

MANAGEMENT PROXY CIRCULAR



REPUBLIC OF TRINIDAD AND TOBAGO

The Companies Act, Chap. 81:01 (Section 144)

- 1. Name of Company:**
GUARDIAN MEDIA LIMITED Company No. G 2522(C)

- 2. Particulars of Meeting:**
One Hundred and Eighth Annual Meeting of the Company to be held on Tuesday May 21, 2024 at 2:00PM at the T&T North Room, Radisson Hotel Trinidad, Wrightson Road, Port of Spain.

- 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) of the Companies Act, Chap. 81:01:**
No statement has been received from any Director pursuant to Section 76 (2) of the Companies Act.

- 5. Any Auditor's statement submitted pursuant to Section 171 (1) of the Companies Act, Chap. 81:01:**
No statement has been received from the Auditors of the Company pursuant to Section 171 (1) of the Companies Act.

- 6. Any Shareholder's proposal and/or statement submitted pursuant to Sections 116(a) and 117(2) of the Companies Act, Chap. 81:01:**
No proposal has been received from any Shareholder pursuant to Sections 116(a) and 117(2) of the Companies Act.

April 19, 2024

Candice Changoor
Company Secretary

A handwritten signature in black ink that reads "Candice Changoor".

DATE

NAME & TITLE

SIGNATURE

FORM OF PROXY



REPUBLIC OF TRINIDAD AND TOBAGO

The Companies Act, Chap. 81:01 (Section 143(1))

1. Name of Company: GUARDIAN MEDIA LIMITED Company No. G 2522(C)

2. Particulars of Meeting:

One Hundred and Eighth Annual Meeting of the Company to be held at the T&T North Room, Radisson Hotel Trinidad, Wrightson Road, Port of Spain on Tuesday May 21, 2024 at 2:00PM and at any adjournment thereof.

3. 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. Gerhard Pettier of Port-of-Spain or failing him, _____ of _____, to be my/our Proxy to vote for me/us on my/our behalf at the Annual Meeting of Guardian Media Limited to be held on Tuesday May 21, 2024 and at any adjournment thereof.

Dated this _____ day of _____ 2024.

.....
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 2023 and the reports of the Directors and of the Auditors thereon, having been considered, be adopted.		
RESOLUTION 2	Directors Peter Clarke and Jeremy Matouk 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.		

FORM OF PROXY

(continued)



Notes:

1. A shareholder may appoint a proxy of his/her own choice. If such an appointment is made, delete the words "Mr. Peter Clarke of Port of Spain, or failing him Mr. Gerhard Pettier of Port of Spain, or failing him" from the Form of Proxy above and insert the name and address of the person appointed as proxy in the space provided and initial the alteration.
2. 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, not later than forty-eight hours before the time appointed for holding the Annual Meeting.
3. Any alteration made to this Form of Proxy should be initialed.
4. If the appointor is a Corporation, this Form of Proxy must be under its Common Seal, or under the hand of an officer or attorney duly authorized in writing.
5. In the case of joint-holders, the signature of any one holder is sufficient, but the names of all joint holders should be stated.