



By nmar at 8:45:38 am, 23/01/2026

## FORM IOA

### 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

January 21, 2026

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change

NCB Financial Group Limited (NCBFG) advised that Mr Bruce Bowen has resigned as director of NCBFG and all relevant subsidiary boards, including National Commercial Bank Jamaica Limited (NCBJ), Guardian Holdings Limited and NCB Capital Markets Limited, effective January 21, 2026.

This follows an announcement made on January 19, 2026, regarding a leadership change at NCBJ.

#### 4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

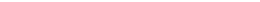
|  | YES              | NO |
|--|------------------|----|
| Will you be seeking an exemption from publishing a notice in accordance with Section 64(2) of the Securities Act 2012? |                  | X  |
| IF "NO"  |                  |    |
| <b>Date of Publication of Notice<br/>(dd/mmm/yyyy)</b>   | January 23, 2026 |    |
| IF "YES"   |                  |    |
| State the reasons for applying for exemptions  | N/A              |    |
|  |                  |    |

#### 5. DETAILS OF SENIOR OFFICER

|                              |  |
|------------------------------|--|
| Name (First name, last name) | STEPHANIE NEITA  |
| Position in Organization     | ASSISTANT CORPORATE SECRETARY                                |
| Business Address             | 32 TRAFALGAR ROAD, KINGSTON 10, JAMAICA,<br>W. 1.            |
| Work Phone (I-xxx-xxx-       | 1 876-935-2780   |
| Fax Phone (1-xxx-xxx-xxxx    |  |
| Email Address                | <a href="mailto:cox-neitaS@jncb.com">cox-neitaS@jncb.com</a> |

## 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.

STEPHANIE NEITA  ASSISTANT CORPORATE SECRETARY 22-Jan-2026

22-Jan-2026

**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)