

## NB Private Equity Partners Announces Annual General Meeting

9 June 2016

### NB PRIVATE EQUITY PARTNERS LIMITED

REGISTERED NUMBER 47214

(the "Company")

#### Annual General Meeting

##### Date of Annual General Meeting

The Company will hold its Annual General Meeting at 1.45pm (London time) on 4th August 2016 at Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey for the transaction of the following business, all proposed as ordinary resolutions for the purposes of the Companies (Guernsey) Law, 2008 (as amended) (the "Companies Law").

##### Ordinary Business – To be proposed as Ordinary Resolutions

1. To receive and adopt the Audited Financial Statements, the Directors' report, and the Auditors' report for the year ended 31st December 2015.
2. To approve the Directors' remuneration for the year ended 31st December 2015.
3. To appoint John Falla as a Director of the Company, retiring in accordance with Article 26.2 of the Company's Articles of Incorporation.
4. To re-appoint Peter von Lehe as a Director of the Company, retiring in accordance with Article 26.2 of the Company's Articles of Incorporation.
5. To re-appoint KPMG Channel Islands Limited, who have indicated their willingness to continue in office, as Auditors of the Company and to hold office until the next Annual General Meeting.
6. To authorise the Directors to determine KPMG Channel Islands Limited's remuneration.

##### Special Business – To be proposed as Ordinary Resolutions

7. THAT the Company be authorised in accordance with section 315 of the Companies (Guernsey) Law, 2008 (the "Companies Law"), to make market purchases (within the meaning of section 316 of the Companies Law) of its own Class A Shares, provided that:
  - a. the maximum number of Class A Shares authorised to be purchased shall be 7,313,705 Class A shares (being 14.99 per cent. of the Class A Shares in issue (excluding Class A Shares held in treasury) as at the date of this Notice of AGM);
  - b. the minimum price which may be paid for a Class A Share is US\$0.01;
  - c. the maximum price which may be paid for a Class A Share is an amount equal to the higher of (a) 5 per cent. above the average market value of the Class A Shares on the regulated market where the repurchase is carried out for the five business days before the purchase is made and (b) the higher of (i) the price of the last independent trade and (ii) the highest current independent bid price, in each case on the regulated market where the purchase is carried out;
  - d. such authority shall expire at the annual general meeting of the Company in 2017 unless such authority is varied, revoked or renewed prior to such date by an ordinary resolution of the Company; and

e. the Company may make a contract to purchase Class A Shares under such authority prior to its expiry which will or may be executed wholly or partly after its expiration and the Company may make a purchase of Shares pursuant to any such contract.

8. THAT the Company be and is hereby authorised, in accordance with and to the fullest extent permitted by the Companies (Guernsey) Law, 2008, to hold any Class A Shares purchased by it as treasury shares provided that the aggregate number of Class A Shares held as treasury shares shall not at any time exceed 10 per cent of the total number of Class A Shares in issue at that time AND THAT the Company be and is hereby authorised to cancel any Class A Shares purchased by it as treasury shares.

9. To extend the power of the Board to issue Shares, under Article 4.12 of the Articles of Incorporation, for a further five years.

#### **Rights of Shareholders to Receive Notice**

Pursuant to the Company's Articles of Incorporation, only Class B Ordinary shareholders are entitled to receive notice of the Annual General Meeting.

#### **Rights of Shareholders to Attend**

Pursuant to the Company's Articles of Incorporation, only Class B Ordinary shareholders are entitled to attend the Annual General Meeting.

#### **Total Shares and Voting Rights**

As at the date of this information, the Company has issued share capital of:-

- 51,940,972 Class A Ordinary shares (3,150,408 of which are held by the Company in treasury);
- 10,000 Class B Ordinary shares; and
- 32,999,999 Zero Dividend Preference Shares.

Pursuant to the Company's Articles of Incorporation, only Class B Ordinary shareholders are entitled to vote at the Annual General Meeting.

For further information, please contact:

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#### **For further information, please contact:**

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#### **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 Market of the London Stock Exchange. NBPE has ZDP shares admitted to trading on the Specialist Fund 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 more than 2,100 professionals and the company was named by Pensions & Investments as a 2013, 2014 and 2015 Best Place to Work in Money Management. Tenured, stable and long-term in focus, the firm fosters an investment culture of fundamental research and independent thinking. It manages \$243 billion in client assets as of 31 March 2016. For more information, please visit the Investment Manager's website at [www.nb.com](http://www.nb.com).

*This press release 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.*

*The Company has not been and will not be registered under the US Investment Company Act of 1940 (the "Investment Company Act"). The securities of the Company have not been and will not be registered under the US Securities Act of 1933 (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold, resold, pledged, delivered, distributed or transferred, directly or indirectly, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in a manner which would not require the Company to register under the Investment Company Act. No public offering of the securities of the Company has been or will be made in the United States.*