



The Bank of N.T. Butterfield & Son Limited Annual General Meeting

August 12, 2020

Rules of Conduct

Welcome to Butterfield’s 2020 Annual General Meeting (the “Meeting”). This year our Meeting is taking place in a virtual-only format, and our goal is to conduct a virtual meeting that approximates an in-person experience for our shareholders. Kindly observe the following Rules of Conduct.

Admission to the Meeting

- Only shareholders as of the close of business on May 18, 2020, the record date, or their duly authorized proxies, are entitled to submit questions and vote the Meeting. Shareholders may vote until the polls close.
- The polls will close after the presentation of Proposal 3.
- Guests are not allowed to log-in or listen to the meeting

Business of the Meeting

- The business of the meeting will be taken up as set forth in the Agenda.
- The only business matters to be conducted at the Meeting are the matters set forth in the Notice of Annual General Meeting and Proxy Statement dated July 17, 2020.

Chair to Preside over Meeting

- The Chair has the sole authority to preside over the Meeting. He will set the order of business and determine which questions are appropriate. Any decision of the Chair at the meeting will be final.
- In the event of a technical malfunction or other significant problem that disrupts the Meeting, the Chair may adjourn, recess, or conclude the Meeting, or take such other action as the Chair determines is appropriate in light of the circumstances.

Shareholder Questions

- We welcome questions from shareholders. Shareholders participating in the Meeting live via webcast may submit questions in writing during the Meeting. Alternatively, shareholders participating by telephone may ask a question once the Q&A session has commenced by pressing \*1 to be placed into the queue.
- Appropriate questions submitted by shareholders will be read during the question and answer portion of the Meeting; however if multiple questions are submitted on the same topic we will



summarize and respond collectively. Depending on the number of questions submitted, we may not be able to answer all questions during the Meeting.

- Shareholders' views, constructive comments and criticisms are welcome, but during the Meeting we will not address questions that:
  - Do not related directly to the business of Butterfield;
  - Are repetitious or have already been made by other persons;
  - Are of an inappropriate personal nature or are otherwise disrespectful or use offensive language;
  - Relate to a personal grievance, individual service or complaint or are in furtherance of the shareholders' personal or business interests;
  - Are not a matter of shareholder interest generally.

Thank you for your cooperation and for joining Butterfield's 2020 Annual General Meeting.