



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**")

**CONVENING NOTICE TO THE ANNUAL GENERAL MEETING ("AGM")
AND THE EXTRAORDINARY GENERAL MEETING ("EGM")
OF SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 25 JUNE 2026**

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 **25 June 2026 at 2:00 pm CEST** followed by the EGM (which will be held before a Luxembourg notary public) on **25 June 2026 at 3:00 pm 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 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.; and
25. Miscellaneous.

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).

2. 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:

"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.

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).

Resolutions relating to EGM items shall be taken only (i) if at least half (50%) of the issued share capital of the Company is present or represented and (ii) adopted by at least two-thirds of the votes validly cast. Votes validly cast shall not include votes attaching to ordinary shares (the "**Ordinary Shares**") in which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

ATTENDANCE AT THE AGM AND/OR THE EGM

The right to participate in the AGM and/or the EGM is determined on the basis of share ownership on the day falling fourteen (14) days before the date of the AGM and/or the EGM, namely on **11 June 2026 at midnight (i.e., 23:59:59 CEST on 11 June 2026)** ("**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 and/or the EGM (regardless of the number of Ordinary Shares held), provided that they register themselves for the AGM and/or the EGM, in time in accordance with the provisions set forth below.

1) Registration

Shareholders who wish to participate at the AGM and/or the 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.

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

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 and/or the EGM 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 and/or the EGM

We encourage shareholders to submit their questions in advance of the AGM and/or the EGM 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 2026**. The responses to these questions will be made available on our corporate website by 24 June 2026, 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/or the EGM 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, 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg) 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 and/or the EGM ;
- 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 and/or the EGM, **3 June 2026**.

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 and/or the EGM.

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 and/or the EGM is available on the Company's website www.allegro.eu and in particular in the "Investors" section.

Luxembourg, 22 May 2026

Yours faithfully,

The Board of Directors of the Company