

Important Notice, by BUTTERFIELD.



The Bank of N.T. Butterfield & Son Limited

ANNUAL GENERAL MEETING August 12, 2020

MEETING TO BE VIRTUAL ONLY

The 2020 Annual General Meeting of The Bank of N.T. Butterfield & Son Limited (the "Bank") will be held at 10:00 a.m. on Wednesday, August 12, 2020. **Due to public health concerns related to COVID-19, and in the interest of protecting shareholders and employees, the Meeting will be virtual only.** Shareholders cannot attend in person.

Shareholders of record as of the close of business on May 18, 2020 are entitled to attend the online meeting by visiting www.virtualshareholdermeeting.com/NTBBH2020 beginning at 9:45 a.m. on **August 12, 2020**.

A Notice and Proxy Statement have been mailed to all shareholders of record as of May 18, 2020. To enter the meeting, shareholders will need to use the 16-digit control number included with those proxy materials. A copy of the meeting agenda, proposals to be voted on and the rules of conduct for the meeting will be available on the site. Shareholders will have the opportunity to ask the presenters questions related to the business of the Annual General Meeting using the online portal.

PROPOSALS

1. To appoint PricewaterhouseCoopers Ltd. as the independent auditor of the Bank, and to authorize the Board of Directors of the Bank, acting through the Audit Committee, to set their remuneration.
2. To elect each of the following individuals as a Director, to hold office until the close of the 2021 Annual General Meeting, or until his or her successor is duly elected or appointed:

Michael Collins

Alastair Barbour

James Burr

Michael Covell

Leslie Godridge

Mark Lynch

Conor O'Dea

Jane Schreuder

Michael Schrum

Pamela Thomas-Graham

John Wright

3. To generally and unconditionally authorize the Board of Directors to dispose of or transfer all or any treasury shares, and to allot, issue or grant (i) shares; (ii) securities convertible into shares; or (iii) options, warrants or similar rights to subscribe for any shares or such convertible securities, where the shares in question are of a class that is listed on the Bermuda Stock Exchange ("BSX shares"), provided that the BSX shares allotted and issued pursuant hereto are in aggregate less than 20% of the share capital of the Bank issued and outstanding on the day before the 2020 Annual General Meeting, to such person(s), at such times, for such consideration and upon such terms and conditions as the Board of Directors may determine.

We encourage you to vote your shares prior to the Annual General Meeting.

BY ORDER OF THE BOARD OF DIRECTORS,

Mr. Michael Collins
Chairman and Chief Executive Officer
July 28, 2020
Hamilton, Bermuda

To change or update your mailing address for the receipt of Butterfield shareholder materials, or to register for electronic delivery of shareholder materials, please send a letter (with details and signature) to our registrar, MUFG Fund Services (Bermuda) Limited, Attention: Cindy Adams, 4th Floor North, Cedar House, 41 Cedar Avenue, Hamilton, HM 12, Bermuda or via e-mail to bntbshareholders2@mfsadmin.com.

butterfieldgroup.com

