

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of June, 2023

Commission File Number: 001-41329

Allego N.V.

(Translation of registrant's name into English)

Westervoortsedijk 73 KB
6827 AV Arnhem, the Netherlands
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

The following exhibits are furnished herewith:

Exhibit No.	Description
99.1	Convening Notice for Allego N.V.'s 2023 Annual General Meeting of Shareholders, including Agenda and Explanatory Notes
99.2	Form of Voting Proxy

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 15, 2023

ALLEGO N.V.

By: /s/ Mathieu Bonnet

Name: Mathieu Bonnet

Title: Chief Executive Officer



**CONVENING NOTICE OF
2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS
ALLEGRO N.V.**

This is the convening notice for the **annual general meeting of shareholders** of Allego N.V. (the “Company”) to be held on **June 30, 2023 at 3:00 p.m. CEST** at the offices of the Company (address: Westervoortsedijk 73 KB, 6827 AV Arnhem, the Netherlands (the “AGM”).

The **agenda** for the AGM is as follows:

1. Opening
2. Discussion of Dutch statutory board report for the fiscal year ended December 31, 2022 (*discussion item*)
3. Adoption of Dutch statutory annual accounts for the fiscal year ended December 31, 2022 (*voting item*)
4. Discussion of the Company's dividend and reservation policy (*discussion item*)
5. Instruction to Ernst & Young Accountants LLP for the external audit of the Company's annual accounts for the fiscal year 2023 (*voting item*)
6. Discharge from liability for the Company's directors with respect to the performance of their duties during the fiscal year ended December 31, 2022 (*voting item*)
7. Appointment of Thierry Déau as non-executive director of the Company (*voting item*)
8. Reappointment of Christian Vollmann as non-executive director of the Company (*voting item*)
9. Reappointment of Thomas Maier as non-executive director of the Company (*voting item*)
10. Extension of authorization for the Company's board to acquire shares and depository receipts for shares in the Company's capital (*voting item*)
11. Closing

No business shall be voted on at the AGM, except such items as included in the abovementioned agenda.

The record date for the AGM is **June 2, 2023** (the “**Record Date**”). Those who are shareholders of the Company, or who otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital, on the Record Date and who are recorded as such in the Company's shareholders' register or in the register maintained by the Company's U.S. transfer agent (the “**Registers**”) may attend and, if relevant, vote at the AGM (“**Persons with Meeting Rights**”), irrespective of changes to their shareholdings or rights after the Record Date.

Those who beneficially own shares in the Company's capital in an account at a bank, a financial institution, an account holder or other financial intermediary (the “**Beneficial Owners**”) on the Record Date, must also have their financial intermediary or their agent with whom the underlying shares are on deposit issue a proxy to them which confirms they are authorized to take part in and vote at the AGM.

Persons with Meeting Rights and Beneficial Owners who wish to attend the AGM, in person or represented by proxy, must notify the Company in writing of their identity and intention to attend the AGM (an “**Attendance Notice**”) no later than **6:00 a.m. CEST on June 23, 2023** (the “**Cut-off Date**”). Beneficial Owners must enclose with their Attendance Notice (i) proof of their beneficial ownership of the relevant underlying shares in the Company's capital, such as a recent account statement, and (ii) their signed proxy from the relevant shareholder who is registered in either of the Registers as the holder of those underlying shares on the Record Date.

Persons with Meeting Rights and Beneficial Owners who have duly provided an Attendance Notice to the Company may have themselves represented at the AGM through the use of a written or electronically recorded proxy. Proxyholders must submit a signed proxy to the Company no later than the Cut-off Date and present a copy of their proxy upon entry to the AGM. A proxy form can be downloaded from the Company's website (<http://www.allego.eu>).

Any Attendance Notice, proof of beneficial ownership or signed proxy to be sent to the Company as part of the procedures described above must be provided via regular mail or e-mail to:

Allego N.V.
c/o Willem Boers (Company Secretary)
Westervoortsedijk 73 KB
6827 AV Arnhem
The Netherlands
E-mail address: legal@allego.eu

Any Attendance Notice, proof of beneficial ownership or signed proxy received after the Cut-off Date may be ignored. Persons with Meeting Rights, Beneficial Owners and proxyholders who have not complied with the procedures described above may be refused entry to the AGM.

EXPLANATORY NOTES TO THE AGENDA

2. Discussion of Dutch statutory board report for the fiscal year ended December 31, 2022 (discussion item)

The Company's statutory board report over the fiscal year 2022 has been made available on the Company's website (<http://www.allego.eu>) and at the Company's office address.

3. Adoption of Dutch statutory annual accounts for the fiscal year ended December 31, 2022 (voting item)

The Company's annual accounts over the fiscal year 2022 have been made available on the Company's website (<http://www.allego.eu>) and at the Company's office address. It is proposed that these annual accounts be adopted.

4. Discussion of the Company's dividend and reservation policy (discussion item)

The Company has never paid or declared any cash dividends on its shares, and the Company does not anticipate paying any cash dividends on its shares in the foreseeable future. The Company intends to retain all available funds and any future earnings to fund the development and expansion of its business. Under Dutch law, the Company may only pay dividends to the extent its shareholders' equity (*eigen vermogen*) exceeds the sum of the Company's paid-up and called-up share capital plus the reserves required to be maintained by Dutch law or by the Company's articles of association. Subject to such restrictions, any future determination to pay dividends will be at the discretion of the Company's board (the "Board") and will depend upon a number of factors, including the Company's results of operations, financial condition, future prospects, contractual restrictions, restrictions imposed by applicable law and other factors the Board deems relevant. If and when the Company does intend to distribute a dividend, such dividend may be distributed in the form of cash only or shares only, through a combination of the foregoing (cash and shares) or through a choice dividend (cash or shares), in each case subject to applicable law.

5. Instruction to Ernst & Young Accountants LLP for the external audit of the Company's annual accounts for the fiscal year 2023 (voting item)

Under Dutch law, the General Meeting is, in principle, the corporate body authorized to annually appoint the external independent auditor for the audit of the Company's annual accounts. It is now proposed to appoint Ernst & Young Accountants LLP as the external independent auditor for the audit of the Company's annual accounts for the fiscal year 2023.

6. Discharge from liability for the Company's directors with respect to the performance of their duties during the fiscal year ended December 31, 2022 (voting item)

It is proposed that the Company's directors be released from liability for the exercise of their duties during the fiscal year 2022. The scope of this release from liability extends to the exercise of their respective duties insofar as these are reflected in the Company's statutory board report or annual accounts over the fiscal year 2022 or in other public disclosures.

7. Appointment of Thierry Déau as non-executive director of the Company (voting item)

The Board has made a binding nomination to appoint Thierry Déau as a non-executive director of the Company for a period of three years, ending at the end of the annual general meeting of shareholders of the Company to be held in 2026. In connection with the resignation of Sandra Lagumina as non-executive director of the Company, Mr. Déau has already served as interim non-executive director of the Company as from October 13, 2022.

Mr. Déau is Chairman and Chief Executive Officer of Meridiam. He founded Meridiam, an independent investment firm specialized in the development, financing and management of long-term and sustainable infrastructure projects in 2005, with the belief that the alignment of interests between the public and private sector can provide critical solutions to the collective needs of communities. Managing over \$20 Billion of assets, the firm has to date more than 100 projects under development, construction or in operation. Prior to Meridiam, Mr. Déau worked for France's Caisse des Dépôts et Consignations where he held several positions with its engineering and development subsidiary Egis Projects to his appointment as Chief Executive Officer in 2001. Mr. Déau is currently a board member of Fondation des Ponts, Chairman of Archery for Inclusive Leadership and founder of Africa Infrastructure fellowship program Foundation (AIFP Foundation). In addition, he is a

founding member of the Sustainable Development Investment Partnership (SDIP) of the World Economic Forum, a member of Prince of Wales' Sustainable Markets Council for the Commonwealth, and honorary chairman of the Long Term Infrastructure Association (LTIA). Mr. Déau graduated from École Nationale des Ponts et Chaussées engineering School.

The Board has considered the diversity objectives of the Company, such as nationality, age, gender, education and work background, in the preparation of this proposal.

8. Reappointment of Christian Vollmann as non-executive director of the Company (voting item)

The Board has made a binding nomination to reappoint Christian Vollmann as a non-executive director of the Company for a period of three years, ending at the end of the annual general meeting of shareholders of the Company to be held in 2026.

Mr. Vollmann is the founder and CEO of C1 Green Chemicals AG, developing high-speed climate chemistry. Before that, he built nebenan.de into German's leading social neighborhood network.

Mr. Vollmann has made more than 75 angel investments since 2005 and was named Germany's Business Angel of the Year in 2017. He is Venture Partner and Member of the Investment Committee at PropTech1 Ventures. Mr. Vollmann serves as an advisor to the German Federal Ministry of Economics on digitalization, technology, and startups in an honorary capacity. Mr. Vollmann bought his first all-electric car in 2014 and has not looked back since.

The Board has considered the diversity objectives of the Company, such as nationality, age, gender, education and work background, in the preparation of this proposal.

9. Reappointment of Thomas Maier as non-executive director of the Company (voting item)

The Board has made a binding nomination to reappoint Thomas Maier as a non-executive director of the Company for a period of three years, ending at the end of the annual general meeting of shareholders of the Company to be held in 2026.

Mr. Maier currently serves on the Regional Advisory Board of Meridiam Infrastructure Europe and Eastern Europe. He is also a strategic advisor to the Global Infrastructure Hub, a G20 body and has been Chairman of the Board of INFEN Limited since 2017. Mr. Maier has been a member of the Advisory Board of Stirling Infrastructure Partners since April 2021. Previously, he was Managing Director for Infrastructure at the European Bank for Reconstruction and Development, where he oversaw both commercial and social infrastructure delivery. He has chaired the Global Infrastructure Council of the World Economic Forum and has been involved in infrastructure related work streams of G20 since 2013. He served on the board of Global Ports Holding from 2017 to 2020.

The Board has considered the diversity objectives of the Company, such as nationality, age, gender, education and work background, in the preparation of this proposal.

10. Extension of authorization for the Board to acquire shares and depository receipts for shares in the Company's capital (voting item)

The Board has been authorized, for a period of 18 months following the conversion of the Company into a public company (*naamloze vennootschap*) in connection with the initial public offering of its ordinary shares, to resolve for the Company to acquire fully paid-up ordinary shares in its own capital (and/or depository receipts for such ordinary shares), by any means, including through derivative products, purchases on a stock exchange, private purchases, block trades, or otherwise, for a price which is higher than nil and does not exceed 110% of the average market price of the Company's ordinary shares on the New York Stock Exchange (such average market price being the average of the closing prices on each of the five consecutive trading days preceding the date the acquisition is agreed upon by the Company), up to 10% of the Company's issued share capital (determined as at close of business on the first date of book entry delivery of the Company's ordinary shares in settlement of the admission to listing and trading of the Company's ordinary shares on the New York Stock Exchange).

It is proposed that this authorization be renewed for a period of, an effectively extended to expire, 18 months following the date of this AGM, for up to 10% of the Company's issued share capital (determined as of the close of business on the date of this AGM). If the resolution proposed under this agenda item is passed, the proposed authorization shall replace the currently existing authorization.

ALLEGRO N.V.
OO COMPANY SECRETARY
WESTERVOORTSEDIJK 73 KB
6827 AV ARNHEM
THE NETHERLANDS



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V17507-P95345

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

ALLEGRO N.V.

The Board of Directors recommends you vote FOR the following proposals:

	For	Against	Abstain
1. Adoption of Dutch statutory annual accounts for the fiscal year ended December 31, 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Instruction to Ernst & Young Accountants LLP for the external audit of the Company's annual accounts for the fiscal year 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Discharge from liability for the Company's directors with respect to the performance of their duties during the fiscal year ended December 31, 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Thierry Déau as non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Reappointment of Christian Vollmann as non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Reappointment of Thomas Maier as non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Extension of authorization for the Company's board of directors to acquire shares and depository receipts for shares in the Company's capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please indicate if you plan to attend this meeting. Yes No

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:
The Notice of Annual General Meeting is available at www.proxyvote.com.

V17508-P95345

ALLEGO N.V.
Annual General Meeting of Shareholders
June 30, 2023, 3:00 PM CEST
This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) each civil law notary and candidate civil law notary working with NautaDutilh N.V., as proxies, each with the power to appoint his/her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the ordinary shares of Allego N.V. that the shareholder(s) is/are entitled to vote at the Annual General Meeting of Shareholders to be held at 3:00 PM CEST on June 30, 2023, at the offices of Allego N.V., Westervoortsedijk 73 KB, 6827 AV Arnhem, the Netherlands, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, or if multiple instructions are selected on the reverse side of this ballot for any single voting item, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side