

**NB PRIVATE EQUITY PARTNERS LIMITED**  
**(the "Company")**

NOTICE is hereby given that the Annual General Meeting of the Company is to be held at the Registered Office of the Company, Heritage Hall, Le Marchant Street, St Peter Port, Guernsey, on 4<sup>th</sup> August 2009 at 2.00 P.M. (BST) for the transaction of the following business by the Class B Shareholders:

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 2008.
2. To re-appoint Christopher Sherwell as Director of the Company, retiring in accordance with Article 27.2 of the Company's Articles of Association.

By order of the Board

Heritage International Fund Managers Limited  
*Company Secretary*

27 July 2009

Heritage Hall  
Le Marchant Street  
St Peter Port  
Guernsey

## **Notes to the Notice of the Annual General Meeting:**

1. Two members present in person or by proxy and entitled to vote shall be a quorum unless the Company only has one Member entitled to vote in which case the quorum for such a meeting shall be one Member present in person or by proxy.
2. Only members who are recorded in the Company's register of members as a Class B Shareholder have voting rights at the meeting. Those members who are Class A Shareholders have the right to attend the meeting but have no right to vote at the meeting.
3. A member who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company.
4. A form of proxy is enclosed with this notice. To be effective, the instrument appointing a proxy (together with any power of attorney or other authority under which it is executed or a duly certified copy of such power) must be sent to the Company c/o Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be. A corporation may execute a proxy under its common seal or by the hand of a duly authorised officer or other agent provided always that in the case of shares registered in the name of an Approved Operator or an Affiliated Institution, a Participant may submit a written declaration to the Approved Operator or an Affiliated Institution which shall constitute an instruction appointing a proxy from the relevant registered shareholder confirming that the number of shares mentioned in each written declaration form part of a Joint Deposit and that the person mentioned in the declaration is a Participant for the mentioned number of shares in the Joint Deposit and shall be entitled to exercise voting rights as a proxy in respect of such shares at the relevant general meeting provided further that such Participant shall be entitled to delegate their proxy to a third party by delivering such form of proxy executed in writing. Completion and return of the form of proxy will not preclude shareholders from attending and, in the case of Class B Shareholders, voting in person at the meeting.
5. Any Corporation which is a member of the Company may by Resolution of its Directors or any other governing body authorize such person as it thinks fit to act as its Representative at any meeting of the Company or of any class of members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the Company or of any class of members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the Corporation which he represents as the corporation could exercise if it were an individual member of the Company.
6. A member is not entitled to take part in the Annual General Meeting or, in the case of a Class B Shareholder, vote at the same (whether personally or by representative or proxy) unless the following conditions have been satisfied: (i) all calls and amounts due from him to the Company have been paid; (ii) in respect of any Shares he has acquired, he has been registered as their holder; and (iii) if and for so long as the Directors determine, he or any other person appearing to be interested in the Shares held by him has failed to comply with a notice requiring the disclosure of Members' interests.
7. Unless the context otherwise requires, words and expressions contained in these Notes and in the Notice of the Annual General Meeting of the Company shall bear the same meaning as in the Memorandum and Articles of Association of the Company.