

MANAGEMENT PROXY CIRCULAR

REPUBLIC OF TRINIDAD AND TOBAGO

The Companies Act, 1995
(Section 144)

- Name of Company:**
GUARDIAN MEDIA LIMITED – Company No. G 2522(C)
- Particulars of Meeting:**
One Hundredth and Third Annual Meeting of the Company to be held on Monday 20th May 2019 at 3:00PM at the Kayak Room, Kapok Hotel, 16-18 Cotton Hill, St. Clair.
- Solicitation:**
It is intended to vote the Proxy solicited hereby (unless the shareholder directs otherwise) in favour of all resolutions specified therein.
- Any Director's statement submitted pursuant to Section 76 (2):**
No statement has been received from any Director pursuant to Section 76 (2) of The Companies Act, 1995.
- Any Auditor's statement submitted pursuant to Section 171 (1):**
No statement has been received from the Auditors of the Company pursuant to Section 171 (1) of The Companies Act, 1995.
- Any Shareholder's proposal and/or statement submitted pursuant to Sections 116(a) and 117(2):**
No proposal has been received from any Shareholder pursuant to Sections 116(a) and 117(2) of The Companies Act, 1995.

DATE	NAME & TITLE	SIGNATURE
17 April 2019	Hema Ramdass-Chatoor Company Secretary	

FORM OF PROXY

REPUBLIC OF TRINIDAD AND TOBAGO

The Companies Act, 1995
(Section 143(1))

The Secretary
Guardian Media Limited
P.O. Box 122
Port-of-Spain
TRINIDAD

I/WE _____ being a member/members of the above named Company having its Registered Office at 22-24 St. Vincent Street, Port-of-Spain, do hereby appoint Mr. Peter Clarke of Port-of-Spain, or failing him, Mr. Alain Nicholas Sabga of Port-of-Spain or failing him, _____ of _____, to be my/our Proxy to vote for me/us on my/our behalf at the One Hundredth and Third Annual Meeting of Guardian Media Limited to be held at the Kayak Room, Kapok Hotel, 16-18 Cotton Hill, St. Clair, on Monday 20th May 2019 at 3:00PM and at any adjournment thereof.

Signed this _____ day of _____ 2019.

.....
NAME OF MEMBER

.....
SIGNATURE OF MEMBER

Please indicate with an "X" in the space below how you wish your votes to be cast.

		FOR	AGAINST
RESOLUTION 1	That the audited Financial Statements of the Company for the financial year ended 31 December 2018 and the reports of the Directors and of the Auditors thereon, having been considered, be adopted.		
RESOLUTION 2	Directors Conrad Sabga, Sharon Christopher and Professor Brian Copeland who retire, and being eligible in accordance with By-Law No 1, paragraph 4.3.2 are hereby re-elected.		
RESOLUTION 3	That Messrs. Ernst & Young be appointed as Auditors of the Company and that the Directors be and hereby are authorized to fix their remuneration in respect of the period ending at the conclusion of the next Annual Meeting of the Company.		

Notes:

1. To be effective, this Form of Proxy or other authority (if any) must be deposited at the Registered Office of the Company, 22-24 St. Vincent Street, Port-of-Spain, no later than forty-eight hours before the time appointed for holding the meeting.
2. Any alterations made in this Form of Proxy should be initialed.
3. If the appointer is a corporation, this Form of Proxy must be under its Common Seal or under the hand of an officer of the corporation or attorney duly authorized in writing.
4. In the case of joint-holders, the signature of any one holder is sufficient but the names of all joint-holders should be stated.