

# CIRCULAR

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO NB GLOBAL FLOATING RATE INCOME FUND LIMITED (THE "COMPANY") ON WHICH YOU ARE BEING ASKED TO VOTE.**

**If you are in any doubt about the contents of this Circular or the action you should take, you are recommended to seek immediately your own personal financial advice from an appropriately qualified independent adviser authorised pursuant to the UK Financial Services and Markets Act 2000 if in the United Kingdom or otherwise regulated under the laws of your own country.**

If you have sold or otherwise transferred all of your Shares please send this Circular together with the accompanying Proxy Appointment at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

**This Circular should be read as a whole. Your attention is drawn in particular to the letter from your Chairman which is set out on pages 3 to 6 of this Circular and which recommends that you vote in favour of the Resolutions to be proposed at the annual general meeting of the Company ("AGM") referred to in this Circular. Your attention is also drawn to the section entitled "Action to be Taken" on page 6 of this Circular.**

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## NB GLOBAL FLOATING RATE INCOME FUND LIMITED

(a non-cellular company limited by shares incorporated under the laws of Guernsey with registered number 53155)

### Notice of Annual General Meeting

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The Proposals described in this Circular are conditional on Shareholder approval at the AGM. Notice of the AGM to be held at 13:00 hours on Wednesday 15 June 2016 at the registered office of the Company, 1<sup>st</sup> Floor, Elizabeth House, Les Ruettes Brayes, St. Peter Port, Guernsey GY1 1EW, is set out at the end of this Circular.

Shareholders are requested to return a Proxy Appointment by one of the following methods: (i) in hard copy form by post, by courier or by hand to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or (ii) in the case of CREST members, by utilising the CREST electronic proxy appointment service (details of which are contained in this Circular), in either case so as to be received by Capita Asset Services as soon as possible and, in any event, not less than 48 hours before the time at which the AGM (or any adjournment thereof) is to begin. In calculating such 48 hour period, no account shall be taken of any part of a day that is not a Business Day. Completion of a Proxy Appointment will not preclude a Shareholder from attending, speaking and voting in person at the AGM.

Defined terms used in this Circular have the meanings ascribed to them in the section headed "Definitions" on page 9.

18 April 2016

**EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

Latest time and date for receipt of forms of proxy for the AGM	13:00 hours on 13 June 2016
AGM	13:00 hours on 15 June 2016

All references to times in this Circular are to London times, unless otherwise stated.

## PART I: LETTER FROM THE CHAIRMAN

## NB GLOBAL FLOATING RATE INCOME FUND LIMITED

(a non-cellular company limited by shares incorporated under the laws of Guernsey  
with registered number 53155)

William Frewen (Chairman)  
Richard Battey  
Sandra Platts  
Rupert Dorey

Registered Office:  
1st and 2nd Floors  
Elizabeth House  
Les Ruettes Brayes  
St. Peter Port  
Guernsey  
GY1 1EW  
Channel Islands

18 April 2016

To the Shareholders

Dear Sir or Madam

## NOTICE OF ANNUAL GENERAL MEETING

## 1. INTRODUCTION

I am pleased to be writing to you with details of our AGM which will be held at the offices of Carey Group, 1<sup>st</sup> Floor, Elizabeth House, Les Ruettes Brayes, St. Peter Port, Guernsey GY1 1EW.

The purpose of this letter is to explain the business to be considered at the AGM (the "**Proposals**").

The Proposals are:

- (i) to receive and consider the annual report and financial statements of the Company for the year ended 31 December 2015, together with the reports of the directors and auditors (the "**Annual Report**");
- (ii) to receive and approve the remuneration report included in the Annual Report;
- (iii) to re-elect each of the Company's Directors;
- (iv) to re-appoint PricewaterhouseCoopers CI LLP as the Company's independent auditors to hold office until the conclusion of the next annual general meeting of the Company and authorise the Directors to determine the auditors' remuneration;
- (v) to authorise the Company to make market acquisitions of its own Shares;
- (vi) to grant authority to the Directors to dis-apply pre-emption rights contained in the Articles in respect of a specified number of Shares; and
- (vii) to amend the current Articles of the Company to reflect, inter alia, changes brought about by recent amendments to the Companies Law.

Further details regarding each of the Proposals are set out below.

## 2. ANNUAL REPORT AND FINANCIAL STATEMENTS

Resolution 1, which is an ordinary resolution, proposes that the Annual Report for the year ended 31 December 2015 be received and considered.

The Annual Report provides a detailed overview of the Company's performance over the financial year ended 31 December 2015 and a projected outlook for the present financial year. Shareholders will be given the opportunity to ask questions about the Annual Report at the AGM before being invited to receive and consider the Annual Report.

### 3. **DIRECTORS' REMUNERATION REPORT**

Resolution 2, which is an ordinary resolution, seeks Shareholder approval of the Directors' report on remuneration, which is set out on pages 33 to 37 of the Annual Report. The Directors' report on remuneration describes how the Board has applied the principles relating to Directors' remuneration and how much remuneration each individual Director received for the financial year ended 31 December 2015.

### 4. **RE-ELECTION OF THE DIRECTORS**

Resolutions 3 to 6, which are ordinary resolutions, propose the re-election of each of the Company's Directors, in accordance with Principle 3 of the AIC Code which states that all directors of a FTSE 350 company should be subject to annual re-election by shareholders.

Each Director will hold office until the forthcoming AGM and will offer themselves for re-election by Shareholders at that meeting.

The Board currently consists of four independent non-executive Directors, including the Chairman. The Remuneration and Nomination Committee carried out a Board evaluation in November 2015. During this evaluation the performance and commitment of the Directors standing for re-election was reviewed and reported to the Board.

The Board believe that the current Directors should continue to be Directors as they bring wide, current and relevant business experience that allows them to contribute effectively to the leadership of the Company.

Biographical details for the Directors are shown in the Board of Directors section of the Annual Report.

### 5. **RE-APPOINTMENT AND REMUNERATION OF THE AUDITORS**

Resolutions 7 and 8, which are ordinary resolutions, seek to re-appoint PricewaterhouseCoopers CI LLP as the Company's independent auditors and to authorise the Directors to determine the auditors' remuneration.

In accordance with sections 257 and 259 of the Companies Law, shareholders are required to approve the appointment of the Company's auditors each year to hold office until the next annual general meeting of the Company and to give directors the authority to determine the auditors' remuneration.

PricewaterhouseCoopers CI LLP have expressed their willingness to continue as auditors to the Company.

### 6. **REPURCHASE OF THE COMPANY'S SHARES**

Resolution 9, which is a special resolution, seeks to renew the authority granted to the Directors pursuant to section 315 of the Companies Law, enabling the Company to make market purchases of its Shares. Any Share purchased pursuant to this authority may be held in treasury (up to a maximum of 10 per cent of each class) or cancelled. The Board will use the repurchase authority to assist in managing any excess supply in the market and demand for the Company's Shares thereby seeking to reduce the volatility of any discount.

The authority under this resolution is limited to the purchase of a maximum of up to 9,523,839 U.S. Dollar Shares and 171,421,041 Sterling Shares or, if less, such other number of Shares that is equal to 14.99 per cent. of each class of Shares in issue at the date of the passing of this resolution. The minimum price (exclusive of expenses), which may be paid for a Share is 1 cent / 1 pence (as applicable). The maximum price (exclusive of expenses) which may be paid for a Share of any class shall be the higher of (a) an amount equal to 105 per cent. of the average middle market quotations for a Share of the relevant class as derived from and calculated by reference to the Daily Official List of the London Stock Exchange for the

five business days immediately preceding the day on which the Shares of such class are purchased; and (b) the higher of (A) the price of the last independent trade; and (B) the highest current independent bid for a Share of the relevant class on the London Stock Exchange at the time the purchase is carried out. The Company may cancel or hold in treasury any Shares bought back under this authority. A maximum of 10 per cent of the issued share capital of each share class may be held in treasury. The Company holds, as at 15 April 2016, 2,082,627 U.S. Dollar Shares and 63,534,621 Sterling Shares in treasury.

This authority will expire at the conclusion of the next annual general meeting of the Company or on a date which is 18 months from the date of passing of this resolution (whichever is earlier) and it is the present intention of the Directors to seek a similar authority annually.

#### 7. **DISAPPLICATION OF PRE-EMPTION RIGHTS**

Resolution 10, which is a special resolution, seeks to allow the Directors to be able to allot and issue Shares on a non pre-emptive basis. The Directors require specific authority from Shareholders before allotting new Shares for cash, or selling Shares held by the Company in treasury, without first offering them to existing Shareholders in proportion to their holdings, as set out in Article 6.2 of the Articles.

The authority to allot and issue Shares on a non pre-emptive basis under this resolution is in respect of (i) up to 6,353,462 U.S. Dollar Shares, or if less, 10 per cent. of the U.S. Dollar Shares in issue; and (ii) up to 114,356,932 Sterling Shares, or, if less, 10 per cent. of the Sterling Shares in issue. This authority will expire at the conclusion of the next annual general meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting. Shares will only be issued at a premium to the latest published net asset value per share.

The Board feels that this authority is appropriate and customary for a closed-ended investment fund such as the Company, having regard to guidance from The Association of Investment Companies and the Statement of Principles published by the Pre-emption Group.

#### 8. **ARTICLES**

Resolution 11, which is a special resolution, seeks to amend the current Articles of the Company to reflect changes brought about by the recent amendments to the Companies Law pursuant to the Amendment Ordinance and also to generally update and amend certain definitions and other provisions.

The Companies Law came into effect on 1 July 2008. In accordance with The Companies (Transitional Provisions) Regulations, 2008, as amended, Guernsey companies that were in existence under the the old Companies (Guernsey) Law, 1994, as amended (the "**1994 Law**") were given until 1 July 2012 to ensure compliance with the new legislation, the Companies Law. These regulations have been extended until 31 December 2016 in order to allow sufficient time for the Companies Law amendments to come into force.

Certain provisions of the Amendment Ordinance, principally affecting existing companies incorporated under the 1994 Law, will not come into effect until 31 December 2016 (the "**Transitional Provisions**") by which time The Companies (Transitional Provisions) Regulations, 2008, as amended, will have expired.

The Board considers it prudent to implement changes to the Articles at the 2016 Annual General Meeting, which will ensure that the Company benefits from having a modernised constitution.

Set out in Part II is a summary of the changes to be made to the Articles of the Company.

9. **RESOLUTIONS AND AGM**

A notice convening the AGM to be held at 13:00 hours on 15 June 2016 is set out at the end of this Circular.

The quorum for the AGM will be two Shareholders present and entitled to vote in person or by proxy. If within 30 minutes of the time appointed for the AGM a quorum is not present, the AGM shall stand adjourned for five Business Days at the same time and place or to such other day and at such other time and place as the Board may determine and no notice of such adjournment need be given. If the AGM is adjourned for want of a quorum, the quorum for the reconvened AGM will be those Shareholders who are present in person or by proxy.

Resolutions 1 to 8 of the Proposals to be voted on at the AGM are ordinary resolutions; resolutions 9, 10 and 11 are special resolutions.

For an ordinary resolution to be passed, it must be approved by more than 50 per cent. of votes cast by the Shareholders present and entitled to vote at the AGM in person or by proxy.

For a special resolution to be passed, it must be approved by a majority of not less than 75 per cent. of votes cast by Shareholders present and entitled to vote at the AGM in person or by proxy.

10. **ACTION TO BE TAKEN**

Whether or not you intend to attend the AGM, you should ensure that your Proxy Appointment is returned to Capita Asset Services by one of the following means:

- (1) in hard copy form by post, by courier or by hand to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
- (2) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the notice of the AGM.

In each case, the Proxy Appointment must be received by the Company not less than 48 hours before the time for holding of the AGM. In calculating such 48 hour period, no account shall be taken of any part of a day that is not a Business Day. To be valid, the relevant Proxy Appointment should be completed in accordance with the instructions accompanying it and lodged with the Company's registrars by the relevant time.

Completion and return of the Proxy Appointment will not affect a Shareholder's right to attend, speak and vote at the AGM.

11. **RECOMMENDATION**

**The Board considers that the Proposals and the Resolutions are in the best interests of the Company and its Shareholders as a whole. The Board accordingly recommends all Shareholders vote in favour of the Resolutions to be proposed at the AGM.**

Yours faithfully

William Frewen  
**Chairman**

**PART II: SUMMARY OF AMENDMENTS TO THE ARTICLES OF THE COMPANY**

Set out below is a summary of the changes made to the current Articles of the Company to reflect certain changes brought about by the recent amendments to the Companies Law pursuant to the Amendment Ordinance and also to generally update and amend certain definitions and other provisions. The following description is only being provided by way of summary of the principal changes. Accordingly, Shareholders are encouraged to review the proposed amended Articles for the purposes of ascertaining the full extent of the changes. Clean copies of the amended Articles and copies marked up to show changes from the current Articles are available for inspection at the registered office of the Company at 1st & 2nd Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW and at <http://www.nbgfrif.com>.

**Articles**

Euroclear UK & Ireland Limited is now recognised as an “operator of a computerised settlement system” under The Uncertificated Securities (Guernsey) Regulations, 2009 (the “**Guernsey Regulations**”) and Guernsey securities (which includes for these purposes the Company’s Shares) are now admitted to CREST, and can be held and transferred in CREST, pursuant to the Guernsey Regulations and the CREST rules. CREST rule 8 has therefore been deleted from the CREST manual and, as a consequence, certain technical amendments to the CREST related provisions and definitions in the Articles are now required.

Article 4.4 has been amended to reflect the fact that there are now simpler, more permissive, powers for the directors to issue shares of a company and the previous five year authority which was required for multi-class companies has been removed.

Article 4.7 dealing with the power to give financial assistance has been deleted because financial assistance is now permitted under the Companies Law subject to a solvency test without an explicit power needing to be included in the Articles.

Article 11.3 dealing with maintaining a register of Interested Parties has been amended as this is not a statutory requirement and, where such a register is maintained, to restrict access to the register to the Directors only.

A new Article 12.9 has been included providing that the Company may require that Shareholders provide, and the Company (and any authorised third party agent or delegate of the Company) shall be entitled to use and disclose, any information or documentation in relation to the Shareholders and, if and to the extent required, the direct and indirect beneficial owner(s) (if any) of Shares in the Company held by the Shareholders (if any), as may be necessary or desirable for the Company to comply with any reporting or other obligations and/or prevent or mitigate the withholding of tax under the US Hiring Incentive for Restoring Employment Act 2010 (which incorporates the anti-avoidance revenue provisions contained in the US Foreign Account Tax Compliance Act (“**FATCA**”)) or other similar laws.

Article 18.1 dealing with general meetings has been amended to bring it into compliance with the Companies Law.

Article 19.1 dealing with the notice of general meetings has been amended to reflect the requirement to give special notice in certain circumstances under the Companies Law.

Article 21.6 has been amended as the provision dealing with the cut-off time by which a Shareholder must be entered on the register of members in order to attend or vote at general meetings has been consolidated into Article 50 which has been separately amended to permit the Directors to explicitly fix record dates in relation to certain corporate actions in line with the requirements under the Guernsey Regulations.

Articles 21.9 and 21.11 dealing with proxies have been amended to give the Directors greater flexibility in how they receive and process proxy forms.

A new Article 21.12 has been included to deal with the practical issues in respect of voting where multiple proxies have been appointed to exercise rights attached to different shares.

Articles 28.1 and 28.2 have been amended to reflect that the Companies Law no longer requires the directors of a company to disclose the monetary value of any interest they may have in a transaction or proposed transaction with that company.

The provisions contained in Articles 30.1, 30.7 and 30.8 respectively have been removed which prevent (i) any decision reached or resolution passed by the Directors at any board meeting at which a majority of the Directors present at the meeting are resident in the United Kingdom for United Kingdom tax purposes, (ii) committees of the Board from being comprised of all or a majority of Directors who are resident in the United Kingdom for United Kingdom tax purposes, or (iii) a board meeting from being quorate at which a majority of the Directors present are resident in the United Kingdom for United Kingdom tax purposes.

Article 30.2 has been amended to clarify that Directors physically present in the United Kingdom at the time of a board meeting participating in a meeting by means of video link, telephone conference call or other electronic or telephonic means of communication shall not be deemed to be present at a meeting and accordingly no Director physically present in the United Kingdom shall count in the quorum or be entitled to vote at any such meeting.

A new Article 32.2 has been included as the Companies Law states that a company may (but need not) appoint a secretary and that, if appointed, the functions of the secretary of a company are those assigned to the secretary in the company's articles of incorporation. Article 32.2 deals with the duties that a secretary of the Company may be appointed to undertake.

A new Article 36.18 has been included to permit the Company to impose on a Shareholder any withholding or deduction required by FATCA or similar laws and all associated interest, penalties and other losses, liabilities or costs that may be imposed on the Company and that is attributable to that Shareholder (or, if different, any direct or indirect beneficial owner(s) of the Shares held by such Shareholder).

Article 39.3 has been amended to align with the requirements under the Companies Law in relation to company accounts and reporting.

New Articles 40.7 and 40.8 have been included as the process for appointing auditors has been simplified under the Companies Law, such that the members may appoint an auditor of a company by ordinary resolution at any time.

Article 42 dealing with notices has been generally amended to reflect the fact that there are new statutory timings for the deemed service of documents. For documents sent to an address in the UK, Channel Islands or the Isle of Man, these are deemed received on the second (formerly the third) day after posting and in the case of a document posted elsewhere, on the third (formerly the seventh) day after the day of posting (excluding any day which is not a Business Day). In addition, provisions have been included in Article 42 and elsewhere relating to the service of documents to a "Relevant Electronic Address" (an electronic address notified to the Company by a relevant person), which is a new addition to the Companies Law.

A limited number of non-substantive amendments to make conforming and consistency edits to the text of the Articles have also been made.



<b>PART III: DEFINITIONS</b>	
<b>"AIC Code"</b>	the Association of Investment Companies Code of Corporate Governance
<b>"Amendment Ordinance"</b>	The Companies (Guernsey) Law, 2008 (Amendment) Ordinance, 2015
<b>"Annual General Meeting" or "AGM"</b>	the annual general meeting of the Company convened for 13:00 hours on 15 June 2016 (or any adjournment thereof), notice of which is set out at the end of this Circular
<b>"Annual Report"</b>	the annual report and financial statements of the Company for the year ended 31 December 2015, together with the reports of the Directors and auditors
<b>"Articles" or "Articles of Incorporation"</b>	the articles of incorporation of the Company as amended or adopted from time to time
<b>"Board" or "Directors"</b>	the board of directors of the Company
<b>"Business Day"</b>	a day on which the London Stock Exchange and banks in Guernsey are normally open for business
<b>"Circular"</b>	this document
<b>"Companies Law"</b>	The Companies (Guernsey) Law, 2008, as amended
<b>"Company"</b>	NB Global Floating Rate Income Fund Limited, a non-cellular company limited by shares incorporated in Guernsey under the Companies Laws on 10 March 2011 with registered number 53155
<b>"London Stock Exchange"</b>	London Stock Exchange plc
<b>"Listing Rules"</b>	the Listing Rules made by the UK Listing Authority pursuant to Part VI of the UK Financial Services and Markets Act 2000, as amended from time to time
<b>"Memorandum"</b>	the memorandum of incorporation of the Company as amended from time to time
<b>"Proposals"</b>	the items of business to be proposed at the AGM
<b>"Proxy Appointment"</b>	the appointment of a proxy on behalf of a Shareholder in accordance with the procedures described in this Circular
<b>"Remuneration and Nomination Committee"</b>	the Board committee responsible for identifying and nominating candidates to fill Board vacancies and for fixing the remuneration packages of the Directors
<b>"Resolutions"</b>	the ordinary resolutions and special resolutions to be proposed at the AGM and contained in the notice of AGM in this Circular
<b>"Shareholder"</b>	a holder of Shares
<b>"Shares"</b>	redeemable ordinary shares of no par value in the capital of the Company issued and designated as "Ordinary Shares" of such classes (denominated in such currencies) as the Directors may determine in accordance with the Articles, and having such rights and being subject to such restrictions as contained in the Articles
<b>"Sterling"</b>	the lawful currency of the United Kingdom
<b>"Sterling Shares"</b>	the Shares denominated in Sterling
<b>"U.S. Dollar Shares"</b>	the Shares denominated in U.S. Dollars
<b>"U.S. Dollars" or "US\$"</b>	the lawful currency of the United States

## NB GLOBAL FLOATING RATE INCOME FUND LIMITED

(a non-cellular company limited by shares incorporated under the laws of Guernsey with registered number 53155)

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the "**Annual General Meeting**") of NB Global Floating Rate Income Fund Limited (the "**Company**") will be held at the registered office of the Company, 1<sup>st</sup> Floor, Elizabeth House, Les Ruettes Brayes, St. Peter Port, Guernsey GY1 1EW on Wednesday 15 June 2016 at 13:00 hours to consider and, if thought fit, to pass the following resolutions, of which Resolutions 1 to 8 are proposed as ordinary resolutions and Resolutions 9, 10 and 11 are proposed as special resolutions:

#### ORDINARY RESOLUTIONS

1. **THAT** the annual report and financial statements for the year ended 31 December 2015, together with the reports of the Directors and auditors (the "**Annual Report**") be hereby received and considered.
2. **THAT** the remuneration report included in the Annual Report be hereby received and approved.
3. **THAT** Mr William Frewen be re-elected as a Director of the Company.
4. **THAT** Mr Richard Battey be re-elected as a Director of the Company.
5. **THAT** Mrs Sandra Platts be re-elected as a Director of the Company.
6. **THAT** Mr Rupert Dorey be re-elected as a Director of the Company.
7. **THAT** PricewaterhouseCoopers CI LLP be re-appointed as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.
8. **THAT** the Directors be authorised to determine the auditors' remuneration.

#### SPECIAL RESOLUTIONS

9. **THAT**, in accordance with section 315 of The Companies (Guernsey) Law, 2008, as amended (the "**Law**"), the Company be and is hereby generally and unconditionally authorised to make one or more market acquisitions (as defined in section 316 of the Law), of its Shares (as defined in the Company's articles of incorporation) (the "**Shares**"), on such terms and in such manner as the Directors may from time to time determine and to cancel such Shares or hold such Shares in treasury in accordance with the Law, provided that:
  - (i) the maximum aggregate number of Shares denominated in U.S. Dollars ("**U.S. Dollar Shares**") and Shares denominated in Sterling ("**Sterling Shares**") hereby authorised to be acquired is 9,523,839 U.S. Dollar Shares and 171,421,041 Sterling Shares or, if less, such other number of Shares that is equal to 14.99 per cent. of each class of Shares in issue as at the date this resolution is passed;
  - (ii) the minimum price (exclusive of expenses) which may be paid for a Share shall be 1 cent / 1 pence (as applicable);
  - (iii) the maximum price (exclusive of expenses) which may be paid for a Share of any class shall be the higher of: (a) an amount equal to 105 per cent. of the average middle market quotations for a Share of the relevant class as derived from and calculated by reference to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the Shares of such class are purchased; and (b) the higher of (A) the price of the last independent trade; and (B) the highest current independent bid for a Share of the relevant class on the London Stock Exchange at the time the purchase is carried out;
  - (iv) the authority hereby conferred shall expire at the earlier of: (a) the conclusion of the next annual general meeting of the Company, to be held in 2017; or (b) the date which is 18 months from the date on which this resolution is passed unless previously renewed, varied or revoked by the Company in general meeting; and

- (v) notwithstanding paragraph (iv) of this resolution, the Company may make a contract to purchase Shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiration of such authority, and may make a purchase of Shares pursuant to any such contract.
10. **THAT** the Directors of the Company be and are hereby authorised to allot and issue equity securities (within the meaning of the Company's articles of incorporation (the "**Articles**")) for cash either pursuant to article 4.4. of the Articles or by way of a sale of treasury shares as if article 6.2 of the Articles did not apply to any such allotment and issue, provided that this power shall be limited to the allotment and issue of (i) up to 6,353,462 U.S. Dollar Shares (excluding treasury shares) or, if less, 10 per cent. of the U.S. Dollar Shares in issue as at 15 June 2016; and (ii) up to 114,356,932 Sterling Shares (excluding treasury shares) or, if less, 10 per cent. of the Sterling Shares in issue as at 15 June 2016 and shall expire upon the date of the next annual general meeting of the Company to be held in 2017, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted and issued after such expiry and the Directors shall be entitled to allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot and issue equity securities in the capital of the Company wholly for cash as if the pre-emption rights contained in article 6.2 of the Articles did not apply to such allotment and issue but without prejudice to any allotment and issue of shares already made, offered or agreed to be made pursuant to such authorities.
11. **THAT** the amendments to the Articles of the Company in the terms set out in Part II of the Circular and set out in the amended Articles of the Company tabled by the Chairman at the Annual General Meeting be and are hereby approved and adopted.

BY ORDER OF THE BOARD  
C.L. Secretaries Limited  
Company Secretary  
18 April 2016

**Registered Office:**  
1<sup>st</sup> and 2<sup>nd</sup> Floors  
Elizabeth House  
Les Ruettes Brayes  
St. Peter Port  
Guernsey  
GY1 1EW

## Notes

Resolutions 1 to 8 are proposed as ordinary resolutions. For each ordinary resolution to be passed, more than half of the total number of votes cast by shareholders being entitled to vote (by proxy or in person) must be in favour of the resolution.

Resolutions 9, 10 and 11 are proposed as special resolutions. For a special resolution to be passed, not less than 75 per cent. of the total number of votes cast by shareholders being entitled to vote (by proxy or in person) must be in favour of the resolution.

### 1 Voting record date

The Company specifies that only those holders of Shares entered on the register of members of the Company as at close of business on 13 June 2016 or, in the event that this Annual General Meeting is adjourned, on the register of members of the Company 48 hours before the time of any adjourned Annual General Meeting, will be entitled to attend or vote at the Annual General Meeting in respect of the number of Shares registered in their name at that time. The register of members of the Company at that time is also used for the purposes of calculating how many votes a holder of each Share may cast and such Shareholders shall be entitled on a poll to (A) one vote in respect of each US Dollar Share held by him; and (B) 1.6 votes in respect of each Sterling Share held by him. Changes to entries on the register after close of business on 13 June 2016 or, in the event that this Annual General Meeting is adjourned, in the register of members of the Company 48 hours before the time of any adjourned Annual General Meeting, will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting. In calculating such 48 hour periods referred to above, no account shall be taken of any part of a day that is not a Business Day.

### 2 Joint registered holders

Where there are joint registered holders of any Share, such persons shall not have the right of voting individually in respect of such Share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the share register of the Company shall alone be entitled to vote.

### 3 Right to appoint proxies

A member of the Company entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to exercise all or any of his or her rights to attend and to speak and vote instead of him or her in any of the following ways: (a) by completing and returning the enclosed Proxy Appointment; or (b) through the CREST electronic proxy appointment service (if they are users of CREST, including CREST personal members). Members who have lodged forms of proxy, or who have appointed a proxy through CREST, are not thereby prevented from attending the Annual General Meeting and voting in person if they so wish. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent you. If you wish your proxy to speak on your behalf at the Annual General Meeting, you will need to appoint your own choice of proxy (not the Chairman/Secretary) and give your instructions directly to them.

A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by a member. 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.

### 4 Proxies' rights to vote at the meeting

On a vote on a show of hands, each proxy has one vote. If a proxy is appointed by more than one member, and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote "for" or "against" as applicable. If a proxy is appointed by more than one member, but such members have given different voting instructions, the proxy may, on a show of hands, vote both "for" and "against" in order to reflect the different voting instructions.

On a poll all or any of the voting rights of the member may be exercised by one or more duly appointed proxies.

### 5 Voting by corporate representatives

Corporate representatives are entitled to attend and vote on behalf of the corporate member.

### 6 Receipt and termination of proxies

To be valid a Proxy Appointment must be deposited, by hand or by post, at the offices of Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 13:00 on 13 June 2016. If you prefer, you can return a Proxy Appointment from the UK in an envelope addressed to: FREEPOST CAPITA PXS. Please note that delivery using this service may take up to 5 Business Days. The Company will also accept forms of proxy deposited in accordance with the Articles of Incorporation. The Directors may in their absolute discretion elect to treat as valid any instrument appointing a proxy which is deposited later than 13:00 on 13 June 2016. If the Directors so elect, the person named in such instrument of proxy shall be entitled to vote.

A member may terminate a proxy's authority at any time before the commencement of the meeting. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Asset Services no later than 13:00 on 13 June 2016. If you attempt to revoke your proxy

appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.

### **7 Electronic receipt of proxies**

CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Capita Asset Services (CREST participant RA10) by no later than 13:00 on 13 June 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Capita Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions, it is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34 of The Uncertificated Securities (Guernsey) Regulations, 2009.

### **8 Attendance at the Annual General Meeting**

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and vote at the Annual General Meeting in person in respect of Shares for which you have appointed a proxy, your proxy appointment in respect of those Shares will automatically be terminated.

In the case of joint holders, the signature of only one of the joint holders is required on the Proxy Appointment. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the more senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the more senior).

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to every other matter which is put before the Annual General Meeting.

### **9 Questions at the Annual General Meeting**

The Directors will answer any questions raised at the Annual General Meeting which relate to the business of the meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the preparation of the meeting or involve disclosure of confidential information;
- (b) if the answer has already been given on the Company's website; or
- (c) if it is undesirable in the best interests of the Company or the good order of the meeting that the question be answered.

### **10 Website**

A copy of the notice of the meeting, including these explanatory notes, is included on the Company's website: [www.nbgfrif.com](http://www.nbgfrif.com).

### **13 Total voting rights**

The total number of voting rights in the Company as at 15 April 2016 (being the last practicable date prior to the publication of this notice) is 1,771,225,117.

### **14 Quorum**

The quorum for the Annual General Meeting will be two holders of Shares present and entitled to vote in person or by proxy. In the event that a quorum is not present for the Annual General Meeting within 30 minutes of the time appointed for the Annual General Meeting, the Annual General Meeting shall stand adjourned for five business days at the same time and place or to such other day and at such other time and place as the board of Directors may determine and no notice of adjournment need be given. At any such adjourned meeting, those members who are present in person shall be a quorum.

**15 Defined terms**

Defined terms used but not defined in the Proxy Appointment shall have the same meaning given to them in the Circular of the Company dated 18 April 2016.