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For Immediate Release

15 June 2017

**DP Eurasia N.V.**

("DP Eurasia" or the "Company")

**Announcement of Price Range and Offer Size**

Following its announcement on 5 June 2017 of its intention to proceed with an initial public offering (the "Offer" or "IPO"), DP Eurasia N.V. (together with its subsidiaries, the "Group") today announces the price range for its IPO.

The Company intends to apply for the admission of its ordinary shares (the "Shares") to the premium listing segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange plc (together "Admission").

- The price range for the Offer has been set at 200 pence to 230 pence per Share implying a market capitalisation on Admission of between £291 million and £331 million.<sup>1</sup>
- The Offer will comprise the sale of part of the Shares held by Fides Food Systems Coöperatief U.A. (an entity owned by Turkish Private Equity Fund II L.P.) and Vision Lovemark Coöperatief U.A. (an entity owned by the Company's Chief Executive Officer Aslan Saranga) (together the "Selling Shareholders") plus an issue of new Shares by the Company to raise gross proceeds of approximately GBP 21 million for general corporate purposes and to support the Group's working capital needs from time to time, in particular relating to the planned roll-out of corporate stores in Russia.
- The mid-point of the price range equates to an expected offer size of £203 million and an expected free float of more than 65%, including the exercise of the Over-allotment Option.
- Fides Food Systems Coöperatief U.A. will be subject to a 180 day lock-up period and Vision Lovemark Coöperatief U.A. will be subject to a 365 day lock-up period.
- The Offer will comprise an offer of Shares to institutional investors in the United Kingdom and elsewhere.
- In connection with the Offer, Morgan Stanley & Co. International plc (the "Stabilising Manager"), or any of its agents, may for stabilisation purposes, over-allot Shares up to a maximum of 15% of the total number of Shares sold in the Offer (the "Over-allotment Option").
- Final pricing is expected to be announced on or around 28 June 2017, with conditional dealings in the Shares beginning on the London Stock Exchange on the same day.
- Admission is expected to occur and unconditional dealings in the Shares on the London Stock Exchange are expected to commence on or around 3 July 2017.

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<sup>1</sup> Based on an issue of new shares by the Company to raise gross proceeds of the Turkish currency equivalent of approximately £21 million (which will be adjusted based on the sterling/Turkish lira exchange rate as at the time of pricing).

**Aslan Saranga, Chief Executive Officer of DP Eurasia said:**

*“DP Eurasia is a rapidly growing, market-leading fast food business in Turkey and Russia, using the proven Domino’s Pizza model that has delivered significant shareholder value in other listed master franchisees around the world. This is an exciting time as we continue to innovate and invest in technology to maximise delivery experience to drive growth in our markets. We look forward to our future as a listed company, which combined with our well-established business model, will accelerate our growth plans in our highly attractive, underpenetrated markets.”*

**Enquiries**

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**Disclaimers**

The contents of this announcement, which have been prepared by, and are the sole responsibility of the Company have been approved by Morgan Stanley & Co. International plc solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000, as amended, of the United Kingdom.

The information contained herein does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any jurisdiction.

This communication is not an offer for sale nor a solicitation of an offer to buy any securities in the United States. Any securities may not be offered or sold or otherwise transferred in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. DP Eurasia N.V. has not registered and does not intend to register any portion of any offering in the United States or to conduct a public offering of any securities in the United States.

This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Order**) and (iii) high net worth entities and other persons to whom it may lawfully be communicated, falling within Article 49(2) (a) to (d) of the Order (all such persons together being referred to as “relevant persons”). Any investment activity to which this communication relates will only be available to and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

The Company has not authorized any offer to the public of securities in any Member State of the European Economic Area other than the Netherlands. With respect to any Member State of the European Economic Area, other than the Netherlands and the United Kingdom, which has implemented the Prospectus Directive (each a **Relevant Member State**), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the securities may only be offered in Relevant Member States (i) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (ii) in any other circumstances falling within Article 3(2) of the Prospectus Directive. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable the

investor to decide to exercise, purchase or subscribe for the securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

No action has been taken by the Company that would permit an offer of securities or the possession or distribution of these materials or any other offering or publicity material relating to such securities in any jurisdiction where action for that purpose is required.

The release, publication or distribution of these materials in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed should inform themselves about, and observe, such restrictions.

The securities shall not be sold in Turkey in any circumstances which would constitute a sale or a public offering within the meaning of the Capital Markets Law without the approval of the Capital Markets Board of Turkey (the **CMB**). No transaction that may be deemed as a sale of the securities in Turkey by way of private placement or a public offering may be engaged in without the approval of the CMB. Additionally, no prospectus and other offering material related to the offering may be utilised in connection with any general offering to the public within Turkey for the purpose of the offer or sale of the securities without the prior approval of the CMB.

Securities in the Company have not been and will not be registered under the applicable securities laws of Australia, Canada or Japan and, subject to certain exceptions, may not be offered or sold within Australia, Canada or Japan or to, or for the account or benefit of, citizens or residents of Australia, Canada or Japan except under circumstances which will result in full compliance with the applicable laws and regulations promulgated by the relevant regulatory authorities in effect at the relevant time.

Certain statements in this press release are not historical facts and are "forward looking" statements. Forward looking statements include statements concerning our plans, expectations, projections, objectives, targets, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our competitive strengths and weaknesses, plans or goals relating to forecasted production, reserves, financial position and future operations and development, our business strategy and the trends we anticipate in the industries and the political and legal environment in which we operate and other information that is not historical information. By their very nature, forward looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that the predictions, forecasts, projections and other forward looking statements will not be achieved. Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward looking statements. We do not intend and we do not assume any obligation to update or revise any forward looking statements, whether as a result of new information or for any other reason.

Each of Morgan Stanley & Co. International plc, Citigroup Global Markets Limited, and their respective affiliates (together, the "Banks"), the Company and each subsidiary of the Group expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

Any purchase of Shares in the proposed Offer must be made solely on the basis of the information contained in the prospectus and before purchasing any Shares, persons viewing this announcement should ensure that they fully understand and accept the risks that will be set out in the prospectus to be issued by the Company in connection with the Offer. No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is given at the date of its publication (unless otherwise highlighted) and subject to change. In particular, the proposals referred to herein are tentative and are subject to material updating, revision and amendment. This announcement has not been approved by the London Stock Exchange, the UK Financial Conduct Authority ("FCA") or any other competent regulatory authority.

The Offer timetable, including the date of Admission, may be influenced by a range of circumstances such as market conditions. There is no guarantee that the Offer will proceed and that Admission will occur and you should not base your financial decisions on the Group's intentions in relation to the Offer and Admission at this stage.

Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all or part of the amount invested. Persons considering making such an investment should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the IPO. The value of Shares can

decrease as well as increase. When considering what further action you should take you are recommended to immediately consult, if you are resident in the United Kingdom, a person authorised under the Financial Services and Markets Act 2000, as amended, of the United Kingdom, or another appropriately authorised professional adviser if you are in a territory outside the United Kingdom. Potential investors should consult a professional adviser as to the suitability of Shares for the person concerned. Past performance cannot be relied upon as a guide to future performance.

Each of Morgan Stanley & Co. International plc and Citigroup Global Markets Limited, who are each authorised by the Prudential Regulation Authority (the "PRA") and regulated by the FCA and the PRA in the United Kingdom, are acting exclusively for DP Eurasia and no-one else in connection with the Offer. None of the Banks will regard any other person (whether or not a recipient of this document) as a client in relation to the Offer and will not be responsible to anyone other than the Group for providing the protections afforded to their respective clients nor for giving advice in relation to the Offer or any transaction or arrangement referred to herein.

In connection with the Offer, each of the Banks and any of their respective affiliates, acting as investors for their own accounts, may purchase Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Group or related investments in connection with the Offer or otherwise. Accordingly, references in the prospectus, once published, to the Shares being offered, acquired, sold, placed or otherwise dealt in should be read as including any offer, sale, acquisition, placing or dealing in the Shares by any of the Banks and any of their affiliates acting as investors for their own accounts. In addition, certain of the Banks or their affiliates may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of Shares. None of the Banks intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Banks, or any of their respective directors, officers, employees, advisers agents, affiliates or any other person acting on their behalf accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to the truth, accuracy, completeness or fairness of, the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or the Group, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

In connection with the Offer, Morgan Stanley (the "Stabilising Manager"), or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Shares or effect other transactions with a view to supporting the market price of the Shares at a higher level than that which might otherwise prevail in the open market. Morgan Stanley is not required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the commencement of conditional dealings in the Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on Morgan Stanley or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilising measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Shares above the offer price. Save as required by law or regulation, neither Morgan Stanley nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

In connection with the Offer, the Stabilising Manager may, for stabilisation purposes, over-allot Shares up to a maximum of 15 per cent. of the total number of Shares comprised in the Offer. For the purposes of allowing it to cover short positions resulting from any such over-allotments and/or from sales of Shares effected by it during the stabilisation period, the Stabilising Manager will enter into over-allotment arrangements pursuant to which the Stabilising Manager may purchase or procure purchasers for additional Shares up to a maximum of 15 per cent. of the total number of Shares comprised in the Offer (the "Over-allotment Shares") at the offer price. The over-allotment arrangements will be exercisable in whole or in part, upon notice by the Stabilising Manager, for 30 calendar days after the commencement of conditional dealings in the Shares on the London Stock Exchange. Any Over-allotment Shares sold by the Stabilising Manager will be sold on the same terms and conditions as the Shares being sold in the Offer and will form a single class for all purposes with the other Shares.

Certain figures contained in this announcement, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this announcement may not conform exactly to the total figure given.