

Management Proxy Circular

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Barbados

The Companies Act, Chapter 308 Section 140

1. Name of Company:

FirstCaribbean International Bank Limited
Company No. 8521

2. Particulars of Meeting:

Twenty-fourth annual meeting of the shareholders of the Company to be held at the Ball Room 3, Hilton Barbados Resort, St. Michael, Barbados on Friday, March 29, 2018 at 10:00 a.m.

3. Record Date and Voting of Shares

The directors of the Company have fixed February 7, 2018 as the record date for the purpose of determining the shareholders entitled to receive notice of the meeting. Only the shareholders of common shares of the Company of record at the close of business on February 7, 2018 will be entitled to receive notice of the meeting.

Only the shareholders of common shares of the Company will be entitled to vote at the meeting. Each shareholder is entitled to one vote for each common share held.

4. Solicitation

It is intended to vote the proxy hereby issued by the management of the Company (unless the shareholder directs otherwise) in favour of all resolutions specified on the proxy form sent to the shareholders with this circular and in the absence of a specific direction, in the discretion of the proxy holder in respect of any other resolution.

5. Any Director's Statement Submitted Pursuant to Section 71 (2):

No statement has been received from any director of the Company pursuant to Section 71(2) of the Companies Act, Chapter 308.

6. Any Auditor's Statement Submitted to Pursuant to Section 163 (1):

No statement has been received from the auditors of the Company pursuant to Section 163 (1) of the Companies Act, Chapter 308.

7. Any Shareholders' Proposal Submitted Pursuant to Section 112:

No proposal has been received from any shareholder pursuant to Section 112 of the Companies Act, Chapter 308.

8. Governance

The practices and procedures of CIBC FirstCaribbean management and the Board foster compliance with the Corporate Governance Recommendations for Listed Companies on the Barbados Stock Exchange. There are no significant differences between the Company's governance practices and the Recommendations except that the members of the Human Resources Sub-Committee are not all independent directors as recommended by the Barbados Stock Exchange. The majority of the members of the sub-committee are independent and none are from CIBC FirstCaribbean management. The members of the Sub-Committee as of the date of this circular are Lynne Kilpatrick (not independent) and David Ritch (independent). (Mr. Christopher de Caires (independent) will join the committee effective February 14, 2018.)

9. Issued Shares

The Bank is entitled to issue an unlimited number of common shares with no par value. The Bank has 1,577,094,570 common shares issued and outstanding as at the end of the year.

Date

February 7, 2018

A handwritten signature in black ink, appearing to read 'BC', with a horizontal line underneath it.

Brian Clarke QC

General Counsel & Corporate Secretary

FirstCaribbean International Bank Limited