

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 1, 2021 |
| | |
| 3. | DESCRIPTION OF MATERIAL CHANGE |
| | Provide a description of the material change |
| | NCB Financial Group Limited (NCBFG) announces that Mr Adrian Lee-Chin resigned as a director of NCBFG and National Commercial Bank Jamaica Limited on July 1, 2021. |

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" | | |
| (dd/mmm/yyyy) | uly 7, 20 |)21 |
| IF "YES" | | |
| State the reasons for applying for exemptions | | |
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6. DATE, CERTIFICATION AND SIGNATURE

5. DETAILS OF SENIOR OFFICER

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

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.

Position

DAVE GARCIA___

Print Name

Signature

GROUP GENERAL COUNSEL & $\underline{\text{CORPORATE SECRETARY}}$

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) |