# NOTICE TO SHAREHOLDERS OF GUARDIAN MEDIA LIMITED

## NOTICE OF ANNUAL MEETING OF GUARDIAN MEDIA LIMITED

**NOTICE IS HEREBY GIVEN that the One Hundredth and Fourth Annual Meeting of Guardian Media Limited** ('The Company"), in accordance with the Company's By-Laws No. 1 paragraphs 13.1, will be held on Thursday 20th August, 2020 at 8:30 a.m. to 9:30 a.m. in Regency V, Hyatt Regency Trinidad, No 1, Wrightson Road, Port of Spain for the following purposes:

**Special Business:**

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:**

1. To receive and consider the audited Financial Statements for the year ended December 31st, 2019 and the report of the Directors and Auditors thereon.
2. To re-elect Directors.
3. To elect Directors.
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration in respect of the period ending at the conclusion of the next Annual Meeting.
5. To transact any other ordinary business.

**ALL Shareholders are required to wear a Mask upon entry and during the proceedings, to follow HYATT's established COVID-19 protocols such as washing of hands upon entry, sanitizing hands and submitting to temperature checks. Social distancing will be followed throughout the proceedings with floor markers and seating layout in accordance with social distancing protocols. No refreshments will be served. These precautions have been taken to ensure the well-being of all our stakeholders and to be in compliance with the latest directives from public health and government officials in connection with the COVID-19 virus pandemic.**

Dated this 30th day of July, 2020
**By Order of the Board**
Hema Ramdass-Chatoor
Company Secretary

**NOTES:**

1. A member entitled to attend and vote may appoint one or more proxies to attend and vote instead of him. A proxy need not also be a member. Please visit the website www.guardianmedia.co.tt to obtain a copy of the Form of Proxy and Management Proxy Circular as well as instructions on how to appoint a proxy.
2. No service contracts were entered into between the Company and any of its Directors.
3. A shareholder which is a body corporate may, in lieu of appointing a proxy, authorise an individual by resolution of its directors or its governing body to represent it at the Annual Meeting.
4. The Directors of the Company have not fixed a record date for the determination of shareholders who are entitled to receive notice of the Annual Meeting. In accordance with Section 111(a)(i) of the Companies Act, Chap. 81:01, the statutory record date applies. Only shareholders of record at the close of business on Wednesday July 29th, 2020, the date immediately preceding the date on which the Notice is given, are therefore entitled to receive Notice of the Annual Meeting.