

Schedule 2

ISSUER REGISTRATION STATEMENT  
Sections 97(2), 97(3) and 97(4) of the Securities Act, 2001

FORM RS - 2

Select One:  Annual Registration  Issue of Securities

**National Bank of Dominica Ltd**

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation:

25 November 2003, Roseau

Street and postal address of registered office:

**64 Hillsborough Street, Roseau, Dominica**

**P.O.Box 271, Roseau, Dominica**

Company telephone number: ( 767 ) 255-2300

Fax number: ( 767 ) 448-3982

Email address: customersupport@nbd.dm

Financial year-end: June 30 2020  
(month) (day) (year)

Contact person(s): Ellingworth Edwards

Macina Bethel

Telephone number (if different from above): ( 767 ) 255 -2320

Fax number: (        )                     

Email address: managingdirector@nbd.dm; companysecretary@nbd.dm

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Did the company file all reports required to be filed by Section 98 of the Securities Act, 2001 during the preceding 12 months?

Yes

No

Did the company file all reports required to be filed by the Companies Act during the preceding 12 months?

Yes

No

**1. Description of the Industry in which the Company Operates**

Banking
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**2. Exchanges on which the Company's Securities are Listed**

Exchange(s)	Securities Type	No. of Shares	Valuation
N/A			

**3. Description of Securities Being Offered (including who is the Issuer and who is the Offeror of the Securities)**

N/A
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**4. Territories in which Securities are Being Offered**

Territory	Effective Date
N/A	

5. **Description of Share Capital**

a) Authorised

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>
Ordinary	24,000,000

b) Issued

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>
Ordinary	24,000,000

c) Outstanding

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>
N/A	

**8. SUBSTANTIAL SHAREHOLDERS**

- (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred shares presently outstanding whether directly or indirectly) starting with the largest common shareholder. Indicate by endnote any transaction where the consideration was not cash. State the nature of any such consideration.

**SECURITIES NOW HELD:**

<b>Name: Address:</b>	<b>Class of Shares:</b>	<b>No. of Shares:</b>	<b>% of Total</b>
Government of the Commonwealth of Dominica	Ordinary	11,732,808	48.8%
Dominica Social Security	Ordinary	1,509,994	6.29%

- (b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

**UPON CONVERSION:**

<b>Name: Address:</b>	<b>Class of Shares:</b>	<b>Conversion Rate:</b>	<b>No. of Shares upon Conversion</b>	<b>% of Total*</b>
N/A				

\* Current holding of shares if conversion option were exercised.

**9. Name and Address of Parent**

<b>Name:</b>	<b>Address:</b>	<b>Country of Incorporation:</b>	<b>Countries of Registration (where applicable)</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>
N/A				

**10. Name(s) and Address(es) of Subsidiary(ies)**

<b>Name:</b>	<b>Address:</b>	<b>Percentage Ownership:</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>
National Investment Corporation Ltd	64 Hillsborough Street	100%	n/a

**11. Name(s) and Address(es) of Affiliate(s)**

<b>Name:</b>	<b>Address:</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>
n/a		

## BIOGRAPHICAL DATA FORMS

### EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Irving T Williams Position: Director

Age: 61

Mailing Address: P.O. Box 96  
Roseau  
Dominica

Telephone No.: 767 235 4579

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

Comptroller Inland Revenue - 2007 to 2019  
Government of Dominica

- Responsible for the administration of the Income Tax Act, Value Added Tax Act among other legislations
- Coordinate the activities of the Inland Revenue Division
- Advise Ministry of Finance on Tax matters

Education (degrees or other academic qualifications, schools attended, and dates):

Master in Business Administration (MBA) University of Leicester, UK 2011  
ACCA Certified Accounting Technician (CAT) - 2002  
Caribbean Tax Administration Course for Technicians - 1991  
Certificate in Income Tax Law and Practice - Trinidad & Tobago Board of Inland Revenue - 1984

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

*Use additional sheets if necessary.*

**7. DIRECTORS OF THE COMPANY**

Information concerning non-Executive Directors:

Name: Claudette Dangleben Position: \_\_\_\_\_  
Age: 57

Mailing Address: 123 Canefield East  
Canefield  
Dominica

Telephone No.: 1-767-616-9303

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

LOGISTICS & INVENTORY MANAGER - HARRIS PAINTS DOMINICA LIMITED (32 YEARS OF EMPLOYMENT)

- Develop analysis of best practices to ensure efficiencies.
- Manage logistics processes to ensure compliance and safety practices.
- Oversee ISO safety requirements, including leading and supporting business quality needs.
- Ensure & oversee product quality assurance prior to satisfying shipping.
- Support in managing company assets used in supply chain & logistics needs.
- Supporting Senior management with supply chain strategic planning.
- Successfully negotiating shipping rates with service providers.
- Support with budget planning and business forecasting.
- Coordinate development, maintenance, and implementation of policies and procedures for compliance
- Perform risk assessments to identify potential liabilities, including implementing or suggesting corrective measure
- Analyzing export & import requirements that will affect business, including ensuring effective communication to team & Senior management on impact to the business
- Leading team on all business needs and achieving goals.

Education (degrees or other academic qualifications, schools attended, and dates):

Lead Auditor, International Standard Organization Concentration: Lead Auditor (ISO 9001:2015)  
Completion year: 2015  
Asycuda Training, Customs and Excise Division, Commonwealth of Dominica

QMS Lead Auditor Training Course, American Quality and Environmental Group Ltd  
Concentration: QMS Lead Auditor (ISO 9001:2000)

Cambridge International Diploma- Advanced Level, Business Training Centre

Leadership Development- UWI July 2020

*Use additional sheets if necessary*

**BIOGRAPHICAL DATA FORMS**

**EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY**

Name: Hezron Seraphin Position: Independent Director

Age: 48

Mailing Address: C/o Pan-American Life Insurance Company  
16 Kennedy Avenue, Roseau, PO Box 503  
Dominica

Telephone No.: 1 767 277 6924

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

Pan-American Life Insurance Company - 2013 to Present  
American Life Insurance Company - 1990 to 2013  
  
Duties; Advising clients on their personal insurance needs and other insurance-related matters

Education (degrees or other academic qualifications, schools attended, and dates):

Financial Services Certified Professional (FSCP) - The American College of Financial Services  
Financial Services Specialist (FSS) - The American College of Financial Services

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

N/A

*Use additional sheets if necessary.*

**BIOGRAPHICAL DATA FORMS**

**EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY**

Name: Genevieve M Astaphan Position: Non Exec. Director

Age: 59

Mailing Address: 65 King George V. Street  
Roseau, Commonwealth of Dominica

Telephone No.: 767-275-4223

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

J. Astaphan & Co. Ltd - Managing Director 2000-2020  
Oversight of the Accounts Department and HR as well as day to day operations

Education (degrees or other academic qualifications, schools attended, and dates):

Bachelor of Arts Degree - University of Western Ontario - 1981  
CPA/Certified General Accountant - 1992  
Accredited Director (Acc. Dir)  
Audit Committee Certified (A.C.C)  
Human Resource and Compensation Committee (H.R.C.C)  
Risk Committee Committee (R.C.C)

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

*Use additional sheets if necessary.*

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**BIOGRAPHICAL DATA FORMS**

**EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY**

Name: Gibbs Stephenson Position: Director

Age: 48

Mailing Address: Mahaut

Commonwealth of Dominica

Westindies

Telephone No.: 1-767-317-7776

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

April 01, 2009  
PDV Caribe Dominica Ltd  
General Manager  
Manages PDV Caribe Dominica Ltd

Education (degrees or other academic qualifications, schools attended, and dates):

-ACCA Affiliate  
-Acc. Dir.  
-ACC  
-RCC

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Time is applied as required.

*Use additional sheets if necessary.*

**BIOGRAPHICAL DATA FORMS**

**EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY**

Name: Ellingworth Edwards Position: Managing Director

Age: 60

Mailing Address: P. O. Box 781,  
Roseau  
Commonwealth of Dominica

Telephone No.: 767-255-2620

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

Managing Director - National Bank of Dominica Ltd - July 2014 to present.

- a) Formulate strategic objectives and initiatives
- b) Oversee implementation and execution of strategic plans
- c) Oversee operations of the institution
- d) Provide leadership to management team and general staff body
- e) Lead negotiator on critical matters.

Education (degrees or other academic qualifications, schools attended, and dates):

MBA (Finance) - University of North Texas, USA - 2015  
Post-Graduate Diploma (Mgmt) - Mediterranean Institute of Management, Cyprus - 1993  
MSc Accounting - North Texas State University, USA - 1988

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

*Use additional sheets if necessary.*

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# BIOGRAPHICAL DATA FORMS

## EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Nellisa Cindy Dorival Position: Executive Manager, Banking Service

Age: 37

Mailing Address: P.O. Box 2072, Roseau, Dominica  
P.O. Box 2072, Roseau, Dominica

Telephone No.: 767-275-0964

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

2015 - Current:	Executive Manager - Banking Services (National Bank of Dominica)
Summary of Responsibilities:	Management of the Customer Service, Branch Network, ATM Network and Back Office Operations functions of the Bank, through the development, implementation and monitoring/review of strategic initiatives to achieve profitability/growth objectives.
2014 - 2015:	Manager - Credit Underwriting and Monitoring (NBD)
2013 - 2014:	Manager - Portsmouth Area (NBD)
2010 - 2013:	Credit Risk Officer (NBD)

Education (degrees or other academic qualifications, schools attended, and dates):

2010-2014 MSc. International Business	University of London
2003-2008 BSc Accounting & Finance	University of London
2001-2003 Diploma in Banking & Financial Services	University of West Indies
1998-2000 Cambridge A- Levels (Major Business)	Clifton Dupigny Community College
1993-1998 CXC O-Level (Major-Business)	Grandbay Secondary School
Other Professional Certification in:	
2020 Accredited Director (Acc. Dir.) Institute of Chartered Secretaries and Administrators (ICSA), Canada	Accredited Director
Bank Card Operations; Customer Services Sales & Marketing; Anti-Money Laundering Leadership; Lending; International Trade Finance; Credit Experience Management, Training ; Business Writing, Coaching; Executive Management; Qualified Financial;	

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

*Use additional sheets if necessary.*

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## BIOGRAPHICAL DATA FORMS

### EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Joël Denis Position: Executive Manager, Credit & Business

Age: 40

Mailing Address: Castle Comfort,  
P.O Box 513, Roseau  
Commonwealth of Dominica

Telephone No.: (767) 255-2614

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

Executive Manager Credit & Business Development  
National Bank of Dominica Ltd  
March 15, 2016 to present

Head of Credit Department – Strategic and operational oversight. Credit Review and approval. Risk Management. Recoveries and Collections. Human Resource Management.

Manager Credit & Business Development  
National Bank of Dominica Ltd  
October 2014 to March 2016

Head of sales and relationship management unit. Manage team responsible for growing and management loans portfolio. Broad oversight of relationship management. Human Resource management.

Acting General Manager  
Caribbean Union Bank Ltd  
January 2015 to April 2015

Education (degrees or other academic qualifications, schools attended, and dates):

Accredited Director (Acc. Dir.) Institute of Chartered Secretaries and Administrators (ICSA), Canada (2020)

Post Graduate Diploma in International Management  
University of London (2010)

Qualified Financial Advisor  
Kaplan Financial (2009)  
BSc. Management Studies  
University of the West Indies (2008)

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

*Use additional sheets if necessary.*

## BIOGRAPHICAL DATA FORMS

### EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Linda Toussaint- Peter Position: Chief Financial Officer

Age: 51

Mailing Address: Fond Baron, Loubiere

Fond Baron, Loubiere

Dominica

Telephone No.: 1 767 275 1781

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

Chief Financial Officer - March 2016 - Present

Executive Manager Credit & Business Development - September 2014 - March 2016

Executive Manager Corporate Services - October 2012 - September 2014

Executive Manage Finance & Control - September 2010 - September 2012

**Current Responsibilities**

To provide strong support to the Managing Director and Board in the effective and efficient management of the Finance and Accounting funds of the NBD Group ensuring the provision of sound financial advice, effective policy formulation, accurate and comprehensive financial accounts and management reports in accordance with IFRS.

Oversee all finance, accounting, forecasting, budgeting and treasury functions of the NBD Group and the profitability and efficient cash management in accordance with standards and regulatory guidelines.

Education (degrees or other academic qualifications, schools attended, and dates):

FCCA

ACCA

BSC Accounting - University of the West Indies St Augustine

Acc Dir Institute of Chartered Secretary and Administration (ICSEA Canada)

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

*Use additional sheets if necessary.*

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**BIOGRAPHICAL DATA FORMS**

**EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY**

Name: CAROL AGNES LAWRENCE Position: EXECUTIVE MNGR, RISK & COM

Age: 49

Mailing Address: 19 Munro Street  
Goodwill  
Dominica

Telephone No.: 767 316 7063 / 275 2606

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

2010 to June 2015 - Regulatory Compliance Officer, National Bank of Dominica  
June 2015 to present- Executive Manager, Risk and Compliance

Responsibilities include:

Coordination of the Bank's Enterprise Risk Management Program

Safeguard the Bank, and assist in achieving desired strategies through:

Identifying and assessing risks in credit portfolio, including watch-listed and non-performing accounts, recommending provisioning amounts and changes to related processes. Monitors credit exposures against regulations and risk appetite.

Identifying and assessing operational risks

Managing the Business Continuity Function, ensuring mitigation measures are in place for possible periods of disruption

Monitoring Compliance with regulations, standards and policies, alerting management of updates to legislation.

Identifying, assessing and monitoring Anti-Money Laundering risks making recommendations for mitigating measures

Identifying and assessing risks related to bank's capital adequacy requirements

Participating in the Bank's Asset Liability Management Process as a member of the ALCO committee

Reviewing investment related information

Review of / drafting risk related policies

Education (degrees or other academic qualifications, schools attended, and dates):

Chartered Banker MBA (awaiting final results and certificate)

Bachelor of Business Administration, Honors, Concentration in Finance, University of Technology, Jamaica. 1998

Certified Anti-Money Laundering Specialist CAMS, June 2014

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

*Use additional sheets if necessary.*

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**BIOGRAPHICAL DATA FORMS**

**EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY**

Name: Lilian Polydore-Williams Position: Executive Manager, HR & Corporat

Age: 50

Mailing Address: 15 Street, Canefield, Commonwealth of Dominica  
\_\_\_\_\_  
\_\_\_\_\_

Telephone No.: 767 275-1095 or 767 255 2353

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

- 1. Executive Manager - Human Resources and Corporate Services  
Responsible for HR functions including recruitment, training and people development, performance management, disciplinary actions, benefits administration; and responsible for facilities and equipment maintenance, bank-wide procurement, utilities administration, telecommunication services, safekeeping of contracts and administration of electronic database of policies, policy and procedures formulation
- 2. Executive Manager - Human Resources and Organisational Development  
Responsible for HR functions including recruitment, training and people development, performance management, disciplinary actions, benefits administration.

Education (degrees or other academic qualifications, schools attended, and dates):

Human Resource & Compensation Committee Certification (HRCCC), Caribbean Governance Training Institute (2020);  
MBA - University of Leicester, UK : Completed 2012  
Certificate in Fraud Investigation Prevention, Detection and Investigation - Certified Information Security, US  
Certificate Strategic HRM - UWI - Institute of Business (IOB)  
Certificate HRIS Management - UWI - IOB  
Certificate - Project Management and Implementation UWI - IOB  
BSc Management (First Class Honours) - UWI Cave Hill, Barbados - Completed 1999  
Certificate Air Traffic Control - Distinction - Barbados School of Air Traffic Services

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

*Handwritten mark*

## BIOGRAPHICAL DATA FORMS

### EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Macina Bethel Position: Company Secretary

Age: 37

Mailing Address: P.O.Box 433  
Roseau, Dominica

Telephone No.: 767-275-2817

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

October 2018- Present Company Secretary , National Bank of Dominica Ltd.  
1. taking accurate and timely minutes of Meetings, recording all decisions and policies made by the Board and various sub-committees of the Board and communicating same to authorized management, staff, and other entities as relevant and appropriate.  
2. Prepares Board and Committee Notices, Agendas and Reports on proceedings for approval by the Chairman of the Board and/or Committees.  
3. Organize and oversees orientation of new directors to the Board; serves as a primary contact for directors;  
4. drafts and prepares correspondence, memoranda etc for the Chairman of the Board;  
5. Provides information to directors, including orientation of new directors to the Board;  
6. Advise on the Board on Corporate Governance issues.  
7. Responds in a timely and accurate manner to shareholder queries, including queries on the method of share transfers;  
8. Devises and monitors policies in relation to share transfers and shareholders interactions.  
9. Organizes and oversees shareholders forum events and meetings  
10. Determines the budget of the Board of Directors and monitors the administration of the current budget, regarding directors expenses  
11. Oversees regulatory and corporate governance aspects in relation to Annual General Meeting and other shareholders forum;  
12. Prepares Agenda, Notices and ballots and other official documents of the Annual General Meeting;

Education (degrees or other academic qualifications, schools attended, and dates):

2020: Human Resource & Compensation Committee Certification (HRCCC), Caribbean Governance Training Institute (2020);  
2015: Master Degree in International Business (Merit) University of London  
2015: Associate Degree of Science in Paralegal Studies (Distinction) University of the West Indies Open Campus  
2011: Accredited Director (Acc. Dir.) Institute of Chartered Secretaries and Administrators (ICSA), Canada  
2010: Bachelor Degree of Science in Management Studies (First Class Honour and Nominee for Valedictorian of the Open Campus) University of the West Indies Open Campus  
2007: Associate Degree of Arts – Faculty of Education Dominica State College  
2001: Cambridge Advanced Level (A-Level) Clifton Dupigny Community College  
1999: CXC O'Level Wesley High School

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

*Use additional sheets if necessary.*

# BIOGRAPHICAL DATA FORMS

## EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Marilyn Edwards Position: Head of Internal Audit

Age: 55

Mailing Address: Apt 1 B Block 2 Riverside Apts, Roseau, Dominica  
\_\_\_\_\_  
\_\_\_\_\_

Telephone No.: 767 235 7585

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

Head of Internal Audit

- Developing and implementing Annual Internal Audit Plan for the Bank
- Providing reports to the Board and Management
- Liaising with the External Auditors and regulatory authority
- Developing and Maintaining Internal Audit Quality Assurance and Improvement Program.
- Monitoring the implementation of correction actions coming from audit findings.
- Managing the overall workflow and operations of the Internal Audit department/supervision of Internal Audit staff

Education (degrees or other academic qualifications, schools attended, and dates):

Certified Internal Auditor – The institute of Internal Auditing, September 2011

Master's in Business Administration – University of Leicester, January 2007

Bachelor of Arts - Accounting (Summa Cum Laude), University of the Virgin Islands, St Thomas USVI, May 1995

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

N/a

*Use additional sheets if necessary.*

## BIOGRAPHICAL DATA FORMS

### EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: FERNILLIA FELIX Position: GENERAL COUNSEL

Age: 37

Mailing Address: FERNILLIA FELIX, POREE, POINTE MICHEL , DOMINICA  
\_\_\_\_\_  
\_\_\_\_\_

Telephone No.: 767-275-0084/ 767-614-6033

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of **current** responsibilities.

POSITION:	STATE ATTORNEY
EMPLOYER:	MINISTRY OF JUSTICE, IMMIGRATION AND NATIONAL SECURITY GOVERNMENT OF THE COMMONWEALTH OF DOMINICA
DATE OF EMPLOYMENT:	AUGUST 2012 - DECEMBER 31ST 2018

Education (degrees or other academic qualifications, schools attended, and dates):

BIRBECK UNIVERSITY- RIGHTS	SEPTEMBER 2016- MAY 2017	LLM Masters of Laws Merit in HUMAN
HUGH WOODING LAW SCHOOL	SEPTEMBER 2010- MAY 2012	LEGAL EDUCATION CERTIFICATE
UNIVERSITY OF THE WEST INDIES CAVEHILL CAMPUS	SEPTEMBER 2007- MAY - 2010	BACHELOR OF LAWS ( LLB ) UPPER SECOND CLASS HONOURS
CLIFTON DUPIGNY COMMUNITY COLLEGE	SEPTEMBER 1999-JUNE 2001	A & A/O LEVELS: ENGLISH, HISTORY SOCIOLOGY

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

*Use additional sheets if necessary.*

**SIGNATURES**

A Director, the Chief Executive and Corporate Secretary shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained.

Name of Chief Executive Officer:

**Ellingworth Edwards**

*Edwards*

Signature

*October 27, 2020*

Date

Name of Director:

**Genevieve M Astaphan**

*Astaphan*

Signature

*9. 23. 2020*

Date

Name of Corporate Secretary:

**Macina Bethel**

*Bethel*

Signature

*Oct 21 2020*

Date

Schedule 2

ISSUER REGISTRATION STATEMENT  
Sections 97(2), 97(3) and 97(4) of the Securities Act, 2001

FORM RS - 2

Select One:  Annual Registration  Issue of Securities

**National Bank of Dominica Ltd**

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation:

25 November 2003, Roseau

Street and postal address of registered office:

**64 Hillsborough Street, Roseau, Dominica**

**P.O.Box 271, Roseau, Dominica**

Company telephone number: (767) 255-2300

Fax number: (767) 448-3982

Email address: customersupport@nbd.dm

Financial year-end: June 30 2020  
(month) (day) (year)

Contact person(s): **Ellingworth Edwards**

**Macina Bethel**

Telephone number (if different from above): (767) 255 -2320

Fax number: ( )

Email address: managingdirector@nbd.dm, companysecretary@nbd.dm

Did the company file all reports required to be filed by Section 98 of the Securities Act, 2001 during the preceding 12 months?

Yes

No

Did the company file all reports required to be filed by the Companies Act during the preceding 12 months?

Yes

No

**1. Description of the Industry in which the Company Operates**

Banking
---------

**2. Exchanges on which the Company's Securities are Listed**

Exchange(s)	Securities Type	No. of Shares	Valuation
N/A			

**3. Description of Securities Being Offered (including who is the Issuer and who is the Offeror of the Securities)**

N/A
-----

**4. Territories in which Securities are Being Offered**

Territory	Effective Date
N/A	

**5. Description of Share Capital**

a) Authorised

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>
Ordinary	24,000,000

b) Issued

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>
Ordinary	24,000,000

c) Outstanding

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>
N/A	

)

**6. EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Position:

\_\_\_\_\_

Name: \_\_\_\_\_ Age: \_\_\_\_\_

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

\_\_\_\_\_

\_\_\_\_\_

Telephone No.: \_\_\_\_\_

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of current responsibilities.

Education (degrees or other academic qualifications, schools attended, and dates):

Also a Director of the company  Yes  No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

\_\_\_\_\_  
*Use additional sheets if necessary.*

**7. DIRECTORS OF THE COMPANY**

Information concerning non-Executive Directors:

Name: \_\_\_\_\_ Position: \_\_\_\_\_

Age: \_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_

Telephone No.:

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

Education (degrees or other academic qualifications, schools attended, and dates):

*Use additional sheets if necessary*

**7. DIRECTORS OF THE COMPANY**

Information concerning non-Executive Directors:

Name: Urania Williams Position: Administrator - USF  
 Age: 53

Mailing Address: P. O Box 649  
Roseau  
Commonwealth of Dominica

Telephone No.: 767-275-1503

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

**Universal Service Fund Administrator - April 2010 - Present**  
**National Telecommunications Regulatory Commission**

The Fund Administrator's duties include -

- (a) assisting the Commission in identifying potential projects for Fund support;
- (b) defining, preparing and distributing Bidding Documents and other documentation for projects approved for Fund financing and implementation;
- (c) supervising and monitoring Fund Projects;
- (d) participating in the selection of consultants to support Fund Project implementation;
- (e) sensitizing the public of Universal Service Fund matters;
- (f) supervising the preparation and monitoring of the Fund's Operating budget;
- (g) preparing progress reports on Fund Projects and overall Fund operations, and prepare or cause to be prepared the financial statements of the Fund for the approval of the Commission;

Education (degrees or other academic qualifications, schools attended, and dates):

Director Accreditation Chartered Governance Institute of Canada Canada	2020
PURCHASE WORLD BANK INTERNATIONAL TRAINING PROGRAM ON UTILITY REGULATION AND STRATEGY University of Florida Gainesville, Florida USA	2020
Digital Marketing UDACITY USA	2017
Master Certificate in Project Management Villanova University USA	2009
Emerging Leadership Training Cranfield University United Kingdom	2008
Advance Certificate in Marketing Chartered Institute of Marketing United Kingdom	1999
Certified General Accounting (Level 1) Canada	1990

*Use additional sheets if necessary*

**9. Name and Address of Parent**

<b>Name:</b>	<b>Address:</b>	<b>Country of Incorporation:</b>	<b>Countries of Registration (where applicable)</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>
N/A				

**10. Name(s) and Address(es) of Subsidiary(ies)**

<b>Name:</b>	<b>Address:</b>	<b>Percentage Ownership:</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>
National Investment Corporation Ltd	64 Hillsborough Street	100%	n/a

**11. Name(s) and Address(es) of Affiliate(s)**

<b>Name:</b>	<b>Address:</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>
n/a		

**8. SUBSTANTIAL SHAREHOLDERS**

- (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred shares presently outstanding whether directly or indirectly) starting with the largest common shareholder. Indicate by endnote any transaction where the consideration was not cash. State the nature of any such consideration.

**SECURITIES NOW HELD:**

<b>Name: Address:</b>	<b>Class of Shares:</b>	<b>No. of Shares:</b>	<b>% of Total</b>
Government of the Commonwealth of Dominica	Ordinary	11,732,808	48.8%
Dominica Social Security	Ordinary	1,509,994	6.29%

- (b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

**UPON CONVERSION:**

<b>Name: Address:</b>	<b>Class of Shares:</b>	<b>Conversion Rate:</b>	<b>No. of Shares upon Conversion</b>	<b>% of Total*</b>
N/A				

\* Current holding of shares if conversion option were exercised.

**SIGNATURES**

A Director, the Chief Executive and Corporate Secretary shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained.

Name of Chief Executive Officer:

**Ellingworth Edwards**

\_\_\_\_\_

Signature

\_\_\_\_\_

Date

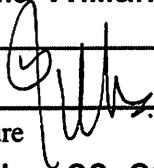
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Name of Director:

**Urania Williams**

\_\_\_\_\_

Signature



**October 30, 2020**

\_\_\_\_\_

Date

Name of Corporate Secretary:

**Macina Bethel**

\_\_\_\_\_

Signature

\_\_\_\_\_

Date