CIBC FirstCaribbean International Bank

FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED
Proposed Amendment to by-law 4.6
of the
Amended and Restated By-Law No. 1
March 10, 2017

4.6 CEASING TO HOLD OFFICE:

4.6.1 Notwithstanding section 4.5, and subject to section 4.6.2, a director shall cease to be a director:

(a) if by reason of the Banking Laws, Securities Laws or of any other legal provision in a jurisdiction where the Company is authorised or licensed to transact business, the director is prohibited from acting as a director;

(b) if the director is found to be of unsound mind;

(c) if the director is adjudicated as bankrupt or compounds with his creditors or is declared insolvent;

(d) if the director is convicted of an offence involving fraud or dishonesty;

(e) if the director is sentenced to a term of imprisonment of six months or more (whether or not such imprisonment is in default of his payment of a criminal fine);

(f) if the director not being at the date of his election or appointment a resident of Canada during his tenure becomes a resident of Canada and this results in the majority of the directors being residents of Canada;

(g) at the annual meeting of the shareholders, at which he has completed fifteen years of service as a director of the Company; or

(h) if, being a director who is also an Officer, ceases to be an Officer, but shall be eligible for re-election in accordance with section 4.4, if qualified.

4.6.2 The Board may determine that it is in the best interests of the Company to recommend a director for re-election after the expiry of the maximum service period referred to in section 4.6.1(g) for an additional one year term, provided that in no event may a director be recommended for re-election for more than five additional one year terms after the expiry of the applicable maximum service served.