

SAGICOR FINANCIAL CORPORATION LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth Annual General Meeting (the "Annual General Meeting") of the Members (the "Shareholders") of Sagicor Financial Corporation Limited ("the Company") will be held at Lloyd Erskine Sandiford Centre, Two Mile Hill, St. Michael, Barbados, on **Friday, June 16, 2017 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, 2016, and the Auditors' Report thereon.
2. To classify and elect 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 2017 financial year and to authorise the Board of Directors of the Company to fix the remuneration of PricewaterhouseCoopers SRL.
4. To consider and, if thought fit, approve an increase in and amendment to the authorised share capital of the Company from US\$4,244,941.31 divided into (i) 304,494,131 common shares of par value US\$0.01 each ("the Common Shares"); and (ii) 120,000,000 convertible redeemable preference shares of par value US\$0.01 ("the Convertible Redeemable Preference Shares") to US\$9,700,000.00 divided into (x) 650,000,000 Common Shares; and (y) 320,000,000 preference shares of par value US\$0.01 each ("the Preference Shares"), by the creation of 200,000,000 new Preference Shares and the re-designation of the 120,000,000 Convertible Redeemable Preference Shares as 120,000,000 Preference Shares, such Preference Shares to be issued by the Board of Directors of the Company with such relative designation, powers, preferences, rights, qualifications, limitations and restrictions as the Board of Directors of the Company may, from time to time, determine in accordance with Bye-law 4.3 of the Amended Bye-laws (as defined below) (collectively, "the Increase in Share Capital").
5. Subject to the approval of the Increase in Share Capital, to consider and if thought fit, to approve the amendments to Bye-law 4 and Bye-law 79 of the Bye-laws of the Company as shown in Appendix 1 and 2 of this Notice and to adopt the said amendments (the "Amendments to the Bye-laws") such that the Bye-laws of the Company shall thereby be amended (the "Amended Bye-laws").
6. To consider and if thought fit, adopt the following resolutions:
 - I. That the term of the Company's Executive Long-term Incentive Plan effective 31 December 2005 ("the Executive Long-term Incentive Plan"), be extended for a perpetual period commencing 31 December 2016, until such other time as may be determined by the Shareholders in a general meeting.
 - II. That the aggregate number of Common Shares reserved for issuance by the Board of Directors of the Company pursuant to the terms of the Executive Long-term Incentive Plan and the Company's Employee Share Ownership Plan effective 31 December 2005 ("the Employee Share Ownership Plan" and, together with the Executive Long-term Incentive Plan, "the Plans") be and is hereby increased from 26,555,274 Common Shares to 40,400,000 Common Shares.
 - III. That any Director or Officer of the Company be and is hereby authorised to execute (under the common seal of the Company if appropriate) and deliver on behalf of the Company any amendments to the Plans and any and all documents whatsoever, and do any and all things whatsoever as may be considered necessary or expedient in connection with the foregoing resolutions and/or the matters contemplated thereby, such determination to be conclusively evidenced by any such execution or the taking of any such action by such person or persons.
7. To transact such other business as may properly come before the meeting.

By Order of the Board of Directors.

Althea C. Hazzard
Corporate Secretary

May 15, 2017

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.

DETAILS OF PUBLICATION OF THE NOTICE, MANAGEMENT PROXY AND FORM OF PROXY:

The Notice, the Management Proxy Circular and form of proxy in respect of the Annual General Meeting are available on the Company's website at www.sagicor.com under "News" on the website's homepage.

PROXIES:

Shareholders who are unable to attend the Annual General Meeting in person may complete and submit a form of proxy, by 5:30 p.m. (Barbados time) on Wednesday, June 14, 2017 (not later than 48 hours before the appointed time of the Annual General Meeting or any postponement thereof) to any of the addresses noted below.

It is intended that, unless revoked, valid forms of proxy already submitted to the Company in connection with the previously scheduled Annual General Meeting to be held on May 4, 2017 will remain valid for the purpose of being exercised at the Annual General Meeting to be held on June 16, 2017.

Further instructions regarding voting by proxy are included in the Management Proxy Circular regarding the rescheduled Annual General Meeting.

APPENDICES:

Appendix 1 - Redline version of existing Bye-law 4 and Bye-law 79 of the Bye-laws of the Company evidencing proposed amendments.

Appendix 2 - "Clean" version of Bye-law 4 and Bye-law 79 of the Bye-laws of the Company after proposed amendment.

DOCUMENTS AVAILABLE FOR INSPECTION:

There are no service contracts granted by the Company, or its subsidiaries, to any Director of the Company.

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.