



THE COMPANIES ACT OF BARBADOS
(Sections 33 and 203)

ARTICLES OF AMENDMENT

1. Name of Company
FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED
2. Company Number
8521
3. The articles of the above named company are amended as follows:
 1. (A) Pursuant to section 197(1)(f) of the Companies Act Cap. 308 of the laws of Barbados, Item 2 of the Articles of Incorporation of the Company (as amended) be further amended to convert and change all of the issued and outstanding Common Shares of the Company into a different number of issued Common Shares (without the issue of any fractional shares), and with the rights, privileges, restrictions and conditions as set forth in the Schedule I annexed hereto; and
 - (B) pursuant to section 197(1)(f) of the Companies Act Cap. 308 of the laws of Barbados, Item 2 of the Articles of Incorporation of the Company (as amended) be further amended to convert the whole of the existing class of shares (whether issued or unissued), designated Non-Voting Class A Shares, into the class of shares designated Common Shares of the Company, to cancel the existing class of Non-Voting Class A Shares, and to remove the right of the Company to be authorised to issue Non-Voting Class A Shares; and
 - (C) pursuant to section 197(1)(e) of the Companies Act Cap. 308 of the laws of Barbados, Item 2 of the Articles of Incorporation of the Company (as amended) be further amended to amend the rights, privileges, restrictions and conditions attaching to the Common Shares and the Preference Shares consequent upon the conversion of all of the Non-Voting Class A Shares (whether issued or unissued) into Common Shares and the removal of the Company to be authorised to issue Non-Voting Class A Shares.

The existing provisions of Item 2 of the Articles of Incorporation of the Company (as amended) are deleted in their entirety and the Schedule I, which is annexed hereto and incorporated herein, is substituted therefor.
2. Pursuant to section 197(1)(m) of the Companies Act Cap. 308 of the laws of Barbados, Item 6 of the Articles of Incorporation of the Company (as amended) be further amended to add specific restrictions in respect of the ownership of securities in contravention of applicable laws in the terms of the annexed Schedule II, which is incorporated herein.

3. The certified copy of the special resolution of the Company is annexed hereto as Schedule III and incorporated herein.

Date:	Signature:	Title:
Date:	Signature:	Title:
Date:	Signature:	Title:

For Ministry use only

Company Number: Filed: