

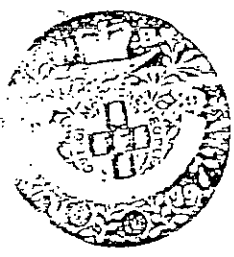
SUPPLEMENTAL AGREEMENT

to amend

FINANCIAL ASSISTANCE AGREEMENT

SD 20.00

LC 112/11



THIS AGREEMENT is made the 28th day of September 1999

BETWEEN

N.C.B. GROUP LIMITED a company incorporated in Jamaica having its registered office at "The Atrium", 32 Trafalgar Road, Kingston 10 in the Parish of Saint Andrew (hereinafter called "NCB Group") of the first part
NATIONAL COMMERCIAL BANK JAMAICA LIMITED a company incorporated in Jamaica having its registered office at "The Atrium", 32 Trafalgar Road, Kingston 10 aforesaid (hereinafter called "the Bank") of the second part

NCB TRUST AND MERCHANT BANK LIMITED a company incorporated under the laws of Jamaica and having its registered office at "The Atrium", 32 Trafalgar Road, Kingston 10 aforesaid (hereinafter called "NCB Trust") of the third part

and

FINSAC LIMITED a company incorporated under the laws of Jamaica and having its registered office at 76 Knutsford Boulevard, Kingston 5 Saint Andrew aforesaid (hereinafter called "Finsac") of the fourth part

SUPPLEMENTAL to a Financial Assistance Agreement dated the 14th April 1998 made between NCB Group, the Bank, NCB Trust and Finsac (hereinafter called "the Principal Agreement).

WHEREAS:

- (1) Clause 8.2(a) of the Principal Agreement provided that Finsac Bonds having an aggregate principal value of J\$400,000,000 will be used to subscribe for additional ordinary shares in the capital of NCB Trust.
- (2) Clause 8.2(b) of the Principal Agreement provided that Finsac Bonds having an aggregate principal value of J\$600,000,000 will be used to subscribe for additional ordinary shares in the capital of NCBI.
- (3) In Clause 1.1(o) of the Principal Agreement "NCBI" was defined to mean N.C.B. (Investments) Limited.
- (4) Clause 24 of the Principal Agreement provided that no variation thereof should be valid or effective unless made by one or more instruments in writing signed by such of the parties hereto as would be affected by such variation.

(5) It has been decided to vary Clause 8.2 of the Principal Agreement and of the parties hereto only NCB Group NCB Trust and Finsac are affected by such variation.

NOW IT IS HEREBY AGREED as follows:-

(1) The Principal Agreement is hereby varied as follows:-

(i) by the deletion of Clause 8.2 in its entirety

and

(ii) by the substitution therefor of the following new Clause 8.2 -

“8.2 The Finsac Bonds issued to NCB Group in subscription for the NCB Group Preference Shares shall be used by NCB Group as follows:-

(a) Finsac Bonds having an aggregate principal value of J\$400,000,000 will be endorsed and transferred to NCBI by way of a shareholder’s loan which shall be evidenced by a loan agreement, a promissory note or such other appropriate document as shall be mutually acceptable;

and

(b) Finsac Bonds having an aggregate principal value of J\$600,000,000 will be used to subscribe for Zero Coupon Redeemable Preference Shares in the capital of NCBI
Provided that the terms of issue of such redeemable preference shares have previously been approved by Finsac and in pursuance of the foregoing the Finsac Bonds shall be endorsed and delivered to NCBI in return for the relevant share certificate to be issued by NCBI”.

(2) In all other respects the Principal Agreement is hereby confirmed and will henceforth have effect as if the above variation had been made on or before the first day of October 1998.

IN WITNESS whereof NCB Group NCB Trust and Finsac have caused their common seals to be hereunto affixed the day and year first hereinbefore written

THE COMMON SEAL of N.C.B GROUP) N.C.B. GROUP LIMITED

LIMITED was hereunto affixed in the)

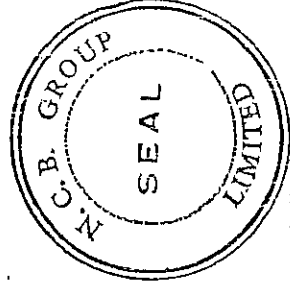
presence of and this Supplemental Agree-)

ment signed by LEFRAN)

COBAN a Director)

and JOSEPH STOUCHAL)

the Secretary in the presence of:)



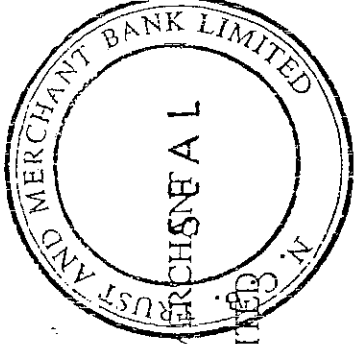
[Handwritten signature]

Director

[Handwritten signature]

Secretary

JENNIFER D. KELLY
ATTORNEY-AT-LAW
"THE ATRIUM"
32 TRAFALGAR ROAD
KINGSTON 10, JAMAICA



THE COMMON SEAL of N.C.B TRUST) N.C.B. TRUST AND MERCHANT BANK LIMITED)
AND MERCHANT BANK LIMITED)

was hereunto affixed in the presence of and)
this Supplemental Agreement signed by) *McIntain*

MARIA CHRISTIAN) Director
a Director and *Joseph*)
Stouchar)
the Secretary in the presence of:)
Joe)
Quinn)
Secretary)

Joe)
Quinn)
Secretary)

JENNIFER D. KELLY
ATTORNEY-AT-LAW
"THE ATRIUM"
12 TRAFALGAR ROAD
KINGSTON, JAMAICA

THE COMMON SEAL of FINSAC) FINSAC LIMITED)

LIMITED was hereunto affixed in the)
presence of and this Supplement Agree-)
ment signed by)
PATRICK HYLTON) Director)

a Director and)
CAROLLE CHEVANNES)
Secretary)

the Secretary in the presence of:)
Sharon)
Secretary)

SHARON M. S. EVANS, LL.B., B.A.
ATTORNEY-AT-LAW