



FORM 10A

MATERIAL CHANGE REPORT

By kdematas at 11:05:49 AM, 5/23/2025

Pursuant to Section 64 of the Securities Act, 2012

General Instructions:	<p>Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced.</p> <p>This report and any attachments should be certified by a Senior Officer of the Reporting Issuer.</p> <p>Completed reports should be submitted to:</p> <p style="padding-left: 40px;">The Director Market Regulation and Surveillance Division Trinidad and Tobago Securities and Exchange Commission Levels 22 – 23, Tower D, International Waterfront Centre, 1 Wrightson Road, Port of Spain, Trinidad and Tobago</p>
Item 1	State the name of the reporting issuer as specified in its constituting documents, and include the issuer's primary business address.
Item 2	State the exact date of the material change. Please note that only one date is to be included in this field.
Item 3	Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of relevant information that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, consideration paid for purchases/investments, sources of financing or funding, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.
Item 4	<p>State whether the issuer is seeking an exemption from publishing a notice in accordance with Section 64(2) of the Securities Act 2012, by completing the associated "YES" or "NO" sections of the form accordingly.</p> <p>If the issuer is not seeking an exemption, state the scheduled date(s) for the publication of the Notices and the associated daily newspapers of general circulation.</p>

	If the issuer is seeking an exemption, state the issuer's reason(s) for applying for the exemption.
Item 5	State the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change.
Item 6	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.





FORM 10A

MATERIAL CHANGE REPORT

By kdematas at 11:06:59 AM, 5/23/2025

Pursuant to Section 64 of the Securities Act, 2012

1. NAME OF REPORTING ISSUER

Name of Reporting Issuer
Republic Financial Holdings Limited

2. DATE OF MATERIAL CHANGE

Date of material change
20th May, 2025

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>Approval was given to acquire the remaining Non-Controlling Interest (NCI) in Cayman National Corporation Ltd (CNC), subject to all regulatory approvals or notifications where necessary.</p> <p>Currently, RFHL owns 74.99% shareholding of CNC via its wholly-owned subsidiary, Republic Bank Trinidad & Tobago (Barbados) Limited (RBTTBL).</p> <p>The acquisition of the NCI in CNC will occur by RBTTBL making a public offer to all shareholders of the NCI for the outstanding CNC shares listed on the Cayman Stock Exchange (CSX).</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?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

If "No"

Date of Publication of Notice (dd/mm/yyyy)	
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If "Yes"


State the reasons for applying for the exemption
<p>Given the nature of the transaction and the sensitivity for multi-jurisdictional parties, RFHL is seeking an exemption to publish.</p> <p>We propose to publish within seven (7) days of the close of the offer, should the outcome be material. However, an update will be provided to the Commission once the offer is officially opened</p>

5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Kimberly Erriah-Ali
Position in Organization	Corporate Secretary/ Group General Counsel
Business Address	4th Floor, 9-17 Park Street, Port of Spain
Work Phone (1-xxx-xxx-xxxx)	1-868-625-4411 ext 63095
Fax Phone(1-xxx-xxx-xxxx)	1-868-624-1323
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.

<u>Kimberly Erriah-Ali</u>		<u>Corporate Secretary/ Group General Counsel</u>	<u>22nd May 2025</u>
Print Name	Signature	Position	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) _____