

**NB GLOBAL MONTHLY INCOME FUND LIMITED**  
Notice of Annual General Meeting ("AGM")

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO NB GLOBAL MONTHLY 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 at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

**This Circular should be read as a whole. Your attention is drawn in particular to the letter from the Chair which is set out on pages 5 to 9 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 8 of this Circular.**

## NB Global Monthly 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 ("AGM")**

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 Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (ii) online via [www.signalshares.com](http://www.signalshares.com) ("**Signal Shares**"); (iii) in the case of CREST members, by utilising the CREST electronic proxy appointment service (details of which are contained in this Circular), or (iv) if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, in any case so as to be received by Link Group 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.

Please note 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 Group (contact details set out in note 3).

Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play.

Defined terms used in this Circular have the meanings ascribed to them in the section headed "Definitions" on page 10.

11 April 2023

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## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

### Expected Timetable of Principal Events

Latest time and date for receipt of Proxy Appointments for the AGM	12.30p.m. on 2 June 2023
AGM	12.30p.m. on 6 June 2023
Announcement of the results of the AGM	6 June 2023

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

Each of the times and dates referred to above and elsewhere in this document may be extended or brought forward at the discretion of the Company, in which case the revised time(s) and date(s) will be notified to Shareholders by public announcement.

## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

### Part I: Letter from the Chair

#### **NB Global Monthly Income Fund Limited**

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

Registered Office:  
1 Royal Plaza  
Royal Avenue  
St Peter Port  
Guernsey  
GY1 2HL

Directors:

Rupert Dorey (Chair)

Laure Duhot

David Staples

11 April 2023

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 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL. 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 2022, together with the reports of the directors and auditor (the “**Annual Report**”);
- (ii) to receive and approve the remuneration report included in the Annual Report;
- (iii) to receive and approve the Directors’ Remuneration Policy;
- (iv) to re-elect Mr Rupert Dorey, Ms Laure Duhot and Mr David Staples as Directors;
- (v) to re-appoint KPMG Channel Islands Limited as the Company’s independent auditor to hold office until the conclusion of the next annual general meeting of the Company;
- (vi) to authorise the Directors to determine the auditor’s remuneration;
- (vii) to approve the current dividend policy; and
- (viii) to authorise the Company to make market acquisitions of its own Shares.

## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

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 2022 be received and considered.

The Annual Report provides a detailed overview of the Company’s performance over the financial year ended 31 December 2022 and a 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 45 to 47 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 2022.

### 4. DIRECTORS’ REMUNERATION POLICY

Resolution 3, which is an ordinary resolution, seeks Shareholder approval of the Directors’ policy on remuneration, which is set out on page 46 of the Annual Report. Under the Companies Law, Guernsey-registered companies are not required to publish a Directors’ Remuneration Report. However, in consideration of best practices in corporate governance the Company has included details of its Directors’ remuneration within the Annual Report and an ordinary resolution will be proposed seeking shareholder approval of the Directors’ remuneration. This is an advisory rather than a binding vote.

### 5. ELECTION AND RE-ELECTION OF THE DIRECTORS

Resolutions 4, 5 and 6, which are ordinary resolutions, propose the annual re-election of each of Mr Rupert Dorey, Ms Laure Duhot and Mr David Staples as Directors in accordance with the AIC Code.

The Board consists of three independent non-executive Directors, including the Chair. The Remuneration and Nomination Committee carried out a Board evaluation in November 2022. During this evaluation, it was determined that each of the existing Directors continued to contribute to the overall effectiveness of the Board and that it is in the best interests of the Company that Mr Dorey, Ms Duhot and Mr Staples stand for re-election.

Having reviewed the performance of the Board and the leadership needs of the Company, the Board believes that Mr Dorey, Ms Duhot and Mr Staples should continue in their roles as Directors as they bring a breadth of current and relevant business expertise to the Board. The Board remains satisfied that the individual contributions of each Director standing for re-election are, and would continue to be, important to the Company’s ability to achieve its objectives during the remainder of its managed wind-down. Biographical details for each of the Directors standing for re-election and details of their individual contributions to the operation of the Board during the year are contained below:

#### **Rupert Dorey (Chair)**

Mr Dorey is a resident of Guernsey and has over 35 years of experience in financial markets. Mr Dorey was at Credit Suisse First Boston Limited for 17 years from 1988 to 2005 where he specialised in credit related products, including derivative instruments, where his expertise was principally in the areas of debt distribution, origination and trading, covering all types of debt from investment grade to high yield and distressed debt. He held a number of senior positions at Credit Suisse First Boston Limited, including establishing Credit Suisse First Boston Limited’s high yield debt distribution business in Europe, fixed income credit product coordinator for European offices and head of UK Credit and Rates Sales. Since 2005 he has been acting in a Non-Executive Directorship capacity for a number of hedge funds, private equity and infrastructure funds, for both listed and unlisted vehicles. Mr Dorey is a former President of the Guernsey Chamber of Commerce and is a member of the Institute of Directors.

Throughout the year Mr Dorey has continued to lead the Board. Prior to and following the change of investment policy approved at the EGM held in January 2023, Mr Dorey has engaged actively with the Company’s Investment Manager and Broker, and other key advisers to monitor progress following the change of policy, and the Board recommends that shareholders vote in favour of Mr Dorey’s re-election at the AGM.

#### **Laure Duhot (Chair of the Management Engagement Committee and the Remuneration and Nomination Committee)**

Laure Duhot is resident in the United Kingdom and brings over 35 years of professional experience in the investment banking and property sectors, specialising in alternative real estate assets, including investing in and the development of healthcare properties, private market rent (“PRs”),

## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

affordable housing and student and senior living across the UK and Europe. Ms Duhot has a proven track record in fund management, corporate finance, private equity and capital markets and previous senior roles include the European Investment Bank, Lehman Brothers, Macquarie Capital Partners, Sunrise Senior Living, Pradera, Grainger plc and Lendlease. Ms Duhot’s non-executive experience includes board positions at a number of investment funds and property companies, including Thames Valley Housing Group, the Guinness Partnership, MedicX Fund Limited and InLand Homes plc. Ms Duhot currently serves as a non-executive director of Primary Healthcare Properties PLC, Safestore PLC and more recently, Orpea SA, where she was recently appointed to the Board as part of the new team tasked with negotiating a major restructuring of the company.

During the year, Ms Duhot has held the position of Chair of the Management Engagement Committee and Chair of the Remuneration and Nomination Committee, leading the Board’s annual review of the Investment Manager and other key advisers, and the Board’s annual performance review, including a review of the Company’s Chair. It is intended that Ms Duhot continues in her roles as Chair of the Management Engagement Committee and Chair of the Remuneration and Nomination Committee, and the Board recommends that shareholders vote in favour of Ms Duhot’s reappointment at the AGM.

### **David Staples (Chair of the Audit and Risk Committee and Senior Independent Director)**

Mr Staples, a resident of Guernsey, is a fellow of the Institute of Chartered Accountants in England and Wales and an associate of the Chartered Institute of Taxation. He also holds the Institute of Directors’ Diploma in Company Direction.

Mr Staples was a partner for thirteen years of PricewaterhouseCoopers (“PwC”) and led the tax practice in the South East of England, advising several large family and owner-managed businesses. He was also a member of the management board of the firm’s London and South East Middle Markets Tax Practice. Since leaving PwC in 2003, Mr Staples has served on the boards of several listed companies as a non-executive director including MedicX Fund Limited and Duet Real Estate Finance Limited as chair of both. He was also, until recently, a director and audit committee chair of two other listed companies, Ruffer Investment Company Limited and Baker Steel Resources Trust Limited. Until 31 December 2022, he was chair of the general partner companies of the main global private equity funds advised by Apax Partners. He presently holds no other listed company directorships.

During the year, Mr Staples has continued to act as both Chair of the Company’s Audit and Risk Committee, and Senior Independent Director. Mr Staples has actively led the Audit and Risk Committee, engaging actively with the Company’s auditor KPMG Channel Islands Limited since their appointment as the Company’s appointed external auditor. It is intended that Mr Staples continues in his roles as Chair of the Audit and Risk Committee and Senior Independent Director, and the Board recommends that shareholders vote in favour of Mr Staples’ re-election at the AGM.

## **6. APPOINTMENT AND REMUNERATION OF THE AUDITOR**

Resolutions 7 and 8, which are ordinary resolutions, seek to reappoint KPMG Channel Islands Limited as the Company’s independent auditor and to authorise the Directors to determine the auditor’s remuneration.

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

KPMG Channel Islands Limited has expressed its willingness to continue to act as auditor to the Company.

## **7. DIVIDEND POLICY**

Resolution 9, which is an ordinary resolution, is a reconfirmation of the Dividend Policy, as set out in the Company’s circular to shareholders dated 20 December 2022 and as summarised below.

*Following the approval of the Proposals (as outlined in the circular to shareholders dated 20 December 2022) at the EGM held on 27 January 2023, the Company will move to paying dividends on a quarterly rather than monthly basis, with the first such dividend having been paid in relation to the period ended 31 March 2023. The Board intends to pay quarterly dividends where there is sufficient net income to do so. As the Managed Wind-down progresses, the Board anticipates that the income from the Portfolio will gradually reduce. As a result of this reduction, the Company may have insufficient net income to pay dividends.*

## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

### 8. REPURCHASE OF THE COMPANY’S SHARES

Resolution 10, which is an ordinary 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 or cancelled, at the discretion of the Board. 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 38,158,773 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 pence. 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. The Company holds, as at 6 April 2023, 76,083,114 Sterling Shares in treasury.

As at 6 April 2023 (the latest practicable date prior to the publication of this document), there were 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 and it is the present intention of the Directors to seek a similar authority annually.

### 9. RESOLUTIONS AND AGM

A notice convening the AGM to be held at 12:30 p.m. on 6 June 2023 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 10 of the Proposals to be voted on at the AGM are proposed as ordinary 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.

### 10. ACTION TO BE TAKEN

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

- (1) by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; alternatively, Link Group, the Company’s registrar, has launched a shareholder app: LinkVote+. It’s free to download via the Apple App Store or Google Play. Full details can be found on page 15.
- (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;
- (3) if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity please go to [www.proximity.io](http://www.proximity.io); or
- (4) in hard copy form by post, by courier or by hand to, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

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 Link Group 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.



## NOTICE OF ANNUAL GENERAL MEETING (“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 and are therefore likely to promote the success of the Company. The Board accordingly recommends all Shareholders vote in favour of the Resolutions to be proposed at the AGM.**

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 234,018 Shares.

Yours faithfully

Rupert Dorey

**Chair**

## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

### Part II: Definitions

“AIC Code”	The Association of Investment Companies Code of Corporate Governance
“Annual General Meeting” or “AGM”	The annual general meeting of the Company scheduled for 12:30 p.m. on 6 June 2023 (or any adjournment thereof), notice of which is set out at the end of this Circular
“Articles” or “Articles of Incorporation”	The articles of incorporation of the Company as amended or adopted from time to time, each article thereof an “Article”
“Annual Report”	The annual report and financial statements of the Company for the year ended 31 December 2022, together with the reports of the Directors and auditor
“Audit and Risk Committee”	The Board committee responsible for the provision of effective governance over the appropriateness of the Company’s financial reporting including the adequacy of related disclosures, the performance of the external auditor, and the management of the Company’s systems of internal financial and operating controls and business risks
“Board” or “Directors”	The board of directors of the Company
“Business Day”	A day on which the London Stock Exchange and banks in Guernsey are normally open for business
“Circular”	This document
“Companies Law”	The Companies (Guernsey) Law, 2008, as amended
“Company”	NB Global Monthly 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
“Company Secretary”	Sanne Fund Services (Guernsey) Limited
“CREST”	The relevant system as defined in the CREST Regulations in respect of which Euroclear UK & International Limited is authorised operator (as defined in the CREST Regulations) in accordance with which securities may be held in uncertificated form
“CREST Regulations”	The Uncertificated Securities (Guernsey) Regulations, 2009
“London Stock Exchange”	London Stock Exchange Group plc
“Listing Rules”	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
“Management Engagement Committee”	The Board committee responsible for reviewing the performance of all service providers (including the Investment Manager but excluding the external auditor)
“Proposals”	The items of business to be proposed at the AGM
“Proxy Appointment”	The appointment of a proxy on behalf of a Shareholder in accordance with the procedures described in this Circular
“Remuneration and Nomination Committee”	The Board committee responsible for identifying and nominating candidates to fill Board vacancies and for fixing the remuneration of the Directors
“Resolutions”	The ordinary resolutions and special resolution to be proposed at the AGM and contained in the notice of AGM in this Circular
“Shareholder”	A holder of Shares

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<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>“Signal Shares”</b>	<a href="http://www.signalshares.com">www.signalshares.com</a>
<b>“Sterling”</b>	The lawful currency of the United Kingdom
<b>“Sterling Shares”</b>	Shares denominated in Sterling

## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

# NB Global Monthly Income Fund Limited

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

(the “Company”)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of the Company (“AGM”) will be held at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL on 6 June 2023 at 12:30 p.m. to consider and, if thought fit, to pass the following resolutions, of which Resolutions 1 to 10 are proposed as ordinary resolutions.

### ORDINARY RESOLUTIONS:

1. **THAT** the annual report and financial statements for the year ended 31 December 2022, together with the reports of the Directors and auditor (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** the remuneration policy included in the Annual Report be hereby received and approved.
4. **THAT** Mr Rupert Dorey be re-elected as a Director of the Company.
5. **THAT** Ms Laure Duhot be re-elected as a Director of the Company.
6. **THAT** Mr David Staples be re-elected as a Director of the Company.
7. **THAT** KPMG Channel Islands Limited be reappointed as the independent auditor 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 auditor’s remuneration.
9. **THAT** the current Dividend Policy be approved.
10. **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 Sterling (“Sterling Shares”) hereby authorised to be acquired is 38,158,773 Sterling Shares or, if less, such other number of Shares that is equal to 14.99 per cent. of the 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 pence;
  - (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 2024; 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

## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

- (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

Sanne Fund Services (Guernsey) Limited  
Company Secretary

11 April 2023

**Registered Office:**

1 Royal Plaza  
Royal Avenue  
St Peter Port  
Guernsey  
GY1 2HL

## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

### Notes:

Resolutions 1 to 10 are proposed as ordinary resolutions. For an 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.

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 no later than close of business on 2 June 2023 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. Pursuant to the Articles, on a show of hands every member, excluding the holders of the treasury shares, present in person or by proxy shall have one vote on a show of hands, and one vote per Share on a poll. The register of members of the Company 48 hours before the meeting is also used for the purposes of calculating how many votes a holder of each Share may cast. Changes to entries on the register after no later than close of business on 2 June 2023 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 a paper Proxy Appointment form; (b) online via [www.signalshares.com](http://www.signalshares.com) (“Signal Shares”); (c) through the CREST electronic proxy appointment service (if they are users of CREST, including CREST personal members); or (d) electronically via the Proximity platform. Members who have lodged forms of proxy, or who have appointed a proxy through Signal Shares, CREST or Proximity, 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 Chair/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. 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.

If you need help with Signal Shares, the CREST or Proximity electronic proxy appointment services or would like to request a paper Proxy Appointment form, please contact our Registrars, Link Group, telephone 0371 664 0300 - Calls are charged at the standard geographic rate and will vary by provider. 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; email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

### 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.

Pursuant to the Articles, on a show of hands every member, excluding the holders of the treasury shares, present in person or by proxy shall have one vote on a show of hands, and one vote per Share on a poll. The register of members of the Company 48 hours before the meeting is used for the purposes of calculating how many votes a holder of each Share may cast.

### 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 Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 12:30 p.m. on 2 June 2023. If you prefer, you can return a Proxy Appointment from the UK in an envelope addressed to: FREEPOST PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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. The Directors may in their absolute discretion elect to treat as valid any instrument appointing a proxy which is deposited later than 12:30 p.m. on 2 June 2023. If the Directors so elect, the person named in such instrument of proxy shall be entitled to vote.

## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

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 Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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 Link Group no later than 12:30 p.m. on 2 June 2023. 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.

Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit, or at their discretion, or withhold from voting.

### 7. Electronic receipt of proxies via [www.signalshares.com](http://www.signalshares.com)

If you wish, you will be able to vote electronically using the link: [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate or is available from the Company’s registrar, Link Group. You can vote via [www.signalshares.com](http://www.signalshares.com) by logging on and selecting the ‘Proxy Voting’ link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC) (which can be found of your share certificate), family name and postcode (if resident in the UK).

Alternatively Link Group, the Company’s registrar, has launched a shareholder app: LinkVote+. It’s free to download and use, and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online, rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below:

Apple App Store



GooglePlay



### 8. Electronic receipt of proxies via CREST

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 & International 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 Group (CREST participant RA10) by no later than 12:30 p.m. on 2 June 2023. 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 Group 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(1) of The Uncertificated Securities (Guernsey) Regulations, 2009.

### 9. Proximity Voting

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 12:30p.m. on 6 June 2023 in order to be considered valid, or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

## NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

### 10. 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.

The Board encourages all Shareholders to vote by proxy at the AGM and to appoint the Chair of the meeting as their proxy in order to vote on the matters being considered at the AGM. Should you wish to attend the AGM in person, please contact the Company Secretary in advance of the meeting by email: [nbglobal@apexfs.group](mailto:nbglobal@apexfs.group) or by telephone on +44 (0)203 530 3600.

### 11. 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.

### 12. Website

A copy of the notice of the meeting, including these explanatory notes and the paper Proxy Appointment form are available at the registered office of the Company at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2H and on the Company’s website: [www.nbgmif.com](http://www.nbgmif.com)

### 13. Total voting rights

The total number of voting rights in the Company as at 6 April 2023 (being the last practicable date prior to the publication of this notice) is 178,478,418.

### 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. Constitution

To allow effective constitution of the AGM, if it is apparent to the Chair that no shareholders will be present in person or by proxy, other than by proxy in the Chair’s favour, the Chair may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chair.

### 16. Defined terms

Defined terms shall have the same meaning given to them in Part II of this document.