



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, 28th June 2024 and at every adjournment thereof

AS WITNESS my/our hand(s) this _____ day of _____ 2024.

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 2023, and the Chairman's, Directors' and Auditors' reports thereon.			
2. To note that the Directors do not recommend a dividend for the year ended 31 December 2023			
3. 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 2023 and to authorise the Board to fix the remuneration of the Non-Executive 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 96 of the Company's Articles of Association, Mr. Sultan Allana retires by rotation and being eligible, offers himself for re-election;			
b. in accordance with Article 96 of the Company's Articles of Association, Mr. Fayyaz Nurmohamed retires by rotation and being eligible, offers himself for re-election;			
c. in accordance with Article 96 of the Company's Articles of Association, Ms. Nancy Matimu retires by rotation and being eligible, offers herself for re-election;			
d. 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;			
e. 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;			
f. in accordance with Article 110 of the Company's Articles of Association, Prof. Samuel Seijaaka retires by rotation and being eligible, offers himself for re-election;			
g. Dr. Wilfred Kiboro, 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 does not offer himself for re-election;			
i. Dr. Yasmin Jetha, having attained the age of 70 years, retires by rotation and offers herself for re-election;			
j. Mr. Wangethi Mwangi, having attained the age of 70 years, retires by rotation and offers himself for re-election;			
k. Mr. Leonard Mususa 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			
d. Dr. Yasmin Jetha			

Notes

Physical copies of the proxy form are also available 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 26th June, 2024 at 3.00pm.

FOMU YA MSHIRIKA

MIMI/SISI

wa

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

mwanachama wa SHIRIKA LA NATION MEDIA 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 28th Juni 2024 na kila uhairishaji wake utakaotokea

KAMA SHAHIDI saini yangu/yetu siku hii ya ----- ya ----- 2024.

SAINI ZA KAWAIDA

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

UAMUZI	KUUNGA MKONO	KUPINGA	KUTOSHIRIKI
SHUGHULI YA KAWAIDA			
1. Kupokea taarifa za kifedha za mwaka uliokamilika tarehe 31 Disemba 2023, na ripoti za Mwenyekiti, Wakurugenzi Watendaji na Wakaguzi.			
2. Kuangazia kuwa Wakurugenzi hawapendekezi mgao wa hisa kwa mwaka uliokamilisha tarehe 31 Disemba 2023.			
3. Kupokea, kuzingatia na ikifikiri kuwa ni sawa, iidhinisha Ripoti ya Mshahara wa Wakurugenzi na mshahara uliolipwa kwa Wakurugenzi kwa mwaka uliokamilika tarehe 31 Disemba 2023 na kuidhinisha Bodi kurekebisha mshahara wa Wakurugenzi Wasio Watendaji.			
4. Kuthibitishia Wakaguzi 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 mshahara wa Wakaguzi.			

5.	Kuchagua tena Wakurugenzi watendaji:			
a.	kwa mujibu wa Kifungu cha 96 cha Taarifa ya Ushirika ya Kampuni, Bw. Sultan Allana anastaafu kwa mzunguko na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;			
b.	kwa mujibu wa Kifungu cha 96 cha Taarifa ya Ushirika ya Kampuni, Bw. Fayyad Nurmohamed anastaafu kwa mzunguko na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;			
c.	kwa mujibu wa Kifungu cha 96 cha Taarifa ya Ushirika ya Kampuni, Bi. Nancy Matimu, anastaafu kwa mzunguko na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;			
d.	kwa mujibu wa Kifungu cha 110 cha Taarifa ya Ushirika ya Kampuni, Bi. Sumayya Hassan, anastaafu kwa mzunguko na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;			
e.	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;			
f.	kwa mujibu wa Kifungu cha 110 cha Taarifa ya Ushirika ya Kampuni, Prof. Samuel Seijaaka, anastaafu kwa mzunguko na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;			
g.	Dkt. Wilfred Kiboro, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;			
h.	Bw. Francis. O. Okello, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na hajajitosa ulingoni ili kuchaguliwa tena;			
i.	Dkt. Yasmin Jetha, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;			
j.	Bw. Wangethi Mwangi, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;			
k.	Bw. Leonard Mususa, 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 d. Dkt. Yasmin Jetha			

Vidokezo

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 amehalalishwa 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 aliyehalalishwa wa shirika kama hilo.

Fomu ya mshirika iliyojazwa inapaswa kutumwa kupitia barua pepe 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 26th Juni, 2024.