

NB DISTRESSED DEBT INVESTMENT FUND LIMITED
Notice of Annual General Meeting ("AGM")

NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

NB Distressed Debt Investment Fund Limited

(a closed-end investment Company limited by shares incorporated under the laws of Guernsey with registered number 51774)

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt about the content of this document, or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in the Company, you should send this document to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

Form of Proxy

Please note you will not receive a paper proxy form (“Form of Proxy”), but instead Shareholders are encouraged to appoint a proxy online via www.signalshares.com. 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).

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of NB Distressed Debt Investment Fund Limited (the “**Company**”) will be held at Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW on Thursday 25 June 2020 at 12:30 p.m. BST for the following purposes:

Ordinary Business – The following are proposed as ordinary resolutions

- (1) To receive and consider the Audited Annual Financial Report and Financial Statements for the year ended 31 December 2019, together with the Reports of the Directors and Auditors thereon (together the “Annual Report”).
- (2) To receive and approve the Directors’ Remuneration Report included in the Annual Report.
- (3) To re-elect Mr John Hallam as a Director of the Company.
- (4) To re-elect Mr Michael Holmberg as a Director of the Company.
- (5) To re-elect Mr Stephen Vakil as a Director of the Company.
- (6) To re-elect Mr Christopher Legge as a Director of the Company.
- (7) To re-appoint KPMG Channel Islands Limited as the independent auditor of the Company (the “Auditor”) to hold office until the conclusion of the next annual general meeting of the Company.
- (8) To authorise the Directors to determine the Auditor’s remuneration.
- (9) To approve the dividend policy of the Company as set out in the Company’s prospectus dated 28 January 2014.

Special Business – The following is proposed as an ordinary resolution

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- (10) **THAT**, in accordance with Section 315 of The Companies (Guernsey) Law, 2008, as amended (the “**Companies Law**”), the Company be and hereby is generally and unconditionally authorised to make one or more market acquisitions as defined in Section 316 of the Companies Law of each of its Ordinary Shares, New Global Shares and Extended Life Shares (each such term as defined in the Company’s articles of incorporation (together the “**Shares**”)) on such terms and in such manner as the Directors may from time to time determine, provided that:
- (i) the maximum aggregate number of Shares of any class hereby authorised to be acquired does not exceed 14.99 per cent. of the aggregate number of Shares of such class in issue at the date this resolution is passed;
 - (ii) the minimum price (exclusive of expenses) which may be paid for a Share of any class shall be 1 pence;
 - (iii) the maximum price (exclusive of expenses) which may be paid for a Share of any class is not more than an amount equal to the higher of (i) five per cent. above the average of the mid-market value of the Shares of the relevant class on the regulated market where the purchase is made for the five business days before the day the purchase is made and (ii) the higher of (a) the price of the last independent trade and (b) the highest independent bid for the Shares of the relevant class, on the regulated market when the purchase is made;
 - (iv) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company to be held in 2021 or on the date which is up to 18 months from the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may make a contract to purchase Shares of any class under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Shares of the relevant class pursuant to any such contract;
 - (v) Shares of any class bought back may be held in treasury in accordance with the Companies Law or be subsequently cancelled by the Company; and
 - (vi) this resolution revokes and replaces all unexercised authorities, but without prejudice to any contracts already made to acquire Shares of any class pursuant to such authorities prior to the date of the passing of this resolution which will or may be executed wholly or partly after the date of the passing of this resolution and the Company may make an acquisition of Shares pursuant to such a contract.

BY ORDER OF THE BOARD
Carey Commercial Limited
Company Secretary
21 April 2020

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

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 1 to 10 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.

1 Voting record date

The Company specifies that only those holders of Shares (as defined above) entered on the register of members of the Company as at close of business on 23 June 2020 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 (the “**Shareholders**”) may cast and such Shareholders shall be entitled on a poll to one vote in respect of each Share held by him. Holders of Class A Shares in the capital of the Company only have the right to receive notice of the AGM but hold no right to attend or vote at the AGM. Only holders of Ordinary Shares, New Global Shares and Extended Life Shares in the capital of the Company have the right to receive notice of and to attend and vote at the AGM. Changes to entries on the register after close of business on 23 June 2020 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 Form of Proxy; (b) online via www.signalshares.com (“**Signal Shares**”); or (c) through the CREST electronic proxy appointment service (if they are users of CREST, including CREST personal members). Members who have appointed a proxy through a Form of Proxy, Signal Shares or 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. 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.

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.

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6 Receipt and termination of proxies

If you do require a Form of Proxy, please contact our Registrars, Link Asset Services, on 0371 664 0300 from the UK (Calls are charged at the standard geographic rate and will vary by provider) or +44 371 664 0300 from outside the UK (Calls outside the United Kingdom will be charged at the applicable international rate) or email Link at enquires@linkgroup.co.uk. Please note that Link Asset Services are open between 09:00 and 17:30 BST, Monday to Friday excluding public holidays in England and Wales. To be valid, a Form of Proxy must be deposited, by hand or by post, at the offices of Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 12:30 p.m. BST on 23 June 2020. If you prefer, you can return a Form of Proxy from the UK in an envelope, addressed to FREEPOST PXS, 34 Beckenham Road, Beckenham 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 Company’s 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 12:30 p.m. BST on 23 June 2020. 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 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 12:30 p.m. BST on 23 June 2020. 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 Link Asset Services (CREST participant RA10) by no later than 12:30 p.m. BST on 23 June 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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(1) of The Uncertificated Securities (Guernsey) Regulations, 2009.

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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 Form of Proxy. 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.nbddif.com.

11 Total voting rights

The total number of voting rights in the Company as at 16 April 2020 (being the last practicable date prior to the publication of this notice) is 194,736,634.

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

13 COVID-19 and Stay at Home Measures

The Directors wish to reassure shareholders that the Company has considered the potential for impact on the AGM of the COVID-19 pandemic and restrictive measures in place as at the date of posting this Notice. At the time of writing, “stay at home” measures are in place in Guernsey and it is possible that restrictions around travel, both within and to and from the island, and public gatherings may remain in force on the scheduled date of the AGM, which could mean that it is not practicable to physically convene the AGM at the intended time and venue. The Board feels it is important to proceed with the AGM, noting that alternative practical arrangements may be required, such as an adjournment and possibly a change of time and venue. The Directors will continue to consider the latest instructions from relevant authorities in conjunction with guidance available from professional and regulatory bodies to ensure the AGM is held in accordance with its statutory requirements and with the Company’s Articles. May we finally take this opportunity to encourage shareholders to use the online voting facilities, rather than requesting a paper proxy card, as in the current circumstances we cannot guarantee that there will be staff at the office of the Registrar to receive post.

