

# ONE HUNDREDTH AND SEVENTH (107TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the One Hundredth and Seventh (107th) Annual General Meeting of the shareholders of The Standard Group PLC ("the Company") shall be held via electronic communication on **Monday, 30th June 2025 at 11:00 a.m.** to transact the business set out below:

## CONSTITUTION OF THE MEETING:

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

## ORDINARY BUSINESS:

2. To receive, consider and if thought fit, adopt the Audited Consolidated Financial Statements for the year ended 31st December 2024 together with the reports of the Chairman, the Group Chief Executive Officer and the Auditors' thereon.

3. To note that the Directors do not recommend payment of a Dividend for the year ended 31st December 2024.

## 4. Election of Directors:

4.1. **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 as Director of the Company.

4.2. In accordance with Article 102 of the Company's Articles of Association, **Dr. Michael Lusiola**, who was appointed to fill a casual vacancy retires by rotation, and being eligible, offers himself for re-election as Director of the Company.

4.3. In accordance with Articles 101 of the Company's Articles of Association, **Dr. Julius Kangogo Kipngetchi**, will retire from the Board at the Annual General Meeting and does not offer himself for re-election.

4.4. In accordance with Articles 101 of the Company's Articles of Association, **Ms. Leonie Von Elverfeldt**, will retire from the Board at the Annual General Meeting and does not offer herself for re-election.

5. Pursuant to the provisions of Section 769 of the Companies Act 2015, the following Directors being members of the Board Audit and Risk Committee, be elected to continue to serve as members of the said Committee, subject to re-election as Board Members:

- (a) Ms. Christine Muthui;
- (b) Mr. Albert Sigei;
- (c) Mr. Chris Otundo;
- (d) Dr. James McFie;
- (e) Michael Lusiola.

6. To approve the remuneration of the Directors and Directors Remuneration Report as detailed in the Annual Report for the year ended 31st December 2024 and to authorize the Directors to fix their remuneration.

7. To appoint Grant Thornton LLP 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.

## SPECIAL BUSINESS:

8. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

To authorize the Board to formulate, approve, implement and regularly review policy documents as a continuing obligation envisaged under Regulation 8.21 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023 for:

- (a) Board Remuneration;
- (b) Effective Communication with Stakeholders;
- (c) Corporate Disclosures Policies and Procedures;
- (d) Dispute Resolution for Internal and External Dispute; and
- (e) Board Members' attraction and Retention.

## ANY OTHER BUSINESS:

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

## BY ORDER OF THE BOARD

**MILLCENT NGETICH**  
**COMPANY SECRETARY**

Date: 4<sup>th</sup> June 2025

## NOTES:

1. The Standard Group PLC has convened and is conducting this virtual annual general meeting pursuant to Article 56 of the Company's Articles of Association.

2. Any Shareholders wishing to participate in the meeting should register for the AGM by dialing **\*483\*455#** on all mobile networks and follow the various prompts on the registration process. Shareholders will not incur any cost for such registration.

3. 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) 709 170 000/36 from 9:00 a.m. to 4:00 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.

4. Registration for the AGM opens on Friday, 6th June 2025 at 8:00 a.m. and will close on Saturday, 28th June 2025 at 11.00 a.m. Shareholders will not be able to register after this time.

5. The following documents may be viewed on the Company's website **[http:// www.standardmedia.co.ke/corporate/investors](http://www.standardmedia.co.ke/corporate/investors)** (i) a copy of this Notice and the Proxy Form; (ii) and the Company's Annual Report and Audited Financial Statements for the year ended 31st December 2024.

6. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

- (a) Dialing the USSD code **\*483\*455#** and following the prompts to submit your questions;
- (b) sending their written questions by email to **agm@standardmedia.co.ke**; or
- (c) 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

(d) 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 or clarifications.

The Directors of the Company shall provide written responses to the questions received, via the return address (physical, postal or email) 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 24 hours following the conclusion of the annual general meeting.

7. 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.

8. 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 appointer, or his attorney duly authorized in writing. If the appointer 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 Saturday, 28th June 2025 at 11:00 a.m. Any person appointed as a proxy should submit their mobile telephone number to the Company not later than Saturday, 28th June 2025 at 11:00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned not later than Sunday, 29th June 2025, to allow time to address any issues.

9. The AGM will be streamed live via a link which shall be provided to all shareholders who will have successfully 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.

10. 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 via the vote tab on the livestream link.

11. A poll shall be conducted for all the resolutions put forward in the Notice.

12. Results of the AGM shall be published on the Company's website **<http://www.standardmedia.co.ke/corporate/investors>** within 24 hours following conclusion of the AGM