

The Bank of N.T. Butterfield & Son Limited

ANNUAL GENERAL MEETING

28 April 2017

The 2017 Annual General Meeting of The Bank of N.T. Butterfield & Son Limited (the "Bank") will be held at 10:00 a.m. on Friday, 28 April 2017 at the Tradewinds Auditorium, Bermuda Underwater Exploration Institute (BUEI), 40 Crow Lane, East Broadway, Pembroke Bermuda. A Notice and Agenda has been mailed to all shareholders of record as of 16 March 2017.

AGENDA

1. To receive and adopt the financial statements for the year ended 31 December 2016 and auditor's report thereon.
2. To appoint PricewaterhouseCoopers as auditor, and to authorise the Board of Directors, acting through the Audit Committee, to set their remuneration.
3. To fix the number of Directors at twelve.
4. To elect each of the following individuals as a Director, to hold office until the close of the 2018 Annual General Meeting or until his or her successor is elected or appointed:

E. Barclay Simmons
James Burr
Wolfgang Schoellkopf

Michael Collins
Caroline Foulger
John Wright

Alastair Barbour
Conor O'Dea
David Zwiener

5. To authorise the Board of Directors to fill the vacancies on the Board as and when it deems fit.
6. To generally and unconditionally authorise the Board of Directors, in accordance with the Bank's Bye-laws, to dispose of or transfer all or any treasury shares, and 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,

Mr. E. Barclay Simmons
Chairman of the Board

27 March 2017
Hamilton, Bermuda