



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 BANK LIMITED |

2. DATE OF MATERIAL CHANGE

| Date of material change |
|-----------------------------|
| 26 th June, 2015 |

3. DESCRIPTION OF MATERIAL CHANGE

| Description of material change |
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| <p>Republic Bank Limited ("Republic Bank") advises that further to our letter dated 11th May, 2015 and the Notice published on 3rd June, 2015 pursuant to section 64(1)(b) of the Securities Act, A Special Meeting was held on 26th June 2015 at Republic House, 2nd Floor Conference Room, 9-17 Park Street, Port of Spain and it was thought fit to pass the following resolutions:</p> <ol style="list-style-type: none"> 1) Subject to Regulatory Approval, to approve the restructuring of the Republic Bank Limited to form a Holding Company (effective October 1, 2015) by the transfer to and the vesting into Republic Finance and Merchant Bank Limited of the undertaking of Republic Bank Limited in accordance with Section 89 of the Financial Institutions Act Chap 79:09. 2) Subject to Regulatory Approval, to approve <ol style="list-style-type: none"> a) the execution by any two Directors of the transfer agreement between Republic Bank Limited (the transferor) and Republic Finance and Merchant Bank Limited (the transferee) for the acquisition by Republic Finance and Merchant Bank Limited of the undertaking of Republic Bank Limited (effective October, 1st 2015) save for the investments by Republic Bank limited in the following subsidiaries and affiliates - Republic Bank Guyana Limited, Republic Bank Barbados Limited, Republic Bank Grenada Limited, Republic Insurance Company (Cayman) Limited, Republic Bank Trinidad and Tobago (Barbados) Limited, Republic Securities Limited and HFC Bank (Ghana) Limited and East Caribbean Financial Holding Company Limited and b) the performance of all other acts that may be deemed necessary to give effect to the restructuring |

- 3) Subject to Regulatory Approval, to approve the name change from Republic Bank Limited to Republic Financial Holdings Limited (effective October 1, 2015).
- 4) To consider and if thought fit, approve the amendments to By-law No. 1 of Republic Bank Limited (effective October 1,2015) to:
 - a) Amend any reference to Republic Bank Limited to read Republic Financial Holdings Limited;
 - b) Update references to the legislation cited (where applicable);
 - c) Delete By-laws 19.1 and 19.2 in their entirety and replace them with a new By-laws 19.1 and 19.2 (the full text of which is annexed and forms part hereof); and
 - d) Delete all references relating to communicating notices via cable, telex or telefax.
- 5) To appoint the Auditors, EY Trinidad and Tobago and to authorize the Directors to fix their remuneration.

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? | | No |

If "No"

| | |
|--|------------|
| Proposed Date of Publication of Notice (dd/mmm/yyyy) | 27/06/2015 |
|--|------------|

If "Yes"

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| State the reasons for applying for the exemption |
| N/A |

5. DETAILS OF SENIOR OFFICER

| | |
|------------------------------|--|
| Name (First name, Last name) | Jacqueline Quamina |
| Position in Organization | Group Legal Counsel/ Corporate Secretary |
| Business Address | 9-17 Park Street Port of Spain |
| Work Phone | 1-868-625-3617 ext. 3345 |
| Fax Phone | 1-868-625-1336 |
| Mobile Phone | 1-868-620-6682 |
| Email Address | iquamina@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.

JACQUELINE
QUAMINA

Print Name



Signature

CORPORATE
SECRETARY

Position

26/06/15

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): _____