**VOTING FORM**

The undersigned,

**(i) in the case of a company: [name]**, a **[form of company]** **[incorporated and]** existing under the laws of **[\*\*\*]**, registered with **[name of the registration authority]** under number **[\*\*\*]**, having its registered office at **[\*\*\*]**,

**or**

**(ii) in the case of a physical person: [first name] [name]**, born in **[\*\*\*]** on **[\*\*\*]**, residing in **[\*\*\*]**,

being the holder of [\*\*\*] ([\*\*\*]) shares of

**NB Aurora S.A. SICAF-RAIF**

a *société anonyme*, organized as a *société d’investissement à capital fixe*, qualifying as a *fonds d’investissement alternatif reserve* incorporated and existing under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies’ Register under number B218101, having its registered office at 28-32, Place de la Gare, L-1616 Luxembourg, Grand Duchy of Luxembourg (hereinafter the “**Company**”),

hereby declares it wishes by means of this voting form to participate at the general meeting of shareholders of the Company to be held at the registered office of the Company on April 30th 2019with 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 2018.
2. To approve the annual accounts for the financial year ended 31 December 2018;
3. To approve and to decide on the allocation of the results for the financial year ended 31 December 2018 as well as the creation of the legal reserve
4. To grant discharge to the members of the board of directors for the financial year ended 31 December 2018 and to approve their remuneration for 2018 and 2019.
5. To reappoint one director 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 2021.
6. To reappoint *KPMG Luxembourg, société coopérative,* asindependent auditor of the Company.
7. Miscellaneous.

The undersigned hereby confirms that (i) it has not waived all or part of his 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 he is a party.

The undersigned hereby votes as follows, with respect to all shares held by the undersigned, on the proposed resolutions of the general meeting of shareholders:

| **Resolution:** 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 2018 |
| --- |
| **No Decision needed here** |

| **Resolution:** To approve the annual accounts for the financial year ended 31 December 2018 | | | | | |
| --- | --- | --- | --- | --- | --- |
| **Decision** | | | | | |
| (please mark your decision by a cross in the corresponding space reserved to that effect below) | | | | | |
| **YES:** | | |  | | |
| **NO:** | | |  | | |
| **ABSTAIN:** | | |  | | |
|  | | **Resolution:** To approve and to decide on the allocation of the results for the financial year ended 31 December 2018.  Following the publication of the annual audited financial report, the board of directors recommends to the annual general meeting of the shareholders to allocate the result for the financial ended on 31 December 2018 as follows:   |  |  |  | | --- | --- | --- | | *Result brought forward from the previous year* | EUR | (84.100) | | Profit for the financial ended on 31.12.2018 | EUR | 52.655.693 | | Allocation to the legal reserve | EUR | 2.632.785 | | Allocation to an unavailable reserve | EUR | 27.622.175 | | Payment of dividends (gross amount)\* | EUR | 18.908.958 | | *Result to be carried forward to the following financial year* | EUR | 3.407.675 |      |  |  |  |  | | --- | --- | --- | --- | | **Decision**  (please mark your decision by a cross in the corresponding space reserved to that effect below) | YES | NO | ABSTAIN | | *Allocation of the results for the financial year ended 31 December 2018* |  |  |  | | *Allocation to the legal reserve* |  |  |  | | | | |
|  | **Resolution**: To grant discharge to the members of the board of directors for the financial year ended 31 December 2018 and to approve their remuneration for 2018 and 2019  The board of directors resolves to the annual general meeting of the shareholders to allocate a gross annual fee of EUR 150.000 of the Board of the Company, Control Risk Committee and delegate Mr Moglia to determinate the amount to be allocated at each member | | | |
|  | **Decision**  (please mark your decision by a cross in the corresponding space reserved to that effect below –) | | | |
|  | **Discharge** | | | **Delegation** |
|  | **Mr Alessandro SPADA** | | |  |
|  | **Mrs Patrizia POLLIOTTO** | | |  |
|  | **Mrs Maria PERDICCHI** | | |  |
|  | **Mr Karl PARDAENS** | | |  |
|  | **Mr Francesco MOGLIA** | | |  |

| **Resolution:** To reappoint one director 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 2021.  The Meeting resolves to acknowledge that (i) the procedure for the nomination of candidates set out in article 26.1 of the articles of association of the Company has been complied with and (ii) the following candidates have been proposed for nomination as directors of the Company |
| --- |
| **Decision** |
| (please mark your decision by a cross in the corresponding space reserved to that effect below ) |

**Mr Francesco MOGLIA**

or

**Mr James HARVEY**

| **Resolution:** To reappoint *KPMG Luxembourg, société coopérative,* asindependent auditor of the Company. |
| --- |
| **Decision** |
| (please mark your decision by a cross in the corresponding space reserved to that effect below ) |

*KPMG Luxembourg, société coopérative*

Any lack of choice in one or more of the various voting options provided above on a signed voting form or any contradictory choice on such form will be considered as abstention for the relevant resolution. The present voting form 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.

The present voting form cannot be revoked and must be returned no later than on **April 22nd 2019** at 18:00 (CEST) by mail, fax or e-mail to address indicated in the convening notice.

This voting form and the rights, obligations and liabilities of the undersigned hereunder shall be governed by the laws of the Grand Duchy of Luxembourg. Any disputes arising out of or in connection with this voting form shall be submitted exclusively to the courts of the city of Luxembourg, Grand Duchy of Luxembourg, and each of the undersigned and the Company submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

Done in **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2019.

**In case of a company:**

By:

Title: