



**NATIONAL INVESTMENT FUND
HOLDING COMPANY LIMITED**

LEVEL 15 ERIC WILLIAMS FINANCIAL BUILDING INDEPENDENCE SQUARE PORT OF SPAIN
Tel: 612-9700 Ext 1209

December 04, 2018

Mrs. Kimberly Erriah-Ali
Corporate Secretary
Republic Financial Holdings Limited
Republic House
P.O. Box 1153
9-17 Park Street
Port of Spain

Dear Mrs. Erriah-Ali,

The National Investment Fund Holdings Limited (NIF) was incorporated on May 29, 2018 for the purpose of holding and monetizing the assets that were transferred as repayment of the debt due to the Government of the Republic of Trinidad and Tobago by CLICO and CIB.

As a consequence, NIF holds 42,475,362 shares or 26.1 percent of the shareholding in Republic Financial Holdings Limited (RFHL).

Section 118 of the Companies Act, Chapter 81:01 states, *inter alia*:

“A proposal may include nominations for the election of directors if the proposal is signed by one or more holders of shares who represent in the aggregate not less than:-

- (a) Five per cent of the shares of the company; or*
- (b) Five per cent of the shares of a class of shares of the company, entitled to vote at a meeting to which the proposal is to be presented”*

In this regard, the Board of NIF nominates Mr. Waltneil Sosa and Mrs. Michal Yvette Andrews, whose curriculum vitae are attached, as directors to the Board of Republic Financial Holdings Limited.

Yours sincerely,

/s/ Chairman

Directors:

Vishnu Dhanpaul (Chairman); Ms. Jennifer Lutchman, Ms. Nadira Lyder, Mr. Dexter Jaggernauth, Mr. Hayden Manzano, Ms. Nnika Watson

Management Proxy Circular

Republic of Trinidad & Tobago
The Companies Act, Chap. 81:01 (Section 144)

Company No: R622 (C)

1 NAME OF COMPANY

Republic Financial Holdings Limited

2 PARTICULARS OF MEETING

Third Annual Meeting of the Shareholders of the Company to be held at the Ballroom of the Hilton Trinidad and Conference Centre, Lady Young Road, Port of Spain on Monday December 17, 2018 at 9:30 a.m.

3 SOLICITATION

It is intended to vote the Proxy hereby solicited by the Management of the Company (unless the Shareholder directs otherwise) in favour of all resolutions specified in 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.

4 ANY DIRECTOR'S STATEMENT SUBMITTED PURSUANT TO SECTION 76(2)

No statement has been received from any Director pursuant to Section 76(2) of the Companies Act, Chap. 81:01.

5 ANY AUDITOR'S STATEMENT SUBMITTED PURSUANT TO SECTION 171(1)

No statement has been received from the Auditors of the Company pursuant to Section 171(1) of the Companies Act, Chap. 81:01.

6 ANY SHAREHOLDER'S PROPOSAL SUBMITTED PURSUANT TO SECTIONS 116(A) AND 117(2)

A proposal has been received from National Investment Fund Holding Company Limited a copy of which is attached.

DATE	NAME AND TITLE	SIGNATURE
December 4, 2018	Kimberly Erriah-Ali Corporate Secretary Republic Financial Holdings Limited	