

Special Meeting of Republic Bank Shareholders

Q&A

Questions & Answers

For Shareholders & Customers

Why form a Holding Company?

- Holding Company Structures are recommended by regulators in that they maintain the distinction between each Banking unit and other business units. As such, it is best practice for banks to incorporate a holding company for their Group.
- The structure will isolate the risk of each bank unit and of banking business from non-banking business and manage the inherent conflict in the responsibilities of commercial banking and growth by investment/acquisition.
- The structure will isolate the risks of national banking business from regional banking business and extra-regional banking business and limit any contagion effects.
- Future acquisitions will not be constrained by or constrain the capital requirements of the Bank. The structure will preserve capital in the Bank and facilitate the more efficient deployment of capital by the Group.

What is the name of the new company?

The new company will be called Republic Financial Holdings Limited.

How will the change be effected?

Republic Bank Limited (“RBL”) will transfer all of its customer deposits and loans and all of its Banking business as well as all of its employees and contracts with third parties to its existing subsidiary, Republic Finance and Merchant Bank Limited (Fincor).

Fincor will then be renamed Republic Bank Limited and simultaneously Republic Bank Limited will be renamed Republic Financial Holdings Limited.

What is the main impact of the change?

Following the change, Republic Financial Holdings Limited will be the registered owner of all of the Banks in the group that is Republic Bank Limited, Republic Bank (Guyana) Limited, Republic Bank (Barbados) Limited, Republic Bank (Grenada) Limited, HFC Bank (Ghana) as well as Republic Securities Limited and a few other subsidiaries.

Will there be any change to the Chairman and Managing Director of the Group?

There will be NO change to the Chairman and Managing Director of the Group. The Chairman remains Mr. Ronald F. deC. Harford and the Managing Director will continue to be Mr. David Dulal-Whiteway.

Will shareholders' rights and benefits change after restructuring?

Shareholders right and benefits will remain exactly the same after restructuring. Existing shareholders as at October 1, 2015 will continue to own shares and enjoy the rights and benefits in the company which will be re-named Republic Financial Holdings Limited. One Republic Bank Limited share will be equal to one Republic Financial Holdings Limited share.

Will the restructuring impact on shareholders' dividend?

The restructuring will have NO impact on shareholders' dividend.

When will the change be effected?

It is proposed that the change will be effective from October 1, 2015 once all approvals are in place.

What should individuals in possession of shares certificates do?

Individuals in possession of RBL share certificates should submit these certificates through a broker to the Trinidad and Tobago Central Depository ("TTCD") in order to be provided with Republic Financial Holdings Limited shares in a dematerialized form. Shareholders who have already deposited their RBL shares with the TTCD need take no action. The shares in Republic Financial Holdings Limited will be in a dematerialized form only and no physical share certificates will be issued.

What will be the listed entity?

Republic Financial Holdings Limited will now be the listed entity on the Trinidad and Tobago Stock Exchange and will be responsible for the payment of dividends to shareholders.

What will be the trading symbol of the new listed entity on the Trinidad and Tobago Stock Exchange?

The new trading symbol will be RFHL (subject to approvals).

Will the share price be impacted?

The proposed change should have no impact on the share price as there is no change in the commercial operations of the Group.

Who will bear the cost of restructuring?

Republic Bank Limited will bear the cost of restructuring.

What is the cost of the restructuring?

The cost of the restructuring primarily arises out of the stamp duty and other legal fees associated with the transfer of the assets and liabilities. The estimated cost of the restructuring is not expected to exceed TTD 20 million.

Will the restructuring have a material impact on the Group's financial statements?

The restructuring will **NOT** have any material impact on the Group's financial statements.

Will customers of Republic Bank Limited be affected by this change?

The change will have NO impact on customers of Republic Bank Limited.

Will there be any impact on the social programmes undertaken by the Bank through its "Power to Make A Difference" programme?

There will be NO impact on the social programmes undertaken by the Bank under its "Power to Make A Difference" programme.

Who will be the auditors of Republic Financial Holdings Limited?

The existing auditors of Republic Bank Limited, EY Trinidad and Tobago will be the auditors of Republic Financial Holdings Limited.

Will the new entity be regulated by the Central Bank of Trinidad and Tobago?

Republic Bank Limited and Republic Financial Holdings Limited will both be regulated by the Central Bank of Trinidad and Tobago.

What will be the responsibilities of Republic Financial Holdings Limited?

Republic Financial Holdings Limited will be responsible for the oversight of the whole Republic Group. Republic Bank Limited will focus on its own Banking business.

Will my account at RBL be affected?

All deposit accounts including, saving accounts, chequing accounts and certificates of deposits will not be affected by the reorganisation. In addition, credit cards and debit cards will not be impacted by the change. All accounts will continue to be held at Republic Bank Limited.

Will my loans and mortgage be impacted?

Loans and mortgages **will not** be affected by the reorganisation and all payment amounts and due dates shall remain unchanged.

What will happen to my direct deposits and standing orders?

Direct Deposits and standing orders will be carried out as normal by Republic Bank Limited and therefore there will be no need for customers to do anything.

Will deposits continue to be insured with The Deposit Insurance Corporation?

Yes, all deposits will continue to be insured with The Deposit Insurance Corporation of Trinidad and Tobago.

Any further questions can be directed to specialmeeting@republictt.com

www.republictt.com