



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
<p>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.</p> <p>This follows an announcement made on January 19, 2026, regarding a leadership change at NCBJ.</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"		
<b>Date of Publication of Notice (dd/mm/yyyy)</b>	January 23, 2026	
IF "YES"		
<b>State the reasons for applying for exemptions</b>	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, W. 1.
Work Phone (1-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  22-Jan-2026  
ASSISTANT 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) \_\_\_\_\_