

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares in Gana Media Group plc (“GANA” or the “Company”), please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares, you should retain the documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.



(Incorporated in England and Wales as a public limited company under number 03696108)

NOTICE OF 2025 ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at 11am on 3 March 2026 (the “AGM”) is set out at the end of this document. A form of proxy is also attached at the end of this document for use in connection with the AGM. Forms of proxy should be completed and returned to the Company’s Registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS13 8AE or by email to Shareholders can return their proxy forms by email to ExternalProxyQueries@computershare.co.uk (please include “Gana Media Group” and your full name in the subject line of the email) as soon as possible and in any event so as to be received by 11am on 27 February 2026.

LETTER FROM THE BOARD OF GANA MEDIA GROUP PLC

8 February 2026

Notice of Annual General Meeting

Dear Shareholder,

1. Introduction

I am writing to give you details of the resolutions to be proposed at the Company's General Meeting which is to be held at 11am on 3 March 2026 at 12 Hay Hill, Mayfair, London, W1J 8NR (the "AGM"). The resolutions are set out in the Notice of General Meeting on pages 5 and 6 of this document.

The purpose of the resolutions is to enable shareholders to vote on the election or re-election of all Directors in accordance with QCA guidelines, and to ensure that the Company has the shareholder authority to issue shares arising from the exercise of warrants and options and to issue shares as consideration for future financings, transactions and fees.

Any shareholders who have questions they would like answered in advance of the meeting can send them to team@ganamediagroup.com and they will be responded to promptly.

2 Annual General Meeting

This section provides a 'plain English' explanation of the formal resolutions to be voted upon, as found in the Notice of Meeting.

Ordinary resolutions at the AGM

Resolution 1: Company's annual accounts

The Board presents for receipt and adoption the Company's annual accounts for the financial year ended 30 June 2025, together with the Directors' Report and Auditors' Report on those accounts.

Resolution 2: Re-election of Director

The Board recommends the re-election of **John Barker** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for re-election as a director.

Resolution 3: Re-election of Director

The Board recommends the re-election of **Rama Uthayanan** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for re-election as a director.

Resolution 4: Re-election of Director

The Board recommends the re-election of **Stefano Loreti** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for re-election as a director.

Resolution 5: Re-election of Director

The Board recommends the re-election by rotation of **Mark Epstein** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for re-election as a director.

Resolution 6: Election of Director

The Board recommends the election of **Ramón Neme Aziz** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for election as a director.

Resolution 7: Election of Director

The Board recommends the election of **Farzad Peyman-Fard** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for election as a director.

Resolution 8: Election of Director

The Board recommends the election of **Brian Larkin** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for election as a director.

Resolution 9: Auditors' reappointment and remuneration

This resolution relating to the auditors' re-appointment and remuneration constitutes usual business for the AGM.

Resolution 10: Section 551 authority

This is an ordinary resolution authorising the Directors to allot relevant securities up to an aggregate nominal amount of £1,000,000. Such authority, except where commitments to allot have already been made or unless previously revoked or varied by the Company in a General Meeting, will expire at the commencement of the Company's next Annual General Meeting following this meeting or 31 December 2026, whichever is the earlier.

Special resolution at the AGM

Resolution 11: Section 570 authority and dis-application of Section 561(1)

This is a special resolution authorising the Directors to issue equity securities wholly for cash on a non-pre-emptive basis pursuant to the authority conferred by resolution number 10 above. This will allow the Board to allot shares without recourse to the Company's shareholders so that it can move quickly from time to time as it deems appropriate. Such authority, except where commitments to allot have already been made or unless previously revoked or varied by the Company in a General Meeting, will expire at the commencement of the next Annual General Meeting following this meeting or 31 December 2026, whichever is the earlier.

Voting at the AGM to be by poll

The chairman of the meeting will be inviting you to vote on all resolutions by way of a poll. Poll voting is in line with best practice increasingly adopted by UK public companies and provides a more transparent method of voting. It results in a more accurate reflection of the views of Shareholders by ensuring that every vote is recognised, including the votes of those Shareholders who are unable to attend but who have appointed a proxy for the meeting. On a poll, each Shareholder has one vote for every share held.

Action to be taken

You will find enclosed with this Document a Form of Proxy for use at the Annual General Meeting. Whether or not you propose to attend the Annual General Meeting in person, you are requested to complete and return the Form of Proxy to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or by email to ExternalProxyQueries@computershare.co.uk (please include "Gana Media Group" and your full name in the subject line of the email), in accordance with the instructions printed thereon as soon as possible.

Completion and return of a Form of Proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish. You are entitled to appoint a proxy to vote instead of you. Your attention is drawn to the notes to the form of proxy.

Board Recommendation

The Board considers that each of the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and it unanimously recommends that shareholders vote in favour of each of them as the Board intend to do so in respect of the Ordinary Shares held by them.

Yours faithfully,

John Barker
Chairman

GANA MEDIA GROUP PLC

Incorporated in England and Wales as a public limited company under number 03696108

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of the members of Gana Media Group plc (“**the Company**”) will be held at 11am on 3 March 2026. The meeting will be held at 12 Hay Hill, Mayfair, London, W1J 8NR.

The resolutions are set out below:

Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions which shall be proposed as ordinary resolutions:

1. To receive and adopt the Company’s annual accounts for the financial year ended 30 June 2025, together with the Directors’ Report and Auditors’ Report on those accounts.
2. To re-elect John Barker as a Director of the Company, in accordance with the Company’s Articles of Association (“Articles”).
3. To re-elect Rama Uthayanan as a Director of the Company, in accordance with the Company’s Articles of Association (“Articles”).
4. To re-elect Stefano Loreti as a Director of the Company, in accordance with the Company’s Articles of Association (“Articles”).
5. To re-elect Mark Epstein as a Director of the Company, in accordance with the Company’s Articles of Association (“Articles”).
6. To elect Ramón Neme Aziz as a Director of the Company, in accordance with the Company’s Articles of Association (“Articles”).
7. To elect Farzad Peyman-Fard as a Director of the Company, in accordance with the Company’s Articles of Association (“Articles”).
8. To elect Brian Larkin as a Director of the Company, in accordance with the Company’s Articles of Association (“Articles”).
9. To re-appoint Saffery LLP as auditors of the Company, to hold office until the commencement of the Company’s next Annual General Meeting and to authorise the Directors to determine their remuneration.
10. THAT, the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £1,000,000 to such persons and at such times and conditions as the Directors think proper, provided that such authority, unless previously revoked or varied by the Company in a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 31 December 2026 (whichever is the earlier to occur) save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement or other arrangement as if the power conferred hereby had not expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

Special Resolution

To consider and, if thought fit, to pass the following resolution will be proposed as a Special Resolution:

11. THAT (subject to and conditional upon the passing of Resolution 10 above), the Directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the general authority conferred by Resolution 10 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to allotments of equity securities:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £1,000,000;

and such power, unless previously revoked or varied by the Company at a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 31 December 2026 (whichever is the earlier to occur) but so that the Company may before such expiry make an offer or agreement or other arrangement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement or other arrangement as if the power conferred by this resolution had not expired. The power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to Section 570 of the Act.

BY ORDER OF THE BOARD

PENNSEC LIMITED

Company Secretary
8 February 2026

Registered Office: 125 Wood Street
London
EC2V 7AW

NOTES:

1. A member normally entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to vote on his/her behalf. A proxy need not be a member of the Company.
2. Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Company's Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE not less than 48 hours not including non-business days before the time appointed for the holding of the meeting, or any adjournment thereof. **Shareholders can return their proxy forms by email to ExternalProxyQueries@computershare.co.uk (please include "Gana Media Group" and your full name in the subject line of the email).**
3. If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) Reg. 41(1) and (2) and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders on the Register of Members at 48 hours not including non-business days before the time appointed for the holding of the meeting shall be entitled to vote in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, a shareholder must be entered on the Company's Register of Members at the time which is 48 hours excluding non-business days before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

6. To appoint more than one proxy, you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate shall not exceed the number of shares held by you). Please also indicate if the proxy is part of a multiple set of instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you, may result in the appointment being invalid. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrar.
7. As at the close of business on 5 February 2026, the Company's issued share capital comprised 17,191,823,671 ordinary shares of 0.01p each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 17,191,823,671.