BCB Holdings Limited
Annual Report 2010

A leader in financial services

BCB Holdings Limited

Contents

Mission

To be the banking and financial services provider of choice in the Caribbean.

Corporate profile

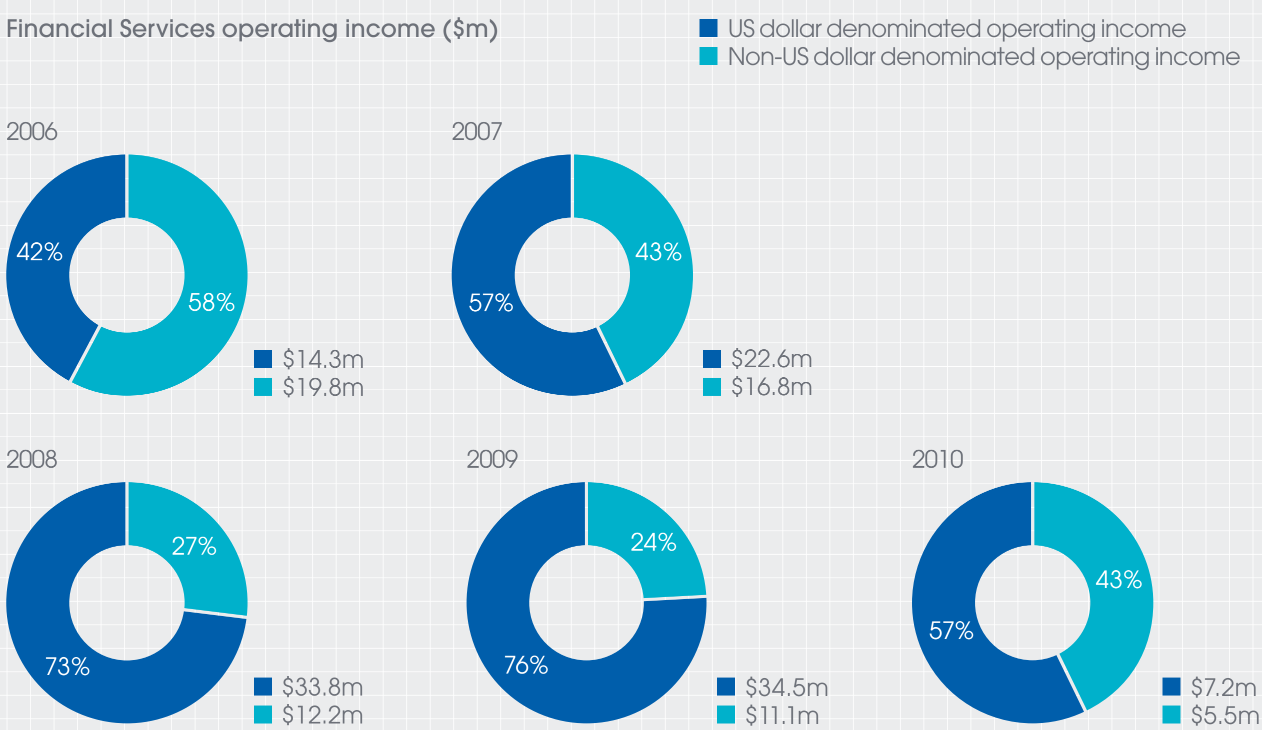
The Financial Services Division of BCB Holdings Limited ("BCBH or the Company") provides banking and financial services in Belize, the Turks and Caicos Islands ("TCI") and to international customers Worldwide.

The Company's principal subsidiaries comprise of The Belize Bank Limited ("Belize Bank"), which operates in Belize, British Caribbean Bank Limited ("BCB"), which operates in TCI, (both of which serve domestic and international customers), and British Caribbean Bank International Limited ("BCB International") which is based in Belize but operates internationally (collectively the "Financial Services Division").

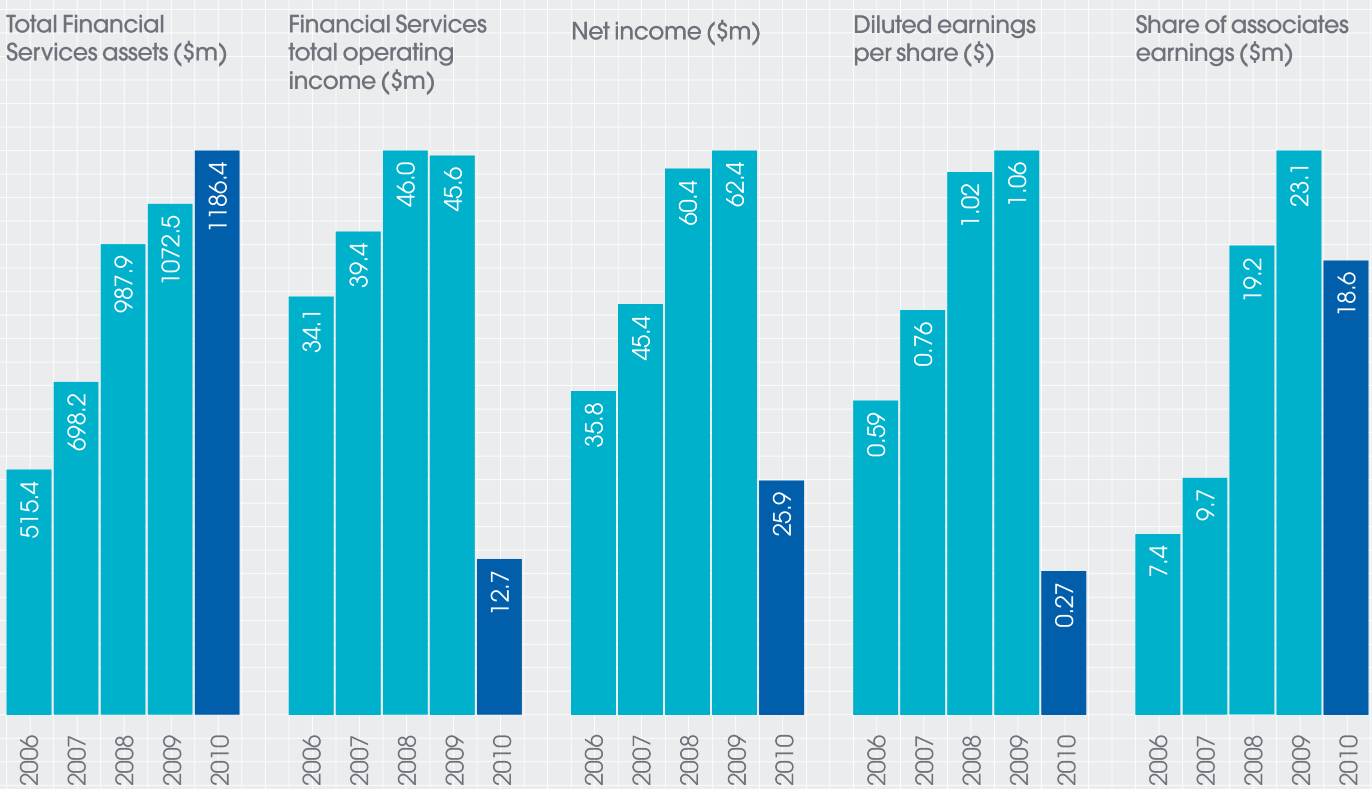
The Company is dedicated to providing the highest level of personalized service to its customers in order to offer the most competitive and effective financial solutions for all of their banking and financial needs. In addition, through its 24.8 percent ownership in its associates, BCBH has an interest in a successful and market-leading edible oil processing and distribution operation in Central America.

Performance highlights

Financial Services operating income ($m)



BCB Holdings Limited is the parent company of a group of financial services businesses operating in Belize and the Turks and Caicos Islands. Our goal is to be the banking and financial services provider of choice in the Caribbean region and we aim to achieve this by building on the infrastructure of our existing operations and by providing an increased range of financial products and services to individual and corporate customers



The primary focus of the Company for the next year will be to take the necessary steps to position the organization such that the effects of the continuing recession are minimized by carefully managing its loan portfolio and liquidity and to be prepared for a recovery when it comes

In my first Chairman's letter I am pleased to report the Company has navigated through a difficult year better positioned to meet the challenges and opportunities due to deliberate steps we have taken to strengthen the balance sheet.

The financial crisis that erupted in 2008 and the damage it has caused to World economies continues to have far reaching effects in Belize and the Turks and Caicos Islands ("TCI"). These countries have small, open economies that are dependent in particular on the US.

In May 2009, the Company completed the acquisition of Cockleshell Limited and in doing so increased shareholders' equity by $52.4 million. This, combined with net income of $25.9 million, increased shareholders equity to $428.6 million from $350.0 million at March 31, 2009. This provided the Company with additional balance sheet strength to help compensate for the effects of the challenging economic environment.

The Financial Services Division operating income is down in the current year primarily due to a $44.5 million charge with respect to loan provisions. The economies of both Belize and TCI continue to be abnormally depressed. Both countries are directly affected by the drop in inward bound tourist traffic and foreign investment, particularly TCI. In Belize, business sectors outside of tourism also continue to perform below previous years.

Our associates, who are the market leader in edible oils, margarine, industrial oils and animal feed in Costa Rica, had another strong year contributing $18.6 million to the net income of the Company. In the last two years, the associates have contributed $41.7 million to the Company's net income.

Earnings per share for the year of $0.27 are down from $1.06 last year due to both the dilutive effect of the shares issued on the acquisition of Cockleshell Limited in May 2009 and the significantly lower current year earnings.

Whereas in the second half of 2009 there was a tentative easing of the global economic crisis in some developed countries, such as the United States and certain European countries, optimism has been tempered by more recent signs of an economic slowing. We therefore anticipate a continuation of the depressed level of economic activity in Belize, TCI and the Caribbean generally due in large part to a continued weakness in the tourism sector and the related foreign investment inflows upon which the Caribbean depends so heavily. In both Belize and TCI, there have been significant reductions in tourist arrivals, a stall in inward investment, declining public and private expenditure, and weak property markets. Until these trends begin to reverse we anticipate that both Belize and TCI will continue to be challenging markets within which to operate.

In November 2009, in keeping with our strategy which includes increasing our profile in the Caribbean, we completed the cross-listing of the Company's common shares on the Trinidad and Tobago stock exchange. We are now listed on three exchanges, the Alternative Investment Market in London, Trinidad and Tobago and Bermuda.

The primary focus of the Company for the next year will be to take the necessary steps to position the organization such that the effects of the continuing recession are minimized by carefully managing its loan portfolio and liquidity and to be prepared for a recovery when it comes.

As part of the Company's strategy it continues to investigate the expansion of financial services business into new areas of the Caribbean and other selected areas to increase its earnings across a broader range of economic jurisdictions and products. In February 2009 we began to rebrand the Financial Services operations under the "British Caribbean Bank" name by renaming the bank in TCI and the international bank based in Belize and renaming the Company BCB Holdings Limited. We intend to use the new name more and more as we establish our footprint in new locations.

We continue our dedication to providing the highest level of personalized service to our customers and offering the most competitive financial solutions for all their banking and financial services needs. Our goal is to be the banking and financial services provider of choice in the Caribbean region and we aim to achieve this by building on the foundations of our existing operations and by providing an increased range of financial products and services to individual and corporate customers.

The Board of Directors was expanded a year ago to add strength and depth to its constitution. The expanded Board will also be beneficial over time as we look to expand our footprint into other jurisdictions. We will continue to ensure that the Board provides the right breadth of experience for the environment in which we operate and to fulfill our corporate objectives. We have strengthened our corporate structure and our executive management team with key appointments which add to our bench strength. We continue to recruit individuals with regional and international banking and finance experience as we seek to roll out our group strategy.

The achievements of the Company in a difficult environment this year speak for themselves and I would like to express my sincere thanks to the management and staff who have contributed to this effort during the course of the last year.

Wendell Mottley

Wendell Mottley
Chairman

The Company's balance sheet remains strong with shareholders' equity of $428.6 million at March 31, 2010 compared with $350.0 million at the same time last year

This year's Financial Services division performance came after many successive years of growth fueled by re-investment of the Company's net income, growth in deposits, other fund raising initiatives and steady foreign investment. The results in fiscal 2010 reflect the difficult economic conditions prevailing Worldwide and the impact this has had on the economies of Belize and TCI. Both countries' economies are being held back by lack of inward foreign investment and a reduction in tourist numbers. As a result the Company's principal asset and source of income, its $891 million secured loan portfolio came under increased pressure as clients' ability to service debt and security values declined.

The Financial Services Division produced operating income of $12.7 million in the current year, down from $45.6 million last year after an exceptional charge of $44.5 million in respect of loan provisions. In the abnormally depressed economic conditions the Company's evaluation procedures covering the loan portfolio and security values identified the need for a charge of $44.5 million in respect of loan provisions against the portfolio of $891 million. The negative effect of accrued interest not being recognized on the average non-performing loan portfolio has also affected the financial performance. This was offset by other income relating to an award by the London Court of International Arbitration of $22.0 million (plus interest) given to the Company against the Government of Belize, in respect of damages and costs for breaches of contractual warranties given by the Government. The award also took account of a prior year receivable from the Government concerning the overpayment of business tax by the Belize Bank. The overall impact in the current fiscal year is a credit to other income of $12.4 million.

In TCI, the loan portfolio of British Caribbean Bank is concentrated in the hotel and condominium construction and development sectors. The cash inflows of these sectors are highly dependent on a steady stream of visitors and buyers to TCI. There has been a material slowdown in all visitors to TCI with a consequential negative impact on commercial activity. This portfolio will be carefully monitored as the Company manages through the current economic conditions.

The Belize Bank's operations in Belize have also suffered from the fall out of the recession with the tourism sector down and many other business sectors well below pre-recession performance levels. The economic environment together with the political environment continue to present significant challenges but we will continue to pursue our key objectives. Belize Bank remains the market leader particularly in the productive sector where it provides significant support to the country's economy.

Our associates, in which we have a 24.8 percent interest, had a strong year with our share of net earnings being $18.6 million. Although this is down from the record contribution of $23.1 million in 2009, the result is still commendable given the economic environment. Palm oil prices, which have a significant impact on the associates' financial performance, peaked in the year to March 31, 2009; since then they have fallen but remained relatively stable in the current year. The associates continue to benefit from their investment strategy over the last few years when they increased productive capacity in lower production cost areas. The associates in aggregate have net assets of $446 million including cash, net of debt, amounting to $99 million.

The Company's balance sheet remains strong with shareholders' equity of $428.6 million at March 31, 2010 compared with $350.0 million at the same time last year.

The Company will continue to invest in information technology to ensure that new products and services are brought in to keep pace with the demands of the markets in which we operate and to ensure that both front and back offices function effectively.

The Company is committed to a high level of corporate governance. The Company operates through a Board of Directors, an Executive Committee, an Audit Committee and a series of other committees typical of a banking operation. The Executive Committee meets to implement the strategy set by the Board. The Audit Committee operates at both group level and in our material operating subsidiaries. Other committees operate to monitor credit, risk, finance, strategic planning and technology.

By utilizing a disciplined and focused approach, we intend to continue to build a diversified financial services group over the medium term as a leading Caribbean based provider of financial products and services. We intend to achieve this status through organic growth in our traditional markets and by leveraging our strong balance sheet to capitalize on investment opportunities in the financial services sector in investment grade and near investment grade jurisdictions in the English, Dutch and Spanish speaking Caribbean.

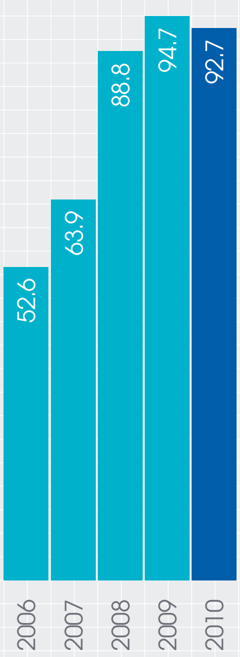
We will pursue growth opportunities in due course when the economies begin to turn for the better. We will continue to leverage the Company's strong financial position, its banking systems and its service quality to expand the business internationally and in the Caribbean as opportunities arise. In doing so we will continue to seek opportunities to grow the US dollar earnings outside of Belize and TCI.

The Company's performance is also dependent on its people, and we are fortunate to have a dedicated, professional management team and workforce that together possess the expertise and have the commitment to achieve our objectives. I want to express my gratitude to the staff for this commitment and their contribution. Moreover on behalf of the entire management team and the employees, I would like to thank our customers for the continuing opportunity to serve their banking and financial needs.

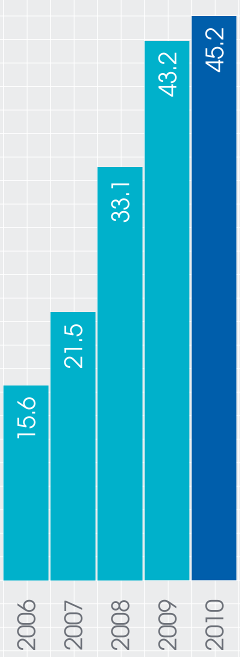
Lyndon Guiseppi
Chief Executive Officer

Financial Services key performance indicators

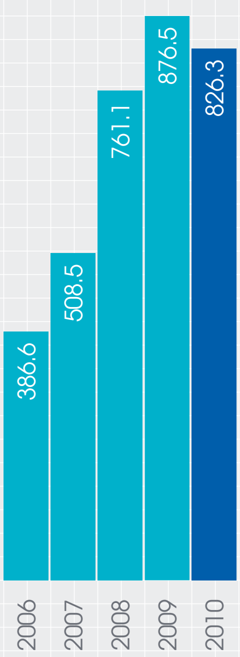
Interest income ($m)



Interest expense ($m)



Loans ($m)



During fiscal 2010, the Company was faced with challenging market conditions in both Belize and TCI as the global recession continued. Both countries, but especially TCI, are to a large extent dependent on inward foreign investment and the related cash flows, particularly in the tourism industry in TCI and across various sectors in Belize. Consequently, the negative impact of the global recession on the economies of both countries has been marked.

The Company produced net income of $25.9 million in the year ended March 31, 2010 (2009 – $62.4 million) a $36.5 million decrease compared with 2009. The principal reasons for the decline are a decrease of $32.9 million in Financial Services operating income and a decrease in the share of associates's earnings of $4.5 million.

The Company's balance sheet has shareholders' equity of $428.6 million at March 31, 2010 (2009 – $350.0 million). The increase in shareholders' equity is principally attributable to a $52.4 million increase in capital arising on the acquisition by the Company of Cockleshell Limited and the addition of net income of $25.9 million.

The Financial Services Division produced operating income of $12.7 million in the year ended March 31, 2010 (2009 – $45.6 million). The decrease of $32.9 million is principally due to a decrease in net interest income of $4.0 million and an increase in loan provisioning of $37.5 million. Non-performing loans increased from $131.0 million at March 31, 2009 to $224.1 million at March 31, 2010. Average non-performing loans in the year ended March 31, 2010 amounted to $174.6 million compared with $53.8 million in 2009.

Interest income

Interest income amounted to $92.7 million in the year ended March 31, 2010 (2009 – $94.7 million) a decrease of $2.0 million. This movement reflected an increase in interest income of $5.1 million, due to an increase in average loans, assets and interest bearing deposits, offset by a decrease of $7.1 million due to a decrease from 10 percent to 9.2 percent in the average rate of return on interest earning assets. The decrease in average rate of return is principally due to interest reversals and the effect of the increase in non-performing loans, a result of continuing adverse market conditions in TCI and Belize.

The interest income reversals on the non-performing loans amounted to $6.8 million (2009 – $10.4 million) which contributed significantly to the reduction in average interest rates earned. Average interest rates on demand and overdraft loans also decreased to 14.3 percent (2009 – 16.0 percent).

Interest expense

Interest expense increased by $2.0 million to $45.2 million (2009 – $43.2 million). Interest expense increased by $2.5 million due to an increase in the average rate of interest paid on all deposits and borrowings of 0.34 percent to 6.0 percent (2009 – 5.66 percent). This was offset by a reduction of $0.6 million due to marginally lower average deposits and borrowings which were down from $762.9 million to $754.2 million.

Net interest income

Net interest income fell by $4.0 million to $47.5 million from $51.5 million in 2009.

Provision for loan losses

Provisions for loan losses in the year ended March 31, 2010 amounted to $44.5 million (2009 – $7.0 million). The weak economic environment in Belize and the Turks and Caicos Islands has continued far longer than expected and property and other asset values have fallen from their peaks in 2008. Provisions against loans have been made where collateral security may, in due course, not be sufficient to cover the outstanding loans.

Non-interest income

Non-interest income increased by $8.9 million to $29.5 million in 2010 (2009 – $20.6 million). Non-interest income in 2010 included non-recurring income of $12.4 million relating to an award by the London Court of International Arbitration of $22.0 million (plus interest) given to the Company against the Government of Belize, in respect of damages and costs for breaches of contractual warranties given by the Government. The award also took account of a prior year receivable from the Government concerning the overpayment of business tax by the Belize Bank. The overall impact in 2010 is a credit to other income of $12.4 million. In 2009, non-interest income included a non-recurring gain of $3.5 million arising on the disposal of shares in VISA.

Non-interest expense

Non-interest expense which includes personnel, benefits and related costs, premises and equipment costs, and other general expenses increased by $0.3 million to $19.8 million in 2010 (2009 – $19.5 million).

Corporate expenses

Corporate expenses decreased by $0.9 million to $5.4 million (2009 – $6.3 million). Corporate costs principally represent personnel, property and related costs in respect of multiple office locations together with legal and professional fees. The decrease of $0.9 million is principally related to lower legal and professional fees in 2010.

Associates

The contribution from associates in the year ended March 31, 2010 amounted to $18.6 million (2009 – $23.1 million) a decrease of $4.5 million compared with 2009. The decrease in contribution reflected a falling gross margin percentage as a result of lower palm oil and other commodity prices in the market. Sales however increased to $545 million (2009 – $518 million). Market prices of crude palm oil and related products fell at the end of 2008 and have since stabilized at a lower level in 2009 and into early 2010.

Earnings per share

Earnings per share was significantly down due to the lower net income and a significant increase in the average number of shares in issue to 95.9 million shares (2009 – 59.0 million shares) which were issued on the merger with Cockleshell that was completed in May 2009.

Domestic banking in Belize

Belize Bank is the largest banking operation in Belize. It provides a comprehensive range of banking and financial services to both retail and commercial customers, including online banking and electronic bill paying services. Belize Bank's unmatched convenience and expertise, high quality service, innovation and a continually evolving suite of financial products help to maintain it as the leading financial services provider in Belize.

The Belize banking industry is comprised of five domestic banks and seven international banks. Belize Bank has a head office in Belize City, eleven branches and a network of 21 ATMs located in every major town and city throughout the country. This network provides the most comprehensive distribution channel of all the banks in Belize. Belize Bank has an approximate 38.2 percent share of loans and a 37.2 percent share of deposits, substantially ahead of its nearest competitor. Belize Bank's loan portfolio at March 31, 2010 amounted to $340.2 million. A significant part of the loan portfolio is extended to the productive sector of Belize.

Belize Bank's sophisticated front and back office systems provide a solid platform for the development and operation of the bank. Belize Bank has a well developed information technology infrastructure that provides superior processing capacity, delivery channels and customer service. These systems facilitate the rapid introduction of new products. The systems have been designed to be extremely resilient to external communication interruptions which we believe to be essential in hurricane risk areas. The investment in systems is on-going and the bank recently completed the development of a country-wide satellite communication network for disaster preparedness and business continuity purposes. It is one of its kind in Belize.

Belize Bank provides credit facilities to both commercial and retail customers. Credit controls ensure that the loan portfolio growth is balanced with sound loan quality. Approximately half of Belize Bank's loan portfolio consists of corporate loans supporting the tourism, agriculture, mariculture and distribution industries. The balance of the portfolio is extended to residential mortgages and consumer loans.

Belize Bank current and savings accounts provide customers easy access to their funds with debit cards. Belize Bank savings accounts currently yield up to 6 percent interest and term deposits are available at very competitive interest rates.

Belize Bank's VISA Gold Card and MasterCard credit cards allow customers to make purchases and access funds Worldwide. The VISA Gold Card also offers free travel accident insurance, free auto rental insurance and an array of emergency travel assistance services. The Belize Bank Visa Debit Card, originally launched in 2006 has been a great success. Cardholders are able to access funds in their deposit accounts by using the card to pay for goods and services at over one thousand business establishments across Belize.

Belize Bank Merchant Accounts provide Belizean based businesses with VISA, MasterCard and American Express (exclusive acquirer in Belize) electronic processing capability. We are proud to announce the recent launch of Discover Card acquiring. The Merchant Accounts feature competitive discount rates, next day credits, convenient reconciliation through our online banking service and an effective support system. In direct response to the needs of its commercial customers, Belize Bank also offers Internet Merchant Accounts ("IMAs"), using PayPal's PayFlow Pro Internet payment gateway to enable the processing of credit card transactions via the internet.

We have deployed over one thousand point of sale ("POS") terminals and have a market share of merchant acquiring in Belize of over 60 percent. Belize Bank also recently introduced for the first time in Belize mobile merchant POS terminals. These terminals allow merchants the flexibility of taking their card processing capability anywhere they travel in Belize.

With Belize Bank Online, customers can view and download to accounting programs or spreadsheets their account transactions, transfer funds, and pay their bills online. In addition, Commercial Online Banking customers can reconcile their credit card transactions and process their payrolls by making direct payments to their employees. Belize Bank's 24-hour Secure Online Messaging System allows customers to correspond with Belize Bank personnel through a secure channel. The services of Belize Bank Online are also available to customers of BCB International and BCB.

Belize is situated on the Caribbean coast of Central America bordered by Mexico to the north, Guatemala to the west and south, and by the Caribbean Sea to the east. Geographically Belize comprises mainland Belize, which covers an area of approximately 14,000 square miles, and hundreds of small islands and cays that stretch approximately 25 miles into the Caribbean Sea. Belize's barrier reef extends down the entire 240 mile coastline of Belize. Mayan history, the diversity of the mainland terrain and the vast array of offshore cays and islands provide Belize with a solid foundation for continuing development of the tourist industry. Belize is under two hours from Miami and is served directly by five international airlines from various southern US cities. It is a peaceful, English speaking, stable democracy with a political system based on the British Westminster model with Queen Elizabeth II as Head of State. Belize's legal system is based on English Common Law. Its currency, the Belize dollar, has been pegged to the US dollar at a fixed exchange rate of 2 to 1 for over 25 years.

International banking

BCB International provides a comprehensive range of banking services to its Worldwide customers. These services include deposit accounts in multiple currencies, flexible types of loan facilities, credit, debit and prepaid cards, online stock trading, online banking, online merchant acquiring and other related services. BCB International provides excellent value to both individuals and businesses with competitive deposit and lending rates, access to a wide range of investment products with excellent yields, easy trading across international borders and tax-free interest.

BCB International is focused on providing customers with operational and service excellence to satisfy their banking needs and remains committed to expanding its range of products and services to meet this objective. International banking specialists are available by phone to ensure that customers receive an efficient and high quality service. This is complemented by a full time, secure, online messaging system to allow customers to communicate with the bank.

BCB International has correspondent and private banking relationships with a number of leading international banks, including Bank of America and Citibank.

International deposit accounts enable our customers to manage their finances wherever they are in the World and provide an efficient way to send money to any jurisdiction. These accounts are tax-free and not subject to currency controls. Accounts are available to both personal and corporate customers in US dollars, Canadian dollars, UK pounds and Euros. Current accounts are designed to provide customers with immediate access to their funds either by wire transfer or banker's draft.

BCB International also offers tax-free, hard currency term deposits at highly attractive and competitive interest rates and with various terms of maturity. BCB International provides various types of lending options to facilitate the best possible financing solutions for its customers. Lending is tailored with flexible payment terms to meet budgetary needs and goals. Credit facilities include overdrafts, lines of credit and secured mortgage loans for personal, residential or commercial purposes. BCB International also offers standby and documentary letters of credit and financial guarantees. Strict credit controls ensure that the mainly asset backed loan portfolio is of a high quality.

BCB International offers customers access to a large number of stocks, mutual funds, options and other securities through its brokerage service partners in the US. Customers may trade online or, as a more personalized service, they may place their trading order with an account manager via fax or e-mail. In addition, the service includes monitoring and collecting all dividends and interest payments, disposing of all income collected in accordance with customers' instructions and informing customers of new investment opportunities.

BCB International's VISA Gold Card, MasterCard credit cards and VISA Debit cards are available to customers and provide the same services as those provided by Belize Bank. The recently launched VISA prepaid card has already proven itself to be popular product for both international business and private clients.

Through Belize Corporate Services Limited and affiliated companies, BCB International offers Belize International Business Company ("Belize IBC") formation and maintenance services along with complementary administrative and ancillary services at low corporate set-up and administrative costs. A Belize IBC is a legal entity similar to the US based corporation or limited liability company and enjoys total exemption from all forms of taxation in Belize. For international customers, the Belize IBC is a flexible, tax efficient medium suitable for a wide range of trading, investment and asset protection solutions. Belize Corporate Services also offers corporate set-up of companies from other jurisdictions including, but not limited to, British Virgin Islands, Nevis, St. Lucia, Panama, Seychelles, the Turks and Caicos Islands and Hong Kong. Belize Corporate Services is by far the largest corporate services provider in Belize with a global network of professional intermediary and private customers. As of March 2010, Belize Corporate Services has over 16,400 companies under management.

Banking in the Turks and Caicos Islands

BCB is one of the largest financial institutions in TCI where it provides lending and deposit facilities together with a range of other banking services to domestic and international customers. Its assets comprise principally asset backed lending to the tourism and property development sectors.

Until the economic crisis of 2008, BCB's provision of quality service and innovative, flexible financing solutions made it the fastest growing bank in TCI where it assisted in the promotion and the continuation of the economic expansion of TCI. Since 2008, however, TCI, in common with many Caribbean tourist destinations, has experienced the effects of the global economic crisis. Tourism, foreign ownership and the related commercial development of properties are key contributors to the TCI economy. Consequently, the World economies, but in particular the US, have a significant influence on the TCI economy. Economic growth in TCI stalled between mid-2008 and 2010 with visitor arrivals and resort occupancy levels down on prior years, a trend typical of the Caribbean at the present time.

As the Company navigates its way through the difficult market conditions, BCB will continue to remain responsive to customers' needs and will participate over time in new opportunities as they become available in TCI.

BCB offers both current accounts and term deposits in US dollars, Canadian dollars, UK pounds and Euros. BCB's bank accounts are well suited for international customers who require immediate access to their funds by wire transfer.

BCB is a leading provider of customized lending products with flexible loan terms and highly competitive interest rates. BCB provides facilities for tourism related development financing, residential mortgages and service businesses throughout TCI. BCB ensures customers receive the most comprehensive financial products that best match their requirements. BCB has found its own niche in the market place by providing loan specialists who deal one-on-one with clients and provide a speedy response to customer loan requests. BCB's VISA Gold Card and MasterCard credit cards are available to customers providing the same services as those provided by Belize Bank. VISA debit cards are also now available. BCB offers a number of other services similar to those provided by Belize Bank including merchant acquiring services and comprehensive online banking.

TCI is situated in the British West Indies, 80 minutes or 575 miles south east of Miami at the southern end of the Bahamas chain with easy access to large parts of the USA. Covering an ocean area of approximately 166 square miles, TCI has eight islands and a significant number of cays and coral reefs making it a World-class location for all water sports. Its proximity to the USA has facilitated a rapid expansion in tourist visitors over the last ten years. Large scale cruise ships are able to dock on Grand Turks Island.

TCI is English speaking and combines the stability of a British Overseas Territory with the acceptance of the US dollar as the local currency with a well-defined regulatory framework. TCI has a fiscal structure with no tax on income (either personal, corporate or capital gains), and no exchange control. TCI has a modern, full service international airport with daily flights from a number of key cities in the USA and Canada. A runway expansion project was recently commenced and this will in due course facilitate non-stop flights from Europe.

Associated companies

Investment in associates is comprised of investments in Grupo Agroindustrial CB, S.A., Tower Strategic, Ltd., Mesocafta International, S.A. and BVI International Holdings, Inc. (the "Associates"). The Associates own edible oil processing and distribution operations and palm seed plantations in Central America and operate as producers and distributors of edible oils, margarine, industrial oils and animal feed. The Associates have been in operation for over 50 years and have experienced, long established management teams.

In fiscal 2010, earnings from the Associates amounted to $18.6 million, down from $23.2 million in fiscal 2009. The profits of the Associates are principally driven by World market prices for crude palm oil which were relatively stable after coming down from the peaks experienced in fiscal 2009.

In recent years, the investment strategy of the Associates focused on increased production facilities in low cost areas and they are now benefitting from that investment.

In late 2008 and early 2009 there were clear signs that the global financial meltdown was having a significant effect on the market price of crude palm oil with a consequential negative effect on the results of the Associates. World palm oil prices fell in late 2008 to close the year with an average price of $503 per metric ton from peaks in excess of $1,000. A gradual recovery since then has seen average prices rise back to levels between $750 and $800 per metric ton for fiscal 2010.

Over recent years the Associates have experienced solid growth in sales and profitability, principally as a result of generally favourable pricing conditions in the edible oil market and the investment that expanded their production capacity. The Associates have invested in new plantation development in accessible, cost efficient locations in Mexico and Nicaragua, the latter having a cost structure similar to Indonesia which is the World's lowest cost producer. The Associates own large extensions of oil palm plantations spread across south east Costa Rica, Mexico and Nicaragua where the expansion has strengthened their presence in Central America.

The Associates' strengths include a significant market share in certain key products, an extensive distribution network, a low cost and high yield production base, high cost barriers to entry and a World-class seed and cloning development technology. The combination of their high oil yield plantations and cost efficient extraction plants makes the crude palm oil they produce very competitive Worldwide compared with other vegetable oils. The Associates' agricultural locations enjoy near optimal climate conditions and production yields are comparable to Malaysia which is one of the most efficient producers in the World.

The Associates' operations include palm oil seeds and clones production, plantations, extraction, refining, and selling and distribution of consumer branded products, including vegetable oils, margarine and other products such as coffee. Commodity type products such as crude palm oil are traded primarily in Mexico through international based pricing and finished consumer products are traded primarily in Costa Rica and Nicaragua. The Associates also have a highly active seed research and production program. The seed produced is of World-class quality in yield and disease resistance. The Associates sell oil palm seed internationally, including to Indonesia which is the largest World producer of palm oil.

Report of independent auditors

To the Board of Directors and Shareholders of BCB Holdings Limited

We have audited the accompanying consolidated balance sheets of BCB Holdings Limited and its subsidiaries as of March 31, 2010 and 2009, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits of these consolidated financial statements in accordance with generally accepted auditing standards in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of BCB Holdings Limited and its subsidiaries as of March 31, 2010 and 2009, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Horwath Belize LLP

Horwath Belize, LLP
Belize City, Belize
Central America
July 30, 2010

Consolidated statements of income

Year ended March 31	Notes	2010 $m	2009 $m
Financial Services			
Interest income		**92.7**	94.7
Interest expense	4	**(45.2)**	(43.2)
Net interest income		**47.5**	51.5
Provision for loan losses	9	**(44.5)**	(7.0)
Non-interest income	5	**29.5**	20.6
Non-interest expense	6	**(19.8)**	(19.5)
Operating income – Financial Services		**12.7**	45.6
Corporate expenses		**(5.4)**	(6.3)
Total operating income		**7.3**	39.3
Associates	12	**18.6**	23.1
Net income		**25.9**	62.4
Earnings per ordinary share (basic and diluted)	7	**$0.27**	$1.06

Consolidated statements of changes in shareholders' equity

	Share capital $m	Additional paid in capital $m	Treasury shares $m	Retained earnings $m	Total $m
At March 31, 2008	0.6	–	(21.5)	309.3	288.4
Purchase of treasury shares	–	–	(0.8)	–	(0.8)
Net income	–	–	–	62.4	62.4
At March 31, 2009	0.6	–	(22.3)	371.7	350.0
Sale of treasury shares	–	–	0.7	(0.4)	0.3
Additional paid in capital	–	52.4	–	–	52.4
Net income	–	–	–	25.9	25.9
At March 31, 2010	**0.6**	**52.4**	**(21.6)**	**397.2**	**428.6**

At March 31, 2010, retained earnings included non-distributable statutory reserves in The Belize Bank Limited and its fellow subsidiaries of $15.2 million (2009 – $15.2 million).

See accompanying notes which are an integral part of these consolidated financial statements

Consolidated balance sheets

At March 31	Notes	2010 $m	2009 $m
Assets			
Financial Services			
Cash, cash equivalents and due from banks	8	58.4	47.5
Interest-bearing deposits with correspondent banks		84.0	84.5
Loans – net	9	826.3	876.5
Property, plant and equipment – net	10	16.2	16.8
Other assets	11	92.1	47.2
Total Financial Services assets		1,077.0	1,072.5
Corporate			
Cash and cash equivalents		0.3	0.2
Other current assets		0.4	0.5
Property, plant and equipment – net		0.1	0.1
Associates	12	108.6	97.0
Total assets		1,186.4	1,170.3
Liabilities and shareholders' equity			
Financial Services			
Deposits	13	611.9	646.9
Interest payable		8.8	8.9
Other liabilities		10.5	11.6
Long-term debt	14	121.4	146.7
Total Financial Services liabilities		752.6	814.1
Corporate			
Current liabilities		4.0	5.0
Long-term liabilities		1.2	1.2
Total liabilities		757.8	820.3
Shareholders' equity:			
Share capital (ordinary shares of no par value – 2010 – 103,642,984 and 2009 – 62,554,050)	16	0.6	0.6
Additional paid-in capital	16	52.4	–
Treasury shares	16	(21.6)	(22.3)
Retained earnings		397.2	371.7
Total shareholders' equity		428.6	350.0
Total liabilities and shareholders' equity		1,186.4	1,170.3

See accompanying notes which are an integral part of these consolidated financial statements

Consolidated statements of cash flows

Year ended March 31	2010 $m	2009 $m
Cash flows from operating activities		
Net income	25.9	62.4
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1.4	1.5
Provision for loan losses	44.5	7.0
Undistributed earnings of associates	(11.6)	(17.8)
Changes in assets and liabilities:		
(Decrease) increase in interest payable	(0.1)	1.0
Increase in other assets	(45.1)	(13.2)
(Decrease) increase in other liabilities	(2.1)	1.7
Net cash provided by operating activities	12.9	42.6
Cash flows from investing activities		
Purchase of property, plant and equipment	(0.8)	(1.3)
Decrease in interest-bearing deposits with correspondent banks	0.5	42.6
Decrease in Government securities	0.3	4.7
Decrease (increase) in loans to customers	5.7	(122.4)
Net cash provided by (utilized by) investing activities	5.7	(76.4)
Cash flows from financing activities		
(Decrease) increase in long-term debt	(25.3)	32.4
Additional paid in capital	52.4	–
(Decrease) increase in deposits	(35.0)	5.8
Sale (purchase) of treasury shares	0.3	(0.8)
Net cash (utilized by) provided by financing activities	(7.6)	37.4
Net change in cash, cash equivalents and due from banks	11.0	3.6
Cash, cash equivalents and due from banks at beginning of year	47.7	44.1
Cash, cash equivalents and due from banks at end of year	58.7	47.7
Cash – financial services	58.4	47.5
Cash – corporate	0.3	0.2
	58.7	47.7

See accompanying notes which are an integral part of these consolidated financial statements

Notes to the consolidated financial statements

Note 1 – Description of business

Introduction

BCB Holdings Limited (formerly BB Holdings Limited) ("BCBH" or "the Company") is a company incorporated in Belize. BCBH is a holding company with no independent business operations or assets other than its investment in its subsidiaries, associates, intercompany balances and holdings of cash and cash equivalents. BCBH's businesses are conducted through its subsidiaries. In February 2009, Belize Bank (Turks and Caicos) Limited changed its name to British Caribbean Bank Limited. In May 2009 the Company changed its name from BB Holdings Limited to BCB Holdings Limited with immediate effect. In June 2009 Belize Bank International Limited changed its name to British Caribbean Bank International Limited.

In May 2009, the Company completed the acquisition of the entire issued share capital of Cockleshell Limited ("Cockleshell"), a company listed on the Alternative Investment Market of the London Stock Exchange ("AIM") and whose sole asset was approximately $52.4 million in cash. By way of consideration for the merger, Cockleshell shareholders were allotted and issued new BCBH Shares on the basis of 0.916 BCBH Shares for every Cockleshell share registered in their name on the record date. In connection with the acquisition the Company issued 41,088,934 ordinary shares to the shareholders of Cockleshell.

Financial services

The principal activity of BCBH and its subsidiaries ("the Group") is the provision of financial services in Belize and the Turks and Caicos Islands. Financial services are provided principally through The Belize Bank Limited and British Caribbean Bank International Limited (both incorporated and operating in Belize) and British Caribbean Bank Limited (a company incorporated in the Turks and Caicos Islands).

Associates

The Group's equity investment comprises approximately 24.8 percent of Grupo Agroindustrial CB, S.A., Tower Strategic, Ltd., Mesocafta International, S.A. and BVI International Holdings, Inc. (the "Associates"), which have interests in agro-processing and distribution operations principally in Costa Rica.

Note 2 – Summary of significant accounting policies

Basis of consolidated financial statements

The consolidated financial statements have been prepared in United States dollars in accordance with generally accepted accounting principles in the United States ("GAAP") and as described below. The preparation of consolidated financial statements in accordance with GAAP requires management to make extensive use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. These management estimates include, among others, an allowance for doubtful receivables, asset impairments, and useful lives for depreciation and amortization, loss contingencies, and allowance for loan losses. Actual results could differ materially from those estimates.

Principles of consolidation

The consolidated financial statements incorporate the financial statements of the Group. BCBH consolidates companies in which it owns or controls more than fifty percent of the voting shares. The results of subsidiary companies acquired or disposed of during the year are included in the consolidated financial statements from the effective date of acquisition or up to the date of disposal. All significant intercompany balances and transactions have been eliminated in consolidation.

Loans and interest income recognition

Loans are stated at the principal amount outstanding, net of unearned income and allowance for loan losses. Interest income is recorded on an accrual basis. When either the collectability of principal or interest is considered doubtful, or payment of principal or interest is ninety days or more past due, loans are placed on non-accrual status and previously accrued but unpaid interest is charged against current year interest income, unless the amounts are in the process of collection. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for loan losses

The Group's consideration as to the adequacy of the allowance to provide for probable loan losses is based on a continuing review of the loan portfolio and includes, but is not limited to, consideration of the actual loan loss experience, the present and prospective condition of each borrower and its related industry, general economic conditions prevailing from time to time, and the estimated fair value of the related collateral. Loans are charged off against allowance for loan losses when the amounts are deemed to be uncollectible.

The Group measures its estimates of impaired loans in accordance with Statement of Financial Accounting Standards No. 114 – Accounting by Creditors for Impairment of a Loan, as amended by Statement of Financial Accounting Standards No. 118 – Accounting by Creditors for Impairment of a Loan – Income Recognition and Disclosures. Under the Group's accounting policy for loan loss provisioning, the Group evaluates the probability of an impairment loss when a loan is classified as non-accrual. An impairment loss is recognized and fully provided for if the recorded amount of the non-accrual loan exceeds the estimated fair value of the underlying collateral less costs to sell. The majority of the Group's loan portfolio is fully collateralized. Interest income on impaired loans is recognized only when payments are received and the Company considers that the loan will remain performing.

Currency translation

The reporting and functional currency of the Group is United States dollars. The results of subsidiaries and associates, which account in a functional currency other than United States dollars, are translated into United States dollars at the average rate of exchange for the year. The assets and liabilities of subsidiaries and associates which account in a functional currency other than United States dollars are translated into United States dollars at the rate of exchange ruling at the balance sheet date.

Gains and losses arising from currency transactions are included in the consolidated statements of income.

Notes to the consolidated financial statements

Associates
For investments in which the Group owns or controls more than twenty percent of the voting shares, and over which it exerts significant influence over operating and financial policies, the equity method of accounting is used in the consolidated financial statements. The investment in associates is shown in the consolidated balance sheets as the Group's proportion of the underlying net assets of these companies plus any goodwill attributable to the acquisitions less any write-off required for a permanent diminution in value. The consolidated statements of income include the Group's share of net income of associates.

Cash and cash equivalents
Cash and cash equivalents include cash on hand, demand deposits and highly liquid instruments, with an original maturity of three months or less. As a result of the short-term maturity of these financial instruments, their carrying value is approximately equal to their fair market value.

Property, plant and equipment
Property, plant and equipment are carried at cost less accumulated depreciation. Depreciation is provided to write off the cost of the assets over their estimated useful lives, using the straight-line method, over the following periods:

Buildings	life of building, not exceeding 50 years
Leasehold improvements	term of lease
Motor vehicles	4 years
Fixtures, fittings and office equipment	3 to 10 years

The carrying value of property, plant and equipment is evaluated periodically in relation to the operating performance and future cash flows of the underlying businesses. Where, in the opinion of the Group, an impairment in the value of property plant and equipment has occurred, the amount of the impairment is recorded in the consolidated statements of income.

Repairs and maintenance costs are expensed as incurred. Gains and losses arising on the disposal of property, plant and equipment are included in the consolidated statements of income.

Stock-based compensation
Stock-based employee compensation is accounted for under the fair value based method of accounting (note 16).

Financial risk management
Financial instruments which potentially subject the Group to concentrations of credit risk principally consist of cash, cash equivalents and due from banks and extensions of credit to customers. The Group places its cash, cash equivalents and due from banks only with financial institutions with a high internationally accepted credit rating.

The Group's portfolio credit risk is evaluated on a regular basis to ensure that concentrations of credit exposure do not result in unacceptable levels of risk. Credit limits, ongoing credit evaluations, and account-monitoring procedures are utilized to minimize the risk of loss.

New accounting standards
In fiscal 2010 consideration was given to the implications, if any, of the following new and revised standards:

In September 2006, the FASB issued guidance that defines fair value, fair value measurement and disclosures about fair value measurements. This guidance provides a hierarchy of assumptions used to measure fair value and clarifies about risk and the effect of a restriction on the sale or use of an asset. The guidance was effective for fiscal years beginning after November 15, 2007. The impact of the adoption was not material.

In December 2007, the FASB issued guidance that changes the accounting and reporting for noncontrolling interests carried as a component of equity within the consolidated balance sheets. The guidance was effective as of the beginning of the first fiscal year beginning on or after December 15, 2008. The impact of the adoption was not material.

In March 2008, the FASB issued guidance amending the disclosure requirements for derivative instruments and hedging activities; requiring disclosers about objectives and strategies for using derivative and hedging instruments, and of fair value amounts of the instruments, gains and losses on the instruments, and credit-risk features in derivative agreements. The guidance was effective for financial statements issued for fiscal years after November 15, 2008, with early application encouraged. The impact of the adoption was not material.

In May 2009, the FASB issued guidance which requires subsequent events to be evaluated through the date the financial statements are either issued or available to be issued. The guidance requires disclosure of the date through which subsequent events have been evaluated and whether that date is the date the financial statements were issued or the date the financial statements were available to be issued. The effects of subsequent events that provide additional evidence about conditions at the balance-sheet date need to be included in the financial statements. This guidance was effective for financial periods ending after June 15, 2009 with prospective application.

In June 2009, the FASB replaced The Hierarchy of Generally Accepted Accounting Principles, with the FASB Accounting Standards Codification TM (The Codification) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. The Codification was effective for financial statements issued for periods ending after September 15, 2009.

In April 2009, the FASB amended the other-than-temporary impairment guidance in U.S. GAAP for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in the financial statements. This FSP does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. This guidance was effective for reporting periods ending after June 15, 2009, with early adoption permitted. The impact of the adoption was not material.

Notes to the consolidated financial statements

In August 2009, the FASB amended existing guidance for the fair value measurement of liabilities. If a quoted price in an active market for the identical liability is not available, fair value is measured using a valuation technique that uses the quoted price of the identical liability when traded as an asset, or a technique that is consistent with existing fair value guidance. The guidance was effective for the first reporting period beginning after issuance. This adoption did not have a material effect on the Company's financial statements.

In April 2009, the FASB issued guidance that emphasizes that the objective of measuring fair value does not change when market activity has decreased significantly. Fair value is the price determined for an asset or liability in an orderly transaction (not a forced liquidation or distressed sale) at the measurement date under current market conditions. Little if any weight should be assigned to transactions or quoted prices that are not considered orderly. The guidance is effective for reporting periods ending after June 15, 2009. The effect of adoption was not material.

Subsequent events

The Group evaluates subsequent events for recognition and disclosure through to the date of the signing of the financial statements which is the date the financial statements are available to be issued.

Note 3 – Segmental analysis

The Group is currently engaged in the provision of financial services principally in Belize and the Turks and Caicos Islands.

Year ended March 31	2010 $m	2009 $m
Depreciation		
Financial Services	1.4	1.4
Corporate	–	0.1
	1.4	1.5

Year ended March 31	2010 $m	2009 $m
Capital expenditures		
Financial Services	0.8	1.3
	0.8	1.3

At March 31	2010 $m	2009 $m
Total assets		
Financial Services	1,077.0	1,072.5
Associates	108.6	97.0
Corporate	0.8	0.8
	1,186.4	1,170.3

Note 4 – Interest expense

Year ended March 31	2010 $m	2009 $m
Interest on customer deposits	30.7	30.4
Interest on short-term debt	–	0.3
Interest on long-term debt	3.2	2.1
Interest on Series 1 Loan Notes	5.4	5.1
Interest on Series 2 Loan Notes	5.9	5.3
	45.2	43.2

Note 5 – Non-interest income

Year ended March 31	2010 $m	2009 $m
Foreign exchange income and commissions	5.7	6.4
Customer service and letter of credit fees	2.4	2.3
Credit card fees	3.2	3.2
Other financial and related services	2.6	2.7
Other income (Note 11 (iv))	15.6	6.0
	29.5	20.6

Note 6 – Non-interest expense

Year ended March 31	2010 $m	2009 $m
Salaries and benefits	7.8	8.7
Premises and equipment	3.1	3.0
Other expenses	8.9	7.8
	19.8	19.5

Note 7 – Earnings per ordinary share

Basic and diluted earnings per ordinary share have been calculated on the net income attributable to ordinary shareholders and the weighted average number of ordinary shares in issue (net of treasury shares) in each year.

Year ended March 31	2010 $m	2009 $m
Net income	25.9	62.4
Weighted average number of shares (basic and diluted)	95,889,339	59,038,192

During the year ended March 31, 2010 and 2009 the weighted average effect of share options and warrants has been excluded from the calculation of diluted earnings per ordinary share, since they were anti-dilutive under the treasury method of earnings per share calculation (note 16).

Notes to the consolidated financial statements

Note 8 – Cash, cash equivalents and due from banks

At March 31	2010 $m	2009 $m
Cash in hand	6.6	6.1
Balances with Central Bank of Belize	47.8	38.1
Amounts in the course of collection	4.0	3.3
	58.4	47.5

The Belize Bank Limited (the "Bank") is required to maintain an average minimum non-interest bearing deposit balance with the Central Bank of Belize equal to 10 percent of the average deposit liabilities of the Bank. At March 31, 2010, the actual amount was 12.0 percent. In addition, the Bank must maintain an average aggregate of approved liquid assets (which include the average minimum non-interest bearing deposit balance maintained with the Central Bank of Belize) equal to 23 percent of the average deposit liabilities of the Bank. At March 31, 2010, the actual amount was 26.1 percent.

Note 9 – Loans – net

At March 31	2010 $m	2009 $m
Loans (net of unearned income):		
Residential mortgage	56.7	54.6
Credit card	8.3	7.9
Other consumer	35.9	17.5
Commercial – real estate	341.9	436.9
Commercial – other	448.2	380.4
	891.0	897.3
Allowance for loan losses:		
Residential mortgage	(2.1)	(1.4)
Credit card	(0.2)	(0.2)
Other consumer	(2.3)	(2.2)
Commercial – real estate	(44.0)	(4.5)
Commercial – other	(16.1)	(12.5)
	(64.7)	(20.8)
Loans (net of unearned income and allowance for loan losses):		
Residential mortgage	54.6	53.2
Credit card	8.1	7.7
Other consumer	33.6	15.3
Commercial – real estate	297.9	432.4
Commercial – other	432.1	367.9
Loans (net of unearned income and allowance for loan losses)	826.3	876.5

Unearned income at March 31, 2010 amounted to $6.4 million (2009 – $4.8 million).

The maturity ranges of loans outstanding at March 31, 2010 are shown in the table below. All loans, other than consumer loans, are legally repayable on demand; however, they are disclosed below as if they run to their full maturity.

	Due in one year or less $m	Due after one year through five years $m	Due after five years $m	Total $m
Residential mortgage	10.4	12.7	33.6	56.7
Credit card	8.3	–	–	8.3
Other consumer	9.3	18.2	8.4	35.9
Commercial – real estate	83.4	49.4	209.1	341.9
Commercial – other	148.6	207.7	91.9	448.2
	260.0	288.0	343.0	891.0

Non-accrual loans at March 31, 2010 amounted to $224.0 million (2009 – $130.9 million). The interest income which would have been recorded during the year ended March 31, 2010 had all non-accrual loans been current in accordance with their terms was approximately $25.4 million (2009 – $10.0 million).

At March 31, 2010, the amount of impaired loans outstanding in which the Group considers that there was a probability of a loss totaled $196.0 million (2009 – $47.9 million), with related allowances, after taking into consideration related collateral, of $57.0 million (2009 – $11.7 million). There were no impaired loans without allowances. The average amount of loans outstanding, in which the Group considers there was a probability of a loss during the year ended March 31, 2010, was $93.3 million (2009 – $29.4 million). Interest is not recognized on any loan classified as non-accrual.

As a result of the nature of these financial instruments, the estimated fair market value of the loan portfolio is considered by the Group to approximate its carrying value. Loan loss provisioning is based on management's estimate of the recoverability of non-performing loans after allowing for the estimated net realizable value of collateral held. In addition, a general allowance of 1 percent of all performing loans is required by the Banking and Financial Institutions Act to be maintained by commercial banks operating in Belize. This extends to the Bank's fellow subsidiary, British Caribbean Bank Limited, in TCI. This allowance does not represent future losses or serve as a substitute for specific allowances.

At March 31, 2010, the Group had total loans outstanding to certain officers and employees of $8.9 million (2009 – $8.4 million) at preferential rates of interest varying between 4.0 percent and 10.9 percent per annum, repayable over varying periods not exceeding 25 years. At March 31, 2010, these loans included $0.4 million (2009 – $0.4 million) classified within commercial – other loans.

At March 31, 2010, the Group held 564,228 ordinary shares of BCBH as collateral for certain loans provided.

Changes in the allowance for loan losses were as follows:

Year ended March 31	2010 $m	2009 $m
At beginning of year	20.8	17.1
Provision charged to income	44.5	7.0
Charge-offs	(0.6)	(3.3)
Net movement in year	43.9	3.7
At end of year	64.7	20.8

Recoveries from loan losses have been immaterial to date. At March 31, 2010, the allowance for loan losses included a general loan loss allowance of $7.7 million (2009 – $9.1 million).

Note 10 – Property, plant and equipment – net

At March 31	2010 $m	2009 $m
Cost:		
Land and buildings	15.1	15.1
Fixtures, fittings and office equipment	10.2	10.2
Total cost	25.3	25.3
Less: total accumulated depreciation	(9.1)	(8.5)
	16.2	16.8

Total capital expenditures for the years ended March 31, 2010 and 2009 were $0.8 million and $1.3 million, respectively. Total depreciation expense for the years ended March 31, 2010 and 2009 was $1.4 million and $1.5 million, respectively.

Note 11 – Other assets

At March 31	2010 $m	2009 $m
Short-term investments (i)	9.2	10.3
Investment in associate (ii)	6.0	7.4
Amounts recoverable from Government of Belize (iii & iv)	32.2	18.3
Accrued interest receivable	4.6	4.3
Other assets (v)	40.1	6.9
	92.1	47.2

(i) At 31 March 2010, BCBH held investments of $2.5 million in annuities issued by CLICO Trinidad which matured in December 2011. CLICO's investment portfolios became materially impaired as a result of the global financial crisis which began in 2008 and continued into 2009 resulting in some of its branches being placed under court supervision. Based on assurances given in public announcements on the financial position of CLICO by the Government of Trinidad and Tobago in which it was stated CLICO's obligations would be met in full, the Company expects to recover the investment and no provision against recovery has been made.

Included in other assets are the following securities:

At March 31	2010 $m	2009 $m
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	2.0	5.2
Corporate debt obligations	5.4	2.9
Other debt obligations	1.8	0.6
Visa Inc. – 36,896 Class C Common Stock	–	1.6
	9.2	10.3

A summary of securities as of March 31, 2010, by contractual maturity, is presented below. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

At March 31	2010 $m	2009 $m
Due in one year or less	6.1	9.8
Due in one to five years	3.1	0.5
	9.2	10.3

Management has the positive intent and ability to hold these securities to maturity, so they are carried at amortized cost which approximates market value.

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation.

(ii) The Group owns a non-controlling, 50.0 percent interest in the equity of Belize International Services Limited ("BISL"). BISL is a holding company incorporated in the British Virgin Islands which provides financial and other services. The share of net income amounted to $1.8 million for the year ended March 31, 2010 (2009 – $1.7 million) and is included in Non-interest income – other income (note 5).

(iii) BBL has a claim against the Government of Belize ("GOB") for approximately $10 million arising out of a settlement of the GOB's guarantee of loans entered into between BBL and Universal Health Services Limited. These claims are being pursued in arbitration in London under the LCIA Rules, which is currently stayed pending the outcome of an appeal being brought by BBL in the Privy Council in relation to a challenge to the validity of the settlement by a third party, the Association of Concerned Belizeans. The Bank is vigorously pursuing its claims against the Government through the Appeals Board in Belize and through arbitration in London and, having received the advice of external advisers, expects to recover its claims in full.

(iv) In August 2009 BCBH and BBL successfully obtained an arbitral award against the GOB of approximately US$22.2 million in respect of damages and costs for breaches of warranties given by GOB. The award, amongst other things, took account of a prior year receivable from the GOB concerning the overpayment of business tax by BBL. The overall impact in the current fiscal year income statement is a credit of $12.4 million included in Non-interest income – other income (note 5).

This arbitration, which took place under the LCIA Rules, had been commenced by BCBH and BBL in which they sought damages for the breach of undertakings by the GOB in a Settlement Deed, as amended, to afford certain tax treatment to BBL. BCBH and BBL have sought the enforcement of the LCIA Arbitral Award in the Belize Supreme Court and a decision on this application is pending. The Company expects to recover this award in full.

(v) Pursuant to legislation passed in August and December 2009, the GOB purported to compulsorily acquire the British Caribbean Bank Limited (BCB)'s rights under the following loan agreements:

(a) a Term Loan Facility dated 6 July 2007 granted by BCB to Telemedia;
(b) a Mortgage Debenture between BCB and Telemedia dated 31 December 2007;
(c) a Syndicated Loan Agreement dated 19 September 2005 executed between BCB, BBL, Caedman Limited and Sunshine Holdings Limited (Sunshine);
(d) a Security Agreement dated 19 September 2005 executed between BCB and Sunshine; and
(e) a Facility Agreement dated 19 May 2006 executed between the Claimant, Sunshine and the Trustees of the Belize Telecommunications Ltd. Employees Trust.

BCB has challenged the legislation as being unconstitutional and seeks declaratory relief that it is void as a consequence. BCB has also commenced arbitration proceedings against the GOB for breach of its rights under the 1982 agreement between the Government of the United Kingdom of Great Britain and Northern Ireland and the GOB for the promotion and protection of investments. Without prejudice to both these claims, BCB has also sought compensation for the loss of its assets in accordance with the legislation.

The aggregate amount included in other assets at March 31, 2010 that are subject to the above actions amounts to $24.7 million (2009 – nil).

Note 12 – Associates

At March 31	2010 $m	2009 $m
Investments in Associates	108.6	97.0

Year ended March 31	2010 $m	2009 $m
Share of Associates' earnings:	18.6	23.1
Total dividends receivable during the year	7.0	5.3

Associates comprise companies in respect of which fair market values are not readily available, but they are considered by the Group to exceed the carrying amounts.

At March 31, 2010, the accumulated undistributed earnings of Associates included in the consolidated retained earnings of the Group amounted to $90.3 million (2009 – $78.7 million).

Summarized combined unaudited financial information for Associates was as follows:

Year ended March 31	2010 $m	2009 $m
Net sales	545.5	518.5
Gross profit	136.0	156.8
Income from continuing operations	83.5	108.6
Net income	74.6	95.6

At March 31	2010 $m	2009 $m
Cash and liquid securities	113.6	111.8
Current assets	203.1	150.7
Non-current assets	253.8	223.3
Current liabilities	109.4	68.8
Non-current liabilities	14.9	31.5

Note 13 – Deposits

At March 31	2010 $m	2009 $m
Certificates of deposit	379.0	433.1
Demand deposits	174.2	155.7
Savings deposits	58.7	58.1
	611.9	646.9

The maturity distribution of certificates of deposit of $0.1 million or more was as follows:

At March 31	2010 $m	2009 $m
3 months or less	104.3	220.4
Over 3 and to 6 months	61.1	40.0
Over 6 and to 12 months	167.2	107.0
Over 12 months	2.0	–
Deposits less than $0.1 million	44.4	65.7
	379.0	433.1

Included in certificates of deposit at March 31, 2010 were $117.2 million (2009 – $196.4 million) of certificates of deposit denominated in US dollars and $14.7 million (2009 – $39.6 million) denominated in UK pounds sterling. Included in demand deposits at March 31, 2010 were $127.3 million (2009 – $107.3 million) of demand deposits denominated in US dollars and $3.7 million (2009 – $5.5 million) denominated in UK pounds sterling.

As a result of the short-term maturity of these financial instruments, their carrying value is considered by the Group to approximately equal their fair market value.

Note 14 – Long-term debt

At March 31	2010 $m	2009 $m
Series 1 Loan Notes (i)	0.3	54.6
Series 2 Loan Notes (ii)	3.5	57.1
Series 3 Loan Notes (ii)	57.0	–
Series 4 Loan Notes (ii)	60.0	–
Other Long-Term Notes (iii)	0.6	35.0
	121.4	146.7

(i) In April 2007 BCBH carried out a placement of US$50,000,000 10 percent fixed rate, unsecured, loan notes with a maturity date of April 23, 2013 (the "Series 1 Loan Notes"), together with 7,692,308 warrants to subscribe for new ordinary shares of the Company at an exercise price of US$6.50 per new ordinary share, until April 23, 2013 (the "Series 1 Warrants").

(ii) In November 2007 BCBH carried out a further placement of US$50,000,000 10 percent fixed rate, unsecured, loan notes with a maturity date of November 2, 2014 (the "Series 2 Loan Notes"), together with 11,094,442 warrants to subscribe for new ordinary shares of the Company at an exercise price of US$6.50 per new ordinary share, until November 2, 2014 (the "Series 2 Warrants").

The Series 1 and Series 2 Loan Notes and Warrants were offered to placees, each of whom was an existing investor in BCBH. Both placings were fully subscribed and raised in aggregate US$100,000,000, gross of fees and expenses. The entire proceeds of the placings were used by the Company to further capitalize British Caribbean Bank Limited in order to increase the capital base and strength of that bank.

Prior to both placings, Lord Ashcroft, who at the time owned or controlled approximately 71.8 percent of the Company's issued ordinary shares, agreed to subscribe for, or procure others to subscribe for, any loan notes and warrants not taken up by placees.

Agrigento Holdings Limited ("Agrigento"), a company beneficially owned by Lord Ashcroft participated in the placing of the Series 1 Loan Notes and the Series 2 Loan Notes. As a consequence, Agrigento became the beneficial owner of $46,724,000 Series 1 Loan Notes and 7,188,308 related warrants and the beneficial owner of $47,200,000 Series 2 Loan Notes and 10,473,155 related warrants.

Interest on the Series 1 Loan Notes accrues daily at the rate of 10 percent per annum and is payable semi-annually on April 1 and October 1 in each year.

Interest on the Series 2 Loan Notes accrues daily at the rate of 10 percent per annum and is compounded semi-annually on May 1 and November 1 in each year and added to the principal amount.

On March 31, 2008, the Board of Directors of the Company approved the purchase of Agrigento's 10 percent fixed rate unsecured Series 1 Loan Notes, which was for a nominal amount of $46,724,000. Following the purchase of these Series 1 Loan Notes by the Company on April 1, 2008, Agrigento agreed to immediately re-lend the proceeds to the Company in consideration of the issue by the Company to Agrigento of a new loan note on the same terms and conditions with the exception of the interest payable (the "New Series 1 Loan Note"). With effect from April 1, 2008, interest on the New Series 1 Loan Note held by Agrigento accrued daily at the rate of 10 percent per annum and was compounded semi annually on April 1 and October 1 in each year and added to the principal amount.

At March 31, 2010, Agrigento Holdings Limited owned New Series 1 Loan Note as described above with a nominal value of $46,724,000 and value including unpaid interest of $56,793,312 and Series 2 Loan Notes with a nominal value of $47,200,000 and value including unpaid interest of $59,417,844.

On March 31, 2010, pursuant to the conditions of these notes, the Company agreed to purchase New Series 1 Loan Note and the Series 2 Loan Notes owned by Agrigento and to reissue new notes (the "Series 3 Note" and the "Series 4 Note") immediately on substantially the same terms except for the repayment dates, which are now later in both cases, and the granting to the Company of the ability to repay the Series 3 Note and the Series 4 Note at any time after April 1, 2011.

The Series 3 Note is due for repayment on June 30, 2015 and the Series 4 Note is due for repayment on April 2, 2016 (together the "New Notes"). The New Notes provide the Company with an additional 30 months to repay the replaced New Series 1 Loan Note and an additional 17 months to repay the replaced Series 2 Loan Notes.

Interest on the New Notes is payable at maturity. The New Notes have a nominal value of $57,000,000 in respect of the Series 3 Note and $60,000,000 in respect of the Series 4 Note. These amounts exceed the aggregate proceeds of the replaced notes by $788,843 and consequently the Company received an additional sum in cash of $788,843 on the issuance of the New Notes.

The remaining Series 1 Loan Notes and Series 2 Loan Notes, the Series 3 Note and the Series 4 Note are included in Financial Services division long-term debt as the entire proceeds of the original $100.0 million were used to fund the operations of the Financial Services division.

(iii) At March 31, 2008 the Bank issued new unsecured loan notes in the amount of $35.0 million bearing interest at 10 percent per annum payable annually in arrears with a maturity date of 2013. During the year ended March 31, 2010 the majority of these notes were redeemed or repurchased.

Note 15 – Commitments and contingencies

(i) The Group's loans due from customers primarily result from its core business and reflect a broad customer base, although there are certain concentrations by economic activity. Credit limit, ongoing credit evaluations and account monitoring procedures are utilized to minimize the risk of loss. Substantially all of the Group's loan portfolio is fully collateralized. As a consequence, concentrations of credit risk are considered to be limited.

The Group has foreign exchange risk which arises from accepting foreign currency deposits, primarily with respect to UK pounds sterling. To manage its foreign exchange risk related to UK pounds sterling deposits, the Group closely monitors the performance of UK pounds sterling and relies on its treasury management to eliminate any UK pounds sterling exposure at short notice if necessary.

(ii) The Group is a party to financial instruments with off-balance-sheet risks in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit and financial guarantees. The Group grants short-term credit facilities to customers for periods of up to twelve months generally to meet customers' working capital requirements. These facilities are repayable on demand and are subject to review at any time. In practice, such reviews are carried out at periodic intervals agreed with the customer. Outstanding commitments to extend credit at March 31, 2010 amounted to $22.8 million (2009 – $25.0 million).

Since many of the commitments are expected to expire without being drawn upon in full, and because of the fluctuating aspect of the facilities, the total commitment amounts do not necessarily represent future cash requirements. The Group evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral required by the Group for the extension of credit is based on the Bank's credit evaluation of the counterparty. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, and income-producing commercial properties and assets.

Standby letters of credit and financial guarantees written are conditional commitments issued by the Group to guarantee the performance of a customer to a third party. The terms of such guarantees do not normally exceed more than one year. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The terms and conditions reflected in letters of credit and guarantees provided by the Group, in so far as they may impact the fair market value of these instruments, are market sensitive and are not materially different from those that would have been negotiated at March 31, 2010. The Group holds similar collateral to that held for the short-term facilities described above and such commitments are generally fully collateralized. Outstanding standby letters of credit and financial guarantees written at March 31, 2010 amounted to $10.5 million (2009 – $24.8 million).

(iii) The net operating lease rental charge for the years ended March 31, 2010 and 2009 included in the consolidated statements of income was $0.2 million and $0.2 million, respectively.

(iv) At March 31, 2010, the Group is a defendant in a number of pending legal and other proceedings incidental to present and former operations, acquisitions and dispositions. The Group does not expect the outcome of these proceedings, either individually or in the aggregate, to have a material adverse effect on the consolidated financial position of the Group.

(v) As explained in note 11, BCBH and the Bank are engaged in arbitration proceedings in which they are vigorously pursuing certain claims against the Government. The information required by SFAS No. 5 Accounting for Contingencies is not disclosed because BCBH believes that to do so would materially prejudice the proceedings. BCBH and the Bank, having received the advice of external advisers, expect to fully recover amounts recorded as part of other assets in note 11. Therefore no provision against recovery has been made. Legal costs are expensed as incurred.

Note 16 – Share capital

At March 31	2010 $m	2009 $m
Authorized		
Ordinary shares:		
100,000,000 shares of no par value	–	–
Preference shares:		
14,000,000 shares of $1.00 each	14.0	14.0
Total authorized	14.0	14.0
Issued and outstanding		
Ordinary shares:		
103,642,984 shares of no par value (2009 – 62,554,050)	0.6	0.6

During the two years ended March 31, 2010, the movement in authorized and issued and outstanding shares was as follows:

	Number
At April 1, 2008	62,554,050
At March 31, 2009	62,554,050
Issued	41,088,934
At March 31, 2010	**103,642,984**

On April 6, 2009, the Company agreed the terms of the acquisition by BCBH of the entire issued share capital of Cockleshell Limited ("Cockleshell"), a company listed on the Alternative Investment Market of the London Stock Exchange ("AIM") and whose sole asset was approximately $52.4 million in cash. The acquisition of Cockleshell was implemented pursuant to the terms of a merger of BCBH and Cockleshell in accordance with Part VII of the International Business Companies Act of Belize. By way of consideration for the merger, Cockleshell shareholders were allotted and issued new BCBH Shares on the basis of 0.916 BCBH Shares for every Cockleshell share registered in their name on the record date. In connection with the acquisition of Cockleshell the company issued 41,088,934 ordinary shares to the shareholders of Cockleshell.

All BCBH Shares were issued credited as fully paid to Cockleshell shareholders and rank pari passu in all respects with the BCBH Shares in issue at the time that the new BCBH Shares were allotted and issued; including the right to receive and retain dividends and other distributions declared made or paid after the effective date of the merger. The new BCBH Shares were admitted to trading on AIM on May 8, 2009 and dealings in the new BCBH Shares commenced on that date.

Treasury shares

The movement in treasury shares, at cost, held since April 1, 2008 has been as follows:

	Number	$m
At April 1, 2008	3,483,588	21.5
Purchase	262,550	0.8
At March 31, 2009	3,746,138	22.3
Sold	(111,018)	(0.7)
At March 31, 2010	**3,635,120**	**21.6**

Share consolidation and purchase of Treasury Shares

In December 2008, the Company approved a consolidation and reorganization of its share capital whereby holders of less than 250 ordinary shares in the Company were made a cash payment equal to the current market value of their shares for their entire shareholding. The consolidation was implemented on February 6, 2009 at which time every 250 ordinary shares of no par value was consolidated into one consolidated ordinary share of no par value (each a "Consolidated Ordinary Share"). Following the consolidation, resulting fractions of the Consolidated Ordinary Shares were aggregated and purchased by the Company with the proceeds being remitted to the relevant shareholders. After the consolidation and the purchase of the fractions of shares arising, every Consolidated Ordinary Share was then subdivided into 250 new ordinary shares of no par value (each a "New Ordinary Share"). The shares purchased into Treasury as a result of the consolidation amounted to 262,500 ordinary shares at an average purchase price of $2.86 per share.

Share options

BCBH has granted employee share options which are issued under a number of fixed share option plans and schemes which reserve ordinary shares for issuance to the Company's executives, officers and key employees. The majority of options have been granted under the Long-Term Incentive Plans (the "Incentive Plans"). The Incentive Plans are administrated by a committee of the board of directors of BCBH. Options are generally granted to purchase BCBH ordinary shares at prices which equate to or are above the market price of the ordinary shares on the date the option is granted. Conditions of vesting are determined at the time of grant but options are generally vested and become exercisable for a period of between three and ten years from the date of grant and all have a maximum term of ten years.

	Number of share options	Weighted average exercise price
Outstanding at April 1, 2008	2,000,000	$6.50
Cancelled – fiscal 2009	(2,000,000)	$6.50
Issued – fiscal 2009	7,000,000	$6.50
Outstanding at March 31, 2009	7,000,000	$6.50
Outstanding at March 31, 2010	**7,000,000**	**$6.50**

At March 31, 2010, no outstanding options were exercisable.

In May 2006, BCBH granted options over 2,000,000 ordinary shares at an exercise price of $6.50 per share which vest in two tranches as to 500,000 on or after February 2010 and 1,500,000 shares on or after March 2011. These options were cancelled in August 2008.

In August 2008, BCBH granted options over a further 7,000,000 ordinary shares at an exercise price of $6.50 per share which vest and become exercisable in three equal installments on August 1, 2012, August 1, 2013 and August 1, 2014. These options lapse on August 1, 2015.

Statement of Financial Accounting Standards No. 123 – Accounting for Stock-Based Compensation ("SFAS 123"), as amended by SFAS 148, allows companies to measure compensation cost in connection with share option plans and schemes using a fair value based method. Using the fair value based method consistent with the provisions of SFAS 123, the Group has taken a charge of $1.2 million in the consolidated income statement during the year ended March 31, 2010 (2009 – $1.0 million).

The fair value of each option grant in 2006 was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

Expected stock price volatility	18 percent
Risk free interest rate	5.1 percent
Expected dividend yield	Nil percent
Expected life of option	4.5 years

The fair value of each option grant in 2008 was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

Expected stock price volatility	20 percent
Risk free interest rate	3.7 percent
Expected dividend yield	Nil percent
Expected life of option	5.0 years

Note 17 – Regulatory capital requirements

The regulatory capital guidelines measure capital in relation to the credit and market risks of both off- and on-balance sheet items by applying various risk weighting. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial position, results of operations, or liquidity. The following table set forth the capital requirements and the actual ratios of the Group.

	Minimum required	**Actual 2010**	Actual 2009
The Belize Bank Limited	9.0%	**23.0%**	19.9%
British Caribbean Bank International Limited	10.0%	**17.9%**	17.8%
British Caribbean Bank Limited	11.0%	**45.1%**	37.8%

Note 18 – Pensions and other plans

The Group operates various defined contribution pension plans in Belize which cover a number of salaried employees. In general, the plans provide benefits at normal retirement age based on a participant's individual accumulated fund including any additional voluntary contributions. The Group's pension contribution expense for the years ended March 31, 2010 and 2009 amounted to $72,515 and $69,705 respectively.

Note 19 – Related party transactions

Consultancy services

During the year the Group utilized the consultancy services of Bearwood Services Limited ("Bearwood"), a United Kingdom company in which Lord Ashcroft has an interest. The aggregate fees paid to Bearwood by the Company for the year ended March 31, 2010 amounted to $0.4 million (2009 – $0.3 million).

Note 20 – Fair value of financial instruments

The amounts reported in the balance sheets for cash and due from banks and interest-bearing deposits approximate fair value due to the short term maturity of these instruments. The Group places its cash and cash equivalent deposits only with financial institutions with a high internationally accepted credit rating.

The carrying amounts of securities are estimated to approximate fair value given the market-sensitive interest rates, maturity terms, and market price of these instruments.

The carrying amounts of loans receivable, net of valuation allowances, is estimated to approximate fair value based on their respective interest rates, risk-related rate spreads and collateral consideration. These facilities are generally payable on demand and are subject to review at the discretion of the Group.

The fair value of the Group's deposit liabilities approximates carrying values based on comparative rates offered by other banks for deposits of similar remaining maturities.

The carrying amount of long-term debt is a reasonable estimate of fair value based on the Group's incremental rates for equivalent types of financing arrangements.

Accrued expenses and other liabilities reflect current market conditions.

With regards to financial instruments with off-balance sheet risk, it is not practicable to estimate the fair value of future financing commitments. However, the terms and conditions reflected in acceptances and commitments for financing assistance are market-sensitive and are not materially different from those that would have been negotiated as of March 31, 2010.

In the opinion of the Group's management, all other financial instruments reflect current market conditions and their fair value is not expected to differ materially from carrying amounts.

Directors and Officers

Board of Directors – BCB Holdings Limited

Wendell Mottley
Non Executive Chairman (Trinidadian)

Wendell Mottley holds a degree in economics from Yale University and a Masters in Economics from Cambridge University. Mr. Mottley was in government service in Trinidad from 1981 to 1995 where his positions included Minister of Housing, Minister of Industry and Commerce and Minister of Finance. As Minister of Finance Mr. Mottley was responsible for the successful flotation of the Trinidad and Tobago dollar. In 1996, Mr. Mottley joined Credit Suisse New York and served there as an investment banker in various positions for 15 years, his last position being Managing Director. Mr. Mottley is a former board member and a current member of the World Wildlife Fund; a member of the Asa Wright Beard Foundation, the leading environmental group in the Caribbean, and a member of the Leadership Council of Yale University's School of Forestry and the Environment. Mr. Mottley also represented Trinidad at the 1964 Olympic Games where he was the winner of silver and bronze medals. Mr. Mottley has been a director of BCBH since July 2009.

Lyndon Guiseppi
Chief Executive Officer (Trinidadian)

Mr. Guiseppi was appointed as the Chief Executive Officer and as a director of BCBH in July 2008. Prior to joining BCBH, Mr. Guiseppi held the position of Managing Director of RBTT Merchant Bank. Mr. Guiseppi holds an M.Sc in Economics from the University of the West Indies. Mr. Guiseppi is the Chairman of The Belize Bank Limited and a director of British Caribbean Bank International Limited.

Lord Ashcroft, KCMG
Non Executive Director (Belizean)

Lord Ashcroft has been a Non Executive Director since March 2010. Lord Ashcroft was the Executive Chairman of BCBH from 1987 to 2010. Formerly, Lord Ashcroft was the Chairman and Chief Executive Officer of ADT Limited (1977 to 1997). He is also the Chairman of Trustees for a number of charities – Michael A. Ashcroft Foundation, Crimestoppers and Prospect Education (Technology) Trust. He was Belize's Permanent Representative to the United Nations from 1998 until April 2000. Lord Ashcroft was Treasurer of the Conservative Party in the United Kingdom from 1998 to 2001 and was a Deputy Chairman of the Conservative Party from December 2005 to September 2010. He is currently Treasurer of the International Democrat Union. In March 2000, he was appointed a life peer in the British House of Lords and in June 2000 he was awarded a Knighthood (KCMG – Knight Commander of the Order of St. Michael and St. George) for public service to the community and country of Belize. In November 2001, he was invested as Chancellor of Anglia Ruskin University (ARU) in the United Kingdom. Lord Ashcroft is also a British citizen and a Belonger of the Turks and Caicos Islands.

Dr. Euric Bobb
Non Executive Director (Trinidadian)

Dr. Bobb holds an Economics Degree and Doctorate from Cambridge University. In 1969 Dr. Bobb joined the World Bank as an economist and later served as Governor of the Central Bank of Trinidad and Tobago from October 1984 to February 1988. In 1988 Dr. Bobb joined the Inter-American Development Bank in Washington where he served in various capacities including Chief of Staff to the President. Dr. Bobb was awarded the Chaconia Medal (gold), the second highest honour for service to Trinidad and Tobago in 1994. Dr. Bobb is the Deputy Chairman of The Belize Bank Limited. Dr. Bobb is also Chairman of the Audit Committee and has been a director of BCBH since November 2008.

Peter Gaze
Chief Financial Officer (British)

Peter Gaze has been a director of BCBH since March 2007 and the Chief Financial Officer of BCBH since 1998. He is also a member of the Executive Committee. He is a Fellow of the Institute of Chartered Accountants in England and Wales, having trained with the international accounting firm of PricewaterhouseCoopers in London. Prior to joining BCBH, he was the Group Financial Controller of ADT Limited from 1990 to 1997.

Philip Johnson
Deputy Chairman (Belizean)

Philip Johnson was appointed Deputy Chairman of BCBH in July 2008 having previously been Chief Executive Officer of BCBH. Mr. Johnson is currently President of The Belize Bank Limited, a position he has held since 1995. He is also a member of the Executive Committee. Prior to joining the Bank, Mr. Johnson spent over 10 years in a variety of commercial roles, including over 7 years with Lonrho PLC, having previously qualified as a Chartered Accountant. Mr. Johnson is also a British citizen. Mr. Johnson is a director of British Caribbean Bank Limited and British Caribbean Bank International Limited.

Cheryl Jones
Non Executive Director (American)

Cheryl Jones has been a director of BCBH since 2003. Ms. Jones is currently Chairman of Impellam Group plc. Ms. Jones was Chief Executive Officer of OneSource Services Inc. from 2006 to 2007 and Chairman and Chief Executive Officer of OneSource Holdings, Inc. from 2003 to 2007. Prior to joining OneSource, Ms. Jones served as Senior Vice President of National Linen Service, a subsidiary of National Service Industries, Inc. where she held a variety of senior management positions from 1994 to 2001. Ms. Jones is a director of The Belize Bank Limited and British Caribbean Bank International Limited. Ms. Jones is also a member of the Audit Committee.

Philip Osborne
Director and Company Secretary (British)

Philip Osborne has been Company Secretary of BCBH since 1993 and a director of BCBH since February 2007. Mr. Osborne is a solicitor and a member of the Law Society of England and Wales. Before joining BCBH, Mr. Osborne worked as a legal adviser to the London Stock Exchange and The Securities Association in the United Kingdom and for the international law firms of Clifford Chance and S. J. Berwin & Co. He is also a member of the Belize Bar Association.

John Searle
Non Executive Director (Belizean)

John Searle has been a Non Executive Director of BCBH since 1987. He is also a member of the Audit Committee. Mr. Searle is Chairman and Managing Director of Belize Global Travel Services Limited, which carries on the business of a travel agency and tourism. Mr. Searle is a director of The Belize Bank Limited and British Caribbean Bank International Limited.

Directors and Officers

Directors and Officers of the Financial Services Division

Hon. Andrew Ashcroft
Managing Director – British Caribbean Bank Limited
Andrew Ashcroft joined Belize Bank in May 2002. After an initial period in the Belize Bank head office, Mr. Ashcroft transferred to Turks and Caicos to become the Managing Director. He is a graduate in International Business and has a Professional Diploma in Financial Services Management from an affiliate of the University of Manchester. He is also The Honorary Consul for Panama in Belize.

Jose Cardona
Executive Director – The Belize Bank Limited, Chief Operating Officer
Jose Cardona joined the Royal Bank of Canada in 1981 and remained with the bank when it became Belize Bank in 1987. He has over 20 years of experience in Belize Bank's operations. He has worked in the computer operations department since 1988, assuming overall management of Information Technology Systems since 1995. Mr. Cardona is also a Justice of the Peace in Belize.

Michael Castillo
Executive Director – The Belize Bank Limited
Michael Castillo has a banking career dating back to 1978 under the Royal Bank of Canada. He served as manager of Belize Bank San Ignacio Branch for 11 years and managed the Belize Bank San Pedro Branch for 9 years.

Christopher Coye
Executive Director – British Caribbean Bank International Limited
Director – The Belize Bank Limited
Christopher Coye is a specialist in international financial services. A former economist at the Central Bank of Belize and a trained attorney, Mr. Coye brings the bank his experience and expertise from his years in private practice in commercial and banking law.

Michael Coye
Executive Director – The Belize Bank Limited, Deputy Chief Financial Officer, Director – British Caribbean Bank Limited
Michael Coye is a member of the Institute of Chartered Accountants of Belize and the American Institute of Certified Public Accountants. He has been with Belize Bank for 16 years. Prior to joining Belize Bank, he was employed as a Senior Auditor with PricewaterhouseCoopers.

Geraldine Davis Young
Non Executive Director – The Belize Bank Limited
Geraldine Davis Young has a Masters in Public Administration and a Certificate in International Taxation from Harvard University. Ms. Davis Young holds a certificate as an anti money laundering specialist from the United States and has extensive training and experience in international money laundering matters. Ms. Davis Young was the Director of the Financial Intelligence Unit (Belize) between 2006 and 2008. Prior to this Ms. Davis Young held various senior positions in the Ministry of Finance of Belize, mainly in the areas of income tax and inland revenue matters. Ms. Davis Young has been a lecturer on Taxation at the University of Belize since 1993.

Stanley Lightbourne
Director – British Caribbean Bank Limited
Stanley "Sandy" Lightbourne is a banking professional with over 35 years of experience in various management positions in international banking. Early in his career Mr. Lightbourne was in Turks and Caicos government service and then served 7 years in the British Army. Mr. Lightbourne was with Barclays Bank from 1971 to 1999 during which time he gained experience in all areas of banking in various management positions. Mr. Lightbourne has been a director of British Caribbean Bank Limited since 1999. He was a director of the Turks and Caicos Financial Services Commission between 2002 to 2006 and has been Chairman since 2007.

Martin Marshalleck
Executive Director – The Belize Bank Limited, General Manager, Risk
Martin Marshalleck has been in banking for over 20 years. For the past 9 years, he has held senior positions with both a local and an international bank in Belize.

Efrain Martin
Executive Director – The Belize Bank Limited, Branch Manager, Orange Walk
Efrain Martin began his 40 year banking career with the Royal Bank of Canada and in 1987 joined Belize Bank. During the last 13 years he has been the Area Manager for Northern Belize with supervision of the Orange Walk Town, Corozal Town and the Corozal Freezone and the Corozal Border Service branches.

Shareholder information

Market Information
BCB Holdings Limited ordinary shares are currently traded on the Alternative Investment Market of the London Stock Exchange in the United Kingdom ('AIM') under the symbol 'BCB'. BCB Holdings Limited is also listed on the Trinidad and Tobago Stock Exchange under the symbol 'BCBTT' and on the Bermuda Stock Exchange under the symbol 'BBHL'.

Company Websites
www.bcbholdingslimited.com
www.belizebank.com
www.bcbankinternational.com
www.bcbtci.com

Registered Office
60 Market Square
P.O. Box 1764
Belize City
Belize
Central America
Tel: (501) 227 7132

Registrar and Transfer Agent
Capital IRG (Offshore) Limited
Victoria Chambers
Liberation Square
1/3 The Esplanade
St Helier
Jersey
Channel Islands
Tel: (44) 870 162 3100

Co-Registrar
The Belize Bank Limited
60 Market Square
P.O. Box 364
Belize City
Belize
Central America
Tel: (501) 227 7132

Investor Information
Makinson Cowell (US) Limited
One Penn Plaza
250 W. 34th St., Suite 1935
New York
New York 10119
United States
Tel: (1) 212 994 9044
Email: inquiries@makinson-cowell.com

Nominated Advisor
(for AIM in the UK)
Cenkos Securities Limited
6.7.8 Tokenhouse Yard
London EC2R 7AS
United Kingdom
Tel: (44) 20 7397 8900

Broker
(for AIM in the UK)
Fyshe Horton Finney Limited
Charles House
148 – 149 Great Charles Street
Birmingham B3 3HT
United Kingdom
Tel: (44) 121 236 3111