



### MATERIAL CHANGE REPORT

(Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General) By-Laws, 2013)

1. NAME OF REPORTING ISSUER

<b>Name of Reporting Issuer</b>
REPUBLIC BANK LIMITED

2. DATE OF MATERIAL CHANGE

<b>Date of material change</b>
2 <sup>nd</sup> June, 2015

3. DESCRIPTION OF MATERIAL CHANGE

<b>Description of material change</b>
Further to the instructions contained in your letter dated 27 <sup>th</sup> May, 2015, Republic Bank Limited ("Republic Bank") advises that on 2 <sup>nd</sup> June, 2015, the Board of Directors approved the restructuring of Republic Bank with respect to the formation of a holding company to be called Republic Financial Holdings Limited.  The restructuring will take effect on 1 <sup>st</sup> October, 2015, is subject to shareholder and regulatory approval and will have no impact on the shareholders and customers.

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

	Yes	No
<b>Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012?</b>		No

If "No"

<b>Proposed Date of Publication of Notice (dd/mmm/yyyy)</b>	03/06/2015
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If "Yes"

<b>State the reasons for applying for the exemption</b>

N/A

5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Jacqueline Quamina
Position in Organization	Group Legal Counsel/ Corporate Secretary
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Email Address	<a href="mailto:jquamina@republictt.com">jquamina@republictt.com</a>

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

JACQUELINE QUAMINA  
Print Name



Signature

CORPORATE SECRETARY  
Position

2/06/15  
Date

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Tool	ID Information
Registrant's Number	
Director's Number	
Document/ Record Number	
Record's Management Date Received (dd/mm/yyyy)	

Approved By: \_\_\_\_\_ Date (dd/mm/yyyy): \_\_\_\_\_