

# 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 5, 2021, and online through access information to be made available through [www.myncb.com](http://www.myncb.com), to start at 3:00 p.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, 2020 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 dividends per stock unit of \$1.00 paid in December 2019 and \$0.90 paid in March 2020 be treated on the recommendation of the Directors as the final dividend for the financial year ended September 30, 2020.”

#### 3. 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 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 **Prof. Alvin Wint, CD** and **Mr Robert Almeida** who, being eligible, offer themselves for re-election.

The proposed resolutions are therefore as follows:

“**THAT** Director **PROF. ALVIN WINT, CD**, retiring pursuant to Article 94 of the Articles of Incorporation be and is hereby re-elected.”

“**THAT** Director **MR ROBERT ALMEIDA**, retiring pursuant to Article 94 of the Articles of Incorporation be and is hereby re-elected.”

- b) **Mr Adrian Lee-Chin** was appointed Director of the Company on July 29, 2020. **Under Article 103** of the Company's Articles of Incorporation his appointment expires on the date of this Meeting and being eligible he offers himself for re-election.

The proposed resolution is therefore as follows:

**"THAT** Director, **MR ADRIAN LEE-CHIN**, retiring pursuant to Article 103 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, 2021, 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.

**DATED THE 4TH DAY OF JANUARY 2021**

**BY ORDER OF THE BOARD**



**DAVE L. GARCIA**  
**CORPORATE SECRETARY**