



Allegro.eu

Société anonyme

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

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B214830

(the "**Company**")

**CONVENING NOTICE TO THE ANNUAL GENERAL MEETING ("AGM")
AND THE EXTRAORDINARY GENERAL MEETING ("EGM") OF SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 12 MAY 2023**

Dear Shareholders,

We hereby invite you to participate in 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.

QUORUM REQUIREMENTS

Resolutions relating to AGM items shall be taken by simple majority of the votes validly cast, regardless of the proportion of the share capital represented by shareholders attending the AGM (with, at least one

shareholder present in person or by proxy and entitled to vote).

Resolutions relating to EGM items shall be taken only (i) if at least half (50%) of the issued share capital of the Company is present or represented and (ii) adopted by at least two-thirds of the votes validly cast. Votes validly cast shall not include votes attaching to ordinary shares (the "**Ordinary Shares**") in which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

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 the EGM, namely on **28 April 2023 at 00:00 CEST** ("**Record Date**"). All shareholders holding Ordinary Shares in the Company on the Record Date have the right to attend, speak and vote at the AGM and/or the EGM, regardless of the number of Ordinary 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 and a copy of a valid evidence of identification of the Principal (e.g. passport), 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) 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 CET 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 and a copy of a valid evidence of identification of the Principal (e.g. passport), 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

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Société anonyme

c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
agm@linkmarketservices.de

Please note that only the shareholders owning Ordinary Shares of the Company on the Record Date (either directly or through a securities settlement system, which ownership has been validly established) and having announced their intention to attend the AGM and/or the EGM by sending the record date confirmation as described here above will be entitled to participate in the AGM and/or the EGM.

IMPORTANT INFORMATION

1) Documents:

The following documents and information are available for the shareholders on our website: www.allegro.eu and in the "Investors" section:

- the present convening notice;
- the total number of Ordinary Shares and the voting rights in the Company as at the date of this convening notice;
- the documents to be submitted to the AGM and/or the EGM;
- the draft resolutions of the AGM and the EGM which will also include the board of director's justifications for each draft resolution. Any draft resolution(s) submitted by shareholder(s) shall be added to the website as soon as possible after the Company has received them; and
- the attendance proxy and voting form.

You may also request to be provided with a copy of the above-mentioned documents by sending a written request at: Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
via email: agm@linkmarketservices.de

For further information, please visit our website: www.allegro.eu and in particular in the "Investors" section.

2) Questions during the AGM and/or the EGM:

We encourage shareholders to submit their questions in advance of the AGM and/or the EGM to:

Allegro.eu

Société anonyme

c/o Link Market Services GmbH

Landshuter Allee 10

80637 München

Germany

via email: agm@linkmarketservices.de

3) Right to add new items on the agenda:

One or more shareholders together representing at least five per cent (5%) of the share capital of the Company have the right to (i) put one or more items on the agenda of the AGM and/or the EGM and (ii) table draft resolutions for items included or to be included on the agenda of the AGM and/or the EGM.

Such requests must:

- be in writing and sent to the Company by post (at the following address: Allegro.eu c/o Link Market Services GmbH, Landshuter Allee 10, 80637 München, Germany) or electronic means (at the following email address: agm@linkmarketservices.de) and be accompanied by a justification or draft resolution to be adopted in the AGM and/or the EGM;
- include the postal or electronic address at which the Company may acknowledge receipt of the requests; and
- be received by the Company at least **twenty-two (22) days** before the date of the AGM and/or the EGM, i.e., **20 April 2023**.

The Company shall acknowledge receipt of requests referred to above within (forty-eight) 48 hours from receipt. The Company shall prepare a revised agenda including such additional items on or before the fifteenth (15th) day before the date of the AGM and EGM.

If you need further assistance or information, please contact:

Link Market Services GmbH

Landshuter Allee 10

80637 München

Germany,

Tel: +49 (0)89/210 27 222; email: agm@linkmarketservices.de

Further information about the processing of data in connection with the AGM and EGM is available on the Company's website www.allegro.eu and in particular in the "Investors" section.

Luxembourg, 5 April 2023

Yours faithfully,

The Board of Directors of the Company

