

Text of the minutes of the Extraordinary General Meeting of Shareholders of DP Eurasia N.V. held on 21 April 2021.

1. Opening

The Chairman, Mr. Peter Williams, opens the Extraordinary General Meeting of Shareholders of DP Eurasia N.V. ('DP Eurasia') and (the 'EGM') and states the following: "Ladies and gentlemen, welcome to the Extraordinary General Meeting of Shareholders of DP Eurasia.

To protect the health and safety of all our employees and our stakeholders, the Board decided to hold an electronic EGM which can only be accessed by electronic means of communication. Voting could only take place by CREST or by appointing a proxy prior to the AGM.

Before we start, I will go over some formalities.

This meeting will be held in English. Shareholders may ask their questions in English. I note that all legal and statutory requirements have been complied with to hold this meeting of shareholders. This video conference is also joined by the CEO Aslan Saranga, our Company Secretary and executive director Frederieke Slot and the (proposed) non-executive directors Thomas Singer, David Adams, Shyam Bhartia and Pratik Pota.

The agenda and other meeting documents have been published on the website of DP Eurasia on the tenth day of March two thousand and twenty. From that date all relevant documents were also available via the website, namely the agenda with explanatory notes. These documents were also available for inspection at DP Eurasia's statutory address in Amsterdam.

From March 22th to April 19, the shareholders were given the opportunity to register via Link Asset Services to grant their proxy and to inform the company secretary that they wish to attend the meeting. At the meeting 145,372,414 shares are outstanding in the capital of the Company which confer voting rights of one vote per share. 98.826.694 ordinary shares are validly present or represented at this EGM. This means that 65,90% of the total issued and outstanding share capital is represented.

I hereby appoint the Company Secretary, Frederieke Slot, to take the minutes of the proceedings at this meeting.

Mr. Williams concludes that since shareholders are only represented by means of a proxy, he only will read out the number of votes that are withheld or that oppose to the proposal.

Mr. Williams next turns to the agenda of this meeting.

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

Mr. Williams states the following:

"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. and following the recommendations made by the selection and appointment committee, it is proposed by the Board to appoint Mr Shyam Bhartia 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.

I would like to refer to the notice for Shyam's biography.

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.”

Mr. Williams concludes that there are no questions in relation to this agenda item and proposes to proceed to a vote on this item.

Mr. Williams confirms that there are five thousand (5,000) votes against this resolution. No shareholder abstained its vote.

Mr. Williams is pleased to establish that Mr. Shyam Bhartia has been appointed as Non-Executive Director for a period ending after the annual General Meeting to be held in 2022.

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

Mr. Williams states the following:

“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 Bhartia 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.

I would like to refer to the notice for Hari's biography.

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.”

Mr. Williams concludes that there are no questions in relation to this agenda item and proposes to proceed to a vote on this item.

Mr. Williams confirms that there are five thousand (5,000) votes against this resolution. No shareholder abstained its vote.

Mr. Williams is pleased to establish that Mr. Hari Bhartia has been appointed as Non-Executive Director for a period of one year, ending immediately after the annual General Meeting to be held in 2022.

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

Mr. Williams states the following:

“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 Pota 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.

I would like to refer to the notice for Pratik's biography.

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.”

Mr. Williams concludes that there are no questions in relation to this agenda item and proposes to proceed to a vote on this item.

Mr. Williams confirms that there are five thousand (5,000) votes against this resolution. No shareholder abstained its vote.

Mr. Williams is pleased to establish that Mr. Pota has been appointed as Non-Executive Director for a period of one year, ending immediately after the annual General Meeting to be held in 2022.

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

Mr. Williams states the following:

“In accordance with the Company’s board rules, because the Company has a controlling shareholder (for the purposes of the UK Listing Rules), the appointment 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 Adams 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.

In accordance with the board rules, because the Company has a controlling shareholder, the appointment must be approved by two separate votes: one of the General Meeting and one of the General Meeting excluding the controlling shareholder.

We will start with the vote for the appointment of Mr. Adams as Independent Non-Executive Director by the General Meeting.”

a. by the General Meeting (resolution)

Mr. Williams confirms that no one required a vote on this subject.

No shareholder abstained its vote.

Mr. Williams establishes that Mr. Adams has been appointed as Non-Executive Director by the General Meeting for a period of one year, ending immediately after the annual General Meeting to be held in 2022.

b. by the General Meeting excluding any controlling shareholder (resolution)

Mr Williams states the following:

“Excluding the controlling shareholder- forty-eight million one hundred and twenty-eight thousand and eight hundred twelve (48.128.812) ordinary shares are validly present or represented at this EGM.”

Mr. Williams confirms that no one required a vote on this subject.

Mr. Williams confirms that 1061 votes were abstained.

Draft Minutes



Mr. Williams is pleased to establish that Mr. Adams has also been appointed as Non-Executive Director by the General Meeting excluding any controlling shareholder for a period of one year, ending immediately after the annual General Meeting to be held in 2022.

6. Any other business

That brings us to the end of our EGM. Before I close the meeting, I would like to know if any shareholder has a final question or any other business that needs to be discussed.

7. Closing

If not, I hereby close the meeting. Thank you very much for joining us today at DP Eurasia's Extraordinary General Meeting. Mr. Williams subsequently closes the meeting.