



**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**")

**CONVENING NOTICE  
OF THE COMPANY'S ANNUAL GENERAL MEETING  
TO BE HELD ON 17 JUNE 2021**

Dear Shareholders,

We hereby invite you to participate in the annual general meeting of the shareholders of the Company (the "**Meeting**") to be held at the registered office of the Company at 1, rue Hildegard von Bingen, L-1282 Luxembourg, Grand Duchy of Luxembourg, on **17 June 2021 at 14:00 CET** in order to vote on the following points on the agenda:

**AGENDA**

1. ***Presentation of (a) the financial statements (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 2020 (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 balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts) for the Company and its subsidiary undertakings as of 31 December 2020 (the "Consolidated Accounts"), (b) the report of the board of directors of the Company in relation to the Consolidated Accounts (the "Consolidated Accounts Board Report"), (c) the report prepared by PwC concerning the Consolidated Accounts (the "Consolidated Accounts Auditor Report") and (d) the remuneration allocated to the directors of the Company during the financial year ended on 31 December 2020 (the "Remuneration Report").***
4. ***Approval of the Consolidated Accounts.***
5. ***Allocation of the results of the Company for the financial year ended on 31 December 2020.***
6. ***Acknowledgement and approval of the Remuneration Report prepared by the Remuneration and Nomination Committee of the Company.***
7. ***Discharge to Danielle (dit Danièle) ARENDT-MICHELIS for the exercise of her mandate as manager/director of the Company until 12 October 2020.***
8. ***Discharge to Gautier LAURENT for the exercise of his mandate as manager/director of the Company until 12 October 2020.***

9. *Discharge to Séverine MICHEL for the exercise of her mandate as manager/director of the Company until 12 October 2020.*
10. *Discharge to Cédric PEDONI for the exercise of his mandate as manager/director of the Company until 12 October 2020.*
11. *Discharge to Gilles Willy DUROY for the exercise of his mandate as manager/director of the Company until 12 October 2020.*
12. *Discharge to Francois NUYTS, for the exercise of his mandate as director of the Company until 31 December 2020.*
13. *Discharge to Jonathan EASTICK, for the exercise of his mandate as director of the Company until 31 December 2020.*
14. *Discharge to Darren Richard HUSTON, for the exercise of his mandate as director of the Company until 31 December 2020.*
15. *Discharge to David BARKER, for the exercise of his mandate as director of the Company until 31 December 2020.*
16. *Discharge to Carla SMITS-NUSTELING, for the exercise of her mandate as director of the Company until 31 December 2020.*
17. *Discharge to Pawel PADUSINSKI, for the exercise of his mandate as director of the Company until 31 December 2020.*
18. *Discharge to Nancy CRUICKSHANK, for the exercise of her mandate as director of the Company until 31 December 2020.*
19. *Discharge to Richard SANDERS, for the exercise of his mandate as director of the Company until 31 December 2020.*
20. *Discharge to PwC, for the exercise of its mandate as certified auditor (réviseur d'entreprises agréé) of the Company until 31 December 2020.*
21. *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 to be held in 2022.*
22. *Miscellaneous.*

**NO PHYSICAL ATTENDANCE AT  
THE MEETING**

Due to the Covid-19 pandemic conditions and in accordance with the Luxembourg law of 23 September 2020, as amended, implementing measures concerning the holding of meetings in companies and other legal entities, as amended (the "**Law of 23 September 2020**"), the board of directors of the Company has decided as a temporary measure to ensure both the safety of the participants to the Meeting and the business continuity of the Company during the pandemic to hold the Meeting remotely without physical presence of participants.

In accordance with the Law of 23 September 2020, the Meeting will be held without physical attendance and shareholders are invited to participate to the Meeting and exercise their rights exclusively by a vote in writing or by appointing a special proxyholder designated by the Company.

In order to participate to the Meeting, shareholders must provide the Company with:

1. a duly completed record date confirmation (the "**Record Date Confirmation**");
2. a duly completed attendance and proxy form (the "**Attendance and Proxy Form**"); and
3. an evidence of shareholding (the "**Evidence of Shareholding**").

### **RECORD DATE CONFIRMATION**

This document shall be provided to the Company by a shareholder at the latest **by 00:00 CET on 3 June 2021** (the "**Record Date**", i.e. the day falling fourteen (14) days before the date of the Meeting).

The Record Date Confirmation must be in writing and indicate (i) the number of Company's ordinary shares (the "**Ordinary Shares**") held by the shareholder and (ii) the shareholder's intention to participate in the Meeting. A template form of the Record Date Confirmation is available on the Company's website at [www.allegro.eu](http://www.allegro.eu).

The Record Date Confirmation must be sent to the Company by post or electronic means for the Company to receive it at the latest by 00:00 CET **on the Record Date, i.e. 3 June 2021**, to:

**Allegro.eu**  
Société anonyme  
Registered office: at 1, rue Hildegard von Bingen, L-1282 Luxembourg  
Grand Duchy of Luxembourg  
email: [agm@allegro.eu](mailto:agm@allegro.eu)

### **ATTENDANCE AND PROXY FORM**

You may participate to the Meeting by returning by a vote in writing or by appointing a special proxyholder designated by the Company. For this purpose, please complete and sign the Attendance and Proxy Form.

A template of such document is available on the Company's website at [www.allegro.eu](http://www.allegro.eu) and is to be duly completed and signed by shareholders wishing to participate or be represented at the Meeting.

### **EVIDENCE OF SHAREHOLDING**

The Evidence of Shareholding must contain the shareholder's name and the number of Ordinary Shares held at 00:00 CET on the Record Date. The Evidence of Shareholding shall be issued by the bank, the professional securities' depository or the financial institution where the Ordinary Shares are on deposit. Please note that Evidence of Shareholding is not necessary for those shareholders whose Ordinary Shares are still recorded as registered shares in the Company's shareholders register.

Shareholders wishing to participate to the Meeting must send the Attendance and Proxy form together with the relevant Evidence of Shareholding by post or electronic means for the Company to receive those at the latest by noon (12:00 noon CET) on **14 June 2021**, to:

**Allegro.eu**  
Société anonyme  
Registered office: at 1, rue Hildegard von Bingen, L-1282 Luxembourg  
Grand Duchy of Luxembourg

**email:** [agm@allegro.eu](mailto:agm@allegro.eu)

Please return your Record Date Confirmation, Attendance and Proxy Form, and Evidence of Shareholding in accordance with the above-timelines as only the shareholders who have submitted such documents within such timeframe shall have the right to participate and vote at the Meeting.

### **IMPORTANT INFORMATION**

#### **Documents:**

The following documents and information are available for the shareholders on our website: [www.allegro.eu](http://www.allegro.eu) and in particular 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 Meeting;
- the draft resolutions of the Meeting. Any draft resolution(s) submitted by shareholder(s) shall be added to the website as soon as possible after the Company has received them;
- the Record Date Confirmation Form; and
- the Attendance and Proxy Form.

You may also request to be provided with a copy of the above-mentioned documents by sending a written request at: Allegro.eu - 1, rue Hildegard von Bingen, L-1282 Luxembourg, Grand Duchy of Luxembourg or via email: [agm@allegro.eu](mailto:agm@allegro.eu)

For further information, please visit our website: [www.allegro.eu](http://www.allegro.eu) and in particular in the "Investors" section.

#### **Quorum Requirement:**

All decisions of the Meeting shall be taken by simple majority of the votes cast, regardless of the proportion of the share capital represented by shareholders attending the Meeting (with, at least one shareholder present in person or by proxy and entitled to vote).

Votes cast shall not include votes attaching to Ordinary Shares in which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

#### **Right to add new items on the agenda:**

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

Such requests must:

- be in writing and sent to the Company by post (at the following address: 1, rue Hildegard von Bingen, L-1282 Luxembourg, Grand Duchy of Luxembourg) or electronic means (at the following email address: [agm@allegro.eu](mailto:agm@allegro.eu)) and be accompanied by a justification or draft resolution to be adopted in the Meeting;
- 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 Meeting, i.e. **25 May 2021**.

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 Meeting.

If you need further assistance or information, please contact: Allegro.eu - 1, rue Hildegard von Bingen, L-1282 Luxembourg, Grand Duchy of Luxembourg, Tel: +352 26 49 58 4370; email: agm@allegro.eu

Luxembourg, 17 May 2021

Yours faithfully,

**The Board of Directors of the Company**