

SECURITIES ACT 2001

SECURITIES (REGISTRATION STATEMENT) RULES

No. 2 OF 2008

IN EXERCISE of the powers conferred on it by sections 97, 161 and 162 of the Securities Act 2001, the Commission makes the following procedural rules and specifies the form of the registration statement.

CITATION AND COMMENCEMENT

1. These rules may be cited as the Securities (Registration Statement) Rules and shall come into force on the date issued by the Commission.

INTERPRETATION

2. In these rules:

‘Commission’ means the Eastern Caribbean Securities Regulatory Commission

‘Reporting Issuer’ refers to reporting issuers as described in section 97 of the Securities Act.

‘Securities Act’ means the Securities Act 2001.

REPORTING ISSUERS

- (a) Reporting issuers are required to register with the Commission in accordance with s.97(2) of the Securities Act 2001.
- (b) Reporting issuers incorporated subsequent to the prescribed time must register with the Commission within ninety (90) days of the date of incorporation.

REGISTRATION STATEMENT

3. It is unlawful for any person to issue securities unless a registration statement in the form prescribed in the schedule has been filed with the Commission along with the fee payable under the Securities (Licences and Fees) Regulations, and has been approved by the Commission.
4. Registration statements must be updated annually in accordance with s.97(4) of the Securities Act 2001.

5. For the “initial registration” of a company, the following documents shall accompany the registration statement:
 - (a) Formation documents (Memorandum and/or Articles of Association and/or By-laws of the reporting issuer)
 - (b) Certificate of Incorporation
 - (c) Audited financial statements for the past three (3) financial years or from incorporation, whichever is shorter.
 - (d) Year to date unaudited financial statements
 - (e) Prospectus
6. Any statement contained in the registration statement or accompanying documents which is false or misleading or which the reporting issuer has reasonable grounds to believe is false or misleading or which, by reason of the omission of some fact or other information, is rendered false or misleading is a contravention of section 121 of the Securities Act 2001.
7. The registration statement along with accompanying documentation must be filed with the Commission at its address:

The Secretary
Eastern Caribbean Securities Regulatory Commission
ECCB Financial Complex
P O Box 1855
Basseterre
St Kitts
8. The Securities (Registration Statement) Rules No. 2 of 2002 is repealed.

1. Description of the Industry in which the Company Operates

The registrant is the parent company comprising of the subsidiaries listed below. It is a public company owned by shareholders, which includes the Government of Saint Lucia and Republic Bank Limited, each with a 19.36% ownership at the end of the year. It is involved in the business of Banking and Financial Services.

- Bank of Saint Lucia Limited
- Bank of Saint Vincent & The Grenadines
- Bank of Saint Lucia International Limited
- ECFH Global Investment Solutions Limited

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

Exchange(s)	Securities Type	No. of Shares	Valuation
ECSE	Ordinary Shares	24,465,589	

3. Description of Securities Being Offered

- Common Stock
- Preferred or Preference Stock

4. Territories in which Securities are Being Offered

Territory	Effective Date
Eastern Caribbean	

5. **Description of Share Capital**

a) Authorised

TYPE/CLASS	No. OF SHARES
Common	50,000,000
Preference	11,550,000

b) Issued

TYPE/CLASS	No. OF SHARES
Common	24,465,589
Preference	830,000

c) Outstanding

TYPE/CLASS	No. OF SHARES

6. OFFICERS AND KEY PERSONNEL OF THE COMPANY

SENIOR MANAGEMENT PROFILE

Andre Iton

Acting Group Managing Director

Joanna Charles – ACIB, MBA

General Manager Corporate Services

Gordon Cochrane – BA, CA

Chief Financial Officer

Maria Fowell – MSc. Marketing

Senior Manager Marketing & Corporate Communication

Lyndon Arnold - MBA

Senior Manager Information Management and Technology Services

Estherlita Cumberbatch – ACIS, LLB

Corporate Secretary

Christopher Louard – BSc, CORS Dip

Chief Risk Officer

Melissa Simon – FCCA, CFSA, CFE

Senior Manager Internal Audit

Medford Francis – MSc. Finance

Group Investment Manager, ECFH Investment Unit

7. DIRECTORS OF THE COMPANY

PROFILE OF DIRECTORS

Lisle Chase

Profession : Accountant
Qualification : FCCA, CA
Substantive Position : CEO- Financial Centre Corporation
Board Member since : June 2008
Appointed by : Ordinary Shareholders
Nationality : Saint Lucian

Hildreth Alexander

Profession : Management
Qualification : MBA – Marketing, Accredited Director and Member - ICSA
Substantive Position : Director – St Lucia Employers Federation
Board Member since : July 1997
Elected by : Ordinary Shareholders
Nationality : Saint Lucian

Terrence Farrell

Profession : Economist
Qualification : Ph.D. M.Sc, B.Sc – Economics, LLB
Substantive Position : Consultant – Business Development, Finance & Economics
Board Member since : February 2011
Appointed by : Republic Bank of Trinidad & Tobago
Nationality : Trinidadian

Trevor Louisy

Profession : Management
Qualification : BSc. Hons – Electrical Engineering
Substantive Position : Managing Director – St Lucia Electricity Services Limited
Board Member since : September 2014
Appointed by : National Insurance Corporation
Nationality : Saint Lucian

Martin Dorville

Profession : Management
Qualification : MBA, Marketing & Finance
Substantive Position : Managing Director, Consolidated Foods Ltd.
Board Member since : April 2014
Appointed by : Government of St. Lucia
Nationality : Saint Lucian

Lennox Timm

Profession : Accountant
Qualification : FCCA, MAAT
Substantive Position : Financial Controller, National Insurance Services - SVG
Board Member since : February 2011
Appointed by : OECS Financial Group

Nationality : Vincentian

Farid Antar

Profession : Banker
Qualification : ACIB, ACIS, SOBMM
Substantive Position : General Manager – Corporate Operations & Process Improvement /Republic Bank Limited
Board Member since : September 2015
Appointed by : Republic Bank of Trinidad & Tobago Limited
Nationality : Trinidadian

Jacqueline Emmanuel-Flood

Profession : Director
Qualifications : BSc. MSc. Accredited Director and Member - ICOSA
Substantive Position : Managing Director, TEPA
Board Member since : May 2012
Appointed by : Ordinary Shareholders
Nationality : Saint Lucian

Omar Davis

Profession : Consultant
Qualifications : ACCA, Accredited Director and Member - ICOSA
Substantive Position : Financial & Management Consultant
Board Member since : May 2012
Appointed by : Ordinary Shareholders
Nationality : Vincentian/Saint Lucian

Reginald Darius

Profession : Economist
Qualifications : MBA, PhD.
Substantive Position : Permanent Secretary/, Ministry of Finance
Board Member since : September 2012
Appointed by : Government of Saint Lucia
Nationality : Saint Lucian

Esther Brown -Weekes

Profession : Banking and Finance
Qualification : MSc. Finance, Accredited Director and Member - ICOSA
Substantive Position : Group Managing Director
Board Member since : December 2012
Nationality : Saint Lucian

8. SUBSTANTIAL SHAREHOLDERS

- (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred stock 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 Saint Lucia - Castries, St Lucia	Ordinary	4,736,600	19.36
Republic Bank Limited – Port of Spain – Trinidad & Tobago	Ordinary	4,736,600	19.36
National Insurance Corporation – Castries, St Lucia	Ordinary	4,258,480	17.40
National Insurance Corporation – Castries, St Lucia	Preference	830,000	100

- (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*
National Insurance Corporation	Preference	\$5.00	250,000	23.14

* Current holding of shares if conversion option were exercised.

9. Name and Address of Parent: N/A

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:
Bank of Saint Lucia Limited	#1 Bridge Street Castries St Lucia	100%	
Bank of Saint Lucia International Limited	Willie Volney Drive, Massade, Gros Islet, St Lucia	100%	
ECFH Global Investment Solutions Limited	#1 Bridge Street, Castries, St Lucia	100%	
Bank of Saint Vincent & The Grenadines Limited	Bedford Street, Kingstown, St Vincent	51%	

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

Name:	Address:	Name of the Exchange(s) on which the company's securities are listed:
Eastern Caribbean Amalgamated Bank	1000 Airport Boulevard P.O. Box 315 Coolidge, St. John's Antigua	N/A

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:

Andre Iton

Signature

Date

Name of Director:

Lisle Chase

Signature

Date

Name of Corporate Secretary:

Estherlita Cumberbatch

Signature

Date