



**ATTENDANCE AND PROXY FORM
(to be fully completed and executed)**

For the annual general meeting of the shareholders (the "Meeting") of : <u>Allegro.eu, Société Anonyme, R.C.S. Luxembourg B214.830 (the "Company")</u> to be held at the registered office of the Company at 1, rue Hildegard von Bingen, L-1282 Luxembourg, Grand Duchy of Luxembourg on 22 June 2022 at 13:00 CET.	<u>Number of Company's ordinary shares held on the record date (i.e. 8 June 2022) at 00:00 CET (the "Record Date"):</u>
	<u>Number of votes that Principal (as defined below) wishes to cast for voting at the Meeting:</u>

Shareholder identification: The undersigned (the " Principal "), Name: Contact details: - Address: - E-mail address: - Telephone number:

<p><u>IMPORTANT DEADLINES:</u></p> <p>- duly completed record date confirmation (the "Record Date Confirmation") to be sent at the latest by <u>8 June at 00:00 CET</u>; AND</p> <p>- duly completed attendance and proxy form (the "Attendance and Proxy Form") and an evidence of shareholding (the "Evidence of Shareholding") must be sent at the latest by <u>17 June at (23:59 CET)</u></p> <p align="center">to:</p> <p align="center">Allegro.eu</p> <p align="center">Société anonyme</p> <p align="center">Registered office: at 1, rue Hildegard von Bingen, L-1282 Luxembourg</p> <p align="center">Grand Duchy of Luxembourg</p> <p align="center">email: agm@allegro.eu</p>
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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 proxy holder designated by the Company.

Accordingly, choose one of the 2 options and tick the corresponding box, then date and sign below:

□ 1. **I, as Principal, will not attend the Meeting but express my vote as follows on the items of the agenda of the Meeting***, the draft resolutions related to such items of the agenda being available on the Company's website: www.allegro.eu:

* 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 Meeting. The omission to tick any box with respect to any resolution shall render such resolution void:

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 2021 (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**").

NO VOTING REQUIRED

2. Approval of the Annual Accounts.

For **Against** **Abstention**

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 2021 (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 2021 (the "**Remuneration Report**").

NO VOTING REQUIRED

4. Approval of the Consolidated Financial Statements.

For **Against** **Abstention**

5. Allocation of the results of the Company for the financial year ended on 31 December 2021.

For **Against** **Abstention**

6. Acknowledgement and approval of the Remuneration Report prepared by the Remuneration and Nomination Committee of the Company.

For **Against** **Abstention**

7. Discharge to Francois NUYTS, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

8. Discharge to Jonathan EASTICK, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

9. Discharge to Darren Richard HUSTON, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

10. Discharge to David BARKER, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

11. Discharge to Carla SMITS-NUSTELING, for the exercise of her mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

12. Discharge to Pawel PADUSINSKI, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

13. Discharge to Nancy CRUICKSHANK, for the exercise of her mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

14. Discharge to Richard SANDERS, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

15. Appoint Pedro ARNT, born on 4 May 1973 in London, England, and whose professional address is located at World Trade Center Free Zone II, Luis Bonavita 1284 oficina 1733, 11300 Montevideo, Uruguay, as director of the Company for 6 years with effect from 22 June 2022.

For **Against** **Abstention**

16. Discharge to PwC, for the exercise of its mandate as certified auditor (*réviseur d'entreprises agréé*) of the Company until 31 December 2021.

For **Against** **Abstention**

17. 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 2023.

For **Against** **Abstention**

18. Approve the amendments to the rules of the Allegro incentive plan ("**AIP**").

For **Against** **Abstention**

2. **I, as Principal, will not attend the Meeting and I empower Rafal Janiak, general manager of the Company, acting individually with full power of substitution (the "Representative") to vote in my name and on my behalf with the following voting instructions***.

*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 Meeting. The omission to tick any box with respect to any resolution shall oblige the Representative to abstain on the proposed resolution:

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 2021 (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**").

NO VOTING REQUIRED

2. Approval of the Annual Accounts.

For **Against** **Abstention**

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 2021 (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 2021 (the "**Remuneration Report**").

NO VOTING REQUIRED

4. Approval of the Consolidated Financial Statements.

For **Against** **Abstention**

5. Allocation of the results of the Company for the financial year ended on 31 December 2021.

For **Against** **Abstention**

6. Acknowledgement and approval of the Remuneration Report prepared by the Remuneration and Nomination Committee of the Company.

For **Against** **Abstention**

7. Discharge to Francois NUYTS, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

8. Discharge to Jonathan EASTICK, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

9. Discharge to Darren Richard HUSTON, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

10. Discharge to David BARKER, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

11. Discharge to Carla SMITS-NUSTELING, for the exercise of her mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

12. Discharge to Pawel PADUSINSKI, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

13. Discharge to Nancy CRUICKSHANK, for the exercise of her mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

14. Discharge to Richard SANDERS, for the exercise of his mandate as director of the Company until 31 December 2021.

For **Against** **Abstention**

15. Appoint Pedro ARNT, born on 4 May 1973 in London, England, and whose professional address is located at World Trade Center Free Zone II, Luis Bonavita 1284 oficina 1733, 11300 Montevideo, Uruguay, as director of the Company for 6 years with effect from 22 June 2022.

For **Against** **Abstention**

16. Discharge to PwC, for the exercise of its mandate as certified auditor (*réviseur d'entreprises agréé*) of the Company until 31 December 2021.

For **Against** **Abstention**

17. 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 2023.

For **Against** **Abstention**

18. Approve the amendments to the rules of the Allegro incentive plan ("**AIP**").

For **Against** **Abstention**

If amendments or new resolutions were to be presented, I irrevocably give power to the Representative to vote in my name and on my behalf as it may deem fit, unless I tick the box below:

I abstain

Powers of the Representative:

The Representative may represent the Principal at the Meeting or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of the Meeting, vote in the name and on behalf of the Principal on any resolution submitted to said Meeting or adjourned or re-convened meeting, sign any documents, delegate under his own responsibility the present proxy form to another representative and, in general, do whatever seems appropriate or useful to the implementation and the performance of the present proxy form.

For the purpose of the foregoing, the Representative may, in the name and on behalf of the Principal, sign and execute all minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxyform, promising ratification.

RECORD DATE CONFIRMATION

This document shall be provided to the Company by a shareholder at the latest by 00:00 CET on the Record Date. **The Record Date is 8 June 2022** (i.e. the day falling fourteen (14) days before the date of the Meeting).

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company's ordinary shares and wishes to participate in the Meeting. A template form of the Record Date Confirmation is available on the Company's website at www.allegro.eu.

The Record Date Confirmation must be sent to the Company by post or electronic means so that it is received by the Company at the latest by 00:00 CET **on the Record Date, i.e. 8 June 2022**, to:

Allegro.eu

Société anonyme

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

Grand Duchy of Luxembourg

email: agm@allegro.eu

ATTENDANCE AND PROXY FORM

This Attendance and Proxy Form must be duly completed and signed by shareholders wishing to attend or be represented at the Meeting.

EVIDENCE OF SHAREHOLDING

This document must indicate the shareholder's name and the number of Company 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 Company's 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.

NO PHYSICAL ATTENDANCE AT THE MEETING

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

1. a duly completed Record Date Confirmation;
2. a duly completed Attendance and Proxy Form; and
3. an Evidence of Shareholding.

Shareholders wishing to participate at the Meeting must send the Attendance and Proxy Form together with the relevant Evidence of Shareholding by post or electronic means so that they are received by the Company at the latest **by twenty-three hours fifty-nine minutes (23:59 CET) on 17 June 2022**, to:

Allegro.eu

Société anonyme

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

Grand Duchy of Luxembourg

email: agm@allegro.eu

Please note that only persons who are shareholders at the Record Date and have timely submitted their Record Date Confirmation, Attendance and Proxy Form, and Evidence of Shareholding shall have the right to participate and vote in the Meeting.

By signing this Attendance and Proxy Form, the Principal hereby consents that the featured data are collected, processed and used for the purpose of the Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the Meeting.

This Attendance and Proxy 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 and Proxy Form.

<p>Executed in on 2022</p> <p>Signature</p> <p>Name:</p> <p>Title / Represented by:</p>
