

MANAGEMENT PROXY CIRCULAR

REPUBLIC OF TRINIDAD AND TOBAGO

The Companies Act, 1995
(Section 144)

- 1. Name of Company:**
GUARDIAN MEDIA LIMITED – Company No. G 2522(C)
- 2. Particulars of Meeting:**
One Hundredth and Fourth Annual Meeting of the Company to be held on Monday 28th September 2020 at 8:30AM via online live webcast.
- 3. Solicitation:**
It is intended to vote the Proxy solicited hereby (unless the shareholder directs otherwise) in favour of all resolutions specified therein.
- 4. 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.
- 5. 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.
- 6. 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
4 September 2020	Hema Ramdass-Chatoor Company Secretary	<i>Hema Ramdass-Chatoor</i>

FORM OF PROXY

REPUBLIC OF TRINIDAD AND TOBAGO

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

The Secretary
Guardian Media Limited
P.P 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. Conrad 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 Fourth Annual Meeting of Guardian Media Limited to be held via online live webcast on Monday 28th September, 2020 at 8:30AM and at any adjournment thereof.

Signed this _____ day of _____ 2020.

.....
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
SPECIAL BUSINESS			
RESOLUTION 1	To amend the Company's By-Law No. 1 by inserting paragraph 13.11 Meetings by Telephone as follows: "A meeting of shareholders may be held by means of such telephone, or other communication facilities as permit persons participating in the meeting to hear each other and every reference in this By-Law to a show of hands shall be construed in the case of such a meeting as requiring an oral or written indication by a shareholder of his vote."		
ORDINARY BUSINESS			
RESOLUTION 1	That the audited Financial Statements of the Company for the financial year ended 31 December 2019 and the reports of the Directors and of the Auditors thereon, having been considered, be adopted.		

FORM OF PROXY Continued

		FOR	AGAINST
RESOLUTION 2	Directors Sonja Gittens-Ottley, Davan Maharaj and Jenifer Smith who retire, and being eligible in accordance with By-Law No 1, paragraph 4.3.2 are hereby re-elected.		
RESOLUTION 3	In accordance with By-Law No 1, paragraph 4.3.6 the following person be and is elected Director of the Company. <ul style="list-style-type: none"> • Mr. Brandon Khan 		
RESOLUTION 4	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 case of joint-holders, the signature of any one holder is sufficient but the names of all joint-holders should be stated.