

7 September 2016

**NB Private Equity Partners Limited ("the "Company")**

**Results of Class A Shareholder Meeting and Class B Written Resolutions**

NB Private Equity Partners Limited (the "Company") announces that it held a General Meeting of its Class A Shareholders at Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey on 7 September 2016 and confirms that the following resolution was unanimously passed as an ordinary resolution by the Company's Class A shareholders:-

**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.

The Company also announces that the following Written Special Resolutions were approved on 7 September 2016 by the Company's Class B Shareholders:-

1. **THAT** the Company be and is hereby authorised to implement the Proposals described in the Circular issued by the Company to the Class A Shareholders dated 8 August 2016.
2. **THAT** the Memorandum of Incorporation of the Company be and is hereby amended as follows:
  - 2.1 paragraph 3 shall be deleted in its entirety;
  - 2.2 paragraph 4 shall be deleted in its entirety;
  - 2.3 paragraph 5 shall be deleted and replaced as follows:

"The liability of the Members is limited to the amount for the time being remaining unpaid on the Shares (as defined in the Articles of Incorporation) held by each of them respectively.";
  - 2.4 paragraph 6 shall be deleted and replaced as follows:

"The Company is a non-cellular company within the meaning of section 2(1)(c) of the Companies (Guernsey) Law, 2008, as amended (the "**Law**").";
  - 2.5 paragraph 7 shall be deleted and replaced as follows:

"The Company is limited by shares within the meaning of section 2(2)(a)(i) of the Law.";
  - 2.6 paragraph 8 shall be deleted and replaced as follows:

"The Company shall have power by special resolution to make provision in this Memorandum of Incorporation for any matter mentioned in section 15(7) of the Law.";
  - 2.7 paragraph 9 shall be deleted and replaced as follows:

"The Company shall have power by special resolution to alter any provision in this Memorandum of Incorporation mentioned in section 15(7) of the Law.".

2.8 paragraph 10 shall be deleted in its entirety; and

2.9 paragraph 11 shall be deleted in its entirety.

3. **THAT** the regulations contained in the document annexed hereto ("**New Articles**") be and are hereby approved and adopted as the new Articles of Incorporation of the Company in substitution for and to the exclusion of the existing Articles of Incorporation of the Company.

**For further information, please contact:**

**NBPE Investor Relations** +1 214 647 9593

**Neustria Partners** +44 20 3021 2580

Nick Henderson Nick.Henderson@neustriapartners.com

Robert Bailhache Robert.Bailhache@neustriapartners.com

Charles Gorman Charles.Gorman@neustriapartners.com

#### **ABOUT NB PRIVATE EQUITY PARTNERS LIMITED**

NBPE is a closed-end private equity investment company with class A ordinary shares admitted to trading on Euronext Amsterdam and the Specialist Fund Segment of the Main Market of the London Stock Exchange. NBPE has ZDP shares admitted to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange and the Daily Official List of The Channel Islands Securities Exchange Authority Limited. NBPE holds a diversified portfolio of direct income investments, direct equity investments and fund investments selected by the NB Alternatives group of Neuberger Berman diversified across private equity asset class, geography, industry, vintage year, and sponsor.

#### **ABOUT NEUBERGER BERMAN**

Neuberger Berman, founded in 1939, is a private, independent, employee-owned investment manager. The firm manages equities, fixed income, private equity and hedge fund portfolios for institutions and advisors worldwide. With offices in 19 countries, Neuberger Berman's team is approximately 2,000 professionals and the company was named by Pensions & Investments as a Best Place to Work in Money Management for three consecutive years. Tenured, stable and long-term in focus, the firm fosters an investment culture of fundamental research and independent thinking. It manages \$246 billion in client assets as of June 30, 2016. For more information, please visit our website at [www.nb.com](http://www.nb.com).

*This announcement appears as a matter of record only and does not constitute an offer to sell or a solicitation of an offer to purchase any security. NBPE is established as a closed-end investment company domiciled in Guernsey. NBPE has received the necessary consent of the Guernsey Financial Services Commission and the States of Guernsey Policy Council. NBPE is registered with the Dutch Authority for the Financial*

*Markets as a collective investment scheme which may offer participations in The Netherlands pursuant to article 2:66 of the Financial Markets Supervision Act (Wet op het financieel toezicht). All investments are subject to risk. Past performance is no guarantee of future returns. The value of investments may fluctuate. Results achieved in the past are no guarantee of future results. This document is not intended to constitute legal, tax or accounting advice or investment recommendations. Prospective investors are advised to seek expert legal, financial, tax and other professional advice before making any investment decision. Statements contained in this document that are not historical facts are based on current expectations, estimates, projections, opinions and beliefs of NBPE's investment manager. Such statements involve known and unknown risks, uncertainties and other factors, and undue reliance should not be placed thereon. Additionally, this document contains "forward-looking statements." Actual events or results or the actual performance of NBPE may differ materially from those reflected or contemplated in such targets or forward-looking statements.*

*This announcement may not be published, distributed or transmitted by any means or media, directly or indirectly, in whole or in part, in or into the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "US Securities Act") or with any securities regulatory authority of any state or other jurisdiction of the United States and will not be offered, sold, exercised, resold, transferred or delivered, directly or indirectly, in or into the United States or to, or for the account or benefit of, any US person (as defined under Regulation S under the US Securities Act). The Company has not been, and will not be, registered under the U.S. Investment Company Act of 1940, as amended.*

*Neither this announcement nor any copy of it may be: (i) taken or transmitted into or distributed in any member state of the European Economic Area (other than the Netherlands and the United Kingdom), Canada, Australia or the Republic of South Africa or to any resident thereof, or (ii) taken or transmitted into or distributed in Japan or to any resident thereof. Any failure to comply with these restrictions may constitute a violation of the securities laws or the laws of any such jurisdiction. The distribution of this announcement in other jurisdictions may be restricted by law and the persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.*