



SAGICOR SELECT FUNDS LIMITED

NOTICE OF MEETING TO CONSIDER SCHEME OF ARRANGEMENT

**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION
CLAIM NO. SU 2025 CD 00116**

**IN THE MATTER of Sagicor Select Funds
Limited and the Holders of its Class B
redeemable voting participating shares**

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**IN THE MATTER of a composite Schemes of
Arrangement under Sections 206 to 208 of the
Companies Act, 2004**

AND IN THE MATTER of the Companies Act, 2004

**SCHEME OF ARRANGEMENT UNDER SECTIONS 206-208 OF THE COMPANIES
ACT, 2004 BETWEEN SAGICOR SELECT FUNDS LIMITED AND THE HOLDERS OF
ITS CLASS B REDEEMABLE VOTING PARTICIPATING STOCK UNITS**

NOTICE IS HEREBY GIVEN that by an Order of the Supreme Court of Judicature made on the 9th day of June 2025 in the above matter the Court directed that a Meeting, in **Hybrid Format**, be convened of the holders of the Class B Redeemable Voting Participating Stock Units (“the B Stock Units”) of Sagicor Select Funds Limited (“the Company”) on the **19th day of August 2025 at 12:30 p.m.** at which place and time all such stockholders are requested to attend for the purpose of considering and if thought fit approving (with or without modification) a Scheme of Arrangement proposed to be made between the Company and the abovementioned stockholders.

MEETING FORMAT

Physical Venue:

Sagicor Auditorium
R Danny William Building
28-48 Barbados Avenue
Kingston 5
Saint Andrew, Jamaica

Online Platform

Stockholders may attend the meeting virtually via <https://iteneri.com/sagicor>

Access details will be provided upon registration and will be published on the Company's website at <https://sagicor.info/SelectFundsNotices> and on the website of the Jamaica Stock Exchange at www.jamstockex.com

Scheme Resolution

To consider and if thought fit, pass the following resolution in accordance with section 206 of the Companies Act, 2004:

“That pursuant to, and in accordance with, section 206 of the Companies Act, 2004, the proposed scheme of arrangement between Sagicor Select Funds Limited and the holders of its Class B Redeemable Voting Participating Stock Units (the terms of which Scheme are contained and more particularly described in the Scheme of Arrangement document enclosed herewith), be and is hereby approved (with or without modification).”

A copy of the Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 207(1) of the Companies Act, 2004 are enclosed or sent herewith and are also included in a Scheme Booklet available at <https://sagicor.info/SelectFundsNotices>. Hard copies of the Scheme Booklet will also be available at the offices of:

Sagicor Investments Jamaica Limited
85 Hope Road
Kingston 6
Jamaica

The holders of B Stock Units may vote in person at such meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead.

A form of proxy applicable for the Meeting is enclosed herewith.

In the case of joint stockholders the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint stockholder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.

It is requested that forms appointing proxies be lodged with the Registrar and Transfer Agent of the Company, Jamaica Central Securities Depository at 40 Harbour Street, Kingston (“JCSD”) or sent by email to any of the following email addresses:

- (a) For JCSD: jcsdrs@jamstockex.com
- (b) To Sagicor Investments Jamaica Limited (“SIJL”): SSFProxyForms@sagicor.com

It is further requested that proxies be delivered not less than 48 hours before the time for the said Meeting, but if the forms are not so lodged they may be handed to the Chairman at the Meeting at which they are to be used.

A Chairman will be appointed at the meeting who will report the results of the meeting to the Court.

The said Scheme of Arrangement will be subject to the subsequent approval of the Court.

DATED this 28th day of July, 2025



Signed:

Name: Trevor Patterson
Patterson Mair Hamilton
Temple Court, 85 Hope Road
Kingston 6, Saint Andrew
Attorneys-at-Law
For the abovenamed Company

NOTES TO THE NOTICE OF SCHEME MEETING

These notes should be read in conjunction with the Notice of the Scheme Meeting set out above and the actual Scheme of Arrangement and the Explanatory Statement. A copy of Scheme Booklet containing details of the Scheme and the Company (including the plan to convert the Class B Stock Units into units in the Sagicor Financial Select Unit Trust) can be obtained at the office of the Company at 85 Hope Road, Kingston 5, Jamaica or can be viewed and/or downloaded at <https://sagicor.info/SelectFundsNotices>

Quorum

Two (2) holders of B Stock Units present in person or by proxy shall constitute a quorum at the meeting.

Required Majorities

In accordance with section 206(2) of the Companies Act, 2004 the resolution to approve the Scheme must be approved by a majority in number of the stockholders present and voting at the meeting (whether in person or by proxy) and holding at least 75% of the votes cast on the resolution.

Entitlement to Vote

Any person who is a holder of Class B Stock Units of the Company may vote on the Scheme. A stockholder who is unable to attend the Meeting may appoint a Proxy to attend and vote on his behalf. Forms of proxies have been circulated with the Notice.

Proxy Forms may be returned:

- (a) by post addressed to the:

The Secretary
Sagicor Select Funds Limited
85 Hope Road
Kingston 6

or

Jamaica Central Securities Depository
40 Harbour Street
Kingston

- (b) by email to any of the email addresses set out below:

Email for JCSD
jcsdrs@jamstockex.com

Email for Sagicor Select Funds
SSFProxyForms@sagicor.com

Additionally, stockholders may also hand in completed proxies to the Chairman when they attend the meeting.

Chairman of the Meeting

The Court has ordered that the Meeting be chaired by Ms. Janene Shaw or failing her Mrs. Daniella Silvera.

Virtual Participation

1. Stockholders who wish to attend the meeting virtually must register by August 18, 2025 **no later than twelve hours** before the start time for the court-appointed meeting on August 19, 2025 by completing the online registration form available at <https://iteneri.com/sagicor> or by contacting the Registrar, Jamaica Central Securities Depository at jcsdrs@jamstockex.com or (876) 967-3271 extension 2330 or (876) 618-1118.
2. Upon registration, verified stockholders will receive a secured link and log in credentials to access the virtual meeting.
3. Voting will be facilitated both in person and electronically. Instructions will be provided prior to the meeting and explained during the proceedings.
4. Stockholders may submit questions in advance to Jodian_Aris@sagicor.com or ask questions during the live meeting via the virtual platform.
5. If you wish to appoint a proxy, the Form of Proxy must be completed, signed and lodged with the Secretary of the Company at 85 Hope Road, Kingston 6, Saint Andrew or via email to jcsdrs@jamstockex.com or SSFProxyForms@sagicor.com not less than 48 hours before the time appointed for the meeting.

A corporate stockholder may, instead of appointing a proxy, appoint a corporate representative in accordance with the Company's Articles of Incorporation.