

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of NCB FINANCIAL GROUP LIMITED will be held at the Spanish Court Hotel, room Valencia T, 16 Worthington Avenue, Kingston 10, in the parish of Saint Andrew on Friday, January 25, 2019 to start at 10:00 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, 2018 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 \$0.70 paid in February 2018, \$0.70 paid in May 2018, \$0.70 paid in August 2018, and \$0.70 paid in December 2018 be treated on the recommendation of the Directors as the final dividend for the financial year ended September 30, 2018.”

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 **Hon. Michael Anthony Lee-Chin, OJ** and **Mr Robert Wilfred Almeida**, who, being eligible, offer themselves for re-election.

The proposed resolutions are therefore as follows:

- a) “**THAT** Director, **Hon. Michael Anthony Lee-Chin, OJ**, retiring pursuant to Article 94 of the Articles of Incorporation be and is hereby re-elected.”
- b) “**THAT** Director, **Mr Robert Wilfred Almeida**, 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, 2019, BE AND IS HEREBY fixed at \$25,000,000, 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 this 20th day of **December, 2018**

BY ORDER OF THE BOARD



DAVE L. GARCIA
CORPORATE SECRETARY