



By gcharles at 8:14:30 am, 04/05/2026

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
April 30, 2026

3. DESCRIPTION OF MATERIAL CHANGE

<p>Provide a description of the material change</p> <p>NCB Financial Group Limited (NCBFG) advised of the following:</p> <p>(1) Guardian Insurance Limited (GIL) is proposing to acquire from NCB Capital Markets Limited 100% of the issued share capital of NCB Merchant Bank (Trinidad and Tobago) Limited (NCBMBTT) pursuant to a Share Purchase Agreement, subject to the receipt of applicable regulatory approvals and non-objections.</p> <p>(2) The Board of Guardian Holdings Limited has approved restructuring activities, pursuant to the Insurance Act of Trinidad & Tobago, to separate its financial and non-financial subsidiaries, as required by the Central Bank of Trinidad and Tobago. This will enable alignment with statutory frameworks for risk management, corporate governance and prudential oversight, while ensuring a clear distinction between non-financial and financial entities.</p> <p>The proposed transactions are intra-group in nature and do not involve any third parties. Client relationships, contractual obligations and day-to-day operations are expected to continue without disruption.</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)	May 1, 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-xxxx)	1 876-935-2780
Fax Phone (1-xxx-xxx-xxxx)	
Email Address	cox-neitaS@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.

STEPHANIE NEITA  ASST. CORPORATE SECRETARY 01-May-2026

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) _____