



FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012

1. NAME OF REPORTING ISSUER

[REDACTED]

NCB FINANCIAL GROUP LIMITED

2. DATE OF MATERIAL CHANGE

[REDACTED]

DECEMBER 14, 2017

3. DESCRIPTION OF MATERIAL CHANGE

[REDACTED]

Further to announcement made on December 1, 2017, NCB Financial Group Limited announces the completion of the acquisition of a 50.1% majority stake in Clarien Group Limited, owner of Clarien Bank Limited based in Hamilton, Bermuda.

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012?



If "No"

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If "Yes"

The announcement of approval to proceed with the transaction to acquire a 50.1% majority stake in Clarien Group Limited was published in the newspapers on December 7, 2017.
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5. DETAILS OF SENIOR OFFICER

	DAVE GARCIA
	CORPORATE SECRETARY
	32 TRAFALGAR ROAD, KINGSTON 10, JAMAICA, W.I.
	1-876-935-2440
	1-876-929-8390
	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



CORPORATE SECRETARY DEC-18-17

Print Name

Signature

Position

Date

