Schedule 2

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

FORM RS - 2

Select	One:	Annual Registratio	n 🔲	Issue of Securities	
National Ba	nk of Do	minica Ltd			
(Exact	name of Com	pany as set forth in	Certificat	te of Incorporation)	
Place and date of in Commonwealth of Dominic		003			
Street and postal add	dress of registe	ered office:			
64 Hillsboro	ugh Stre	et, Roseau,	Domi	nica	
Company telephone	number: (76	67, 255-23	00		
Fax number: (76)			7		
Email address: CU			d.dm		
Financial year-end:	June	30		2016	
Contact person(s):	(month) Ellingwo	orth Edward	5.0	(year)	
	Asha Ja	ames			
Telephone number (i	f different from	m above): (767)	255-2	2319	
Fax number: (
Email address:	ards@nbd.dm/ ml	bethel@nbd.dm			

Did the company file all rep- during the preceding 12 mor	orts required to be filed by Section 98 of the Securities Act, 200 oths?
√ Yes	No
Did the company file all reper preceding 12 months?	orts required to be filed by the Companies Act during the
√ Yes	No

Exchanges on which the Cor			
	npany's Securities are		
Exchange(s)	Securities Type	No. of Shares	Valuation
N/A	N/A	N/A	N/A
Description of Securities Rei	ng Offered (including v	who is the Is	suer and wh
Offeror of the Securities)			
Offeror of the Securities)			
Offeror of the Securities)			
Offeror of the Securities)			
Offeror of the Securities) I/A			
Offeror of the Securities)		Effective 1	

5. Description of Share Capital

a) Authorised

TYPE/CLASS	No. OF SHARES
Ordinary	22,000,000

b) Issued

TYPE/CLASS	No. OF SHARES
Ordinary	22,000,000

c) Outstanding

TYPE/CLASS	No. OF SHARES
N/A	

DIRECTORS OF THE COMPANY

1 1000	Position: Chairman
P.O. Box 2235	
7/9/12/14/10/9/9/9/10/0	
Dominica	
67 616 0100	
past five years (include name	es of employers and dates of employment).
of <u>current</u> responsibilities	
	notification and conceased printing platforms across the
other academic qualifications	s, schools attended, and dates):
anagement University of New York	
	of current responsibilities for the management of stu

 $Use\ additional\ sheets\ if\ necessary.$

DIRECTORS OF THE COMPANY

Name:	Position: Director
Lorna Shillingford Charles	
Mailing Address: P O Box 2236	
Roseau	
Dominica	
Telephone No.: 767-616-9626	
List jobs held during past five years (include r	names of employers and dates of employment).
Digicel Dominica 2008 to present	
Give brief description of current responsibilit	
Finance Manager	ies
· Management of the Finance team including reso	ource planning, delegation of duties, performance management,
progress feedback and staff reviews. Co-ordinating the production of accurate and tim	ely monthly management accounts in accordance with GAAP,
Group standards and deadlines.	
comparison of performance against budget	rial, including ARPU and Revenue Analysis, Expense analysis and
 Ensure the development and ongoing existence and procedures. 	of strong internal controls, and compliance with accounting policies
Oversee the spending of the departments ensuring	ing that it is aligned to budget. This includes approval of purchase
orders, review of OPEX tracker and advising mana • Preparation of ad-hoc Management and Shareho	agers on management of same. older reports.
Managing the annual audit.	
Education (degrees or other academic qualification)	ations, schools attended, and dates):
BSc Degree University of South Carolina 19	994
ACCA 2008 (Affiliate) Accredited Director	
Accredited Director	

DIRECTORS OF THE COMPANY

Name:	Position: Director
Rudaille Thomas	
1240 Bay Street	
Mailing Address: 1240 Bay Street Porrtsmouth	
Dominica	
- 1	
Telephone No.: 767-235-5184	
List jobs held during past five years (includ-	e names of employers and dates of employment).
Accounts Executive for Rudolph F. Thom	as & Family Ltd.
Give brief description of <u>current</u> responsibilities include; Sales, Purchase	ilities es, Inventory Control, Accounts Receivables
Education (degrees or other academic qualif	ications, schools attended, and dates):
A level in Economics and Accounting, Clif	fton Dupigney Community College, Dominica, 1996
Bachelors in Business Administration, Acc Rico, 2001	counting/Management, Inter American University, Puerto
Accredited Director, Institute of Chartered	Secretaries and Administrators, 2015
	bbean Governance Training Institute, 2015

 $Use\ additional\ sheets\ if\ necessary.$

DIRECTORS OF THE COMPANY

Name:	Position: Director
Paul Francis Moses	
D O Boy 2240 Bossey	
Mailing Address: P.O.Box 2249 Roseau Dominica	
25	
Telephone No.: 767-275-4024	
List jobs held during past five years (include name	es of employers and dates of employment).
Commercial Manager, Dominica Electricity Ser	rvices (DOMLEC) Oct 10, 2016 to present
Deputy Manager, PDV Caribe (Dominica) Ltd. 2008 -June 2016;	
2 16 110	
Give brief description of <u>current</u> responsibilities	
Responsible for Commercial Department Budget preparation ,management,and control	
Customer service management Reporting on performance of Department	
Education (degrees or other academic qualification	is, schools attended, and dates):
1985-1988- Panjab University, India:Bachelor c	of Commerce (1st Class Hons)
1995-1996- Loughborough University, England	: MBA in Business Development
2011- Karrass, Tampa, USA: Certificate in Effe	ctive Negotiating
2012- ICSA, Trinidad: Accredited Director	

DIRECTORS OF THE COMPANY

Name:	Position: Director
Phillip R. White	
Mailing Address: 19 Rose Street	
Goodwill	
Dominica	
Telephone No.: 767-4483024/ 767-26590	16
List jobs held during past five years (include	names of employers and dates of employment).
1. Dominica Football Association Inc. Augu	ust 2008- July 2015- Treasurer/Accountant
2. Lericon Printers Ltd. October 2006- Feb	ruary 2012- Accountant
3. Dominica Olympic Committee Inc. Marc	h 2013 - Treasurer
4. Federation de Football Internationale (F	.I.F.A)-December 2011- March 2016 - Committee Member,
Give brief description of current responsibili	ities
Responsible for all financial transaction to include undertaken by the National Association affiliated	e the preparation of annual budgets representing the activities to be to the Dominica Olympic Committee (DOC) Inc. These budgets are mittee within a certain time frame to receive funding.
Coordinating the activities between the DOC and accountability guidelines are strictly adheres to.	its affiliates to ensure that reporting standards are maintained and
Liaising with foreign athletes to ensure that their r reports are returned according to the prescribed r	needs are meet in terms of financial support and their evaluation regulations.
Preparation of financial reports for audit purposes	s and reporting at the Annual Conference of affiliates.
Preparation of financiial statements for individuals	s owning small business ventures required for taxation purposes.
Education (degrees or other academic qualific	cations, schools attended, and dates):
St.Mary's Academy – 1967 -1973 Sixth Form College - 1973 – 1975 – (Econd Certification MInstCM - Member of the Inst	

DIRECTORS OF THE COMPANY

Name:	Position: Director
Genevieve Astaphan	
P.O.BOy 75	
Mailing Address: P.O.BOx 75 Roseau	
Dominica	
Telephone No.: 767-275-4223/6167221	
List jobs held during past five years (include	names of employers and dates of employment).
May 2000- present Managing Director of J	l. Astaphan & Co Ltd
Give brief description of current responsibili	ities
Director responsible of finance, inventory r	
Education (degrees or other academic qualific	cations, schools attended, and dates):
1981: Bachelor of Arts University of Weste	rn Ontario
1992: Certified General Accountant	
2012 November: Accredited Director, ICSA	

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS DIRECTORS OF THE COMPANY

Name:	Position: Director
Gibbs Stephenson	
Mailing Address: P.O. Box 1744, R	coseau, Commonwealth of Dominica
Telephone No.: 1-767-317-7776	
	clude names of employers and dates of employment).
2009 - present: Finance & Administra	ation Manager- PDV Caribe Dominica Ltd
Give brief description of current respon-	
	and related financial information, including business plan
Education (degrees or other academic qu	ualifications, schools attended, and dates):
2008: ACCA	
2012: Accredited Director ICSA	

 $Use\ additional\ sheets\ if\ necessary.$

DIRECTORS OF THE COMPANY

Name: Hazel Johnson	Position: Attorney at law/Partner
, was definitely	
Mailing Address: P.O. Box 1891	
Roseau	
Commonwealth	of Dominica
Telephone No.: 767-448 2530/ 767-448-85	71
List jobs held during past five years (include n	ames of employers and dates of employment).
Attorney at law: de Freitas, de Freitas & Joh	inson; 2002 to present
Give brief description of current responsibilities Manage Law Chambers	es
Provide legal representation & advice in both	n contentious and non-contentious matters
Education (degrees or other academic qualificat	ions, schools attended, and dates):
LLB (Hons) ; UWI Cave Hill 1996 Legal Education Certificate; Hugh Wooding L	aw School 1998.

Use additional sheets if necessary.

Name: Elling	worth Edwards	Position: Managing Director
Mailing Address:	Roseau	
	Roseau	
	Dominica	
Telephone No.:	767-255-2620	
List jobs held dur Give brief descrip	ring past five years (includin otion of <u>current</u> responsibili	g names of employers and dates of employment). ties.
a) Formulate b) Oversee i c) Oversee c d) Provide le	e strategic objectives and i mplementation and execu operations of the institution	tion of strategic plans
Education (degree	es or other academic qualific	ations, schools attended, and dates):
Post-Graduate D	University of North Texas Diploma - Mediterranean Ing) - North Texas State Uni	stitute of Management, Cyprus - 1993
Also a Director of	. , [V]	No nt of time to be spent dealing with company matters:
Use additional shee	ets if necessary.	

Name: Asha James	Position: Executive Manager, Legal Services & Corporate Secretary Position:
Mailing Address: Dominica	
Dominica	
Telephone No.: 767-275-0084	
List jobs held during past five years (includi Give brief description of <u>current</u> responsibi	ing names of employers and dates of employment). ilities.
2007- Present : Executive Manager, Legal Sen	vices and Corporate Secretary (National Bank of Dominica Ltd)
departments of NBD Ltd and its subsidiary; Resolves legal issues as they arise in the ope Drafts contracts and other legal documents, ir Oversees and manages litigation involving me Develops, coordinates and evaluates the Grosshareholder relations, corporate governance as Ensures compliance with the requirements of accordance the relevant Securities legislation	ncluding credit agreements, loan securities, employment contracts; embers of NBD Group; up's Corporate Policies, procedures and programmes in relation to and legal services; the Eastern Caribbean Stock Exchange and Securities Commission in
Education (degrees or other academic qualif	ications, schools attended, and dates):
Logal Education Certificate, Council of Legal Education, Hugh Wooding Law School 2011 Post Graduate Diploma in Professional Training for the Bar, with grade "Very Competent", BBP Law School, 2007 Master of Laws with Distinction (Commercial and Corporate Law), University College London, United Kingdom 2006 Barchalor of Laws with Second Class Honours (Upper Division), University College London, United Kingdom 2015 -present Admitted to the Practice Law in Trinidad and Tobago, Supreme Court of Judicature, Trinidad and To 2015 -present Admitted to the Practice of Law in the Commonwealth of Dominica, Eastern Cambboan Supreme Co 2015 -present Certified Mediator, University of the West Indies, Judicial Education Institute 2011-present Cated to the Bar, in the United Kingdom 2007-present Accredited Director (Acc. Dir), Institute of Churtered Socretains and Administrators (ICSA), Canada	om. obago ourt
Also a Director of the company Ye	es No
If retained on a part time basis, indicate amo	unt of time to be spent dealing with company matters:
Use additional sheets if necessary.	

Name: Nellisa	Position: Executive Manager - Banking Services
Mailing Address:	P.O. Box 2072, Roseau, Dominica
	P.O. Box 2072, Roseau, Dominica
Telephone No.:	767-275-0964
	ing past five years (including names of employers and dates of employment). tion of current responsibilities.
2015 - Current:	Executive Manager - Banking Services (National Bank of Dominica)
Bank, through the	ponsibilities: the Customer Service, Branch Network and Back Office Operations functions of the edvelopment, implementation and monitoring/review of strategic initiatives to ity/growth objectives. Manager - Credit Underwriting and Monitoring (NBD) Manager - Portsmouth Area (NBD) Credit Risk Officer (NBD)
	s or other academic qualifications, schools attended, and dates):
2010 - 2014: MSc Intern 2003 – 2008: BSc Accou 2001 – 2003: Diploma in 1998 – 2000: Cambridge 1993 – 1998: CXC O-Le	Inting & Finance University of London Banking & Financial Services University of West Indies PA-Levels (Major - Accounting) C. Dupigny Community College
Other Professional: Cert Bank Card Operations; (Customer Experience Ma	ficates in: Customer Service, Sales & Marketing; Anti Money Laundering; Leadership; Lending; International Trade Finance; Credit; anagement; Training; Business Writing; Coaching; Executive Management; Qualified Financial Advisor, Credit Risk Analysis
Also a Director of	the company Yes No
If retained on a par	t time basis, indicate amount of time to be spent dealing with company matters:
Use additional sheet	ts if neessam

Name: Suzanne Joseph-Piper Position: Executive Manager, Marketing and Product Management
Mailing Address: Dominica
Dominica
Telephone No.: 767-275-3375
List jobs held during past five years (including names of employers and dates of employment). Give brief description of <u>current</u> responsibilities.
September 9th 2009- Present: Executive Manager, Marketing and Product Management National Bank of Dominica Ltd (a) Formulates, evaluates and recommends the Group's strategic plans, and changes and adjustments to the Group's overall strategic business plan. (b) Prepares the department's annual budget and strategic plan including marketing strategy in line with the Bank's strategic plans and objectives for inclusion in the Bank's overall budget and implements plans and programmes on approval. (c) Implements approved plans ensuring that funds are prudently managed and costs remain within budget. (d) Conducts and analyzes market research to measure product and service performance, to determine competitiveness and public perceptions of the Bank's corporate image, products, services and customer interactions and to make pricing and other recommendations for improvements and change. (e) Prepares and effectively executes approved marketing, advertising and public awareness cannel offectively executes approved marketing, advertising and public awareness cannel and external stakeholders to promote the Group's products and services in order to promote growth and increase revenue. (f) Ensures that effective sales approaches are designed and implemented in collaboration with Banking Services as required. (g) Coordinates the customer care initiatives including effectively monitoring complaints and queries, responding promptly and appropriately to issues with corporate reputational impact. (h) Prepares and implements a creative and effective communication strategy, bank-wide communication guidelines/standards and other pertinent corporate communication. (i) Design, implement and evaluate measures/initiatives to expand the Bank's markets, marketing patroms and deliver the products and services to relevant markets. (ii) Designs, effectively organises and coordinates the implementation of the Bank's product relations programmes including public consultations, media launches, community projects, press conferences, posting of mate
BSc MBA
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.

Name: Joel Denis Position: Executive Manager Credit & Business Development	
Mailing Address: Castle Comfort, P.O Box 513, Roseau	
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 <u>current</u> responsibilities.	
ecutive Manager Credit & Business Development (Ag) tional Bank of Dominica Ltd arch 15, 2016 to present	
ad of Credit Department – Strategic and operational oversight. Credit Review and approval. Risk Management. Recoveries and Collections. Human Resource Management.	
anager Credit & Business Development tional Bank of Dominica Ltd tober 2014 to March 2016	
ad of sales and relationship management unit. Manage team responsible for growing and management loans portfolio. Broad oversight of relationship management. Human Resour	ce
ting General Manager ribbean Union Bank Ltd nuary 2015 to April 2015	
ategic and operation oversight of all departments. Specific responsibility for Credit Department. Prepare Board reports and provide advice on operation and strategic issues. nager Private & Corporate Banking tional Bank of Dominica Ltd y 2010 to September 2014	
ad of Private & Corporate Banking Unit (High Net Worth loan and deposit customers). Portfolio growth, Relationship Management, Operational Oversight.	
ducation (degrees or other academic qualifications, schools attended, and dates):	
ost Graduate Diploma in International Management niversity of London (2010)	
ualified Financial Advisor aplan Financial (2009)	
Sc. Management Studies niversity of the West Indies (2008)	
Iso a Director of the company Yes No	
retained on a part time basis, indicate amount of time to be spent dealing with company matters:	
se additional sheets if necessary.	

Name: Lilian Polydore Position: Executive Manager - HR&CS
Mailing Address: 15 Street, Canefield
15 Street, Canefield
Commonwealth of Dominica
Telephone No.: 767 275 1095
List jobs held during past five years (including names of employers and dates of employment). Give brief description of <u>current</u> responsibilities.
 National Bank of Dominica Limited, Executive Manager, Human Resource and Corporate Services - 1 December 2014 - present Responsible for all HR and related functions and facilities management with related functions including physical security administration National Bank of Dominica Limited, Executive Manager, Human Resource and Organisational Development - 1 December 2011 - 30 November 2014 Responsible for all HR and related functions including performance management and improvement, recruitment, payroll administration, employer/labour relations, change programmes.
Education (degrees or other academic qualifications, schools attended, and dates):
1. MBA - University of Leicester: 2012 2. BSc Management (First Class Hons) - UWI, Cave Hill: 1999 3. Certificate - Strategic Human Resource Management - UWI, Institute of Business (IOB) 4. Certificate - Human Resource Information Systems - Implementation and Management - UWI, IOB 5. Certificate - Project Management 6: Certified Air Traffic Controller (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.

Name: Linda To	ussaint Peter Position: Chief Financial Officer
Mailing Address:	Fond Baron, Loubiere
	Fond Baron, Loubiere
	Dominica
Telephone No.: 17	67 44 82117 / 275 1781
	ast five years (including names of employers and dates of employment). of <u>current</u> responsibilities.
Chief Financial Officer	March 2016 - Present
Executive Manager Cre	dit & Business Development - September 2014 - March 2016
Executive Manager Cor	porate Services - October 2012 - September 2014
Executive Manage Final	nce & Control - September 2010 - September 2012
Finance and Accounting formulation, accurate an Oversee all finance, acc	ort to the Managing Director and Board in the effective and efficient management of the funds of the NBD Group ensuring the provision of sound financial advice, effective policy d comprehensive financial accounts and management reports in accordance with IFRS. ounting, forecasting, budgeting and treasury functions of the NBD Group and the cash management in accordance with standards and regulatory guidelines.
Education (degrees or o	other academic qualifications, schools attended, and dates):
FCCA ACCA BSC Accounting - Ur	niversity of the West Indies St Augustine
Also a Director of the c	ompany Yes No
If retained on a part tim	e basis, indicate amount of time to be spent dealing with company matters:
Use additional sheets if n	

Name: Marilyn Lawrence Edwards Position: Head/Supervisor of Internal Audit
Mailing Address: 64 Hillsborough Street, Roseau
64 Hillsborough Street, Roseau
Dominica
Telephone No.: 767-255-2639
List jobs held during past five years (including names of employers and dates of employment). Give brief description of <u>current</u> responsibilities.
Head/Supervisor of Internal Audit (NBD Ltd.) - current responsibilities: • Provides leadership by example, ensuring consistency, integrity in decision making, timely and effective performance management, appropriate training and development of staff. • Develops and conducts a comprehensive internal audit plan for the Bank, ensuring that all key risk areas are properly covered in the audit cycle. • Reviews and evaluates the adequacy, effectiveness and integrity of the systems of control. • Practice compliance within the National Bank of Dominica in accordance with Eastern Caribbean Central Bank (ECCB) guidelines, the legal, regulatory framework of Dominica and the policies and procedures of National Bank of Dominica. • Provides timely and accurate reports to the Board of Directors and Management with sound recommendations to control and minimize risk and mprove the compliance, reliability and integrity of Bank's processes and procedures. • Ensures the appropriate action is taken on report audit findings and that the relevant training is provided to staff in the areas deemed necessary by the results of the audit. • Liaises closely with external auditors and regulatory agencies to make sound recommendations to the Board to control and manage risk reflectively, improve efficiency, ensure proper compliance and add value to improve the Bank's overall operation Establishes and maintains a program of quality assurance designed to evaluate the conformity of internal audit procedures to guidelines under which the Group operates and International Internal Audit Standards
Education (degrees or other academic qualifications, schools attended, and dates):
BA Accounting (Suma Cum Laude) - University of the Virgin Islands - 1995 MBA - University of Leicester - 2006 Certified Internal Auditor (CIA) - 2011
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.

Name: Carol A	Lawrence Position: Executive Manager, Risk and Compliance
Mailing Address: G	oodwill
	Goodwill
	Dominica
Telephone No.: 70	67 448 5694
	past five years (including names of employers and dates of employment). of <u>current</u> responsibilities.
June 2015 to present (October 2016)- Executive Manager, Risk and Compliance:
provisioning amounts all dentifying and assessin Managing the Business Monitoring Compliance Identifying, assessing a Identifying and assessin Participating in the Bank Reviewing investment received of / drafting risk	Continuity Function, ensuring mitigation measures are in place for possible periods of disruption with regulations, standards and policies, alerting management of updates to legislation. In monitoring Anti-Money Laundering risks making recommendations for mitigating measures are risks related to bank's capital adequacy requirements continuity Management Process as a member of the ALCO committee elated information
Education (degrees or	other academic qualifications, schools attended, and dates):
	/ Laundering Specialist (CAMS) June 2014 s Administration , Finance (Hons)
Also a Director of the	company Yes No me basis, indicate amount of time to be spent dealing with company matters:
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
Government of the Commonwealth of Dominica	Ordinary	10,755,074	48.88%
Dominica Social Security	Ordinary	1,356,234	6.16%
multiple and LACATOSSIEG, of Solustation		1 Name of th	
	arcontage	L Archine	i na whiteb
	40086		

(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*
N/A	Tamar (1)			
		A SERVICE AND THE		

^{*} 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	Name of Director: Anthony John	
Signature October 25 2016	Signature October 25 2016	
Name of Corporate Secretary: Asha James	Date	
Signature 25 October 2016		