



Allegro.eu

Société anonyme

Registered office: at 1, rue Hildegard von Bingen, L-1282 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B214.830

(the "**Company**")

**ATTENDANCE PROXY AND VOTING FORM
ANNUAL GENERAL MEETING ("AGM") AND EXTRAORDINARY GENERAL MEETING ("EGM") OF
SHAREHOLDERS OF THE COMPANY TO BE HELD ON 12 MAY 2023**

Shareholder identification

Name: _____

Address: _____

E-mail address: _____

Telephone number: _____

Number of ordinary shares held in the Company: _____

The AGM to be held at Hôtel Le Royal, 12 Bd Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg on **12 May 2023 at 1.00 pm CEST** followed by the EGM (which will be held before a Luxembourg notary public) on **12 May 2023 at 2.00 pm CEST** to vote on the following points on the respective agendas:

AGENDA OF THE ANNUAL GENERAL MEETING

1. Presentation of (a) the annual accounts (consisting in the balance sheet, the profit and loss account and the notes to the accounts) for the Company's financial year ended on 31 December 2022 (the "**Annual Accounts**"), (b) the report of the board of directors of the Company with respect to the Annual Accounts, including the declaration concerning the Company's corporate governance (the "**Annual Accounts Board Report**") and (c) the report prepared by PricewaterhouseCoopers *Société coopérative* with its registered office in Luxembourg, R.C.S. Luxembourg B65477 ("**PwC**"), the certified auditor of the Company, concerning the Annual Accounts (the "**Annual Accounts Auditor Report**").
2. Approval of the Annual Accounts.
3. Presentation of (a) the consolidated financial statements (consisting in the consolidated statement of comprehensive income, the consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows, and the notes to the consolidated financial statements) for the Company and its subsidiary undertakings as of 31 December 2022 (the "**Consolidated Financial Statements**"), (b) the report of the board of directors of the Company in

relation to the Consolidated Financial Statements (the "**Consolidated Financial Statements Board Report**"), (c) the report prepared by PwC concerning the Consolidated Financial Statements (the "**Consolidated Financial Statements Auditor Report**") and (d) the remuneration allocated to the directors of the Company during the financial year ended on 31 December 2022 (the "**Remuneration Report**").

4. Approval of the Consolidated Financial Statements.
5. Allocation of the results of the Company for the financial year ended on 31 December 2022.
6. Acknowledgement and approval of the Remuneration Report prepared by the Remuneration and Nomination Committee of the Company.
7. Discharge (*quitus*) to Francois NUYTS, for the exercise of his mandate as director of the Company until 31 August 2022.
8. Discharge (*quitus*) to Jonathan EASTICK, for the exercise of his mandate as director of the Company until 31 December 2022.
9. Discharge (*quitus*) to Darren Richard HUSTON, for the exercise of his mandate as director of the Company until 31 December 2022.
10. Discharge (*quitus*) to Pedro ARNT, for the exercise of his mandate as director of the Company until 31 December 2022.
11. Discharge (*quitus*) to David BARKER, for the exercise of his mandate as director of the Company until 31 December 2022.
12. Discharge (*quitus*) to Clara (*dit* Carla) NUSTELING, for the exercise of her mandate as director of the Company until 31 December 2022.
13. Discharge (*quitus*) to Pawel PADUSINSKI, for the exercise of his mandate as director of the Company until 31 December 2022.
14. Discharge (*quitus*) to Nancy CRUICKSHANK, for the exercise of her mandate as director of the Company until 31 December 2022.
15. Discharge (*quitus*) to Richard SANDERS, for the exercise of his mandate as director of the Company until 31 December 2022.
16. Discharge (*quitus*) to Roy PERTICUCCI, for the exercise of his mandate as director of the Company until 31 December 2022.
17. Appointment of Catherine FAIERS, as director of the Company for three (3) years with effect from 12 May 2023.
18. Appointment of Tomasz SUCHANSKI, as director of the Company for three (3) years with effect from 12 May 2023.
19. Discharge (*quitus*) to PwC, for the exercise of its mandate as certified auditor (*réviseur d'entreprises agréé*) of the Company until 31 December 2022.
20. Renewal of the mandate of PwC as certified auditor of the Company (*réviseur d'entreprises agréé*) until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ended on 31 December 2023.

21. Miscellaneous

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

1. Presentation of a report (the "**Authorised Capital Report**") issued by the board of directors (the "**Board of Directors**") of the Company (as required by article 420-26 (5) of the Luxembourg law on commercial companies dated 10 August 1915, as amended (the "**1915 Law**")) in relation to (i) the introduction of a new authorised capital clause in the Company's articles of association (the "**Articles**") to replace the existing one as well as the authority given to the Board of Directors to limit or cancel the shareholders' preferential subscription rights.
2. To renew the duration of the existing authorised share capital clause for another 5 years period and to amend article 5.2 of the Articles (Authorised Capital) as follows:
 - 5.2 Authorised Capital**
 - 5.2.1 *The authorised, but unissued and unsubscribed share capital of the Company (the "**Authorised Capital**") is ten million six hundred and eighty thousand nine hundred and fifty-one Polish Zloty and forty-seven Polish grosz (PLN 10,680,951.47).*
 - 5.2.2 *The Board of Directors is authorised to realise any increase of the share capital of the Company with or without the issuance of new Shares ("**Board Issued Shares**") or to issue convertible bonds, convertible preferred equity certificates, warrants, options, restricted stock units, performance stock units or other convertible instruments, exchangeable or exercisable into new Shares ("**Convertible Instruments**") and to issue new Shares further to the conversion or exercise of the Convertible Instruments up to the limit of the Authorised Capital from time to time subject as follows:*
 - a) *the above authorisation will expire five years after 12 May 2023 provided that a further period or periods of authorisation following that period may be approved by Shareholders' Resolution to the extent permitted by the 1915 Law;*
 - b) *the Board of Directors may limit or cancel the Shareholders' preferential rights to subscribe for (i) the Board Issued Shares as well as (ii) the Convertible Instruments and may issue (i) the Board Issued Shares as well as (ii) the Convertible Instruments to such persons and at such price with or without a premium and paid up by contribution in kind or for cash or by incorporation of claims or capitalisation of reserves or in any other way as the Board of Directors may determine, subject to the 1915 Law.*
 - 5.2.3 *The Board of Directors is authorised to:*
 - a) *do all things necessary or desirable to amend this Article 5 in order to reflect and record any change of issued share capital made pursuant to Article 5.2.2;*
 - b) *take or authorise any actions necessary or desirable for the execution and/or publication of such amendment in accordance with Luxembourg Law;*
 - c) *delegate to any Director or officer of the Company, or to any other person, the duties of accepting subscriptions and receiving payments for any Board Issued Shares and/or Convertible Instruments and enacting any issue of Board Issued Shares before a notary.*
 - 5.2.4 *The Board of Directors is also authorised to proceed, within the context of an incentive plan approved by the Shareholders for the benefit of the employees of the Company or certain categories of them, to a free allocation of existing Shares or to issue new shares, fully paid up by available reserves of the Company (the "**Free Shares**"). The issue of Free Shares must be carried out subject to the limits set by Articles 5.2.1 and 5.2.2 and shall entail, for the benefit of the beneficiaries of the Free Shares, an automatic waiver by the existing Shareholders of their preferential right subscription. The terms and conditions of the allocation of Free Shares which may include a set allocation period and a minimum period of obligation to retain shares by the beneficiaries will be set by the Board of Directors or a duly authorised committee thereof. Free Shares can be allocated under the following conditions:*
 - a) *for the benefit of employees of companies or economic interest groups of which at least 10% of the capital or voting rights are held, directly or indirectly, by the Company;*
 - b) *for the benefit of the employees of companies or economic interest groups holding, directly or indirectly, at least 10% of the capital or voting rights of the Company;*
 - c) *for the benefit of the employees of companies or economic interest groups of which at least 50% of the capital or voting rights are held, directly or indirectly, by a company which itself holds, directly or indirectly, at least 50% of the Company's capital; or*
 - d) *for the benefit of the corporate officers of the Company or of the companies or economic interest groups referred to above, or of certain categories of them.**For the purposes of the allocation of Free Shares, the Board of Directors may use existing Shares held by any company, trust or economic interest group controlled by the Company."*

3. To fully amend and restate article 9.15 of the Articles (the Directors) as follows:
" 9.15 In the event that a Director appointed by a Shareholders' Meeting ceases to be a Director for any reason, the remaining Directors may fill the vacancy on a provisional basis provided that after such appointment articles 9.1, 9.3 and 9.9 shall be complied with; a Director so appointed will hold office only until the conclusion of the next Shareholders' Meeting, unless his appointment is confirmed by the Shareholders at that Shareholders' Meeting. Directors so appointed will have the same powers as other Directors appointed by the Shareholders' Meeting. The Board of Directors shall then convene a Shareholders' Meeting as soon as practicable to resolve on the confirmation of such appointment."

4. To amend the first paragraph of article 15 (reserved matters) of the Articles, to fully amend and restate article 15.1.1 (strategic issues), to delete article 15.1.4, to amend article 15.2.2 (structure and capital), to amend article 15.3.1 (financing and reporting & controls), to amend article 15.9.2 (other) and to add a new article 15.10 as follows:
 - **"15. RESERVED MATTERS**
In accordance with the Internal Rules, the following matters require the prior consent and/or approval of the Board of Directors before they can be undertaken by any member of the Group, it being understood that transactions implemented between one or more members of the Group shall not be considered as reserved matters:"
 - **"15.1 Strategic issues**
15.1.1 Approving a strategic plan and objectives for the Group, including those of each material Group Company (being a Group Company which contributes to 10 per cent. or more of the Group's consolidated revenue or consolidated adjusted EBITDA and / or 10 per cent. of the Group's consolidated assets and / or a company otherwise identified by the Board as a material Group Company (each a "Material Group Company"))."
 - **"15.2 Structure and capital**
15.2.2 Approving any material changes to the Group's corporate structure (including, but not limited to, acquisitions of shares with a value in excess of PLN 100 million and disposals of shares with a book value in excess of PLN 10 million (taking into account initial and deferred consideration))."
 - **"15.3 Financial reporting & controls**
15.3.1 Approving the Company's annual accounts and reports, the compliance statement in connection with the code of best practice for WSE listed companies and the half-yearly financial statements."
 - **"15.9 other**
15.9.2 Approving the entry into of any transaction by a Material Group Company with a member of the Board or members of the board of any Material Group Company, excluding for the avoidance of doubts trading on any e-commerce platform operated by the Group and settlement of expenses or costs incurred by such member of the Board or of the board of any Material Group."
 - *"15.10 The Board of Directors may also resolve from time to time to update the thresholds in PLN contained in the current Articles in order to reflect the inflation at the relevant time. For this purpose, the Board of Directors shall retain an objective index and shall update the relevant thresholds and publish them on the Company's website."*

5. To delete the current article 16.4.2, to amend article 16.4.3 of the Articles (Shareholders' Meeting - Convening of Shareholders' Meetings) and renumber it and to amend article 16.10 (Shareholders' Meetings – Adjournment and postponement of general meetings of Shareholders) as follows:
 - **"16.4 Convening of Shareholders' Meeting**
16.4.2 Meetings shall be convened so that it is held within a period of one month if Shareholders representing at least ten per cent (10%) of the Company's issued share capital require so in writing with an indication of the agenda. If, following such request made by such Shareholders, the Shareholders' Meeting is not held within the prescribed period, the Shareholders' Meeting may be convened by an agent, appointed by the judge presiding the chamber of the Tribunal d'Arrondissement dealing with commercial matters and sitting as in urgency matters on the application of one or more Shareholders who together hold the aforementioned proportion of the share capital.
 - **"16.10 Adjournment and postponement of general meetings of Shareholders**
The Board of Directors is entitled to adjourn a meeting, while in session, to four (4) weeks. It must do so at the request of Shareholders representing at least one-tenth of the capital of the Company. Any such adjournment, which shall also apply to Shareholders' Meetings called for the purpose of amending the

Articles, shall cancel any resolution passed. The second meeting shall be entitled to pass final resolutions provided that, in cases of amendments to the Articles, the conditions as to quorum set forth in article 450-3 of the 1915 Law are fulfilled."

6. Miscellaneous.

Please choose one of the **three options** below and tick the corresponding box, then date and sign below.

1. Attendance in person

- I wish to attend the AGM to be held at Hôtel Le Royal, 12 Bd Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, on **12 May 2023 at 1.00 pm CEST** in person.
- I wish to attend the EGM (which will be held before a Luxembourg notary public) to be held at Hôtel Le Royal, 12 Bd Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, on **12 May 2023 at 2.00 pm CEST** in person.

2. Attendance via proxyholder

- I will not attend the AGM. I hereby irrevocably give power to Rafal Janiak, general manager of the Company (the "**Proxyholder**") to vote in my name and on my behalf in accordance with the instructions below** on all resolutions on the entire agenda. In addition, with respect to all amendments or new resolutions that would be validly presented to the AGM, I empower the Proxyholder to vote on my name and on my behalf as the Proxyholder deems fit unless a different proxy holder is named below:

_____ *

**Indicate the last name, first name, address and e-mail address of the proxyholder that you appoint if you do not wish to grant proxy to the Proxyholder for your representation at the AGM.*

***Please tick with an "X" the appropriate below boxes how you wish to vote on each of the relevant items of the agenda of the AGM.*

	AGM																				
Resolutions	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
FOR	N/A		N/A																		
AGAINST																					
ABSTENTION																					

- I will not attend the EGM. I hereby irrevocably give power to Rafal Janiak, general manager of the Company (the "**Proxyholder**") to vote in my name and on my behalf in accordance with the instructions below** on all resolutions on the entire agenda. In addition, with respect to all amendments or new resolutions that would be validly presented to the EGM, I empower the Proxyholder to vote on my name and on my behalf as the Proxyholder deems fit unless a different proxy holder is named below:

_____ *

**Indicate the last name, first name, address and e-mail address of the proxyholder that you appoint if you do not wish to grant proxy to the Proxyholder for your representation at the EGM.*

***Please tick with an "X" the appropriate below boxes how you wish to vote on each of the relevant items of the agenda of the EGM.*

	EGM					
Resolutions	1	2	3	4	5	6
FOR	N					
AGAINST	/					
ABSTENTION	A					

3. Votes via voting forms

I will not attend the AGM and hereby give the following voting instructions:

	AGM																				
Resolutions	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
FOR	N/A		N/A																		
AGAINST																					
ABSTENTION																					

If new resolutions or amendments to the currently proposed resolutions were to be presented at the **AGM**, I irrevocably give power to the Proxyholder (or anyone indicated in point 2 above) to vote in my name and on my behalf as it/he/she may deem fit, unless I tick the box below:

I abstain

I will not attend the **EGM** and hereby give the following voting instructions:

	EGM					
Resolutions	1	2	3	4	5	6
FOR	N					
AGAINST	/					
ABSTENTION	A					

If new resolutions or amendments to the currently proposed resolutions were to be presented at the **EGM**, I irrevocably give power to the to the Proxyholder (or anyone indicated in point 2 above) to vote in my name and on my behalf as it/he/she may deem fit, unless I tick the box below:

I abstain

ATTENDANCE AT THE AGM AND/OR THE EGM

The right to participate in the AGM and/or the EGM is determined on the basis of share ownership on the day falling fourteen (14) days before the date of the AGM and/or the EGM, namely on **28 April 2023 at 00:00 CEST ("Record Date")**. All shareholders holding shares in the Company on the Record Date have the right to attend, speak and vote at the AGM and EGM regardless of the number of shares held.

1) Shareholders who wish to attend the AGM and/or the EGM in person:

Each shareholder attending the AGM and/or the EGM in person must provide:

- (i) a duly completed, dated and signed record date confirmation (to be downloaded from the Company's website (www.allegro.eu) and which must be sent to the Company by post or electronic means for the Company to receive it at the latest on **28 April 2023 at 00:00 CEST** (i.e. the record date confirmation must be received by the Company prior to 23:59:59 CEST on 27 April 2023);
- (ii) a duly completed, dated and signed attendance proxy and voting form (to be downloaded from the Company's website (www.allegro.eu) and which must be sent to the Company by post or electronic means for the Company to receive it at the latest on **10 May 2023 at 23:59:59 CEST**; and
- (iii) evidence of shareholding obtained from their custodian stating status of ownership on the Record Date, which must be sent to the Company by post or electronic means for the Company to receive it at the latest on **10 May 2023 at 23:59:59 CEST**,

to

Allegro.eu

Société anonyme

c/o Link Market Services GmbH

Landshuter Allee 10

80637 München

Germany

agm@linkmarketservices.de

2) The shareholders who are unable to attend the AGM and EGM in person:

A shareholder unable to attend the AGM and/or the EGM in person may either return a vote in writing or appoint a proxyholder of his/her/its choice who will attend the AGM and/or the EGM, or a special proxyholder designated by the Company. Such shareholders must provide:

- (i) a duly completed, dated and signed record date confirmation (to be downloaded from the Company's website (www.allegro.eu) and which must be sent to the Company by post or electronic means for the Company to receive it at the latest on **28 April 2023 at 00:00 CEST** (i.e. the record date confirmation must be received by the Company prior to 23:59:59 CEST on 27 April 2023);
- (ii) a duly completed, dated, and signed attendance proxy and voting form (to be downloaded from the Company's website (www.allegro.eu) and which must be sent to the Company by post or electronic means for the Company to receive it at the latest on **10 May 2023 at 23:59:59 CEST**. The attendance proxy and voting form will indicate whether the shareholder is appointing a proxy or submitting his vote in writing; and
- (iii) evidence of shareholding obtained from their custodian stating status of ownership on the Record Date, which must be sent to the Company by post or electronic means for the Company to receive it at the latest by **10 May 2023 at 24:00 CEST**,

to

Allegro.eu

Société anonyme

c/o Link Market Services GmbH

Landshuter Allee 10

80637 München

Germany

agm@linkmarketservices.de

This attendance proxy and voting form is governed by, and shall be construed in accordance with, Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising

out of or in connection with this attendance proxy and voting form.

<p>Executed in _____ , on _____ 2023</p> <p>Represented by: Name: Title:</p>
