



Sagikor Financial Corporation Limited



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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

This package contains the Notice of Annual General Meeting of Shareholders to be held on June 04, 2019 and the related Management Proxy Circular as well as the Directors' Report and should be read as a whole together with the accompanying Annual Report 2018 and Proxy Form.

TABLE OF CONTENTS

Notice of Annual General Meeting	2
Directors' Report	4
Management Proxy Circular	18

SAGICOR FINANCIAL CORPORATION LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixteenth Annual General Meeting (the “Annual General Meeting”) of the Members (the “Shareholders”) of Sagicor Financial Corporation Limited (“the Company”) will be held at Hilton Barbados Resort, Needham’s Point, St. Michael, Barbados, on **June 4, 2019 at 5:30 p.m.** to transact the following business: -

1. To receive the Consolidated Financial Statements of the Company for the year ended December 31, 2018, and the Auditors’ Report thereon.
2. To elect the Class II Directors of the Company in accordance with the Bye-laws of the Company.
3. To re-appoint PricewaterhouseCoopers SRL, the incumbent Auditors of the Company, for the 2019 financial year and to authorise the Board of Directors of the Company to fix the remuneration of PricewaterhouseCoopers SRL.
4. To transact such other business as may properly come before the meeting.

By Order of the Board of Directors.



Althea C. Hazzard
Corporate Secretary

April 30, 2019

QUORUM REQUIREMENTS:

The quorum for the transaction of business at the Annual General Meeting shall be at least one hundred (100) Shareholders present in person or by proxy.

PROXIES:

Shareholders who are unable to attend the Meeting in person may complete and return the enclosed form of proxy, by 5:30 p.m. (Barbados time) on May 31, 2019 to any of the addresses noted below.

DOCUMENTS AVAILABLE FOR INSPECTION:

At no time during the current financial year has any Director or Officer been a party to a material contract with the Company or was materially interested in a contract or in a party to a material contract which was significant in relation to the Company's business. There was one service contract granted by the Company to a director details of which are set out in the Directors' Report.

ADDRESS FOR DELIVERY OF PROXIES:

- Corporate Secretary, Cecil F de Caires Building, Wildey, St Michael, Barbados; or
- Corporate Secretary, Sagicor Financial Corporation Limited c/o Sagicor Life Inc, Sagicor Financial Centre, 16 Queen's Park West, Port of Spain, Trinidad.

1. DIRECTORS' REPORT

Directors' interests as at December 31, 2018, and as at the record date, April 18, 2019, are as follows:

	Shares as at 31-Dec-18		Shares as at 18-Apr-19	
	Common Shares		Common Shares	
	Beneficial	Non- Beneficial	Beneficial	Non- Beneficial
Stephen D R McNamara	23,993	0	23,993	0
Andrew Aleong	553,358	0	553,358	0
Professor Sir Hilary Mc D Beckles	9,579	0	9,579	0
Peter E Clarke	25,000	0	25,000	0
Dr L Jeannine Comma	22,300	0	22,300	0
Monish K Dutt	1,000	0	1,000	0
Dr Marjorie M Fyffe-Campbell	50,850	0	50,850	0
Richard M Kellman	638,988	0	638,988	0
William P Lucie-Smith	150,338	0	150,338	0
Dodridge D Miller	2,505,696	0	2,505,696	0
John F Shettle, Jr	1,000	0	1,000	0
Richard P. Young	34,266	0	34,266	0

2. BOARD COMPOSITION AND STRUCTURE

The maximum number of Directors permitted by the Bye-Laws is 12, and the minimum is 7. The Board of Directors presently consists of 12 Members, 10 of whom are independent Non-Executive Directors. The remaining 2 are the Group President and Chief Executive Officer, Mr Dodridge Miller and the former Group Chief Operating Officer, Mr Richard M Kellman. Biographical information on the Directors is set out in the 2018 Annual Report and details of their interests in the Company as at December 31, 2018 are set in the 2018 Annual Report and this Report.

The Board of Directors (the “Board”) considers that the quality, skills and experience of Directors enhance the Board’s effectiveness, and the collective Board is required to have and has the core set of skills identified in the Board Core Competency Matrix as set out on the following page.

SAGICOR FINANCIAL CORPORATION - BOARD OF DIRECTORS MATRIX - 2018

Directors	Board Committees											
	R. Young	S. McNamara	J. Comma	W. Lucie-Smith	R. Kellman	M. Fyffe-Campbell	J. Shettle	P. Clarke	H. Beckles	D. Miller	M. Dutt	A. Aleong
Background/Experience	CGC:IRC	CGC:HRC :IRC	AC:HRC:	AC:IRC		AC:CGC	CGC:IRC	AC:IRC	CGC		AC:HRC	HRC:IRC
General Management												
International Business												
Finance/Accounting												
Corporate Finance												
Strategic Marketing												
Corporate Law												
Banking/Asset Management												
Insurance												
Human Resource Management												
Property Management & Development												
Regulatory												
Risk Management												
Information Technology												
Corporate Governance												

In addition, individual Directors must also possess specific knowledge and experience commensurate with the business requirements of the Company and are also expected to have a style of operation which comprises:

- a. high personal standards consistent with the Company's Code of Business Conduct and Ethics;
- b. commitment to business leadership;
- c. courage to express and defend a position;
- d. decisiveness and willingness to be held accountable;
- e. effective intervention and decision-making style;
- f. willingness to contribute to team synergy, and
- g. a mature and thoughtful perspective on business.

The Company is also mindful that the Board must reflect the business, social, economic and cultural jurisdictions from which the Company draws customer patronage, and that Directors must have enough time available to devote to the performance of their Board duties. Finally, Directors are required to undergo an annual self-assessment. This assessment is designed to ensure that appropriate standards of independence and objectivity are maintained. All non-executive Directors have satisfied the 2018 independence self-assessment.

3 ROTATION AND RE-ELECTION OF DIRECTORS

Consequent upon the Company's continuance to Bermuda, new Bye-Laws were adopted, which require that the Directors be divided into three classes, designated as Class I, Class II and Class III. At each annual general meeting, successors to the class of Directors whose term expires at that annual general meeting shall be elected (or re-elected) for a three year term. Dr L Jeannine Comma and Messrs Peter E Clarke, Dodridge D. Miller and Monish K Dutt, having been designated as Class II Directors, will retire at the Sixteenth Annual Meeting, and all being qualified, have offered themselves for re-election. Profiles of the nominees are provided in the Management Proxy Circular.

The Director nomination process is overseen by the Corporate Governance and Ethics Committee, which requires a review of the core competency requirements of the Board as a whole; the skills and experience of the nominees; their independence as defined by our Corporate Governance Policy; and their performance, including their willingness and ability to devote the time necessary to fulfil their role as Directors. In 2018 all nominees for re-election as Directors who had served on the Board for nine or more years were subject to supplementary evaluation by an independent corporate governance professional to ensure that their performance over the period of their tenure was such as to justify the Corporate Governance and Ethics Committee's recommendation to the Board that they be nominated for re-election.

4 ON-GOING DIRECTOR EDUCATION

During the year, on-going Director education included sessions on corporate governance, capital adequacy standards, data protection, regulatory matters, changes in international accounting standards and use of technology to drive innovation in the insurance industry. The Board is committed to continuing these education sessions to enhance Director knowledge and effectiveness.

5 BOARD RESPONSIBILITIES

5.1 BOARD OF DIRECTORS

The Board is collectively responsible for providing entrepreneurial leadership, guidance and oversight to the Company, within a framework of prudent and effective controls. This framework enables risk to be assessed and managed, with a view to maximising shareholder wealth within the bounds of law and community standards of ethical behaviour.

The Board's six main responsibilities, which it executes through decision-making and oversight, are strategic planning; enterprise risk management; executive succession planning and performance evaluation; shareholder communications and public disclosures; internal controls and corporate governance.

The respective roles of the Chairman of the Board, the Board, Committee Chairmen, Committees and management of the Company ("Management") are clearly defined. Position descriptions explaining the roles, responsibilities and desired competencies have been developed for the Chairman of the Board, the Chairmen of each Board Committee, as well as the Group President and Chief Executive Officer. The Group President and Chief Executive Officer and the Executive Committee (ExCom) are responsible for the day-to-day management of the Company and its subsidiaries (collectively, the "Group") [1]. Their role is to formulate and implement strategy, operational plans, policies, procedures and budgets; monitor operating and financial performance; assess and control risk; prioritise and allocate resources and monitor competitive and environmental forces in each area of operation. The roles of functional Group Executives, who form part of ExCom, are also specifically defined.

5.2 BOARD COMMITTEES

The four standing Committees of the Board - Audit; Corporate Governance and Ethics; Human Resources and Investment and Risk - play an integral role in the governance process, in that they assist the Board with the proper discharge of its functions by providing an opportunity for more in-depth discussions on areas not reserved specifically for the Board. The mandates of all the Committees comply with best practice.

The mandate of the Audit Committee is to oversee the external audit process and manage all aspects of the relationship with the external auditors of the Company. The Committee is also required to review the annual audit plan, interim and audited financial statements, and International Financial Reporting Standards having a significant impact on the financial statements. It also reviews actuarial reports and recommendations.

The Audit Committee oversees the Internal Audit function, reviewing Internal Audit's assessment of the adequacy and effectiveness of the Group's internal controls, compliance with legal, statutory, regulatory and other requirements, and management of risk. The Committee's composition meets the independence and skill requirements of the Group's Corporate Governance Policy. The Members are financially literate, and three Members, William Lucie-

Smith, Monish Dutt and Dr Marjorie Fyffe- Campbell, all Chartered Accountants, have relevant accounting expertise. The current Members are:

- William Lucie-Smith (appointed a Member on August 24, 2005 and Chairman on June 28, 2006);
- Dr Marjorie Fyffe- Campbell (appointed September 11, 2008);
- Dr Jeannine Comma (appointed September 11, 2008);
- Monish Dutt (appointed March 18, 2014), and
- Peter Clarke (appointed March 21, 2014).

The role of the Corporate Governance and Ethics Committee is principally to develop and recommend to the Board policies and procedures to establish and maintain best practice standards of Corporate Governance and Corporate Ethics. It also manages the process for Director succession, Director performance, the operation of the Group President and Chief Executive Officer, the composition of the Board and Committees, shareholder communications, and corporate image. The Committee's composition meets the independence requirements of the Group's Corporate Governance Policy. The current Members are:

- Stephen McNamara (appointed a Member on March 9, 2004 and Chairman on February 17, 2010);
- Professor Sir Hilary Beckles (appointed March 18, 2009);
- Dr Marjorie Fyffe-Campbell (appointed March 18, 2009);
- John Shettle, Jr (appointed August 18, 2010), and
- Richard P. Young (appointed March 18, 2014).

The mandate of the Human Resources Committee is to advise the Board with respect to compensation policies, programmes and plans; human resources policies and practices to attain the Company's strategic goals; executive management recruitment; succession plans; performance evaluation and compensation. The Committee's composition meets the independence requirements of the Group's Corporate Governance Policy. The current Members are:

- Dr Jeannine Comma (appointed a Member on September 18, 2007, and Chairman on August 24, 2011);
- Stephen McNamara (appointed August 18, 2010);
- Andrew Aleong (appointed March 23, 2012), and
- Monish Dutt (appointed March 18, 2014).

The Investment and Risk Committee is charged with ensuring generally that the Group manages risk within its defined philosophy and appetite, and in compliance with policy risk parameters. Its specific mandate is to ensure that an appropriate enterprise risk management framework is implemented throughout the Group, approve risk policies and risk undertakings and exposures reserved for Board decision. It continually monitors exposures relating to certain risks. Committee Members are required to understand the enterprise's significant inherent risks and the policies and controls used by Management to assess, manage and report these risks. The Committee regularly reviews the Group's risk profile and assesses Management's plans for ensuring financial stability and capital soundness. The Committee's composition meets the independence

requirements of the Group's Corporate Governance Policy. The current Members are:

- Stephen McNamara (appointed a Member on November 26, 2003 and Chairman on February 17, 2010);
- Andrew Aleong (appointed March 18, 2009);
- John Shettle, Jr (appointed March 18, 2009);
- Peter Clarke (appointed August 18, 2010);
- Richard P. Young (appointed March 18, 2014), and
- William Lucie-Smith (appointed March 21, 2014).

6 BOARD EVALUATION

The Board undertook its annual performance evaluation to assess the effectiveness of the Board's performance as a whole. The evaluation took the form of a self-assessment and peer-review questionnaire, and an evaluation of the corporate governance system as a whole. Findings continue to reveal ongoing opportunities for the enhancement of our corporate governance practices. The Corporate Governance and Ethics Committee continues to manage Director independence and potential conflicts of interest, and the Committee concluded that Directors continued to meet the independence requirements under our Corporate Governance Policy.

The objectives of the Committee in the upcoming year include;

- i. The review of the current evaluation process to ensure clarity;
- ii. Simplifying the process and use of electronic systems;
- iii. Establishing minimum performance standards;
- iv. Partnering with an external advisor to conduct the evaluation every 5 years; and
- v. Linking the evaluation process to the re-appointment process.

7. INTERLOCKING DIRECTORSHIPS

The Corporate Governance Recommendations of the Barbados Stock Exchange require that the Company makes certain disclosures relating to Directors' interlocks. In addition to their service on the Board of the Company and the Boards of various Group subsidiaries, the following Company Directors also serve together on the Board of the publicly-listed company appearing next to their names:

Directors	Company
Richard P Young William Lucie-Smith	Massy Holdings Ltd Massy Holdings Ltd

8 BOARD OPERATIONS

During 2018, Management engaged the Board (BOD) 24 times, either in formal meetings or by requests for round-robin decisions in between meetings. In relation to the engagement of the Standing Committees of the Board, the Audit Committee (AC) met 4 times; the Corporate Governance and Ethics Committee (CGC) met 4 times; the Human Resources Committee (HRC) met 3 times; and the Investment and Risk Committee (IRC) met 1 time.

Directors' record of attendance was as follows:

DIRECTOR	BOD	AC	CGC	HRC	IRC	Total	%
Stephen D R McNamara	24 of 24		4 of 4	3 of 3	1 of 1	32 of 32	100
Andrew Aleong	20 of 24			3 of 3	0 of 1	23 of 28	82
Prof Sir Hilary Mc D Beckles	22 of 24		2 of 4			24 of 28	86
Peter E Clarke	23 of 24	4 of 4			1 of 1	28 of 29	97
Dr L Jeannine Comma	22 of 24	4 of 4		3 of 3		29 of 31	94
Monish K Dutt	22 of 24	4 of 4		3 of 3		29 of 31	94
Dr Marjorie M Fyffe-Campbell	24 of 24	4 of 4	4 of 4			32 of 32	100
Richard M Kellman	22 of 24					22 of 24	92
William P Lucie-Smith	22 of 24	3 of 4			1 of 1	26 of 29	90
Dodridge D Miller	24 of 24					24 of 24	100
John F Shettle, Jr	20 of 24		4 of 4		1 of 1	25 of 29	86
Richard P Young	23 of 24		4 of 4		1 of 1	28 of 29	97

The Board manages an annual schedule of critical agenda items designed to ensure that it fulfils its recurring obligations, and that Board-reserved items are routinely considered. The principal business at Board meetings in 2018 was to:

- consider and approve the Group strategic plan, capital plan and projections for the period 2019 to 2021;
- review the proposal to enter into an Arrangement Agreement with Alignvest Acquisition II Corporation (“Alignvest”) and associated transactions;
- consider the appointment of new Executives;
- consider the impact of the Government of Barbados debt restructuring on the financial results of the Company;
- consider acquisition opportunities;
- receive reports on proposed corporate re-organisation
- review periodically the Group capital and liquidity plan, strategic and business development initiatives forming part of the Group’s strategic plan, and other key initiatives;
- receive and consider periodic reports and presentations from Management on the performance of various subsidiaries within the Group and the Group, on a consolidated basis;
- review and approve unaudited interim and audited annual consolidated financial statements;
- approve interim and final dividends;
- review and approve actuarial reports of the Group appointed actuary, and
- receive reports on work being carried out by Board Committees and consider and approve their recommendations as required

9. COMMITTEE OPERATIONS

AUDIT COMMITTEE REPORT:

The 2018 activities of the Audit Committee included:

- reviewing and approving the external audit plan and timetable;
- evaluating the performance of the external auditors for Group entities and approving their audit fees;
- reviewing the external auditors’ 2017 Management Letter and Report on the 2017 audit;
- approving the 2018 Audit Engagement Letter;
- reviewing and recommending for approval by the Board interim and annual audited financial statements;
- making dividend recommendations to the Board;
- reviewing actuarial reports of the Group appointed actuary;
- reviewing reports of the external auditors on key audit issues;
- reviewing the financial performance of the Group and key subsidiaries;
- examining the implications of changes to International Financial Reporting Standards;
- approving the 2018 Internal Audit Plan, reviewing Internal Audit reports and monitoring Management action on open Internal Audit items;
- reviewing compliance with various financial covenants;
- reviewing reports on pending material litigation and claims, and pending regulatory issues;
- reviewing regulatory compliance and other compliance reports;

- assessing the adequacy of the Committee's mandate, and
- evaluating its effectiveness in fulfilling same.

CORPORATE GOVERNANCE AND ETHICS COMMITTEE REPORT:

The Committee's principal business during 2018 included:

- reviewing Board and Director core competencies and identifying gaps to inform the nomination process;
- overseeing Director nominations, Board Committee, subsidiary and outside Board appointments;
- overseeing the management of independence requirements and conflicts of interest;
- overseeing the Director self and peer performance evaluation process;
- authorizing the engagement of an independent corporate governance professional to conduct the enhanced evaluation of Directors and receiving the report of such consultant;
- reviewing a proposal to add two new adhoc committees;
- receiving related party transaction reports;
- monitoring Director attendance;
- reviewing Corporate Governance structure of subsidiaries;
- conducting its annual review of the adequacy of the Code of Business Conduct and Ethics;
- generally monitoring the operation of Corporate Governance policies and practices and
- assessing the adequacy of the Committee's mandate and evaluating its effectiveness in fulfilling same.

The Committee is dedicated to ensuring the Company's Corporate Governance framework meets regulatory requirements and reflects evolving best practices. As such, the Committee is looking forward to implementing a process for reviewing the Board every 3 to 5 years and further enhancing the review and evaluation measures for re-appointments of long-tenured Directors.

HUMAN RESOURCES COMMITTEE REPORT:

During 2018, activities of the Human Resources Committee included:

- reviewing executive performance, compensation and terms of engagement;
- monitoring succession planning and leadership and development plans at the executive level;
- considering succession planning needs across the Group for senior employees below the executive level;
- approving awards to qualified participants under the annual cash incentive, annual long-term incentive plan ("LTI") and employee share ownership plan ("ESOP") based on performance against established benchmarks;
- reviewing aspects of the rules of the Company's LTI;
- reviewing ESOP financial statements;
- assessing the adequacy of the Committee's mandate and evaluated its effectiveness in fulfilling same, and
- reviewing recommended changes to the Company's pension plan.

INVESTMENT AND RISK COMMITTEE REPORT:

In 2018, the Investment and Risk Committee's work included monitoring key risks to which the Group is exposed. These included:

- reviewing in detail interest rate, credit, liquidity and foreign exchange risk dashboards for the Company as a whole, and for its major subsidiaries;
- monitoring of risk exposures and reviewing mitigation strategies designed to manage risk, and generally overseeing the enterprise risk management process, and
- reviewing investment performance.

The Chief Risk Officer of the Company was mandated to attend the Investment and Risk Committee meetings of subsidiary companies to mitigate the challenge of receiving information in a consistent format across the Group in a timely manner. The Chief Risk officer was also invited to contribute to discussions of the Board.

10 SAGICOR'S COMPENSATION PHILOSOPHY

The Group's compensation strategy for all employees, including Executive Management, aims to achieve an efficient and competitive position for the Company as an employer of choice in the markets we serve; while supporting our efforts to attract, motivate and retain the best candidates for all positions across the Group. The compensation strategy seeks to strike a balance between the needs of the employee and the strategic objectives of the Company, while ensuring that all employees are treated fairly, recognized and rewarded for team as well as individual performances. Factors such as market competition; supply and demand of critical skills and competencies; and strategic issues are all considered in determining a position's competitive market value.

Base salaries are reviewed annually for all staff and, in determining whether to approve salary increases, the Board considers various factors, including: the ability to pay; local labour market statistics e.g. cost of living and compensation trend data; merit budget; and the performance of the Company and business units. All employees must meet a minimum performance standard each year to be considered for a salary increase.

The quantum of annual cash incentive compensation, once earned, is calculated using a methodology called the Balance Score Card. This methodology considers financial as well as non-financial measures, including revenue, profitability, efficiency and customer satisfaction. In addition, compensation includes a non-cash component (long-term incentive) which is performance based and takes into consideration an externally calculated cost of equity. For the financial year under review, compensation paid in cash to the top 5 members of the Executive Management team of the Company, amounted in aggregate to US\$9,465,009.

The table immediately below shows a breakdown of the non-cash component of the compensation of the top 5 members of the Executive Management team.

	Restricted Stock Grants	Stock options
	For the financial year ended 31-Dec-18	For the financial year ended 31-Dec-18
Top 5 Members of the Group Executive Management Team	Vested	Vested
	2,706,397	3,139,926

BOARD OF DIRECTORS

The Company's compensation philosophy for the Board has objectives akin to that for employees. It is designed to attract, retain and motivate Directors of the quality required to ensure the efficient oversight of the Company's business. In 2006, the Board commissioned the independent firm of Ernst & Young of Atlanta to review Directors' compensation and make compensation recommendations. After examination of international best practice in the area, and consideration of various factors, including the level of responsibility, potential liability, and the time and commitment required for the role, Ernst & Young made certain recommendations to the Board regarding the levels and structure of compensation for Directors. These recommendations were approved by shareholders at the 2007 Annual Meeting and remain unaltered to-date. A review of Directors' fees is expected to be completed in 2019.

Non-Executive Directors do not participate in any performance-based incentive plans, and their remuneration consists solely of cash. The Chairman of the Board and Directors are paid fees, and Committee Chairmen and Members are paid an additional fee for each Committee on which they serve. Non-Executive Directors' fees for the financial year under review amounted in aggregate to US \$681,365. Executives who are Directors are not paid fees.

Directors are reimbursed reasonable and customary out-of-pocket expenses associated with their attendance at meetings, and the performance of their role as Directors. Except as disclosed below they received no additional benefits in 2018.

Director Richard Kellman was engaged by the Company as a Project Director for the Estates at St George, an active lifestyle community with continuing care facilities, developed by the Company in Barbados at a fee of US\$15,000 per month from January 1, 2018. The project was conceptualised during Mr Kellman's tenure as Group Chief Operating Officer of the Company and it was considered advantageous to the Company for Mr Kellman to continue his association with the project during the developmental stage.

11 FEES PAID TO EXTERNAL AUDITORS

PricewaterhouseCoopers is the Group's external auditor. The following is a statement of the fees paid to the external auditors for audit and non-audit services during 2017 and 2018:

Services	Fees Paid US\$ '000	
	2017	2018
Audit	3,675	3,433
Non-Audit	349	237
Statutory Returns	952	662
Other	244	2,834
Total	5,220	7,166

12 ENTERPRISE RISK MANAGEMENT

The Group's enterprise risk management framework comprises articulation of risk philosophy and appetite; risk structures and processes; risk policies and a regime of monitoring risk exposures, both at the enterprise and subsidiary levels. The Group's activities of issuing insurance contracts, accepting funds from depositors, and investing insurance premium and deposit receipts in a variety of financial and other assets expose the Group to various financial, operational and business risks. Financial risks include insurance credit, liquidity, and market risks. Operational risks include fraud; damage to physical assets; improper business practices; improper employment practices; business interruption and system failures, and execution and process errors. Business risks include legal and regulatory, strategic and reputational risks. Exposure and sensitivity to financial risks are disclosed in the 2018 audited financial statements.

13 INTERNAL AUDIT

The role of Group Internal Audit is to provide independent, objective assurance and consulting services, designed to add value and improve the Group's operations by utilising an appropriate risk-based audit methodology across the Group. It helps the Group to accomplish its objectives by bringing a systematic, disciplined approach to the evaluation and improvement of risk management, control and governance processes. The scope of work of Internal Audit is to determine whether the Group's network of risk management controls, and governance processes, as designed and represented by Management, is adequate and functioning in a manner to ensure, among other things, that risks are appropriately identified and managed and that employees' actions are in compliance with policies, standards, procedures, applicable laws and regulations. The work of Internal Audit also seeks to give assurance that resources are acquired economically, used efficiently, and adequately protected, and that quality and continuous improvement are fostered in the organisation's control process. The work also ensures that significant legislative or regulatory issues impacting the organisation are recognised and addressed appropriately.

14 COMPLIANCE

Sagcor continues to strengthen and streamline its compliance function, in response to the increasing complexity of regulatory and other risks, with the Audit Committee continuing to exercise oversight of all aspects of compliance. In 2018 Corporate Secretaries and General Counsels across the Group attended the annual Director Education Retreat and provided updates on compliance trends and issues to Directors of all major subsidiaries and Executive Management of the Company.

15 CODE OF BUSINESS CONDUCT AND ETHICS

Sagikor's Code of Business Conduct and Ethics (which codifies our corporate value system embracing legal, moral and ethical conduct, accountability, corporate social responsibility and leadership) (the "Code") requires Directors, Management, employees and advisors to acknowledge, on an annual basis, that they have read the Code and to indicate whether they are in compliance. Mechanisms through which code violations can be reported and channelled to the appropriate parties operated satisfactorily, including widely available anonymous whistle-blowing facilities. These enabled Management to take timely corrective action. The Corporate Governance and Ethics Committee carried out its annual review of the Code to ensure its adequacy.

16 INVESTOR RELATIONS AND COMMUNICATIONS

During 2018, the Company continued to execute its investor relations communications programme with periodic briefings to the Media, Analysts and Brokers. A new Executive Vice President for Investor Relations was appointed to oversee communication with investors on the strategic initiative between the Company and Alignvest. The Company continues to ensure that price-sensitive information is released across markets at the same time, and to manage its Insider Trading Policy as an integral part of the Code of Business Conduct and Ethics. The annual Shareholders' Briefing was held in Trinidad, where many Shareholders reside, for the benefit of Shareholders who were unable to travel to Barbados for the Annual Meeting of Shareholders.

By Order of the Board of Directors.



Althea C. Hazzard
Corporate Secretary

April 30, 2019

MANAGEMENT PROXY CIRCULAR

SAGICOR FINANCIAL CORPORATION LIMITED

Company No 51625

The enclosed proxy is solicited on behalf of the Board of Directors (the “Board”) of Sagicor Financial Corporation Limited (the “Company”) for use at the sixteenth Annual General Meeting of Shareholders of the Company (“the Meeting” or “this Meeting”) to be held on Tuesday, June 4, 2019 at 5:30 p.m. at Hilton Barbados Resort, Needham’s Point, St. Michael, Barbados or any adjournment or postponement thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Shareholders dated April 30, 2019 (the “Notice”). The cost of the solicitation will be borne by the Company.

Capitalized terms not otherwise defined in this Management Proxy Circular shall have the meanings ascribed to such terms in the Notice.

APPOINTMENT AND REVOCATION OF PROXY

A form of proxy is enclosed and, if it is not your intention to be present in person at the Meeting, you are asked to complete, sign, date and return the proxy. Proxies to be exercised at the Meeting must be deposited not later than 5:30 p.m. on Friday, May 31, 2019 with the Company at either address for the delivery of proxies set out in the notes to the Notice.

Any Shareholder having given a proxy has the right to revoke it by depositing an instrument in writing, executed by the Shareholder or his/her attorney authorised in writing, or if the Shareholder is a body corporate or other entity, by any officer or attorney thereof duly authorised, at any time up to 5:30 p.m. on Monday, June 3, 2019 (the last business day preceding the day of the Meeting), with the Secretary of the Company at any of the addresses listed for delivery of proxies in the notes to the Notice. In addition, the return of a completed form of proxy will not preclude a Shareholder from attending the Meeting or any adjournment or postponement thereof and voting in person, should they wish.

The persons named in the enclosed form of proxy, Stephen D R McNamara and Dodridge D Miller, are Directors of the Company. If you wish to appoint some other person to represent you at the Meeting, you may do so by inserting the name of your appointee, who need not be a Shareholder, in the blank space provided on the proxy form.

RECORD DATE AND VOTING OF SHARES

The Board has fixed April 18, 2019 as the record date for determining the Shareholders entitled to receive the Notice of and vote at the Meeting and have given notice thereof by advertisement pursuant to the By-laws of the Company. Only the holders of record of Common Shares of the Company at the close of business on April 18, 2019 will be entitled to receive the Notice and vote at the Meeting or any adjournment or postponement thereof.

At the Meeting, holders of Common Shares will be voting on the matters set out in the form of proxy.

On a show of hands, each holder of Common Shares has one vote. On a poll, each holder of Common Shares is entitled to one vote for each Common Share held. As at April 18, 2019 there were 306,555,644 Common Shares issued and outstanding. There were no Preference Shares issued and outstanding.

ITEM 1 - PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS' REPORT

The Consolidated Financial Statements of the Company for the year ended December 31, 2018 and the Auditors' Report thereon are included in the 2018 Annual Report. Copies of the 2018 Annual Report containing the Consolidated Financial Statements are available and can be accessed in electronic form on the Company's website at www.sagikor.com by clicking the heading "Shareholders" and then by clicking the sub-heading "Financial Reports". Shareholders requiring a hardcopy of the 2018 Annual Report should contact the Secretary of the Company at: Cecil F de Caires Building, Wildey, St Michael, Barbados. A hardcopy of the 2018 Annual Report will also be laid before the Meeting.

ITEM 2 - ELECTION OF DIRECTORS

The Board presently consists of 12 Directors. At the annual general meeting held on June 16, 2017 (the “2017 AGM”) and pursuant to the Bye-laws of the Company, the Directors were designated into three classes: Class I, Class II and Class III (each, a “Class”). The individuals designated as Class II Directors have been elected (or re-elected) to serve until the second annual general meeting following the 2017 AGM. The Meeting is the second annual general meeting to be held following the 2017 AGM and it is therefore proposed that the Directors designated as Class II Directors be re-elected to serve until the third annual general meeting following this Meeting or until their office is otherwise vacated in accordance with the Bye-laws of the Company.

The names and biographies of the qualified persons designated as Class II Directors of the Company and nominated for re-election are listed below.

CLASS II DIRECTORS

The below listed nominees were last elected (or re-elected) for a term expiring at the Meeting and are therefore nominees to be re-elected to serve until the third annual general meeting following this Meeting or until their office is otherwise vacated in accordance with the Bye-laws of the Company:

Dr L Jeannine Comma

Mr Peter E Clarke

Mr Dodridge D Miller

Mr Monish K Dutt

L JEANNINE COMMA is Chairman of the Human Resources Committee for Sagicor Financial Corporation Limited. She holds a EdD from George Washington University, Washington, DC, USA, and is also a graduate of the University of the Virgin Islands. Formerly the CEO/ Director of the Sagicor Cave Hill School of Business and Management Inc of The University of the West Indies, Cave Hill Campus, Dr Comma has extensive experience in Leadership Development, Organisation Development, Strategic Planning, Transformation Management and Corporate Governance. She has made significant contributions to the development of human capital within the regional business community, as well as engaged in several consulting assignments with Caribbean

Governments and public sector agencies throughout the region. She is an Executive, an Academic, a Consultant, a Leadership Development Expert and a Certified Executive Coach. Dr Comma is the Vice President of the International Women's Forum (Barbados Chapter) and serves on the Boards of the Barbados Entrepreneurship Foundation, as well as the Commonwealth Association of Public Administration and Management (CAPAM). She was elected a Director of Sagicor Life Inc in 2006.

PETER E CLARKE obtained a Bachelor of Arts degree from Yale University and a Law degree from Downing College, Cambridge University. He was called to the Bar as a member of Grays Inn, London, in 1979 and to the Bar of Trinidad and Tobago in 1980. Mr Clarke is a Financial Consultant, who formerly practised as a Barrister-at-Law before embarking on a 22-year career in stockbroking. From 1984 to 2000, he was the Managing Director of Money Managers Limited, and Chief Executive of West Indies Stockbrokers Limited from 2001 until his retirement in 2005. Mr Clarke is the Chairman of Guardian Media Ltd in Trinidad and Tobago, as well as a director of a number of companies including the Trinidad and Tobago Stock Exchange. He is also a member of the Finance Council of the Roman Catholic Archdiocese of Port of Spain. From 2002 to 2005, he was a Director of the Trinidad and Tobago Chamber of Industry and Commerce. Mr Clarke also serves as a Director of Sagicor Life Inc, Sagicor Group Jamaica Limited and Sagicor Life Jamaica Limited.

DODRIDGE D MILLER was appointed Group President and Chief Executive Officer of Sagicor Financial Corporation Limited in July 2002. He has been a Director since December 2002. He is a Fellow of the Association of Chartered Certified Accountants (ACCA), and obtained his MBA from the University of Wales and Manchester Business School. He holds an LL.M in Corporate and Commercial Law from the University of the West Indies and, in October 2008, he was conferred with an Honorary Doctor of Laws degree by the University of the West Indies. Mr Miller has more than 30 years' experience in the banking, insurance and financial services industries. Mr Miller joined the Group in 1989. Prior to his appointment as Group President and Chief Executive Officer, he held the positions of Treasurer and Vice President - Finance and Investments, Deputy Chief Executive Officer and Chief Operating Officer. He is a Director of Sagicor Life Inc, Sagicor USA, Sagicor Group Jamaica Limited, Sagicor Life Jamaica, Sagicor Investments Jamaica Limited and a number of other subsidiaries within the Group.

MONISH K DUTT holds an MBA from the London Business School, London University, and a BA in Economics from the University of Delhi. He is a Fellow of the Institute of Chartered Accountants, London, England. A Consultant on Emerging Markets, Mr Dutt is a seasoned investment professional who serves as a non-executive director on several Boards including Ecobank, a pan-African bank with assets of US\$22 billion; Peak Reinsurance of Hong Kong, controlled by the Fosun Group of China together with Prudential of the US; and FINCA Microfinance USA, with operations in around 20 countries in emerging markets. Within the Group, Mr Dutt serves as a Director of Sagicor Bank Jamaica Limited, and Sagicor Life Insurance Company USA. Prior to 2011, Mr Dutt was employed for 25 years with International Finance Corporation (IFC), a member of the World Bank Group. While at IFC, he held various positions, the most recent of which was Chief Credit Officer for Global Financial Institutions & Private Equity Funds. He was formerly the Head of IFC's Private Equity Advisory Group; the Head of the Baltics, Central Europe, Turkey and Balkans Group; Principal Investment Officer for Asia; Senior Investment Officer for Central & Eastern Europe, and an Investment Officer for Africa, Latin America and Asia. Mr Dutt has extensive experience evaluating, structuring and managing investments in financial institutions and private equity funds globally. Mr Dutt has also represented IFC on the boards of investee companies.

The Management of the Company does not contemplate that any of the persons named above will, for any reason, become unable to serve as a Director of the Company.

A simple majority of votes cast by Shareholders present in person or by proxy and voting at the Meeting, is required in respect of each of the proposals to elect each of the above-named nominees as Class II Directors.

The Board recommends that Shareholders VOTE FOR the proposals relating to the re-election of the above-named nominees as Class II Directors detailed in the resolutions as set out in Item 2 of the form of proxy enclosed herewith.

ITEM 3 - RE-APPOINTMENT OF INCUMBENT AUDITORS

PricewaterhouseCoopers SRL, of The Financial Services Centre, Bishop's Court Hill, St Michael, Barbados, are the incumbent Auditors

of the Company. Having been pre-approved by the Barbados Financial Services Commission, it is proposed that PricewaterhouseCoopers SRL be re-appointed as Auditors of the Company for the 2019 financial year to hold office until the next annual general meeting of Shareholders and that the Board be authorised to fix the remuneration of PricewaterhouseCoopers SRL for the 2019 financial year.

A simple majority of votes cast by Shareholders present in person or by proxy and voting at the Meeting, is required to re-appoint PricewaterhouseCoopers SRL and to authorise the Board to fix the remuneration of PricewaterhouseCoopers SRL.

The Board recommends that Shareholders VOTE FOR the resolution as set out in Item 3 of the form of proxy enclosed herewith.

EXERCISE OF DISCRETION BY PROXIES

Common Shares represented by any proxy, given on the enclosed form of proxy to the persons named in the proxy, will be voted on as part of any poll conducted at the Meeting pursuant to the Bye-laws of the Company, in accordance with the instructions contained in the form of proxy.

In the absence of Shareholder instructions, Common Shares represented by proxies received will be VOTED FOR each of resolutions set out in the form of proxy enclosed herewith.

The enclosed form of proxy confers discretionary authority upon the persons named with respect to amendments to or variations in matters identified in the Notice, or other matters not otherwise identified in the form of proxy that may properly come before the Meeting or any adjournment or postponement thereof.

As at the date of printing this Management Proxy Circular, the Management of the Company knows of no matter to come before the Meeting other than the matters referred to in the Notice. If any other matters which are not now known to Management should properly come before the Meeting, the persons named in the accompanying form of proxy shall have the sole discretion to vote (or abstain from voting) on such matters.

Unless otherwise noted, a simple majority of the votes cast at the Meeting, by Shareholders present in person or by proxy, will constitute approval of any matter submitted to a vote.

The contents of this Management Proxy Circular, and the sending thereof to the holders of the Common Shares of the Company, have been approved by the Board.

Dated April 30, 2019.

A handwritten signature in black ink, appearing to read 'Althea C Hazzard', with a stylized flourish at the end.

Althea C Hazzard
Corporate Secretary

