

Schedule 2

ISSUER REGISTRATION STATEMENT
Sections 97(2), 97(3) and 97(4) of the Securities Act, 2001

FORM RS - 2

Select One: Annual Registration Issue of Securities

National Bank of Dominica Ltd

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation:

25 November 2003

Street and postal address of registered office:

64 Hillsborough Street, Roseau, Dominica

P.O.Box 271, Roseau, Dominica

Company telephone number: (767) 255-2300

Fax number: (767) 448-3982

Email address: customersupport@nbd.dm

Financial year-end: June 30 2018
(month) (day) (year)

Contact person(s): Ellingworth Edwards
Macina bethel

Telephone number (if different from above): (767) 255-2319

Fax number: (767) 448-3982

Email address: eedwards@nbd.dm/mbethel@nbd.dm

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

Yes

No

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

Yes

No

1. Description of the Industry in which the Company Operates

Banking

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

Exchange(s)	Securities Type	No. of Shares	Valuation
N/A			

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

N/A

4. Territories in which Securities are Being Offered

Territory	Effective Date
N/A	

5. Description of Share Capital

a) Authorised

TYPE/CLASS	No. OF SHARES
Ordinary	24,000,00

b) Issued

TYPE/CLASS	No. OF SHARES
ordinary	24,000,000

c) Outstanding

TYPE/CLASS	No. OF SHARES
N/A	

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.

SECURITIES NOW HELD:

Name: Address:	Class of Shares:	No. of Shares:	% of Total
Government of the Commonwealth of Dominica	Ordinary	11,732,808	48.8%
Dominica Social Security	Ordinary	1,479,528	6.16%

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

UPON CONVERSION:

Name: Address:	Class of Shares:	Conversion Rate:	No. of Shares upon Conversion	% of Total*
N/A				

* Current holding of shares if conversion option were exercised.

9. Name and Address of Parent

Name:	Address:	Country of Incorporation:	Countries of Registration (where applicable)	Name of the Exchange(s) on which the company's securities are listed:

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:
National Investment Corporation Ltd	64 Hillsborough Street	100%	n/a

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

Name:	Address:	Name of the Exchange(s) on which the company's securities are listed:
n/a		

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Anthony C. John Position: Chairman

Mailing Address: P.O. Box 2235
Roseau
Dominica

Telephone No.: 1 767 616 0100

List jobs held during past five years (include names of employers and dates of employment).

Manager - Printing Services, Ross University School of Medicine, November 2010 - February 2018

Give brief description of **current** responsibilities

Overall responsibility for the management of student and colleague printing platforms across the RUSM campus

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

BSc - Computing & Management
Lehman College - City University of New York
1990 - 1994

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Genevieve Astaphan Position: Director

Mailing Address: P.O.Box 75
Roseau
Dominica

Telephone No.: 767-275-4223/6167221

List jobs held during past five years (include names of employers and dates of employment).

May 2000- present Managing Director of J. Astaphan & Co Ltd

Give brief description of current responsibilities

Director responsible of finance, inventory management and human resource

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

1981: Bachelor of Arts University of Western Ontario
1992: Certified General Accountant
2012 November: Accredited Director, ICSA

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS
DIRECTORS OF THE COMPANY

Name: Rudaille Thomas Position: Director

Mailing Address: 1240 Bay Street
Portsmouth
Dominica

Telephone No.: 767-235-5184

List jobs held during past five years (include names of employers and dates of employment).

Account Executive for Rudolph F. Thomas & Family Ltd

Give brief description of current responsibilities

Responsibilities include: Sales, Purchases, Inventory Control, Accounts Receivables.

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

A Level in Economics and Accounting, Clifton Dupigny Community College, Dominica 1996
Bachelor in Business Administration Accounting/Management, Inter American University, Puerto Rico 2001
Accredited Director, Institute of Chartered Secretaries and Administrators, 2015
Certificate in Corporate Governance, Caribbean Governance Training Institute 2015

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS
DIRECTORS OF THE COMPANY

Name: _____ Position: Director
Hazel Johnson

Mailing Address: P.O. BOX 1891
Roseau
Dominica

Telephone No.: 767-4482530/ 767-448-8571

List jobs held during past five years (include names of employers and dates of employment).

Attorney-at-Law: de Freitas, de Freitas & Johnson; 2002 to present

Give brief description of current responsibilities

Manage Law Chambers
Provide legal representation and advice in both contentious and non-contentious matters

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

LLB (Hons), UWI Cave Hill 1996
Legal Education Certificate; Hugh Wooding Law School 1998
Accredited Director, Institute of Chartered Secretaries and Administrators, 2016

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS
DIRECTORS OF THE COMPANY

Name: Gibbs Stephenson Position: Director

Mailing Address: P.O. Box 1744, Roseau, Commonwealth of Dominica

Telephone No.: 1-767-317-7776

List jobs held during past five years (include names of employers and dates of employment):

2009 - present: Finance & Administration Manager- PDV Caribe Dominica Ltd.

Give brief description of current responsibilities

- Management of Finance & Administration Department
- Preparation of financial statements and related financial information, including business plan together with related financial analysis.

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

2008: ACCA
2012: Accredited Director ICOSA

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Phillip R. White Position: Director

Mailing Address: 19 Rose Street
Goodwill
Dominica

Telephone No.: 767-4483024/ 767-2659016

List jobs held during past five years (include names of employers and dates of employment).

1. Dominica Football Association Inc. August 2008- July 2015- Treasurer/Accountant
2. Lericon Printers Ltd. October 2006- February 2012- Accountant
3. Dominica Olympic Committee Inc. March 2013 - Treasurer
4. Federation de Football Internationale (F.I.F.A)-December 2011- March 2016 - Committee Member,

Give brief description of **current** responsibilities

Responsible for all financial transaction to include the preparation of annual budgets representing the activities to be undertaken by the National Association affiliated to the Dominica Olympic Committee (DOC) Inc. These budgets are to be submitted to the International Olympic Committee within a certain time frame to receive funding.

Coordinating the activities between the DOC and its affiliates to ensure that reporting standards are maintained and accountability guidelines are strictly adheres to.

Liaising with foreign athletes to ensure that their needs are meet in terms of financial support and their evaluation reports are returned according to the prescribed regulations.

Preparation of financial reports for audit purposes and reporting at the Annual Conference of affiliates.

Preparation of financial statements for individuals owning small business ventures required for taxation purposes.

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

St.Mary's Academy – 1967 -1973
Sixth Form College - 1973 – 1975 – (Economics, Mathematics, History)
Certification MInstCM - Member of the Institute of Commercial Management -UK.

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Lorna Shillingford Charles Position: Director

Mailing Address: P.O. Box 2236
Roseau
Dominica

Telephone No.: 767-616-9626

List jobs held during past five years (include names of employers and dates of employment).

Digital Dominica 2008 to present

Give brief description of current responsibilities

Finance Manager

- Management of the Finance team including resource planning, delegation of duties, performance management, progress feedback and staff reviews.
- Co-ordinating the production of accurate and timely monthly management accounts in accordance with GAAP, Group standards and deadlines.
- Assist in the presentation of monthly board material, including ARPU and Revenue Analysis, Expense analysis and comparison of performance against budget
- Ensure the development and ongoing existence of strong internal controls, and compliance with accounting policies and procedures.
- Oversee the spending of the departments ensuring that it is aligned to budget. This includes approval of purchase orders, review of OPEX tracker and advising managers on management of same.
- Preparation of ad-hoc Management and Shareholder reports.
- Managing the annual audit.

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

BSc Degree University of South Carolina 1994
ACCA 2008 (Affiliate)
Accredited Director

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS
DIRECTORS OF THE COMPANY

Name: Parry R. Bellot Position: Director

Age: 69
Mailing Address: P.O. Box 244, Roseau, Dominica
1 Conrad Street, Wallhouse

Telephone No.:

List jobs held during past five years (include names of employers and dates of employment).

1977- current: Proprietor- Parbel Enterprises Inc

Give brief description of **current** responsibilities

Commercial Printery
Publishers of Magazines and Newsletters
Public Relations and Project Consultancy

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

1971: *British Columbia Institute of Technology, Canada*

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Ellingworth Edwards Position: Managing Director

Mailing Address: Roseau
Roseau
Dominica

Telephone No.: 767-255-2620

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

Managing Director - National Bank of Dominica Ltd - July 2014 to present.

- a) Formulate strategic objectives and initiatives,
- b) Oversee implementation and execution of strategic plans
- c) Oversee operations of the institution
- d) Provide leadership to management team and general staff body.
- e) Lead negotiator on critical matters.

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

MBA (Finance) - University of North Texas, USA - 2005
Post-Graduate Diploma - Mediterranean Institute of Management, Cyprus - 1993
MSc (Accounting) - North Texas State University, USA - 1988

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:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Linda Toussaint Peter Position: Chief Financial Officer

Mailing Address: Fond Baron, Loubiere
Fond Baron, Loubiere
Dominica

Telephone No.: 1 767 44 82117 / 275 1781

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

Chief Financial Officer - March 2016 - Present
Executive Manager Credit & Business Development - September 2014 - March 2016
Executive Manager Corporate Services - October 2012 - September 2014
Executive Manage Finance & Control - September 2010 - September 2012
Current Responsibilities
To provide strong support to the Managing Director and Board in the effective and efficient management of the Finance and Accounting funds of the NBD Group ensuring the provision of sound financial advice, effective policy formulation, accurate and comprehensive financial accounts and management reports in accordance with IFRS. Oversee all finance, accounting, forecasting, budgeting and treasury functions of the NBD Group and the profitability and efficient cash management in accordance with standards and regulatory guidelines.

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

FCCA
ACCA
BSC Accounting - University of the West Indies St Augustine

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:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Joel Denis Position: Executive Manager Credit & Business Development

Mailing Address: Castle Comfort, P.O Box 513, Roseau
Castle Comfort, P.O Box 513, Roseau
Commonwealth of Dominica

Telephone No.: (767) 255 -2614

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

Executive Manager Credit & Business Development (Ag) National Bank of Dominica Ltd March 15, 2016 to present
Head of Credit Department – Strategic and operational oversight, Credit Review and approval, Risk Management, Recoveries and Collections, Human Resource Management.
Manager Credit & Business Development National Bank of Dominica Ltd October 2014 to March 2016
Head of sales and relationship management unit, Manage team responsible for growing and management loans portfolio, Broad oversight of relationship management, Human Resource management.
Acting General Manager Caribbean Union Bank Ltd January 2015 to April 2015
Strategic and operation oversight of all departments, Specific responsibility for Credit Department, Prepare Board reports and provide advice on operation and strategic issues.
Manager Private & Corporate Banking National Bank of Dominica Ltd July 2010 to September 2014
Head of Private & Corporate Banking Unit (High Net Worth loan and deposit customers), Portfolio growth, Relationship Management, Operational Oversight.

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

Post Graduate Diploma in International Management University of London (2010)
Qualified Financial Advisor Kaplan Financial (2009)
BSc. Management Studies University of the West Indies (2008)

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:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Carol A Lawrence Position: Executive Manager, Risk and Compliance

Mailing Address: Goodwill
Goodwill
Dominica

Telephone No.: 767 448 5694

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

June 2015 to present (October 2016)- Executive Manager, Risk and Compliance:
Safeguard the Bank, and assist in achieving desired strategies through:
Identifying and assessing risks in credit portfolio, including watch-listed and non-performing accounts, recommending provisioning amounts and changes to related processes. Monitors credit exposures against regulations and risk appetite.
Identifying and assessing operational risks
Managing the Business Continuity Function, ensuring mitigation measures are in place for possible periods of disruption
Monitoring Compliance with regulations, standards and policies, alerting management of updates to legislation.
Identifying, assessing and monitoring Anti-Money Laundering risks making recommendations for mitigating measures
Identifying and assessing risks related to bank's capital adequacy requirements
Participating in the Bank's Asset Liability Management Process as a member of the ALCO committee
Reviewing investment related information
Review of / drafting risk related policies

April 2011 to May 2015- Compliance Officer, National Bank of Dominica

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

Certified Anti-Money Laundering Specialist (CAMS) June 2014
Bachelor of Business Administration , Finance (Hons)

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:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Lilian Polydore Position: Executive Manager - HR&CS

Mailing Address: 15 Street, Canefield
15 Street, Canefield
Commonwealth of Dominica

Telephone No.: 767 275 1095

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

1. National Bank of Dominica Limited, Executive Manager, Human Resource and Corporate Services - 1 December 2014 - present
Responsible for all HR and related functions and facilities management with related functions including physical security administration
2. National Bank of Dominica Limited, Executive Manager, Human Resource and Organisational Development - 1 December 2011 - 30 November 2014
Responsible for all HR and related functions including performance management and improvement, recruitment, payroll administration, employer/labour relations, change programmes.

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

1. MBA - University of Leicester: 2012
2. BSc Management (First Class Hons) - UWI, Cave Hill: 1999
3. Certificate - Strategic Human Resource Management - UWI, Institute of Business (IOB)
4. Certificate - Human Resource Information Systems - Implementation and Management - UWI, IOB
5. Certificate - Project Management
- 6: Certified Air Traffic Controller (Distinction), Barbados School of Air Traffic Services

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:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Nellisa Cindy Anselm Position: Executive Manager - Banking Services

Mailing Address: P.O. Box 2072, Roseau, Dominica
P.O. Box 2072, Roseau, Dominica

Telephone No.: 767-275-0964

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

2015 - Current:	Executive Manager - Banking Services (National Bank of Dominica)
Summary of Responsibilities: Management of the Customer Service, Branch Network and Back Office Operations functions of the Bank, through the development, implementation and monitoring/review of strategic initiatives to achieve profitability/growth objectives.	
2014 - 2015:	Manager - Credit Underwriting and Monitoring (NBD)
2013 - 2014:	Manager - Portsmouth Area (NBD)
2010 - 2013:	Credit Risk Officer (NBD)

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

2010 - 2014: MSc International Business	University of London
2003 - 2008: BSc Accounting & Finance	University of London
2001 - 2003: Diploma in Banking & Financial Services	University of West Indies
1998 - 2000: Cambridge A-Levels (Major - Accounting)	C: Dupigny Community College
1993 - 1998: CXC O-Levels (Major - Business)	Grand Bay Secondary
Other Professional: Certificates in: Bank Card Operations; Customer Service, Sales & Marketing; Anti Money Laundering; Leadership; Lending; International Trade Finance; Credit; Customer Experience Management; Training; Business Writing; Coaching; Executive Management; Qualified Financial Advisor, Credit Risk Analysis	

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:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Suzanne Joseph-Piper Position: Executive Manager, Marketing & Product Management

Mailing Address: Morne Daniel
Morne Daniel
Dominica

Telephone No.: (767) 255-2300/ 767-275-3375

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

Executive Manager, Marketing and Product Management – National Bank of Dominica Ltd. - 2009 to present.

Responsible for Product Management, Research and Development, Product Marketing, Communications and PR, Brand Management.

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

UNIVERSITY OF MINNESOTA, Carlson School of Management, Twin Cities, Minnesota
Master of Business Administration, Strategy and Marketing, May 2005

FLORIDA ATLANTIC UNIVERSITY (FAU), Boca Raton, Florida
Bachelor of Business Administration, Accounting major, December 1996

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:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Marilyn Edwards Position: Head of Internal Audit

Age: 52

Mailing Address: Apt 1 B Block 2, Riverside AptS. Roseau, Dominica

Telephone No.: 767 235 7585

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

Head of Internal Audit

- Developing and implementing Annual Internal Audit Plan for the Bank
- Providing reports to the Board and Management
- Liaising with the External Auditors and regulatory authority
- Developing and Maintaining Internal Audit Quality Assurance and Improvement Program.
- Monitoring the implementation of correction actions coming from audit findings.
- Managing the overall workflow of the Internal Audit department.

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

Certified Internal Auditor – The Institute of Internal Auditing, September 2011

Master's in Business Administration – University of Leicester, January 2007

Bachelor of Arts - Accounting (Summa Cum Laude), University of the Virgin Islands, St Thomas USVI, May 1995

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:

N/A

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Macina N.P. Bethel Position: Company Secretary

Age: 35

Mailing Address: P.O.Box 443, Roseau, Dominica

Telephone No.: 767-275-2817

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

<p>24 January 218 to present - Company Secretary- National Bank of Dominica Ltd 2010- January 2018- Board Secretary - National Bank of Dominica Ltd 2008- 2010: Assistant to the Corporate and Legal Secretary, National Bank of Dominica Ltd</p> <p>Current Responsibilities</p> <ul style="list-style-type: none">o Attend Meetings for the purpose of recording accurate Minutes.o Prepares written material for the purpose of conveying information to Executives or Senior Management.o In consultation with the Chairman prepares Agendas for the Board and Sub-Committee Meetings and ensure that Agendas and supporting documentations are circulated to the Directors in advance of such Meetings.o Prepare and make arrangements for Directors to attend Meetings of affiliated Boards, conferences, training and annual meetings. Also makes hotel reservations for Board Consultants, Auditorso Coordinates and organizes all matters relating to the Annual General Meeting including preparation of the Agenda, the recording of Minutes, organization of a team, mailing of Annual Reports, stamping of voting ballots, booking hotel or preparation of room where meeting is to be held.o Provide effective administration and maintenance of share records and transfer register in compliance with the requirements of the law as it relates to shares, dividends and transfers and, keeping shareholders informed of the status of their shareholding accounts.o Maintains safe-keeping of company records.

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

<p>2015: Master Degree in International Business (Merit)- University of London 2015: Associate Degree of Science in Paralegal Studies (Distinction)- University of the West Indies Open Campus 2011: Accredited Director (Acc. Dir.)- Institute of Chartered Secretaries and Administrators (ICSA), Canada and Eastern Caribbean Securities Exchange 2010: Bachelor Degree of Science in Management Studies (First Class Honour) University of the West Indies Open Campus 2007: Associate Degree of Arts - Faculty of Education - Dominica State College 2001: Cambridge Advanced Level (A-Level) Clifton Dupigny Community College. 1999: CXC O'Level - Wesley High School</p>
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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:

Use additional sheets if necessary.

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:

Ellingworth Edwards

SIGNED AND CERTIFIED

Signature

Oct 31 2018

Date

Name of Director:

Phillip White

SIGNED AND CERTIFIED

Signature

Oct 31 2018

Date

Name of Corporate Secretary:

Macina Bethel

SIGNED AND CERTIFIED

Signature

Oct 31 2018

Date