

SAGICOR GROUP JAMAICA LIMITED

TERMS OF REFERENCE

CAPITAL ALLOCATION COMMITTEE

A. Purpose

The role of the Capital Allocation Committee (the "Committee") shall be to assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities of reviewing the Company's capital structure, material capital allocation decisions, opportunities for strategic investments, acquisitions and dispositions and other opportunities for maximizing shareholder value. by performing the duties outlined below, as well as any others delegated by the Board.

B. Committee Membership

The Committee shall comprise at least three (3) members, who shall be Directors of the Company, or its subsidiary companies. Members of the Committee shall be appointed by the Board upon the recommendation of the Company's Corporate Governance & Ethics Committee. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

The resignation, suspension or removal of a Director from the Board of Directors, who is also a member of the Committee shall automatically constitute his or her resignation, suspension or removal, as applicable, from the Committee.

C. Committee Powers, Duties and Responsibilities

In fulfilling its purpose, the Committee shall perform the following duties, as well as any others that may be assigned by the Board from time to time:

- a. To review the Company's capital structure and financial strategies (including debt and equity) Issuances, and the current and anticipated financial requirements in relation to the Company's short and long-term plans);
- b. Recommend to the Board, as appropriate, whether or not to approve any of the expenditures, investments, business acquisitions or divestitures it has reviewed provided, that the Board shall not approve any such expenditure, investment, business acquisition or divestiture unless the Committee has recommended such action; and
- c. Recommend that the Board request management to perform post-audits of major capital expenditures and business acquisitions or divestitures, and review the results of such audits.
- d. Have oversight of the Company's surplus assets and determine the optimal deployment of such surplus assets.

D. Committee Structure and Operations

1. **Meetings.** The Committee shall meet at least three (3) times in any calendar year or at such intervals as it shall determine is necessary to carry out its duties and responsibilities. The Committee may meet in person or by telephone or video conference call, and may act by unanimous written consent.

A quorum at any Committee meeting shall be at least a majority of the members. Each Committee member shall have one vote and actions at meetings may be approved by a majority of the members.

The Committee may invite to meetings such officers of the Company or other persons as the Committee deems necessary or appropriate in its discretion.

Minutes of each meeting shall be kept and distributed to each member of the Committee.

2. **Chairperson.** The Board shall appoint a Chairperson of the Committee. The Chairperson shall be responsible for leadership of the Committee, including presiding, when present, at all meetings of the Committee, preparing the agenda, making committee assignments and reporting for the Committee to the Board at its next regularly scheduled meeting following the meeting of the Committee. If the Chairperson is not present at a meeting of the Committee, the members present at the meeting shall designate one such member as the acting Chairperson for the meeting.
3. **Procedures.** The Committee may adopt such procedures relating to the conduct of its proceedings as it deems appropriate.
4. **Committee Resources/Engagement of Professionals & Advisors.** To assist the Committee in fulfilling its responsibilities, (i) The Members of the Committee shall have full access to any member of Management and (ii) the Committee may retain independent consultants, counsel, and other advisors. The Company will bear the expense of such advisors which are necessary or appropriate in carrying out its duties.
5. **Reporting to Board.** The Committee shall report regularly to the Board regarding the matters reviewed and the actions taken at each meeting of the Committee and make appropriate recommendations for action by the Board.

E. Other

The Committee shall perform any other activities consistent with this Charter, the Company's Articles of Incorporation and any applicable laws governing the Company.