

NOTICE OF THE MEETING OF
SHAREHOLDERS OF SAGICOR FINANCIAL CORPORATION LIMITED
IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
(COMMERCIAL COURT)
2019 NO. 35

IN THE MATTER OF SAGICOR FINANCIAL CORPORATION LIMITED
AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that:

- I. By an order dated 26 April 2019 (the “**Order**”) made in the above matter, the Supreme Court of Bermuda (the “**Court**”) has directed that a meeting (the “**Scheme Meeting**”) of the holders of common shares of Sagicor Financial Corporation Limited (“**Sagicor**”) be convened for the purpose of considering and, if thought fit, approving the scheme of arrangement, with any modification thereof or addition thereto or condition approved or imposed by the Court, pursuant to section 99 of the Companies Act 1981 of Bermuda (the “**Scheme of Arrangement**”), proposed to be made between Sagicor and its members; and
- II. The Scheme Meeting will be held on 4 June 2019 at 3:30 p.m. (Atlantic Standard Time), at the Hilton Barbados Resort, located at Needham’s Point St. Michael, Barbados.

Pursuant to and in accordance with section 100 of the Companies Act 1981 of Bermuda, the members of Sagicor on its register of members as of 18 April 2019 (the “**Scheme Shareholders**”) have been provided with notice via post that the Circular and Explanatory Statement (as amended and supplemented by an Amendment dated 30 April 2019, the “**Circular**”), of which this Notice comprises an integral and inseparable part, has been made available as of 30 April 2019 on Sagicor’s website (at www.sagicor.com under “News” on the homepage).

Scheme Shareholders may vote in person at the Scheme Meeting, or they may appoint one or more proxies, whether a member of Sagicor or not, to attend and vote in their stead. A Proxy Form for use at the Scheme Meeting is enclosed with the Circular. **Scheme Shareholders are urged to read the Circular (as amended by an Amendment dated 30 April 2019) in its entirety, as it contains important matters regarding voting at the Scheme Meeting.**

It is requested that, in accordance with the instructions set out in the Proxy Form, forms appointing proxies be lodged with The Corporate Secretary either (1) by post at (A) Cecil F. de Caires Building, Wildey, St. Michael, Barbados or (B) Sagicor Financial Corporation Limited c/o Sagicor Life Inc., Sagicor Financial Centre, 16 Queen’s Park West, Port of Spain, Trinidad or, alternatively, (2) by email in PDF format to legal_proxies@sagicor.com (legal [underscore] proxies [at] sagicor [dot] com), in any case to be received by the Company **no later than 3:30 p.m. (Atlantic Standard Time) on 31 May 2019**. Scheme Shareholders are urged to return their Proxy Forms in one of these manners as early as possible to facilitate timely processing. The Chairman shall have discretion as to the validity of any appointment of proxy.

By the Order, the Court has appointed Stephen D. R. McNamara, or failing him, any other director or alternate director of the Company, to act as Chairman of the Scheme Meeting, and has directed the Chairman to report the results thereof to the Court.

The Scheme of Arrangement, if approved at the Scheme Meeting, will not come into force until it has been sanctioned by order of the Court and such order is delivered for registration to the Registrar of Companies in Bermuda.

Any enquiries relating to the Scheme of Arrangement should be directed in the first instance to sfc_groupcommunications@sagicor.com (sfc [underscore] groupcommunications [at] sagicor [dot] com), operating hours between 8:00 a.m. and 4:30 p.m. (Atlantic Standard Time) on Mondays to Fridays, excluding public holidays.

Dated: 30 April 2019

By Order of the Supreme Court of Bermuda