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**")

Allegro.eu comments to 2024 AGM voting recommendations

The Company would like to provide the following clarifications to the 2024 Annual General Meeting agenda items, where certain negative voting recommendations were brought to the Company's attention.

Allegro.eu 2024 Annual General Meeting Agenda Items under consideration:

Item 6: Acknowledgement and approval by an advisory vote of a revised version of the remuneration policy of the Company (the "Remuneration Policy") for a period of four (4) years starting from the date of the present AGM.

The Remuneration Policy elements under scrutiny:

Possibility for discretionary bonuses:
Within STIP and LTIP awards granted to Executive Managers, variable remuneration is performance based by definition (annual bonus and PSU). Indeed, non-performance based compensation is not entirely avoided, but it is strictly limited to exceptional circumstances reasonably justified by the interests of the Company (especially, when it is required to compensate new managers for the income loss from a previous employment). However, even in such situations, revised Policy requires to set vesting terms for such an award. As a result it also has a strong retention element built in, reflecting upon the Company's former practice.

Derogation procedure:
The procedure is strictly limited to exceptional circumstances, subject to the Remuneration and Nomination Committee and the Board approval. Each case of its application is to be reported and explained ex post in the Remuneration Report for the relevant year.

Performance conditions for the long- and short- term incentive plans:
The Company has provided detailed disclosure of targets used for calculating both short term and long term bonus payouts that crystallized as a result of completion of the 2023 financial year, i.e. disclosure is comprehensive on an ex post basis. The reason that the Company does not disclose targets on an ex ante basis is that targets are mainly based on GMV and Adjusted EBITDA KPIs from annual budgets (for the STIP) and medium term plans (for each year's 3 year Performance Share Units ("PSU") Grant), which the Company considers to be highly commercially sensitive information. Ex ante disclosure would be appropriate if targets were being set based on externally measurable criteria, such as

relative share price performance, but this is currently not the case for the Company. In the Company's opinion the payout details for the PSU Grant for 2021-2023 show clearly that the plans used were highly ambitious in respect to performance needed to receive the maximum 200% payouts.

Remuneration of the Chief Executive Officer:
The Company needs to be able to attract and retain top leadership talent, operating in the dynamic and competitive technology sector with global corporations. From such a perspective the Company is of the opinion that benefits described in the Policy are standard and in line with market practice, as described in the Remuneration Report.

Item 22:Appointment of Mr. Gary MCGANN as director of the Company for three (3) years with effect from 26 June 2024.

The Company would like to highlight that the election of Gary McGann (together with the election of Ms Laurence Bourdon-Tracol) follows resignations of three Board members (two male and one female). Upon successful election of both candidates the gender diversity of the Board will improve from 27% in 2023 (3/11) to 30% (3/10) of female participation and is the second step up since 2022. Therefore, the Company considers that opposing the election of Mr McGann based on gender diversity argument is not well founded.

Item 24: Discharge (quitus) to PwC, for the exercise of its mandate as certified auditor (réviseur d'entreprises agréé) of the Company until 31 December 2023.

With regard to negative view concerning discharge of auditor, on the basis that it not compulsory and could prevent potential lawsuits, the Company would like to clarify that although discharge of a statutory auditor is not obligatory under Luxembourg Company Law, such discharge would not stop lawsuits or claims, as the law foresees a five year window for filing civil professional liability claims even if an auditor has been discharged by its client.