



SPAFID
CONNECT

Informazione Regolamentata n. 2083-59-2020	Data/Ora Ricezione 17 Settembre 2020 11:32:03	MIV - Azioni
--	---	--------------

Societa' : NB AURORA SA SICAF-RAIF
Identificativo : 137031
Informazione
Regolamentata
Nome utilizzatore : NBAURORAN03 - FRANCESCO MOGLIA
Tipologia : REGEM
Data/Ora Ricezione : 17 Settembre 2020 11:32:03
Data/Ora Inizio : 17 Settembre 2020 11:32:04
Diffusione presunta
Oggetto : PR approval of the prospectus share
capital increase

Testo del comunicato

Vedi allegato.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY,
IN AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR THE UNITED STATES**

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

The investment or investment activity related to the Company is available only to persons falling within the category of professional investors under the MIFID (the "Exempted Persons") and will be engaged in only with the Exempted Persons. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus.

In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and includes any relevant implementing measure in the relevant Member State.

PRESS RELEASE

**APPROVED THE PROSPECTUS BY THE COMMISSION DE
SURVEILLANCE DU SECTEUR FINANCIER**

**CONFIRMED THE CALENDAR AND THE CONDITIONS OF THE
SHARE CAPITAL INCREASE**

- **Share capital increase consisting in an offering with Preferential Subscription Rights to the existing Class A shareholders of the Company up to Euro 150 million through the issuance of maximum 15,000,000 new Class A Ordinary Shares (the "New Shares")**
- **Issuance price for the New Shares: Euro 10.00 per New Share**
- **Ratio – 1 New Share for every 1 existing Class A Ordinary Share**
- **Rights offering period: from 21 September 2020 to 7 October 2020**
- **The Preferential Subscription Rights (the "Preferential Subscription Rights") will be traded on Market for Investment Vehicles - Professional Segment organized and managed by Borsa Italiana S.p.A. ("MIV – Professional Segment") from 21 September 2020 up to 1 October 2020 (record date on 18 September 2020, at the closing of MIV – Professional Segment)**

Luxembourg, 17 September 2020

NB Aurora S.A. SICAF RAIF (“**NB Aurora**” or the “**Company**”) communicates that at the date hereof the Luxembourg competent Authority, the *Commission de Surveillance du Secteur Financier* (“**CSSF**”), has approved the prospectus for the admission to trading on the MIV – Professional Segment of the New Shares, which has been passported in Italy to the Italian *Commissione Nazionale per le Società e la Borsa* (the “**Prospectus**”). The Prospectus is published in electronic form on the website of the Luxembourg Stock Exchange and on the website of the Company, where it’s available also an Italian translation of the Summary.

As communicated on 16 September 2020, the Board of Directors of the Company has resolved to approve a share capital increase by payment, within the limits of the authorized capital pursuant to Article 5.4 of the Company’s Articles of Association, up to a maximum amount of Euro 150 million (the “**Share Capital Increase**”), through the issue of a maximum number of 15,000,000 New Shares, having the same characteristics as the current Class A Ordinary Shares of the Company in circulation, to be offered as an option to those entitled (the “**Rights Offering**”) at a price per New Share of Euro 10.00 (the “**Issuance Price**”), in the ratio of 1 New Share for every 1 Class A Ordinary Share held (the “**Rights Offering Ratio**”) and in case the Preferential Subscription Rights are only partially exercised during the Rights Offering, a private placement to qualified investors only whereby will be placed any New Shares that were not subscribed in the Rights Offering (the “**Private Placement**”, together with the Rights Offering, the “**Offering**”).

The Issuance Price of the New Shares incorporates a discount of 2.6% with respect to the NAV at 30 June 2020 equal to Euro 10.2666 per share.

The Preferential Subscriptions Rights (ISIN code: LU2158749312) may be exercised from 21 September 2020 to 7 October 2020 (the “**Subscription Period**”). The Rights will be traded on the MIV - Professional Segment from 21 September 2020 up to 1 October 2020 included (record date on 18 September 2020, at the closing of MIV – Professional Segment).

The Preferential Subscription Rights not exercised will expire at the end of the Subscription Period and the New Shares not subscribed during the Subscription Period will be subject to subsequent Private Placement, between 19 October 2020 and 3 November 2020, at the same subscription price for New Shares of the Rights Offering. NB Aurora is not aware of any subscription and guarantee commitments.

The Company is advised by IMI - Intesa Sanpaolo, acting as Global Coordinator and Joint Bookrunner and UBI Banca, acting as Joint Bookrunner.

NB Aurora

NB Aurora, the first permanent capital vehicle listed in Italy on the MIV professional segment of the Italian Stock Exchange, has been created with the purpose to invest in unlisted SMEs, conveying financial resources to support their growth and international expansion, thus helping to support the real economy. NB Aurora is promoted by Neuberger Berman, private, independent, employee-owned investment manager, with \$357 billion AUM (as of 30 June 2020). The investment target includes those top-class SMEs with a leading position in specialized niches and a strong export attitude with a turnover between €30 and €300 million. NB Aurora team will operate with an active minority approach, to partner with entrepreneurs with a medium-long term horizon.

For further information on NB Aurora:**Image Building**

Cristina Fossati, Luisella Murtas, Laura Filosi

Tel. +39 02 89011 300

Email nb@imagebuilding.it

IR_NBAurora@nb.com

www.nbaurora.com

This document is addressed to professional clients only.

Neuberger Berman AIFM S.A.R.L. is authorised and regulated as an alternative investment fund manager by the Commission de Surveillance du Secteur Financier (CSSF) and is registered in the Grand Duchy of Luxembourg, at 9, rue du Laboratoire, L-1911 Luxembourg.

NB Aurora S.A. SICAF-RAIF is reserved alternative investment fund (RAIF) in the form of an investment company with fixed capital (société d'investissement à capital fixe capital SICAF) as per the Luxembourg law of 26 July 2016 on reserved alternative investment funds. The information in this document does not constitute investment advice or an investment recommendation and is only a brief summary of certain key aspects of the fund.

An investment in the fund involves risks, with the potential for above average risk, and is only suitable for people who are in a position to take such risks. For more information please read the prospectus and principal fund documents.

In relation to each member state of the EEA (each a "Member State"), this document may only be distributed and shares may only be offered or placed in a Member State to the extent that: (1) the fund is permitted to be marketed to professional investors in the relevant Member State in accordance with AIFMD (as implemented into the local law/regulation of the relevant Member State); or (2) this document may otherwise be lawfully distributed and the shares may otherwise be lawfully offered or placed in that Member State (including at the initiative of the investor). In relation to each Member State of the EEA which, at the date of this document, has not implemented AIFMD, this document may only be distributed and shares may only be offered or placed to the extent that this document may be lawfully distributed and the shares may lawfully be offered or placed in that Member State (including at the initiative of the investor).

Germany: Shares of the fund may in particular not be distributed or marketed in any way to German retail or semi-professional investors if the fund is not admitted for distribution to these investor categories by the Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht).

United Kingdom: This document is directed only at persons who are professional clients or eligible counterparties for the purposes of the FCA's Conduct of Business Sourcebook. The opportunity to invest in the Fund is only available to such persons in the United Kingdom and this document must not be relied or acted upon by any other persons in the United Kingdom.

Switzerland: The distribution of this fund in Switzerland will be exclusively made to, and directed at, qualified investors ("Qualified Investors"), as defined in the Swiss Collective Investment Schemes Act of 23 June 2006, as amended ("CISA") and its implementing ordinance, the Collective Investment Schemes Ordinance of 22 November 2006, as amended ("CISO"). Accordingly, the fund has not been and will not be registered with the Swiss Financial Market Supervisory Authority ("FINMA"). This document and/or any other offering materials relating to the fund may be made available in Switzerland solely to Qualified Investors. The fund is domiciled in Luxembourg. The Swiss representative is FIRST INDEPENDENT FUND SERVICES LTD, Klausstrasse 33, CH - 8008 Zurich and the Swiss paying agent is Neue Helvetische Bank AG, Seefeldstrasse 215, CH-8008 Zurich. The principal fund documents may be obtained free of charge at the registered office of the Swiss representative. In respect to the shares in the fund distributed to Qualified Investors in Switzerland, the place of performance and the place of jurisdiction is at the Swiss representative's registered office.

This document is presented solely for information purposes and nothing herein constitutes investment, legal, accounting or tax advice, or a recommendation to buy, sell or hold a security.

We do not represent that this information, including any third party information, is accurate or complete and it should not be relied upon as such.

No recommendation or advice is being given as to whether any investment or strategy is suitable for a particular investor. Each recipient of this document should make such investigations as it deems necessary to arrive at an independent evaluation of any investment, and should consult its own legal counsel and financial, actuarial, accounting, regulatory and tax advisers to evaluate any such investment.

It should not be assumed that any investments in securities, companies, sectors or markets identified and described were or will be profitable.

Any views or opinions expressed may not reflect those of the firm as a whole.

All information is current as of the date of this material and is subject to change without notice.

The fund described in this document may only be offered for sale or sold in jurisdictions in which or to persons to which such an offer or sale is permitted. The fund can only be promoted if such promotion is made in compliance with the applicable jurisdictional rules and regulations. This document and the information contained therein may not be distributed in the US. Past performance is not a reliable indicator of current or future results. The value of investments may go down as well as up and investors may not get back any of the amount invested. The performance data does not take account of the commissions and costs incurred on the issue and redemption of units.

The value of investments designated in another currency may rise and fall due to exchange rate fluctuations in respect of the relevant currencies. Adverse movements in currency exchange rates can result in a decrease in return and a loss of capital.

No part of this document may be reproduced in any manner without prior written permission of Neuberger Berman Europe Limited.

The “Neuberger Berman” name and logo are registered service marks of Neuberger Berman Group LLC.

© 2018 Neuberger Berman Group LLC. All rights reserved.

Fine Comunicato n.2083-59

Numero di Pagine: 6