



Allegro.eu

Société anonyme

Registered office: 1, rue Hildegard von Bingen, L-1282 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B214.830
(the "**Company**")

**JUSTIFICATION OF THE BOARD OF DIRECTORS FOR DRAFT RESOLUTIONS PROPOSED
TO THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 27 OCTOBER 2022**

Dear Shareholders,

Please find below draft resolutions that will be proposed to the shareholders at the ordinary general meeting of the shareholders of the Company (the "**General Meeting**") to be held at the registered office of the Company at 1, rue Hildegard von Bingen, L-1282 Luxembourg, Grand Duchy of Luxembourg, on **27 October 2022** at 11:00 a.m. CET to vote on the agenda indicated below.

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 justification of the draft resolutions proposed to the General Meeting.

AGENDA

- 1. Ratification of the co-optation of Mr. Roy Peticucci, born on 13 October 1963 in Los Angeles, United States of America, and whose professional address is located at 51/53 ul. Zelazna, 00-841 Warsaw, Poland, as a director of the Company with effect as of 21 September 2022 until 1 September 2026.**
- 2. Miscellaneous.**

Proposed sole resolution:

The General Meeting resolves to ratify the co-optation of Mr. Roy Peticucci, born on 13 October 1963 in Los Angeles, United States of America, and whose professional address is located at 51/53 ul. Zelazna, 00-841 Warsaw, Poland, as a director of the Company with effect as of 21 September 2022 until 1 September 2026.

Justification of the sole resolution:

It is noted that Mr. Roy Peticucci replaces Mr. François Nuyts who resigned from office on 31 August 2022.

The Luxembourg law of 10 August 1915 on commercial companies (as amended) (the "**Law of 10 August 1915**") authorises the board of directors of a Luxembourg public limited liability company (*société anonyme*) to co-opt a new director in case of a vacant mandate and on interim basis if not prohibited by the articles of association of the Company. The co-opted director continues the term of the vacant mandate.

Mr. Roy Peticucci was co-opted by the Board as a director of the Company with effect as of 21 September 2022 until the remaining period of Mr François Nuyts' term of office, i.e., until 1 September 2026, in accordance with articles 441-2 and 441-4 of the Law of 10 August 1915, which set out that such co-optation shall be confirmed by the shareholders of the Company at an ordinary general meeting, which has been convened for this purpose.



The Board unanimously expresses its positive opinion on this sole resolution and recommends its adoption in the proposed wording.