

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, Roseau

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 2024
(month) (day) (year)

Contact person(s): Annette Severin-Lestrade

Macina Bethel

Telephone number (if different from above): (767) 255-2320

Fax number: (767) 448-3982

Email address: managingdirector@nbd.dm, companysecretary@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	40,000,000

b) Issued

TYPE/CLASS	No. OF SHARES
Ordinary	28,245,725

c) Outstanding

TYPE/CLASS	No. OF SHARES
Ordinary	11,754,275

6. EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Managing Director

Name: Annette-Severin Lestrade Age: 61

Mailing Address: P O Box 162, Roseau

Telephone No.: 767-275-3965

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

Manager of Basseterre Branch, Scotiabank, St Kitts and Nevis- 19 July 2012
Accountable for the overall management and operation of the branch, including the delivery of financial services, development of customer relationships and execution of business growth strategies.

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

Certified Anti Money-Laundering Specialist- ACAMS
Certified Financial Crime Specialist- Assoc. Of Certified Financial Crime Specialists
Associate of the Institute of Canadian Bankers- Asian Institute of Chartered Bankers
MBA Marketing- University of Liverpool
BBA Marketing- Columbus University

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: 20 hours

Use additional sheets if necessary (See Appendix 1).

7. DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Urania Williams Position: Chairperson of the Board

Age: 51

Mailing Address: Castle Comfort

Telephone No.: 767-275-1503

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

National Telecommunications Regulatory Commission Universal Service Fund Administrator- National Telecommunications Regulatory Commission April 2010 - Present • Coordinates and manages all Universal Service Fund (USF) activities and makes recommendations for the best use of funds. • Liaises with all stakeholders, Gov't, telecommunication service providers, civic society and suppliers to implement projects that supports governments' strategic priorities
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Education (degrees or other academic qualifications, schools attended, and dates):

• Program on Utility Regulation and strategy- 2020-June PURC/World Bank International Training • Master Certificate in Project Management- 2009- June Villanova University USA • Emerging Leadership Training- 2008-June Cranfield University UK • Director Education Accreditation Programme (DEAP)- 2020 Sep ICSA – Chartered Governance Institute of Canada • Advance Certificate in Marketing- 1999 June Chartered Institute of Marketing, UK • Certificate in Marketing- 1998 July Chartered Institute of Marketing, UK
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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
Government of the Commonwealth of Dominica	Ordinary	14,666,010	51.92
Dominica Social Security	Ordinary	1,887,480	6.7

- (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:
N/A				

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		

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:

Annette Severin-Lestrade

Signature



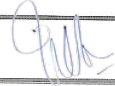
Date

Oct 13 2025

Name of Director:

Urania Williams

Signature



October 13 2025

Date

Name of Corporate Secretary:

Macina Bethel

Signature



October 13 2025

Date

APPENDIX 1
EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Executive Manager, Risk and Compliance

Name: Melvyn Baptiste Age: 33

Mailing Address: 64 Hillsborough Street, Roseau, Dominica

Telephone No.: 767-275-4502

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

Caribbean Information & Credit Rating Services T/T- 01st May 2023 Senior Credit Rating Analyst; developing skills and increasing productivity of the Ratings Team. Stress test, scenario analyses and projections of credit fundamentals.
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Education (degrees or other academic qualifications, schools attended, and dates):

Sustainability & Climate Risk Certificate- 2020; Global Association of Risk Professionals Financial Risk Manager- 2020; GLoabl Association of Risk Professionals Master of Science: Economics- 2015; University of the West Indies, St Augustine Bachelor of Science: Economics/Finance-2014; University of the West Indies, St Augustine Associate Degree: AGricultural Science-2009; Dominica State College
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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:

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EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Executive Manager, Operations and Information Technology

Name: Sheldon Eugene Age: 38

Mailing Address: 64 Hillsborough Street, Roseau, Dominica

Telephone No.: 767-275-3361

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

National Bank of Dominica Ltd; 01st Jun 2020; Manager Information Systems

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

BSc Information Systems and Management; University of London
Certified Associate in Project Management (CAPM); 2021 Project Management Institute

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: 0

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Executive Manager Commercial and Small Business

Name: Minerve Blanchard Age: 41

Mailing Address: 64 Hillsborough Street, Roseau, Dominica

Telephone No.: 767-275-1790

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

National Bank of Dominica Ltd- 01st Sept 2015; Manager Credit and Business Development

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

MSc International Business- 2020 University of London
Bsc Manangement- 2010; University of the West Indies

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:

0

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Executive Manager
Position: Finance and Investments

Name: Kathleen Kanhai Bujhawan Age: 51

Mailing Address: Belfast, Dominica

Telephone No.: 767-275-3193

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

Trinidad and Tobago Police Credit Union- 01st Feb 2019

Finance Manager; provides support to the executive management team by offering insights and financial advice that will allow them to make the best assessment, budget analysis and management, financial modeling and reporting, cost benefit analysis, forecasting needs according to treasury operations and investment strategies.

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

MBA-2012; Anglia Ruskin Business School (UK)

ACCA-2004; Students Accountancy Center, Trinidad

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:

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EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Executive Manager Personal Banking

Name: Michael Joseph Age: 44

Mailing Address: 64 Hillsborough Street, Roseau, Dominica

Telephone No.: 767-275-4434

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

Republic Bank EC Ltd & Scotiabank- 01 August 2011;

Relationship officer is tasked with overseeing the most valuable clients of bank, with a primary focus on retaining and expanding the bank's business portfolio.

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

Masters of Business Administration- 2022; Bangor University UK

Chartered Bank Certification- 2022; Bangor University UK

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:
0

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Executive Manager,
Corporate Communication, Marketing and
Position: Business Intelligence

Name: Suzanne Joseph-Piper Age: 58

Mailing Address: Morne Daniel

Telephone No.: 767-275-3375

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

National Bank of Dominica Ltd- 28th March 2024; Executive Manager Marketing and Information Technology

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

Bachelor of Business Administration (BBA) in Accounting; Florida Atlantic University
Master of Business Administration (MBA) in Strategy and Marketing; University of Minnesota
Six Sigma Green Belt Certification

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: 0

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Executive Manager, Legal Services

Name: Fernillia Felix-Frederick Age: 42

Mailing Address: Union Estate, Pointe Michel, DOrnina

Telephone No.: 767-275-0084

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):

Bachelor of Laws -2010; University of the West Indies
Legal Education Certificate-2012; Hugh Wooding Law School
Master of Laws-2017; Birkbeck University

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:
0

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Head of Internal Audit

Name: Marilyn Edwards Age: 59

Mailing Address: Apt 1 B Block 2 Riverside Apts

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.

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

COSO ERM Certification- 2021
Certified Internal Auditor-2011; The Institute of Internal Auditing
MBA-2017; University of Leicester
Bachelor of Arts-1195; University of the Virgin Islands

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:
0

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Chief Internal Auditor

Name: Lambert Lewis

Age: 40

Mailing Address: P O Box 416 Roseau Dominica

Telephone No.: 767-275-4556

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

N2N Distributors Ltd 01st December 2022

Responsible for maintaining accurate financial records and overseeing all accounting related functions.

Prepared Financial statements in accordance with IFRS for submission to stakeholders, including Financial Institutions, Inland Revenue Services and company management.

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

Certified Internal Auditor- 2021 Jul; Institute of Internal Auditors

Certified Anti-Money Laundering Specialist 2016 Sep; Association of Certified Anti-Money Laundering Specialist

Bachelor of Arts in Accounting- 2010 May; University of the Virgin Islands

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:

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EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Executive Manager, Human Resources
and Talent Management

Name: Tracey Joseph

Age: 40

Mailing Address: 64 Hillsborough Street, Roseau, Dominica

Telephone No.: 767-275-4501

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

Eastern Caribbean Central Bank- 17th June 2019

Human Resource Officer II / Unit Head - Talent Management

Lead the Talent Management function of the Bank which includes areas such as training and development, performance management, processing staffing actions, managing job descriptions, developing staff engagement initiatives and reporting.

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

Master's- Human Resource Management- 2019 Jun; Walden University

Bachelor's Management- 2012 May; St George's University

Certified Human Resource Professional- 2020 Jan

Inclusive Workplace Culture Speciality Credential- 2023 March

Talent Acquisition: Creating Your Organization's Strategy Specialty Credential 2024- Feb

People Analytics: Data Driven Action Speciality Credential- 2024 May

Balance Scorecard Certification - 2024 Sep

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: 0

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Corporate Secretary

Name: Macina Bethel

Age: 41

Mailing Address: P O Box 443

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.

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

GradCG-2022; Institute of Chartered Secretaries and Administrators

MSc International Business- 2015; UNiversity of London

ASc in Paralegal Studies- 2007; University of the West Indies Open Campus

BSc Management Studies-2010; University of the West Indies Open Campus

Accredited Director-2011; Institute of Chartered Secretaries and Administrators

Human Resource and Compensation Committee Certified- 2020; Caribbean Governance Training Institute

Certified Strategic Professional- 2024 Udemey

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:

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APPENDIX 2
DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Gibbs Stephenson Position: Deputy Chairperson

Age: 52

Mailing Address: Wallhouse, Roseau

Telephone No.: 767-317-7776

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

PDV Caribe Dominica Ltd- Financial Controller at PDV Caribe Dominica Ltd

Proprietor of Stephenson and Associates Accountants

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

ACCA affiliate

Accredited Director; ICSA- Chartered Governance Institute of Canada

Audit Committee Certified- Caribbean Governance Training Institute

Risk Committee Certified- CSA- Chartered Governance Institute of Canada

Strategic Oversight Committee- CSA- Chartered Governance Institute of Canada

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Shane Carriere Position: Director

Age: 41

Mailing Address: Bourne, Portsmouth

Telephone No.: 767-245-8229

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

Carriere Systems; Owner A company which provides tech solutions to companies in the areas of IT, surveillance, Fire Detection Systems and access control.
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Education (degrees or other academic qualifications, schools attended, and dates):

Certified Technology Specialist- 2011 Infocomm Extrin Control Specialist- 2017 Extron Lead Installation Technician Certification Infocomm Risk Committee Certified- 2021 Caribbean Governance Training Institute (CGTI) Director Education Accreditation Programme (DEAP)- 2021
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DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Jodie Luke Position: Director
Age: 34

Mailing Address: 2nd Floor, 36 Great George Street

Telephone No.: 767-225-7193

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

Platinum Law Chambers- Partner in Chambers; Practicing Attorney (Litigation, drafting etc)

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

Legal Education Certificate- 2018, Hugh Wooding Law School

Bachelor of Laws-2016; University of the West Indies, Cavehill

Director's Education and Accreditation Certification-2021; ICSA Chartered Governance Institute of Canada

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Irving Williams Position: Director

Age: 66

Mailing Address: P.O.Box 96

Telephone No.: 767-235-4579

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

Government of Dominica- Comptroller Inland Revenue - 2007 to 2019

- Responsible for the administration of the Income Tax Act, Value Added Tax Act among other legislations
- Coordinate the activities of the Inland Revenue Division
- Advise the Ministry of Finance on Tax matters

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

Master in Business Administration (MBA)- 2011
University of Leicester, UK

ACCA Certified Accounting Technician- 2002

Caribbean Tax Administration Course for Technicians- 1991

Director Education Accreditation Programme (DEAP)- 2020
ICSA- Chartered Governance Institute of Canada

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Claudette Dangleben-Eusebe

Position: Director

Age: 61

Mailing Address: 123 Canefield East, Dominica

Telephone No.: 767-616-9303

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

Harris Paints Dominica; Logistics & Inventory Manager Harris Paints Dominica responsible for the operations of the Distribution Centre, procurement and ISO procedures and policies.

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

Lead Auditor- 2015 International Standard Organization

QMS Lead Auditor- 2008

QMS Lead Auditor Training Course, American Quality and Environmental Group Ltd

International Diploma- Advanced Level, Business Organization and Environment, Effective Business Communication, Marketing, Human Resource Management- 2005
Business Training Centre

Director Education Accreditation Programme (DEAP)-2020

ICSA - Chartered Governance Institute of Canada

Human Resource and Compensation Committee Certified-2021 Caribbean Governance Training Institute

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Hezron Seraphin

Position: Director

Age: 52

Mailing Address: P O Box 503

Telephone No.: 767-277-6924

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

Pan- American Life Insurance Company
Insurance Sales and providing advice on insurance-related matters and aspects of financial planning.

Crown Island Consultants Ltd- Owner-
Citizenship by Investment Agent Responsible for the Management and overall coordination of CBI agency operations

Bayat Migration & Citizenship Services- Owner -
Bayat Migration & Citizenship Services: Citizenship by Investment Agent
-2021 to Present.
Responsible for the management and overall operations of the CBI agency.

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

Financial Services Certified Professional (FSCP) Designation-2017
The American College

Financial Services Specialist (FSS) Designation- 2012
The American College

Life Underwriter Training Council (LUTCF)-2006
The American College

Acc.Dir. Accredited Director-2020
ICSA- Chartered Governance Institute of Canada

Risk Committee Certification Programme- 2021-
Caribbean Governance Training Institute

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Oliver Phillip Henderson

Position: Director

Age: 54

Mailing Address: Giraudel, Roseau

Telephone No.: 767+616-2586

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

Dominica Air and Sea Ports Authority; As Financial Controller
I am responsible for ensuring the financial statements are complete and accurate for analysis. These statements, once approved by the Chief Executive Officer, are then presented to the board of directors to assist in their decision-making.

Dominica Co-operative Societies League Ltd (DCSLL)
Includes advising credit unions on internal controls.

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

ACCA-2000;Accountancy Tutors

Accredited Director Certificate-2021; ICSA - Chartered Governance Institute of Canada

ICSA - Chartered Governance Institute of Canada- 2021; Caribbean Governance Training Institute (CGTI)

STrategy Oversight Certification-2021; Caribbean Governance Training Institute (CGTI)