

# FORM OF PROXY

## NB Private Equity Partners Limited

Floor 2, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 4LY, Channel Islands  
Registered number: 47214

Tel: +44 (0) 1481 742742

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

### ANNUAL GENERAL MEETING

I/We, .....of .....  
a member/members of the Company, hereby appoint the Chairman of the Annual General Meeting or (see note 2)

Bar Code:

Event Code:

Name of proxy: .....

to be my/our proxy to attend, speak and vote on my/our behalf and, if necessary, demand a poll at the AGM of NB Private Equity Partners Limited to be held at 2.00 p.m. on Monday, 23 September 2019 and at any adjournment thereof.

Please tick here to indicate that this proxy appointment is one of multiple appointments being made (see note 3)

Please indicate the number of shares this proxy is appointed over (if less than your full voting entitlement)

I/we direct my/our proxy to vote on the following resolutions and I/we have indicated by marking the appropriate boxes with an 'X'. If no indication is given, my/our proxy can vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

RESOLUTIONS	FOR	AGAINST	WITHHELD
<b>ORDINARY RESOLUTIONS</b>			
1. That the Audited Financial Statements, the Directors' report, and the Auditor's report for the financial year ended 31 December 2018 be received and considered.			
2. That the Directors' remuneration for the financial year ended 31 December 2018 as provided in the Directors' report be approved.			
3. That William Maltby as a Director of the Company, retiring in accordance with the AIC Code and Article 26.2 of the Company's Articles of Incorporation be re-elected.			
4. That John Falla as a Director of the Company, retiring in accordance with the AIC Code be re-elected.			
5. That Trudi Clark as a Director of the Company, retiring in accordance with the AIC Code be re-elected.			
6. That Wilken von Hodenberg as Director of the Company, retiring in accordance with the AIC Code and Article 26.2 of the Company's Articles of Incorporation be re-elected.			
7. That Peter von Lehe as a Director of the Company, retiring in accordance with the AIC Code, Article 26.2 of the Company's Articles of Incorporation and Listing Rules 15.2.12A(1) and 15.2.13A be re-elected.			
8. That KPMG Channel Islands Limited, who have indicated their willingness to continue in office, be re-appointed as auditors of the Company and to hold office from the conclusion of this AGM until the conclusion of the next AGM to be held in 2020.			
9. That the Directors be authorised to determine the remuneration of KPMG Channel Islands Limited.			
10. That the interim dividend of \$0.28 cents per share in respect of the period 1 July 2018 to 31 December 2018 and the interim dividend of \$0.29 cents per share in respect of the period 1 January 2019 to 30 June 2019, declared by the Company, be ratified and approved.			

RESOLUTIONS	FOR	AGAINST	WITHHELD
<b>SPECIAL RESOLUTIONS</b>			
<p>11. That the Company be and is hereby authorised, in accordance with section 315 of the Companies (Guernsey) Law, 2008, as amended (the “<b>Companies Law</b>”), subject to the Listing Rules made by the United Kingdom Financial Conduct Authority all other applicable legislation and regulations, to make market acquisitions (within the meaning of section 316 of the Companies Law) of its own Class A Shares (as defined in the Company’s Articles) which may be cancelled or held as treasury shares, provided that:</p> <p>i. the maximum number of Class A Shares authorised to be purchased under this authority shall be 7,050,586 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 Latest Practicable Date;</p> <p>ii. the minimum price (exclusive of expenses) which may be paid for a Class A Share is US\$0.01;</p> <p>iii. the maximum price (exclusive of expenses) which may be paid for a Class A Share shall be not more than an amount equal to the higher of (a) 5 per cent. above the average mid-market value of the Class A Shares on the regulated market where the repurchase is carried out for the five business days prior to the day 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,</p> <p>such authority to expire on the date which is 15 months from the date of passing of this resolution or, if earlier, at the end of the AGM of the Company to be held in 2020 (unless previously renewed, revoked or varied by the Company by special resolution) save that the Company may make a contract to acquire Class A Shares under this authority before its expiry which will or may be executed wholly or partly after its expiration and the Company may make an acquisition of Class A Shares pursuant to such a contract.</p>			
<p>12. That the Directors be and are hereby authorised, pursuant to Article 5.7 of the Articles, to allot and issue or make offers or agreements to allot and issue, grant rights to subscribe for, or to convert any securities into, Class A Shares (including by way of sale of Class A Shares from treasury) (“<b>Relevant Securities</b>”) for cash up to the aggregate number of Class A Shares equal to 4,698,823 (being 9.99 per cent. of the Class A Shares in issue as at the Latest Practicable Date) (excluding any Class A Shares held in treasury and after giving effect to the exercise of any warrants, options or other convertible securities outstanding as at such date) as if Article 5.2 of the Articles did not apply to any such allotment and issue, such authority to expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, at the end of the AGM of the Company to be held in 2020 (unless previously renewed, revoked or varied by the Company by a special resolution) save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted and issued after such expiry and the directors may allot and issue Relevant Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.</p>			

Signature: ..... Date: .....

**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 Shareholders any such Shareholder may sign out, in the event of more than one tendering votes, the votes of the Shareholder whose name stands first in the register of 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 Shareholder. Any such amendment must be initialled.
5. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to different Shares held by each Shareholder. 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 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 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.
6. To allow effective constitution of the meeting, if it is apparent to the chairman that no 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 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 Form of Proxy shall have the same meaning given to them in the Company’s Articles.
9. 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 Link Asset Services at The Registry, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible and in any event no later than 2.00 p.m. on 19 September 2019. The lodging of a Form of Proxy will not prevent a Shareholder from attending the meeting and voting in person if they so wish.
10. Form of Proxy. NB Private Equity Partners Limited is committed to reducing paper and improving efficiency in its shareholder communications. From 2020 we will no longer be sending paper proxy cards to shareholders unless specifically asked to do so. We will provide advice on how to request a paper proxy at the appropriate time.