

## Whistleblower Procedure

3 July 2017

This document sets out the rules for the receipt, recording and handling of alleged wrongdoings or irregularities (the "**Whistleblower Procedure**") received by DP Eurasia N.V. or any of its subsidiaries (jointly the "**Group**" and each a "**Group Company**") adopted by the board of DP Eurasia N.V. (the "**Board**") on 12 June 2017.

### 1. General

- 1.1. This Whistleblower Procedure ensures that any and all employees of the Group have the possibility of reporting suspected or alleged (i) wrongdoings, (ii) irregularities and/or (iii) breaches of the Code of Ethics and Business Conduct and/or Anti-Corruption and Bribery Policy in any of the Group Companies to a reporting official designated by the Board (the "**Reporting Official**"), without jeopardising their legal position as a result of the report, if and to the extent the employee(s) who reported an alleged wrongdoing or irregularity acted in good faith.
- 1.2. An employee has the responsibility to report an alleged wrongdoing as referred to in clause 1.1 under (i) when he/she has the concern that wrongdoing exists within the Group or a Group Company or within another organisation if the employee came into contact with that organisation through his/her work activities, where:
  - a. the concerns are based on reasonable grounds, arising from knowledge acquired by the employee in working for a Group Company or arising from knowledge acquired by the employee through work activities within another organisation; and
  - b. the public interest is affected by a breach of a statutory requirement, a risk to public health, a risk to human safety, a risk of environmental damage and/or a risk to the proper functioning of the Group or a Group Company due to an improper way of taking action or failure to act.
- 1.3. An employee has the responsibility to report an alleged irregularity as referred to in clause 1.1 under (ii) when he/she has a concern based on reasonable grounds about a deficiency or injustice of a general, operational or financial nature that arises in respect of a matter for which a Group Company is responsible and which is sufficiently serious, that it is not covered by the standard working procedures and exceeds the responsibility of the immediate manager.

### 2. Reporting Official

- 2.1. The Reporting Official will be a committee consisting of the Head of Internal Audit, the Company Secretary, the Human Resources Director (Turkey) and the Head of Human

Resources (Russia). The details of the Reporting Official shall be made available on the Group's intranet site or through other means, as appropriate.

- 2.2. The Reporting Official shall ensure that the Board is informed regularly about its functioning and any pending or expected complaints of employees by virtue of this Whistleblower Procedure.
- 2.3. The Reporting Official shall investigate each complaint and may in its sole discretion carry out any such investigation to the extent it considers to be necessary or desirable to carry out its duties. The relevant Group Company shall cooperate in the investigation carried out by the Reporting Official.
- 2.4. The Reporting Official shall take care that separate files are maintained for all reported complaints.

### 3. Procedure

- 3.1. Each employee of the Group is entitled to report alleged wrongdoings or irregularities in the Group Companies to the Reporting Official, without jeopardizing the employee's legal position.
- 3.2. Complaints may be made by phone, email, regular mail, fax or in person. Complaints may be made anonymously. If so requested, the employee may approve the text of the reporting of the violation/wrongdoing/irregularity and will be provided with a copy of the report.

Turkish hotline: +90 212 401 05 30

Turkish e-mail: etik@dominospizza.com.tr

Russian hotline: +7(495) 900 01 11

Russian e-mail: hotline@dominos.ru

- 3.3. The employee shall indicate as accurately and fully as possible the nature of the wrongdoing or irregularity, when or during what period it took place, and the names of the persons involved, together with any available evidence.
- 3.4. The Reporting Official shall record the date on which the employee reported the complaint (the "**Record Date**"). If the matter in question so requires, the Reporting Official shall also record the exact time on which the complaint was reported by the employee.
- 3.5. Promptly after receipt of the report, the Reporting Official shall start an investigation into the suspected wrongdoing or irregularity.

- 3.6. An employee who reports a wrongdoing or an irregularity, as well as the Reporting Official, shall treat the report in confidence. No information shall be provided to other employees or third parties, except with the permission of the Reporting Official. When information is provided, the employee's name shall not be disclosed and the information shall be provided in such a way that the employee's anonymity is guaranteed to the fullest extent possible.
- 3.7. Within four weeks from his or her internal report, the employee shall be informed in writing, by or on behalf of the Reporting Official, of the Reporting Official's position with regard to the suspected wrongdoing or irregularity and the action taken as a consequence of the employee's report.
- 3.8. If no position can be given within four weeks, the employee shall be notified thereof by or on behalf of the Reporting Official and be given an indication as to when the employee will be informed of the Reporting Official's position.

## **4. Safeguarding of legal rights**

- 4.1. An employee of the Group who has reported a wrongdoing or an irregularity in good faith shall not be prejudiced in its position in any way as a consequence of having done so.
- 4.2. This safeguarding of rights means that the Group Company in question shall not dismiss, demote, suspend, threaten, put pressure on or otherwise discriminate against an employee in respect of his or her terms of employment on the grounds of a report of what the employee reasonably suspects to be a wrongdoing or an irregularity.
- 4.3. It is not acceptable for an employee to deliberately make a report to the Reporting Official or any other authority or person whatsoever that the employee knows or could reasonably be expected to know to be untrue or misleading, as judged by the Board. Such untruthful or misleading report may have negative consequences for the employee in question, who may also be held liable for damages suffered by somebody as a consequence of such a report.

## **5. Confidentiality**

The Reporting Official shall treat all documents obtained in its capacity as Reporting Official as strictly confidential. Documents and information concerning employees of any of the Group Companies shall not be disclosed without the prior written consent of the employee concerned, unless required by law.

**6. Complaints about the Reporting Official**

Alleged wrongdoings or irregularities concerning the functioning of the Reporting Official shall be reported to the chairman of the Board. Articles 3, 4 and 5 apply mutatis mutandis to the chairman of the Board when investigating alleged wrongdoings or irregularities concerning the functioning of the Reporting Official.

**7. Effective date**

This Whistleblower Procedure takes effect on the date of admission of the ordinary shares in the capital of the Company to the premium listing segment of the Official List maintained by the Financial Conduct Authority, and to London Stock Exchange plc.

**8. Publication of procedure**

The Whistleblower Procedure shall be made available on the Group's website and will be reviewed annually.