



By nmar at 8:51:22 am, 6 Jun 2025

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
June 4, 2025

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>NCB Financial Group Limited (“NCBFG”) advises of its intention to raise funding in an aggregate principal amount of US\$300,000,000.00 by way of an offering of new Senior Notes in the international securities markets (the “Offering”), subject to terms acceptable to NCBFG, including pricing. This announcement is not an offer, solicitation or sale of securities in the United States or any other state or jurisdiction, and there shall not be any offer, solicitation or sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The securities described in this announcement may only be offered in the United States to “qualified institutional buyers” as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the “Act”), or to “non-U.S. persons” in offshore transactions outside the United States in accordance with Regulation S thereunder. The securities have not been and will not be registered under the Act, or any state securities laws, and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from the registration requirements of the Act.</p> <p>The Offering, which is expected to price by Wednesday June 11, 2025 and close shortly thereafter, will be rated by Standard & Poors Ratings Services and Fitch Ratings. A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.</p>

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

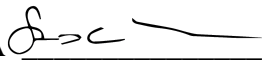
	YES	NO
Will you be seeking an exemption from publishing a notice in accordance with Section 64(2) of the Securities Act 2012?		X
IF "NO"		
Date of Publication of Notice (dd/mm/yyyy)	June 6, 2025	
IF "YES"		
State the reasons for applying for exemptions	N/A	

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 (I-xxx-xxx-)	1 876-935-2780
Fax Phone (1-xxx-xxx-xxxx)	
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  ASST. CORPORATE SECRETARY

Print Name Signature Position

05-Jun-2025

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) _____