NB Private Equity Partners Limited

NEUBERGER BERMAN

31 May 2013[1]

FUND OBJECTIVE

NB Private Equity Partners Limited ("NBPE" or "the Company") is a closed-end investment company registered under the laws of Guernsey managed by NB Alternatives Advisers LLC (the "Investment Manager"), an indirect wholly owned subsidiary of Neuberger Berman Group LLC.

Our investment objective is to produce attractive returns on capital by investing in direct yielding investments, co-investments and fund investments with a focus on capital efficient strategies while managing risk through portfolio diversification. NBPE pursues diversification across asset class, vintage year, geography, industry and sponsor.

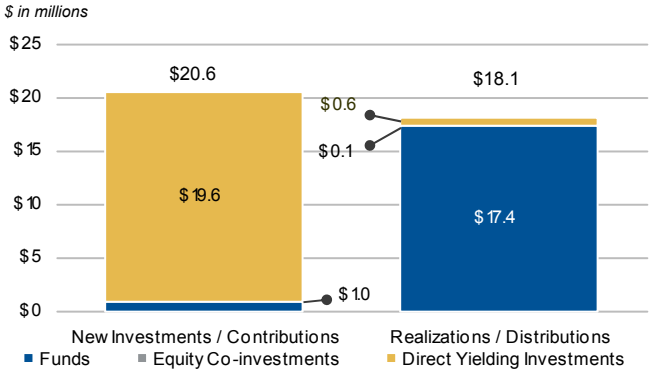
FUND MANAGER: NB ALTERNATIVES

- 26 years private equity investing experience
- Over $14.7 billion of commitments managed
- Stable team with ~60 investment professionals with global presence
- Investments with over 200 private equity firms

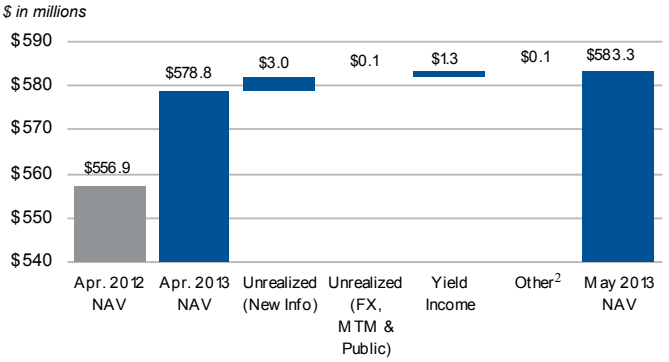
MANAGER COMMENTARY

During May, NBPE funded $19.6 million to one direct yielding investment, KIK Custom Products 2nd lien debt. In addition, NBPE invested $1.0 million into private equity fund investments and received $18.1 million of distributions. NBPE received approximately $17.4 million from our Fund portfolio with the largest distributions attributable to one Mid-cap Buyout fund, OCM Principal opportunities Fund IV, L.P., and two Special Situations funds, OCM Opportunities Fund VIIb, L.P. and Wayzata Opportunities Fund II, L.P. During the month of May, the Special Situations fund portfolio represented a meaningful portion of this distribution activity. In total, NBPE received $11.7 million from special situations funds during May.

PORTFOLIO ACTIVITY



BALANCE SHEET DEVELOPMENT



NET ASSET VALUE DEVELOPMENT

($ in millions, except per share data)

Summary of NAV of Ordinary Shares	31 May 2013 (Unaudited)	30 April 2013 (Unaudited, Restated)
Fund Investments and Fund of Funds Investments	$329.7	$343.8
Direct / Co-investments		
Direct Yielding Investments	$127.1	$107.1
Equity Co-investments	$137.7	$137.0
Total Direct / Co-investments	$264.8	$244.1
Total Private Equity Investments	**$594.5**	**$587.9**
Cash and Cash Equivalents	$63.3	$64.3
Credit Facility Outstanding	-	-
ZDP Share Liability, incl. Forward Currency Contract	($68.0)	($67.7)
Net Other Assets (Liabilities), incl. Minority Interest	($6.5)	($5.8)
Net Asset Value	**$583.3**	**$578.8**
Net Asset Value per Share *	**$11.95**	**$11.86**
Net Asset Value per Share Including Dividends *	**$12.15**	**$12.06**
Closing Share Price (Euronext Amsterdam)	**$8.95**	**$8.80**
Premium (Discount)	**(25.1%)**	**(25.8%)**
Summary of Private Equity Exposure		
Estimated Fair Value of Private Equity Investments	$594.5	$587.9
Unfunded Private Equity Commitments	$228.8	$225.5
Total Private Equity Exposure	**$823.3**	**$813.4**
Private Equity Investment Level	102%	102%
Cash +Undrawn Committed Credit Facility	$263.3	$264.3
Commitment Cover Ratio	115%	116%
(In £)		
Summary of the ZDP Shares		
ZDP Net Asset Value per Share **	**128.00p**	**127.23p**
Closing ZDP Share Price (LSE)	**142.25p**	**141.13p**
Premium (Discount)	**11.1%**	**10.9%**

ORDINARY SHARE INFORMATION

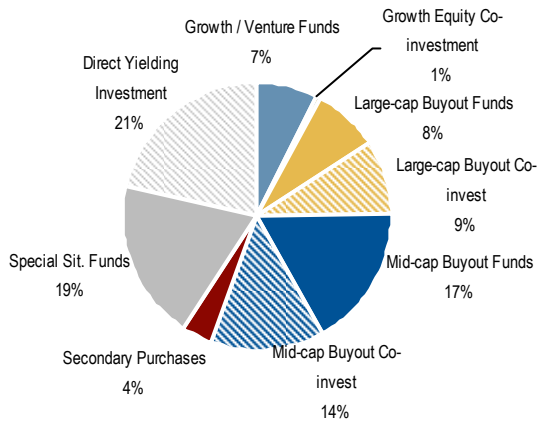
Trading Symbol:	NBPE
Exchanges:	Euronext & LSE
Euronext Admission Date:	25 July 2007
LSE Admission Date:	30 June 2009
Base Currency:	USD
Bloomberg Ticker:	NBPE NA, NBPE LN
Reuters Ticker:	NBPE.AS, NBPE.L
ISIN:	GG00B1ZBD492
Common:	030991001
Semi-annual Dividend:	$0.20 per Share
Annualized Dividend Yield: (As of 31 May 2013)	4.5% on share price, 3.3% on NAV

ZDP SHARE INFORMATION

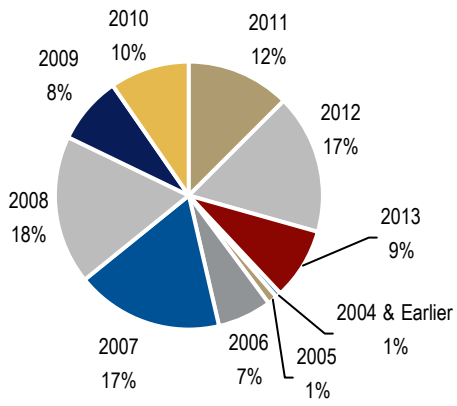
Trading Symbol:	NBPZ
Exchanges:	LSE & CISX
Admission Date:	1 December 2009
Base Currency:	GBP
Bloomberg Ticker:	NBPEGBP LN
Reuters:	NBPEO.L
ISIN:	GG00B4ZXGJ22
SEDOL:	B4ZXGJ2
GRY at Issuance:	7.3%
Share Life:	7.5 years to 31 May 2017
Capital Entitlement:	169.73 pence

** As of 31 May and 30 April 2013, there were 48,790,564 class A ordinary shares and 10,000 class B ordinary shares outstanding, with 3,150,408 class A ordinary shares held in treasury.*
*** As of 31 May and 30 April 2013, there were 32,999,999 ZDP shares outstanding.*

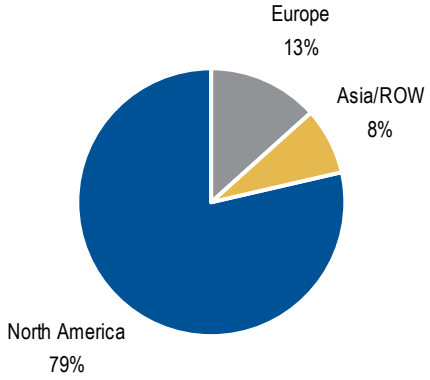
ASSET CLASS AND INVESTMENT TYPE BY FAIR VALUE [3,4]



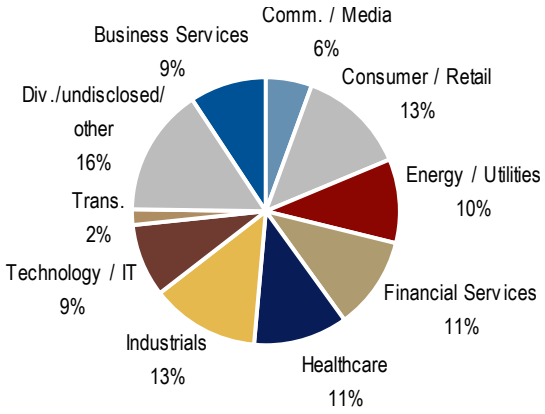
YEAR OF INVESTMENT BY FAIR VALUE [3,4]



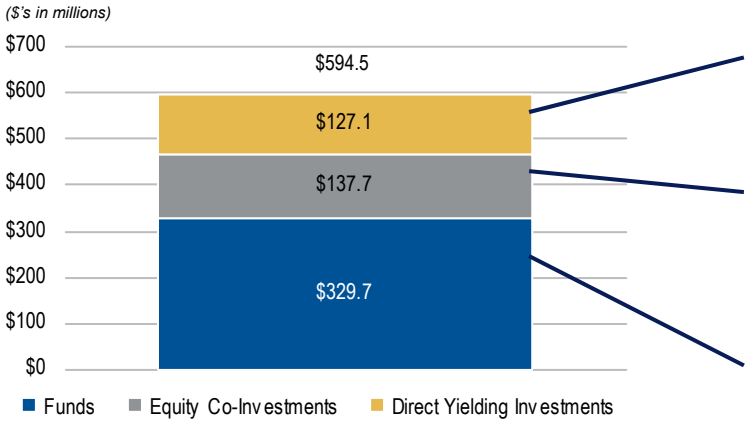
GEOGRAPHY BY FAIR VALUE [3,4]



INDUSTRY BY FAIR VALUE [3,4]



DIVERSIFICATION BY INVESTMENT TYPE

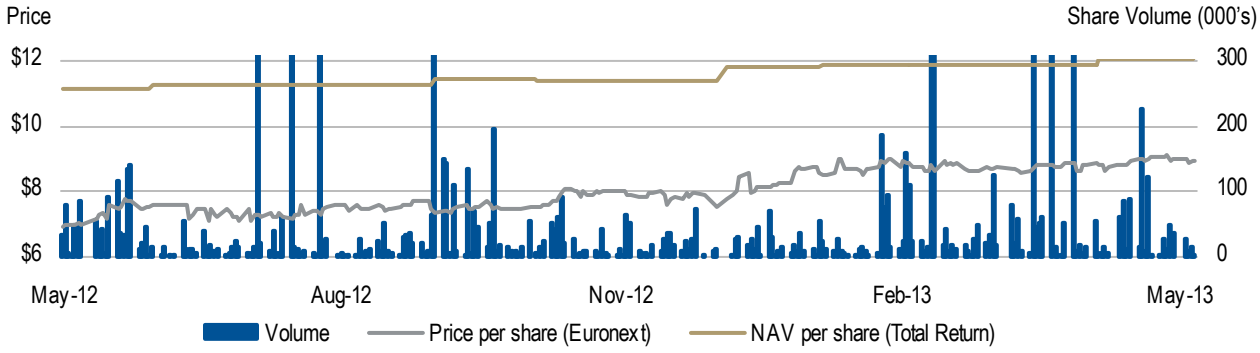


Top 3 Direct Yielding Investments by NBPE NAV
- KIK Custom Products 2nd Lien: 3-4% of NAV
- Heartland Dental Care: 3% - 4% of NAV
- CPG International: 2% - 3% of NAV

Top 3 Equity Co-investments by NBPE NAV
- Group Ark Insurance: 3% - 4% of NAV
- Sabre: 2% - 3% of NAV
- Capsugel: 1% - 2% of NAV

Top 3 Fund Investments by NBPE NAV
- NB Crossroads Fund XVIII Mid-cap Buyout: 5.0% of NAV
- NB Crossroads Fund XVII: 4.9% of NAV
- First Reserve Fund XI: 3.4% of NAV

LTM ORDINARY SHARE PRICE AND NAV PERFORMANCE (TOTAL RETURN) AND TRADING VOLUME



VALUATION METHODOLOGY

The Company carries its private equity investments on its books at fair value using the best information it has reasonably available to determine or estimate fair value. Publicly traded securities are valued based on quoted prices as of the last day of the relevant period less discounts to reflect legal restrictions, if any, that affect marketability. The Company determines such values for publicly traded securities held directly as well as known public positions held in the underlying private equity investments on a look-through basis. The Company estimates fair value for private interests based on a methodology that begins with the most recent information available from the general partner of the underlying fund or the lead investor of a direct co-investment, and considers subsequent transactions, such as drawdowns or distributions, as well as other information judged to be reliable that reports or indicates valuation changes, including realizations and other portfolio company events. The Company proactively re-values its investments before it has received updated information from the fund manager or lead sponsor if it becomes aware of material events that justify a change in valuation. If the Company concludes that it is probable an investment will be sold, the Company will adjust the carrying value to the amount the Company expects to realize from the sale, exclusive of transaction costs.

For debt investments, we estimate the enterprise value of each portfolio company and compare such amount to the total amount of the company's debt as well as the level of debt senior to our interest. Estimates of enterprise value are based on a specific measure (such as EBITDA, free cash flow, net income, book value or NAV) believed to be most relevant for the given company and compares this metric in relation to comparable company valuations (market trading and transactions) based on the same metric. In determining the enterprise value, we will further consider the companies' acquisition price, credit metrics, historical and projected operational and financial performance, liquidity as well as industry trends, general economic conditions, scale and competitive advantages along with other factors deemed relevant. Valuation adjustments are made if estimated enterprise value does not support the value of the debt security we are invested in and securities senior to our position.

If the principal repayment of debt and any accrued interest is supported by the enterprise value analysis described above, we will next consider current market conditions including pricing quotations for the same security and yields for similar investments. To the extent market quotations for the security are available, we will take into account current pricing and liquidity. Liquidity may be estimated by the spread between bid and offer prices and other available measures of market liquidity, including number and size of recent trades and liquidity scores. If we believe market yields for similar investments have changed substantially since the pricing of our security, we will perform a discounted cash flow analysis, based on the expected future cash flows of the debt securities and current market rates. We will also consider the maturity of the investment, compliance with covenants and ability to pay cash interest when estimating the fair value of our debt investment.

TRADING VOLUME AND SHARE REPURCHASE ACTIVITY

During the month of May, NBPE's aggregate trading volume on Euronext Amsterdam, the London Stock Exchange, and over-the-counter trading platforms was 839,193 shares, which represents an average daily trading volume of approximately 38,145 shares. The trading volume in May included approximately 404,174 shares traded over-the-counter and not reported on Euronext Amsterdam or the London Stock Exchange.

On 22 October 2010, we launched a new Share Buy-Back Programme in order to begin implementing the Capital Return Policy. The Share Buy-Back Programme is the subject of periodic review by the Board. The Board of Directors has approved an extension of the share buyback program from 31 May 2013 to 31 August 2013. Under the terms of the Share Buy-back Programme, Jefferies International Limited ("JIL") has been appointed to effect on-market repurchases of Shares on behalf of NBPE on Euronext Amsterdam and/or the Specialist Fund Market of the London Stock Exchange. Shares bought back under the Share Buy-Back Programme will be cancelled.

There were no shares repurchased during the month of May. As of 31 May 2013, there were 48,790,564 class A ordinary shares and 10,000 class B ordinary shares outstanding, with 3,150,408 class A ordinary shares held in treasury.

INVESTMENT MANAGER

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1. Figures provided are unaudited and subject to change. Certain numbers may not total due to rounding.
2. Other includes realized gains, investment income not classified as yield income, and expenses.
3. The diversification analysis by asset class and investment type is based on the fair value of underlying fund investments and direct/co-investments. The diversification analysis by year of investment, geography and industry is based on the diversification of underlying portfolio company investments at fair value as estimated by the Investment Manager. The year of investment is calculated at the portfolio company level and is defined as the date of capital deployment into a particular underlying investment. The diversification by year of investment also includes an allocation of net cash flows and valuation adjustments made since financial statements were last received from the investment sponsor. Accordingly, the actual diversification of the Company's investment portfolio and the diversification of the Company's investment portfolio on an ongoing basis may vary from the foregoing information.
4. Direct yielding diversification includes equity commitments made alongside mezzanine financings.

This document is not intended to be an investment advertisement or sales instrument; it constitutes neither an offer nor an attempt to solicit offers for the securities described herein. This report was prepared using financial information contained in NBPE's books and records as of the reporting date. This information is believed to be accurate but has not been audited by a third party. This report describes past performance, which may not be indicative of future results. NBPE does not accept any liability for actions taken on the basis of the information provided.

NBPE is registered with the Dutch Authority for the Financial Markets as a collective investment scheme which may offer participations in The Netherlands pursuant to article 2:66 of the Financial Markets Supervision Act (Wet op het financieel toezicht). All investments are subject to risk. Past performance is no guarantee of future returns. Prospective investors are advised to seek expert legal, financial, tax and other professional advice before making any investment decision. The value of investments may fluctuate. Results achieved in the past are no guarantee of future results.

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