



Allegro.eu

Société anonyme

Registered office: 6, rue Eugène Ruppert, L-2453 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B 214.830

(the "**Company**" or "**Allegro**")

22 September 2026

Share buyback program of Allegro - Phase II

1. Introduction

The Company is a holding company (together with all of its subsidiaries, the "**Group**"). The Group operates a leading online marketplace in Poland, Allegro.pl, as well as a leading price comparison platform in Poland, Ceneo.pl. Allegro, Allegro Pay and Ceneo are the Group's key operating companies in Poland and are all incorporated under the laws of Poland. The Group also operates eBilet, which is a leading event ticket sales site in Poland. The Group's fintech operations in Poland are conducted through other Polish subsidiaries: Allegro Pay and Allegro Finance. In May 2023, the Group launched its online marketplace in the Czech Republic, Allegro.cz, starting a new phase in Group's international expansion, followed by a launch of Allegro.sk marketplace in Slovakia in February 2024 and a launch of Allegro.hu in Hungary in October 2024.

Ordinary shares of Allegro (ISIN: LU2237380790 – the "**Shares**") are officially listed on the regulated market of the Warsaw Stock Exchange (the "**WSE**").

On 25 June 2026, the Annual General Meeting of the Company resolved 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 amount allocated to the share buyback is 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 Polish grosz) and the maximum price per share will not exceed PLN 50 (in words: fifty Polish zloty), excluding expenses; (iii) 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. Authorisation is given for a period starting on 26 June 2026 and ending on 25 June 2027. The purpose of the Share Buyback is the cancellation of shares and reduction of the Company's share capital.

Following the aforementioned resolution, in June 2026, the Board of Directors resolved to implement the first tranche of the Share Buyback Program ("Phase I"), executed exclusively through open market transactions on the WSE. This action constituted a direct execution of the Annual General Meeting's mandate to distribute surplus capital to the shareholders. The parameters of Phase I, announced on 25 June 2026 via current report No. 26/2026 and No. 48/2026, provided for the allocation of up to PLN 800,000,000 for the buyback, with a maximum price cap set at PLN 50.00 per share. The execution of Phase I was entrusted to an independent investment firm, Erste Bank Polska S.A. - Erste Biuro Maklerskie. As of the date of adopting this program, Phase I has been successfully executed in the period from 15 July 2026 to 21 September 2026 as reported in the current report No. 50/2026.

Building upon the successful execution of Phase I and acting within the scope of the remaining authorisation granted by the Annual General Meeting, the Board hereby resolves to implement the second phase of the Share Buyback Program ("**Phase II**").

The detailed parameters governing Phase II are set forth below.

2. **Date of the Board's decision to implement the Share Buyback Program - Phase II**

22 September 2026

3. **Objectives and purpose of the Share Buyback Program**

Pursuant to the provisions of Regulation (EU) N°596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the "**MAR**"), the Commission Delegated Regulation n°2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (the "**Delegated Regulation**"), and the provisions of the 1915 Law, the objectives and purpose of the Share Buyback Program are strictly limited to the cancellation of shares and reduction of the Company's share capital.

4. **Maximum percentage of share capital of the Company, maximum number and types of securities that may be repurchased by the Company in the Phase I of the Share Buyback Program, and maximum purchase price**

Boundary conditions of the Phase II of the Share Buyback Program				
Type of securities	Maximum % of the share capital of the Company	Maximum number of shares	Maximum purchase price per share	Maximum pecuniary amount allocated to the Phase II (excluding brokerage commissions)
Shares	4.1%	42,105,263	PLN 50.00	PLN 800,000,000

5. **Duration of the Share Buyback Program**

The Board of Directors has resolved to implement Phase II of the Share Buyback Program, under which the Company may acquire its own shares over a period starting on 23 September 2026 and concluding no later than 25 June 2027.

The Repurchased Shares under Phase II may be acquired in one or several steps, in order to facilitate the purpose of the Share Buyback Program.

6. **Conditions for trading and trading restrictions**

The Repurchased Shares will be acquired on the regulated market of the WSE. The orders shall not be placed during an auction phase and the orders placed before the start of the auction phase shall not be modified during that phase.

The Company, in order to facilitate the operation of the Company's Share Buyback Program, shall acquire the Repurchased Shares at a price higher than the higher of (i) the price of the last independent trade and (ii) the highest current independent purchase bid on the regulated market of the WSE.

The Company shall not purchase on any trading day more than 25% of the average daily volume of the Shares on the regulated market of the WSE in accordance with Article 3(3) of the Delegated Regulation.

For the duration of the Share Buyback Program, Allegro shall not engage in the following activities: (i) selling of Shares; (ii) trading during the closed period referred to in Article 19(11) of the MAR; and (iii) trading where the Company has decided to delay the public disclosure of inside information in accordance with Article 17(4) of the MAR. Limitations indicated in the preceding sentence shall not apply if the Company decides to engage an investment firm or a credit institution to lead-manage the Share Buyback Program which will be authorised to make trading decisions concerning the timing of the purchases of the Shares independently of the Company.

The acquisition may not have the effect of reducing the net assets of the Company below the amount of the subscribed capital plus the reserves which may not be distributed by virtue of law or its Articles.

7. Execution of the Share Buyback Program

The Share Buyback Program will be lead-managed by Erste Bank Polska S.A. - Erste Biuro Maklerskie, who will independently make trading decisions concerning the timing of the purchases of the Company's shares independently of the Company.

Transactions effected under this Share Buyback Program will be reported in weekly current reports (only in weeks during which any such transactions are executed).

8. Disclosure obligation in relation to the Share Buyback Program

The Company shall observe the reporting, the recording, and the disclosure requirements as set forth in Article 5(3) of the MAR and Article 2 of the Delegated Regulation.

The board of directors of Allegro.eu