



**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 ORDINARY GENERAL MEETING ("OGM") AND THE EXTRAORDINARY  
GENERAL MEETING ("EGM")  
OF SHAREHOLDERS OF THE COMPANY  
TO BE HELD ON 18 NOVEMBER 2026**

Dear Shareholders,

We hereby invite you to participate in the OGM to be held at Hotel Sofitel Luxembourg Europe, 6 Rue du Fort Niedergruenewald, L-2226 Luxembourg, Grand Duchy of Luxembourg on **18 November 2026 at 2:00 pm CET** followed by the EGM (which will be held before a Luxembourg notary public) on **18 November 2026 at 2:30 pm CET** to vote on the following points on the agenda:

**AGENDA OF THE ORDINARY GENERAL MEETING**

1. Acknowledgement of the resignation of Jonathan EASTICK in respect of the performance of his duties as director of the Company with effect from 30 September 2026;
2. Acknowledgement of the resignation of Richard SANDERS in respect of the performance of his duties as director of the Company with effect from 18 November 2026;
3. Appointment of Katarzyna OSTAP-TOMANN, born on 5 May 1973 in Krakow, Poland, as a director of the Company for three (3) years with effect from 18 November 2026;
4. Appointment of Anna Marta MANKIEWICZ-RĘBKOWSKA, born on 26 May 1982 in Warsaw, Poland, as a director of the Company for three (3) years with effect from 1 January 2027;
5. Appointment of Rakhi Kishor GOSS-CUSTARD, born on 9 April 1974 in Stamford, Connecticut, United States of America, as a director of the Company for three (3) years with effect from 1 January 2027;
6. Appointment of Anna Maria PAWLAK KULIGA, born on 29 December 1976 in Przemysl, Poland, as a director of the Company for three (3) years with effect from 1 January 2027;
7. Amendment to the authorisation granted by the Annual General Meeting to the board of directors on 25 June 2026 to acquire shares with the purpose of their cancellation and reduction of the Company's share capital, in order to increase the maximum purchase price within which the board may implement the programme, from PLN 50 to PLN 65 per share;
8. Miscellaneous.

## **AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

1. Decision to reduce the Company's share capital, as a result of completion of 2026 Phase 1 share buyback, by an amount of one hundred seventy-eight thousand, seven hundred ninety-three Polish Zloty and thirty Polish grosz (PLN 178,793.30) in order to bring it from its current amount of ten million, one hundred seventy-nine thousand, six hundred eighteen Polish Zloty and seventy-seven Polish grosz (PLN 10,179,618.77) to ten million, eight hundred twenty-five Polish Zloty and forty-seven Polish grosz (PLN 10,000,825.47) by cancellation of seventeen million, eight hundred seventy-nine thousand, three hundred thirty (17,879,330) 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, eight hundred twenty-five Polish Zloty and forty-seven Polish grosz (PLN 10,000,825.47) divided into one billion, eighty-two thousand, five hundred forty-seven (1,000,082,547) ordinary shares with a nominal value of one Polish grosz (PLN 0.01) each"*

3. Miscellaneous.

## **QUORUM REQUIREMENTS**

Resolutions relating to OGM 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 OGM (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 OGM AND/OR THE EGM**

The right to participate in the OGM and/or the EGM is determined on the basis of share ownership on the day falling fourteen (14) days before the date of the OGM and/or the EGM, namely on **4 November 2026 at midnight (i.e., 23:59:59 CET on 4 November 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 OGM and/or the EGM (regardless of the number of Ordinary Shares held), provided that they register themselves for the OGM and/or the EGM, in time in accordance with the provisions set forth below.

### **1) Registration**

Shareholders who wish to participate at the OGM and/or the EGM are requested to register themselves at ABN AMRO via [www.abnamro.com/evoting](http://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 **16 November at midnight (i.e., 23:59:59 CET on 16 November 2026)**.

In all circumstances, the intermediaries will need to issue an electronic statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) (and not via any other means) no later than **16 November at midnight (i.e., 23:59:59 CET on 16 November 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 OGM and/or the EGM in person**

Shareholders who wish to attend the OGM and/or the EGM shall further notify the Company Secretary per email at [agm@allegro.eu](mailto:agm@allegro.eu), including their Registration Note.

## **3) Voting instructions and/or proxies**

Shareholders who have registered for the OGM and/or the EGM but do not wish to attend the OGM and/or the EGM are only entitled to exercise their voting rights through a **voting instruction or by a proxy in advance of the OGM and/or the EGM on 16 November 2026 at 23:59:59 CET** via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). For more details on how to exercise electronic voting rights please visit [www.abnamro.com/evoting](http://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 OGM and/or the EGM by registering themselves via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) as described here above will be entitled to participate in the OGM and/or the EGM.**

## **IMPORTANT INFORMATION**

### **1) Documents**

The following documents and information are available for the shareholders on our website: [www.allegro.eu](http://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 OGM and/or the EGM 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](mailto:corporate.broking@nl.abnamro.com).**

For further information, please visit our website: [www.allegro.eu](http://www.allegro.eu) and in particular in the "Investors" section.

### **2) Questions during the OGM and/or the EGM**

We encourage shareholders to submit their questions in advance of the OGM by sending email to [agm@allegro.eu](mailto: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 **14 November 2026**. The responses to these questions will be made available on our corporate website by 17 November, 17:00 CET 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 OGM and/or the EGM and (ii) table draft resolutions for items included or to be included on the agenda.

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](mailto:agm@allegro.eu)) and be accompanied by a justification or draft resolution to be adopted in the OGM 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 OGM and/or the EGM, **27 October 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 OGM and/or the EGM.

If you need further assistance or information, please visit  
[www.abnamro.com/evoting](http://www.abnamro.com/evoting) or contact ABN AMRO via [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com).

Further information about the processing of data in connection with the OGM and/or the EGM is available on the Company's website [www.allegro.eu](http://www.allegro.eu) and in particular in the "Investors" section.

Luxembourg, 1 October 2026

Yours faithfully,

**The Board of Directors of the Company**