



PROXY FORM

Custody and Registrars Services Limited
IKM Place, Tower B, 1st Floor, 5th Ngong Avenue
P.O. Box 8484-00100, Nairobi

*I/We _____

of Shares / CDSC Account Number _____ being *a member/members
of **Nation Media Group PLC**, hereby appoint:

_____ of (address, email and telephone number)

_____ or failing *him/her _____

_____ of (address, email and telephone number)

(include email address and mobile number)

or in his/her place THE CHAIRMAN OF THE MEETING as my/our proxy and/or representative

(delete above text as appropriate if The Chairman of the Meeting is not the alternate proxy)

to vote at me/us on my/our behalf at the Annual General Meeting to be held on Friday, 27th June 2025 and at every adjournment thereof

AS CONFIRMATION, I/We affix my/our hand(s) this _____ day of _____ 2025.

USUAL SIGNATURE(S)

Unless otherwise instructed, the proxy will vote as *he/she thinks fit.

Attach a copy of the ID/Passport/Company Registration of the Shareholder and ID/Passport of the ProxyHolder.

Please clearly mark the box below for voting instructions for your proxy holder

RESOLUTION	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
1. To receive the financial statements for the year ended 31 December 2024, 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 2024.			
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 2024 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, Chapter 486 Laws of Kenya 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, Ms. Nancy Booker retires by rotation and being eligible, offers herself for re-election;			
b.	in accordance with Article 96 of the Company's Articles of Association, Mr. Paul Kasimu retires by rotation and being eligible, offers himself for re-election;			
c.	in accordance with Article 96 of the Company's Articles of Association, Mr. David C Nchimbi retires by rotation and being eligible, offers himself for re-election;			
d.	in accordance with Article 96 of the Company's Articles of Association, Mr. Joseph Muganda retires by rotation and being eligible, offers himself for re-election;			
e.	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;			
f.	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;			
g.	in accordance with Article 110 of the Company's Articles of Association, Prof. Samuel Sejjaaka retires by rotation and does not offer himself for re-election;			
h.	Dr. Yasmin Jetha, having attained the age of 70 years, retires by rotation and does not offer herself for re-election;			
i.	Dr. Wilfred Kiboro, having attained the age of 70 years, retires by rotation and does not offer 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, Chapter 486 Laws of Kenya, 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. David C Nchimbi b. Mr. Al-Noor Ramji			
7.	To Delegate Authority to the Board The following resolution be passed as an Ordinary Resolution: That the Board to be authorized to formulate, approve and regularly review the following policies and procedures as required under Section 8.2 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023. a. Remuneration b. Effective Communication with shareholders and stakeholders c. Corporate disclosure policies and procedures d. Dispute resolution for internal and external disputes e. Attraction and retention of Board members			

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@candr.africa 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 25th June, 2025 at 3.00pm.



FOMU YA MSHIRIKA

Custody and Registrars Services Limited
IKM Place, Tower B, Ghorofa ya Kwanza, 5th Ngong Avenue
S.L. Posta 8484-00100, Nairobi

*Mimi/Sisi _____

mwenye/wenye Nambari ya Akaunti ya Hisa / CDSC _____ kama
*mwanachama/wanachama wa **Nation Media Group PLC**, namteua:

mwenye (anwani, anwani ya barua pepe na nambari ya simu)

Au iwapo atashindwa kuhudhuria _____

mwenye (anwani, anwani ya barua pepe na nambari ya simu)

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

au badala yake, MWENYEKITI WA MKUTANO kama mwakilishi wangu/wetu

(futa maandishi yaliyo hapo juu kama Mwenyekiti wa Mkutano si mwakilishi mbadala)

kupiga kura kwa niaba yangu/yetu katika Mkutano Mkuu wa Mwaka utakaofanyika Ijumaa, tarehe 27 Juni 2025
na katika katika kila kikao cha kuahirishwa cha mkutano huo.

KAMA UTHIBITISHO, natia/tunatia sahihi yangu(yetu) hapa tarehe _____ ya mwezi wa _____
mwaka wa 2025.

SAHIHI YA(ZA) KAWAIDA

Isipokuwa ikiwa itaelezwa vinginevyo, mwakilishi atapiga kura kulingana na maoni yake binafsi.

**Ambatisha nakala ya Kitambulisho/Pasipoti/Usajili wa Kampuni wa Mwanahisa na Kitambulisho/Pasipoti ya
Mwakilishi. Tafadhali weka alama inayoonekana wazi kwenye kisanduku hapa chini ili kuonyesha maagizo ya
upigaji kura kwa mwakilishi wako:**

AZIMIO	KUBALI	PINGA	JIEPUSHE
SHUGHULI ZA KAWAIDA			
1. Kupokea taarifa za kifedha kwa mwaka ulioishia tarehe 31 Desemba 2024, pamoja na ripoti za Mwenyekiti, Wakurugenzi na Wakaguzi kuanzia sasa.			
2. Kueleza kuwa Wakurugenzi hawapendekezi gawio kwa mwaka ulioishia tarehe 31 Desemba 2024.			

3.	Kupokea, kuzingatia na iwapo itafaa, kupitisha Ripoti ya Malipo ya Wakurugenzi na malipo yaliyolipwa kwa Wakurugenzi kwa mwaka ulioishia 31 Desemba 2024 na kuidhinisha Bodi kuweka viwango vya malipo kwa Wakurugenzi Wasio Wakuu.			
4.	Kuthibitisha kuwa Wakaguzi, PricewaterhouseCoopers LLP, ambao wameonesha nia ya kuendelea, waendeleo kuwa Wakaguzi wa Kampuni kwa mujibu wa kifungu cha 721(2) cha Sheria ya Makampuni ya Kenya, Sura ya 486 na kuwaidhinisha Wakurugenzi kuweka malipo ya Wakaguzi kwa mwaka wa kifedha unaofuata.			
5.	Kuwachagua tena Wakurugenzi:			
a.	Kwa mujibu wa Kifungu cha 96 cha Katiba ya Kampuni, Bi. Nancy Booker anastaafu kwa zamu na kwa kuwa ametimiza masharti, anajitolea kuchaguliwa tena;			
b.	Kwa mujibu wa Kifungu cha 96 cha Katiba ya Kampuni, Bw. Paul Kasimu anastaafu kwa zamu na kwa kuwa ametimiza masharti, anajitolea kuchaguliwa tena;			
c.	Kwa mujibu wa Kifungu cha 96 cha Katiba ya Kampuni, Bw. David C Nchimbi anastaafu kwa zamu na kwa kuwa ametimiza masharti, anajitolea kuchaguliwa tena;			
d.	Kwa mujibu wa Kifungu cha 96 cha Katiba ya Kampuni, Bw. Joseph Muganda anastaafu kwa zamu na kwa kuwa ametimiza masharti, anajitolea kuchaguliwa tena;			
e.	Kwa mujibu wa Kifungu cha 110 cha Katiba ya Kampuni, Bw. Stephen Dunbar-Johnson anastaafu kwa zamu na kwa kuwa ametimiza masharti, anajitolea kuchaguliwa tena;			
f.	Kwa mujibu wa Kifungu cha 110 cha Katiba ya Kampuni, Bw. Louis Otieno anastaafu kwa zamu na kwa kuwa ametimiza masharti, anajitolea kuchaguliwa tena;			
g.	Kwa mujibu wa Kifungu cha 110 cha Katiba ya Kampuni, Prof. Samuel Sejjaaka anastaafu kwa zamu na hatawania kuchaguliwa tena;			
h.	Dkt. Yasmin Jetha, kwa kuwa amefikisha umri wa miaka 70, anastaafu kwa zamu na hatawania kuchaguliwa tena;			
i.	Dkt. Wilfred Kiboro, kwa kuwa amefikisha umri wa miaka 70, anastaafu kwa zamu na hatawania kuchaguliwa tena.			
6.	Kuwateua Wanachama wa Kamati ya Ukaguzi, Hatari na Utiifu ya Kampuni: Kwa mujibu wa masharti ya kifungu cha 769(1) cha Sheria ya Makampuni, Sura ya 486 ya Sheria za Kenya, Wakurugenzi wafuatao ambao ni wanachama wa Kamati ya Ukaguzi, Hatari na Utiifu ya Kampuni, wachaguliwe tena kuendelea kuhudumu kama wanachama wa kamati hiyo: a) Bw. David C Nchimbi b) Bw. Al-Noor Ramji			
7.	Kuipa Bodi Mamlaka ya Kutekeleza Majukumu Fulani: Azimio lifuatalo lipitishwe kama Azimio la Kawaida: Kuwa Bodi ipewe mamlaka ya kuandaa, kuidhinisha na kukagua mara kwa mara sera na taratibu zifuatazo kama inavyohitajika chini ya Kifungu cha 8.2 cha Ratiba ya Kumi na Tatu ya Kanuni za Masoko ya Mitaji (Matoleo ya Umma, Orodha na Ufichuzi wa Taarifa), 2023: a) Malipo b) Mawasiliano madhubuti na wanahisa na washikadau c) Sera na taratibu za ufichuzi wa taarifa za shirika d) Utatuzi wa migogoro ya ndani na ya nje e) Kuvutia na kuhifadhi wanachama wa Bodi			

Maelezo ya Ziada

Nakala halisi za fomu ya uwakilishi zinapatikana pia katika anwani ifuatayo:

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

Ili fomu ya uwakilishi iwe halali, sharti ijazwe kikamilifu na mwanahisa au wakili wake aliyeidhinishwa kwa njia ya maandishi. Ikiwa mwanahisa ni shirika, hati za kumteua mwakilishi zinapaswa kutiwa sahihi chini ya muhuri wake rasmi (ikiwa upo) au chini ya sahihi ya afisa au wakili aliyeidhinishwa wa shirika hilo.

Fomu iliyokamilishwa ya uwakilishi inapaswa kutumwa kwa barua pepe kama pdf kwa proxy@candr.africa au kuwasilishwa katika ofisi za Custody and Registrars Services, IKM Place, Tower B, Ghorofa ya kwanza, 5th Ngong Avenue, Nairobi, au kutumwa kama barua kwa Custody and Registrars Services, S.L.P. 8484-00100 Nairobi, ili imfikie Msajili kabla ya Jumatano, tarehe 25 Juni 2025 saa tisa alasiri.