



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
12 th September, 2018

3. DESCRIPTION OF MATERIAL CHANGE

Description of material change
<p>Further to Republic Financial Holdings Limited's ('RFHL') letter dated 3rd September, 2018, we advise that Republic Bank Trinidad & Tobago (Barbados) Limited ('RBTBTL'), a wholly owned subsidiary of RFHL, has made a proposal to the Board of Cayman National to acquire a minimum of 51% and up to 74.99% of the issued shares of Cayman National by way of a tender offer to Cayman National shareholders at US\$6.25 per Cayman National share.</p> <p>In the said letter, we did advise that our next publication would occur when the implementation agreement is executed. However, we have been reliably informed that Cayman National will be publishing this information on the Cayman Stock Exchange's website on 12th September, 2018.</p> <p>Given the forthcoming publication by Cayman National, we thought it prudent for RFHL to advise the Trinidad and Tobago Securities Exchange Commission of this development and to prepare a similar statement which will be made to the Trinidad & Tobago public via RFHL's website on 13th September, 2018 and in two (2) daily newspapers. The Notice is attached for ease of reference.</p> <p>To note, the information recited here is contained in RFHL's letter dated 13th September, 2018 which was submitted to the SEC on the same date.</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)	14 th September, 2018
--	----------------------------------

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
Residential Address	
Work Phone	1-868-625-3617 ext. 3345
Fax Phone	1-868-625-1336
Mobile Phone	
Email Address	kerriah@republictt.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

17th
September,
2018
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): _____