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PRESS RELEASE

NB AURORA: BOARD OF DIRECTORS APPROVES THE FINANCIAL REPORT AS AT 31 DECEMBER 2023 AND AN ACCOUNTING SITUATION AS AT 29 FEBRUARY 2024

PAYMENT OF AN ORDINARY AND SPECIAL DIVIDEND PROPOSED TO SHAREHOLDERS' MEETING, IN THE AMOUNT OF EUR 32,641,199.94 (CORRESPONDING TO EUR 1.130000 PER CLASS A LISTED SHARE), COMPRISED OF:

- AN ORDINARY DIVIDEND IN THE AMOUNT OF EUR 24,553,115.00 (EUR 0.850000 PER CLASS A LISTED SHARE), RESULTING FROM THE CAPITAL GAIN GENERATED BY THE SALE OF 49.9% OF INVESTMENT PORTFOLIO TO NB **AURORA** INVESTMENT FUND II, FULLY SUBSCRIBED BY THIRD-PARTY PROFESSIONAL INVESTORS;
- SPECIAL DIVIDEND IN THE AMOUNT OF EUR 8,088,084.94 (EUR 0.280000 PER CLASS A LISTED SHARE) ARISING FROM THE SALE OF THE SHAREHOLDING HELD IN DIERRE GROUP, WHICH WAS COMPLETED IN FEBRUARY 2024.

NAV INCREASED TO **APPROXIMATELY EUR** 358.5 MILLION (APPROXIMATELY EUR 14.60 PER SHARE), REPRESENTING AN INCREASE OF APPROXIMATELY 15.5% RELATIVE TO 31 DECEMBER 2022.

IN 2023, A TOTAL OF APPROXIMATELY EUR 18.9 MILLION INVESTED BY THE FUNDS MANAGED BY NB AIFM – OF WHICH APPROXIMATELY EUR 10.9 MILLION INVESTED DIRECTLY BY NB AURORA – BY MAKING A VOLUNTARY TENDER OFFER FOR THE WHOLE SHARE CAPITAL OF

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FINLOGIC AND A CAPITAL INCREASE TO SUPPORT THE FURTHER GROWTH OF THE PORTFOLIO COMPANY BLUVET.

- The NAV as of 31 December 2023 was approximately EUR 358,476,209 (corresponding to approximately EUR 14.60 per share, calculated as the ratio between the NAV and the total number of shares, i.e. 24,553,115), of which: (i) approximately EUR 195.8 million from the shares in investments in Club del Sole, Dierre Group, PHSE, BluVet, Rino Mastrotto, Engineering Cucine, Informatica, Veneta Ingegneria Comet, Farmo, PromoPharma and Finlogic, (ii) approximately EUR 2.7 million from the shares in FII, and (iii) approximately EUR 160.0 million from cash, other assets and other liabilities.
- The Board of Directors proposed to the Shareholders' Meeting that a total dividend of EUR 32,641,199.94 (corresponding to EUR 1.130000 per class A listed share) be paid, comprised of: (i) an ordinary dividend of approximately EUR 24,553,115.00 (EUR 0.850000 per class A listed share) and (ii) a special dividend of approximately EUR 8,088,084.94 (EUR 0.280000 per class A listed share).
- NB Aurora has directly invested approximately EUR 8.3 million in addition to EUR 7.1 million in co-investments - through a voluntary tender offer on the whole share capital of Finlogic S.p.A., a leading group in the Information Technology sector that develops complete and innovative solutions for the coding and automatic identification of products by using barcodes and RFID technology.
- A new capital increase for a total of approximately EUR 2.6 million by NB Aurora, in addition to EUR 0.9 million in co-investments, completed to support the growth through acquisitions of BluVet, leading Italian veterinary clinic consolidation platform.
- In October 2023, as part of the project to raise new financial resources to continue investing in SMEs that are leaders in their target markets, NB Aurora completed the sale of 49.9% of its direct portfolio to NB Aurora Co-Investment Fund II, fully subscribed by third-party professional investors and managed by NB AIFM S.à.r.l., generating a capital gain.
- As part of a transaction on 100% of the share capital of Dierre Group, a binding agreement was signed in December 2023 with Alto Capital V fund for the sale of NB Aurora's entire shareholding in the group, leading Italian manufacturer of protection systems for industrial automation. The closing of the transaction, which generated a capital gain, took place on 14 February 2024. Countervalue of the transaction was approximately EUR 44.5 million relating to the funds managed by Neuberger Berman AIFM SARL, of which about EUR 22.2 million belongs to NB Aurora. At the same time, NB Aurora reinvested approximately EUR 7.4 million in the company, in addition to approximately EUR 2.9 million in co-investments, remaining a shareholder





- together with founder Cav. Giuseppe Rubbiani and other managers who also reinvested in the Group to support it in its plan for future growth.
- As regards the shareholding held in Fondo Italiano di Investimento, the shareholding in Ligabue S.p.A., an international leader in food service, was sold, and the entire shareholding in DBA Group, active in the engineering and ICT sectors and listed on the Euronext Growth Milan segment of the Milan Stock Exchange was sold as well.
- NB Aurora's continued commitment to applying ESG and sustainability principles is firmly embedded in all transactions as a lever for further value creation.
- Net profit as at 31 December 2023 of approximately EUR 48.2 million.

Luxembourg, 22 March 2024

The Board of Directors of Luxembourg-registered NB Aurora S.A. SICAF-RAIF ("NB Aurora"), which met today, reviewed and approved the Financial Report as of 31 December 2023.

Key financial data

As of 31 December 2023, NB Aurora's NAV was EUR 358,476,209, corresponding to EUR 14.6000 per share, calculated as the ratio between the NAV and the total number of shares, which amounted to 24,553,115 (up approximately 15.5% relative to 31 December 2022).

More specifically, the NAV is broken down as follows: approximately EUR 2.7 million for FII, approximately EUR 195.8 million for the direct investments in Club del Sole, Dierre Group, PHSE, BluVet, Rino Mastrotto, Engineering Ingegneria Informatica, Veneta Cucine, Comet, Farmo, Exacer, PromoPharma and Finlogic, and approximately EUR 160.0 million in cash, other assets and liabilities. NB Aurora closed the 2023 financial year with a net profit of approximately EUR 48.2 million.

The aggregate turnover of the companies currently in the portfolio (based on the balance sheet as at 31 December 2022, which is the most recent publicly available information) amounts to approximately EUR 2.9 billion.

The Directors will propose to the Shareholders' Meeting that the net profit of approximately EUR 48.2 million be allocated as follows:

- to the Legal Reserve in an amount equal to 5% of the profit for the financial year adjusted by unrealised profits and costs for the year ended 31 December 2023 of approx. EUR 1.4 million
- to the non-distributable Reserve in the amount of approx. EUR 20.0 million;
- to Retained earnings in the amount of approx. EUR 2.3 million; and





payment of an ordinary dividend in an amount of approx. EUR 24.6 million (corresponding to EUR 0.850000 per class A listed share).

Relevant Events

Regarding the 44.55% shareholding held in Fondo Italiano di Investimento ("FII"):

- As at 31 December 2023, all the shares held in the DBA Group, listed on the Euronext Growth Milan segment of the Milan Stock Exchange, were sold on the market for total proceeds of approximately EUR 1.7 million, of which EUR 0.8 million related to the stake held by NB Aurora.
- On 27 April 2023, the indirect shareholding (of 13.6 per cent) in Ligabue a leading international food service group – was sold to the majority shareholders Inti Ligabue. The equivalent value of the transaction was EUR 9.7 million, of which EUR 4.3 million is attributable to NB Aurora.

On 25 May 2023, as part of the growth trajectory of the portfolio company PHSE, NB Aurora and the majority shareholder, through PHS Group S.p.A., completed the acquisition of an additional 20% stake in PHSE S.r.l..

On 12 June 2023, the voluntary tender offer on Finlogic S.p.A.'s ordinary shares was successfully concluded, resulting in the delisting from Euronext Growth Milan, which had been initiated in March in partnership with Credem PE and PM&Partners, holding together approximately 76% stake in the group. The group is active in the Information Technology sector, developing complete and innovative solutions for the coding and automatic identification of products using barcodes and RFID technology. NB Aurora has directly invested approximately EUR 8.3 million, in addition to EUR 7.1 million in co-investments.

In press releases dated 16 June 2023 and 25 July 2023, as part of the plan for raising new financial resources to continue NB Aurora's investments in SMEs that are leaders in their target markets, it was announced that 49.9% of the direct portfolio - held through NB Aurora Holdings S.à.r.l. and MIC Co-Investment - had been sold to the newly formed closed-end fund NB Aurora Co-Investment Fund II SICAV RAIF, managed by NB AIFM S.à.r.l., NB Aurora's management company, and fully subscribed by third-party professional investors. The sale of the minority interest in the Portfolio was completed at a price of approximately EUR 144.2 million, determined on the basis of the Portfolio's net asset value (NAV) as of 31 March 2023, plus the purchase cost related to the investment in Finlogic S.p.A. and the capital increase in Blu Club S.r.l. (the vehicle that holds the shareholding in BluVet), which transactions were completed after that date and were not included in the reference NAV referred to above. It should be noted that price was supported by a fairness opinion from PricewaterhouseCoopers. This transaction, which closed in October 2023, is of strategic importance for NB Aurora, since on the one hand it allowed

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it to realise part of the value generated by the portfolio by generating a capital gain and, on the other hand, it allowed NB Aurora to raise additional financial resources that will be used to continue to support

expansion plans for SMEs that are leaders in their market niches and have high growth potential.

In July-September 2023, an additional EUR 2.6 million was invested in the portfolio company BluVet,

active in managing top veterinary clinics, to support its growth plans through acquisitions.

On 11 July 2023, as part of the transaction to invest in Finlogic, in accordance with NB Aurora's

investment policies, it syndicated to NB Aurora Co-Investment Fund SCSp a shareholding (at cost) of

46% of the share capital of BCode S.r.l., the vehicle through which NB Aurora had indirectly invested in

Finlogic.

On 21 December 2023, NB Aurora announced that it had entered into a binding agreement with the

Alto Capital V fund to sell its entire shareholding in Dierre Group, which is the leading Italian

manufacturer of protection systems for industrial automation.

Events after 31 December 2023

Regarding the transaction in Dierre Group, the closing, which was not subject to any conditions

precedent, took place on 14 February 2024. Countervalue of the transaction was approximately EUR

44.5 million relating to the funds managed by Neuberger Berman AIFM SARL, of which about EUR

22.2 million belongs to NB Aurora which reinvested part of the sale proceeds in the amount of

approximately EUR 7.4 million, remaining a shareholder together with the founder and Chair of the

Dierre Group, Cav. Giuseppe Rubbiani, and other managers who also reinvested in the Group to support

it in its plan for future growth.

Dividend

The Board of Directors proposes to the Shareholders' Meeting, subject to the approval of the annual

financial statements for the year ended 31 December 2023, to pay out a total of EUR 32,641,199.94,

pursuant to the Prospectus as of 17 September 2020, consisting of:

- a total ordinary dividend of EUR 24,553,115.00, of which: (i) EUR 20,700,147.75 to holders of class A

listed shares (equal to EUR 0.850000 per share), (ii) EUR 3,810,467.25 to holders of class B shares and

(iii) EUR 42,500 to holders of special shares.

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- a total special dividend of EUR 8,088,084.94, of which: (i) EUR 6,818,872,20 to holders of class A listed shares (equal to EUR 0.280000 per share), (ii) EUR 1,255,212.74 to holders of class B shares and (iii) EUR 14,000 to holders of special shares.

The ex-dividend date is 13 May 2024, the dividend record date is 14 May 2024 and the payment date is 15 May 2024.

The public release of the financial report as at 31 December 2023, together with the report of the appointed auditing firm, will be announced in a separate press release. With respect to the figures set out below, it should be noted that the audit of the financial report as at 31 December 2023 has not been completed. The accounting situation as at 29 February 2024 was audited.

NB Aurora

NB Aurora is the first permanent capital vehicle to be listed in Italy on the Euronext MIV Milan -Professional Segment. It was created with the aim of investing in unlisted SMEs, channelling financial resources to support their growth and internationalisation, thus contributing to supporting the country's real economy. NB Aurora is backed by Neuberger Berman, a private, independent, employee-controlled investment company with \$463 billion in assets under management as of 31 December 2023. NB Aurora's investment target is outstanding SMEs, which are leaders in market niches with high growth potential, a turnover of between EUR 30 and 300 million and a strong propensity to export. The NB Aurora team takes an active minority approach, working in partnership with entrepreneurs over the medium to long term. After the first transaction that led NB Aurora to acquire 44.55% of Fondo Italiano d'Investimento's shares (17 initial shareholdings of which it still retains an investment in Amut Group and Zeis Excelsa), the fund invested in 12 companies: Club del Sole (leader in the camping-village sector in Italy), Dierre Group (production of components for industrial automation), PHSE (temperature-controlled transport of drugs and biological samples), BluVet (network of veterinary clinics), Rino Mastrotto Group (production and marketing of leather for the fashion, automotive and furnishing sectors), Engineering (leader in Italy in the digital transformation of companies, public and private organisations), Veneta Cucine (design, production and manufacture of kitchen furniture living and furnishing accessories), Comet (development and production of natural and synthetic rubber compounds), Farmo (producer of gluten-free and better-for-you foods), Exacer (active in the specialty chemicals business through the development and production of catalyst supports), PromoPharma (specialising in the production and marketing of food supplements, dietetic foods and innovative medical devices) and Finlogic (specialising in the production of solutions for the labelling, coding and automatic identification of products).

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Definitions

EBITDA: Earnings before interest, taxes, depreciation and amortisation

NAV: Net Asset Value (asset value net of liabilities)

1. Statement of Comprehensive Income

	Note	From 1 January 2023 to 31 December 2023 €	From 1 January 2022 to 31 December 2022 €
Income:			
Realised and change in unrealized gains on financial assets at fair value through			
profit and loss	5(1)	51,645,146	23,846,517
Investment income	5(1)	41,321	3,020,639
Interest income calculated using the effective interest rate	5(i)	978,198	4214
Other interest income Other income	5(1)	287,368	4,214
			49,556
Total investment income		52,952,033	26,920,926
Expenses:			
Management fees	5(ii)	3,505,255	3,463,215
Professional fees	5(ii)	354,450	292,225
Administration, custody and transfer agent fees	5(ii)	267,168	242,594
Directors' fees Audit fees	7(a)	88,676 127,466	88,924 92,875
Market authority fees	5(ii)	65,454	52,299
Tax expense	5(iii)	32.271	30.163
Other expenses	5(ii)	305,660	486,448
Total expenses	3(11)	4.746.400	4,748,743
Total profit for the year		48,205,633	22,172,183
Total profit for the year		40,200,000	22,172,103
Other comprehensive income			
Items that will not be reclassified in P&L			
Items that are or may be reclassified subsequently to P&L			
Total comprehensive income for the year		48,205,633	22,172,183
		40,200,000	
	40.5		
Earning per share	4(iv)		
Class A Shares Basic		1.660	0.768
Diluted		1.669 1.669	0.768
Diritted		1.009	0./08
Class B Shares			
Basic		49.874	22.940
Diluted		49.874	22.940
Special Shares			
Basic Basic		1.669	0.768
Diluted		1.669	0.768
Dilaca		1.009	0.708







2. Statement of Financial Position

		31 December 2023	31 December 2022
	Note	€	€
Non-Current Assets			
Non Pledged Financial Assets at fair value through profit or loss	4(1)	198,482,449	284,549,061
Total Non-Current Assets		198,482,449	284,549,061
Current Assets			
Cash and cash equivalents	4(ii)	3,471,396	26,167,603
Short term deposit	4(m)	156,978,198	-
Prepayments		154,888	172,167
Other receivables		61,599	128,613
Total Current Assets		160,666,081	26,468,383
Total Assets		359,148,530	311,017,444
Equity			
Share Capital	4(iv)	236,216,265	236,216,265
Non-distributable reserve	4(iv)	65,620,728	41,951,442
Legal reserve	4(iv)	2,774,758	2,774,758
Retained earnings		53,864,458	29,328,111
Total Equity		358,476,209	310,270,576
Current Liabilities			
Accrued expenses and other payables	4(vi)	672,321	746,868
Total Current Liabilities		672,321	746,868
Total Equity and Liabilities	-	359,148,530	311,017,444





3. Statement of Cash Flow

	Note	From 1 January 2023 to 31 December 2023 €	From 1 January 2022 to 31 December 2022 €
Cash flows from operating activities:			
Profit for the year		48,205,633	22,172,183
Adjustments for:			
Net unrealized gains on financial assets	5(i)	(19,953,466)	(23,668,959)
Net unrealized (gains) or losses on transactions in foreign currencies		259	(327)
Interest income calculated using the effective interest rate	5(i)	(978,198)	-
Other interest income	5(i)	(287,368)	(4,214)
Net realized gains on financial assets	5(i)	(31,692,171)	(177,707)
Net realized losses on transactions in foreign currencies		232	476
Investment income	5(i)	(41,321)	(3,020,639)
Contribution to investments		-	(73,003)
Distribution from investments			117,112
		(52,952,033)	(26,827,261)
Changes in:			
Prepayments		17,279	(16,261)
Other receivables		67.014	(128,613)
Professional fees payable		8,853	(79,550)
Administration, custody and transfer agent fees payable		(116,241)	288,970
Audit fees payable		3.815	(4,423)
Director's fees payable		85.348	(1,123)
Other payables		(56,322)	183.282
Management Fee payable		(50,522)	100,202
ramagement tee purpose		9,746	243,405
Interest received		287,368	4,214
Net cash used in operating activities		(4,449,286)	(4,407,459)
Cash flows from investing activities:			
Acquisition of investments	4(i)	(18,084,802)	(11,867,558)
Disposals of investments	5(i)	155,797,051	
Short term deposit	4(ii)	(156,000,000)	-
Distributions from investments		41,321	2,903,527
Purchase of bonds		-	(31,615)
Receipts from bonds			31,615
Net cash used in investing activities		(18,246,430)	(8,964,031)
Net decrease in cash and cash equivalents for the year		(22,695,716)	(13,371,490)
Exchange rate effect on cash and cash equivalents		(491)	(149)
Cash and cash equivalents at the beginning of the year		26,167,603	39,539,242
Cash and cash equivalents at the end of the year		3,471,396	26,167,603
Same and same administration at the case of the Jent		0,4.1,050	20,201,000





4. Statement of Change in Equity

		Share Capital	Non-Distributable Reserve	Legal Reserve	Retained Earnings	Total Equity	
As of 1 January 2023	Note	€ 236,216,265	€ 41,951,442	€ 2,774,758	€ 29,328,111	€ 310,270,576	
Allocations	3(iii)	-	23,669,286	-	(23,669,286)	-	
Profit for the year		-	-	-	48,205,633	48,205,633	
As of 31 December 2023		236,216,265	65,620,728	2,774,758	53,864,458	358,476,209	
As of 1 January 2022		236,216,265	7,616,054	2,754,476	41,511,598	288,098,393	
Allocations	3(iii)	-	34,335,388	20,282	(34,355,670)	-	
Profit for the year		-	-	-	22,172,183	22,172,183	
As of 31 December 2022		236,216,265	41,951,442	2,774,758	29,328,111	310,270,576	

This document is intended exclusively for professional clients.

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