

## MANAGEMENT PROXY CIRCULAR

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Barbados

The Companies Act, Chapter 308 Section 140

### 1. Name of Company

FirstCaribbean International Bank Limited  
Company No. 8521

### 2. Particulars of Meeting

Twenty-fifth annual meeting of the shareholders of the Company to be held at the Ball Room 3, Hilton Barbados Resort, St. Michael, Barbados on Friday, March 15, 2019 at 10:00 a.m.

### 3. Record Date and Voting of Shares

The directors of the Company have fixed February 8, 2019 as the record date for the purpose of determining the shareholders entitled to receive notice of the meeting. Only the shareholders of common shares of the Company of record at the close of business on February 8, 2019 will be entitled to receive notice of the meeting.

Only the shareholders of common shares of the Company will be entitled to vote at the meeting. Each shareholder is entitled to one vote for each common share held.

### 4. Solicitation

It is intended to vote the proxy hereby issued by the management of the Company (unless the shareholder directs otherwise) in favour of all resolutions specified on the proxy form sent to the shareholders with this circular and in the absence of a specific direction, in the discretion of the proxy holder in respect of any other resolution.

### 5. Any Director's Statement Submitted Pursuant to Section 71 (2):

No statement has been received from any director of the Company pursuant to Section 71(2) of the Companies Act, Chapter 308.

### 6. Any Auditor's Statement Submitted to Pursuant to Section 163 (1):

No statement has been received from the auditors of the Company pursuant to Section 163 (1) of the Companies Act, Chapter 308.

### 7. Any Shareholders' Proposal Submitted Pursuant to Section 112:

No proposal has been received from any shareholder pursuant to Section 112 of the Companies Act, Chapter 308.

### 8. Governance

The practices and procedures of the Company's management and the Board foster compliance with the Corporate Governance Recommendations for Listed Companies on the Barbados Stock Exchange Inc. (the "Recommendations"). There are no significant differences between the Company's governance practices and the Recommendations.

### 9. Issued Shares

The Bank is entitled to issue an unlimited number of common shares with no par value. The Bank has 1,577,094,570 common shares issued and outstanding as at the end of the year.

Date

February 1, 2019



Brian Clarke QC  
General Counsel & Group Corporate Secretary  
FirstCaribbean International Bank Limited

## PROXY FORM

I/We the undersigned shareholder/shareholders of FirstCaribbean International Bank Limited hereby appoint Ms. Colette Delaney or failing her Mr. David Ritch or \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf as indicated below on the resolutions to be proposed at the annual meeting of the shareholders of the Company to be held on Friday, March 15, 2019.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Name of shareholder(s) of the Company \_\_\_\_\_

Signature \_\_\_\_\_

Name(s) of signatory(ies) in block capitals \_\_\_\_\_

Please indicate with an "X" in the spaces below how you wish your proxy to vote on the resolutions referred to. If no indication is given the proxy will exercise his or her discretion as to how he or she votes or whether he or she abstains from voting.

	FOR	AGAINST
<b>Resolution 1</b> To receive audited accounts for the year ended October 31, 2018 and the report of the directors and auditors thereon.		
<b>Resolution 2</b> To elect Messrs. Robert Frentzel, Mark St. Hill and Craig Gomez to serve as directors until the next annual meeting of the Company.		
<b>Resolution 3</b> To re-elect the following persons to serve as directors until the next annual meeting of the Company: (i) Mr. Blair Cowan (ii) Mr. Christopher de Caires (iii) Ms. Colette Delaney (iv) Ms. Lynne Kilpatrick (v) Mr. Brian McDonough (vi) Mrs. Paula Rajkumarsingh (vii) Mr. David Ritch		
<b>Resolution 4</b> To appoint the auditors and to authorise the directors to fix their remuneration.		
<b>Resolution 5</b> To approve amendments to the By-Law of the Company.		

### Notes:

1. If it is desired to appoint a proxy other than the named directors, the necessary deletions must be made and initialled and the name of the proxy holder must be inserted in the space provided and initialled.
2. In the case of joint holders, the signature of any holder is sufficient, but the name of all joint holders should be stated.
3. If the appointer is a corporation, this form must be under its common seal or under the name of an officer of the corporation duly authorised on this behalf.
4. To be valid, this form must be completed and deposited with the Registrar and Transfer Agent, Barbados Central Securities Depository Inc. 8th Avenue Belleville, St. Michael, Barbados at least 48 hours before the time appointed for holding the meeting or adjourned meeting.