



Notes to The Notice of Scheme Meeting

These notes should be read in conjunction with the Notice of the Scheme Meeting set out above and the actual Scheme of Arrangement and the Explanatory Statement. A copy of Scheme Booklet containing details of other similar schemes in relation to the Victoria Mutual Building Society ("VMBS") and its other subsidiaries can be obtained from any office of VMBS or can be viewed and/or downloaded at www.myvmgroup.com.

Required Majorities

In accordance with section 206(2) of the Companies Act, 2004 the resolution to approve the Scheme must be approved by a majority in number of the shareholders present and voting at the meeting (whether in person or by proxy) and holding at least 75% of the votes cast on the resolution.

Entitlement to Vote

Any person who is a shareholder of the Company may vote on the Scheme. A Shareholder who is unable to attend the Meeting may appoint a Proxy to attend and vote on his behalf. Forms of proxies have been circulated with the Notice.

Proxy Forms may be returned:

(a) by post addressed to the:

**The Corporate Secretary
Victoria Mutual Investments Limited
73-75 Half-Way-Tree Road.
Kingston 10,
Jamaica**

(b) by e-mail to VMproxies@myvmgroup.com.

Additionally, shareholders may also hand in completed proxies to the Chairman when they attend the meeting.

Chairman of the Meeting

The Scheme Meeting shall be chaired by Michael McMorris, or if he is absent (or present but unwilling to chair the meeting), Milton Samuda or, failing him, Noel Hann.

Shareholders Online Participation in Scheme Meeting

Special instructions to participate in the Scheme Meeting to be held on 10th August, 2022 at 3:00 p.m. are outlined below.

Shareholders will be able to participate in the Scheme Meeting digitally via private live stream. Those who choose to join via private live stream will receive a unique password to be able to access the platform and to vote on the resolution presented.

In order to receive information on your user-access password, we ask that you visit our Group Restructuring information page at <https://vmil.myvmgroup.com/scheme-of-arrangement/> as of **July 19, 2022**.

All registered Shareholders, regardless of geographic location will therefore have an equal opportunity to participate in the Scheme Meeting and engage directors and leaders of the business.