

**SAGICOR FINANCIAL CORPORATION LIMITED
PROXY FORM**

**FOR USE AT THE FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS (THE "SHAREHOLDERS")
TO BE HELD ON JUNE 16, 2017 AT 5:30 PM.**

The undersigned Shareholder(s) of **SAGICOR FINANCIAL CORPORATION LIMITED ("the Company")** hereby appoint(s) **STEPHEN D R McNAMARA**, Chairman of the Board, or failing him, **DODRIDGE D MILLER**, President and Chief Executive Officer and Director, or instead of either of them:

.....
(PLEASE PRINT NAME OF PROXY ON THIS LINE ONLY IF YOU WISH TO APPOINT A PROXY OTHER THAN THE CHAIRMAN OR PRESIDENT)

of
(PLEASE PRINT PROXY'S ADDRESS HERE)

as my/our proxy to attend, vote and otherwise act for and on behalf of the undersigned in respect of all matters that may properly come before the **FOURTEENTH ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 16, 2017** ("the Meeting" or "this Meeting") and any adjournments or postponement thereof. The undersigned hereby instructs the proxy to vote in accordance with the instructions given below, or in respect of any other matter that may properly come before the Meeting and any adjournments or postponement thereof, as the proxy shall in his or her sole discretion deem appropriate. Where no instruction is given with respect to the proposals below, the undersigned hereby instructs the proxy to vote "FOR" each proposal.

Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Notice of the Annual General Meeting dated May 15, 2017 ("the Notice"). **Shareholders are urged to read the Notice in its entirety as it contains important matters regarding voting on each proposal.**

Item 2 - Election of Directors	FOR	AGAINST	ABSTAIN
Class I Directors			
RESOLVED THAT Andrew Aleong shall be designated as a Class I Director and re-elected as a Director of the Company to serve until the third annual general meeting following this Meeting or until his office is otherwise vacated in accordance with the Bye-laws of the Company.			
RESOLVED THAT Professor Sir Hilary Beckles shall be designated as a Class I Director and re-elected as a Director of the Company to serve until the third annual general meeting following this Meeting or until his office is otherwise vacated in accordance with the Bye-laws of the Company.			
RESOLVED THAT John Shettle, Jr. shall be designated as a Class I Director and re-elected as a Director of the Company to serve until the third annual general meeting following this Meeting or until his office is otherwise vacated in accordance with the Bye-laws of the Company.			
RESOLVED THAT Richard P. Young shall be designated as a Class I Director and re-elected as a Director of the Company to serve until the third annual general meeting following this Meeting or until his office is otherwise vacated in accordance with the Bye-laws of the Company.			
Class II Directors			
RESOLVED THAT Dr. Jeannine Comma, Peter Clarke, Dodridge D. Miller and Monish Dutt shall be designated as Class II Directors in accordance with the Bye-laws of the Company.			
Class III Directors			
RESOLVED THAT Stephen McNamara, Richard Kellman, William Lucie-Smith and Marjorie Fyffe-Campbell shall be designated as Class III Directors in accordance with the Bye-laws of the Company.			
Item 3 - Re-appointment of Auditors	FOR	AGAINST	ABSTAIN
RESOLVED THAT PricewaterhouseCoopers SRL, the incumbent Auditors of the Company, shall be re-appointed as Auditors of the Company for the 2017 financial year and that the Board of Directors of the Company shall be authorised to fix the remuneration of PricewaterhouseCoopers SRL.			

Item 4- Increase in and amendment to the Authorised Share Capital	FOR	AGAINST	ABSTAIN
RESOLVED THAT the authorised share capital of the Company shall be increased and amended 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").			
Item 5 - Approval and adoption of the Amendments to the Bye-Laws	FOR	AGAINST	ABSTAIN
RESOLVED THAT subject to the approval of the Increase in Share Capital, the amendments to the existing Bye-law 4 and Bye-law 79 of the Bye-laws of the Company as shown in Appendix 1 and 2 of the Notice be approved and adopted and the Bye-laws of the Company shall thereby be amended ("the Amended Bye-laws").			
Item 6 - Extension of the term of the Executive Long-term Incentive Plan and increase in the aggregate number of Common Shares reserved to be issued pursuant to the Plans	FOR	AGAINST	ABSTAIN
RESOLVED 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.			
RESOLVED 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.			
RESOLVED 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.			

.....
SIGNATURE OF SHAREHOLDER(S)

.....
NAME OF SHAREHOLDER(S)
(PLEASE PRINT)

.....
DATE (DD/MM/YYYY)

NOTES ON PROXY:

1. THIS IS YOUR PROXY AUTHORISATION FORM. TO BE VALID, PLEASE COMPLETE, SIGN AND RETURN IT BY **5:30 PM ON JUNE 14, 2017 TO THE CORPORATE SECRETARY, SAGICOR FINANCIAL CORPORATION LIMITED, CECIL F DE CAIRES BUILDING, WILDEY, ST MICHAEL, BARBADOS, OR C/O SAGICOR LIFE INC, SAGICOR FINANCIAL CENTRE, 16 QUEEN'S PARK WEST, PORT OF SPAIN, TRINIDAD.** This form must be executed by the Shareholder or by his/her attorney duly authorised in writing. If the Shareholder is a body corporate or other entity, the form must be executed by the officers or attorney thereof or the person, duly authorised, in which case each signatory should state the capacity in which he/she signs. Alternatively, if the Shareholder is a body corporate or other entity, votes at meetings may be given by an individual duly authorised by that body corporate or other entity to represent it at meetings of Shareholders. If this form is not dated in the space provided, it will be deemed to bear the date on which it was mailed to the Shareholder. This proxy authorization form confers sole discretionary authority upon the person whom it appoints in respect of any variation or amendments or additions to the matters identified in the Notice and any other matter that may properly come before the Meeting or any adjournment or postponements thereof (as further described below).
2. A proxy need not be a Shareholder of the Company but must attend the Meeting to represent you. If the name of a proxy is not inserted in the space provided above, Stephen D R McNamara, Chairman of the Board, or failing him, Dodridge D Miller, President and Chief Executive Officer and Director will be deemed appointed as proxy.
3. Please indicate how you wish your votes to be cast by marking the appropriate box. In the absence of any specific instructions by a Shareholder in the proxy form, the Common Shares represented by the proxy received will be voted "**FOR**" each proposal. On any variation or amendments or additions to the matters identified in the Notice and any other matter that may properly come before the Meeting or any adjournment or postponement thereof, the proxy shall vote (or abstain from voting) at his or her sole discretion. Please note that any abstention from voting will not be counted in the calculation of the votes cast "**FOR**" or "**AGAINST**" a resolution.