

Press Release
FOR IMMEDIATE RELEASE
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(in USD, except as otherwise noted)

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**Sagicor Financial Corporation Limited Enters into Arrangement Agreement
with Alignvest Acquisition II Corporation and Agreement for Strategic Acquisition**

- Sagicor shares will be acquired at a price of US \$1.75 per share through a combination of cash and shares of the resulting entity with an aggregate value of approximately US\$536 million
- Alignvest Acquisition II Corporation is a special purpose acquisition corporation that listed on the Toronto Stock Exchange in May 2017 and raised, or received subscriptions for, an aggregate of C\$565 million. Alignvest has no current operations and this proposed business combination with Sagicor is intended to be its sole and only qualifying acquisition
- Mr. Dodridge Miller, President and CEO since 2002, and his long-tenured executive team with extensive insurance and local-market expertise will continue to lead the organization. Sagicor's current management team is rolling 100% of their equity interest into the transaction
- The appointed board is expected to consist of existing Sagicor board directors and include several Alignvest-appointed directors that bring deep global insurance and financial services experiences. Upon closing, Mr. Timothy Hodgson, Managing Partner of Alignvest Management Corporation, will become the Chairman of the Board
- Cash will be used to support the cash option to shareholders and to fund growth
- Shareholder approval is expected in Q1 2019 and completion of this transaction is expected in late Q1 or Q2 2019, subject to certain conditions and regulatory approvals
- Sagicor and Alignvest will acquire Scotiabank's life insurance operations in Jamaica and in Trinidad & Tobago and will also enter into a 20-year exclusive agreement where Sagicor will provide insurance solutions to Scotiabank's clients in Jamaica and Trinidad & Tobago. Sagicor expects that this transaction will increase annual net income by approximately US\$30 million, upon closing. Closing is expected in 2020, subject to regulatory approval and certain conditions being met

Sagicor Financial Corporation Limited ("Sagicor"), which is listed on the Barbados, Trinidad & Tobago and London Stock Exchanges, announced today that it has entered into a definitive arrangement agreement ("Arrangement Agreement") with Alignvest Acquisition II Corporation ("Alignvest", TSX:AQY.A, AQY.WT) pursuant to which Alignvest will acquire all the shares of Sagicor by way of a scheme of arrangement under the laws of Bermuda, where Sagicor is incorporated, at a price of US\$1.75 per share (such resulting entity, "New Sagicor") with an aggregate value of approximately US \$536 million. The completion of this arrangement is dependent upon certain conditions and other regulatory approvals, as well as shareholder approval by the shareholders of Alignvest and Sagicor. If conditions are met, the transaction is expected to close during the first quarter or early in the second quarter of 2019.

Sagicor believes that the transaction will unlock significant value for its shareholders in several ways:

- A potential listing on the TSX provides access to a liquid exchange market and the opportunity to access sophisticated institutional and large-scale investors, leading to better price discovery
- Cash not used to purchase Sagicor shares will be used to help accelerate organic growth and pursue industry consolidation
- Alignvest is delivering significant value to Sagicor with its corporate development acumen and its recruitment of highly experienced directors to the board

“This transaction is transformational for Sagicor and fully supports our strategic agenda. We have come to work very closely with our partners at Alignvest and believe our combined expertise will continue to accelerate Sagicor’s growth strategy with improved access to capital. Our strategic vision remains consistent, and our actions continue to lead us on a path towards being a leading provider of world class insurance and financial services to meet the changing needs of our customers,” said Dodridge Miller, President and CEO of Sagicor Financial Corporation.

“We are extremely excited to be forming this partnership between Sagicor and Alignvest,” said Timothy Hodgson, Managing Partner of Alignvest Management Corporation. “Over the last 15 months, we have worked closely with Sagicor’s management team to better understand and embrace their business. We believe in their long-term shareholder value creating vision for the Company, and in their ability to be good stewards of our shareholders’ capital. Supplemented with the expertise and resources that Alignvest will bring to bear, Sagicor will have the capital and capabilities to accelerate the execution of their growth plans through the pursuit of near-term organic and inorganic growth initiatives. Sagicor and Alignvest look forward to working together to create and unlock shareholder value.”

With over 175 years of history, Sagicor is a market leading provider of insurance products and related financial services in the Caribbean region, primarily Barbados, Jamaica and Trinidad and Tobago and the Eastern Caribbean. We also provide life insurance and annuity products in the United States, as well as banking services in certain Caribbean countries. Our wide range products and services include individual and group life and health insurance, annuities and pension administration services, property and casualty insurance, asset management, commercial and retail banking, investment management and other financial services. Over the years, we have grown our net income from approximately US\$2 million in 1990 to US\$62 million for the 12 months ended December 31, 2017. Sagicor’s common shares are currently publicly listed on the Barbados Stock Exchange, the Trinidad and Tobago Stock Exchange and the London Stock Exchange. We expect to delist the shares on the other exchanges as part of this transaction, upon listing on the Toronto Stock Exchange.

Alignvest’s parent company, Alignvest Management Corporation (“AMC”), is a leading Canadian alternative investment management firm that seeks to deliver superior risk-adjusted returns for its clients. AMC’s partners have a strong combination of investment and operational expertise, having created and managed numerous operating businesses and having built and led large highly profitable businesses within global financial and consulting firms. Upon closing, Andre Mousseau, current Chief Operating Officer of Alignvest, will join Sagicor as Group Chief Financial Officer.

Summary of Transaction

Alignvest and Sagicor have entered into an Arrangement Agreement pursuant to which, among other things, Alignvest has agreed to acquire all the shares of Sagicor by way of a scheme of arrangement under Bermuda law involving the transfer of all of the shares of Sagicor to Alignvest in exchange for:

- in the case of Sagicor shareholders who were also Sagicor shareholders as at December 6th, 2018 (the “Election Record Date”):
 - the option of either US\$1.75 per Sagicor share (the “Cash Consideration”) or Alignvest common shares in an amount based on an exchange ratio which the parties have agreed has a value of US\$1.75 per Sagicor share (the “Share Consideration”); or
 - a combination of the Cash Consideration and the Share Consideration; or
- for all other holders, the Share Consideration.

Any Cash Consideration is only available in respect of up to 10,000 Sagicor shares held by each Sagicor shareholder as at the Election Record Date which continue to be held as at the time of closing of the transactions contemplated in the Arrangement Agreement (the “Closing”). All other consideration paid to Sagicor shareholders at the Closing will be Share Consideration.

An explanatory statement will be sent to Sagicor shareholders shortly. Shareholders will be notified of the date for a meeting of shareholders to be convened at the direction of the Supreme Court of Bermuda.

Further details are set out in the Arrangement Agreement, as well as an investor presentation, which will be available on Sagicor’s website and under Alignvest’s profile on SEDAR. Alignvest will also file with the Canadian securities regulatory authorities in each of the provinces and territories of Canada (other than Quebec), a non-offering prospectus containing disclosure regarding Sagicor and the arrangement. In connection with the transaction, Alignvest will continue from Ontario, Canada to Bermuda and will be registered under the Companies Act 1981 of Bermuda. The head office will remain in Barbados and no changes are expected to the operating companies.

The transaction is subject to Sagicor shareholder approval, Alignvest shareholder approval and the satisfaction of certain conditions, including the sanction of the scheme of arrangement by the Supreme Court of Bermuda and other regulatory approvals.

The Boards of Directors of each of Alignvest and Sagicor have approved the transaction and determined that it is fair to their respective shareholders and in the companies’ respective best interests. Closing is expected to occur during the first quarter or early in the second quarter of 2019. Upon closing of the transaction, it is expected that Alignvest will change its name to “Sagicor Financial Company Ltd.” and become a Bermuda company. The new entity will be a reporting issuer in all provinces and territories of Canada other than Quebec, as well as in certain Caribbean jurisdictions.

Additional details of the transaction are available in Alignvest’s press release dated November 27, 2018, which may be found on their website at www.alignvest.com.

Proposed Board of Directors

Upon closing, the appointed board is expected to consist of existing Sagicor board directors and include several Alignvest-appointed directors. Sagicor's Board of Directors is expected to include:

- Dodridge D. Miller – President and Group CEO of Sagicor since 2002
- Tim Hodgson – Chairman – Managing Partner of Alignvest Management Corporation, former CEO of Goldman Sachs Canada, and Special Advisor to Governor Mark Carney at the Bank of Canada
- Sir Hilary Beckles – Vice Chancellor of the University of the West Indies
- Alister Campbell – Former CEO of the Guarantee and Zurich Insurance Canada
- Peter Clarke – Chairman of Guardian Media Ltd. Former Chairman at Trinidad & Tobago Stock Exchange
- Monish Dutt – Former Chief Credit Officer for Global Financial Institutions & Private Equity Funds at IFC
- Stephen Facey – Chairman and CEO of PanJam Investment Limited
- Mahmood Khimji – Co-founder and President of Highgate Hotels, L.P.
- Stephen McNamara – Senior Partner of McNamara & Company, Attorney-at-Law of St. Lucia
- Rik Parkhill – Former CEO of CIBC First Caribbean
- Reza Satchu -Co-Founder and Managing Partner of Alignvest Management Corporation

Summary of Strategic Acquisition

Sagicor regularly engages in discussions with respect to possible acquisitions and investments in new assets and businesses, related financings and refinancings. Concurrent with the announcement of this transaction, Sagicor has also announced that Sagicor and Alignvest have entered into an agreement whereby Sagicor's insurance subsidiaries will acquire Scotialife Jamaica and Scotialife Trinidad & Tobago and New Sagicor will enter into a 20-year strategic agreement with Scotiabank in those regions. Primary products in the Scotialife portfolio include creditor insurance and non-creditor insurance policies such as whole life, universal life and annuity products. Through the agreement, Scotiabank customers will be able to access New Sagicor's full suite of insurance products, including life, health, savings, auto and home insurance, underwritten by Sagicor.

Sagicor expects that this acquisition will contribute run-rate net income of approximately US\$30 million following the closing, which is expected to occur in 2020.

Advisors

Sagicor has been advised on legal matters by Paul Hastings LLP and Blake, Cassels & Graydon LLP. Alignvest has been advised by Stikeman Elliott LLP and Dorsey & Whitney LLP.

Certain Bermudian legal matters were advised by Conyers Dill & Pearman Limited on behalf of Sagicor and Appleby, on Alignvest's behalf.

J.P. Morgan Securities LLC has acted as the exclusive financial advisor to Sagicor in connection with this transaction.

RBC Capital Markets acted as exclusive financial advisor to Alignvest.

About Sagicor Financial Corporation Limited

Sagicor, a 178-year old entity, is the leading financial services provider in the Caribbean, and operates in 22 countries including the USA and Latin America. With total assets of US \$6.8 billion, and US \$1.3 billion in total capital as at December 31, 2017, Sagicor offers a wide range of products and services, including life, health, and general insurance, banking, pensions, annuities and real estate.

Additional information about Sagicor can be obtained by visiting www.sagicor.com

About Alignvest Acquisition II Corporation

Alignvest Acquisition II Corporation is a special purpose acquisition corporation incorporated under the laws of the Province of Ontario for the purposes of effecting a qualifying acquisition. The Corporation's registered office is located at 100 King Street West, 70th Floor, Suite 7050, Toronto, Ontario M5X 1C7.

Cautionary Statement

This press release contains "forward-looking information" within the meaning of applicable securities laws. Forward-looking information may relate to our future outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, budgets, operations, financial results, taxes, dividend policy, plans and objectives, anticipated financial impacts of the proposed acquisition, and the satisfaction of the closing conditions to and the timing of the completion of the proposed acquisitions. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "an opportunity exists", "outlook", "prospects", "strategy", "intends", "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. Forward-looking information contained in this press release is based on our opinions, estimates and assumptions in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Actual results may differ from these expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events.

This news release includes forward-looking information and statements pertaining to, among other things, the transactions, the receipt of necessary approvals for the transactions, the anticipating timing for closings and for mailing of the proxy circulars, holding of the shareholder meetings, and completion of the transactions contemplated in the Arrangement Agreement, certain anticipated strategic, operational and competitive advantages and benefits created by the transaction, and future opportunities for the business.

These forward-looking statements reflect material factors and expectations and assumptions of Alignvest and Sagicor including, without limitation, expectations and assumptions relating to Alignvest and Sagicor being able

to receive all required regulatory and shareholder approvals and current estimates and assumptions regarding the transactions and their benefits, which are based on Alignvest's and Sagicor's perception of historical trends, current conditions and expectations, as well as other factors believed to be appropriate in the circumstances. Alignvest's and Sagicor's estimates, beliefs and assumptions are inherently subject to uncertainties and contingencies regarding future events and as such, are subject to change.

The analyses and statements regarding the announced acquisition of ScotiaLife Trinidad & Tobago ("SLTT") and Scotia Jamaica Life Insurance Company ("SJLIC") by Sagicor contained in the press release rely on the following assumptions:

- That the conditions precedents to closing contemplated by the agreement for the SLTT and SJLIC acquisition are satisfied in the timeframe anticipated
- That assumed forward net earnings anticipated from this acquisition are realized (see the Investor Presentation for a detailed explanation of forward earnings assumptions)

Alignvest and Sagicor have also assumed that business and economic conditions affecting the businesses will continue substantially in the ordinary course, including, without limitation, with respect to general industry conditions, foreign exchange rates, interest rates, competition, regulations, reserve requirements, taxes, that there will be no catastrophic events or pandemics that are not adequately covered by reinsurance, and that there will be no material changes in customer or employee relations.

Net income targets and the related assumptions, involve known and unknown risks and uncertainties that may cause actual results to differ materially. Alignvest and Sagicor approved these targets on November 26, 2018 and, while they believe that there is a reasonable basis for these targets, such targets may not be met.

Numerous risks and uncertainties could cause the actual events and results to differ materially from the estimates, beliefs and assumptions expressed or implied in the forward-looking statements, including, but not limited to: the conditions to the consummation of the transaction may not be satisfied or waived; risks relating to the failure to obtain necessary shareholder, court, and regulatory approvals for the transaction; the filing and/or mailing of documentation relating to the transaction may not be completed on a timely basis; high levels of redemptions by Alignvest shareholders; the anticipated strategic, operational and competitive benefits may not be realized; the transaction may be modified, restructured or terminated; events or series of events may cause business interruptions; and the availability of equity and debt financing and/or refinancing on acceptable terms.

An investment in our securities is subject to a number of risks that should be considered by a prospective purchaser. Prospective purchasers should carefully consider the risk factors set out in the Investor Presentation. All of the forward-looking information contained in this press release is expressly qualified by the foregoing cautionary statements. Investors should read the Investor Presentation which is available on our website and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment.

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