

**FORM OF PROXY**

**SCOTIA GROUP JAMAICA LIMITED**

**FORM OF PROXY**

SCOTIA GROUP  
JAMAICA LIMITED  
(THE "COMPANY")

I/We.....

of.....

in the parish of.....being a Member of the above Company, hereby appoint the Chair of the Meeting or failing him/her

(see Note 1) .....

of .....

or failing them .....

of.....

as my/our Proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on the **7<sup>th</sup>** day of **March 2024** and at any adjournment thereof (the "Meeting").

Please indicate by inserting a cross in the appropriate square how you wish your votes to be cast. Unless otherwise instructed, the Proxy will vote or abstain from voting, at his/her discretion.

Ordinary Business	For	Against
<p><b>Resolution 1      Audited Accounts</b></p> <p>That the Directors' Report, the Auditors' Report and the Statements of Account of the Company for the year ended October 31, 2023 previously circulated be and are hereby received.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p><b>Resolution 2      Election of Directors</b></p> <p>Article 107 of the Company's Articles of Incorporation provides that at each Annual General Meeting all Directors for the time being shall retire from office. The retiring Directors are: Aileen Corrigan, Eric Crawford, Vernon Douglas, Angela Fowler, Antony Mark Hart, William David McConnell, James McPhedran, Audrey Richards, Anya Schnoor, Evelyn Smith, and Audrey Tugwell Henry. The proposed resolutions for election/re-election of Directors proposed by the Board of Directors of the Company are:</p> <p>a) "That retiring Director Aileen Corrigan be and is hereby re-elected a Director of the Company."                      b) "That retiring Director Eric Crawford be and is hereby re-elected a Director of the Company."                      c) "That retiring Director Vernon Douglas be and is hereby re-elected a Director of the Company."                      d) "That retiring Director Angela Fowler be and is hereby re-elected a Director of the Company."                      e) "That retiring Director Antony Mark Hart be and is hereby re-elected a Director of the Company."                      f) "That retiring Director William David McConnell be and is hereby re-elected a Director of the Company."                      g) "That retiring Director James McPhedran be and is hereby re-elected a Director of the Company."                      h) "That retiring Director Audrey Richards be and is hereby re-elected a Director of the Company."                      i) "That retiring Director Anya Schnoor be and is hereby re-elected a Director of the Company."                      j) "That retiring Director Evelyn Smith be and is hereby re-elected a Director of the Company."                      k) "That retiring Director Audrey Tugwell Henry be and is hereby re-elected a Director of the Company."</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p><b>Resolution 3      Appointment of Auditors</b></p> <p>That KPMG, Chartered Accountants, having agreed to continue in office as Auditors, be and are hereby appointed Auditors of the Company to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.</p>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business	For	Against
<p><b>Resolution 4     Directors' Remuneration</b></p> <p>That the Directors be and are hereby authorised to fix their remuneration for the ensuing year.</p>		
<p><b>Resolution 5     Amendment of Articles</b></p> <p>That the following amendments to paragraphs 63, 66, 69 and 90 of the Articles of the Company to further facilitate the holding of general meetings by virtual-only or hybrid means be approved:</p> <p>(i) by inserting after article 63 the following new article 63A:</p> <p><i>"63A. Notwithstanding anything to the contrary in these Articles, general meetings may, at the discretion of the Board of Directors, be held as a virtual-only or a hybrid meeting by means of a teleconference communication system or a video conference communication system or such other similar electronic communication system that permits all members participating in such meeting to hear the proceedings, and to communicate with the chairman."</i></p> <p>(ii) Amend article 66, by renumbering that article as paragraph (1) thereof and inserting next after paragraph (1), as renumbered, the following paragraphs:</p> <p><i>"(2) Where a general meeting is called under paragraph (1), the notice of the meeting may be served, in writing or by electronic means in accordance with article 150 (3).</i></p> <p><i>(3) Notwithstanding the provisions of paragraph (1), where the general meeting is called as a virtual-only meeting, the notice is not required to specify the venue of the meeting."</i></p> <p>(iii) Amend article 69, by renumbering that article as paragraph (1) thereof and inserting next after paragraph (1), as renumbered, the following paragraph:</p> <p><i>"(2) For the avoidance of doubt, a member participating in a general meeting held as a hybrid meeting or virtual-only meeting, is deemed to be present at the meeting and count towards constituting the quorum."</i></p> <p>(iv) INSERT the following new clause 90(A):</p> <p><i>"Notwithstanding anything to the contrary in these articles, where a member participates in a virtual only or hybrid general meeting in the manner set out in paragraph 63(A) above, a vote on any resolution shall be effected and recorded electronically by means of such electronic polling mechanism as may be employed for the conduct of the meeting, and any such vote shall be deemed valid and conclusive. Where the meeting is held virtually in the manner set out in paragraph 63(A) above, voting by such electronic means shall replace a vote by show of hands"</i></p>		

As witness my hand this.....day of.....

.....2024.

**NOTES:**

1. If you wish to appoint a proxy other than the Chair of the Meeting, please insert the person's name and address and delete (initialing the deletion) "the Chair of the Meeting".
2. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed must be lodged at the office of the Secretary of the Company, Scotiabank Centre, Cnr. Duke & Port Royal Streets, Kingston, at least 48 hours before the time appointed for the holding of the Meeting.
3. To this form must be affixed a \$100.00 stamp in payment of stamp duty.

4. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
5. To be effective, this form of proxy must be signed by the appointer or his/her attorney, duly authorised in writing or, if the appointer is a corporation, must be under its common seal or be signed by some officer or attorney duly authorised in that behalf.

.....  
Signature