

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

Name of Reporting Issuer
REPUBLIC FINANCIAL HOLDINGS LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
13 <sup>th</sup> March, 2019

3. DESCRIPTION OF MATERIAL CHANGE

Description of material change
<p>Republic Financial Holdings Limited ("RFHL") advises that pursuant to a resolution of its Board of Directors passed on 29<sup>th</sup> August, 2018 and having received all regulatory approvals, its Barbadian subsidiary, Republic Bank Trinidad and Tobago (Barbados) Limited ("RBTBTL"), has acquired 74.99% of the shareholding of Cayman National Corporation Limited ("CNC").</p> <p>RBTBTL is a licensed offshore international financial business operating pursuant to the Laws of Barbados. As part of its structure, RBTBTL is the sole shareholder of Republic Bank (Cayman) Limited which is RFHL's subsidiary operating within the Cayman Islands.</p> <p>The offer to acquire the shareholding in CNC resulted in the purchase of 31,755,842 issued shares in CNC at a price of US\$6.25 per share. The total cost of the transaction was US\$198,474,012.50.</p>

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

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

If "No"

Proposed Date of Publication of Notice (dd/mm/yyyy)	15/3/2019
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If "Yes"

State the reasons for applying for the exemption

5. DETAILS OF SENIOR OFFICER

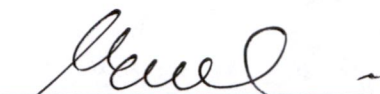
Name (First name, Last name)	Kimberly Erriah-Ali
Position in Organization	Corporate Secretary
Work Address	9-17 Park Street, Port of Spain
Work Phone	1-868-625-3617 ext. 3345
Fax Phone	1-868-625-1336
Mobile Phone	1-868-682-0162
Email Address	Kimberly.erriah-ali@rfhl.com

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.

KIMBERLY  
ERRIAH-ALI

Print Name

  
Signature

CORPORATE  
SECRETARY

Position

13/3/2019

Date

FOR OFFICIAL USE ONLY

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): \_\_\_\_\_