

What you need to know about sale of NMG shares

After more than six decades as the majority shareholder of Nation Media Group, the Aga Khan Fund for Economic Development has agreed to sell its controlling stake through a transaction that will transfer ownership of NPRT Holdings Africa Limited to Mauritius-registered Taarifa Ltd, owned by Tanzanian businessman Rostam Azizi. The deal involves NPRT's 54.08 percent stake in the East African media group. Below are the key questions and answers explaining the transaction and its implications.

BY MONITOR REPORTER

Who is AKFED

The Aga Khan Fund for Economic Development (AKFED) is an international development agency dedicated to promoting entrepreneurship and building economically sound enterprises in the developing world.

We often work in parts of the world that lack sufficient foreign direct investment. We operate as a network of affiliates in Central and South Asia and Africa, with more than 70 separate project companies employing over 75,000 people. AKFED has investments in 15 countries.

In East Africa, AKFED has investments in

(a) Financial services sector: Diamond Trust Bank and Jubilee Insurance;

(b) Industrial/Infrastructure sector: Industrial Promotion Services (Kenya) Ltd, Allpack Industries, Farmers Choice, Alltex EPZ, Spiceken EPZ, Rawmat Ltd, Kamyn Industries, Botanical Extracts, Wire Products, Property Development Management (PDM), Tanzania Litho, Moshi Leather Industries, TLL Printing and Packaging, Bujagali Energy (Uganda), Kampala Pharmaceuticals, Uganda Fishnet Manufacturers, and West Nile Rural Electrification

(c) Hospitality: Tourism Promotion Services (Serena Hotels)

(d) Media: Nation Media Group AKFED's only interest globally in media is in the Nation Media Group.

Who took this decision?

Following a strategic review of AKFED's investment portfolio, the board and management concluded that the group will focus on its core sectors of financial services, industrials, infrastructure and hospitality. This has led to the decision to divest from the media sector.

What will the proceeds of this sale be invested in?

The proceeds will be reinvested in other economic development initiatives under the AKFED umbrella.

Does AKFED intend to sell any

other assets?

This transaction reflects a deliberate strategic repositioning, not a broader divestment programme. At this stage there are no additional transactions to announce.

Does The Aga Khan intend to sell any other holdings?

There are no additional transactions to announce.

Q6: What is the transaction being announced?

The Aga Khan Fund for Economic Development S.A. (AKFED) has agreed to sell its 100% shareholding in NPRT Holdings Africa Limited to Taarifa Ltd, a private limited company registered in Mauritius. NPRT Holdings Africa Limited holds a 54.08% shareholding in Nation Media Group PLC (NMG), comprising 92,618,177 ordinary shares.

Who is the purchaser?

The purchaser is Taarifa Ltd, a Mauritius-registered company owned by Mr Rostam Azizi, a Tanzanian businessman, entrepreneur and economist. Mr Azizi has experience across multiple sectors including mining, telecommunications, media, agriculture, real estate, port facilities, energy, and construction.

What is Mr Rostam Azizi's background in the media sector?

Mr Azizi has experience in East African media. He was a co-founder and shareholder of Mwananchi Communications Limited from 2000 to 2006, where he initiated the establishment of Mwananchi, The Citizen, and Mwanaspoti newspapers, which were subsequently acquired by NMG.

He subsequently acquired New Habari (2006) Limited and was a principal investor in Africa Media Group between 2005 and 2019, expanding into broadcasting through ownership interests in Channel Ten, DTV, CTN, Classic FM, and Magic FM. He currently holds interests in Habari Corporation Limited, a media house in Tanzania.



Taifa Group Founder Rostam Azizi (left) and AKFED Director Sultan Ali Allana exchange transaction documents at Serena Hotel, Nairobi, on March 10. PHOTO/NMG

What is the purchase price?

The purchase price is not required to be disclosed by the applicable regulations. The purchaser has applied for an exemption from making a mandatory takeover offer, and the transfer of shares will be the shares of NPRT Holdings and not that of NMG directly, and therefore not directly impact the market valuation of NMG shares.

Why is AKFED selling its shareholding in NMG when it stated last year that the transfer to NPRT Holdings was merely a restructuring?

When AKFED transferred its NMG shares to NPRT Holdings Africa Limited in 2025, this was indeed an internal restructuring exercise. AKFED routinely holds its investments through special purpose vehicles as part of its standard corporate structure globally. At that time, there was no decision or intention to sell. However, since then, AKFED has undertaken a strategic review of its investment portfolio. As part of this review, AKFED has determined to concentrate its resources on its core

sectors of financial services, industrials, infrastructure, and hospitality. This strategic shift has led to the decision to divest from the media sector. The opportunity presented by Taarifa's expression of interest aligns with this revised strategic direction.

How long has AKFED held its shareholding in NMG?

AKFED has held shares in NMG since 1959 - predating Kenya's independence. This investment spans over six decades, reflecting AKFED's long-term commitment to supporting economic development and quality journalism in East Africa.

Does this sale signal a loss of confidence in NMG or the Kenyan media market?

No. This transaction reflects AKFED's strategic decision to concentrate on its core sectors of industrials, infrastructure, financial services and hospitality. NMG remains the leading media and broadcasting group in East Africa with operations in Kenya, Rwanda, Tanzania and Uganda, and AKFED believes the company is well-positioned for continued success under new ownership. AKFED is proud of the legacy it leaves behind in NMG.

Q13: Why is the sale structured as a sale of NPRT Holdings rather than a direct sale of NMG shares?

AKFED's preference is that the transaction be structured through a sale of its 100% shareholding in NPRT Holdings Africa Limited (which holds the 54.08% stake in NMG) rather than a direct sale of the NMG shares. This structure is standard practice for transactions of this nature and provides a clean transfer mechanism.

Was the sale politically influenced?

No. This is a commercial transaction

between private parties, which was negotiated independently and is subject to regulatory review.

Was the sale driven by NMG's recent business performance?

No. This transaction is the result of a strategic portfolio review and reflects AKFED's decision to focus on its core sectors of financial services, industrial, infrastructure, and hospitality.

Is Mr Rostam Azizi a fit and proper person to own NMG?

The transaction is subject to the relevant regulatory approvals across the jurisdictions in which the company is listed. The relevant authorities will assess the transaction in accordance with applicable laws and standards.

What are Mr Rostam Azizi's other business interests?

Mr Azizi's representatives are best placed to answer this question.

What are Taarifa's intentions regarding NMG's listing status? Taarifa has confirmed that it does not contemplate a mandatory or voluntary offer for the remaining NMG shares or any delisting on any securities exchange (Kenya, Rwanda, Uganda or Tanzania).

What regulatory approvals are required for the transaction? The transaction is subject to obtaining the following regulatory approvals:

1. Takeover Exemptions: MTO Exemptions from the Capital Markets Authority of Kenya, the Capital Markets and Securities Authority of Tanzania, and the Capital Markets 4 Confidential Authority of Uganda exempting the purchaser from the obligation to make a mandatory takeover offer

2. Competition Approvals: Approvals from the COMESA Competition and Consumer Protection Commission, East African Community Competition

DEAL AT A GLANCE

Seller: Aga Khan Fund for Economic Development
Buyer: Taarifa Ltd
Owner of buyer: Rostam Azizi, Tanzanian businessman
Asset being sold: 100% stake in NPRT Holdings Africa Limited
NPRT stake in NMG: 54.08% (92,618,177 shares)
Expected completion: 3-4 months, subject to regulatory approvals