

Annual General Meeting

Watch the Annual General Meeting and Special Meeting of Shareholders



Notice of Annual and Special Meeting of Shareholders

When: Friday, June 4, 2021 at 11:00 a.m. Eastern Daylight Time

Where: Virtually at: <https://web.lumiagm.com/255026387>

Control Number: Please review instructions below

Password: sagicor2021 (case sensitive)

NOTICE is hereby given that the annual and special meeting (the "Meeting") of the registered holders of common shares (the "Common Shares") of Sagicor Financial Company Ltd. (the "Company") will be held at 11:00 a.m. Eastern Daylight Time (Toronto, Canada) (11:00 a.m. Atlantic Standard Time (Barbados and Trinidad and Tobago) and 10:00 a.m. Eastern Standard Time (Jamaica)) on Friday, June 4, 2021 to consider and take action on the following matters:

1. as an item of special business, to consider, and if deemed appropriate, to pass a resolution approving a proposed amendment to the bye-laws of the Company;
2. to receive the audited annual consolidated financial statements of the Company for the financial year ended December 31, 2020, together with the notes thereto and the independent auditor's report thereon;
3. to elect the directors of the Company who will serve until the next annual meeting of shareholders or until their successors are elected or appointed or their office is vacated in accordance with the bye-laws of the Company;
4. to re-appoint the auditor of the Company and authorize the board of directors of the Company (the "Board") to fix the auditor's remuneration; and
5. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

In light of the COVID-19 pandemic, the Company is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all registered shareholders, regardless of geographic location and equity ownership levels, will have an equal opportunity to participate at the Meeting and engage with the directors of the Company and management as well as other shareholders. Shareholders will not be able to physically attend the Meeting in person. Registered shareholders and duly appointed proxyholders (as further described below) will be able to virtually attend, participate and vote at the Meeting online at: <https://web.lumiagm.com/255026387>

(password: [sagicor2021](#) (case sensitive)). Non-registered shareholders (being shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to virtually attend, participate or vote at the Meeting. Please see below for instructions on how to appoint a proxyholder.

The Meeting is referred to as an annual and special meeting given that the regulations of the Toronto Stock Exchange deem the matter arising under item 1 to be an item of special business. However, please note that all items of business will be transacted at one Meeting. No separate special general meeting (within the meaning of the bye-laws of the Company) is required to be held nor will it be held for the purpose of transacting the special business.

As a shareholder of the Company, it is very important that you read the management information circular of the Company dated April 19, 2021 (the "**Circular**") and other Meeting materials referred to below carefully. They contain important information with respect to voting your Common Shares and virtually attending and participating at the Meeting (See "Business of the Meeting" and "Voting Information" in the Circular for more information). As permitted by Canadian securities regulators, the Company is using notice-and-access to deliver the Circular to shareholders. This means that the Circular is being posted online to access, rather than being mailed out. Notice-and-access substantially reduces the Company's printing and mailing costs and is environmentally friendly as it reduces paper and energy consumption. Shareholders will still receive a form of proxy or a voting instruction form in the mail so they can vote their shares but instead of receiving a paper copy of the Circular, they can access the Circular and all related materials, including the audited annual consolidated financial statements of the Company for the financial year ended December 31, 2020, together with the notes thereto, and the independent auditor's report thereon and the related management's discussion and analysis, electronically on SEDAR at www.sedar.com under the Company's profile, at <https://docs.tsxtrust.com/2173> or on the Company's website at www.sagicor.com. For more information about notice-and-access, or if you require a paper copy of the Circular and related materials, please contact TSX Trust Company ("**TSX Trust**"), the Company's Transfer Agent and Registrar, at 1-833-955-1277 (toll free) or 1-647-727-0851 or by email at Sagicor@tsxtrust.com. You must contact TSX Trust before May 21, 2021 to have the materials delivered to you before the deadline to submit proxies.

The Board has fixed the close of business on April 15, 2021 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting, or any postponement or adjournment thereof. No person who becomes a shareholder of record after that time will be entitled to notice or to vote at the Meeting or any postponement or adjournment thereof.

A shareholder who wishes to appoint an individual other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered shareholder who wishes to appoint themselves as proxyholder in order to virtually attend, participate and vote at the Meeting) may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. **If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form virtually attend and participate at the Meeting as your proxy and vote your Common Shares, including if you are a non-registered shareholder and wish to appoint yourself as proxyholder to virtually attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder.** Failure to register the proxyholder will result in the proxyholder not receiving a control number to participate in the Meeting. Without a control number, proxyholders will not be able to virtually attend, participate, or vote at the Meeting. To

register a proxyholder, a non-registered shareholder MUST complete the "Request for Control Number" form, which can be found at <https://tsxtrust.com/resource/en/75>, and submit it via email to tsxtrustproxyvoting@tmx.com by 11:00 a.m. Eastern Daylight Time on June 2, 2021 so that TSX Trust may provide the proxyholder with a control number via email. The control number will be a number that, together with the password [sagicor2021](#), will allow your proxyholder to log in to and vote at the Meeting online. Without a control number, your proxyholder will not be able to vote or participate at the Meeting. Please review the Circular for further information regarding appointing a proxyholder.

Proxies must be deposited with TSX Trust no later than 11:00 a.m. Eastern Daylight Time (Toronto, Canada) (11:00 a.m. Atlantic Standard Time (Barbados and Trinidad and Tobago) and 10:00 a.m. Eastern Standard Time (Jamaica)) on June 2, 2021, or if the Meeting is postponed or adjourned, by no later than 48 hours prior to the time of such postponed or adjourned meeting (excluding Saturdays, Sundays and holidays in Toronto, Canada). The chair of the Meeting reserves the right to accept late proxies and to waive the proxy submission cut-off date, with or without notice. Non-registered shareholders should carefully follow the instructions of their intermediaries to seek to ensure that their Common Shares are voted at the Meeting in accordance with such shareholder's instructions.

Dated this 19th day of April, 2021.

By order of the Board,

Dodridge D. Miller
Group President and Chief Executive Officer

 [SFC Annual Report - 2020](#)

 [Notice of Meeting and Management Information Circular - June 4, 2021](#)

 [SFC Record Date Notice of the Annual General Meeting](#)

 [Annual Information Form](#)