

FORM 10

MATERIAL CHANGE REPORT

Pursuant to Section 64 of the Securities Act, 2012

General Instructions:	<p>Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced.</p> <p>This report and any attachments should be certified by a Senior Officer of the Reporting Issuer.</p> <p>Completed reports should be submitted to:</p> <p style="padding-left: 40px;">The Director Market Regulation and Surveillance Trinidad and Tobago Securities and Exchange Commission 57-59 Dundonald Street Port of Spain Trinidad</p>
Item 1	State the name of the reporting issuer, and include its business address.
Item 2	State the date on which the material change occurred.
Item 3	Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of matters that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.
Item 4	State whether the issuer is seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012, and complete the associated "yes" or "no" sections of the form accordingly.
Item 5	Give the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change.
Item 6	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.

FORM 10

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
MAY 12, 2020

3. DESCRIPTION OF MATERIAL CHANGE

<p>Provide a description of the material change</p> <p>On May 12, 2020, NCB Financial Group Limited (NCBFG) received advice from the Bank of Jamaica (BOJ) that the BOJ “would not object to the payment of dividends to shareholders owning one percent [or] less of shareholdings of FHC designates and listed deposit takers.”</p> <p>Such non-objection would apply to NCBFG. However, for dividends to be declared and paid on that basis, agreement would be required of all shareholders whose dividend payments would be deferred. As usual, also, the NCBFG Board of Directors would need to approve an interim dividend. As at the date of this notice, neither of those activities has occurred. Shareholders will be advised of any further significant changes affecting the declaration and payment of dividends for our current financial year.</p>
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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 (18/05/2020)	
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If "Yes"

State the reasons for applying for the exemption


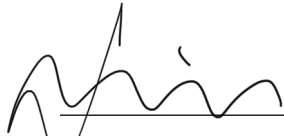
5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	DAVE L GARCIA
Position in Organization	GROUP GENERAL COUNSEL & CORPORATE SECRETARY
Business Address	32 TRAFALGAR ROAD, KINGSTON 10
Work Phone (1-xxx-xxx-xxxx)	876-935-2445
Fax Phone(1-xxx-xxx-xxxx)	876-929-8930
Email Address	garcia dl@jncb.com

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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 L GARCIA _____	 _____	CORPORATE SECRETARY _____	MAY 13, 2020 _____
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) _____