
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this notice, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

When considering what action you should take, you are recommended to seek your own personal financial advice from a suitable adviser.

If you sell or have sold or transferred your shares in Butterfield Bank PCC Limited, you should hand this document and the documents accompanying it to the purchaser or agent through whom the sale was effected for transmission to the purchaser.

BUTTERFIELD BANK PCC LIMITED

(a protected cell investment company incorporated in Guernsey with registered number 51623 under the provisions of the Companies (Guernsey) Law 2008)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of the members of Butterfield Bank PCC Limited (the "Company") will be held at Sarnia House, Le Truchot, St Peter Port, Guernsey on Friday 4 November 2022 at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Financial Statements for the year ended 30 June 2022
2. To re-appoint BDO Limited as auditors of the Company
3. To authorise the directors to fix the remuneration of the Company's auditors
4. To renew the Directors' authority until the next Annual General Meeting of the Company to issue an unlimited number of shares as Management Shares or Participating Shares pursuant to Article 5.8 of the Company's Articles of Incorporation.

By order of the board

For and on behalf of
Sanne Fund Services (Guernsey) Limited
As Company Secretary

Date: 7 October 2022

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

Notes:

1. A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not also be a Member.
2. The form of proxy, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed, must be deposited at the office of the Company's registered office not later than forty-eight hours before the time appointed for holding the meeting.
3. Return of a completed form of proxy will not preclude a member from attending and voting personally at the meeting.
4. The notice sets out the resolutions to be proposed at the meeting. The meeting will be chaired by a person nominated by the members present in person or by proxy at the meeting. It is anticipated that the chair of the meeting will be Mr Shaun Robert or, in his absence, Mr Michel Davy.
5. The quorum for a meeting of the members is two or more members present In person or by proxy. A representative of a corporation authorised pursuant to Article 29.13 and present at any meeting of members shall be deemed to be a member for the purpose of counting towards a quorum.
6. If within half an hour from the time appointed for a meeting a quorum is not present, it shall stand adjourned to such later day and at such time and place as the Directors may determine.
7. 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, then 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.

FORM OF PROXY FOR USE BY MEMBERS OF THE COMPANY AT THE ANNUAL GENERAL MEETING CONVENED FOR FRIDAY 4 NOVEMBER 2022 AT 10.00 A.M.

I/We

(full name(s) in block capitals)

of

(address in block capitals)

hereby appoint

- 1 The Chair of the meeting or the Company Secretary, such appointment being determined at the Company Secretary's discretion (*see Note 1 below*)
or

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(name and address of proxy in block capitals)

as my/our proxy to attend, and on a poll, vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday 4 November 2022 at 10.00 a.m. and at any adjournment thereof.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting. *Please indicate which way you wish your proxy to vote by ticking the appropriate box alongside each resolution. (see note 2 below)*

ORDINARY RESOLUTIONS

	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1.To receive and adopt the Directors' Report and Financial Statements for the year ended 30 June 2022.				
2.To re-appoint BDO Limited as auditors of the Company.				
3.To authorise the directors to fix the remuneration of the Company's auditors.				
4.To renew the Directors' authority until the next Annual General Meeting of the Company to issue an unlimited number of shares as Management Shares or Participating Shares pursuant to Article 5.8 of the Company's Articles of Incorporation.				

Signature (*see Note 3 below*) Date..... 2022

BUTTERFIELD BANK PCC LIMITED
Company Number: 51623

NOTES:

1. If you wish to appoint as your proxy someone other than the chair of the meeting, cross out the words "the chair of the meeting" and write on the dotted line the full name and address of your proxy.
2. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
3. This form must be signed and dated by the member or his/her attorney duly authorised in writing. If the member is a company, it may execute under its common seal or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. To be valid, this form must be completed and lodged with Sanne Fund Services (Guernsey) Limited, Sarnia House, Le Truchot St. Peter Port, Guernsey, Channel Islands GY1 1GR, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, not less than 48 hours before the time fixed for holding the meeting.
5. The 'vote withheld' option is provided to enable you to abstain on any particular resolution however it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
6. 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, then 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.