



Introduction of the CLICO Investment Fund for Holders of Government 11-20 Bonds

November 1 2012

The information contained herein is based on the Government of the Republic of Trinidad and Tobago's Prospectus for the CLICO Investment Fund. The Prospectus and additional materials can be found at www.finance.gov.tt

This document may not be distributed in any form to any residents of any country except the Republic of Trinidad and Tobago, or outside the Republic of Trinidad and Tobago without the express permission of the Government of the Republic of Trinidad and Tobago.

The Trinidad and Tobago Securities and Exchange Commission has not in any way evaluated the merits of the offer of securities contained in the Prospectus and any representation to the contrary is an offence.

Disclaimer

This document is only for the convenience of Bondholders and provides some, but not all, of the information contained in the Prospectus.

Bondholders must familiarize themselves with the contents of the Prospectus on which the Offer is made, as the Prospectus is the only document which contains all of the terms of the Offer.

Please read the Prospectus before making a decision to participate in the Fund. The Right of a Unitholder to redeem Units is restricted.



Table of Contents

| | |
|-------------------------------------------------|----|
| 1. How to Participate | 2 |
| 2. Overview | 4 |
| 3. The Offer | 7 |
| 4. Further Details on the CLICO Investment Fund | 10 |
| 5. Summary of Republic Bank | 19 |
| Appendix: List of Brokers | 20 |



1. How to Participate

Instructions for Application

Present application forms below to one of the Distributors listed on the following page in order to trade Government 11-20 Bonds for Units:

Required Documents

- **2 valid forms of picture identification (ID Card, Passport, Driver's Permit)**
 - One of which must be same form of identification quoted in the Bond Allotment letter
- **Original Bond Allotment Letter from the Central Bank notifying allocation of Government 11-20 Bonds or Trade Confirmation Letter** (for those that purchased or had bonds transferred to them)
 - If lost, contact the Central Bank of Trinidad and Tobago for a copy
- **Completed Bond Transfer Form**
 - Available at any Distributor listed on the following page or can be downloaded at www.finance.gov.tt
- **Completed Purchase Notification Form** (available at locations listed above)

Documents Necessary Where Applicable

- Power of Attorney (where applicable)
- Company Board Resolution and Certificate of Incorporation (where applicable)
- For Contracts where there are joint owners ("AND/OR", "AND"), all owners MUST sign

Trinidad and Tobago Central Depository Account

If you HAVE a TTCD Account

- Provide a statement from TTCD or your TTCD account number

If you NEED a TTCD Account

- Contact a broker (listed in Appendix) to open an account before visiting one of the Distributors



List of Distributors

| Name of Distributor | Address | Telephone |
|-----------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------|
| AIC Securities Limited | Maritime Financial Services Centre, Maritime Plaza, Barataria | 638-0226 |
| Bourse Brokers Limited | #96 Maraval Road, Newtown Port of Spain | 628-9100 |
| Caribbean Stockbrokers Limited | 67 Independence Square Port of Spain | 624-8178 |
| First Citizens Bank Limited | 9 Queen's Park East Port of Spain | 623-4778 |
| First Citizens Brokerage & Advisory Services Limited | 1 Richmond Street Independence Square Port of Spain | 623-4206 |
| RBC Royal Bank (Trinidad & Tobago) Limited | Royal Court, 19-21 Park Street, Port of Spain | 623-4722 |
| Republic Bank Limited | 9-17 Park Street Port of Spain | 665-1174 |
| Republic Securities Limited | 2 nd Floor, Promenade Centre, 72 Independence Square Port of Spain | 623-0435 |
| Scotiabank Trinidad & Tobago Limited | 56-58 Richmond Street, Port of Spain | 627-2684 |
| Scotia Investments Trinidad Tobago Limited | 4th Floor, Scotia Centre 56-58 Richmond Street Port of Spain | 625-3566 |
| West Indies Stockbrokers Limited | Sweet Briar Place 8 Sweet Briar Road St. Clair Port of Spain | 628-9473 |



2. Overview

Overview

- On October 26 2012, the Trinidad and Tobago Securities and Exchange Commission receipted the Prospectus for the Offer of Units in the CLICO Investment Fund (the “Fund”) to holders of Government 11-20 Bonds (“Bondholders”) as part of the resolution for Short Term Investment Products (“STIPS”) of CLICO and BAT
- The Prospectus describes the terms and conditions of the Offer
 - The Offer is being made only via the Prospectus
 - Bondholders can obtain the Prospectus by visiting one of the Distributors (listed on pg. 3) or it can be downloaded at www.finance.gov.tt
- The Offer will commence on November 1 2012 and will expire on December 14 2012 (“Closing Date”); the Units will begin trading on the Trinidad and Tobago Stock Exchange (“TTSE”) 10 business days after the Closing Date or any other date as the Sponsor may determine
- If you are a Bondholder or STIPS holder, you may be able to obtain Units directly from the Government of the Republic of Trinidad and Tobago (“GORTT”) after the expiration of the Offer, but such late settlements will follow different procedures and will be delayed from the date available to Unitholders
 - Prior to the Closing Date, STIPS holders may continue to transfer their STIPS for Government 11-20 Bonds and thereafter trade their Government 11-20 Bonds for Units prior to the Closing Date
 - After the Closing Date, STIPS holders may continue to transfer their STIPS for Government 11-20 Bonds at CLICO offices and then trade their Government 11-20 Bonds for Units after the Closing Date through a broker via over-the-counter trades with GORTT up to the Redemption Date
 - After the Closing Date, Bondholders may continue to trade their Government 11-20 Bonds for Units up to the Redemption Date through a broker via over-the-counter trades with GORTT, details of which are set out in the Prospectus



History

- In November 2011, the GORTT announced the terms and conditions of settlements of certain Short Term Investment Products (“STIPS”) of Colonial Life Insurance Company (Trinidad) Limited (“CLICO”) and British American Insurance Company (Trinidad) Limited (“BAT”)
- For those STIPS holders that participated in GORTT’s settlement, they received the following:
 - STIPS holders with principal balances **up to** \$75,999 received cash payments
 - STIPS holders with principal balances **greater** than \$75,999 received a mix of cash and 20 zero coupon bonds, with maturities ranging from years 1-10 and 11-20
- This presentation details how Bondholders (or STIPS holders) can exchange their Government 11-20 Bonds for Units in the Fund



CLICO Investment Fund: Terms and Conditions

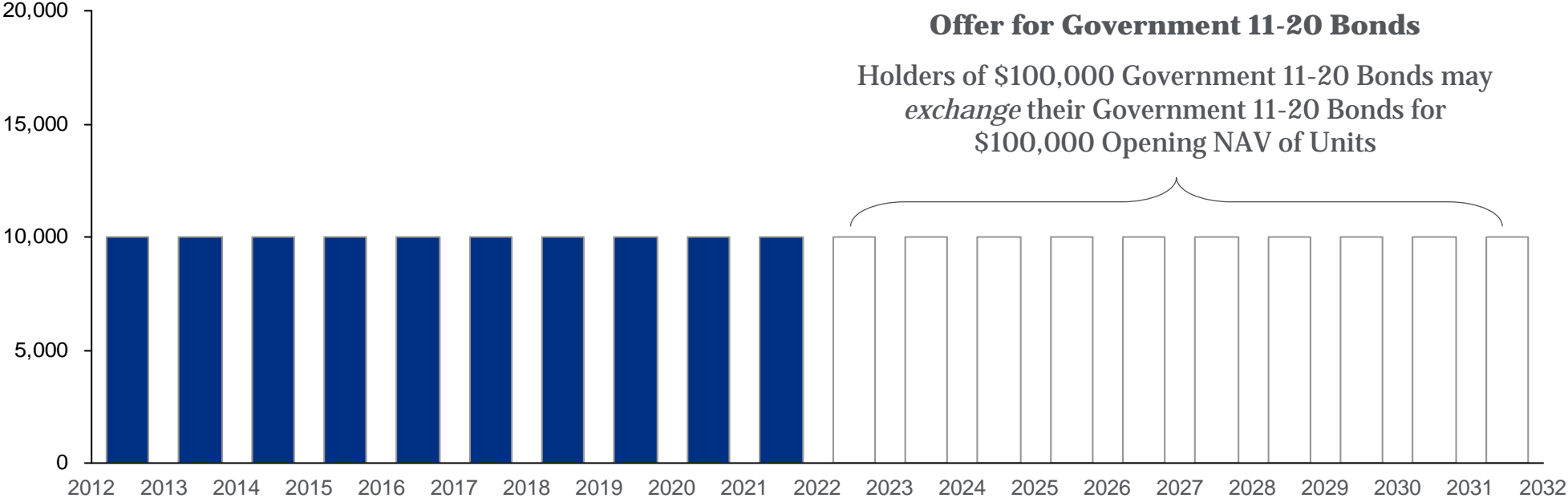
| Type of Security | Units of the CLICO Investment Fund |
|-------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| Opening Net Asset Value per Unit (“Opening NAV”) as of October 26 2012 | \$25 |
| Aggregate Nominal Value Issued | \$5,100,000,000 |
| Number of Units Issued | 204,000,000 |
| Initial Assets | Republic Bank Limited Shares and Government Securities |
| Launch Date | November 1 2012 |
| Closing Date | December 14 2012 |
| Trade Date | 10 business days after the Closing Date or any other date as the Sponsor may determine |
| Trustee | CLICO Trust Corporation Limited |
| Fund Administrator | Republic Bank Limited (“RBL”) |
| Registrar | Trinidad and Tobago Central Depository (“TTCD”) |



3. The Offer

Offer for Government 11-20 Bonds

- Bondholders have the opportunity to exchange their Government 11-20 Bonds for Units in the Fund
- The Offer is not open to holders of Government 1-10 Bonds
- Bondholders who choose to participate must exchange all of their Government 11-20 Bonds – partial subscription is not allowed
- If you are a Bondholder resident outside of the Republic of Trinidad and Tobago, please contact in writing, Mr. Jerry Hospedales, Advisor to the Strategy Management Office (SMO), Level 16, Ministry of Finance and the Economy, Eric Williams Financial Complex, Port of Spain, Trinidad, setting out the information on your residential status and any other information you may think necessary



Offer for Government 11-20 Bonds (cont'd)

- Opening NAV of \$25 per Unit (as of October 26 2012)
- For each \$1,000 par amount of Government 11-20 Bonds, a Bondholder will receive 40 Units: $\$25 \times 40 = \$1,000$
- For example, a Bondholder submitting \$100,000 of Government 11-20 Bonds into the Offer would be treated as follows:
 - Par amount of Government 11-20 Bonds submitted: \$100,000
 - Opening NAV per Unit: \$25
 - Units Received: $\$100,000 \text{ nominal Government 11-20 Bonds} / \$25 = 4,000 \text{ Units}$



Key Commercial Effects of Participating in the Offer

Your Choice

| | A. Hold Government 11-20 Bonds | B. Participate and Accept Units |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Type of Security | <ul style="list-style-type: none"> Government of Trinidad and Tobago | <ul style="list-style-type: none"> Closed-end mutual fund consisting of at least 70% Republic Bank shares and Government Securities with a coupon of 4.25% for a term of 25 years |
| Market Price | <ul style="list-style-type: none"> Quoted at approximately 40% of Opening NAV (as of October 26 2012) corresponding to 100% of Government 11-20 Bonds | <ul style="list-style-type: none"> Opening NAV (as of October 26 2012) corresponding to 100% of Government 11-20 Bonds Fund may trade above or below the Opening NAV |
| Interest Income | <ul style="list-style-type: none"> 0% | <ul style="list-style-type: none"> Pass through of Fund Income, including dividends on Republic Bank shares and Government Securities paid on 21/2 and 21/8 |
| Type of Price Risk | <ul style="list-style-type: none"> Government Bond Price Risk | <ul style="list-style-type: none"> Equity Type Price Risk High concentration of shares in one company (Republic Bank) |
| Trading Format | <ul style="list-style-type: none"> Private market | <ul style="list-style-type: none"> Traded on Trinidad and Tobago Stock Exchange |

Please note that Bondholders or STIPS holders who trade their Government 11-20 Bonds for Units after the first Record Date for Distributions from the Fund (January 29 2013) will not be eligible to receive such payments



4. Further Details on the CLICO Investment Fund

The CLICO Investment Fund

- The Sponsor of the Fund is GORTT
- The Fund will be a closed-end mutual fund traded on the Trinidad and Tobago Stock Exchange for a period of 10 years or earlier in the event of a Special Transaction
- The Units will be issued at an Opening NAV of \$25 per Unit
- The Fund's assets will initially consist of RBL shares and Government Securities
 - In the event the Trustee acquires additional RBL shares, the Trustee will hold these additional RBL shares as part of the Deposited Property in substitution for the Government Securities
- In comparison to direct shareholders, Unitholders will have limited voting rights as they relate to RBL matters, specifically a Special Transaction



Governance of the Fund

| | |
|-----------------------------------|-------------------------------------------------------------------------------------|
| Sponsor | Government - Ministry of Finance and the Economy 627-9700 |
| Fund Administrator | Republic Bank Limited 625-4411 extension 3309 |
| Registrar / Transfer Agent | Trinidad and Tobago Central Depository Limited (“TTCD”) 625-5107/9 extension 225 |
| Trustee / Custodian | CLICO Trust Corporation Limited |
| Legal Advisor | Johnson, Camacho & Singh |
| Auditor | Ernst & Young |
| Banker | Republic Bank Limited |



Additional Information

Income Distribution

- Trustee will only make distributions after receiving Distributable Trust Income; after which, distributions will be made on a Distribution Date (21/2 and 21/8 of each year)
 - Not less than 95% of Distributable Trust Income (less expenses) will be distributed; however, the exact amount will depend on the Trustee's expenses
- Distributable Trust Income will only be paid to Unitholders whose names appear on the Register as of the Fund Record Date (15 days prior to a Distribution Date)
 - Payments of Distributable Trust Income will only be made via electronic payments, not via cheque

Trading the Units

- Unitholders will be able to sell or transfer their Units on the TTSE 10 business days after the Closing Date or any other date as the Sponsor may determine
 - Unitholders will incur expenses regarding fees to process the trading / transferring of Units
- No Unitholder or its affiliates, except GORTT, will be allowed to hold more than 16% of the outstanding Units

Tax Considerations

- Income generated from the Fund (via dividend and/or capital gains) will be tax-exempt for residents of Trinidad and Tobago
- Transfer of Government 11-20 Bonds to the Fund in this Offer will **not** be subject to stamp duty
- Transfer of the Units after the Closing Date will not be subject to stamp duty



Risk Disclosures*

Equity Risk embedded in RBL component of Units

- The Fund will initially invest at least 70% of its total assets in shares of RBL; therefore, the performance of RBL will affect the value of the Fund
 - RBL is a publicly listed financial services company incorporated in Trinidad and Tobago
 - Because this is a highly concentrated equity investment, Unitholders should be aware that the value of Units may be subject to substantial fluctuation
 - Historical performance of RBL shares or other assets of the Fund is not an indicator of future success or performance of the Units

Interest Rate Risk embedded in Government Securities component of Units

- As the Fund's assets will initially include Government Securities, the value of Units may fluctuate in part with the price of these Government Securities
 - An increase in prevailing market interest rates for Government Securities will lead to a fall in the Unit value
 - Conversely, a decrease in prevailing market interest rates for Government Securities will lead to an increase in the Unit value



*These are not inclusive of all risks



Risk Disclosures* (cont'd)

Liquidity Risk embedded in the trading of Units

- The Fund is a closed-end mutual fund that trades like an ordinary share; therefore, the ability to sell and the corresponding price will depend on the price the market is willing to pay
 - Open ended funds are generally redeemable at NAV, while these close end funds are not redeemable outside of the redemption dates.
 - The Units are not redeemable; they may trade on the TTSE at a different value than the NAV and they may only be sold if there is a buyer in the market
 - On the Trading Date and subsequently thereafter, Bondholders are not assured the ability to liquidate their position at the Opening NAV per Unit (as of October 26 2012) because the value of the assets backing the Units will change on a daily basis
 - The trading price of the Units may be above or below the then current NAV, as liquidity or other factors may cause the Units to trade at a premium or discount to the fair value NAV

Economic Risk

- The value of the Fund's assets may be affected by uncertainties in the geopolitical landscape such as currency fluctuations, changes in government policies, taxation, etc.
- The Fund is neither insured with the Deposit Insurance Corporation in Trinidad and Tobago nor is it guaranteed by the Government or the Central Bank of Trinidad and Tobago



*These are not inclusive of all risks



Rights Related to Republic Bank Shares

- The interest of each Unitholder will be represented by and limited to the Units for the time being held by each Unitholder

| Explanation | Voting Rights Necessary |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <p data-bbox="42 565 386 613"><i>General Meeting</i></p> <ul style="list-style-type: none">• The Trustee (in its absolute discretion) or Unitholders can convene a meeting of Unitholders at any time | <ul style="list-style-type: none">• At least 25% of outstanding Units |
| <p data-bbox="42 784 558 833"><i>Extraordinary Resolution</i></p> <ul style="list-style-type: none">• Signed resolution to authorize a Special Transaction such as a change of control of RBL• Modification of the Trust Deed in accordance with the terms and provisions of the Trust Deed | <ul style="list-style-type: none">• At least 75% of outstanding Units |



Accounts and Reports

- Trustee will file all required financial statements and other information with the Trinidad and Tobago Stock Exchange and the Trinidad and Tobago Securities Exchange Commission
- Financial Statements will be prepared at the Fund's financial year-end of December 31st and at the end of each 3 month period of its operation
 - On December 31st of each year beginning in December 2013, the Trustee shall be responsible for ensuring that Financial Statements are prepared and audited
- Annual audited Financial Statements will be published in at least two local newspapers within 90 days of the Fund's financial year-end
- Quarterly Financial Statements will be published in at least two local newspapers within 45 days of the end of each 3 month period of its operation



Termination of the Fund

- The Fund will be terminated on the Redemption Date
 - Whereupon, the Trustee will distribute any remaining assets to Unitholders on a pro rata basis, based on the number of Units held by each Unitholder



Key Organizational Documents of the Fund

- Prospectus
- Trust Deed
- The Fund Administration Agreement
- The Distribution Agreement
- The Registrar Services Agreement

Documents for Inspection

- Copies of the Prospectus, Trust Deed, the Fund Administrator Agreement, the Distribution Agreement, the Registrar Agreement may be inspected during usual business hours at the registered office of the Trustee and the Distributor (see list on pg. 3)
 - Additionally, these documents can viewed at the Ministry of Finance and the Economy's website: www.finance.gov.tt



5. Summary of Republic Bank

Republic Bank Limited

- RBL is a financial services group encompassing 15 subsidiaries and 3 associated companies
- RBL is engaged in a wide range of banking, financial and related activities in the Caribbean and has a 30% market share in Trinidad and Tobago
- The Group's Statement of Financial Position as of September 30 2011 reflects an asset base of \$47.3 billion, a 3% improvement from 2010
- RBL's price to book value is 1.9x as of September 30 2011
- For additional financial information on RBL, please refer to www.republictt.com

RBL Stock Price and Dividend

| | 09/30/2005 | 09/30/2006 | 09/30/2007 | 09/30/2008 | 09/30/2009 | 09/30/2010 | 09/30/2011 |
|---------------------------|------------|------------|------------|------------|------------|------------|------------|
| Full Year Dividend | 2.25 | 2.50 | 2.94 | 3.38 | 3.38 | 3.55 | 4.00 |
| End of Year Price | 95.00 | 85.95 | 80.00 | 99.20 | 85.98 | 72.99 | 93.09 |
| Current Price | | | | | | | 109.08 |

Source: Current Price sourced from FactSet as of October 11 2012; RBL's 2011 financial statements

Note: Past performance is not a guarantee of future performance



Appendix: List of Brokers

List of Brokers

| Name of Broker | Address | Telephone | Website and Email | Manager |
|-----------------------------------------------------------------|------------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------|----------------------|
| AIC Securities Limited | Maritime Financial Services Centre, Maritime Plaza, Barataria | 638-0226 | www.aic.tt stockbrokers@aictt.com | Mr. Terrence Clarke |
| Bourse Brokers Limited | #96 Maraval Road, Newtown Port of Spain | 628-9100 | www.bourseinvestment.com admin@boursefinancial.com | Mr. Donovan Mullings |
| Caribbean Stockbrokers Limited | 67 Independence Square Port of Spain | 624-8178 | csl@tstt.net.tt | Mr. Alvin Johnson |
| First Citizens Brokerage & Advisory Services Limited | 1 Richmond Street Independence Square Port of Spain | 623-4206 | www.firstcitizensinvestment.com advice@firstcitizenstt.com | Mr. Leslie St. Louis |
| Republic Securities Limited | 2nd Floor, Promenade Centre 72 Independence Square Port of Spain | 623-0435 | www.rsltt.com rslinfo@republictt.com | Mr. Godfrey Gosein |
| Scotia Investments Trinidad Tobago Limited | 4th Floor, Scotia Centre 56-58 Richmond Street Port of Spain | 625-3566 | sittl@scotiabank.com | Karrian Hepburn |
| West Indies Stockbrokers Limited | Sweet Briar Place 8 Sweet Briar Road St. Clair Port of Spain | 628-9473 | www.wiseequities.com info@wisett.com | Mr. Adrian Manmohan |

