

NBPE: Results of Meeting and Written Resolutions

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24 April 2017

NB PRIVATE EQUITY PARTNERS LIMITED

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 24 April 2017 and confirms that the resolution was passed as an ordinary resolution by the Company's Class A shareholders.

In accordance with LR 9.6.18, details of the resolution passed at the Class A Shareholder Meeting is as follows:

Resolution Type	Votes for	Votes Against	Votes Withheld*
1 - Ordinary	31,393,284	9,700	0

*A vote withheld is not a vote in law and is therefore not counted towards the proportion of votes "for" or "against" the Resolution.

The full wording of the resolution can be found below:

THAT the Company be and is hereby authorised to:

- A. implement the Proposals described in the Circular;
- B. apply for the Class A Shares to be admitted to the Official List and to trading on the Premium Segment;

and, conditional upon Admission and the approval of the Written Resolutions:

- A. adopt the New Articles produced to the Class A Meeting and, for the purposes of identification, initialled by the Chairman, as the new articles of incorporation of the Company in substitution for, and to the exclusion, in their entirety, of, the Existing Articles (and the Class A Shareholders hereby sanction any variation to their rights as a class occasioned by the adoption of the New Articles);
- B. enter into the Amended and Restated IMA (a description of which is set out in the Circular); and
- C. enter into the Amended and Restated Investment Partnership Agreement (a description of which is set out in the Circular).

The Company also announces that, *inter alia*, the following Written Resolutions were approved on 24 April 2017 by the Company's Class B Shareholder:-

SPECIAL RESOLUTION

1. **THAT** the Company be and is hereby authorised to:

1.1 implement the Proposals described in the Circular issued by the Company to the Class A Shareholders dated 28 March 2017 (the "**Circular**"); and

1.2 apply for the Class A Shares to be admitted to the Official List and to trading on the Premium Segment;

and, conditional upon Admission and the approval of the ordinary resolution being obtained at the Class A Meeting of the holders of Class A Shares being held for that purpose:

1.3 adopt the New Articles annexed hereto as the new articles of incorporation of the Company in substitution for, and to the exclusion, in their entirety, of, the Existing Articles;

1.4 enter into the Amended and Restated IMA (a description of which is set out in the Circular); and

1.5 enter into the Amended and Restated Investment Partnership Agreement (a description of which is set out in the Circular).

ORDINARY RESOLUTION

2. **THAT** Trudi Clark be and is hereby appointed as a Director of the Company with effect from the conclusion of the committee meeting of the board of directors of the Company to be held on 24 April 2017.

This announcement may contain inside information.

Talmi Morgan
Chairman

Note: Unless otherwise indicated, capitalised terms used in this announcement shall have the meanings given to them in the Circular.

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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 Segment of the Main Market of the London Stock Exchange. NBPE has two classes of ZDP shares; the 2017 ZDP shares and the 2022 ZDP shares. The 2017 ZDP shares are admitted to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange and the Official List of The International Stock Exchange. The 2022 ZDP shares are admitted to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange. 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.

NBPE is established as a non-cellular company limited by shares incorporated in the Island of Guernsey. NBPE is authorised by the Guernsey Financial Services Commission as an authorised closed-ended investment scheme under section 8 of the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended, and the Authorised Closed-Ended Investment Schemes Rules 2008. 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 Dutch Financial Supervision Act (Wet op het financieel toezicht).

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 1,900 professionals and the company was named by Pensions & Investments as a Best Place to Work in Money Management for four consecutive years. Tenured, stable and long-term in focus, the firm fosters an investment culture of fundamental research and independent thinking. It manages \$255 billion in client assets as of December 31, 2016. For more information, please visit our website at www.nb.com.

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