



Chairman's Letter, Notice of Extraordinary General Meeting and Explanatory Notes

DP Eurasia N.V.

To be held on Wednesday 21 April 2021 at 14:00 CEST
By electronic means only, without physical access

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

10 March 2021

Subject

Notice of 2021 Extraordinary 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 an Extraordinary General Meeting of Shareholders which will be held on Wednesday 21 April 2021 and will start at 14:00 CEST (the “**EGM**”).

No physical access and voting by electronic means only in view of COVID-19

As part of the COVID-19 measures taken by the Dutch government, the Act on temporary provisions in the field of expertise of the Ministry of Justice and Security in connection with the COVID-19 outbreak came into force on 24 April 2020 (the “**Emergency Act**”). In accordance with the provisions of the Emergency Act and to protect the health and safety of all our employees and our stakeholders, this year’s EGM (a) can only be accessed by electronic means of communication, (b) shareholders and other persons entitled to attend the EGM will not have physical access and (c) voting can only take place by CREST or by appointing a proxy prior to the EGM. We are facilitating said measures in the following ways:

Prior to the EGM:

- You can vote through CREST or by proxy form. The proxy can only be granted to a representative designated thereto by the Company.
- You can submit your request to join the video stream by emailing us frederieke.slot@dpeurasia.com until Monday 19 April 2021 at 14:00 CEST. You must include your name and shareholder’s certificate number, which can be obtained from your bank.
- You can submit your questions about the items on the agenda by emailing us at frederieke.slot@dpeurasia.com until Monday 19 April 2021 at 14:00 CEST. You must include your name and shareholder’s certificate number, which can be obtained from your bank. The answers to the questions submitted will be made available on www.dpeurasia.com no later than during the EGM.

During the EGM:

- You can follow the EGM by video stream, if registered.
- You can ask questions by emailing us at frederieke.slot@dpeurasia.com.

The Board as well as our management will also join virtually as much as possible. Sadly we will be unable to offer our usual hospitality or informal access to management this time.

Please accept this letter as notification that the notice of the EGM together with the Explanatory Notes (the “**Notice**”) and additional important information in relation to shareholder services have now been published on the Company’s website at www.dpeurasia.com.

We will discuss the questions submitted by email prior to the EGM and facilitate further questions submitted by email during the EGM before we conduct the formal business of the meeting. Kindly note that it is at the full discretion of the chairman of the EGM how to facilitate any further questions submitted by email during the EGM, whether or not to answer thematically or to close a discussion.

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

We are sorry for the strict measures we are taking, but our primary goal is to ensure your health and that of our employees, everyone’s families, and the wider community. We will be closely monitoring the COVID-19 situation and inform you should there be a need to make further adjustments to the EGM set-up. The latest information about our EGM and its new set-up will be available on www.dpeurasia.com.

Yours sincerely,

Peter Williams

Chairman

Notice 2021 Extraordinary General Meeting

of shareholders of DP Eurasia N.V.

To be held on:

Date: Wednesday 21 April 2021

Time: 14:00 CEST

Electronically: by video stream

1. Opening
2. Appointment of Mr Shyam S. Bhartia as Non-Executive Director (resolution)
3. Appointment of Mr Hari S. Bhartia as Non-Executive Director (resolution)
4. Appointment of Mr Pratik R. Pota as Non-Executive Director (resolution)
5. Appointment of Mr David Adams as Non-Executive Director
 - a. by the General Meeting (resolution)
 - b. by the General Meeting excluding any controlling shareholder (resolution)
6. Any other business
7. Closing

Explanatory notes

to the notice of 2021 Extraordinary General Meeting

2. Appointment of Mr Shyam S. Bhartia as Non-Executive Director (resolution)

Pursuant to the relationship agreement between the Company and Fides Food Systems Coöperatief U.A. ("**Fides**"), the change of ownership of Fides due to the acquisition of Fides by Jubilant Foodworks Limited through its wholly owned subsidiary, Jubilant Foodworks Netherlands B.V. ("**change of ownership of Fides**") and following the recommendations made by the selection and appointment committee, it is proposed by the Board to appoint Mr Shyam S. Bhartia (1952) as Non-Executive Director for a period of one year, ending at the end of the annual General Meeting in 2022.

The proposal to appoint Shyam as Non-Executive Director follows the vacancy on the Board that will arise as a result of the retirement from the Board of Seymour Tari as of the end of this EGM.

Shyam is a founder and Chairman of the Jubilant Bhartia Group which is headquartered in New Delhi, India. The Jubilant Bhartia Group has a strong presence in different sectors including Pharmaceuticals, Contract Research and Development Services, Life Science Ingredients and Food Service (QSR). The Jubilant Bhartia Group has four flagships companies: Jubilant Pharmova Limited (an integrated global pharmaceuticals company), Jubilant Ingrevia Limited (a global integrated Life Science products and Innovative Solutions provider), Jubilant Industries Limited (involved in the Agri and Performance Polymers business) and Jubilant FoodWorks Limited (India's largest food service company). Jubilant Pharmova Limited, Jubilant Industries Limited and Jubilant Foodworks Limited are listed on Indian stock exchanges. Jubilant Ingrevia Limited is in process of listing its shares on Indian Stock Exchanges. Further Jubilant FoodWorks Limited is the master franchisee of Domino's Pizza in India, Sri Lanka, Bangladesh and Nepal.

Shyam is the current chairman of Jubilant Pharmova Limited, Jubilant Ingrevia Limited and Jubilant FoodWorks Limited. He is also chairman and managing director of Jubilant Pharma Limited in Singapore which is a 100% subsidiary of Jubilant Pharmova Limited. He is also on the Board of Chambal Fertilisers and Chemicals Limited.

He holds a bachelors' degree in commerce from St. Xavier's College, Calcutta University, and is a qualified cost and works accountant and a fellow member of the Institute of Cost and Works Accountants of India (ICWAI).

The Board believes that Shyam fits the Board Profile requirements and that he will provide a valuable contribution to the DPEU Board with his strong investment background and extensive and highly relevant experience in the Domino's Pizza business.

Shyam does not hold shares in the capital of the Company.

3. Appointment of Mr Hari S. Bhartia as Non-Executive Director (resolution)

Pursuant to the relationship agreement between the Company and Fides, the change of ownership of Fides and following the recommendations made by the selection and appointment committee, it is proposed by the Board to appoint Mr Hari S. Bhartia (1956) as Non-Executive Director for a period of one year, ending at the end of the annual General Meeting in 2022.

The proposal to appoint Hari as Non-Executive Director follows the vacancy on the Board that will arise as a result of the retirement from the Board of Aksel Şahin as of the end of this EGM.

Hari is a founder and Co-Chairman of the Jubilant Bhartia Group which is headquartered in New Delhi, India. The Jubilant Bhartia Group has a strong presence in different sectors including Pharmaceuticals, Contract Research and Development Services, Life Science Ingredients and Food Service (QSR). The Jubilant Bhartia Group has four flagships companies: Jubilant Pharmova Limited (an integrated global pharmaceuticals company), Jubilant Ingrevia Limited (a global integrated Life Science products and Innovative Solutions provider), Jubilant Industries Limited (involved in the Agri and Performance Polymers business) and Jubilant FoodWorks Limited (India's largest food service company). Jubilant Pharmova Limited, Jubilant Industries Limited and Jubilant Foodworks Limited are listed on Indian stock exchanges. Jubilant Ingrevia Limited is in process of listing its shares on Indian Stock Exchanges. Further Jubilant FoodWorks Limited is the master franchisee of Domino's Pizza in India, Sri Lanka, Bangladesh and Nepal.

Hari is the co-chairman and managing director of Jubilant Pharmova Limited co-chairman of Jubilant Ingrevia Limited and Jubilant FoodWorks Limited and director of Shriram Pistons and Rings Limited.

A Chemical Engineering graduate of the Indian Institute of Technology ("**IIT**"), Delhi, he has been associated in various capacities with the IIT system and with the Indian government's Ministry of Human Resource Development.

The Board believes that Hari fits the Board Profile requirements and that he will provide a valuable contribution to the DPEU Board with his strong investment background and highly relevant experience in the Domino's Pizza business.

Hari does not hold shares in the capital of the Company.

4. Appointment of Mr Pratik R. Pota as Non-Executive Director (resolution)

Pursuant to the relationship agreement between the Company and Fides, the change of ownership of Fides and following the recommendations made by the selection and appointment committee, it is proposed by the Board to appoint Mr Pratik Pota (1968) as Non-Executive Director for a period of one year, ending at the end of the annual General Meeting in 2022.

The proposal to appoint Pratik as Non-Executive Director follows the vacancy on the Board that will arise as a result of the retirement from the Board of Neil Harper as of the end of this EGM.

Mr Pratik R. Pota joined the Board of Directors of Jubilant Foodworks as Chief Executive Officer and whole-time (executive director) Director in April 2017. He has over 27 years of diverse experience across Sales, Marketing and General Management in FMCG and Telecom Industry.

He also has experience in leading large and established businesses, and also in managing turnarounds and start-ups. He was earlier associated with PepsiCo. India where he was Chief Operating Officer, Foods & Beverages (Company Owned Operations). Prior to this, Mr Pota held various leadership roles at Bharti Airtel and Hindustan Unilever.

He is an alumnus of IIM Kolkata from which he holds an MBA degree and of BITS Pilani from which he holds a bachelor of engineering degree.

The Board believes that Pratik fits the Board Profile requirements and that he will provide a valuable contribution to the DPEU Board with his strong FMCG background.

Pratik does not hold shares in the capital of the Company.

5. Appointment of Mr David Adams as Non-Executive Director (resolution)

In accordance with the Company's board rules, because the Company has a controlling shareholder (for the purposes of the 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. It is proposed by the Board, following the recommendations made by the selection and appointment committee, to appoint Mr David Adams (1954) as independent Non-Executive Director for a period of one year, ending at the end of the annual General Meeting in 2022. The Board considers that David is experienced and independent in character and judgement since he is free from any relationship or circumstance which may, could or would be likely to, or appear to, affect his judgement.

David is an experienced Non-Executive Director with broad experience in Quick Service Restaurants and the Consumer Retail business, having served on Boards ranging from Fever Tree Drinks plc to Pizza Express UK.

He holds an MA from Edinburgh University and a Diploma in Business Administration from the Scottish Business School.

David will join the Audit Committee, Remuneration Committee and Selection and Appointment Committee. David will be the Senior independent Non-Executive Director when Mr Thomas Singer will retire from the Board at the end of the 2021 annual General Meeting.

David does not hold shares in the capital of the Company.

Information for shareholders

Entitlement to follow the EGM and vote by electronic means

1. As part of the COVID-19 measures taken by the Dutch government, the Act on temporary provisions in the field of expertise of the Ministry of Justice and Security in connection with the COVID-19 outbreak came into force on 24 April 2020 (the “**Emergency Act**”). In accordance with the provisions of the Emergency Act and to protect the health and safety of all our employees and our stakeholders, this year EGM can only be accessed by electronic means of communication, shareholders and other persons entitled to attend the EGM will not have physical access and voting can only take place by CREST or appointing a proxy prior to the EGM.
2. The Board has determined that holders of shares or depositary receipts thereof on Wednesday 24 March 2021, 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 follow the meeting, in accordance with the provisions below, have the right to follow the EGM by video stream and exercise their voting rights by electronic means 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.
3. In order to obtain access to the video stream and to be able to exercise the rights attached to registered shares, the holders thereof must confirm their intention to follow the EGM in writing to the Company. Their registration is to be received by the Company at the address in the Netherlands mentioned below or at frederieke.slot@dpeurasia.com no later than 19 April 2021.
4. Depositary Interests Holders are requested to vote through CREST.

Publication of information in advance of the EGM

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

Right to ask questions

6. During the EGM the Company will do its utmost to answer any question that a shareholder has submitted during the EGM relating to the business being dealt with at the EGM. However, it is at the full discretion of the Chairman how to facilitate the questions, whether or not to answer thematically or to close a discussion, and no such answer need be given where:
 - a. answering the question would interfere unduly with the preparation for the EGM 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 EGM that the question is answered.

Voting by Depositary Interest Holders through CREST

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the EGM 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.
8. 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 19 April 2021. 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.

9. 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.
10. 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 shareholders (other than Depository Interest Holders) by using a form of proxy

11. 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 designated thereto by the Company to exercise all or any of your rights to attend, speak and vote at the EGM.
12. An instrument appointing a proxy must be in writing in any usual form executed under the hand of the relevant shareholder or his duly appointed attorney.
13. 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 19 April 2021.
14. 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.
15. 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.
16. In connection with the COVID-19 measures and in order to protect the health and safety of all our shareholders, you can only appoint the Chairman or Ms Frederieke Slot (company secretary and Executive Director of the Company) as your proxy. If no clear voting instructions are given on your form of proxy, please note that the Chairman or Ms Frederieke Slot respectively will exercise his or her 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.
17. 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.

Corporate representatives

18. Any corporation which is a shareholder 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 shareholder provided that they do not do so in relation to the same shares.

Issued shares and total voting rights

19. As at 06:00 CET on 9 March 2021, 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 CET on 9 March 2021 is 145,372,414.

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

Voting

21. Voting on all resolutions will be conducted by electronic means only as set out above.

Communication

22. Except as provided above, Depositary Interest Holders who have general queries about the EGM should contact Link Asset Services on +44 (0)371 664 0300 for further information (no other methods of communication will be accepted). (calls are charged at the standard geographic rate and will vary by provider)). Lines are open between 9.00am – 5.30pm 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.