



FORM IOA

MATERIAL CHANGE REPORT

By nmar at 9:11:28 am, 02/05/2024

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
February 2, 2024

3. DESCRIPTION OF MATERIAL CHANGE

<p>Provide a description of the material change</p> <p>NCB Financial Group Limited (NCBFG) announces that National Commercial Bank Jamaica Limited, its Jamaican banking subsidiary, has entered into a Share Purchase Agreement with Berkeley Financial Holdings Ltd (Berkeley), a privately held company based in London, United Kingdom, for the sale of its 100% stake in NCB (Cayman) Limited ("NCB Cayman").</p> <p>The completion of this transaction is subject to conditions including all necessary regulatory approvals.</p> <p>NCBFG expects to record a gain in its consolidated financial results upon completion of the transaction. Going forward, the sale of NCB Cayman will not have a material impact on the future earnings or the asset base of the Group. NCB Cayman represents less than 5% of the earnings and total assets of the Group.</p>
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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?		X
IF "NO"		
Date of Publication of Notice (dd/mmm/yyyy)	February 9, 2024	
IF "YES"		
State the reasons for applying for exemptions	N/A	

5. DETAILS OF SENIOR OFFICER

Name (First name, last name)	DAVE GARCIA
Position in Organization	GROUP GENERAL COUNSEL & CORPORATE SECRETARY
Business Address	32 TRAFALGAR ROAD, KINGSTON 10, JAMAICA, W. I.
Work Phone (I-xxx-xxx-xxxx)	1 876-935-2445
Fax Phone (1-xxx-xxx-xxxx)	1 876-929-8930
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 *D Garcia* GROUP GENERAL COUNSEL & 02-Feb-2024
CORPORATE SECRETARY
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) _____