

NB PRIVATE EQUITY PARTNERS LIMITED

FORM OF PROXY

For use at the meeting of the Class A Shareholders of the Company to be held at Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey, GY1 4HY, Channel Islands on 24 April 2017 at 9:00 a.m.

I/We
(in BLOCK CAPITALS)

ofbeing a Class A Shareholder of the Company, appoint the chairman of the Meeting or to act as my/our proxy to vote for me/us and on my/our behalf at the meeting of the Class A Shareholders of the Company to be held at Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey, GY1 4HY, Channel Islands on 24 April 2017 at 9:00 a.m. and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with by marking 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolution or abstain from voting as he thinks fit.

Ordinary Resolution	For	Against	Withheld*	Discretionary
IT IS HEREBY RESOLVED 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:				
(C) 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);				
(D) enter into the Amended and Restated IMA (a description of which is set out in the Circular); and				
(A) enter into the Amended and Restated Investment Partnership Agreement (a description of which is set out in the Circular).				

Please tick here if this proxy appointment is one of multiple appointments being made (See note 5 below)

* The "Withheld" option is to enable you to abstain on the specified resolution. Please note that a "Withheld" vote will not be counted in the votes "For" or "Against" on the specified resolution.

Signed Dated.....

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 Class A Shareholders any such Class A Shareholder may sign but, in the event of more than one tendering votes, the votes of the Class A Shareholder whose name stands first in the register of Class A 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 Class A Shareholder. Any such amendment must be initialled.
5. A Class A Shareholder may appoint more than one proxy in relation to the Class A Meeting provided that each proxy is appointed to exercise the rights attached to different Class A Shares held by a Class A Shareholder. You may not appoint more than one proxy to exercise rights attached to any one Class A Share. Where multiple proxies have been appointed to exercise rights attached to different Class A Shares, on a show of hands those proxy holders taken together will collectively have the same number of votes as the Class A 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 Class A 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 Class A 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 Class A 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 Circular of the Company dated 28 March 2017.
9. Class A 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 Capita Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible and in any event no later than 9:00 a.m. on 20 April 2017. The lodging of a Form of Proxy will not prevent a Class A Shareholder from attending the meeting and voting in person if they so wish.