

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of NCB FINANCIAL GROUP LIMITED will be held at **The Atrium, 32 Trafalgar Road, Kingston 10, in the parish of Saint Andrew, Jamaica on February 4, 2022**, and online using access information set out below, to start at **10:30 a.m.**, to consider and if thought fit pass the following resolutions:

ORDINARY BUSINESS

Ordinary Resolutions

1. Audited Accounts

“**THAT** the Audited Accounts for the year ended September 30, 2021, and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are hereby adopted.”

2. Declaration of Dividend

“**THAT** the interim dividend per stock unit of \$0.50 paid in May 2021 be treated on the recommendation of the Directors as the final dividend for the financial year ended September 30, 2021.”

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 President and Group Chief Executive Officer) and Deputy Managing Director (that is, our Group Chief Financial Officer and Deputy Chief Executive Officer) or, if the number of members of the board is not three or a multiple of three, then the number nearest to one-third shall retire from office at each Annual General Meeting. The Directors retiring under this Article are **Mrs Sandra Glasgow** and **Mrs Sanya Goffe** who, being eligible, offer themselves for re-election.

The proposed resolutions are therefore as follows:

- a) “**THAT** Director **Mrs Sandra Glasgow** retiring pursuant to Article 94 of the Articles of Incorporation be and is hereby re-elected.”
- b) “**THAT** Director **Mrs Sanya Goffe** retiring pursuant to Article 94 of the Articles of Incorporation be and is hereby re-elected.”

4. Directors’ Remuneration

- a) “**THAT** the Directors be and are hereby empowered to fix the remuneration of the Executive Directors.”
- b) “**THAT** the total remuneration of all of the Directors combined, other than the Executive Directors, for the financial year of the Company ending September 30, 2022, BE AND IS HEREBY fixed at \$27,000,000, which remuneration may include such share incentive scheme for directors as may be determined by the Board.”

5. Appointment of Auditors and their Remuneration

“**THAT** PricewaterhouseCoopers, having signified their willingness to serve, be appointed as Auditors of the Company until the conclusion of the next Annual General Meeting, at a remuneration to be agreed with 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, is entitled to appoint a Proxy to attend and vote in his/her stead, and a 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.

Instructions for participation in the hybrid AGM follow.

DATED this **31st** day of **December 2021**

BY ORDER OF THE BOARD



DAVE L. GARCIA
CORPORATE SECRETARY

Special instructions for attendance and participation at the Annual General Meeting (AGM)

Shareholders will not be able to attend the meeting in person; however, they will have an opportunity to attend and vote on resolutions raised at the AGM electronically once they register using this link: <https://iteneri.com/ncbfg>

Non-shareholders may also attend the meeting if they register using this same link.

Upon registration and verification, an electronic link and a password will be sent to the same e-mail address that was used for registration. ***The link and password should not be shared with anyone.***

The deadline for registration is February 2, 2022.

The AGM will be streamed live at www.myncb.com and on the National Commercial Bank Jamaica Limited YouTube Page for viewing by all persons worldwide regardless of whether they register.

Persons are strongly encouraged to submit any questions related to the audited accounts prior to the AGM by e-mail to ncbfginvestorqueries@jncb.com so that they may be addressed during presentations and/or the course of the meeting. During the meeting questions may only be submitted through the question & answer feature in the application and will be addressed, time permitting, in the designated “Audited Accounts” or “Question & Answer” segments of the meeting agenda.

Voting by shareholders on all resolutions shown on the Notice of AGM will be done electronically. Only those shareholders who have registered or their proxies will be able to vote on resolutions.

The Notice of AGM, Proxy Form and 2021 Annual Report are available at www.myncb.com/Investor-Relations/Information.