



FORM IOA

By nmar at 12:24:18 pm, 03/02/2026

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 30, 2026

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>NCB Financial Group Limited (NCBFG) advises that a Share Purchase Agreement has been signed between its major banking entities, National Commercial Bank Jamaica Limited (NCBJ) and Clarien Bank Limited (CBL), subject to receipt of all required regulatory approvals and non-objections. Under the proposed arrangement, Clarien Bank Limited, a majority-owned subsidiary of NCBFG, will acquire NCBJ's wholly owned subsidiary, NCB (Cayman) Limited, together with a defined portfolio of wealth and investment management client relationships currently serviced within the Group's Cayman operations. Upon completion, the Cayman entity will operate under the Clarien brand.</p> <p>The transaction forms part of the Group's ongoing efforts to optimise its business structure and align related business activities. The transaction is intra-group in nature and does not involve any third parties.</p>

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

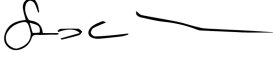
	YES	NO
Will you be seeking an exemption from publishing a notice in accordance with Section 64(2) of the Securities Act 2012?		X
IF "NO"		
Date of Publication of Notice (dd/mm/yyyy)	February 3, 2026	
IF "YES"		
State the reasons for applying for exemptions	N/A	

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,
Work Phone (1-xxx-xxx-)	1 876-935-2780
Fax Phone (1-xxx-xxx-xxxx)	
Email Address	cox-neitaS@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.

STEPHANIE NEITA  ASST. CORPORATE SECRETARY 02-Feb-2026

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) _____