

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES DP EURASIA N.V.

To be held on November 5, 2024 at 11:00 CET
at De Entrée 230, 1101 EE, Amsterdam
The Netherlands

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.

Numder trade register: 67090753

Date

September 23, 2024

Subject

Notice of 2024 Annual General Meeting

Dear shareholder,

On behalf of the board of directors (the “**Board**” and its members: the “**Directors**”) of DP Eurasia N.V. (the “**Company**”), I am delighted to invite you to attend the Annual General Meeting of Shareholders which will be held on **November 5, 2024** at De Entrée 230, 1101 EE, Amsterdam, the Netherlands and will start at 11:00 CET (the “**AGM**”).

Please accept this letter as notification that the Company’s Annual Report for the year ended 31 December 2023, the notice of the 2024 Annual General Meeting (the “**Notice**”) and additional important information in relation to shareholder services have now been published on the Company’s website at www.dpeurasia.com.

The Directors consider that the resolutions to be voted on are in the best interest of the Company and of all of its stakeholders. 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, if any.

Shareholders attending the meeting in person or by proxy will have the opportunity to ask questions on the AGM resolutions and any other topic of relevance to our business. We hope that you will make use of the opportunity to raise questions on the topics to be discussed.

I look forward to meeting you at the AGM.

Yours sincerely,

Deepak Kumar Jajodia
Non-executive Director

Jubilant Foodworks Netherlands BV
Executive Director

To be held on:

Date: November 5, 2024
Time: 11:00 CET
Location: De Entree 230, 1101 EE, Amsterdam, the Netherlands

1. Opening
2. Discussion of the report of the Board for the 2023 financial year
3. Adoption of the annual accounts for 2023 (**resolution**)
4. Discussion of the policy on reserves and dividends
5. Discharge of the executive Directors and former executive Director (**resolution**)
6. Remuneration of the Directors (**resolution**)
7. Appointment of Mr. Parthiv A. Mehta as non-executive Director (**resolution**)
8. Appointment of Mr. Anantkumar Malekar as non-executive Director (**resolution**)
9. Conversion and amendment of the articles of association of the Company (**resolution**)
10. Designation of the Board as the body authorised to resolve to:
 - a. issue shares and to grant rights to subscribe for shares (**resolution**)
 - b. restrict or exclude the pre-emptive rights (**resolution**)
11. Authorisation of the Board to repurchase shares in the Company (**resolution**)
12. Any other business
13. Closing

2. Discussion of the report of the Board for the 2023 financial year

To consider the board report for the financial year ending 31 December 2023, as submitted by the Board.

At this agenda item a full questions and answers session will be held on all matters tabled for this meeting.

3. Adoption of the annual accounts for 2023 (resolution)

It is proposed to the General Meeting to adopt the annual accounts for the financial year ending 31 December 2023.

In accordance with article 27.1 of the Current Articles of Association, the Board has resolved to add the net result to the other reserves. Therefore, no amount remains for distribution to the shareholders and the Board has not made a proposal to make any distribution to the Company's shareholders.

4. Discussion of the policy on reserves and dividends

The Company will not declare any dividends with respect the financial year ending 31 December 2023. 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. While 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.

5. Discharge of the executive Directors and former executive Director (resolution)

In accordance with article 21.2 of the Company's current articles of association (the "**Current Articles of Association**"), it is proposed to the General Meeting to discharge the executive Directors including (without limitation) Ms. Frederieke Slot, the former executive Director who resigned with effect from 1 June 2024 and Jubilant Foodworks Netherlands B.V., the former executive Director who will resign with effect from the Conversion, from liability in relation to the exercise of their duties in the 2023 financial year, to the extent that such exercise is apparent from the annual financial statements of the Company or has otherwise been publicly disclosed by the Company to the Company's shareholders prior to the date of the AGM.

6. Remuneration of the Directors

The Board proposes to the General Meeting to approve the following fees of the executive and non-executive Directors, effective from the date of this AGM:

- No fees will be paid to the executive and non-executive Directors
- The executive and non-executive Directors may be reimbursed for expenses that are reasonably required for the performance of their duties.

7. Appointment of Mr. Parthiv A. Mehta as non-executive Director (resolution)

This proposal reflects the appointment of Mr. Parthiv A. Mehta as non-executive Director with immediate effect and for a period ending immediately after the annual general meeting of the Company held in the

fourth year after the year of his appointment (2028). Subject to the adoption of this resolution and upon the implementation of the Conversion (as defined below), (i) the position of Mr. Parthiv A. Mehta shall change to managing director and (ii) the term of appointment of Mr. Mehta shall change into an indefinite period of time.

Mr. Parthiv A. Mehta is working as Financial Controller with Philips Interoperability Solutions. He has over 16 years of vast experience in the areas of Financial Management. He has worked across industries and sectors such as Trading and Distribution, Manufacturing and IT services. He holds a Master's Degree in Financial Management from University of Mumbai. Mr. Parthiv A. Mehta does not hold any shares in the capital of the Company.

8. Appointment of Mr. Anantkumar Malekar as non-executive Director (resolution)

This proposal reflects the appointment of Mr. Anantkumar Malekar as non-executive Director with immediate effect and for a period ending immediately after the annual general meeting of the Company held in the fourth year after the year of his appointment (2028). Subject to the adoption of this resolution and upon the implementation of the Conversion, (i) the position of Mr. Anantkumar Malekar shall change to managing director and (ii) the term of appointment of Mr. Malekar shall change into an indefinite period of time.

Mr. Anantkumar Malekar is working as Chief Financial Officer with EMOSS Mobile Systems BV Netherlands. He has experience of over 30 years in the area of financial management. He has worked across industries & sectors such as Banking, Steel industry, Pharmaceuticals & presently working with EV industry.

He is post graduate in finance (M.Com) & MBA from Jamnalal Bajaj Institute of Management (JBIMS). Mr. Anantkumar Malekar does not hold any shares in the capital of the Company.

9. Conversion and amendment of the articles of association of the Company (resolution)

During the extraordinary general meeting of the Company on 2 April 2024, the General Meeting resolved upon the Conversion and the amendment of the Current Articles of Association (such amendment hereinafter referred to as the "**Prior Proposed Articles of Association**"). However, due to certain technical requirements under Dutch securities law as elaborated below, the notarial deed of conversion and amendment to the Current Articles of Association was not executed and the Prior Proposed Articles of Association have therefore not become effective.

Article 12 of the Prior Proposed Articles of Association provides that the transfer of shares shall in all cases and without exception require the approval of the Company's management board. Since certain shares of the Company are admitted to the Dutch book-entry trading system, the Dutch Giro Securities Transfer Act (the "**Dutch Giro Securities Transfer Act**") is applicable. Pursuant to the Dutch Giro Securities Transfer Act, shares cannot be part of Dutch book-entry trading system if any transfer restrictions apply to such shares.

In view of above, it is proposed to (i) revoke the resolution adopted during the extraordinary general meeting of the Company on 2 April 2024 to convert the Company into a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) (the "**Conversion**") and to amend the Current Articles of Association to that effect (agenda item 7) and (ii) adopt a new resolution to convert

the Company into a private company with limited liability and to amend the Current Articles of Association in accordance with the articles of association that are attached to this convening notice (the "**Updated Articles of Association**"). The Updated Articles of Association are identical to the Prior Proposed Articles of Association, provided that the restriction on transfer of shares in the capital of the Company has been removed.

Identical to the Prior Proposed Articles of Association, this proposal reflects the new status of the Company as a non-listed private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*). The main changes against the Current Articles of Association concern (i) the change of the Board (consisting of one or more executive Directors and one or more non-executive Directors) into a management board (consisting of managing directors only), (ii) the introduction of provisions that either mandatorily apply to non-listed entities or provisions that are more suitable for the Company's new status as a non-listed entity; and (iii) the introduction of provisions that apply to a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*). The full text of the Updated Articles of Association as they will read following the proposed amendment of the Current Articles of Association is annexed to this document as an appendix.

The aforementioned proposals to resolve to the Conversion and to amend the Current Articles of Association includes the proposal to authorize each member of the Board, as well as each civil law notary, candidate civil law notary and paralegal employed by NautaDutilh N.V. in Amsterdam, The Netherlands, to execute such notarial deed of Conversion and amendment to the Current Articles of Association and to undertake all other activities that the holder of the authorization deems necessary or useful in connection therewith.

10.a. Designation of the Board as the body authorised to resolve to issue shares and to resolve to grant rights to subscribe for shares (resolution)

It is proposed to the General Meeting to designate the Board as the body authorised for a period ending on the earliest of (i) the date 15 months after the AGM (being: *February 5, 2026*), (ii) the day of the annual General Meeting to be held in 2025 or (iii) the implementation of the Conversion – 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 resolve to grant rights to subscribe for shares limited to a maximum of one-third of the issued share capital of the Company as at November 5, 2024.

10.b. Designation of the Board as the body authorised to resolve to restrict or exclude the pre-emptive rights (resolution)

It is proposed to the General Meeting to designate the Board as the body authorised for a period ending on the earliest of (i) the date 15 months after the AGM (being: *February 5, 2026*), (ii) the day of the annual General Meeting to be held in 2025 or (iii) the implementation of the Conversion – 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 November 5, 2024 pursuant to the authorisations referred to under 10.a above.

11. Authorisation of the Board to repurchase shares in the Company (resolution)

It is proposed to the General Meeting to authorise the Board for a period ending on the earliest of (i) the date 15 months after the AGM (being: February 5, 2026), (ii) the day of the annual General Meeting to be held in 2025 or (iii) the implementation of the Conversion, to acquire fully paid-up Shares in the capital of the Company, by any means, 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. The repurchase can take place for a minimum price, excluding expenses, of the nominal value of the shares and a maximum price of GBP 0.94.

Appendix with proposed amendment of the Current Articles of Association

Entitlement to attend and vote

1. The Board has determined that holders of shares or depositary receipts thereof on October 8, 2024, 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 attend the meeting, in accordance with the provisions below, have the right to attend the AGM and exercise their voting rights in accordance with the number of shares held at the Record Date.
2. In order to obtain entry to the meeting and to be able to exercise the rights attached to registered shares, the holders thereof must confirm their attendance in writing to the Company. Their registration is to be received by the Company at the address in the Netherlands mentioned below no later than October 31, 2024.
3. Depositary Interests Holders cannot vote in person at the AGM. Depositary Interest Holders are therefore requested to vote through CREST.
4. Depositary Interest Holders wishing to attend the AGM should contact the depository at Link Group at Central Square, 29 Wellington Street, Leeds, LS1 4DL United Kingdom or email custodymgt@linkgroup.co.uk in order to request a Letter of Representation by no later than 14:00 (CET) on October 31, 2024.

Publication of information in advance of the AGM

5. A copy of this notice can be accessed on the Company's investor relations website www.dpeurasia.com.

Voting by Depositary Interest Holders through CREST

6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM 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.
7. 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 & International 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 10:00 (UK time) on October 31, 2024. 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.
8. 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)

Appendix with proposed amendment of the Current Articles of Association

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.

9. 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.

Proxymity Voting

10. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00 (CET) on October 31, 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Voting by shareholders (other than Depository Interest Holders) 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 to exercise all or any of your rights to attend, speak and vote at the AGM.
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 Deepak Kumar Jajodia, De Entrée 230, 1101 EE, Amsterdam, the Netherlands by no later than 17:00 CET on October 31, 2024.
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. The appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
17. A proxy does not need to be a shareholder of the Company but must attend the AGM in order to represent you. You may appoint the Chairman of the AGM or another person as your proxy. If no clear voting instructions are given on your form of proxy, please note that the Chairman will

Appendix with proposed amendment of the Current Articles of Association

exercise his rights as proxy to vote in favour of all of the resolutions on your behalf. If you do not want to vote in favour of all of the resolutions, please indicate this clearly on your form of proxy.

18. 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

19. 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

20. As at 06:00 CET on September 23, 2024, the Company's issued share capital comprised 147,064,191 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 CET on September 23, 2024 is 147,064,191.
21. The website referred to in note 5 above will include information on the number of shares and voting rights.

Voting

22. Voting on all resolutions will be conducted by way of a show of hands, unless the chairperson of the AGM decides otherwise.

Registration of attendance and identification

23. Shareholders or their proxies may only exercise their right to vote and attend the meeting if they are registered prior to the meeting. Registration of attendance will take place upon presentation of the proof of receipt at the entrance to the meeting hall from 10:00 (CET) up until 10 minutes before the start of the meeting. Registration will no longer be possible after 10:50 (CET). At the registration of attendance, shareholders or their proxies need to present their identification.

Communication

24. Except as provided above, Depositary Interest Holders who have general queries about the AGM should contact Link Group 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 depositary receipts thereof could also contact the non-executive Director of the Company, Deepak Kumar Jajodia, on +91 120 6927500.