

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members (the "Shareholders") of Sagicor Financial Corporation Limited ("the Company") will be held at Hilton Barbados, Needham's Point, St. Michael, Barbados, on Thursday May 4, 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 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

April 5, 2017

APPENDICES:

Appendix 1 - A "redline" version of the existing Bye-law 4 and Bye-law 79 of the Bye-laws of the Company, reflecting the proposed Amendments to the Bye-laws.

Appendix 2 - A "clean" version of Bye-law 4 and Bye-law 79 of the Bye-laws of the Company after the adoption of the proposed Amendments to the Bye-laws.

The notice of the Annual General Meeting and supporting documents together with the 2016 Annual Report are available on the Company's website at www.sagicor.com under the "News" section as well as under the "Financials" tab in "Financial Reports". Shareholders will receive copies of the Notice and supporting documents in the mail. Shareholders will also receive a compact disc with the Annual Report. Any shareholder who requires a paper copy of the Annual Report should contact the Corporate Secretary of the Company at Cecil F de Caires Building, Wildey, St. Michael, Barbados.