

This document comprises a pricing statement (the "**Pricing Statement**") relating to the offering (the "**Offering**") described in the prospectus published by Allegro.eu, a public limited liability company (*société anonyme*) formed and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 4, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg and registered with the R.C.S. Luxembourg under number B 214830 (the "**Company**", or the "**Issuer**") in connection with the admission of its ordinary shares (the "**Shares**") to trading on the Warsaw Stock Exchange ("**Admission**") and approved on 22 September 2020 by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") (the "**Prospectus**"), together with the supplement to the Prospectus published on 25 September 2020 (the "**Supplement**"). This Pricing Statement must be read in conjunction with the Prospectus and the Supplement. Capitalised terms used in this Pricing Statement and not defined herein have the same meaning as given to them in the Prospectus or the Supplement (as applicable). Investors should not subscribe for or purchase any Shares on the basis of this document alone and should refer to information in the Prospectus, in particular the section titled "*Risk Factors*", and the Supplement. Copies of the Prospectus and the Supplement are available from the Company's website at www.allegro.eu/ipo, subject to applicable securities regulations.

This is a Pricing Statement relating to the Prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and does not offer securities for sale or subscription in any jurisdiction, including in or into the United States, Australia, Canada, Japan or South Africa.

The approval of the Prospectus and its Supplement by the CSSF should not be understood as an endorsement of the securities offered or admitted to trading on the basis of the Prospectus and the Supplement. Potential investors should read the Prospectus and its Supplement before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities referred to in the Prospectus and its Supplement.

Risk is inherent in each investment decision. Investing in Shares is connected with a number of risks including, but not limited to, the financial risk resulting from a decline in the price of Shares or the limitation of their liquidity. With all investment decisions it is necessary to, among other things, define future profit and assess the risk connected with it. Investing in shares implies the risk of losing part or all the invested funds, and even the necessity of incurring additional costs.

Nieodłączną częścią każdej inwestycji jest ryzyko. Inwestowanie w Akcje wiąże się z szeregiem ryzyk, w tym z ryzykiem finansowym związanym między innymi ze spadkiem kursu Akcji lub ograniczeniem ich płynności. Podjęcie każdej decyzji inwestycyjnej wiąże się między innymi z koniecznością określenia przyszłego dochodu oraz oceny ryzyka z nim związanego. Inwestowanie w akcje wiąże się z ryzykiem utraty części lub całości zainwestowanych środków, a nawet koniecznością poniesienia dodatkowych kosztów.

ALLEGRO.EU
PRICING STATEMENT
OFFER PRICE OF PLN 43 PER SHARE

29 September 2020

Issuer:	Allegro.eu
Issue type:	Initial Public Offering
Institutional Investor Offer Price:	PLN 43 per Share
Retail Investor Offer Price:	PLN 43 per Share
Number of Existing Sale Shares being offered in the Offering:	190,293,225

Number of New Sale Shares being offered in the Offering:	23,255,814
Maximum number of Over-allotment Shares being offered in the Offering:	32,032,356
Number of Shares in issue prior to the Offering:	1,000,000,000
Number of Shares in issue following the Offering:	1,023,255,814
Market capitalisation of the Company at the Institutional Investor Offer Price and Retail Investor Offer Price:	PLN 44 billion
Number of Shares comprised in the Offering as a percentage of the total number of Shares in issue immediately prior to the Listing Date (before any exercise of the Over-allotment Option):	21.35%
Estimated gross proceeds receivable by the Company:	Gross proceeds: PLN 1,000 million
Estimated gross proceeds receivable by the Selling Shareholders (assuming no exercise of the Over-allotment Option):	Gross proceeds: PLN 8,183 million
Estimated gross proceeds receivable by the Selling Shareholders (assuming the Over-allotment Option is exercised in full):	Gross proceeds: PLN 9,560 million
Number of Shares and percentage of share capital held, directly or indirectly, by the Existing Shareholders immediately prior to the Listing Date:	1,000,000,000 (100.00%)
Number of Shares and percentage of share capital held, directly or indirectly, by the Existing Shareholders immediately following the Listing Date (assuming no exercise of the Over-allotment Option on or prior to the Listing Date):	809,706,775 (79.13%)
Number of Shares and percentage of share capital held, directly or indirectly, by the Existing Shareholders immediately following the Option Closing Date (assuming the Over-allotment Option is exercised in full):	777,674,419 (76.00%)
Number of Shares and percentage of share capital held by new shareholders immediately following the Listing Date (assuming the Over-allotment Option is exercised in full)	245,581,395 (24.00%)

Number and percentage of Sale Shares sold in the Institutional Offering (before any exercise of the Over-allotment Option):	204,206,268 (95.62%)
Number and percentage of Sale Shares sold in the Retail Offering:	9,342,771 (4.38%)

PERCENTAGE OF SHARES HELD BY INDIVIDUAL SELLING SHAREHOLDERS AND SENIOR MANAGERS IMMEDIATELY FOLLOWING THE LISTING DATE (BEFORE ANY EXERCISE OF THE OVER-ALLOTMENT OPTION):

Shareholder	Number of Shares	% of total Shares
Darren Huston	19,872,348	1.94%
François Nuyts.....	10,974,455	1.07%
Jonathan Eastick	3,721,136	0.36%
Marcin Łachajczyk	1,189,874	0.12%
Damian Zapłata	4,340,936	0.42%
Piotr Szybiak	3,438,383	0.34%
Wojciech Bogdan	965,348	0.09%
Other Group employees ⁽¹⁾	17,891,368	1.75%
Group employee trust ⁽²⁾	1,399,853	0.14%
Total	63,793,701	6.23%

⁽¹⁾ Other Group employees comprises current and former employees of the Group (other than the directors and senior Managers).

⁽²⁾ The Group employee trust holds interests in Shares for the benefit of Group employees.

PERCENTAGE OF SHARES AND PERCENTAGE OF SHARE CAPITAL HELD BY DIRECTORS IMMEDIATELY FOLLOWING THE LISTING DATE (BEFORE ANY EXERCISE OF THE OVER-ALLOTMENT OPTION):

Shareholder	Number of Shares	% of total Shares
Darren Huston	19,872,348	1.94%
François Nuyts.....	10,974,455	1.07%
Jonathan Eastick	3,721,136	0.36%
David Barker	–	–
Richard Sanders.....	–	–
Paweł Padusiński.....	–	–
Nancy Cruickshank ⁽¹⁾	–	–
Carla Smits-Nusteling ⁽¹⁾	–	–
Total	34,567,939	3.38%

⁽¹⁾ Does not reflect any Shares that may be allocated to the abovementioned Directors pursuant to subscriptions in the Retail Offering (for which individual allocations are yet to be finalised)

INTERESTS OF SIGNIFICANT SHAREHOLDERS FOLLOWING ADMISSION

Insofar as is known to the Company, details of the interests which represent 5% or more of the issued share capital of the Company on the date of this Pricing Statement and on the date of the Listing Date (assuming no exercise of the Over-allotment Option):

Shareholder	Number of Shares	% of total Shares
Cidinan S.à r.l.	335,660,882	32.80%
Permira VI Investment Platform Limited	335,660,882	32.80%
Mepinan S.à r.l.	74,591,310	7.29%
Adiman S.C.Sp.	43,921,353	4.29%

Shareholder	Number of Shares	% of total Shares
Total.....	789,834,427	77.19%

So far as the Company is aware, certain investors are expected to acquire interests of more than 5% of the Shares available in the Offering (assuming no exercise of the Over-allotment Option).

IMPORTANT NOTICE

The contents of this Pricing Statement have been prepared by and are the sole responsibility of the Company.

Each of 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 (together, the “**Managers**”) and Lazard & Co., Limited (“**Lazard**”) are acting exclusively for the Company and the Selling Shareholders and no one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering 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 providing advice in relation to the Offering, the contents of this Pricing Statement or any transaction, arrangement or other matter referred to herein.

Prospective investors are expressly advised that an investment in the Offer Shares entails financial risk and that they should therefore read the Prospectus, the Supplement and this Pricing Statement in their entirety, in particular the section titled “*Risk Factors*” in the Prospectus, when considering an investment in the Offer Shares. In making an investment decision, prospective investors must rely on their own examination, analysis and enquiry of the Issuer, and the information contained in the Prospectus, the Supplement and this Pricing Statement and the terms of the Offering, including the merits and risks involved with an investment in the Offer Shares.

The investors also acknowledge that: (i) they have not relied on the Managers or any person affiliated with the Managers in connection with any investigation of the accuracy of any information contained in the Prospectus, the Supplement or this Pricing Statement or their investment decision; (ii) they have relied only on the information contained in the Prospectus, the Supplement and this Pricing Statement; and (iii) that no person has been authorized to give any information or to make any representation concerning the Issuer or its subsidiaries or the Offer Shares (other than as contained in the Prospectus, the Supplement and this Pricing Statement) and, if given or made, any such other information or representation should not be relied upon as having been authorized by the Issuer, the Selling Shareholders or the Managers.

Any decision to invest in the Offer Shares offered in the Offering should be based solely on the Prospectus, the Supplement and this Pricing Statement taking into account that any overview or description, set forth in the Prospectus of legal provisions, accounting principles or a comparison of such principles, corporate structuring or contractual relationships is for information purposes only and should not be construed as legal, accounting or tax advice as to the interpretation or enforceability of such provisions, information or relationships.

Except as provided for under mandatory provisions of law, no person is authorized to give any information or to make any representation in connection with the Offering other than as contained in the Prospectus, the Supplement and this Pricing Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer, the Selling Shareholders or any of the Managers.

This Pricing Statement does not constitute an offer to sell or a solicitation by or on behalf of the Issuer, the Selling Shareholders or the Managers to any person to subscribe for any of the Offer Shares offered in the Offering in any jurisdiction where it is unlawful for such person to make such an offer or solicitation. The distribution of this Pricing Statement and the offer of the Offer Shares in certain jurisdictions are restricted by law. Persons into whose possession this Pricing Statement may come are required by the Issuer, the Selling Shareholders and the Managers to inform themselves about and to observe such restrictions. Other than with respect to the Offering in Poland, no action has been taken by the Issuer, the Selling Shareholders or the Managers that would permit an offer of the Offer Shares, or the possession or distribution of this Pricing Statement or any other offering material or application form relating to the Offer Shares, in any jurisdiction where action for that purpose is required. This

Pricing Statement may not be used for, or in connection with, any offer to, or solicitation by, anyone in any jurisdiction or under any circumstances in which such offer or solicitation is not authorized or is unlawful. None of the Issuer, the Selling Shareholders or any of the Managers accepts any responsibility for any violation by any person, whether or not such person is a prospective investor in the Offer Shares, of any of these restrictions. See the section titled "*Selling Restrictions*" in the Prospectus. Investors acquiring Offer Shares may be subject to restrictions on transfer. See the section titled "*Transfer Restrictions*" in the Prospectus.

None of the Issuer, the Selling Shareholders, the Managers or any of their respective representatives is making any representation to any offeree or purchaser of the Offer Shares regarding the legality of an investment in the Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. The contents of this Pricing Statement should not be construed as legal, financial or tax advice. The investors are advised to consult their own legal adviser, independent financial adviser or tax adviser for legal, financial or tax advice.

In connection with the Offering of the Shares, each of the Managers and any of their affiliates, may take up a portion of the Shares in the Offering as a principal position and in that capacity may retain, purchase, sell or offer to sell for their own accounts such Shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in the Prospectus, the Supplement and this Pricing Statement to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, each of the Managers and any of their affiliates acting in such capacity. In addition, certain of the Managers or their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they or their affiliates may from time to time acquire, hold or dispose of Shares. None of the Managers nor any of their respective affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the Offering, Morgan Stanley & Co. International plc, as stabilization manager (the "**Stabilization Manager**") (or its agents) acting on behalf of itself and the Managers may to the extent permitted by, and in compliance with, applicable laws and regulations (in particular, Commission Regulation (EC) No. 596/2014 and Commission Delegated Regulation (EC) No. 1052/2016), over-allot shares or effect transactions on or off a regulated market, with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market. If such stabilization occurs, it will be undertaken on the Warsaw Stock Exchange. Such transactions may commence on or after the date of commencement of trading of the Shares on the Warsaw Stock Exchange and will end no later than 30 calendar days thereafter. There is no assurance that such transactions will be undertaken and, if commenced, they may be discontinued at any time. There shall be no obligation on the stabilizing manager to enter into such transactions. All such stabilization shall be conducted in accordance with applicable laws and regulations.

For the purposes of allowing the Stabilization Manager to cover short positions resulting from any such over-allotment and/or from sales of Shares effected by it during the stabilising period, the Stabilization Manager will be granted an over-allotment option (the "**Over-allotment Option**"), pursuant to which it may purchase, or procure purchasers for, Shares representing up to 15% of the total number of Sale Shares at the Offer Price (the "**Over-allotment Shares**"). The Over-allotment Option will be exercisable in whole or in part upon notice by the Stabilization Manager at any time on or before the 30th calendar day after the commencement of trading of the Shares on the Warsaw Stock Exchange. Any Over-allotment Shares made available pursuant to the Over-allotment Option will be made available on the same terms and conditions as Shares being offered pursuant to the Offering, will rank *pari passu* in all respects with all other Shares (including with respect to pre-emption rights) and will form a single class with all other Shares for all purposes, including with respect to voting and for all dividends and distributions thereafter declared, made or paid on the ordinary share capital of the Company.

None of the Managers, Lazard or any of their respective affiliates or its or their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this Pricing Statement (or whether any information has been omitted from the Pricing Statement) or any other information relating to the Company, its subsidiaries or associated companies or the selling shareholders, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of, or reliance upon, this Pricing Statement or its contents or otherwise arising in connection therewith.

This Pricing Statement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the

terms “believes”, “estimates”, “plans”, “targets”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, outlook, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts and involve predictions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date of this Pricing Statement and cannot be relied upon as a guide to future performance.

Each of the Managers, Lazard and the Company, and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this Pricing Statement whether as a result of new information, future developments or otherwise.

For the reader’s convenience, a translation of certain EUR amounts into zloty has been presented in this Pricing Statement. The exchange rate for the zloty convenience translations is PLN 4.5497 per EUR 1.00, which was the National Bank of Poland exchange rate per EUR as of 28 September 2020. Such translations should not be viewed as a representation that such EUR amounts actually represent such zloty amounts, or could be or could have been converted into zloty at the rate indicated or at any other rate.

Certain data in this Pricing Statement has been rounded. As a result of the rounding, the totals of data presented in this Pricing Statement may vary slightly from the actual arithmetic totals of such data. Percentages in tables may have been rounded and accordingly may not add up to 100%.

For the avoidance of doubt, the contents of the Company’s website are not incorporated into, and do not form part of, this Pricing Statement.

Notice to Prospective Investors in the United States

Neither the Offer Shares nor any other securities of the Issuer described in this Pricing Statement have been or will be registered under the US Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction in the United States, and, subject to certain exceptions, may not be offered or sold within the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. In connection with the Offering, information concerning the Offering will be provided only to: (i) certain investors outside of the United States in offshore transactions (as defined in Regulation S); and (ii) QIBs in the United States as defined under and in accordance with Rule 144A. In addition, until 40 days after the commencement of the Offering, any offer or sale of the Offer Shares within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than pursuant to the exemption from the registration requirement provided for by the Securities Act.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES NOR ANY NON-U.S. SECURITIES AUTHORITY HAS APPROVED OR DISAPPROVED OF THE OFFER SHARES OFFERED IN THE OFFERING OR DETERMINED THAT THIS PRICING STATEMENT IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Notice to EEA Investors

No offer of the Offer Shares to the public is being made in any Member State other than Poland. However, the Managers may decide to promote the Offering in another Member State under certain exemptions from the obligation to prepare a prospectus under the Prospectus Regulation, provided that any such offering of the Offer Shares will not result in a requirement to publish a prospectus by the Issuer, any of the Selling Shareholders or the Managers under Article 3 of the Prospectus Regulation.

In relation to each Member State of the European Economic Area (other than Poland) (each, a “**Relevant State**”), there will be no offer of the Offer Shares to the public in that Relevant State other than:

- to a legal entity that is a qualified investor as defined in the Prospectus Regulation;

- to fewer than 150 natural or legal persons other than to qualified investors as defined in Article 2(e) of the Prospectus Regulation; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Offer Shares shall require the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or a supplement to the prospectus pursuant to Article 23 of the Prospectus Regulation within the territory of the Relevant State and each person who initially acquire Offer Shares or to whom any offer is made will be deemed to have represented, warranted and agree to and with the Managers, the Selling Shareholders and the Issuer that it is a "qualified investor" within the meaning of the Prospectus Regulation.

For the purposes of this Pricing Statement, the expression an "offer of the Offer Shares to the public" in relation to any Offer Shares in any Relevant State means a communication to persons in any form and by any means, presenting sufficient information on the terms of the Offering and the Offer Shares to be offered, so as to enable an investor to decide to purchase or subscribe for the Offer Shares.

The Issuer, the Selling Shareholders, the Managers and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor and who has notified the Banks of such fact in writing may, with the consent of the Managers, be permitted to purchase Offer Shares in the Offering.

Notice to UK Investors

This Pricing Statement and any other material in relation to the Offer Shares described herein is only being distributed in the United Kingdom to, and is only directed at, persons that are qualified investors ("qualified investors") within the meaning of Article 2(e) of the Prospectus Regulation (as defined below) that also: (i) 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**"); or (ii) who fall within Article 49(2)(a) to (d) of the Order; or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as the "relevant persons"). The Offer Shares are only available in the United Kingdom to, and any invitation, offer or agreement to purchase or otherwise acquire the Offer Shares will be engaged in only with, the relevant persons. This Pricing Statement and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom. Any person in the United Kingdom that is not a relevant person should not act or rely on this Pricing Statement or any of its contents.

Notice to Other Overseas Investors

The distribution of this Pricing Statement in certain jurisdictions may be restricted by law. No action has been taken by the Company, the Selling Shareholders or the Managers to permit a public offering of the Shares, or possession or distribution of this Pricing Statement (or any other offering or publicity materials relating to the Shares) in any other jurisdiction where action for that purpose may be required or doing so is restricted by law. Accordingly, this Pricing Statement may not be distributed or published in any other jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Pricing Statement comes are required by the Company and the Managers to inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Pricing Statement does not constitute or form part of an offer to sell, or the solicitation of an offer to buy or subscribe for, Shares to any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation. The Shares have not been and will not be registered under the applicable securities laws of Australia, Canada, Japan or South Africa. Accordingly, subject to certain exceptions, the Shares may not be offered or sold in Australia, Canada, Japan or South Africa. For a description of these and certain further restrictions on offers, sales and transfers of the Shares and the distribution of this Pricing Statement, see "*Selling Restrictions*" of the Prospectus.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated

Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.