

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 Duchy of Luxembourg
RCS Luxembourg: B 218.101
(the "**Company**")

**CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS TO BE
HELD AT THE REGISTERED OFFICE OF THE COMPANY**

Luxembourg, March 25th, 2021

Copy to: the registered shareholders, the members of the board of directors and the independent auditors

Dear shareholders,

The board of directors of the Company (the "**Board**") hereby invites you to attend the annual general meeting of the shareholders to be held at the registered office of the Company on April 26th, 2021 at 11.00 a.m. (Luxembourg time) (the "**AGM**").

Agenda

The AGM has the agenda as follows:

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 2020;
2. To approve the annual accounts for the financial year ended 31 December 2020;
3. To approve and to decide on the allocation of the results for the financial year ended 31 December 2020;
4. To grant discharge to the members of the board of directors for the financial year ended 31 December 2020 and to approve their remuneration for 2021;
5. To acknowledge and, to the extent necessary, to approve the candidates for the appointment of directors of the Company in accordance with article 26.1 of the articles of association of the Company;
6. To appoint the directors of the Company based on the list approved by the board of directors of the Company until the annual general meeting to be held in 2024;
7. To reappoint *KPMG Luxembourg, société coopérative*, as independent auditor of the Company;
8. Miscellaneous.

Quorum and Majorities

The AGM will deliberate validly regardless of the number of shares present or represented.

Decisions related to all items on the agenda of the AGM will be passed by a simple majority of the votes validly cast at the AGM.

Right to Amend the Content of the Agenda of the AGM

Pursuant to the law of 24 May 2011 on the exercise of certain rights of shareholders at general meeting of shareholders of listed companies, as amended (the "**Shareholders Rights Law**"), one or several shareholders representing at least five percent (5%) of the Company's share capital may request the adjunction of one or several items to the agenda of the AGM. Pursuant to article 4 of the Shareholders

Rights Law, such request shall be sent to the Company's registered office by registered letter at least twenty-two days prior to the holding of the AGM (i.e. 02 April 2021). In case such request entails a modification of the agenda of the AGM, the Company will publish the amended agenda as soon as possible upon receipt of the request on the Company's website http://www.nbaurora.com/?page_id=4070 and not later than fifteen days prior to the holding of the AGM (i.e. 9 April 2021).

Documents of the AGM

Copies of the proposals of the resolutions of the AGM as well as the documents related to the aforementioned items on the agendas will be on display for inspection by the shareholders on the Company's website (http://www.nbaurora.com/?page_id=4070) and at the registered office of the Company as from 25 March 2021.

Upon request to reportingservices.lux@sgss.socgen.com copies of the above-mentioned documents are going to be mailed to the shareholders.

Share Capital of the Company

The Company's issued share capital is set at two hundred forty five million eighty-one thousand one hundred fifty euros (EUR 245,081,150) represented by twenty-four million three hundred fifty-three thousand one hundred fifteen (24,353,115) class A ordinary shares, one hundred fifty thousand (150,000) class B ordinary shares and fifty thousand (50,000) special shares.

Each share entitles the holder thereof to one vote.

Right to Participate in of the AGM

According to Article 16.4 of the Articles and article 5 of Shareholders Rights Law, the record date for general meetings of shareholders of the Company has been set to fourteen (14) days prior to the date of the corresponding general shareholders' meeting. Therefore, any shareholder who holds one or more shares of the Company on 12 April 2021 at 24:00 (midnight) CET (the "**Record Date**") and registers for the AGM (please see below section "*Registration for the General Shareholders Meeting*") and provides the certificate specified below, shall be admitted to participate and vote in the AGM.

Due to the exceptional circumstances, in accordance with the Grand Ducal Regulation dated March 20th, 2020 amended by the law dated November 25th, 2020, shareholders wishing to attend the Meeting are able to participate in via conference call. They are requested to notify - for identification purposes – the Company's registrar agent by mail, by fax or by email (please see below) no later than the Record date. Via this notification and after validation from the Company's registrar agent, the shareholder will receive the dial-in details.

All shareholders wishing to participate (via conference call or by voting through proxy) in the AGM of the Company shall notify the Company thereof at the latest on the Record Date in writing by mail, fax or by e-mail.

Shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depositary or sub-depositary designated by such depositary should request from their operator or depositary or sub-depositary a certificate certifying the number of shares recorded in their account on the Record Date.

In addition to the aforementioned registration, to participate and vote at the AGM, such shareholders (whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depositary or sub-depositary designated by such depositary) shall submit a copy of the certificate via their custodian bank by mail, by fax or by e-mail to the Centralising Agent (please see below) no later than 24h before the AGM.

The Centralising Agent of the Company is the following:

Société Générale Luxembourg

Attn.: to the Registrar Agent

Operational Center

28-32, Place de la Gare

L-1616 Luxembourg

Grand-Duchy of Luxembourg

Fax: (00352) 479311 7449 / 7421 / 5337)

Email: reportingservices.lux@sgss.socgen.com

Any shareholder and/or proxy holder participating in the AGM in person shall carry proof of identity at the AGM.

Registration for the AGM

Shareholders wishing to participate in the AGM need to register by submitting their registration by mail, fax or by e-mail by 12 April 2021 at 24:00 (midnight) CET to the Centralising Agent of the Company at the address referred to above.

Registration forms are provided on the website of the Company http://www.nbaurora.com/?page_id=4070 which should be used. Shareholders having registered for the AGM may provide proxy in case they do not wish to participate in person in the AGM by April 21st, 2021 at 6 p.m. CET (see below section "*Representation*").

Representation to the AGM

In the event that any shareholder appoints another person, shareholder or not, as his proxy to vote on his behalf, the completed and executed proxy should be submitted by mail, fax or by email to the Centralising Agent of the Company no later than April 21st, 2021 at 6 p.m. CET and should be accompanied by the proof of shareholding.

Proxy forms remain valid if there is a change to the agenda of the AGM due to a shareholder's request.

Proxy forms provided on the website of the Company http://www.nbaurora.com/?page_id=4070 may be used and only signed proxy forms will be taken into account. One person may represent more than one shareholder.

Shareholders having submitted a proxy form and registered in due time but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or by cancelling the proxy form in writing to the Centralising Agent of the Company at the address referred to above.

Voting Forms of the AGM

In accordance with article 17.6 of the Articles no participation by voting form will be allowed at the AGM.

Language

The meeting will be held in English.

Yours faithfully,

For the board of directors

NB Aurora S.A. SICAF-RAIF

By: **Karl Pardaens**

Title: Director

A handwritten signature in black ink, appearing to be 'Karl Pardaens', written over the printed name. The signature is fluid and cursive, with a long horizontal stroke extending to the right.