



Allegro.eu

Société anonyme

Registered office: at 1, rue Hildegard von Bingen, L-1282 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B214830

(the "**Company**")

**ATTENDANCE PROXY AND VOTING FORM
ANNUAL GENERAL MEETING ("AGM") OF SHAREHOLDERS OF THE COMPANY
TO BE HELD ON
26 JUNE 2025**

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 **26 June 2025 at 10:00 am 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 2024 (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 2024 (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 2024 (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 2024;
6. Acknowledgement and approval of the Remuneration Report prepared by the Remuneration and Nomination Committee of the Company;
7. Discharge (*quitus*) to Roy PERTICUCCI, for the exercise of his mandate as director of the Company until 31 December 2024;
8. Discharge (*quitus*) to Jonathan EASTICK, for the exercise of his mandate as director of the Company until 31 December 2024;
9. Discharge (*quitus*) to Darren Richard HUSTON, for the exercise of his mandate as director of the Company until 26 June 2024;
10. Discharge (*quitus*) to Pedro ARNT, for the exercise of his mandate as director of the Company until 31 December 2024;
11. Discharge (*quitus*) to David BARKER, for the exercise of his mandate as director of the Company until 31 December 2024;
12. Discharge (*quitus*) to Clara (*dit* Carla) NUSTELING, for the exercise of her mandate as director of the Company until 26 June 2024;
13. Discharge (*quitus*) to Pawel PADUSINSKI, for the exercise of his mandate as director of the Company until 26 June 2024;
14. Discharge (*quitus*) to Nancy CRUICKSHANK, for the exercise of her mandate as director of the Company until 31 December 2024;
15. Discharge (*quitus*) to Richard SANDERS, for the exercise of his mandate as director of the Company until 31 December 2024;
16. Discharge (*quitus*) to Catherine FAIERS, for the exercise of her mandate as director of the Company until 31 December 2024;
17. Discharge (*quitus*) to Tomasz SUCHANSKI, for the exercise of his mandate as director of the Company until 31 December 2024;
18. Discharge (*quitus*) to Gary McGANN, for the exercise of his mandate as director of the Company until 31 December 2024;

19. Discharge (*quitus*) to Laurence BOURDON-TRACOL, for the exercise of her mandate as director of the Company until 31 December 2024;
20. Acknowledgement of the resignation of Roy PERTICUCCI in respect of the performance of his duties as executive director and chief executive officer of the Company;
21. Renewal of the mandate of Catherine FAIERS, as director of the Company for three (3) years with effect from 26 June 2025;
22. Renewal of the mandate of Tomasz SUCHANSKI, as director of the Company for three (3) years with effect from 26 June 2025;
23. Appointment of Marcin KUŚMIERZ, born on 7 March 1976 in Lublin, Poland and having his professional address at Żelazna 51/53, 00-841 Warsaw, Poland, as executive director of the Company for three (3) years with effect from 26th June 2025;
24. Discharge (*quitus*) to PwC, for the exercise of its mandate as certified auditor (*réviseur d'entreprises agréé*) of the Company until 31 December 2024;
25. 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 2025;
26. 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;
27. Presentation of the Allegro Incentive Plan ("**AIP**") rules approved by the shareholders on 19 September 2020 (as amended by the shareholders on 22 June 2022 and the remuneration and nomination committee on 5 July 2022 and 3 April 2024 respectively) and proposal for the period during which awards may be granted under the AIP to be extended for a further five (5) years to 19 September 2035;
28. Considering and, if thought fit, approval of the aggregate remuneration for the Board members and specifically the aggregate remuneration for the Non-Executive Directors in accordance with the Company's articles of association and the remuneration policy; and
29. Miscellaneous

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

Attendance in person

☐

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 **26 June 2025 at 10:00 am CEST**, in person.

Attendance via proxyholder

☐

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.*

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	26	27	28	29
FOR	N		N																										
AGAINST	A		A																										
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 ☐

This attendance proxy and voting form is governed by, and shall be construed in accordance with, Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this attendance proxy and voting form.

ATTENDANCE AT THE AGM

Registration

Shareholders who wish to participate at the AGM 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 2025 at midnight (i.e., 23:59:59 CEST on 23 June 2025)**. 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 2025 at midnight (i.e., 23:59:59 CEST on 23 June 2025)**, 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 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.

Voting instructions and/or proxies

Shareholders who have registered for the AGM but do not wish to attend the AGM are only entitled to exercise their voting rights through a voting instruction or by a proxy in advance of the AGM 23 June 2025 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 by registering themselves via

www.abnamro.com/evoting as described here above will be entitled to participate in the AGM.

Executed in _____ , on ____ ____ 2025

Represented by:

Name:

Title: