

# 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, 2025, 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 (limited seating, pre-registration required\*), and online through access information to be made available at [www.myncb.com/agm](http://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, 2024, 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 December 2023, \$0.50 paid in March 2024, \$0.50 paid in June 2024, \$0.50 paid in September 2024, and \$0.50 paid in December 2024 be treated on the recommendation of the Directors as the final dividend for the financial year ended September 30, 2024.”

### **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 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 one-third, shall retire from office at each Annual General Meeting. The Directors retiring under this Article are **Mrs Thalia Lyn, OD** and **Mrs Sanya Goffe** who, being eligible, offer themselves for re-election.

The proposed resolutions are therefore as follows:

#### RESOLUTION 3(a)(i):

- i. **“THAT** Director **Mrs Thalia Lyn, OD** retiring pursuant to Article 94 of the Articles of Incorporation be and is hereby re-elected.”

#### RESOLUTION 3(a)(ii):

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

- b. **Mr Howard Shearer, CD** was appointed a Director of the Company on March 13, 2024. Under Article 100 of the Company's Articles of Incorporation, Mr Shearer'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 Howard Shearer, CD** having been appointed during the year, be and is hereby elected a Director of the Company."

- c. **Mrs Arvinder Bharath** was appointed a Director of the Company on January 2, 2025. Under Article 100 of the Company's Articles of Incorporation, Mrs Bharath's appointment expires on the date of this Meeting and, being eligible, she offers herself for election.

The proposed resolution is therefore as follows:

RESOLUTION 3(c):

**"THAT Mrs Arvinder Bharath,** 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 the Executive Directors."

RESOLUTION 4(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, 2025, BE AND IS HEREBY fixed at \$90,000,000, 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 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 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](mailto: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](http://www.myncb.com). Viewing of the AGM online (i.e. no voting required) will not require registration.**

**DATED this 9th day of January 2025  
BY ORDER OF THE BOARD**

**DAVE L. GARCIA  
CORPORATE SECRETARY**

# Notice of Annual General Meeting

## Special Instructions for Attendance and Participation at the Annual General Meeting of NCB Financial Group Limited

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. They 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 (JCSD) at [jcsdrs@jamstockex.com](mailto: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 JCSD at **(876) 967-3271** or via email at [jcsdrs@jamstockex.com](mailto:jcsdrs@jamstockex.com).

### Registration for online attendance

Registration in advance is also required to be able to attend the AGM online. Shareholders will require their 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 JCSD at **(876) 967-3271** or via e-mail at [jcsdrs@jamstockex.com](mailto: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, 2025.**

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:

- The NCBFG site at <https://www.myncb.com/annualreport2024>
- 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](http://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, unless a request is 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](mailto:ncbfginvestorqueries@jncb.com) up to the evening of February 12, 2025, so they may be addressed during presentations or over the course of the meeting. During the AGM, relevant questions may only be submitted through the Question and Answer feature of the application and we will seek to address as many of them as possible, 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 feature, 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 website.

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](mailto:jcsdrs@jamstockex.com).

