

**THE COMPANIES ACT, 1992**  
**COMPANY LIMITED BY SHARES**  
**FOURTH AMENDED AND RESTATED**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**BANK OF THE BAHAMAS LIMITED**

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- I. The name of the Company is **BANK OF THE BAHAMAS LIMITED**.
- II. The Registered Office of the Company is situate at Sassoon House, on the Northwestern corner of Shirley Street & Victoria Avenue in the City of Nassau in the Island of New Providence one of the Islands in the Commonwealth of The Bahamas and its postal address is SS-5383, Nassau, Bahamas.
- III. The object or purpose for which the Company is established is to engage in any act or activity that is not prohibited under any law for the time being in force in the Commonwealth of The Bahamas.
- IV. The liability of the Members is limited to the amount unpaid on their shares.

The authorized capital of the Company is **One hundred and Sixty Million Dollars (B\$160,000,000)** in the currency of the Commonwealth of The Bahamas (the "Currency") divided into One hundred and Five Million (105,000,000) **Voting Common Shares** of One Dollar (B\$1.00) par value each Ten Million (10,000,000) **Non-Voting Common Shares** of One Dollar (B\$1.00) par value each; Ten Thousand (10,000) **"A" Preference Shares** of One Thousand Dollars (B\$1,000.00) par value each; Ten Thousand (10,000) **"B" Preference Shares** of One Thousand Dollars (B\$1,000.00) par value each; Five Thousand (5,000) **"C" Preference Shares** of One Thousand Dollars (B\$1,000.00) par value each; Ten Thousand (10,000) **"D" Preference Shares** of One Thousand Dollars (B\$1,000.00) par value each; Ten Thousand (10,000) **"E" Preference Shares** of One Thousand Dollars (B\$1,000.00) par value each;

Each with power to further increase or reduce the share capital, consolidate and divide into shares of such amount as it think expedient, to convert all or any of its paid shares into stock and re-convert that stock into paid up shares, to divide and/or subdivide the share capital for the time being whether original or increased into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions whether as to voting or otherwise, and may be so varied or abrogated whilst the Company is a going concern or in contemplation of winding up.

- V. No alteration or amendment may be made to this Fourth Amended and Restated Memorandum of Association except by Resolution of the Members (as defined in the Articles of Association of the Company) and may be so varied or abrogated whilst the Company is a going concern or in contemplation of winding up.

**Amended and Restated this** \_\_\_\_\_ **day of** \_\_\_\_\_ **, A.D., 2018**