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Société anonyme

Registered office: at 1, rue Hildegard von Bingen, L-1282 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B214830
(the "**Company**")

**DRAFT RESOLUTIONS PROPOSED TO THE ANNUAL GENERAL MEETING ("AGM") OF THE
SHAREHOLDERS OF THE COMPANY TO BE HELD ON 26 JUNE 2024**

Dear Shareholders,

Please find below draft resolutions that will be submitted to the AGM on **26 June 2024 at 1.00 pm CEST** to vote on the respective agendas indicated below.

Pursuant to the corporate governance principles contained in Best Practice for Warsaw Stock Exchange Listed Companies 2021, the board of directors of the Company (the "**Board**") hereby presents a justification of the draft resolutions proposed to the AGM.

AGENDA OF THE AGM

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.

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.

AGM – PROPOSED RESOLUTIONS

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**").

No resolution is required on this item.

2. Approval of the Annual Accounts.

Proposed resolution No. 1:

The Meeting, after having reviewed the Annual Accounts Board Report and the Annual Accounts Auditor Report, resolves to approve the Annual Accounts for the financial year 2023, in their entirety, showing a profit amounting to PLN 95,679,176.40.

Justification of the resolution No. 1:

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**") were reviewed by the Company's audit committee and audited by the certified auditor (*réviseur d'entreprises agréé*), issuing an unmodified opinion. The Annual Accounts are subject to approval by the general meeting of the Company's shareholders (the "**Meeting**") in accordance with the Luxembourg law of 10 August 1915 on commercial companies (as amended) (the "**Law of 10 August 1915**"). Therefore, it is necessary to submit the draft of this resolution and the Annual Accounts to the Meeting for approval.

The Board unanimously expresses its positive opinion on the resolution No. 1 and recommends its adoption in the proposed wording.

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**").

No resolution is required on this item.

4. Approval of the Consolidated Financial Statements.

Proposed resolution No. 2:

The Meeting, after having reviewed the Consolidated Financial Statements Board Report, resolves to approve the Consolidated Financial Statements for the financial year 2023, in their entirety, showing a profit amounting to PLN 284,057,748.50.

Justification of the resolution No. 2:

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's financial year ended on 31 December 2023 (the "**Consolidated Financial Statements**") were reviewed by the Company's audit committee and audited by the certified auditor (*réviseur d'entreprises agréé*), issuing an unmodified opinion. The Consolidated Financial Statements are subject to approval by the Meeting. Therefore, it is necessary to submit the draft of this resolution and the Consolidated Financial Statements to the Meeting for approval.

The Board unanimously expresses its positive opinion on the resolution No. 2 and recommends its adoption in the proposed wording.

5. Allocation of the results of the Company for the financial year ended on 31 December 2023.

Proposed resolution No. 3:

The Meeting acknowledges that the result for the financial year ending on 31 December 2023 was a profit amounting to PLN 95,679,176.40 and resolves to allocate PLN 1,056,904.85 to the legal reserve account and to carry forward the remaining profit of PLN 94,622,271.55.

Justification of the resolution No. 3:

The Luxembourg law of 19 December 2002 on the Trade and Company Register and on bookkeeping and annual accounts of companies and amending certain legal dispositions, as amended, (the "**Law of 19 December 2002**") requires the allocation of the results to be published with the annual accounts. In addition, under the Luxembourg law on commercial companies dated 10 August 1915 (as amended from time to time) (the "**Law of 10 August 1915**"), it is the role of the shareholders to determine how the profits/losses of a company will be allocated. Therefore, it is necessary to submit the draft of this resolution to the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 3 and recommends its adoption in the proposed wording.

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.

Proposed resolution No. 4:

The Meeting resolves to acknowledge and approve by an advisory vote the revised version of the Remuneration Policy for a period of four (4) years starting from the date of the present AGM.

Justification of the resolution No. 4:

Pursuant to article 7bis of the Luxembourg law of 1 August 2019 modifying the law of 24 May 2011 concerning the right of shareholders to vote on remuneration policy at the annual general meeting of listed companies (the "**Shareholders' Rights Law**"), a company must submit the remuneration policy to an advisory vote by the general meeting at every material change, and in any case, at least every four years.

The advisory vote on the current version of the Remuneration Policy was approved by the general meeting of the shareholders of the Company held on 29 September 2020 and such approval is valid for a period of four (4) years as specified in the Shareholders' Rights Law.

In addition to the editorial changes, the revised version of the Remuneration Policy includes provisions increasing the transparency of the rules for granting variable remuneration and other elements of remuneration or benefits as well as of the termination terms applicable to Executive Managers.

The Board unanimously expresses its positive opinion on the resolution No. 4 and recommends its adoption in the proposed wording.

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

Proposed resolution No. 5:

The Meeting resolves to approve the Remuneration Report prepared by the Remuneration and Nomination Committee of the Company for the financial year ended on 31 December 2023.

Justification of the resolution No. 5:

Pursuant to article 7ter of the Shareholders' Rights Law, the Company must draw up a remuneration report, providing a comprehensive overview of the remuneration, including all benefits in whatever form, awarded or due during the most recent financial year to individual directors, including to newly recruited and to former directors of the Company, in accordance with the Company's remuneration policy. In accordance with article 7ter(4) of the Shareholders' Rights Law, the Meeting has the right to hold an advisory vote on the remuneration report. Accordingly, this draft resolution has been submitted to the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 5 and recommends its adoption in the proposed wording.

8. Discharge (*quitus*) to Roy PERTICUCCI, for the exercise of his mandate as director of the Company until 31 December 2023.

Proposed resolution No. 6:

The Meeting resolves to grant discharge (quitus) to Roy Pericucci for the exercise of his mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 6:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 6 and recommends its adoption in the proposed wording.

9. Discharge (*quitus*) to Jonathan EASTICK, for the exercise of his mandate as director of the Company until 31 December 2023.

Proposed resolution No. 7:

The Meeting resolves to grant discharge (quitus) to Jonathan EASTICK for the exercise of his mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 7:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 7 and recommends its adoption in the proposed wording.

10. Discharge (*quitus*) to Darren Richard HUSTON, for the exercise of his mandate as director of the Company until 31 December 2023.

Proposed resolution No. 8:

The Meeting resolves to grant discharge (quitus) to Darren Richard HUSTON for the exercise of his mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 8:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 8 and recommends its adoption in the proposed wording.

11. Discharge (*quitus*) to Pedro ARNT, for the exercise of his mandate as director of the Company until 31 December 2023.

Proposed resolution No. 9:

The Meeting resolves to grant discharge (quitus) to Pedro ARNT for the exercise of his mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 9:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 9 and recommends its adoption in the proposed wording.

12. Discharge (*quitus*) to David BARKER, for the exercise of his mandate as director of the Company until 31 December 2023.

Proposed resolution No. 10:

The Meeting resolves to grant discharge (quitus) to David BARKER for the exercise of his mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 10:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 10 and recommends its adoption in the proposed wording.

13. Discharge (*quitus*) to Clara (*dit* Carla) NUSTELING, for the exercise of her mandate as director of the Company until 31 December 2023.

Proposed resolution No. 11:

The Meeting resolves to grant discharge (quitus) to Clara (dit Carla) NUSTELING for the exercise of her mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 11:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 11 and recommends its adoption in the proposed wording.

14. Discharge (*quitus*) to Pawel PADUSINSKI, for the exercise of his mandate as director of the Company until 31 December 2023.

Proposed resolution No. 12:

The Meeting resolves to grant discharge (quitus) to Pawel PADUSINSKI for the exercise of his mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 12:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 12 and recommends its adoption in the proposed wording.

15. Discharge (*quitus*) to Nancy CRUICKSHANK, for the exercise of her mandate as director of the Company until 31 December 2023.

Proposed resolution No. 13:

The Meeting resolves to grant discharge (quitus) to Nancy CRUICKSHANK for the exercise of her mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 13:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 13 and recommends its adoption in the proposed wording.

16. Discharge to (*quitus*) Richard SANDERS, for the exercise of his mandate as director of the Company until 31 December 2023.

Proposed resolution No. 14:

The Meeting resolves to grant discharge (quitus) to Richard SANDERS for the exercise of his mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 14:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 14 and recommends its adoption in the proposed wording.

17. Discharge to (*quitus*) Catherine FAIERS, for the exercise of his mandate as director of the Company until 31 December 2023.

Proposed resolution No. 15:

The Meeting resolves to grant discharge (quitus) to Catherine FAIERS, for the exercise of her mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 15:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 15 and recommends its adoption in the proposed wording.

18. Discharge to (*quitus*) Tomasz SUCHANSKI, for the exercise of his mandate as director of the Company until 31 December 2023.

Proposed resolution No. 16:

The Meeting resolves to grant discharge (quitus) to Tomasz SUCHANSKI for the exercise of his mandate as director of the Company until 31 December 2023.

Justification of the resolution No. 16:

Due to the matter contained in this draft resolution on granting discharge to an individual member of the Board, the Board limits its justification to stating that this matter falls as per the Law of 10 August 1915 within the exclusive competence of the Meeting, and the voting result should reflect the assessment of the Board's activities by the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 16 and recommends its adoption in the proposed wording.

19. Acknowledgement of the resignation of Paweł PADUSIŃSKI in respect of the performance of his duties as director of the Company.

Proposed resolution No. 17:

The Meeting resolves to acknowledge the resignation of Paweł PADUSIŃSKI in respect of the performance of his duties as director of the Company up to his resignation and with effect as of the date of the present AGM. Full discharge is granted to the resigning director for the execution of his mandate up until his resignation. Such discharge shall be confirmed during the next shareholders' meeting approving the annual accounts of the Company.

The Company accepted the resignation of Paweł PADUSIŃSKI as director of the Company with effect as of the date of the present AGM as evidenced by his resignation letter, which shall remain attached to the present resolutions.

Justification of the resolution No. 17:

On 12 March 2024, Paweł PADUSIŃSKI announced to the board of directors of the Company that he will step down with effect as of the date of the present AGM.

The Company would like to express its thanks to Paweł PADUSIŃSKI for being such an insightful and valuable member of the board of directors of the Company during the last seven years. The Company understands that Paweł PADUSIŃSKI has decided to move on from MidEuropa and the Company would like to wish Paweł PADUSIŃSKI the best of luck for his further career moves.

The Board unanimously expresses its positive opinion on the resolution No. 17 and recommends its adoption in the proposed wording.

20. Acknowledgement of the resignation of Darren Richard HUSTON in respect of the performance of his duties as director of the Company.

Proposed resolution No. 18:

The Meeting resolves to acknowledge the resignation of Darren Richard HUSTON in respect of the performance of his duties as director of the Company up to his resignation and with effect as of the date of the present AGM. Full discharge is granted to the resigning director for the execution of his mandate. Full discharge is granted to the resigning director for the execution of his mandate up until his resignation. Such discharge shall be confirmed during the next shareholders' meeting approving the annual accounts of the Company.

The Company accepted the resignation of Darren Richard HUSTON as director of the Company with effect as of the date of the present AGM as evidenced by his resignation letter, which shall remain attached to the present resolutions.

Justification of the resolution No. 18:

On 4 October 2023, Darren Richard HUSTON announced to the board of directors of the Company he will step down with effect as of the date of the present AGM, subject to an orderly transition.

The Company would like to express its sincere thanks and appreciation to Darren Richard HUSTON for his seven years as Chair at the Company. Under his stewardship, the Company has made substantial progress growing organically and through mergers and acquisitions. He has led the company through an IPO and has ensured that both the executive team and the non-executives are of the highest international calibre.

The Board unanimously expresses its positive opinion on the resolution No. 18 and recommends its adoption in the proposed wording.

21. Acknowledgement of the resignation of Clara (*dit* Carla) NUSTELING in respect of the performance of her duties as director of the Company

Proposed resolution No. 19:

*The Meeting resolves to acknowledge the resignation of Clara (*dit* Carla) NUSTELING in respect of the performance of her duties as director of the Company up to her resignation and with effect as of the date of the present AGM. Full discharge is granted to the resigning director for the execution of her mandate. Full discharge is granted to the resigning director for the execution of her mandate up until her resignation. Such discharge shall be confirmed during the next shareholders' meeting approving the annual accounts of the Company.*

*The Company accepted the resignation of Clara (*dit* Carla) NUSTELING as director of the Company with effect as of the date of the present AGM as evidenced by her resignation letter, which shall remain attached to the present resolutions.*

Justification of the resolution No. 19:

On 7 November 2023, Clara (*dit* Carla) NUSTELING announced to the board of directors of the Company she will step down with effect as of the date of the present AGM, subject to an orderly transition.

The Company would like to express its sincere thanks to Clara (*dit* Carla) NUSTELING for her leadership of the audit committee of the Company over the past four years. Since the Company's IPO, Clara (*dit* Carla) NUSTELING has brought her substantial financial expertise and business acumen to chairing the audit committee of the Company, establishing a robust balance of oversight and controls, alongside a productive and collaborative working relationship with Allegro's executive management. The Company wishes Clara (*dit* Carla) NUSTELING every future success as she pursues her entrepreneurial passion for developing high-performing team dynamics in the fields of Sport and Business.

The Board unanimously expresses its positive opinion on the resolution No. 19 and recommends its adoption in the proposed wording.

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

Proposed resolution No. 20:

The Meeting resolves to appoint Mr. Gary MCGANN, born on 25 August 1950 in Dublin, Ireland, and professionally residing at Cherryfield, 1 Stone House, Donnybrook, Dublin 4, as director of the Company for three (3) years with effect from 26 June 2024.

Justification of the resolution No. 20:

Pursuant to the articles of association of the Company, the directors of the Company are appointed by a general meeting of the Company. The Board is of the opinion that the appointment of Mr. Gary McGann as an independent director would be in the best interests of the Company, being a step towards the announced target of a majority of Board members being independent. This appointment also serves to increase ecommerce expertise amongst the Board members. Therefore, it is necessary to submit the draft of this resolution to the Meeting.

The Board unanimously expresses its positive opinion on the resolution No.20 and recommends its adoption in the proposed wording.

23. Appointment of Ms. Laurence BOURDON-TRACOL as director of the Company for three (3) years with effect from 26 June 2024.

Proposed resolution No. 21:

The Meeting resolves to appoint Ms. Laurence BOURDON-TRACOL, born on 9 April 1972 in Muri bei Bern, Switzerland, and professionally residing at Pelikanweg 1c, 3074 Muri bei Bern, Switzerland, as director of the Company for three (3) years with effect from 26 June 2024.

Justification of the resolution No. 21:

Pursuant to the articles of association of the Company, the directors of the Company are appointed by a general meeting of the Company. The Board is of the opinion that the appointment of Ms. Laurence Bourdon-Tracol as an independent director would be in the best interests of the Company, being a step towards the announced target of a majority of Board members being independent. This appointment also serves to increase ecommerce expertise amongst the Board members. Therefore, it is necessary to submit the draft of this resolution to the Meeting.

The Board unanimously expresses its positive opinion on the resolution No.21 and recommends its adoption in the proposed wording.

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

Proposed resolution No. 22:

*The Meeting resolves to grant discharge to PwC for the exercise of its mandate as certified auditor (*réviseur d'entreprises agréé*) of the Company until 31 December 2023.*

Justification of the resolution No. 22:

This matter falls within the exclusive competence of the Meeting as per the Law of 10 August 1915; therefore it is necessary to submit the draft of this resolution to the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 22 and recommends its adoption in the proposed wording.

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.

Proposed resolution No. 23:

The Meeting resolves to approve the 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.

Justification of the resolution No. 23:

This matter falls within the exclusive competence of the Meeting; therefore, it is necessary to submit the draft of this resolution to the Meeting.

The Board unanimously expresses its positive opinion on the resolution No. 23 and recommends its adoption in the proposed wording.