



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**")

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

Dear Shareholders,

Please find below draft resolutions that will be submitted to 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:

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 and/or the EGM.

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.

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 2025 (the "**Annual Accounts**"), (b) the report of the Board 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 2025, in their entirety,

showing a loss amounting to PLN 51,985,781.89 (in words: fifty-one million nine hundred eighty-five thousand seven hundred eighty-one and 89/100).

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 2025 (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 2025 (the "**Consolidated Financial Statements**"), (b) the report of the Board 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**").

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, resolved to approve the Consolidated Financial Statements for the financial year 2025, in their entirety, showing a net profit amounting to PLN 1,517,081,187.53 (in words: one billion five hundred seventeen million eighty-one thousand one hundred eighty-seven and 53/100), including result of discontinued operations.

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 2025 (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 2025.

Proposed resolution No. 3:

The Meeting acknowledges that the result for the financial year ending on 31 December 2025 was a loss amounting to PLN 51,985,781.89 (in words: fifty-one million nine hundred eighty-five thousand seven hundred eighty-one and 89/100) and resolves to carry forward such loss.

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 of the Remuneration Report prepared by the Remuneration and Nomination Committee of the Company.

Proposed resolution No. 4:

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 2025.

Justification of the resolution No. 4:

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. 4 and recommends its adoption in the proposed wording.

7. Discharge (*quitus*) to Marcin KUSMIERZ, for the exercise of his mandate as director of the Company until 31 December 2025.

Proposed resolution No. 5:

The Meeting resolves to grant discharge (quitus) to Marcin KUSMIERZ for the exercise of his mandate as director of the Company until 31 December 2025.

Justification of the resolution No. 5:

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. 5 and recommends its adoption in the proposed wording.

8. Discharge (*quitus*) to Jonathan EASTICK, for the exercise of his mandate as director of the Company until 31 December 2025.

Proposed resolution No. 6:

The Meeting resolves to grant discharge (quitus) to Jonathan EASTICK for the exercise of his mandate as director of the Company until 31 December 2025.

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 Pedro ARNT, for the exercise of his mandate as director of the Company until 31 December 2025.

Proposed resolution No. 7:

The Meeting resolves to grant discharge (quitus) to Pedro ARNT for the exercise of his mandate as director of the Company until 31 December 2025.

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 David BARKER, for the exercise of his mandate as director of the Company until 31 December 2025.

Proposed resolution No. 8:

The Meeting resolves to grant discharge (quitus) to David BARKER for the exercise of his mandate as director of the Company until 31 December 2025.

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 Nancy CRUICKSHANK, for the exercise of her mandate as director of the Company until 31 December 2025.

Proposed resolution No. 9:

The Meeting resolves to grant discharge (quitus) to Nancy CRUICKSHANK for the exercise of her mandate as director of the Company until 31 December 2025.

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 Richard SANDERS, for the exercise of his mandate as director of the Company until 31 December 2025.

Proposed resolution No. 10:

The Meeting resolves to grant discharge (quitus) to Richard SANDERS for the exercise of his mandate as director of the Company until 31 December 2025.

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 Catherine FAIERS, for the exercise of her mandate as director of the Company until 31 December 2025.

Proposed resolution No. 11:

The Meeting resolves to grant discharge (quitus) to Catherine FAIERS for the exercise of her mandate as director of the Company until 31 December 2025.

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 Tomasz SUCHANSKI, for the exercise of his mandate as director of the Company until 31 December 2025.

Proposed resolution No. 12:

The Meeting resolves to grant discharge (quitus) to Tomasz SUCHANSKI for the exercise of his mandate as director of the Company until 31 December 2025.

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 to (*quitus*) Gary McGANN, for the exercise of his mandate as director of the Company until 31 December 2025.

Proposed resolution No. 13:

The Meeting resolves to grant discharge (quitus) to Gary McGANN for the exercise of his mandate as director of the Company until 31 December 2025.

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 (*quitus*) to Laurence BOURDON-TRACOL, for the exercise of her mandate as director of the Company until 31 December 2025.

Proposed resolution No. 14:

The Meeting resolves to grant discharge (quitus) to Laurence BOURDON-TRACOL for the exercise of her mandate as director of the Company until 31 December 2025.

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. Acknowledgement of the resignation of David BARKER in respect of the performance of his duties as director of the Company.

Proposed resolution No. 15:

The Meeting resolves to acknowledge the resignation of David BARKER in respect of the performance of his duties as director of the Company with effect as of the date of the present AGM.

Justification of the resolution No. 15:

On 11 March 2026, David BARKER announced to the Board that he will step down as director of the Company with effect as of the date of the present AGM.

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

18. Renewal of the mandate of Nancy CRUICKSHANK, as director of the Company for three (3) years with effect from 25 June 2026.

Proposed resolution No. 16:

The Meeting resolves to renew the mandate of Nancy CRUICKSHANK, as director of the Company for three (3) years with effect from 25 June 2026.

Justification of the resolution No. 16:

On 1 September 2020 the Shareholders Meeting appointed Nancy CRUICKSHANK, as director of the Company for six (6) years. The expiration of the mandate is 1 September 2026. The Board recommends to re-appoint Nancy CRUICKSHANK for three (3) years with effect from 25 June 2026.

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

19. Renewal of the mandate of Richard SANDERS, as director of the Company for three (3) years with effect from 25 June 2026.

Proposed resolution No. 17:

The Meeting resolves to renew the mandate of Richard SANDERS, as director of the Company for three (3) years with effect from 25 June 2026.

Justification of the resolution No. 17:

On 1 September 2020 the Shareholders Meeting appointed Richard SANDERS, as director of the Company for six (6) years. The expiration of the mandate is 1 September 2026. The Board recommends to re-appoint Richard SANDERS for three (3) years with effect from 25 June 2026.

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

20. Renewal of the mandate of Jonathan EASTICK, as director of the Company for one (1) year with effect from 25 June 2026.

Proposed resolution No. 18:

The Meeting resolves to renew the mandate of Jonathan EASTICK, as director of the Company for one (1) year with effect from 25 June 2026.

Justification of the resolution No. 18:

On 1 September 2020 the Shareholders Meeting appointed Jonathan EASTICK, as director of the Company for six (6) years. The expiration of the mandate is 1 September 2026. The Board recommends to re-appoint Jonathan EASTICK for one (1) year with effect from 25 June 2026. As Mr Eastick has asked the Board to prepare for transition of his CFO role to a successor and it is presently envisaged he will step down at the time his successor is selected and onboarded, no later, however, than on 30 April 2027. Therefore, there is no need to appoint Mr Eastick for 3 years as the remaining directors to be reappointed at this AGM.¹

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

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.

Proposed resolution No. 19:

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 2025.

Justification of the resolution No. 19:

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.

¹ To be included subject to Board discussion.

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

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.

Proposed resolution No. 20:

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 2026.

Justification of the resolution No. 20:

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. 20 and recommends its adoption in the proposed wording.

23. Authorisation of the Board to acquire shares with the purpose of their cancellation and reduction of the Company's share capital.

Proposed resolution No. 21:

The Meeting resolves to authorise the Board, with full power to delegate, to:

(a) implement the Share Buyback Program (the "Share Buyback Program") consisting of the Company acquiring its own shares in the market, whereas:

(i) a maximum pecuniary amount allocated to the share buyback is PLN 1,600,000,000 (in words: one billion six hundred million Polish zloty);

(ii) the minimum price per share will not be lower than the share nominal value, i.e. PLN 0.01 (in words: one grosz);

(iii) the maximum price per share will not exceed PLN 50.00 (in words: fifty Polish zloty);

(iv) The total number of shares to be purchased under this authorisation will depend on the share purchase price, in any case, however, it may not exceed 84,210,526 shares;

(v) authorisation is given for a period starting on 25 June 2026 and ending on 25 June 2027;

(vi) the purpose of the Share Buyback Program is cancellation of shares and reduction of the Company's share capital;

(vii) the Share Buyback can be conducted, at the choice of the Board, through the stock exchange (open market transactions) and/or by means of a public invitation addressed to all shareholders to submit a sale offer, or by combination of the two, and,

(b) perform all other actions which might be necessary in connection with the implementation of the Share Buyback Program, including without limitation, any notifications/publications to be made pursuant to Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) ("MAR") and the law of 11 January 2008 on transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market, and

(c) proceed with the signing and the execution on behalf of the Company of the documents in the forms produced to the Meeting or with such amendments thereto as it may in its absolute discretion think fit and to do all acts and things which may in its absolute discretion be necessary or desirable in connection with the documents or the Share Buyback Program in such manner as it may in its absolute discretion think fit.

Any acquired shares under the buy-back authorisation shall be held by the Company as treasury shares with their voting and dividend rights being suspended for the period of time they are held by the Company, until they are cancelled in the appropriate manner.

Justification of the resolution No. 21:

The purpose of the proposed resolution is mainly to authorise the Board to implement share buy-back programme which is one of the elements of the Group Capital Allocation Policy. Based on the medium to long term plans and the current market circumstances, the Board assessed that the Company has sufficient funds for distribution and that the most preferred form of distribution will be repurchase of the Company's own shares. The Share Buyback can be conducted, at the choice of the Board, through the stock exchange (open market transactions) and/or by means of a public invitation addressed to all shareholders to submit a sale offer, or by combination of the two. The shares to be acquired by the Company under such buy-back programme pursuant to the authorisation to be granted by the shareholders are intended to be cancelled to reduce the share capital of the Company.

The total number of shares to be purchased under shareholders' authorisation will depend on the share purchase price, in any case, however, it may not exceed 84,210,526 shares, representing 8.0% of the existing Company's issued share capital (or 8.3% of the share capital following the cancellation of 38,942,976 shares to be resolved upon at the EGM scheduled for 25 June 2026).

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

24. Acknowledgement of the intended merger between the Company and its wholly owned subsidiary Allegro Treasury S.à r.l.

Proposed resolution No. 22:

The Meeting resolves to approve the intended merger between the Company and its wholly owned subsidiary Allegro Treasury S.à r.l.

Justification of the resolution No. 22:

Allegro Treasury S.a r.l was previously serving as the sole primary financing entity for capital raising and providing funds to other Group subsidiaries. Following the 2025 bond debut of Allegro.eu S.A. as Issuer on the Polish bond market and new debt financing by Allegro sp. z o.o. the existing financing structure is no longer valid. The merger of Allegro Treasury into Allegro.eu streamlines the corporate structure for enhanced operational efficiency and cost savings.

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

EGM – PROPOSED RESOLUTIONS

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).

Proposed resolution No. 1

The meeting resolves 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).

Justification of the resolution No. 1

On 26 June 2025, the Annual General Meeting of the Company authorized the Board to purchase shares in the Company for cancellation (the "**Buyback Authorization**").

Pursuant to the Buyback Authorization, on 26 June 2025, the Company published an "Invitation to Submit Share Sell Offers" (the "**Invitation**") regarding the acquisition of its own shares. The purpose of the purchase was explicitly stated as their redemption and subsequent cancellation.

The buyback process was concluded on 4 August 2025. As disclosed in the Current Report No. 22/2025, the Company acquired a total of 38,942,976 shares (the "**Buyback Shares**") at a final purchase price of PLN 35.95 per share. The settlement of the transaction took place on 5 August 2025.

Since the settlement date, the Buyback Shares have been held by the Company. In accordance with the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "Law"), the voting rights and dividend rights attached to these shares have been suspended.

The Board proposes to the Extraordinary General Meeting to cancel all 38,942,976 Buyback Shares currently held by the Company and to consequently reduce the issued share capital of the Company.

The Buyback Shares to be cancelled are fully paid-up ordinary shares with a nominal value of PLN 0.01 each.

The proposed cancellation is the final step of the buyback operation initiated in 2025. The economic rationale for this operation remains consistent with the reasons presented to the shareholders during the buyback process:

- The Company holds excess cash reserves. Returning this capital to shareholders through a buyback and subsequent cancellation allows for a more efficient balance sheet structure.
- The cancellation of shares reduces the total number of shares outstanding. This typically results in an increase in Earnings Per Share (EPS) for the remaining shareholders, provided earnings remain constant.

The Board confirms that the Buyback Shares are not required for any other purpose (e.g., employee incentive programs), as the Company holds a separate pool of shares for such obligations.

The reduction of share capital will be effected as follows:

1. Reduction of Share Capital: The share capital of the Company will be reduced by an amount equal to the aggregate nominal value of the Buyback Shares, i.e. 38,942,976 shares × PLN 0.01 = PLN 389,429.76.
2. Allocation of the Buyback Price: The difference between the nominal value of the Buyback Shares (PLN 0.01) and the price paid by the Company for their acquisition (PLN 35.95) will be charged against the distributable reserves of the Company (specifically the Share Premium account).
 - total consideration paid: PLN 1,399,999,987.20 (excluding transaction costs).
 - accounting impact: the net assets of the Company will not change as a result of the cancellation itself, as the cash outflow occurred previously on the settlement date (5 August 2025). The operation is purely an accounting adjustment within the equity section of the balance sheet.

The Board has assessed the impact of the proposed cancellation on the Company's creditors and confirms the following: (i) the cancellation of the Buyback Shares does not involve any repayment of contribution to shareholders or distribution of assets at this stage. The cash consideration was paid to the selling shareholders in August 2025; (ii) the Company remains fully solvent. The cancellation will merely align the legal share capital with the economic reality (that the shares have been repurchased). The Company's ability to meet its liabilities towards third-party creditors remains unaffected.

In light of the above, the Board considers the cancellation of the Buyback Shares and the subsequent reduction of share capital to be in the best interest of the Company and its shareholders.

Accordingly, the Board recommends that the shareholders vote in favor of the resolutions proposing the cancellation of the Buyback Shares and the amendment of the Company's Articles of Association to reflect the new amount of share capital.

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

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"

Proposed resolution No. 2

The meeting resolves 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"

Justification of the resolution No. 2

Rationale for this resolution No. 2 is discussed in detail along with justification of the resolution no. 1 (see above).

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

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."

Proposed resolution No. 3

The meeting resolves 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."

Justification of the resolution No. 3

To provide greater clarity on the interpretation of article 9.4 of the articles of association, to align the articles with standard market practice and to ensure the efficient functioning of the Board in the context of any future succession planning, the proposed amendment to article 9.4 is intended to introduce additional flexibility regarding the executives who may serve on the Board and to ensure that if at the time the Board does not include e.g. the CEO and/or chief financial officer for any reason (e.g. resignation) the Board is not deprived of any mandatory members and retains its full corporate powers to take decisions.

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