

<b>Issuer</b>	FOCOL Holdings Limited
<b>Issue Type</b>	Cumulative Preference Share – Series F
<b>Issue Size</b>	B\$40,000,000
<b>Opening Date</b>	April 15, 2024
<b>Closing Date</b>	April 26, 2024
<b>Settlement Date</b>	April 30, 2024
<b>Auditor</b>	Deloitte & Touche Bahamas
<b>Escrow Agent / Placement Agent</b>	Colina Financial Advisors Limited (“CFAL”)
<b>Paying Agent / Registrar</b>	CFAL
<b>Bankers</b>	CIBC FirstCaribbean International Bank
<b>Listed Exchange</b>	None
<b>Ranking</b>	<p>The Series “F” Shares will rank, with respect to the payment of dividends and payments upon liquidation:</p> <p>i) Pari passu with any other Preference Shares.</p> <p>ii) Senior to the Company’s Ordinary Shares, any other of the Company equity Securities which by their terms rank junior to the Series F Shares.</p>
<b>Security/Collateral</b>	The shares are a general obligation of the Issuer and are not secured by any specific collateral or guarantee.
<b>Interest Rate &amp; Frequency</b>	The shares will make semiannual payments of dividends in arrears on the principal balance outstanding at the time of such payment based on 1/2 of the following annual percentage rate: [6.25]% on a 30/360 day basis on the 30th of April and the 31st October with the first dividend to be paid on the 31st of October, 2024.
<b>Principal Repayment</b>	Repayment of Principal will occur in five equal installments beginning April 30, 2035.
<b>Maturity</b>	April 30, 2039
<b>Early Redemption</b>	The Issuer may not redeem the Series F Shares prior to the fifth Anniversary Date. After the fifth Anniversary Date, the Issuer may at its option redeem the Series F Shares in whole or in part upon the provision of 90 days’ prior written notice to the holders of such Series F Shares.
<b>Liquidation Preference</b>	If the company liquidates, dissolves, winds up or sells more than 51% in the value of the Company’s assets other than in the ordinary course of the Company’s business, the shareholders of the preference shares will have the right to redeem at par.
<b>Use Of Proceeds</b>	The proceeds of the Series F Shares will be used for expansion of FOCOL Holdings Limited.
<b>Sinking Fund</b>	None
<b>Minimum Subscription</b>	B\$50,000 and in increments of B\$10,000 thereafter.
<b>Par Amount/ Issue Price</b>	Issued at 100% of Par (\$100). No fractional amounts will be issued.
<b>Further Issue/Upsizing</b>	The Issuer reserves the right to increase the size of the offering at the Closing Date, or anytime thereafter, without the consent of the shareholders.

<b>Basis Of Allotment</b>	<p>The Board of Directors reserves the right to allocate the Series F Shares in its absolute discretion although it is the intent of the Board of Directors to allot the Series F Shares on a first come, first served basis, meaning that the Series F Shares will be issued in the amounts requested, in the order subscriptions are received. In the event that the Series F Shares are oversubscribed, the allocations will be determined at the discretion of the Board of Directors.</p> <p>In the event of under-subscription by the closing date, the Board of Directors may in their sole discretion extend the offering period for additional subscriptions until such time as the issue is fully subscribed.</p>
<b>No Voting Rights OR Equity Ownership</b>	<p>Shareholders will not have an equity interest in the Issuer. Shareholders' voting rights are limited and ensure solely in respect of those matters set out herein.</p>
<b>Conversion Rights</b>	<p>The preference shares are not convertible into or exchangeable for any other security of the Company. However, should FOCOL Holdings Limited decide to conduct a public offering, Series F shareholders would have the right to convert their preference shares to common shares.</p>
<b>Default</b>	<p>All Principal owing in respect of the Series F Shares shall become immediately due and payable, together with all outstanding accrued and unpaid Dividends, upon the Company's failure to pay dividends on three consecutive Dividend Payment Dates.</p>
<b>Covenants</b>	<ol style="list-style-type: none"> <li>1) The company will release quarterly unaudited financials and annual audited financials as per its obligation as a public company. Should the company not publish the information on BISX, shareholders will be entitled to request the financial statements directly from the company.</li> <li>2) The company will request Series - E shareholder approval prior to any plans to issue senior debt, in tranches or whole equal to 75% of the average assets over the previous two years.</li> </ol>
<b>Evidence Of Ownership</b>	<p>Book Stock</p>
<b>Governing Law</b>	<p>The Laws of The Commonwealth of The Bahamas</p>