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Societa' : NB AURORA SA SICAF-RAIF

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Oggetto : NB Aurora - Convening Extraordinary Shareholders Meeting - ENG

Testo del comunicato

Vedi allegato

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PRESS RELEASE

SHAREHOLDER’S CONSENT – THE BOARD OF DIRECTORS ACKNOWLEDGED RECEIPT OF THE SHAREHOLDERS’ POSITIVE CONSENT ON THE CHANGES TO THE PROSPECTUS AND, AS A CONSEQUENCE, WILL CONVENE AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO IMPLEMENT THE CHANGES REQUIRED BY THE TRANSFORMATION INTO THE ARTICLES OF ASSOCIATION

Luxembourg, 21 January 2025 – NB Aurora S.A. SICAF-RAIF (hereinafter referred to as “**Aurora**” or the “**Company**”), listed in Italy on Euronext MIV Milan - Professional Segment (“**MIV Professional**”), hereby informs the shareholders that, regarding the consent process engaged to amend the Company’s prospectus in the context of the Transformation (as defined below), and as detailed in the press release issued on 11 December 2024 (the “**December Press Release**”), Aurora has obtained the positive consent from shareholders whose aggregate shares in Aurora exceed 50% of the Company’s net asset value. The voting results are as follows: 69.88% of voting shares, with 67.51% in favor and 2.36% against.

As a result of the above and as announced under the December Press Release, an extraordinary general meeting of the shareholders of the Company, to be held on 25th February 2025 (the “**EGM**”) in Luxembourg, will be convened to resolve upon, *inter alia*, the transformation of Aurora from a closed-ended fund to a semi-liquid fund with a shorter duration, which includes, *inter alia*, amendments to the fund structure, the transferability regime of the shares and the policies of Aurora to allow the investors, once a year, to redeem their shares in Aurora (the “**Transformation**”). It is hereby reminded that the Transformation, if approved by the EGM, would trigger the delisting of Aurora from the MIV Professional due to incompatibility of the new articles of association of Aurora with the status of a listed company.

The formal convening notice relating to the EGM, containing the agenda and the process for attending and voting, will be published on or around 24th January 2025 in *inter alia* (i) the Luxembourg *Recueil Electronique des Sociétés et Associations*, (ii) certain newspapers such as “Il Giornale” and “Luxemburger Wort” and (iii) the Aurora’s website at www.nbaurora.com, in the “Shareholder Meeting” section, together with further material relating to the EGM, which includes the proxy/voting forms required to vote at the Meeting.

Aurora

Aurora is the first permanent capital vehicle listed in Italy on the Euronext MIV Milan - Professional Segment. It was created with the aim of making growth capital investments in unlisted Italian SMEs, channelling financial resources to support their growth and internationalisation. Aurora's investment target is SMEs of excellence, leaders in market niches with high added value and high growth potential, a turnover of between EUR 30 and 300 million and a strong propensity to export. The Aurora team works in partnership with entrepreneurs, supporting them in implementing their medium- to long-term growth plans. The investment strategy is focused on five verticals: made in Italy, healthcare, environmental & sustainability, tech growth & digital transformation, specialised industrial manufacturing & business services. Aurora is invested in 13 companies with an aggregate turnover of EUR 2.6 billion and over 18,000 employees.

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An investment in the Company involves risks, possibly above-average, and is only suitable for persons who are able to take such risks. For further information, please read the Company's prospectus and other governing documents.

In relation to each EEA Member State (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 Company is authorised to be marketed to professional investors in a Member State in accordance with the Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers (as implemented by the local law/regulation of the relevant Member State) ("AIFMD"); or (2) it 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 EEA Member State which, as of the date of this document, has not implemented the AIFMD, this document may only be distributed and shares may only be legitimately offered or placed to the extent that this document may be legitimately distributed and shares may be legitimately offered or placed in such Member State (including at the investor's initiative).

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