

SECURITIES ACT 2001

**SECURITIES (ACCOUNTING AND FINANCIAL REPORTS) RULES NO. 1
OF 2002**

Schedule 1

FORM ECSRC – K

**ANNUAL REPORT PURSUANT TO SECTION 98 OF THE SECURITIES ACT
OF 2001**

For the financial year ended 31st December 2012

Issuer Registration number: LUCELEC09091964SL

St. Lucia Electricity Services Limited
(Exact name of reporting issuer as specified in its charter)

Saint Lucia
(Territory of incorporation)

John Compton Highway, Sans Soucis, Castries, Saint Lucia
(Address of principal office)

Reporting issuer's:

Telephone number (including area code): 758-457-4400

Fax number: 758-457-4409

Email address: lucelec@candw.lc

(Provide information stipulated in paragraphs 1 to 15 hereunder)

Indicate whether the reporting issuer has filed all reports required to be filed by Sections 98 of the Securities Act of 2001 during the preceding 12 months

Yes ___

No ___

Indicate the number of outstanding shares of each of the reporting issuer's classes of common stock, as of the date of completion of this report.

CLASS	NUMBER
Ordinary shares	22,400,000
Non-voting ordinary shares	520,000

SIGNATURES

Name of Chief Executive Officer

Name of Director:

Trevor M. Louisy

Signature

Signature

Date

Date

ST. LUCIA ELECTRICITY SERVICES LIMITED (LUCELEC)
INFORMATION TO BE INCLUDED IN THE 2012 ANNUAL REPORT TO
THE ECSRC

1 BUSINESS

LUCELEC continues operating in a challenging environment to fulfil its mandate of providing a safe, secure and reliable power supply that contributes to national development. Universal access to electricity has been achieved in St. Lucia and has therefore redefined the growth drivers for the Company as there is limited scope for organic growth. New demand is largely driven by factors outside of the Company's immediate control, such as the levels of local and foreign investment, Government policies, and the fate of the tourism sector among others.

LUCELEC is currently at one of the most critical points in its development where significant capital expenditure is required to install and improve generation capacity sufficient to meet customer (and the country's) energy demands and the minimum requirements enshrined in the Electricity Supply Act (as amended) (ESA). Added to this are many uncertainties relating to price, availability and type of fuel supply that will result in a reduction in tariffs and have a positive environmental impact. The regulatory environment is also coming under significant scrutiny.

Fuel prices remained fairly stable in 2012 compared to the previous year, despite an increase of 10% in the price that the Company paid for fuel. The average annual hedge price moved from EC\$9.48 per gallon in 2011 to EC\$10.43 per gallon in 2012, resulting in an overall average tariff increase of 6.6% moving from \$0.96 to \$1.02.

Unit sales declined slightly by 0.1% (2011 – 0.8% growth) as compared to last year; this performance was reflective of a sluggish economic recovery. The Commercial, Hotel and Street Light sectors achieved year on year marginal increases of 0.6%, 1.8% and 1.3% respectively. The Domestic Sector declined by 1.1% when compared to 2011 mainly due to reduced sales demand, reflecting the lower levels of economic activity and relatively cooler summer months.. The Industrial Sector experienced a drop of 5.8% in unit sales mainly due to a decline in activity in the water sector.

The Company continued to engage in strategies aimed at improving customer satisfaction as it continued the implementation of a new Customer Information System. The Company went *live* with this system on December 10, 2012. This will be the platform for enhanced customer

services, enabling the vision of a customer care culture and will allow the Company to take advantage of new technology and interface other systems such as the Geographical Information System (GIS).

The Company executed the second phase of its three phase strategy for generation expansion. The short term strategy involved the purchase and commissioning of two high speed units with a combined capacity of 2.4MW to meet statutory reserve requirement under the ESA and in the event of emergencies. This was completed in December 2011.

The medium term strategy involved the purchase of a new Wartsila 10.2MW generating unit. This unit was commissioned in December 2012 and minor works continued into January 2013. The long term strategy involves the establishment of a "green field" site in the south of the island for the proposed installation of new generation facilities by 2016.

This long term Generation Expansion Plan however is being re-examined in light of:-

1. projected system growth,
2. the falling prices of photovoltaic panels, and
3. the development of the local geothermal resource.

The focus is now on the use of renewable energy in the short and medium term to meet targets in the Company's Strategic Business Plan with guidance from the National Energy Policy. A provision has been made in the 2013 budget for developing the Renewable Energy Portfolio through investments in photovoltaic and geothermal energy.

LUCELEC continued discussions with UNEC (the company which the Government of Saint Lucia had granted exploration rights) on the way forward for the development of the geothermal resource at Soufriere. LUCELEC and UNEC have had discussions on a revised Term Sheet and the parties are working to have the document completed within the first quarter of 2013. UNEC has commenced discussions with the GOSL on a revised Geothermal Development Agreement.

The Company continues to explore and analyse the technical, financial, and operational aspects of renewable or lower cost energy sources such as wind, solar, waste, heavy fuel oil and natural gas.

There were substation transformer failures at the Praslin and Soufriere sub stations confirming the urgent need to strengthen the Company's aging Transmission and Distribution Network. The major capital works earmarked for 2013 includes the replacement of the interbus transformers at the Soufriere and Praslin Substations, the refurbishing of the switchgear at the Castries Substation and the preliminary works associated with the

development of a new Sub Station in Ti Rocher, Castries to reduce the demand on the substations in the North of the island as well as improve reliability.

Implementation of the Automatic Metering Infrastructure (AMI) continued during the course of 2012. On completion it is expected to reduce meter reading and related costs, reduce losses and set a platform for initiatives such as prepaid metering.

The World Bank (WB) announced that funds had been approved for the establishment of a new regulatory body for the energy sector in the OECS region. To date only St. Lucia and Grenada have signed on to the formation of the Eastern Caribbean Energy Regulatory Authority (ECERA). The WB will facilitate and fund all aspects of the formation of the body and will also provide funding to meet the initial operating expenditure of the Regulator.

In anticipation of the impact of this extremely significant event on the operations of the Company, Management has developed a multi-faceted plan to manage the transition to the new regulatory environment. The plan includes internal system and process improvements and enhancements, stakeholder engagements, training of staff and analysing and incorporating the effects of the impending change on planning and strategy.

Part of ECERA's mandate also includes facilitating the implementation of renewable/environmentally friendly sources into the energy mix of the member islands.

2 PROPERTIES

Property	Productive Capacity	Future Prospects
Cul de Sac Complex	Power Station and Transmission Substation	
Union Complex (Leased property)	Transmission Substation and retired generation station	Price has been negotiated; the company is ready to purchase.
Soufriere Power Station	Former Power Station	Site to be disposed of or utilised for commercial offices
Vieux Fort Power Station	Former Power Station	Site to be disposed of
Cantonement	Transmission Substation	As existing

Complex	and Technical Office	
Soufriere Substation	Transmission Substation	Upgrade capacity
Reduit Substation	Transmission Substation	As existing
Praslin Substation	Transmission Substation	Upgrade capacity
Castries Substation	Transmission Substation	As existing
Sans Soucis Office	Head Administration Office	Refurbishment of building
Vieux Fort Admin Office	Sub-Office for the south of the island	Refurbishment of building
Monchy	NIL	For construction of a sub-station
Bocage	NIL	For construction of a sub-station

The Company's principal asset is the Power Station Complex at Cul De Sac. This location currently houses ten generators with a total name plate capacity of 86.2MW, the Purchasing and Stores Offices and Storeroom, Transmission & Distribution Offices, Systems Control and Generation Offices and Control Rooms.

The transmission and distribution grid comprises a ring system in the North and South of the island feeding seven sub-stations, which support a distribution network that spans most of the island.

The main administration office building and registered office of the Company is located at John Compton Highway, Sans Soucis, Castries.

The Net Book Value of all the Company's Property Plant & Equipment and Intangible Assets is EC\$365.6M, details of which can be found in Note 6 & 7 to the Audited Financial Statements attached hereto.

Acquisition of Property, Plant & Equipment during the year amounted to EC\$97.2M representing investments in a 10.2MW generator, one Wartsila 12V46 engine, Automated Metering Infrastructure (AMI), Distributed Automation (DA), Generation and Transmission & Distribution improvements and enhancements, and the new Customer Information System (CIS).

3 **LEGAL PROCEEDINGS**

The Company was the defendant in various minor legal actions some of which were concluded during the year. In the opinion of Management, after taking appropriate legal advice, the results of such actions will not have a material effect on the Company's financial position. There were no significant pending legal actions against the Company as at the end of the financial year.

4. **Submission of Matters to a Vote of Security Holders.**

If any matter was submitted during the financial years covered by this report to a vote of security holders, through the solicitation of proxies or otherwise, furnish the following information:

- (a) **The date of the meeting and whether it was an annual or special meeting-**
47th Annual Meeting of Shareholders 4th May 2012
- (b) **If the meeting involved the election of directors, the name of each director elected at the meeting and the name of each other director whose term of office as a director continued after the meeting:**

Directors retiring by rotation and re-elected at the meeting-

- - Mr. Stephen McNamara
 - Dr. Trevor Byer
 - Ms. Sharon Christopher
- (c) **A brief description of each other matter voted upon at the meeting and states the number of votes cast for or against as well as the number of abstentions as to each such matter, including a separate tabulation with respect to each nominee for office.**
- (d) **Annual Meeting of Shareholders**
 - (a) To consider and adopt the Directors' Report. – Unanimously accepted
 - (b) To consider and adopt the Auditors' Report and the Financial Statements for the year ended 31st December 2011 – unanimously accepted
 - (c) To re-appoint the incumbent auditor - unanimously accepted

- (d) To sanction a final dividend in respect of the year ended 31st December 2011 - unanimously accepted
- (e) Request for an increase in Director Fees – Fifty Nine (59) in favour One (1) against
- (f) To elect directors – candidates for re-election were reappointed by unanimous vote.
- (g) **A description of the terms of any settlement between the registrant and any other participant.**

Not applicable

- (h) Relevant details of any matter where a decision was taken otherwise than at a meeting of such security holders.

Not applicable

5. MARKET FOR REPORTING ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

There were no equity securities of the reporting issuer sold by the reporting issuer during the period covered by the report.

6. FINANCIAL STATEMENTS AND SELECTED FINANCIAL DATA

The audited Financial Statements for the year ended 31st December 2012 with comparable results for 2011 are attached.

7. DISCLOSURE ABOUT RISK FACTORS

- a) The Company is the sole authorised commercial generator, transmitter, distributor and seller of electricity in Saint Lucia. Plans for regulatory reform continued in 2012, with the announcement of the formation of the Eastern Caribbean Energy Regulatory Authority (ECERA) supported by the World Bank. The Governments of Saint Lucia and Grenada continue to spearhead the initiative and the other OECS islands are expected to be a part of this undertaking in the future.

Objectives of this body include improved operational and financial efficiencies in the various utilities, increased use of renewable sources of energy and implementing a sound tariff mechanism that balances the interest of all stakeholders. In preparation for the proposed regulatory reform the Company has considered the possible

implications, including the introduction of Independent Power Producers in the market. In order to mitigate the impact the Company is seeking alternative energy sources, increasing operational efficiencies and improving its Customer and Employee Care.

- b) Compared to 2011, fuel prices fluctuated within a reasonable range during the year. The average price of fuel increased from EC\$9.48 per gallon in 2011 to EC\$10.43 per gallon in 2012, an increase of 10%.
- c) The Company's return on rate base of 13.9% was lower compared the previous year's achievement of 15.1%. This fell below the maximum allowable return of 14.5% set by the Electricity Supply Act (ESA) and as a result no rebate will be distributed to the Hotel and Industrial consumers or groups in need of special attention as may be included by an Order from the Minister.
- d) The Company continued to explore and analyse the next phase of major generation capacity which it estimates will be required by 2016. Thus far a suitable location in the south of the island has been identified in order to satisfy both risk mitigation imperatives and to facilitate enhanced economic activity in the south of the island. An Environmental Impact Assessment (EIA) and Geotechnical studies were undertaken in 2012. Towards the end of the year negotiations commenced with the owner for a lease to be entered into for the property.
- e) As a further risk mitigation measure short and medium term solutions for generation expansion have been implemented. As a short term solution the Company acquired and commissioned two small High Speed Units (HSUs) primarily to meet statutory reserve requirements, which can also be relocated in case of emergencies. The Company has since relocated the HSUs to the south western part of the island to provide a reliable source of electricity supply, following the failure of the 66/11kV transformer at Soufriere.

With respect to the medium term plan, a tenth 10.2MW generating unit has been commissioned and is located at the Cul de Sac facility. This generator will ensure that the Company meets demand, fulfil its statutory obligations as well as continue its assessment of establishing an optimal long term solution.

- f) Challenges associated with system losses continue to be a concern, a portion of which is associated with electricity abstraction. This risk trend is increasing particularly in light of the depressed local economic environment and the more frugal spending of consumers since the

implementation of VAT. The Company has launched an island-wide investigation of such cases with the assistance of the Royal Saint Lucia Police Force.

- g) The configuration of the Transmission and Distribution Network in the southern part of the island was compromised by the failure of one (1) 66/11kV transformer in Soufriere on the west coast of the island. Major restoration work will need to be undertaken as a significant portion of the system is over twenty years old. The Company has made provisions for the purchase of the replacement transformers for both Praslin and Soufriere in its 2013 budget.
- h) The Company's performance as per the results of the annual Customer Satisfaction survey decreased, having obtained a score of 83.19% (2011 – 86.23%).
- i) There continues to be a risk from the Company's reliance on a single fuel supplier - Hess Oil (St. Lucia) Limited. Hess Oil (St. Lucia) Limited has been placed on the open market for sale. The Company is monitoring this situation carefully, to ensure that the new owner is aware of the existing fuel supply arrangement and the obligation thereunder. The Company is developing various risk mitigating measures to address any possible negative fallout from the sale.
- j) The annual hurricane season between June and November remained a constant risk factor and as far as practicable the Company continued to design its systems to minimise the impact from hurricanes.
- k) Obtaining economical insurance coverage for the Transmission & Distribution (T&D) plant continued to be a challenge and the company continued to invest in a Self Insurance Fund. As at 31st December, 2012 the Fund balance was EC\$17.7M. The Company also has access to a standby credit facility of EC\$10M to meet any emergency asset restoration costs. The Net Book Value of the T&D assets were EC\$144 Million at the end of the year.
- l) With universal access to electricity being achieved in Saint Lucia, the Company's future growth potential is, to a significant extent, due to factors and conditions out of its direct control. Management has commenced the process of putting in place the requisite legal, operational and structural systems in place that will allow the Company to explore other revenue opportunities outside its core business area. This will be accomplished through its Corporate Diversification initiative.

- m) Credit management remained a priority for the Company during 2012. The Credit Management Section has been established. Significant payments were received from two of the largest debtors in the last quarter of the end of year. Other customer accounts continue to be vigorously monitored on an on-going basis. With predictions for economic recovery remaining less than optimistic the Company plans to allocate the necessary resources to manage its Receivables.
- n) A credit rating exercise was conducted by CariCRIS, the Caribbean credit rating agency at the end of 2012. The Company expects to receive the results of the rating exercise by the end of the first quarter of 2013. In the previous year, CariCRIS reaffirmed the Company's credit rating of CariBBB (Adequate). This is only one notch below that of the Government of Saint Lucia which is rated at CariBBB+.
- o) The Company maintains a Risk Register which is updated on a regular basis. The register attempts to capture all identified risks to the Company and records the progress on mitigation measures. This register is reviewed by the Audit subcommittee of the Board at its regular meetings during the course of the year.

8 CHANGES IN SECURITIES AND USE OF PROCEEDS

- (a) Where the rights of the holders of any class of registered securities have been materially modified, give the title of the class of securities involved. State briefly the general effect of such modification upon the rights of holders of such securities.
- (b) Not applicable
- (c) Where the use of proceeds of a security issue is different from that which is stated in the registration statement, provide the following:
- Offer opening date (provide explanation if different from date disclosed in the registration statement)
 - Offer closing date (provide explanation if different from date disclosed in the registration statement)
 - Name and address of underwriter(s)
 - Amount of expenses incurred in connection with the offer
 - Net proceeds of the issue and a schedule of its use
 - Payments to associated persons and the purpose for such payments

Not applicable

- (c) Report any working capital restrictions and other limitations upon the payment of dividends.

None.

9 DEFAULTS UPON SENIOR SECURITIES

- (a) If there has been any material default in the payment of principal, interest, a sinking or purchase fund instalment, or any other material default not satisfied within 30 days, with respect to any indebtedness of the reporting issuer or any of its significant subsidiaries exceeding 5 percent of the total assets of the reporting issuer and its consolidated subsidiaries, identify the indebtedness. Indicate the nature of the default. In the case of default in the payment of principal, interest, or a sinking or purchase fund instalment, state the amount of the default and the total arrears on the date of filing this report.
- (b) If any material arrears in the payment of dividends have occurred or if there has been any other material delinquency not satisfied within 30 days, give the title of the class and state the amount and nature of the arrears or delinquency.

None

10 MANAGEMENT'S DISCUSSIONS AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(1) Liquidity

The main revenue source of the Company continued to be from the sale of electricity to customers in St. Lucia which is regulated under the provisions of the Electricity Supply Act (ESA) (as amended). Power is accessible to approximately 99% of St. Lucian households and other establishments.

The capital expenditure programmes of the Company are usually financed by long term bank loans on a competitive tender offer basis. In 2011 the Company secured long term financing in the sum of EC\$100 million to finance its short and medium term generation expansion programme for 2011/2012 and on-going capital works. In 2012 the balance of \$60M was drawn down from this financing arrangement.

Other financing options continued to be reviewed including the issuing of additional equity should this become necessary for financing the long term generation expansion plan.

Trends in economic activity and performance were continually monitored to gauge the effects on the Company's operations and where necessary corrective actions are taken. The Company also continued to undertake planning, forecasting and other surveys and analyses that assisted in the implementation of its strategic objectives including being able to meet the power demand of the country and reserve requirements as stipulated in the ESA.

The Company continued to operate under debt covenants stipulated in Security Sharing Agreements (SSA) with its lenders which, among other provisions, set the maximum level of debt that the Company is allowed to undertake. All approved changes to the SSA were essentially completed during 2011.

At the 164th meeting, the Board approved a change to the dividend policy, whereby dividends declared would be dependent on the Company's financial performance in that year and the capital requirements in the foreseeable future.

(2) Capital Resources

The Company had capital commitments at 31st December, 2012 of EC\$0.6M in respect of the Customer Information System and the installation of a new Fire Alarm System.

The Company drew down the sum of EC\$60 Million from the existing long-term facility of EC\$100 million secured during 2011.

The Company is covenanted to its financiers to a 2:1 debt/equity gearing. The position at the end of the year, compared to 2011, was as follows:-

	2012 EC\$000s	2011 EC\$000s (as restated)
Debt		
Borrowings - Current	15,263	11,965
Borrowings- Long Term	167,797	123,396
	\$183,060	\$135,361
Shareholders' Equity		
Share capital	80,163	80,163
Retained Earnings	91,335	84,267
	\$171,498	\$164,430

The Company does not foresee potential violation of those covenants.

(3) **Results of Operations**

FINANCIAL OPERATIONS

Sales & Revenues

Total revenues for the year were EC\$341.8M, an increase of EC\$20.8M (6.5%) when compared to the prior year. This was due to higher fuel costs which are recovered from customers (at no mark-up) through the Fuel Surcharge mechanism.

Operating Expenses

Generation costs (excluding fuel costs) were slightly lower than the previous year by 0.4%.

Transmission and Distribution costs (excluding the amounts set aside for the Self Insurance Fund) decreased slightly by 0.9% when compared to the prior year.

Administrative expenditures increased by EC\$0.3M (1.2%) reflecting Increases in payroll costs and software maintenance expenses offset by savings in training and public relations costs.

There was a 7.2% increase in finance costs mainly reflecting interest charges on the new long term financing facility obtained in 2011/2012.

Capital Expenditure

Expenditure for the year amounted to EC\$97.2M (2011 – EC\$45.4M) which comprised mainly Generation Expansion, upgrade of the Transmission & Distribution network, the Distributed Automation programme, the Automated Metering Infrastructure and the on-going implementation of a new Customer Information System.

Earnings

At EC\$34.1M, Profit before tax was EC\$2.2M (6.1%) lower than the previous year representing a return on sales of 10.0% (2011 -11.3%).

Profit after tax was EC\$25.3M a decrease of EC\$1.0M compared to 2011.

The effective tax rate decreased from 27.6% to 25.9%.

Earnings per share for the year was EC\$1.10 (2011 – EC\$1.15) reflecting the lower net profit for the year.

Total dividends for the year was EC\$0.77 (2011 - EC\$0.79).

The company achieved a rate of Return on Equity of 15.0% (2011 – 16.3%).

The net profit for the year translated to 6.9% return on Fixed Assets (2011 – 8.7%) and 4.9% on Total Assets (2011 – 6.0%).

Capital Resources

Retained Earnings increased from EC\$84.3M to EC\$91.3M and the Debt to Equity ratio was 52:48.

Outlook

The level of growth expected for 2012 was not realized as a result of the effects of the continuing global economic crises. This and the low growth caused the Company to adopt a new strategy for increasing its value by considering opportunities in areas outside of the electricity sector. Plans to execute this corporate diversification strategy are being finalised with the intention that roll out will commence in 2013.

Fuel prices remained fairly stable during the year and the Company's fuel price hedging strategy sought to reduce price volatility to its customers. This objective was most successfully met in 2012 since the Company

began its hedging programme in 2009. In 2013 the Company plans to conduct refresher and introductory training to the members of the Fuel Risk Management Committee in an effort to ensure that the Committee members remain up-to-date with hedge strategies, alternative hedging tools and any changing trends.

An increase of 1.5% in sales is projected for 2013; it is anticipated that this would be driven by some measure of economic stabilisation due to the introduction of various government fiscal initiatives and growth in the tourism and construction sectors. These projections may be impacted by the implementation of the Value Added Tax (VAT) as consumers will be left with lower disposable income and this may impact the level of economic activity in the country.

The Company will continue to focus on the strategic initiatives approved by the Board. These include:

- Network improvement - the replacement of the interbus transformers at the Soufriere and Praslin Substations, the refurbishing of the switchgear at the Castries Substation and the development of a new Sub Station in Ti Rocher to address the demand on the substations in the North of the island.
- Renewable energy – A provision is also made for developing the Renewable Energy portfolio through investments in photovoltaic and geothermal energy.
- Corporate diversification – use of the Company’s existing asset base and skill sets to expand revenue opportunities
- New Regulatory environment – becoming experts in regulatory frameworks for small island utility companies
- Customer Care – the leveraging of the new CIS system to offer a seamless customer experience
- HR Strategic plan – revising the existing HR plan to align with the new Strategic business plan with emphasis on changing the Company’s culture

Company operations will be monitored on an on-going basis during the year and relevant actions will be taken where deemed necessary, in the event that projections in performance are not meeting expectations.

11 CHANGES IN AND DISAGREEMENTS WITH AUDITORS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

12 DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING ISSUER

EXECUTIVE OFFICERS

Name: Trevor Louisy
Position: Managing Director
Age: 50 years

Mailing Address: P.O. Box 230, Castries. St. Lucia

Telephone No.: (758) 457-4400

List of jobs held during past five years. Give brief description of responsibilities. Include names of employers.

St. Lucia Electricity Services Ltd. Managing Director 2004 to present

Responsible of the management business operations and strategic positioning of LUCELEC

St. Lucia Electricity Services Ltd. - Chief Engineer - 1997-31st December 2003

Responsible for all engineering functions.

St. Lucia Electricity Services Limited – Managing Director – 1st January 2004

Education (degrees, or other academic qualifications, schools attended, and dates)

B. Sc. Electrical Engineering, University of the West Indies

Also a Director of the Company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters: N/A

Use additional sheets if necessary.

Position: Financial Controller

Name: Jonothan Edwards

Age: 44 years

Mailing Address: P.O. Box 230. Castries. St. Lucia

Telephone No.: (758) 457-4400

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

February 2013 to Present – Financial Controller St. Lucia Electricity Services Ltd.

Consultant – Snr. Finance Manager, Comcel Haiti – Financial Management & Reporting to Parent Company in the USA
VP Finance – Carrier Service, Lime (C&W) – Financial Management of the Carrier Services Division

Education (degrees or other academic qualifications, schools attended, and dates):

Fellow, Association of Chartered Certified Accountants (FCCA)

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

Position: Business Development
Manager

Name: Victor E. Emmanuel

Age: 51 years

Mailing Address: P.O. Box 230, Castries. St. Lucia

Telephone No.: (758) 457-4400

List of jobs held during past five years. Give brief description of responsibilities.
Include names of employers.

St. Lucia Electricity Services Ltd. – Business Development Manager – September
2008 to present - Responsible for the identification and development of new
business ventures for the Company

St. Lucia Electricity Services Ltd. - Chief Engineer – January 2004 to August
2008- Responsible for all engineering functions

St. Lucia Electricity Services Ltd. - Generation Engineer - 1994 – 2003 -
Responsible for the generation of electricity within the Company

Education (degrees, or other academic qualifications, schools attended, and
dates)

B. Eng Electrical Engineering, Mc Gill University – 1981-1985

M.Sc. Information System Engineering – UMIST – 1994-1995

Also a Director of the Company [] Yes [X] No

If retained on a part time basis, indicate amount of time to be spent dealing with
company matters:

Use additional sheets if necessary.

Name: Goodwin d'Auvergne

Position: Chief Engineer

Age: 53

Mailing Address: P.O. Box 230
Castries
St. Lucia

Telephone No.: (758) 457-4400

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

St. Lucia Electricity Services Limited: Chief Engineer 2010- Present. Responsible for Coordinating the activities of the Engineering Division.

St. Lucia Electricity Services Limited: Chief Engineer (Ag.) 2008- 2010.

Responsible for

Coordinating the activities of the Engineering Division.

System Control Engineer (1997- 2008) Managed the department charged with ensuring delivery of a safe,

Efficient and reliable supply of electricity to LUCELEC's customers.

Education (degrees, or other qualifications, schools attended and dates):

Qualifications

Bachelor of Science - Electrical Engineering - University of Hartford (1984-1988)

Associates in Applied Science - Electronic Technology - University of Hartford (1982-1984)

Also a Director of the Company [] Yes [X] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

Information concerning Non-executive Directors:

Name: Matthew Lincoln Mathurin

Position: Director

Age: 50years

Mailing Address: c/o National Insurance Corporation
Francis Compton Building, Waterfront
Castries St. Lucia

Telephone No.: (758) 452-2808

List jobs held during past five years. Give brief description of responsibilities.
Include names of employers.

2007 – Present: Director/Chief Executive Officer – National Insurance Corporation – leading organization- Planning and ensuring realisation of organization’s goals, performing role of member of NIC’s Board, guiding the Board in matters of policy, managing 120 staff members.

Deputy Director NIC with responsibility for Finance Investment and Operations

Education (degrees or other academic qualifications, schools attended, and dates):

2001-2002 MBA –Specialization in Finance (with Distinction) Edinburgh Business School of Heriott Watt University.

1983-1985 FCCA Emile Woolf College of Accountancy

Information concerning Non-executive Directors:

Name: Larry Roger Nath

Position: Director

Age: 46 Yrs.

Mailing Address: First Citizens Bank Limited
9 Queen, Park East, Port of Spain, Trinidad, West Indies

Telephone No.: (868) 621-5333 (Direct): (868) 624-3178 ext. 3018:
(868) 686-0888 (cell)

List Jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

2012 to Present – CEO – First Citizens Bank Limited.

2010 to 2012 – Deputy CEO – Banking Operations – First Citizens Bank Limited

January 2008-April 2010: FirstCaribbean International Bank (Trinidad & Tobago) Limited

Managing Director & Head of Corporate Banking: Responsible for conceptualizing and execution

of business development initiatives, with key stakeholders, along with employee engagement.

June 2006 – December 2007: FirstCaribbean International Bank (Trinidad & Tobago) Limited

Head of Corporate & Deputy Managing Director: Developing inroads in corporate market segment with

Particular focus on identifying new business opportunities in the oil and gas industry.

Implementing of the Bank's Energy Finance Unit which supported the overall regional footprint

Education (degrees or other academic qualifications, schools attended, and dates:

The Wharton School, University of Pennsylvania – February 2009: *Executive Leadership Program*

Krannert Graduate School of Management, Purdue University – June 1998:

Master of Science in

Industrial Administration : PLUS (Preparing Leaders and Stewards) Recipient

University of Miami, Florida – May 1988: *Bachelor of Business Administration :*
Magna Cum Laude

Information concerning Non-executive Directors:

Name: Isaac Anthony¹

Position: Director.

Age: 50 years

Office Street Address: c/o Ministry of Finance

Financial Centre Building, Bridge Street Castries. St. Lucia

Telephone No.: (758) 468-5501

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

1. Permanent Secretary and Director of Finance Ministry of Finance, Government of Saint Lucia 2007 to Present

2. Director of Finance Ministry of Finance, Government of St. Lucia –July 1, 2002 – 2007

Overall responsibility for Financial Administration in the Public Service; To oversee the operations of

The Treasury, the Office of the budget, Inland Revenue Department and Customs and Excise Department.

Education (degrees, schools, and dates):

B. Sc. Economics & Accounting (Hons.). 1984-1987. Cave Hill Campus, University of the West Indies

Executive MBA. 1994-1996. Centre for Management Development. University of the West Indies

Certified Government Financial Manager. 1996 – Association of Government Accountants, USA.

¹ Resigned effective 28th September 2012

Information concerning Non-executive Directors:

Name: Dr. Trevor Byer

Position: **Chairman**

Age: 71

Mailing Address: Townhouse # 5;
Rockley New Road;
Christ Church;
Barbados.

Telephone No.: 1-758-285-0377 (c)/1-246-266-4385

List jobs held during past five years. Give brief description of responsibilities.
Include names of employers.

Director/Partner – Association of Caribbean Energy Specialists (ACES)

Energy Consultant

Education (degrees or other academic qualifications, schools attended, and dates):

B.A. (Physics Tripos II (Upper Second) Cambridge University U. K.

M.A. (Nuclear Physics) Cambridge University U.K.

Ph. D (Nuclear Physics) Cambridge University U.K.

Information concerning non-Executive Directors:

Name: Robert Hanf

Position: Chief Legal Officer

Age: 49

Mailing Address: 5915 Emscote Drive
Halifax, Nova Scotia
B3H 1B3
CANADA

Telephone No. 1-902-223-9894

List of jobs held in the past five years. Give brief description of responsibilities. Include names of employers.

2010 to present – Chief Legal Officer – Emera Inc.

2007 to 2010 – Chief Executive Officer – Bangor Hydro – Emera Inc.

2002 to 2007 – General Counsel – Emera Inc.

Education (degrees or other academic qualifications, schools attended, and dates):

University of Prince Edward Island – 1982 to 1986 – B.A.

Dalhousie Law School – 1986 to 1989 LLB.

Information concerning non-Executive Directors:

Name: Sharon L Christopher **Position:** Deputy Chief Executive Officer/ Group Corporate Secretary

Age: 56 years

Mailing Address: #9 Queen's Park East, Port of Spain, Trinidad

Telephone Nos: (868) 627 – 8620 (Office) (868) 678 – 7338 (Mobile)

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

First Citizens Bank Limited – Deputy Chief Executive Officer / Group Corporate Secretary. Holds Executive Management responsibility for the following areas: Legal, Group Operational Risk & Compliance, Human Resources, Group Facilities Management Services, Security Services, Marketing and Information & Communication Technology.

Education (degrees or other academic qualifications, schools attended, and dates):

London School of Economics & Political Science, University of London – (1980 - 1981)

Masters of Laws (LLM) Corporate Law

Hugh Wooding Law School – 1978 – 1980, Legal Education of Certificate (LEC)

University of the West Indies, Faculty of Law, Cave Hill, Barbados – 1975-1978,

Bachelors of Law (LL.B) Upper Second Class Honours

Information concerning non-Executive Directors:

Name: Laurie Barnard ²

Position: **Director**

Age:

Mailing Address: P.O. Box 823, Castries, Saint Lucia

Telephone No.: 1-758-716-2101/456/3101

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Managing Director – St. Lucia Distillers Ltd.

Chairman – Barnard Properties (Le Sport and Rendezvous)

Chairman – St. Lucia Linen

Chairman – St. Lucia Tourist Board (Feb 2007 to December 2011)

Education (degrees or other academic qualifications, schools attended, and dates):

Lodge School – Barbados (1954-1957)

STOWE School – UK (1957 -1963)

² Resigned effective 30th September 2012

Information concerning non-Executive Directors:

Name: ANDRE CHASTANET

Position: Director

Age: 54_____

Mailing Address: P.O.BOX 1665
CASTRIES
ST. LUCIA

Telephone No: (758)285-2400

List jobs held during the past five years. Give brief description of responsibilities. Include name of employers.

2004 TO PRESENT:

MANAGING DIRECTOR CONSOLIDATED FOODS LTD
REPORTS TO BOARD OF
DIRECTORS FOR OPERATIONAL AND STRATEGIC DIRECTION OF COMPANY

Education (degrees or other qualifications, schools attended, and dates):

CHARTERED ACCOUNTANT 1988

Information concerning non-Executive Directors:

Name: Mkabi Onika Walcott Position: Director

Age: 41 years

Mailing Address: c/o P.O. Box GM 862
Gablewoods Post Office
Sunny Acres, Castries

Telephone No: (758) 720-4533

List jobs held during the past five years. Give brief description of responsibilities. Include name of employers.

Saint Lucia Bureau of Standards - Head of Department - Development and implementation of standards, regulatory programs and management of the organization. (2004 – 2011)

Current – Managing Director of QSM Consulting – Quality and systems management and consultant

Education (degrees or other qualifications, schools attended, and dates):

DVM–Doctor of Veterinary Medicine

PMP – Project Management Professional

1999-2005 University of Havana – Veterinary Medicine

2007 – Project Management (PMI)

Lead Auditor – Quality Management Systems Lead Auditor – Food Safety Management Systems

Information concerning Non-executive Directors:

Name: Peter W. B. Williams

Position: Director

Age: 57 years

Mailing Address: No. 1 Brighton
St. George
Barbados

Telephone No.: (246) 430-4200 (W) (246) 436-4345 (H)

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Managing Director – The Barbados Light & Power Co. Ltd. Responsible to the Board of Directors for all aspects of the operations of the Company

Education (degrees or other academic qualifications, schools attended, and dates):

BSc. – Mechanical Engineering – Manchester University U.K. 1977

MSc. – Power Systems - University of the West Indies 1982

MBA – University of Western Ontario, Canada 1990

Information concerning non-Executive Directors:

Name: Reginald Darius (Dr) Position: __Director_____

Age: __42_____

Mailing Address: BW 331, Rodney Bay_____

Telephone No: (758) (468-5500), (285-0200)

List jobs held during the past five years. Give brief description of responsibilities. Include name of employers.

International Monetary Fund: Sr. Economist (2009-2012) Economist (2005-09)

European Department, Desk Economist Croatia (2010-2012)

- Monitor, analyze and draft policy documents on external, real and monetary sector developments

Strategic Policy and Review Department (SPR), Advanced and Multilateral Issues Division, (2008-2010)

- Monitor developments, review and comment on country documents on a wide range of countries including; Japan, Philippines, United Kingdom, Portugal, Estonia, Latvia and the GCC
- Maintained modules on global liquidity and monetary policy conditions as input in the Vulnerability Exercise for Advanced Economies
- Co-authored SPR policy review note entitled “Oil Price Risk and Outlook”
- Issues Note on Japan- provides background research and analysis of key economic issues.
- SPR Economist: Armenia (2008-2009) and Estonia (2009-2010)
- Participated in the negotiations of SBA program with Armenia with responsibility for the external sector

African Department, Desk Economist on Rwanda, (2005-2007)

- Participated in program negotiations with responsibility for external sector (debt sustainability) and the real sector

Education (degrees or other qualifications, schools attended, and dates):

PhD Economics University of Warwick (2006)

Macroeconomics of Open Economies (Exchange Rate Regime and Welfare)

M Phil Economics University of Cambridge (1995)

International Macroeconomics, Applied Econometrics

B.Sc. Economics (first class hon.) University of the West Indies (1993)

13 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Non-Voting Ordinary Shares:

Government of Saint Lucia	520,000
100%	

Ordinary Shares:

Light and Power Holdings Ltd	4,480,000	20.00
Castries City Council	3,656,818	16.33
First Citizens Bank Limited	4,480,000	20.00
National Insurance Corporation	3,760,720	16.79
Government of St. Lucia	2,785,684	12.44

14 OTHER INFORMATION

None

15 LIST OF EXHIBITS

LUCELEC 2012 Annual Report
Audited Financial Statements for the year ended 31st December 2012.