



THE TRINIDAD AND TOBAGO
STOCK EXCHANGE
LIMITED

MARKET NOTICE

NOTICE OF MATERIAL CHANGE

FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED (FCI)

The Trinidad and Tobago Stock Exchange Limited (TTSE) received notice from FCI that at their Annual Meeting of the company held on March 10th, 2017, shareholders were asked to approve the Amended and Restated By-Law No.1 of the company. The By-Laws were approved and adopted. The following is the amendment made to the By-Law No.1:

4.6 Ceasing to Hold Officer:

4.6.1 Notwithstanding section 4.5, and subject to section 4.6.2, a director shall cease to be a director:

- a) If by reason of the Banking Laws, Securities Law or of any other legal provision in a jurisdiction where the Company is authorised or licensed to transact business, the director is prohibited from acting as a director;
- b) If the director is found to be of unsound mind;
- c) If the director is adjudicated as bankrupt or compounds with his creditors or is declared insolvent;
- d) If the director is convicted of an offence involving fraud and dishonesty;
- e) If the director is sentenced to a term of imprisonment of six months or more (whether or not such imprisonment is in default of his payment of a criminal fine);
- f) If the director not being at the date of his election of appointment a resident of Canada during his tenure become a resident of Canada and this results in the majority of the directors being residents of Canada;
- g) At the annual meeting of shareholder, at which he has completed fifteen years of service as a director of the company; or

h) If, being a director who is also an Officer, ceases to be an Officer, but shall be eligible for re-election in accordance with section 4.4, if qualified.

4.6.2 The Board may determine that it is in the best interests of the Company to recommend a director for re-election after the expiry of the maximum service period referred to in section 4.6.1(g) for an additional one year term, provided that in no event may a director be recommended for re-election for more than five additional one year terms after the expiry of the applicable maximum service served.

March 17th, 2017

Operations Department

Trinidad & Tobago Stock Exchange Limited