

**NOTICE OF THE SHAREHOLDERS' MEETING OF
SCHEME SHAREHOLDERS
IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
(COMMERCIAL COURT)
2019 NO. 35**

**IN THE MATTER OF SAGICOR FINANCIAL CORPORATION LIMITED
AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981
NOTICE OF SHAREHOLDERS' MEETING**

NOTICE IS HEREBY GIVEN that, by an order dated 1 February 2019 (the "**Order**") made in the above matter, the Supreme Court of Bermuda (the "**Court**") has directed a meeting (the "**Shareholders' Meeting**") of the holders of common shares of Sagicor Financial Corporation Limited ("**Sagicor**") to be convened for the purpose of considering and, if thought fit, approving the scheme of arrangement, with any modification thereof or addition thereto or condition approved or imposed by the Court, pursuant to section 99 of the Companies Act 1981 of Bermuda (the "**Scheme of Arrangement**") proposed to be made between Sagicor and its members and that the Shareholders' Meeting will be held on 13 March 2019 at 5:30 p.m. (Atlantic Standard Time), at Hilton Barbados Resort, located at Needham's Point St Michael, Bridgetown, Barbados.

Copies of the Scheme of Arrangement and a copy of an explanatory statement pursuant to section 100 of the Companies Act 1981 of Bermuda is incorporated in the circular dated 8 February 2019, sent to the members of record registered in the register of members of Sagicor on 31 January 2019 (the "**Scheme Shareholders**"), of which this Notice forms a part (the "**Circular**"). A copy of the Circular can also be accessed on Sagicor's website at www.sagicor.com under "News" on the website's homepage.

The Scheme Shareholders may vote in person at the Shareholders' Meeting or they may appoint one or more proxies, whether a member of Sagicor or not, to attend and vote in their stead. A Form of Proxy for use at the Shareholders' Meeting is enclosed with the Circular. **Scheme Shareholders are urged to read the Circular in its entirety as it contains important matters regarding voting at the Shareholders' Meeting.**

It is requested that forms appointing proxies be lodged, by post, with The Corporate Secretary at either (1) Cecil F de Caires Building, Wildey, St Michael, Barbados; or (2) Sagicor Financial Corporation Limited c/o Sagicor Life Inc, Sagicor Financial Centre, 16 Queen's Park West, Port of Spain, Trinidad in accordance with the instructions set out in the Form of Proxy, to be received by the Company **no later than 5:30 p.m. (Atlantic Standard Time) on 11 March 2019**. The Form of Proxy may alternatively be emailed in PDF format by 5:30 p.m. (Atlantic Standard Time) on 11 March 2019 to 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.

By the Order, the Court has appointed Stephen D. R. McNamara, or failing him, any other director or alternate director of the Company, to act as Chairman of the Shareholders' Meeting and has directed the Chairman to report the results thereof to the Court.

The Scheme of Arrangement, if approved at the Shareholders' Meeting, will not come into force until it has been sanctioned by order of the Court and such order is delivered for registration to the Registrar of Companies in Bermuda.

Any enquiries relating to the Scheme of Arrangement should be directed in the first instance to sfc_groupcommunications@sagicor.com (sfc [underscore] groupcommunications [at] sagicor [dot] com), operating hours between 8:00 a.m. and 4:30 p.m. (Atlantic Standard Time) on Mondays to Fridays, excluding public holidays.

Dated: 8 February 2019

By Order of the Supreme Court of Bermuda