Schedule 2

ISSUER REGISTRATION STATEMENT Sections 97(2), 97(3) and 97(4) of the Securities Act, 2001		
<u>FORM RS – 2</u>		
Select One: Annual Registration Issue of Securities		
Republic Bank (Grenada) Limited		
(Exact name of Company as set forth in Certificate of Incorporation)		

Grenada - October 12, 1979 Place and date of incorporation:

Street and postal address of registered office:

Head Office, Grand Anse, P.O. Box 857, St. George

Grenada

Company telephone	number: (<u>473</u>	<u>444-2265</u>)
Fax number: (47			
Email address: he	adoffice@r	epublicgrenad	a.com
Financial year-end:	September	30	2018
,	(month)	(day)	(year)
Contact person(s):	Keith A.	Johnson	
	Clifford E	Bailey	
Telephone number ((if different from	above): ()	1/A
Fax number: (_)		
Email address: kjoł	nnson@republicg	renada.com	

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

\checkmark	Yes
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Email address:

No

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

Yes	No
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1. Description of the Industry in which the Company Operates

The financial services industry in Grenada is very competitive, with five commercial banks (regulated by the ECCB), one development bank, several insurance companies and many co-operatives. In recent years, the co-operatives have been increasingly active as they seek to improve their share of business. The National Insurance Board is an active player in the mortgage market. Two money transfer companies are active players in the money transmission market. The regulation of all non bank financial institutions in Grenada by Grenada Authority for the Regulation of Financial Institutions (Garfin), commenced in 2007.

2. Exchanges on which the Company's Securities are Listed

Exchange(s)	Securities Type	No. of Shares	Valuation
ECSE	Common Stock	1,627,673	\$45.00
W 4 <u>0</u>		2	

3. Description of Securities Being Offered (including who is the Issuer and who is the Offeror of the Securities)

None

Territory	Effective Date

4. Territories in which Securities are Being Offered

5. Description of Share Capital

a) Authorised

TYPE/CLASS	No. OF SHARES
Common Stock	Unlimited number of shares of no par value

b) Issued

TYPE/CLASS	No. OF SHARES
Common Stock	1,627,673

c) Outstanding

TYPE/CLASS	No. OF SHARES

	Position:	
Name: See Appendix 1	Age:	
Mailing Address:		
Telephone No.:		

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

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

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

Use additional sheets if necessary (See Appendix 1).

F

Information concerning non-Executive Directors:

Name: See Appendix 2	Position:
	Age:
Mailing Address:	

Telephone No.: _____

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

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

Use additional sheets if necessary (See Appendix 2)

8. SUBSTANTIAL SHAREHOLDERS

(a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred shares 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.

Name: Address:	Class of Shares:	No. of Shares:	% of Total
Republic Financial Holdings Co., Trinidad	Ordinary Shares	1,232,387	75.7%
· · · · · · · · · · · · · · · · · · ·			
· · · · · · · · · · · · · · · · · · ·			

SECURITIES NOW HELD:

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

UPON CONVERSION:

Class of Shares:	Conversion Rate:	No. of Shares upon Conversion	% of Total*
			Class of Conversion upon

* Current holding of shares if conversion option were exercised.

Name:	Address:	Country of Incorporation:	Countries of Registration (where applicable)	Name of the Exchange(s) on which the company's securities are listed:
ublic Financial Holdings Compi	9-17 Park Street, Trinidad	Trinidad & Tobago	Trinidad & Tobago	Trinidad & Tobago Stock Exchange

9. Name and Address of Parent

10. 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:
None			
		10.000	
· · · · · · · · · · · · · · · · · · ·			

11. Name(s) and Address(es) of Affiliate(s)

Name:	Address:	Name of the Exchange(s) on which the company's securities are listed:
See list attached	1.74	
: ** .v		

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:

Name of Director:

Keith A. Johnson

Rel

Signature

January 2019

Date

Leon Charles

den Charles

Signature

January 2019

Date

Name of Corporate Secretary:

Melissa Jankie

losa , hre

Signature

January 2019

Date

APPENDIX 1 EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY Position: Managing Director

Name: Keith	A. Johnson	_{Age:} 60	
Mailing Address	C/O: Republic Ba	ank (Grenada) Ltd.	
-	Republic Ho	use, Grand Anse, S	St. George
	Grenada		
Telephone No.:	(473) 444-2265		

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

Republic Bank (Grenada) Limited - Managing Director (January 2009 - Present)	
Current Responsibilities:	
 The development and implementation of strategy for sustained growth of the Bank in accordance with such directives as the Board may issue from time to time. 	
 To require the Bank to establish policies and procedures to discharge their administrative and accounting responsibilities so as to safeguard the Banks assets. 	
 To keep the Chairman and the Board of Directors of Republic Bank (Grenada) Ltd. informed on any issue of importance. 	

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

EMBA – University of the West Indies, Cave Hill, Barbados, 2003.			
B. Sc. Accountancy - University of Guyana, 1996			
AICB – 1987			
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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Position: General Manager - Credit

Name: Shaee	en Gh	ouralal	Age: 58		
· · · · · · · · · · · · · · · · · · ·		Republic Bank	k (Grenada) L	imit	ed
C		Republic House			
		Grenada			
Telephone No.:	(473)	444-2265			

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

Republic Bank Limited:- • Credit Manager – Corporate Business Centre East / Central Trincity, Trinidad • Corporate Manager – Corporate Business Centre East / Central Chaguanas, Trinidad
Republic Bank (Grenada) Limited:- • General Manager – Credit (February 2018 – present)
Current Responsibilities:
Customer Service / Maintenance and Protection of Assets / General Administration / Management of the Non-Performing Credit Portfolio / Sales / Business Development / Human Resource Management

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

• High School (1971 – 1977)
Secretarial College (1978)
ACCA Diploma in Financial Management (2008-2009)
Masters of Business Administration (2015)
Also a Director of the company Yes Vo

Position: ______General Manager - Operations

Name: Clifford	Bailey	Age: 47
Mailing Address:	C/O: Republic Bar	nk (Grenada) Limited
	Republic Hous	se, Grand Anse
	St. George	
Telephone No.: (473) 444-2265	

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

1	Republic Bank (Grenada) Limited:-
l	General Manager – Operations - April 2015
l	Manager Head Office = December 2012
l	Current Responsibilities:
l	To manage the development, implementation and monitoring of strategic plans and activities of the Bank, as they relate to Branch Retail Banking, Information Technology, Marketing, General Administration, Business Systems Process Improvement and Business Support Services with guidance from Group, to oversee the operations of the Operational Risk function.

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

MSc Information Technology -	Aspen Unive	rsity, 2006		
BSc Computing and Informatic	on Systems –	University of London	, 2001	
Also a Director of the company	Yes	No		
If not in a second time having in	P	C.C 1		

Position:

Name:	Age:	
Mailing Address:		
Telephone No.:		

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

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

Also a Director of the company	Yes	No	61 G	

	Position:	
Name:	Age:	
Mailing Address:		
1 <u></u>		
Telephone No.:		

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

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

Also a Director of the company	Yes	No	

	Position:	
Name:	Age:	
Mailing Address:		
Telephone No.:		

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

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

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Also a Director of the company	Yes	No	

Position:

Name:	Age:	
Mailing Address:		
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Telephone No.:		

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

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

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Also a Diversion of the second second	1 1 7 7		
Also a Director of the company	Yes	No	
Also a Director of the company	1 1 4 3	1 1110	
1 7			

	Position:	
Name:	Age:	_
Mailing Address:		-
		-
Telephone No.:		

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

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

matters:

Also a Director of the company	Yes	No		
If retained on a part time basis, inc	licate amount o	f time to be spen	t dealing with com	pany

Position: _____

Name:	Age:	
Mailing Address:		
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1.00		
Telephone No.:		

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

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

	T THE R A ST A			
D ¹	C -1		1	
co a Director o	f the company	Yes	No	
sv a Director v			LINU	
	· · · · · · · · · · · · · · · · · · ·			

APPENDIX 2 DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Gregory I. Thomson	Position: Director / Chairman
	Age: 66
Mailing Address: 42 The Park, La Horquette, Gl	·
Mailing Address.	
Telephone No.: (868) 620-6683	
List jobs held during the past five years (including name	
employment). Give brief description of current responsi	ibilities.
Central Bank of Trinidad & Tobago - Credit Risk Specialist	- Mar 2013-Mar 2014
 Trinidad & Tobago Unit Trust Corporation - Executive Advi 2014 	isor, investments - Jul. 2013 - Nov.
Republic Bank Limited - Director - Aug.1, 2014 - present	
 Republic Financial Holdings Limited - Director - Dec.16, 20 One Caribbean Media Ltd - Director - June 2016 - prese 	
Republic Bank (Grenada) Limited - Chairman - Decemb	
As a Director of the Boards of both Republic Bank Limited (RBL) and Republic Financial Holdings Limited
(RFHL), the current responsibilities is to provide leadership,	enterprise, integrity, and good judgement in
guiding the Group to achieve growth and deliver long term s the strategic objectives for the Group and provides oversigh	sustainable shareholder value. The Board sets
delegated to management under the leadership of the Mana	aging Director of RBL and President of RFHL.
Current Responsibility - Retired Banker	
	heals attended and dates):
Education (degrees or other academic qualifications, sc	
B.Sc (Maths & Physics) - University of the West	Indies, St Augustine - 1974
• MBA - University of Western Ontario, Canada -	1987

Information concerning non-Executive Directors:

Name:	Position:
	Age:
Mailing Address:	
Celephone No.:	
ist jobs held during the past five yo mployment). Give brief description	ears (including names of employers and dates of

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

Information concerning non-Executive Directors:

Name: Leon D. Charles		Position: Director	
Mailing Address:		Age: 60	
	P.O. Box 10		
	St. George's		
	Grenada		

Telephone No.: (473) 442-4681

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

Consultant - Charles & Associates, Inc. (self-employed).

Current Responsibilities:

Carry out assignments for clients as per terms of contract.

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

• MBA - University of Western Ontario, Canada (1987)

• B.Sc. Management (First Class Honours) - University of the West Indies, Trinidad (1982)

Information concerning non-Executive Directors:

Name: Isabelle Slinger		Position: Director	
		Age: 52	
Mailing Address:	The Tower, St. Paul's		
	St. George	. T	
	Grenada		
	· · · · · · · · · · · · · · · · · · ·		

Telephone No.: (473) 435-0186

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

Managing Director of Comserv Limited (1999 – Present)

Current Responsibilities:

Managing Director – senior accountant and manager of the business. Comserv Ltd offers accounting and management consulting services, and Ms. Slinger has the overall responsibility for the day to day running of the operation.

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

International Baccalaureate, St. Clare's, Oxford

University of South Carolina, SC, Dean's List

Centre for Management Development, Grenada

• School of Accounting and Management, Trinidad, B.S.C. Information Systems and Computers

Quickbooks Pro Advisor Certification Course

Information concerning non-Executive Directors:

Name: Karen Yip C	Chuck Position: Director	
	Age: 50	_
Mailing Address:	C/O: Republic Bank Limited	
	9-17 Park Street, Port Of Spain	
	Trinidad	

Telephone No.: (868) 625-4411

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

Republic Bank Limited:-
General Manager. Trust & Asset Management Division (January 1, 2011 to June 30, 2014)
General Manager, Wealth Management (July 1, 2014 to February 10, 2016)
General Manager, Corporate & Investment Banking (February 11, 2016 to Present)
Current Responsibilities:
 Oversee Operations of all Corporate Business Centres. North, South and East/Central Regions Oversee Operations of the Investment Banking Division In conjunction with Executive Director and Regional Corporate Managers, seek new Business from existing and new Corporate customers re Investments and Loans facilities Make presentations to the Executive Director and RBL Board in light of New Business/Investments Approve Loan facilities of substantial value exceeding the Corporate Centres limits for customers business re Construction, Investment, Operation of Businesses (Local and Foreign). Periodically conduct site visits to Businesses/Construction including abroad Allocate Foreign Exchange to Centres for Corporate Customers Function in the role as Director representing the Bank on several Boards Maintain customer relations by social networking, hosting Bank's Business functions Among the Bank's Subsidiaries host Trade Missions, including locally

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

• B.Sc. (Hons.) - Economics - University of the West Indies

• MBA – Heriot Watt University, Edinburgh, England

- A.C.I.B. Associate of the Chartered Institute of Bankers
- CIA Certified Internal Auditor

Information concerning non-Executive Directors:

Name: Graham Wi	lliams	Position: Director	
		Age: 54	
Mailing Address:	P.O.Box 575		
	St. George's		
	Grenada		
		· · · · · · · · · · · · · · · · · · ·	

Telephone No.: (473) 443-5477/5423

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

• Director of Island Ice Co. Ltd (1995 to present)

- Managing Director and Chairman of Westerhall Estate Ltd. (1986 to present)
- Chairman of the BOD Umbrella Beach Bar Ltd (2010 to present)
- Executive Director of Renegade Rum Distillery Group Ltd. (2016 to present)
- Chairman of the BOD Guardian General Insurance OECS Ltd. (2017 to present)

Current Responsibilities:

Westerhall Estate Ltd.

- Manage the overall daily administration of the company.
- As Chairman, report to the directors and secretary of the company quarterly.

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

B.A. Economics - University of Windsor (1985)

Information concerning non-Executive Directors:

Name: Richard Lew	ris Position: Director
	Age: 65
Mailing Address: <u>C/O:</u>	D: Label House Group Limited
	24-25 Frederick Settlement Ind. Estate, Caroni
	Trinidad

Telephone No.: (868) 645-5522

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

General Manager/Director - Label House Group Limited, 1986

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

University of Western Ontario - Richard Ivey School of Business - H.B. Administration, 1974

Newcastle Institute of Technology, 1969

Information concerning non-Executive Directors:

Name: Leslie-Ann Seon	Position: Director
	Age: 54
Mailing Address: C/O: Seon & Associates	
Lucas Street, St. G	eorge's
Grenada	
Telephone No.: (473) 435-1770	
List jobs held during the past five years (including employment). Give brief description of current resp	
Principal of the law firm, Seon & Associates. S Bars of Grenada, Barbados, and the British Vi years.	
Chairman - Grenada Investment and Develop	ment Corporation.
Current Responsibilities:	
Legal Counsel	
 Manage the law firm, and its client base 	

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

University of the West Indies (B.A., Hons, 1988; LL.B., Hons, 1991)

Hugh Wooding Law School (Legal Education Certificate)

Information concerning non-Executive Directors:

Name: Christopher	Husbands	Position: Director	
Mailing Address:		Age: 49	
	C/O: NAWASA		
	The Carenage, St. (George's	
	Grenada		

Telephone No.: (473) 440-2155

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

General Manager, National Water and Sewerage Authority (April 2008 – Present)

Current Responsibilities:

Implementing the strategic direction provided by the Board of Directors

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

• B. Sc. (Hons) Civil/Environmental Engineering, UWI St. Augustine, Trinidad

• M. Sc. Project Management, Florida International University, USA

• MBA Finance, University of Toronto, Ontario Canada

Information concerning non-Executive Directors:

Name: Parasram Salickram		Position: Director
		Age: 40
Mailing Address:	C/O: Republic Ba	ank Limited
	9-17 Park Street	t, Port of Spain
	Trinidad	
Telephone No.: (868)	625-4411	
List jobs held during the employment). Give brief	• • •	ing names of employers and dates of responsibilities.
Republic Financial Holdings Lir • Chief Financial Offer (June 2		
Republic Bank Limited:- • General Manager – Planning • Senior Manager – Planning &		3 .
Current Responsibilities:		
 Responsible for the entire final legal and statutory reporting 	ancial reporting process of the requirements	ne RFHL group including management,
Managing the strategic planni	ng process of the Group	
 Key part of team managing th 	e inorganic growth of the G	roup

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

• Fellow of the Association of Chartered Certified Accountants (ACCA) - 2001

Chartered Institute of Management Accountants (CIMA) - 2011

Chartered Global Management Accountant (CGMA) - 2012

Chartered Financial Analyst (CFA)

Names and Addresses of Affiliates

Affiliates	Address
HFC Bank (Ghana) Limited Commercial Bank	https://www.hfcbank.com.gh/
Republic Bank (Barbados) Limited Commercial Bank	https://republicbarbados.com
Republic Bank (Guyana) Commercial Bank	https://republicguyana.com
Republic Bank (Suriname) N.V. Commercial Bank	https://www.republicbanksr.com
Republic Bank Limited Commercial Bank	https://www.republictt.com
Republic Insurance Company (Cayman) Limited Insurance Company	https://www.republictt.com/about/subsidiaries
Atlantic Financial Limited International Business Company	https://www.republictt.com/about/subsidiaries
Republic Wealth Management Limited Investment Advisory Company	https://www.republictt.com/
Republic Caribbean Investments Limited Investment Company	https://www.republictt.com/about/subsidiaries
Republic Suriname Holdings Limited Investment Company	https://www.republicbanksr.com/
Republic Investments Limited Investment Management Company	https://www.republictt.com/about/subsidiaries
Republic Finance and Merchant Bank Limited Merchant Bank	https://www.republictt.com/about/subsidiaries
Republic Bank (Cayman) Limited Offshore Bank	https://www.republictt.com/about/republic-bank- cayman-limited
Republic Bank Trinidad and Tobago (Barbados) Limited Offshore Bank	https://www.republicbarbados.com/
Republic Securities Limited Securities Brokerage Company	https://www.republictt.com/about/republic- securities-limited