

NOTICE TO SHAREHOLDERS OF FIRST CITIZENS BANK LIMITED

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-FOURTH ANNUAL MEETING OF THE SHAREHOLDERS OF FIRST CITIZENS BANK LIMITED ("the Company"), in accordance with paragraph 13.1 of By-Law No. 1 of the Company, will be held on Wednesday, June 30, 2021 at 10:00 a.m. in the Boardroom, First Citizens Bank Limited, No. 9 Queen's Park East, Port of Spain in a hybrid format whereby shareholders may attend and participate in the meeting via a live webcast by accessing a link and following the registration steps. Details will follow in a supplemental Notice. The meeting will be held for the following purposes:

Special Business

- To amend paragraph 15 of By-Law No. 1 of the Company by making the following changes (in bold blue text):
Paragraph 15: "If shareholders holding seventy-five percent of the issued and outstanding ordinary shares of the Company consent, **or in the case of a class of shareholders, seventy-five percent of that class consent, a shareholder may participate in a** meeting of shareholders by means of such telephone, or other communication facilities as permit persons participating in the meeting to hear, each other and every reference in this By-Law to a show of hands shall be construed in the case of such a meeting as requiring **voting by such telephonic, electronic or other communication facility that the Company has made available for that purpose.**"
- To amend paragraph 16.2 by making the following deletions (in bold red text):
Paragraph 16.2: "At every meeting at which he is entitled to vote, every shareholder, proxy holder or individual authorized to represent a shareholder which is a body corporate, who is present **(in person)**, shall have one vote on a show of hands. Upon a ballot at which he is entitled to vote, every shareholder, proxy holder or such individual shall have one vote for every share held by the shareholder."
- To amend paragraph 16.6 by making the following deletions (in bold red text):
Paragraph 16.6: "If two (2) or more persons hold shares jointly, one of those holders present at a meeting of shareholders may, in the absence of the other, vote the shares, but if two or more of those persons who are present, **(in person)** or by proxy vote, they must vote as one on the shares jointly held by them or not at all."
- To amend paragraph 18.1 by making the following deletions (in bold red text):
Paragraph 18.1: "Quorum
A quorum for the transaction of business at any meeting of the shareholders shall be two (2) members present **(in person)**, by proxy or by a representative of a shareholder which is a body corporate; and holding between them not less than fifty-one per cent of the issued share capital of the Company carrying the right to vote at such meeting. If a quorum is present at the opening of any meeting of the shareholders, the shareholders present or represented may proceed with the business of the meeting notwithstanding a quorum is not present throughout the meeting. If the quorum is not present within thirty (30) minutes of the time fixed for a meeting of shareholders, the person present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business."
- To insert a new paragraph 24.3 as follows:
Paragraph 24.3: "Without prejudice to paragraph 24.2 the Company may, from time to time, provide or send notices, information and other documents to any shareholder or debenture holder by making electronic copies available on its website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website."
- To pass resolutions regarding the amalgamation of a newly incorporated company ("NewCo") with First Citizens to create an amalgamated company ("AmalCo"), substantially upon the terms and conditions set forth in the Amalgamation Agreement (attached as Appendix "B" to the Directors' Circular, which will be available for viewing on the First Citizens websites (www.firstcitizenstt.com and www.firstcitizensbb.com) on June 8, 2021; and
- To pass resolutions approving the transfer to and vesting of all the issued and outstanding shares held in the First Citizens Subsidiaries to New Group Hold Co., ("the Vesting Resolution").

Ordinary Business

- To receive and consider the Audited Financial Statements of the Company for the financial year ended September 30, 2020 together with the report of the Directors and Auditors thereon; and
- To reappoint PricewaterhouseCoopers as the Company's Auditors and to authorize Directors to fix their remuneration.

Dated this 8th day of June, 2021

By the Order of the Board

Lindi J. Ballah-Tull
Corporate Secretary

Notes

- A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder.
- A shareholder which is a body corporate may in lieu of appointing a proxy authorize an individual by resolution of its Directors or of its governing body to represent it at the Meeting.
- Shareholders are not encouraged to attend the meeting in person, in line with our ongoing commitment to continue to take all prudent precautions to ensure the health and well-being of our employees, shareholders, customers and other stakeholders in accordance with the COVID-19 regulations and public health safety protocols.
- All documents pertaining to the Meeting are available on the First Citizens websites: www.firstcitizenstt.com and www.firstcitizensbb.com.



First Citizens
We put you first