

We are providing these proxy materials in connection with the solicitation by the board of directors of FirstCaribbean International Bank (Bahamas) Limited, of proxies to be voted at the Company's 2019 annual general meeting ("the Meeting") and at any Meeting following adjournment thereof.

Shareholders are advised that no shareholder proposal has been filed and no action is proposed by the board of directors which would create the possibility of a "dissenting shareholder" under Section 168 of The Companies Act, 1992. The board of directors is also not aware of any solicitation of proxies by a person or group adverse to present management of this Company.

You are cordially invited to attend the Meeting on Tuesday, March 26, 2019 beginning at 6:00 p.m. Shareholders will be admitted beginning at 5:30 p.m. The Meeting will be held at the Melia Nassau Beach Hotel, Arawak Room, West Bay Street, Nassau, Bahamas.

This financial year of FirstCaribbean International Bank (Bahamas) Limited began on November 1, 2017 and ended October 31, 2018. References in this proxy statement to the year 2018 or financial 2018 refer to the period as mentioned above.

We are mailing this proxy statement and accompanying forms of proxy and voting instructions on Thursday, February 28, 2019 to holders of the Company's ordinary shares as at the close of business on Monday February 18, 2019, the record date for the Meeting.

Proxies and voting Procedures

The board of directors and the management of the Company do not contemplate the solicitation of proxies otherwise than by mail.

A shareholder has the right to appoint a person or company (who need not be a shareholder), other than the persons designated by the directors as proxy holders in the accompanying form of proxy, to represent the shareholder at the Meeting by striking out the names of the persons so designated and inserting the name of the chosen proxy holder in the blank space provided for that purpose in the form of proxy, or by completing and signing another proper form of proxy. A proxy must be in writing and must be executed by the shareholder or by an attorney authorized in writing and deposited at the office of CIBC Trust Company (Bahamas) Limited, Registrar and Transfer Agent, Goodman's Bay Corporate Centre, West Bay Street, P.O. Box N-3933, Nassau, Bahamas no later than 48 hours before the time for holding the Meeting. A shareholder who executes and returns the accompanying form of proxy may revoke it by an instrument in writing executed by such shareholder or attorney authorized in writing and deposited at the office of CIBC Trust Company (Bahamas) Limited, Registrar and Transfer Agent at Goodman's Bay Corporate Centre, West Bay Street, P. O. Box N-3933, Nassau, Bahamas at any time up to and including the last business day preceding the day of the Meeting, or with the Chair of the Meeting on the day of the Meeting prior to the commencement thereof, or in any other manner permitted by law.

All shares entitled to vote and represented by properly completed proxies received prior to the Meeting and not revoked will be voted at the Meeting in accordance with your instructions. If you do not indicate how your shares should be voted on a matter, the shares represented by your properly completed proxy will be voted as the board of directors recommends.

If any other matters are properly presented at the Meeting for consideration, including, among other things, consideration of a motion to adjourn the Meeting to another time or place, the persons named as proxies and acting thereunder will have discretion to vote on those matters according to their best judgment to the same extent as the person delivering

the proxy would be entitled to vote. At the date this proxy statement went to press, we did not anticipate that any other matters would be raised at the Meeting.

Shareholders entitled to Vote

Shareholders at the close of business on the record date are entitled to notice of and to vote at the Meeting.

On February 18, 2019 there were 120,216,204 ordinary shares of par value \$0.10 each outstanding. Each shareholder is entitled to one vote on each matter properly brought before the Meeting.

At close of business on February 18, 2019 FirstCaribbean International Bank Limited beneficially owned or controlled directly or indirectly 114,463,600 shares which represents 95.21% of the Company's issued ordinary shares.

Quorum and Required Votes

The presence, in person or by proxy, of the holders of a majority of the shares entitled to vote generally for the election of directors is necessary to constitute a quorum at the Meeting. For purposes of determining a quorum, abstentions are counted as present and are entitled to vote. Pursuant to the articles of association, three persons, each being a member entitled to attend and vote at the Meeting, or a proxy for such a member, or the duly authorized representative of a corporate member so entitled, shall be a quorum.

Election of Directors

The articles of association currently provide that the board of directors of the Company shall consist of a minimum of five (5) directors and a maximum of twelve (12) directors, with the actual number of directors to be determined from time to time by the board of directors.

Directors can be either elected annually by the shareholders at the annual general meeting or, subject to the articles of association of the Company and applicable law, appointed by the board of directors between annual general meetings. Each director shall hold office until the close of the next annual general meeting of the Company or until he or she ceases to be a director by operation of law or articles of association of the Company or until his or her resignation becomes effective. The board of directors held ten (10) Meetings in 2018.

The persons designated as proxy holders in the accompanying form of proxy will vote ordinary shares represented by such form of proxy, properly executed, for the election and re-election of the nominees whose names are set forth herein, unless specifically directed to withhold a vote.

All the nominees with the exception of Daniel Wright and Craig Gomez were previously elected by the shareholders of the Company as directors of the Company. Daniel Wright was appointed as a director by the board of directors and was approved by the Central Bank of the Commonwealth of The Bahamas as a director on December 5, 2018. Craig Gomez was appointed as a director by the board of directors subject to regulatory approval.

If any nominee is for any reason unavailable to serve (which management has no reason to believe to be the case), the persons designated as proxy holders in the accompanying form of proxy shall have the right to exercise their discretion by voting for another qualified nominee.

The following table sets out the names of all persons proposed to be nominated for election and re-election as directors, along with other relevant information.

INFORMATION CIRCULAR

Name	Principal Occupation	Director Since	Number of Shares Beneficially Owned or Controlled Directly or Indirectly
Colette Delaney	Chief Executive Officer	2017	Nil
Marie Rodland-Allen	Managing Director	2011	Nil
Daniel Wright	Managing Director, Wealth Management	2018	Nil
Willie Moss	Attorney-at-law	1998	Nil
Felix Stubbs	Business Executive	2014	Nil
Craig Gomez (<i>subject to regulatory approval</i>)	Accountant	2019	Nil

Compensation of Directors

Each director who is not an employee of the Company is paid an annual fee of thirty-five thousand dollars (\$35,000.00) for his or her services. Directors are also entitled to reimbursement for reasonable travel and living expenses incurred by them in attending any board of directors or committee Meetings.

No special remuneration was paid to any director during financial year 2018.

Senior Management Compensation

The senior management of the Company received aggregate compensation amounting to \$2,597,963.28 in the financial year 2018.

Indebtedness of Management

There is a total indebtedness of approximately \$5,407,512.74 due to the Company from members of the senior management and directors. This represents loans and mortgages.

Management's Interest in Transactions

No director, executive officer, or senior officer of the Company, or proposed nominee for election or re-election as a director of the Company, has held or currently holds a material interest in any transaction entered into by the Company or its subsidiaries.

Share Option Plan

There is no share option plan.

Shareholder Feedback and Communication

The Company communicates with its shareholders through press releases and annual reports. At the Company's annual general meetings, a full opportunity is afforded to permit shareholders to ask questions concerning the Company's activities. Investor and shareholder concerns are addressed on an on-going basis through the office of the Corporate Secretary.

Appointment of Auditors

At the Meeting, the shareholders will be called upon to appoint auditors of the Company at a remuneration to be fixed by the board of directors and to serve until the close of the next annual general meeting of the Company. To be effective, the resolution appointing auditors of the Company must be approved by the majority of the votes cast by the holders of ordinary shares present in person, or represented by proxy, at the Meeting.

INFORMATION CIRCULAR

Arrangements will be made for one or more representatives of the proposed auditors to attend the Meeting.

Other Business

The management of the Company knows of no matters to come before the Meeting other than the matters referred to in the notice of Meeting. However, if any other matters which are not known to the management of the Company should properly come before the Meeting, forms of proxy given pursuant to this solicitation by the management of the Company will be voted on such matters in accordance with the best judgment of the person voting the proxy.

Directors' Approval and Certificate

The contents and the sending of this information circular and proxy form have been approved by the board of directors of the Company. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

Dated at Nassau, Bahamas this February 28, 2019.



COLETTE DELANEY
Chair



SHERRYLYN BASTIAN
Corporate Secretary