

IMPORTANT NOTICE

STRICTLY NOT TO BE FORWARDED TO ANY OTHER PERSONS

IMPORTANT: You must read the following disclaimer before continuing. This electronic transmission applies to the attached prospectus supplement relating to Allegro.eu, a public limited liability company (*société anonyme*) incorporated and existing under the laws of Luxembourg, having its registered office at 4, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies' Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B214830 (the "**Company**") dated September 25, 2020 (the "**Supplement**") to the prospectus dated September 22, 2020 (the "**Prospectus**"), and you are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the attached Supplement. In accessing the attached Supplement, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access. You acknowledge that this electronic transmission and the delivery of the attached Supplement is confidential and intended for you only and you agree you will not forward, reproduce, copy, download or publish this electronic transmission or the attached Supplement whether electronically or otherwise to any other person.

The Supplement has been approved by the *Commission de Surveillance du Secteur Financier* on September 25, 2020 and published on the Company's website at <http://www.allegro.eu/ipo/>. Pricing information and other related disclosures are expected to be published on this website. Prospective investors are advised to access such information prior to making an investment decision.

THIS ELECTRONIC TRANSMISSION AND THE ATTACHED SUPPLEMENT MAY ONLY BE DISTRIBUTED IN CONNECTION WITH "**OFFSHORE TRANSACTIONS**" AS DEFINED IN, AND IN RELIANCE ON, REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**U.S. SECURITIES ACT**") ("**REGULATION S**") OR WITHIN THE UNITED STATES TO QUALIFIED INSTITUTIONAL BUYERS ("**QIBs**") AS DEFINED IN RULE 144A UNDER THE U.S. SECURITIES ACT ("**RULE 144A**") OR PURSUANT TO ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT.

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THE SHARES IN THE COMPANY (THE "**SHARES**") HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON THAT THE SELLER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QIB IN RELIANCE ON RULE 144A OR PURSUANT TO ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT OR (2) IN AN "**OFFSHORE TRANSACTION**" AS DEFINED IN, AND IN ACCORDANCE WITH RULE 903 OR RULE 904 OF, REGULATION S, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

CANADIAN INVESTORS ARE ADVISED THAT THIS ELECTRONIC TRANSMISSION AND THE DOCUMENT ATTACHED HERETO MAY ONLY BE TRANSMITTED IN THOSE JURISDICTIONS IN CANADA AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE, AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES. THE DOCUMENT ATTACHED HERETO IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA. NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE DOCUMENT ATTACHED HERETO OR THE MERITS OF THE SECURITIES DESCRIBED THEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE. THE DISTRIBUTION OF THE SECURITIES CONTAINED IN THE DOCUMENT ATTACHED HERETO IS BEING MADE ON A PRIVATE PLACEMENT BASIS ONLY AND IS EXEMPT FROM THE REQUIREMENT THAT THE COMPANY PREPARE AND FILE A PROSPECTUS WITH THE RELEVANT CANADIAN SECURITIES REGULATORY AUTHORITIES.

This electronic transmission, the attached Supplement, the Prospectus and the offer of the Shares (the "**Offer**") are only addressed to and directed at persons in member states of the European Economic Area who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") ("**Qualified Investors**"). In the United Kingdom, this electronic transmission, the attached Supplement and the Prospectus are being distributed only to, and is directed only at, Qualified Investors who are (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (ii) persons who are high net worth entities falling within Article 49(2)(a) to (d) of the Order, and (iii) other persons to whom they may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This electronic transmission, the attached Supplement and the Prospectus must not be acted on or relied on (i) in the United Kingdom, by persons who are not relevant persons, and (ii) in any member state of the European Economic

Area, by persons who are not Qualified Investors. Any investment or investment activity to which the attached Supplement and the Prospectus relate is available only to (i) in the United Kingdom, relevant persons, and (ii) in any member state of the European Economic Area, Qualified Investors, and will be engaged in only with such persons.

Confirmation of your Representation: This electronic transmission and the attached Supplement is delivered to you on the basis that you are deemed to have represented to Goldman Sachs International, Morgan Stanley & Co. International plc, Barclays Bank PLC, BofA Securities Europe SA, Citigroup Global Markets Limited, Dom Maklerski Banku Handlowego S.A., Powszechna Kasa Oszczędności Bank Polski S.A. Oddział – Biuro Maklerskie w Warszawie, Santander Bank Polska S.A. – Santander Biuro Maklerski, Bank Polska Kasa Opieki Spółka Akcyjna – Biuro Maklerskie Pekao, Crédit Agricole Corporate and Investment Bank, Erste Group Bank AG, Pekao Investment Banking S.A. and Raiffeisen Centrobank AG (collectively, the "**Banks**"), the Company and the Selling Shareholders (as defined in the "*Abbreviations and Definitions*" section of the Prospectus) that you have understood and agree to the terms set out herein, and (i) you are (a) a QIB acquiring such securities for its own account or for the account of another QIB (if you are in the United States) or (b) acquiring such securities in "offshore transactions," as defined in, and in reliance on, Regulation S; (ii) if you are in the United Kingdom, you are a relevant person, and/or a relevant person who is acting on behalf of, relevant persons in the United Kingdom and/or Qualified Investors to the extent you are acting on behalf of persons or entities in the United Kingdom or the European Economic Area; (iii) if you are in any member state of the European Economic Area, you are a Qualified Investor and/or a Qualified Investor acting on behalf of relevant persons in the United Kingdom and/or Qualified Investors, to the extent you are acting on behalf of persons or entities in the European Economic Area; and (iv) you are an institutional investor that is eligible to receive this Supplement and you consent to delivery of this Supplement by electronic transmission.

For investors in British Columbia, Alberta, Ontario and Quebec (the "Relevant Provinces"): You acknowledge and agree that: (a) the securities described in the attached document are only being distributed to investors located or resident in the Relevant Provinces; (b) you are (i) an "accredited investor" as such term is defined in National Instrument 45-106 Prospectus Exemptions or, in Ontario, as such term is defined in section 73.3(1) of the Securities Act (Ontario), as applicable; (ii) you are a "permitted client" as such term is defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations; and (iii) you are not an individual; and (c) where required by law, you are either participating in the offering as principal for your own account or are deemed to be participating in the offering as principal in accordance with applicable law and not as agent for the benefit of another person.

You are reminded that you have received this electronic transmission and the attached Supplement on the basis that you are a person into whose possession this electronic transmission and the attached Supplement may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorised to deliver this electronic transmission or the attached Supplement, electronically or otherwise, to any other person.

The attached Supplement has been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently neither the Company, the Banks nor any of their respective affiliates, directors, officers, employees, agents or advisers accepts any liability or responsibility whatsoever in respect of any difference between the document distributed to you in electronic format and the hard copy version. A hard copy of the Supplement will be made available to you only upon request. By accessing the attached Supplement, you consent to receiving it in electronic form.

None of the Banks nor any of their respective affiliates, directors, officers, employees, agents or advisers accepts any responsibility whatsoever for the contents of the attached Supplement or for any statement made or purported to be made by them, or on their behalf, in connection with the Company, the Offer or the Shares. To the fullest extent permitted by law, such persons accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of such document or any such statement. No representation or warranty express or implied, is made by the Banks or any of their respective affiliates, directors, officers, employees, agents or advisers as to the accuracy, completeness, reasonableness, verification or sufficiency of the information set out in the attached Supplement.

The Banks are acting exclusively for the Company and the Selling Shareholders and no one else in connection with the Offer. They will not regard any other person (whether or not a recipient of the attached Supplement) as their client in relation to the Offer and will not be responsible to anyone other than the Company and the Selling Shareholders for providing the protections afforded to their respective clients nor for giving advice in relation to the Offer or any transaction or arrangement referred to in the attached Supplement.

Restriction: Nothing in this electronic transmission constitutes, and this electronic transmission may not be used in connection with, an offer of securities for sale to persons other than the specified categories of institutional buyers described above and to whom it is directed and access has been limited so that it shall not constitute a general solicitation. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described therein.

You are responsible for protecting against viruses and other destructive items. Your receipt of this Supplement via electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

PROSPECTUS SUPPLEMENT



Allegro.eu

(formerly Adinan Super Topco S.à r.l.) (a public limited liability company (*société anonyme*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, with its registered office in Luxembourg, Grand Duchy of Luxembourg)

SUPPLEMENT TO THE PROSPECTUS DATED SEPTEMBER 22, 2020 RELATING TO ALLEGRO.EU'S GLOBAL OFFERING OF UP TO 187,826,087 ORDINARY SHARES (EXCLUDING ANY OVER-ALLOTMENT SHARES) AT AN OFFER PRICE OF BETWEEN PLN 35 AND PLN 43 PER SHARE AND THE SEEKING OF THE ADMISSION AND INTRODUCTION OF UP TO 1,028,571,429 ORDINARY SHARES TO TRADING ON THE REGULATED (MAIN) MARKET OF THE WARSAW STOCK EXCHANGE

Global Coordinators and Joint Bookrunners

Goldman Sachs International

Morgan Stanley

Joint Bookrunners

Barclays

BofA Securities

Citi

Joint Bookrunners and Co-Offering Agents

BM PKO BP

Santander Poland

Co-Lead Managers

Crédit Agricole Corporate and
Investment Bank

Erste Group

Pekao Investment Banking

Raiffeisen Centробank

Financial Advisor

Lazard

This document (this "**Supplement**") constitutes a prospectus supplement within the meaning of Article 23 of Regulation (EU) 2017/1129 of 14 June 2017, as amended (the "**Prospectus Regulation**") and has been prepared in accordance with the provisions of the Prospectus Regulation and the Luxembourg law of 16 July 2019 on prospectuses for securities (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières*) (the "**Luxembourg Prospectus Law**") and the rules promulgated thereunder. This Supplement has been filed with, and was approved on September 25, 2020 by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), which is the competent authority for the purposes of the Prospectus Regulation and the Luxembourg Prospectus Law. The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation; such approval should not be considered as an endorsement of the Issuer that is, or the quality of the securities that are, the subject of this Supplement and the prospectus published on September 22, 2020 (the "**Prospectus**") by Allegro.eu (the "**Issuer**"), a public limited liability company (*société anonyme*) incorporated and existing under the laws of Luxembourg, currently having its registered office at 4, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies' Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B214830. This Supplement is supplemental to, and should be read in conjunction with, the Prospectus. Any statement contained in the Prospectus shall be deemed to be modified or superseded to the extent that a statement contained in this Supplement modifies or supersedes such statement. Except as expressly stated herein, or unless the context requires otherwise, the definitions used or referred to in the Prospectus also apply in this Supplement.

Based on Article 2(m) of the Prospectus Regulation, Luxembourg is the home member state of the Issuer and the CSSF is solely authorized to approve this Supplement. This approval cannot be considered as a judgment on, or any comment on, the merits of the transaction, nor on the situation of the Issuer, or by approving this Supplement the CSSF gives no undertaking as to the economic and financial soundness of the transaction and the quality or solvency of the Issuer, in line with the provisions of Article 6(4) of the Luxembourg Prospectus Law. Application has been made for the CSSF to notify the approval of this Supplement to the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*; the "**PFSA**") and this Supplement, together with an amended and restated summary of the Prospectus translated into Polish, has been published in Poland on the Issuer's website (www.allegro.eu/ipo) and, additionally, for information purposes only, on the websites of the Co-Offering Agents (as defined below) (www.bm.pkobp.pl and www.santander.pl/inwestor). In addition, in accordance with the requirements of the Prospectus Regulation, a copy of this Supplement, together with an amended and restated summary of the Prospectus translated into Polish, on a durable medium will be delivered to investors upon their request free of charge. However, pursuant to the Prospectus Regulation, such delivery will be limited to the jurisdiction in which the offer of the Shares (as defined below) is made or where the admission to trading on a regulated market is taking place under the Prospectus Regulation. The PFSA is the competent authority for the purposes of the Prospectus Regulation in Poland as host member state of the Issuer.

Neither this Supplement nor the Prospectus constitute an offer to sell the Offer Shares, or a solicitation of an offer to buy the Offer Shares from persons in any jurisdiction in which the making of such an offer or solicitation would be illegal. The Polish Public Offering is being conducted exclusively within the territory of Poland. This Supplement and the Prospectus will not be passported or notified in any other way for the purpose of any public offering outside of Poland.

NEITHER THE UNITED STATES SECURITIES EXCHANGE COMMISSION NOR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES HAS APPROVED OR DISAPPROVED OF THE OFFERING OF THE OFFER SHARES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE MARKETING DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

In accordance with Article 5(1) of the Luxembourg Prospectus Law, the Issuer accepts responsibility for the completeness and accuracy of the information contained in this Supplement. To the best of the Issuer's knowledge, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect its import. The opinions, assumptions, intentions, projections and forecasts expressed in this Supplement with regard to the Issuer are honestly held by the Issuer, have been reached after considering all the relevant circumstances and are based on reasonable assumptions.

No representation or warranty, express or implied, is made by the Banks as to the accuracy, completeness or verification of the information set forth in this Supplement or any other information provided by the Issuer or the Selling Shareholders in connection with the Offer Shares or their distribution, and nothing contained in this Supplement is, or shall be relied upon as, a promise or representation in this respect, whether made in the past or the future. The Banks assume no responsibility for its accuracy, completeness or verification and accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability, whether arising in tort, contract or otherwise, which they might otherwise be found to have in respect of this document or any such statement.

The contents of the Group's websites and all other websites mentioned in this Supplement do not form part of this Supplement. The information on such websites has not been scrutinized or approved by the CSSF.

Copies of this Supplement, together with an amended and restated summary of the Prospectus translated into Polish, will, when published, be available for inspection during the validity period of this Supplement (which is twelve months from the date of the Prospectus) free of charge during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Issuer.

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Prospectus which may affect the assessment of the Shares has arisen or been noted since the publication of the Prospectus.

In accordance with Article 23(2) of the Prospectus Regulation, investors who have agreed before this Supplement is published to purchase or subscribe for Offer Shares, the allotment of which has not become fully unconditional, have the right, exercisable within two working days after publication of this Supplement, to withdraw their agreement. Pursuant to Article 23(2) of the Prospectus Regulation, should investors decide to withdraw their acceptances they should submit a written statement at any customer service point of the investment firms forming the Retail Syndicate. Retail Syndicate members cannot provide advice on the merits of the issue nor give any financial, legal or tax advice. Pursuant to Article 23(2) of the Prospectus Regulation, a right of withdrawal is only granted to those investors who have already agreed to purchase or subscribe for Offer Shares before this Supplement was published and where Offer Shares have not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted. The final date on which investors may exercise their right of withdrawal under Article 23(2) of the Prospectus Regulation is September 29, 2020.

The date of this Supplement is September 25, 2020

SIGNIFICANT NEW FACTOR

The Offering has received a positive response from potential investors with indications of interest under the Offering having materially exceeded initial expectations. The Issuer and the Majority Selling Shareholders have therefore approved an increase in the maximum number of Offer Shares to be offered under the Offering to a maximum of 190,293,225 Existing Sale Shares, resulting in a maximum of 214,658,385 Sale Shares and a maximum of 246,857,143 Offer Shares. This Supplement has been published to reflect the increase in the maximum number of Existing Sale Shares, Sale Shares and Offer Shares offered pursuant to the Offering.

Against this background, the approved Prospectus dated September 22, 2020, is supplemented as follows:

- i. On the cover page of the Prospectus, the bold text under the Issuer logo indicating the title of the Offering is replaced by the following:

"Global offering of up to 214,658,385 ordinary shares (excluding any Over-Allotment Shares) at an offer price of between PLN 35 and PLN 43 per Share (the "Offer Price Range") and the seeking of the admission and introduction of up to 1,028,571,429 ordinary shares to trading on the regulated (main) market of the Warsaw Stock Exchange"
- ii. On the cover page of the Prospectus, limb (iv) of the first sentence of the first paragraph is replaced by the following:

"(iv) the Individual Selling Shareholders (as defined below) (together with the Majority Selling Shareholders, the "**Selling Shareholders**"), are offering up to 190,293,225 existing ordinary registered shares with a nominal value of PLN 0.01 each in the share capital of the Issuer (the "**Existing Sale Shares**") and the Issuer is offering up to 28,571,429 new ordinary registered shares with a nominal value of PLN 0.01 each in the share capital of the Issuer (the "**New Sale Shares**" and, together with the Existing Sale Shares, the "**Sale Shares**")."
- iii. On cover page of the Prospectus, the second sentence of the first paragraph is replaced by the following:

"The maximum number of Sale Shares will be 214,658,385 and will comprise Existing Sale Shares and New Sale Shares in proportions that will be determined by the final offer price."
- iv. On the cover page of the Prospectus, the fifth sentence of the first paragraph is replaced by the following:

"The Offering (as defined below) consists of a maximum of 246,857,143 Offer Shares, including all Sale Shares and any Over-Allotment Shares."
- v. On page 1 of the Prospectus, limb (i) of paragraph 1(a) in the section entitled "*Summary*" is replaced by the following:

"(i) up to 190,293,225 existing Shares (excluding any Over-Allotment Shares), which are being sold by the Selling Shareholders,"
- vi. On page 1 of the Prospectus, the second sentence of paragraph 1(a) in the section entitled "*Summary*" is replaced by the following:

"The maximum number of shares offered (excluding the Over-Allotment Option) will be 214,658,385 and will comprise Existing Sale Shares and New Sale Shares in proportions that will be determined by the final offer price."

- vii. On page 2 of the Prospectus, the table set out in paragraph 2(a)(iii) in the section entitled "Summary" is replaced by the following:

Shareholder	Shares or interests in Shares held immediately prior to the Listing Date				Shares or interests in Shares held immediately after the Listing Date (assuming no exercise of the Over-Allotment Option) ⁽¹⁾⁽²⁾			
	Bottom of the Offer Price Range:		Top of the Offer Price Range:		Bottom of the Offer Price Range:		Top of the Offer Price Range:	
	Number of Shares	% of total Shares	Number of Shares	% of total Shares	Number of Shares	% of total Shares	Number of Shares	% of total Shares
Cidinan S.à r.l.	419,579,169	41.96	417,675,540	41.77	339,097,332	32.97	335,507,093	32.79
Permira VI Investment Platform Limited	419,579,169	41.96	417,675,540	41.77	339,097,332	32.97	335,507,093	32.79
Mepinan S.à r.l.	93,239,818	9.32	92,816,792	9.28	75,354,965	7.33	74,557,136	7.29
Adiman S.C.Sp.	47,830,343	4.78	50,799,627	5.08	41,580,489	4.04	44,154,577	4.32

⁽¹⁾ Reflects the intended sale of Shares by the Selling Shareholders.

⁽²⁾ As noted in "General Information on the Group—Reorganization," the current share capital of Allegro.eu is denominated in euros and will be converted into zloty prior to the Listing Date at or around the Pricing Date and based on the latest practicable exchange rate at such time. The shareholdings above have been calculated based on a euro to zloty foreign exchange rate of PLN 4.4574 per EUR 1.00, which was the National Bank of Poland exchange rate as of September 18, 2020 (the "Latest Practicable FX Rate").

- viii. On page 4 of the Prospectus, the first sentence of paragraph 3(a)(i) in the section entitled "Summary" is replaced by the following:

"The Selling Shareholders are offering up to 190,293,225 existing ordinary registered shares with a nominal value of PLN 0.01 per share (excluding any Over-Allotment Shares) (the "Existing Sale Shares") and the Issuer is offering up to 28,571,429 new ordinary registered shares with a nominal value of PLN 0.01 per share (the "New Sale Shares" and together with the Existing Sale Shares, the "Sale Shares") (the "Offering")."

- ix. On page 4 of the Prospectus, the second sentence of paragraph 3(a)(i) in the section entitled "Summary" is replaced by the following:

"The maximum number of Sale Shares will be 214,658,385 and will comprise Existing Sale Shares and New Sale Shares in proportions that will be determined by the final offer price."

- x. On page 4 of the Prospectus, the fifth sentence of paragraph 3(a)(i) in the section entitled "Summary" is replaced by the following:

"The Offering consists of a maximum of 246,857,143 Offer Shares, including all Sale Shares and any Over-Allotment Shares."

- xi. On page 6 of the Prospectus, the second paragraph under the heading "Dilution" in paragraph 4(a) of the section entitled "Summary" is replaced by the following:

"If the Offering is completed and there is no exercise of the Over-Allotment Option, new Shareholders will hold Shares immediately following the Offering representing a total of 20.87% of the Shares in the Issuer. If the Offering is completed at the Bottom of the Offer Price Range, new Shareholders will hold 214,658,385 Shares immediately following the Offering. If the Offering is completed at the Top of the Offer Price Range, new Shareholders will hold 213,549,039 Shares immediately following the Offering. Existing Shareholders will therefore suffer an immediate dilution of 20.87% of their shareholding in the Issuer."

- xii. On page 33 of the Prospectus, the first sentence of the Risk Factor entitled "The free float of the Shares is expected to remain limited for at least a period of 180 days after the Listing Date due to applicable lock-up arrangements, which may have a negative impact on the liquidity of and market price for the Shares" is replaced by the following:

"It is expected that, immediately after the completion of the Offering, a minimum of 20.87% of the Shares will be publicly held by investors who are not subject to any lock-up arrangements (assuming no exercise of the Over-Allotment Option)."

- xiii. On page 168 of the Prospectus, the table set out under the heading "*Majority Selling Shareholders*" in the section entitled "The Selling Shareholders" is replaced by the following:

<u>Majority Selling Shareholder</u>	<u>Business Address</u>	<u>Number of Sale Shares to be Sold ⁽¹⁾⁽²⁾</u>			
		<u>Bottom of the Offer Price Range:</u>		<u>Top of the Offer Price Range:</u>	
		<u>Number of Shares</u>	<u>% of Total Shares ⁽³⁾</u>	<u>Number of Shares</u>	<u>% of Total Shares ⁽³⁾</u>
Cidinan S.à r.l.....	4, rue Albert Borschette L-1246 Luxembourg Grand Duchy of Luxembourg	80,481,837	8.05	82,168,447	8.22
Permira VI Investment Platform Limited.....	80 Pall Mall London SW1Y 5ES United Kingdom	80,481,837	8.05	82,168,447	8.22
Mepinan S.à r.l.	Serenity Building, Bloc B 19/21, route d'Arlon L-8009 Strassen Grand Duchy of Luxembourg	17,884,853	1.79	18,259,656	1.83

⁽¹⁾ Assumes no exercise of the Over-Allotment Option.

⁽²⁾ As noted in "*General Information on the Group—Reorganization*", the current share capital of Allegro.eu is denominated in euros and will be converted into zloty prior to the Listing Date at or around the Pricing Date and based on the latest practicable exchange rate at such time. The shareholdings above have been calculated based on the Latest Practicable FX Rate.

⁽³⁾ Percentage of the total Shares in the Issuer immediately prior to the Listing Date (excluding any New Sale Shares).

- xiv. On page 185 of the Prospectus, the first sentence of the paragraph entitled "*The Offering*" in the section entitled "*Terms and Conditions of the Offering*" is replaced by the following:

"On the basis of this Prospectus, the Selling Shareholders are offering up to 190,293,225 existing ordinary registered shares in the share capital of the Issuer with a nominal value of PLN 0.01 each (excluding any Over-Allotment Shares) (the "**Existing Sale Shares**") and the Issuer is offering up to 28,571,429 new ordinary registered shares with a nominal value of PLN 0.01 each in the share capital of the Issuer (the "**New Sale Shares**" and, together with the Existing Sale Shares, the "**Sale Shares**")."

- xv. On page 185 of the Prospectus, the second sentence of the first paragraph under the heading "*The Offering*" in the section entitled "*Terms and Conditions of the Offering*" is replaced by the following:

"The maximum number of Sale Shares will be 214,658,385 and will comprise Existing Sale Shares and New Sale Shares in proportions that will be determined by the final offer price."

- xvi. On page 185 of the Prospectus, the fifth sentence of the first paragraph under the heading "*The Offering*" in the section entitled "*Terms and Conditions of the Offering*" is replaced by the following:

"The Offering consists of a maximum of 246,857,143 Offer Shares, including all Sale Shares and any Over-Allotment Shares."

- xvii. On page 186 of the Prospectus, the second sentence of the ninth paragraph under the heading "*The Offering*" in the section entitled "*Terms and Conditions of the Offering*" is replaced by the following:

"In any case, the final number of the Sale Shares to be offered in the Offering will not be higher than 214,658,385, but it may be lower, and the final number of the Offer Shares to be offered in the Offering will not be higher than 246,857,143 (including all Sale Shares and any Over-Allotment Shares), but it may be lower."

- xviii. On page 190 of the Prospectus, the second sentence of the first paragraph under the heading "*Final Number of the Offer Shares*" in the section entitled "*Terms and Conditions of the Offering*" is replaced by the following:

"In any case, the final number of the Sale Shares to be offered in the Offering will not be higher than 214,658,385 (but it may be lower) and will comprise Existing Sale Shares and New Sale Shares in proportions that will be determined by the final offer price."

- xix. On page 190 of the Prospectus, the third sentence of the first paragraph under the heading entitled "*Final Number of the Offer Shares*" in the section entitled "*Terms and Conditions of the Offering*" is replaced by the following:

"In any case, the final number of the Offer Shares to be offered in the Offering will not be higher than 246,857,143 (including all Sale Shares and any Over-Allotment Shares), but it may be lower."

- xx. On page 202 of the Prospectus, the third paragraph in the section entitled "*Dilution*" is replaced by the following:

"If the Offering is completed and there is no exercise of the Over-Allotment Option, new Shareholders will hold Shares immediately following the Offering representing a total of 20.87% of the Shares in the Issuer. If the Offering is completed at the Bottom of the Offer Price Range, new Shareholders will hold 214,658,385 Shares immediately following the Offering. If the Offering is completed at the Top of the Offer Price Range, new Shareholders will hold 213,549,039 Shares immediately following the Offering. Existing Shareholders will therefore suffer an immediate dilution of 20.87% of their shareholding in the Issuer."

- xxi. On page 202 of the Prospectus, the table set out under the fifth paragraph in the section entitled "*Dilution*" is replaced by the following:

Shareholder	Shares or interests in Shares held immediately after the Listing Date (assuming no exercise of the Over-Allotment Option) ⁽¹⁾⁽²⁾			
	Bottom of the Offer Price Range:		Top of the Offer Price Range:	
	Number of Shares	% of total Shares	Number of Shares	% of total Shares
Cidinan S.à r.l.	339,097,332	32.97	335,507,093	32.79
Permira VI Investment Platform Limited	339,097,332	32.97	335,507,093	32.79
Mepinan S.à r.l.	75,354,965	7.33	74,557,136	7.29
Adiman S.C.Sp.	41,580,489	4.04	44,154,577	4.32

⁽¹⁾ Reflects the intended sale of Shares by the Selling Shareholders.

⁽²⁾ As noted in "*General Information on the Group—Reorganization*," the current share capital of Allegro.eu is denominated in euros and will be converted into zloty prior to the Listing Date at or around the Pricing Date and based on the latest practicable exchange rate at such time. The shareholdings above have been calculated based on the Latest Practicable FX Rate.

- xxii. On page 258 of the Prospectus, in the section entitled "*Abbreviations and Definitions*," the definition "*Existing Sale Shares*" is replaced by the following:

"Up to 190,293,225 existing ordinary registered shares in the Issuer dematerialized through NDS with a nominal value of PLN 0.01 per share offered by the Selling Shareholders pursuant to the Offering (for the avoidance of doubt, excluding any Over-Allotment Shares)."