



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 Thursday, 30th June 2022 and at every adjournment thereof

AS WITNESS my/our hand(s) this ----- day of ----- 2022.

USUAL SIGNATURES (S)



PROXY FORM

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 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 Ksh 1.50 per share amounting to Ksh 285,552,745 for the year ended 31 December 2021, as recommended by the Directors.			
4. To re-elect Directors:			
a. in accordance with Article 96 of the Company's Articles of Association, Prof. Samuel Sejaaka 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;			
5. 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 Sejaaka			
6. 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.			

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:
Image Registrars Limited,
5th Floor Absa Towers (formerly Barclays Plaza),
Loita Street, Nairobi
P.O. Box 9287 – 00100 GPO, Nairobi, Kenya
- Proxy Forms must reach the registered office of the Company or the Company's Registrar no later than 3.00p.m. on Tuesday, 28 June 2022.
- Proxy Forms must be sent/scanned with a copy of the ID of the Shareholder and the appointed Proxy.



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 sio mshirika mbadala) au kwa niaba ya MWENYEKITI WA MKUTANO kama mshirika wangu/wetu na/au mwakilishi kupiga kura kwa hiari yake mwenyewe na ajili yangu/yetu na kwa niaba yangu/yetu katika Mkutano Mkuu wa Kila Mwaka utakaofanyika Alhamisi, tarehe 30 Juni 2022 na kila uhairishaji wake utakaotokea

KAMA SHAHIDI mkono/mikono yangu/yetu siku hii ya ----- ya -----
2022.

SAINI YA/ZA KAWAIDA



FOMU YA MSHIRIKA

Tafadhali weka alama kwenye kisanduku kilicho hapa chini ili kumuelekeza mshirika wako jinsi ya kupiga kura

UAMUZI	KUUNGA MKONO	KUPINGA	KUTOSHIRIKI
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, iidhinishe Ripoti ya Malipo ya Wakurugenzi Wakuu na malipo yaliyolipwa kwa Wakurugenzi Wakuu kwa mwaka uliokamilika tarehe 31 Desemba 2021 na kuidhinisha Bodi kurekebisha malipo ya Wakurugenzi Wasio Watendaji.			
3. Kuidhinisha malipo ya mgao wa kwanza na wa mwisho wa mapato ya hisa wa Ksh 1.50 kwa kila hisa wa kima cha Ksh 285,552,745 kwa mwaka uliokamilika tarehe 31 Desemba 2021, kama iliyopendekezwa na Wakurugenzi.			
4. Kuchagua tena Wakurugenzi Wakuu:			
a. kwa mujibu wa Kifungu cha 96 cha Taarifa ya Ushirika ya Kampuni, Prof. Samuel Sejjaaka, 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;			
5. 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 wachaguliwa 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 Sejjaaka			
6. 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 Wakuu kurekebisha mshahara wa Wakaguzi.			

Vidokezo

- Fomu za Washirika zinaweza kutumwa kwa NMGAGM@image.co.ke au kufikishwa kwenye ofisi za Kampuni au katika ofisi ya Msajili wa Kampuni hiyo kwa anwani ifuatayo:
Image Registrars Limited,
Ghorofa ya 5, Jumba la Absa (lililokuwa Jumba la Barclays),
Barabara ya Loita, Nairobi
S.L.P 9287 – 00100 GPO, Nairobi, Kenya
- Ni sharti Fomu za Washirika zifike katika ofisi iliyosajiliwa ya Kampuni au Msajili wa Kampuni mwisho saa 9 jioni siku ya Jumanne, tarehe 28 Juni 2022.
- Ni sharti Fomu za Washirika zitumwe/zichanganuliwe pamoja na nakala ya Kitambulisho cha Mwenyehisa na Mshirika aliyeteuliwa.