

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

GRENREAL PROPERTY CORPORATION LIMITED

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

Place and date of incorporation:

GRENADA .W.I. / 24 SEPTEMBER 2007

Street and postal address of registered office:

MELVILLE STREET, ST.GEORGE'S, GRENADA

Company telephone number: (473) 435 8372

Fax number: (473) 435 8373

Email address: info@grenreal.com

Financial year-end: DECEMBER 31st 2022
(month) (day) (year)

Contact person(s): Ms. Lindy Smith-McLeod

Telephone number (if different from above): (473) 435 8372

Fax number: (473) 435 8373

Email address: lindy.mcleod@grenreal.com

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

Grenreal Property Corporation Limited (the Company) has been specifically set up to enable private and institutional investors to benefit from the expansion of the cruise tourism industry in Grenada. Over the last 5 years, Grenreal has also strongly targeted the local market by diversifying the tenant mix and targeted promotions. The mall has a competitive advantage as it is connected to the islands only cruise port and sits on prime real estate in the heart of St. George's, Grenada.

Grenreal Property Corporation Limited, owners of the Bruce Street and Esplanade Mall leases spaces to a mixed group of tenants involve in Duty Free Shopping and Non-duty Free shopping. The Mall caters for International, Regional and local businesses.

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

| Exchange(s) | Securities Type | No. of Shares | Valuation |
|-------------|-----------------|---------------|-----------|
| ECSE | Ordinary Shares | 7,662,598 | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

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

Not Applicable

4. Territories in which Securities are Being Offered

| Territory | Effective Date |
|-----------------|----------------|
| No restrictions | |
| | |
| | |
| | |
| | |

5. Description of Share Capital

a) Authorised

| TYPE/CLASS | No. OF SHARES |
|-------------------|---------------|
| | |
| ORDINARY SHARES | 15,000,000 |
| PREFERENCE SHARES | 2,000,000 |
| | |
| | |

b) Issued

| TYPE/CLASS | No. OF SHARES |
|-------------------|---------------|
| | |
| ORDINARY SHARES | 7,662,598 |
| PREFERENCE SHARES | 550,572 |
| | |
| | |

c) Outstanding

| TYPE/CLASS | No. OF SHARES |
|-------------------|---------------|
| | |
| ORDINARY SHARES | 7,662,598 |
| PREFERENCE SHARES | 550,572 |
| | |
| | |

6. EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position:

CEO/COMPANY SECRETARY

Name: Ms. Lindy Smith- McLEOD

Age: 44

Mailing Address: P.O.Box, MELVILLE STREET, ST. GEORGE'S, GRENADA, W.I.

Telephone No.: 1-473-435-8372

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

CHIEF EXECUTIVE OFFICER, GRENREAL PROPERTY CORPORATION LIMITED -
OCTOBER 2022 TO PRESENT

CHIEF FINANCIAL OFFICER, GRENREAL PROPERTY CORPORATION LIMITED -
2018 - 2022

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

2022 ACCA Professional Level (Ongoing)-

2003 B.Sc. Degree in Accouting, University of the West Indies, Tinidad;

1999 Diplome de Langue Francaise, Alliance Francaise, Paris

1997 Associate Degree in Arts ; TA Marryshow Community College

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: ON CONTRACT, FULL TIME

Use additional sheets if necessary.

7. DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: MR. RONALD HUGHES Position: CHAIRMAN OF GRENREAL
Age: February 1954

Mailing Address: P.O.BOX 1950, MELVILLE STREET, St. GEORGE'S, GRENADA, W.I.

Telephone No.: 1-473-409-9589

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

Ronald L Hughes entered the Insurance Industry in 1984 when he joined Caribbean Insurance Company Limited which was subsequently rebranded TransNemwil Insurance Limited Grenada. Mr. Hughes worked in most Departments of the Company and held the positions of Marketing Manager and Claims Manager before being appointed General Manager on March 1st 1997 and then Managing Director on July 1st 1998. Much of his training was received through the Trinidad and Tobago Insurance Academy, the Insurance Institute of America and the National Leadership Institute /CPCU Society. Mr. Hughes is a past President of the Association of Grenada Insurance Companies.

Mr. Hughes continues at the helm as the Managing Director of TransNemwil Insurance Limited, Grenada, which was rebranded in 2015 to Guardian Group Grenada. Presently he is a Director of Grenada Transport Board and Insurance Association of the Caribbean.

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

Professional Development Courses:

1992 The Academy of Insurance of Trinidad and Tobago - Motor Insurance Practice.
1992 The Academy of Insurance of Trinidad and Tobago and the London School of Insurance- Strategic Planning/Management
1993 The Academy of Insurance of Trinidad and Tobago - Reinsurance.
1999 The Academy of Insurance of Trinidad and Tobago - Contractors' All Risks insurance.
2006 CPCU Society National Leadership Institute - Strategic Planning, Strategic Thinking, Persuasive Communication for Leaders.

Use additional sheets if necessary

DIRECTORS OF THE COMPANY

Name: Sükrü Evrengün
Position: Deputy Chairman of Grenreal

Mailing Address: c/o Melville Street, P.O. Box 1950, St. George's, Grenada
info@grenreal.com

Telephone No.: +1 473 435 8372

List jobs held during past five years (include names of employers and dates of employment).

Sükrü Evrengün is the finance director of Zublin Grenada Ltd. graduated from the University of Amsterdam with a Master's degree in Fiscal Law in 1985. After graduation, he enrolled in the management trainee program at ABN-AMRO Bank in Amsterdam. In 1988 Mr. Evrengün joined the Citco Group, where he worked for eleven (11) years in managerial positions in both the trust and banking operations, in the Netherlands Antilles, Aruba, Netherlands, BVI and Switzerland.

After leaving Citco in 1999, Mr. Evrengün established himself as an independent corporate finance consultant in Switzerland and co-founded Circle Partners in 2000, an international financial services group, which at present services assets of over US\$ 3 billion, with offices in the Netherlands, Switzerland and the BVI.

Mr. Evrengün concluded the Program for Management Development at the Harvard Business School in 1995 and serves as an independent director on the board of various investment funds and international companies.

Give brief description of current responsibilities

Mr. Evrengun is currently a partner of Circle Partners with offices in the Netherlands, Switzerland and BVI. Also a finance director of Zublin (Grenada) Ltd. and director of St. George's Newport Property Development Ltd.

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

1985 Master's Degree University of Amsterdam

1995 Programme for Management Development Harvard Business School

DIRECTORS OF THE COMPANY

Name:

Position: Director

Fay Roberts

Mailing Address: c/o Melville Street, P.O.Box 1950

St. George's. Grenada

Telephone No.: +1 473 435 8372

List jobs held during past five years (include names of employers and dates of employment).

Part Time Tutor at H. Lavity Stoutt Community College.
Business Owner/Manager - Nicandon Services Limited

Give brief description of current responsibilities

Fay Roberts is a Grenadian National who resides in the British Virgin Islands. Owner\Manager of Nicandon Services Limited, a consultancy company. Director of Virgin Gorda Yacht Harbour Management Limited and former director of Citco BVI Limited. Part-time tutor at H. Lavity Stoutt Community College

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

2007 Jan Executive Diploma - Chartered Management Institute (CMI)
2007 Feb Membership Chartered Management Institute (CMI)

DIRECTORS OF THE COMPANY

Name:

Position: Director

Ron Antoine

Mailing Address: c/o Melville Street, P.O. Box 1950,

St. George's, Grenada

Telephone No.: +1 473 435 8372

List jobs held during past five years (include names of employers and dates of employment).

Managing Director of the Grenada Breweries Limited, a subsidiary of the ANSA McAL Group of Companies of Trinidad and Tobago.

Give brief description of **current** responsibilities

He was a senior manager at PSEG Power of New Jersey, USA where he served as a manager of corporate development with focus on cost optimization, planning and capital governance. Presently, he is the Managing Director of the Grenada Breweries Limited, a subsidiary of the ANSA McAL Group of Companies of Trinidad and Tobago.

He also serves on the Board of Directors of several leading companies in the Region and is currently the Chairman of the National Insurance Scheme of Grenada.

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

Bsc Mechanical Engineering The University of the West Indies

MBA Cornell University Johnson School of Business

DIRECTORS OF THE COMPANY

Name: Dorsett Cromwell Position: Director

Age: 52

Mailing Address: Atie,

St. Georges

Grenada

Telephone No.:

List jobs held during past five years (include names of employers and dates of employment).

Director, National Insurance Board (NIB)- January 15, 2019 to Present

Deputy Director (NIB)- December 2008- January 14, 2019

Give brief description of **current** responsibilities

Responsible for the management of the Staff of the Board and the overall administration of the National Insurance Fund to include the following:

- (1) The strategic and corporate management of the institution
- (2) The collection of contributions under the Law
- (3) The payment of benefits and expenditure necessary for the proper administration of the Fund
- (4) The investment of surplus monies in the Fund in accordance with the Law
- (5) Accounting for all monies collected, paid or invested under the Law
- (6) Submission of business plans and programmes for the development and management of the National Insurance Scheme, for the consideration and approval of the Board in accordance with the relevant laws and best management practices

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

Bachelor Of Science Degree (UWI) 1991-1994

Bachelor of Actuarial Science (Georgia State University) 1996-1998

Masters of Actuarial Science (Georgia State University) 1996-1998

Use additional sheets if necessary.

DIRECTORS OF THE COMPANY

Name:

Position: Director

Dr. Linus Spencer Thomas

Mailing Address: c/o Melville Street, P.O.Box 1950

St. George's. Grenada

Telephone No.: +1 473 435 8372

List jobs held during past five years (include names of employers and dates of employment).

Dr. Linus Spencer Thomas served as a Management Consultant to Grenreal. He served in the capacity of Director General of Finance and Economic Advisor to the Government of Grenada from 1995 to 2007.

He provides consultancy services in the areas of Economics, Finance, Business, Environment and Management.

Give brief description of **current** responsibilities

He is a director representing St. George's Newport Development Company Limited.

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

1988 Bachelor's Degree in Economics from Howard University
1990 Masters Degree in Economics from Iowa State University
1994 Doctor of Philosophy from Howard University
2006 Post Doctoral Masters Degree in Telecommunications from the University of the West Indies

DIRECTORS OF THE COMPANY

Name:

Position: Director

Anthony Maughn

Mailing Address: c/o Melville Street, P.O.Box 1950

St. George's. Grenada

Telephone No.: +1 473 435 8372

List jobs held during past five years (include names of employers and dates of employment).

Prior to his appointment at CFSC, Mr. Maughn worked for twenty (20) years at the Caribbean Development Bank, departing that institution as Chief of the Private Sector Development Division.

A former commercial banker, Mr. Maughn has had a diverse career working in various fields including finance, investments and project evaluation and management.

Give brief description of current responsibilities

Mr. Anthony Maughn was appointed President of CFSC in 2007 with a mandate to provide overall leadership and direction over the Corporation's affairs and to ensure that the strategic goals and objectives implemented by the Board of Directors were undertaken, allowing the Corporation to be productive and maximise its shareholder returns.

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

1973 Bsc Management The University of West Indies

DIRECTORS OF THE COMPANY

Name: George A. Bain Position: Director

Mailing Address: c/o Melville Street, P.O.Box 1950
St. George's. Grenada

Telephone No.: + 1 473 435 8372

List jobs held during past five years (include names of employers and dates of employment).

Nov 2011 - present Country Manager, Sol EC (Grenada) Limited

1992 - 31st Oct 2011 Manager, Bryden & Minors Ltd.

2018 - to Present time - Manager, Bryden & Minors Ltd.

Give brief description of **current** responsibilities

George Alexander Bain is the Country Manager at Sol EC (Grenada) Limited. In this role, George leads a team of experienced professionals in providing environmentally safe operations related to the importation, storage and distribution of White Oils, Lubricants and Liquid Petroleum Gas in Grenada.

A big believer in teamwork, honesty and integrity, George supports team leaders in the execution of their highly technical and time consuming job functions.

He has been employed with Sol EC Limited since November 2011, and has 19 years' prior experience at a Managerial and Director Level in the wholesale and retail sectors, when he worked at Bryden & Minors Ltd. He is currently the Vice President of the Grenada Chamber of Industry and Commerce, on whose board he has served from 2012. He is also a Director on the Boards of the Grenada Ports Authority and Grenreal, and serves on the steering committee of NaDma.

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

Master's Degree in Business Administration (International Business) from the St. George's University Grenada (2012).

DIRECTORS OF THE COMPANY

Name:

Position: Director

Fitzroy O'Neale

Mailing Address: c/o P.O. Box 1950, Melville Street

St. George's , Grenada

Telephone No.: +1 473 435 8372

List jobs held during past five years (include names of employers and dates of employment).

Mr. Fitzroy G. O'Neale has made significant contributions to the banking industry over a 37 year career during which he worked for The Bank of Nova Scotia. Mr. O'Neale served locally, regionally...in Antigua, The Bahamas and The Federation of St. Kitts and Nevis as well as at the Bank's Head Office in Toronto, Canada. He held the position of Country Manager in St. Kitts and Nevis and Grenada. His focus has been mainly in the areas of Commercial Credit, Retail Credit and Management.

Following his retirement, Mr. O'Neale was Grenada's CEO for Cricket World Cup 2007. He has also been a member of the Board of Directors of the Chambers of Commerce in St. Kitts and Grenada. Mr. O'Neale is also a member of a number of local Boards and organisations. He is a Past President of The Rotary Club of Grenada, Assistant Governor for Grenada 2011-2012 and Conference Chairman for Rotary District 7030 Conference held in Grenada in 2013.

Give brief description of current responsibilities

Mr. O'Neale continues to be involved as a Banking Consultant and a real estate sales agent.

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

DIRECTORS OF THE COMPANY

Name:

Position: Director

Osbert Hood

Mailing Address: c/o Melville Street, P.O.Box 1950

St. George's. Grenada

Telephone No.: +1 473 435 8372

List jobs held during past five years (include names of employers and dates of employment).

Prior to MacKay Shields, LLC, he served as Pioneer Investments USA's Chief Executive Officer and President from 2003 to 2006 and Chief Operating Officer from 2000 to 2003. Pioneer Investments USA is the US division of Pioneer Investments S.p.A., which is a global asset management firm that is a subsidiary of UniCredit S.p.A., a leading publicly-traded European banking group.

Mr. Hood was employed by John Hancock Financial Services from 1990 to 2000, where he served in roles of increasing responsibility before being named as Executive Vice President and Chief Financial Officer of John Hancock Advisors in 1997. John Hancock is the United States operating unit of Manulife Financial, a leading Canada-based financial services group (NYSE: MFC).

Give brief description of **current** responsibilities

Osbert Hood is currently retired from active business management. Previously, he served as Chief Operating Officer of Advent Capital Management, LLC, a privately-held investment management firm, from June 2012 to May 2014. At Advent, Mr. Hood oversaw all non-investment functions including business development, product development, investor relations, operations and technology. Prior to joining Advent, Mr. Hood served as a business advisor from May 2010 to May 2012 and was Chairman and Chief Executive Officer of MacKay Shields, LLC, a privately-held investment management firm, from January 2007 to April 2010.

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

MBA from New York University

BS from Adelphi University

Graduate of the Advanced Management Program at Wharton School at the University of Pennsylvania

Use additional sheets if necessary.

DIRECTORS OF THE COMPANY

Name:

Position: Director

Larry Lawrence

Mailing Address: c/o Melville Street, P.O.Box 1950

St. George's. Grenada

Telephone No.: +1 473 435 8372

List jobs held during past five years (include names of employers and dates of employment).

Mr. Lawrence can be described as a career banker with 27 years of commendable Banking experience in the local and regional environment having served as the Country Head of First Caribbean International Bank (FCIB) Turks & Caicos Islands (TCI) and Head of Corporate Banking in FCIB Grenada. During his Banking tenure he performed in a wide and varying array of roles within FCIB.

Of note, FCIB TCI outperformed all its Banking competitors combined in 2018 & 2019 whilst maintaining a robust control framework. Under his stewardship the TCI business of FCIB successfully completed a focused & disciplined change management program including organizational restructuring.

While in Grenada, he received the Exemplary Leader Captain's Choice Award in 2011 and in TCI, he was recognized as Credit Manager of the Year (Regional Awards) for 3 consecutive periods -- 2007-2009.

Give brief description of **current** responsibilities

In 2012, Mr. Lawrence was appointed Country Head of FCIB Turks & Caicos Islands (TCI) until 2021 when he joined Grenada Co-operative Bank Limited as Managing Director.

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

Mr. Lawrence holds a Master of Business Administration (MBA) in Finance from University of Leicester. Additionally, he possesses a Banking Certificate from the Institute of Financial Services formerly Chartered Institute of Bankers, Kent, UK and is an Accredited Director (Acc. Dir.) with the Chartered Governance Institute of Canada (CGI).

Use additional sheets if necessary.

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:

| Name: Address: | Class of Shares: | No. of Shares: | % of Total |
|---|------------------|-------------------|------------|
| Zublin Grenada Ltd, St. George's, Grenada | Ordinary | 2,170,281 | 28.32% |
| Grenada Ports Authority, St. George's, Grenada | Ordinary | 1,915,650 | 25.00% |
| National Insurance Scheme Grenada, St. George's, Grenada | Ordinary | 1,500,000 | 19.57% |
| St. George's Newport Development Ltd. St. George's, Grenada | Ordinary | 1,320,062 | 17.23% |
| Caribbean Financial Services Corporation, St. Michael, Barbados | Ordinary | 416,667 | 5.44% |
| | | | |
| | | | |
| | | | |
| | | | |

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

UPON CONVERSION:

| Name: Address: | Class of Shares: | Conversion Rate: | No. of Shares upon Conversion | % of Total* |
|-------------------|---------------------|---------------------|-------------------------------------|----------------|
| Not Applicable | | | | |
| | | | | |
| | | | | |
| | | | | |
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| | | | | |
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* Current holding of shares if conversion option were exercised.

9. Name and Address of Parent

| Name: | Address: | Country of Incorporation: | Countries of Registration (where applicable) | Name of the Exchange(s) on which the company's securities are listed: |
|---------------|----------|---------------------------|--|---|
| No Applicable | | | | |
| | | | | |
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10. Name(s) and Address(es) of Subsidiary(ies)

| Name: | Address: | Percentage Ownership: | Name of the Exchange(s) on which the company's securities are listed: |
|----------------|----------|-----------------------|---|
| Not Applicable | | | |
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| | | | |

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

| Name: | Address: | Name of the Exchange(s) on which the company's securities are listed: |
|--|--------------------------------------|---|
| Zublin Grenada Ltd. | P.O. Box 1950, St. George's, Grenada | Not Listed |
| Melville Street Property Management Co. Ltd. | P.O. Box 1950, St. George's, Grenada | Not Listed |
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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:

Ms. LINDY SMITH-MCLEOD



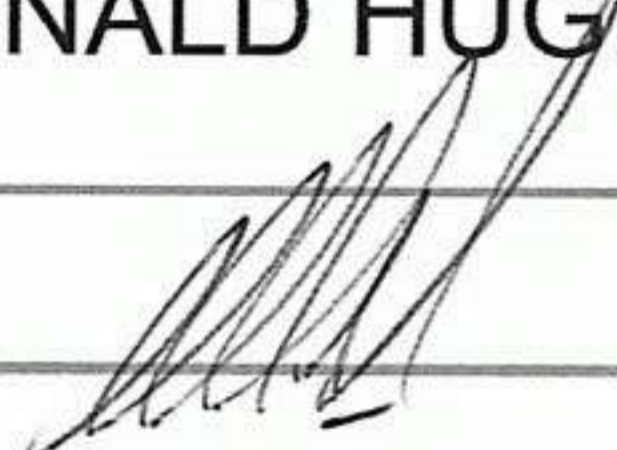
Signature

June 2nd, 2023

Date

Name of Director:

MR. RONALD HUGHES




Signature

June 2nd, 2023

Date

Name of Corporate Secretary:

Ms. Lindy Smith-McLeod



Signature

June 2nd, 2023

Date