



FORM OF PROXY

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VICTORIA MUTUAL
Investments
LIMITED

I/We _____

of _____,

being a Member/ Shareholder of the above named Company, hereby appoint

of _____,

or failing him, _____,

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 29th day of May, 2018 at 3:00 p.m. and at any adjournment thereof.

Please indicate by inserting a cross (X) in the appropriate box how you wish your votes to be cast.

Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.

Resolution 1 Audited Accounts	For	Against
<p>“THAT the Audited Accounts of the Company for the year ended December 31, 2017 and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are adopted.”</p>		
<p>Resolution 2 Declaration of Dividend</p> <p>“THAT the interim dividend of \$8.34 per share paid to the shareholders on record as at October 31, 2017 be treated on the recommendation of the Directors as the final dividend for the financial year ended December 31, 2017.”</p>		
<p>Resolution 3 A) Retirement by Rotation Pursuant to Article 108</p> <p>“THAT Director PHILLIP SILVERA retiring by rotation pursuant to Article 108, of the Articles of Incorporation, who being eligible for re-election, is hereby elected.”</p> <p>B) Retirement Pursuant to Article 106</p> <p>i. “THAT Director, MICHAEL MCMORRIS, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected.”</p> <p>ii. “THAT Director, JANICE MCKENLEY, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected.”</p> <p>iii. “THAT Director, NOEL HANN, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected.”</p> <p>iv. “THAT Director SANDRA SHIRLEY, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected.”</p> <p>v. “THAT Director MATTHEW WRIGHT, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected.”</p> <p>vi. “THAT Director MILTON SAMUDA, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected.”</p> <p>vii. “THAT Director DEVON BARRETT, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected.”</p>		
<p>Resolution 4 Directors’ Remuneration</p> <p>“THAT the amount of \$10,034,000.00 representing Directors’ remuneration included in the Audited Accounts of the Company for the year ended December 31, 2017 as remuneration for their services as Directors be and is hereby approved.</p>		
<p>Resolution 5 Appointment of Auditors</p> <p>THAT KPMG, Chartered Accountants, having signified their willingness 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 agreed with the Directors.”</p>		

Dated the _____ day of _____, 2018

Signed: _____

NOTES:

1. 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 with the Secretary at the Registered Office of the Company, located at 6-10 Duke Street, Kingston at least forty-eight (48) hours before the time appointed for the Meeting.
2. The Proxy Form should bear stamp duty of \$ 100.00. The stamp duty may be paid by adhesive stamp(s) which shall be affixed to this Form.
3. In the case of joint shareholders, the vote of the Senior Shareholder* 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/shareholders.
4. To be effective, this form of proxy must be signed by the appointer or his/her attorney, duly authorized in writing or, if the appointer is a corporation, must be under its common seal or be signed by some officer or attorney duly authorized in that behalf.

* Senior Shareholder – first name appearing on the register of shareholders