

Notice To Shareholders

NOTICE OF ANNUAL MEETING 2020

The Guardian Holdings Limited ("GHL") Notice of Annual Meeting 2020 (with Notes), Proxy Form, Management Proxy Circular and Guidelines for Shareholders' Pre-Registration and Attendance at GHL's Annual Meeting 2020 have been issued to Shareholders via post and are available for viewing or downloading at our website, www.myguardiangroup.com.

By Order of the Board



Richard Avey

Corporate Secretary

8th July, 2020



Guardian Group

Guardian Holdings Limited



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NOTICE TO SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of Guardian Holdings Limited for 2020 will be held in the Boardroom, Guardian Corporate Centre, 1 Guardian Drive, Westmoorings, on 30th July 2020 at 4:30 in the afternoon, in a hybrid format whereby shareholders may attend and participate in the meeting via a live webcast, for the following purposes:

1. To consider and if thought fit confirm the amendments to By-Law No. 1 of the Company set out in Appendix 1 accompanying the Notice of Meeting effected by resolution of the Board of Directors on 25th June 2020 in accordance with Section 66 of the Companies Act Ch. 81:01 of the laws of Trinidad and Tobago.
2. To review and consider the Audited Financial Statements of the Company for the year ended 31st December 2019 and the Reports of the Directors and Auditors.
3. To re-elect Directors for specified terms and if thought fit, to pass the following Resolutions:
 - a) THAT the Directors to be re-elected be re-elected en bloc;
 - b) THAT Messrs. Henry Peter Ganteaume, David Philip Hamel-Smith and Antony Lancaster be re-elected Directors of the Company for a term of one (1) year expiring at the close of the first Annual Meeting of the Company following this appointment subject to the provisions of Regulation 4.5 of By-law No.1; and
 - c) THAT Messrs. Dennis Cohen, Patrick Hylton, Michael Lee-Chin, Nicholas Lok Jack and Ravi Tewari be re-elected Directors of the Company for a term of three (3) years expiring at the close of the third Annual Meeting of the Company following this appointment subject to the provisions of Regulation 4.5 of By-law No.1; and
4. To elect Mr. Robert Almeida as a Director of the Company for a term of three (3) years expiring at the close of the third Annual Meeting of the Company following this appointment subject to the provisions of Regulation 4.5 of By-law No.1.
5. To re-appoint PricewaterhouseCoopers as Auditors of the Company and that the Directors be authorised to fix their remuneration for the ensuing year.

By Order of the Board



Richard Avey
Corporate Secretary
25th June 2020

NOTES TO THE NOTICE OF ANNUAL MEETING

1. MEETING REQUIREMENTS

Members are asked to observe the following requirements of the By-Laws of the Company for attendance and voting at the Annual Meeting.

Persons Entitled to Notice

In accordance with Section 110(2) of the Companies Act Ch. 81:01 the Record Date for the determination of Shareholders who are entitled to receive Notice of the Annual Meeting is 7th July 2020. Only Shareholders on record as at the close of business on 7th July 2020 are therefore entitled to receive Notice of the Annual Meeting. A list of such Shareholders will be available for examination by Shareholders at the Company's Registered Office during usual business

hours and at the Annual Meeting.

Proxies

Members of the Company entitled to attend and vote at the Meeting are entitled to appoint one or more proxies to attend and vote instead of them. A proxy need not also be a Member. Where a proxy is appointed by a corporate member, the form of proxy should be executed under seal or be signed by its attorney, in fact.

Members who return completed proxy forms are not precluded, if subsequently they so wish, from attending the Meeting via the live webcast instead of their proxies and voting via that medium. Any shareholder who wishes to appoint a proxy may also visit the website

www.myguardiangroup.com/uploads/announcements/GHL_Proxy_2020 on 8th July 2020 to download a proxy form.

Representatives of Corporations

Corporate members are entitled to attend and vote by a duly authorised representative who need not himself be a Member. Such appointment must be by resolution of the Board of Directors of the corporate member

Delivery to the Company

Any instrument appointing a proxy (including an instrument evidencing the authority pursuant to which it is executed) or evidencing the authority of a representative of a corporate member, must be completed and deposited with

the Secretary at the Company's Registered Office, 1 Guardian Drive, Westmoorings, Trinidad and Tobago not less than 48 hours before the time for holding the meeting or adjourned meeting.

Electronic Participation

Shareholders on record as at 7th July 2020 may participate in the meeting electronically and are required to pre-register during the period 13th July 2020 to 4.00 p.m. on 28th July 2020 to remotely attend the meeting. Once you have pre-registered and are confirmed as a Shareholder as at 7th July 2020, you will receive an email with a Zoom username and password to attend the meeting via a

live webcast on 30th July 2020. A proxy holder can then be authorised by the Shareholder to use the login credentials to attend the meeting on behalf of the Shareholder. Further details to pre-register and attend via the live webcast is included in the enclosed Guidelines for Shareholders' Pre-Registration and Online Attendance at Guardian Holdings Limited Annual Meeting 2020.

Proof of Identity

Members are also reminded that the By-Laws provide that the Directors may require that any Member, proxy or duly authorised representative, provide satisfactory proof of his/her identity before

being admitted to the Annual Meeting.

2. DIRECTORS' CONTRACTS

There were no contracts for the year ended 31st December 2019 in which a director of the Company is or was materially interested and which is or was significant in relation to the Company's business.

There were no service contracts between any director and the Company or any subsidiary company, which has a term of 10 years or more and which cannot be determined without payment of compensation.

APPENDIX 1

N.B.: THIS APPENDIX FORMS PART OF THE NOTICE OF MEETING OF SHAREHOLDERS OF GUARDIAN HOLDINGS LIMITED DATED JUNE 25, 2020

BE IT RESOLVED THAT the amendments to By-Law No. 1 of the Company effected by resolution of the Board of Directors on 25th June 2020 be confirmed as follows:

THAT By-Law No. 1 of the Company enacted by resolution of the Directors on the 14th day of April, 1998, and amended as confirmed by resolutions of the shareholders on the 23rd day of April 2001, the 1st day of September 2010 and the 8th day of May 2012 be further amended in the following manner:

1. By the amendment of Regulation 15.1.1 to add the words:

"and shall include meetings convened by means of such telephone or other communication facilities as permit persons participating in the meeting to hear each other" after the words, "The Annual Meeting shall be held on such day in each year and at such time and place within Trinidad and Tobago as the Directors may determine".

2. By the inclusion of the following new Regulation numbered 16.6 immediately following Regulation 16.5:

"16.6 Telephone and Electronic Participation:

16.6.1 If shareholders holding more than fifty percent of the issued and outstanding ordinary shares of the Company consent, a Shareholder may participate in a meeting of Shareholders by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other (and every reference in the By-laws to a show of hands shall be construed in the case of such meeting as requiring an oral indication by the shareholder of his vote or by such other mechanism as contained in Regulation 16.4.1) and a Shareholder participating in such a meeting by such means is deemed to be present at that meeting. Any such meeting shall be deemed to be held in Trinidad and Tobago notwithstanding that some or a majority of the Members participating are not present in Trinidad and Tobago."

3. By the amendment of Regulation 16.4.1 and 17.1.1 as follows:

- a) In the second line of regulation 16.4.1, the addition of the words "which voting may be conducted via such electronic mechanism that permits each shareholder to cast his or her vote" after the words "in the first instance by a show of hands".
- b) In the second line of regulation 17.1.1 the deletion of the words "in person" after the words "authorized to represent a shareholder who is present".



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