



MANAGEMENT PROXY CIRCULAR

REPUBLIC OF TRINIDAD AND TOBAGO

The Companies Act, Chap 81:01 (Section 144) of the Revised Laws of the Republic of Trinidad and Tobago

1. NAME OF COMPANY:

First Citizens Group Financial Holdings Limited

Company No: C2021091708577

2. PARTICULARS OF MEETING:

Special Meeting of the Shareholders of the Company to be held in the Boardroom, First Citizens Bank Limited, 9 Queen’s Park East, Port of Spain on Wednesday, September 28, 2022 at 10:00 a.m. in a hybrid format whereby shareholders may attend via live webcast.

3. DETAILS OF MEETING:

Shareholders who are desirous of appointing a proxy are required to pre-register during the period Monday, September 19, 2022 to Friday, September 23, 2022 to attend the Special Meeting on Wednesday, September 28, 2022 via the following steps:

- Visit **www.firstcitizensgroup.com** and click on the web banner “**Special Meeting of Shareholders**”
- Select “Register to Attend Meeting”. This will facilitate the validation process for all shareholders interested in attending the Special Meeting
- Provide your full name, address, date of birth, valid identification number (ID Card, Passport or Driver’s Permit) and valid email address in the space provided
- Submit a copy of the signed Proxy Form with the name and address of the proxy holder as set out in this Proxy Form or Chairman, as appropriate

Once a shareholder is confirmed a shareholder on record as at Wednesday, September 7, 2022, the shareholder will receive an email with a unique username and password login credentials to attend the meeting on Wednesday, September 28, 2022 and the proxy holder will then be authorized to use the username and password login credentials of the shareholder to attend the meeting on Wednesday, September 28, 2022 on behalf of the shareholder. For further instructions, please visit the website: www.firstcitizensgroup.com between Monday, September 19, 2022 and Friday, September 23, 2022.

4. 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.

5. 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 of the Revised Laws of the Republic of Trinidad and Tobago.

6. ANY AUDITOR’S STATEMENT SUBMITTED PURSUANT TO SECTION 171(1):

Not applicable.

7. ANY SHAREHOLDER’S PROPOSAL SUBMITTED PURSUANT TO SECTIONS 116(a) AND 117(2):

No statement has been received from any Shareholder pursuant to Sections 116 (a) and 117(2) of the Companies Act, Chap 81:01 of the Revised Laws of the Republic of Trinidad and Tobago.

DATE	NAME AND TITLE	SIGNATURE
September 14, 2022	LINDI BALLAH-TULL Corporate Secretary First Citizens Group Financial Holdings Limited	