



FORM 10  
MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012

1. NAME OF REPORTING ISSUER

Name of Reporting Issuer  
NCB FINANCIAL GROUP LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change  
DECEMBER 1, 2017

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change

NCB Financial Group Limited has received approval to proceed with a transaction to acquire a 50.1% majority stake in Clarien Group Limited, owner of Clarien Bank Limited ("Clarien"), based in Hamilton, Bermuda. Final completion of the transaction is subject to the approval of Bermuda's Minister of Finance.

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#### 4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

	YES	NO
Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If "No"

Date of Publication of Notice (dd/mmm/yyyy)	08-Dec-2017
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If "Yes"

State the reasons for applying for the exemption


#### 5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	MR DAVE GARCIA
Position in Organization	GROUP GENERAL COUNSEL AND CORPORATE SECRETARY
Business Address	32 TRAFALGAR ROAD, KINGSTON 5, JAMAICA W.I.
Work Phone (1-xxx-xxx-xxxx)	1-876-935-2440
Fax Phone(1-xxx-xxx-xxxx)	1-876-929-8390
Email Address	GarciaDL@jncb.com



6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

DAVE GARCIA



Group General  
Counsel & Corporate  
Secretary

December 1, 2017

Print Name

Signature

Position

Date

FOR OFFICIAL USE ONLY

Tool		ID Information	
Registrant's Number			
Director's Number			
Document Record Number			
Record's Management Date Received (dd/mm/yyyy)			
Approved By : _____		Date (DD/MM/YYYY) _____	