



FORM IOA

MATERIAL CHANGE REPORT

By amattthew at 9:10:37 am, 17/06/2024

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 11, 2024

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>NCB Financial Group Limited (NCBFG) has entered into a Share Purchase Agreement (SPA) with Cornerstone Financial Holdings Limited, a privately held company organised in Barbados, for the sale of 30.20% of the equity of Clarien Group Limited (Clarien Group). Clarien Group is domiciled in Bermuda and its subsidiary, Clarien Bank Limited, operates under a banking licence in Bermuda.</p> <p>The completion of this transaction is subject to conditions, including the requisite regulatory approvals. Following the proposed sale, NCBFG will maintain a 19.90% equity interest in Clarien Group.</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/mmm/yyyy)	17Jun2024	
IF "YES"		
State the reasons for applying for exemptions	N/A	

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 (1-xxx-xxx-xxxx)	1 876-935-2445
Fax Phone (1-xxx-xxx-xxxx)	1 876-929-8930
Email Address	GarciaDL@incb.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 *D Garcia* GROUP GENERAL COUNSEL & CORPORATE SECRETARY 13-Jun-2024
 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) _____