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Societa' : NB AURORA SA SICAF-RAIF

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Testo del comunicato

Vedi allegato

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PRESS RELEASE

REQUEST FROM CERTAIN MINORITY SHAREHOLDERS TO INCLUDE NEW ITEMS AT THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING CONVENED FOR 25 FEBRUARY 2025 AND POSSIBLE ADJOURNMENT

*Luxembourg, 21 February 2025 – NB Aurora S.A. SICAF-RAIF (hereinafter referred to as the “**Company**”), listed in Italy on Euronext MIV Milan - Professional Segment (“**MIV Professional**”), hereby informs the shareholders that the Company’s board of directors, in connection with the extraordinary general meeting of shareholders scheduled for 25 February 2025 (the “**EGM**”), has received and reviewed letters from certain minority shareholders in respect of the EGM. These minority shareholders, collectively representing at least 10% of the Company’s share capital, have formally requested the addition of specific items to the EGM agenda and the adjournment of the EGM.*

This request was made pursuant to article 21 of the Company’s articles of association and article 450-8 of the Luxembourg law of 10 August 1915, on commercial companies, as amended (the “**Companies Law**”), which provides that “*one or more shareholders who together hold at least 10 percent of the subscribed capital may request the inclusion of one or more additional items on the agenda of any general meeting. Such a request must be submitted to the registered office by registered letter at least five days prior to the meeting*”. Accordingly, these minority shareholders have proposed the following items for inclusion in the EGM agenda (collectively, the “**Requested Agenda Items**”):

- new item 7 of the agenda: in derogation of item 4 of the agenda, amendment of article 3 of the articles of association of the Company so as to shortening the Company's term up to 10 years from the Company's establishment, which shall henceforth read as follows:
“The Company is incorporated for a limited term. The term of the Company is set at the tenth (10th) anniversary from the incorporation date of the Company. The term of the Company may be extended upon proposal of the board of directors for two additional periods of one (1) year to complete the Company's liquidation, asset by asset or in bulk, of the remaining investments, subject to the quorum and majority requirements necessary for the amendments of the present articles of association.”;
- new item 8 of the agenda: in derogation of item 6 of the agenda, not to amend article 26 of the articles of association of the Company “*Appointment, removal and term of office of directors and the board of directors*” so as to *inter alia* keep the current shareholders' rights regarding the directors' appointment and the Shareholders majority in respect of the directors' substitution in the event of No Fault Substitution.”.

These minority shareholders have the right to withdraw their requests to include the Requested Agenda Items and/or request the adjournment of the EGM at any time until to the opening of the EGM. In the event of such withdrawal, should the remaining shareholders' collective position fall below the minimum threshold required by the Companies Law for agenda item inclusion (i.e., ten (10%) percent of the Company's share capital), the EGM shall deliberate and vote upon the original agenda items only. Should the shareholders vote in favour of the proposed initial agenda, such vote would trigger the delisting of class A shares of the Company from MIV Professional, as the amended articles of association of the Company would no longer be compatible with the regulatory requirements applicable to listed companies in Italy.

Alternatively, pursuant to article 21 of the Company's articles of association, the board of directors may directly or be required by the minority shareholders to adjourn the EGM (the "**Adjournment**") and convene a new extraordinary general meeting of shareholders (the "**New EGM**") within a period not exceeding four weeks. This New EGM shall deliberate on an agenda comprising both the original items proposed for the EGM scheduled for 25 February 2025 and the additional Requested Agenda Items submitted by the minority shareholders.

The convening notice for the New EGM, along with all relevant documentation, including a new explanatory note aimed at providing shareholders with comprehensive information to make informed decisions in respect of the New EGM, will be disseminated accordingly.

NB Aurora S.A. SICAF-RAIF

NB Aurora S.A. SICAF-RAIF 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. NB Aurora S.A. SICAF-RAIF'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. NB Aurora S.A. SICAF-RAIF has 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.

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