

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the One Hundredth and First (101st) Annual General Meeting of the shareholders of The Standard Group PLC (“the Company”) will be held at **The Standard Group Centre along Mombasa Road, Nairobi on Friday, 24th May 2019 at 11.00 a.m.** to transact the following business:

1. CONSTITUTION OF THE MEETING

To read the notice convening the meeting and confirm the presence of a quorum.

2. REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2018

To receive, consider and if thought fit, adopt the audited Consolidated Financial Statements for the year ended 31st December 2018 together with the reports of the Chairman, the Group Chief Executive Officer and the Auditors’ thereon.

3. DIVIDEND

To consider and, if thought fit, approve a dividend of KES.0.60 per ordinary share for the Financial Year ended 31st December 2018 as recommended by the Directors. The dividend will be payable on or about 23rd August 2019 to the Shareholders on the Register of Members at the close of business on 21st June 2019.

4. ELECTION OF DIRECTORS

- (a) **Mr. Samuel Lerionka Tiampati** retires by rotation in accordance with Article 101 of the Company’s Articles of Association and being eligible, offers himself for re-election.
- (b) **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.
- (c) Pursuant to the provisions of the 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 Kipngetich and Dr. James Boyd Mcfie.**

5. REMUNERATION OF DIRECTORS

To approve the remuneration of the Directors and Directors Remuneration Report for the year ended 31st December 2018.

6. AUDITORS

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.

BY ORDER OF THE BOARD

MILICENT NG’ETICH
COMPANY SECRETARY

Date: 3rd May 2019

NOTE

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in their stead. If the member is a corporation, the proxy shall be appointed in accordance with the Articles of the Company, or be represented in accordance with the Articles. Such a proxy need not be a member.
2. A proxy form may be obtained from our website <http://www.standardmedia.co.ke/corporate/investors> or at the Standard Group Centre, Mombasa Road, Nairobi. Shareholders who do not propose to attend the Annual General Meeting are requested to complete and return the form to the Company Secretary of the Company, or to the Company’s Share Registrar, Image Registrars Ltd, 5th Floor, Barclays Plaza, Loita Street P.O. Box 9287-00100 G.P.O Nairobi, no later than 48 hours before the time appointed for holding the meeting.
3. The full annual report may be downloaded from our website <http://www.standardmedia.co.ke/corporate/investors>

Please Note: Transport will be provided to the Shareholders from outside I&M Bank Towers, along Kenyatta Avenue, from 9.00 a.m. and back to GPO after the close of the meeting.