

# 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-eighth Annual Meeting of the Shareholders of the Company to be held at the Ballroom of the Hilton Trinidad & Conference Centre, Lady Young Road, Port of Spain on Wednesday December 17, 2008 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):**

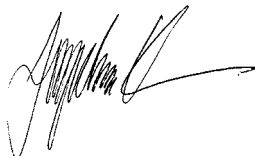
No statement has been received from any Director pursuant to Section 76(2) of the Companies Act, Chap. 81:01.

**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, 2008	Jacqueline H. C. Quamina Corporate Secretary 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-eighth Annual Meeting of the Shareholders of the Company to be held at the Ballroom of the Hilton Trinidad & Conference Centre, Lady Young Road, Port of Spain on Wednesday December 17, 2008 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

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 \_\_\_\_\_ 2008

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
<b>IT IS RESOLVED THAT:</b> 1. The Audited Financial Statements of the Company for the year ended September 30, 2008 and Reports of the Directors and Auditors, be and are hereby received. 2. a) The Directors to be elected be elected en bloc b) Terrence W. Farrell and Stephen Pollard be and are re-elected Directors for a term expiring at the close of the third annual meeting following this appointment c) Nigel M. Baptiste, David J. Dulal-Whiteway, William P. Lucie-Smith and Bhoendradatt Tewarie, be and are re-elected Directors for a term expiring at the close of the third annual meeting following this appointment. 3. The Auditors, Ernst & Young be re-appointed and the Directors be authorized to fix their remuneration		

## 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 inserted in the space provided.
2. In the case of joint holders, the signature of any holder is sufficient but the names of all joint holders should 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. The completed form must be deposited with the Registrar, the Trinidad and Tobago Central Depository Limited, 10th Floor, Nicholas Towers, 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.

*Fold Here* -----

**RETURN TO:**

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

*Fold Here* -----