



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 2025**

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 2025 at 10:00 am CEST** 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 2024 (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 2024 (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 2024 (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 2024;
6. Acknowledgement and approval of the Remuneration Report prepared by the Remuneration and Nomination Committee of the Company;
7. Discharge (*quitus*) to Roy PERTICUCCI, for the exercise of his mandate as director of the Company until 31 December 2024;

8. Discharge (*quitus*) to Jonathan EASTICK, for the exercise of his mandate as director of the Company until 31 December 2024;
9. Discharge (*quitus*) to Darren Richard HUSTON, for the exercise of his mandate as director of the Company until 26 June 2024;
10. Discharge (*quitus*) to Pedro ARNT, for the exercise of his mandate as director of the Company until 31 December 2024;
11. Discharge (*quitus*) to David BARKER, for the exercise of his mandate as director of the Company until 31 December 2024;
12. Discharge (*quitus*) to Clara (*dit* Carla) NUSTELING, for the exercise of her mandate as director of the Company until 26 June 2024;
13. Discharge (*quitus*) to Pawel PADUSINSKI, for the exercise of his mandate as director of the Company until 26 June 2024;
14. Discharge (*quitus*) to Nancy CRUICKSHANK, for the exercise of her mandate as director of the Company until 31 December 2024;
15. Discharge (*quitus*) to Richard SANDERS, for the exercise of his mandate as director of the Company until 31 December 2024;
16. Discharge (*quitus*) to Catherine FAIERS, for the exercise of her mandate as director of the Company until 31 December 2024;
17. Discharge (*quitus*) to Tomasz SUCHANSKI, for the exercise of his mandate as director of the Company until 31 December 2024;
18. Discharge (*quitus*) to Gary McGANN, for the exercise of his mandate as director of the Company until 31 December 2024;
19. Discharge (*quitus*) to Laurence BOURDON-TRACOL, for the exercise of her mandate as director of the Company until 31 December 2024;
20. Acknowledgement of the resignation of Roy PERTICUCCI in respect of the performance of his duties as executive director and chief executive officer of the Company;
21. Renewal of the mandate of Catherine FAIERS, as director of the Company for three (3) years with effect from 26 June 2025;
22. Renewal of the mandate of Tomasz SUCHANSKI, as director of the Company for three (3) years with effect from 26 June 2025;
23. Appointment of Marcin KUŚMIERZ, born on 7 March 1976 in Lublin, Poland and having his professional address at Żelazna 51/53, 00-841 Warsaw, Poland, as executive director of the Company for three (3) years with effect from 26th June 2025;
24. Discharge (*quitus*) to PwC, for the exercise of its mandate as certified auditor (*réviseur d'entreprises agréé*) of the Company until 31 December 2024;
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 2025;

26. Authorisation of the board of directors of the Company to acquire shares with the purpose of their cancellation and reduction of the Company's share capital;
27. Presentation of the Allegro Incentive Plan ("AIP") rules approved by the shareholders on 19 September 2020 (as amended by the shareholders on 22 June 2022 and the remuneration and nomination committee on 5 July 2022 and 3 April 2024 respectively) and proposal for the period during which awards may be granted under the AIP to be extended for a further five (5) years to 19 September 2035;
28. Considering and, if thought fit, approval of the aggregate remuneration for the Board members and specifically the aggregate remuneration for the Non-Executive Directors in accordance with the Company's articles of association and the remuneration policy; and
29. 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).

ATTENDANCE AT THE AGM

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 2025 at midnight (i.e., 23:59:59 CEST on 12 June 2025)** ("Record 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 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 or through the Intermediary in whose administration the shareholder is registered as holder of shares of the Company, no later than **23 June 2025 at midnight (i.e., 23:59:59 CEST on 23 June 2025)**.

In all circumstances, the intermediaries will need to issue an electronic statement via www.abnamro.com/intermediary (and not via any other means) no later than **23 June 2025 at midnight (i.e., 23:59:59 CEST on 23 June 2025)**, 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, 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 2025 at 23:59:59 CEST** via www.abnamro.com/evoting. For more details on how to exercise electronic voting rights please visit 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 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 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.

For further information, please visit our website: 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.

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 2025**. The responses to these questions will be made available on our corporate website by 25 June 2025, 17:00 CEST 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) 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 2025**.

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
www.abnamro.com/evoting or contact ABN AMRO via 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 and in particular in the "Investors" section.

Luxembourg, 22 May 2025

Yours faithfully,

The Board of Directors of the Company