

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

Republic Bank (Grenada) Limited

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

Place and date of incorporation: **Grenada - October 12, 1979**

Street and postal address of registered office:

Head Office, Grand Anse, P.O. Box 857, St. George
Grenada

Company telephone number: **(473) 444-2265**

Fax number: **(473) 444-5501**

Email address: **headoffice@republicgrenada.com**

Financial year-end: **September 30 2017**
(month) (day) (year)

Contact person(s): **Keith A. Johnson**
Clifford Bailey

Telephone number (if different from above): () **N/A**

Fax number: ()

Email address: **kjohnson@republicgrenada.com**

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

The financial services industry in Grenada is very competitive, with five commercial banks (regulated by the ECCB), one development bank, several insurance companies and many co-operatives. In recent years, the co-operatives have been increasingly active as they seek to improve their share of business. The National Insurance Board is an active player in the mortgage market. Two money transfer companies are active players in the money transmission market. The regulation of all non bank financial institutions in Grenada by Grenada Authority for the Regulation of Financial Institutions (Garfin), commenced in 2007.

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

Exchange(s)	Securities Type	No. of Shares	Valuation
ECSE	Common Stock	1,627,673	\$45.00

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

None

4. **Territories in which Securities are Being Offered**

Territory	Effective Date

5. **Description of Share Capital**

a) Authorised

TYPE/CLASS	No. OF SHARES
Common Stock	Unlimited number of shares of no par value

b) Issued

TYPE/CLASS	No. OF SHARES
Common Stock	1,627,673

c) Outstanding

TYPE/CLASS	No. OF SHARES

6. EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: _____

Name: See Appendix 1 Age: _____

Mailing Address: _____

Telephone No.: _____

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

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

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 (See Appendix 1).

7. DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: See Appendix 2 Position: _____

Age: _____

Mailing Address: _____

Telephone No.: _____

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

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

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Use additional sheets if necessary (See Appendix 2)

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
Republic Financial Holdings Co., Trinidad	Ordinary Shares	1,229,698	75.55%

- (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*

* 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:
Public Financial Holdings Comp	9-17 Park Street, Trinidad	Trinidad & Tobago	Trinidad & Tobago	Trinidad & Tobago Stock Exchange

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:
None			

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

Name:	Address:	Name of the Exchange(s) on which the company's securities are listed:
See list attached		

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:

Keith A. Johnson

SIGNED AND CERTIFIED

Signature

January 2018

Date

Name of Director:

Leon Charles

SIGNED AND CERTIFIED

Signature

January 2018

Date

Name of Corporate Secretary:

Kimberly Erriah-Ali

SIGNED AND CERTIFIED

Signature

January 2018

Date

APPENDIX 1
EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Managing Director

Name: Keith A. Johnson Age: 59

Mailing Address: C/O: Republic Bank (Grenada) Ltd.
Head Office, Grand Anse, St. George
Grenada

Telephone No.: 473 444-2265

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

Republic Bank (Grenada) Limited - Managing Director, January 2009.

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

EMBA – University of the West Indies, Cave Hill, Barbados, 2003.

B. Sc. Accountancy - University of Guyana, 1996

AICB – 1987

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:

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: General Manager - Credit

Name: Naomi E. De Allie Age: 52

Mailing Address: C/O: Republic Bank (Grenada) Limited
Republic House, Grand Anse, St. George
Grenada

Telephone No.: 473 444-2265

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

General Manager - Credit, 2012

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

MSc Financial Sector Management – University of London, December 31, 2015

BSc Financial Services Management – University of Manchester, February 2003

ACIB

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:

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: General Manager - Operations

Name: Clifford Bailey Age: 46

Mailing Address: C/O: Republic Bank (Grenada) Limited
Head Office, Grand Anse
St. George

Telephone No.: 473 444-2265

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

General Manager Operations – April, 2015

Manager Head Office – January 2013 – December 2014

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

MSc Information Technology – Aspen University, 2006

BSc Computing and Information Systems – University of London, 2001

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:

APPENDIX 2
DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Ronald F. deC. Harford Position: Director / Chairman
Age: 72
Mailing Address: C/O Republic Bank Limited
9-17 Park Street, Port of Spain
Trinidad

Telephone No.: 868 625 4411

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

Chairman of Republic Financial Holdings Limited and Republic Bank (Grenada) Limited

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

F.C.I.B. - Fellow of the UK Chartered Institute of Bankers

F.I.B.A.F. - Fellow of the Institute of Banking and Finance (Trinidad & Tobago)

F.C.A.B.F.I. - Fellow of the Caribbean Association of Banking and Finance

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Keith A. Johnson Position: Director

Age: 59

Mailing Address: C/O: Republic Bank (Grenada) Ltd.

Head Office, Grand Anse, St. George

Grenada

Telephone No.: 473 444-2265

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

Republic Bank (Grenada) Limited - Managing Director - January 2009.

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

MBA – University of the West Indies, Cave Hill, Barbados, 2003.

B. Sc. Accountancy - University of Guyana, 1996

AICB – 1987

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Leon D. Charles Position: Director

Age: 59

Mailing Address: P.O. Box 10

St. George's

Grenada

Telephone No.: 473 442-4681

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

Consultant – Charles & Associates, Inc. (self-employed).

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

MBA - University of Western Ontario, Canada, 1987

B.Sc. Management - University of the West Indies, Trinidad, 1982 (First Class Honours)

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Isabelle Slinger Position: Director

Age: 51

Mailing Address: Lucas Street

St. George's

Grenada

Telephone No.: 473 435-0186

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

Financial Controller of Camper & Nicholson (Grenada) Limited, 2008.

Managing Director of Comserv Limited, 1999.

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

International Baccalaureate, St. Clare's, Oxford

University of South Carolina, SC, Dean's List

Centre for Management Development, Grenada

School of Accounting and Management, Trinidad, B.S.C. Information Systems and Computers

Quickbooks Pro Advisor Certification Course

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Graham Williams Position: Director

Age: 53

Mailing Address: P.O.Box 575

St. George's

Grenada

Telephone No.: 473 443-5477/5423

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

Managing Director/Chairman, Westerhall Estate Limited

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

B.A. Economics - University of Windsor, 1985

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Karen Yip Chuck Position: Director

Age: 49

Mailing Address: C/O: Republic Bank Limited
9-17 Park Street, Port Of Spain
Trinidad

Telephone No.: 868 625-4411

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

Republic Bank Limited:-
General Manager – Corporate & Investment Banking, February 2016
General Manager – Republic Bank's Trust & Asset Management Division, January 2011

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

MBA – Heriot Watt University, Edinburgh, England
B.Sc. (Hons.) - Economics – University of the West Indies
A.C.I.B. – Associate of the Chartered Institute of Bankers
CIA – Certified Internal Auditor

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Richard Lewis Position: Director

Age: 65

Mailing Address: C/O: Label House Group Limited

24-25 Frederick Settlement Ind. Estate, Caroni

Trinidad

Telephone No.: 868 645-5522

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

General Manager/Director - Label House Group Limited, 1986

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

University of Western Ontario - Richard Ivey School of Business - H.B. Administration, 1974

Newcastle Institute of Technology, 1969

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Leslie-Ann Seon Position: Director

Age: 54

Mailing Address: C/O: Seon & Associates
Lucas Street, St. George's
Grenada

Telephone No.: 473 435-1770

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

Principal of the law firm, Seon & Associates

Chairman of the Grenada Investment and Development Corporation

Ms. Leslie-Ann Seon has been admitted to practice at the Bars of Grenada, Barbados, and the British Virgin Islands and has been practicing for 24 years.

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

University of the West Indies (B.A., Hons, 1988; LL.B., Hons, 1991)

Hugh Wooding Law School (Legal Education Certificate)

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Christopher Husbands Position: Director

Age: 48

Mailing Address: C/O: NAWASA

The Carenage, St. George's

Grenada

Telephone No.: 473 440-2155

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

General Manager, National Water and Sewerage Authority, April 2008

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

M. Sc. Project Management, Florida International University, USA

MBA Finance, University of Toronto, Ontario Canada

B. Sc. (Hons) Civil/Environmental Engineering, UWI St. Augustine, Trinidad

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Parasram Salickram Position: Director

Age: 39

Mailing Address: C/O: Republic Bank Limited
9-17 Park Street, Port of Spain
Trinidad

Telephone No.: 868 625-4411

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

Chief Financial Officer - Republic Financial Holdings Ltd.

Republic Bank Limited:-

General Manager – Planning and Financial Control - January, 2014

Senior Manager – Planning & Financial Control - June, 2013

Republic Bank (Barbados) Limited - Corporate Controller – January 2008

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

Chartered Global Management Accountant (CGMA) - 2012

Chartered Institute of Management Accountants (CIMA) - 2011

Fellow of the Association of Chartered Certified Accountants (ACCA) - 2001

Chartered Financial Analyst (CFA)

Names and Addresses of Affiliates

HFC Bank (Ghana) Limited <i>Commercial Bank</i>	https://www.hfcbank.com.gh/
Republic Bank (Barbados) Limited <i>Commercial Bank</i>	https://republicbarbados.com
Republic Bank (Guyana) <i>Commercial Bank</i>	https://republicguyana.com
Republic Bank (Suriname) N.V. <i>Commercial Bank</i>	https://www.republicbanksr.com
Republic Bank Limited <i>Commercial Bank</i>	https://www.republictt.com
Republic Insurance Company (Cayman) Limited <i>Insurance Company</i>	https://www.republictt.com/about/subsidiaries
Atlantic Financial Limited <i>International Business Company</i>	https://www.republictt.com/about/subsidiaries
Republic Wealth Management Limited <i>Investment Advisory Company</i>	https://www.republictt.com/
Republic Caribbean Investments Limited <i>Investment Company</i>	https://www.republictt.com/about/subsidiaries
Republic Suriname Holdings Limited <i>Investment Company</i>	https://www.republicbanksr.com/
Republic Investments Limited <i>Investment Management Company</i>	https://www.republictt.com/about/subsidiaries
Republic Finance and Merchant Bank Limited <i>Merchant Bank</i>	https://www.republictt.com/about/subsidiaries
Republic Bank (Cayman) Limited <i>Offshore Bank</i>	https://www.republictt.com/about/republic-bank-cayman-limited
Republic Bank Trinidad and Tobago (Barbados) Limited <i>Offshore Bank</i>	https://www.republicbarbados.com/
Republic Securities Limited <i>Securities Brokerage Company</i>	https://www.republictt.com/about/republic-securities-limited