



PROXY FORM

I/WE

of

(include email address and mobile number)

a member of NATION MEDIA GROUP PLC hereby appoint

of

(include email address and mobile number)

(delete below text as appropriate if The Chairman of the Meeting is not the alternate proxy) or in his/her place THE CHAIRMAN OF THE MEETING as my/our proxy and/or representative

to vote at his/her discretion for me/us and on my/our behalf at the Annual General Meeting to be held on Friday, 30th June 2023 and at every adjournment thereof

AS WITNESS my/our hand(s) this ----- day of ----- 2023.

USUAL SIGNATURES (S)

Please clearly mark the box below to instruct your proxy how to vote

RESOLUTION	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
1. To receive the financial statements for the year ended 31 December 2022, 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 2022 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 285,552,745 for the year ended 31 December 2022, as recommended by the Directors.			
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 110 of the Company's Articles of Association, Mr. Dennis Aluanga retires by rotation and being eligible, offers himself for re-election;			
b. in accordance with Article 110 of the Company's Articles of Association, Mr. Louis Otieno retires by rotation and being eligible, offers himself for re-election;			



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c.	in accordance with Article 110 of the Company's Articles of Association, Mr. Al-Noor Ramji retires by rotation and being eligible, offers himself for re-election;			
d.	in accordance with Article 110 of the Company's Articles of Association, Mr. Stephen Dunbar-Johnson 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 does not offer himself for re-election;			
g.	Mr. Francis. O. Okello, having attained the age of 70 years, retires by rotation and offers himself for re-election;			
h.	Dr. Yasmin Jetha, having attained the age of 70 years, retires by rotation and offers herself for re-election;			
i.	Mr. Wangethi Mwangi, 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. Al-Noor Ramji c. Prof. Samuel Seijaaka			
7.	That in accordance with Section 458 of the Companies Act, 2015, the Company be and is hereby authorised to make market purchases of paid-up and issued ordinary shares (adjusted for treasury shares) of Shs 2.50 each in the capital of the Company ("Ordinary Shares") in connection with a buyback for Ordinary Shares on the terms and conditions set out in the Circular to the Company's shareholders dated 6 June 2023 (the "Buyback") and which circular was made available to the shareholders together with the notice for the annual general meeting (and is also available on the Company's website), provided that: a. the maximum number of Ordinary Shares that may be purchased pursuant to the terms of this resolution is 19,029,516 Ordinary Shares; b. the maximum price that may be paid for any Ordinary Share shall be Shs 20.00 as recommended by the Board; c. the minimum price that may be paid for any Ordinary Share shall be Shs 2.50 being the nominal value of the shares; d. this authority shall expire at the end of 18 months from the date of the annual general meeting of the Company to be held on 30 June 2023, unless previously varied, revoked or renewed in accordance with the provisions of the Companies Act, 2015; and e. the Company reserves such shares purchased under the Share Buyback programme in its treasury.			
8.	That in accordance with section 329 of the Companies Act 2015 the directors of the Company be generally and unconditionally authorised to re-allot such Ordinary Shares as may be purchased by the Company pursuant to the Buyback provided that this authority shall, unless renewed, varied or revoked by the Company, expire no later than five years from the effective date of these resolutions.			

Notes

Proxy Forms can be emailed to NMGAGM@image.co.ke or delivered to the physical offices of the Company or the Company's Registrar at the following address:

**Custody and Registrars Services Offices,
IKM Place, Tower B, 1st Floor,
5th Ngong Avenue.**

To be valid, the proxy form must be duly completed by the shareholder, or his attorney duly authorized in writing. If the shareholder is a body corporate, the instrument appointing the proxy shall be given under its common seal (if any) or under the hand of an officer or duly authorized attorney of such body corporate.

A completed form of proxy should be emailed to proxy@candrgroup.co.ke in pdf format or delivered to **Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi or be posted to Custody and Registrars Services, P. O. Box 8484-00100 Nairobi**, so as to reach the Registrar not later than Wednesday 28th June, 2023 at 3.00pm.



FOMU YA MSHIRIKA

MIMI/SISI

wa

(jumuisha anwani ya barua pepe na nambari ya simu ya rununu)

mwanachama wa SHIRIKA LA NATION MEDIA GROUP PLC ninamteua

wa

(jumuisha anwani ya barua pepe na nambari ya simu ya mkononi)

(futa matini yaliyo hapo chini ifaavyo ikiwa Mwenyekiti wa Mkutano si mshirika mbadala) au kwa niaba yake MWENYEKITI WA MKUTANO kama mshirika wangu/wetu na/au mwakilishi kupiga kura kwa siri yake mwenyewe kwa ajili yangu/ yetu na kwa niaba yangu/yetu katika Mkutano Mkuu wa Kila Mwaka utakaofanyika Ijumaa, tarehe 30 Juni 2023 na kila uhairishaji wake utakaotokea

KAMA SHAHIDI mkono/mikono yangu/yetu siku hii ya ----- ya ----- 2023.

SAINI YA/ZA KAWAIDA

Tafadhali tia alama kwenye kisanduku kilicho hapa chini ili kuelekeza mshirika wako jinsi ya kupiga kura

UAMUZI	KUUNGA MKONO	KUPINGA	KUTOSHIRIKI
SHUGHULI YA KAWAIDA			
1. Kupokea taarifa za hesabu zilizokaguliwa za kampuni kwa mwaka ulioishia tarehe 31 Disemba 2022 pamoja na na ripoti za Mwenyekiti, Wakurugenzi Watendaji na Wakaguzi.			
2. Kupokea, kuzingatia na kuidhinisha Ripoti ya Ada ya Wakurugenzi na Ada zilizolipwa kwa Wakurugenzi kwa mwaka ulioishia tarehe 31 Disemba 2022 pamoja na kuidhinisha Bodi kuamua ada za Wakurugenzi Wasio Watendaji.			
3. Kuidhinisha gawio pekee la Shs 1.50 kwa kila hisa wa jumla ya kiasi cha Shs 285,442,745 kwa mwaka ulioishia tarehe 31 Disemba 2022 kama ilivyopendekezwa na Wakurugenzi. Gawio litalipwa kwa Wenye-hisa walio kwenye Sajili ya Wanachama wa Kampuni kufikia mwisho wa siku ya Ijumaa, tarehe 16 Juni 2023 na litalipwa mnamo Ijumaa, tarehe 28 Julai 2023.			
4. Kuthibitishia kwamba Wakaguzi wa Hesabu za Kampuni, kampuni ya PricewaterhouseCoopers LLP, baada ya kuonyesha nia yake, itaendelea kuhudumu kama Mkaguzi wa Hesabu za Kampuni kwa mwaka wa fedha wa kampuni unaofuatia kwa mujibu wa kifungu cha 721(2) cha Sheria ya Kampuni ya Kenya 2015 na kuidhinisha Wakurugenzi kuamua ada ya Wakaguzi.			
5. Kuchagua tena Wakurugenzi watendaji: a. kwa mujibu wa Kifungu cha 110 cha Taarifa ya Ushirika ya Kampuni, Bw. Dennis Aluanga, anastaafu kwa zamu na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;			



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UAMUZI	KUUNGA MKONO	KUPINGA	KUTOSHIRIKI
b. kwa mujibu wa Kifungu cha 110 cha Taarifa ya Ushirika ya Kampuni, Bw. Louis Otieno, 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, Bw. Al-Noor Ramji, 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. Stephen Dunbar-Johnson, 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 hajajitosa ulingoni ili kuchaguliwa tena;			
g. Bw. Francis. O. Okello, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;			
h. Dkt. Yasmin Jetha, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;			
i. Bw. Wangethi Mwangi, 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. Al-Noor Ramji c. Prof. Samuel Seijaaka			
7. "KWAMBA, kwa mujibu wa Kifungu cha 458 ya Sheria ya Kampuni ya 2015, Kampuni ipewe idhini na hivyo imeidhinishwa kufanya ununuzi wa hisa za kawaida zilizolipiwa na zilizotolewa (zilizorekebisha kwa hisa za hazina ya kifedha) za Shs 2.50 kwa kila hisa kwenye mtaji wa Kampuni (" Hisa za Kawaida ") kuhusiana na kampuni kununua hisa zake yaani Hisa za Kawaida kulingana na sheria na masharti yaliyobainishwa kwenye Taarifa ya tarehe 6 Juni 2023 (" Kampuni kununua hisa zake ") na taarifa hiyo ilitolewa pamoja na taarifa ya mkutano mkuu wa kila mwaka (na inapatikana kwenye tovuti ya Kampuni), ilisema kwamba: a. idadi ya juu zaidi ya Hisa za Kawaida zinazoweza kununuliwa kwa mujibu wa sheria za azimio hili ni Hisa 19,029,516 za Kawaida; b. bei ya juu zaidi inayoweza kulipwa kwa ajili ya Hisa ya Kawaida itakuwa Shs 20.00 kama inavyopendekezwa na Bodi; c. bei ya chini zaidi inayoweza kulipwa kwa ajili ya Hisa yoyote ya Kawaida itakuwa Shs 2.50 hii ikiwa ni thamani ya sarafu ya hisa hizo; d. muda wa mamlaka hii utaisha mwishoni wa miezi 18 kuanzia tarehe ambapo mkutano mkuu wa mwaka wa Kampuni utakaofanyika tarehe 30 Juni 2023, isipokuwa kama ilibadilishwa, kubatilishwa au kufanywa upya awali kwa mujibu wa kanuni za Sheria ya Kampuni 2015; na e. Kampuni ina haki ya kuweka akiba ya hisa kama hizo zinazoununuliwa kupitia mpango wa Kampuni Kununua Hisa Zake katika hazina yake."			
8. Kama uamuzi wa kawaida "KWAMBA, kwa mujibu wa Kifungu cha 329 cha Sheria za Kampuni 2015, wakurugenzi wa Kampuni kwa ujumla na bila masharti yoyote, waruhusiwe kugawa upya Hisa za Kawaida ambazo huenda zimenunuliwa na Kampuni kwa mujibu wa kanuni hiyo ya Kampuni kununua hisa zake alimradi mamlaka hii, isipokuwa iwe imewekwa upya, kubadilishwa au kubatilisha na Kampuni, itaisha muda sio baada ya miaka mitano tangu tarehe ya kuanza kutekelezwa kwa maazimio haya."			

Vidokezo

Fomu za Washirika zinaweza kutumwa kwa NMGAGM@image.co.ke au kuwasilishwa katika ofisi halisi za Kampuni au kwa Nakala halisi za fomu ya mshirika pia zinapatikana mahali yafuatayo:

Ofisi za Custody and Registrars Services, IKM Place, Tower B, Ghorofa ya 1, Barabara ya 5th Ngong.

Ili iwe sahihi, fomu ya mshirika lazima ijazwe na mwenyehisa au wakili wake ambaye amehatalishwa kupitia maandishi. Ikiwa mwenyehisa ni shirika, chombo kinachoteua mshirika kitatolewa chini ya muhuri ya kawaida (ikiwa ipo) au chini ya mkono wa afisa au wakili aliyehatalishwa wa shirika kama hilo.

Fomu ya mshirika iliyojazwa inapaswa kutumwa kupitia baruapepe kwa proxy@candrgroup.co.ke katika muundo wa pdf na kuwasilishwa kwa **Custody and Registrars Services, IKM Place, Tower B, Ghorofa ya 1, Barabara ya 5th Ngong Nairobi** au itumwe kupitia barua posta kwa Custody and Registrars Services, S.L.P 8484-00100 Nairobi ili ifikie kwa Msajili au Katibu wa Kampuni ifikapo saa 9.00 jioni, Jumatano tarehe 28th Juni, 2023.