



Allegro.eu

Société anonyme

Registered office: at 6, rue Eugène Ruppert, L-2453 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B214830
(the "**Company**")

**ATTENDANCE PROXY AND VOTING FORM
ANNUAL GENERAL MEETING ("AGM")
AND THE EXTRAORDINARY GENERAL MEETING ("EGM")
OF SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 25 JUNE 2026**

Shareholder identification

Name: _____

Address: _____

E-mail address: _____

Telephone number: _____

Number of ordinary shares held in the Company: _____

The AGM to be held at Hotel Sofitel Luxembourg Europe, 6 Rue du Fort Niedergruenewald, L-2226 Luxembourg, Grand Duchy of Luxembourg on **25 June 2026 at 02:00 pm CEST** followed by the EGM (which will be held before a Luxembourg notary public) on to vote on **25 June 2026 at 03:00 pm CEST** 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 2025 (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 2025 (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 2025 (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 2025;
6. Acknowledgement and approval of the Remuneration Report prepared by the Remuneration and Nomination Committee of the Company;
7. Discharge (*quitus*) to Marcin KUSMIERZ, for the exercise of his mandate as director of the Company until 31 December 2025;
8. Discharge (*quitus*) to Jonathan EASTICK, for the exercise of his mandate as director of the Company until 31 December 2025;
9. Discharge (*quitus*) to Pedro ARNT, for the exercise of his mandate as director of the Company until 31 December 2025;
10. Discharge (*quitus*) to David BARKER, for the exercise of his mandate as director of the Company until 31 December 2025;
11. Discharge (*quitus*) to Nancy CRUICKSHANK, for the exercise of her mandate as director of the Company until 31 December 2025;
12. Discharge (*quitus*) to Richard SANDERS, for the exercise of his mandate as director of the Company until 31 December 2025;
13. Discharge (*quitus*) to Catherine FAIERS, for the exercise of her mandate as director of the Company until 31 December 2025;
14. Discharge (*quitus*) to Tomasz SUCHANSKI, for the exercise of his mandate as director of the Company until 31 December 2025;
15. Discharge (*quitus*) to Gary McGANN, for the exercise of his mandate as director of the Company until 31 December 2025;
16. Discharge (*quitus*) to Laurence BOURDON-TRACOL, for the exercise of her mandate as director of the Company until 31 December 2025;
17. Acknowledgement of the resignation of David BARKER in respect of the performance of his duties as director of the Company;
18. Renewal of the mandate of Nancy CRUICKSHANK, as director of the Company for three (3) years with effect from 25 June 2026;
19. Renewal of the mandate of Richard SANDERS, as director of the Company for three (3) years with effect from 25 June 2026;

20. Renewal of the mandate of Jonathan EASTICK, as director of the Company for one (1) year with effect from 25 June 2026;
21. Discharge (*quitus*) to PwC, for the exercise of its mandate as certified auditor (*réviseur d'entreprises agréé*) of the Company until 31 December 2025;
22. 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 2026;
23. 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;
24. Acknowledgement of the intended merger between the Company and its wholly owned subsidiary Allegro Treasury S.à r.l.
25. Miscellaneous.

Please choose one of the three options below and tick the corresponding box, then date and sign below.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

1. Decision to reduce the Company's share capital by an amount of three hundred eighty-nine thousand, four hundred twenty-nine Polish Zloty and seventy-six Polish grosz (PLN 389,429.76) in order to bring it from its current amount of ten million, five hundred and sixty-nine thousand forty-eight Polish Zloty and fifty-three Polish grosz (PLN 10,569,048.53) to ten million, one hundred seventy-nine thousand, six hundred eighteen Polish Zloty and seventy-seven Polish grosz (PLN 10,179,618.77) by cancellation of thirty-eight million, nine hundred forty-two thousand, nine hundred seventy-six (38,942,976) shares, each having a nominal value of one Polish grosz (PLN 0.01).
1. Decision to amend article 5.1. of the articles of association of the Company to reflect the share capital reduction, so that it shall now read as follows:
 2. *"The issued share capital of the Company is set at ten million, one hundred seventy-nine thousand, six hundred eighteen Polish Zloty and seventy-seven Polish grosz (PLN 10,179,618.77) divided into one billion, seventeen million, nine hundred sixty-one thousand, eight hundred seventy-seven (1,017,961,877) ordinary shares with a nominal value of one Polish grosz (PLN 0.01) each".*
3. Decision to amend article 9.4 of the articles of association of the Company by clarifying the description of the executives who may sit on the board so that it shall now read as follows:

"The Board of Directors shall be composed of a number of Directors which may be executive, if any, (which may, but is not required to, include the chief executive officer ("CEO") and chief financial officer of the Group), non-executive, if any, and/or non-executive independent Directors according to its share capital structure and there shall be at least two (2) non-executive independent Directors. Exceptions may be made in the case of a vacancy caused by death, retirement, resignation, dismissal, removal or otherwise until the appointment of the successor of the relevant terminating Independent Director. For the purpose of the present Articles, "Independent Directors" shall mean Directors appointed because of their personal and professional situation, whose role may not be affected by their relationship with the Company, Principal Shareholders or other Directors and who meet the criteria set forth in the WSE Code of Best Practice."
4. Miscellaneous.

Attendance in person AGM

I wish to attend the AGM to be held at Hotel Sofitel Luxembourg Europe, 6 Rue du Fort Niedergruenewald, 2226 Luxembourg, Grand Duchy of Luxembourg, on **25 June 2026 at 2:00 pm CEST**, in person.

Attendance in person EGM

I wish to attend the EGM (which will be held before a Luxembourg notary public) to be held at Hotel Sofitel Luxembourg Europe, 6 Rue du Fort Niedergruenewald, 2226 Luxembourg, Grand Duchy of Luxembourg, on **25 June 2026 at 3:00 pm CEST**, in person.

Attendance via proxyholder AGM

I will not attend the AGM. I hereby irrevocably give power to _____

_____*(the **Proxyholder**) to vote in my name and on my behalf and as the Proxyholder deems fit on all resolutions on the entire agenda in addition to all amendments or new resolutions that would be validly presented to the AGM,

**Indicate the last name, first name and address of the proxy holder that you appoint if you do not wish to grant a proxy to the Proxyholder for your representation at the AGM.*

Attendance via proxyholder EGM

I will not attend the EGM. I hereby irrevocably give power to _____

_____*(the **Proxyholder**) to vote in my name and on my behalf and as the Proxyholder deems fit on all resolutions on the entire agenda in addition to all amendments or new resolutions that would be validly presented to the EGM,

**Indicate the last name, first name and address of the proxy holder that you appoint if you do not wish to grant proxy to the Proxyholder for your representation at the EGM.*

Votes via voting forms

I will not attend the AGM and hereby give the following voting instructions:

Resolutions	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25
FOR	N/A		N/A																						
AGAINST																									
ABSTENTION																									

If new resolutions or amendments to the currently proposed resolutions were to be presented at the **AGM**, I irrevocably give power to the Proxyholder (or anyone indicated in point 2 above) to vote in my name and on my behalf as it/he/she may deem fit, unless I tick the box below:

I abstain

I will not attend the **EGM** and hereby give the following voting instructions:

	EGM			
<i>Resolutions</i>	1	2	3	4
FOR				
AGAINST				
ABSTENTION				

If new resolutions or amendments to the currently proposed resolutions were to be presented at the **EGM**, I irrevocably give power to the Proxyholder (or anyone indicated in point 2 above) to vote in my name and on my behalf as it/he/she may deem fit, unless I tick the box below:

I abstain

ATTENDANCE AT THE AGM and/or EGM

Registration

Shareholders who wish to participate at the AGM and/or EGM 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 2026 at midnight (i.e., 23:59:59 CEST on 23 June 2026)**. 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 2026 at midnight (i.e., 23:59:59 CEST on 23 June 2026)**, 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.

Shareholders who wish to attend the AGM or/and EGM in person

Shareholders who wish to attend the AGM or/and EGM shall further notify the Company Secretary per email at agm@allegro.eu, including their Registration Note.

Voting instructions and/or proxies

Shareholders who have registered for the AGM and/or EGM but do not wish to attend the AGM and/or EGM are only entitled to exercise their voting rights through a voting instruction or by a proxy in advance of the AGM and/or EGM 23 June 2026 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 and/or EGM by registering themselves via www.abnamro.com/evoting as described here above will be entitled to participate in the AGM and/or EGM.

Executed in _____, on ____ 2026

Represented by:

Name:

Title:

