

## FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

### NOTICE OF ANNUAL MEETING TO SHAREHOLDERS

**When:** Friday, March 15, 2024 at 10:00am Barbados time

**Where:** Barbados: <https://web.lumiagm.com/260099381>

**Meeting ID and Password:** Shareholders who wish to attend the annual meeting must contact us by March 13, 2024 at [agm@cibcfib.com](mailto:agm@cibcfib.com) to register and obtain credentials to join the meeting.

NOTICE is hereby given that the thirtieth annual meeting of the shareholders of FirstCaribbean International Bank Limited (the “Company”) will be held in Barbados on Friday, March 15, 2024 at 10:00 am Barbados time for the following purposes:

1. To receive audited accounts for the year ended October 31, 2023, and the report of the directors and auditors thereon.
2. To elect the following directors to serve until the next annual meeting of the Company:
  - (i) Mr. Christopher de Caires
  - (ii) Mr. Craig Gomez
  - (iii) Mr. Wayne Lee
  - (iv) Mr. Brian McDonough
  - (v) Mr. Achilles Perry
  - (vi) Mrs. Paula Rajkumarsingh
  - (vii) Mr. Alasdair Robertson
  - (viii) Mr. John Silverthorn
  - (ix) Mr. Mark St. Hill
  - (x) Mr. Willem (Pim) van der Burg
3. To appoint Ernst & Young Ltd. as auditors and to authorise the directors to fix their remuneration.
4. To consider, and if thought fit, to adopt the following resolution:
  - BE IT RESOLVED that, as a special resolution, pursuant to section 197(1)(a) of the Companies Act Cap. 308 of the laws of Barbados, and subject to regulatory approval, the articles of incorporation of the Company (as amended) be further amended to change the name of the Company to CIBC Caribbean Bank Limited.
5. To consider, and if thought fit, to adopt the following resolution:
  - BE IT RESOLVED that, as a special resolution, pursuant to section 197(1)(b) of the Companies Act Cap. 308 of the laws of Barbados, and subject to regulatory approval, Item 5 of the articles of incorporation of the Company (as amended) be further amended by deleting the existing provisions thereof in their entirety and replacing them with the provision set forth below:

“The Company shall be restricted to engaging in the business of a financial holding company (within the meaning of the Financial Institutions Act) or any statutory modifications thereof or substitutions therefor, from time to time in force. The Company shall not provide any banking and ancillary services to persons who are not its subsidiaries or affiliated companies, or to the public.”

- BE IT RESOLVED that the CEO and General Counsel of the Company be authorised and directed to make minor alterations to the proposed amendments to the articles as may be necessary, advisable or appropriate and without any requirement for further approval, to effect all actions required to amend the articles; and each such minor alteration is hereby approved, ratified and confirmed.
  - BE IT RESOLVED that any one officer or director of the Company be authorised and directed to deliver articles of amendment, in duplicate, in the prescribed form, to the registrar of companies on behalf of the Company and to sign and execute all documents and do all things necessary in connection with the foregoing special resolutions.
  - BE IT RESOLVED that the board of directors of the Company is hereby authorised to revoke these special resolutions without approval of the shareholders of the Company at any time before it is acted upon.
6. To discuss any other business which may be properly considered at the annual meeting.

BY ORDER OF THE BOARD

**Brian Clarke KC**  
General Counsel & Group Corporate Secretary  
January 29, 2024

Shareholders should visit [cibcfib.com](http://cibcfib.com) to view the notice of meeting, directors' report, management proxy circular and 2023 Annual Report.

### Notes

#### Attendance at the Meeting

The 2024 annual meeting will be held in Barbados. Shareholders on record as at January 26, 2024 and duly appointed proxy holders may attend and vote using a computer or other device connected to the internet.

Shareholders who wish to attend, vote or submit questions must register as soon as possible in order to obtain their login credentials by contacting us by email at [agm@cibcfib.com](mailto:agm@cibcfib.com). Shareholders must register by March 13, 2024.

Once registered, shareholders will receive an email with a username and password that will enable access to the meeting.

#### Voting

Once the voting has opened, the resolutions and voting choices will be displayed. To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received. To change your vote, simply select another direction. If you wish to cancel your vote, please press 'Cancel'.

Votes will be tallied according to the number of shares held by each shareholder.

#### Questions

Shareholders attending may ask questions. To ask a question: (a) select the messaging icon from within the navigation bar; (b) type your question at the top of the screen; (c) click the send arrow button to the right of the text box.