

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: **Grenada - October 12, 1979**

Street and postal address of registered office:

Head Office, Grand Anse, P.O. Box 857, St. George
Grenada

Company telephone number: (**473**) **444-2265**

Fax number: (**473**) **444-5501**

Email address: **headoffice@republicgrenada.com**

Financial year-end: **September 30 2018**
(month) (day) (year)

Contact person(s): **Keith A. Johnson**
Clifford Bailey

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

Fax number: ()

Email address: **kjohnson@republicgrenada.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 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	1,627,673	\$45.00

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

5. Description of Share Capital

a) Authorised

TYPE/CLASS	No. OF SHARES
Common Stock	Unlimited number of shares of no par value

b) Issued

TYPE/CLASS	No. OF SHARES
Common Stock	1,627,673

c) Outstanding

TYPE/CLASS	No. OF SHARES

6. EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: _____

Name: See Appendix 1 Age: _____

Mailing Address: _____

Telephone No.: _____

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):

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 (See Appendix 1).

7. DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: See Appendix 2 Position: _____

Age: _____

Mailing Address: _____

Telephone No.: _____

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

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

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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
Republic Financial Holdings Co., Trinidad	Ordinary Shares	1,232,387	75.7%

- (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*

* 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:
USFC Financial Holdings Comp	9-17 Park Street, Trinidad	Trinidad & Tobago	Trinidad & Tobago	Trinidad & Tobago Stock Exchange

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			

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

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

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:

Keith A. Johnson

Leon Charles

SIGNED AND CERTIFIED

SIGNED AND CERTIFIED

January 2019

January 2019

Date

Date

Name of Corporate Secretary:

Melissa Jankie

SIGNED AND CERTIFIED

Signature

January 2019

Date

APPENDIX 1
EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: Managing Director

Name: Keith A. Johnson Age: 60

Mailing Address: C/O: Republic Bank (Grenada) Ltd.
Republic House, Grand Anse, St. George
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 (January 2009 – Present)

Current Responsibilities:

- The development and implementation of strategy for sustained growth of the Bank in accordance with such directives as the Board may issue from time to time.
- To require the Bank to establish policies and procedures to discharge their administrative and accounting responsibilities so as to safeguard the Banks assets.
- To keep the Chairman and the Board of Directors of Republic Bank (Grenada) Ltd. informed on any issue of importance.

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

EMBA – University of the West Indies, Cave Hill, Barbados, 2003.

B. Sc. Accountancy - University of Guyana, 1996

AICB – 1987

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:

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: General Manager - Credit

Name: Shaeen Ghouralal Age: 58

Mailing Address: C/O: Republic Bank (Grenada) Limited
Republic House, Grand Anse, St. George
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 Limited:-
• Credit Manager – Corporate Business Centre East / Central Trincity, Trinidad
• Corporate Manager – Corporate Business Centre East / Central Chaguanas, Trinidad

Republic Bank (Grenada) Limited:-
• General Manager – Credit (February 2018 – present)

Current Responsibilities:

Customer Service / Maintenance and Protection of Assets / General Administration / Management of the Non-Performing Credit Portfolio / Sales / Business Development / Human Resource Management

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

- High School (1971 – 1977)
- Secretarial College (1978)
- ACCA Diploma in Financial Management (2008-2009)
- Masters of Business Administration (2015)

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:

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: General Manager - Operations

Name: Clifford Bailey Age: 47

Mailing Address: C/O: Republic Bank (Grenada) Limited
Republic House, Grand Anse
St. George

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:-

- General Manager – Operations - April 2015
- Manager Head Office – December 2012

Current Responsibilities:

To manage the development, implementation and monitoring of strategic plans and activities of the Bank, as they relate to Branch Retail Banking, Information Technology, Marketing, General Administration, Business Systems Process Improvement and Business Support Services with guidance from Group, to oversee the operations of the Operational Risk function.

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

MSc Information Technology – Aspen University, 2006

BSc Computing and Information Systems – University of London, 2001

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:

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: _____

Name: _____ Age: _____

Mailing Address: _____

Telephone No.: _____

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):

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:

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: _____

Name: _____ Age: _____

Mailing Address: _____

Telephone No.:

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

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:

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: _____

Name: _____ Age: _____

Mailing Address: _____

Telephone No.: _____

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Give brief description of current responsibilities.

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

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:

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: _____

Name: _____ Age: _____

Mailing Address: _____

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Give brief description of current responsibilities.

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

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:

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: _____

Name: _____ Age: _____

Mailing Address: _____

Telephone No.: _____

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Give brief description of current responsibilities.

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

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:

EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: _____

Name: _____ Age: _____

Mailing Address: _____

Telephone No.: _____

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):

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:

APPENDIX 2
DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Gregory I. Thomson Position: Director / Chairman
Age: 66
Mailing Address: 42 The Park, La Horquette, Glencoe, Trinidad, W.I.

Telephone No.: (868) 620-6683

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

- Central Bank of Trinidad & Tobago - Credit Risk Specialist - Mar 2013-Mar 2014
- Trinidad & Tobago Unit Trust Corporation - Executive Advisor, Investments - Jul. 2013 - Nov. 2014
- Republic Bank Limited - Director - Aug.1, 2014 - present
- Republic Financial Holdings Limited - Director - Dec.16, 2015 - present
- One Caribbean Media Ltd - Director - June 2016 – present
- Republic Bank (Grenada) Limited – Chairman – December 2017 - present

As a Director of the Boards of both Republic Bank Limited (RBL) and Republic Financial Holdings Limited (RFHL), the current responsibilities is to provide leadership, enterprise, integrity, and good judgement in guiding the Group to achieve growth and deliver long term sustainable shareholder value. The Board sets the strategic objectives for the Group and provides oversight and control. Implementation of the strategy is delegated to management under the leadership of the Managing Director of RBL and President of RFHL.

Current Responsibility - Retired Banker

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

- B.Sc (Maths & Physics) - University of the West Indies, St Augustine - 1974
- MBA - University of Western Ontario, Canada – 1987

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: _____ Position: _____

Age: _____

Mailing Address: _____

Telephone No.: _____

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

[illegible]

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

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Leon D. Charles Position: Director
Age: 60
Mailing Address: P.O. Box 10
St. George's
Grenada

Telephone No.: (473) 442-4681

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

Consultant – Charles & Associates, Inc. (self-employed).

Current Responsibilities:

Carry out assignments for clients as per terms of contract.

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

- MBA - University of Western Ontario, Canada (1987)
- B.Sc. Management (First Class Honours) - University of the West Indies, Trinidad (1982)

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Isabelle Slinger Position: Director

Age: 52

Mailing Address: The Tower, St. Paul's
St. George
Grenada

Telephone No.: (473) 435-0186

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

Managing Director of Comserv Limited (1999 – Present)

Current Responsibilities:

Managing Director – senior accountant and manager of the business. Comserv Ltd offers accounting and management consulting services, and Ms. Slinger has the overall responsibility for the day to day running of the operation.

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

- International Baccalaureate, St. Clare's, Oxford
- University of South Carolina, SC, Dean's List
- Centre for Management Development, Grenada
- School of Accounting and Management, Trinidad, B.S.C. Information Systems and Computers
- Quickbooks Pro Advisor Certification Course

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Karen Yip Chuck Position: Director
Age: 50
Mailing Address: C/O: Republic Bank Limited
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.

Republic Bank Limited:-

- General Manager, Trust & Asset Management Division (January 1, 2011 to June 30, 2014)
- General Manager, Wealth Management (July 1, 2014 to February 10, 2016)
- General Manager, Corporate & Investment Banking (February 11, 2016 to Present)

Current Responsibilities:

- Oversee Operations of all Corporate Business Centres, North, South and East/Central Regions
- Oversee Operations of the Investment Banking Division
- In conjunction with Executive Director and Regional Corporate Managers, seek new Business from existing and new Corporate customers re Investments and Loans facilities
- Make presentations to the Executive Director and RBL Board in light of New Business/Investments
- Approve Loan facilities of substantial value exceeding the Corporate Centres limits for customers business re Construction, Investment, Operation of Businesses (Local and Foreign). Periodically conduct site visits to Businesses/Construction including abroad
- Allocate Foreign Exchange to Centres for Corporate Customers
- Function in the role as Director representing the Bank on several Boards
- Maintain customer relations by social networking, hosting Bank's Business functions
- Among the Bank's Subsidiaries host Trade Missions, including locally

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

- B.Sc. (Hons.) - Economics – University of the West Indies
- MBA – Heriot Watt University, Edinburgh, England
- A.C.I.B. – Associate of the Chartered Institute of Bankers
- CIA – Certified Internal Auditor

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Graham Williams Position: Director

Age: 54

Mailing Address: P.O.Box 575
St. George's
Grenada

Telephone No.: (473) 443-5477/5423

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

- Director of Island Ice Co. Ltd (1995 to present)
- Managing Director and Chairman of Westerhall Estate Ltd. (1986 to present)
- Chairman of the BOD - Umbrella Beach Bar Ltd (2010 to present)
- Executive Director of Renegade Rum Distillery Group Ltd. (2016 to present)
- Chairman of the BOD - Guardian General Insurance OECS Ltd. (2017 to present)

Current Responsibilities:

- Westerhall Estate Ltd.
Manage the overall daily administration of the company.
As Chairman, report to the directors and secretary of the company quarterly.

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

B.A. Economics - University of Windsor (1985)

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Richard Lewis Position: Director
Age: 65
Mailing Address: C/O: Label House Group Limited
24-25 Frederick Settlement Ind. Estate, Caroni
Trinidad

Telephone No.: (868) 645-5522

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

General Manager/Director - Label House Group Limited, 1986

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

University of Western Ontario - Richard Ivey School of Business - H.B. Administration, 1974

Newcastle Institute of Technology, 1969

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Leslie-Ann Seon Position: Director

Age: 54

Mailing Address: C/O: Seon & Associates
Lucas Street, St. George's
Grenada

Telephone No.: (473) 435-1770

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

Principal of the law firm, Seon & Associates. She has been admitted to practice at the Bars of Grenada, Barbados, and the British Virgin Islands and has been practicing for 24 years.

Chairman - Grenada Investment and Development Corporation.

Current Responsibilities:

- Legal Counsel
- Manage the law firm, and its client base

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

University of the West Indies (B.A., Hons, 1988; LL.B., Hons, 1991)

Hugh Wooding Law School (Legal Education Certificate)

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Christopher Husbands Position: Director
Age: 49
Mailing Address: C/O: NAWASA
The Carenage, St. George's
Grenada
Telephone No.: (473) 440-2155

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

General Manager, National Water and Sewerage Authority (April 2008 – Present)

Current Responsibilities:

Implementing the strategic direction provided by the Board of Directors

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

- B. Sc. (Hons) Civil/Environmental Engineering, UWI St. Augustine, Trinidad
- M. Sc. Project Management, Florida International University, USA
- MBA Finance, University of Toronto, Ontario Canada

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Parasram Salickram Position: Director
Age: 40
Mailing Address: C/O: Republic Bank Limited
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.

Republic Financial Holdings Limited (RFHL):-
• Chief Financial Officer (June 2004 to present)

Republic Bank Limited:-
• General Manager – Planning and Financial Control - January, 2014 - Present
• Senior Manager – Planning & Financial Control - June, 2013

Current Responsibilities:

- Responsible for the entire financial reporting process of the RFHL group including management, legal and statutory reporting requirements
- Managing the strategic planning process of the Group
- Key part of team managing the inorganic growth of the Group

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

- Fellow of the Association of Chartered Certified Accountants (ACCA) - 2001
- Chartered Institute of Management Accountants (CIMA) - 2011
- Chartered Global Management Accountant (CGMA) - 2012
- Chartered Financial Analyst (CFA)

Names and Addresses of Affiliates

Affiliates	Address
HFC Bank (Ghana) Limited <i>Commercial Bank</i>	https://www.hfcbank.com.gh/
Republic Bank (Barbados) Limited <i>Commercial Bank</i>	https://republicbarbados.com
Republic Bank (Guyana) <i>Commercial Bank</i>	https://republicguyana.com
Republic Bank (Suriname) N.V. <i>Commercial Bank</i>	https://www.republicbanksr.com
Republic Bank Limited <i>Commercial Bank</i>	https://www.republictt.com
Republic Insurance Company (Cayman) Limited <i>Insurance Company</i>	https://www.republictt.com/about/subsidiaries
Atlantic Financial Limited <i>International Business Company</i>	https://www.republictt.com/about/subsidiaries
Republic Wealth Management Limited <i>Investment Advisory Company</i>	https://www.republictt.com/
Republic Caribbean Investments Limited <i>Investment Company</i>	https://www.republictt.com/about/subsidiaries
Republic Suriname Holdings Limited <i>Investment Company</i>	https://www.republicbanksr.com/
Republic Investments Limited <i>Investment Management Company</i>	https://www.republictt.com/about/subsidiaries
Republic Finance and Merchant Bank Limited <i>Merchant Bank</i>	https://www.republictt.com/about/subsidiaries
Republic Bank (Cayman) Limited <i>Offshore Bank</i>	https://www.republictt.com/about/republic-bank-cayman-limited
Republic Bank Trinidad and Tobago (Barbados) Limited <i>Offshore Bank</i>	https://www.republicbarbados.com/
Republic Securities Limited <i>Securities Brokerage Company</i>	https://www.republictt.com/about/republic-securities-limited