

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 10th March 2022. Only Shareholders on record as at the close of business on 10th March 2022 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 GHL website at <https://trinidad.myguardiangroup.com/companies/guardian-holdings-limited::shareholder-announcements> and the JSE website at <https://www.jamstockex.com> from 13th April 2022 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 10th March 2022 may participate in the meeting electronically and are required to pre-register during the period 27th April 2022 to 2nd May 2022 to remotely attend the meeting. Once you have pre-registered and are confirmed as a Shareholder as at 10th March 2022, you will receive an email with a Zoom username and password to attend the meeting via a live webcast on 5th May 2022. 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 live webcast are included in the enclosed *Guidelines for Shareholders' Pre-Registration and Online Attendance at Guardian Holdings Limited Annual Meeting 2022* (which forms part of this Notice of Meeting).

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.

Notes to the Notice of Annual Meeting (continued)

2. DIRECTORS' CONTRACTS

There were no contracts for the year ended 31st December 2021 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.

3. ELECTION OF DIRECTORS

The Board of Directors have recommended the election of Mr. Michael L. Gerrard as an Independent director with effect from the close of the Annual General Meeting. Mr. Gerrard's biography is provided hereunder for the information of Shareholders.

Biography of Mr. Michael L. Gerrard

Mr. Gerrard is a co-founder of BroadSpan Capital LLC and the firm's CEO. He has been a Managing Director with BroadSpan since 2001. Mr. Gerrard has more than 27 years of experience as an investment banking advisor in Latin America and the Caribbean and has successfully led transaction teams in 15 countries. While at BroadSpan Mr. Gerrard has advised global and regional corporations, financial institutions and government entities in a variety of complex mergers, acquisitions and restructuring assignments throughout the region and across industry sectors. In addition to his other responsibilities, Mr. Gerrard heads BroadSpan's Restructuring and Debt Advisory practice and is a member of the firm's Executive Committee and Board of Managers.

Prior to BroadSpan, Mr. Gerrard managed the Latin American Capital Markets division of Barclays Capital, the investment banking arm of Barclays Bank PLC, where he was responsible for capital markets origination, structuring and execution in Latin America and the Caribbean. While with Barclays, Mr. Gerrard structured and executed over \$3.5 Billion of cross border financing for private and public sector issuers throughout the region via 33 completed transactions.

Mr. Gerrard is a member of the IIF's Special Committee on Financial Crisis Prevention and Resolution and is a Member of the Board of Directors of Margaritaville Caribbean Ltd. Mr. Gerrard speaks English and Spanish and has a working knowledge of Portuguese. He received his M.B.A. from The American Graduate School of International Management (Thunderbird) and holds a B.A. in Finance from the University of Miami.

The biographies of all directors, including those of the directors for re-election at this Annual Meeting, are included in the Corporate Governance Report of the 2021 Annual Report.