



FORM IOA

MATERIAL CHANGE REPORT

By nmar at 8:32:05 am, 15/09/2026

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
SEPTEMBER 11, 2026

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
NCB Financial Group Limited (NCBFG) advises that it has signed a Share Purchase Agreement with National Commercial Bank Jamaica Limited (NCBJ) for the sale of a 35.5% equity stake in Clarien Group Limited, subject to the receipt of all required approvals and non-objections. This internal reorganisation is consistent with the Group's strategy to strengthen capital and operational efficiency, better align its banking operations and unlock synergies across subsidiaries. It further enhances NCBFG's ability to deliver consistent value to clients and shareholders. The transaction is not expected to have a material impact on NCBFG's consolidated earnings or asset base. NCBFG's consolidated equity investment in Clarien Group Limited will remain unchanged at 50.1% following the completion of this transaction.

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)	September 16, 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, W. 1.
Work Phone (1-xxx-xxx-)	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 14, 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) _____