



**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**")

**CONVENING NOTICE TO THE ANNUAL GENERAL MEETING ("AGM")  
OF SHAREHOLDERS OF THE COMPANY  
TO BE HELD ON 26 JUNE 2024**

Dear Shareholders,

We hereby invite you to participate in the AGM to be held at Hotel Sofitel Luxembourg Europe, 6 Rue du Fort Niedergruenewald, L-2226 Luxembourg, Grand Duchy of Luxembourg on **26 June 2024 at 1.00 pm CET** to vote on the following points on the agenda:

**AGENDA OF THE ANNUAL GENERAL MEETING**

1. Presentation of (a) the annual accounts (consisting of the balance sheet, the profit and loss account and the notes to the accounts) for the Company's financial year ended on 31 December 2023 (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 of 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 2023 (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 2023 (the "**Remuneration Report**").
4. Approval of the Consolidated Financial Statements.
5. Allocation of the results of the Company for the financial year ended on 31 December 2023.
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.
7. Acknowledgement and approval of the Remuneration Report prepared by the Remuneration and Nomination Committee of the Company.
8. Discharge (*quibus*) to Roy PERTICUCCI, for the exercise of his mandate as director of the Company until 31 December 2023.
9. Discharge (*quibus*) to Jonathan EASTICK, for the exercise of his mandate as director of the Company until 31 December 2023.

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10. Discharge (*quitus*) to Darren Richard HUSTON, for the exercise of his mandate as director of the Company until 31 December 2023.
11. Discharge (*quitus*) to Pedro ARNT, for the exercise of his mandate as director of the Company until 31 December 2023.
12. Discharge (*quitus*) to David BARKER, for the exercise of his mandate as director of the Company until 31 December 2023.
13. Discharge (*quitus*) to Clara (*dit* Carla) NUSTELING, for the exercise of her mandate as director of the Company until 31 December 2023.
14. Discharge (*quitus*) to Paweł PADUSIŃSKI, for the exercise of his mandate as director of the Company until 31 December 2023.
15. Discharge (*quitus*) to Nancy CRUICKSHANK, for the exercise of her mandate as director of the Company until 31 December 2023.
16. Discharge (*quitus*) to Richard SANDERS, for the exercise of his mandate as director of the Company until 31 December 2023.
17. Discharge (*quitus*) to Catherine FAIERS, for the exercise of his mandate as director of the Company until 31 December 2023.
18. Discharge (*quitus*) to Tomasz SUCHANSKI, for the exercise of his mandate as director of the Company until 31 December 2023.
19. Acknowledgement of the resignation of Paweł PADUSIŃSKI in respect of the performance of his duties as director of the Company.
20. Acknowledgement of the resignation of Darren Richard HUSTON in respect of the performance of his duties as director of the Company.
21. Acknowledgement of the resignation of Clara (*dit* Carla) NUSTELING in respect of the performance of her duties as director of the Company.
22. Appointment of Mr. Gary MCGANN as director of the Company for three (3) years with effect from 26 June 2024.
23. Appointment of Ms. Laurence BOURDON-TRACOL as director of the Company for three (3) years with effect from 26 June 2024.
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.
25. 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 approving the annual accounts for the financial year ended on 31 December 2024.
26. Miscellaneous.

## **QUORUM REQUIREMENTS**

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

The right to participate in the AGM is determined on the basis of share ownership on the day falling fourteen (14) days before the date of the AGM, namely on **12 June 2024 at midnight (24:00 hours) CET** ("Record

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**Date**"). All shareholders holding Ordinary Shares in the Company on the Record Date have the right to attend, speak and vote at the AGM (regardless of the number of Ordinary Shares held), provided that they declare their intention to participate to the AGM before the Record Date and register themselves for the AGM in time in accordance with the provisions set forth below.

### **1) Registration**

Shareholders who wish to participate at the AGM are requested to register themselves at ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through the Intermediary in whose administration the shareholder is registered as holder of shares of the Company, no later than 23:59 CET on 23 June 2024.

In all circumstances, the intermediaries will need to issue an electronic statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) (and not via any other means) no later than 10:00 CET on 24 June 2024, stating that the shares were registered in the name of the holder thereof on the Record Date whereupon the holder will receive a proof of registration (the "**Registration Note**"). In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders to be able to verify the shareholding on the Record Date in an efficient manner.

### **2) Shareholders who wish to attend the AGM in person**

Shareholders who wish to attend the AGM shall further notify the Company Secretary per email at [agm@allegro.eu](mailto:agm@allegro.eu), including their Registration Note.

### **3) Voting instructions and/or proxies**

Shareholders who have registered for the AGM but do not wish to attend the AGM are only entitled to exercise their voting rights through a voting instruction or by a proxy in advance of the AGM 23 June 2024 at 23:59:59 CET via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). For more details on how to exercise electronic voting rights please visit [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

**Please note that only the shareholders owning Ordinary Shares of the Company on the Record Date (either directly or through a securities settlement system, which ownership has been validly established) and having announced their intention to attend the AGM by registering themselves via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) as described here above will be entitled to participate in the AGM.**

## **IMPORTANT INFORMATION**

### **1) Documents:**

The following documents and information are available for the shareholders on our website: [www.allegro.eu](http://www.allegro.eu) and 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; and
- the draft resolutions of the AGM which will also include the board of director's justifications for each draft resolution. Any draft resolution(s) submitted by shareholder(s) shall be added to the website as soon as possible after the Company has received them.

**You may also request to be provided with a copy of the above-mentioned documents by sending a written request at [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com).**

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

### **2) Questions during the AGM**

We encourage shareholders to submit their questions in advance of the AGM by sending email to [agm@allegro.eu](mailto:agm@allegro.eu).

When submitting one or more questions please ensure to also provide the shareholder's full name and address and a proof of ownership of Allegro shares as at the Record Date issued by a financial intermediary. Kindly note that the deadline for submitting questions is no later than on 20 June 2024. The responses to these questions will be made available on our corporate website on 25 June 2024 by 17.00 CET the latest.

A shareholder may ask questions during the meeting being present in person.

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

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

Such requests must:

- be in writing and sent to the Company by post (at the following address: Allegro.eu) 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 AGM;
- 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 AGM, **4 June 2024**.

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 AGM.

If you need further assistance or information, please visit please visit [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or contact ABN AMRO via [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com).

Further information about the processing of data in connection with the AGM is available on the Company's website [www.allegro.eu](http://www.allegro.eu) and in particular in the "Investors" section.

Luxembourg, 24 May 2024

Yours faithfully,

**The Board of Directors of the Company**