



**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**")

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

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Luxembourg, **June 21<sup>st</sup>, 2018**

***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 hereby invites you to attend a general meeting of the shareholders (the "**General Meeting**"). The General Meeting will be held at the registered office on **July 23<sup>rd</sup> 2018 at 10.00 CEST**.

The General Meeting has the following agenda:

**AGENDA**

1. Acknowledgment and acceptance of the resignation of Roberto Timo from his mandate as director of the Company with immediate effect;
2. Acknowledgement and to the extent necessary, approval of the candidates for the appointment of directors of the Company in accordance with article 26.1 of the articles of association of the Company;
3. Appointment of the directors of the Company;
4. Miscellaneous.

**Quorum and Majorities**

Pursuant to the Company's articles of association and the law, the General Meeting will deliberate validly regardless of the number of shares present or represented. Decisions related to all items on the agenda of the General Meeting will be passed by a simple majority of the votes validly cast at the General Meeting.

**Right to Amend the Content of the Agenda**

Pursuant to the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies (the "**Luxembourg Shareholders' Rights Law**"), which implements the European Union Directive on Shareholders' Rights (2007/36/EC) and involves, among others, certain stipulations to the procedures for calling and conducting general shareholders' meetings, 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 General Meeting, provided that the request is accompanied by a justification of or draft resolution(s). Pursuant to Article 4 of the Luxembourg Shareholders' Rights Law, such request and justification of or draft resolution(s) must be received at the Company's

registered office by registered letter or by e-mail (to the attention of the transfer agent of the company on behalf of the board of directors, 28-32, Place de la Gare, L-1616 Luxembourg, Grand Duchy of Luxembourg) or electronic means (to: [reportingservices.lux@sgss.socgen.com](mailto:reportingservices.lux@sgss.socgen.com)) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, i.e. on July 01<sup>st</sup>, 2018, accompanied by a proof of the shareholding of such shareholder(s) and the address or e-mail address which the Company may use in order to deliver the acknowledgment of receipt of such request. The Company must acknowledge reception of such request within forty-eight (48) hours of receipt of such request. In case such request entails a modification of the agenda of the relevant general shareholders' meeting, the Company is going to make an amended agenda available at the latest fifteen (15) days prior to the relevant general meeting, i.e. by July 08<sup>th</sup>, 2018.

### **Documents**

Copies of the proposals of the resolutions of the General Meeting as well as the documents related to the aforementioned items on the agenda will be on display for inspection by the shareholders on the Company's website [www.nbaurora.com/?page\\_id=2359](http://www.nbaurora.com/?page_id=2359) and at the registered office of the Company as from June 22<sup>th</sup>, 2018 .

Upon request to [reportingservices.lux@sgss.socgen.com](mailto: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 the General Shareholders Meeting**

According to Article 5 of the Luxembourg Shareholders' Rights Law, the record date for general meetings of shareholders of listed companies incorporated under the laws of the Grand Duchy of Luxembourg 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 July 07<sup>th</sup>, 2018 at 24:00 (midnight) CEST (the "**Record Date**") and registers for the General Meeting (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 General Meeting.

All shareholders wishing to participate (in person, or by voting through proxy or voting form) in the General Meeting 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 depository or sub-depository designated by such depository should request from their operator or depository or sub-depository 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 in the General Meeting, such shareholders (whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository) 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) in the period from July 07<sup>th</sup>, 2018 at 24:00 (midnight) CEST until July 15<sup>th</sup>, 2018 at 24:00 (midnight) CEST.



The Centralising Agent of the Company is the following:

***Société Générale Bank & Trust***

***Attn.: to the Registrar Agent***

***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](mailto:reportingservices.lux@sgss.socgen.com)***

Any shareholder and/or proxy holder participating in the general shareholders' meeting in person shall carry proof of identity at the General Meeting.

### **Registration for the General Meeting**

Shareholders wishing to participate in the General Meeting need to register by submitting their registration by mail, fax or by e-mail by July 07<sup>th</sup>, 2018 at 24:00 (midnight) CEST to the Centralising Agent of the Company at the address referred to above.

Registration forms are provided on the website of the Company [www.nbaurora.com/?page\\_id=2359](http://www.nbaurora.com/?page_id=2359) which should be used. Shareholders having registered for the General Meeting may provide proxy or voting forms in case they do not wish to participate in person in the General Meeting by July 15<sup>th</sup>, 2018 at 18.00 CEST (see below section "*Representation*").

### **Representation**

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 July 15<sup>th</sup>, 2018 at 18.00 CEST and should be accompanied by the proof of shareholding.

Proxy forms provided on the website of the Company [www.nbaurora.com/?page\\_id=2359](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**

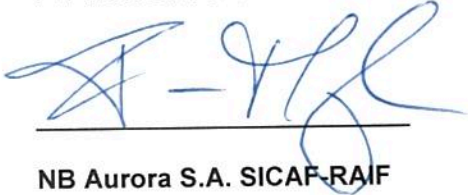
Shareholders having registered for the General shareholders Meeting but who do not wish to participate in person may also vote through a voting form. The voting form may be submitted by mail, by fax or by e-mail to the Centralising Agent of the Company no later than July 15<sup>th</sup>, 2018 at 18.00 CEST and should be accompanied by the proof of shareholding (see above section "*Right to Participate in General Shareholders Meeting*"). Only voting forms provided by the Company on its website [www.nbaurora.com/?page\\_id=2359](http://www.nbaurora.com/?page_id=2359) may be used and only signed voting forms will be taken into account. Shareholders having submitted a voting form and registered in due time but who wish to revoke such voting form may do so by timely providing a later dated proxy or voting or cancelling the voting form in writing to the Centralising Agent of the Company at the address referred to above.

**Language**

The meetings will be held in English.

Yours faithfully,

For the board of directors

A handwritten signature in blue ink, appearing to be 'F. Moglia', written over a horizontal line.

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

By: Francesco Moglia

Title: Director

Fine Comunicato n.2083-14

Numero di Pagine: 6