

4 April 2011

## **NB Private Equity Partners Limited**

### **Annual General Meeting**

#### **Date of Annual General Meeting**

The Company will hold its Annual General Meeting at 2.45pm (BST) on Monday 16<sup>th</sup> May 2011 at the offices of Heritage International Fund Managers Limited, Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey in order to consider the following business, all proposed as ordinary resolutions for the purposes of the Companies (Guernsey) Law, 2008 (as amended) (the "Companies Law").

#### **Business of Annual General Meeting**

1. To receive and adopt the Audited Financial Statements, the Directors' report, and the Auditors' report for the year ended 31<sup>st</sup> December 2010.
2. To approve the Directors' remuneration for the year ended 31<sup>st</sup> December 2010.
3. To re-appoint Talmai P Morgan as Director of the Company, retiring in accordance with Article 26.2 of the Company's Articles of Incorporation.
4. To re-appoint John E Hallam as 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.
7. **THAT** the Company be and is hereby 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 is up to 14.99 per cent. of the Class A Shares in issue;
  - (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 2012 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 Class A 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.

#### **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:-

- 53,524,718 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:**

Heritage International Fund Managers Limited  
(Company Secretary)

+44 1481 716000

#### **About NB Private Equity Partners Limited**

NBPE is a closed-end private equity fund of funds 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 Stock Exchange. NBPE holds a diversified portfolio of private equity fund investments and direct co-investments selected by the NB Alternatives group of Neuberger Berman, diversified across private equity asset class, geography, industry, vintage year and sponsor. Established in 1939, Neuberger Berman is one of the world's largest private, independent employee-controlled asset management companies, managing approximately \$169 billion in assets as of 30 June 2010.

*This information 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 incorporated in Guernsey as a non-cellular company limited by shares and has been declared by the Guernsey Financial Services Commission to be an authorised closed-ended collective investment scheme pursuant to the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended). The Company 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.*