

Draft Minutes



Text of the minutes of the Annual General Meeting of Shareholders of DP Eurasia N.V. held on 29 May 2019.

1. Opening

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

It is a pleasure to chair the shareholders meeting of DP Eurasia for the second time. Our CEO Aslan Saranga will give you an overview of the highlights of the year. But before he does, 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. Sitting next to me are the CEO Aslan Saranga, our Company Secretary and executive director Frederieke Slot and the non-executive directors Thomas Singer, Seymour Tari, İzzet Talu and Aksel Şahin. Our external auditor, PricewaterhouseCoopers, is represented by Mr. Raneesh Jagbandhan (PWC NL).

The agenda and other meeting documents have been published on the website of DP Eurasia on the eleventh day of April two thousand and nineteen. From that date all relevant documents were also available via the website, namely the agenda with explanatory notes and the annual report including the remuneration report with the proposed remuneration policy for the period 2018-2020. These documents were also available for inspection at DP Eurasia's statutory address in Amsterdam.

From April 11 to May 23, the shareholders were given the opportunity to register via Link Asset Services to attend the meeting. At the meeting there are 145,372,414 shares are outstanding in the capital of the Company which confer voting rights of one vote per share. 119,015,010 ordinary shares are validly present or represented at this AGM. This means that 81,87% 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 and none of the shareholders are actually present, 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. First, Mr. Saranga will briefly talk about the two thousand and eighteen annual report.

After this presentation, Mr. Williams will give the shareholders the opportunity to ask questions. After that there will be a vote on agenda item 3.

2. Report of the Board for the 2018 financial year

Mr. Williams hands over to Mr. Saranga, the CEO of DP Eurasia.

Mr. Saranga starts his presentation and provides a general outline of the course of affairs of the group in the previous financial year and the highlights of Q1 2019 reflected in the presentation (available at the Company's website (www.dpeurasia.com)).

Mr. Saranga outlined the key numbers for the year to 31 December 2018. System sales were TRY 1,125.3m. Revenues at TRY 856.9m and Adjusted EDITDA at TRY 110.6m.

Mr. Saranga also discussed the top line performance for 2019. The LfL performance continues to be strong with the revamped apps leading the charge. In Turkey, the System Sales LfL growth was 34%

with an App System sales LfL growth of 112%. There is a continuous and significant store rollout with Turkey reaching 550 stores.

In Russia the expansion out of Moscow is progressing well; 53 stores were opened in total including 30 stores outside of the Moscow region. System Sales LfL growth in Russia of 44% with an App System sales LfL growth of 278%.

Innovation is at the core of DP Eurasia with a strong product pipeline including the Dopdolu (a meat based value pizza), the first co-branded KitKat® chocolate pizza with Nestlé® and the introduction of the wrap as a new side. Innovation also shows from the technology developments including the introduction of the GPS Tracker with a national ad campaign in Turkey in January 2019.

Mr. Saranga concluded:

- Record number of store openings for the Group and Russia
- Online share increasing: 51.8% of delivery (+9.4% year-on-year)
- No change to business fundamentals
- Adjusted EBITDA in line with expectations

3. Adoption of the annual accounts for 2018

Mr. Williams states the following:

“The annual accounts are accompanied by an unqualified auditor's report by the accountant, as referred to in article 20 paragraph 3 of the articles of association. The auditor's report can be found in the annual report on page 129 and onwards.”

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 no one requires a vote on this subject.

Mr. Williams establishes that the annual accounts for 2018 have been adopted by the General Meeting.

4. Appropriation of profit for 2018

5. Discussion of the policy on reserves and dividends

Mr. Williams states the following:

“In line with the Dividend Policy, the Board resolved that the Company will not declare any dividends in respect of 2018 and that the net result of 2018 will be added to the other reserves of the Company. 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

Mr. Williams states the following:

“I would like to propose to discharge the Board's Executive Directors from liability in relation to the exercise of their duties in the financial year 2018.”

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 no one requires a vote on this subject.

Mr. Williams establishes that the General Meeting discharged the Board's Executive Directors in relation to the exercise of their duties in the financial year 2018.

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

Mr. Williams states the following:

"I would like to propose to discharge the Board's Non-Executive Directors from liability in relation to the exercise of their duties in the financial year 2018."

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 no one requires a vote on this subject.

Mr. Williams confirms that there are 142,377 votes against this resolution.

Mr. Williams establishes that the General Meeting discharged the Board's Non-Executive Directors in relation to the exercise of their duties in the financial year 2018.

8. Annual remuneration report

Mr. Williams states the following:

"It is proposed to the General Meeting to approve the annual remuneration report, which contains details of how the Company paid Directors during 2018 and how the Company intends to apply its remuneration policy during 2019.

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 2018 on pages 32 through 47."

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 489,341 votes against this resolution.

Mr. Williams is pleased to establish that the General Meeting approves the annual remuneration report.

9. Discussion of the remuneration policy

Mr. Williams states the following:

"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 2018 on page 58.

For further details on the remuneration policy and the remuneration of the individual Executive Directors in 2019, please refer to the remuneration report included in the Annual Report and Accounts 2018.

Mr. Williams concludes that there are no questions in relation to this agenda item and proposes to proceed to the next agenda item.

10. Appointment of the external auditor

Mr. Williams states the following:

“Each year, the Audit Committee assesses the effectiveness of the external audit process which includes gaining feedback from key stakeholders at all levels across the Company. The Audit Committee has considered the tenure, quality and fees of the auditors. The Audit Committee has approved the extension of the current external audit contract by one year, and recommended to the Board the reappointment of the external auditor.

The Board requests the General Meeting to assign PricewaterhouseCoopers Accountants N.V. to audit the Annual Accounts for the 2019 financial year.”

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

Mr. Williams establishes that the General Meeting has assigned PricewaterhouseCoopers Accountants N.V. to audit the Annual Accounts for the 2019 financial year.

11. Designation of the Board as the body authorised to resolve to:

a. issue shares and to grant rights to subscribe for shares

Mr. Williams states the following:

“It is proposed to the General Meeting to designate the Board as the body authorised for a period of 15 months from 29 May 2019 to 29 August 2020 or, if earlier, the day of the annual General Meeting to be held in 2020 – 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 29 May 2019.”

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

Mr. Williams establishes that the General Meeting has authorized the Board to resolve to issue ordinary shares and to grant rights to subscribe for shares.

b. restrict or exclude the pre-emptive rights

Mr. Williams states the following:

“It is proposed to the General Meeting to designate the Board as the body authorised for a period of 15 months from 29 May 2019 to 29 August 2020 or, if earlier, the day of the annual General Meeting to be held in 2020 – 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 as at 29 May

2019 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 as at 29 May 2019 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 General Meeting.”

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 250,319 votes against this resolution.

Mr. Williams establishes that the General Meeting has authorized the Board to resolve to restrict or exclude pre-emptive rights in connection with the issuance of shares subject to the limitations included in the resolution above.

21. Authorisation of the Board to purchase shares in the Company

Mr. Williams states the following:

“It is proposed to the General Meeting to authorise the Board for a period of 15 months from 29 May 2019 to 29 August 2020 or, if earlier, the day of the annual General Meeting to be held in 2020 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 minimum 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 5 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.”

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

Mr. Williams establishes that the General Meeting has resolved to authorize the Board to acquire fully paid-up shares in the capital of the Company to a maximum of 10% of the issued share capital.

22. Any other business

That brings us to the end of our meeting. 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.

23. Closing

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