



FORM IOA

MATERIAL CHANGE REPORT

By nmar at 9:13:08 am, 11/22/2024

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
November 19, 2024

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>NCB Financial Group Limited (NCBFG) advises that the Board of Directors of its subsidiary, Guardian Holdings Limited, has approved the execution of a Sale and Purchase Agreement with PIB Group Limited for the sale of 100 percent of the shares of Thoma Exploitatie B.V. (Thoma). Thoma is Guardian Group Fatum's Insurance Brokerage business in the Netherlands. The transaction is to be effected through a closed sale process and would align with the efforts of NCB and Guardian to enhance shareholder value. The transaction is subject to regulatory approval in the Netherlands.</p>

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)	November 22, 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	CORPORATE SECRETARY
Business Address	32 TRAFALGAR ROAD, KINGSTON 10, JAMAICA, W. I.
Work Phone (1-xxx-xxx-xxxx)	1 876-935-2440
Fax Phone (1-xxx-xxx-xxxx)	
Email Address	_GarciaGL@jnbc.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 21-Nov-2024
 Print Name Signature Position Date

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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) _____