

Extraordinary General Meeting

Dear Shareholders,

Included in this package are:

- Notice of the Extraordinary General Meeting
- Proxy Form

The Extraordinary General Meeting will be held in person only and you are invited to confirm your attendance on our website.

Further details of how to register to attend the meeting and the scheme booklet will be posted on our website <https://jm.scotiabank.com/about-scotiabank/investor-relations.html>

NOTICE OF EXTRAORDINARY GENERAL MEETING

FOR THE STOCKHOLDERS OF
SCOTIA GROUP JAMAICA LIMITED
OTHER THAN SCOTIA CARIBBEAN
HOLDINGS LIMITED TO CONSIDER
SCHEME OF ARRANGEMENT OF
SCOTIA GROUP JAMAICA LIMITED

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION
CLAIM NO. SU 2026 CD 00246

IN THE MATTER OF SCOTIA GROUP JAMAICA LIMITED AND
IN THE MATTER OF THE COMPANIES ACT 2004

NOTICE IS HEREBY GIVEN THAT pursuant to an Order of the Supreme Court of Judicature of Jamaica made on July 15, 2026 in the above matter, the Court directed that a Meeting (the "Meeting") be convened of the stockholders (the "SGJL Minority Stockholders") of Scotia Group Jamaica Limited ("SGJL" or the "Company"), other than Scotiabank Caribbean Holdings Ltd. ("SCHL"), for the purpose of considering and, if thought fit, approving, with or without modification, a proposed Scheme of Arrangement to be made among SGJL, SCHL and the other SGJL stockholders pursuant to section 206 of the Companies Act, 2004 of Jamaica (the "Companies Act") and such Court-ordered Meeting will be held at the AC Hotel by Marriott, 38-42 Lady Musgrave Road, Kingston 5, St. Andrew, Jamaica on October 7, 2026 at 11:00 a.m. (Jamaica time) at which place and time the SGJL Minority Stockholders are requested to attend. At such Meeting, the SGJL Minority Stockholders will be asked to vote on the following resolution:

Scheme Resolution

To consider and if thought fit, to pass the following resolution in accordance with section 206 of the Companies Act:

"That pursuant to, and in accordance with, section 206 of the Companies Act, 2004 of Jamaica, the proposed scheme of arrangement among Scotia Group Jamaica Limited, Scotiabank Caribbean Holdings Ltd. and the other stockholders of Scotia Group Jamaica Limited, the terms of which are contained, and more particularly described, in the Scheme of Arrangement contained in the Scheme Booklet, be and is hereby approved."

A copy of the Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 207(1) of the Companies Act are included in a Scheme Booklet which is available at <https://jm.scotiabank.com/about-scotiabank/investor-relations.html> and www.jamstockex.com or may be obtained from any one of the following addresses in Jamaica, free of charge:

- | | |
|--|--|
| a) Scotia Group Jamaica Limited
Office of the Secretary of the
Company,
Scotiabank Centre,
Cnr. Duke & Port Royal Streets,
Kingston

Attention: Ms. Maia Wilson | c) Scotiabank Jamaica
1A Caledonia Road
Mandeville, Manchester

Attention: Branch Manager |
| b) Scotiabank Jamaica
Fairview Financial Centre Building
1 Port Avenue
Fairview, Montego Bay, St. James

Attention: Branch Manager | d) Scotiabank Jamaica
19 Great George's Street
Savanna La Mar, Westmoreland

Attention: Branch Manager |

SGJL Minority Stockholders may vote in person at such Meeting or they may appoint another person, whether a stockholder of the Company or not, as their proxy to attend and vote in their stead.

A form of proxy applicable for the Meeting is enclosed herewith. In the case of joint holders of ordinary stock units, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the SGJL Register of Members.

Proxy forms must be returned to:

Scotia Group Jamaica Limited
Office of the Secretary of the Company,
Scotiabank Centre, Cnr. Duke & Port Royal Streets
Kingston
Attention: Ms. Maia Wilson

or any one of the Scotiabank Jamaica branches in Jamaica listed above.

A copy of the Scheme Booklet is available at <https://jm.scotiabank.com/about-scotiabank/investor-relations.html> and www.jamstockex.com

By said Order, the Court has appointed Mr. Vernon Douglas, or failing him, Ms. Audrey Richards to act as Chairman of the said Meeting and has directed the Chairman to report the results of the said Meeting to the Court.

The said Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Dated the 21 day of July 2026

BY ORDER OF THE BOARD

Maia A. Wilson
Company Secretary

FORM OF PROXY
IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2026 CD 00246

IN THE MATTER OF SCOTIA GROUP JAMAICA LIMITED
AND
IN THE MATTER OF THE COMPANIES ACT, 2004

FORM
OF PROXY

SCOTIA GROUP
JAMAICA LIMITED
(THE “COMPANY”)

SCOTIA GROUP JAMAICA LIMITED

I/We.....

of

in the parish of..... being a stockholder of the above

Company, hereby appoint

of

or failing him/her then.....

of

as my/our Proxy to vote for me/us on my/our behalf at the meeting of the holders of the issued ordinary stock units in Scotia Group Jamaica Limited (other than Scotiabank Caribbean Holdings Ltd.) to be held at the AC Hotel by Marriott, 38-42 Lady Musgrave Road, Kingston 5, St. Andrew, Jamaica on **October 7, 2026** at **11:00 a.m.** (Jamaica time) for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution:

Please indicate by inserting a “X” 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.

		FOR the Scheme	AGAINST the Scheme
Resolution	That pursuant to, and in accordance with, section 206 of the Companies Act, 2004 of Jamaica, the proposed scheme of arrangement among Scotia Group Jamaica Limited, Scotiabank Caribbean Holdings Ltd. and the other stockholders of Scotia Group Jamaica Limited, the terms of which are contained, and more particularly described, in the Scheme of Arrangement contained in the Scheme Booklet, be and is hereby approved.		

As witness my hand this..... day of.....2026.

.....
Signature

NOTES:

1. Please insert the full name and address of your proxy.

2. To this form must be affixed a \$100.00 stamp in payment of stamp duty.

3. In the case of joint stockholders, 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.

4. If, in a signed and otherwise valid Form of Proxy, no proxy is named or the proxy named is not present at the applicable Court Ordered Scheme Meeting, the stockholder to which the Form of Proxy relates shall be deemed to have appointed the Chairman of the meeting as their proxy.

5. This proxy confers discretionary authority in respect of amendments or variations to the matters identified in the Notice of Meeting or in respect of any other matters that may properly come before the meeting or any adjournment or postponement thereof.

6. 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.

7. The person to whom this Proxy is given need not be a stockholder of the Company but must attend the Meeting in person to represent you.

8. Where a stockholder is deemed to have appointed the Chairman of the meeting as their proxy and no voting direction is given, the Chairman will vote such SGJL Stock Units in favour of the Scheme, in accordance with the recommendation of the SGJL Board.
9. 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 least 48 hours before the time appointed for the holding of the Meeting at which the Proxy will be used**, to one of the following locations:

i. Office of the Secretary of the Company,
Scotiabank Centre,
Cnr. Duke & Port Royal Streets,
Kingston, Jamaica,

Attention: Ms. Maia Wilson

ii. Scotiabank Jamaica,
Fairview Financial Centre Building,
1 Port Avenue,
Fairview, Montego Bay,
St. James,

Attention: Branch Manager

iii. Scotiabank Jamaica,
1A Caledonia Road,
Mandeville,
Manchester,

Attention: Branch Manager

iv. Scotiabank Jamaica,
19 Great Georges Street,
Savanna La Mar,
Westmoreland,

Attention: Branch Manager