

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO NB PRIVATE EQUITY PARTNERS LIMITED (THE "COMPANY") ON WHICH YOU ARE BEING ASKED TO VOTE.**

**If you are in any doubt about the contents of this Circular or the action you should take, you are recommended to seek immediately your own personal financial advice from an appropriately qualified independent adviser authorised pursuant to the UK Financial Services and Markets Act 2000 if in the United Kingdom or otherwise regulated under the laws of your own country.**

This Circular is not a prospectus and does not constitute or form part of, and should not be construed as, any offer for sale or subscription of, or solicitation of any offer to buy or subscribe for, any securities of the Company in any jurisdiction, including (without limitation) the United States, nor should it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever in any jurisdiction, including (without limitation) the United States. The securities referred to herein which may be offered pursuant to the Issue (as defined herein) have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States, and (if issued) may not be offered, sold, pledged, delivered or otherwise transferred, directly or indirectly, into or within the United States or to, or for the account or benefit of, any "**U.S. persons**" as defined in Regulation S under the U.S. Securities Act ("**U.S. Persons**"). There will be no public offer of any such securities in the United States.

The distribution of this Circular in certain jurisdictions may be restricted by law and persons into whose possession this Circular comes should inform themselves about and observe any relevant restrictions. In particular, subject to certain exceptions, this Circular is not for distribution, directly or indirectly, in, into or from the United States, Canada, South Africa or Japan or to U.S. Persons. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdictions. This Circular is and may be communicated only to (and is directed only at) persons to whom such communication may lawfully be made.

If you have sold or otherwise transferred all of your Class A Shares in the Company then, subject to the restrictions referred to above, please send this Circular and the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

**This Circular should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I (Letter from the Chairman) of this Circular and which recommends that you vote in favour of the ordinary resolution to be proposed at the Class A Meeting. Your attention is also drawn to the section entitled "Action to be Taken" on page 7 of this Circular.**

---

## **NB PRIVATE EQUITY PARTNERS LIMITED**

*(a closed-ended limited liability investment company incorporated under the laws of Guernsey with registered number 47214 and registered with the Netherlands Authority for the Financial Markets)*

**Proposed creation and issue of 2022 ZDP Shares**

**Amendments to the Articles of Incorporation**

**Notice of a meeting of the Class A Shareholders**

---

The Proposals described in this Circular are conditional on: (a) their approval by the holders of Class A Shares in the Company (the "**Class A Shareholders**") by ordinary resolution, which will be sought at a meeting of the Class A Shareholders (the "**Class A Meeting**"); and (b) their approval by the Company by special resolutions, which will be sought through written resolutions of the holder of the Class B Shares in the Company (the "**Class B Shareholder**"). The purpose of this Circular is to convene the Class A Meeting. A notice of the Class A Meeting, which is to be held at 11.00 a.m. on 7 September 2016 at Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY, is set out at the end of this Circular.

Class A Shareholders are requested to return the form of proxy accompanying this Circular (the "**Form of Proxy**") for use at the Class A Meeting. To be valid, the Form of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by Capita Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible and in any event so as to be

received by no later than 11.00 a.m. on 5 September 2016. The lodging of a Form of Proxy will not prevent a Class A Shareholder from attending the Class A Meeting and voting in person if they so wish.

## **CONTENTS**

	<b>Page</b>
PART I LETTER FROM THE CHAIRMAN.....	2
PART II THE 2022 ZDP SHARES AND THE NEW ARTICLES OF INCORPORATION .....	9
DEFINITIONS .....	19
NOTICE OF MEETING OF THE CLASS A SHAREHOLDERS.....	24

## **EXPECTED TIMETABLE**

Latest time and date for receipt of Forms of Proxy for the Class A Meeting	11.00 a.m. on 5 September 2016
Class A Meeting	11.00 a.m. on 7 September 2016
Consideration and, if thought fit, approval of the written resolutions by the Class B Shareholder	7 September 2016
Announcement of results of the Class A Meeting and signing of the written resolutions by the Class B Shareholder	7 September 2016

**PART I**  
**LETTER FROM THE CHAIRMAN**

**NB PRIVATE EQUITY PARTNERS LIMITED**

*(a closed-ended limited liability investment company incorporated under the laws of Guernsey with registered number 47214 and registered with the Netherlands Authority for the Financial Markets)*

*Directors:*

Talmi Morgan (*Chairman*)  
John Buser  
Peter Von Lehe  
John Falla  
Christopher Sherwell

*Registered Office:*  
P.O. Box 225  
Heritage Hall  
Le Marchant Street  
St. Peter Port  
Guernsey  
GY1 4HY

8 August 2016

**PROPOSED CREATION AND ISSUE OF 2022 ZDP SHARES**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION**  
**NOTICE OF A MEETING OF THE CLASS A SHAREHOLDERS**

Dear Class A Shareholder

**1. Introduction**

NB Private Equity Partners Limited (the "**Company**") currently has three classes of shares in issue: (i) class A ordinary shares ("**Class A Shares**"); (ii) class B ordinary shares ("**Class B Shares**"); and (iii) a class of zero dividend preference shares, due for repayment on 31 May 2017 ("**2017 ZDP Shares**").

The Company is proposing to create a new class of zero dividend preference shares in the capital of the Company, which would be due for repayment on 30 September 2022 ("**2022 ZDP Shares**"). The Company proposes to create the new class of 2022 ZDP Shares: (i) to provide capital for the Company to use in the pursuit of its investment strategy; (ii) to finance the redemption costs of the 2017 ZDP Shares; and (iii) so that holders of 2017 ZDP Shareholders ("**2017 ZDP Shareholders**") who wish to maintain their investment in zero dividend preference shares in the Company may do so by converting (by way of re-designation) their 2017 ZDP Shares into 2022 ZDP Shares pursuant to the Rollover Offer.

The creation of the new class of 2022 ZDP Shares and the proposed conversion (by way of re-designation) of 2017 ZDP Shares into 2022 ZDP Shares requires certain amendments to be made to the Company's articles of incorporation (the "**Articles**").

The proposed creation and issue of (and the conversion (by way of re-designation) of 2017 ZDP Shares into) the 2022 ZDP Shares, and the proposed amendments to the Articles (together being the "**Proposals**") require the approval of the Class A Shareholders.

The purposes of this letter are to: (a) explain the Proposals; and (b) convene a meeting of the Class A Shareholders (the "**Class A Meeting**") to seek their approval of the Proposals in accordance with the Articles.

## **2. The Proposals**

### **2.1 Rationale for the new 2022 ZDP Shares**

The Directors believe that the creation of the new class of 2022 ZDP Shares will be beneficial for the Company for a number of reasons.

- (A) The Directors believe that the current market environment continues to produce attractive investment opportunities for the Company and that such opportunities will continue to be available over the next several years. An issue of 2022 ZDP Shares will provide the Company with operational flexibility to continue to execute its investment strategy at an appropriate pace.
- (B) An issue of 2022 ZDP Shares will enable the Company to continue to maintain an investment level at greater than 100 per cent. of the net asset value of the Class A Shares, which is expected to lead to continued growth in the Company's NAV as the Investment Manager takes advantage of market opportunities by deploying additional capital into attractive equity and debt investment opportunities alongside private equity sponsors. The Facility allows the Company to react to market conditions and invest more when favourable opportunities arise, while being paid down when distributions outpace new investments. The issue of 2022 ZDP Shares would provide a small amount of structural leverage, allowing the Company to maintain its targeted level of investment of 110 to 120 per cent. of the net asset value of the Class A Shares.
- (C) An issue of 2022 ZDP Shares will allow the Company to finance the redemption of the 2017 ZDP Shares, while leaving significant capacity under the Facility and other funds available for making new investments. The Company's capital position is currently strong with unaudited gross assets of U.S.\$855.2 million and gross liabilities of U.S.\$150.1 million, based on the estimated NAV as at 30 June 2016. An issue of 2022 ZDP Shares would provide additional resources to enable the Investment Manager to take advantage of current and future market opportunities without affecting the Company's conservative capital structure and adjusted commitment coverage.
- (D) An issue of 2022 ZDP Shares will allow the Group to have a lower debt ratio, against which its senior debt covenants are measured, providing greater operational flexibility.
- (E) An issue of 2022 ZDP Shares will provide greater diversity to the Group's sources of capital and a staggered maturity profile for its sources of finance.
- (F) A number of 2017 ZDP Shareholders have indicated a desire to roll forward their existing holdings and the Rollover Offer provides a tax efficient opportunity for existing 2017 ZDP Shareholders to do so and a cost efficient manner for the Company to fully or partially refinance the 2017 ZDP Shares.

### **2.2 Details of the proposed 2022 ZDP Share issuance**

#### *General*

The Company intends to publish a prospectus (the "**Prospectus**") in connection with the issuance of the 2022 ZDP Shares (the "**Issue**") in the near future.

It is proposed that, contingent on the approval of the Proposals by the Class A Shareholders and the Class B Shareholder being obtained in the manner described further below under the heading "Shareholder Approvals", the Issue will be for up to 50 million 2022 ZDP Shares of no par value. The maximum number of 2022 ZDP Shares available under the Issue should not be taken as an indication of the number of 2022 ZDP Shares finally to be issued.

### *Structure of the Issue*

The Issue is flexible and comprises, in the first instance, the Rollover Offer, an Offer for Subscription (the "**Offer for Subscription**") and an initial Placing (the "**Initial Placing**"). 2017 ZDP Shares will be converted (by way of re-designation) into 2022 ZDP Shares pursuant to the Rollover Offer on the terms set out below. 2022 ZDP Shares will be issued pursuant to the Initial Placing and Offer for Subscription at a price per 2022 ZDP Share of 100 pence (the "**Issue Price**").

If the total number of 2022 ZDP Shares arising pursuant to the Rollover Offer, and issued pursuant to the Offer for Subscription and the Initial Placing is less than 50 million, then the Company may carry out further Placings (any such placing, a "**Subsequent Placing**"), at its sole discretion.

If the total number of 2022 ZDP Shares arising pursuant to the Rollover Offer, and issued pursuant to the Initial Placing and the Offer for Subscription is less than 25 million, then the Issue will not proceed.

It is proposed that all 2022 ZDP Shares arising or issued (as the case may be) pursuant to the Issue will rank *pari passu* with one another.

### *2022 ZDP Final Capital Entitlement and Gross Redemption Yield*

The holders of 2022 ZDP Shares ("**2022 ZDP Shareholders**") will be entitled to receive a capital sum on 30 September 2022 (the "**2022 ZDP Repayment Date**"). This capital sum per 2022 ZDP Share (the "**2022 ZDP Final Capital Entitlement**") will be 100 pence increased at an annual rate equal to the 2022 ZDP "gross redemption yield" (the "**2022 ZDP GRY**") from the date of issue until (and including) the 2022 ZDP Repayment Date. The 2022 ZDP Shares will have no entitlement to any dividends.

The 2022 ZDP GRY will be in the range of 4.00 to 4.75 per cent. and will be determined by way of a book-build, reflecting orders received pursuant to the Rollover Offer, the Offer for Subscription and the Initial Placing. The book-build structure will help to align the pricing demands of investors with the Company's objective of obtaining cost efficient and differentiated finance. The Prospectus will contain details of what the 2022 ZDP Final Capital Entitlement would be for each potential 2022 ZDP GRY.

### *Rollover Offer*

As at the date of this Circular, the Company has 32,999,999 2017 ZDP Shares in issue. Under the Rollover Offer, Eligible 2017 ZDP Shareholders are being given the opportunity to convert (by way of re-designation) some or all of their holding of 2017 ZDP Shares into new 2022 ZDP Shares. The number of 2022 ZDP Shares arising from the conversion (by way of re-designation) of the 2017 ZDP Shares held by a 2017 ZDP Shareholder participating in the Rollover Offer will be calculated by reference to the following formula:

$$\frac{A \times B}{C}$$

where:

A = the number of 2017 ZDP Shares to be converted (by way of re-designation) into 2022 ZDP Shares pursuant to the Rollover Offer;

B = the rollover value per 2017 ZDP Share (the "**Rollover Value**"); and

C = the Issue Price per 2022 ZDP Share, being 100 pence.

As at 5 August 2016 (being the latest practicable date prior to the date of this Circular), the accrued capital entitlement per 2017 ZDP Share, determined in accordance with the Articles, was 160.18 pence. However, the 2017 ZDP Shares have historically traded in the market at prices in excess of their accrued capital entitlement. As at 5 August 2016 (being the latest practicable date prior to the date of this Circular), the mid-market price of the 2017 ZDP Shares was 163.75 pence per 2017 ZDP Share.

The Rollover Value per 2017 ZDP Share will be determined by the Directors immediately prior to the publication of the Prospectus, having regard to the price at which the 2017 ZDP Shares have been trading in the market.

Consequently, 2017 ZDP Shareholders participating in the Rollover Offer will convert (by way of re-designation) their 2017 ZDP Shares into 2022 ZDP Shares worth, in aggregate, an amount which may exceed the aggregate accrued capital entitlement of their 2017 ZDP Shares as at the Rollover Date.

The Directors believe that a Rollover Value which broadly reflects the market price of the 2017 ZDP Shares allows: (a) existing holders of 2017 ZDP Shares the opportunity to convert (by way of re-designation) such shares into 2022 ZDP Shares in order to refinance the capital structure of the Company; and (b) 2017 ZDP Shareholders to convert (by way of re-designation) their 2017 ZDP Shares into 2022 ZDP Shares on a basis which is cost effective for the Company.

If existing 2017 ZDP Shareholders choose not to convert (by way of re-designation) part or all of their holding of 2017 ZDP Shares into 2022 ZDP Shares, they will continue to be entitled, subject to the Articles, to receive the existing 2017 ZDP Final Capital Entitlement of 169.73 pence per 2017 ZDP Share which they continue to hold on 31 May 2017.

#### *U.S. Securities Laws*

The 2022 ZDP Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state or other jurisdiction of the United States, and (if issued) may not be offered, sold, pledged, delivered or otherwise transferred, directly or indirectly, into or within the United States or to, or for the account or benefit of, any U.S. Persons. In connection with the Issue, the 2022 ZDP Shares will be offered and sold only outside the United States in "offshore transactions" to persons who are not U.S. Persons in reliance on Regulation S under the U.S. Securities Act. There will be no public offer of the 2022 ZDP Shares in the United States. The Prospectus (if published) may not be distributed, forwarded, transferred or otherwise transmitted into or within the United States or to any U.S. Persons.

### **2.3 Shareholder approvals required**

The Proposals will require certain changes to be made to the Articles, including: (i) introducing the ability for 2017 ZDP Shares to be converted (by way of re-designation) into 2022 ZDP Shares; and (ii) setting out the rights (as summarised above and set out in full in Part II (The 2022 ZDP Shares of the New Articles of Incorporation) of this Circular) which will attach to the 2022 ZDP Shares.

The Proposals (including all necessary amendments to the Articles to implement the Proposals) will therefore require approval by the Company by special resolutions, which will be sought through written resolutions of the Class B Shareholder.

Under the Articles, the Company is not permitted, without the prior approval of the Class A Shareholders, to take any action to change the rights conferred upon the Class A Shareholders in a manner that is adverse to the Class A Shareholders.

As described in more detail in Part II (The 2022 ZDP Shares of the New Articles of Incorporation) of this Circular, the 2022 ZDP Shareholders will rank ahead of the Class A Shareholders with respect to the distribution of assets on a winding-up of the Company and therefore the approval of an ordinary resolution of the Class A Shareholders (the "**Class A Approval Resolution**") as a class is also required before the Proposals can be implemented. None of the amendments to the Articles required to implement the Proposals as described in more detail in Part II (The 2022 ZDP Shares of the New Articles of Incorporation) of this Circular will alter the rights of the 2017 ZDP Shareholders in a manner that is adverse to the 2017 ZDP Shareholders and so do not require the separate prior approval of the 2017 ZDP Shareholders.

A notice convening the Class A Meeting for the purposes of considering the Class A Approval Resolution to be held at 11.00 a.m. on 7 September 2016 at Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY, is set out at the end of this Circular.

### **3. Risks associated with the Proposals**

Class A Shareholders should have regard to the following risk factors when considering the Proposals:

- (1) If the Proposals are approved and the 2022 ZDP Shares are issued then, on a return of capital or a winding-up of the Company, the 2022 ZDP Shares will rank behind the Company's existing bank debt and the 2017 ZDP Shares but in priority to the capital entitlement of the Class A Shareholders and the Class B Shareholder. Although the 2022 ZDP Shares will carry no rights to dividends, this capital entitlement may prejudice the Class A Shareholders and the Class B Shareholder on a return of capital or a winding-up of the Company.
- (2) The 2022 ZDP Shares will, in general, carry no right to attend or to vote at general meetings of the Company. However, if the Proposals are approved and the 2022 ZDP Shares are issued, then certain actions of the Company will be subject to approval by ordinary resolution of the 2022 ZDP Shareholders. These actions include (without limitation) the entry by the Company into voluntary liquidation; the issue (in certain circumstances) of new shares or securities in the Company; and any change to the Company's investment policy which affects holders of 2022 ZDP Shares. For more information on the above, Shareholders should refer to the text under the heading "Voting" in Part II (The 2022 ZDP Shares of the New Articles of Incorporation) of this Circular. The requirement for the Company to obtain the consent of 2022 ZDP Shareholders in certain circumstances may result in the Company being prevented from taking certain actions which would otherwise be in the interests of Class A Shareholders.
- (3) As noted above, it is proposed that 2017 ZDP Shareholders participating in the Rollover Offer will convert (by way of re-designation) their 2017 ZDP Shares into 2022 ZDP Shares worth in aggregate an amount exceeding the aggregate accrued capital entitlement of their 2017 ZDP Shares as at the Rollover Date.
- (4) The Company will, subject to satisfaction of the statutory solvency test (as defined in the Companies Law), redeem all of the 2022 ZDP Shares on the 2022 ZDP Repayment Date. If the Company is unable to redeem the 2022 ZDP Shares on the 2022 ZDP Repayment Date the Company will, in accordance with the provisions of its Articles (as amended in connection with the Proposals), be wound-up. Such a winding-up may not be in the interests of or desired by the Class A Shareholders.

### **4. The Costs of the Proposals**

The Company will bear the costs incurred in relation to the Issue, including those associated with the Class A Meeting, which, assuming a Sterling to US Dollar exchange rate of U.S.\$1.31 and 50 million 2022 ZDP Shares being issued or arising (as the case may be) pursuant to the Issue, are estimated to amount to approximately 0.25 per cent. of the Company's estimated NAV as at 30 June 2016.

### **5. Other changes to the Memorandum and Articles**

At the same time as incorporating those amendments to the Articles necessary to implement the Proposals as described in more detail in Part II (The 2022 ZDP Shares of the New Articles of Incorporation) of this Circular, it is proposed that the Class B Shareholder will also consider and, if thought fit, approve certain other amendments to the current Memorandum and Articles of the Company to reflect other recent amendments to the Companies Law made by the Amendment Ordinance and also to generally update and amend certain definitions and other provisions.

The Board considers it prudent to implement these company law changes to the Memorandum and Articles at the same time as incorporating those amendments necessary to implement the Proposals.

The above is for information purposes only. None of these other amendments to the Memorandum and Articles will alter the rights of the Class A Shareholders or the 2017 ZDP Shareholders in a manner that is adverse to the Class A Shareholders or the 2017 ZDP Shareholders and so do not require the separate prior approval of the Class A Shareholders or the 2017 ZDP Shareholders.

## **6. Documents available for inspection**

A copy of the revised Memorandum and Articles, proposed to be adopted by the Class B Shareholder incorporating those amendments to the Articles necessary to implement the Proposals as described in more detail in Part II (The 2022 ZDP Shares of the New Articles of Incorporation) of this Circular, together with those other amendments to the Memorandum and Articles, as described in paragraph 5 above, will be available for inspection at the registered office of the Company at Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY and at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG during normal business hours on any Business Day from the date of this Circular until the conclusion of the Class A Meeting and at the place of the Class A Meeting at least 15 minutes prior to, and during, the Class A Meeting.

Class A Shareholders are advised to read the full text of the revised Articles that are proposed to be adopted.

## **7. Shareholder Approval**

### **7.1 Class A Meeting**

Class A Shareholder approval of the Proposals by ordinary resolution will be sought at the Class A Meeting to be held at 11.00 a.m. on 7 September 2016, at Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY. The ordinary resolution to be proposed at the Class A Meeting will be passed if a simple majority of the votes cast at the Class A Meeting are in favour of the resolution. A notice convening the Class A Meeting and setting out details of the ordinary resolution to be passed is appended to this Circular.

### **7.2 Voting and Eligibility**

All Class A Shareholders holding Class A Shares as at 5 September 2016 or, if the Class A Meeting is adjourned, on the register of Class A Shareholders 48 hours before the time of any adjourned Class A Meeting, shall be entitled to attend and vote at the Class A Meeting (either in person or by proxy) and shall be entitled to one vote per Class A Share held.

### **7.3 Action to be Taken**

Class A Shareholders holding shares in certificated form, or in uncertificated form through CREST, are urged to vote on the Proposals at the Class A Meeting. Such Class A Shareholders should complete the attached Form of Proxy in accordance with the instructions printed thereon and lodge it with Capita Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4AG as soon as possible and in any event no later than 11.00 a.m. on 5 September 2016. The lodging of a Form of Proxy will not prevent a Class A Shareholder from attending the Class A Meeting and voting in person if they so wish.

If you have any queries relating to the completion of the Form of Proxy, contact Capita Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services

cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Capita Asset Services can only provide information regarding the completion of the Form of Proxy and cannot provide you with investment or tax advice.

#### **8. Recommendation**

Your Board considers that the Proposals are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends that the Class A Shareholders vote in favour of the Class A Approval Resolution to be proposed at the Class A Meeting.

Each member of the Board who holds Class A Shares intends to vote in favour of the Class A Approval Resolution to be proposed at the Class A Meeting in respect of their beneficial holdings, which amount, in aggregate, to 38,650 Class A Shares representing 0.07 per cent. of the Class A Shares in issue (excluding Class A Shares held in treasury) as at 5 August 2016.

Yours faithfully

*Talmai Morgan*

**Chairman**

## PART II

### THE 2022 ZDP SHARES AND THE NEW ARTICLES OF INCORPORATION

The rights attached to the 2022 ZDP Shares will, if the Proposals are approved at the Class A Meeting, be contained in the Articles and are set out in full below.

#### 1. Share Capital

##### 1.1 Income

1.1.1 As to income:

- (A) (subject to the Article 37 (*Dividends and Reserves*)), the Class A Shares and the Class B Shares carry the right to receive income from the Company; and
- (B) without prejudice to their rights under paragraphs 1.2.1(A), 1.2.1(B), 1.3.8 and 1.3.17, the ZDP Shares carry no right to receive income from the Company, whether by way of dividend or otherwise.

##### 1.2 Return of Capital and Winding-up

1.2.1 As to a return of capital or a winding-up of the Company (other than by way of a repurchase or redemption of Class A Shares or Class B Shares):

- (A) first, there shall be paid to the 2017 ZDP Shareholders an amount equal to 100 pence per 2017 ZDP Share as increased each day up to and including the 2017 ZDP Repayment Date at such rate compounded daily as will result in the 2017 ZDP Final Capital Entitlement on the 2017 ZDP Repayment Date;
- (B) second, there shall be paid to the 2022 ZDP Shareholders an amount equal to 100 pence per 2022 ZDP Share as increased each day up to and including the 2022 ZDP Repayment Date, at such rate compounded daily as will result in the 2022 ZDP Final Capital Entitlement on the 2022 ZDP Repayment Date;
- (C) third, there shall be paid to the Class A Shareholders and the Class B Shareholders the nominal amount paid up on their Class A Shares or Class B Shares, respectively; and
- (D) fourth, there shall be paid to the Class A Shareholders and the Class B Shareholders the surplus assets of the Company available for distribution.

##### 1.3 Voting

###### *In General*

- 1.3.1 except in the circumstances set out in paragraphs 1.3.4, 1.3.5, 1.3.24 and 1.3.25 below (and Article 38 (*Winding Up*)), Class A Shareholders shall not have the right to receive notice of or to attend or vote at any general meeting of the Company;
- 1.3.2 except as set out in paragraphs 1.3.6 to 1.3.14 (in relation to 2017 ZDP Shareholders) and paragraphs 1.3.15 to 1.3.23 (in relation to 2022 ZDP Shareholders), ZDP Shareholders shall not have the right to receive notice of or to attend or vote at any general meeting of the Company;
- 1.3.3 the Class B Shareholder shall have the right to receive notice of general meetings of the Company and shall have the right to attend and vote at all general meetings, provided that the Class B Shareholder shall have no right to vote on a 2017 ZDP Liquidation Resolution, a 2022 ZDP Liquidation Resolution, a 2017 ZDP Reconstruction Resolution or a 2022 ZDP Reconstruction Resolution.

*Class rights of the Class A Shareholders*

- 1.3.4 Subject to paragraphs 1.3.26 and 1.3.27, the Company shall not, without the prior approval of the Class A Shareholders by ordinary resolution passed at a separate general meeting of the Class A Shareholders, take any action to:
- (A) pass a resolution (other than a 2017 ZDP Liquidation Resolution or a 2022 ZDP Liquidation Resolution) for the voluntary liquidation or winding-up of the Company; or
  - (B) change the rights conferred upon the Class A Shareholders in a manner adverse to the Class A Shareholders.
- 1.3.5 Where, by virtue of the provisions of paragraphs 1.3.4, 1.3.24 or 1.3.25 (and Article 38 (*Winding Up*)), Class A Shareholders are entitled to vote, every Class A Shareholder present in person, by proxy or by a duly authorised representative (if a corporation) at a meeting shall, in relation to such business, upon a show of hands have one vote and upon a poll every such holder present in person or by proxy or by a duly authorised representative (if a corporation) shall, in relation to such business, have one vote in respect of every Class A Share held by him.

*Class Rights of the 2017 ZDP Shareholders*

- 1.3.6 Subject to paragraphs 1.3.8, 1.3.9, 1.3.10, 1.3.11 and 1.3.12, the Company shall not, without the prior approval of the 2017 ZDP Shareholders by ordinary resolution passed at a separate general meeting of the 2017 ZDP Shareholders:
- (A) pass a resolution (other than a 2017 ZDP Exempted Resolution) for the voluntary liquidation or winding-up of the Company, such winding-up to take effect prior to the 2017 ZDP Repayment Date;
  - (B) change the rights conferred upon the 2017 ZDP Shareholders in a manner adverse to the 2017 ZDP Shareholders;
  - (C) other than in relation to the issue of 2017 ZDP Shares pursuant to the 2017 ZDP Prospectus, issue further shares or securities, or rights to subscribe for or to convert or exchange any securities into shares or securities or reclassify any shares if the 2017 ZDP Cover Test is not satisfied;
  - (D) pass a resolution (other than a 2017 ZDP Exempted Resolution) amending the provisions of paragraphs 1.3.8 and 1.3.9 or releasing the Board from its obligation to convene a general meeting at which a 2017 ZDP Liquidation Resolution is to be proposed or to compulsorily redeem the 2017 ZDP Shares on the 2017 ZDP Repayment Date;
  - (E) (other than pursuant to a 2017 ZDP Exempted Resolution) make a reduction of the share capital of the Company in any manner, if the 2017 ZDP Cover Test is not satisfied;
  - (F) redeem or repurchase any Class A Shares, Class B Shares or 2022 ZDP Shares in the Company, unless: (i) the 2017 ZDP Cover Test is satisfied; or (ii) at the same time as the redemption or repurchase of the Class A Shares, the Class B Shares and/or the 2022 ZDP Shares, the Company also offers to redeem or repurchase 2017 ZDP Shares pro rata with the Class A Shares, the Class B Shares and/or the 2022 ZDP Shares redeemed or repurchased, such that the 2017 ZDP Cover after such redemption or repurchase of 2017 ZDP Shares would be equal to or greater than the 2017 ZDP Prior Cover;
  - (G) make any material change to the Company's investment policy as set out in the 2017 ZDP Prospectus which, at the time of making such change, appears likely, in the reasonable opinion of the Directors of the Company, to be materially prejudicial to the 2017 ZDP Shareholders;

- (H) pay any dividend or other distribution out of the capital reserves of the Company other than a redemption or repurchase of shares permitted under paragraph 1.3.6(F) above, unless the 2017 ZDP Cover Test is satisfied; or
  - (I) agree any increase to the maximum amount that may be drawn down on the Facility or enter into any additional credit facility on or after the date of the separate general meeting of Class A Shareholders approving the creation and issue of the 2017 ZDP Shares (a "**credit increase**") unless:
    - (i) the maturity date of the Facility (as so increased) or of any additional credit facility is to occur after the 2017 ZDP Repayment Date; or (ii) immediately after completion of the proposed credit increase, the ratio of (x) the Company's net asset value (as calculated in accordance with the Articles, and published by the Company in the month immediately preceding the proposed credit increase) to (y) the aggregate maximum amount that the Company would be entitled to draw down on the Facility and any additional credit facilities, subject to any adjustment to (x) and (y) that the Directors consider necessary and appropriate (the "**credit ratio**") would be no lower than the credit ratio as calculated on the date on which the 2017 ZDP Prospectus was published or, where the 2017 ZDP Shareholders have previously approved a credit increase pursuant to this paragraph 1.3.6(I), as calculated immediately after that credit increase.
- 1.3.7 For the purposes of paragraph 1.3.6:
- (A) A "**2017 ZDP Exempted Resolution**" means a 2017 ZDP Liquidation Resolution, a 2017 ZDP Recommended Resolution or a 2017 ZDP Reconstruction Resolution.
  - (B) The "**Facility**" means the U.S.\$250 million Multicurrency Revolving Credit Facility entered into between (1) the Company, and (2) the Governor and Company of the Bank of Scotland on 14 August 2007 as refinanced, replaced or restructured from time to time (at the Directors' discretion, but subject always to paragraph 1.3.6(I)).
  - (C) The "**2017 ZDP Cover Test**" is that the Directors shall have calculated that, were the proposed actions pursuant to paragraph 1.3.6(C), 1.3.6(E), 1.3.6(F) or 1.3.6(H) (as applicable) to take place in full on the date specified by the Directors for such calculation (the "**2017 ZDP Calculation Date**") the 2017 ZDP Cover would be not less than the lower of: (i) the 2017 ZDP Prior Cover; and (ii) 2.
  - (D) The "**2017 ZDP Prior Cover**" on the 2017 ZDP Shares shall represent a fraction, calculated immediately prior to the 2017 ZDP Calculation Date, where the denominator is equal to the 2017 ZDP Final Capital Entitlement payable in respect of those 2017 ZDP Shares in issue on the 2017 ZDP Calculation Date as a class, plus the aggregate amount payable on maturity in respect of any of the Company's Liabilities due to mature or otherwise become fully and finally payable on or before the 2017 ZDP Repayment Date (for the avoidance of doubt the Facility is considered to mature or otherwise become fully and finally payable on its termination date); and the numerator is equal to the Company's gross asset value (as calculated by the Investment Manager as at the final day of the preceding month).
  - (E) The "**2017 ZDP Prospectus**" means the November 2009 prospectus issued by the Company in connection with the offer of 2017 ZDP Shares.
  - (F) The "**2017 ZDP Cover**" on the 2017 ZDP Shares shall represent a fraction, calculated as at the 2017 ZDP Calculation Date, where the denominator is equal to the 2017 ZDP Final Capital Entitlement payable in respect of those 2017 ZDP Shares in issue on the 2017 ZDP

Calculation Date as a class, plus the aggregate amount payable on maturity in respect of any of the Company's Liabilities due to mature or otherwise become fully and finally payable on or before the 2017 ZDP Repayment Date (for the avoidance of doubt, the Facility is considered to mature or otherwise become fully and finally payable on its termination date) and the numerator is equal to the Company's gross asset value (as calculated by the Investment Manager, on a pro forma basis, as at the final day of the preceding month as if the proposed actions pursuant to paragraph 1.3.6(C), 1.3.6(E), 1.3.6(F) or 1.3.6(H) (as applicable) had occurred, subject to such other adjustments as the Directors consider necessary or appropriate).

- (G) For the purposes of this paragraph 1.3.7, "**Liabilities**" means the Facility, the any additional credit facility, any preference shares or zero dividend preference shares, or any debt securities, loan notes or commercial paper.

*2017 ZDP Shares Redemption Rights*

- 1.3.8 The Company will redeem all of the outstanding 2017 ZDP Shares on the 2017 ZDP Repayment Date. The price per 2017 ZDP Share at which the 2017 ZDP Shares will be redeemed will be as provided for in paragraph 1.2.1(A). Redemption of the 2017 ZDP Shares will be subject to any restrictions imposed by the Companies Law or any other applicable legislation or regulation.
- 1.3.9 If the Company is unable or fails to redeem all of the 2017 ZDP Shares on the 2017 ZDP Repayment Date in the manner described in paragraph 1.3.8 then, subject to the provisions of paragraphs 1.3.10 and 1.3.11, (x) the Directors shall convene an extraordinary general meeting of the Company to be held as soon as reasonably practicable following the 2017 ZDP Repayment Date at which a special resolution (a "**2017 ZDP Liquidation Resolution**") will be proposed (and recommended by the Directors) requiring the Company to be wound up voluntarily forthwith, pursuant to the Companies Law, and in the manner described in paragraph 1.2 under the heading "Return of Capital and Winding-up" above; and (y) the provisions of paragraph 1.3.12 shall apply in relation to such 2017 ZDP Liquidation Resolution.
- 1.3.10 If any offer is made (whether by the Company or any other person) to all the 2017 ZDP Shareholders (other than the offeror and/or persons acting in concert with the offeror) which becomes or is declared unconditional in all respects prior to 31 May 2017, and which enables 2017 ZDP Shareholders to receive no later than 14 June 2017 an amount in cash not less than that to which the Directors estimate (so far as practicable at the time) that such 2017 ZDP Shareholders would otherwise have been entitled on a redemption in accordance with the Articles on 31 May 2017 (whether or not such offer is accepted in any particular case and ignoring any option to receive alternative consideration) and such offer is recommended by the Directors and stated to be, in the opinion of a financial adviser appointed by the Directors, fair and reasonable, then unless the Board considers that the aforementioned offer is unlikely to be honoured or the offeror breaches a material term of the offer or otherwise manifests an intention not to implement the offer: (i) paragraphs 1.3.8 and 1.3.9 shall not apply; and (ii) the provisions of paragraph 1.3.12 below shall apply to the 2017 ZDP Shareholders in relation to any resolution or resolutions proposed at any separate general meeting of the 2017 ZDP Shareholders relating to such offer (a "**2017 ZDP Recommended Resolution**").
- 1.3.11 If, at any time on or before 31 May 2017, a resolution or resolutions (a "**2017 ZDP Reconstruction Resolution**") is proposed at any general meeting of the Company or at any separate general meeting of the 2017 ZDP Shareholders (including any meeting to be convened to consider the winding-up of the Company) to approve any form of arrangement which enables the 2017 ZDP

Shareholders to receive, no later than 14 June 2017, an amount in cash not less than that to which the Directors estimate (so far as practicable at the time) that such 2017 ZDP Shareholders would otherwise have been entitled on a redemption in accordance with the Articles on 31 May 2017 (ignoring any option to receive their entitlements otherwise than in cash) and such arrangement is recommended by the Directors and stated to be, in the opinion of a financial adviser appointed by the Directors, fair and reasonable then, unless the arrangement is not implemented in accordance with its terms: (i) paragraphs 1.3.8 and 1.3.9 shall not apply; and (ii) the provisions of paragraph 1.3.12 shall apply to the 2017 ZDP Shareholders in relation to such 2017 ZDP Reconstruction Resolution.

- 1.3.12 Where this paragraph 1.3.12 applies in respect of any 2017 ZDP Exempted Resolution, each 2017 ZDP Shareholder present in person, by a duly authorised representative (if a corporation) or by proxy and entitled to vote shall (in respect of the votes attached to all such 2017 ZDP Shares) vote in favour of any resolution or resolutions so recommended by the Directors and, where any vote is not cast or is cast against any such resolution or resolutions, it shall be deemed to have been cast in favour by virtue of this paragraph 1.3.12. The vote on any 2017 ZDP Exempted Resolution shall be taken on a poll.
- 1.3.13 Where, by virtue of the provisions of paragraphs 1.3.6 to 1.3.12, the 2017 ZDP Shareholders are entitled to vote, every such 2017 ZDP Shareholder present in person, by proxy or by a duly authorised representative (if a corporation) at a meeting shall, in relation to such business, upon a show of hands have one vote and upon a poll every such 2017 ZDP Shareholder present in person or by proxy or by a duly authorised representative (if a corporation) shall, in relation to such business, have one vote in respect of every 2017 ZDP Share held by him.
- 1.3.14 Notwithstanding anything to the contrary in the Articles, the passing and implementation of any 2017 ZDP Exempted Resolution shall be deemed to be in accordance with the rights attached to the Class A Shares, the Class B Shares, the 2017 ZDP Shares and the 2022 ZDP Shares, with the result that neither the passing nor the implementation of any such resolution shall be treated as varying, modifying or abrogating such rights and so that the consent or sanction of any such class of Shares as a separate class shall not be required thereto.

*Class Rights of the 2022 ZDP Shareholders*

- 1.3.15 Subject to paragraphs 1.3.17, 1.3.18, 1.3.19, 1.3.20 and 1.3.21, the Company shall not, without the prior approval of the 2022 ZDP Shareholders by ordinary resolution passed at a separate general meeting of the 2022 ZDP Shareholders:
- (A) pass a resolution (other than a 2017 ZDP Exempted Resolution or a 2022 ZDP Exempted Resolution) for the voluntary liquidation or winding-up of the Company, such winding-up to take effect prior to the 2022 ZDP Repayment Date ;
  - (B) change the rights conferred upon the 2022 ZDP Shareholders in a manner adverse to the 2022 ZDP Shareholders;
  - (C) other than in relation to the issue of 2022 ZDP Shares pursuant to the 2022 ZDP Prospectus, issue further shares or securities, or rights to subscribe for or to convert or exchange any securities into shares or securities or reclassify any shares if the 2022 ZDP Cover Test is not satisfied;
  - (D) pass a resolution (other than a 2017 ZDP Exempted Resolution or a 2022 ZDP Exempted Resolution) amending the provisions of paragraphs 1.3.17 and 1.3.18 below or releasing the Board from its obligation to convene a general meeting at which a 2022 ZDP Liquidation Resolution

- is to be proposed or to compulsorily redeem the 2022 ZDP Shares on the 2022 ZDP Repayment Date;
- (E) (other than pursuant to a 2017 ZDP Exempted Resolution or a 2022 ZDP Exempted Resolution) make a reduction of the share capital of the Company in any manner, if the 2022 ZDP Cover Test is not satisfied;
  - (F) redeem or repurchase any Class A Shares, Class B Shares or (except pursuant to paragraph 1.3.8) 2017 ZDP Shares in the Company, unless: (i) the 2022 ZDP Cover Test is satisfied; or (ii) at the same time as the redemption or repurchase of the Class A Shares, the Class B Shares and/or the 2017 ZDP Shares, the Company also offers to redeem or repurchase 2022 ZDP Shares pro rata with the Class A Shares, the Class B Shares and/or the 2022 ZDP Shares redeemed or repurchased, such that the 2022 ZDP Cover after such redemption or repurchase of 2022 ZDP Shares would be equal to or greater than the 2022 ZDP Prior Cover;
  - (G) make any material change to the Company's investment policy as set out in the Prospectus which, at the time of making such change, appears likely in the reasonable opinion of the Directors of the Company to be materially prejudicial to the 2022 ZDP Shareholders;
  - (H) pay any dividend or other distribution out of the capital reserves of the Company other than a redemption or repurchase of shares permitted under paragraph 1.3.15(F) above, unless the 2022 ZDP Cover Test is satisfied;
  - (I) agree any increase of more than U.S.\$50 million (in aggregate) to the maximum amount that may be drawn down on the Facility (such maximum amount to include, for the avoidance of doubt, any amounts available under an accordion facility)) or enter into any additional credit facilities with (in aggregate) maximum amounts that may be drawn down exceeding U.S.\$50 million, on or after the date of the separate general meeting of the Class A Shareholders approving the creation and issue of the 2022 ZDP Shares (a "**credit increase**") unless: (i) the maturity date of the Facility (as so increased) or of any additional credit facility is to occur after the 2022 ZDP Repayment Date; or (ii) immediately after completion of the proposed credit increase, the ratio of (x) the Company's net asset value (as calculated in accordance with the Articles, and published by the Company in the month immediately preceding the proposed credit increase) to (y) the aggregate maximum amount that the Company would be entitled to draw down on the Facility and any additional credit facilities, subject to any adjustment to (x) and (y) that the Directors consider necessary and appropriate (the "**credit ratio**") would be no lower than the credit ratio as calculated on the date on which the Prospectus is published or, where the 2022 ZDP Shareholders have previously approved a credit increase pursuant to this paragraph 1.3.15(I), as calculated immediately after that credit increase.
- 1.3.16 For the purposes of paragraph 1.3.15:
- (A) A "**2022 ZDP Exempted Resolution**" means a 2022 ZDP Liquidation Resolution, a 2022 ZDP Recommended Resolution or a 2022 ZDP Reconstruction Resolution.
  - (B) The "**Facility**" means the U.S.\$125 million Revolving Credit Facility entered into between, amongst others, (1) the Company (as Parent Guarantor), (2) JPMorgan Chase Bank, National Association (as Lender and Administrative Agent) and (3) U.S. Bank National Association (as Collateral Agent and Collateral Administrator) on 7 June 2016 as refinanced, replaced or restructured from time to time (at the Directors' discretion, but subject always to paragraph 1.3.15(I)).

- (C) The "**2022 ZDP Cover Test**" is that the Directors shall have calculated that, were the proposed actions pursuant to paragraph 1.3.15(C), 1.3.15(E), 1.3.15(F) and 1.3.15(H) (as applicable) to take place in full on the date specified by the Directors for such calculation (the "**2022 ZDP Calculation Date**") the 2022 ZDP Cover would be not less than the lower of: (i) the 2022 ZDP Prior Cover; and (ii) 2.75.
- (D) The "**2022 ZDP Prior Cover**" on the 2022 ZDP Shares shall represent a fraction, calculated immediately prior to the 2022 ZDP Calculation Date, where the denominator is equal to the 2022 ZDP Final Capital Entitlement payable in respect of those 2022 ZDP Shares in issue on the 2022 ZDP Calculation Date as a class, plus the aggregate amount payable on maturity in respect of any of the Company's Liabilities due to mature or otherwise become fully and finally payable on or before the 2022 ZDP Redemption Date (for the avoidance of doubt, the Facility is considered to mature or otherwise become fully and finally payable on its termination date) and the numerator is equal to the Company's gross asset value (as calculated by the Investment Manager as at the final day of the preceding month).
- (E) The "**2022 ZDP Prospectus**" means the prospectus published by the Company in connection with the admission of the 2022 ZDP Shares to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange.
- (F) The "**2022 ZDP Cover**" on the 2022 ZDP Shares shall represent a fraction, calculated as at the 2022 ZDP Calculation Date, where the denominator is equal to the 2022 ZDP Final Capital Entitlement payable in respect of those 2022 ZDP Shares in issue on the 2022 ZDP Calculation Date as a class, plus the aggregate amount payable on maturity in respect of any of the Company's Liabilities due to mature or otherwise become fully and finally payable on or before the 2022 ZDP Repayment Date (for the avoidance of doubt, the Facility is considered to mature or otherwise become fully and finally payable on its termination date); and the numerator is equal to the Company's gross asset value (as calculated by the Investment Manager, on a pro forma basis, as at the final day of the preceding month as if the proposed actions pursuant to paragraph 1.3.15(C), 1.3.15(E), 1.3.15(F) and 1.3.15(H) (as applicable) had occurred subject to such other adjustments as the Directors consider necessary or appropriate).
- (G) For the purposes of this paragraph 1.3.16, "**Liabilities**" means the Facility, the 2017 ZDP Final Capital Entitlement; any additional credit facility, any preference shares or zero dividend preference shares, or any debt securities, loan notes or commercial paper.

#### *2022 ZDP Shares Redemption Rights*

- 1.3.17 The Company will redeem all of the outstanding 2022 ZDP Shares on the 2022 ZDP Repayment Date. The price per 2022 ZDP Share at which the 2022 ZDP Shares will be redeemed will be as provided for in paragraph 1.2.1(B). Redemption of the 2022 ZDP Shares will be subject to any restrictions imposed by the Companies Law or any other applicable legislation or regulation.
- 1.3.18 If the Company is unable or fails to redeem all of the 2022 ZDP Shares on the 2022 ZDP Repayment Date in the manner described in paragraph 1.3.17 then, subject to the provisions of paragraphs 1.3.19 and 1.3.20: (x) the Directors shall convene an extraordinary general meeting of the Company to be held as soon as reasonably practicable following the 2022 ZDP Repayment Date at which a special resolution (a "**2022 ZDP Liquidation Resolution**") will be proposed (and recommended by the Directors) requiring the Company to be wound up voluntarily forthwith, pursuant to the Companies Law, and in the manner

- described in paragraph 1.2 under the heading "Return of Capital and Winding-up" above; and (y) the provisions of paragraph 1.3.21 shall apply in relation to such 2022 ZDP Liquidation Resolution.
- 1.3.19 If any offer is made (whether by the Company or any other person) to all the 2022 ZDP Shareholders (other than the offeror and/or persons acting in concert with the offeror) which becomes or is declared unconditional in all respects prior to 30 September 2022, and which enables 2022 ZDP Shareholders to receive no later than 14 October 2022 an amount in cash not less than that to which the Directors estimate (so far as practicable at the time) that such 2022 ZDP Shareholders would otherwise have been entitled on a redemption in accordance with the Articles on 30 September 2022 (whether or not such offer is accepted in any particular case and ignoring any option to receive alternative consideration) and such offer is recommended by the Directors and stated to be, in the opinion of a financial adviser appointed by the Directors, fair and reasonable, then unless the Board considers that the aforementioned offer is unlikely to be honoured or the offeror breaches a material term of the offer or otherwise manifests an intention not to implement the offer: (i) paragraphs 1.3.17 and 1.3.18 shall not apply; and (ii) the provisions of paragraph 1.3.21 shall apply to the 2022 ZDP Shareholders in relation to any resolution or resolutions proposed at any separate meeting of the 2022 ZDP Shareholders relating to such offer (a "**2022 ZDP Recommended Resolution**").
- 1.3.20 If, at any time on or before 30 September 2022, a resolution or resolutions (a "**2022 ZDP Reconstruction Resolution**") is proposed at any general meeting of the Company or at any separate general meeting of the 2022 ZDP Shareholders (including any meeting to be convened to consider the winding-up of the Company) to approve any form of arrangement which enables the 2022 ZDP Shareholders to receive, no later than 14 October 2022, an amount in cash not less than that to which the Directors estimate (so far as practicable at the time) that such 2022 ZDP Shareholders would otherwise have been entitled on a redemption in accordance with the Articles on 30 September 2022 (ignoring any option to receive their entitlements otherwise than in cash) and such arrangement is recommended by the Directors and stated to be, in the opinion of a financial adviser appointed by the Directors, fair and reasonable then, unless the arrangement is not implemented in accordance with its terms: (i) paragraphs 1.3.17 and 1.3.18 shall not apply; and (ii) the provisions of paragraph 1.3.21 below shall apply to the 2022 ZDP Shareholders in relation to such 2022 ZDP Reconstruction Resolution.
- 1.3.21 Where this paragraph 1.3.21 applies in respect of any 2022 ZDP Exempted Resolution, each 2022 ZDP Shareholder present in person, by a duly authorised representative (if a corporation) or by proxy and entitled to vote shall (in respect of the votes attached to all such 2022 ZDP Shares) vote in favour of any resolution or resolutions so recommended by the Directors and, where any vote is not cast or is cast against any such resolution or resolutions, it shall be deemed to have been cast in favour by virtue of this paragraph 1.3.21. The vote on any 2022 ZDP Exempted Resolution shall be taken on a poll.
- 1.3.22 Where, by virtue of the provisions of paragraphs 1.3.15 to 1.3.21, the 2022 ZDP Shareholders are entitled to vote, every such 2022 ZDP Shareholder present in person, by proxy or by a duly authorised representative (if a corporation) at a meeting shall, in relation to such business, upon a show of hands have one vote and upon a poll every such 2022 ZDP Shareholder present in person or by proxy or by a duly authorised representative (if a corporation) shall, in relation to such business, have one vote in respect of every 2022 ZDP Share held by him.
- 1.3.23 Notwithstanding anything to the contrary in the Articles, the passing and implementation of any 2022 ZDP Exempted Resolution shall be deemed to be in accordance with the rights attached to the Class A Shares, the Class B Shares, the 2017 ZDP Shares and the 2022 ZDP Shares, with the result that neither the

passing nor the implementation of any such resolution shall be treated as varying, modifying or abrogating such rights and so that the consent or sanction of any such class of Shares as a separate class shall not be required thereto.

*Other matters requiring approval*

- 1.3.24 In addition to the rights of the Class A Shareholders described in paragraphs 1.3.4 and 1.3.5, the Company, subject to paragraph 1.3.21, shall not without the approval of an ordinary resolution of the Class A Shareholders and an ordinary resolution of the Class B Shareholders and, in the case of 1.3.24(C) below, the approval of a majority of the Independent Directors:
- (A) merge, consolidate, or sell substantially all of its assets;
  - (B) change the domicile of the Company;
  - (C) terminate the Investment Management and Services Agreement;
  - (D) materially adversely (to the Company) amend, restate, supplement or otherwise modify the terms of the Investment Management and Services Agreement;
  - (E) enter into any transaction involving the Investment Manager or any Affiliate of the Investment Manager (other than a subscription of a limited partner interest in a newly-organised Investment Manager-managed fund, the making of a co-investment alongside the Investment Manager or an Investment Manager-managed fund or a funding or a contribution of capital pursuant to a transaction that has previously received approval pursuant to this paragraph 1.3.24), including giving any consents required under the U.S. Investment Company Act of 1940, as amended (including revoking consents to any "agency cross transactions" thereunder), having an aggregate value exceeding 5 per cent. of the Company's most recently reported NAV;
  - (F) declare any dividends in excess of 14.99 per cent. of the NAV per year; or
  - (G) repurchase any Class A Shares in excess of 14.99 per cent. of the NAV per year.
- 1.3.25 In addition to the rights described in paragraphs 1.3.4, 1.3.5 and 1.3.24, the Directors shall not allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any Class A Shares at a consideration per Class A Share which is less than the NAV per Class A Share unless:
- (A) otherwise determined by the Class A Shareholders (as appropriate) by ordinary resolution; or
  - (B) the Independent Directors (or a duly appointed committee of them) determine that such dealing or disposal is in the best interests of the Company and for the purposes of:
    - (1) raising additional capital to fund any capital commitment of the Company;
    - (2) repaying any outstanding indebtedness of the Company; or
    - (3) any other comparable purpose.
- 1.3.26 Neither the Investment Manager nor any Affiliate of the Investment Manager shall have any voting rights in respect of any Class A Shares held by any of them in relation to the matters described in paragraphs 1.3.4(A) and 1.3.24(E) above.
- 1.3.27 The Independent Directors may grant approvals on behalf of the Company and the Members for any matter in paragraph 1.3.4 and 1.3.24 including in the form of general guidelines, policies, or procedures, in which case no further approval

shall be required in connection with such transaction or matter permitted thereby. For the avoidance of doubt, such guidelines, policies, or procedures shall be required to be established at all times for acquisitions of limited partner interests in the Investment Manager's private equity funds.

#### 1.4 **Conversion of 2017 ZDP Shares**

- 1.4.1 Subject to the Companies Law and these Articles, the Directors may, at their absolute discretion, permit 2017 ZDP Shareholders to convert (by way of re-designation) some or all of the 2017 ZDP Shares held by them into 2022 ZDP Shares, by such 2017 ZDP Shareholders giving notice to the Company within such time as the Directors may determine, at their absolute discretion. The conversion (by way of re-designation) shall take effect at such time and on such terms as the Directors may determine in their absolute discretion.
- 1.4.2 2017 ZDP Shareholders may give notice pursuant to paragraph 1.4.1 above either through submission of the relevant instruction mechanism (for 2017 ZDP Shares held in uncertificated form) or through submission of a conversion notice in the form specified by the Directors and the return of the relevant 2017 ZDP Share certificate to the Company's registrars (for 2017 ZDP Shares held in certificated form).
- 1.4.3 The Directors may amend the process for effecting conversions (including the timing and frequency of such conversions and the procedure for giving notice of conversion) in such manner as they see fit including, without limitation, for the purposes of facilitating conversions of 2017 ZDP Shares in uncertificated or certificated form or to facilitate Electronic Communications. Any instruction or conversion notice once given shall be irrevocable without the consent of the Directors.
- 1.4.4 Conversion of 2017 ZDP Shares shall be effected by way of re-designation of 2017 ZDP Shares into 2022 ZDP Shares or in such other manner as the Directors may determine in accordance with the Companies Law and these Articles. The number of 2022 ZDP Shares arising pursuant to an election for conversion (by way of re-designation) under the Rollover Offer will be rounded down to the nearest whole number and any fractional entitlements may, subject to the Companies Law and these Articles, be dealt with by the Directors in such manner as they think fit including, without limitation, selling or redeeming any such 2022 ZDP Shares representing such fractional entitlements and retaining the proceeds for the benefit of the Company.
- 1.4.5 The Directors may, in their absolute discretion, determine not to allow the conversion of 2017 ZDP Shares into 2022 ZDP Shares pursuant to this paragraph 1.4.

## DEFINITIONS

<b>"2017 ZDP Cover"</b>	has the meaning given to it in paragraph 1.3.7(E) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2017 ZDP Cover Test"</b>	has the meaning given to it in paragraph 1.3.7(C) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2017 ZDP Exempted Resolution"</b>	has the meaning given to it in paragraph 1.3.7(A) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2017 ZDP Final Capital Entitlement"</b>	means 169.73 pence per 2017 ZDP Share
<b>"2017 ZDP Liquidation Resolution"</b>	has the meaning given to it in paragraph 1.3.9 of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2017 ZDP Prior Cover"</b>	has the meaning given to it in paragraph 1.3.7(D) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2017 ZDP Recommended Resolution"</b>	has the meaning given to it in paragraph 1.3.10 of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2017 ZDP Reconstruction Resolution"</b>	has the meaning given to it in paragraph 1.3.11 of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2017 ZDP Repayment Date"</b>	means 31 May 2017
<b>"2017 ZDP Shareholders"</b>	means the holders of one or more 2017 ZDP Shares
<b>"2017 ZDP Shares"</b>	means a class of ZDP Shares issued and designated as a 2017 ZDP Shares, having the rights provided for under the Articles with respect to such 2017 ZDP Shares
<b>"2022 ZDP Cover"</b>	has the meaning given to it in paragraph 1.3.16(E) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2022 ZDP Cover Test"</b>	has the meaning given to it in paragraph 1.3.16(C) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2022 ZDP Exempted Resolution"</b>	has the meaning given to it in paragraph 1.3.16(A) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2022 ZDP Final Capital Entitlement"</b>	has the meaning given to it under the heading "2022 ZDP Final Capital Entitlement and Gross Redemption Yield" in paragraph 2.2 of Part I (Letter from the Chairman) of this Circular

<b>"2022 ZDP GRY"</b>	has the meaning given to it in paragraph 2.2 of Part I (Letter from the Chairman) of this Circular
<b>"2022 ZDP Liquidation Resolution"</b>	has the meaning given to it in paragraph 1.3.18 of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2022 ZDP Prior Cover"</b>	has the meaning given to it in paragraph 1.3.16(D) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2022 ZDP Recommended Resolution"</b>	has the meaning given to it in paragraph 1.3.19 of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2022 ZDP Reconstruction Resolution"</b>	has the meaning given to it in paragraph 1.3.20 of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"2022 ZDP Repayment Date"</b>	means 30 September 2022
<b>"2022 ZDP Shareholders"</b>	means the holders of one or more 2022 ZDP Shares
<b>"2022 ZDP Shares"</b>	means a class of ZDP Shares issued and designated as a 2022 ZDP Shares having the rights provided for under the Articles with respect to such 2022 ZDP Shares
<b>"Affiliate"</b>	means an affiliate of, or person affiliated with, a specified person being a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified
<b>"Amendment Ordinance"</b>	means The Companies (Guernsey) Law, 2008 (Amendment) Ordinance, 2015
<b>"Articles"</b>	means the articles of incorporation of the Company
<b>"Authorised Operator"</b>	means Euroclear UK and Ireland Limited or such other person as may for the time being be authorised under the Regulations to operate an Uncertificated System
<b>"Board"</b>	means the board of Directors for the Company
<b>"Business Day"</b>	means a days (excluding Saturdays and Sundays or public holidays in Guernsey) on which banks generally are open for business in Guernsey for the transaction of normal business
<b>"Calculation Date"</b>	means the date specified by the Directors for the calculation of the 2017 ZDP Cover Test or the 2022 ZDP Cover Test, as applicable, and <b>"2017 ZDP Calculation Date"</b> and <b>"2022 ZDP Calculation Date"</b> shall be interpreted accordingly
<b>"Capita Asset Services"</b>	a trading name for Capita Registrars Limited
<b>"certificated" or "in certificated form"</b>	not in uncertificated form
<b>"Circular"</b>	means this document

<b>"Class A Approval Resolution"</b>	means the ordinary resolution of the Class A Shareholders to approve the implementation of the Proposals
<b>"Class A Meeting"</b>	means the meeting of the Class A Shareholders to be held at 11.00 a.m. on 7 September 2016
<b>"Class A Shareholders"</b>	means a holders of one or more Class A Shares
<b>"Class A Shares"</b>	means class A ordinary shares of the Company
<b>"Class B Shares"</b>	means class B ordinary shares of the Company
<b>"Class B Shareholder"</b>	means the holder of one or more Class B Shares
<b>"Companies Law"</b>	means the Companies (Guernsey) Law, 2008, as amended
<b>"Company"</b>	means NB Private Equity Partners Limited
<b>"credit increase"</b>	has the meaning given to it in paragraph 1.3.6(l) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"credit ratio"</b>	has the meaning given to it in paragraph 1.3.6(l) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"CREST"</b>	means the facilities and procedures for the time being of the relevant system of which Euroclear UK and Ireland Limited has been recognised as a "recognised operator" pursuant to the Regulations
<b>"Directors"</b>	means the directors of the Company
<b>"Eligible 2017 ZDP Shareholder"</b>	registered holders of 2017 ZDP Shares on the Record Date who are not Overseas 2017 ZDP Shareholders
<b>"Facility"</b>	has the meaning given to it in paragraphs 1.3.7(B) or 1.3.16(B) (as appropriate) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"Form of Proxy"</b>	means the form of proxy accompanying this Circular
<b>"Group"</b>	means the Company and the Investment Partnership and their respective subsidiaries
<b>"Guernsey"</b>	means the Bailiwick of Guernsey, her territories and dependencies
<b>"Independent Director"</b>	means a Director who is determined by the Board to be independent using the standards of independence determined by the Board from time to time
<b>"Initial Placing"</b>	means the first Placing
<b>"Investment Management and Services Agreement"</b>	means the investment management and services agreement between the Company, the Investment Manager and the Investment Partnership, dated 25 July 2007, and as amended and restated on 25 January 2008, pursuant to which the Investment Manager provides investment management and

	advisory services to the Company
<b>"Investment Manager"</b>	means NB Alternatives Advisers LLC
<b>"Investment Partnership"</b>	means NB PEP Investments LP (Incorporated), a Guernsey limited partnership of which the Company is the general partner
<b>"Issue"</b>	means the issue of 2022 ZDP Shares pursuant to the Rollover Offer, the Offer for Subscription and the Placings
<b>"Issue Price"</b>	has the meaning given to it in paragraph 2.2 of Part I (Letter from the Chairman) of this Circular
<b>"Liabilities"</b>	has the meaning given to it in paragraph 1.3.7(G) of Part II (The 2022 ZDP Shares and the New Articles of Incorporation) of this Circular
<b>"Memorandum"</b>	means the memorandum of incorporation of the Company
<b>"NAV"</b>	means the net asset value of the Company
<b>"Offer for Subscription"</b>	means the offer of 2022 ZDP Shares for subscription to be made pursuant to the Prospectus
<b>"Overseas 2017 ZDP Shareholder"</b>	save as otherwise determined by the Directors, means registered holders of 2017 ZDP Shares on the Record Date who are resident in, or citizens, residents or nationals of, jurisdictions outside the United Kingdom and Guernsey
<b>"Placing"</b>	means each placing of 2022 ZDP Shares to be made pursuant to the Prospectus
<b>"Proposals"</b>	means the proposals relating to the creation and issue of the 2022 ZDP Shares, and the amendments to the Articles detailed in this Circular
<b>"Prospectus"</b>	means the offering document to be published by the Company in connection with the Issue
<b>"Record Date"</b>	means such date as may be determined by the Directors and set out in the Prospectus
<b>"Registrar"</b>	means Capita Registrars (Guernsey) Limited
<b>"Regulations"</b>	means Uncertificated Securities (Guernsey) Regulations, 2009 (as amended)
<b>"Rollover Date"</b>	means the date on which 2017 ZDP Shares will convert (by way of re-designation) into 2022 ZDP Shares, pursuant to the Rollover Offer
<b>"Rollover Offer"</b>	means the offer to be made to Eligible 2017 ZDP Shareholders to convert part or all of their holding of 2017 ZDP Shares into 2022 ZDP Shares
<b>"Rollover Value"</b>	has the meaning given to it under the heading "Rollover Offer" in paragraph 2.2 of Part I (Letter from the Chairman) of this Circular

<b>"Rules"</b>	means the rules, including any manuals, issued from time to time by an Authorised Operator governing the admission of securities to and the operation of the Uncertificated System managed by such Authorised Operator
<b>"Shareholder"</b>	means the holder of one or more Shares
<b>"Shares"</b>	means Class A Shares, Class B Shares, 2017 ZDP Shares and 2022 ZDP Shares, either together or separately, as the context may require
<b>"Sterling" or "£"</b>	means the lawful currency of the United Kingdom
<b>"Subsequent Placing"</b>	means a Placing other than the Initial Placing
<b>"U.S. Dollar" or "U.S.\$"</b>	means the lawful currency of the United States of America
<b>"U.S. Persons"</b>	means "U.S. persons" as defined in Regulation S under the U.S. Securities Act
<b>"U.S. Securities Act"</b>	means the U.S. Securities Act of 1933, as amended
<b>"Uncertificated System"</b>	means any computer based system and its related facilities and procedures that are provided by an Authorised Operator and by means of which title to units of a security (including Shares) can be evidenced and transferred in accordance with the Regulations without a written certificate or instrument
<b>"uncertificated" or "uncertificated form"</b>	means a unit of a Guernsey security, title to which is recorded on the relevant register of members or on the Company's register of non-share securities as being held in uncertificated form, and title to which may be transferred by means of any Uncertificated System in accordance with the Regulations and the Rules, if any
<b>"United States" or "U.S."</b>	means the United States of America, its territories and possessions, any state of the United States and the District of Columbia
<b>"ZDP Shareholders"</b>	means the holders of one or more ZDP Shares
<b>"ZDP Shares"</b>	means zero dividend preference shares of no par value in the capital of the Company, of such class, having the rights provided for under these Articles with respect to such class of ZDP Share

## **NB PRIVATE EQUITY PARTNERS LIMITED**

*(a closed-ended limited liability investment company incorporated under the laws of Guernsey with registered number 47214 and registered with the Netherlands Authority for the Financial Markets)*

### **NOTICE OF MEETING OF THE CLASS A SHAREHOLDERS**

Notice is hereby given that a meeting of the Class A Shareholders of the Company will be held at Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY at 11.00 a.m. on 7 September 2016 to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Class A Shareholders.

### **ORDINARY RESOLUTION**

**THAT**, for the purposes of Article 4.4.4(b) of the Company's articles of incorporation, the Company be and is hereby authorised by the Class A Shareholders to implement the Proposals described in the circular issued by the Company to the Class A Shareholders dated 8 August 2016 and the Class A Shareholders hereby sanction any variation to their rights as a class occasioned by the implementation of the Proposals.

*By Order of the Board:*

*Company Secretary*

Heritage International Fund Managers Limited

Date: 8 August 2016

*Registered Office:*

P.O. Box 225  
Heritage Hall  
Le Marchant Street  
St. Peter Port  
Guernsey  
GY1 4HY

Defined terms used in this notice shall bear the same meanings as those ascribed to them in the Circular issued by the Company to the Class A Shareholders dated 8 August 2016.

**Notes:**

1. A Class A Shareholder entitled to attend and vote is entitled to appoint a proxy (or proxies) to attend, speak and vote instead of him. A proxy need not be a Class A Shareholder of the Company.
2. A Form of Proxy is enclosed for use by Class A Shareholders. Completion and return of the Form of Proxy will not prevent a Class A Shareholder from subsequently attending the meeting and voting in person if he so wishes. If you have appointed a proxy and vote at the Class A Meeting in person in respect of Class A Shares for which you have appointed a proxy, your proxy appointment in respect of those Shares will automatically be terminated. In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the more senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the more senior). Where a voting indication is given, your proxy must vote as directed. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, or if a discretionary vote is granted, your proxy will vote (or abstain from voting) at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to every other matter which is put before the Class A Meeting.
3. The Form of Proxy, with the letter or power of attorney (if any) under which it is signed, must be lodged with Capita Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible and in any event no later than 11.00 a.m. on 5 September 2016, or, if the meeting is adjourned not less than 48 hours before the time appointed for holding adjourned meeting or, in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of a poll or, in the case of a poll taken not more than 48 hours after it was demanded, the time at which the poll was demanded, as the case may be, at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. In calculating such 48 hour periods referred to above, no account shall be taken of any part of a day that is not a Business Day. The Company will also accept Forms of Proxy deposited in accordance with the Articles of Incorporation. The Directors may, in their absolute discretion, elect to treat as valid any instrument appointing a proxy which is deposited later than 11.00 a.m. on 5 September 2016. If the Directors so elect, the person named in such instrument of proxy shall be entitled to vote.
4. The quorum for the Class A Meeting is two Class A Shareholders present in person or by proxy and entitled to vote, unless the Company only has one Class A Shareholder entitled to vote in which case the quorum shall be one Class A Shareholder present in person or by proxy.
5. If within half an hour after the time appointed for the Class A Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week (or if that day be a public holiday in the Island of Guernsey to the next working day thereafter) at the same time and place and no notice of such adjournment need be given. At any such adjourned meeting, one Class A Shareholder present in person or by proxy shall be a quorum.
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Company's register of members as at 5 September 2016.
7. To allow effective constitution of the Class A Meeting, if it is apparent to the Chairman that no Class A Shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act in his stead for any Class A Shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

8. Where there are joint registered holders of any Class A Shares any one of such persons may vote at any meeting, either personally, in respect of such Class A Shares as if he were solely entitled thereto; and if more than one of such joint holders be present at any meeting personally that one of the said persons so present in person, whose name stands first in the Company's register of members in respect of such Class A Shares, shall alone be entitled to vote in respect thereof.
9. A Class A Shareholder may appoint more than one proxy in relation to the Class A Meeting provided that each proxy is appointed to exercise the rights attached to different Class A Shares held by a member. You may not appoint more than one proxy to exercise rights attached to any one share. Where multiple proxies have been appointed to exercise rights attached to different shares, on a show of hands those proxy holders taken together will collectively have the same number of votes as the Class A Shareholder who appointed them would have on a show of hands if he were present at the meeting. On a poll, all or any of the rights of the Class A Shareholder may be exercised by one or more duly appointed proxies. To appoint more than one proxy you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
10. On a vote on a show of hands, each proxy has one vote. If a proxy is appointed by more than one Class A Shareholder, and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote "for" or "against" as applicable. If a proxy is appointed by more than one Class A Shareholder, but such Class A Shareholders have given different voting instructions, the proxy may, on a show of hands, vote both "for" and "against" in order to reflect the different voting instructions.
11. On a poll all or any of the voting rights of the Class A Shareholder may be exercised by one or more duly appointed proxies.
12. Corporate representatives are entitled to attend and vote on behalf of the corporate Class A Shareholder.
13. A member may terminate a proxy's authority at any time before the commencement of the meeting. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. In the case of a Class A Shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Asset Services no later than 11.00 a.m. on 5 September 2016. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
14. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.
15. CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so for the Class A Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

16. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Capita Asset Services (CREST participant RA1O) by no later than 11.00 a.m. on 5 September 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Capita Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
17. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions, it is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34 of The Uncertificated Securities (Guernsey) Regulations, 2009.

## **NB PRIVATE EQUITY PARTNERS LIMITED**

### **FORM OF PROXY**

**For use at the meeting of the Class A Shareholders of the Company to be held at Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY at 11.00 a.m. on 7 September 2016.**

I / We .....

(in BLOCK CAPITALS)

of .....being a  
Class A Shareholder(s) of the above-named Company, appoint the chairman of the meeting or  
..... to act as my/our proxy to vote for me/us  
and on my/our behalf at the meeting of the Class A Shareholders of the Company to be held at  
Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY at 11.00 a.m. on 7  
September 2016 and at every adjournment thereof and to vote for me/us on my/our behalf as  
directed below.

*Please indicate with by marking 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolution or abstain from voting as he thinks fit.*

	<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Withheld *</b>	<b>Discretionary</b>
1.	<b>THAT</b> , for the purposes of Article 4.4.4(b) of the Company's articles of incorporation, the Company be and is hereby authorised by the Class A Shareholders to implement the Proposals described in the circular issued by the Company to the Class A Shareholders dated 8 August 2016 and the Class A Shareholders hereby sanction any variation to their rights as a class occasioned by the implementation of the Proposals.				

*Please tick here if this proxy appointment is one of multiple appointments being made (See note 5 below)*

*\* The "Withheld" option is to enable you to abstain on the specified resolution. Please note that a "Withheld" vote will not be counted in the votes "For" or "Against" on the specified resolution.*

Signed ..... Dated .....

**Notes:**

1. Please indicate with a cross in the appropriate box above how you wish your votes to be cast in respect of the resolution. If you do not do so, or if you indicate a discretionary vote, your proxy may vote or abstain at his discretion.
2. In the case of a body corporate the Form of Proxy must be executed under seal or under the hand of an officer or attorney authorised in writing.
3. In the case of joint Class A Shareholders any such Class A Shareholder may sign but, in the event of more than one tendering votes, the votes of the Class A Shareholder whose name stands first in the register of Class A Shareholders will be accepted to the exclusion of the others.
4. If you wish to appoint someone other than the chairman of the meeting as your proxy please delete "the chairman of the meeting, or" and insert in the place provided the name and address of your appointee, who need not be a Class A Shareholder. Any such amendment must be initialled.
5. A Class A Shareholder may appoint more than one proxy in relation to the Class A Meeting provided that each proxy is appointed to exercise the rights attached to different Class A Shares held by a Class A Shareholder. You may not appoint more than one proxy to exercise rights attached to any one Class A Share. Where multiple proxies have been appointed to exercise rights attached to different Class A Shares, on a show of hands those proxy holders taken together will collectively have the same number of votes as the Class A Shareholder who appointed them would have on a show of hands if he were present at the meeting. On a poll, all or any of the rights of the Class A Shareholder may be exercised by one or more duly appointed proxies. To appoint more than one proxy you may photocopy the Form of Proxy Appointment. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
6. To allow effective constitution of the meeting, if it is apparent to the chairman that no Class A Shareholders will be present in person or by proxy, other than by proxy in the chairman's favour, then the chairman may appoint a substitute to act in his stead for any Class A Shareholder, provided that such substitute proxy shall vote on the same basis as the chairman.
7. Shares held in uncertificated form (i.e., in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Defined terms used but not defined in the Proxy Appointment shall have the same meaning given to them in the Circular of the Company dated 8 August 2016.
9. Class A Shareholders should complete the attached Form of Proxy in accordance with the instructions printed thereon and lodge it, together with any power of attorney or other authority (if any) under which it is signed (or a copy thereof certified by a solicitor), with Capita Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible and in any event no later than 11.00 a.m. on 5 September 2016. The lodging of a Form of Proxy will not prevent a Class A Shareholder from attending the meeting and voting in person if they so wish.