



AUDIT COMMITTEE COMPLAINT PROCEDURES

It is considered important by NCB Financial Group Limited (the "Company") to encourage employees and others (collectively, "Complainants"), through postings and otherwise, when they reasonably believe that questionable accounting or auditing conduct practices have occurred or are about to occur, to report those concerns to the Audit Committee of the Board of Directors of the Company. The following constitute the procedures adopted by the Audit Committee for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls and auditing matters; and (2) the confidential, anonymous submission by employees of the company of concerns regarding accounting and auditing matters:

1. The Company will maintain a special electronic mail address, which will be accessed only by the Audit Committee Chair, for receiving complaints concerning accounting, internal accounting controls and auditing matters. Any submissions may be made anonymously, and all submissions will be treated confidentially. The Company will publish on its website this electronic mail address and will make this address available to its employees through the NCB intranet or other means. Confidential, anonymous submissions may also be made to the following address:

Audit Committee Chair
C/o Company Secretary
32 Trafalgar Road
Kingston 10

The Office of the Company Secretary will immediately forward any correspondence so addressed to the Audit Committee Chair without being opened by any officer of the company.

2. The types of complaints include, but are not limited to:

- fraud or error in preparation, review or audit of financial statements;
- fraud or error in recording or maintaining financial information;
- deficiencies or non compliance with accounting policies or internal controls;
- misrepresentation or false statements regarding matters in financial records or statements or audit reports; or
- deviations from accounting standards.

The complaint should include the alleged event, the date of the event, the names of persons involved and any additional pertinent information regarding the event.

3. The Company will notify employees, at a minimum through the Code of Business Conduct, that it is the policy of the Company not to allow retaliation for reports of misconduct made in good faith by employees.



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4. Copies of all complaints regarding accounting, internal accounting controls, or auditing matters, however received by the Company, will be provided to members of the Audit Committee on a quarterly basis; provided, however, that any such complaints received in respect of any executive officer of the Company will be brought to the attention of the Chair of the Audit Committee within two business days. Complaints that are determined not to relate to accounting, internal accounting controls, or auditing matters will generally be forwarded to the President and Group Chief Executive Officer. However, any complaint addressed to the Audit Committee that indicates that it is being submitted confidentially, regardless of its subject matter, will be forwarded to the Audit Committee without any copy being given to the President and Group Chief Executive Officer.
5. The originals and all copies of complaints that are maintained by the Company will be maintained in such a manner as to maintain the confidential treatment of such complaints.
6. Copies of all complaints regarding accounting, internal accounting controls or auditing matters, however received, will be provided to the Company's independent auditors.
7. Complaints provided to the Audit Committee concerning accounting, internal accounting controls or auditing matters will be investigated by the Audit Committee. The status of all such complaints will be reported on a quarterly basis to the full Board, until completed. Upon completion of an investigation, the Audit Committee shall issue its findings to the President and Chief Executive Officer and the Board of Directors. Upon receipt of the findings of the Audit Committee, the Board of Directors shall take corrective action, if necessary. The Audit Committee shall also report its findings and corrective action, if any, to the Complainant, if the Complainant has been identified and provided the Committee is satisfied that it would be appropriate to do so.
8. The Audit Committee will report to the Board at least annually regarding the Audit Committee's Complaint Procedures and the Company's complaint procedures under its Code of Business Conduct (the "Code"). For the purpose of preparing such report, the Group Chief Internal Auditor will be requested to prepare a summary of all complaints received by the President and Chief Executive Officer and the Audit Committee. In conjunction with this report, the Audit Committee will review the Code and recommend to the Board any changes to the Code that the Audit Committee deems appropriate for consideration by the Board.
9. The Audit Committee may on an ad hoc basis institute additional procedures, including the retention of outside counsel or other advisors, for the treatment of any complaint that is before it.
10. The Audit Committee minutes will document the actions of the Audit Committee regarding complaint handling. The Chair of the Audit Committee will provide to the company secretary the completed investigation file which is to be stored in the corporate files and retained for at least six years.

These Procedures will be reviewed every three (3) years by the Audit Committee, which will recommend changes for the Board's approval.



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A handwritten signature in blue ink, appearing to be 'M. L. G.', written over a horizontal line.

Chairman of the Board of Directors
NCB Financial Group Limited

Date July 27, 2017

A handwritten signature in blue ink, appearing to be 'E. G. A.', written over a horizontal line.

Chairman of the Audit Committee
NCB Financial Group Limited

Date July 27, 2017