

NB Aurora S.A SICAF-RAIF
Société anonyme
Société d'investissement à capital fixe
Fonds d'investissement alternatif réservé
Registered Office: 28-32 Place de la gare, L-1616 Luxembourg
RCS Luxembourg: B 218.101
(the "Company")

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD AT THE REGISTERED OFFICE OF THE COMPANY
ON 26 MARCH 2020**

On 26 March 2020, was held the annual general meeting of the shareholders of the Company (the "Meeting").

The Meeting opened at 10.00 a.m. CEST with Antonio IRENE, professionally residing in Luxembourg, in the chair.

The chairman designated Gaëtan BOUILLIEZ professionally residing in Luxembourg as secretary.

The Meeting elects Sébastien SCHAACK, professionally residing in Luxembourg as scrutineer.

All present and agreed.

The board of the Meeting having thus been constituted, the chairman declares:

- that the shareholders present or represented and the number of shares held by them are entered on an attendance list attached to these minutes and duly signed by the shareholders present, the proxies of the shareholders represented and the board of the Meeting;
- that pursuant to the attendance list, 1.3 % of the share capital is present or represented at the present Meeting;
- that the present Meeting is duly constituted and can therefore validly deliberate on the following agenda:

AGENDA

1. To hear the reports of the board of directors and of the independent auditor of the Company in respect of the annual accounts for the financial year ended 31 December 2019;
2. To approve the annual accounts for the financial year ended 31 December 2019;
3. To approve and to decide on the allocation of the results for the financial year ended 31 December 2019;
4. To grant discharge to the members of the board of directors for the financial year ended 31 December 2019 and to approve their remuneration for 2020;
5. To reappoint *KPMG Luxembourg, société coopérative*, as independent auditor of the Company;
6. Miscellaneous.

Having duly considered each item of the agenda, the Meeting unanimously takes the following resolutions:

First resolution

The Meeting acknowledges and to the extent necessary, approves both reports of the board of directors and of the independent auditor of the Company for the annual accounts for the financial year ended 31 December 2019.

Second resolution

The Meeting approves the annual accounts for the financial year ended 31 December 2019, as presented by the board of directors, showing a profit of EUR 1,014,916.

Third resolution

The Meeting approves and decides on the allocation of the results for the financial year ended 31 December 2019 as well as the allocation of the legal reserve for the amounts as presented below:

Result brought forward from the previous year	EUR	3,407,675
Profit for the financial ended on 31.12.2019	EUR	1,014,916
Reversal of unavailable reserve	EUR	26,391,987
Allocation to the legal reserve	EUR	(50,746)
Payment of dividend (gross amount)	EUR	(18,955,294.12)
Result brought forward	EUR	11,808,538

The Meeting approves and decides to distribute, according to the listing prospectus and according to article 38.3 of the articles of association of the Company, a total ordinary dividend of Euro 18,955,294.12 million, of which Euro 15,900,000 to holders of class A shares, Euro 3,002,294.12 to holders of class B shares and Euro 53,000 to holders of special shares. This implies a dividend of Euro 1.060000 per share for listed shares. The coupon detachment date is the day 30 March 2020, record date dividend on 31 March 2020 and, as the date from which the dividend is paid (payment date), the day 1 April 2020.

Fourth resolution

The Meeting grants discharge to the board members for the execution of his or her mandate according to the following period:

- Mrs. Maria Pierdicchi for the period from January 01st, 2019 to October 08th, 2019 (date of her resignation);
- Mr. Galeazzo Pecori Giraldi for the period from December 02nd, 2019 (date of his appointment by the ordinary general meeting of the shareholders), to December 31st 2019, and;
- Mr. Francesco Moglia, Mr. Karl Pardaens, Mrs. Patrizia Polliotto, Mr. Alessandro Spada for the financial year ended December 31st 2019.

The Meeting approves the remuneration for 2019 of the directors for a gross amount not higher than EUR 120,000 noting that the allocation of this amount to each director will be decided by the board of directors of the Company.

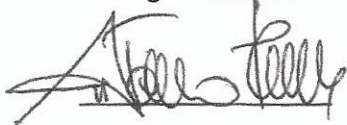
Fifth resolution

The Meeting resolves to renew the mandate of KPMG Luxembourg, *société coopérative* as independent auditor of the Company for a period of one year ending at the annual general meeting of shareholders approving the annual accounts for the financial year ending on 31 December 2020.

Sixth resolution

The general meeting decides to give full powers to any employee of Société Générale Luxembourg to undertake the necessary action(s) required to file and register Annual Accounts and the changes mentioned in these resolutions with the Luxembourg Trade and Companies' Register and to proceed with any required publication in the *Recueil Electronique des Sociétés et Associations (RESA)*.

There being no other business, the Meeting closed at 10.30 a.m. CEST.



Antonio IRENE
Chairman




Gaëtan BOUILLIEZ
Secretary



Sébastien SCHAACK
Scrutineer

NB Aurora S.A. SICAF-RAIF
Société anonyme
Société d'investissement à capital fixe
Fonds d'investissement alternatif réservé
Registered Office: 28-32 Place de la gare, L-1616 Luxembourg
RCS Luxembourg: B 218101
(the "Company")

**ATTENDANCE LIST OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD AT THE REGISTERED
OFFICE OF THE COMPANY ON 26 MARCH 2020**

Shareholder	Number of Shares	Signature of shareholder or proxyholder
NB Alternatives Advisers LLC	50,000 Special Shares	
Neuberger Berman Europe Limited	75,000 class B shares	
Sunrise SS	75,000 class B shares	
TOTAL	200,000 Shares representing in total 1.3 % of the share capital issued on March 12 th , 2020 at 24.00 CEST	

**DETAILS OF THE VOTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD AT THE REGISTERED
OFFICE OF THE COMPANY ON 26 MARCH 2020**

AGENDA	DECISIONS OF THE SHAREHOLDERS			COMMENTS
	YES	NO	ABSTENTION	
To hear the reports of the board of directors and of the independent auditor of the Company in respect of the annual accounts for the financial year ended 31 December 2019	No decision needed			
To approve the annual accounts for the financial year ended 31 December 2019	200,000 100,00% representing in total 1.3 % of the share capital issued on March 12th, 2020 at 24.00 CEST	0 0,00%	0 0,00%	With the required majority the general meeting of shareholders resolved agenda item 2
To approve and to decide on the allocation of the results for the financial year ended 31 December 2019	200,000 100,00% representing in total 1.3 % of the share capital issued on March 12th, 2020 at 24.00 CEST	0 0,00%	0 0,00%	With the required majority the general meeting of shareholders resolved agenda item 3
To grant discharge to the members of the board of directors for the financial year ended 31 December 2019 and to approve their remuneration for 2020	200,000 100,00% representing in total 1.3 % of the share capital issued on March 12th, 2020 at 24.00 CEST	0 0,00%	0 0,00%	With the required majority the general meeting of shareholders resolved agenda item 4
To reappoint <i>KPMG Luxembourg, société coopérative</i> , as independent auditor of the Company	200,000 100,00% representing in total 1.3 % of the share capital issued March 12th, 2020 at 24.00 CEST	0 0,00%	0 0,00%	With the required majority the general meeting of shareholders resolved agenda item 5
Miscellaneous	No decision needed			


Antonio IRENE
Chairman


Gaëtan BOUILLIEZ
Secretary


Sébastien SCHAACK
Scrutineer