

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 218101
(the “**Company**”)

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

Luxembourg, February 25, 2020

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 March 26th, 2020 at 10.00 a.m. (Luxembourg time) (the “**AGM**”).

Agenda

- (i) AGM

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 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.

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. 04 March 2020). 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=2359) and not later than fifteen days prior to the holding of the AGM (i.e. 11 March 2020).

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 (www.nbaurora.com/?page_id=2359) and at the registered office of the Company as from 25 February 2020.

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 one hundred fifty-one million five hundred fifty thousand euros (EUR 151,550,000) represented by fifteen million (15,000,000) 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 March 2020 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.

All shareholders wishing to participate (in person 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 Bank & Trust

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 March 2020 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=2359 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 20 March 2020 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 20 March 2020 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=2359 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 meetings will be held in English.

Yours faithfully,

For the board of directors

NB Aurora S.A. SICAF-RAIF

By: **Karl Pardaens**

Title: Director