

NOTICE OF THE 102 ANNUAL GENERAL MEETING

NOTICE is hereby given that, in accordance with the provisions of Section 280 of the Companies Act, 2015, and pursuant to the Court Order issued by the High Court of Kenya in Miscellaneous Application No. E680 of 2020, the One Hundredth and Second (102) Annual General Meeting of the shareholders of The Standard Group PLC ("the Company") shall be held via electronic means on **Friday, 3 July 2020 at 11.00 a.m.** to transact the business set out below:

Due to the on-going Government restrictions on public gatherings, Shareholders will not be able to attend the AGM in person but will be able to register for, access information pertaining to the proposed resolutions, follow the proceedings of the meeting and vote electronically or by proxy, in the manner detailed below.

1. CONSTITUTION OF THE MEETING

To read the notice convening the meeting and determine if a quorum is present.

2. ORDINARY BUSINESS:

- (a) To receive, consider and if thought fit, adopt the audited Consolidated Financial Statements for the year ended 31 December 2019 together with the reports of the Chairman, the Group Chief Executive Officer and the Auditors' thereon.
- (b) To note that the Directors do not recommend payment of a Dividend for the year ended 31 December 2019.
- (c) **Election of Directors:**
 - (i) In accordance with Article 101 of the Company's Article of Association, the following Directors retire by rotation, and being eligible, offer themselves for re-election as Directors of the Company: **Dr. Julius Kipngetch** and **Mr. Shaun Zambuni**.
 - (ii) **Dr. James Boyd Mcfie** having attained the age of seventy years, retires in accordance with the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015 and being eligible, offers himself for re-election.
 - (iii) Pursuant to the provisions of Section 769 of the Companies Act 2015, the following Directors being members of the Finance & Audit Committee, be elected to continue to serve as members of the said Committee: **Dr. Githinji Gitahi, Mr. Shaun Zambuni, Ms. Juliana Rotich, Dr. Julius Kipngetch and Dr. James Boyd Mcfie**.
- (d) To approve the remuneration of the Directors and Directors Remuneration Report for the year ended 31 December 2019.
- (e) To re-appoint KPMG Kenya to continue in office as the Company's External Auditors for the ensuing financial year by virtue of Section 721(2) of the Companies Act 2015 and to authorize the Directors to fix their remuneration.

3. SPECIAL BUSINESS

That by way of Special Resolution, the relevant provisions of the Company's Articles of Association, be and are hereby amended to allow for attendance, participation and voting by electronic means in general meetings, in the manner summarized in Annexure I attached hereto.

4. ANY OTHER BUSINESS

To transact any other business of the Company for which due notice has been received

BY ORDER OF THE BOARD

MILLICENT NG'ETICH COMPANY SECRETARY

Date: 11 June 2020

NOTES:

1. In view of the on-going Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impossible for the Company to hold a physical AGM in the manner envisaged in the Company's Articles of Association and Section 280 of the Companies Act, 2015.
2. On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, issued an order permitting any company listed on the Nairobi Securities Exchange to convene and conduct a virtual general meeting subject to receipt of a 'No Objection' from the Capital Markets Authority ('CMA').
3. The Standard Group PLC has convened and is conducting this virtual annual general meeting following receipt of a No Objection from the Capital Markets Authority.

4. Any Shareholders wishing to participate in the meeting should register for the AGM by dialing ***483*820#** on all mobile networks and follow the various prompts on the registration process. Shareholders will not incur any cost for such registration.
5. To complete the registration process, shareholders will be required to have their ID/Passport Number used to purchase share(s) and/or their CDSC Account Number. For assistance shareholders should dial the following helpline number: (+254) 709 170 000 from 9:00 a.m. to 3:00 p.m. from Monday to Friday. Any shareholder domiciled outside Kenya can dial the helpline number or send an email to Image Registrars via info@image.co.ke providing their details i.e. Name, Passport/ID No, CDS No and Mobile telephone number requesting to be registered. Image Registrars shall register the shareholder and send them an email link once registered.
6. Registration for the AGM opens on Wednesday, 10 June 2020 at 9:00 am and will close on Tuesday, 30 June 2020 at 5.00 pm. Shareholders will not be able to register after this time.
7. The following documents may be viewed on the Company's website <http://www.standardmedia.co.ke/corporate/investors> (i) a copy of this Notice and the Proxy Form; (ii) the Company's Annual Report and Audited Financial Statements for the year ended 31 December 2019; (iii) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; (iv) a copy of the No Objection issued by the CMA and (v) summary of proposed amended sections of the Articles of Association of Company.
8. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so on or before Monday, 29 June 2020 at 5.00 p.m. by:
 - (a) sending their written questions by email to agm@standardmedia.co.ke; or
 - (b) to the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at The Standard Group Centre, along Mombasa Road, or to Image Registrars offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
 - (c) sending their written questions with a return physical address or email address by registered post to the Company's registered address at P. O. Box 30080-00100, Nairobi or Image Registrars at P. O. Box 9287-00100, Nairobi.

Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

The Directors of the Company shall provide written responses to the questions received to the return physical or email address provided by the Shareholder no later than 12 hours before the start of the AGM. A full list of all questions received and the answers thereto will also be published on the Company's website not later than 12 hours before the start of the general meeting.

9. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. Such proxy need not be a member of the Company.
10. A proxy form is attached to this Notice and is available on the Company's website via the link: <http://www.standardmedia.co.ke/corporate/investors>. The proxy form can also be obtained from Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street. A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to info@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 - 00100 GPO, Nairobi, so as to be received not later than Wednesday, 1 July 2020 at 11:00 a.m. Any person appointed as a proxy should submit their mobile telephone number to the Company no later than Wednesday, 1 July 2020 at 11:00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Thursday, 2 July 2020, to allow time to address any issues.
11. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, as a reminder that the AGM will begin in an hour and provide a link to the live stream. By registering to attend the AGM, a Shareholder opts in to receive these messages.
12. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform, access the agenda and vote (when prompted by the chairman) via the USSD prompts or the web link.
13. Results of the AGM shall be published on the company website <http://www.standardmedia.co.ke/corporate/investors> within 24 hours following conclusion of the AGM.