

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of NCB FINANCIAL GROUP LIMITED will be held on February 13, 2026, at 10 a.m. (Eastern Standard Time/Jamaica time) in a hybrid format at the Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5, in the parish of Saint Andrew, Jamaica, and online through access information to be made available at www.myncb.com/agm, to consider and, if thought fit, pass the following resolutions:

Ordinary Business

ORDINARY RESOLUTIONS

1. Audited Financial Statements

RESOLUTION 1:

“THAT the Audited Financial Statements for the year ended September 30, 2025, along with the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are hereby adopted.”

2. Declaration of Dividend

RESOLUTION 2:

“THAT the interim dividends per ordinary stock unit of \$0.50 paid in June 2025, \$0.50 paid in September 2025 and \$0.50 paid in December 2025 be treated on the recommendation of the Directors as the final dividend for the financial year ended September 30, 2025.”

3. Election of Directors

Article 94 of the Company's Articles of Incorporation provides that one-third of the Board other than the Managing Director (that

is, our Group Chief Executive Officer) and Deputy Managing Director or, if the number of members of the Board is not three or a multiple of three, the number nearest one-third shall retire from office at each Annual General Meeting. The directors retiring under this Article are the **Honourable Michael Lee-Chin, OJ** and **Mr Gary Brown** who, being eligible, offer themselves for re-election.

- (a) The proposed resolutions are therefore as follows:

RESOLUTION 3(a)(i):

- (i) “THAT Director the **Honourable Michael Lee-Chin, OJ** retiring pursuant to Article 94 of the Articles of Incorporation be and is hereby re-elected.”

RESOLUTION 3(a)(ii):

- (ii) “THAT Director **Mr Gary Brown** retiring pursuant to Article 94 of the Articles of Incorporation be and is hereby re-elected.”

- (b) **Mr Lance Dominic Rampersad** was appointed a director of the Company on December 4, 2025. Under Article 100 of the Company's Articles of Incorporation,

Mr Rampersad's appointment expires on the date of this Meeting and, being eligible, he offers himself for election.

The proposed resolution is therefore as follows:

RESOLUTION 3(b):

"THAT Mr Lance Dominic Rampersad, having been appointed during the year, be and is hereby elected a director of the Company."

4. Directors' Remuneration

RESOLUTION 4(a):

"THAT the directors be and are hereby empowered to fix the remuneration of any executive director."

RESOLUTION 4(b):

"THAT the total remuneration of all the directors combined, other than any executive director, for the financial year of the Company ending September 30, 2026, BE AND IS HEREBY fixed at \$121,000,000, which remuneration may include such share incentive scheme for directors as may be determined by the Board."

5. Appointment of Auditors and their Remuneration

RESOLUTION 5:

"THAT PricewaterhouseCoopers, having signified their willingness to serve, be appointed auditors of NCB Financial Group Limited (NCBFG), until the conclusion of the next Annual General Meeting of NCBFG, at a remuneration to be agreed by the directors."

- 6.** Resolutions in respect of any other business which can be transacted at an Annual General Meeting.

A member of the Company entitled to attend and vote at this meeting is entitled to appoint a Proxy to attend and vote in his/her stead, and such proxy need not be a member.

If you are unable to attend the Meeting, a Form of Proxy is enclosed for your convenience. When completed, this Form should be deposited with the Secretary, at the Registered Office of the Company, "The Atrium", 32 Trafalgar Road, Kingston 10, Jamaica, not less than **48 hours** before the time appointed for the Meeting. The Proxy Form should bear stamp duty of **\$100.00**, before being signed. The stamp duty may be paid by adhesive stamps, which are to be cancelled by the person signing the Proxy Form.

***Pre-registration is required in order to attend and participate in the Annual General Meeting in-person or online. In-person attendance will be limited and facilitated only upon pre-registration with the Jamaica Central Securities Depository at jcsdrs@jamstockex.com on a first come first served basis. Additional information regarding attendance and participation is available on the Company's website at www.myncb.com. Viewing of the AGM online (i.e. no voting required) will not require registration.**

DATED this 16th day January 2026

BY ORDER OF THE BOARD



Dave L. Garcia
Corporate Secretary

Notice of Annual General Meeting

Special Instructions for Attendance and Participation at the NCBFG Annual General Meeting

The Annual General Meeting (AGM) of NCB Financial Group Limited (NCBFG) will be held in a hybrid format. Shareholders (or their proxies) will be able to attend the meeting in person (limited seating) or by electronic means and will have an opportunity to attend and vote on resolutions raised at the AGM once they register at <https://iteneri.com/ncbfg> or by contacting the Jamaica Central Securities Depository at jcsdrs@jamstockex.com.

Registration for in-person attendance

A limited number of individuals will be able to attend the AGM in person and will be facilitated **on a first come first served basis only** upon pre-registration by contacting the Jamaica Central Securities Depository at **(876) 967-3271** or via email at jcsdrs@jamstockex.com.

Registration for online attendance

Registration in advance is also required to attend the AGM online. Shareholders will require their Jamaica Central Securities Depository (JCSD) or Trinidad and Tobago Central Depository (TTCD)

Account Number in order to complete registration and to be able to vote on the resolutions raised at the AGM. Should assistance be required in obtaining this account number, any of the following may be done:

1. Contact your stockbroker; or
2. Contact the Registrar Services Unit of the Jamaica Central Securities Depository at **(876) 967-3271** or via e-mail at jcsdrs@jamstockex.com.

Upon registration and verification, instructions on how to join the meeting will be sent to the same e-mail address that was used for registration.

Those instructions may only be used by one user and should not be shared with anyone.



The deadline for registration is February 12, 2026.

Non-shareholders may also attend the meeting if they register at <https://iteneri.com/ncbfg>.

Viewing of the AGM online (that is, without the ability to vote) will not require registration.

Participation (in-person and online)

The Notice of AGM, Proxy Form and Annual Report are available on the following websites:

- NCB Financial Group Limited at <https://www.myncb.com/annualreport2025>
- The NCBFG AGM site at <https://iteneri.com/ncbfg>

They are also being made available on the following sites:

- The Jamaica Stock Exchange at <https://www.jamstockex.com>
- the Trinidad & Tobago Stock Exchange at <https://www.stockex.co.tt>
- Registered shareholders and non-shareholders will be able to join and participate in the AGM using the information provided by e-mail on completion of the registration process.
- The AGM will be streamed live on the NCBFG website at www.myncb.com as well as the National Commercial Bank Jamaica Limited YouTube page for viewing by all persons worldwide regardless of whether they register on the AGM website.
- Online attendees will be muted for the duration of the meeting and will not be allowed to unmute themselves for verbal communication, except upon a request made and accepted during the meeting.
- Persons are strongly encouraged to submit any questions related to the audited accounts prior to the AGM by e-mail to ncbfginvestorqueries@jncb.com up to the evening of February 12, 2026, so that they may be addressed during presentations and/or the course of the meeting. During the AGM, questions may only be submitted through the Question and Answer functionality of the application and we will seek to address as many of them as possible that are relevant to the proceedings,

particularly in the designated “Audited Accounts” or “Question & Answer” segments of the meeting agenda. Shareholders wishing to speak should request to do so through the Question and Answer functionality, following the instructions that will be provided in the meeting.

- Only those shareholders or their proxies who have registered will be able to vote on the resolutions at the meeting.

Instructional videos on “How to Register” and “How to Vote” online are available on the AGM site.

Persons experiencing any problems in the registration process or who have any questions regarding the registration and participation in the AGM should send an e-mail to our Registrar at jcsdrs@jamstockex.com.