



FORM IOA

MATERIAL CHANGE REPORT

By gcharles at 8:40:00 am, 02/09/2026

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
August 31, 2026

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
NCB Financial Group Limited (NCBFG) announces the completion of the sale of the shares in its wholly owned banking subsidiary, NCB (Cayman) Limited, to its Bermuda-based banking subsidiary, Clarien Bank Limited, following the receipt of requisite regulatory approvals. The proposed related sale of a defined portfolio of wealth and investment client relationships is also expected to be completed once all approvals and/or non-objections have been received. This internal reorganisation aligns with the Group's strategy to optimise capital, enhance operational efficiency, and consolidate its offshore wealth and investment management capabilities under the Clarien brand. The intra-group transaction does not have a material impact on the earnings or asset base of NCBFG and is a key step in optimising the Group's corporate structure to support sustainable growth and long-term performance. Clients will experience no disruption in service as a result of the reorganisation.

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)	03Sep2026	
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, W. I.
Work Phone (1-xxx-xxx-xxxx)	1 876-935-2780
Fax Phone (1-xxx-xxx-xxxx)	N/A
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  ASSISTANT CORPORATE SECRETARY SEPTEMBER 1, 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) _____