

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

1st National Bank St. Lucia Limited

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

Place and date of incorporation: **Saint Lucia, December 1937**

Street and postal address of registered office:
#21 Bridge Street, P.O. Box 168, Castries, Saint Lucia

Company telephone number: **(758) 455-7000**

Fax number: **(758) 453-1630**

Email address: **manager@1stnationalbankslu.com**

Financial year-end: **December** **31** **2016**
(month) (day) (year)

Contact person(s): **Henri-Jacques Mangal**

Telephone number (if different from above): (_____) _____

Fax number: (_____) _____

Email address: **hmangal@1stnationalbankslu.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 Bank operates in the very competitive financial services industry and provides full retail commercial banking to its clients. Some of the services include the following:

- | | |
|-------------------------------|------------------------|
| Savings and current accounts | Swift transfers |
| Fixed deposits | Safe deposit boxes |
| Standing orders | Night deposit services |
| Foreign exchange transactions | ATM facilities |
| Mortgages/Consumer loans | Credit card facilities |
| Commercial loans | Debit card facilities |
| Letters of credit | Overdraft facilities |
| Cash advances | Internet banking |
| Cash management services | Guarantees |
| Bills for collection | Mobile Banking |

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

Exchange(s)	Securities Type	No. of Shares	Valuation

3. Description of Securities Being Offered N/A

4. Territories in which Securities are Being Offered- St. Lucia

Territory	Effective Date

5. Description of Share Capital

a) Authorised

TYPE/CLASS	No. OF SHARES
Ordinary	5,000,000

b) Issued

TYPE/CLASS	No. OF SHARES
Ordinary	5,000,000

c) Outstanding

TYPE/CLASS	No. OF SHARES
Ordinary	4,999,966

6. EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

**Position: Managing Director
(Until July 2016)**

Name: Andy Delmar

Age: 42 years

Mailing Address: P.O Box 168, Castries, St. Lucia

Telephone No.: (758) 455 7201

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

Director, Retail Operations, CIBC First Caribbean- June 2012 to December 2013;
Business Lead, Trinidad Expansion Project – June 2011 to May 2012;
Senior Leader Development Program – 2011 (six months);
District Manager, Eastern Caribbean Islands – 2010 to 2011

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

MBA, Financial Services, Dalhousie University, Canada;
Fellow of the Institute of Canadian Bankers (FICB);
Canadian Securities Course, Toronto, Canada;
Executive Diploma in Management, Cave Hill Campus, Barbados;
Director's Education and Accreditation Program (DEAP) accredited with the
Institute of Chartered Secretaries and Administrators (ICSA), Canada - 2016

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: N/A

Use additional sheets if necessary.

Name: Aurea Lafeuillée

**Position: Managing Director
(Acting)**

Age: 53 years

Mailing Address: P.O Box 168, Castries, St. Lucia

Telephone No.: ()1 758 455 7000

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

**Finance Manager, 1st National Bank St. Lucia Ltd – 2004 to November 2013;
Executive Manager, Finance & Research – 1st National Bank St. Lucia Limited,
2013 to date;
Managing Director (Acting) July 2016 to date.**

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

**Fellow of the Institute of Canadian Bankers (FICB);
Fellow, Chartered Association of Certified Accountants (FCCA).**

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: **N/A**

Use additional sheets if necessary.

Name: Valery Marshall-St. Omer

**Position: Executive Manager,
Human Resources, Organizational
Development & Support Services**

Age: 49 years

Mailing Address: P.O Box 168, Castries, St. Lucia

Telephone No.: () 1 758 455 7000

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

**Assistant Operations Manager, 1st National Bank St. Lucia Ltd. - 2007 to 2013.
Executive Manager, Human Resources, Organizational Development & Support
Services; November 2013 to date.**

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

**St. Joseph's Convent, St. Lucia; GCE "O" and "A" Levels.
Currently pursuing MBA.**

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: **N/A**

Use additional sheets if necessary.

Name: Sylvia Alcee

**Position: Executive Manager,
Credit and Client Services**

Age: 55 years

Mailing Address: P.O Box 168, Castries, St. Lucia

Telephone No.: () 1 758 455 7000

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

**Branch Manager, 1st National Bank St. Lucia Limited. 1997 to November 2013.
Executive Manager, Credit and Client Services; November 2013 to date.**

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

**Castries Comprehensive School, St. Lucia; GCE "O" Levels.
Associate of the Institute of Canadian Bankers.
MBA, Business Administration.**

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: N/A

Use additional sheets if necessary.

Name: Clarette Auguste-Taylor

**Position: Executive Manager,
Risk, Compliance and Recoveries**

Age: 54 years

Mailing Address: P.O Box 168, Castries, St. Lucia

Telephone No.: () 1 758 455 7000

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

Manager, Lending, 1st National Bank St. Lucia Ltd, 2004 to 2010.
Credit Risk Manager, 1st National Bank St. Lucia Ltd – 2011 to November 2013.
Executive Manager, Risk, Compliance and Recoveries - November 2013 to date.

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

St. Joseph's Convent, St. Lucia, GCE "O".
St. Lucia "A" Level College - "A" Levels.
ABE Diploma.
Executive Diploma in HR Management -2000.

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: N/A

Use additional sheets if necessary.

Name: Pius Cleveland Robert Fevrier

**Position: Executive Manager,
Credit and Client Services**

Age: 52 years

Mailing Address: P.O Box 168, Castries, St. Lucia

Telephone No.: () 1 758 455 7000

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

**Manager, Projects and Services – 1st National Bank St. Lucia Ltd, 2004 to November 2013;
Executive Manager, Marketing and Public Relations - 2013 to date.**

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

**Castries Comprehensive School, St. Lucia, GCE "O" Levels.
Executive Diploma in Business Management – 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: **N/A**

Use additional sheets if necessary.

Name: Denise Holden-Pierre

**Position: Executive Manager,
Internal Audit**

Age: 50 years

Mailing Address: P.O Box 168, Castries, St. Lucia

Telephone No.: () 1 758 455 7000

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

**Manager, Internal Audit, 1st National Bank St. Lucia Ltd - 2007 to 2013.
Executive Manager, Internal Audit, 1st National Bank St. Lucia Ltd - 2013 to
date.**

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

**St. Joseph's Convent, St. Lucia, GCE "O" .
St. Lucia "A" Level College - "A" Levels.
Fellow, Chartered Association of Certified Accountants (FCCA).**

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: N/A

Use additional sheets if necessary.

Name: Henri-Jacques Mangal

**Position: Corporate Secretary &
Legal Officer**

Age: 28 years

Mailing Address: P.O Box 168, Castries, St. Lucia

Telephone No.: () 1 758 455 7000

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

**Associate Attorney-at-Law, Chong & Co. July 2014 – December 2015.
Corporate Secretary & Legal Officer, 1st National Bank St. Lucia Limited –
December 2015 to date.**

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

**St. Mary's College, St. Lucia, GCE "O" Levels – 2005.
Sir Arthur Lewis Community College, Cambridge "A' Levels -2007.
University of the West-Indies Cave Hill Campus, Bachelor of Laws Degree (LL.B)
– 2011.
Hugh Wooding Law School, Legal Education Certificate (L.E.C.) – 2013.
Director's Education and Accreditation Program (DEAP) accredited with the
Institute of Chartered Secretaries and Administrators (ICSA), Canada - 2016.**

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: N/A

Use additional sheets if necessary.

Name: Chermaine Emmanuel

**Position: Executive Manager,
Finance & Research (Acting)**

Age: 40 years

Mailing Address: P.O Box 168, Castries, St. Lucia

Telephone No.: () 1 758 455 7000

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

**Audit Senior, KPMG Eastern Caribbean – June 2006 to May 2012;
Finance & Accounting Officer, Antigua Commercial Bank – June 2012 to
December 2014;
Manager, Accounting, 1st National Bank St. Lucia Limited – May 2016 to date;
Executive Manager, Finance & Research (Acting), 1st National Bank St. Lucia
Limited – November 2016 to date.**

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

**University of East London, B.A. Accounting & Finance – 2003.
ACCA – February 2009.**

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: N/A

Use additional sheets if necessary.

7. DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name	Charmaine Gardner	Position: President and Chairperson (Until May 2016)
		Age: 68
Mailing Address:	P. O. Box 82, Castries, St. Lucia	

Telephone No.: () 1 758 452 2153

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

Managing Director, Carasco & Son Ltd.

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

St. Joseph's Convent, GCE 'O' Levels
Bachelor of Arts Degree (Sociology) University of Western Ontario, London, Canada
Doctor of Laws (Honoris Causa) University of the West Indies, Cave Hill, Barbados
Director Education and Accreditation Program (DEAP) accredited with the Institute of Chartered Secretaries and Administrators (ICSA), Canada.

Name: Nigel Fulgence

**Position: Chairperson & President
Age: 55**

Mailing Address: P.O. Box 1471, Castries, St. Lucia

Telephone No.: () 1 758 457 4400

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

**Deputy Chief Electrical Engineer, Ministry of Communications, Works, Transport and Public Utilities, Government of St. Lucia;
Electrical Engineer, St. Lucia Electricity Services Ltd.**

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

**Bachelor of Science Degree (Hons.) P. Eng. John Moores University, England;
Director Education and Accreditation Program (DEAP) accredited with the
Institute of Chartered Secretaries and Administrators (ICSA), Canada.**

Name: Brenda Floissac-Fleming

Position: Director

Age: 56

Mailing Address: P.O. Box 722, Castries, St. Lucia

Telephone No.: () 1 758 452 2887

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

Lawyer-Floissac, Fleming and Associates.

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

B.A. (Hons.) Law;

**Director Education and Accreditation Program (DEAP) accredited with the
Institute of Chartered Secretaries and Administrators (ICSA), Canada.**

Name: Christian Husbands

Position: Director
Age: 53

Mailing Address: P.O. Box 173, Castries, Saint Lucia

Telephone No.: () 1 758 458 4180

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

Manager- NPH Inc. (Management and Investment Consultants).

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

St. Mary's College, St. Lucia.
Bachelor of Arts (BA) degree- University of Western Ontario, Canada.
Director Education and Accreditation Program (DEAP) accredited with the
Institute of Chartered Secretaries and Administrators (ICSA), Canada.

Name: Johnson Cenac

Position: Director
Age: 73

Mailing Address: Belmar Lane, Morne Fortne
P.O. Box 1079, Castries, Saint Lucia

Telephone No.: () 1 758 452 7255

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

Immediate past Parliamentary Commissioner.
Retired Civil Servant, Lecturer and Administrator.
Project Manager for CIDA (1998-2007).

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

Hubert Humphrey Fellowship.
M. Ed. Degree, Testing, Measurement and Evaluation; University of Arizona
(1980);
B.A. Degree (Hon), Mathematics and Economics; University of the West Indies
(1976);
UWI endorsed Teaching Certificate, St. Lucia Teachers College (1969);
Director's Education and Accreditation Program (DEAP) accredited with the
Institute of Chartered Secretaries and Administrators (ICSA), Canada.

Name: Tedburt Theobalds

Position: Director

Age: 68

Mailing Address: St. Jude's Highway, Vieux-Fort, P.O. Box 710, Castries

Telephone No.: () 1 758 454 6002

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

**Valuation Surveyor/Agricultural Consultant;
Lecturer for Production and Operations Management for Centre for Management
Development (UWI Diploma program).**

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

**BSc., MIS MBS (University West Indies);
Director's Education and Accreditation Program (DEAP) accredited with the
Institute of Chartered Secretaries and Administrators (ICSA), Canada.**

Name: Geraldine Lendor-Gabriel

Position: Director

Age: 50

Mailing Address: P.O. Box CP 6251, Castries, Saint Lucia

Telephone No.: () 1 758 451 7202

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

2004 to 2006 – Business Consultant, BEEQ Investments Ltd.

Lecturer, Sir Arthur Lewis Community College .

Business and Environmental Consultant – 2007 to present.

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

Msc – Environmental Management – University of Derby, UK;

BSc – Economics and Management – University of the West-Indies;

Certified General Accountants, Canada – Charetered Accountant;

Director’s Education and Accreditation Program (DEAP) accredited with the Institute of Chartered Secretaries and Administrators (ICSA), Canada.

Name: V. Adrian Augier

Position: Director

Age: 57

Mailing Address: P.O. Box RB 2359, Rodney Bay, Gros-Islet, Saint Lucia

Telephone No.: () 1 758 452 8417

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

2011 to date: Consultant – Economic Development / Creative Industries
Policy Design and Advocacy, Advisory Services, Investment.

Chairman, Landmark Group
Investment and Asset Management.

Managing Director, Landmark Events Ltd, St. Lucia
Event Design, Production and Management.

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

1990: **MA – Development Finance & Planning (Distinction)**
American University, Washington D.C.

1982: **BA – Economics/Political Science**
University of Western Ontario, Canada

1977: **St Lucia 'A' Level College**
Economics, English, French, Spanish

2012: Honorary Doctorate – University of the West Indies

Name: Richard Monplaisir

Position: Director
Age: 51

Mailing Address: P.O. Box 1485, Castries, Saint Lucia

Telephone No.: () 1 758 452 0094

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

Financial Comptroller, C.O. Williams Group of Companies.

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

B.A. (Hons) Business Administration and Accounting;
Director's Education and Accreditation Program (DEAP) accredited with the
Institute of Chartered Secretaries and Administrators (ICSA), Canada.

Name: Martin Satney

Position: Director

Age: 56

Mailing Address: P.O. Box RB 2310, Gros-Islet, Saint Lucia

Telephone No.: () 1 758 450 0225

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

Project Coordinator of the Black Sigatoka Management Unit in the Ministry of Agriculture; March 2012 to date;

Adjunct lecturer, Monroe College- 2009 to date.

Independent Consultant -Satgro Solutions Ltd; September 2007 to date.

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

MSc., Management and Implementation of Development Projects. (University of Manchester, Institute of Science & Technology; 1998.

MSc, Agricultural Engineering/Mechanization. (Higher Institute of Agricultural Sciences of Havana); 1981- 1986.

Director's Education and Accreditation Program (DEAP) accredited with the Institute of Chartered Secretaries and Administrators (ICSA), Canada.

Name: Jennifer Remy

Position: Director

Age: 66

Mailing Address: P.O. Box 1950, Castries, Saint Lucia

Telephone No.: () 1 758 456 0535

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

High Court Judge of the Eastern Caribbean Supreme Court: September 2009 - July 2013
Principal Attorney - Jennifer Remy & Associates 1983- 2009 & 2009 to date.

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

Bachelor of Arts (B.A.) - Psychology & Philosophy - University of Western Ontario -1971;
College of Law, London, England -1978.

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
Donald Monplaisir Holdings	Ordinary	765,288	15.3%
National Development Corporation	Ordinary	281,253	5.6%

- (b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

UPON CONVERSION: N/A

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 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) N/A

Name:	Address:	Percentage Ownership:	Name of the Exchange(s) on which the company's securities are listed:

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

Name:	Address:	Name of the Exchange(s) on which the company's securities are listed:
Caribbean Credit Card Corporation	Basseterre, St. Kitts	Not listed
East Caribbean Home Mortgage Bank	Basseterre, St. Kitts	Not listed
Eastern Caribbean Securities exchange	Basseterre, St. Kitts	Not listed
East Caribbean Financial Holding Company Ltd	Bridge Street, Castries, St. Lucia	ECSE
St. Lucia Electricity Services Ltd	John Compton Highway	ECSE

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 (Ag):

Name of Director:

Aurea Lafeuillee

Richard Monplaisir

SIGNED AND CERTIFIED

SIGNED AND CERTIFIED

Signature

Signature

Date

Date

May 17, 2017

May 17, 2017

Name of Corporate Secretary:

Henri-Jacques Mangal

SIGNED AND CERTIFIED

Signature

Date

17/5/17