



FORM IOA

MATERIAL CHANGE REPORT

By nmar at 8:24:52 am, 23 Jun 2025

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 10, 2025

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
NCB Financial Group Limited (“NCBFG”) advises that pursuant to terms of an existing agreement between NCBFG and private equity funds (in which two of its directors have an interest) holding shares in Clarien Group Limited (“CGL”), NCBFG is expecting to acquire from the private equity funds an additional 17.92% stake in CGL (which would increase NCBFG’s stake to 68.02% of CGL’s voting shares). The timing of the transaction is to be confirmed but, when it occurs, it is not expected to have a material impact on NCBFG’s financial performance.

#### 4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

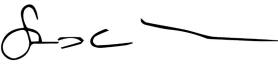
	YES	NO
Will you be seeking an exemption from publishing a notice in accordance with Section 64(2) of the Securities Act 2012?		X
IF "NO"		
<b>Date of Publication of Notice (dd/mm/yyyy)</b>	June 20, 2025	
IF "YES"		
<b>State the reasons for applying for exemptions</b>	N/A	

#### 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 (1-xxx-xxx-)	1 876-935-2780
Fax Phone (1-xxx-xxx-xxxx)	
Email Address	<a href="mailto:cox-neitaS@jncb.com">cox-neitaS@jncb.com</a>

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 18-Jun-2025

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) \_\_\_\_\_