

Chairman's letter

Notice of Annual General Meeting and explanatory notes

DP Eurasia N.V.

To be held on Wednesday 24 May 2018 at 14.00 CEST
at the offices of Houthoff Coöperatief U.A.
Gustav Mahlerplein 50
1082 MA Amsterdam
The Netherlands

This document is important and requires your immediate attention

If you are in any doubt about the contents of this document or as to what action you should take, you should seek advice from your stockbroker, solicitor, accountant or other appropriate professional adviser.

If you have sold or otherwise transferred all of your shares in DP Eurasia N.V., please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Number trade register: 67090753

Date

12 April 2018

Subject

Notice of 2018 Annual General Meeting

Dear shareholder,

On behalf of the board of directors (the "Board" or the "Directors") of DP Eurasia N.V. (the "Company"), I am delighted to invite you to attend our 2018 Annual General Meeting of Shareholders which will be held on Thursday 24 May 2018 at the offices of Houthoff Coöperatief U.A., Gustav Mahlerplein 50, 1082 MA Amsterdam, the Netherlands and will start at 14.00 CEST (the "AGM").

Enclosed with this letter you will find the Notice of the AGM being convened, together with the Explanatory Notes, additional important information in relation to shareholder services and the Annual Report and Accounts 2017. These documents are also available on the Company's website: www.dpeurasia.com.

At the AGM our CEO, Aslan Saranga, will update you on the progress of the business in 2017. Following this presentation, we will have a full Q&A session on all matters tabled before we conduct the formal business of the meeting.

The Directors consider that the resolutions to be voted on at the AGM are in the best interests of the Company and of its shareholders as a whole. The Directors unanimously recommend shareholders to vote in favour of these resolutions at the AGM, as the Directors themselves intend to do in respect of their own beneficial shareholdings, except as regards their own reappointment to the Board.

Voting at the AGM

If you are unable to attend the AGM in person, your vote is still important and I would encourage you to complete, sign and return the enclosed form of direction ("Form of Direction") to register your vote. If you hold Depositary Interests representing shares in the Company, by completing this form you will be appointing Link Market Services Trustees Limited, the Depositary, to vote on your behalf at the AGM. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.

If no voting instruction is indicated, the Depositary will abstain from voting on such resolution. To be valid this form of direction from Depositary Interest Holders must be received by the Registrar, Link Asset Services of PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom not later than 14.00 CEST on 15 May 2018. If you are a CREST member, you may appoint a proxy through the CREST electronic appointment service (see the Explanatory Notes to the Notice of the AGM).

Completion and return of a form of direction will not prevent a shareholder from attending and voting at the meeting should he subsequently decide to do so. Depositary Interest holders wishing to attend the meeting should request a Letter of Representation by contacting the Depositary at Link Market Services Trustees Limited, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or email: custodymgt@linkgroup.co.uk by no later than 14.00 CEST on 15 May 2018.

Shareholders attending the meeting in person or by proxy will have the opportunity to ask questions on the AGM resolutions and any other topic of relevance to our business. We hope that you will make use of the opportunity to raise questions on the topics to be discussed.

I look forward to meeting as many of you as possible at the AGM.

Yours sincerely,

Peter Williams

Chairman



Notice 2018 Annual General Meeting

of shareholders of DP Eurasia N.V.

To be held on:

Date: Thursday 24 May 2018

Time: 14:00 CEST

Location: Offices of Houthoff Coöperatief U.A., Gustav Mahlerplein 50, 1082 MA Amsterdam, the Netherlands

1. Opening
2. Report of the Board for the 2017 financial year
3. Adoption of the annual accounts for 2017 (resolution)
4. Appropriation of profit for 2017 (resolution)
5. Discussion of the policy on reserves and dividends
6. Discharge of the Board's Executive Directors (resolution)
7. Discharge of the Board's Non-Executive Directors (resolution)
8. Annual remuneration report (resolution)
9. Remuneration policy for the Executive Directors (resolution)
10. Remuneration of the Non-Executive Directors (resolution)
11. Reappointment of Mr. A. Saranga as Executive Director (resolution)
12. Reappointment of Ms. F. Slot as Executive Director (resolution)
13. Reappointment of Mr. S. Tari as Non-Executive Director (resolution)
14. Reappointment of Mr. İ. Talu as Non-Executive Director (resolution)
15. Reappointment of Ms. A. Şahin as Non-Executive Director (resolution)
16. Reappointment of Mr. P.W. Williams as Independent Non-Executive Director:
 - a. by the General Meeting (resolution)
 - b. by the General Meeting excluding any controlling shareholder (resolution)
17. Reappointment of Mr. T. Singer as Independent Non-Executive Director
 - a. by the General Meeting (resolution)
 - b. by the General Meeting excluding any controlling shareholder (resolution)
18. Confirmation appointment of the external auditor (resolution)
19. Authorisation to use electronic means to convey information to shareholders (resolution)
20. Designation of the Board as the body authorised to resolve to:
 - a. issue shares and to grant rights to subscribe for shares (resolution)
 - b. restrict or exclude the pre-emptive rights (resolution)
21. Authorisation of the Board to purchase shares in the Company (resolution)
22. Any other business
23. Closing



Explanatory notes

to the notice of 2018 Annual General Meeting

2. Report of the Board for the 2017 financial year

To consider the Annual Report and Accounts 2017 submitted by the Board.

At this agenda item a full questions and answers session will be held on all matters tabled for this meeting.

3. Adoption of the annual accounts for 2017 (resolution)

It is proposed to the General Meeting to adopt the annual accounts for the financial year ending 31 December 2017.

4. Appropriation of profit for 2017 (resolution)

The Board proposes to add the net result to the other reserves.

5. Discussion of the policy on reserves and dividends

The Company will not declare any dividends in 2017. In future years, the Company will consider the pay out of dividends, taking into account the amount of profits, the need for cash for capital expenditure and further expansion and its debt profile. The Company's policy is to eventually pay out dividends in the appropriate circumstances, there is no immediate prospect of dividends being paid out, nor can there be any assurance as to when and in what amount any dividends may be eventually paid out.

6. Discharge of the Board's Executive Directors (resolution)

In accordance with article 21.2 of the Company's articles of association, it is proposed to the General Meeting to discharge the Executive Directors of the Board from liability in relation to the exercise of their duties in the 2017 financial year, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

7. Discharge of the Board's Non-Executive Directors (resolution)

In accordance with article 21.2 of the Company's articles of association, it is proposed to the General Meeting to discharge the Non-Executive Directors of the Board from liability in relation to the exercise of their duties in the 2017 financial year, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

8. Annual remuneration report (resolution)

It is proposed to the General Meeting to approve the annual remuneration report, which contains details of how the Company paid Directors during 2017 and how the Company intends to apply its remuneration policy during 2018. Although this vote is not currently required under Dutch law, the Company believes that it is appropriate that shareholders should have this formal opportunity to provide their feedback on the Company's remuneration practices. The annual remuneration report is included in the Annual Report and Accounts 2017.

9. Remuneration policy for the Executive Directors (resolution)

It is proposed to the General Meeting to approve a new remuneration policy for the Executive Directors. The remuneration policy is consistent with the remuneration details contained in the admission prospectus and is intended to be simple, transparent, performance-orientated, supportive of the group's growth strategy and providing alignment between the interests of our senior management team with those of our shareholders. It is intended that the remuneration policy will apply as of 1 January 2018 for three years, although the Board may seek approval for a new remuneration policy at an earlier point, if it is considered appropriate. The remuneration policy complies with the provisions of the Dutch Corporate Governance Code, with the exception of the principle which determines that shares should be held for at least five years after they are awarded (best practice provision 3.1.2) and the principle that remuneration in the event of dismissal of employees should not exceed one year's salary (best practice provision 3.2.3). A further explanation of the aforementioned deviations is included in the Annual Report and Accounts 2017.

The remuneration structure for the Executive Directors can consist of five components: base salary, benefits, pensions, an annual and deferred bonus and a long term incentive. For further details on the new remuneration policy please refer to the remuneration report included in the Annual Report and Accounts 2017.

10. Remuneration of the Non-Executive Directors (resolution)

The Board proposes to the General Meeting to approve the following fees (gross, excluding of VAT, in British Pounds) of the Non-Executive Directors, effective from 1 January 2018

Chairman	£150,000
Basic Non-Executive Director fee	£47,500
Audit committee chairman additional fee	£7,500
Remuneration committee chairman additional fee	£7,500
Senior Independent Director additional fee	£7,000

In addition, the Non-Executive Directors are reimbursed for expenses that are reasonably required for the performance of their duties.

The Chairman of the Board receives an all-inclusive fee. No fees will be paid to Seymur Tari, İzzet Talu and Aksel Şahin who are employees of Turk Advisory Ventures Limited ("Turkven") and, as such, are remunerated by Turkven.

Since 3 July 2017 the internal committees have been composed as follows:

- audit committee: Mr. Thomas Singer (chairman) and Mr. Peter Williams;
- remuneration committee: Mr. Thomas Singer (chairman) and Mr. Peter Williams;
- selection and appointment committee: Mr. Peter Williams (chairman), Mr. Thomas Singer and Mr. İzzet Talu.



Explanatory notes

to the notice of 2018 Annual General Meeting continued

11. - 15. Reappointment of Executive and Non-Executive Directors (resolution)

Further to the UK Corporate Governance Code stating that all directors should be subject to reappointment by the shareholders at the first annual general meeting after their appointment, it is proposed by the Board, following the recommendations made by the selection and appointment committee, to reappoint Mr. Seymour Tari, Mr İzzet Talu and Ms. Aksel Şahin as Non-Executive Directors for a period of two years, ending on the day of the annual General Meeting in 2020. The Board, following the recommendations made by the selection and appointment committee, also proposes to reappoint Mr. Aslan Saranga and Ms. Frederieke Slot as Executive Directors for a period of two years, ending on the day of the annual General Meeting in 2020. The Board is satisfied that all Directors being proposed for reappointment continue to perform effectively and should be appointed because they continue to demonstrate their broad and relevant experience, commitment to their roles, and international outlook.

Biographical details concerning each of the Directors proposed for reappointment can be found on pages 48 and 49 of the Annual Report and Accounts 2017.

16.a and b - 17.a and b Reappointment of Independent Non-Executive Directors (resolution)

In accordance with the Company's board rules, because the Company has a controlling shareholder (for the purposes of UK Listing Rules), the reappointment of any independent Non-Executive Director must be approved by the General Meeting and the General Meeting excluding the controlling shareholder.

Further to the UK Corporate Governance Code stating that all directors should be subject to election by the shareholders at the first annual general meeting after their appointment, it is proposed by the Board, following the recommendations made by the selection and appointment committee, to reappoint Mr. Peter Williams and Mr. Thomas Singer as independent Non-Executive Directors for a period of two years, ending on the day of the annual General Meeting in 2020. The Board considers that Mr. Peter Williams and Mr. Thomas Singer are experienced and independent in character and judgment since they are free from any relationship or circumstance which may, could or would be likely to, or appear to, affect their judgment. Further, the Board is satisfied that they will continue to perform effectively and should be appointed because they continue to demonstrate their broad and relevant experience, commitment to their roles, and international outlook.

Biographical details concerning each of the Directors proposed for reappointment can be found on pages 48 and 49 of the Annual Report and Accounts 2017.

18. Confirmation appointment of the external auditor (resolution)

Dutch legislation and regulations stipulate that the external auditor must be appointed by the General Meeting.

Prior to the admission of the Company, PricewaterhouseCoopers Accountants N.V. was appointed as reporting accountant. The Board requests the General Meeting to acknowledge the appointment of PricewaterhouseCoopers Accountants N.V. for a period of two years, i.e. for the 2017 and 2018 financial years.

19. Authorisation to use electronic means to convey information to shareholders

It is proposed to the General Meeting to authorise the Company to provide to shareholders documents, information and communications, such as the Annual Report and Accounts, via the Company's website www.dpeurasia.com. Reducing the number of documents and information sent by post will not only result in cost savings to the Company but also reduce the impact that the unnecessary printing and distribution of reports has on the environment.

20.a. Designation of the Board as the body authorised to resolve to issue shares and to grant rights to subscribe for shares (resolution)

It is proposed to the General Meeting to designate the Board as the body authorised for a period of 15 months from 24 May 2018 to 24 August 2019 or, if earlier, the day of the annual General Meeting in 2019 – subject to the due observance of the provisions of the Company’s articles of association and legal provisions – to resolve to issue shares or to grant rights to subscribe for shares limited to a maximum of one-third of the issued share capital of the Company as at 24 May 2018.

20.b. Designation of the Board as the body authorised to resolve to restrict or exclude the pre-emptive rights (resolution)

It is proposed to the General Meeting to designate the Board as the body authorised for a period of 15 months from 24 May 2018 to 24 August 2019 or, if earlier, the day of the annual General Meeting in 2019 – with due observance of the provisions of the Company’s articles of association and legal provisions – to resolve to:

- restrict or exclude pre-emptive rights accruing to shareholders of the Company in connection with the issuance of shares limited to a maximum of 5% of the issued share capital pursuant to the authorisations referred to under 20.a above, but so that such authorisation may be used only for general corporate purposes; and
- restrict or exclude pre-emptive rights accruing to shareholders of the Company in connection with the issuance of shares limited to a maximum of 5% of the issued share capital pursuant to the authorisations referred to under 20.a above, but so that such authorisation may be used only for the purposes of financing (or refinancing, if the authorisation is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the UK Pre-Emption Group prior to the date of this AGM.

21. Authorisation of the Board to purchase shares in the Company (resolution)

It is proposed to the General Meeting to authorise the Board for a period of 15 months from 24 May 2018 to 24 August 2019 or, if earlier, the day of the annual General Meeting in 2019 to acquire fully paid-up Shares in the capital of the Company to a maximum of 10% of the issued share capital, provided that the Company will not hold more shares in its own capital than a maximum of 50% of the issued share capital of the Company, either through a purchase on a stock exchange or otherwise, the repurchase can take place for a minimal price, excluding expenses, of the nominal value of the shares and a maximum price of the higher of (i) an amount equal to 5% above the average of the middle market quotations for the shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased, and (ii) the highest current independent bid on the London Stock Exchange Daily Official List at the time that the purchase is carried out as stipulated by the Commission – adopted Regulatory Technical Standards pursuant to Article 5 paragraph 6 of the Market Abuse Regulation.



Information for shareholders

Entitlement to attend and vote

1. The Board has determined that holders of shares or depositary receipts thereof on Thursday 26 April 2018, after closing of the books (the “Record Date”) and who are registered as such in one of the (sub) registers designated by the Board and who have given notice of their wish to attend the meeting, in accordance with the provisions below, have the right to attend the AGM and exercise their voting rights in accordance with the number of shares thereof held at the Record Date. The designated (sub)registers are the administration records of the intermediaries in the meaning of the Securities Giro Act (Wet Giraal Effectenverkeer) and the shareholders register of the Company.
2. In order to obtain entry to the meeting and to be able to exercise the rights attached to registered shares, the holders thereof must confirm their attendance in writing to the Company. Their registration is to be received by the Company at the address in the Netherlands mentioned below no later than 17 May 2018.
3. Depositary Interests Holders cannot vote in person at the AGM. Depositary Interest Holders are therefore requested to complete a Form of Direction in accordance with paragraphs 6 to 9 (inclusive) below.
4. Depositary Interest Holders wishing to attend the AGM should contact the Depository at Link Market Services Trustees Limited at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or email custodymgt@linkgroup.co.uk in order to request a Letter of Representation by no later than 13:00 (UK time) on 15 May 2018.

Publication of information in advance of the AGM

5. A copy of this notice can be accessed on the Company’s investor relations website www.dpeurasia.com.

Right to ask questions

6. At the AGM the Company will answer any question that a member attending the AGM asks relating to the business being dealt with at the AGM. However, no such answer need be given where:
 - (a) answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the AGM that the question is answered.

Voting by shareholders (other than Depository Interest Holders) using a form of proxy

7. If you are a shareholder of the Company (other than a Depository Interest Holder) at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM.
8. An instrument appointing a proxy must be in writing in any usual form executed under the hand of the relevant member or his duly appointed attorney.
9. To be effective, the form of proxy must be:
 - (a) completed and signed; and
 - (b) delivered to DP Eurasia N.V., for the attention of the Chairman, Herikerbergweg 238, Luna Arena, 1101 CM Amsterdam, the Netherlands by no later than 17:00 CEST on 17 May 2018.
10. In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company, stating their capacity.
11. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
12. The appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
13. A proxy does not need to be a member of the Company but must attend the AGM in order to represent you. You may appoint the Chairman of the AGM or another person as your proxy. If no clear voting instructions are given on your form of proxy and you have appointed the Chairman to be your proxy, please note that the Chairman will exercise his rights as proxy to vote in favour of all of the resolutions. If you do not want to vote in favour of all of the resolutions, please indicate this clearly on your form of proxy.
14. You may not appoint more than one proxy to exercise rights attached to any one share. When two or more valid but different appointments of proxy are delivered or received for the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.



Information for shareholders continued

Voting by Depository Interest Holders through CREST

15. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
16. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) no later than 13:00 (UK time) on 15 May 2018.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

17. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
18. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Voting by members (other than Depository Interest Holders) using a form of proxy

19. If you are a shareholder of the Company (other than a Depository Interest Holder) at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM.
20. An instrument appointing a proxy must be in writing in any usual form executed under the hand of the relevant member or his duly appointed attorney.
21. To be effective, the form of proxy must be:
 - (a) completed and signed; and
 - (b) delivered to DP Eurasia N.V., for the attention of the Chairman, Herikerbergweg 238, Luna Arena, 1101 CM Amsterdam, the Netherlands by no later than 17:00 CEST on 17 May 2018.
22. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company, stating their capacity.
23. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
24. The appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
25. A proxy does not need to be a member of the Company but must attend the AGM in order to represent you. You may appoint the Chairman of the AGM or another person as your proxy. If no clear voting instructions are given on your form of proxy and you have appointed the Chairman to be your proxy, please note that the Chairman will exercise his rights as proxy to vote in favour of all of the resolutions. If you do not want to vote in favour of all of the resolutions, please indicate this clearly on your form of proxy.
26. You may not appoint more than one proxy to exercise rights attached to any one share. When two or more valid but different appointments of proxy are delivered or received for the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.



Information for shareholders continued

Corporate representatives

27. Any corporation which is a member can, by resolution of its board or other governing body, appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Issued shares and total voting rights

28. As at 06:00 CEST on 10 April 2018, being the last trading day prior to publication of this notice, the Company's issued share capital comprised 145.372.414 shares of EUR 0.12 each. Each share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 06:00 CEST on 10 April 2018.

29. The website referred to in note 5 above will include information on the number of shares and voting rights.

Voting

30. Voting on all resolutions will be conducted by way of a show of hands.

Registration of attendance and identification

31. Shareholders or their proxies may only exercise their right to vote and attend the meeting if they are registered prior to the meeting. Registration of attendance will take place upon presentation of the proof of receipt at the entrance to the meeting hall from 13:00 (CEST) up until 10 minutes before the start of the meeting. Registration will no longer be possible after 13:50 (CEST). At the registration of attendance, shareholders or their proxies need to present their identification.

Communication

32. Except as provided above, Depositary Interest Holders who have general queries about the AGM should contact Link Asset Services on +44 (0)371 664 0300 for further information (no other methods of communication will be accepted). Calls from the United Kingdom cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. The line is open between 09:00 and 17:30 (UK time), Monday to Friday excluding public holidays in England and Wales. Holders of shares or depositary receipts thereof could also contact the company secretary, Frederieke Slot, on +31 (0)6 83339648.