

allegro

STANDALONE ANNUAL REPORT OF
ALLEGRO.EU SOCIÉTÉ ANONYME

for the year ended 31 December 2022



Management Report

The Board of Directors of Allegro.eu (the “Company”) takes pleasure in presenting their annual report together with the annual accounts of the Company as of and for the year ended 31 December 2022.

Allegro.eu is a public limited liability company (société anonyme), incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 1, rue Hildegard von Bingen, L-1282 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés, Luxembourg) under number B214830. The shares of the Company have been admitted to trading on the Warsaw Stock Exchange since 12 October 2020.

Allegro.eu is a holding company. It operates, through its direct subsidiary Allegro Treasury S.à r.l. and its indirect subsidiaries, the leading online marketplace in Poland, Allegro.pl, and the leading price comparison platform in Poland, Ceneo.pl. Allegro.pl and Ceneo.pl are the Group’s key operating companies and are both entities incorporated under the laws of Poland. The Group also operates Mall Group, WE|DO, and eBilet. Mall Group and WE|DO provide e-commerce sales and delivery services in Czech Republic, Slovakia, Slovenia, and to a smaller degree in Hungary, Croatia, and Poland. eBilet is the leading event ticket sales site in Poland.

The Company is a Public Interest Entity, whose shares have been traded on the Warsaw Stock Exchange since 12 October 2020.

The Company has no branches.

IMPORTANT EVENTS FROM 1 JANUARY 2022 TO 31 DECEMBER 2022

On 1 April 2022 with reference to SPA (“Share Purchase Agreement”) dated 4 November 2021, (i) the Company purchased 47% of shares in Mall Group a.s. (“Mall Group”), a leading e-commerce platform across Central and Eastern Europe, (ii) Allegro.pl (a wholly owned indirect subsidiary of the Company) acquired the remaining shares in Mall Group a.s. (53% of the share capital) and all the shares in WE|DO CZ s.r.o., a last mile delivery expert (“WE|DO”, together with the Mall Group “Target”) from selling shareholders EC Investments a.s. (owning 40% of the shares in Mall Group a.s.), BONAK a.s. (owning 40% of the shares in Mall Group a.s.), Rockaway e-commerce a.s. (owning 20% of the shares in Mall Group a.s.), and Titancoin International a.s. (owning 100% of the ownership interest in WE|DO CZ s.r.o.) (together ‘Former Shareholders’). Both Acquired Entities were ultimately controlled by the same parties.

The acquisition (“Mall Group / WE|DO acquisition”, “Transaction”) was a significant step for the Company in its strategy of international expansion, allowing the expanded joint group to accelerate growth across Europe. The Transaction is expected to allow both Allegro and Mall groups to accelerate growth and expand customer and merchant bases across the region in a combined platform, which should significantly accelerate growth in Target’s GMV through expanded selection and improved user engagement in the third-party marketplace model. The ongoing integration of Allegro, Mall Group, and WE|DO should strengthen the companies’ joint status as a leading marketplace platform for CEE customers and merchants. The joint group’s combined merchants pool in Poland and across Eastern Europe will benefit from the ability to ‘list once, sell everywhere’ and gain wider access to a PLN 1.14 trillion addressable retail market of 70 million people. The tie-up should improve the shopping experience and provide the best prices, broadest offer selection and maximum convenience for an 18 million-strong existing combined customer base across the region.

REVIEW AND DEVELOPMENT OF THE COMPANY'S BUSINESS AND FINANCIAL POSITION AND FUTURE DEVELOPMENTS

The main position on the Company's balance sheet are the shares held in its subsidiary, PLN 8,592.6 million and PLN 6,708.9 million as of 31 December 2022 and 31 December 2021, respectively. The changes in shares in the affiliated undertakings are described in Note 3.1 to the annual accounts .

The Company did not generate any operating revenues in 2022 and 2021.

The net result for the financial year ended 31 December 2022 is a loss amounting to PLN 12,400.4 thousand (2021: PLN 16,559.2 thousand). The decrease in accumulated loss is primarily the result of daily operations of the Company.

As of 31 December 2022, the Company held 293 of its own shares.

The Board of Directors intends for the Company to operate in the current business model in the medium term.

SHARE CAPITAL OF THE COMPANY

On 1 April 2022 share capital was increased by an amount of PLN 336,490.39 so as to raise it from its amount of PLN 10,232,558.14 to PLN 10,569,048.53 by creating and issuing a total number of 33,649,039 new ordinary shares (the "New Shares") each having a nominal value of PLN 0.01.

As of 31 December 2022 the subscribed capital, amounting to PLN 10,569,048.53, is represented by 1,056,904,853 ordinary shares with a nominal value of PLN 0.01 each.

As of the date of this Report, 27.13% of the outstanding shares are controlled by shareholders Cidinan S.à r.l., representing the interests of Cinven & Co-Investors, 27.13% by Permira VI Investment Platform Limited, representing the interests of Permira & Co-Investors, and 6.03% by Mepinan S.à r.l., representing the interests of Mid Europa Partners Funds. The remaining 39.70% is owned by other shareholders. The number of shares held by each investor is equal to the number of votes, as there are no privileged shares issued by the Company.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company's primary risk, as a holding company, is the valuation of its financial assets. This valuation is relative to the market conditions and the results of operations of the underlying businesses. The Company ultimately has a 100% stake in Allegro.pl – the leading online marketplace in Poland and Ceneo.pl – the leading price comparison platform in Poland. Their trading in 2022 indicates no indications for impairment charges to be applied against the financial assets of the Company.

Principal measures to mitigate this risk include direct and indirect oversight of the Board of Directors of the Company on the day-to-day operations of the operating companies.

LEGAL RISKS

Any legal risk is properly addressed by the legal department of the Company and external counsels to ensure compliance with all regulations in force.

RESEARCH AND DEVELOPMENT

The Company did not have any expenditure related to research and development in 2022 and 2021. R&D activities and innovation are a fundamental part of business activities performed by the Company's subsidiaries, described in the Annual Consolidated Report of the Group.

IMPORTANT EVENTS SINCE THE BALANCE SHEET DATE

No significant events have occurred since the end of the financial year that would require a separate disclosure in the standalone annual accounts.

CORPORATE GOVERNANCE STATEMENT

The Company adheres to the Warsaw Stock Exchange Best Practices ^[1]. Where the Company is non-compliant or only partly adopts a certain rule, it is disclosed on the Company's Investor Relations website (www.allegro.eu / Investors / Corporate Governance, hereinafter "Company's IR website").

The system of internal control is governed by the Audit Committee of the Board of Directors and operationally by the Risk Committee reporting to the Audit Committee. The Company constantly monitors and appropriately addresses the risks through appropriate internal controls, based on the risk severity.

The Company is strongly committed to be an equal opportunities employer, where every employee is respected and supported to reach their highest potential. The Company fosters a work environment where people can speak up to remove barriers to success, collaborate, and put the best ideas into practice. To emphasise the importance of the matter the Diversity Policy was adopted by the Board of Directors on 17 December 2020. It is available on the Company's IR website.

[1] Code of Best Practice for WSE-listed companies (attachment to Resolution No. 13/1834/2021 of the Exchange Board dated 29 March 2021 and adopted in accordance with §29.1 of the Exchange Rules), being a set of rules and recommendations concerning corporate governance prevailing on the WSE, available at: <https://www.gpw.pl/best-practice2021>

The composition of the Board of Directors and its committees is presented below.

Name	Year appointed for the current term to the Board of Directors	Year term expires	Resigned on	Representing
Darren Huston	2020	2026	—	Non-Executive Chairman
Roy Perticucci	2022	2026	—	Executive Director
François Nuyts	2020	—	31.08.2022	Executive Director
Jonathan Eastick	2020	2026	—	Executive Director
David Barker	2020	2026	—	Cinven
Richard Sanders	2020	2026	—	Permira
Paweł Padusiński	2020	2026	—	Mid Europa Partners
Nancy Cruickshank	2020	2026	—	Independent Non-Executive Director
Carla Smits-Nusteling	2020	2026	—	Independent Non-Executive Director
Pedro Arnt	2022	2028	—	Independent Non-Executive Director

On 4 July 2022 the Company received the resignation of Francois Nuyts, an Executive Director with effect as of 31 August 2022; Roy Perticucci has been appointed as an Executive Director effective from 1 September 2022.

On 22 June 2022 the Annual General Meeting of the Company appointed Mr Pedro Arnt as independent director of the Company for 6 years with effect from 22 June 2022.

The Audit Committee consists of David Barker, Pedro Arnt, and Carla Smits-Nusteling (who serves as chairperson of the Audit Committee).

The Remuneration and Nomination Committee consists of Nancy Cruickshank (who serves as chairperson of the Remuneration and Nomination Committee), Darren Huston and Carla Smits-Nusteling.



Audit report

To the Shareholders of
Allegro.eu S.A.

Report on the audit of the annual accounts

Our opinion

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of Allegro.eu S.A. (the "Company") as at 31 December 2022, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Our opinion is consistent with our additional report to the Audit Committee or equivalent.

What we have audited

The Company's annual accounts comprise:

- the balance sheet as at 31 December 2022;
- the profit and loss account for the year then ended; and
- the notes to the annual accounts, which include a summary of significant accounting policies.

Basis for opinion

We conducted our audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" (CSSF). Our responsibilities under the EU Regulation No 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the annual accounts" section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts. We have fulfilled our other ethical responsibilities under those ethical requirements.

To the best of our knowledge and belief, we declare that we have not provided non-audit services that are prohibited under Article 5(1) of the EU Regulation No 537/2014.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period.

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These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p><i>Mall Acquisition and associated transactions</i></p> <p>In the context of Mall Group a.s. acquisition, the Company acquired 47 shares of Mall Group a.s. financed by an increase of share capital with share premium.</p> <p>Details of the increase of subscribed capital in the amount of PLN 336,490.39 through the issuance of 33,649,039 shares with a total share premium in the amount of PLN 1,883,336,712.83 are described in Note 6.1. to the annual accounts.</p> <p>Following the acquisition of Mall Group a.s. the acquired shares were contributed in kind without issuance of new shares into Allegro Treasury S.à r.l. for a total amount of PLN 1,883,673,203.22 as described in Note 3.1. to the annual accounts.</p> <p>The acquisition and associated transactions were identified as a key audit matter for our audit as it has a significant impact on our overall financial position of the Company and required management judgments.</p>	<p>Our audit procedures over the Mall acquisition, among others:</p> <ul style="list-style-type: none"> • We understood and assessed the overall control environment and controls in place; • We obtained the legal documentation relating to the acquisition of Mall Group a.s., the increase of capital of the Company and the contribution in kind of Mall Group a.s. into Allegro Treasury S.à r.l.. We reconciled the related accounting entries with the legal documentation and validated the ownership title of Mall Group a.s.; • We also evaluated the presentation and disclosure of the transaction within the annual accounts.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the management report and the Corporate Governance Statement but does not include the annual accounts and our audit report thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the annual accounts, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibilities of the Board of Directors and those charged with governance for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of the annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

The Board of Directors is responsible for presenting the annual accounts in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format (ESEF Regulation).

Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the annual accounts

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

As part of an audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;
- conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Company to cease to continue as a going concern;



- evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our audit report unless law or regulation precludes public disclosure about the matter.

We assess whether the annual accounts have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

Report on other legal and regulatory requirements

The management report is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement is included in the management report. The information required by Article 68ter Paragraph (1) Letters c) and d) of the Law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

We have been appointed as "Réviseur d'Entreprises Agréé" by the General Meeting of the Shareholders on 22 June 2022 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 6 years.

We have checked the compliance of the annual accounts of the Company as at 31 December 2022 with relevant statutory requirements set out in the ESEF Regulation that are applicable to annual accounts.

For the Company it relates to the requirement that annual accounts are prepared in a valid XHTML format.

In our opinion, the annual accounts of the Company as at 31 December 2022, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

PricewaterhouseCoopers, Société coopérative
Represented by

Luxembourg, 29 March 2023

Véronique Lefebvre

BALANCE SHEET

Financial year from 01.01.2022 to 31.12.2022 (in PLN)

ASSETS	References	Current year	Previous year
A. Subscribed capital unpaid		—	—
I. Subscribed capital not called		—	—
II. Subscribed capital called but unpaid		—	—
B. Formation expenses		—	—
C. Fixed assets		8,592,723,344.41	6,709,050,141.19
I. Intangible assets		—	—
1. Costs of development		—	—
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were		—	—
a) acquired for valuable consideration and need not be shown under C.I.3		—	—
b) created by the undertaking itself		—	—
3. Goodwill, to the extent that it was acquired for valuable consideration		—	—
4. Payments on account and intangible assets under development		—	—
II. Tangible assets		—	—
1. Land and buildings		—	—
2. Plant and machinery		—	—
3. Other fixtures and fittings, tools and equipment		—	—
4. Payments on account and tangible assets in the course of construction		—	—
III. Financial assets	2.2.2, 3	8,592,723,344.41	6,709,050,141.19
1. Shares in affiliated undertakings	3.1	8,592,595,975.61	6,708,922,772.39
2. Loans to affiliated undertakings		—	—
3. Participating interests		—	—
4. Loans to undertakings with which the undertaking is linked by virtue of participating interests		—	—
5. Investments held as fixed assets		—	—
6. Other loans	3.2	127,368.80	127,368.80

ASSETS	References	Current year	Previous year
D. Current assets		25,124,351.04	58,748,811.02
I. Stocks		—	—
1. Raw materials and consumables		—	—
2. Work in progress		—	—
3. Finished goods and goods for resale		—	—
4. Payments on account		—	—
II. Debtors	2.2.3, 4	11,688,396.88	41,623,050.95
1. Trade debtors		—	—
a) becoming due and payable within one year		—	—
b) becoming due and payable after more than one year		—	—
2. Amounts owed by affiliated undertakings	4.1	4,542,719.19	33,219,359.57
a) becoming due and payable within one year	4.1.1	4,542,719.19	33,219,359.57
b) becoming due and payable after more than one year		—	—
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests		—	—
a) becoming due and payable within one year		—	—
b) becoming due and payable after more than one year		—	—
4. Other debtors	4.2	7,145,677.69	8,403,691.38
a) becoming due and payable within one year	4.2.1	7,145,677.69	8,403,691.38
b) becoming due and payable after more than one year		—	—
III. Investments		692.40	2,202.44
1. Shares in affiliated undertakings		—	—
2. Own shares		692.40	2,202.44
3. Other investments		—	—
IV. Cash at bank and in hand		13,435,261.76	17,123,557.63
E. Prepayments	2.2.5, 5	10,312,768.45	12,771,049.16
TOTAL (ASSETS)		8,628,160,463.90	6,780,570,001.37

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CAPITAL, RESERVES, AND LIABILITIES	References	Current year	Previous year
A. Capital and reserves	6	8,618,351,640.39	6,747,080,423.24
I. Subscribed capital	6.1	10,569,048.53	10,232,558.14
II. Share premium account	6.2	8,903,371,058.97	7,020,034,346.14
III. Revaluation reserve		—	—
IV. Reserves		692.40	2,202.44
1. Legal reserve		—	—
2. Reserve for own shares	6.4	692.40	2,202.44
3. Reserves provided for by the articles of association		—	—
4. Other reserves, including the fair value reserve		—	—
a) other available reserves		—	—
b) other non available reserves		—	—
V. Profit or loss brought forward		(283,188,683.48)	(266,629,486.50)
VI. Profit or loss for the financial year		(12,400,476.03)	(16,559,196.98)
VII. Interim dividends		—	—
VIII. Capital investment subsidies		—	—
B. Provisions		—	—
1. Provisions for pensions and similar obligations		—	—
2. Provisions for taxation		—	—
3. Other provisions		—	—
C. Creditors	2.2.6, 7	6,401,716.64	29,568,288.84
1. Debenture loans		—	—
a) Convertible loans		—	—
i) becoming due and payable within one year		—	—
ii) becoming due and payable after more than one year		—	—
b) Non convertible loans		—	—
i) becoming due and payable within one year		—	—
ii) becoming due and payable after more than one year		—	—
2. Amounts owed to credit institutions		—	—
a) becoming due and payable within one year		—	—
b) becoming due and payable after more than one year		—	—

CAPITAL, RESERVES, AND LIABILITIES	References	Current year	Previous year
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks		—	—
a) becoming due and payable within one year		—	—
b) becoming due and payable after more than one year		—	—
4. Trade creditors	7.1	6,000,609.97	19,186,385.54
a) becoming due and payable within one year	7.1.1	6,000,609.97	19,186,385.54
b) becoming due and payable after more than one year		—	—
5. Bills of exchange payable		—	—
a) becoming due and payable within one year		—	—
b) becoming due and payable after more than one year		—	—
6. Amounts owed to affiliated undertakings		—	—
a) becoming due and payable within one year		—	—
b) becoming due and payable after more than one year		—	—
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests		—	—
a) becoming due and payable within one year		—	—
b) becoming due and payable after more than one year		—	—
8. Other creditors	7.2	401,106.67	10,381,903.30
a) Tax authorities	2.2.6.1	55,137.74	9,990,771.42
b) Social security authorities		—	326,764.06
c) Other creditors		345,968.93	64,367.82
i) becoming due and payable within one year		345,968.93	64,367.82
ii) becoming due and payable after more than one year		—	—
D. Deferred income	2.2.7	3,407,106.87	3,921,289.29
TOTAL (CAPITAL, RESERVES, AND LIABILITIES)		8,628,160,463.90	6,780,570,001.37

PROFIT AND LOSS ACCOUNT

Financial year from 01.01.2022 to 31.12.2022 (in PLN)

PROFIT AND LOSS ACCOUNT	References	Current year	Previous year
1. Net turnover		—	—
2. Variation in stocks of finished goods and in work in progress		—	—
3. Work performed by the undertaking for its own purposes and capitalised		—	—
4. Other operating income	8	16,887,897.04	39,602,524.55
5. Raw materials and consumables and other external expenses	9	(27,267,360.99)	(39,403,357.23)
a) Raw materials and consumables		—	(4,659.38)
b) Other external expenses	9.1	(27,267,360.99)	(39,398,697.85)
6. Staff costs	10	(2,226,550.81)	(2,279,833.56)
a) Wages and salaries		(1,995,201.95)	(2,106,580.37)
b) Social security costs		(49,810.16)	(115,053.74)
i) relating to pensions		(41,430.83)	(51,466.28)
ii) other social security costs		(8,379.33)	(63,587.46)
c) Other staff costs		(181,538.70)	(58,199.45)
7. Value adjustments		—	—
a) in respect of formation expenses and of tangible and intangible fixed assets		—	—
b) in respect of current assets		—	—
8. Other operating expenses	11	(1,334,461.67)	(13,210,079.64)
9. Income from participating interests		—	—
a) derived from affiliated undertakings		—	—
b) other income from participating interests		—	—

PROFIT AND LOSS ACCOUNT	References	Current year	Previous year
10. Income from other investments and loans forming part of the fixed assets		—	—
a) derived from affiliated undertakings		—	—
b) other income not included under a)		—	—
11. Other interest receivable and similar income	12	1,178,641.66	1,364,336.98
a) derived from affiliated undertakings		1,649.02	0.00
b) other interest and similar income	12.1	1,176,992.64	1,364,336.98
12. Share of profit or loss of undertakings accounted for under the equity method		—	—
13. Value adjustments in respect of financial assets and of investments held as current assets		—	—
14. Interest payable and similar expenses	13	642,835.57	(2,610,817.93)
a) concerning affiliated undertakings		—	—
b) other interest and similar expenses	13.1	642,835.57	(2,610,817.93)
15. Tax on profit or loss		—	—
16. Profit or loss after taxation		(12,118,999.20)	(16,537,226.83)
17. Other taxes not shown under items 1 to 16	14	(281,476.83)	(21,970.15)
18. Profit or loss for the financial year		(12,400,476.03)	(16,559,196.98)

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Notes to the annual accounts as of 31 December 2022

1. General information

Allegro.eu (formerly Adinan Super Topco S.à r.l.) (the "Company") was incorporated on 5 May 2017 and is organised under the laws of Luxembourg as a Société Anonyme for an unlimited period, subject to general company law.

The registered office of the Company is established at 1, rue Hildegard von Bingen, L-1282 Luxembourg.

The Company is listed under ticker "ALE" on the Warsaw Stock Exchange since 12 October 2020 and qualifies as such as a Public Interest Entity.

The Company's financial year begins on 1 January and ends on 31 December of each year.

The main activity of the Company is the acquisition, holding, management, and disposal of participations and any interests, in any form whatsoever, in Luxembourg and foreign companies, or other business entities, enterprises or investments, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes, certificates of deposit, and any other securities or financial instruments of any kind, and the ownership, administration, development, and management of its portfolio.

The Company may participate in the creation, development, management and control of any company or enterprise and may invest in any way and in any type of assets. The Company may also hold interests in partnerships and carry out its business through branches in Luxembourg or abroad.

The Company may borrow in any form and issue convertible or nonconvertible bonds, notes, and debentures or any kind of debt or equity securities.

The Company may lend funds, including without limitation, resulting from any borrowings of the Company or from the issue of any equity or debt securities of any kind, to its subsidiaries, affiliated companies, or any other company or enterprise as it deems fit.

The Company may give guarantees and grant securities to any third party for its own obligations and undertakings as well as for the obligations of any company or other enterprise in which the Company has an interest or which forms part of the group of companies to which the Company belongs or any other company or enterprise as it deems fit and generally for its own benefit or such enterprises' benefit.

In a general fashion it may grant assistance in any way it deems fit to companies or other enterprises in which the Company has an interest or which form part of the group of companies to which the Company belongs or any other company or enterprise as it deems fit, take any controlling and supervisory measures and carry out any operation which it may deem useful in the accomplishment and development of its purposes.

Company may generally employ any techniques and instruments relating to or with respect to any of its investments for the purposes of efficient management, including without limitation techniques and instruments designed to protect the Company against credit currency exchange, interest rate risks and other risks.

Finally, the Company can perform all commercial, technical, and financial or other operations, connected directly or indirectly in all areas in order to facilitate the accomplishment of its purpose.

The Company also prepares consolidated accounts, which are subject to publication as prescribed by the Luxembourg law.

2.

Summary of significant accounting policies and valuation methods

2.1. GENERAL PRINCIPLES

The annual accounts are prepared in accordance with the Luxembourg legal and regulatory requirements under the historical cost convention and according to generally accepted accounting principles applicable to commercial companies in Luxembourg. The accounting policies and valuation principles are, apart from those enforced by the law, determined and implemented by the Company's Board of Directors.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the year in which the assumptions changed. The Board of Directors believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2.2. SIGNIFICANT ACCOUNTING AND VALUATION POLICIES

The significant accounting and valuation policies of the Company can be summarised as follows:

2.2.1. FORMATION EXPENSES

The formation expenses are fully amortised during the period in which they are incurred.

2.2.2. FINANCIAL ASSETS

Shares in affiliated undertakings are valued at their historical acquisition cost, including incidental costs of acquisition.

Amounts owed by affiliated undertakings are valued at their nominal value.

If the Board of Directors determines that a durable impairment has occurred in the value of a financial asset, a value adjustment is made in order to reflect that loss. These value adjustments are not continued if the reasons for which they were made have ceased to apply.

2.2.3. DEBTORS

Debtors are recorded at their nominal value. A value adjustment is made when their recovery is partly or completely in doubt. These value adjustments are not continued if the reasons for which they were made have ceased to apply.

2.2.4. FOREIGN CURRENCY TRANSLATION

The Company maintains its books and records in PLN.

All transactions expressed in currency other than PLN are translated into PLN at the exchange rate prevailing at the date of the transaction.

The formation expenses and fixed assets expressed in another currency than PLN are translated in PLN at the exchange rate prevailing at the date of their acquisition. At the balance sheet date, these fixed assets are maintained at their historical exchange rate.

Cash at bank and in hand is translated at the exchange rate prevailing at the balance sheet date. Exchange gains and losses resulting from this conversion are accounted for in the profit and loss account for the year.

Other assets and liabilities are valued individually at the lower or the higher, respectively, of their value at the historical exchange rate or at their value determined at the exchange rate as of the balance sheet date. Only the unrealised exchange losses are accounted for in the profit and loss account. Realised exchange gains and losses are accounted for in the profit and loss account at the date of the transaction.

In the case where there is an economic link between a current asset and a current liability, the respective asset and liability are translated in total and only the unrealised net exchange loss is accounted for in the profit and loss account.

2.2.5. PREPAYMENTS

This asset item includes charges incurred during the financial year but attributable to a subsequent financial year.

2.2.6. CREDITORS

Creditors are recorded at their historical value. Any interest payable on loans is accounted for in the profit and loss account in the year in which it becomes payable.

2.2.6.1. OTHER CREDITORS – TAX

This item includes the tax liability estimated by the Company for the financial years for which the Company has not been assessed yet. The advance payments are disclosed in the assets of the balance sheet under “Other debtors”.

2.2.7. DEFERRED INCOME

This liability item includes income received during the financial year but attributable to a subsequent financial year.



3.

Financial assets

3.1. SHARES IN AFFILIATED UNDERTAKINGS

The shares in affiliated undertakings are as follows:

Name of the company	Registered office	Percentage of ownership	Gross book value as at 01.01.2022 [PLN]	Accumulated value adjustment as at 01.01.2022 [PLN]	Net book value as at 01.01.2022 [PLN]	Additions/(disposals)/(transfers) for the year [PLN]	(Value adjustment allocations)/reversals for the year [PLN]	Net book value as at 31.12.2022 [PLN]	Last balance sheet date	Net equity at the balance sheet date (unaudited) [PLN]	Results of the last financial year (unaudited) [PLN]
Allegro Treasury S.à r.l. (Formerly Adinan Midco S.à r.l.) ("Treasury")	1 rue Hildegard von Bingen, L-1282 Luxembourg	100.00%	6,708,922,772.39	—	6,708,922,772.39	1,883,673,203.22	—	8,592,595,975.61	31.12.2022	8,797,779,964.54 ^[1]	30,142,556.57 ^[1]
TOTAL			6,708,922,772.39	—	6,708,922,772.39	1,883,673,203.22	—	8,592,595,975.61			

[1] The figures are based on unaudited statutory accounts prepared under Luxembourg GAAP.

3.2. OTHER LOANS

As at 31 December 2022, the Company has bank deposit and guarantees for a total amount of PLN 127,368.80 (2021: PLN 127,368.80).

Following the acquisition by the Company of 47 shares representing 47% of the issued share capital of Mall Group a.s. ("Mall Group") on 1 April 2022, on the same day the Company contributed in kind without issuance of new shares into Treasury the 47 shares of Mall Group for a total contribution value of PLN 1,883,673,203.22.

The Board of Directors reviewed the valuation of the above shares at year end and decided to maintain them at their historical acquisition cost and therefore not to record any value adjustments considering the performance of the underlying business.

On the same date, Treasury contributed in kind without issuance of new shares to Allegro.pl sp. z o.o., 47% of the issued share capital of Mall Group, represented by 47 shares for a total contribution value of PLN 1,883,673,203.22.

4. Debtors

4.1. AMOUNTS OWED BY AFFILIATED UNDERTAKINGS

4.1.1. BECOMING DUE AND PAYABLE WITHIN ONE YEAR

This item amounting to PLN 4,542,719.19 (2021: PLN 33,219,359.57) is composed of fees due under Inter-company recharge agreements for a total amount of PLN 4,542,719.19 (2021: PLN 33,080,593.72)

4.2. OTHER DEBTORS

4.2.1. BECOMING DUE AND PAYABLE WITHIN ONE YEAR

This item amounting to PLN 7,145,677.69 (2021: 8,403,691.38) is composed of:

- Advance payments of Corporate Income Tax for Adinan Topco S.à r.l. 2020 for a total amount of PLN 146,610.75 (2021: PLN 146,610.75);
- Advance payment of Municipal Business Tax for Adinan Topco S.à r.l. 2020 for a total amount of PLN 46,139.53 (2021: PLN 46,139.53);
- Net wealth tax advance payments for 2022 for a total amount of PLN 28,024.25 (2021: PLN 43,830.38);
- VAT receivable for a total amount of PLN 12,608,376.33 (2021: PLN 1,149,440.85);
- Foreign social security receivable for a total amount of PLN 170,870.67 (2021: PLN nil);
- Intracomm VAT for a total amount of PLN – 5,876,250.65 (2021: PLN – 2,101,757.30).

5. Prepayments

This item amounting to PLN 10,312,768.45 (2021: PLN 12,771,049.16) is mainly composed of insurance fees.



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6. Capital and reserves

6.1. SUBSCRIBED CAPITAL

On April 1, 2022, an Extraordinary General Meeting of Shareholders of the Company was held to increase the share capital of the Company, by an amount of PLN 336,490.39 in order to bring it from its current amount of PLN 10,232,558.14 up to PLN 10,569,048.53 through the issuance of 33,649,039 shares, with a nominal value of PLN 0.01 each, with a total share premium of PLN 1,883,336,712.83.

The 3 subscribers BONAK a.s., EC Investments a.s. and Rockaway e-commerce a.s. contributed in kind 47% of the issued share capital of Mall Group, represented by 33,649,039 shares for a total amount of PLN 1,883,673,203.22.

As at December 31, 2022, the subscribed capital, amounting to PLN 10,569,048.53, is represented by 1,056,904,853 ordinary shares with a nominal value of PLN 0.01 each, fully paid (2021: PLN 10,232,558.14).

6.2. SHARE PREMIUM ACCOUNT

On April 1, 2022, the shareholders made a capital contribution without issuance of new shares for an amount of PLN 1,883,336,712.83 (note 6.1).

As at December 31, 2022 the share premium of the Company amounts to PLN 8,903,371,058.97 (2021: PLN 7,020,034,346.14).

6.3. LEGAL RESERVE

In accordance with Luxembourg company law, the Company is required to transfer a minimum of 5% of its net profit for each financial year to a legal reserve. This requirement ceases to be necessary once the balance on the legal reserve reaches 10% of the issued share capital. The legal reserve is not available for distribution to the shareholders.

6.4. RESERVE FOR OWN SHARES

The Company purchased during the year 337,988 own shares for a purchase price of PLN 2.36 per share. 338,627 shares have been subsequently distributed to Group employees to satisfy the Allegro Incentive Plan. As of 31 December 2022, 293 own shares remain on the balance sheet for an amount of PLN 692.40.

The movements in capital and reserves for the year under review were as follows:

	Share capital	Share premium	Legal reserve	Reserve for own shares	Results for the financial year	Retained Earnings	Total equity
Balance as at 1 January 2022	10,232,588.14	7,020,034,346.14	—	2,202.44	(16,559,196.98)	(266,629,486.50)	6,747,080,423.24
Allocation of the loss	—	—	—	—	16,559,196.98	(16,559,196.98)	—
Loss for the financial year	—	—	—	—	(12,400,476.03)	—	(12,400,476.03)
Capital contribution in cash	336,490.39	1,883,336,712.83	—	—	—	—	1,883,673,203.22
Purchase of own shares (net)	—	—	—	(1,510.04)	—	—	(1,510.04)
Balance as at 31 December 2022	10,569,048.53	8,903,371,058.97	—	692.40	(12,400,476.03)	(283,188,683.48)	8,618,351,640.39

7. Creditors

7.1. TRADE CREDITORS

7.1.1. BECOMING DUE AND PAYABLE WITHIN ONE YEAR

This item amounting to PLN 6,000,609.97 (2021: PLN 19,186,385.54) is composed of suppliers and accounting, legal and insurance fees accruals in connection with the administration of the Company.

7.2. OTHER CREDITORS

This item amounting to PLN 401,106.67 (2021: PLN 10,381,903.30) is mainly composed of tax, social security costs and other payables.

8. Other operating income

This item amounting to PLN 16,887,897.04 (2021: PLN 39,602,524.55) is composed of the following recharges (see Note 4.1.1):

- D&O insurance fees recharged by the Company to the Group entities for PLN 5,056,901.61 (2021: PLN 4,627,825.41);
- Cost of operating of the Allegro Incentive Plan for the Group recharged by the Company to the Group entities for PLN 11,830,995.43 (2021: PLN 33,255,663.58)

9. Raw materials and consumables and other external expenses

9.1. OTHER EXTERNAL EXPENSES

This caption is composed as follows:

	2022 [PLN]	2021 [PLN]
Legal fees	7,243,611.23	15,304,578.27
Consulting fees	10,044,135.82	11,955,539.97
Audit and accounting fees	1,152,452.70	1,294,667.87
Insurance fees	7,043,947.66	6,710,830.97
Travel expenses	800,117.63	360,780.71
Recruitment fees	—	5,265.00
Building rental charges	504,597.45	555,417.95
Notary fees	26,863.75	64,041.70
Bank fees	86,316.33	109,444.18
Fiscal fees	303,242.21	803,634.67
Other fees	62,076.21	2,234,496.56
Total	27,267,360.99	39,398,697.85

10. Staff costs

This item amounting to PLN 2,226,550.81 (2021: PLN 2,279,833.56) is composed of salaries and social security costs.

As of 31 December 2022, the Company had 2 full-time employees and 5 part-time employees.

The Company operates the Allegro Incentive Plan ("AIP"), a discretionary benefit offered to its Executive Directors and employees of the Group. AIP is a long-term incentive plan based on the Company's shares, approved by shareholders of the Company on 20 September 2020 and adopted by the Board of Directors on 7 October 2020. The objective of the AIP is to align the Managers' interests with that of the Group and to contribute to the actual long-term financial standing and stability of the Group and long-term shareholder value creation.

Executive Directors and certain managers may be offered variable remuneration under the AIP in the form of Performance Share Units ("PSU"). Executive Directors, Key Managers, and selected employees of the Group may be also offered the variable remuneration in the form of Restricted Stock Units ("RSU"). Both plans have 3-year vesting periods with additional conditions applied.

The Company granted Group's employees with PSUs and RSUs in 2022, scheduled to vest in 2022-2025. As of 31 December 2022, a total of 1,243,735 PSUs and 3,790,445 RSUs were outstanding.

11. Other operating expenses

This item amounting to PLN 1,334,461.67 (2021: PLN 13,210,079.64) is mainly composed of:

- directors' fees for an amount of PLN 3,085,506.15 (2021: PLN 2,867,286.00);
- non-recoverable VAT for an amount of PLN -1,756,657.23 (2021: PLN 10,342,793.64);

12. Other interest receivable and similar income

12.1. OTHER INTEREST AND SIMILAR INCOME

This item amounting to PLN 1,178,641.66 (2021: PLN 1,364,336.98) is mainly composed of foreign currency exchange gains.

13. Interest payable and similar expenses

13.1. OTHER INTEREST AND SIMILAR EXPENSES

This item amounting to PLN -642,835.57 (2021: PLN 2,610,817.93) is mainly composed of foreign currency exchange loss.

14. Tax on profit or loss

The company is subject in Luxembourg to the applicable general tax regulations.

15. Related party transactions

During the financial year, significant transactions entered in to with related parties have been disclosed in the financial statement.

16. Off-balance sheet commitments

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations) or liabilities to be disclosed in the annual accounts.

17. Subsequent events

The Board of Directors is not aware of any material reportable events that occurred after the balance sheet date.