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

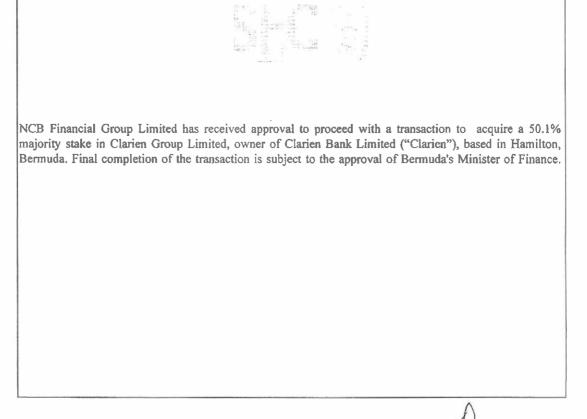
2. DATE OF MATERIAL CHANGE

Date of material change

DECEMBER 1, 2017

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change



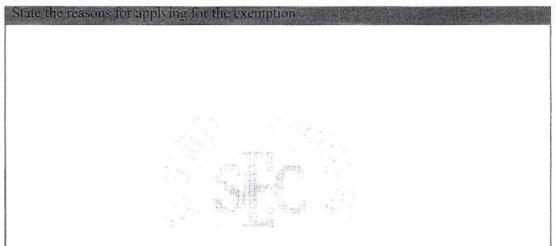
4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

| | | YES . | NO |
|---|---|-------|----|
| Will you be seeking an exemption from publishing a notice i | n | | X |
| accordance with section 64(2) of the Securities Act 2012? | | | |
| | | | |

If "No"

| Date of Publication of Notice (dd/mmm/yyyy) | 08-Dec-2017 |
|--|-------------|
| | |

If "Yes"



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.L |
| Work Phone (I-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

Date

Print Name

Signature

Position

FOR OFFICIAL USE ONLY

| Tool | 1D Information |
|--|--|
| Registrant's Number | |
| Director's Number | |
| Document' Record Number | The second s |
| Record's Management Date Received (dd/mm/yyyy) | |
| | |
| | |
| Approved By | Date (DD MMPYYY) |
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