

**SECURITIES ACT 2001**

**SECURITIES (REGISTRATION STATEMENT) RULES**

**No. 2 OF 2008**

IN EXERCISE of the powers conferred on it by sections 97, 161 and 162 of the Securities Act 2001, the Commission makes the following procedural rules and specifies the form of the registration statement.

**CITATION AND COMMENCEMENT**

1. These rules may be cited as the Securities (Registration Statement) Rules and shall come into force on the date issued by the Commission.

**INTERPRETATION**

2. In these rules:

*'Commission'* means the Eastern Caribbean Securities Regulatory Commission

*'Reporting Issuer'* refers to reporting issuers as described in section 97 of the Securities Act.

*'Securities Act'* means the Securities Act 2001.

**REPORTING ISSUERS**

- (a) Reporting issuers are required to register with the Commission in accordance with s.97 (2) of the Securities Act 2001.
- (b) Reporting issuers incorporated subsequent to the prescribed time must register with the Commission within ninety (90) days of the date of incorporation.

**REGISTRATION STATEMENT**

3. It is unlawful for any person to issue securities unless a registration statement in the form prescribed in the schedule has been filed with the Commission along with the fee payable under the Securities (Licences and Fees) Regulations, and has been approved by the Commission.

4. Registration statements must be updated annually in accordance with s.97(4) of the Securities Act 2001.
5. For the “initial registration” of a company, the following documents shall accompany the registration statement:
  - (a) Formation documents (Memorandum and/or Articles of Association and/or By-laws of the reporting issuer)
  - (b) Certificate of Incorporation
  - (c) Audited financial statements for the past three (3) financial years or from incorporation, whichever is shorter.
  - (d) Year to date unaudited financial statements
  - (e) Prospectus
6. Any statement contained in the registration statement or accompanying documents which is false or misleading or which the reporting issuer has reasonable grounds to believe is false or misleading or which, by reason of the omission of some fact or other information, is rendered false or misleading is a contravention of section 121 of the Securities Act 2001.
7. The registration statement along with accompanying documentation must be filed with the Commission at its address:

The Secretary  
Eastern Caribbean Securities Regulatory Commission  
ECCB Financial Complex  
P O Box 1855  
Basseterre  
St Kitts
8. The Securities (Registration Statement) Rules No. 2 of 2002 is repealed.

**ISSUER REGISTRATION STATEMENT  
Section 97(2)(3)(4) of the Securities Act 2001**

**REGISTRATION STATEMENT RS-1**

Select One:     Initial Registration     Annual Registration     Issue of Securities

**ANTIGUA COMMERCIAL BANK LTD.**

\_\_\_\_\_  
(Exact name of Company as set forth in Certificate of Incorporation)

***Antigua and Barbuda - October 20, 1955***

Place and date of incorporation: \_\_\_\_\_

Street and postal address of registered office: ***St. Mary's & Thames Streets, P. O. Box 95, St. John's, Antigua***

Company telephone number: (268) 481-4200/1/2/3

Fax number: (268) 481-4229

Email address: ***acb@acbonline.com***

Financial year-end:     September 30, 2015  
                                  (month    day)    (year)

Contact person(s):     ***Rhodette F.C. Paige – Legal Counsel/Corporate Secretary***

Telephone number (if different from above): ( 268 ) 481-4330

Fax number: ( 268 ) 481-4336

Email address:     ***rbrowne@acbonline.com***

Did the company file all reports required to be filed by Sections 98 of the Securities Act of 2001 during the preceding 12 months?

Yes                                     No

Did the company file all reports required to be filed by the Companies Act during the preceding 12 months?

Yes                                     No

**1. Description of the Industry in which the Company Operates**

**Banking/ Financial Services**

**2. Exchanges on which the Company's Securities are Listed :N/A**

<b>Exchange(s)</b>	<b>Securities Type</b>	<b>No. of Shares</b>	<b>Valuation</b>

**3. Description of Securities Being Offered: N/A**

**4. Territories in which Securities are Being Offered :N/A**

<b>Territory</b>	<b>Effective Date</b>

5. Description of Share Capital

a) Authorised

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>
Ordinary Shares	150 million ( maximum authorized number)

b) Issued

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>
Ordinary Shares	10,000,000

c) Outstanding

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>
Ordinary shares	140,000,000

**6. OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name: Gladston S. Joseph

Position: General Manager

Mailing Address: Marble Hill, Antigua

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\_\_\_\_\_

Telephone No.: ( 268 ) 481-4169/ 764-4169

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

General Manager- Antigua Commercial Bank- From 2003 to September 30, 2015  
Responsible for the general operations of the ACB Group

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Education (degrees or other academic qualifications, schools attended, and dates):

AICB;  
42 years Banking Experience, 34 at Management Level.

\_\_\_\_\_

\_\_\_\_\_

Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

\_\_\_\_\_



## OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Barbara Hume

Position: General Manager  
(Incoming)

Mailing Address: Jolly Harbour, Villa 307A1 Golfcourse Way, St. Mary's, Antigua

Telephone No.: ( 268 ) 481-4169/ 464-4169

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

- (i) General Manager- Antigua Commercial Bank- from October 1, 2015 - Responsible for the general operations of the ACB Group
- (ii) Unit Head ,Collections –National Commercial Bank Jamaica Limited- October 2012 to December 2013- strategic planning and daily operations of critical collections unit through a team of over 100 employees;
- (iii) Unit Head ,Enterprise Underwriting –National Commercial Bank Jamaica Limited –October 2011 to December 2013- responsible for strategic and operational leadership of five (5) centralized units that evaluated and maintained credit facilities for clients in the consumer, small and medium enterprise sectors;
- (iv) Unit Head, Middle Market –National Commercial Bank Jamaica Limited-September 2010 to September 2011-led a team of eight (8) charged with the mandate to rapidly grow middle market credit exposure.

Education (degrees or other academic qualifications, schools attended, and dates):

- (i) 1997 -1999 : Columbia Business School, New York ,NY- MBA Finance (Honors);
- (ii) 1989-1992: University of the West Indies ,Kingston ,Jamaica –BSc. Accounting (Honors)

Also a Director of the company      Yes      No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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**OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name: Joyanne Byers

Position: Finance and Accounting

Executive

Mailing Address: Gunthorpes, P.O. Box W 844, St. Peters, Antigua

Telephone No.: ( 268 ) 764-0060

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

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**FINANCE & ACCOUNTING EXECUTIVE – ANTIGUA COMMERCIAL BANK**

To provide strong support to General Manager in the provision of accurate and comprehensive financial accounts and management reports, profitable and effective cash management and the overall efficient administration of the Finance, Accounting and Customer Support operation.

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Education (degrees or other academic qualifications, schools attended, and dates):

ANTIGUA GIRLS HIGH SCHOOL – 1992 TO 1997  
ANTIGUA STATE COLLEGE – 1997-1999  
UNIVERSITY OF THE WEST INDIES – 1999 – 2002  
BSc IN ACCOUNTING  
CERTIFIED PUBLIC ACCOUNTANT-JULY 2013

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Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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**OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name:     Rhodette F.C. Paige    

Position: Legal Counsel/  
Corporate Secretary

Mailing Address:                     #2 Belmont Estate, St. John's, Antigua                      
\_\_\_\_\_  
\_\_\_\_\_

Telephone No.: ( 268 ) 481-4330/ 764-4330  
\_\_\_\_\_

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

\_\_\_\_\_  
Legal Counsel/ Corporate Secretary – from October, 2008 to present  
- providing legal and secretarial support to the Board of Directors and Management;  
- Manager of the Legal/ Secretariat Department

\_\_\_\_\_  
Education (degrees or other academic qualifications, schools attended, and dates):

Bachelor of Laws with First Class Honors- University of the West Indies, Cave Hill Campus, Barbados (1999 to 2002)

Legal Education Certificate of Merit- Norman Manley Law School, Jamaica (2004 to 2006)

Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA)

\_\_\_\_\_  
Also a Director of the company     [ ] Yes     [ X ] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:  
\_\_\_\_\_

## OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name:     Austen S. Gittens

Position: Chief Internal Auditor

Mailing Address:                     American Road, St. John's, Antigua                    

Telephone No.: ( 268 ) 481-4233

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

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Chief Internal Auditor at the Antigua Commercial Bank (ACB) since 1 August 2006.  
Responsibilities are as follows:

- Manage the Internal Audit Department for the ACB Group.
- Evaluate and provide assurance on the adequacy and application of the system of internal controls for the operations within the ACB Group. Ensuring that proper systems, procedures and internal controls are in place and followed.
- Alert the Audit & Risk Management Committee and management to any weaknesses in the internal controls for the operations within the ACB Group which could result in error, loss, fraud or any undesired effect.
- Make recommendations and offer advice on how to minimize and manage risk as well as ensuring compliance with systems, policies and relevant regulations with a view to improving the Group's performance.
- Follow up on outstanding audit issues and recommendations to ensure remedial action is taken.
- Conduct investigations when required.
- Ensuring that relevant training is provided to the Internal Audit staff.

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Education (degrees or other academic qualifications, schools attended, and dates):

**November 2011 – The Chartered Institute of Bankers in Scotland**

- Certified International Risk Manager (CIRM)

**March 2009 – Florida International Bankers Association & Florida International University**

- Anti-Money Laundering Certification (AML/CA)

**July 2001 – University of Manchester, Great Britain**

- Master of Business Administration (MBA), Finance

**May 1993 – Barry University, Miami, Florida**

- Bachelor of Science (BSc), Finance & Economics (Major)
  - Associates Degree (ASc), Computer Science
- 

Also a Director of the company      Yes      No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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## OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: M. Arlene R. Edwards

Position: Manager – Private &  
Corporate Banking

Mailing Address: P. O. Box 3292,

St. John's

Antigua

Telephone No.: (268) 481-4160

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

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December 2010 to present – Manager – Private & Corporate Banking, Village Walk Branch, Antigua Commercial Bank - Direct oversight for the branch operations including Retail Banking, Private Banking, Corporate Banking, Vault operations, as well as management of the Branch's Human Resources.

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Education (degrees or other academic qualifications, schools attended, and dates)

- |               |   |
|---------------|---|
| 2012 July     | International Finance Corporation<br>Certificate of Participation – Risk Management and Corporate Governance                    |
| 2010 December | Chartered Institute of Bankers Scotland<br>▪ Certified Credit Professional (CCP)  |
| 2007 June     | Caribbean Association of Indigenous Banks<br>▪ Certificate of Participation – Improving Small & Medium Sized (SMEs) Enterprises |
| 2006 November | Caribbean Integrated Financial Services Limited   |

Certificate of Participation – Outstanding participation in Effective Lending Techniques – Commercial Loans

- 2003 October      University of The West Indies, Cave Hill, Barbados
- MBA, General Management
- 2001 November      Florida Atlantic University
- Certificate of Achievement – Debt Collection & Customer service techniques
- 1999 October      University of The West Indies, Cave Hill, Barbados
- Diploma in Management

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Also a Director of the company      [ ] Yes      [ X ] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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## OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Helen J. Looby

Position: Operations &

Accounting Officer – ACB

Mortgage & Trust Co. Ltd.

Mailing Address: Pares Village, Antigua

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Telephone No.: ( 268 ) 764-4312

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

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May 2011 - Operations & Accounting Officer (ACB Mortgage & Trust Co. Ltd.)- All Operations and Accounting related duties

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Education (degrees or other academic qualifications, schools attended, and dates):

Antigua State College – Diploma 1984

UWI – Executive Diploma in Management Studies 2003

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Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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**OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name: Geoffrey Simmons Position: Manager-Retail Lending & Recoveries

Mailing Address: St. Claire Heights  
St. John's  
Antigua

Telephone No.: ( 268) 481-4271/764-0056

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Manager- Retail Lending & Recoveries – Duties as follows:-

Ensures that Consumer Lending, Securities and Maintenance and Recoveries Units targets set with respect to Business development - loans, deposits, fees, other services and non-performing loans and interest - are met, with any negative variance not exceeding 10%.

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Manages department's marketing and sales plan, following Consumer Lending and Credit Card Representatives' progress, cross selling ACB's products and services at every opportunity, building internal and external relationships, identifying and satisfying existing and new customers' needs in order to achieve growth and profitability targets set.

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Aggressively works to improve the quality of the loans portfolio, through timely and efficient credit management, monitoring arrears on a daily/weekly basis, telephoning and utilising effective problem solving techniques to control risk.

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Provides recommendations to Supervisor and Manager on ways to grow portfolios, develop/market products, improve profitability, reduce delinquency, and improve collection activities and customer service.

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Education (degrees or other academic qualifications, schools attended, and dates):

September 1976-July 1984 Princess Margaret Secondary School

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September 1984-July 1986 Antigua State College Diploma Business Studies

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Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Not Applicable

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## OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Peter N. Ashe

Position: Manager- ACB Mortgage &  
Trust Company Ltd.

Mailing Address: Friars Hill Road, St. John's, Antigua

Telephone No.: 1-268-481-4311

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Manager, ACB Mortgage and Trust Company Limited.

Provide strong support to the Board of Directors by spearheading the planning and establishing of the goals and targets of the Company to ensure the profitable and effective management, control and/or growth of the assets of the Company.

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Education (degrees or other academic qualifications, schools attended, and dates):

B. Acct., Dip (ITM), TEP

Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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## OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Maria Scotland

Position: Audit Officer

Mailing Address: Villa Area, St. John's, Antigua

Telephone No.: ( 268 ) 481-4251

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

### **Antigua Commercial Bank- Audit Officer**

- Review policies and procedures for compliance with Anti-Money Laundering
  - Assists with the management of the department's workflow
  - Assists with the accurate and timely preparation of reports to the Board
  - Make sound recommendation to reduce risk, improve controls and operations
  - Work closely with External Auditors, and Management providing assistance as required
  - Represent the Internal Audit Department at Audit Committee meetings in the absence of the CIA
  - Supervise 3 staff auditors
  - Assist in recommending and conducting training for staff
- 

Education (degrees or other academic qualifications, schools attended, and dates):

- BA – University of the Virgin Islands – 1994-1998
- MBA – Bowling Green State University – 2002-2003
- Certified Internal Auditor – Institute of Internal Auditors - 2008

Also a Director of the company      [ ] Yes      [ X ] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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## OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name:     Jacqueline Hewlett    

Position: Compliance Specialist

Mailing Address:                      P. O. Box 3458, St. John's, Antigua

Telephone No.:     (268) 481 4250 (W), (268) 764 0052 (M)    

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

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Antigua Commercial Bank – 2008 to Present: Compliance Specialist: Responsible for i) the design, implementation, monitoring and assessment of Bank-wide AML/CFT Compliance ii) training staff in AML/CFT Compliance iii) reporting to the Bank's regulators iv) ensuring that applicable policies are in place v) appropriate reports are made to the Audit and Risk Management Committee – Board of Directors           

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Education (degrees or other academic qualifications, schools attended, and dates):

ICBRR – International Certificate in Banking Risk and Regulations (Global Association of Risk Professionals)

CFE – Certified Fraud Examiner (Association of Certified Fraud Examiners)

CRMCP – Certified Risk and Compliance Management Professional (International Association of Risk & Compliance Professionals)

CP/AML – Certified Professional in Anti-Money Laundering (Florida International Bankers' Association)

AML/CA – Certified Associate in Anti-Money Laundering (Florida International Bankers' Association)

CAMS – Certified Anti-Money Laundering Specialist (Association of Certified Anti-Money Laundering Specialists)

MBA – Masters in Business Administration (University of the West Indies)

EDM – Executive Diploma in Management (University of the West Indies)

BA – Bachelor of Arts (University of the West Indies)           

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Also a Director of the company     [ ] Yes     [ X ] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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**OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name:     Sidlow Frank    

Position: Network

Administrator/LAN Analyst

Mailing Address:                      P.O. Box 3650, Herberts Hill, St. John's, Antigua

Telephone No.: ( 268 ) 764-4371/720-7810

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

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Employed by Antigua Commercial Bank for last seven (7) years  
- responsible for administering the network and security of the Bank

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Education (degrees or other academic qualifications, schools attended, and dates):

BSc. Computer Information Systems Andrews University, Berrien Springs, Michigan,  
USA 1998-2002

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Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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## OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Michael Robertson

Position: MIS Manager

Mailing Address: McKinnons St. John's, Antigua

Telephone No.: ( 268 ) 481-4371

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

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Antigua Commercial Bank- 2009 – present -responsible for managing the overall IT operations of the ACB Group

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Education (degrees or other academic qualifications, schools attended, and dates):

Certified IT Business Manager (ITBMC), Cisco Certified Network Associate (CCNA), Microsoft Certified Systems Engineer (MCSE), Sun Certified System Administrator (SCSA), Diploma and Certificate Microcomputer Management and Business Information Systems Herzing Institute Toronto Canada, Know College - Jamaica. Jamaica College - Jamaica

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Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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**OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name: Jonathan Lindsay

Position: Manager - Customer

Relations and Service Quality

(CR&SQ)

Mailing Address: Cedar Hill, P. O. Box 3456, St. John's, Antigua

Telephone No.: ( 268 ) 481-4205/ 764-4205

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

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Manager CR&SQ – Duties: In charge of Customer Relations operations for the ACB Head Office which includes treasury operations, remote agencies, Debit Card, new accounts, wire transfers and night deposit activity. Also project manager for several projects, such as the installation of the Alchemy Payment Processing Suite which handles automation of wire transfers and drafts, ECACH project (ongoing), installation of two ATMs at remote locations

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Education (degrees or other academic qualifications, schools attended, and dates):

Master of Science (MS) - University of Maryland Eastern Shore 1993 - 1995

Bachelor of Science (BS) - University of Maryland Eastern Shore 1989 - 1993

St. Joseph's Academy 1982 - 1988

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Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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## OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Heidi Weste

Position: Corporate Accounts Executive

Mailing Address: P.O. Box W1762, St. John's, Antigua

Telephone No.: ( 268 ) 764-7401

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

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April 2013 to present

Corporate Accounts Executive

Antigua Commercial Bank, Village Walk Branch, Friars Hill Road, St. John's, Antigua

- To provide strong support to the Manager- Private & Corporate Banking by managing and growing a portfolio of Corporate/Commercial accounts profitably and effectively
  - Monitors an assigned loan portfolio ensuring that accounts are operating satisfactorily and risks are effectively managed
  - Ensures that individual targets set with respect to Business Development- loans, deposits, fees etc are met or exceeded, with any negative variance not exceeding 10%
  - Critically assess loan requests ensuring that the necessary documentation is in place prior to disbursement
  - Monitors delinquency via credit reports and other means to prevent any deterioration and to take timely corrective action where necessary
  - Develops relationship banking with commercial clients by acting as the prime liaison between the customer and the Bank
- 

November 2011 to April 2013

Management Trainee

Antigua Commercial Bank – Thames & St. Mary's Streets, St. John's, Antigua

- Conducted Teller/Customer Service Training
- Conducted Interviews and assisted with the selection of applicants
- Prepared contracts for new employees
- Prepared Personal and Corporate loan applications
- Assisted with Security Dossier Reviews
- Conducted an audit of the IT Back up and Archiving Process
- Monitored accounts for suspicious activities



- Conducted compliance review of files for new accounts
- Prepared Monthly Board Packages
- Assisted with the review of the Abandoned Property Listing

March 2009 to November 2011

Executive Assistant to the General Manager and Assistant General Manager  
 Antigua Commercial Bank – Thames & St. Mary’s Streets, St. John’s, Antigua

- Prepared Minutes of monthly Management Meetings and monthly Minutes of the Asset Liability Management Committee Meetings
- Assisted in the follow up and completion of Credit Matters
- Assisted the General Manager/Managers with monthly Board Meeting preparations

Education (degrees or other academic qualifications, schools attended, and dates):

August 2004- May 2007	Bachelor of Arts degree in Psychology University of the Virgin Islands #2 John Brewer’s Bay, St. Thomas 00802
August 2007- June 2008	Master of Business Administration Inter-American University of Puerto Rico San Juan, Puerto Rico
September 21, 2010	Professional in Human Resource Certification HR Certification Institute 1800 Duke Street, Alexandria, VA 22314
April 12, 2011	Certified Fraud Examiner Certification Association of Certified Fraud Examiners 716 West Ave Austin, TX 78701-2727, U.S.A
May 13, 2011	Certificate in Credit Analysis and Lending Eastern Caribbean Institute of Banking and Financial Services Basseterre, St. Kitts, West Indies
August 19, 2011	Certified Risk and Compliance Management Professional International Association of Risk and Compliance Professionals

Also a Director of the company      Yes      No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

**OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name: Sharon Nathaniel

Position: Corporate Accounts Executive

Mailing Address: Mount Pleasant , Antigua

Telephone No.: ( 268 ) 464-4181; 481-4195

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Antigua Commercial Bank - Corporate Accounts Executive - July 2010 – Present

- Monitors delinquent loan portfolio via credit reports and other means to ensure that deteriorating situations are identified and timely action taken to correct them; making sound recommendations for action;
  - Ensures that departmental targets set with respect to Business development - loans, fees, other services – are not exceeded;
  - Evaluates loan requests, interview applicants, analyses financial data, visits premises, confirm collateral security
- 

Education (degrees or other academic qualifications, schools attended, and dates): \_\_\_\_\_

- The University of Leicester - Masters in Business Administration – Finance (2009) \_\_\_\_\_
  - The University of the West Indies - Diploma in Management (Distinction) (2001) \_\_\_\_\_
  - The University of the West Indies – Administrative (Professional) Secretaries Certificate (2000) \_\_\_\_\_
  - Chartered Institute of Bankers Banking Certificate (1999) \_\_\_\_\_
- 

Also a Director of the company       Yes       No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

**OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name: Seth Burton Position: Marketing & Public Relation Executive

Mailing Address: Liberta Village, P.O. Box 1999, Antigua

Telephone No.: (268)720-3696

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Marketing & PR Executive- August, 2015- responsible for the implementing the Group's marketing and public relations strategies

-Human Resource Manager, National Parks Authority- directed all human resources functions including training and development, employee recognition, policy, benefits. Planned and monitored all Public Relation functions/Communication Support .

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Education (degrees or other academic qualifications, schools attended, and dates):  
Master of Arts -Communications management, University of Alabama at Birmingham, USA - January - 2004 to December 17, 2005.

Bachelor of Business Administrator, Andrews University ,1986 -August 1990

Also a Director of the company      Yes      No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:



**OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name: Sherene Bird

Position: Human Resources Executive

Mailing Address:

Friars Hill, P.O. Box 2735, St. John's, Antigua

Telephone No.: (268)464-9543

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

- Human Resources Executive- August, 2015- manages the HR Department and is mainly responsible for dealing with HR and premises related issues for the Group
  - 2001- Training and Development Manager- Sandals Grand - develop and deliver training programs; supervise internship Programs and Hospitality Training Programs.
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Education (degrees or other academic qualifications, schools attended, and dates):  
MSc -Research and Development Studies –University of the West Indies Jamaica

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BSc-Government –University of the West Indies –St. Augustine

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Also a Director of the company       Yes       No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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**OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name: Kamilah Anderson

Position: Risk Analyst

Mailing Address:

Upper Gambles, St. John's, Antigua

Telephone No.: (268)464-1401

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

- Risk Analyst- Antigua Commercial Bank November, 2014- responsible for the implementation of an Enterprise Risk Management framework and monitoring Group Risk
  - 2010- 2014 Economics 1- Research Department - Eastern Caribbean Central Bank- Research in the financial sector .
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Education (degrees or other academic qualifications, schools attended, and dates):

-Bachelor Degree in Economics and Accounting from the University of the West Indies

- a Master Degree in Economics from the University of Warwick in the United Kingdom.

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Also a Director of the company      Yes      No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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## DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Michael F. Roberts

Position: Chairman

Mailing Address: P.O. Box 2107, St. Clare's Estate, St. John's, Antigua

Telephone No.: (268 ) 726-2107

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Licensed Auctioneer/Realtor - ACME Realtors - February 2013 - Present

Systems Analyst/Consultant - WorldNetConcepts - July 2003 - Present

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Education (degrees or other academic qualifications, schools attended, and dates):  
- Major: Management Information Systems, Minor: International Relations, Rochester Institute of Technology, New York - 1993

- Accredited Director Certification -Institute of Chartered Secretaries Canada (ICSA),

2007

Licensed auctioneer - 2013

Also a Director of the company       Yes       No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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*Use additional sheets if necessary.*





**DIRECTORS OF THE COMPANY**

Information concerning non-Executive Directors:

Name: Philip Harris Position: Vice- Chairman

Mailing Address: P.O. Box W812, St. John's, Antigua

Telephone No.: (268 ) 464-8906

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

- Insurance Advisor – Sagicor Life Inc – 2001 – present

Education (degrees or other academic qualifications, schools attended, and dates):

- Bachelor of Arts in Planning & Development –Saint Mary's University, Nova Scotia, Canada - 1996
- Master of Science in Planning & Development – University of the West Indies, Trinidad - 1999
- Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) – 2008

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Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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*Use additional sheets if necessary.*

**DIRECTORS OF THE COMPANY**

Information concerning non-Executive Directors:

Name:  Craig J. Walter  Position:  Vice- Chairman

Mailing Address:  Belle Vue Estate, St. John's, Antigua

\_\_\_\_\_  
\_\_\_\_\_

Telephone No.: (268) 764-3476

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

-  Accountant/Finance Director – Eastern Caribbean Civil Aviation Authority (ECCAA) – June 2008 – present

-  Audit Manager – PricewaterhouseCoopers – Antigua – 1996 – 2008

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Education (degrees or other academic qualifications, schools attended, and dates):

-  BSc – Accounting – State University of New York at Genesco - 1996

-  Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) – 2010

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Also a Director of the company       Yes       No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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*Use additional sheets if necessary.*

## DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Lorraine Headley \_\_\_\_\_ Position: \_\_\_Director \_\_\_\_\_

Mailing Address: \_\_\_P.O. Box 1568, Belle View Estate, St. John's, Antigua \_\_\_\_\_

Telephone No.: ( 268 ) 460-4683/764-2133

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

- Director, Crystal Cay Ltd; Joint owner of Keyonna Beach All Inclusive in Johnson Point, Antigua  
- April 2008 - Present

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Education (degrees or other academic qualifications, schools attended, and dates):

- Doctoral candidate for the doctorate in Business Administration, University of the West Indies,  
Barbados – 2008 – present

- Masters in Business Administration, University of the West Indies, Barbados 1997

- Bachelor of Arts Degree – Mathematics and Economics, Cirton College, Cambridge University,  
England 1990

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Also a Director of the company       Yes       No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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*Use additional sheets if necessary.*

## DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Lorraine Headley \_\_\_\_\_ Position: \_\_\_ Director \_\_\_\_\_

Mailing Address: \_\_\_ P.O. Box 1568, Belle View Estate, St. John's, Antigua  
\_\_\_\_\_

Telephone No.: ( 268 ) 460-4683/764-2133

---

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

- Director, Crystal Cay Ltd; Joint owner of Keyonna Beach All Inclusive in Johnson Point, Antigua – April 2008 - Present

---

Education (degrees or other academic qualifications, schools attended, and dates):

- Doctoral candidate for the doctorate in Business Administration, University of the West Indies, Barbados – 2008 – present

- Masters in Business Administration, University of the West Indies, Barbados 1977

- Bachelor of Arts Degree – Mathematics and Economics, Cirton College, Cambridge University, England 1990

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Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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*Use additional sheets if necessary.*

**DIRECTORS OF THE COMPANY**

Information concerning non-Executive Directors:

Name: Reginald Peterson \_\_\_\_\_ Position: Director \_\_\_\_\_

Mailing Address: Liberta Village, St. Paul's Parish

\_\_\_\_\_  
Antigua \_\_\_\_\_  
\_\_\_\_\_

Telephone No.: ( 268 ) 724-0290

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List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Retired Teacher/Educator/Administrator – Government of Antigua & Barbuda

Small Business Operator – Aunt Vie's Variety Store – Owner/Manager

Self-Employed Farmer; Director – Mavis Cabral Medical Centre

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Education (degrees or other academic qualifications, schools attended, and dates):

Bachelor of Education (1978) – New Brunswick, Canada

Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

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*Use additional sheets if necessary.*

## DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Daryll S. Matthew

Position: Director

Age: 38 yrs

Mailing Address:

Creekside ,P.O. Box 967, St. John's, Antigua

Telephone No.: (268)764-1269

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List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

- (i) General Manager, 2013 – Present- J. Pinder Finance & Development Company Limited – overall manager of operations;
  - (ii) Board Directors, 2011 – 2012- Antigua Commercial Bank Limited- Non- Executive Director- membership on Marketing and Credit Committees;
  - (iii) Managing Director/Geographic Information Specialist, 2010 – 2012- Total Development Solutions Inc.- management over construction related activities;
  - (iv) Chief Lands Officer, 2004 - 2010: Ministry of Lands, Government of Antigua and Barbuda- land surveying related duties;
- 

Education (degrees or other academic qualifications, schools attended, and dates):

- (i) 2012 – 2013: Aston University, Aston Business School: Birmingham, United Kingdom - Masters in Business Administration (MBA), Specializing in International Business / Finance – Research carried out in the area of Foreign Direct Investment;
- (ii) 1999 – 2000: University of Twenté, Faculty of Geo-information Science and Earth Observation: Enscheda, The Netherlands - Masters Degree, Specializing in Geographic Information Management;

- (iii) 1995 – 1998 : University of Technology, Faculty of the Built Environment: Kingston, Jamaica- Diploma in Land Surveying.
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*Use additional sheets if necessary.*

### **DIRECTORS OF THE COMPANY**

Information concerning non-Executive Directors:

Name: Sharon A. Matthew-Edwards

Position: Director

Age: 43 yrs

Mailing Address:

Royal Estate, P.O. Box 2334, St. John's, Antigua

Telephone No.: (268) 562-4222

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List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

**2010 to present:** Concord Business Associates, Chartered Accountants,  
St. John's, Antigua - Owner-Manager, Assurance, Advisory and Other Services;

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Education (degrees or other academic qualifications, schools attended, and dates):

- **1994 to present:** Continuing Professional Development Courses -  
Ongoing professional development courses in the form of attendance at  
trainings, seminars and conferences, to a minimum of 60 hours per year
- **2012:** International Financial Reporting Standards Train-the-Trainer Course;
- **1992 -1994:** The Atlantic School of Chartered Accountancy, Nova Scotia,  
Canada Chartered Accountant designation;
- **1988-1992:** Saint Mary's University, Nova Scotia, Canada Bachelor of  
Commerce Degree (cum laude). Double major in accounting and finance.

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*Use additional sheets if necessary.*



## DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Sandra Derrick

Position: Director

Age: 49 yrs

Mailing Address:

P.O. Box 359, St. John's, Antigua

Telephone No.: (268) 461-0962; 764-5361

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List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

### 2006-2014-

- (i) Ministry of Finance, State Owned Enterprise (SOE)- Unit -Head/Senior Financial Analyst- analyzed State Owned Enterprise business plans in relation to their mandates and operational performance
  - (ii) Antigua and Barbuda Port Authority – Financial Consultant- assisted with the management of the Accounting Department and analyzed the Port Authority's strategic plan;
  - (iii) Antigua and Barbuda Airport Authority- Acting CFO – managed the daily operations and staff of the finance department and managed the liquidity requirements of the organization;
  - (iv) Treasury –Project Manager/ Treasury Reform- responsible for the modernization of the operations of the Treasury.
- 

Education (degrees or other academic qualifications, schools attended, and dates):

- (i) 1993: M.B.A., Finance, Marketing and Decision Sciences- Kellogg School of Management- Northwestern University, Evanston, Illinois;
  - (ii) 1988: B.Sc., Industrial Engineering – Stanford University, Stanford , California
  - (iii) 1999: Professional Certifications; CFA,-Certified Financial Analyst
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*Use additional sheets if necessary.*

**7. SUBSTANTIAL SHAREHOLDERS**

- (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred stock presently outstanding whether directly or indirectly) starting with the largest common shareholder. Indicate by endnote any transaction where the consideration was not cash. State the nature of any such consideration.

**SECURITIES NOW HELD:**

<b>Name: Address:</b>	<b>Class of Shares:</b>	<b>No. of Shares:</b>	<b>% of Total</b>
<b>Sir Clare K. Roberts &amp; Lady Alice Roberts</b>	<b>Ordinary Shares</b>	<b>715,652</b>	<b>7.16%</b>
<b>P.O. Box 1301</b>			
<b>60 Nevis Street</b>			
<b>St. John's, Antigua</b>			

- (b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

**UPON CONVERSION: N/A**

<b>Name: Address:</b>	<b>Class of Shares:</b>	<b>Conversion Rate:</b>	<b>No. of Shares upon Conversion</b>	<b>% of Total*</b>

\* Current holding of shares if conversion option were exercised.

8. Name and Address of Parent :N/A

Name:	Address:	Country of Incorporation:	Countries of Registration (where applicable)	Name of the Exchange(s) on which the company's securities are listed:

9. Name(s) and Address(es) of Subsidiary(ies)

Name:	Address:	Percentage Ownership:	Name of the Exchange(s) on which the company's securities are listed:
ACB Mortgage & Trust Company Ltd.	High & Temple Streets, St. John's, Antigua	100%	N/A
ACB Investment Company Ltd.	c/o St. Mary's & Thames Streets, St. John's, Antigua	100%	N/A

10. Name(s) and Address(es) of Affiliate(s) N/A

Name:	Address:	Name of the Exchange(s) on which the company's securities are listed:



**SIGNATURES**

A Director, the Chief Executive and Corporate Secretary shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained.

Name of Chief Executive Officer:

**Barbara Hume- General Manager**

\_\_\_\_\_  
*[Handwritten Signature]*

Signature

\_\_\_\_\_  
*February 10, 2016*

Date

Name of Director:

**Michael F. Roberts- Chairman**

\_\_\_\_\_  
*[Handwritten Signature]*

Signature

\_\_\_\_\_  
*February 10, 2016*

Date

Name of Legal Counsel/ Corporate Secretary:

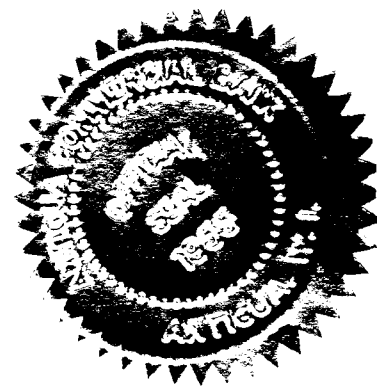
**Rhodette F.C. Paige**

\_\_\_\_\_  
*[Handwritten Signature]*

Signature

\_\_\_\_\_  
*February 8, 2016*

Date



Made by the Eastern Caribbean Securities Regulatory Commission this 15<sup>th</sup> day of May 2008.

.....  
**Errol N. Allen**

**CHAIRMAN**

**EASTERN CARIBBEAN SECURITIES REGULATORY COMMISSION**