

APPENDIX 1

PROXY FORM

Proxy Form

I/We the undersigned shareholder/shareholders of FirstCaribbean International Bank Limited hereby appoint Mr. Brian McDonough or failing him Mr. Mark St. Hill or _____ as my/our proxy to vote for me/us on my/our behalf as indicated below on the resolutions to be proposed at the annual meeting of the shareholders of the Company to be held on Friday, March 15, 2024.

Dated this _____ day of _____, 2024.

Name of shareholder(s) of the Company _____

Signature _____

Name(s) of signatory(ies) in block capitals _____

Please indicate with an "X" in the spaces below how you wish your proxy to vote on the resolutions referred to. Unless you direct otherwise, proxy holders will vote in favour of each resolution.

	FOR	AGAINST
Resolution 1 To receive audited accounts for the year ended October 31, 2023 and the report of the directors and auditors thereon.		
Resolution 2 To elect the following persons to serve as directors 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 van der Burg		
Resolution 3 To appoint Ernst & Young Ltd. as auditors and to authorise the directors to fix their remuneration.		
Resolution 4 By 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.		
Resolution 5 By 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:		

<p>“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.”</p> <p>o 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.</p> <p>o 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.</p> <p>o 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.</p>		
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Notes:

1. If it is desired to appoint a proxy other than the named directors, the necessary deletions must be made and initialled and the name of the proxy holder must be inserted in the space provided and initialled.
2. In the case of joint holders, the signature of any holder is sufficient, but the name of all joint holders must be stated.
3. If the appointer is a corporation, this form must be under its common seal or under the name of an officer of the corporation duly authorised in this behalf.
4. Unless otherwise noted, a simple majority of the votes cast at the meeting, whether by proxy or otherwise, will constitute approval of any matter submitted to a vote.
5. To be valid, this form must be completed and sent by email to agm@cibcfib.com by March 13, 2024.