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FORM OF PROXY



**VICTORIA MUTUAL
Investments**
LIMITED

VICTORIA MUTUAL INVESTMENTS LIMITED (the "Company")

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 25th day of May, 2021 at 2:00 p.m. and at any adjournment thereof.

This form is to be used in favour of the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

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

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 at the Registered Office of the Company, at-least forty-eight (48) hours before the time appointed for the Meeting.
2. The Proxy Form should bear stamp duty of \$ 100.00 or such amount as prescribed by the Stamp Duty Act. 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 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. 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

Resolution 1	Audited Accounts	FOR	AGAINST
	<p>“THAT the Audited Accounts of the Company for the year ended December 31, 2020 and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are adopted.”</p>		
Resolution 2	Declaration of Dividend		
	<p>“THAT the interim dividend of \$0.03 per Stock unit, paid on March 27, 2020, be and is hereby ratified and declared as the final dividend for the financial year ended December 31, 2020.</p>		
Resolution 3	A) Retirement by Rotation Pursuant to Article 108		
	<p>“THAT Director Mr. 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>“THAT Director Mr. Milton Samuda retiring by rotation pursuant to Article 108, of the Articles of Incorporation who being eligible for re-election is hereby elected.”</p> <p>“THAT Director Mr. Rezworth Burchenson retiring by rotation pursuant to Article 108, of the Articles of Incorporation who being eligible for re-election is hereby elected.”</p>		
Resolution 4	Directors’ Remuneration		
	<p>“THAT the amount of \$10,124,000 included in the Audited Accounts of the Company for the year ended December 31, 2020 as remuneration for their services as Directors be and is hereby approved.”</p>		
Resolution 5	Appointment of Auditors		
	<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 this 16th day of March 2021

BY ORDER OF THE BOARD

The 4th Public Annual General Meeting

Keri-Gaye Brown
Corporate Secretary

Signed: _____