# NB Private Equity Partners Limited

June 7, 2013

Dear Investor:

We are providing the enclosed information with respect to your investment in the class A shares of NB Private Equity Partners Limited ("NBPE").

NBPE is a PFIC for U.S. federal income tax purposes. Accordingly, a U.S. investor in NBPE is considered a U.S. shareholder in a PFIC. A U.S. shareholder is subject to the rules contained in Sections 1291 through 1297 of the Internal Revenue Code. A U.S. shareholder may elect to treat the arrangement as a Qualified Electing Fund ("QEF") pursuant to Section 1295(b) with respect to the shareholder's ownership interest in the PFIC. Once a QEF election is made, the election applies to all subsequent tax years.

Should a shareholder follow appropriate procedures and make a QEF election, the shareholder is taxed on the shareholder's proportionate share of earnings computed under U.S. tax principles for each year in which the fund is a PFIC. An electing U.S. shareholder reports the share of earnings from the PFIC by filing IRS Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund.

NBPE indirectly owns interests in other PFICs ("Subsidiary PFICs"). We received a Private Letter Ruling from the IRS under which U.S. shareholders in NBPE who make: (i) either a mark-to-market election or a QEF election with respect to NBPE; and (ii) a QEF election with respect to NB PEP Investments Limited ("NBPEPI") may treat the Subsidiary PFICs as QEFs (see PLR 200838003). In the event a U.S. shareholder does not make such elections with respect to both NBPE and NBPEPI, such shareholder may be subject to the excess distribution rules under Section 1291 with respect to their indirect interests in the Subsidiary PFICs.

The amounts reflected on the enclosed PFIC Annual Information Statement represent the shareholder's share of NBPE's ordinary earnings and net capital gain income for the tax year. As a shareholder, if a QEF election is effective, you should pick up your pro rata share of NBPE's income for the number of days during the year that you held the investment.

A shareholder who has made a QEF election may elect to defer paying the tax on the undistributed income of the PFIC, if any, on Form 8621. If this election is made under Section 1294 of the Code, the shareholder will be subject to an interest charge on the deferred tax.

Ordinary earnings from NBPE are not "qualified dividends," and thus are not eligible for the reduced rate of tax provided by the 2003 Jobs and Growth Reconciliation Tax Act.

A U.S. shareholder who received distributions during the fiscal year may receive IRS Form 1099-DIV from the trustee or paying agent stating the cash payment. A shareholder who has made a QEF election should be sure to avoid double-counting earnings from this investment.

It is suggested that the shareholders consult with their tax advisors and the offering documents to determine whether to make a QEF election with respect to their ownership interest in NBPE.

Sincerely,

Enclosures as stated

**PASSIVE FOREIGN INVESTMENT COMPANY (PFIC)**
**ANNUAL INFORMATION STATEMENT**

**NB Private Equity Partners Limited**
**325 North St. Paul Street, Suite 4900**
**Dallas, TX 75201**

*Equity Class: Class A Ordinary Shares*

1) The first and last day of the taxable year of NB Private Equity Partners Limited ("NBPE") to which the information statement applies are:

First Day: **December 1, 2011**
Last Day: **November 30, 2012**

2) The below amounts represent income for the entire Equity Class for the taxable year specified above. Shareholders should adjust the below income amounts by their appropriate percentage ownership.

| | Total for Class | Per Share | Per Share Per Day |
|---|---|---|---|
| **Ordinary Earnings** | $3,988,737 | 0.08132851 | 0.00022221 |
| **Net Capital Gain** | $31,161,643 | 0.63537155 | 0.00173599 |

3) The amount of cash and fair market value of other property distributed to you by NBPE during the taxable year specified in paragraph 1) is as follows:

| | Total for Class | Per Share | Per Share Per Day |
|---|---|---|---|
| **Distribution Amount** | NONE | NONE | NONE |

4) NBPE will permit you, in the event of a U.S. Internal Revenue Service audit, to inspect and copy the permanent books of account, records and such other documents as may be maintained by NBPE that are necessary to establish that NBPE's ordinary earnings and net capital gains, as provided in Section 1293(e) of the Internal Revenue Code, are computed in accordance with U.S. income tax principles.

**NB Private Equity Partners Limited**

By: _____

Title: Blake Rice, Authorized Signatory