

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Fifth Annual General Meeting of the Shareholders of Nation Media Group PLC will be held in the Amphitheatre at the Kenyatta International Convention Centre, Nairobi on Friday 29 June 2018 at 2.00 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the financial statements for the year ended 31 December 2017, and the chairman's, directors' and auditors' reports thereon.
2. To confirm the payment of the interim dividend of Shs. 2.50 per share (100%) and to approve the payment of the final dividend of Shs.7.50 per share (300%) on the ordinary share capital in respect of the year ended 31 December 2017.
3. To confirm that PricewaterhouseCoopers continue in office as the Company's Auditors in accordance with section 721 of the Kenyan Companies Act 2015 and to authorize the directors to fix the remuneration of the Auditors.
4. To elect and re-elect the following directors:
 - (a) In accordance with Article 96 of the Company's Articles of Association, Mr. W. Mwangi and Mr. L. Otieno, are directors appointed on 5th July 2017, while Mr S. Dunbar-Johnson was appointed a director on 13th April 2018, who retire and being eligible offer themselves for election.
 - (b) In accordance with Article 110 of the Company's Articles of Association, Dr. Y. Jetha, Mr. J. Montgomery and Mr. L. Mususa retire by rotation and being eligible, offer themselves for re-election.
 - (c) 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. Dennis Aluanga
 - (ii) Mr. Anwar Poonawala
 - (iii) Dr. Simon Kagugube
 - (iv) Mr. Leonard Mususa

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Special Resolutions.

5. "That Dr. W. Kiboro, a director who retires in accordance with Article 101 of the Company's Articles of Association and who is over the age of 70 years, shall notwithstanding that fact, be re-elected as a director of the Company for a period of one year."
6. "That Prof. L. Huebner, a director who retires in accordance with Article 101 of the Company's Articles of Association and who is over the age of 70 years, shall notwithstanding that fact, be re-elected as a director of the Company for a period of one year."
7. "That Mr. A. Poonawala, a director who retires in accordance with Article 101 of the Company's Articles of Association and who is over the age of 70 years, shall notwithstanding that fact, be re-elected as a director of the Company for a period of one year."

By order of the Board

J. C. Kinyua
Secretary
13 April 2018

* **Note:** A member entitled to attend and vote may appoint a proxy to attend and vote on his behalf. Such proxy need not be a member of the company. To be valid, proxy forms must be deposited at the company's registered office not less than 48 hours before the appointed time of the meeting.

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Nation Media Group
Media of Africa for Africa

ILANI YA MKUTANO MKUU WA MWAKA

Ilani inatolewa hapa kwamba Mkutano Mkuu wa Mwaka wa Hamisini na Tano wa Wenyehisa wa kampuni ya Nation Media Group PLC utafanyika katika ukumbi wa Amphitheatre katika Jumba la Kenyatta International Convention Centre (KICC), Nairobi na utakuwa ni siku ya Ijumaa tarehe 29 Juni 2018 kuanzia saa nane mchana ambapo masuala yafuatayo yatahughulikiwa:

SHUGHULI ZA KAWAIDA

1. Kupokea taarifa za kifedha za mwaka uliomalizika tarehe 31 Desemba 2017, pamoja na ripoti za mwenyekiti, wakurugenzi wakuu na wakaguzi wa mahesabu ya kifedha.
2. Kuthibitisha malipo ya mgao wa muda wa Shs. 2.50 kwa kila hisa (100%) na kuidhinisha malipo ya mgao wa mwisho wa Shs. 7.50 kwa kila hisa (300%) ya kawaida ya mtaji katika mwaka uliomalizika 31 Desemba 2017.
3. Kuthibitisha kuwa kampuni ya PricewaterhouseCoopers itaendelea kuhudumu afisini kama Kampuni ya Ukaguzi wa mahesabu kulingana na sehemu ya 721 ya Sheria ya Kampuni za Kenya ya mwaka 2015 na kisha kuidhinisha wakurugenzi kuweka mshahara za Wakaguzi.
4. Kuwachagua na kuwachagua tena wakurugenzi wafuatao:
 - (a) Kulingana na Kifungu cha 96 cha Mkataba wa Kimashirika wa Kampuni hii, Bw. W. Mwangi na Bw. L. Otieno, ambao ni wakurugenzi wakuu walioteuliwa tarehe 5 Julai 2017, huku Bw. S. Dunbar-Johnson aliyeteuliwa kama mkurugenzi mkuu mnamo 13 Aprili 2018, wanastaafu na kwa sababu wanafuzu, wanajitokeza kuchaguliwa.
 - (b) Kulingana na Kifungu cha 110 cha Mkataba wa Kimashirika wa Kampuni hii, Dkt. Y. Jetha, Bw. J. Montgomery na Bw. L. Mususa wanastaafu kwa mzunguko na kwa sababu wanafuzu, wanajitokeza ili kuchaguliwa tena.
 - (c) Kulingana na sehemu ya 769 (1) ya Sheria ya Kampuni ya 2015, wakurugenzi wakuu wafuatao, wakiwa wanachama wa Kamati ya Ukaguzi, Kukabili na Hatari na pia Uzingatiaji wa kanuni, wanachaguliwa ili waendeleo kuhudumu kama wanachama wa Kamati hiyo:
 - (i) Bw. Dennis Aluanga
 - (ii) Bw. Anwar Poonawala
 - (iii) Dkt. Simon Kagugube
 - (iv) Bw. Leonard Mususa

SHUGHULI MAALUM

Kuyazingatia na ikipatikana kuwa yanastahili, kupitisha maamuzi yafuatayo kama Maamuzi Maalum.

1. "Kwamba Dkt. W. Kiboro, akiwa mkurugenzi mkuu anayestaafu kulingana na Kifungu cha 101 cha Mkataba wa Kimashirika wa Kampuni hii na ambaye amepita umri wa miaka 70, bila kuzingatia hali hiyo, anachaguliwa tena kama mkurugenzi wa Kampuni hii kwa muda wa mwaka mmoja."
2. "Kwamba Prof. L. Huebner, akiwa mkurugenzi mkuu anayestaafu kulingana na Kifungu cha 101 cha Mkataba wa Kimashirika wa Kampuni hii na ambaye amepita umri wa miaka 70, bila kuzingatia hali hiyo, anachaguliwa tena kama mkurugenzi wa Kampuni hii kwa muda wa mwaka mmoja."
3. "Kwamba Bw. A. Poonawala, akiwa mkurugenzi mkuu anayestaafu kulingana na Kifungu cha 101 cha Mkataba wa Kimashirika wa Kampuni hii na ambaye amepita umri wa miaka 70, bila kuzingatia hali hiyo, anachaguliwa tena kama mkurugenzi wa Kampuni hii kwa muda wa mwaka mmoja."

Kwa amri ya Bodi

J. C. Kinyua

Katibu

Tarehe 13 Aprili 2018

***Fahamu:** Mwanachama yeyote anayestahili kuhudhuria na kupiga kura anaweza kumchagua mwakilishi ili ahudurie na kupiga kura kwa niaba yake. Si lazima mwakilishi huyo awe mwanachama wa Kampuni hii. Sharti fomu za uwakilishi zilizojazwa zitumwe kwa afisi iliyosajiliwa ya Kampuni hii katika muda usiopungua saa 48 kabla ya saa ya mkutano.

Angalia, toa au chapisha nakala za ripoti yetu ya mwaka kutoka wavuti wetu

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