**PROXY**

The undersigned,

**(company’s name)**, (type of company) incorporated and existing under the laws of (country) , having its registered office at (company address), being the holder of (written number of the holding of shares) (figures of the holding of shares) (class of shares) ordinary shares of **NB Aurora S.A SICAF-RAIF,** a *société anonyme* in the form of a *société d’investissement à capital fixe*, qualifying as a *fonds d’investissement alternatif réservé*, existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 28-32 Place de la gare, L - 1616 Luxembourg, Grand Duchy of Luxembourg registered with the Luxembourg Trade and Companies’ Register under number B 218.101 (hereinafter the “**Company**”),

hereby gives irrevocable proxy to Sébastien Schaack or any employee of the Fund Engineering Department of Société Générale Luxembourg, both professionally residing in Luxembourg and acting with full power of substitution, (both the “**Proxyholders**”, individually a “**Proxyholder**”)), in order to represent the undersigned at the annual general meeting of the shareholders of the Company to be held in Luxembourg March, 26th, 2020with 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,* asindependent auditor of the Company;
6. Miscellaneous.

The undersigned hereby confirms that (i) it has not waived all or part of its voting rights, (ii) none of its voting rights have been suspended and (iii) the exercise of any voting rights pursuant to this proxy does not result in a breach of any voting agreements to which it is a party.

All powers are given to any Proxyholder to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the Luxembourg Trade and Companies’ Register and to any publication, in particular on the *Recueil électronique des sociétés et associations*, while the undersigned promise(s) to ratify all said actions taken by any Proxyholder whenever requested.

The present proxy will remain in force if the general meeting is, for whatsoever reason, to be adjourned or postponed or if a second general meeting is to be convened in order to decide on the same agenda.

Any Proxyholder is entitled to vote at his discretion on any item added to the agenda and tabled to the shareholders meeting subsequently to the signing of this proxy.

This proxy shall be governed by and construed in accordance with the laws of the Grand Duchy of Luxembourg. The parties irrevocably agree that any disputes arising out of or in connection with this proxy shall be submitted exclusively to the courts of the city of Luxembourg, Grand Duchy of Luxembourg.

Done in (City), (Country), on , 2020.

**(Company’s name)**

By: …………………………………………

Title: …………………………………….