

## **Sagicor /Alignvest Partnerships- Internal and Shareholder/Media Communication FAQ**

**Below please find some Q&As that we believe will assist you in understanding the transaction between Sagicor Financial Corporation Limited (“Old Sagicor”) and Alignvest Acquisition II Corporation (“Alignvest” and, together with Old Sagicor which will become its wholly-owned subsidiary on closing, “New Sagicor”). The information contained herein is qualified in its entirety by reference to the Arrangement Agreement, dated November 27, 2018, between Old Sagicor and Alignvest, which can be accessed at <https://www.sagicor.com/Documents/News/Arrangement%20Agreement AQY Sagicor.pdf>.**

### ***1. Please briefly describe the transaction.***

Old Sagicor and Alignvest have entered into an Arrangement Agreement dated November 27, 2018. Through this agreement, Alignvest will acquire, by way of a scheme of arrangement, all of the issued and outstanding shares of Old Sagicor in exchange for cash and shares of New Sagicor. New Sagicor will be listed on the Toronto Stock Exchange (“TSX”), and Old Sagicor will delist from the Trinidad and Tobago, Barbados and London Stock Exchanges, where it currently trades. This scheme of arrangement must be approved by the Old Sagicor shareholders and sanctioned by the Supreme Court of Bermuda.

### ***2. What is the rationale for doing this transaction?***

This transaction is expected to unlock significant value for all stakeholders in two ways: (1) the TSX is a liquid exchange market that will provide exposure to global institutional and large-scale investors which we expect will lead to better price discovery of our equity and (2) any additional capital from the transaction will be held by New Sagicor, which we expect will help accelerate our organic growth strategy and fund future acquisitions.

### ***3. What will I receive for my Old Sagicor shares?***

You will have the right to receive cash and/or shares of New Sagicor for the first 10,000 Old Sagicor shares you own. The election record date for ownership of shares to receive cash is December 6, 2018. You must own those Old Sagicor shares on that election record date and on the closing date of the transaction to receive cash. If you do not elect to receive cash with respect to your first 10,000 Old Sagicor shares, you will automatically receive shares of New Sagicor. You will also receive New Sagicor shares for the remainder of your Old Sagicor shares held on the closing date. If you acquire Old Sagicor shares between the election record date and the date of closing that you continue to hold at closing, you will only receive shares of New Sagicor for those Old Sagicor shares. Should the total cash consideration elected by Sagicor shareholders exceed US\$205 million in aggregate (subject to adjustment by Alignvest and Old Sagicor), then the amount payable in cash to each Old Sagicor shareholder will be ratably reduced in accordance with the terms of the Arrangement Agreement, with the balance awarded in the equivalent amount of New Sagicor shares.

### ***4. What is an election record date?***

The election record date (December 6, 2018) is only used to determine which Old Sagicor shareholders are eligible to make a future election to receive cash as consideration for their shares, up to 10,000 Old Sagicor shares. December 6, 2018 is not a record date for voting and is not the deadline to make the cash election.

Old Sagicor will in due course establish: (i) a record date to determine the shareholders of Old Sagicor entitled to vote at Old Sagicor’s shareholder meeting with respect to this transaction, (ii) the date on which such shareholder meeting will be held and (iii) the deadline date by which Old Sagicor

shareholders must submit their cash election to Old Sagicor. Each of those dates will be later dates than the election record date.

**5. *Can I continue to own Old Sagicor shares after the transaction closes?***

If the transaction closes, instead of Old Sagicor shares you will own New Sagicor shares, except for those Old Sagicor shares for which you validly elect to receive the cash consideration described in Question 3. As stated above, New Sagicor will be a combination of Alignvest and Old Sagicor as its wholly-owned subsidiary.

**6. *What price will Alignvest pay for the Old Sagicor shares?***

Alignvest will pay US\$1.75 per Old Sagicor share. Alignvest will pay this price in the form of a combination of cash and shares of New Sagicor. An Old Sagicor shareholder who receives shares of New Sagicor will receive them in exchange for shares of Old Sagicor based on an exchange ratio which the parties agreed has a value of US\$1.75 per Old Sagicor share. The exchange ratio is based on an agreed formula that will be calculated shortly before closing of the transaction based on the Canadian to U.S. dollar exchange rate at such time. For the purposes of such calculation, Alignvest shares will be valued at CDN\$10.00. The cash paid to eligible Old Sagicor shareholders will be paid in U.S. dollars. However, the exact effective value of the New Sagicor shares after such exchange is subject to dilution by sponsor shares and warrants, as described in Questions 8, 9 and 10 below.

**7. *What if the shares are trading at a different price than the price Alignvest has agreed to pay?***

The price has been set at the signing of the Arrangement Agreement, and Alignvest will pay US\$1.75 per Old Sagicor share (in the form of cash and/or New Sagicor shares as described above) regardless of the price at which the Old Sagicor or Alignvest shares are trading at any point prior to closing of the transaction. The exact effective value of the New Sagicor shares after the Old Sagicor shares are exchanged is subject to dilution by sponsor shares and warrants, as described in Questions 8, 9 and 10 below.

**8. *What are sponsor shares?***

The sponsors, who are the Alignvest founders and others who arranged the initial public offering of Alignvest, have been provided, as compensation, with sponsor shares. These shares consist of some issued and outstanding shares of Alignvest issued at a lower price than the price paid by purchasers of Alignvest shares in such initial public offering. These sponsor shares will convert into common shares of New Sagicor upon the closing of the transaction, but half of such shares will be subject to certain restrictions.

**9. *What is the impact of the sponsor shares?***

Given that sponsor shares are issued at a lower price than the price paid by purchasers of Alignvest shares in its initial public offering, these sponsor shares will dilute the value of the New Sagicor shares issued to Old Sagicor shareholders such that the effective price of the New Sagicor shares paid to the Old Sagicor shareholders on the closing date of the transaction would be less than US\$1.75 per share. The Sagicor Board of Directors believes that this dilutive effect of the sponsor shares is outweighed by the potential benefits of the transaction.

Based on certain assumptions summarized below, the value per New Sagicor share at closing paid to Old Sagicor shareholders would be US\$1.63 - US\$1.65. Such assumptions include that:

- Old Sagicor shareholders as of the date of the Arrangement Agreement elect to receive the maximum amount of cash available from Alignvest.
- The CDN/USD exchange rate remains at its level as of the date of the Arrangement Agreement.
- Alignvest shareholders do not exercise their redemption rights described in question 18.

- Only half of the promote shares are taken into account. The other half of the promote shares will be outstanding at closing, but subject to certain restrictions that require New Sagicor’s book value or trading price to increase or else they can be repurchased by New Sagicor for nominal value.

**10. Are there any other securities that could affect the value of the shares that I will receive?**

Alignvest shareholders hold a significant number of warrants that will become exercisable for a period of 5 years commencing 30 days after closing at CDN\$11.50 per share. If exercised, these warrants could also result in further dilution to existing shareholders of Old Sagicor. However, given that they are only exercisable upon the New Sagicor stock price reaching CDN\$11.50, this will also mean that the shares have increased in value for all New Sagicor shareholders.

**11. Will the shares I hold in New Sagicor be publicly listed?**

It is a condition of closing that the New Sagicor shares be listed on the TSX. Approximately 1,500 companies are listed on the TSX with an aggregate quoted market value of nearly CDN\$3 trillion.

**12. How do I buy or sell shares on the TSX? Will I need a broker to hold my shares on the TSX?**

You will not need a broker to hold shares, but you will need a broker to sell any New Sagicor shares on the TSX. Your existing broker will be able to assist you with this.

**13. Are exchange control approvals required for me to hold New Sagicor Shares?**

It is a condition to closing of the transaction that exchange control approvals have been obtained from the relevant authorities in Barbados and Bermuda.

**14. How do I purchase additional New Sagicor Shares?**

On the TSX or, subject to regulatory approval, via participation in a proposed dividend reinvestment plan.

**15. Are there any additional tax implications that I should be aware of?**

You should consult your own tax advisor to determine any tax implications, if any, that you may be subject to.

**16. How does the transaction impact Old Sagicor operationally?**

Operationally, no changes are expected after the transaction.

**17. Who is Alignvest and how will they help support our growth?**

Alignvest’s sponsor, Alignvest Management Corporation, is a leading Canadian investment management firm whose clients include pension plans, foundations and ultra-high net worth family offices. They also have extensive insurance expertise.

**18. What is a Canadian SPAC?**

A Canadian special purpose acquisition corporation or “SPAC” is a corporation that has raised capital through an initial public offering on the TSX or another approved exchange for the sole purpose of seeking and consummating a “qualifying acquisition”. This transaction would be Alignvest’s “qualifying acquisition” and therefore its only acquisition. Alignvest has no current business operations and will have none until such time as it consummates such qualifying acquisition.

Some of the capital raised by Alignvest may also be used to fund redemptions of its outstanding shares by shareholders who do not wish to participate in its continued business following the acquisition. In the event of redemptions, Alignvest will only be able to determine the amount of cash available at closing shortly before such time. However, even if there are redemptions by Alignvest shareholders, Alignvest may seek replacement capital at closing to further New Sagicor’s growth strategy.

**19. Will there be any change to the head office of Old Sagicor?**

New Sagicor's head office will continue to be at the Cecil F De Caires Building, Wildey, St. Michael, Barbados.

**20. What happens to Old Sagicor's shares on the Barbados, London, and Trinidad and Tobago exchanges?**

Old Sagicor will become a wholly-owned subsidiary of Alignvest and, therefore, New Sagicor expects to delist Old Sagicor's shares on the London, Trinidad and Tobago and Barbados exchanges. New Sagicor's shares will be listed on the TSX.

**21. What about changes in management?**

Old Sagicor's senior executive management team will remain in place following the transaction.

**22. What will the board composition be post-transaction?**

The newly appointed board of New Sagicor will consist of some existing Old Sagicor board directors and include some new Alignvest-appointed directors.

**23. Does management benefit financially from this transaction?**

Other than related to their new employment arrangements (which arrangements are substantially similar to their previous employment arrangements taken as a whole) and any Old Sagicor shares that management may hold, there is no financial benefit to management.

**24. Is management participating in this transaction?**

Old Sagicor's continuing board members and management team are electing to receive shares of Alignvest for all of their Old Sagicor shares. Old Sagicor management has agreed to enter into lock-up agreements preventing each of them from selling his or her shares for a certain period of time.

**25. Will New Sagicor pay dividends after closing?**

New Sagicor intends to pay dividends after closing in a manner that is consistent with Old Sagicor's past practice. New Sagicor expects to pay any dividends after this transaction in US dollars.

**26. Will any dividends be subject to tax?**

New Sagicor expects to be tax domiciled in Barbados and therefore no change is expected regarding the taxation of dividends.

**27. Will Sagicor Group Jamaica shares be impacted in this transaction?**

Sagicor Group Jamaica will be unaffected by this transaction.

**28. What has to happen for the transaction to be effective?**

- Alignvest must have a minimum cash amount at the time of closing of at least US\$220 million, net of certain expenses and any redemption of their shares.
- Approval from Old Sagicor Shareholders
- Under Bermuda law, the scheme of arrangement will require the approval of a majority in number representing not less than three-fourths in value of Old Sagicor shareholders present and voting either in person or by proxy at the Old Sagicor shareholder meeting.
  - ✦ It is anticipated that the quorum for the Old Sagicor shareholder meeting will be at least 100 shareholders (present in person or by proxy).

- ✦ If the requisite shareholder approval under Bermuda law is obtained and the Supreme Court of Bermuda sanctions the scheme of arrangement, then all of your shares of Old Sagicor will be transferred to New Sagicor for the agreed-upon consideration described above, even if you voted against the transaction or abstained from voting on the transaction.
- Approval from Alignvest Shareholders
  - ✦ In addition to satisfaction of various other conditions, it is expected that Alignvest will discontinue as a corporation under the laws of the Province of Ontario and continue as an exempted company under the laws of Bermuda immediately following the effectiveness of Sagicor's scheme of arrangement.
  - ✦ The continuance by Alignvest to Bermuda requires an affirmative vote by two-thirds of the votes cast by Alignvest shareholders present in person or represented by proxy at an Alignvest shareholders meeting and entitled to vote thereat, voting together as if they were a single class of shares.

***29. What is the maximum amount of cash that Alignvest will need in order to pay Old Sagicor shareholders?***

Based on existing shareholdings, up to US\$205 million, but this would depend on how many Old Sagicor shareholders elect to receive cash.

***28. Will this transaction require regulatory approval?***

In addition to the approvals described above in Canada and Bermuda, Old Sagicor and Alignvest will be required to obtain certain banking and insurance regulatory approvals in jurisdictions where Old Sagicor does business, including Barbados, Jamaica, Trinidad and Tobago and the United States. Alignvest will also require approval of the Ontario Securities Commission in Canada for a prospectus that describes the business of New Sagicor and from the TSX.

The parties will also be required to obtain approval or notify antitrust regulators in the United States, Barbados and possibly other jurisdictions.

***29. What is a Scheme of Arrangement?***

A scheme of arrangement is a court sanctioned process under Bermuda law pursuant to which, in this transaction, the Supreme Court of Bermuda will be asked, following the required Old Sagicor shareholder approval, to sanction the scheme of arrangement and to make an order transferring all of the issued and outstanding shares of Old Sagicor to Alignvest for the price agreed in the Arrangement Agreement.

***30. Is this transaction a result of the Government of Barbados Bond Restructuring?***

No, this transaction is completely independent of the Barbados Bond Restructuring announced earlier this year.

***31. What other transactions are being pursued concurrently with the acquisition of Old Sagicor?***

Old Sagicor has agreed to acquire ScotiaLife Trinidad & Tobago and Scotia Jamaica Life Insurance Company. These transactions are subject to conditions and are not expected to close until after the Old Sagicor/Alignvest transaction.

## Sagicor-ScotiaLife Team Member FAQ

Kindly find below questions and answers that should assist you in understanding Sagicor Financial Corporation Limited (“Sagicor”) and ScotiaLife Jamaica and ScotiaLife Trinidad & Tobago (collectively, “ScotiaLife”). The information contained herein is qualified in its entirety by reference to (i) the share purchase agreement, dated as of November 27, 2018, among The Bank of Nova Scotia Jamaica Limited, Alignvest Acquisition II Corporation and Sagicor, and (ii) the share purchase agreement, dated as of November 27, 2018, among Scotiabank Trinidad and Tobago Limited, Alignvest Acquisition II Corporation and Sagicor, which can be accessed at [https://www.sagicor.com/Documents/News/SagicorJamaica\\_Scotia\\_agreement.pdf](https://www.sagicor.com/Documents/News/SagicorJamaica_Scotia_agreement.pdf) [https://www.sagicor.com/Documents/News/Sagicor\\_TT\\_Scotia\\_agreement.pdf](https://www.sagicor.com/Documents/News/Sagicor_TT_Scotia_agreement.pdf).

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### *1. What is the rationale for entering into this partnership?*

Scotia has decided to exit the insurance business in Jamaica and Trinidad & Tobago and in so doing has agreed to sell this business to Sagicor. In order to ensure that their clients continue to have the best possible solution for their insurance needs, ScotiaLife has entered into a partnership with Sagicor to deliver an enhanced, best in class suite of insurance products and services across a wider distribution network.

### *2. How does the transaction impact Sagicor operationally?*

Operationally, we don’t expect any changes to how we operate. However, once regulatory approval is granted, our distribution channel will be enhanced.

### *3. Will this transaction require regulatory approval?*

Yes, regulatory approval is required. Both organizations have already engaged the required regulators and will be working to obtain the necessary approvals in the shortest possible time.

### *4. Will the existing ScotiaLife clients become Sagicor’s clients?*

Yes, all ScotiaLife clients will become Sagicor clients and we look forward to welcoming them to the Sagicor family.

### *5. Will the products and services offered by ScotiaLife stay the same for the customer after the transactions close?*

Until regulatory approvals are obtained and closing conditions are met, all ScotiaLife operations in these countries will continue as usual. Following the close of this transaction, customers will have access to an enhanced suite of services from the new provider.

### *6. As a ScotiaLife client, will there be changes to my policy?*

There will be no change to any of the existing products. All products are approved by the respective insurance regulators and the terms and conditions of these contracts will be fulfilled by Sagicor.

**7. *Is this a 100% acquisition or a partnership?***

Sagicor is acquiring 100% of ScotiaLife Jamaica and ScotiaLife Trinidad & Tobago. The two organizations will then partner to provide the best insurance solutions to ScotiaLife clients.

**8. *What is the nature of the relationship going forward?***

Both organizations will enter into a 20-year strategic agreement in Jamaica and Trinidad & Tobago to distribute creditor and non-creditor insurance policies underwritten by Sagicor.

**9. *Will this include creditor life partnership for Scotia Barbados?***

Not at this time.

**10. *What happens if there is an overlap of clients, meaning there is an existing ScotiaLife client that also maintains a relationship with Sagicor?***

If there is any overlap in servicing clients, the client will have the opportunity to make the best decision for him/her.

**11. *Will ScotiaLife rebrand to Sagicor?***

Once regulatory approval is received, ScotiaLife in Jamaica and Trinidad & Tobago will no longer exist.

**12. *How will ScotiaLife advise their clients of the transactions?***

ScotiaLife will post a letter to their customers on their website advising of the agreement and confirming their commitment to provide the smoothest possible transaction. Until regulatory approvals are obtained and closing conditions are met, all ScotiaLife operations will continue as usual. ScotiaLife will continue to communicate directly with their customers throughout the transition until closing.

**13. *When do you expect the deal to close?***

Until regulatory approvals are obtained, and customary closing conditions are met and the transactions close, all ScotiaLife and Sagicor operations will continue to operate as usual. As soon as all approvals are received we will send an updated communique.

