



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

**DP Eurasia N.V.**

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To be held on Thursday 20 September 2022 at 14:00 CEST  
By electronic means only, without physical access

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**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.

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# Chairman's letter

Number trade register: 67090753

## Date

9 August 2022

## Subject

Notice of 2022 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 Tuesday 20 September 2022 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 at [frederieke.slot@dpeurasia.com](mailto:frederieke.slot@dpeurasia.com) until Friday 16 September 2022 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](mailto:frederieke.slot@dpeurasia.com) until Friday 16 September 2022 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](http://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](mailto: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](http://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](http://www.dpeurasia.com).

Yours sincerely,

**Peter Williams**

Chairman

# Notice of 2022 Extraordinary General Meeting

of shareholders of DP Eurasia N.V.

**To be held on:**

**Date:** Tuesday 20 September 2022

**Time:** 14:00 CEST

**Electronically:** by video stream

1. Opening
2. Appointment of Mr. Ahmet Ashaboğlu as Non-Executive Director
  - a. by the General Meeting (resolution)
  - b. by the General Meeting excluding any controlling shareholder (resolution)
3. Any other business
4. Closing

## Explanatory notes

to the notice of 2022 Extraordinary Annual General Meeting

### 2. Appointment of Mr. Ahmet Ashaboğlu 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. Ahmet Ashaboğlu (1971) as independent Non-Executive Director for a period of one year, ending at the end of the annual General Meeting in 2023. The Board considers that Ahmet is experienced and independent in character and judgment since he is free from any relationship or circumstance which may, could or would be likely to, or appear to, affect his judgment.

Mr. Ashaboğlu began his career as a Research Assistant at MIT in 1994, followed by various positions in capital markets within UBS Warburg, New York (1996-1999). After serving as a management consultant at McKinsey & Company, New York (1999-2003), he moved back to Turkey and joined Koç Holding as Finance Group Coordinator in 2003. He was appointed as Group Chief Financial Officer (CFO) at Koç Holding in 2006 and served in that position until April 2022. Ahmet is currently a board member of Hepsiburada (NASDAQ), Mavi, Yapı Kredi Bank, Koç Financial Services, Koç Finansman and Sirena Marine.

He holds a BSc degree from Tufts University and a Master of Science degree from Massachusetts Institute of Technology (MIT), both in Mechanical Engineering.

Ahmet will join the Audit Committee.

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

# Information for shareholders

to the notice of 2022 Extraordinary Annual General Meeting

## 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 Tuesday 23 August 2022, 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](mailto:frederieke.slot@dpeurasia.com) no later than Friday 16 September 2022.
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](http://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 Friday 16 September 2022. 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 Friday 16 September 2022.
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 CEST on 8 August 2022, 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 CEST on 8 August 2022 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, Depository 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 depository receipts thereof could also contact the company secretary, Frederieke Slot, on +31 (0)6 83339648.

