

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of NCB FINANCIAL GROUP LIMITED will be held as a **virtual-only meeting on February 9, 2024**, to start at 10:30 a.m., to consider and if thought fit pass the following resolutions:

1. Audited Financial Statements

“**THAT** the Audited Financial Statements for the year ended September 30, 2023, and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are hereby adopted.”

2. Election of Directors

- (a) Article 94 of the Company’s Articles of Incorporation provides that one-third of the Board other than the Managing Director (that is, our Interim 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, then the number nearest to one-third shall retire from office at each Annual General Meeting. The Directors retiring under this Article are **Prof. the Hon. Alvin Wint, OJ, CD and Mrs Sandra Glasgow** of whom **Mrs Glasgow**, being eligible, offers herself for re-election.

The proposed resolution is therefore as follows:

“**THAT** Director **Mrs Sandra Alicia Carol Glasgow**, retiring pursuant to Article 94 of the Articles of Incorporation, be and is hereby re-elected.”

- (b) On the recommendation of the Board, Members will be invited to elect additional directors, in respect of whom the proposed resolutions are as follows:
- (i) “**THAT Mr Bruce Bowen** be and is hereby elected a Director.”
- (ii) “**THAT Mr Gary Brown** be and is hereby elected a Director.”

3. 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 the Directors combined, other than the Executive Directors, for the financial year of the Company ending September 30, 2024, BE AND IS HEREBY fixed at \$72,000,000, which remuneration may include such share incentive scheme for directors as may be determined by the Board.”

4. 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.”

5. “THAT the resolutions considered at the Company’s General Meeting of October 31, 2023 and all acts pursuant thereto be and are hereby ratified.”

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 virtual-only AGM follow.

DATED 3rd day of January 2024

BY ORDER OF THE BOARD



**DAVE L. GARCIA
CORPORATE SECRETARY**

Notice of Annual General Meeting

Special Instructions for Attendance and Participation at the Virtual-Only Annual General Meeting (AGM)

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

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

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 stock broker; or
- 2) Contact the Registrar Services Unit of the Jamaica Central Securities Depository at (876) 967-3271 or via email at jcsdrs@jamstockex.com.

Upon registration and verification, a 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 7, 2024.

Attendance and Participation

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

- ▶ NCB Financial Group Limited (NCBFG) at www.myncb.com/annualreport2023
- ▶ The NCBFG AGM site at iteneri.com/ncbfg

They are also being made available on the following sites:

- ▶ The Jamaica Stock Exchange at www.jamstockex.com
- ▶ The Trinidad & Tobago Stock Exchange at 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.

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 8, 2024, 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.

Voting by shareholders on all resolutions shown on the Notice of the AGM will be done by electronic means. 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” 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.