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**FIRSTCARIBBEAN INTERNATIONAL BANK (BAHAMAS) LIMITED**

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**MINUTES OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING  
OF  
FIRSTCARIBBEAN INTERNATIONAL BANK (BAHAMAS) LIMITED  
HELD VIRTUALLY FROM THE BAHAMAS  
ON  
TUESDAY, MARCH 22, 2022 AT 6:00 P.M.**

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PRESENT: Colette Delaney	Chair, Chief Executive Officer and Proxy-holder for FirstCaribbean International Bank Limited
Dr. Jacqueline Bend	Director
Daniel Wright	Director
Willie Moss	Director
Felix Stubbs	Director
Craig Gomez	Director
Sherrylyn Bastian	Legal Counsel & Corporate Secretary

**Call to Order, Welcome and Introduction**

1. The twenty-seventh annual general meeting of FirstCaribbean International Bank (Bahamas) Limited (the “Company”) was called to order by the Chair, Ms. Colette Delaney at 6:00p.m.
2. The Chair extended a warm welcome to everyone attending the second virtual meeting of the Company and thanked those shareholders who had submitted proxies.
3. The Chair noted that she was pleased to host the meeting through the virtual meeting platform which allowed shareholders to attend, vote and submit questions from their homes, offices or as the case may be and insulated from the risks of the pandemic.
4. The Chair said that Mrs. Sherrylyn Bastian, Corporate Secretary would act as secretary for the meeting and that Mr. Daniel Wright would assist with the management of the meeting. She said that Mrs. Bastian had advised that the requirement for a quorum had been met as required by the articles of association of the Company. The Chair then declared the meeting properly constituted.

5. The Chair noted the other members of the Board and members of the senior management team who were attending the meeting via the virtual platform.
6. The Chair informed the meeting that only registered shareholders as of February 17, 2022 or properly appointed proxies could ask questions and vote. Further, she would explain how to vote and pose questions after the Managing Director, Dr. Jacqueline Bend's presentation.

### **Notice of the Meeting**

7. The Chair noted that the business of the meeting was set out in the notice of the meeting dated February 25, 2022. The notice was taken as read.

### **Managing Director's Review**

8. The Chair invited Dr. Jacqueline Bend to present her annual review. The Chair informed the shareholders that they would have an opportunity after Dr. Bend's presentation to submit questions arising from the same, but were welcome to submit questions during the presentation. Dr. Bend addressed the meeting.

### **Question Period**

9. The Chair opened the floor for questions. No questions were submitted for the Managing Director's review.
10. The Chair advised that as allowed by article 12.7 of the articles of association, as Chair she demanded that the votes at the meeting be taken by poll.
11. The Chair advised that this simply meant that every shareholder entitled to vote had one vote for each share held.
12. The Chair invited shareholders to vote and stated that shareholders could vote on all resolutions at the same time during the voting period.
13. The Chair provided instructions on how to vote noting that the results of the poll on each resolution would be provided before the end of the meeting. She declared the voting open on all resolutions.

### **Amended & Restated Articles of Association**

14. The Chair noted that agenda item 1, which is "to consider and if deemed advisable, to amend the Third Amended and Restated Articles of Association of the Company".

- 15. The Chair informed the meeting that the directors had amended the articles of association to delete Article 18.9. The amendment was published with the notice of this meeting on the Company’s website and was taken as read.
  
- 16. The Chair therefore proposed the following motion:
  - (i) **BE IT RESOLVED** that the Third Amended and Restated Articles of Association be amended by deleting the below Article:  
  
18.9 No director of the Company shall be eligible for reappointment at the next annual general meeting after he attains the age of seventy years.
  
  - (ii) **BE IT RESOLVED** that the Company adopts the Amended and Restated Articles of Association, as amended, as the Fourth Amended and Restated Articles of Association and signed for the purpose of identification by the Secretary of the Company and that the same be adopted as the Articles of Association of the Company.
  
- 17. The Chair advised that shareholders and proxyholders now had an opportunity to submit questions in relation to this agenda item.

**Question Period**

- 18. The Chair opened the floor for questions. No questions were submitted for this item.

**Auditors’ Report**

- 19. The Chair noted that agenda item 2 was “to receive the audited accounts for the year November 1, 2020 to October 31, 2021, and the reports of the directors and auditors thereon”.
  
- 20. The audited accounts and the reports of the directors and auditors were taken as read.
  
- 21. The Chair therefore proposed the following motion:  
  
**BE IT RESOLVED** that the consolidated financial statements and balance sheet for the year ended October 31, 2021, the auditors’ report with respect to these consolidated financial statements, and the directors’ report for the year, be and are hereby adopted as presented.

**Question Period**

- 22. The Chair opened the floor for questions. No questions were submitted for this item.

### Election of Dr. Jacqueline Bend

23. The Chair noted that agenda item 3 was “the election of Dr. Jacqueline Bend”.
24. The Chair therefore proposed the following motion:  
**BE IT RESOLVED** that Dr. Jacqueline Bend is hereby elected to serve as a director until the next annual general meeting.

### Question Period

25. The Chair opened the floor for questions. No questions were submitted for this item.

### Re-election of Directors

26. The Chair noted that agenda item 4 was “the re-election of directors”.
27. The Chair therefore proposed the following motion:  
**BE IT RESOLVED** that the following individuals are hereby re-elected to serve as directors until the next annual general meeting of the Company:

- 1) Ms. Colette Delaney
- 2) Mr. Daniel Wright
- 3) Mrs. Willie Moss
- 4) Mr. Felix Stubbs
- 5) Mr. Craig Gomez

### Question Period

28. The Chair opened the floor for questions. No questions were submitted for this item.

### Appointment of the Auditors and Authorisation for directors to fix their remuneration

29. The Chair indicated that agenda item 5 was “to appoint the auditors and to authorize the directors to fix their remuneration”. She advised that external auditors Ernst & Young would retire from office at this meeting, and being eligible, offered themselves for re-election.
30. The Chair therefore proposed the following motion:

**BE IT RESOLVED** that Ernst & Young Ltd. is hereby appointed as auditors of the Company to serve in that capacity until the next annual general meeting and and that the directors be and are hereby authorized to fix their remuneration.

**Question Period**

31. The Chair opened the floor for questions. No questions were submitted for this item.

**Any Other Business**

32. The Chair indicated that voting had closed and that Mr. Wright would announce the result of the poll after the question and answer session.

33. The Chair opened the floor for questions. No questions were submitted for this item.

34. The Chair indicated that the results of the poll were available and asked Mr. Wright to announce the results.

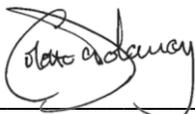
35. Mr. Wright announced that the results of the poll were as follows:

i. **Resolution No.1** was passed with 100% of the votes in favour of adopting the Fourth Amended and Restated Articles of Association of the Company; ii. Resolution No. 2 was passed with 100% of the votes in favor of adopting the consolidated financial statements and balance sheet for the year ended October 31, 2021; iii. **Resolution No.3** was passed with 100% of the votes in favour of electing

Dr. Jacqueline Bend as a director; iv. **Resolution No. 4** was passed with 100% of the votes in favor of re-electing the individuals recommended to serve on the board until the next annual general meeting;

v. **Resolution No. 5** was passed with 100% of the votes in favour of appointing the external auditors Ernst & Young to serve until the next annual general meeting.

36. There being no further business the meeting ended at 6:30 p.m.



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Colette Delaney  
Chair



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Sherrylyn Bastian  
Corporate Secretary