

ONE HUNDREDTH AND SIXTH (106TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the One Hundredth and Sixth (106th) Annual General Meeting of the shareholders of The Standard Group PLC ("the Company") shall be held via electronic communication on **Monday, 02nd September 2024** at **09.00 a.m.** to transact the business set out 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 31st December 2023 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 31st December 2023.
- (c) **Election of Directors:**
 - (i) **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.
 - (ii) In accordance with Article 102 of the Company's Articles of Association, Mr. Albert Sigei, who was appointed to fill a casual vacancy retires by rotation, and being eligible, offers himself for re-election as Director of the Company
 - (iii) In accordance with Article 102 of the Company's Articles of Association, Ms. Christine Muthui, who was appointed to fill a casual vacancy retires by rotation, and being eligible, offers herself for re-election as Director of the Company
 - (iv) In accordance with Article 102 of the Company's Articles of Association, Ms. Leonie Von Elverfeldt, who was appointed to fill a casual vacancy retires by rotation, and being eligible, offers herself for re-election as Director of the Company.
 - (v) 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, subject to re-election as Board Members: **Mr. Albert Sigei, Ms. Christine Muthui, Mr. Chris Otundo and Dr. James McFie.**
- (d) To approve the remuneration of the Directors and Directors Remuneration Report and policy for the year ended 31st December 2023.
- (e) To appoint Grant Thornton LLP 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. ANY OTHER BUSINESS

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

4. SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

- i. "THAT the directors of the Company be and are hereby unconditionally authorised to increase the nominal share capital of the Company by the creation of two hundred and eighty three million, six hundred and sixty one thousand, one hundred and twenty **(283,661,120)** new ordinary shares of Kshs. 5.00 each which shall rank pari passu with and have rights equal to the existing ordinary shares of the Company."
- ii. "THAT the Directors be and are hereby authorized, until the date of the next annual general meeting of the Company, to raise up to Kes.1.5 billion through a rights issue, subject to the receipt of any required regulatory approvals including but not limited to the approval of the Capital Markets Authority and the Nairobi Securities Exchange, by way of rights to the holders of the issued ordinary shares in the Company registered at the close of business on such date and at such prices as shall be determined by the directors and on such terms and conditions as the directors may determine."
- iii. "THAT subject to the limit as to the amount of capital being raised and period set out in the preceding resolution (i) above and subject also to any regulatory approvals the Directors be and are hereby authorised to do the following:
 - a) Rights Issue
TO offer shares by way of rights to holders of ordinary shares of the Company in such a proportion to the existing shares held by them at close of business on such a date to be fixed by the Directors and at such price as shall be determined by the Directors and to deal with fractional shares in such a manner as they deem fit.
 - b) Directors' powers to deal with untaken shares
TO dispose off the shares not taken up by any shareholders or the shares not issued by reason of fractions of shares being disregarded, at such price and on such terms as they may consider expedient."
- iv. "THAT the Directors of the Company be and are hereby authorized to sign all documents and to do all such things as may be necessary to give effect to the above resolutions, subject to the provisions of The Companies Act, 2015, the Company's Articles of Association and The Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023."
- v. "THAT the Company Secretary be and is hereby instructed to file all such returns and make all such entries as required by law in order to give effect to the matters resolved or otherwise determined at this meeting.

BY ORDER OF THE BOARD
VICTORIA CHEROTICH
COMPANY SECRETARY

Date: 9th August 2024

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*901#** 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 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, 9th August 2024 at 9:00 a.m. and will close on Tuesday, 30th August 2024 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 2023.
6. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - (a) Dialing the USSD code ***483*901#** 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 Friday, 30th August 2024 at 11:00 a.m. Any person appointed as a proxy should submit their mobile telephone number to the Company not later than Saturday, 31st August 2024 at 11:00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned not later than Saturday, 31st August 2024, 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](http://www.standardmedia.co.ke/corporate/investors) within 24 hours following conclusion of the AGM