Antigua Commercial Bank

# Circular to Shareholders
# 64th ANNUAL GENERAL MEETING OF SHAREHOLDERS

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**Dear Shareholders,**

We invite you to attend our **64th Annual General Meeting of Shareholders (AGM)**, that will be held at the **Sandals Grande Resort & Spa,** Dickenson Bay, St. John's, Antigua on **Thursday January 30, 2020 at 2pm.**

The ACB Board of Directors and Management Team look forward to meeting with you, as we present the ACB Group's 2019 financial results and report on the work performed throughout the fiscal.

Please take the time to read this Circular which contains important information about the business to be conducted at the AGM. We have also included some additional information on significant developments that occurred after the financial year end, to include ACB's recent announcement (December 12, 2019) **that we have entered into an agreement with Royal Bank of Canada to purchase its banking operations in Antigua and our having been named Bank of the Year for Corporate Governance by the Eastern Caribbean Central Bank** (November 25, 2019).

If you are unable to attend the AGM, kindly use the enclosed proxy form to appoint your proxy to represent your shareholding interest at the Meeting.

Live streaming of the AGM will also be available through the Investor Relations section on our website, www.acbonline.com. Access will be password protected. Additional details have been mailed to your address on record with the Notice of Annual General Meeting.

Sincerely,

**Lorraine Raeburn**
**Chairman**

Antigua Commercial Bank

# CONVENING THE ANNUAL GENERAL MEETING

**Note: The Articles referenced throughout this Circular refer to specific provisions contained in the Company's Bylaws.**

### ARTICLE 12.11

**Quorum:** Subject to the Act (Companies Act, 1995), a quorum for the transaction of business at any Meeting of the Shareholders shall be twenty (20) persons present in person, each being either a Shareholder entitled to vote thereat, or a duly appointed proxy holder or representative of a Shareholder so entitled. 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 a quorum is not present within one (1) hour of the time fixed for a Meeting of Shareholders, the persons present and entitled to vote may adjourn the Meeting to a fixed time and place but may not transact any other business.

**Shareholders, please be guided that the Annual General Meeting is a business Meeting. Only Shareholders on record as at January 20, 2020 are entitled to attend the Meeting. Guests (family or friends) of Shareholders will not be allowed into the Meeting area.**

**Further, at the Registration Desk (s) at the Annual General Meeting, Company Representatives reserve the right to request the presentation of a Government issued picture identification to verify the identity of a Shareholder at the time of registration.**

## VOTING PROCEDURE

### ARTICLE 12.7

Voting at Shareholders' Meetings: Every question submitted to any Meeting of Shareholders, unless a poll is demanded, shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman of the Meeting shall have a casting vote in addition to any votes to which he may be otherwise entitled.

### ARTICLE 12.7.1

At any Meeting of Shareholders, every Shareholder, proxy holder or individual authorized to represent a Shareholder who is present in person and entitled to vote shall have one vote on a show of hands.

### ARTICLE 12.7.2

Upon a ballot at which he is entitled to vote, every Shareholder, proxy holder or individual authorized to represent a Shareholder shall, subject to any rights or restrictions for the time being attached to any class or classes of shares shall have one vote for every share held in the Company.

### ARTICLE 12.7.3

Every ballot shall include at a minimum, the name of the Shareholder (s) as it appears on the Register of Shareholders for the Company as at the record date and the Shareholder's Reference Number (s). On a ballot for the Election of Directors, the names of the Nominees for the position of Director shall also be included.

### ARTICLE 12.7.4

At any Meeting of Shareholders, unless a ballot is demanded, a declaration by the Chairman of the Meeting that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Company, shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of or against such resolution.

### ARTICLE 12.7.5

At any Meeting of Shareholders, a poll may be demanded, either before or on the declaration of the result of a show of hands by at least ten (10) Shareholders present in person or by proxy and entitled to vote at the Meeting. The demand for a poll may be withdrawn.

### ARTICLE 12.7.6

Except as provided in the Act, the Regulations, the Articles or the Bylaws, if a poll is duly demanded, it should be taken in such a manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

### SHAREHOLDER PROPOSALS

Shareholders are asked to be guided by the procedures detailed in our newest brochure "Shareholders Meetings: The ACB Shareholder Voice". Kindly visit the Investor Relations section of our website, www.acbonline.com for more information. Copies of the brochure will be available at the Registration Desks on the day of the AGM.

### APPOINTMENT OF PROXY

A Form of Proxy is being circulated herewith. A Shareholder who is entitled to vote at the Meeting may appoint a person to represent him at the Meeting by inserting the name of such person in the space indicated on the form and returning the completed form for the attention of Legal Counsel/Corporate Secretary, Legal / Secretariat Department, Antigua Commercial Bank, Thames & St. Mary's Streets, St. John's, Antigua.

The proxy must be received at the designated Office no later than the time specified on the form of proxy (January 27, 2020). Any Shareholder having appointed a proxy has the right to revoke it by depositing an instrument in writing signed by him or by his authorized attorney.

**Please note that the attendance of a Shareholder on the day of the Annual General Meeting automatically revokes a previously deposited appointment of a proxy.**

# BUSINESS OF THE MEETING

## CONSIDER THE AUDITED FINANCIAL STATEMENTS 2019

The Consolidated Financial Statements of the Company for the year ended September 30, 2019 and the Independent Auditors' Report thereon, as included in the Company's Annual Report 2019, have been uploaded to the Company's website, www.acbonline.com under the Investor Relations section.

## CONFIRM THE MINUTES OF THE 63rd ANNUAL GENERAL MEETING

The Minutes of the 63rd Annual General Meeting of the Company held on December 21, 2018 with a List of Attendees attached thereto, are circulated herewith.

## ELECT DIRECTORS

The Board of Directors is comprised of ten (10) members and in accordance with Articles 4.4 (a) and 4.5 of the Company's Bylaws, the following Directors retire from Office, namely:-

- **Mavis George** (elected on September 24, 2009)
- **Cassandra P. Simon** (elected on March 9, 2017)
- **Adekunle Osoba** (elected on March 9, 2017).

**Directors Cassandra P. Simon** and **Adekunle Osoba** remain eligible and offer themselves for re-election.

In accordance with section 3 of the Companies (Amendment) Act, 2009, **Vice Chairman Mavis George,** is ineligible for re-election to the Board, having served consecutively for more than ten (10) years. At Annual General Meeting 2019, the Director will also automatically vacate her seat as an ACB Director on the Board of Directors of ACB Mortgage & Trust Company Limited.

Further, in accordance with Article 4.5.2 (h) of the Company's Bylaws, **Director Reginald N. Peterson** has since retired from the Board of Directors via age.

Accordingly, the number of Directors to be elected at this year's Annual General Meeting is **four (4).**

# PROFILES
# OF RETIRING DIRECTORS

Antigua Commercial Bank

**VICE CHAIRMAN MAVIS GEORGE**

**Vice Chairman George** was elected to the ACB Board of Directors on September 24, 2009 and was subsequently appointed to the Board of Directors of ACB Mortgage & Trust Company Limited on May 13, 2015.

Throughout her tenure, Vice Chairman George has served in various capacities to include the Chairman of the Human Resources and Compensation Committee. She was also a member of other Board Sub- Committees to include the Governance & Executive Committee and the Audit & Risk Management Committee. Additionally, she was an appointed trustee of the ACB Pension Scheme's Board of Trustees.

Vice Chairman George recently retired from her position of General Manager of Antigua Fisheries Limited and had been employed with the institution for over 20 years. She holds a Masters Degree in Business Administration from the University of the West Indies; an Executive Diploma in Management, a Diploma in Accounting and a Certificate in Management from Japan International Corporation Agency (JICA). She is also a member of the Institute of Chartered Secretaries & Administrators (ICSA) and having completed the Directors Education and Accreditation Programme (DEAP), she holds the designation Acc. Dir.

# PROFILES
# OF RETIRING DIRECTORS

Antigua Commercial Bank

**DIRECTOR CASSANDRA P. SIMON**

**Director Simon** was elected to the ACB Board of Directors on March 9, 2017. Throughout her tenure, she has served in various capacities to include the Chairman of the ACB Pension Scheme's Board of Trustees and the Acting Chairman of the Credit Committee. She was also a member of other Board Sub- Committees to include the Audit & Risk Management Committee and the Technology Committee.

She is an accountant by profession and has operated her own firm, Accounting Solutions since 2003. She is also a proud graduate of the Ottos Comprehensive School and the University of the West Indies.

Director Simon was admitted to membership of the Association of Certified Chartered Accountants, ACCA UK in 1997. She is a practicing member of the Institute of Chartered Accountants of the Eastern Caribbean, ICAEC. Director Simon also holds diplomas in Computer Repair and Networking from the Antigua Barbuda Institute of Information Technology, ABIIT.

In 2015, she joined Toastmasters and is continuing her journey to becoming an Advanced Communicator and Leader. She is also a Chartered Director and holds the designation C. Dir.

# PROFILES
# OF RETIRING DIRECTORS

Antigua Commercial Bank

**DIRECTOR ADEKUNLE OSOBA**

**Director Osoba** was elected to the ACB Board of Directors on March 9, 2017. Throughout his tenure, he has served in various capacities to include the Chairman of the Marketing & Public Relations Committee. He was also a member of other Board Sub- Committees to include the Credit Committee, the Technology Committee and the Scholarship Screening Committee.

He last held the position of Compliance Officer, within the Citizenship by Investment Unit (CIU) of Antigua and Barbuda. Prior to the CIU, Director Osoba held the position of Senior Manager Risk and Compliance at Trium Bank and Trust Ltd. He has over ten years working experience in the area of Risk and Compliance.

In 2006, he attained a Bachelor of Commerce degree with a major in Finance from Saint Mary's University in Halifax, Nova Scotia. Director Osoba is a certified Professional in Anti-Money Laundering and is also a certified Anti-Money Laundering Associate. Both certifications were granted by the Florida International Bankers Association in partnership with Florida International University, and were attained in 2008 and 2009. Director Osoba also holds a Certificate in Financial Planning from the Florida State University which he successfully completed in August 20, 2009.

He is also a member of the Institute of Chartered Secretaries & Administrators (ICSA) and holds the designation Acc. Dir.

# QUALIFICATION & NOMINATION TO THE OFFICE OF DIRECTOR

Antigua Commercial Bank

Shareholders who wish to be elected to the Office of Director or Shareholders who are interested in nominating individuals for the Office of Director are reminded of and should be guided by Articles 4.3 and 4.4 (c) of the Company's Bylaws which state as follows:-

**ARTICLE 4.3**
Every Director shall be the holder in his own right of at least 1000 shares in the Company.

**ARTICLE 4.4 (c)**
No one other than a retiring Director, who offers himself for re-election, shall be eligible to be a Director, unless notice in writing that he is a candidate for such office have been given to the Company by two (2) other Shareholders of the Company at least seven (7) days before the day of holding the meeting at which the election is to take place.

**Additionally, section 97 of the Banking Act 2015 (as amended) requires every person who is or who is likely to be a Director of a financial institution to be a fit and proper person to hold the particular position which he holds or is likely to hold.**

**In 2019, the subject Act was amended to require written notice to be submitted to the Eastern Caribbean Central Bank (ECCB) of the proposed appointment or election of a Director at least sixty (60) days prior to the appointment or election of the Director (section 101). Upon receipt of this written notice with supporting documentation, the ECCB thereafter conducts an investigation to determine whether the proposed Director satisfies the fit and proper criteria as provided for under section 97 of the Act.**

In light of the above, via the publication of the Company's Director Recruitment ads in September, 2019, interested Shareholders were encouraged to submit their Applications in advance to allow for the requisite due diligence to be conducted.

We are pleased to advise that the Company has received the following new nominations to the Office of Director in compliance with the above provisions:-

1) Mrs. Dyna Harney - Barnes
2) Mrs. Agatha Dublin (nee Manwarren)
3) Mr. Thomas William C. Greenaway
4) Mr. Barrett Greene
5) Mr. Eric Joseph
6) Ms. Jennifer Maynard
7) Ms. Cametia S. Everlie Simon
8) Mrs. Carol Jackie Ferracho - Williams
9) Ms. Desiree Zachariah.

# PROFILES
# OF NEW DIRECTOR NOMINEES

Antigua Commercial Bank

**MRS. DYNA HARNEY - BARNES**

**Mrs. Harney - Barnes** has held the position of General Manager of Harney Motors Ltd. and Ace Enterprises Ltd. since 2001. She is also a Real Estate Property Manager.

She holds a Bachelor of Arts Degree in Finance and International Business from Florida International University (1996) where she graduated Magna Cum Laude and a Masters of Business Administration MBA from the University of Miami (1997).

Mrs. Harney – Barnes describes herself as a self- motivated entrepreneur and enjoys cycling and an all-around healthy and active lifestyle. She also serves as a motivational speaker to young people.

She has been married for 15 years and is the mother of 2 girls.

**MRS. AGATHA DUBLIN (NEE MANWARREN)**

**Mrs. Dublin** describes herself as a critical thinker, with over 25 years' experience in leadership roles. She is now retired and has previous board experience as a Director of the Antigua Pier Group, a quasi-government organization responsible for the development of the cruise facilities. She also served 2 terms as President of the Antigua Netball Association and has received training in corporate governance.

Mrs. Dublin last held the position of General Manager of the Antigua Port Authority from 2007 to 2013 where she was responsible for designing a strategy and managing the daily operations of the service –oriented statutory body.

She has pursued Career Development from Flagship University (American Airlines) and at the Caribbean Maritime Institute (now University).

## MR. THOMAS WILLIAM C. GREENAWAY

**Mr. Greenaway** is a former employee of Antigua Commercial Bank and previously served the institution for 33 years in various roles across various departments. He last held the position of Senior Recoveries Representative until January, 2014. He is also a former Shop Steward and a trustee of the ACB Staff Pension Scheme.

He is currently the Manager/Owner of North View Villas and Vehicle Rentals, managing 12 apartment units and 25 vehicles.

He describes himself as a detail-oriented, efficient and organized professional with extensive experience in banking. In terms of academic background, he has passes in 8 General Certificate Examination GCE O'Levels and previously attended the Antigua Grammar School.

He is the Chairman of AGS Blax Stars and the 3rd Vice President of the Antigua and Barbuda National Olympic Committee. He is also the President of the Antigua and Barbuda Rifle Association, the Antigua and Barbuda Shooting Club and the Vice President of the West Indies Rifle Association. His interests include pistol and rifle target shooting.

## MR. BARRETT GREENE

**Mr. Greene** has over 22 years of successful practical and professional experience directly handling managerial tasks of increasing responsibilities and duties. He last held the position of Engagement Manager at Thomson Reuters Corporation, media, Pennsylvania.

He holds a Master of Business Administration from Auburn University of Montgomery, Montgomery, Alabama; a Bachelor of Science: Computer Information Systems from the Alabama State University, Montgomery, Alabama and an Associate of Arts: Data Processing from the University of the Virgin Islands, Charloette Amalie, United States Virgin Islands.

Mr. Greene's key competencies include Program Management/ Risk Management, Cross – Functional Supervision and Guidance and Exceptional Analytical Thinking Skills.

He previously served on the Board of Directors for the Mt. Sinai Missionary Baptist Church and the Boothhurst Homeowners Association, both in New Castle, Delaware. He was also an active member of the Big Brothers Big Sisters and volunteered with a number of other organizations in community outreach programs. Mr. Greene is a returning national and is married with 2 children.

## MR. ERIC JOSEPH

**Mr. Joseph** is a Telecommunications Consultant and Project Manager. He is currently a Technical Services Consultant in the Ministry of Information, Broadcasting, Telecommunications and Information Technology and the Project Management Consultant for the Canada Place office building construction.

He also served previously in various capacities with C & W Leeward Islands, Cable and Wireless Antigua and Cable and Wireless (Caribbean).

He holds a Master of Business Administration (Distinction) from the University of the West Indies (Cavehill), Cisco Certifications in Network Professional (CCNP) and Design Professional (CCDP) and BTEC Higher National Diploma (HND) in Electronics and Communications Engineering from the Cable and Wireless College, Coventry Midlands England.

Mr. Joseph's core competencies include strategic thinking, construction management, telecoms operations management and design of IP Networks.

He is an active Rotarian since 2012 and a former President of the Rotary Club of Antigua (2017/2018) and Director of Service Projects (2013 to 2017). He is also a member of the Fitches Creek Community Association.

## MS. JENNIFER MAYNARD

**Ms. Maynard** is a retired civil servant, having worked for over 40 years as an Agricultural Public servant, with seven of those years being in service of two renowned international agriculture technical assistance agencies, namely CARDI, the Caribbean Agricultural Research and Development Institute and IICA, Inter-American Institute for Cooperation on Agriculture.

Her last 2 positions before retirement was Director of Agriculture and Director of Agrotourism. As Director of Agriculture, she previously served as an ex officio member on statutory Boards for Development Control Authority, the Property Evaluation Appeals Board and the Agriculture Development Corporation.

Ms. Maynard has a Professional Certificate in Non- Governmental Organisation Management from the University of the West Indies Open Campus, a M.A. International Development Policy from the Duke University, Sanford Institute for Public Policy, Durham, North Carolina and a B.Sc. Agriculture, Plants Sciences, Major in Fruit and Vegetable Horticulture from Mcgill University, Montreal, Canada.

She is a life member of the Girl Guide Association of Antigua and Barbuda and a founding member of the Caribbean Agriculture Extension Providers Network (CAEPNet).

## MS. CAMETIA S. EVERLIE SIMON

**Ms. Simon** is currently an Advisor at Sagicor Life Eastern Caribbean Inc., a position held since 2016. Previous to that position, she had worked her way into senior roles within the hospitality sector from 2002 to 2015, gaining a wealth of experience in hospitality operations.

She has a Bsc. Hotel Management (Special) with Upper Second Class Honours from U.W.I. Centre for Hotel & Tourism Management and completed various training courses to include Financial Advisor Skills Training (2019), FLMI Level 1- Insurance Fundamentals (2018), introductory course in QuickBooks accounting systems and a 10-week professional development course in Human Resources Management. Ms. Simon is also a member of the Good Shepherd Anglican Church Choir.

## MRS. CAROL JACKIE FERRACHO - WILLIAMS

**Mrs. Ferracho – Williams** is a Chartered Professional Accountant (CPA), Certified General Accountant (CGA) with extensive managerial experience, having worked in several leading private and public sector institutions in Antigua and Barbuda and St. Kitts and Nevis.

In her most recent assignment, she served as the Vice President of Finance and Administration at the Clarence Fitzroy Bryant College in St. Kitts from 2014 to 2019 and further acted as the College's de-facto President for a period of 9 months. Mrs. Ferracho – Williams indicates that she will shortly be embarking on a new career move as an independent Management Consultant.

She has a B.A. (Second Class Honours) Economics and Geography from the University of the West Indies (Mona) and a M.B.A. Business Economics from Pace University, New York, USA. She has also participated in continuing professional development to include in ethics, leadership, Human Resources Management and legal responsibilities of Directors and Officers.

Mrs. Ferracho – Williams is a member of the Antigua Horticultural Society, St. Kitts and Antigua Toastmasters, former national lawn tennis and volleyball player and former Secretary, Treasurer and President of Community First Cooperative Credit Union.

MS. DESIREE ZACHARIAH

**Ms. Zachariah** is an Information Technology (IT) Consultant by profession, having implemented IT systems for governments and the private sector. She is involved in software engineering having compiled user requirements resulting in the system specifications documents which guide the software development process. She also has experience in data analytics.

She describes herself as a highly motivated professional with strong skills in project management, software design, business analytics, data analytics, digitization, computer system implementation, procurement and training.

Ms. Zachariah has a BSc Computer Science (summa cum laude) from Long Island University, New York, USA, a Masters of Arts in Contemporary Diplomacy with a concentration in Internet Government (pass with merit) from the University of Malta (Diplo Foundation), Malta and a Certificate in Project Management from the University of the West Indies.

She was a member of the United Nations Multi- stakeholder Advisory Committee (MAG) (2013 to 2015).

**We take this opportunity to thank the nominees for their expressed interest to serve on the Company's Board of Directors.**

**The subject nominations, together with the results of the Company's due diligence, have been submitted to ECCB, for its assessment, as required under the relevant provisions of the Banking Act, 2015 (as amended).**

# DECLARE
# A DIVIDEND

Antigua Commercial Bank

The Board recommends the payment of dividend of **$0.50** for each unit share to Shareholders on record as at **January 20, 2020.**

The Capital Management and Dividend Policy details the following objectives when managing the Company's capital:-

• Preserving the "Shareholders' Equity" on Balance Sheet

• To comply with the capital requirements set by its Regulators

• To safeguard the Company's ability to continue as a going concern notwithstanding potential shocks from low, medium, or high probability events, so that it may continue to provide reasonable risk-adjusted returns to Shareholders, and benefits to other Stakeholders; and

• To maintain a strong capital base to support the growth of its business.

The Policy further recognizes that it is imperative that the Company builds up its capital reserves in the form of retained earnings, particularly in light of regulations such as International Financial Reporting Standards (IFRS) 9 and Basel 2 which will require higher levels of capital.

Noting the above, the Board remains guided that the declaration and payment of dividends may take place only after the following criteria have been met:

• Appropriation of at least 20% of net income to the Statutory Reserve account annually, until the account is equal to 100% of the Company's paid up capital in accordance with subsection 45(1) of the Banking Act of Antigua and Barbuda (2015).

• The regulatory capital, which is currently EC$20 million according to subsection 44(1) (a) of the Banking Act is not impaired.

• The capital adequacy ratio (total regulatory capital to risk weighted assets) exceeds eight percent in accordance with Subsection 46(1) of the Banking Act.

• Thereafter allocate Net Income after tax each as follows:

1. **Statutory Reserves – 20% - minimum**
2. **Retained Earnings – 55% - minimum**
3. **Dividend Pay-out – 25% - maximum**.

• The Company's key liquidity ratios are all within the Company's internal benchmarks, and likewise the ECCB regulatory and statutory benchmarks.

After due consideration of the above, the Board has resolved to propose a dividend payout of $5M which accounts for approximately 24% of the declared profits for the financial year ended September 30, 2019.

It is the Board's position that the dividend payout recommendation represents a fair and reasonable return for Shareholders in compliance with relevant policy and regulatory guidelines, while noting industry developments which the Company anticipates will require more stringent capital requirements.

Shareholders are reminded that further to the previous written notice issued on June 6, 2014, the Company has ceased to issue dividend cheques to its local Shareholders.

Under the circumstances, local Shareholders are reminded to establish their standing order

instructions to allow for the direct deposit of future dividend payments to an Account of your choice. Take note that dividends will be withheld until these instructions are received. For further information, kindly telephone the Legal/ Secretariat Department on (268) 481-4331/4/5 or email acb@acbonline.com.

## FIX DIRECTORS' FEES

The Board recommends that Directors' fees remain unchanged, that is to say, $5,500 being paid monthly to the Chairman and each Director receiving $4,500 per month.

## APPOINT EXTERNAL AUDITORS

The External Auditors, KPMG, retiring and being eligible, offer themselves to be re- appointed as the Company's External Auditors for the financial year ending September 30, 2020. The Directors have resolved to recommend to the Shareholders the subject re- appointment.

## INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS) 9

This year, the Company implemented the new financial instruments standard, IFRS 9, which has resulted in a significant accounting change for financial institutions, noting the increase in the overall level of impairment allowances across the Company's financial assets (including loans and receivables, investments and other assets).

Please refer to the 2019 Audited Financial Statements, as included in the Company's Annual Report 2019, for further detailed disclosures.

## LOOKING AHEAD

During the financial year ended September 30, 2019, the Company engaged in a strategic planning process that included stakeholder participation from all levels of the organization, feedback from customers and guidance from a Consultant with expertise in the area. This materialized in our Strategic Plan 2019 to 2022 which will form the basis for a number of strategic initiatives that will be pursued during the next 3 year period.

An important feature of the Company's new Strategic Plan is to explore opportunities for mergers and acquisitions and we were pleased that, as part of a consortium group of financial institutions in the region, we were able to identify an opportunity with Royal Bank of Canada (RBC) that culminated in a signed agreement for the sale of its banking operations in identified islands.

It is important to note that the transaction is subject to regulatory approval and other customary closing conditions. We expect to finalize the sale within a 12 month transition period and will concentrate our efforts to ensure a smooth and successful transition. We look forward to the continued support of our Shareholders as we pursue this and other important strategic initiatives to realize the Company's ambitious agenda for growth and profitability by creating superior value for our stakeholders to include our Customers, Employees and Shareholders.

## DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following are available for inspection at the Company's Registered Office, Legal/ Secretariat Department, 3rd floor, ACB Head Office, Thames & St. Mary's Streets, St. John's, Antigua during normal business hours from the date of this Circular up to an including the date of the AGM:-

**(a) Shareholders Register as at the record date**
**(b) the Company's Bylaws**
**(c) the Annual Report 2019**.

## RESPONSIBILITY STATEMENT

The Board of Directors has seen and approved this Circular, and our Directors individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that after having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading.

# Antigua Commercial Bank enters into an agreement to purchase Royal Bank of Canada (RBC) banking operations in Antigua & Barbuda

**December 12, 2019 (St. Johns, Antigua & Barbuda)** — A consortium of Eastern Caribbean indigenous banks (of which Antigua Commercial Bank is a member), today announced it has entered into a definitive agreement to purchase all banking operations in the Eastern Caribbean from Royal Bank of Canada (RBC). The transaction is subject to regulatory approval and other customary closing conditions, and is expected to be finalized in the coming months.

The consortium was led by Johnathan Johannes, Managing Director, 1st National Bank St. Lucia Limited, who shared, "We formed the consortium for the express purpose of expanding the scale of the locally owned financial entities in the Eastern Caribbean Currency Union. This transaction gives us the size and scale to play a more active role in the development of our respective countries. We see this transaction as the first step in achieving even greater synergies, efficiencies and cross-territory marketing opportunities."

ACB's General Manager, Joanna Charles added "we are proud and pleased that we as a group of small islands came together to pursue this momentous deal for the benefit of all of our stakeholders. We see this as a significant milestone in the life of our bank as we continue to grow in a way that will allow us to better serve our customers. There are no plans for any immediate changes to the operation of the business/branches that we are acquiring. In addition, where possible, we will adopt best practices of RBC to ensure we maintain the very high quality service levels that RBC customers have come to expect".

The five financial entities participating in the sale are: 1st National Bank St. Lucia Limited, Antigua Commercial Bank Ltd., National Bank of Dominica Ltd., the Bank of Monserrat Limited and Bank of Nevis Ltd.

The sale encompasses *seven branches of Royal Bank of Canada (Antigua, Dominica, Monserrat, St. Lucia (two locations) and St. Kitts and Nevis (St. Kitts two locations)), as well as the regional businesses operating under RBC Financial (Caribbean) Limited ("RBCFCL");
specifically RBTT Bank (SKN) Limited (Nevis), RBTT Bank Grenada Limited (Grenada) - two locations, RBC Royal Bank Holdings (EC) Limited (St. Vincent and the Grenadines) and RBTT Bank Caribbean Limited (St. Vincent and the Grenadines). Collectively, these operations are referred to informally as

"RBC Eastern Caribbean".

"Self-determination is the highest level of empowerment – and the indigenous banks acquiring this business will now have an increased opportunity to influence the development of their communities," said Rob Johnston, Head, RBC Caribbean. Johannes added, "And speaking on behalf of the local banks, we embrace and eagerly anticipate that opportunity."

The EC consortium was advised by PwC (JA) led by Wilfred Baghaloo, who added "this transaction demonstrates that Caribbean businesses have the capacity to come together when the circumstances are right."

# Antigua Commercial Bank wins Bank of the year for Corporate Governance

**St, Johns, Antigua. November, 25, 2019:** Antigua Commercial Bank (ACB) is proud to announce that it has been awarded Bank of the Year in the category of Corporate Governance by the Eastern Caribbean Central Bank (ECCB). The awards ceremony took place at the Eastern Caribbean Central Bank Headquarters in St Kitts on November 6th, 2019, and was attended by banking executives from across the Eastern Caribbean. ACB was adjudged to have demonstrated best practices in excellent corporate governance in ensuring resilience in the financial system and remains committed as leaders in this regard.

General Manager, Joanna Charles, remarked on receiving the coveted award on behalf of ACB, "This award speaks to the high standards of accountability and ethics that are a foundation of ACB. It is a reflection of our Board of Directors, Management, Staff and overall operations. The entire team at ACB at all levels and in all departments deserve congratulations and should be highly commended on rising to the top and winning this award in a field of competition that spans the commercial banking institutions in the Eastern Caribbean."

Antigua Commercial Bank