

Notice to Shareholders and Information Circular



RE: ANNUAL MEETING - FRIDAY, AUGUST 21, 2020

Dear Shareholder,

We are writing to tell you about important changes to our sixty-third Annual Meeting of RBTT Bank (SKN) Limited due to the COVID-19 pandemic.

Our thirty-seventh Annual Meeting for shareholders of RBTT Bank (SKN) Limited was originally scheduled for Friday July 24, 2020, a date previously shared in the 2019 Annual Report. Due to the COVID-19 pandemic, and related local government restrictions, we had to postpone this meeting until circumstances changed or we could find an alternative way to meet.

Now local governments, and others around the world, are easing regional restrictions. As a result, we have scheduled the Annual Meeting for **Friday August 21, 2020 at 9:00 a.m.** The Annual Meeting will be held at the **St. Paul's Anglican Church, Conference Hall, Main Street, Charlestown, Nevis.** For your convenience, we have included a copy of the 2019 Annual Report with this notice.

The safety and well-being of our shareholders, directors, employees, clients, and our communities remain our top priorities as we continue to navigate the challenges of the pandemic. While we have rescheduled the Annual Meeting, current restrictions on public gatherings require us to think differently about how we enable your participation.

To this end, we are planning for both electronic participation (having received the approval of the Courts in St. Kitts / Nevis to be able to do so) as well as allow a very limited number of shareholders to attend in-person; to the number permitted by current legislation on a first come basis.

All necessary safety considerations will be observed: physical distancing will be maintained at all times and no food or beverages will be provided. We recommend shareholders vote in advance of the meeting by completing and returning the attached Form of Proxy. By doing so, you will ensure your views are represented, as you may not be able to join the meeting if the allowed number of in-person attendees for a public gathering is reached before you arrive. Please note that shareholders attending the meeting in person will only be allowed admittance to the meeting if they wear a face mask and if they pass the Health Pre-Screener which they will be required to complete at the time of registration.

All shareholders will be able to join the meeting through a conference line so they can listen to the formal discussion. The line will be provided by RBTT Bank (SKN) Limited. If you chose to join the conference line, you will not be able to speak or vote during the formal part of the meeting. You will be able to ask questions in the general Q&A session after the formal business of the meeting ends.

To help you participate in the meeting effectively and ensure your vote is represented, we have included the following resources:

- i. **Revised Notice of Annual Meeting.** This notice replaces page 2 and 3 of the Annual Report. The revised page shows the new date, time and location of the Annual Meeting.
- ii. **Revised Management Proxy Circular.** This replaces page 88 of the Annual Report.
- iii. **Revised Form of Proxy.** This form provides the new date of the meeting.

As a shareholder, please review this material and return your completed Form of Proxy to ensure your vote counts.

Notice of Annual Meeting



NOTICE is hereby given that the Sixty-Third Annual Meeting of the Company will be held at St. Paul Anglican Conference Hall, Main Street, Charlestown, Nevis on Friday August 21, 2020 at 9:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To review and consider the Audited Financial Statements for the year ended October 31, 2019 together with the Reports of the Directors and the Auditors thereon.
2. To re-elect Directors.
3. To re-appoint Auditors and empower the Directors to determine their remuneration for the ensuing year.
4. To transact any other business of the Company, which may be properly brought before the Meeting.

By Order of The Board

A handwritten signature in black ink, appearing to read 'Briony Cartwright-Seymour'.

Briony Cartwright-Seymour
Corporate Secretary
July 31, 2020

Notes:

1. No Service Contracts were entered into between the Company and any of its Directors.
2. In accordance with Section 108(2) of the Companies Act, 1994, the Directors of the Company have fixed Friday August 7, 2020, as the record date for the determination of Shareholders who are entitled to receive Notice of the Annual Meeting. Only Shareholders on record at the close of business on Friday August 7, 2020, are therefore entitled to receive Notice of the Annual Meeting. A list of such Shareholders will be available for examination by Shareholders at the Company's Registered Office during usual business hours and at the Annual Meeting.
3. In accordance with Section 108(2) of the Companies Ordinance, 1999, the Directors of the Company have fixed Friday August 7, 2020 as the record date for the determination of Shareholders who are entitled to receive Notice of the Annual Meeting. Only Shareholders on record at the close of business on Friday August 7, 2020 are therefore entitled to receive Notice of the Annual Meeting. A list of such Shareholders will be available for examination by Shareholders at the Company's Registered Office during usual business hours and at the Annual Meeting.
4. A Shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a Shareholder. Attached is a Proxy Form for your convenience which must be completed and signed in accordance with the Notes on the Proxy Form and then deposited with the Secretary at the Registered Office of the Company at least 48 hours before the time appointed for the meeting.
5. A Shareholder that is a body corporate may, in lieu of appointing a proxy, authorise an individual by resolution of its Directors or of its governing body to represent it at the Annual Meeting.

Management Proxy Circular



NEVIS

THE COMPANIES ORDINANCE, 1999
(Section 141)

1. Name of Company:

RBTT Bank (SKN) Limited

Company No. 66 of 2001

2. Particulars of Meeting:

Sixty-Third Annual Meeting of the Shareholders of the Company to be held on Friday August 21, 2020 at 9:00 a.m. at the St. Paul's Anglican Church Conference Hall, Main Street, Charlestown, Nevis.

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 74(2):


No statement has been received from any Director pursuant to Section 74(2) of the Companies Ordinance, 1999.

5. Any Auditor's statement submitted pursuant to Section 170(1):

No statement has been received from the Auditors of the Company pursuant to Section 170(1) of the Companies Ordinance, 1999.

6. Any Shareholder's proposal submitted pursuant to Sections 114(a) and 115(2):

No proposal has been received from any Shareholder pursuant to Section 114(a) and 115(2) of the Companies Ordinance, 1999.

Date	Name and Title	Signature
July 31, 2020	Briony Cartwright-Seymour Corporate Secretary RBTT Bank (SKN) Limited	

Form of Proxy



RBTT BANK (SKN) LIMITED

Company No. 66 of 2001

SIXTY-THIRD ANNUAL MEETING scheduled for Friday August 21, 2020 at 9:00 a.m. at the St. Paul's Anglican Church Conference Hall, Main Street, Charlestown, Nevis.

I/We _____
(Name of Shareholder in BLOCK LETTERS)

of _____
(Address in BLOCK LETTERS)

of _____
(Email Address)

being a member of RBTT BANK (SKN) LIMITED, hereby appoint the Chairman of the Meeting, or failing her,

(Name of Proxy in BLOCK LETTERS)

of _____
(Address in BLOCK LETTERS)

of _____
(Email Address)

as my/our proxy to vote for me/us and on my/our behalf at the above meeting and 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.

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 votes or whether he abstains from voting.

BE IT RESOLVED THAT:

	For	Against
1. The Audited Financial Statements for the year ended October 31, 2019 together with the Reports of the Directors and Auditors thereon be and are hereby received.	<input type="checkbox"/>	<input type="checkbox"/>
2. The following directors be re-elected for specified terms and for such purpose and that the following resolutions be passed: In accordance with Paragraph 4.5.1(a) of By-Law No. 1 of the Company Ms. Rae Debbie Skinner and Messrs. Isaac Solomon, Chad Allen, Cartwright Farrell and Morrice Tyrell be and they are hereby re-elected as Directors of the Company for a term from the date of their re-election until the close of the next Annual Meeting following this re-election.	<input type="checkbox"/>	<input type="checkbox"/>
3. PricewaterhouseCoopers be re-appointed Auditors of the Company and the Directors be authorized to fix their remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>

Dated this _____ day of _____ 2020.

Signature of Member _____ Signature of Member _____

Form of Proxy (continued)

NOTES:

1. If it is desired to appoint as a proxy a person other than named on the form, delete as necessary and insert the name and address of the person appointed.
2. If the shareholder is a corporation, this Proxy Form must be under its common seal or under the hand of some officer or attorney duly authorized in that behalf.
3. A shareholder that is a body corporate may, in lieu of appointing a proxy, authorize an individual by resolution of its directors or governing body to represent it at this Annual Meeting.
4. In the case of a joint shareholder, the signature of one joint shareholder is sufficient but the names of all joint shareholders should be stated.
5. If the Proxy Form is returned without any indication as to how the person appointed proxy shall vote, the proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
6. To be valid, this Proxy Form must be completed and deposited at the Registered Office of the Company, at the address below not less than 48 hours before the time for holding the Annual Meeting or adjourned Meeting.

Return to:

The Secretary
RBTT Bank (SKN) Limited
Chapel Street
Charlestown
Nevis

FOR OFFICIAL USE

Folio Number	
No. of Shares	