

Management Proxy Circular

Barbados

The Companies Act, Chapter 308 Section 140

1. Name of Company:

FirstCaribbean International Bank Limited
Company No. 8521

2. Particulars of Meeting:

Twenty-seventh annual meeting of the shareholders of the Company to be held virtually on Friday, March 12, 2021 at 10:00 am Barbados time.

3. Record Date and Voting of Shares

The directors of the Company have fixed February 1, 2021 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 1, 2021 will be entitled to receive notice and vote at the meeting.

The majority shareholder has indicated its intention to call for all matters to be voted on at the meeting by poll and consequently each shareholder will have 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 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 Inc. (the "Recommendations"). There are no significant differences between the Company's governance practices and the Recommendations.

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 16, 2021

General Counsel & Group Corporate Secretary
FirstCaribbean International Bank Limited
