



Republic Financial Holdings Limited

November 7, 2025

Dear Shareholder,

We are pleased to advise that our Annual General Meeting will be held in-person at the Ballroom of the Hyatt Regency Trinidad on Monday December 15, 2025, at 9:30 a.m.

Kindly find enclosed the Notice of the 2025 Annual Meeting of Republic Financial Holdings Limited (RFHL), together with the Management Proxy Circular and Form of Proxy. As customary, our 2025 Annual Report and Audited Financial Statements are available electronically for viewing and/or download on our website at <https://rfhl.com/investor-relations>.

We continue this year with the provision of an audio book of the Annual Report with braille notification on the hard copy, guiding the visually impaired to access the audio book.

Information on this year's financial performance will be presented by the Group President and CEO of RFHL, Nigel Baptiste, at the Annual Meeting. I also invite those of you who would like to read my Chairman's report and the Group President's report in its entirety, to view the electronic version on the above-mentioned website.

Should you prefer to have a physical copy of the Annual Report or if your contact information has changed and needs to be updated, please send us an email at sharerelation@rfhl.com or contact our Share Relations Officer, Customer Care and Support Centre at 625-4411, extension 69595.

If you wish to appoint a proxy, please remember to submit the completed proxy form at least 48 hours prior to the meeting.

I look forward to seeing you at our Annual Meeting on December 15, 2025.

Yours sincerely,

VINCENT PEREIRA
CHAIRMAN

Notice of Meeting

NOTICE is hereby given that the Tenth Annual Meeting of Republic Financial Holdings Limited will be held at Hyatt Regency Trinidad, Port of Spain on Monday December 15, 2025, at 9:30 a.m. for the following purposes:

- 1 To receive the Audited Financial Statements of Republic Financial Holdings Limited for the year ended September 30, 2025, and the Reports of the Directors and Auditors thereon.
- 2 To take note of the Dividends paid for the twelve-month period ended September 30, 2025.
- 3 To elect Directors.
- 4 To re-appoint the Auditors, Ernst & Young and to authorise the Directors to fix their remuneration.
- 5 Any other business..

By order of the Board



KIMBERLY ERRIAH-ALI
CORPORATE SECRETARY

November 7, 2025

Notes

PERSONS ENTITLED TO NOTICE

In accordance with Section 110(2) of the Companies Act Chap. 81:01, the Directors of the Company have fixed November 21, 2025, as the Record Date for the determination of shareholders who are entitled to receive notice of the Annual Meeting. A list of such shareholders will be available for examination by shareholders at the Office of the Registrar during usual business hours.

Proxies

Shareholders of the Company entitled to attend and vote at the Meeting are entitled to appoint one or more proxies to attend, and in a poll, vote instead of them. A proxy need not be a shareholder. Any instrument appointing a proxy must be received at the Registrar's Office not less than 48 hours before the Meeting. Shareholders who return completed proxy forms are not precluded, if subsequently they so wish, from attending the Meeting instead of their proxies and voting in person. In the event of a poll, their proxy votes lodged with the Registrar, will be excluded.

Dividend

A fourth quarter dividend of \$3.85 has been declared for the financial year ended September 30, 2025, and will be payable on December 5, 2025, to Shareholders on the register at the close of business on November 21, 2025. This brings the total dividend paid in 2025 to \$6.00.

Republic Financial Holdings Limited

This is the Tenth Annual Meeting of Republic Financial Holdings Limited since the Republic Bank Limited Vesting Order (Legal Notice #215 of 2015) and the change of name from Republic Bank Limited to Republic Financial Holdings Limited.

Documents available for Inspection

No service contracts were granted by the Company or Subsidiary Companies, to any Director or Proposed Director of the Company.

Management Proxy Circular

Republic of Trinidad & Tobago
The Companies Act, Chap. 81:01
(Section 144)

1 **Name of Company**

Republic Financial Holdings Limited

Company No: R622 (C)

2 **Particulars of Meeting**

Tenth Annual Meeting of the Shareholders of the Company to be held at the Hyatt Regency Trinidad, Port of Spain on Monday December 15, 2025, 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)**

A proposal has been received nominating the following persons to be proposed for election to the Board pursuant to Sections 116(a) and 117(2) of the Companies Act, Chap. 81:01.

- 1 Dr. Patricia Mohammed
- 2 Rhion Karim
- 3 Dr. Sandra Sookram
- 4 Gregory Armorer

DATE	NAME AND TITLE	SIGNATURE
November 7, 2025	KIMBERLY ERRIAH-ALI CORPORATE SECRETARY Republic Financial Holdings Limited	

Form of Proxy

Republic of Trinidad & Tobago

The Companies Act, Chap. 81:01 (Section 143(1))

Company No: R622 (C)

Name of Company

Republic Financial Holdings Limited

Particulars of Meeting

Tenth Annual Meeting of the Shareholders of the Company to be held at the Hyatt Regency Trinidad, Port of Spain on Monday December 15, 2025, at 9:30 a.m.

I/We, being shareholder(s) of Republic Financial Holdings Limited, hereby appoint Vincent Pereira or failing him, Nigel M. Baptiste, Directors of the Company or

(Block Letters)

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 _____ 2025

Name

(Block Letters)

Signature

Name

(Block Letters)

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/she votes or whether he/she abstains from voting.

RESOLUTIONS	FOR	AGAINST
1 The Audited Financial Statements of Republic Financial Holdings Limited for the year ended September 30, 2025, and Reports of the Directors and Auditors, be and are hereby received.		
2 Election of Directors: - a Yashmid Karamath, be and is elected a Director for a term expiring at the close of the third Annual Meeting following this appointment. - b Dr. Timothy Affonso, be and is elected a Director for a term expiring at the close of the third Annual Meeting following this appointment. - c Nalini Bansee, be and is elected a Director for a term expiring at the close of the third Annual Meeting following this appointment. - d Rhion Karim be and is elected a Director for a term expiring at the close of the third Annual Meeting following this appointment. - e Dr. Patricia Mohammed be and is elected a Director for a term expiring at the close of the third Annual Meeting following this appointment. - f Dr. Sandra Sookram be and is elected a Director for a term expiring at the close of the third Annual Meeting following this appointment. - g Gregory Armorer be and is elected a Director 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 authorised to fix their remuneration.		

Notes

- 1 This is the Tenth Annual Meeting of Republic Financial Holdings Limited since the Republic Bank Limited Vesting Order by Legal Notice #215 of 2015 and the subsequent name change.
- 2 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. 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 appointor is a Corporation, this form must be under its Common Seal or under the name of an officer of the Corporation duly authorised on its behalf.
- 4 The completed form must be deposited with the Registrar, the Trinidad and Tobago Central Depository Limited, 10th Floor, Nicholas Tower, 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.

Return to:

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

Mr. Yashmid Karamath

Mr. Yashmid Karamath is an accomplished business leader with over 30 years of experience in executive management, corporate governance, and strategic leadership. He serves as Executive Chairman of Hafeez Karamath Limited (HKL), a leading construction and engineering company in Trinidad and Tobago, and the Desalination Company of Trinidad and Tobago (DESALCOTT), one of the largest desalination plants in the Western Hemisphere.

Under his leadership, he successfully negotiated the acquisition of shares previously held by an international multinational, securing full local ownership, and managed the financing and repayment for the transaction. At HKL, he has overseen large-scale national construction projects, consistently positioning the company as a market leader.

Mr. Karamath is also the founder and President of Titan Building Consultants, a supply and consultancy business operating for over 25 years, providing construction management services for both national and international clients.

With extensive experience in leading complex organisations, Mr. Karamath brings expertise in strategic planning, enterprise-level financial management, operational expansion, and sustainable growth. His leadership continues to advance national infrastructure development while promoting long-term business excellence and profitability.

Dr. Timothy Affonso

Dr. Timothy Affonso is an Attorney-at-law, Lecturer, and Consultant. He has served as a Lecturer in the Faculty of Law at The University of the West Indies, St. Augustine since 2011, Acting Dean from 2022 to 2023 and Deputy Dean from 2023-2025.

Dr. Affonso holds a Ph.D. in Public International Law and International Human Rights Law from The University of the West Indies, Cave Hill, as well as an LL.M. in Public Law and Human Rights (Distinction) from University College London. He has practised law in both the private and public sectors focusing on areas of criminal prosecution, corporate and commercial litigation, contract negotiation and commercial advisory work. He has an interest in the accessibility of law to the public as evidenced in his legal aid work with the Faculty of Law, UWI.

A published author and legal scholar, Dr. Affonso has published several peer reviewed journal articles and book chapters on post-colonial laws, constitutional law, international human rights and procurement. He is the Editor-in-Chief of the UWI St. Augustine Law Journal and continues to serve on editorial boards and professional committees both regionally and internationally.

Mr. Gregory Armorer

Mr. Gregory Armorer is a distinguished Attorney-at-Law with nearly four decades of experience in civil and family law litigation, conveyancing, and legal consultancy. He is the principal of a respected law practice at the Government Campus Plaza in Port of Spain, Trinidad and Tobago, known for its professionalism and client-centered service. A former Island Scholar in Mathematics (1980), Mr. Armorer earned his B.A. (Hons.) and M.A. (Cantab.) degrees from the University of Cambridge and was called to the Bar at Gray's Inn, London, in 1986.

Throughout his career, Mr. Armorer has made significant contributions to the legal profession and public service. He served as the first Legal Consultant at the Ministry of Health and held senior roles within the Law Association of Trinidad and Tobago, including Honorary Secretary, Treasurer, and member of both the Disciplinary and Rules Committees. In private practice, he has represented clients before the High Court and Court of Appeal and provides ongoing counsel to major national institutions, including Eastern Credit Union, the Trinidad and Tobago National Petroleum Marketing Company Limited, and the Chaguaramas Development Authority. Mr. Armorer is widely respected for his expertise, integrity, and commitment to the advancement of law and justice in Trinidad and Tobago.

Dr. Patricia Mohammed

Dr. Patricia Mohammed is a distinguished scholar and thought leader in Gender and Development Studies with over four decades of experience in academia, research, and public service across the Caribbean. She holds a PhD in Development Studies from the Institute of Social Studies, The Netherlands (1994), an MSc in Sociology (UWI, 1987), and a BA in Economics and Sociology (UWI, 1977).

Professor Mohammed has held several senior leadership positions, including First Director of Graduate Studies and Research at UWI St. Augustine, Campus Coordinator for the School for Graduate Studies and Research, and Head of the Institute for Gender and Development Studies on the Mona and St. Augustine campuses. She currently serves as Co-Chair of the Gender Advisory Board at UWI St. Augustine and Chair of the Trinidad and Tobago Nominating Committee of the Anthony N. Sabga Caribbean Excellence Awards.

A prolific researcher and author, her work spans gender, culture, and development in the Caribbean, including publications on Caribbean feminism, visual arts, and post-migrant histories. She has received numerous accolades, including the Caribbean Studies Association Lifetime Achievement Award (2021) and recognition as one of UWI's 70+ Outstanding Women Graduates (2018).

Professor Mohammed is also a sought-after consultant and speaker on gender policy, climate justice, and social development, providing strategic guidance to regional governments, the UNDP, and other international organisations. Her career reflects a commitment to scholarship, mentorship, and advancing gender equity across the Caribbean and beyond.

Ms. Nalini Bansee

Ms. Nalini Bansee, is also an experienced Attorney-at-Law with over 15 years of practice in civil and criminal litigation, family and commercial law, conveyancing, probate, and industrial relations. She currently leads her own practice and has previously served with Invictus Chambers, Vici Chambers, and Trinity Chambers.

Her career began as a Temporary Clerk at the Ministry of Public Administration and Information (2004–2005), followed by a role as Paralegal Officer at the Office of the Director of Public Prosecutions (2005–2007), before completing a six-month Pupillage at Trinity Chambers (2008–2009), gaining hands-on experience in legal research, drafting, and courtroom advocacy.

Ms. Bansee holds an LL.B. (Hons.) from the University of London and a Postgraduate Diploma in Legal Practice (Distinction) from the University of Wolverhampton, UK, and is recognised for her strategic legal insight and mentorship of young attorneys.

Dr. Sandra Sookram

Dr. Sandra Sookram is an accomplished economist and academic with extensive experience in leadership, research, and governance. Appointed Director of SALISES in October 2023, she oversees the Institute's research agenda, teaching programs, and outreach initiatives while contributing to the wider administration of The University of the West Indies (UWI). Dr. Sookram holds a Ph.D., M.Sc., and B.Sc. in Economics from UWI, St. Augustine, and has over two decades of academic and professional experience.

She has served as Senior Lecturer at UWI's Five Islands Campus and as Deputy Governor of the Central Bank of Trinidad and Tobago, where she led strategic initiatives, economic research, and monetary policy development. A prolific researcher, Dr. Sookram has published extensively on topics including foreign direct investment, climate change, crime, poverty, and economic development, with her work presented at global conferences. Her contributions have earned numerous accolades, including the UWI Vice Chancellor's '60 under 60' award and the 70+ Outstanding UWI Women award. Dr. Sookram is recognised for her integrity, leadership, and dedication to advancing research, sustainable development, and economic progress in the Caribbean.

Mr. Rhion F. Karim

Mr. Rhion F. Karim is an accomplished security and intelligence professional with over 17 years of experience in technology, information security, and counter-terrorism across the Caribbean and internationally. He is the former senior analyst of the CARICOM IMPACS crime gun intelligence unit, where he led the unit in operational and strategic analysis and investigations regionally and internationally with CARICOM member states, US agencies, and other foreign governments.

Mr. Karim holds dual Master's degrees in Security and Intelligence Studies from the University of the Southern Caribbean and in Strategic Business Information Technology from the University of Portsmouth, and professional certifications including Certified Anti-Terrorism Specialist (CAS), Certified Ethical Hacker (CEH), and Cisco Certified Network Associate (CCNA). He has developed digital intelligence and maritime monitoring platforms that strengthen regional operational efficiency and threat detection. His groundbreaking research on U.S.–Caribbean firearms trafficking, including the “Proximity Theory,” has been presented at international conferences and informed regional policy frameworks. Mr. Karim is widely respected for his innovation, technical expertise, and commitment to advancing security cooperation and intelligence excellence across the Caribbean.