

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:

12th October, 1979

Street and postal address of registered office:

Republic House, Grand Anse, P.O. Box 857,

St. George, Grenada

Company telephone number: (473) 444 2265

Fax number: (473) 444 5501

Email address: info@republicgrenada.com

Financial year-end: September 30th 2015
(month) (day) (year)

Contact person(s): Keith A. Johnson
Naomi De Allie

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

Fax number: () _____

Email address: kjohnson@republicgrenada.com

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



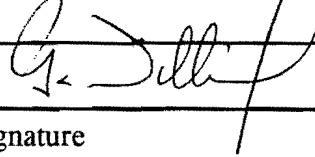
Signature

January 29, 2016

Date

Name of Director:

Graham K. Williams



Signature

January 29, 2016

Date

Name of Corporate Secretary:

Janelle Bernard

Signature

January 29, 2016

Date

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 | 1,500,000 | \$45.00 |
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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 |
|-----------|----------------|
| | |
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5. Description of Share Capital

a) Authorised

| TYPE/CLASS | No. OF SHARES |
|-------------------|----------------------|
| Common stock | 2,500,000 |
| | |
| | |
| | |
| | |

b) Issued

| TYPE/CLASS | No. OF SHARES |
|-------------------|----------------------|
| Common stock | 1,500,000 |
| | |
| | |
| | |
| | |

c) Outstanding

| TYPE/CLASS | No. OF SHARES |
|-------------------|----------------------|
| | |
| | |
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6. EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Managing director
Name: Keith A. Johnson Age: 57
Mailing Address: Republic House, Grand Anse, St. George's, 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 since January 2009. Mr. Johnson was also Senior Manager Corporate and Management Services at Republic Bank (Guyana) Limited from June 2007 to December 2008.

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

AICB - 1987
B. Sc. Accountancy - University of Guyana, 1996
MBA - University of the West Indies, Cave Hill, Barbados, 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:

Use additional sheets if necessary.

7. DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Ronald F. deC Harford Position: Chairman

Age: 70

Mailing Address: 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 Bank Limited. Mr. Harford retired as Managing Director of Republic Bank Limited in April 2005, after being in that position from April 1997.

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

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 |
|-------------------------------------|-------------------------|---------------------------|-------------------|
| Republic Financial Holdings Company | Ordinary share | 764,650 | 51% |
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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* |
|---------------------------|-----------------------------|-----------------------------|--|------------------------|
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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: |
|---------------------------------|------------------------------|----------------------------------|---|--|
| Republic Financial Holdings Co. | Republic House, 9-17 Park St | Trinidad and Tobago | Trinidad and Tobago | Trinidad and Tobago stock exchange |
| | | | | |
| | | | | |
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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: |
|--------------|-----------------|------------------------------|--|
| None | | | |
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11. Name(s) and Address(es) of Affiliate(s)

| Name: | Address: | Name of the Exchange(s) on which the company's securities are listed: |
|----------------------------------|---|--|
| Republic Bank (Barbados) Limited | Wildey Main Road, Bridgetown, Barbados | |
| Republic Bank (Guyana) Limited | 155-156 New market Street, North Cummingburg, Geo | |
| Republic Bank Limited | 9 - 17 Park Street, Port-of-Spain, Trinidad | |
| Republic Bank Suriname | Kerkplein 1, P.O. Box 1836, Paramaribo Berekbaar | |
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