

NB Aurora S.A. SICAF-RAIF
Société anonyme
société d'investissement à capital fixe
fonds d'investissement alternatif reserve
Registered Office: 28-32, Place de la Gare,
L-1616 Luxembourg, Grand Duchy of Luxembourg
RCS Luxembourg: B 218101

(the "**Company**")

**REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY (THE "BOARD") TO THE
SHAREHOLDERS RELATING TO THE PROCEDURE AND APPOINTMENT OF DIRECTORS**

Luxembourg, 21 June 2018

Dear shareholders,

As approved by the Board on 1 June 2018, we hereby submit to you our report regarding the procedure and the appointment of directors of the Company to be acknowledged and to the extent necessary, approved by the general meeting of shareholders to be held on 23 July 2018.

1. Acknowledgment of the process for the submission of a list of candidates

On 5 June 2018, the Board sent out a notice via Clearstream to the holders of special shares and the holders of class A ordinary shares of the Company in order to initiate the procedure set out in article 26.1 of the articles of association of the Company regarding the appointment of new directors, consisting in a first step of the submission a list of candidates the shareholders deem suitable for the position of a director of the Company.

Upon expiration of the submission deadline, no list of candidates had been received from the class A shareholders. Therefore and as provided by article 26.1 of the articles of association of the Company, the holders of special shares recommended and proposed to the Board, three (3) candidates.

2. Acknowledgment of the candidates proposed

The Board acknowledged the recommendations and proposals made by the holders of special shares and assessed the suitability of the candidates during its meeting held on 19 June 2018. In this regard, the Board had been provided with a passport copy, a curriculum vitae by each candidate, a declaration of independence for Mrs Patrizia Polliotto and Mr Alessandro Spada and has considered these documents. The Board has come to the conclusion that the three (3) candidates meet the criteria to be appointed as directors of the Company. The Board furthermore confirms that all candidates have accepted to be appointed as directors of the Company.

3. Proposed by the board

Following the foregoing the Board decided to propose to the general meeting of shareholders the appointment of the following candidates as directors of the Company:

Mrs. Patrizia Polliotto, is a cassationist lawyer specialized in business law, corporate law and contract law, she is the owner of the homonymous law firm based in Turin, Milan and Rome, that deals with civil and administrative matters, with particular reference to banking, corporate and insurance law. Alongside her main professional activity she is also Independent Director in listed and non-listed companies, member of ODV, Director in the Management Committee of Banking Foundation and Liquidator Commissioner appointed by the Italian Ministry of Economic Development, as well as speaker in conferences specialized in the sector.

Mr. Karl Pardaens, is member of the Brussels and Luxembourg Bars, is a partner of Elvinger Hoss Prussen SA since 2007. His principal fields of activity are corporate law, securitisation, capital markets, mergers and acquisitions, financial and securities law. He is highly recommended in all the major legal guides (Chambers & Partners (Global and Europe), Legal 500 and IFLR1000), and

Mr. Alessandro Spada, graduated in Law, in 1992 he joined VRV S.p.A., the family owned company specialized in design and manufacturing of pressure vessels and heat transfer equipment for the Oil & Gas, chemical, petrochemical and Cryogenic industries. He is President of VRV S.p.A. and he also holds roles within VRV Group. Since June 2017 he became Vicar Vice-President of Assolombarda Confindustria Milano Monza and Brianza for Medium Enterprises and since May 2009 he became Member of Executive Council of Confindustria (Italian Entrepreneurial Association).

4. Acceptance of candidates and resignation of one director

In the framework of such general meeting, the shareholders will be asked (i) to acknowledge, that the nomination process set out in article 26.1 of the articles of association has been complied with and the class A shareholders did not submit a list of candidates and (ii) to decide upon the appointment of Mrs. Patrizia Polliotto, Mr. Karl Pardaens and Mr. Alessandro Spada as directors of the Company.


The shareholders will also be asked to acknowledge that Mr Roberto Timo will resign as director of the Company with effect as of the date of the general meeting of shareholders.

The shareholders will further be asked to acknowledge that Mr Francesco Moglia and Mrs Maria Pierdicchi will remain directors of the Company.

The shareholders will finally be asked to acknowledge and to the extent necessary, approve that the composition of the Board will be as follows:

- Mr Francesco Moglia,
- Mrs Maria Pierdicchi (independent),
- Mrs Patrizia Polliotto (independent),
- Mr Alessandro Spada (independent), and
- Mr Karl Pardaens.

For the Board,


By: Francesco Moglia
Title: Chairman