# **NB Private Equity Partners**

12 June 2012

Financial Information as of 31 May 2012

#### **Neuberger Berman**

Founded in 1939, today we are among the world's leading private, employee-controlled asset management companies

#### Independent, stable and focused on the long term

- More than 400 investment professionals averaging 18 years of industry experience; portfolio managers average 26 years of experience
- Over \$199 billion assets under management
- More than 1,700 employees in 27 cities worldwide

#### Attractive long-term investment performance

91% of the firm's equity and fixed income AUM outperformed over 10 years ended 3/31/12<sup>1</sup>

#### Alignment of interests between investors and clients

Employee controlled and on path to 100% employee ownership

All information as of March 31, 2012, except as otherwise noted.

Source: Neuberger Berman. Firm data, including employee and assets under management figures, reflects collective data for the various affiliated investment advisers that are subsidiaries of Neuberger Berman Group LLC (the 'firm'). See Additional Disclosures for the definition of 'investment professionals' and certain exclusions.

1. As of March 31, 2012, 42% of the total firm equity and fixed income Assets Under Management ("AUM") outperformed on a 3-year basis and 82% on a 5-year basis; 29% of total firm equity AUM outperformed on a 3-year basis and 77% on a 5-year basis. The AUM outperformance results are based on the overall performance of each individual investment strategy against its respective strategy benchmark and results are asset weighted so stratégies with the largest amount of assets under management have the largest impact on the resulfs. Índividual strategies may have experienced negative performance during certain periods of time. Fledge fund, private equity and other private investment vehicle assets are not reflected in the outperformance results shown. See Additional Disclosures for information regarding AUM outperformance statistics. Unless otherwise indicated, returns reflect reinvestment of dividends and distributions. Investing entails risks, including possible loss of principal. Past performance is no guarantee of future results.

## **NB Private Equity Partners**

NBPE is a closed-end investment company that invests in an actively managed portfolio of private equity investments, including direct/co-investments, direct yielding investments and funds

#### **COMPANY OVERVIEW**

- Listed in July 2007 with a current market cap of approximately \$338.2 million
- Ordinary shares trade on both Euronext Amsterdam (NBPE AS) and the LSE (NBPE LN), ZDP shares trade on the LSE (NBPZ)

#### **CURRENT PORTFOLIO OVERVIEW**

- 70% private equity fund investments
- 30% direct/co-investments: 82% equity co-investments and 18% direct yielding investments
- 64% of NAV was invested in 2008 or later, 79% invested in North America

#### **INVESTMENT STRATEGY**

- Increasing exposure to direct investments
  - Actively pursuing direct equity co-investments and direct yielding investments
- Selective fund investments on a case by case basis



## May 2012 NAV Update

NBPE's NAV per share increased by 6.3% in 2011 and by 1.0% during the first five months of 2012

#### **MAY 2012 NAV UPDATE**

| (\$ in millions, except per share values)                   | 31 May 2012<br>(Unaudited) | 31 December 2011<br>(Audited) |
|---|----------------------------|-------------------------------|
| Fund Investments  | \$397.4                    | \$401.5                       |
| Direct / Co-investments                                     | \$164.6                    | \$136.9                       |
| Total Private Equity Fair Value                             | \$562.0                    | \$538.4                       |
| Private Equity Investment Level                             | 103%                       | 99%                           |
| Cash and Cash Equivalents                                   | \$56.8                     | \$77.9                        |
| Credit Facility   | -                          | -                             |
| ZDP Share Liability, including Forward Currency Contract    | (\$63.9)                   | (\$62.1)                      |
| Net Other Assets (Liabilities), including Minority Interest | (\$9.6)                    | (\$9.8)                       |
| Net Asset Value   | \$545.3                    | \$544.4                       |
| Net Asset Value per Share                                   | \$11.14                    | \$11.03                       |

## • Significant amount of investment and realization activity in 2012

- Capital calls and direct/co-investments of ~\$60 million YTD 2012
- Distributions and sale proceeds of ~\$50 million YTD 2012
- During May, NBPE's portfolio value decreased due to \$6.0 million of unrealized losses on public securities, \$1.9 million of negative foreign exchange adjustments, \$1.3 million of unrealized losses on credit-related fund investments

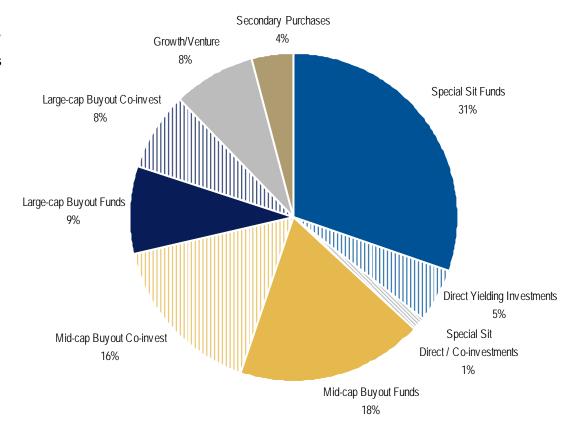
# PORTFOLIO ACTIVITY

## **Broadly Diversified Private Equity Portfolio**

NBPE's private equity portfolio is broadly diversified by asset class and tactically positioned for the current market environment<sup>1</sup>

#### DIVERSIFICATION BY ASSET CLASS AND INVESTMENT TYPE BASED ON FAIR VALUE

- 30% invested in direct/co-investments
  - 16% mid-cap buyout co-investments
  - 8% large-cap buyout co-investments
  - 5% direct yielding investments
  - 1% special situations direct / coinvestments



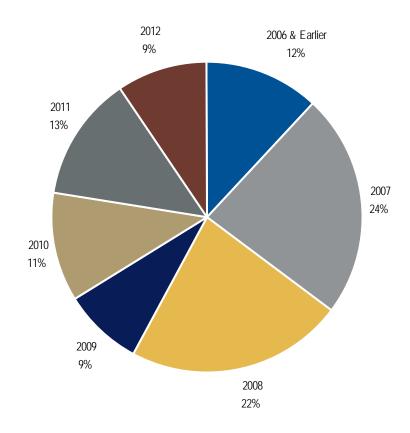
Note: As of 31 May 2012 (unaudited).

<sup>1.</sup> Please refer to the endnotes for certain important information related to this diversification information.

## **Attractively Positioned for Growth and Liquidity**

Approximately 64% of NBPE's private equity fair value is attributable to investments completed in 2008 or later

#### PRIVATE EQUITY FAIR VALUE BY YEAR OF INVESTMENT



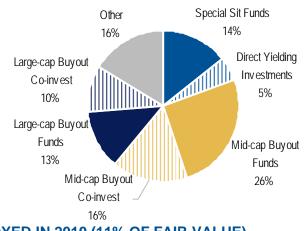
Note: Year of investment is calculated at the portfolio company level and is defined as the date of capital deployment into a particular underlying investment. This differs from diversification by vintage year as vintage year shows when a fund was formed rather than when the capital was deployed. Data is based on private equity fair value as of 31 May 2012 (unaudited).

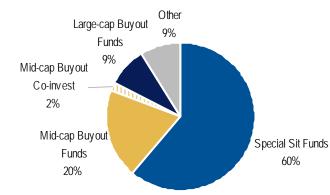
## **Tactical Approach to Asset Allocation**

NBPE has shifted its asset allocation over time in order to tactically allocate the portfolio. Approximately 57% of the current fair value that was deployed in 2011 through 2012 was invested in direct co-investments and direct yielding investments

#### **DEPLOYED IN 2007 & EARLIER (36% OF FAIR VALUE)**

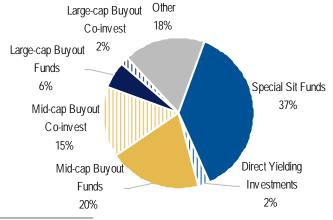
## DEPLOYED IN 2008 AND 2009 (31% OF FAIR VALUE)

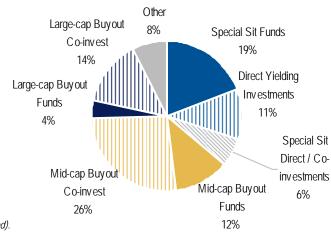




#### **DEPLOYED IN 2010 (11% OF FAIR VALUE)**

#### **DEPLOYED IN 2011 – YTD 2012 (22% OF FAIR VALUE)**





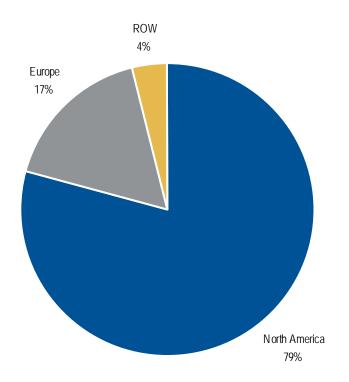
Note: Other includes NB Crossroads Fund XVII and Growth/Venture. Based on private equity fair value as of 31 May 2012 (unaudited).

## **Geographic Asset Allocation**

NBPE has a predominantly North American portfolio with some exposure to Europe and the Rest of World<sup>1</sup>

#### **GEOGRAPHIC DIVERSIFICATION BY FAIR VALUE**

 Tactical exposure to North America is expected to be maintained

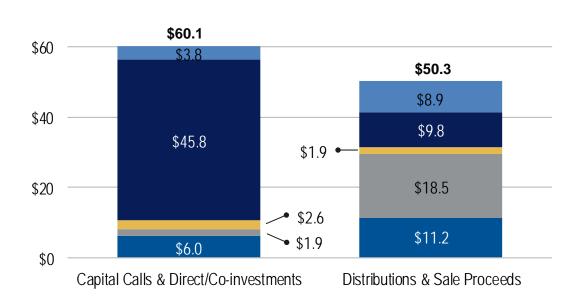


## **Recent Portfolio Activity**

Since the beginning of 2012, NBPE deployed \$60 million into new investments and received \$50 million of distributions and sale proceeds

#### **NBPE PORTFOLIO CASH FLOWS**





## Increasing Allocations to Direct/Co-investments & Yielding Investments

NBPE intends to continue to increase its allocation to direct/co-investments and direct yielding investments and expects these investments to be a majority of the portfolio within two years

- NBPE has already made progress towards this goal with \$250 million of capital already committed to executing this strategy
  - \$200 million commitment to the NB Alternatives Direct Co-investment Program
  - \$50 million commitment to the NB Healthcare Credit Investment Program
- As of 31 May 2012, NBPE has funded \$43.3 million<sup>1</sup> into four new investments through both of these programs
- NBPE intends to increase its allocation to direct yielding investments in private companies including mezzanine investments
- NBPE's current expectation is the majority of the portfolio will be deployed in direct/co-investments and direct yielding investments within two years
  - Within the direct allocation, NBPE is currently targeting an allocation of approximately 60% direct/co-investments and 40% direct yielding investments
  - NBPE may deviate from these targets as investments will be based on the opportunity set
  - NBPE will continue to evaluate other opportunities, including fund investments, on a case by case basis

## **Actively Pursuing Direct/Co-investments**

# Ten equity co-investments since the beginning of 2011, representing 11.6% of NBPE NAV **NEW EQUITY CO-INVESTMENTS**

|                    | CommScope            | Syniverse                     | swissport 🤣                                   | pepcom       | J.CREW                           | CAPSUGEL                                | Rac                                  | AMERICAN<br>DENTAL<br>PARTNERS      | Blue Coat                                 | GABRIEL<br>Brothers   |
|--------------------|----------------------|-------------------------------|---|--------------|----------------------------------|---|--------------------------------------|-------------------------------------|---|-----------------------|
| Investment<br>Date | January 2011         | January 2011                  | February 2011                                 | March 2011   | July 2011                        | August 2011                             | September 2011                       | February 2012                       | February 2012                             | March 2012            |
| Asset Class        | Buyout               | Buyout                        | Buyout  | Buyout       | Buyout                           | Buyout                                  | Buyout                               | Buyout                              | Buyout                                    | Special<br>Situations |
| Situation          | New Buyout           | New Buyout                    | Carve-out                                     | New Buyout   | Take Private                     | Carve-out                               | Carve-out                            | Take Private                        | Take Private                              | New Buyout            |
| % NBPE NAV         | Less than 1%         | Less than 1%                  | Less than 1%                                  | Less than 1% | Less than 1%                     | Less than 1%                            | Less than 1%                         | 1%-5%                               | 1%-5%                                     | 1%-5%                 |
| Lead PE Firm       | The Carlyle<br>Group | The Carlyle<br>Group          | PAI Partners                                  | STAR Capital | TPG Capital/<br>Leonard<br>Green | KKR                                     | The Carlyle<br>Group                 | JLL Partners                        | Thoma Bravo                               | A&M Capital           |
| Industry           | Wireless comm.       | Wireless<br>Comm.<br>Services | Aviation<br>ground<br>handling &<br>logistics | Cable/ Comm. | Apparel Retail                   | Healthcare/<br>drug delivery<br>systems | Business and<br>Consumer<br>Services | Healthcare/<br>Business<br>Services | Web Security &<br>Network<br>Optimization | Off-price<br>Retailer |

## **Actively Pursuing Direct/Co-investments**

#### Overview of equity co-investments made to date during 2012

#### **American Dental Partners** (1-5% of NBPE NAV)

• Provider of administrative office management services to dental practices in the U.S., covering approximately 280 dental facilities and 570 dentists



• NBPE invested alongside JLL Partners, who has a successful track-record in healthcare investments in the U.S.

• The thesis is predicated on a stable and resilient dental services industry, a secular trend towards outsourcing of dental office administration services, significant opportunities to expand through de novo offices and consolidating a fragmented market, and an attractive entry valuation

#### Blue Coat Systems (1-5% of NBPE NAV)

• Technology company that provides web security and velocity acceleration products to Fortune 500 companies. Blue Coat sells its products and services globally



 NBPE invested alongside Thoma Bravo, one of the best private equity investors in the space, with an especially strong track record in "software as a service" business models

- The thesis is predicated mainly on strong secular growth trends in technology security and network optimization, significant opportunities to drive margin expansion, and attractive valuation
- NB has previously co-invested with Thoma Bravo in similar businesses and value creation thesis (e.g. SonicWALL)

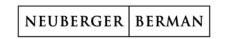
#### **Gabriel Brothers**

(1-5% of NBPE NAV)

• Off-price retailer that purchases merchandise from vendors at deep discounts due to stock over-runs, close outs or minor irregularities, and resells the product. The company has 100 stores in the mid-Atlantic and south-eastern states of the U.S. and carries well known brands



- NBPE invested alongside A&M Capital, a middle market private equity firm focused on undermanaged companies where they can bring their operational expertise and executives to bear to improve performance
- Well-positioned retailer with the opportunity to improve operating performance and margin profile





## **Recent Realization: SonicWALL Case-Study**

Through the equity co-investment, NBPE sourced the direct yielding investment in the second-lien debt of SonicWall

#### INVESTMENT SUMMARY

| Investment Date:    | July 2010  |
|---------------------|--|
| Company Description | Leading provider of web security services to SMB |
| Industry:           | Technology                                       |
| Lead Sponsor:       | Thoma Bravo                                      |

#### **INVESTMENT THESIS**

- Leading industry position in the UTM market targeted at small and medium sized businesses
- Attractive industry dynamics as security remained a top priority concern for IT as threats continue to evolve and there is increased adoption of broadband communications by businesses
- Strong product performance and brand recognition among both channel partners and end users
- High recurring revenue subscription-based model
- Strong historical performance prior to take-private, in terms of top line growth and improving profitability. Significant additional room for margin improvement based on Thoma Bravo's experience
- Strong cash flow generation driven by improved profitability, limited capex, working capital inflows (advanced payments for subscriptions)
- Significant upside potential from next generation products and "Super Massive" product line targeted at large enterprise markets

#### COMPANY / SPONSOR OVERVIEW

- Leading provider of integrated network security appliances and subscription services primarily to small and medium sized businesses
- Generates revenue through sales of products, software licenses and subscriptions, for applications including firewalls, content filtering, antivirus protection, and offsite data backup
- Company was purchased in a take-private; SonicWALL had been publicly listed on the Nasdag since 1999
- Lead sponsor, Thoma Bravo, has a strong focus and exceptional investment track-record in the software and services industries

#### **INVESTMENT PERFORMANCE / RESULTS**

- SonicWALL experienced significant revenue growth driven by increased penetration of its existing products and new product introductions (i.e. Super Massive)
- Margin expanded materially through cost saving initiatives, operating leverage and an increased level of high margin maintenance and services revenues
- EBITDA increased substantially since NBPE's investment
- The company's strong free cash flow generation enabled meaningful debt paydown
- SonicWALL was sold to Dell Inc. for an attractive return on equity and debt

## **Actively Pursuing Direct Yielding Investments**

Four direct yielding investments since the beginning of 2011, representing a combined 2.7% of NBPE NAV with a weighted average yield to maturity of 20.6%

#### **NEW DIRECT YIELDING INVESTMENTS**

|                 | Neuropathic pain medication royalty notes  | Hormone therapy royalty notes  | Firth Rixson 2011 PIK notes  | Medication delivery & blood collection product royalty notes                  |
|-----------------|--|--|--|---|
| Investment Date | January 2011   | March 2011   | November 2011  | February 2012   |
| Investment Type | Healthcare Royalty   | Healthcare Royalty   | Direct Credit Investment   | Healthcare Royalty  |
| Security        | Royalty Note   | Royalty Note   | Senior Unsecured PIK Note  | Royalty Note  |
| Description     | Royalty notes backed by sales of a leading neuropathic pain medication marketed globally by a premier pharmaceutical company | Royalty notes backed by the sales of a testosterone gel used for hormone replacement therapy | Provider of seamless rolled rings, forgings and specialty metals to primarily the aerospace market | Royalty notes backed by the sales of medication and blood collection products |
| Coupon          | 11%  | LIBOR + 16 (1% floor) Issued at 2.3% discount to par   | 18%  | Not disclosed   |
| % of NBPE NAV   | Less than 1%   | 1 – 2%   | Less than 1%   | Less than 1%  |

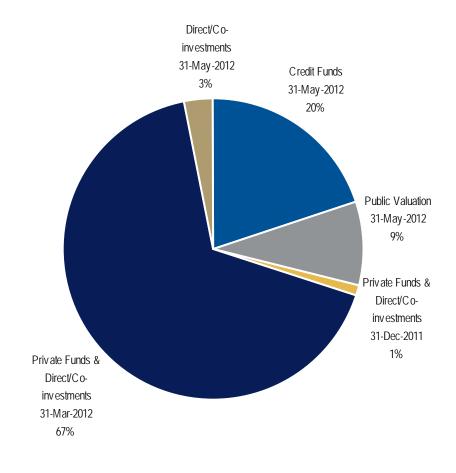
## **Timely & Transparent Approach to Valuations**

NBPE provides monthly valuation updates and conducts quarterly conference calls for investors and research analysts

#### **VALUATION COMMENTARY**

- Proactive and conservative approach to valuations
- Approximately 29% of the private equity fair value is marked-to-market on a monthly basis through credit funds and public securities
- Private company valuations are adjusted each month/quarter as new information is received

#### FAIR VALUE BY DATE OF MOST RECENT INFORMATION



## **Capital Position**

## NBPE is \$1.9 million overcommitted with a 99% commitment coverage level

- As of 31 May 2012, NBPE had unfunded commitments of \$308.7 million
  - Total capital resources were \$306.8 million, including cash and cash equivalents plus the undrawn credit facility
- NBPE has a \$250 million revolving credit facility with a term expiring in August 2014, which is currently undrawn

| NBPE Financial Position & Liquidity Metrics - 31 May 2012 |         |  |         |
|---|---------|--|---------|
| Unfunded Private Equity Commitments                       | \$308.7 | Fair Value of Private Equity Investments | \$562.0 |
|   |         | Net Asset Value                          | \$545.3 |
| Cash and Cash Equivalents                                 | \$56.8  |  |         |
| Undrawn Credit Facility                                   | 250.0   | Private Equity Investment Level          | 103%    |
| Total Capital Resources                                   | \$306.8 | Commitment Level <sup>1</sup>            | 160%    |
| Over Commitment Amount                                    | (1.9)   | Commitment Coverage Level                | 99%     |

• NBPE is in discussions to amend its existing credit facility, including to extend its maturity

<sup>1.</sup> The Commitment Level is calculated by adding the Unfunded Private Equity Commitments to Fair Value of Private Equity Investments and dividing that value by the Net Asset Value.

## **Share Price and NAV per Ordinary Share**

NBPE's NAV has increased by approximately 3.0% over the last twelve months

#### SHARE PRICE PERFORMANCE AND NAV PER ORDINARY SHARE OVER THE LAST TWELVE MONTHS



Sources: NYSE Euronext and Bloomberg. Market data as of 31 May 2012. Past performance is not indicative of future results.

Note: Daily Trading Volume includes the combined volume of ordinary shares traded on NYSE Euronext and the London Stock Exchange as well as over-the-counter trades reported via Markit BOAT.

## **Trading Liquidity**

NBPE's ordinary shares generated greater liquidity than reported by NYSE Euronext and the London Stock Exchange

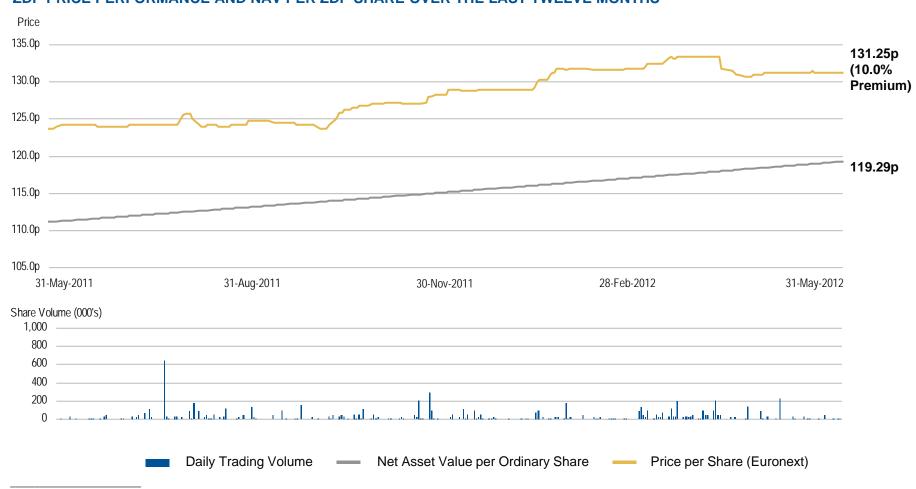
- YTD 2012, NBPE's cumulative trading volume was approximately 3.5 million shares of which 2.8 million shares were traded on the NYSE Euronext and the London Stock Exchange and 0.7 million shares were traded over-the-counter
  - YTD 2012, including over-the-counter trades, daily average trading volume was approximately 33,000 shares and daily average trading volume on-exchange was approximately 26,000 shares
  - Over-the-counter trading volume was not reported by the exchanges but instead was reported via the Markit BOAT platform

NBPE has used Share repurchases to return capital to Shareholders since implementing the Capital Return Policy. However, with an increased allocation to direct yielding investments, NBPE expects to have the ability to pay a dividend out of income

- The Capital Return Policy is a long-term capital management policy of ongoing returns of capital to NBPE Shareholders implemented in October 2010
- Under the Capital Return Policy, the Board has indicated the Company's intention to, for each half-year period, return 50% of the net realized increase in NAV attributable to the ordinary shares to shareholders (the "Capital Return Policy Amount"). This will be accomplished by way of share repurchases, dividends or other such means as the Directors consider most efficient
  - Since launching the Capital Return Policy, NBPE has repurchased 2,132,775 shares at a weighted average price per share of \$7.27 (accretive to NAV per share by ~\$0.16)
  - For the period from 1 January 2011 and ending 30 June 2011 the Capital Return Policy amount was approximately \$1.7 million. For the period from 1 July 2011 and ending 31 December 2011 the Capital Return Policy Amount was approximately \$0.3 million
  - During 2011, NBPE returned capital to shareholders by way of share repurchase by repurchasing 1,387,656 shares at a weighted average price per share of \$7.41, which was over 6x more capital than allocated by the Capital Return Policy
- To date, NBPE has used Share repurchases to return capital to Shareholders; however, as NBPE's exposure to direct yielding investments increases, we believe NPBE would have the ability to pay a predictable dividend out of income. The Board of Directors will continue to determine the most appropriate means of returning capital to shareholders

## **ZDP Price and NAV per ZDP Share**

NBPE's ZDP shares have consistently traded at a premium to accreted value since they were issued in late 2009. The GRY is currently 5.3% at the prevailing market price ZDP PRICE PERFORMANCE AND NAV PER ZDP SHARE OVER THE LAST TWELVE MONTHS



Sources: Bloomberg. Market data as of 31 May 2012. Past performance is not indicative of future results. Note: NAV per ZDP share is defined as the accreted value of the ZDP shares.

## **Attractive Value Proposition**

## We believe that NBPE offers a compelling investment opportunity

- Experienced Investment Manager with a strong long-term track record
- High quality private equity portfolio
- Increasing allocation to direct private equity and direct yielding investments
- Capital available for new investments
- Capital Return Policy to the benefit of the shareholders
- Dual share class with ordinary shares and ZDP shares
  - Ordinary shares admitted to trading on both Euronext Amsterdam and the LSE
  - ZDP shares admitted to trading on the LSE

## **Trading Information**

#### **ORDINARY SHARE INFORMATION**

| Trading Symbol: | NBPE                                       |
|-----------------|--|
| Exchanges:      | Euronext Amsterdam & London Stock Exchange |
| Base Currency:  | USD  |
| Bloomberg:      | NBPE NA, NBPE LN                           |
| Reuters:        | NBPE.AS, NBPE.L                            |
| ISIN:           | GG00B1ZBD492                               |
| COMMON:         | 030991001                                  |

#### **ZDP SHARE INFORMATION**

| Trading Symbol:            | NBPZ   |
|----------------------------|--|
| Exchanges:                 | London Stock Exchange & Channel Islands Stock Exchange |
| Base Currency:             | GBP  |
| Bloomberg:                 | NBPEGBP LN   |
| Reuters:                   | NBPEO.L  |
| ISIN:                      | GG00B4ZXGJ22   |
| SEDOL:                     | B4ZXGJ2  |
| Gross Redemption Yield:    | 7.30% at issuance                                      |
| Share Life:                | 7.5 years to 31 May 2017                               |
| Final Capital Entitlement: | 169.73 pence per share at maturity                     |

#### **Contact Information**

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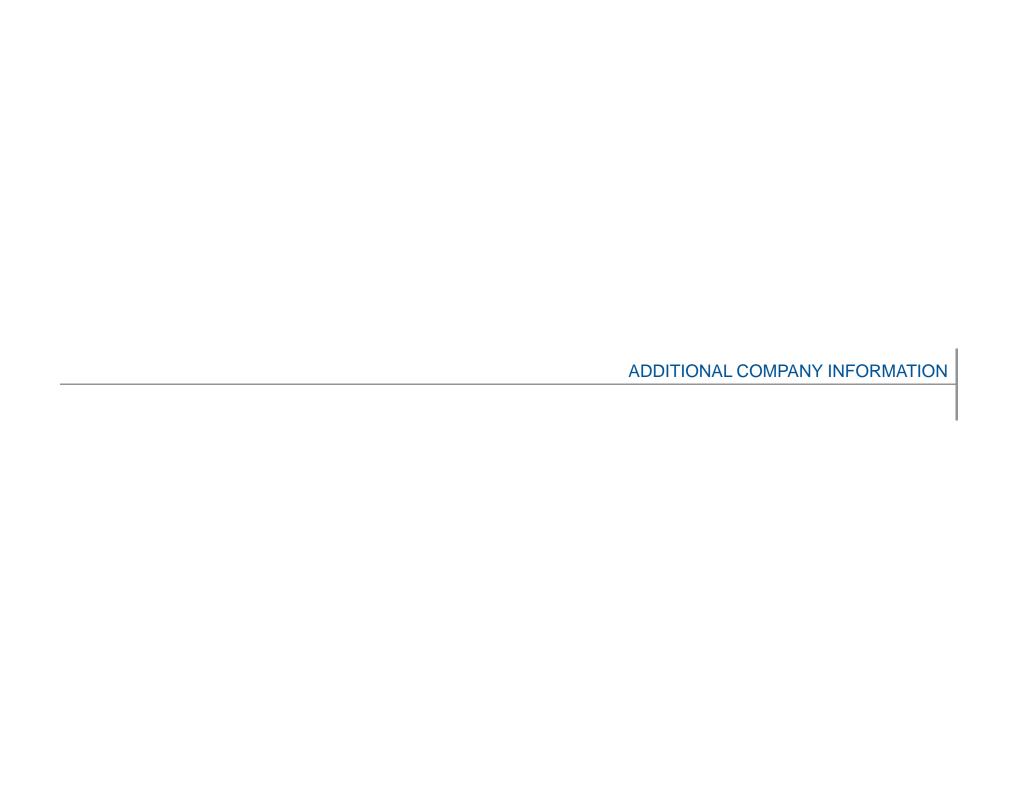
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Numis - Charles Cade & James Glass

Email: j.glass@numiscorp.com

Winterflood - Simon Elliott

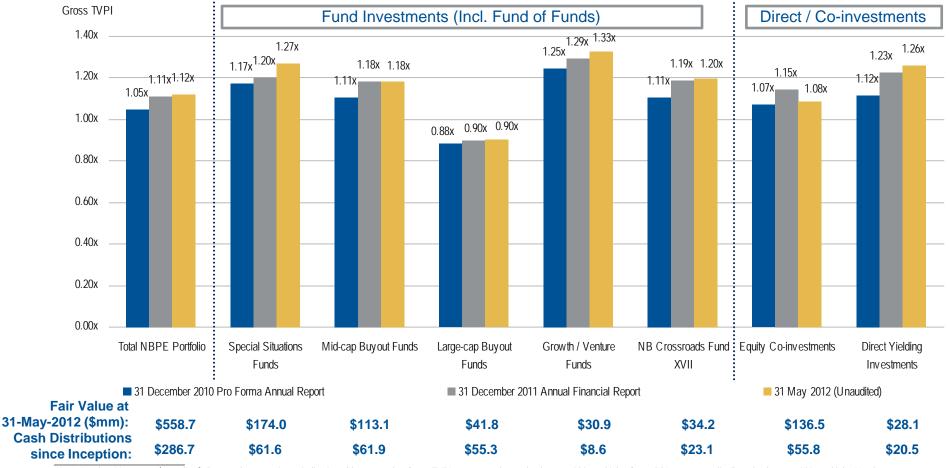
Email: simon.elliott@wins.co.uk



## **Portfolio Performance by Asset Class**

Since the beginning of 2011, NBPE's private equity portfolio increased in value by approximately 6.7%

#### NBPE PORTFOLIO PERFORMANCE SINCE INCEPTION BY ASSET CLASS<sup>1</sup>



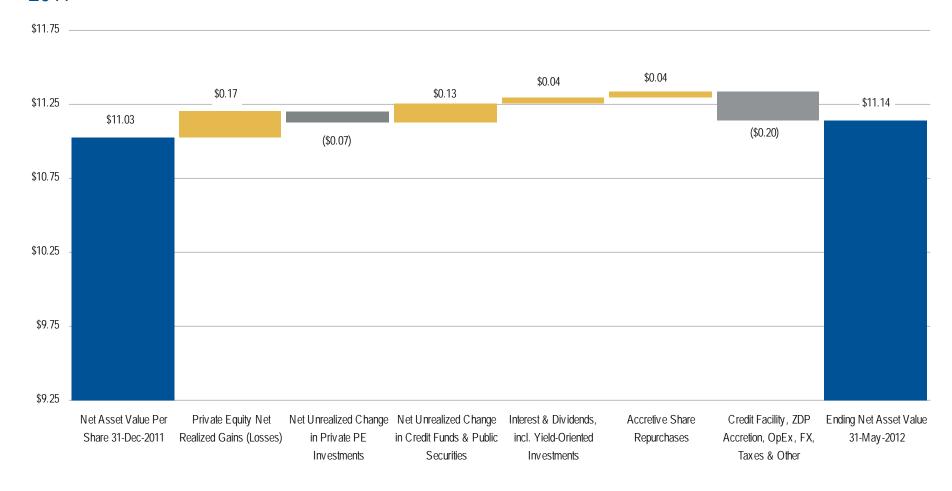
Note: As of 31 May 2012. (unaudited). Past performance is not indicative of future results. Gross TVPI represents the total value to paid-in multiple. Gross DPI represents distributed value to paid-in multiple. Numbers may not sum due to rounding. Strategic Asset Sale proceeds of approximately \$100.5 million are excluded from cash distributions.

<sup>1.</sup> A portion of the December 2011 secondary transaction in Wayzata Opportunities Fund II is unfunded through a deferred purchase price. For performance calculations, this deferred purchase price is netted against fair value. Therefore the fair value shown on this page will not tie to private equity fair value.

<sup>2.</sup> Realized investments have generated a 1.4x multiple of invested capital. This includes shorter duration investments underwritten to higher IRR and lower multiple return profiles.

## **Net Asset Value Development**

Credit funds and public securities as well as realized gains have driven value since 31 December 2011



## **Private Equity Investment Portfolio**

## The following is a list of NBPE's private equity investments as of 31 May 2012

|  | Principal | Vintage |   | Principal | Vintage |
|--|-----------|---------|---|-----------|---------|
| Investment Name                                | Geography | Year    | Investment Name                         | Geography | Year    |
| Special Situations Funds                       |           |         | Mid-cap Buyout Funds                    |           |         |
| Oaktree Opportunities Fund VIIb                | U.S.      | 2008    | OCM Principal Opportunities Fund IV     | U.S.      | 2006    |
| Centerbridge Credit Partners                   | U.S.      | 2008    | ArcLight Energy Partners Fund IV        | U.S.      | 2007    |
| Wayzata Opportunities Fund II                  | U.S.      | 2007    | Avista Capital Partners                 | U.S.      | 2006    |
| Wayzata Opportunities Fund II (Secondary)      | U.S.      | 2011    | Lightyear Fund II                       | U.S.      | 2006    |
| Sankaty Credit Opportunities III               | U.S.      | 2007    | Radar Secondary Purchase                | Global    | 2009    |
| Platinum Equity Capital Partners II            | U.S.      | 2007    | Corsair III Financial Services Partners | Global    | 2007    |
| CVI Global Value Fund                          | Global    | 2006    | American Capital Equity II              | U.S.      | 2007    |
| Prospect Harbor Credit Partners                | U.S.      | 2007    | Trident IV                              | U.S.      | 2007    |
| Catalyst Fund III                              | Canada    | 2009    | Aquiline Financial Services Fund        | U.S.      | 2005    |
| Oaktree Opportunities Fund VIII                | U.S.      | 2009    | Clessidra Capital Partners              | Europe    | 2004    |
| Sun Capital Partners V                         | U.S.      | 2007    | Highstar Capital II                     | U.S.      | 2004    |
| Strategic Value Global Opps Fund I             | Global    | 2010    | Investitori Associati III               | Europe    | 2000    |
| Strategic Value Special Sit. Fund              | Global    | 2010    | Mid-cap Buyout Co-investments           |           |         |
| Consider City and a primary to the contract of |           |         | Blue Coat Systems                       | U.S.      | 2012    |
| Special Situations Direct Investments          | 11.0      | 2012    | American Dental Partners                | U.S.      | 2012    |
| Gabriel Brothers                               | U.S.      | 2012    | Group Ark Insurance                     | Global    | 2007    |
| Firth Rixson (Mezzanine Debt)                  | Europe    | 2008    | TPF Genco                               | U.S.      | 2006    |
| Firth Rixson (2011 PIK Note)                   | Europe    | 2011    | Edgen Group                             | U.S.      | 2007    |
| Drug Royalty Notes (Hormone Therapy)           | Global    | 2011    | The SI Organization                     | U.S.      | 2010    |
| Drug Royalty Notes (Neuropathic Pain)          | Global    | 2011    | Fairmount Minerals                      | U.S.      | 2010    |
| Drug Royalty Notes (Medication Delivery)       | U.S.      | 2012    | Swissport                               | Global    | 2011    |
| Suddenlink (PIK Preferred Shares)              | U.S.      | 2010    | Kyobo Life Insurance                    | Asia      | 2007    |
| Total Special Situations                       |           |         | Firth Rixson (Equity)                   | Europe    | 2007-09 |
|  |           |         | BakerCorp                               | U.S.      | 2010    |
|  |           |         | Press Ganey                             | U.S.      | 2008    |
|  |           |         | Salient Federal Solutions               | U.S.      | 2010    |
|  |           |         | Pepcom                                  | Europe    | 2011    |
|  |           |         | GazTransport & Technigaz (GTT)          | Europe    | 2008    |

## **Private Equity Investment Portfolio (Cont'd)**

## The following is a list of NBPE's private equity investments as of 31 May 2012

|                                 | Principal | Vintage |
|---------------------------------|-----------|---------|
| Investment Name                 | Geography | Year    |
| Large-cap Buyout Funds          |           |         |
| First Reserve Fund XI           | U.S.      | 2006    |
| Carlyle Europe Partners II      | Europe    | 2003    |
| Doughty Hanson & Co IV          | Europe    | 2003    |
| J.C. Flowers II                 | Global    | 2006    |
| Large-cap Buyout Co-investments |           |         |
| Sabre                           | U.S.      | 2007    |
| Freescale Semiconductor         | U.S.      | 2006    |
| Capsugel                        | U.S.      | 2011    |
| Avaya                           | U.S.      | 2007    |
| RAC Limited                     | Europe    | 2011    |
| Syniverse Technologies          | U.S.      | 2011    |
| CommScope                       | U.S.      | 2011    |
| J.Crew Group                    | U.S.      | 2011    |
| First Data                      | U.S.      | 2007    |
| Energy Future Holdings (TXU)    | U.S.      | 2007    |
| Univar                          | Global    | 2010    |

| Investment Name                    | Principal<br>Geography | Vintage<br>Year |
|------------------------------------|------------------------|-----------------|
| Growth Equity Investments          |                        |                 |
| Bertram Growth Capital I           | U.S.                   | 2007            |
| Bertram Growth Capital II          | U.S.                   | 2010            |
| NG Capital Partners I              | S. America             | 2011            |
| Summit Partners Europe Fund        | Europe                 | 2010            |
| Seventh Generation (Co-investment) | U.S.                   | 2008            |
| DBAG Expansion I                   | U.S.                   | 2012            |
| Fund of Funds Investments          |                        |                 |
| Fund XVII                          | Global                 | 2002-06         |
| Fund XVIII Mid-cap Buyout          | Global                 | 2005-10         |
| Fund XVIII Large-cap Buyout        | Global                 | 2005-10         |
| Fund XVIII Special Situations      | Global                 | 2005-10         |
| Fund XVIII Venture Capital         | U.S.                   | 2005-10         |

## **Largest Underlying Companies**

As of 31 May 2012, the estimated fair value of the twenty largest portfolio company investments was approximately \$158 million, representing 29% of NAV. No individual company accounted for more than 3.5% of NAV. Listed below are the twenty largest portfolio company investments by fair market value in alphabetical order:

| Company Name                       | Company Status  |
|------------------------------------|-----------------|
| American Dental Partners, Inc.     | Privately-Held  |
| Author Solutions, Inc.             | Privately-Held  |
| Avaya, Inc.                        | Privately-Held  |
| Blue Coat Systems, Inc.            | Privately-Held  |
| Capsugel, Inc.                     | Privately-Held  |
| Cobalt International Energy, Inc.  | Publicly-Traded |
| Edgen Group Inc.                   | Publicly-Traded |
| EDI Holdings, Inc.                 | Privately-Held  |
| Fairmount Minerals, Ltd.           | Privately-Held  |
| Firth Rixson, plc (Mezzanine Debt) | Privately-Held  |

| Company Name                         | Company Status |
|--------------------------------------|----------------|
| FR Midstream Holdings, LLC           | Privately-Held |
| Gabriel Brothers, Inc.               | Privately-Held |
| Group Ark Insurance Holdings Limited | Privately-Held |
| Kyobo Life Insurance Co., Ltd.       | Privately-Held |
| RAC Limited                          | Privately-Held |
| Royalty Notes (Hormone Therapy)      | Privately-Held |
| Sabre Holdings Corporation           | Privately-Held |
| Terra-Gen Power, LLC                 | Privately-Held |
| The SI Organization, Inc.            | Privately-Held |
| TPF Genco Holdings, LLC              | Privately-Held |

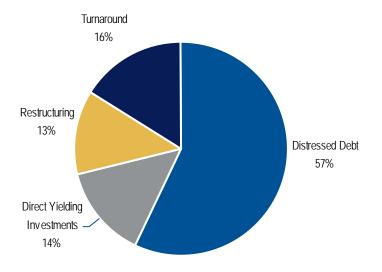
Approximately \$52 million of private equity fair value was comprised of companies with publicly-traded securities as of 31 May 2012, representing 10% of NAV

## **Special Situations Portfolio Overview**

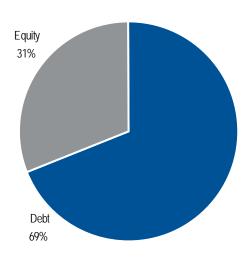
The fair value of NBPE's special situations portfolio as of 31 May 2012 accounted for 39% of total private equity fair value<sup>1</sup>

- Within this 39% of the portfolio, 21% of total private equity fair value was held in credit related funds that provide a monthly estimate of the mark-to-market fair value of their debt investments
- As of 31 May 2012, 5% of total private equity fair value (13% special situations fair value) was held in direct yielding mezzanine or debt investments which pay cash or PIK interest with average yield to maturity of 16%
- The special situations portfolio is mostly comprised of debt securities, but over time we expect the equity component to increase as restructuring activity progresses within the distressed funds

#### STRATEGY DIVERSIFICATION BY FAIR VALUE



#### **ESTIMATED SECURITY TYPE BY FAIR VALUE**



Note: NBPE special situations diversification statistics are based on most recently available quarterly information and the Investment Manager's estimates as of 31 May 2012.

1. For the purposes of this analysis, special situations fair value includes special situations secondary purchases which were included in the secondary purchases category on page 5.

## **Largest Underlying Special Situations Investments**

As of 31 May 2012, the 25 largest special situations companies had an aggregate fair value of approximately \$78.4 million, representing 36% of special situations fair value and 14% of total private equity fair value

- Each of NBPE's direct yielding investments is in a mezzanine or debt security that is senior to the common equity and generates a meaningful amount of current income through either cash or PIK interest
- As of 31 May 2012, 5% of total private equity fair value (13% special situations fair value) was held in direct yielding mezzanine or debt investments which pay cash or PIK interest with average yield to maturity of 16%

| Investment<br>Stage                 | # of<br>Companies | Fair Value<br>(\$mm) | Commentary   |  |  |  |
|-------------------------------------|-------------------|----------------------|--|--|--|--|
| Direct Yielding Investments         | 6                 | \$28.1               | Direct yielding investments including mezzanine debt securities, PIK preferred shares, and royalty-backed notes  |  |  |  |
| Firth Rixson                        |                   |                      | Mezzanine debt with LIBOR+10.5% coupon (4.5% cash, 6.0% PIK); denominated 2/3 in USD and 1/3 in GBP  |  |  |  |
| Firth Rixson (2011)                 |                   |                      | 18% Senior unsecured PIK notes   |  |  |  |
| Royalty Notes (Medication           | on Delivery)      |                      | Royalty notes backed by the sales of medication and blood collection products  |  |  |  |
| Royalty Notes (Hormone              | e Therapy)        |                      | Royalty notes with LIBOR+16.0% coupon (1.0% LIBOR floor) that amortize based on excess drug royalty income; issued at a 2.3% discount to par   |  |  |  |
| Royalty Notes (Neuropa              | thic Pain)        |                      | Royalty notes with 11.0% coupon that amortize based on excess drug royalty income  |  |  |  |
| Suddenlink Communications           |                   |                      | Preferred equity with 12.0% (PIK) coupon; purchased at a discount to accreted value  |  |  |  |
| Undervalued / Distressed<br>Debt    | 7                 | \$18.2               | Debt securities purchased at a discount to par that generate a meaningful current yield within the sponsor's portfolio   |  |  |  |
| Influential Restructuring           | 5                 | \$10.4               | Companies that are currently undergoing or are expected to undergo a financial restructuring; exposure to an influential portion of the capital structure where the manager is in position to lead the restructuring process |  |  |  |
| Post-Restructuring                  | 2                 | \$3.1                | Targeted distressed positions where the special situations manager led the restructuring process; investments now have exposure to new debt securities as well as equity that was acquired during the restructuring process  |  |  |  |
| Operational Turnaround <sup>1</sup> | 5                 | \$18.7               | Acquisition of underperforming businesses at a low valuation to enhance value and improve operations; predominantly invested in equity securities but also some downside protection with debt securities and warrants        |  |  |  |
| Total                               | 25                | \$78.4               |  |  |  |  |

Note: As of 31 May 2012 (unaudited).

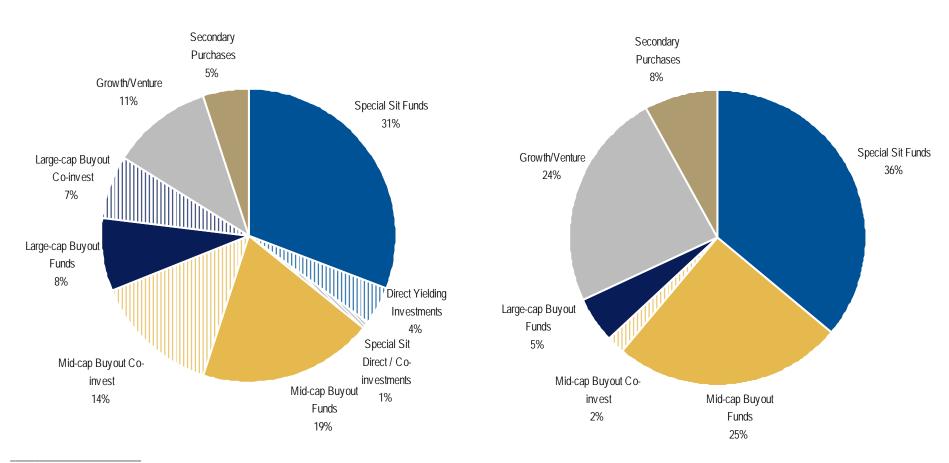
<sup>1.</sup> Includes one special situations co-investment made through the NB Alternatives direct co-investment program.

## **Diversification by Asset Class & Investment Type**

The graphs below illustrate the diversification of NBPE's private equity portfolio by asset class and investment type based on total exposure and unfunded commitments as of 31 May 2012 <sup>1</sup>

#### BY TOTAL EXPOSURE

#### BY UNFUNDED COMMITMENTS



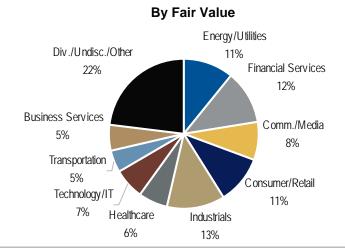
Note: As of 31 May 2012 (unaudited). Total exposure represents fair value plus unfunded commitments.

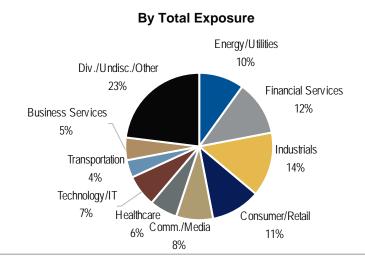
1. Please refer to endnote 1 for certain important information related to this diversification information.

## **Industry & Geography Diversification**

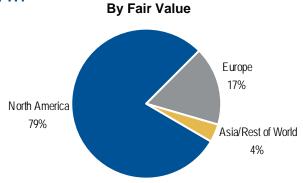
Illustrated below is the diversification of NBPE's portfolio by industry and geography based on private equity fair value and total exposure at 31 May 2012<sup>1</sup>

#### **INDUSTRY**





#### **GEOGRAPHY**



# North America 78% Asia/Rest of World 5%

By Total Exposure

Note: As of 31 May 2012 (unaudited). Total exposure represents fair value plus unfunded commitments.

1. Please refer to endnote 2 for certain important information related to this diversification information.

## **Vintage Year Diversification**

The following table illustrates NBPE's vintage year diversification by asset class and investment type as of 31 May 2012

| (\$ in millions)                       | VINTAGE YEAR |        |         |         |        |        |        |        |        |         |
|--|--------------|--------|---------|---------|--------|--------|--------|--------|--------|---------|
|  | <=2004       | 2005   | 2006    | 2007    | 2008   | 2009   | 2010   | 2011   | 2012   | Total   |
| Special Sit. Funds                     | \$0.1        | \$1.9  | \$16.7  | \$81.5  | \$51.6 | \$17.8 | \$0.6  | \$0.0  | \$0.0  | \$170.2 |
| Direct Yielding / Spec Sit. Co-invest. | -            | -      | -       | -       | 11.5   | -      | 1.7    | 12.8   | 11.9   | 37.9    |
| Mid-cap Buyout Funds                   | 7.6          | 12.2   | 49.8    | 29.7    | 3.7    | -      | -      | -      | -      | 103.0   |
| Mid-cap Buyout Co-invest               | -            | 0.6    | 10.5    | 25.4    | 4.1    | 2.1    | 11.2   | 3.6    | 32.4   | 89.9    |
| Large-cap Buyout                       | 10.6         | 3.0    | 31.3    | 3.1     | -      | -      | -      | -      | -      | 48.0    |
| Large-cap Buyout Co-invest             | -            | -      | 4.0     | 19.3    | -      | 0.1    | 1.4    | 19.4   | -      | 44.2    |
| Growth / Venture                       | 2.4          | 3.8    | 12.1    | 16.6    | 2.2    | -      | 8.7    | 0.0    | -      | 45.8    |
| Secondary Purchases                    | 0.1          | 0.0    | 1.1     | 4.6     | 0.3    | 7.8    | 2.1    | 7.2    | -      | 23.2    |
|  | \$20.9       | \$21.4 | \$125.7 | \$180.2 | \$73.3 | \$27.8 | \$25.6 | \$43.0 | \$44.2 | \$562.0 |

| % of Fair Value                        | VINTAGE YEAR |      |      |      |      |      |      |      |      |       |
|--|--------------|------|------|------|------|------|------|------|------|-------|
|  | <=2004       | 2005 | 2006 | 2007 | 2008 | 2009 | 2010 | 2011 | 2012 | Total |
| Special Sit. Funds                     | 0%           | 0%   | 3%   | 14%  | 9%   | 3%   | 0%   | -    | -    | 30%   |
| Direct Yielding / Spec Sit. Co-invest. | -            | -    | -    | -    | 2%   | =    | 0%   | 2%   | 2%   | 7%    |
| Mid-cap Buyout Funds                   | 1%           | 2%   | 9%   | 5%   | 1%   | =    | -    | =    | -    | 18%   |
| Mid-cap Buyout Co-invest               | -            | 0%   | 2%   | 5%   | 1%   | 0%   | 2%   | 1%   | 6%   | 16%   |
| Large-cap Buyout                       | 2%           | 1%   | 6%   | 1%   | -    | -    | -    | -    | -    | 9%    |
| Large-cap Buyout Co-invest             | -            | -    | 1%   | 3%   | -    | 0%   | 0%   | 3%   | -    | 8%    |
| Growth / Venture                       | 0%           | 1%   | 2%   | 3%   | 0%   | -    | 2%   | 0%   | -    | 8%    |
| Secondary Purchases                    | 0%           | 0%   | 0%   | 1%   | 0%   | 1%   | 0%   | 1%   | -    | 4%    |
|  | 4%           | 4%   | 22%  | 32%  | 13%  | 5%   | 5%   | 8%   | 8%   | 100%  |

## **Liquidity Enhancement & Buy-Back Programs**

Since inception, NBPE has repurchased ~5.3 million shares, or 9.8% of the originally issued shares, including 2,132,775 shares since the new buy-back program was launched in October 2010

Cumulative share repurchases through 31 May 2012 have been accretive to NAV per share by approximately \$0.63

| Liquidity Enhancement Program and Buy-Back Program Activity |                         |                  |  |  |  |  |  |
|---|-------------------------|------------------|--|--|--|--|--|
|   |                         | Weighted Average |  |  |  |  |  |
|   | <b>Number of Shares</b> | Repurchase       |  |  |  |  |  |
| Time Period   | Repurchased             | Price per Share  |  |  |  |  |  |
| July 2008 - May 2009  | 3,150,408               | \$2.93           |  |  |  |  |  |
| November 2010   | 123,482                 | \$7.01           |  |  |  |  |  |
| December 2010   | 203,285                 | \$7.05           |  |  |  |  |  |
| January 2011  | 276,011                 | \$6.99           |  |  |  |  |  |
| February 2011   | -                       | \$0.00           |  |  |  |  |  |
| March 2011  | 92,504                  | \$7.29           |  |  |  |  |  |
| April 2011  | 55,683                  | \$8.03           |  |  |  |  |  |
| May 2011  | 35,825                  | \$8.84           |  |  |  |  |  |
| June 2011   | 44,787                  | \$8.62           |  |  |  |  |  |
| July 2011   | 11,818                  | \$8.36           |  |  |  |  |  |
| August 2011   | 215,224                 | \$8.02           |  |  |  |  |  |
| September 2011  | 273,682                 | \$7.53           |  |  |  |  |  |
| October 2011  | 222,122                 | \$6.86           |  |  |  |  |  |
| November 2011   | 85,000                  | \$6.96           |  |  |  |  |  |
| December 2011   | 75,000                  | \$6.98           |  |  |  |  |  |
| January 2012  | 69,360                  | \$6.98           |  |  |  |  |  |
| February 2012   | 32,113                  | \$6.94           |  |  |  |  |  |
| March 2012  | -                       | \$0.00           |  |  |  |  |  |
| April 2012  | 50,000                  | \$7.00           |  |  |  |  |  |
| May 2012  | 266,879                 | \$7.03           |  |  |  |  |  |
| Total / Weighted Average                                    | 5,283,183               | \$4.68           |  |  |  |  |  |

Note: As of 31 May 2012 (unaudited).

#### **NBPE Credit Facility & Covenants**

# NBPE continues to have access to its favorable credit facility. As of 31 May 2012, NBPE has no debt outstanding under the credit facility

- NBPE has a revolving credit facility with Lloyds Bank for up to \$250 million with a term expiring in August 2014
  - Borrowings under the credit facility bear interest at LIBOR plus 1.35% per annum
  - The key financial covenant is a maximum debt to value ratio of 50.0%

# TOTAL ASSET RATIO (DEBT TO VALUE)

- Defined as total debt and current liabilities divided by Restricted NAV
  - Restricted NAV is defined as the value of private equity investments (less any excluded value) plus cash and cash equivalents
- The total asset ratio is not to exceed 50.0%
- At 31 May 2012, the total asset ratio was 2.3%

# SECURED ASSET RATIO

- Defined as total debt and current liabilities divided by Secured Assets
  - Secured Assets are defined as the value of secured private equity investments plus cash and cash equivalents
- The secured asset ratio is not to exceed 80.0%
- At 31 May 2012, the secured asset ratio was 3.0%

# COMMITMENT RATIO

- Defined as Restricted Total Exposure divided by the aggregate of shareholder's equity and the total amount of
   the credit facility
  - Restricted Total Exposure is defined as the value of private equity investments (less any excluded value)
     plus unfunded private equity commitments
- If the total asset ratio is greater than 25.0% and the commitment ratio is greater than 130.0%, then NBPE is restricted from making new private equity investments
- At At 31 May 2012, the commitment ratio was 109.5%

#### **Endnotes**

- 1. The diversification analysis by asset class and investment type is based on the fair value of underlying fund investments and direct/co-investments. Determinations regarding asset class and investment type represent the Investment Manager's estimates. Accordingly, the actual diversification of our investment portfolio and the diversification of our investment portfolio on an ongoing basis may vary from the foregoing information. For the NB Alternatives Direct Co-investment Program and the NB Healthcare Credit Investment Program commitments, total exposure only reflects the funded investments to date. Unfunded amounts and unfunded percentages within each of these programs are excluded from the analysis, as capital deployment is opportunistic and cannot be accurately forecast at this time.
- 2. The diversification analysis by geography and industry is based on the diversification of underlying portfolio company investments at fair value as estimated by the Investment Manager. Determinations regarding geography and industry also represent the Investment Manager's estimates. Accordingly, the actual diversification of our investment portfolio and the diversification of our investment portfolio on an ongoing basis may vary from the foregoing information. For the NB Alternatives Direct Co-investment Program and the NB Healthcare Credit Investment Program commitments, total exposure only reflects the funded investments to date. Unfunded amounts and unfunded percentages within each of these programs are excluded from the analysis, as capital deployment is opportunistic and cannot be accurately forecast at this time.

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