

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about this Form of Acceptance, the Partial Offer, the contents of this document, the accompanying documents or the action you should take, you should immediately consult your stockbroker, lawyer, accountant, tax adviser or other independent financial adviser.

This Form of Acceptance should be read in conjunction with the accompanying partial offer document dated 14 September 2018 (the "Partial Offer Document"). Unless the context otherwise requires, the definitions used in the Partial Offer Document also apply in this Form of Acceptance.

This document has been prepared for the purposes of complying with Cayman Islands law and the Cayman Islands Takeovers Code and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside the Cayman Islands.

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## **FORM OF ACCEPTANCE**

### **PARTIAL CASH OFFER**

by

**REPUBLIC BANK TRINIDAD AND TOBAGO  
(BARBADOS) LIMITED ("Offeror")**

**for up to 31,756,248 ordinary shares representing 74.99 per  
cent of the entire issued ordinary share capital of**

**CAYMAN NATIONAL CORPORATION LTD. ("Offeree")**

**Acceptances of the Partial Offer must be received by 5.00 p.m.  
(Cayman Islands time) on  
22 October 2018 (subject to any  
extension as further detailed in  
the Partial Offer Document) (the  
"Expiry Date")**

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## **ACTION TO BE TAKEN**

The full terms and conditions of the Partial Offer are set out in the Partial Offer Document. You may choose to accept the Partial Offer in respect of all, some or none of your Offeree Shares.

To accept the Partial Offer, in whole or in part, you must return a fully completed Form of Acceptance either:

- (i) by pdf to [Republic.Offer@cnifs.com](mailto:Republic.Offer@cnifs.com) (with your share certificate(s), if any were issued to you, to follow by post to Cayman National Securities Ltd. (Attn: CNS Receiving Agent) at the address below), or
- (ii) by post, courier or hand delivery (together with your share certificate(s), if any were issued to you) to Cayman National Securities Ltd. (Attn: CNS Receiving Agent), 2nd Floor, Suite 6201, 62 Forum Lane, Camana Bay, PO Box 30239, Grand Cayman KY1-1201, Cayman Islands,

as soon as possible, and in any event so as to be received by no later than 5:00 p.m. (Cayman Islands time) on the Expiry Date (defined above).

Only sign and return this Form of Acceptance if you wish to accept the Partial Offer in respect of all or some of your Offeree Shares.

Please complete **ALL** sections below, and sign this form.

Name of Shareholder(s): \_\_\_\_\_

Address of Shareholder(s): \_\_\_\_\_

CNC Share Account Number: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Wire Details for payment outside of the Cayman Islands (payment within the Cayman Islands will be made by bank draft):

Bank: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

ABA No. \_\_\_\_\_

SWIFT: \_\_\_\_\_

Account Name: \_\_\_\_\_

Account Number: \_\_\_\_\_

I/we wish to sell to the Offeror, on the terms and conditions of the Partial Offer Document:

- all of the Offeree Shares registered in my/our name.
- \_\_\_\_\_ (insert percentage) of the Offeree Shares registered in my/our name.
- none of the Offeree Shares registered in my/our name.

By accepting the Partial Offer in respect of all or some of my/our Offeree Shares, I/we agree to be bound by the terms and conditions of the Partial Offer and transfer such Offeree Shares as per the above instruction.

Shareholders may contact the Offeree by email at [Cnc.Shares@caymannational.com](mailto:Cnc.Shares@caymannational.com) or by telephone at +1 (345) 815 5436 to confirm their holding of Offeree Shares.

Signature(s) of Shareholders / Authorised Representative:

\_\_\_\_\_

Date: \_\_\_\_\_ 2018

In order to avoid inconvenience to yourself and delay, the following points may assist you:

1. If none is selected or is indicated, none of your Offeree Shares will be sold or purchased.
2. Share acceptances are to be allocated per the terms of the Partial Offer.
3. The Partial Offer will not become unconditional as to acceptances if, by the Expiry Date, valid acceptances for less than 21,597,128 Offeree Shares (representing 51% of the Offeree Shares) have been received pursuant to the Partial Offer Document.
4. Cayman National Securities, Ltd., a subsidiary of the Offeree is acting as paying agent of the purchase monies. In order to effect a payment to you, Cayman National Securities, Ltd. may require further information from an Offeree Shareholder to enable it to effect the requisite payment.
5. A valid acceptance in respect of the Partial Offer shall mean the return, by the Expiry Date, of a fully completed Form of Acceptance and any further information required by Cayman National Securities, Ltd. in order to effect a payment to you and register the transfer of your Offeree Shares.
6. Each Offeree Shareholder must complete a separate Form of Acceptance in respect of each CNC Share Account held.
7. The Account Name for the beneficiary's wire details must be the same as the name of the registered Shareholder.

**Confidentiality:**

The information you provide will be treated with the strictest confidence and will be used solely in connection with facilitating payment to you pursuant to the Partial Offer and related communications.