



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

Please find below draft resolutions that will be submitted to 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:

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 OGM and the EGM.

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 Przemyśl, 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.

OGM – PROPOSED RESOLUTIONS

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.

Proposed sole resolution no 1:

The Meeting resolves to acknowledge the resignation of Mr Jonathan EASTICK in respect of the performance of his duties as director of the Company with effect as of 30 September 2026.

Justification of the resolution No. 1:

On 24 July 2026, the Board of Directors received Mr Jonathan Eastick's resignation from his position as the executive director and the Chief Financial Officer (CFO) of the Company, with effect from 30 September 2026 at 23:59 CEST. The Company now acknowledges resignation of Mr Eastick, noting that full and unconditional discharge in respect of his mandate shall be granted at the annual general shareholders' meeting of the Company resolving on the approval of the annual accounts for the financial year ending 31 December 2026.

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

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.

Proposed resolution No. 2:

The Meeting resolves to acknowledge the resignation of Mr Richard SANDERS in respect of the performance of his duties as director of the Company with effect from 18 November 2026.

Justification of the resolution No. 2:

On 28 September 2026, Richard SANDERS announced to the Board that he will step down as director of the Company with effect as of the date of the present OGM. The Company now acknowledges resignation of Mr Sanders, noting that full and unconditional discharge in respect of his mandate shall be granted at the annual general shareholders' meeting of the Company resolving on the approval of the annual accounts for the financial year ending 31 December 2026.

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

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;

Proposed sole resolution no 3:

The General Meeting resolves to appoint Mrs Katarzyna OSTAP-TOMANN, born on 5 May 1973 in Krakow, Poland, and whose professional address is located at 51/53 ul. Zelazna, 00-841 Warsaw, Poland, as director of the Company for three (3) years with effect as of 18 November 2026.

Justification of the sole resolution:

It is noted that Mrs Katarzyna OSTAP-TOMANN replaces Mr. Jonathan EASTICK, stepping down with effect from 30 September 2026 at 23:59 CEST.

The Board announced on 27 July 2026 the appointment of Mrs Katarzyna OSTAP-TOMANN as Chief Financial Officer of the Group and as a Member of the Management Board of Allegro sp. z o.o., in each case with effect from 1 October 2026. The Board proposes that she join the Board of Directors of

Allegro.eu as an Executive Director with effect from the OGM, subject to shareholders' approval.

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

4. Appointment of Anna Marta MANKIEWICZ REBKOWSKA, born on 26 May 1982 in Warsaw, Poland, as a director of the Company for three (3) years with effect from 1 January 2027;

Proposed resolution No. 4:

The Meeting resolves to appoint Anna Marta MANKIEWICZ REBKOWSKA, born on 26 May 1982 in Warsaw, Poland and professionally residing at Lipowa 8i, 05-520 Bielawa in Poland, as director of the Company for three (3) years with effect from 1 January 2027.

Justification of the resolution No. 4:

Pursuant to the articles of association of the Company, the directors of the Company are appointed by a general meeting of the Company. The Board is of the opinion that the appointment of Anna Marta MANKIEWICZ REBKOWSKA as an independent director would be in the best interests of the Company, being a step towards the announced target of a majority of Board members being independent. This appointment also serves to increase e-commerce expertise amongst the Board members. 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. 4 and recommends its adoption in the proposed wording.

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.

Proposed resolution No. 5:

The Meeting resolves to appoint Rakhi Kishor GOSS-CUSTARD, born on 9 April 1974 in Stamford, Connecticut, United States of America and professionally residing at The Manor House, Stanlake Park, Twyford, RG10 0BN, UK as director of the Company for three (3) years with effect from 1 January 2027.

Justification of the resolution No. 5:

Pursuant to the articles of association of the Company, the directors of the Company are appointed by a general meeting of the Company. The Board is of the opinion that the appointment of Rakhi Kishor GOSS-CUSTARD as an independent director would be in the best interests of the Company, being a step towards the announced target of a majority of Board members being independent. This appointment also serves to increase e-commerce expertise amongst the Board members. 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. 5 and recommends its adoption in the proposed wording.

6. Appointment of Anna Maria PAWLAK - KULIGA, born on 29 December 1976 in Przemyśl, Poland, as a director of the Company for three (3) years with effect from 1 January 2027;

Proposed resolution No. 6:

The Meeting resolves to appoint Anna Maria PAWLAK - KULIGA, born on 29 December 1976 in Przemyśl, Poland and professionally residing at 4 Claremont Road, SL4 3AX, Windsor, UK as director of the Company for three (3) years with effect from 1 January 2027.

Justification of the resolution No. 6:

Pursuant to the articles of association of the Company, the directors of the Company are appointed by a general meeting of the Company. The Board is of the opinion that the appointment of Anna Maria PAWLAK KULIGA as an independent director would be in the best interests of the Company, being a step towards the announced target of a majority of Board members being independent. This appointment also serves to increase e-commerce expertise amongst the Board members. 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. 6 and recommends its adoption in the proposed wording.

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;

Proposed resolution No. 7

The Meeting resolves to amend 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, such that the authorisation shall now read as follows:

"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 65.00 (in words: sixty five 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. 7:

The authorisation granted to the Board by the Annual General Meeting in June 2026 set a maximum purchase price of PLN 50.00 per share. Due to the recent appreciation of the Company's share price,

reflecting strong financial results and an upgraded outlook, the shares have traded close to this limit. Consequently, the current price ceiling risks preventing the full execution of the remaining PLN 800 million of the Program, thereby hindering the return of surplus capital to the shareholders. With the shares trading at or above that level the programme could stall for extended periods, while the Company's Capital Allocation Policy of returning surplus capital to shareholders assumes maintaining leverage of around 1.0x net debt to Adjusted EBITDA.

The Board of Directors therefore proposes increasing the maximum purchase price to PLN 65.00 per share. All other terms of the Share Buyback Program remain unaltered, including the total maximum allocation of PLN 1.6 billion and the maximum number of shares to be acquired. The Board considers that the extension of the maximum price is in the best interests of the Company and its shareholders as a whole.

It is expressly declared and understood that the upward adjustment of the maximum price ceiling is implemented solely and exclusively to afford the Board of Directors necessary operational latitude, execution flexibility, and adaptability under fluctuating market conditions. Under no circumstances shall this revised ceiling be construed, interpreted, or relied upon as a price target, formal valuation, forecast, or representation regarding the intrinsic or market value of the Company's shares. The Board shall retain absolute discretion regarding the precise timing, structuring, and execution of any repurchases, proceeding solely when such transactions are determined to be value-accretive and fully consonant with the Group Capital Allocation Policy.

The Board unanimously expresses its positive opinion on the resolution No.7 and recommends its adoption in the proposed wording.

EGM – PROPOSED RESOLUTIONS

1. Decision to reduce the Company's share capital, as a result of completion of 2026 Phase I 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).

Proposed resolution No. 1

The meeting resolves to reduce the Company's share capital 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).

Justification of the resolution No. 1

On 25 June 2026, the Annual General Meeting of the Company authorized the Board to purchase shares in the Company for cancellation in the amount up to PLN 1.6 billion until 25 June 2027 (the "**Buyback Authorization**").

Pursuant to the Buyback Authorization, on 25 June 2026, the Company announced the implementation of the initial Share Buyback Program (Phase I) regarding the acquisition of its own shares. The purpose of the purchase was explicitly stated as their redemption and subsequent cancellation. The Phase I of the Program in the amount of PLN 800 million, was launched on 15 July 2026 and completed on 21 September 2026, with 17,879,330 shares repurchased at an average price of PLN 44.74 per share (the "**Buyback Shares**"). Under this phase, the Company acquired shares representing 1.76% of the Company's issued

share capital (and 1.76% of the total voting rights). These shares are currently held on the Company's account.

In accordance with the Luxembourg law of 10 August 1915 on commercial companies, as amended, the voting rights and dividend rights attached to these shares have been suspended.

The Board proposes to the Extraordinary General Meeting to cancel all 17,879,330 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 next step of the buyback operation initiated in 2026. 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. $17,879,330 \text{ shares} \times \text{PLN } 0.01 = \text{PLN } 178,793.30$.
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 44.74) will be charged against the distributable reserves of the Company (specifically the Share Premium account).
 - total consideration paid: ¹PLN 799,999,982.52 (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 (15 July through 21 September 2026). 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, 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."

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, 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."

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.