



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 _____
(include email address and mobile number)

a member of NATION MEDIA GROUP PLC hereby appoint

_____ of _____

(include email address and mobile number)

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, 26th June 2026 and at every adjournment thereof

AS WITNESS my/our hand(s) this _____ day of _____ 2026.

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 2025, 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 2025.			
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 2025 and to authorise the Board to fix the remuneration of the Non-Executive Directors.			

<p>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.</p>			
<p>5. To re-elect Directors: a. in accordance with Article 110 of the Company's Articles of Association, Mr. Sultan Allana retires by rotation and being eligible, offers himself for re-election;</p>			
<p>b. in accordance with Article 110 of the Company's Articles of Association, Mr. Fayyaz Nurmohamed retires by rotation and being eligible, offers himself for re-election;</p>			
<p>c) in accordance with Article 110 of the Company's Articles of Association, Mr. Dennis Aluanga retires by rotation and does not offer himself for re-election;</p>			
<p>d. Mr. Al-Noor Ramji, having attained the age of 70 years, retires by rotation and being eligible, offers himself for re-election;</p>			
<p>6. To appoint the members of the Company's Audit, Risk and Compliance Committee:</p> <p>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:</p> <p>a) Mr. David C Nchimbi b) Mr. Al-Noor Ramji c) Mr. Louis Otieno</p>			

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 24th June, 2026 at 3.00pm.



FOMU YA UWAKILISHI

Mimi/Sisi _____

wa _____

(weka anwani ya baruapepe na namba ya simu)

nikiwa/tukiwa mwanachama/wanachama wa shirika la NATION MEDIA GROUP PLC ni/tunamteua

wa _____

(weka anwani ya baruapepe na namba ya simu)

(futa maelezo yaliyo hapa inavyofaa ikiwa Mwenyekiti wa Mkutano si mwakilishi wa ziada)

au mahali pake MWENYEKITI WA MKUTANO kama mwakilishi wangu/wetu

ili kupiga kura anavyotaka yeye kwa niaba yangu/yetu katika Mkutano Mkuu wa Mwaka utakaofanyika siku ya Ijumaa, tarehe 26 Juni 2026 na siku nyingine iwapo utaahirishwa

Nilitia/tulitia saina _____ siku ya _____ 2026.

SAINI YA/ZA KAWAIDA

Tafadhali weka alama inavyofaa kwenye kisanduku kilicho hapa chini ili kumwelekeza mwakilishi wako jinsi ya kupiga kura

MAAMUZI	UNGA MKONO	PINGA	KUTOPIGA
SHUGHULI ZA KAWAIDA			
1. Kupokea taarifa za kifedha za mwaka uliokamilika tarehe 31 Desemba 2025, pamoja na ripoti za Mwenyekiti, Wakurugenzi na Wakaguzi wa Hesabu za Fedha.			
2. Kufahamu kwamba Wakurugenzi hawapendekezi mgao wa faida katika mwaka uliokamilika tarehe 31 Desemba 2025.			
3. Kupokea, kuzingatia na ikiwa inafaa, kuidhinisha Ripoti ya Malipo ya Wakurugenzi na malipo waliolipwa Wakurugenzi kwa kipindi kilichokamilika tarehe 31 Desemba 2025 na kuipa Bodi mamlaka ya kuamua malipo ya Wakurugenzi Wasio Watendaji.			

<p>4. Kuthibitisha kwamba Wakaguzi, Kampuni ya PriceWaterhouseCoopers LLP, kwa kuwa wameonyesha nia, wataendelea kufanya kazi kama Wakuguzi wa Kampuni hii kwa mujibu wa kipengee cha 721(2) cha Sheria za Kampuni za Kenya, Sura ya 486 ya Sheria za Kenya na kuwapa Wakurugenzi mamlaka ya kuamua malipo ya Wakaguzi wa Hesabu za Fedha ya mwaka unaokuja.</p>			
<p>5. Kuwachagua tena Wakurugenzi: a. Kwa mujibu wa Kifungu cha 110 cha Katiba ya Kampuni, Bw. Sultan Allana anastaafu kwa zamu na kwa kuwa ametimiza masharti, anajitolea kuchaguliwa tena;</p>			
<p>b. Kwa mujibu wa Kifungu cha 110 cha Katiba ya Kampuni, Bw. Fayyaz Nurmohamed anastaafu kwa zamu na kwa kuwa ametimiza masharti, anajitolea kuchaguliwa tena;</p>			
<p>c. Kwa mujibu wa Kifungu cha 110 cha Katiba ya Kampuni, Bw. Dennis Aluanga anastaafu kwa zamu na hatawania kuchaguliwa tena;</p>			
<p>d. Bw. Al-Noor Ramji, kwa kuwa amefikisha umri wa miaka 70, anastaafu kwa zamu, na kwa kuwa ametimiza masharti, anajitolea kuchaguliwa tena.</p>			
<p>6. Kuteua wanachama wa Kamati ya Ukaguzi wa Kampuni na Kamati ya Hatari na Uzingatiaji: Kwa mujibu wa kipengee cha 769(1) cha Sheria ya Kampuni, Sura ya 486 ya Sheria za Kenya, Wakurugenzi wafuatao, kwa kuwa ni wanachama wa Kamati ya Ukaguzi wa Kampuni na Kamati ya Hatari na Uzingatiaji wanachaguliwa tena ili kuendelea kuhudumu kama wanachama wa Kamati hizo: a) Bw. David C Nchimbi b) Bw. Al-Noor Ramji c) Bw. Louis Otieno</p>			

Maelezo

Nakala za karatasi za fomu ya uwakilishi pia zinapatikana katika anwani zifuatazo:

**Afisi za Custody and Registrars Services,
IKM Place, Tower B, Orofa ya 1,
5th Ngong Avenue.**

Ili kuwa hali, fomu ya uwakilishi inapaswa kujazwa na mwenyehisa, au wakili wake aliyeidhinishwa kwa maandishi. Ikiwa mwanachama ni shirika, idara inayoteua mwakilishi huyo sharti itie muhuri wa shirika hilo (ikiwa kuwa wowote) au saini ya afisa au wakili aliyeidhinishwa wa shirika hilo.

Fomu ya uwakilishi iliyojazwa inafaa kutumwa kupitia kwa baruapepe proxy@candr.africa kwa mtindo wa pdf au kuwasilishwa kwa **Custody and Registrars Services, IKM Place, Tower B, Orofa ya 1, 5th Ngong Avenue Nairobi au kutumwa kwa anwani ya posta: Custody and Registrars Services, S.L.P. 8484-00100 Nairobi**, ili kufikia Msajili kabla ya Jumatano tarehe 24 Juni, 2026 saa tisa kamili alasisiri.