

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**Amendment No. 2  
to  
SCHEDULE 13E-3  
(Rule 13e-100)**

**Rule 13e-3 Transaction Statement Under Section 13(e)  
of the Securities Exchange Act of 1934**

---

**Allego N.V.**  
(Name of Subject Company (Issuer))

---

Madeleine Charging B.V.  
Meridiam SAS  
Allego N.V.  
(Names of Filing Persons)

---

**Ordinary shares, par value €0.12 per share**  
(Title of Class of Securities)

**N0796A100**  
(CUSIP Number of Class of Securities)

Meridiam SAS  
4 place de l'Opera 75002  
Paris, France  
+33 1 53 34 96 96

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Allego N.V.  
Westervoortsedijk 73 KB 6827 AV  
Arnhem, the Netherlands  
+31 (0) 88 033 3033

---

*with copies to:*

David Ingles, Esq.  
Allen Overy Shearman Sterling LLP  
1221 Avenue of the Americas  
New York, New York 10020  
+1 (212) 610-6300

Olivier Valk  
Allen Overy Shearman Sterling LLP  
Apollolaan 15, 1077 AB  
Amsterdam, Netherlands  
+31 20 674 1445

Matthew J. Gilroy, Esq.  
Amanda Fenster, Esq.  
Weil, Gotshal & Manges LLP  
767 5th Avenue  
New York, NY 10153  
Tel: (212) 310-8000

---

This statement is filed in connection with (check the appropriate box):

- a.  The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b.  The filing of a registration statement under the Securities Act of 1933.
- c.  A tender offer.
- d.  None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

---

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THIS TRANSACTION, PASSED UPON THE MERITS OR FAIRNESS OF THIS TRANSACTION, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURE IN THIS SCHEDULE 13E-3. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

---

---

This Amendment No. 2 to the Statement on Schedule 13E-3 (this “*Amendment No. 2*”) relates to the cash tender offer by Madeleine Charging B.V., a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of the Netherlands with its corporate seat in Amsterdam, the Netherlands, and its office address at Zuidplein 126, WTC Toren H, Floor 15, 1077 XV Amsterdam, the Netherlands, and registered with the trade register of the Netherlands Chamber of Commerce (*Kamer van Koophandel*) under number 71768068 (“*Purchaser*”), whose indirect parent entities are managed by Meridiam SAS, a simplified stock company (*société par actions simplifiée*) incorporated under the laws of France with its principal business office address at 4, place de l’Opera, 75002, Paris, France (“*Parent*”), to purchase all of the issued and outstanding ordinary shares, par value €0.12 per share (each, a “*Share*” and, collectively, the “*Shares*”), of Allego N.V., a public limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands with its corporate seat in Arnhem, the Netherlands, and its office address at Westervoortsedijk 73 KB, 6827 AV Arnhem, the Netherlands, and registered with the trade register of the Netherlands Chamber of Commerce (*Kamer van Koophandel*) under number 82985537 (the “*Company*” or “*Allego*”) that are not already held, directly or indirectly, by Purchaser, Parent or any of their respective affiliates, at a price of US\$1.70 per Share, without interest and less applicable withholding taxes (the “*Offer Consideration*”), payable in cash, upon the terms, and subject to the conditions, set forth in the offer to purchase dated July 3, 2024 (the “*Offer to Purchase*”), a copy of which is attached as Exhibit (a)(1)(A), and in the related letter of transmittal for Shares (the “*Letter of Transmittal*”), a copy of which is attached as Exhibit (a)(1)(B), which, together with any other related materials, each as amended or supplemented from time to time, collectively constitute the “*Offer*.” This Amendment No. 2 amends and supplements the Statement on Schedule 13E-3, filed by Parent, Purchaser and Allego with the U.S. Securities and Exchange Commission (the “*SEC*”) on July 3, 2024 (together with any amendments and supplements thereto, the “*Schedule 13E-3*”).

Except as otherwise set forth in this Amendment No. 2, the information set forth in the Schedule 13E-3, the Offer to Purchase and the related Letter of Transmittal and Notice of Guaranteed Delivery, remains unchanged and is hereby expressly incorporated by reference to the extent relevant to the items in this Amendment No. 2.

#### **Items 1 through 16.**

The Offer to Purchase and Items 1 through 16 of the Schedule 13E-3, to the extent such Items 1 through 16 incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding the following paragraph thereto:

“The Offer expired as scheduled at one minute after 11:59 p.m. (New York City time), on July 31, 2024. The Depositary has advised Purchaser and Parent that as of the Expiration Time, 38,718,988 Shares, representing in the aggregate approximately 14.2% of the Company’s issued and outstanding Shares as of July 3, 2024, were properly tendered and not validly withdrawn in the Offer. All conditions to the Offer having been satisfied or waived, Purchaser irrevocably accepted for payment, and will promptly pay for, all Shares validly tendered and not validly withdrawn pursuant to the Offer, at a purchase price of USD 1.70 per Share. As a result of the Offer, the shareholding of Purchaser and Parent (including affiliates and related parties) in the Company will increase to 236,556,055 Shares, representing approximately 86.6% of the Company’s outstanding Shares.”

---

## SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2024

### **Madeleine Charging B.V.**

**By: Opera Charging B.V., its sole authorized director**

By: /s/ Emmanuel Rotat  
Name: Emmanuel Rotat  
Title: Jointly Authorized Director A

### **Madeleine Charging B.V.**

**By: Opera Charging B.V., its sole authorized director**

By: /s/ Johannes Hendrikus Maria Duijndam  
Name: Johannes Hendrikus Maria Duijndam  
Title: Jointly Authorized Director B

### **Meridiam SAS**

By: /s/ Emmanuel Rotat  
Name: Emmanuel Rotat  
Title: Executive Director

### **Allego N.V.**

By: /s/ Mathieu Bonnet  
Name: Mathieu Bonnet  
Title: Executive Director / Chief Executive Officer