

**IN THE SUPREME COURT OF BERMUDA  
CIVIL JURISDICTION  
COMMERCIAL COURT  
2019 NO. 35  
IN THE MATTER OF  
SAGICOR FINANCIAL CORPORATION LIMITED**

**PROXY FORM FOR USE AT THE MEETING OF THE SCHEME SHAREHOLDERS (DEFINED BELOW) CONVENED AT THE DIRECTION OF THE SUPREME COURT OF BERMUDA (THE COURT) ON 13 MARCH 2019 PURSUANT TO SECTION 99 OF THE COMPANIES ACT 1981 OF BERMUDA (THE "SHAREHOLDERS' MEETING") AND ANY ADJOURNMENT OR POSTPONEMENT THEREOF)**

Name of Scheme Shareholder: \_\_\_\_\_

Address of Scheme Shareholder: \_\_\_\_\_

The undersigned, being a member registered in the register of members of SAGICOR FINANCIAL CORPORATION LIMITED ("the **Company**") at 5:00 p.m. (Atlantic Standard Time) on 31 January 2019 (a "**Scheme Shareholder(s)**"), hereby appoint(s) STEPHEN D. R. McNAMARA, Chairman of the Board, or failing him, DODRIDGE D. MILLER, President and Chief Executive Officer and Director, or instead of either of them:

\_\_\_\_\_  
*(PLEASE PRINT NAME OF PROXY ON THE ABOVE LINE ONLY IF YOU WISH TO APPOINT A PROXY OTHER THAN THE CHAIRMAN OR PRESIDENT)*

of

\_\_\_\_\_  
*(PLEASE PRINT PROXY'S ADDRESS ON THE ABOVE LINE ONLY IF YOU WISH TO APPOINT A PROXY OTHER THAN THE CHAIRMAN OR PRESIDENT)*

as my/our proxy to attend, vote and otherwise act for and on behalf of the undersigned in respect of all matters that may properly come before the Shareholders' Meeting to be held on 13 March 2019 and any adjournments or postponement thereof for the purposes of considering and, if thought fit, approving (with or without modification) the proposed Scheme of Arrangement referred to in the circular dated 8 February 2019 (the "**Circular**") in accordance with the resolution in the Notice of the Shareholders' Meeting forming part of the Circular (the "**Shareholders' Meeting Notice**"). Where no instruction is given with respect to the proposal below, the undersigned hereby instructs the proxy to vote "FOR" each proposal and if any other matter should properly come before the Shareholders' Meeting the undersigned authorises the proxy to vote on such matter in his or her discretion.

**Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Circular. Scheme Shareholders are urged to read the Shareholders' Meeting Notice and Circular which have been sent to each Scheme Shareholder in their entirety before completing this proxy form as the Shareholders' Meeting Notice and Circular contain important matters regarding voting on the Scheme of Arrangement.**

**Please mark your direction with an 'X'**

<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>
RESOLVED THAT the Scheme of Arrangement, with any modification thereof or addition thereto or condition approved or imposed by the Court, be and the same is hereby approved.		

Signed by, or on behalf of, the above named Scheme Shareholder:

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Name (Please Print)*

\_\_\_\_\_  
*Title/Capacity*

\_\_\_\_\_  
*Date: (DD/MM/YYYY)*

*To be valid, this form must be received by the Company by **5:30 p.m. (Atlantic Standard Time) on 11 March 2019**. Please complete, sign and return this form to: The Corporate Secretary, Sagicor Financial Corporation Limited, Cecil F. De Caires Building, Wildey, St. Michael, Barbados, or c/o Sagicor Life Inc., Sagicor Financial Centre, 16 Queen's Park West, Port of Spain, Trinidad. Alternatively, you may submit this form of proxy by emailing a legible and complete PDF of the form of proxy to [legal\\_proxies@sagicor.com](mailto:legal_proxies@sagicor.com) (legal [underscore] proxies [at] sagicor [dot] com). Scheme Shareholders are urged to return their form of proxy in the manner described in the foregoing as early as possible to facilitate timely processing. The Chairman shall have discretion as to the validity of any appointment of proxy.*

**NOTES ON COMPLETING THE PROXY FORM:**

1. **This is your proxy authorisation form. To be valid, this form must be received by the Company by 5:30 p.m. (Atlantic Standard Time) on 11 March 2019. Please complete, sign and return this form to: The Corporate Secretary, Sagicor Financial Corporation Limited, Cecil F. De Caires Building, Wildey, St. Michael, Barbados, or c/o Sagicor Life Inc., Sagicor Financial Centre, 16 Queen's Park West, Port of Spain, Trinidad. Alternatively, you may submit the form of proxy by emailing a legible and complete PDF of the form of proxy by 5:30 p.m. (Atlantic Standard Time) on 11 March 2019 to [legal\\_proxies@sagicor.com](mailto:legal_proxies@sagicor.com) (legal [underscore] proxies [at] sagicor [dot] com).** Scheme Shareholders are urged to return their form of proxy in the manner described in the foregoing as early as possible to facilitate timely processing. The Chairman shall have discretion as to the validity of any appointment of proxy. This form must be executed by the Scheme Shareholder or by his/her attorney duly authorised in writing. If the Scheme Shareholder is a body corporate or other entity, the form must be executed by the officers or attorney thereof or the person duly authorised, in which case each signatory should state the capacity in which he/she signs. Alternatively, if the Scheme Shareholder is a body corporate or other entity, votes at the Shareholders' Meeting may be given by an individual duly authorised by that body corporate or other entity to represent it at meetings of Shareholders. If this form is not dated in the space provided, it will be deemed to bear the date on which it was mailed to the Scheme Shareholder. This proxy authorization form confers sole discretionary authority upon the person whom it appoints in respect of any variation or amendments or additions to the matters identified in the Shareholders' Meeting Notice and any other matter that may properly come before the Shareholders' Meeting or any adjournment or postponements thereof (as further described below).
2. A proxy need not be a Scheme Shareholder but must attend the Shareholders' Meeting to represent you. If the name of a proxy is not inserted in the space provided above, Stephen D R McNamara, Chairman of the Board, or failing him, Dodridge D Miller, President and Chief Executive Officer and Director will be deemed appointed as proxy.
3. **Please indicate how you wish your votes to be cast by marking "X" in the appropriate box: If you wish to vote FOR the Scheme, place an "X" in the box marked "FOR". If you wish to vote AGAINST the Scheme, place an "X" in the box marked "AGAINST".** In the absence of any specific instructions by a Scheme Shareholder in the proxy form, the Scheme Shares represented by the proxy received will be voted "FOR" the proposal. On any variation or amendments or additions to the matters identified in the Shareholders' Meeting Notice and any other matter that may properly come before the Shareholders' Meeting or any adjournment or postponement thereof, the proxy shall vote (or abstain from voting) at his or her sole discretion. **In addition, please remember to sign and date the proxy form to validate your proxy instruction.**
4. Any alteration to the form of proxy must be initialed by the person who signs it.