

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

ANTIGUA COMMERCIAL BANK LTD.

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

Place and date of incorporation:

Antigua and Barbuda - October 20, 1955

Street and postal address of registered office:

Thames & St. Mary's Streets, P.O. Box 95

St. John's, Antigua

Company telephone number: (268) 481-4200/1/2/3

Fax number: (268) 481-4229

Email address: acb@acbonline.com

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

Contact person(s): Rhodette F.C. Paige
Legal Counsel/Corporate Secretary

Telephone number (if different from above): (268) 481-4330

Fax number: (268) 481-4336

Email address: rbrowne@acbonline.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

Banking / Financial Services

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

| Exchange(s) | Securities Type | No. of Shares | Valuation |
|----------------|-----------------|---------------|-----------|
| Not Applicable | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

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

Not Applicable

4. Territories in which Securities are Being Offered

| Territory | Effective Date |
|----------------|----------------|
| Not Applicable | |
| | |
| | |
| | |
| | |

5. Description of Share Capital

a) Authorised

| TYPE/CLASS | No. OF SHARES |
|-------------------|--|
| | 150 million(maximum authorized number) |
| | |
| | |
| | |
| | |

b) Issued

| TYPE/CLASS | No. OF SHARES |
|-------------------|----------------------|
| | 10,000,000 |
| | |
| | |
| | |
| | |

c) Outstanding

| TYPE/CLASS | No. OF SHARES |
|-------------------|----------------------|
| | 140,000,000 |
| | |
| | |
| | |
| | |

6. EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Peter N. Ashe

Position: Acting General Manager- Antigua Commercial Bank
July 13, 2018 to September 30, 2018

Age: 54 years _____

Mailing Address: Friars Hill Road, St. John's ,Antigua

Telephone No.: (268) 481-4311/764-4315

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

Manager, ACB Mortgage and Trust Company Limited- June 2006 to present (substantive position)

Provide strong support to the Board of Directors by spearheading the planning and establishing of the goals and targets of the Company to ensure the profitable and effective management, control and/or growth of the assets of the Company; Responsible for the operations of the Company.

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

Bachelor's in Accounting – State University ,

Diploma in International Trust Management (ITM), TEP

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:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Joyanne Byers

Position: Finance & Accounting Executive

Age: 38 years

Mailing Address: Gunthropes, P.O. Box W844, St. Peters, Antigua

Telephone No.: (268) 764-0060

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

Finance & Accounting Executive – Antigua Commercial Bank – 2009 to present

To provide strong support to the General Manager in the provision of accurate and comprehensive financial accounts and management reports, profitable and effective cash management and the overall efficient administration of the Finance, Accounting and Customer Support operation.

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

Antigua Girls' High School – 1992 to 1997

Antigua State College – 1997-1999

BSc in Accounting – University of the West Indies, Cave Hill Campus – 1999 – 2002

Certified Public Accountant – July 2013

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:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Rhodette F.C. Paige Position: Legal Counsel /Corporate Secretary

Age: 37 years

Mailing Address: #2 Belmont Estate ,St. John's ,Antigua

Telephone No.: (268) 481-4330 /764-4330

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

Legal Counsel/ Corporate Secretary at Antigua Commercial Bank– October, 2008 to present

- providing legal and secretarial support to the Board of Directors and Management;
- Manager of the Legal/ Secretariat Department

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

- Bachelor of Laws with First Class Honors- University of the West Indies, Cave Hill Campus, Barbados (1999 to 2002)
- Legal Education Certificate of Merit- Norman Manley Law School, Jamaica (2004 to 2006)
- Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) - 2010

Also a Director of the company [] Yes [X] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Austen S. Gittens Position: Chief Internal Auditor

Age: 48 years

Mailing Address: American Road ,St. John's ,Antigua

Telephone No.: (268) 481-4233/764-4233

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

Chief Internal Auditor at Antigua Commercial Bank- August 2006 to present. Responsibilities are as follows:

- Manage the Internal Audit Department for the ACB Group.
- Evaluate and provide assurance on the adequacy and application of the system of internal controls for the operations within the ACB Group. Ensuring that proper systems, procedures and internal controls are in place and followed.
- Make recommendations and offer advice on how to minimize and manage risk as well as ensuring compliance with systems, policies and relevant regulations with a view to improving the Group's performance.
- Conduct investigations when required.
- Ensuring that relevant training is provided to the Internal Audit staff.

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

November 2011 – The Chartered Institute of Bankers in Scotland

- Certified International Risk Manager (CIRM)

March 2009 – Florida International Bankers Association & Florida International University

- Anti-Money Laundering Certification (AML/CA)

July 2001 – University of Manchester, Great Britain

- Master of Business Administration (MBA), Finance

May 1993 – Barry University, Miami, Florida

- Bachelor of Science (BSc), Finance & Economics (Major)
- Associates Degree (ASc), Computer Science

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:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: M. Arlene R. Edwards Position: Manager- Corporate Banking

Age: 59 years _____

Mailing Address: P.O. Box 3292, St. John's, Antigua

Telephone No.: (268) 481-4160 / 764- 0062

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

Manager –Corporate Banking Antigua Commercial Bank - December 2016 to present - Direct oversight of Corporate Banking as well as management of the three (3) Corporate Banking staff

Manager- Private & Corporate Banking- December, 2010 to 2016- operations- Village Walk Branch

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

| | |
|---------------|--|
| 2012 July | International Finance Corporation Certificate of Participation – Risk Management and Corporate Governance |
| 2010 December | Chartered Institute of Bankers Scotland ▪ Certified Credit Professional (CCP) |
| 2007 June | Caribbean Association of Indigenous Banks ▪ Certificate of Participation – Improving Small & Medium Sized (SMEs) Enterprises |
| 2006 November | Caribbean Integrated Financial Services Limited Certificate of Participation – Outstanding participation in Effective Lending Techniques – Commercial Loans |

| | | |
|------|----------|--|
| 2003 | October | University of The West Indies, Cave Hill, Barbados |
| | | ▪ MBA, General Management |
| 2001 | November | Florida Atlantic University |
| | | ▪ Certificate of Achievement – Debt Collection & Customer service techniques |
| 1999 | October | University of The West Indies, Cave Hill, Barbados |
| | | ▪ Diploma in Management |

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:

Not Applicable _____

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Helen J. Looby

Position: Acting Manger - ACB Mortgage & Trust Company Limited - July 13, 2018 to September 30, 2018

Age: 54 years

Mailing Address: Pares Village ,Antigua

Telephone No.: (268) 764-4312/481-4312

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

Operations & Accounting Officer (ACB Mortgage & Trust Company Limited) May 2011 to present
(substantive position)
- All Operations and Accounting related duties

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

Antigua State College – Diploma 1984
UWI – Executive Diploma in Management Studies 2003

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:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Maria Abraham

Position: Audit Officer

Age: 48 years

Mailing Address: Villa Area, St. John's, Antigua

Telephone No.: (268) 481-4251

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

Audit Officer – Antigua Commercial Bank – January 2010 to present

- Review policies and procedures for compliance with Anti-Money Laundering
- Assists with the management of the department's workflow
- Assists with the accurate and timely preparation of reports to the Board
- Make sound recommendation to reduce risk, improve controls and operations
- Work closely with External Auditors, and Management providing assistance as required
- Supervises 3 staff auditors
- Assist in recommending and conducting training for staff

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

- BA – University of the Virgin Islands – 1994-1998
- MBA in Accounting – Bowling Green State University – 2002-2003
- Certified Internal Auditor – Institute of Internal Auditors - 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:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Sidlow Frank Position: Manager - Information Systems

Age: 43 years

Mailing Address: P.O. Box 3650 , Herbert's Estate, S t. John's, Antigua

Telephone No.: (268)764-4371 /720-7810

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

| | | |
|---|-------------------------|--------------------------|
| Manager - Information Systems | Antigua Commercial Bank | June 2016 to Present |
| Network Administrator/LAN Analyst | Antigua Commercial Bank | January 2006 to May 2016 |
| - responsible for communications and technology systems and projects; network and systems support | | |

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

| |
|---|
| BSc Computer Information Systems - Andrews University Berrien Springs, MI (1998 – 2002) |
|---|

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:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Heidi Weste

Position: Manager- Retail Lending & Recoveries

Age: 38

Mailing Address: P.O. Box W1762, Scott's Hill, St. John's, Antigua

Telephone No. 268-481-4271/268-764-7401

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

Experience

August 2018-
Present

Manager- Retail Lending & Recoveries

Antigua Commercial Bank
Thames & St. Mary's Streets, St. John's, Antigua

- To provide strong support to the Senior Manager Credit by managing the Consumer Lending, Securities and Maintenance and Recoveries Units profitably and effectively
- Ensures that Consumer Lending, Securities and Maintenance and Recoveries Units targets set with respect to Business development - loans, deposits, fees, other services and non-performing loans and interest - are met, with any negative variance not exceeding 10%.
- Ensures that the Consumer Lending, Securities and Maintenance and Recoveries Units portfolios are profitably managed with the department's overall portfolio delinquency no greater than 5% of portfolio value/number of accounts and that penalties accrued on the transfer of accounts to Recoveries i.e. 20% of Loan Value, do not exceed \$ value set i.e. 1 % of Total Portfolio Value.
- Ensures that all delinquent accounts are thoroughly and comprehensively managed and that effective recovery strategies and individual work-out plans are developed and implemented in a timely and decisive manner.
- Assists in developing and implementing new policies/procedures to control delinquency and regularize accounts in identifying and closing training gaps in lending personnel

April 2013- July
2018

Corporate Account Executive

Antigua Commercial Bank
Thames & St. Mary's Streets, St. John's, Antigua

- To provide strong support to the Manager- Corporate Banking by managing and growing a complex portfolio of Corporate and Commercial accounts profitably and effectively
- Ensures that individual targets set with respect to Business development are met or exceeded, with any negative variance not exceeding 10%
- Ensures that portfolio delinquency is no greater than 5% of portfolio value or the number of accounts
- Reviews a minimum of 80% of portfolio accounts promptly at least on an annual basis, updating information and ensuring security exists and is properly in place to ensure accurate risk assessment and rating etc.
- Develops relationship banking with all commercial and high net worth clients by acting as the prime liaison between customers and the Bank, addressing all financial needs and concerns etc.

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

| | |
|------------------------|--|
| August 2011 | Certified Risk and Compliance Management Professional (CRCMP) International Association of Risk and Compliance Professionals |
| May 2011 | Credit Analysis and Lending Eastern Caribbean Institute of Banking & Financial Services |
| September 2010 | Professional in Human Resources (PHR) HR Certification Institute |
| August 2007- June 2008 | Master of Business Administration, GPA 3.83 Inter American University of Puerto Rico, San Juan PR |
| August 2004- May 2007 | Bachelor Degree in Psychology (Magna Cum Laude) University of the Virgin Islands #2 John Brewer's Bay, St. Thomas 00802 |

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.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Jonathan Lindsay

Position: Manager- Customer Relations and Service

Quality

Age: 47 years

Mailing Address: Cedar Hill, P.O. Box 3456, St. John's ,Antigua

Telephone No.: (268) 481-4205 /764-4205

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

Manager – Customer Relations and Service Quality at Antigua Commercial Bank – June 2007 to present

Duties:

- In charge of Customer Relations operations for the ACB Head Office which includes treasury operations, remote agencies, Debit Card, new accounts, wire transfers and night deposit activity.
- Also project manager for several projects, such as the installation of the Alchemy Payment Processing Suite which handles automation of wire transfers and drafts, ECACH project (ongoing), installation of two ATMs at remote locations

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

Master of Science (MS) – Management - University of Maryland Eastern Shore 1993 - 1995

Bachelor of Science (BS) - Accounting - University of Maryland Eastern Shore 1989 - 1993

St. Joseph's Academy 1982 - 1988

Also a Director of the company [] Yes [X] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Sharon Nathaniel

Position: Corporate Accounts Executive

Age: 52 years

Mailing Address: Mount Pleasant, St. John's, Antigua

Telephone No.: (268) 464-4181 /481-4195

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

Antigua Commercial Bank - Corporate Accounts Executive - July 2010 to Present

- Monitors delinquent loan portfolio via credit reports and other means to ensure that deteriorating situations are identified and timely action taken to correct them; making sound recommendations for action;
- Ensures that departmental targets set with respect to Business development - loans, fees, other services – are not exceeded;
- Evaluates loan requests, interview applicants, analyses financial data, visits premises, confirm collateral security

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

- The University of Leicester - Masters in Business Administration – Finance (2009)
- The University of the West Indies - Diploma in Management (Distinction) (2001)
- The University of the West Indies – Administrative (Professional) Secretaries Certificate (2000)
- Chartered Institute of Bankers Banking Certificate (1999)

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:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Seth Burton

Position: Marketing & Public Relations Executive

Age: 50 years

Mailing Address: Liberta Village , P.O. Box 1999 ,Antigua

Telephone No.: (268) 464-4290/481-4290

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

Marketing & Public Relations Executive- Antigua Commercial Bank -August, 2015 to present

- responsible for implementing the Group's marketing and public relations strategies

Human Resource Manager, National Park Authority – November 2010 to July 2015

- Directed all human resources functions including training and development, employee recognition, policy, benefits. Planned and monitored all Public Relation functions/Communication Support.

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

- Master of Arts –Communications Management, University of Alabama at Birmingham, USA – January - 2004 to December 17, 2005.
- Bachelor of Business Administration, Andrews University ,1986 –August 1990

Also a Director of the company [] Yes [X] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Sherene Bird

Position: Human Resources Executive

Age: 51 years _____

Mailing Address: Friar's Hill, P.O. Box 2735, S t. John's ,Antigua _____

Telephone No.: (268) 464-4240/481-4240

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

- **Human Resources Executive- Antigua Commercial Bank - August, 2015 to present**
 - manages the HR Department and is mainly responsible for dealing with HR and premises related issues for the Group

- **Training and Development Manager- Sandals Grande Resort – 2001 to July 2015**
 - develop and deliver training programs; supervise internship Programs and Hospitality Training Programs

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

MSc -Research and Development Studies –University of the West Indies Jamaica

BSc-Government –University of the West Indies –St. Augustine

Also a Director of the company [] Yes [X] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Not Applicable

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Hermine Thomas

Position: Manager – Risk & Compliance

Age: 38 years

Mailing Address: Carlisle Estate, St. George, Antigua.

Telephone No.: 1-268-464-4250

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

1. **Manager-Risk and Compliance at Antigua Commercial bank (01 July 2016 to Present)** – Head of Risk and Compliance Department.
Develop and implement a comprehensive risk management programme, to identify, measure, monitor and make recommendations for the control of all material risks faced by the ACB Group.
2. **Financial Risk Analyst (2015-2016)** – East Caribbean Financial Holding Company Ltd.
3. **Banking Officer/Portfolio Manager (2014-2015)** – Eastern Caribbean Central Bank (ECCB)
4. **Examiner (2011-2014)** – ECCB

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

Financial Risk Manager (FRM, Level 1) – Global Associate of Risk Professionals, (2015 to present)
M.Sc Banking and Finance – UWI, 2010
B.Sc Management Studies – UWI, 2008
Certificate in Business Administration – UWI, 2003
CXC Certificate – St. Joseph's Convent, 1993-1998

Also a Director of the company [] Yes [X] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Vaughn Joseph

Position: Finance & Accounting Officer

Age: 48 years

Mailing Address: P.O. Box 3406, St. John's, Antigua

Telephone No.: 481-4241/764-4241

Finance & Accounting Officer – Antigua Commercial Bank – June 2016 to present

Current responsibilities:

- Provides strong support to the Finance & Accounting Executive in the provision of accurate and comprehensive financial accounts and management reports, profitable and effective cash management, and the overall efficient administration of the Finance, Accounting & Customer Support operation in accordance with the Bank's strategy, policies and relevant ECCB guidelines.

Ansbacher Antigua Limited - Head of Financial Accounting & Deputy Operations Manager – Nov. 2015 to March 2016 (Ansbacher Antigua Ltd. assumed ownership of PKB PrivatBank Ltd in October 2015)

PKB Private bank Ltd: - Head of Financial Accounting & Deputy Operations Manager – Sept. 1996 to October, 2015

- Responsible for producing & later supervising the production of the financial statements
- Produced financial reports on a quarterly basis to the Financial Services Regulatory Commission

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

B.A. Accounting - University of the Virgin Islands - 1994

Antigua Grammar School - 1981-1986

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:
Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Collin Roderick Maynard

Position: Compliance Specialist

Age: 59 years

Mailing Address: P.O. Box 1809, St. John's, Antigua

Telephone No Home- 426 -1242, Personal Mobile – 464 -1307

- **Employment**

Mr. Maynard commenced employment with Antigua Commercial Bank in August 1979.

- **Positions held from July 2007 to the present**

Compliance Assistant (Compliance Department) from July 2007 to December 2015.

Compliance Specialist - Acting (Compliance Department) from January 2016 to November 2016.

Compliance Specialist (Risk Management & Compliance Department) from December 2016 to present .

The above positions relate to Anti-Money Laundering (AML) and the Countering Financing of Terrorism (CFT), AML/CFT.

- **Brief description of current responsibilities**

The main objective of the position is to support the Compliance function by designating, developing, and maintaining an effective Compliance Programme, monitoring regularly to ensure that the requisite Anti-Money Laundering policies and procedures are formulated, implemented, and adhered to by staff at all levels and to assist in ensuring that the Bank's overall policies are followed in accordance with the ECCB guidelines and ACB's objectives.

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

Association of Certified Fraud Examiners (ACFE). The scheduled examination date is the fourth quarter of 2017.

- ❖ Attended a two-day conference held in Antigua and titled Antigua & Barbuda Compliance Officers Forum, from November 23 and 24, 2016 facilitated by the Office of National Drug & Money Laundering Control Policy (ONDCP).
- ❖ Attained the Anti-Money Laundering certification – Certified Anti-Money Laundering & Financial Crimes Prevention (CAMLFC) from the Anti-Money Laundering & Financial Crimes Institute in September 2016. The examination was conducted in Antigua.
- ❖ Attended the Florida International Bankers Association (FIBA) AML conference in February 2013 in Florida, USA.
- ❖ Attended the 3rd Annual (ACAMS) AML/Fraud Prevention Conference – August 15 to 16, 2011 facilitated by M&K Consulting, held at Sandals Resort, St. John's Antigua.
- ❖ Attained the Anti-Money Laundering certification – Certified Anti-Money Launder Specialist (CAMS) in February 2011 from the Association of Certified Anti-Money Laundering Specialist (ACAMS). The examination was conducted in Puerto Rico.

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Alan Byron Scholl

Position: Project Manager

Age: 51 years

Mailing Address: P.O. Box 2397, Sunset Lane ,Mc Kinnon's ,John's, Antigua

Telephone No.: off 481-4378 /mob 464-1350/ h 561-4026

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

Antigua Commercial Bank- Project Manager –March 1, 2017 to present

LIAT (1974 Ltd-January 6, 2014 to February 24, 2017- Network Administrator

LIME/CW Jan 2009 to October 31, 2013- Regional Project Manager

Responsible for ensuring the Bank's projects are managed within time and budget and that process adhere to acceptable project management methodologies such as PRINCE2 or PMI.

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

Bachelor of Science Degree-Computer Engineering –Florida Institute of Technology graduated June 1990 PRINCE2 Foundation –November 2013

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:

Not Applicable

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: LOIS TEAGUE

Position: ASSISTANT MANAGER – CUSTOMER
RELATIONS & SERVICE QUALITY

Age: 48 YEARS

Mailing Address: CROSBIES, ST. JOHN'S, ANTIGUA

Telephone No.: (268) 461-4197/ 464-4197

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

- ASSISTANT MANAGER- CUSTOMER RELATIONS & SERVICE QUALITY- December, 2016 to present
 1. TO MANAGE ALL ASPECTS OF RETAIL BANKING AT THE VILLAGE WALK BRANCH;
 2. TO BE THE "BANKER" OF THE BUSINESS PROCESS RE-ENGINEERING TEAM- RESPONSIBLE FOR REVIEWING ALL CURRENT PROCESSES TO IMPROVE OVERALL EFFICIENCY.
- CUSTOMER SERVICE SUPERVISOR – ANTIGUA COMMERCIAL BANK- 2007 TO 2016 – Teller Supervisor

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

POST GRADUATE DIPLOMA IN BANKING & FINANCIAL SERVICES FROM THE UNIVERSITY OF LEICESTER. ENGLAND.

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:

NOT APPLICABLE

Use additional sheets if necessary.

7. DIRECTORS OF THE COMPANY

Information concerning non- Executive Directors:

Name: Lorraine Raeburn (formerly Headley)

Position __Chairman__

Age: __49 years_____

Mailing Address: __P.O. Box 1568, Belle View Estate, _____
_____St. John's, Antigua _____

Telephone No.: 460-4683/764-2133

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

- Director, Crystal Cay Ltd.
- Joint Owner of Keyonna Beach – All Inclusive – Johnson Point, Antigua – April 2008 - Present

Give brief description of **current** responsibilities

Chairman of the ACB Board

Director of the ACB Mortgage & Trust Company Limited's Board – appointed by ACB Board

Chairman of the following Board Sub-Committees:

- Governance and Executive
- Investment

Member of the following Board Sub-Committees:

- Human Resources & Compensation
- Board Retreat Planning Committee

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

- Doctoral Candidate for the Doctorate in Business Administration, University of the West Indies, Barbados – 2008 – Present
- Masters in Business Administration – University of the West Indies, Barbados – 1997
- Bachelor of Arts Degree – Mathematics & Economics, Cirton College, Cambridge University, England – 1990
- Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) - 2013

Use additional sheets if necessary

DIRECTORS OF THE COMPANY

INFORMATION CONCERNING NON-EXECUTIVE DIRECTORS:

Name: __ Craig J. Walter _____

Position: __ Vice-Chairman _____

Age: __ 44 years _____

Mailing Address: __ Belle Vue Estate, _____

_____ St. John's, Antigua _____

Telephone No.: 764-3476

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

- Director of Finance & Administration – Eastern Caribbean Civil Aviation Authority (ECCAA) – June 2008 – Present

Give brief description of **current** responsibilities

Vice- Chairman of the ACB Board

Director of the ACB Mortgage & Trust Company Limited's Board – appointed by ACB Board

Chairman of the following Board Sub-Committees:

- Board Retreat Planning Committee

Member of the following Board Sub-Committees:

- Audit & Risk Management Committee
- Governance & Executive Committee
- Investment
- Marketing & Public Relations /AGM Editorial

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

- BSc. Accounting – State University of New York at Genesco – 1996
- Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) – 2010

Use additional sheets if necessary

DIRECTORS OF THE COMPANY

Information concerning non- Executive Directors:

Name: __Mavis George__

Position: __Vice-Chairman__

Age: __59 years__

Mailing Address: __ Crosbies__

__St. John's, Antigua__

Telephone No.: 464-1226/723-1226

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

- General Manager – Antigua Fisheries Ltd. – 1986 – present

Give brief description of **current** responsibilities

Vice- Chairman of the ACB Board

Director of the ACB Mortgage & Trust Company Limited's Board – appointed by ACB Board

Chairman of the following Board Sub-Committee:

- Human Resources & Compensation Committee

Member of the following Board Sub-Committees:

- Governance & Executive Committee
- Marketing & Public Relations /AGM Editorial
- Audit & Risk Management Committee
- ACB Louis H. Lockhart Scholarship Screening Committee

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

- Masters in Business Administration – University of the West Indies, Barbados – 2004
- Executive Diploma in Management – University of the West Indies, Barbados, 2002
- Diploma in General Accounting - University of Scranton, Pennsylvania - 1986
- Certificates - Institute of Chartered Accountants of the Eastern Caribbean (ICAEC), the Caribbean Association of Audit Committee Members Inc. (CAACM) and the Caribbean Governance Training Institute (CGTI)
- Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) – 2012

Use additional sheets if necessary.

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Reginald Peterson

Position: Vice - Chairman

Age: 69 years

Mailing Address: Liberta Village,
St. Paul's, Antigua

Telephone No.: 723-8010/774-1231

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

- Director, Mavis Cabral Medical Centre
- Self-Employed Farmer
- Retired Teacher
- Small Business Operator – Aunt Vie’s Variety Store – Owner/Manager

Give brief description of **current** responsibilities

Director of the ACB Board

Director of the ACB Mortgage & Trust Company Limited's Board – appointed by ACB Board

Chairman of the following Board Sub-Committees:

- Credit Committee
- ACB Louis H. Lockhart Scholarship Screening Committee

Member of the following Board Sub-Committees:

- Governance and Executive Committee
- Audit & Risk Management Committee
- Technology Committee

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

- Bachelor of Education – New Brunswick, Canada – 1978
- Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) - 2011

Use additional sheets if necessary.

DIRECTORS OF THE COMPANY- Information concerning non- Executive Directors

Name: Sandra Derrick

Position: Director

Age: 52 years

Mailing Address: P.O. Box 359,

St. John's, Antigua

Telephone No.: 764-5361

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

- 2017 - Chief Financial Officer (CFO) - Eastern Caribbean Asset Management Corporation (ECAMC)
- 2016- 2017- Financial Consultant
- 2012 – 2015
 - Head/Senior Financial Analyst - Ministry of Finance, State owned Enterprise Unit
 - Financial Consultant – Antigua & Barbuda Port Authority
 - Acting Chief Financial Officer – Antigua & Barbuda Port Authority

Give brief description of **current** responsibilities

- Director of the ACB Board
- Chairman of the following Board Sub-Committee:
 - Technology Committee
- Member of the following Board Sub-Committees:
 - Credit Committee
 - Human Resources & Compensation Committee
 - Audit & Risk Management Committee
 - Investment Committee

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

- MBA Finance, Marketing & Decision Sciences – Kellogg School of Management – Northwestern University, Evanston, Illinois – 1993
- BSc. Industrial Engineering – Stanford University, Stanford, California – 1988
- Professional Certifications – CFA – Certified Financial Analyst - 1999
- Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) – 2016

Use additional sheets if necessary.

DIRECTORS OF THE COMPANY- Information concerning non- Executive Directors

Name: __Cassandra P. Simon____

Position: __Director_____

Age: __51 years_____

Mailing Address: __Cane Drive , Jeffrey's Estate , Potters, Antigua_____

Telephone No. 720-5155

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

- Principal- Accounting Solutions- 1999 to present

Give brief description of **current** responsibilities

Principal- Accounting Solutions

Audit, Accounting, Tax, Payroll, Software Installation, Staff Training and Financial Advisor to Businesses and Individuals

Director of the ACB Board

Member of the following Board Sub-Committees:

- Credit Committee
- Audit & Risk Management Committee
- Technology Committee

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

B.SC (Hons) Accounting 1991 –UWI, Cave Hill

ACCA, 1997 –Association of Certified Chartered Accountants;

Diploma, Computer Repair & networking 2001-Antigua & Barbuda Institute of Information Technology

Use additional sheets if necessary.

DIRECTORS OF THE COMPANY- Information concerning non- Executive Directors

Name: Sharon A. Matthew-Edwards Position: Director

Age: 47 years

Mailing Address: P.O. Box 2334, Royal Estate
St. John's, Antigua

Telephone No.: 764-5391/562-4222

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

- Owner/Manager – Concord Business Associates, Chartered Accountants – 2010 – present

Give brief description of **current** responsibilities

Director of the ACB Board

Director of the ACB Mortgage & Trust Company Limited's Board – appointed by ACB Board

Chairman of the following Board Sub-Committee:

- Audit & Risk Management Committee

Member of the following Board Sub-Committees:

- Board Retreat Planning Committee
- Technology Committee
- Investment Committee
- ACB Louis H. Lockhart Scholarship Screening Committee

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

- Continuing Professional Development Courses – 1994 – Present
- International Financial Reporting Standards Train the Trainer Course – 2012
- Chartered Accountant Designation – The Atlantic School of Chartered Accountants – Nova Scotia, Canada – 1994
- Bachelor of Commerce Degree (cum laude) – Double Major in Accounting & Finance – St. Mary's University, Nova Scotia, Canada – 1992
- Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) – 2016

Use additional sheets if necessary.

DIRECTORS OF THE COMPANY

INFORMATION CONCERNING NON-EXECUTIVE DIRECTORS:

Name: __Valerie Jeffery__

Position: __Director__

Age: 70 years _____

Mailing Address: __P.O. Box W57, Woods Centre, _____

____St. John's, Antigua _____

Telephone No. 463-0816/464-4856

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

- Owner/CEO – Dispatch Services Antigua Ltd. – 2000 – Present

Give brief description of **current** responsibilities

Director of the ACB Board

Member of the following Board Sub-Committees:

- Credit Committee
- Human Resources & Compensation Committee
- Marketing & Public Relations Committee

- ACB Louis H. Lockhart Scholarship Screening Committee

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

- 1975 – 1978 – London University, United Kingdom
- Completed two (2) years of Law School, LLB degree
- Certified IATA Instructor

Use additional sheets if necessary.

DIRECTORS OF THE COMPANY- Information concerning non- Executive Directors

Name: Adekunle O. Osoba

Position: Director

Age: 35 years

Mailing Address: P.O. Box Hammerfield ,Off All Saints Road, St. John's, Antigua

Telephone No. 720-2786

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

Citizenship by Investment Unit- August 23, 2013 to present – Compliance Officer

– Compliance and Due Diligence related exercises and assessments

-Trium Bank & Trust Ltd.- January 2012 to November 2012 –Senior Manager Risk and Compliance Officer

-ABI Holdings Ltd- October 2011 to December 2011 - October 2011 to December 2011

Give brief description of **current** responsibilities

Director of the ACB Board

Member of the following Board Sub-Committees:

- Credit Committee
- Human Resources & Compensation Committee
- Marketing & Public Relation/ AGM Editorial Committee
- Investment Committee

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

Certified professional Anti-Money Laundering (CP/AML) April 2016 –Florida International Bankers Association (FIBA), Inc. in Partnership with Florida International University;

Certificate in Financial Planning- August 2009 – Florida State University;

Anti-Money laundering Certified Associate (AML/CA) –January 2009–Florida International Bankers Association (FIBA), Inc. in Partnership with Florida International University;

Bachelor of Commerce- May 2006- Saint Mary's University, Halifax Nova Scotia, major: Finance
Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) – 2018

Use additional sheets if necessary.

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: C. Davidson Charles

Position: Director

Age: 54 years

Mailing Address: St. Clair's Heights, P.O. Box 3701,

St. John's, Antigua

Telephone No.: 480-4104(w)/ 464-7115(m)

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

-**General Manager / Director**- at Hutchinson Antigua – April 2016 to present;

-**Managing Director** – Cable & Wireless Leewards, BVI and TCI between 2010 and 2012.

- **General Manager Antigua** -2002 through 2015.
- **General Manager** of Antigua only 2003 – 2015

-**Chief Financial Officer**- C& W Leewards Area and BU VP Finance 2000 to 2002;

-**Division Manager Accounting & Finance –C&W Antigua** – 1995 to 2015;

-**Management Accountant** –C&W Antigua – 1994 to 1995;

-**Audit Experience** – at Price Waterhouse/ KPMG Peat Marwick as an **Owner of Audit Practice** of CD Charles Chartered Accountants – 1994 to present;

-**Manager**- at Price Waterhouse – 1990 to 1994;

- **Assistant Manager** -1989 to 1990
- **Senior Accountant** -1988 to 1989

-**Senior Accountant** - at Peat Marwick – 1987 to 1988;

- **Staff Accountant** -1984 to 1987

Give brief description of **current** responsibilities

-**General Manger /Director at Hutchinson Antigua**

- Oversee the daily operations;

-**Owner and manage audit practice at CD Charles Chartered Accountants**

- auditing for private companies , public and non-profit organisations to statutory authority;
- auditing and business advisory role including companies involved in wide range industries;
- preparation of financial forecast ,cash flow projects, assistance to clients in establishing accounting policies ,preparation of corporate tax returns, tax planning and consultation and preparation of annual returns.

-Directorships

- Director Eastern Caribbean Amalgamated Bank –Octo 2015 to present;
- Director Antigua Lions Club –July 2016 to present.

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

-Canadian Institute of Chartered Accountants –CA

- Institute of Chartered accountants of Eastern Caribbean (ICAEC)-CA -1986

Dual Degree of St. Mary's University – Halifax, Nova Scotia, Canada

- Bachelor of Commerce, B.Comm-Major in Accounting- St. Mary's University – 1984;
 - Bachelor of Arts ,BA –Major in Economics -1984
- Accredited Director Certification – Institute of Chartered Secretaries Canada (ICSA) – 2008

Use additional sheets if necessary.

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 |
|---|-------------------------|---------------------------|-------------------|
| Sir Clare K. Roberts & Lady Alice Roberts | Ordinary Shares | 720,718 | 7.21% |
| P.O. Box 1301, 60 Nevis Street | | | |
| St. John's, Antigua | | | |
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- (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* |
|---------------------------|-----------------------------|-----------------------------|--|------------------------|
| Not applicable | | | | |
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* 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: |
|--------------|-----------------|----------------------------------|---|--|
| N/A | | | | |
| | | | | |
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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: |
|--------------------------------------|--|------------------------------|--|
| ACB Mortgage & Trust Company Limited | High & Temple Streets, St. John's, Antigua | 100% | N/A |
| ACB Investment Company Ltd. | Thames & St. Mary's Streets, St. John's, Antigua | 100% | N/A |
| ACB Holdings Ltd. | Thames & St. Mary's Streets, St. John's, Antigua | 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 | | |
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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:
Joanna Charles - General Manager



Signature

January 4, 2019
Date

Name of Director:
Lorraine Raeburn - Chairman



Signature

January 4, 2019
Date

Name of Corporate Secretary:
Rhodette F.C. Paige - Legal Counsel/Corporate
Secretary



Signature

January 4, 2019
Date