

# The Bank of N.T. Butterfield & Son Limited

## ANNUAL GENERAL MEETING

### 1 May 2013

The 2013 Annual General Meeting of the Shareholders of The Bank of N.T. Butterfield & Son Limited (the "Bank") will be held at 4:00 p.m. on Wednesday, 1 May 2013 at the Princess Room of the Fairmont Hamilton Princess, 76 Pitts Bay Road, Pembroke HM 08 Bermuda. A Notice and Agenda has been mailed to all Shareholders of record.

## AGENDA

1. To receive and adopt the financial statements for the year ended 31 December 2012 and auditor's report thereon.
2. To appoint Messrs. PricewaterhouseCoopers as auditor, and to authorise the Board of Directors, acting by the Audit Committee, to set their remuneration.
3. To fix the number of Directors at twelve.
4. Subject to the approval of proposal 6, to elect each of the following individuals as a Director, to hold office until the close of the 2014 Annual General Meeting or until his successor is elected or appointed:

Alastair Barbour	Wendall Brown	Victor Dodig
Brendan McDonagh	Olivier Sarkozy	Barclay Simmons
Wolfgang Schoellkopf	Richard Venn	John Wright
5. To authorise the Board of Directors to fill the vacancies on the Board as and when it deems fit.
6. To amend the Bye-laws of the Bank in accordance with the proposals described in the Proxy Statement mailed to Shareholders.
7. To generally and unconditionally authorise the Board of Directors, in accordance with the Bank's Bye-laws, to issue, allot or grant options, warrants or similar rights over or otherwise dispose of all the authorised but unissued share capital of the Bank to such person(s), at such times, for such consideration and upon such terms and conditions as the Board of Directors may determine.

### BY ORDER OF THE BOARD OF DIRECTORS

Brendan McDonagh  
Chairman of the Board

31 March 2013  
Hamilton, Bermuda