
FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

MINUTES OF THE TWENTY-FIFTH ANNUAL MEETING
OF
FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED
HELD AT
BALL ROOM 3, HILTON BARBADOS RESORT, NEEDHAMS POINT,
ST. MICHAEL, BARBADOS
ON
FRIDAY, MARCH 15, 2019 AT 10:00 A.M.

PRESENT:	Mr. David Ritch	- Chair
	Ms. Colette Delaney	- Director and Chief Executive Officer (Proxy-holder for CIBC Investments (Cayman) Limited)
	Mr. Brian Clarke	- General Counsel & Group Corporate Secretary
	Mr. Blair Cowan	- Director
	Mr. Chris de Caires	- Director
	Mr. Craig Gomez	- Director
	Ms. Lynne Kilpatrick	- Director
	Mr. Brian McDonough	- Director
	Mr. Mark St. Hill	- Director

Call to Order, Welcome and Introductions:

1. The twenty-fifth annual meeting of FirstCaribbean International Bank Limited (the "Company") was called to order by the Chair, Mr. David Ritch at 10:00 a.m.
2. The Chair introduced the members of the head table that included directors Mr. David Ritch and Ms. Colette Delaney and General Counsel & Group Corporate Secretary Mr. Brian Clarke Q.C. Mr. Ritch also introduced the other members of the board who were seated in the audience as well as those members of the Executive Committee and Senior Executive team who were present. The Chair extended apologies on behalf of directors Mr. Robert Frentzel and Mrs. Paula Rajkumarsingh who were unable to attend.

Notice of the Meeting

3. The Chair informed the shareholders of the items to be discussed at the meeting and said that the Notice of the meeting circulated with the meeting material is taken as read. The Chair asked the Corporate Secretary Mr. Brian Clarke whether the meeting was quorate.
4. Mr. Brian Clarke, Corporate Secretary confirmed that the requirement for a quorum has been met as required by the by-laws of the company
5. The Chair invited the CEO Ms. Colette Delaney to make her presentation to shareholders.
6. Ms. Delaney addressed the meeting. Ms. Delaney's presentation may be found in the Investor Relations section of the Company's website at www.cibcfib.com.

Auditor's Report

7. The Chair placed before the meeting the Company's annual Financial Statements and Auditors' Report for the year ended October 31, 2018, which were mailed to shareholders on February 18, 2019. The Report of the Auditors found on pages 41 - 47 of the Annual Report was taken as read.

Comment Period

8. The Chair opened the floor for discussion/questions. The Chair and CEO responded.

Voting

9. A motion for the acceptance and approval of the audited financial statements of the Company for the period ended October 31, 2018 and the Auditors' Report was moved by Mr. Geoffrey Hart and seconded by Mr. Joseph Jordan III. The motion was carried.

Election and Re-Election of Directors

10. A motion that the election and re-election of directors be done by a single resolution respectively was moved by Sir Allan Fields and seconded by Mr. Joseph Jordan III. The motion was carried unanimously.

11. The Chair tabled a resolution to secure the election of the following directors to serve until the next annual meeting of the Company:

- (i) Mr. Robert Frenzel
- (ii) Mr. Craig Gomez
- (iii) Mr. Mark St. Hill

12. The motion was moved by Mr. Geoffrey Hart and seconded by Mr. Colvin Chase. The motion was carried.

13. The Chair tabled a resolution to secure the re-election of the following directors to serve until the next annual meeting of the Company:

- (iv) Mr. Blair Cowan
- (v) Mr. Christopher de Caires
- (vi) Ms. Colette Delaney
- (vii) Ms. Lynne Kilpatrick
- (viii) Mr. Brian McDonough
- (ix) Mrs. Paula Rajkumarsingh
- (x) Mr. David Ritch

14. The motion for the election of directors was moved by Mr. Colvin Chase and seconded by Mrs. Chandra Jones. The motion was carried unanimously.

Appointment of the Auditors and Authorisation for directors to fix their remuneration

15. The Chair indicated that External Auditors Ernst & Young would retire from office at this meeting, and, being eligible, offered themselves for re-election. A motion for the re-appointment of Messrs Ernst & Young, Chartered Accountants as the Company's external auditors for the current financial year and that the directors be and are hereby authorized to execute their engagement letter and to fix their remuneration was moved by Mr. Phillip Osborne and seconded by Mr. Colvin Chase. The motion was carried.

Amendment to the By-Law of the Company

16. The Chair indicated that the amended By-Law of the Company was circulated on the CD with the annual report and will be taken as ready. He invited questions and comments on the By-Law. There were no comments or questions.

17. The motion for the approval of the amendments to the By-Law of the Company was moved by Mr. Mark St. Hill and seconded by Mr. Ricardo Charles. The motion was carried.

Any Other Business

18. The Chair said that the Corporate Secretary had not informed him of any other business to be discussed at the annual meeting pursuant to section 112 of the Companies Act.

19. The Chair thanked shareholders for attending and extended an invitation to shareholders to meet directors and stay for refreshments after the close of the meeting.

20. There being no further business the meeting ended at 10:51 am.

Read and confirmed the day of , 2019.

David Ritch
Chair

Brian Clarke, Q.C.
Group Corporate Secretary