



Dear Shareholder

We enclose the following materials for a further Extraordinary General Meeting of the Shareholders of Cayman National Corporation Ltd. to be held on Wednesday, 7 November 2018, at 4:00 PM at the Kimpton Seafire Hotel, 60 Tanager Way, Seven Mile Beach, Grand Cayman, Cayman Islands.

- Proxy form
- Notice and Agenda of Extraordinary General Meeting
- Explanatory Note

Please note that this is a different and separate meeting than the Extraordinary General Meeting held on 9 October 2018.

The Extraordinary General Meeting to be held on 7 November 2018 is to consider a further amendment to the Articles of Association of Cayman National that limits the number of shares that may be acquired by way of share transfer. This amendment was not considered at the Extraordinary General Meeting held on 9 October 2018 as a result of an administrative oversight. We apologize for any inconvenience.

Even if you attended or voted at the Extraordinary General Meeting held on 9 October 2018, your vote will still be critical at this further meeting to be held on 7 November 2018. If you do not wish to attend the meeting in person, you are very welcome to vote by using the enclosed Proxy form.

Please read all enclosed documents carefully.

If you wish to use the Proxy form, please ensure your proxy is delivered to Cayman National according to the instructions on the proxy.

Thank you.

The Board of Directors
Cayman National Corporation Ltd.

15 October 2018



NOTICE AND AGENDA

NOTICE IS GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF CAYMAN NATIONAL CORPORATION LTD. (the "Company") WILL BE HELD AT THE KIMPTON SEAFIRE HOTEL, 60 TANAGER WAY, SEVEN MILE BEACH, GRAND CAYMAN, CAYMAN ISLANDS, AT 4:00PM ON WEDNESDAY, 7 NOVEMBER 2018, FOR THE FOLLOWING PURPOSES:

1. SPECIAL RESOLUTION: Amendment to Articles of Association

To consider and approve as a Special Resolution, THAT the Articles of Association be amended by deleting Article 23, subject to any approval required by the Government of the Cayman Islands (Governor in Cabinet).

The text of Article 23 is set forth below:

23. The directors shall decline to register any transfer of shares which in their opinion would result in any person or legal entity or closely related group of persons or legal entities acquiring or being able to acquire or to be vested with as a result of such issue legal or beneficial ownership of or voting control over more than 10% of the total issued shareholding of the Company.

Date: 15 OCTOBER, 2018

By Order of the Board.

Chairman

TAKE NOTICE THAT a member of the Company entitled to attend and vote is entitled to appoint one or more proxies to attend and vote in his or her place and that a proxy need not be a member. A form of proxy is enclosed with this Notice.

**CAYMAN NATIONAL CORPORATION LTD.
BLANK FORM OF PROXY – EGM TO BE HELD 7 NOVEMBER 2018**

Attention: The Secretary:

I/We, _____, shareholder of _____ shares being a member of Cayman National Corporation Ltd. (the "Company"), do hereby appoint:

(Check one only)

Mr. Truman M. Bodden, Chairman, or failing him, Mr. Stuart J. Dack, President **OR** Mr. Stuart J. Dack, President, or failing him, Mr. Truman M. Bodden, Chairman

OR _____ or failing him or her, Mr. Truman M. Bodden, Chairman.
(Insert Name of Own Proxy)

as my/our proxy to attend and vote in my/our name and on my/our behalf at the Extraordinary General Meeting of the Company to be held at the Kimpton Seafire Hotel, 60 Tanager Way, Seven Mile Beach, Grand Cayman, Cayman Islands on 7 November 2018 at 4.00 pm, and at any adjournment thereof and if expedient to join or demand a poll.

I/We direct my/our proxy to vote for the following resolutions as indicated:

		(Check one only)	
		For	Against
Item 1.	SPECIAL RESOLUTION: Amendment to Articles of Association Approval of the deletion of Article 23 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>

Signed: _____ Date: _____

(If the shareholder is not a natural person, then this proxy must be signed under seal, or under the hand of an authorized officer, attorney, general partner, etc.)

If you do not tell your proxy how to vote, your proxy can vote or abstain as he or she thinks fit on the resolution or any other business which may come before the meeting.

This proxy must be deposited (i) at the registered office (i.e.: only by sending or delivering to The Finance Department, Cayman National Corporation Ltd., Cayman National Building – 4th Floor, 200 Elgin Avenue, P.O. Box 1097, Grand Cayman, KY1-1102, Cayman Islands, or fax to (345) 949 8459) no later than one hour before the time for holding the meeting or adjourned meeting, or (ii) at the registration desk for the Extraordinary General Meeting at the Kimpton Seafire Hotel from the time that is one hour before the time for holding the meeting or adjourned meeting, but in any event, no later than the commencement of the meeting or adjourned meeting.



Explanatory Note to Shareholders of Proposed Special Resolution

Please refer to the Notice and Agenda for the Extraordinary General Meeting

Item 1. SPECIAL RESOLUTION: Amendment to Articles of Association

This amendment deletes Article 23 of the Articles of Association of Cayman National Corporation Ltd. (the **Company**), the text of which is set forth below:

23. The directors shall decline to register any transfer of shares which in their opinion would result in any person or legal entity or closely related group of persons or legal entities acquiring or being able to acquire or to be vested with as a result of such issue legal or beneficial ownership of or voting control over more than 10% of the total issued shareholding of the Company.

The Company has received an offer from Republic Bank Trinidad and Tobago (Barbados) Limited (**Offeror**), a wholly-owned subsidiary of Republic Financial Holdings Limited, to acquire up to 74.99% of the outstanding issued shares of the Company by way of an all-cash tender offer to the Company's Shareholders (the **Offer**).

At an Extraordinary General Meeting held on 9 October 2018, a special resolution to consider the deletion of Article 7 of the Company's Articles of Association was carried by a significant margin on a poll, subject to any approval required by the Government of the Cayman Islands (Governor in Cabinet). The proposed additional amendment to delete Article 23 was not considered at the 9 October 2018 meeting as a result of an administrative oversight. We apologize for any inconvenience.

The deletion of Article 23 of the Articles of Association is required to enable the consummation of the Offer and, should the Offer be successfully completed, will permit the registration of the transfer of relevant shares to the Offeror.

The Board of Directors **recommends** that this additional amendment be made to the Articles of Association as a Special Resolution of the Company. If you wish to support and/or accept the Offer in respect of some or all of your shares, and you wish to use and submit the accompanying Proxy form for the Extraordinary General Meeting to be held on 7 November 2018, you should carefully complete the form and check the "FOR" box in respect of Item 1.