

NATION MEDIA GROUP PLC

(Incorporated in Kenya under the Companies Act)

(Registration Number 85/74)

GENERAL MEETING HELD ON 30TH JUNE 2023 AT 3.00PM POLLING RESULTS

The Board of Directors of Nation Media Group Plc is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Friday 30th June 2023.

The Poll was conducted by C& R Registrars Limited.

	RESOLUTION ACCORDING TO THE NOTICE	FOR	%	AGAINST	%	ABSTAINED	%	VERDICT
1	To receive the financial statements for the year ended 31 December, 2022, and the Chairman's , Directors' and Auditors' reports thereon	96,730,765	99.99	50	0	6,924	0.01	PASSED
2	To receive, consider and if thought fit approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31 December, 2022 and to authorise the Board to fix the remuneration of the Non-Executive Directors	96,727,271	99.99	2,837	0	7,631	0.01	PASSED
3	To approve the payment of a first and final dividend of KES 1.50 per share amounting to KES 285,442,745 for the year ended 31 December, 2022, as recommended by the Directors. The Dividend will be payable to the shareholders on the Company's register of members at the close of business on Friday, 16 June 2023 and will be paid on or about Friday, 28 July 2023.	96,735,861	100	1,223	0	655	0	PASSED
4	To confirm that the Auditors, PricewaterhouseCoopers LLP having expressed their willingness, continue in office as the Company's Auditors in accordance with section 721(2) of the Kenyan Companies Act 2015 and to authorize the directors to fix the remuneration of the Auditors for the ensuing financial year.	96,729,415	99.99	1,993	0	6,331	0.01	PASSED
5	To elect and re-elect the following directors	96,684,182	99.94	6,094	0.01	47,163	0.05	PASSED
	(a) THAT, Mr. Dennis Aluanga retires by rotation and being eligible offers himself for re-election							
	(b) THAT, Mr. Louis Otieno retires by rotation and being eligible offers himself for re-election	96,691,059	99.95	7,880	0.01	38,500	0.04	PASSED
	(c) THAT, Mr. Al-Noor Ramji retires by rotation and being eligible offers himself for re-election	96,694,714	99.96	4,709	0	38,016	0.04	PASSED
	(d) THAT, Mr. Stephen Dunbar-Johnson retires by rotation and being eligible offers himself for re-election	96,698,030	99.96	1,718	0	37,691	0.04	PASSED
	(e) THAT , Dr. Wilfred Kiboro , having attained the age of 70 years , retires and offers himself for re-election	93,970,573	97.14	2,741,183	2.83	25,683	0.03	PASSED
	(f) THAT, Prof. Lee Huebner , having attained the age of 70 years , retires and does not offer himself for re-election	-	-	-	-	-	-	NOTED
	(g) THAT, Mr. Francis Okello, having attained the age of 70 years , retires and offers himself for re-election	94,114,692	97.29	2,530,403	2.62	92,344	0.1	PASSED
	(h) THAT, Dr. Yasmin Jetha having attained the age of 70 years , retires and offers herself for re-election	93,929,185	97.1	2,529,212	2.61	279,172	0.29	PASSED
	(i) THAT , Mr. Wangethi Mwangi, having attained the age of 70 years , retires and offers herself for re-election.	93,946,513	97.12	2,523,236	2.16	267,690	0.28	PASSED
6	To appoint members of the Company's Audit, Risk and Compliance Committee: In accordance with the provisions of section 769(1) of the Companies Act 2015, the following directors being members of the Audit, Risk and Compliance Committee be elected to continue to serve as members of the said Committee: (i) Mr. Leonard Mususa (ii) Mr. Al-Noor Ramji (iii) Prof. Samuel Seijaaka	96,496,301	99.75	2,446	0	238,692	0.25	PASSED
7	As an Ordinary Resolution THAT, in accordance with Section 458 of the Companies Act , 2015, the company shall be and is hereby authorised to make market purchases of Paid –up capital of the Company ("Ordinary Shares") in connection with a buyback for ordinary shares on terms and conditions set out in the Circular to the shareholders dated 6 June 2023 (the Buyback") and which circular was made available for the annual general meeting (and is also available on the company's website), provided that : (a) the maximum number of Ordinary Shares that may be purchased pursuant to the terms of this resolution is 19,029,516 Ordinary Shares; (b) the maximum price that may be paid for any Ordinary Share shall be KES 20.00 as recommended by the Board; (c) the minimum price that may be paid for any Ordinary share shall be KES 2.50 being the nominal value of the shares; (d) this authority shall expire at the end of 18 months from the date of the annual general meeting of the Company held on 30 June 2023, unless previously varied, revoked or renewed in accordance with the provisions of the Companies Act 2015; and (e) the Company reserves such shares purchased under the Share Buyback programme in its treasury.	96,699,574	99.96	25,016	0.03	12,849	0.01	PASSED
8	AS an ordinary Resolution "THAT, in accordance with Section 329 of the Companies Act 2015 the directors of the Company be generally and unconditionally authorised to re-allot such Ordinary Shares as may be purchased by the Company pursuant to the Buyback provided that this authority shall unless renewed , varied or revoked by the Company , expire no later than five years from the effective date of these resolutions.	96,692,557	99.95	19,798	0.02	25,084	0.03	PASSED

DECISION

The resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

BY THE ORDER OF THE BOARD

ANGELA NAMWAKIRA
COMPANY SECRETARY



Nation Media Group

Media of Africa for Africa