



**Procedure for Appointment of Directors by
Minority Shareholders**

Upon issuance of Notice of Extraordinary General Meeting, shareholders are invited to nominate candidates for election as independent Directors to the Board of Bank of The Bahamas Limited. In considering the applications, the Corporate Governance Committee shall have regard for the following:

- + The financial status or solvency of candidate.
- + The educational or other qualifications or experience of candidate.
- + The ability to carry on the regulated activity competently, honestly and fairly.
- + The reputation, character, reliability and financial integrity of the individual.
- + Whether the individual has previously served on the Board of a failed public company.
- + The individual cannot hold more than 3 directorship posts in public and supervised entities without prior approval of the Commission. Additionally, the individual may not serve on the Board of the Bank concurrently while serving on the board of another commercial or retail Bank.

Individuals shall not be considered independent directors if they fall within the following categories:

- + An individual who is, or was, employed by the Company or a related Company within the past 3 years. Related parties shall include all Ministries and Departments of the Government of the Commonwealth of the Bahamas, Government Corporations, Subsidiaries and Agencies as well as directors and key management personnel of the Bank.
- + An individual whose immediate family member is, or was, employed as an executive officer of the company or related company within the past 3 years.
- + An individual who, or whose immediate family member, has received compensation from the Company within the past 3 years.¹
- + An individual who, or whose immediate family member is a current partner in, or a controlling shareholder or executive officer of any organization to which the company made, or received payments for property or services in the current or any of the past 3 years exceeding 5% of the recipient's consolidated gross revenue.
- + An individual who, or whose immediate family member exercises voting control of 10% or more of the share capital of the Company. A non-controlling interest is ownership in a company where the held position gives the investor no influence on how the company is run.
- + An individual, who, or whose immediate family member is, or at any time during the past 12 months was a partner or professional employee of an accounting firm engaged as the Company's auditor.
- + An individual who has obtained a loan from the company under special circumstances or conditions.
An individual that has obtained a loan from the company that has fallen into arrears.
- + An individual who represents any shareholder.
- + An individual who holds cross-directorships or has significant links with other Directors through other companies or entities.²

¹ With the exception of fees received for board or board committee services, payments arising from investment in the Bank's securities, compensation paid to an immediate family member who is a non-executive employee of the company or pension or other forms of deferred compensation for prior service and not contingent upon continued service. Source: Securities Commission of The Bahamas' Position on Corporate Governance Code, Published 8th August, 2012

² Securities Commission of The Bahamas' Position on Corporate Governance Code, Published 8th August, 2012

Documents to Be Presented

- + Curriculum Vitae, including comprehensive description of the background of the proposed director sufficient to allow a determination that they satisfy the qualification confirming previous management experience, relevant skills and expertise and knowledge of pertinent Bahamian laws and supervisory and regulatory requirements.
- + Two Character Reference Letters
- + One Financial Reference Letter
- + Copy of Passport
- + Police Certificate issued within the last 6 months

Form of Notice

The undersigned, _____ and _____
being common shareholders in Bank of The Bahamas Limited ("the Company") a company duly incorporated and existing under the laws of the Commonwealth of The Bahamas hereby give notice to Ms. Laura Williams, Secretary of the Company that we intend to propose _____ for appointment as a Director of the Company.

Name of Shareholder

Name of Shareholder

Form of Consent

I, _____, _____ (insert profession)
hereby acknowledge and accept the proposal for appointment submitted by _____
_____ and _____ and hereby consent to serving as a Director of Bank of
The Bahamas Limited, subject to approval of the Corporate Governance Committee of the Bank and subject
to the approval of the Central Bank of The Bahamas if duly elected.

Signed: _____

Date: _____



www.BankBahamas.com

1st Floor Cloughton House | Shirley & Charlotte Streets | P. O. Box N-7118 | Nassau, The Bahamas

Telephone: (242) 397-3000