

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

St. Lucia Electricity Services Limited

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

Place and date of incorporation:

St. Lucia, November 9, 1964

Street and postal address of registered office:

John Compton Highway, Sans Souci, Castries, Saint Lucia

P.O. Box 230, Castries, St. Lucia

Company telephone number: (758) 457-4400

Fax number: (758) 457-4409

Email address: lucelec@candw.lc

Financial year-end: 12 (month) 31 (day) 2017 (year)

Contact person(s): Trevor M. Louisy

Telephone number (if different from above): (758) 457-4401

Fax number: (758) 457-4409

Email address: tlouisy@lucelec.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 Company operates under the Electricity Supply Act, 1994 (as amended). The principal activities of the Company and its subsidiaries include the generation, transmission and distribution of electricity, the operation of a self insurance fund and the operation of a trust.

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

Exchange(s)	Securities Type	No. of Shares	Valuation
Eastern Caribbean Securities Exchange	Ordinary voting	22,400,000	448,000,000

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

5. Description of Share Capital

a) Authorised

TYPE/CLASS	No. OF SHARES
Ordinary voting shares	100,000,000
5% Redeemable Preference shares	1,214,218
Ordinary non-voting shares	800,000

b) Issued

TYPE/CLASS	No. OF SHARES
Ordinary voting shares	22,400,000
Ordinary non-voting shares	520,000

c) Outstanding

TYPE/CLASS	No. OF SHARES

APPENDIX 1 – BIOGRAPHICAL DATA FORMS

Information concerning Non-executive Directors:

Name: Stephen David Rupert McNamara

Age: 66 years

Position: Chairman

Mailing Address: P. O. Box 189, Castries, St. Lucia

Telephone No.: (758) 452-2662

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Partner in the law firm of – McNamara & Company
Generally the responsibility of the Senior Partner

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

Lincoln's Inn – Inn's of Court School of Law, England – 1969 to 1972 Barrister-at-law

Use additional sheets if necessary.

Information concerning Non-executive Directors:

Name: Matthew Lincoln Mathurin

Age: 55 years

Position: Director

Mailing Address: C/o National Insurance Corporation

Francis Compton Building, Waterfront, Castries, St. Lucia

Telephone No.: (758) 452-2808

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

2007 – Present: Director/Chief Executive Officer – National Insurance Corporation – leading organization- Planning and ensuring realisation of organization's goals, performing role of member of NIC's Board, guiding the Board in matters of policy, managing 120 staff members.

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

2001-2002 MBA –Specialization in Finance (with Distinction) Edinburgh Business School of Heriott Watt University

1983-1985 FCCA Emile Woolf College of Accountancy

Information concerning Non-executive Directors:

Name: John A. C. Joseph

Position: Director

Age: 62

Mailing Address: P.O. Box 577
Castries LC04101
St. Lucia

Telephone No: (758) -716 1584

List jobs held during the past five years. Give brief description of responsibilities.
Include name of employers.

Managing Director - Water and Sewerage Company Inc.

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

Bsc. Economics (Hons) UWI Cave Hill 1977
MBA Corporate Finance Fairleigh Dickinson
University USA 1986

Use additional sheets if necessary.

Information concerning non-Executive Directors:

Name: Charles Serieux

Position: Director

Age: 56

Mailing Address: P.O. Box CP 5775
Castries
St Lucia

Telephone No: (758) 285-2431

List jobs held during the past five years. Give brief description of responsibilities.
Include name of employers.

Managing Director – Ultramart Inc. 13 Years

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

Chartered Accountant - Association of Certified Chartered Accountants of UK
FCCA

Use additional sheets if necessary.

Information concerning non-Executive Directors:

Name: Sharon L Christopher Age: 61 years

Position: CEO Sharon Christopher & Associates

Mailing Address: 31 Starboard Drive, Westmoorings, Trinidad

Telephone Nos.: (868-633-3669 (home) 868-678-7338 (mobile).

List jobs held during the past five years. Give brief description of responsibilities.

Include names of employers.

Chief Executive Officer - Sharon Christopher and Associates

First Citizens Bank Limited – Deputy Chief Executive Officer / Group Corporate Secretary. Holds Executive Management responsibility for the following areas:

Legal, Group Operational Risk & Compliance, Human Resources, Group Facilities Management Services, Security Services, Marketing and Information & Communication Technology

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

London School of Economics & Political Science, University of London – 1980-1981.

Masters of Laws (LLM) Corporate Law

Hugh Wooding Law School – 1978 – 1980, Legal Education of Certificate (LEC)

University of the West Indies, Faculty of Law, Cave Hill, Barbados – 1975-1978

Bachelors of Law (LL.B) Upper Second Class Honours

Use additional sheets if necessary.

Information concerning non-Executive Directors:

Name: Leslie Prospere

Position: Attorney At Law

Age: 42

Mailing Address: P.O. Box 161
Castries, LC04 101
Saint Lucia

Telephone No: (758) 285 4122 (m) (758) 452 2311

List jobs held during the past five years. Give brief description of responsibilities. Include name of employers.

Gordon, Gordon & Co: Associate attorney (2010 to 2014) Partner (2014 to present)
Providing legal advice and representation to clients in all areas of the law.
Appearing before all Courts in the judicial hierarchy in Saint Lucia including the Judicial Committee of the Privy Council

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

Bachelor of Laws University of London (1997 to 2000)
Legal Education Certificate Hugh Wooding Law School (2000 to 2002)
Certified Country Assessor (Caribbean Financial Action Task Force (CFATF) (2010) Member of the CFATF team that undertook the country assessment for Belize in 2010.
Attorney General's nominee on Engineers Registration Board (2006), Saint Lucia Road Transport Board (2007 to 2010) and Central Tenders Board (2006 to 2010)

Use additional sheets if necessary.

Information concerning non-Executive Directors:

Name: Nicholas John Position: Attorney at Law

Age: 62

Mailing Address: P.O. Box 1209
 Castries, LC04 101
 Saint Lucia

Telephone No: (758) 451 9237 (Office)
 (758) 451 7573 (Office)
 (758) 452 9070 (Residence)

List jobs held during the past five years. Give brief description of responsibilities. Include name of employers.

Trainee Chartered Accountant	Peat Marwick Mitchell (UK)	1978-79
Partner Deterville, John & Co.		1979-94
Principal	Nicholas John & Co.	1994-present
Managing Director	Hewanorra Fiduciary Services Group	1999 –present

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

University	London School of Economics	1973-77
Law School	Council of Legal Education of England	1977-78

Use additional sheets if necessary.

Information concerning Non-executive Directors:

Name: Carole Eleuthere-Jn Marie

Position: Director

Age: 50

Mailing address: P.O. Box 527, Castries, St. Lucia

Telephone No.: 758-450-2662 Ext. 4400, 758-285-4347

List jobs held during past five years. Give a brief description of responsibilities. Include name of employers

November 2016 to present – Interim Chief Executive Officer, First Citizens Bank (Barbados) Limited

April 2010 to November 2016 - Regional Manager EC & Barbados – First Citizens Investment Services Limited

Responsibilities

- Lead a Caribbean Regional Investment Brokerage Operation which caters for the investment needs of a wide range of financial and non-bank financial institutions, large corporations and high net worth retail clients
- Lead and drive Capital Market transactions for Regional Caribbean Governments and Large corporations
- Coach and direct Country Heads in Regional territories
- Lead and drive execution of comprehensive business plans and strategies that create, develop, educate and nurture the Capital markets of the Eastern Caribbean and Barbados
- Maintain a highly driven, motivated and customer focused regional team with a customer centric and proactive sales culture
- Provide regional leadership and guidance with respect to HR, Brand and marketing policies, Compliance, etc.

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

FCCA – Emile Woolf College of Accountancy 1992

BSC (Hons) – UWI Cavehill 1987 - 1990

Use additional sheets if necessary.

Information concerning non-Executive Directors:

Name: Roger Blackman

Position: Managing Director - BLPC

Age: 47

Mailing Address: Barbados Light & Power Co Ltd
Garrison Hill, St Michael
Barbados, BB11000

Telephone No: (246) 626-4210

List jobs held during the past five years. Give brief description of responsibilities. Include name of employers.

2014: Senior Director Business Development - Emera Inc. Focused on clean energy and transmission development in the US Northeast.

2010: Business Development Manager - The Barbados Light & Power Co. Ltd. Responsible for providing leadership and oversight of the Company's power generation and transmission planning activities.

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

2008: Master of Business Administration - Durham University, UK

1991: Bachelor of Science in Engineering - The University of the West Indies, St. Augustine

Use additional sheets if necessary.

Information concerning non-Executive Directors:

Name: Karen Darbasie Position: Group Chief Executive Officer

Age: 53

Mailing Address: First Citizens Bank Limited
9 Queen's Park East
Port of Spain

Telephone No: (868) 621-5333 Mobile: (868) 680-9495

List jobs held during the past five years. Give brief description of responsibilities. Include name of employers.

April 2015 to present Group Chief Executive Officer, First Citizens Bank Limited

Jan 2005 - March 2015 Country Treasurer and Local Markets Head; Citibank (Trinidad & Tobago) Limited
Managing Director; Citicorp Merchant Bank Limited

In addition to providing the executive leadership for Citicorp Merchant Bank Limited, in the role of Country Treasurer the position has responsibility for managing the asset and liability positions of the bank in Trinidad, Barbados and Bahamas for each currency in which the bank funds its operations.

Responsible for regulatory interaction, with both Central Bank of Trinidad & Tobago and Trinidad & Tobago Securities & Exchange Commission, to resolve queries and obtain guidance or approval as required.

Primarily responsible for the management and marketing of the following products to ensure structures are suitable and appropriate to client needs:-

- FX trading -including Spot and Forwards
- Derivatives -including local and foreign Structured Investments
- Local Debt Capital Markets

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

1982-1985 UNIVERSITY OF THE WEST INDIES
B.Sc. (Hons) Electrical Engineering

1986-1987 UNIVERSITY OF ESSEX
MSc (Dist.) Telecommunications and Information Systems

Use additional sheets if necessary.

1990-1991

UNIVERSITY OF WARWICK
MBA (Dist.)

SPECIAL ACADEMIC ACHIEVEMENTS:

TRINIDAD AND TOBAGO GOVERNMENT SCIENCE SCHOLARSHIP based on results of Cambridge GCE A' Level Examination (1982).

UNIVERSITY OF THE WEST INDIES SCHOLARSHIP based on results of U.W.I. Scholarship Examination (1982).

CHARLES D. MASSEY PRIZE for FIRST PLACE -FACULTY OF ENGINEERING based on results of final year examination (1985).

TEXTEL PRIZE for top mark Telecommunication Systems based on results of final year examinations (1985).

COMMONWEALTH SCHOLARSHIP awarded for postgraduate study at University of Essex (1986).

APPENDIX 1(a) – BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Trevor Louisy

Position: Managing Director

Age: 55 years

Mailing Address: P.O. Box 230, Castries. St. Lucia

Telephone No.: (758) 457-4400

List of jobs held during past five years. Give brief description of responsibilities. Include names of employers.

St. Lucia Electricity Services Limited - Managing Director 2004 to present

Responsible for the management of the business operations and strategic positioning of LUCELEC

St. Lucia Electricity Services Ltd. - Chief Engineer - 1997- December 31, 2003

Responsible for all engineering functions.

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

B. Sc. Electrical Engineering, 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:

N/A

Use additional sheets if necessary.

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Ian Peter

Position : Chief Financial Officer

Age: 48 years

Mailing Address: P.O. Box 230. Castries, St. Lucia

Telephone No.: (758) 457-4400

**List jobs held during past five years. Give brief description of responsibilities.
Include names of employers.**

St. Lucia Electricity Services Limited – Chief Financial Officer – January 2016 to present

Responsible for the financial management and fiscal integrity of the company

Unicomer (Saint Lucia) Limited formerly Courts (St. Lucia Limited) – OECS Director of Finance & Technical Services - April 2014 to December 2015

Unicomer (Saint Lucia) Limited formerly Courts (St. Lucia) Ltd – OECS Director of Finance – January 2008 to March 2014

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

Fellow of the Association of Certified Chartered Accountants (FCCA)

BSc (Hons) Management Studies from the University of the West Indies, Cave Hill Campus – 1989 to 1992

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 OTHER KEY PERSONNEL OF THE COMPANY

Name: Victor E. Emmanuel

Position: Business Development Manager

Age: 56 years

Mailing Address: P.O. Box 230, Castries. St. Lucia

Telephone No.: (758) 457-4400

List of jobs held during past five years. Give brief description of responsibilities. Include names of employers.

St. Lucia Electricity Services Limited – Business Development Manager – September 2008 to present

Responsible for the identification and development of new business ventures for the Company

St. Lucia Electricity Services Limited - Chief Engineer – January 2004 to August 2008.

Responsible for all engineering functions

St. Lucia Electricity Services Limited - Generation Engineer - 1994 – 2003 - Responsible for the generation of electricity within the Company

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

B. Eng Electrical Engineering, Mc Gill University – 1981-1985

M.Sc. Information System Engineering – UMIST – 1994-1995

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 OTHER KEY PERSONNEL OF THE COMPANY

Name: Goodwin d' Auvergne

Position: Chief Engineer

Age: 57 years

Mailing Address: P.O. Box 230, Castries, St. Lucia

Telephone No.: (758) 457-4400

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

St. Lucia Electricity Services Limited: Chief Engineer 2008 – Present - Responsible for coordinating the activities of the Engineering Division (Operations).

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

Master of Business Administration (Finance) – Durham University (2014)

Bachelor of Science - Electrical Engineering - University of Hartford (1984-1988)

Associates in Applied Science - Electronic Technology - University of Hartford (1982-1984)

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.

Name: Sharon Narcisse

Position: Senior Human Resources Officer

Age: 42

Mailing Address: P.O. Box 230, Castries LC04 101 St. Lucia

Telephone No.: (758) 457-4400

List of jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Key responsibilities:

September 2017 to Present

Senior Human Resources Manager - St. Lucia Electricity Services Limited (LUCELEC)
Sans Souci, Castries, Saint Lucia

- Strategic HR Management - Creates and enhances human resource management strategy and programmes that align with LUCELEC's corporate strategy in support of its mission, vision and values, and recommends and implements new approaches to effect continual improvements in the attainment of business objectives.
- Workforce Planning - Develops and implements workforce and succession planning models to attract and retain the human capital required for the organization.
- Talent Development - Develops and implements customized talent management and development programmes to ensure maximum return on investment of LUCELEC's human capital.
- Performance Management - Ensures planning, monitoring, and evaluation of employee work results by developing and overseeing appropriate performance management systems, and training managers to coach, develop and where necessary discipline employees.
- Industrial Relations - Determines and champions employee relations practices to ensure a positive employee-employer relationship that promotes a high level of employee commitment and an effective Industrial Relations environment. Leads negotiations for Collective Agreements and manages the local dispute resolution process through constant interaction with the company's negotiating partners.
- Compensation & Benefits - Establishes and maintains company compensation programmes to ensure internal and external equity and competitiveness is maintained.
- Risk Management & Statutory Compliance – Proactively identifies potential Human Resource risk areas, root causes of these and takes measured actions to mitigate these risks. Ensures compliance with local labour legislation by enforcing adherence to requirements, monitoring statutory changes and advising and educating management on needed actions.
- Change Management - Facilitates change management strategies to ensure continued employee engagement, productivity and support of the corporate culture.
- Senior Leader – Manages the operations of the HR Department and leads the HR Team to provide progressive HR client services across the organization. Develops aligned

Use additional sheets if necessary.

department goals, objectives, and systems, manages department and project budgets and produces timely and comprehensive management reporting.

Key responsibilities:

April 2015 to September 8, 2017
Senior Manager – Human Resources
Saint Lucia Air and Sea Ports Authority
Manoel Street, Castries, Saint Lucia

- Develop, coordinate and monitor the implementation of human resource programs, policies and procedures that support the organization's strategic objectives;
- Initiate, develop, and lead all change initiatives pertaining to human resources management for improved efficiency, productivity and service delivery;
- Lead the Authority's employee relations and disciplinary programs and meet regularly with three (3) Trade Unions and one (1) employee association to resolve employee grievances and gain support for key organizational initiatives;
- Coordinate the administration and negotiation of trade union agreements and serve as a member of the Management Team for negotiation of collective agreements; led discussions at the level of the technical committee which was set up for the purpose of reviewing salaries;
- Direct the Authority's talent management program and ensure the alignment of employee needs with the overarching goals of the organization;
- Recommend and maintain an organizational structure and staffing levels to accomplish company goals and objectives;
- Develop and manage annual budgets for the Human Resources Department and perform periodic cost and productivity analyses;
- Coach, supervise and monitor the work of five (5) direct reports in undertaking all human resource transactions through the assignment of work, constant review, dialogue and guidance for the achievement of established performance targets.
- Provide advice and support to 14 senior managers and approximately 440 employees on the interpretation and application of HR policies, rules and regulations;

Key responsibilities:

November 2012 to March 2015
Director - Human Resource Management
Ministry of the Public Service, Information and Broadcasting,
Graham Louisy Administrative Building, Waterfront, Castries, Saint Lucia

- Developed, coordinated and monitored the implementation of human resource programs, policies and procedures for 17 ministries and 6 departments with a total staff complement of over 9,000 employees;

Use additional sheets if necessary.

- Directed and performed recruitment and selection activities, including vacancy adverts, shortlisting and interviewing through consultation with senior officers in 17 ministries and 6 departments to determine job competencies for the selection of the best candidate;
- Administered the public service's compensation plan through the assignment of salary and allowances to approximately 7,000 public officers on the permanent establishment;
- Met with the relevant trade unions to discuss staff grievances and agree on resolutions.
- Provided advice and support to the Permanent Secretary and Deputy Permanent Secretary of the Ministry of the Public Service on the development, modification and application of existing HR policies, rules and regulations and recommends new policies;
- Provided advice and support to over 30 senior public officers and staff on the interpretation and application of HR policies, rules and regulations through monthly targeted meetings and regular dialogue with over 50 heads of ministries and departments;
- Conducted research into human resources matters such as benefits (pension and employment contracts) and disciplinary matters and submits a comprehensive report on the findings and recommends the relevant course of action;
- Coached, supervised and monitored the work of 5 direct reports and 12 indirect reports in undertaking all human resource transactions through the assignment of work, constant review, dialogue and guidance to ensure that the established performance targets are achieved and to facilitate staff development;
- Produced quarterly and annual reports to evaluate the progress, achievements and challenges of the Human Resources Division and submits the same to the Permanent Secretary for the assessment of the Division's progress towards attaining its goals.

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

- Master of Management Studies (with First Class Honours)
Major: Human Resource Management
School: The University of Waikato, Hamilton, New Zealand
Date: 2004-2005
- Postgraduate Diploma in Human Resource Management (with Distinction)
School: The University of Waikato, Hamilton, New Zealand
Date: 2003-2004
- Bachelor of Business Administration
Major: Management
School: Andrews University, Berrien Springs, Michigan, USA
Date: 1991-1996
- Associate of Science Degree
Major: Computer Information Systems
School: Andrews University, Berrien Springs, Michigan, USA
Date: 1991-1996

Use additional sheets if necessary.

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.

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
Emera St. Lucia Ltd.	Ordinary voting	4,480,000	20.00
First Citizens Bank Limited	Ordinary voting	4,480,000	20.00
National Insurance Corporation	Ordinary voting	4,480,000	20.00
Castries City Council	Ordinary voting	3,472,000	15.5%
Government of St. Lucia	Ordinary voting	2,251,200	10.05%
Government of St. Lucia	Ordinary non-voting	520,000	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*

* 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:

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:
LUCELEC Cap Ins. Inc.	Sans Souci, John Compton Highway, Castries	100%	None
LUCELEC Trust Company Inc.	Sans Souci, John Compton Highway, Castries	100%	None

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

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

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:

Name of Director:

Trevor M. Louisy

Signature

Signature

Date

Date

Name of Corporate Secretary:

Gillian French

Signature

Date