**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

Grand-Duché de Luxembourg

RCS Luxembourg: B 218101

(the “**Company**”)

***PROPOSED RESOLUTIONS TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 3 APRIL 2020 AT THE REGISTERED OFFICE OF THE COMPANY***

**AGENDA**

1. To cancel the Company’s private placement memorandum dated January 2018;
2. To approve the new listing prospectus;
3. Miscellaneous.

The Board of Directors of the Company proposes to the shareholders of the Company to vote in favor of the following draft resolutions:

**First resolution**

The Meeting noted that the Company is currently preparing the new listing prospectus in connection with the offering of statutory subscription rights (the “**Subscription Rights**”) to the existing shareholders of the Class A Ordinary Shares pursuant to article 5.4 of the articles of association of the Company and the private placement of any rump shares to be issued in connection with the offering of the Subscription Rights to MiFID II qualified investors after the exercise of the Subscription Rights during the relevant rights exercise period (the “**Prospectus**”).

It is noted that the intention is for the Prospectus to be the only issuing document of the Company pursuant to article 38 the law of 23 July 2016 on reserved alternative investment funds.

The Meeting resolved to cancel the Company’s private placement memorandum dated January 2018 and granted power to any director of the Company, each acting individually and with full power of substitution to execute, ratify and deliver or cause to be executed, ratified and delivered any and all agreements, notices or other documents and to do or cause to be done any and all such other acts and things as, in the opinion of any such director, may be necessary, appropriate or desirable in order to enable the Company to carry out fully and promptly the purposes and intent of the foregoing resolution.

**Second resolution**

The Meeting resolved to approve the Prospectus and the terms contained therein in the draft form available on the Company’s website and that such Prospectus, once final, shall be the only issuing document of the Company pursuant to article 38 the law of 23 July 2016 on reserved alternative investment funds and granted power to the board of directors of the Company to make such non-material amendments, as shall be required to finalise the Prospectus.

The Prospectus shall remain the sole issuing document of the Fund at all times, whether the Fund is effectively listed or not, and until the Prospectus is further updated or replaced.