



**FORM 10A**

**MATERIAL CHANGE REPORT**

**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
29th July, 2022

**3. DESCRIPTION OF MATERIAL CHANGE**

<p>Provide a description of the material change</p> <p>Republic Financial Holdings advises that on 29th July, 2022 the Board of Directors approved the merger of 2 subsidiaries within the Republic Group, subject to all regulatory approvals, namely, Republic Bank (Cayman) Limited (RBKY) and Cayman National Bank (CNB).</p> <p>CNB is a wholly owned subsidiary of Cayman National Corporation (CNC) and Republic Bank Trinidad &amp; Tobago (Barbados) Limited (RBTTBL) owns 74.99% of CNC. RBTTBL also owns 100% of RBKY and RFHL owns 100% of RBTTBL.</p> <p>RBKY's entire book of business will be transferred to CNB and upon the effective date of the merger, CNB will be the surviving entity, RBKY will be struck from the Registrar of Companies and will cease to be a subsidiary within the Republic Group of companies.</p>
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#### 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>Although the transaction has been approved by RFHL's Board, it also requires approval from the several Boards of the other entities, involved in the transaction, in particular, RBTTBL and CNC. Furthermore, the regulators of those entities in the respective countries, namely Barbados &amp; Cayman Islands are also to be advised after the Board approvals are given but before any publication anywhere is made. All meetings are carded for August and we shall advise when all meetings have been concluded.</p> <p>Consequently, it is proposed that we publish within seven (7) days of all relevant Board approvals being given.</p>

#### 5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Kimberly Erriah-Ali
Position in Organization	Corporate Secretary/ Group General Counsel
Business Address	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)	
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



Corporate Secretary/  
Group General Counsel

2.8.2022

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)