

The response provided to the question asked by the shareholders prior to the Annual General Meeting of the Company convened for 26 June 2025.

Question: I am a shareholder of Allegro.eu and I would like to know more about the proposed share buyback - as per planned AGM resolution No. 24 (published on 22 May 2025).

If we as shareholders give Management the mandate to conduct share buyback, then how should we expect the Management to proceed with its implementation?

Answer:

By voting for the resolution, the AGM of Allegro.eu (the "Company") will be defining the following key parameters of the buyback within which the Board of Directors (the "Board") will be formally authorized to execute the buyback:

- (i) a maximum pecuniary amount allocated to the share buyback will be PLN 1,400,000,000 (in words: one billion four 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 50 (in words: fifty 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 73,983,340 shares, representing 7% of the Company's issued share capital;
- (v) authorisation is given for a period starting on 26 June 2025 and ending on 25 June 2026;
- (vi) the purpose of the Share Buyback Program is cancellation of shares and reduction of the Company's share capital.

The Company has received advice from its financial advisers and brokers in relation to the matters set out herein.

The Board has concluded that a so-called Invitation to Sell is the best instrument to complete the share buyback. This formula is widely practiced on the Polish stock market (where all of the Company's shares are listed) and is the most common alternative to open market transactions.

The Invitation to Sell involves the Company publicly inviting all shareholders, on equal terms, to submit offers to sell shares to the Company. Shareholders' offers can include any number of shares owned by the given shareholder, and the price should fall within the range specified by the Company in the Invitation. The offers are collected and processed by an investment firm selected by the company.

The invitation would specify the period during which the company accepts sale offers. In the case of Allegro, this period would be at least 20 New York business days, due to the fact that more than 10% of the company's shareholders are US shareholders, which necessitates compliance with certain US SEC requirements. Also, the Board would schedule accepting the shareholders' offers to start and finish within a period open for trading for all the shareholders.

When the Invitation to Sell is announced, the Board anticipates that it would include the following:

- a price range falling within the minimum and maximum boundaries set by the AGM Resolution,
- this price range shall extend both above and below two key price points:
 - a Volume Weighted Average Price (VWAP) reflecting recent trading and
 - the previous day's closing price
- deadline for submitting offers and the date when the Final Purchase Price is set and announced.

The Company's broker will collect offers and construct a book of offers received at each price point within the price range. A shareholder may only offer shares it owns and can allocate them at one or more price points. Then the Board would accept offers starting with the lowest price points that cumulatively will consume the PLN 1.4 bn available, thereby identifying the Final Purchase Price. If there is a need to scale back the offers to meet the PLN 1.4 bn constraint, then all offers at or below the Final Purchase Price will be scaled back pro-rata.

In the Board's judgement, this allocation approach will ensure that the PLN 1.4 bn is spent on the lowest offers available, which is in the collective interests of all shareholders of the Company. Moreover, it ensures that all offers from all shareholders are treated equally in the event that they need to be scaled back.

The Board expects that most of the available funds can be allocated via the above described Invitation to Sell procedure. Any residual amount left from the 1.4 bn PLN can then be potentially spent on shares acquisition via open market transactions on WSE. This would be scheduled within the periods open for trading for all the shareholders and within the period in which the AGM's authorisation was granted. The procedures and the buyback price would be then set in compliance with MAR and the Delegated Regulation No. 2016/1052.