



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
JUNE 20, 2019

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>NCB Financial Group Limited ("NCBFG") announces that NCB Capital Markets Limited ("NCBCM"), a subsidiary of NCBFG, has entered into a share purchase agreement with Sagicor Investments Jamaica Limited, Fundy Bay Equity Holdings Limited (affiliated with Mark Thompson) and Resource In Motion Limited (affiliated with Donovan Lewis) for the sale of NCBCM's 100% stake in Advantage General Insurance Company Limited.</p> <p>The Share Purchase Agreement contemplates that the shares will be sold for a consideration of US\$50,500,000.00 (approximately J\$6,592,775,000.00).</p> <p>Completion of the transaction is subject to regulatory approval.</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)	June 24, 2019
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If "Yes"

State the reasons for applying for the exemption


5. DETAILS OF SENIOR OFFICER

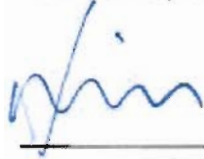
Name (Salutation, First name, Last name)	DAVE L GARCIA
Position in Organization	GROUP GENERAL COUNSEL & CORPORATE SECRETARY
Business Address	32 TRAFALGAR ROAD, KINGSTON 10
Work Phone (1-xxx-xxx-xxxx)	876-935-2445
Fax Phone(1-xxx-xxx-xxxx)	876-929-8930
Email Address	garviadl@incb.com

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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 L GARCIA



CORPORATE SECRETARY

JUNE 21, 2019

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) _____