

management proxy circular

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

1. **Name of Company:** Republic Bank Limited

Company No: R622 (C)

2. **Particulars of Meeting:**

Thirty-seventh Annual Meeting of the Shareholders of the Company to be held at the Central Bank Auditorium, Eric Williams Plaza, Independence Square, Port of Spain on Monday December 17, 2007 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):**

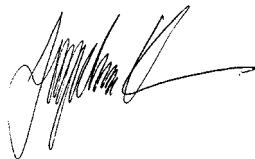
No statement has been received from any Director pursuant to Section 76(2) of the Companies Act, Chap. 81:01.

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):**

No proposal has been received from any Shareholder pursuant to Sections 116(a) and 117(2) of the Companies Act, Chap. 81:01.

Date	Name and Title	Signature
November 8, 2007	Jacqueline H. C. Quamina <i>Corporate Secretary</i> Republic Bank Limited	

form of proxy

Republic of Trinidad & Tobago
The Companies Act, Chap. 81:01 (Section 143(1))

Name of Company: Republic Bank Limited

Company No: R622 (C)

Particulars of Meeting:

Thirty-seventh Annual Meeting of the Shareholders of the Company to be held at the Central Bank Auditorium, Eric Williams Plaza, Independence Square, Port of Spain on Monday December 17, 2007 at 9:30 a.m.

I/We, being shareholder(s) of Republic Bank Limited, hereby appoint Mr. Ronald F. deC. Harford or failing him, Mr. David J. Dulal-Whiteway, Directors of the Company or _____
(Block Letters)
of _____
(Block Letters)

as my/our proxy to vote for me/us on my/our behalf at the above meeting and at any adjournment thereof in the same manner, to the same extent and with the same powers as if I/we were present at the said meeting or such adjournment or adjournments thereof.

Dated this _____ day of _____ 2007

Name: _____ Signature: _____

Name: _____ Signature: _____

Please indicate with an "X" in the spaces below how you wish your proxy to vote on the Resolutions referred to. If no such indication is given, the proxy will exercise his discretion as to how he votes or whether he abstains from voting.

Resolutions:	For	Against
<p>It is resolved that:</p> <ol style="list-style-type: none">The Audited Financial Statements of the Company for the year ended September 30, 2007 and Reports of the Directors and Auditors, be and are hereby received.<ol style="list-style-type: none">The Directors to be elected be elected en bloc.Razai Azard Rahaman be and is re-elected a Director for a term expiring at the close of the first annual meeting following this appointment.Bernard S. Dulal-Whiteway, Ronald F. deC. Harford, Chandrabhan Sharma and Gregory I. Thomson, be and are re-elected Directors for a term expiring at the close of the close of the third annual meeting following this appointment.The Auditors, Ernst & Young, be re-appointed and the Directors be authorized to fix their remuneration.		

Notes:

- If it is desired to appoint a proxy other than the named Directors, the necessary deletions must be made and initialled and the name inserted in the space provided.
- In the case of joint holders, the signature of any holder is sufficient but the names of all joint holders should be stated.
- If the appointor is a Corporation, this form must be under its Common Seal or under the name of an officer of the Corporation duly authorized in this behalf.
- The completed form must be deposited with the Registrar, the Trinidad and Tobago Central Depository Limited, 10th Floor, Nicholas Tower, 63-65 Independence Square, Port of Spain, Trinidad and Tobago at least 48 hours before the time appointed for holding the meeting or adjourned meeting.

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Return to:

The Registrar
Trinidad and Tobago Central Depository
10th Floor, Nicholas Tower
63-65 Independence Square
Port of Spain
Trinidad, W.I.

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