

NATIONAL BANK OF ANGUILLA LIMITED

Notice of Meeting

Notice is hereby given that the nineteenth Annual General Meeting of the National Bank of Anguilla Limited will be held at the House of Chandeliers, South Hill, Anguilla on Tuesday, 21st December 2004, at 5:00 p.m. for the following purposes:

1. To receive and consider the Accounts for the year ended 31 March 2004.
2. To receive the Report of the Directors thereon.
3. To receive the Report of the Auditors thereon.
4. To elect Directors and to fix their remuneration.
5. To sanction a dividend.
6. To appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration.
7. To transact any other business that may be transacted at an Ordinary General Meeting.

BY ORDER OF THE BOARD

Timothy A Hodge, B. A. (Business Administration), MBA
Company Secretary

1 November 2004

The transfer books and registers of members will be closed from 7 December 2004 to 21 December 2004, both days inclusive.

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. (Please see By-law 3.7 on page 2 and the Form of Proxy on page 3 for further details.)

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Notes

BY-LAW 3.7

At every meeting at which he is entitled to vote every shareholder (including proxy holder or individual authorized to represent a shareholder) who is present in person shall have one vote. Upon a ballot at which he is entitled to vote every shareholder shall have one vote for every share held by the shareholder.

BY-LAW 3.10

No person other than a director retiring at the meeting shall be eligible for election to the office of director at any general meeting unless:

- a) recommended by directors; or
- b) not less than seven (7) working days nor more than twenty-one (21) days before the date appointed for the meeting there shall have been left at the registered office of the company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by such person of his willingness to be elected.

BY-LAW 3.11

Elections to the Board of Directors shall be held in such secret form as may be approved by the Chairman. On such a vote, unless a ballot is demanded, each shareholder present in person shall have one vote and each proxy holder shall have one vote for each proxy held.

BY-LAW 3.12

At any meeting, unless a ballot is demanded, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

BY-LAW 3.14

If two or more persons hold shares jointly, one of those holders present at a meeting of shareholders may, in the absence of the other, vote on the share; but if two or more of those persons who are present, in person or by proxy, vote, they must vote as one on shares jointly held by them.

BY-LAW 10.4

Directors shall be elected for a term of three years. At each Annual General Meeting one-third of the directors for the time being, or if their number is not three or a multiple of three, then the number closest to one-third, shall retire from office. The directors to retire in every year shall be those who have longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The tenure of directors appointed prior to the adoption of these By-laws shall not be interrupted by the continuance of the Company or by the adoption of these By-laws.

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Form of Proxy

The Company Secretary
National Bank of Anguilla Limited
P.O. Box 44
The Valley
Anguilla

I/We _____
hereby appoint _____ or failing him/her
_____ as the nominee of the
undersigned to attend and act for the undersigned and on behalf of the undersigned at the meeting of
the shareholders of the said Company to be held on the 21st day of December 2004 and at any
adjournment or adjournments thereof in the same manner, to the same extent and with the same powers
as the undersigned.

Dated this _____ day of _____ 2004.

(Signature of shareholder)

Note: To be valid this form must be completed and deposited at the registered office of the company
at least 48 hours before the time appointed for the meeting or adjourned meeting.