



Jul 22, 2021, 12:06 pm

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
July 12, 2021

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
NCB Financial Group Limited (NCBFG) announces that arising from an approved change to the compensation arrangements with our President and Group Chief Executive Officer (Hon. Patrick Hylton, OJ, CD) and Group Chief Financial Officer and Deputy Chief Executive Officer (Dennis Cohen), each of them agreed to surrender NCBFG shares held pursuant to the preceding compensation arrangement. This has resulted in a significant reduction in the shareholding in NCBFG for each, but their arrangements will continue to be aligned to the performance of the Group. The shares surrendered are now held by a custodian under an existing custodial arrangement under which shares are held for future distribution to executives (including Messrs Hylton and Cohen).

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)	July 19, 2021	
IF "YES"		
State the reasons for applying for exemptions		

5. DETAILS OF SENIOR OFFICER

Name (First name, last name)	DAVE GARCIA
Position in Organization	GROUP GENERAL COUNSEL & CORPORATE SECRETARY
Business Address	32 TRAFALGAR ROAD, KINGSTON 10, JAMAICA, W. I.
Work Phone (I-xxx-xxx-)	1 876-935-2445
Fax Phone (1-xxx-xxx-xxxx)	1 876-929-8930
Email Address	Garciadl@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.

DAVE GARCIA  GROUP GENERAL COUNSEL & CORPORATE SECRETARY JULY 16, 2021
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) _____