

NB GLOBAL FLOATING RATE INCOME FUND LIMITED
Notice of Extraordinary General Meeting ("EGM")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS A PROPOSAL 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 5 to 7 of this Circular and which recommends that you vote in favour of the Resolution to be proposed at the extraordinary general meeting of the Company ("EGM") referred to in this Circular. Your attention is also drawn to the section entitled "Action to be Taken" on page 7 of this Circular.

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 Extraordinary General Meeting ("EGM") to authorise the Company to make market acquisitions of its own shares

to be held at 10 a.m. on Monday, 4 November 2019 at Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 1GR

The Proposal described in this Circular is conditional on Shareholder approval at the EGM. Notice of the EGM to be held at 10 a.m. on Monday, 4 November 2019 at the registered office of the Company, Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 1GR is set out at the end of this Circular.

Shareholders are requested to return a Proxy Appointment by one of the following methods: (i) online at www.signalshares.com; (ii) by requesting, completing and returning a Proxy Appointment form; or (iii) 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 Link Asset Services as soon as possible and, in any event, not less than 48 hours before the time at which the EGM (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 EGM.

Please note that you will not receive a paper Proxy Appointment form, but instead Shareholders are encouraged to appoint a proxy online via Signal Shares. If you have not previously registered, you can do so by using your Investor Code ("IVC"), which can be found on your share certificate, or you can obtain it from our registrar, Link Asset Services (contact details set out in note 6).

Defined terms used in this Circular have the meanings ascribed to them in the section headed "Definitions" on page 8.

16 October 2019

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NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)

Expected Timetable of Principal Events

Latest time and date for receipt of forms of proxy for the EGM	10 a.m. on Thursday, 31 October 2019
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Extraordinary General Meeting	10 a.m. on Monday, 4 November 2019
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Each of the times and dates in the above expected timetable may be extended or brought forward without further notice. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service. All references in this Circular are to London time unless otherwise stated.

NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)

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)

Registered Office:
Sarnia House
Le Truchot
St Peter Port
Guernsey
GY1 1GR

Rupert Dorey (Chairman)
Richard Battey
Sandra Platts
David Staples

16 October 2019

To the Shareholders

Dear Sir or Madam

NOTICE OF EXTRAORDINARY GENERAL MEETING AUTHORISATION OF THE COMPANY TO MAKE MARKET ACQUISITIONS OF ITS OWN SHARES

1. INTRODUCTION AND BACKGROUND

The Board is seeking Shareholder approval in connection with the authorisation of the Company to make market acquisitions of its own shares up to 14.99 per cent. of each class of Shares (the “**Proposal**”).

The purpose of this Circular is to provide Shareholders with details of, and to seek Shareholder approval for, the Proposal. This Circular includes notice of the EGM to be held at 10 a.m. on Monday, 4 November 2019 at Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 1GR.

The Board believes that the Proposal is in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of the Resolution at the EGM. You are therefore urged to complete and return your Proxy Appointment without delay, whether or not you intend to attend the EGM.

2. TRADING UPDATE

The Board remains pleased with the recent performance of the Company and of the stewardship of the Investment Manager. The Company’s Net Asset Value per share decreased slightly over the latest twelve months ending 30 September 2019. Over the past year, the S&P/LSTA Leveraged Loan index started the period with a price of \$98.61 and finished the period with a price of \$96.34. Dividend income has recently increased, with second and third quarter 2019 dividend announcements each representing a quarterly yield of 1.35% and 1.43%, respectively¹, due to growing income from the Company’s Portfolio, the reduction in the cost of hedging and favourable USD/GBP exchange rates over the two quarters. The Investment Manager believes that the benefit from declining hedging costs will continue in the near term. At 30 September 2019, the Yield to Maturity for the Portfolio was 6.18% and the current yield was 5.58%, figures which were both modestly below the relevant benchmark, the S&P/LSTA Leveraged Loan Index (the “**Index**”).

¹ Data as at 30 September 2019, except where specified.

NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)

The Investment Manager believes that the income will likely be range bound as increased spreads are offset by potential rate cuts. The Company’s ability to further grow that income depends on the future direction of Libor, and while the Investment Manager believes rates could move modestly lower in the near term, they believe economic activity in the U.S. will be stable enough to prevent rates from moving materially lower over the medium term. The Investment Manager believes that the issuers in the Portfolio are performing steadily, leverage is being controlled and cash cover metrics are relatively strong. Its outlook for the loan market remains constructive, with fundamentals for investing in the loan asset class remaining relatively favourable. The U.S. economy, while showing signs of slowing growth, should remain in positive territory, which should lead to stable revenue and cash flow metrics. Central banks globally seem committed to providing relatively accommodative monetary policy, which should provide a floor for economic activity. The Investment Manager believes the asset class should continue to demonstrate low volatility while offering an attractive source of income driven return.

The Portfolio remains weighted towards U.S. Dollar issuance, which accounted for 92% of the Portfolio as at 30 September 2019, broadly reflecting the relative size of the U.S. and European markets, according to the relevant compositions of the Index. The Investment Manager recently decreased its relative allocation to European markets during the third quarter 2019, reflecting its view that U.S. markets represent more attractive relative value.

The Portfolio’s 297 investments across 236 issuers represent a diversified selection from the approximately 1,000 issuers in the U.S. market, and 300 in the European market (as measured by the relevant S&P/LSTA Leveraged Loan Indices). The top ten largest issuers comprise 11.56% of the portfolio, which the Investment Manager believes emphasizes the lack of issuer concentration in the Portfolio.

Compared to the index, the Portfolio remains underweight in the highest quality rating BBB and BB+ components, due to the Investment Manager’s view of their lower relative value, and overweight in BB, BB-B+ and B rated issuers where the Investment Manager sees more attractive relative value. The Portfolio is also underweight in the lowest-rated segments – B– and CCC and below – where the Investment Manager believes that issuers are generally of lower quality and higher leverage, requiring continued growth in order to meet interest payments.

Sector allocation in the Portfolio continued to be overweight in Financial Intermediaries (such as asset managers and payment processors) which the Investment Manager views as generally having relatively stable business models and variable cost structures. Relative to the Index, the Portfolio is also overweight in the Telecommunications sector, reflecting the Investment Manager’s view that less cyclical sectors currently have favourable relative valuation and risk-adjusted return prospects. The Portfolio has an underweight allocation to sectors including Electronics, where the Investment Manager believes recent new issuance is on relatively aggressive and unattractive terms.

Current default levels of 1.29% in the U.S and 0.00% in Europe are below the annual long-term average for the U.S. market of 2.90%. The Investment Manager sees default rates remaining low in both the U.S. and Europe, a view informed by (i) the relatively low proportion of loans maturing in the near-term (~4.5% of outstanding issuance maturing in the next 2 years); (ii) the below historical average proportion of loans trading lower than 80, a potential indicator of future defaults, which is expected to be around 2.0% for the forward twelve month period.

3. EGM AND THE RESOLUTION

A notice convening the EGM to be held at 10 a.m. on Monday, 4 November 2019 is set out at the end of this Circular. The Resolution to be proposed at the EGM seeks to renew the authority granted to Directors, enabling the Company to make market acquisitions of its Shares, pursuant to section 315 of the Companies Law. The current authority granted to the Directors at the extraordinary general meeting of the Company on 12 August 2019, enabling the Company to make market purchases of its Shares is expected to be fully expired on or around the date of the EGM. Any Share purchased pursuant to this authority may be held in treasury or cancelled. The Board will use the repurchase authority to assist in managing any excess supply in the market over demand for the Company’s Shares thereby seeking to reduce the volatility of any discount and to enhance the NAV per share of continuing share holdings as the Company will only make purchases at a discount to NAV per share after costs.

The authority under this resolution is limited to the purchase of a maximum of up to 4,534,327 U.S. Dollar Shares and 85,348,558 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: (i) 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 (ii) the higher of (A) the price or 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. The Company holds, as at 15 October 2019,

NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)

1,342,627 U.S. Dollar Shares and 75,000,000 Sterling Shares in treasury, and there are no warrants or options to subscribe for Shares in the capital of the Company.

This authority will expire at the conclusion of the next annual general meeting of the Company or on the 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 at least annually.

The quorum for the EGM will be two Shareholders present and entitled to vote in person or by proxy. If within 30 minutes of the time appointed for the EGM a quorum is not present, the EGM 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 EGM is adjourned for want of a quorum, the quorum for the reconvened EGM will be those Shareholders who are present in person or by proxy.

4. ACTION TO BE TAKEN

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

- (1) in hard copy form by post, by courier or by hand to, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU;
- (2) by logging on to www.signalshares.com and following the instructions; or
- (3) 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 EGM.

In each case, the Proxy Appointment must be received by the Company by 10 a.m. on 31 October 2019. To be valid, the relevant Proxy Appointment should be completed in accordance with the instructions accompanying it and lodged with Link Asset Services 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 EGM.

5. RECOMMENDATION

The Board considers that the Proposal and the Resolution 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 Resolution to be proposed at the EGM.

The Directors intend to vote (or, as the case may be, procure the voting of) their beneficial holdings in favour of the Resolutions in respect of their aggregate holding, including persons closely associated, of 185,146 Shares.

Yours faithfully

Rupert Dorey
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)

Part II: Definitions

“AIFM”	Neuberger Berman Investment Advisers LLC
“Articles” or “Articles of Incorporation”	the articles of incorporation of the Company as amended from time to time
“Board” or “Directors”	the board of directors of the Company
“Circular”	this document
“Companies Law”	The Companies (Guernsey) Law, 2008, as amended
“Company”	NB Global Floating Rate Income Fund Limited, a non-cellular company limited by shares incorporated in Guernsey under the Companies Law on 10 March 2011 with registered number 53155
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company convened for at 10 a.m. on Monday, 4 November 2019 (or any adjournment thereof), notice of which is set out at the end of this Circular
“London Stock Exchange”	London Stock Exchange Group plc
“Proposal”	the item of business to be proposed at the EGM
“Proxy Appointment”	the appointment of a proxy on behalf of a Shareholder in accordance with the procedures described in this Circular
“Regulatory Information Service”	means a primary information provider service approved to disseminate regulatory information to the market by the United Kingdom Financial Services Authority
“Resolution”	the special resolution to be proposed at the EGM and contained in the notice of EGM in this Circular
“Shareholder”	a holder of Shares
“Shares”	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
“Sterling”	the lawful currency of the United Kingdom
“Sterling Shares”	ordinary shares denominated in Sterling of no par value in the capital of the Company
“U.S. Dollars” or “US\$”	the lawful currency of the United States

NOTICE OF EXTRAORDINARY GENERAL MEETING ("EGM")

NB Global Floating Rate Income Fund Limited

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

(the "Company")

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN THAT that an extraordinary general meeting of the Company ("EGM") will be held at the registered office of the Company, Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 1GR on Monday, 4 November 2019 at 10 a.m. to consider and, if thought fit, to pass the following resolution, of which is proposed as a special resolution.

SPECIAL RESOLUTION

1. **THAT**, in accordance with section 315 of The Companies (Guernsey) Law, 2008, as amended (the "**Companies 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 Companies Law) of its Shares (as defined in the Company's Articles of Incorporation (the "**Articles**"; each article thereof an "**Article**") (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 Companies 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 4,534,327 U.S. Dollar Shares and 85,348,558 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 2020; 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.

BY ORDER OF THE BOARD

NB Global Floating Rate Income Fund Limited

Date: 16 October 2019

Registered Office:

Sarnia House
Le Truchot
St Peter Port
Guernsey
GY1 1GR

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Notes:

The Resolution is proposed as a special resolution. 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 31 October 2019 or, in the event that this Extraordinary General Meeting is adjourned, on the register of members of the Company 48 hours before the time of any adjourned Extraordinary General Meeting, will be entitled to attend or vote at the Extraordinary 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 31 October 2019 or, in the event that this Extraordinary General Meeting is adjourned, in the register of members of the Company 48 hours before the time of any adjourned Extraordinary General Meeting, will be disregarded in determining the rights of any person to attend or vote at the Extraordinary 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 Extraordinary General Meeting is entitled to appoint a proxy or proxies to exercise all or any of his or her rights to attend, to speak and vote instead of him or her in any of the following ways: (a) by logging on to www.signalshares.com and following the online instructions; (b) by requesting, completing and returning the Proxy Appointment; or (c) 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 Extraordinary General Meeting and voting in person if they so wish. A proxy need not be a member of the Company but must attend the Extraordinary General Meeting to represent you. If you wish your proxy to speak on your behalf at the Extraordinary 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 Extraordinary 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

You can vote either:

- by logging on to www.signalshares.com and following the instructions;
- You may request a hard copy form of proxy directly from the registrars, Link Asset Services, on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

To be valid a Proxy Appointment must be deposited, online, by hand or by post, at the offices of Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10:00 a.m. on 31 October 2019. If you prefer, you can return a Proxy Appointment from the UK in an envelope addressed to: FREEPOST PXS, 34 Beckenham Road, BR3 9ZA. 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 10:00 a.m. on 31 October 2019. 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 Link 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

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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 Link Asset Services no later than 10:00 a.m. on 31 October 2019. 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 Extraordinary 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 Link Asset Services (CREST participant RA10) by no later than 10:00 a.m. on 31 October 2019. 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 Link 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 Extraordinary General Meeting

Appointment of a proxy does not preclude you from attending the Extraordinary General Meeting and voting in person. If you have appointed a proxy and vote at the Extraordinary 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 Extraordinary General Meeting.

9. Questions at the Extraordinary General Meeting

The Directors will answer any questions raised at the Extraordinary 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.

11. Total voting rights

The total number of voting rights in the Company as at 15 October 2019 (being the last practicable date prior to the publication of this notice) is 819,898,342.

12. Quorum

The quorum for the Extraordinary 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 Extraordinary General Meeting within 30 minutes of the time appointed for the Extraordinary General Meeting, the Extraordinary 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.

13. 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 16 October 2019.

