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Annual Report & Financial Statements



Nation Media Group

Media of Africa for Africa





Journalism is about results. It's about affecting your community or your society in the most progressive way.”
- Anas Aremeyaw Anas



Media of Africa for Africa



Positively
Influencing Society









Nation Media Group

Media of Africa for Africa

Nation Media Group PLC. is the leading media company with businesses in print, broadcasting and digital. NMG uses its industry leading operating scale and brands to create, package and deliver high-quality content on a multi-platform basis. As the largest independent media house in East and Central Africa, we attract and serve unparalleled audiences in Kenya, Uganda, Tanzania, and Rwanda. We are committed to generating and creating content that will inform, educate and entertain our consumers across the different platforms, keeping in mind the changing needs and trends in the industry. In our journey, nothing matters more than the integrity, transparency, and balance in journalism that we have publicly committed ourselves to. NMG journalism seeks to positively transform the society it serves, by influencing social, economic and political progress.

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| <p>Nation Centre, Kimathi Street</p> | <p>Telephone: +254 20 328 8000</p> | <p>P.O. Box 49010-00100, GPO Nairobi, Kenya</p> | <p>www.nationmedia.com</p> |

Browse, download or print our annual report at
www.nationmedia.com/financial_report/nmg-2021-annual-report-and-financial-statements/

View our 2021 results presentation at
www.nationmedia.com/investor-news/nmg-fy2021-results



Company Information



Nation Centre

Kimathi Street
P O Box 49010 00100
Nairobi

Registered
Office

Afisi Ilioandikishwa

Hamilton Harrison & Mathews

Delta Suites
Waiyaki Way, Nairobi

Advocates

Wakili

PricewaterhouseCoopers LLP

PwC Tower, Waiyaki Way/
Chiromo Road
Westlands, Nairobi

Auditors

Wakaguzi wa
Hesabu

**Standard Chartered Bank of
Kenya Limited, Chiromo**

No. 48 Westlands Road, Nairobi

Bankers

Benki

Angela Namwakira

Adili Corporate Services Kenya
ALN House, Eldama Ravine
Road, Westlands, Nairobi
P O Box 764 00606, Nairobi

Company
Secretary

Katibu



DAILY  NATION

“

When Kenyans
can't breathe
because of high
cost of living

”

#YouDeserveTheTruth



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Notice of Annual General Meeting

Notice is hereby given that the Fifty-Ninth Annual General Meeting of the Shareholders of Nation Media Group PLC will be held virtually on Thursday, 30 June 2022 at 3.00 pm EAT to conduct the business stated below.

All resolutions will be conducted by way of a Poll.

ORDINARY BUSINESS

1. To receive the financial statements for the year ended 31 December 2021, and the Chairman's, Directors' and Auditors' reports thereon.
2. To receive, consider and if thought fit approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31 December 2021 and to authorise the Board to fix the remuneration of the Non-Executive Directors.
3. To approve the payment of a first and final dividend of Shs 1.50 per share amounting to Shs 285,442,745 for the year ended 31 December 2021, as recommended by the Directors. The dividend will be payable to the Shareholders on the Company's Register of Members at the close of business on Thursday, 16 June 2022 and will be paid on or about Friday, 29 July 2022.
4. To confirm that the Auditors, PricewaterhouseCoopers LLP having expressed their willingness, continue in office as the Company's Auditors in accordance with section 721(2) of the Kenyan Companies Act 2015 and to authorise the Directors to fix the remuneration of the Auditors for the ensuing financial year.
5. To re-elect Directors:
 - a) in accordance with Article 96 of the Company's Articles of Association, Prof. Samuel Sejjaaka retires by rotation and being eligible, offers himself for re-election;
 - b) in accordance with Article 110 of the Company's Articles of Association, Ms. Sumayya Hassan retires by rotation and being eligible, offers herself for re-election;
 - c) in accordance with Article 110 of the Company's Articles of Association, Dr. Yasmin Jetha retires by rotation and being eligible, offers herself for re-election;
 - d) in accordance with Article 110 of the Company's Articles of Association, Mr. Wangethi Mwangi retires by rotation and being eligible, offers himself for re-election;
 - e) Dr. Wilfred Kiboro, having attained the age of 70 years, retires by rotation and offers himself for re-election;
 - f) Prof. Lee Huebner, having attained the age of 70 years, retires by rotation and offers himself for re-election;
 - g) Mr. Anwar Poonawala, having attained the age of 70 years, retires by rotation and offers himself for re-election;
 - h) Mr. Francis. O. Okello, having attained the age of 70 years, retires by rotation and offers himself for re-election;
6. To appoint the members of the Company's Audit, Risk and Compliance Committee:

In accordance with the provisions of section 769(1) of the Companies Act 2015, the following Directors being members of the Company's Audit, Risk and Compliance Committee be re-elected to continue to serve as members of the said Committee:

 - a) Mr. Leonard Mususa
 - b) Mr. Anwar Poonawala
 - c) Mr. Al-Noor Ramji
 - d) Prof. Samuel Sejjaaka

SPECIAL BUSINESS

7. Any other business for which valid notice shall have been given.

By Order for the Board

Angela Namwakira
Company Secretary

7 June 2022

Taarifa Kuhusu Mkutano Mkuu wa Kila Mwaka

Taarifa imetolewa hapa kwamba Mkutano Mkuu wa Kila Mwaka wa Hamsini na Tisa wa Wenyehisa wa Shirika la Nation Media Group PLC utafanywa mtandaoni siku ya Alhamisi, tarehe 30 Juni 2022 saa 9.00 jioni Saa za Afrika Mashariki ili kuendesha shughuli zilizotajwa hapo chini.

Maamuzi yote yataendeshwa kupitia kwa Kura ya maoni.

SHUGHULI YA KAWAIDA

1. Kupokea taarifa za kifedha za mwaka uliokamilika tarehe 31 Desemba 2021, na ripoti za Mwenyekiti, Wakurugenzi Wakuu na Wakaguzi wa Hesabu.
2. Kupokea, kuzingatia na ikionekana kuwa sawa, iidhinisha Ripoti ya Malipo ya Wakurugenzi Wakuu na malipo yaliyolipwa kwa Wakurugenzi kwa mwaka uliokamilika tarehe 31 Desemba 2021 na kuidhinisha Bodi kulipa Wakurugenzi Wasio Watendaji.
3. Kuidhinisha malipo ya mgao wa kwanza na wa mwisho wa mapato ya hisa wa Shs 1.50 kwa kila hisa ya kima cha Shs 285,442,745 kwa mwaka uliokamilika tarehe 31 Desemba 2021, kama iliyopendekezwa na Wakurugenzi. Mgao wa mapato ya hisa utalipwa kwa Wenyehisa walio kwenye Sajili ya Wanachama wa Kampuni kufikia mwisho wa siku ya Alhamisi, tarehe 16 Juni 2022 na utalipwa mnamo au karibu na Ijumaa, tarehe 29 Julai 2022.
4. Kuthibitishia Wakaguzi wa Hesabu kwamba kampuni ya PricewaterhouseCoopers LLP, baada ya kuonyesha nia yake, itaendelea kuhudumu kama Mkaguzi wa Kampuni kwa mujibu wa kifungu cha 721(2) cha Sheria ya Kampuni ya Kenya 2015 na kuidhinisha Wakurugenzi kurekebisha malipo ya Wakaguzi wa Hesabu.
5. Kuchagua tena Wakurugenzi Wakuu:
 - a) kwa mujibu wa Kifungu cha 96 cha Taarifa ya Ushirika ya Kampuni, Prof. Samuel Sejaaka, anastaafu kwa zamu na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;
 - b) kwa mujibu wa Kifungu cha 110 cha Taarifa ya Ushirika ya Kampuni, Bi. Sumayya Hassan, anastaafu kwa zamu na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;
 - c) kwa mujibu wa Kifungu cha 110 cha Taarifa ya Ushirika ya Kampuni, Dkt. Yasmin Jetha, anastaafu kwa zamu na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;
 - d) kwa mujibu wa Kifungu cha 110 cha Taarifa ya Ushirika ya Kampuni, Bw. Wangethi Mwangi, anastaafu kwa zamu na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;
 - e) Dkt. Wilfred Kiboro, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;
 - f) Prof. Lee Huebner, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;
 - g) Bw. Anwar Poonawala, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;
 - h) Mr. Francis. O. Okello, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;
6. Kuteua wanachama wa Kamati ya Ukaguzi, Hatari na Utiifu ya Kampuni:

Kwa mujibu wa kifungu cha 769(1) cha Sheria ya Kampuni ya 2015, Wakurugenzi wafuatao kwa kuwa wanachama wa Kamati ya Bodi ya Ukaguzi, Hatari na Utiifu wachaguliwe tena ili kuendelea kuhudumu kama wanachama wa Kamati iliyotajwa:

 - a) Bw. Leonard Mususa
 - b) Bw. Anwar Poonawala
 - c) Bw. Al-Noor Ramji
 - d) Prof. Samuel Sejaaka

SHUGHULI MAALUM

7. Shughuli nyingine yoyote ambayo taarifa yake halali imetolewa.

Kwa Amri ya Bodi

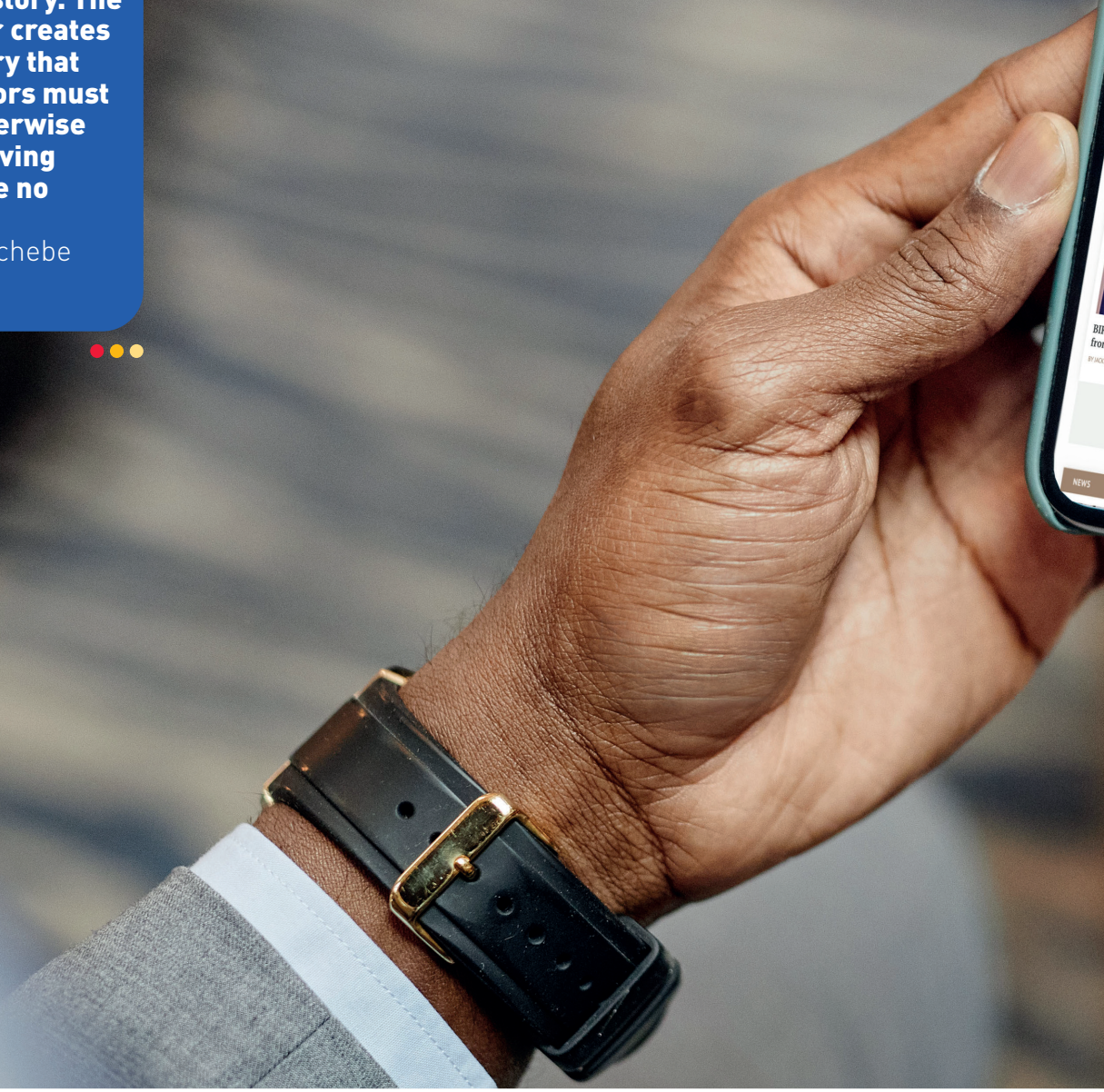


Angela Namwakira

Katibu wa Kampuni

7 Juni 2022

“
It is the storyteller who makes us what we are, who creates history. The storyteller creates the memory that the survivors must have – otherwise their surviving would have no meaning.”
– Chinua Achebe



Media of Africa for Africa





Overview





Vision:
To be the media of Africa for Africa

Core values:



Our Mission:
Create value for our stakeholders and positively influence society by providing media that informs, educates, and entertains.

Corporate Governance Statement

The Company is committed to upholding the best international standards of good corporate governance.

The role of the Board is to determine the Company's policies and strategies, to monitor the attainment of the business objectives and to ensure that the Company meets its obligations to the shareholders. The directors are also responsible for overseeing the Group's internal control systems. These controls are designed both to safeguard the Group's assets and to ensure the reliability of the financial information used within the business.

The following were the standing Board committees in the year ended 31st December, 2021:

1 Nominations and Governance Committee, which is responsible for executive and non-executive board appointments and for overseeing the Group's adherence to good corporate governance principles. Prof. L. Huebner chairs the committee which has Dr. W. D. Kiboro, Mr. D. Aluanga, Mr. A. Poonawala and Mr. S. Gitagama as members. The members of the Committee, with the exception of the Group Chief Executive Officer, are non-executive directors.

2 Audit, Risk and Compliance Committee, whose responsibility is to oversee the effective administration of the Group's systems of internal controls, management of risk and compliance with applicable regulatory requirements as well as review of the Group's financial plans and reports. Mr. L. Mususa chairs the committee which has Mr. A. Poonawala, and Mr. A. Ramji as members. The members of the committee are independent and non-executive directors.

Committee meetings attendance for the Financial year

| | 25.03.2021 | 23.06.2021 | 16.09.2021 | 26.10.2021 | 02.12.2021 |
|-----------------|------------|------------|------------|------------|------------|
| Leonard Mususa | ✓ | ✓ | ✓ | ✓ | ✓ |
| Anwar Poonawala | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ali-Noor Ramji | ✓ | ✓ | ✓ | ✓ | ✓ |

3 Strategy and Investments Committee, which reviews the Group's medium and long term strategic options and investment proposals. Mr. L. Otieno chairs the committee. The committee has Dr. Y. Jetha, Prof. L. Huebner, Mr. S. Dunbar-Johnson, Mrs. S. Hassan, Mr. A. Ramji, Mr. S. Gitagama, Mr. D. Aluanga and Mr. R. Tobiko as members.

4 Editorial Committee, which considers and advises on the Group's editorial policy, the journalistic code of ethics and legal responsibilities. Mr. F. O. Okello chairs the committee which has Mr. D. Aluanga, Mr. W. Mwangi, Mrs. S. Hassan and Mr. S. Gitagama as members.

5 Human Resources and Remuneration Committee, whose primary objective is to assist the Group to achieve its goal of adhering to the best practices in Human Resources Management and Development. Dr. Y. Jetha chairs the committee, which has Mr. A. Poonawala, Mr. L. Mususa, Mr. W. Mwangi and Mr. L. Otieno as members. The members of the committee are independent and non-executive directors.

The Chairman of the Board is a non-executive director and is elected by the board of directors to hold office after every three years.

There is a clearly defined organizational structure within which individual responsibilities and authority limits are set out. The structure is complemented by policies and management operates the business in compliance with these policies.

The Group Chief Executive Officer chairs the Executive Team, which comprises the executive directors and the senior executives of the Group. The team is responsible for implementing the strategy approved by the board and also deals with operational matters and co-ordinates activities across the Group's various subsidiary companies and divisions.

INSIDER DEALINGS

The board has a documented policy on insider dealings in the Company's shares.

CORPORATE GOVERNANCE

Nation Media Group PLC is in compliance with the provisions of the Capital Markets Act- Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015. Over one third of the Board of Directors are independent and non-executive directors. The membership of the various board committees is listed above.

NMG Overview & Future Outlook

Nation Media Group’s dream began 62 years ago when the world and, indeed, Africa was going through a great transition. From the challenges of the Cold War to independence across the continent, the wind of change was blowing across the world. It was during this time of political turbulence, struggle for independence, promise, and Pan-Africanism that the Nation was born, on March 20, 1960.

From a small newspaper company, with only one title, Taifa, a Swahili publication, we have grown to become the largest multimedia house in East and Central Africa with operations in print, broadcast and digital media all of which attract and serve unparalleled audiences across the continent and the world.

NMG was founded by His Highness the Aga Khan on the bedrock of a set of core values whose central theme was to promote independent voices, diversity and freedom of expression as enshrined in our editorial policy. Another critical element in these values - and the purpose for our establishment - was, and continues to be, a mission to be a trusted partner of African democracies, a champion of the ordinary

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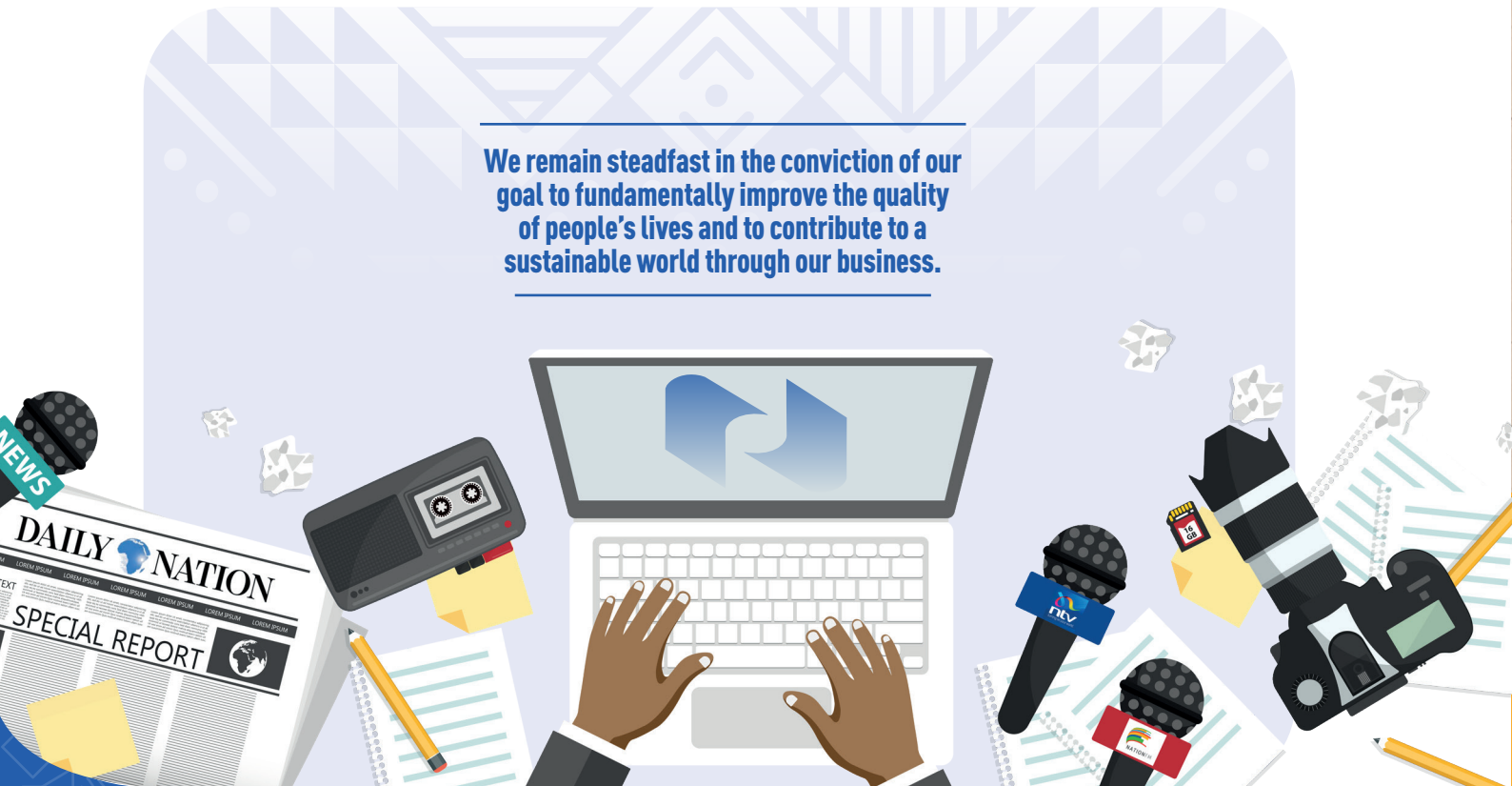
NMG’s pursuit of its mission is driven by its deep conviction that ideas are central to human development. This has indeed served as the foundation of our philosophy of serving the continent as we position ourselves as the Media of Africa for Africa.

person, a supportive voice for the rule of law and respect for human rights, and a strong advocate of free market economies. This mission has remained unchanged and has been renewed over the years. As we seek to positively influence society, we shall continue to be guided and to stand by the values of truth, independence, fairness, balance and accuracy.

We remain steadfast in the conviction of our goal to fundamentally improve the quality of people’s lives and to contribute to a sustainable world through our business. We will stay at the forefront, identifying the many issues critical to social transformation such as education, the environment and health, and highlighting solutions to their achievement. We will work with our stakeholders, customers, shareholders, supporters and the communities we serve to pursue a win-win growth strategy by going further together.

NMG’s pursuit of its mission is driven by its deep conviction that ideas are central to human development. This has indeed served as the foundation of our philosophy of serving the continent as we position ourselves as the Media of Africa for Africa.

We remain steadfast in the conviction of our goal to fundamentally improve the quality of people’s lives and to contribute to a sustainable world through our business.



THE GATEWAY TO AFRICA

Read compelling stories about our people.



Join us today.
→ Go to nation.africa

Scan to join us.



NATION

Empower Africa.

Powered by  Nation Media Group
Media of Africa for Africa



Overview

Our Footprint

Kenya, Uganda, Tanzania and Rwanda



Uganda Brands

- NTV Uganda
- Daily Monitor
- Dembe FM
- The EastAfrican
- Ennyanda
- Spark TV
- KFM
- Nation Forum Uganda and Monitor's Thought Leaders Forum



Kenya- Brands

- Daily Nation
- Business Daily
 - NTV
- The EastAfrican
 - Taifa Leo
 - Kenya Buzz
 - Lit 360
 - Nairobi News
- Nation Leadership Forum
- Kusi Ideas Festival
- TAG Brand Studio
 - Nation FM
 - Nation Sema
 - Pishi



Rwanda Brands

- The EastAfrican
- Rwanda Today



Tanzania Brands

- The Citizen
- Mwananchi
- Mwanaspoti
- The EastAfrican
- Mwananchi Thought Leadership Forum





Just AMAZING

WATCH | LISTEN | STREAM

- GOtv** entertaining africa Channel 91
- DSBv** Feel every moment Channel 271
- StarTimes** Channel 106
- zuku** Channel 13
- SIGnet** A world of possibilities Available on Signet
- ADN** Available NTV 1

www.ntvkenya.co.ke



Overview

Our Digital Footprint

Facebook

19.4 million
users



Twitter

15.3 million
users



Website

8.1 million
users



Youtube

4.6 million
users



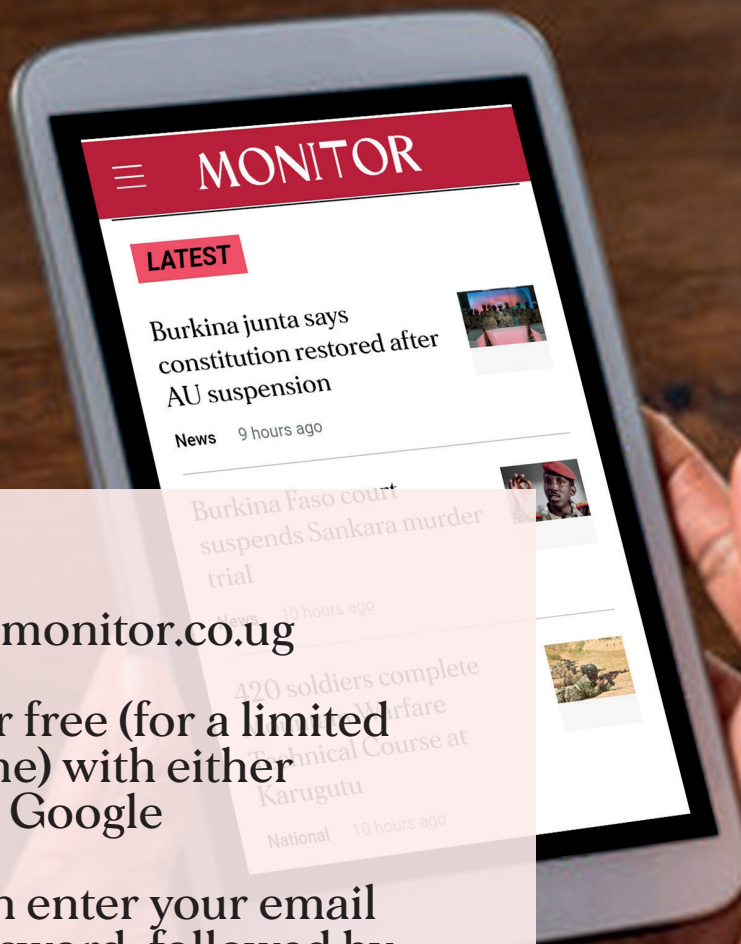
Instagram

3.6 million
users



Total reach
51 million
users

For your free access
to prime stories on www.monitor.co.ug,
sign-up with this quick step-by-step guide:



1. Visit www.monitor.co.ug
2. Sign up for free (for a limited period of time) with either Facebook or Google
3. Or you can enter your email address, password, followed by your phone number
4. Click subscribe

You are now a registered user.
Welcome to Monitor.

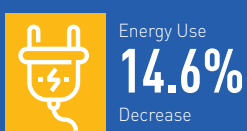
For inquiries, please contact us
on +256 312 301 230 or email us at
customercareug@ug.nationmedia.com

*Terms and conditions apply.

MONITOR
by NATION

Performance Highlights

Non-Financial Highlights



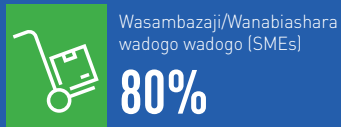
Financial Highlights

| Item | % Growth |
|--------------------------------|--------------|
| Print advertising revenue | 14% ↑ |
| Television advertising revenue | 25% ↑ |
| Radio revenue | 42% ↑ |
| Total cash | 38% ↑ |
| Digital revenue | 20% ↑ |
| Courier revenue | 13% ↑ |
| ePaper subscription | 8% ↑ |
| Decline in print circulation | 9% ↓ |



Muhtasari wa Matokeo

Vidokezo visivyo vya matokeo ya kifedha



Vidokezo muhimu vya matokeo ya kifedha

| Kipengee | % Ukuaji |
|--|--------------|
| Mapato ya kitengo cha matangazo gazetini | 14% ↑ |
| Mapato ya kitengo cha matangazo kwenye runinga | 25% ↑ |
| Mapato ya kitengo cha Redio | 42% ↑ |
| Jumla ya pesa taslimu | 38% ↑ |
| Mapato ya kitengo cha dijitali | 20% ↑ |
| Mapato ya kitengo cha Uchukuzi wa bidhaa | 13% ↑ |
| Kujiandikisha kwa gazeti la Kimtandao (ePaper) | 8% ↑ |
| Kupungua kwa usambazaji wa nakala za magazeti | 9% ↓ |

