

## 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](http://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](http://www.bm.pkobp.pl) and [www.santander.pl/inwestor](http://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) <sup>(1)(2)</sup>			
	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

<sup>(1)</sup> Reflects the intended sale of Shares by the Selling Shareholders.

<sup>(2)</sup> 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:

Majority Selling Shareholder	Business Address	Number of Sale Shares to be Sold <sup>(1)(2)</sup>			
		Bottom of the Offer Price Range:		Top of the Offer Price Range:	
		Number of Shares	% of Total Shares <sup>(3)</sup>	Number of Shares	% of Total Shares <sup>(3)</sup>
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

<sup>(1)</sup> Assumes no exercise of the Over-Allotment Option.

<sup>(2)</sup> 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.

<sup>(3)</sup> 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) <sup>(1)(2)</sup>			
	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

<sup>(1)</sup> Reflects the intended sale of Shares by the Selling Shareholders.

<sup>(2)</sup> 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)."