



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**")

VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON 12 MAY 2023

<u>AGENDA ITEM</u>	<u>VOTING RESULT</u>
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.	No resolution was required on this item
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:	<u>First Resolution:</u> Total number of shares for which votes have been validly cast and corresponding proportion of the voting share capital:

"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.*

734,263,266 (69.48% of the total voting share capital)

Number of votes cast in favour: 638,713,175

Number of votes cast against: 95,550,091

Number of abstentions: 4,674,019

The resolution is adopted.

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*

<p>voting rights are held, directly or indirectly, by the Company;</p> <p>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;</p> <p>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</p> <p>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.</p> <p><i>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."</i></p>	
<p>3. To fully amend and restate article 9.15 of the Articles (the Directors) as follows: <i>" 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</i></p>	<p><u>Second Resolution:</u></p> <p>Total number of shares for which votes have been validly cast and corresponding proportion of the voting share capital: 738,937,285 (69.92% of the total voting share capital)</p> <p>Number of votes cast in favour: 738,930,210</p> <p>Number of votes cast against: 7,075</p> <p>Number of abstentions: 0</p> <p>The resolution is adopted.</p>

<p><i>soon as practicable to resolve on the confirmation of such appointment."</i></p>	
<p>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:</p> <ul style="list-style-type: none"> • "15. RESERVED MATTERS <i>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:"</i> • "15.1 Strategic issues <i>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"))."</i> • "15.2 Structure and capital <i>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</i> 	<p><u>Third Resolution:</u></p> <p>Total number of shares for which votes have been validly cast and corresponding proportion of the voting share capital: 738,937,285 (69.92% of the total voting share capital)</p> <p>Number of votes cast in favour: 734,263,266</p> <p>Number of votes cast against: 4,674,019</p> <p>Number of abstentions: 0</p> <p>The resolution is adopted.</p>

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**

Fourth Resolution:

Total number of shares for which votes have been validly cast and corresponding proportion of the voting share capital: 734,263,266 (69.48% of the total voting share capital)

Number of votes cast in favour: 734,263,266

Number of votes cast against: 0

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."

Number of abstentions: 4,674,019

The resolution is adopted.

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