

Cash Placing and Director Appointments

DP Poland plc (“DP Poland” or the “Company”)

Announcements

Cash placing to raise GBP 10.5 million and director appointments

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DP Poland, which through its wholly-owned subsidiary DP Polska S.A. (“**DP Polska**”) has the exclusive right to develop and operate Domino’s Pizza stores in Poland, is pleased to announce a conditional cash placing of 70,000,000 new ordinary shares of 0.5 pence each (“**Ordinary Shares**”) (the “**Placing Shares**”) with a range of existing and new investors to raise GBP 10.5 million (before expenses) (the “**Placing**”).

The Placing Shares, which will represent 73.4 per cent. of DP Poland’s issued share capital following completion of the Placing, have been conditionally placed by Peel Hunt LLP (“**Peel Hunt**”) at a price of 15 pence per share (the “**Placing Price**”). The Placing Price represents a 33.3 per cent. discount to the closing middle market price of an Ordinary Share of 22.5 pence on 7 November 2012, being the last trading day immediately preceding the date of this Announcement.

The Company will use the proceeds to implement its plans to open a further 10 DP Poland-owned stores in both 2013 and

2014, to increase the marketing spend across all existing and new DP Poland-owned stores and to provide funding for its business through to anticipated EBITDA break even.

The following Directors will be participating in the Placing and subscribing for the following number of Placing Shares:

Name	Role	No. Placing Shares	Holding post placing
Nicholas Donaldson	Non-executive Chairman	66,666	230,333
Peter Shaw	CEO	33,333	1,309,879
Robert Morrish	Non-executive Director	66,666	236,666
Maciej Jania	Finance Director	13,333	13,333

The Placing is conditional upon, amongst other things, approval by the shareholders of the Company (“**Shareholders**”) in a General Meeting. A circular will be posted to Shareholders today (the “**Circular**”), providing further details of the Placing and incorporating a notice convening a General Meeting at which certain resolutions (the “**Resolutions**”) will be proposed to authorise the allotment and issue of the Placing Shares. The Directors believe that the Placing is in the best interests of the Company and Shareholders as a whole, and recommend that Shareholders vote in favour of the Resolutions at the General Meeting which is being convened for 26 November 2012, as they themselves intend to do in respect of their own beneficial shareholdings amounting in aggregate to 1,610,213 Ordinary Shares representing approximately 6.3 per cent of the current issued share capital of the Company.

While the Board believes that alternative sources of funding are potentially available to the Group, it is of the view that the terms associated with such funding would be significantly more onerous than those of the proposed Placing. The significant level of discount required to effect the Placing

was principally driven by the length of time the business will take to reach group break even and the fact that it requires significantly more capital in the short term. Without such funding, the Board would need to seek alternative sources of funding or seek alternative methods of realising shareholder value, neither of which is expected to be favourable for Shareholders given the current stage of the Company's development. Following successful conclusion of the Placing, however, the Group will be well funded to continue its roll out and to grow the Domino's Pizza brand across Poland. It is therefore of the utmost importance that Shareholders vote in favour of the Resolutions.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM ("**Admission**"). Admission is expected to become effective on 30 November 2012. When issued, the Placing Shares will rank pari passu in all respects with the existing Ordinary Shares. Following completion of the Placing, DP Poland will have 95,437,986 Ordinary Shares in issue. Further details of the Placing are set out in the appendix to this Announcement.

The Board also announces today that Chris Moore and Gerry Ford have agreed to join the Board of the Company as non-executive Directors with effect from Admission.

Chris Moore (53) was previously Chief Executive of Domino's Pizza Group plc and will acquire 333,333 Placing Shares at the Placing Price as part of the Placing. Details of Chris's current and previous directorships are set out in the appendix to this announcement. This information is disclosed in accordance with Rule 17 and Schedule 2(g) of the AIM Rules for Companies and no further information needs to be disclosed under these rules.

Gerry Ford (54) is currently Chairman and Chief Executive of Caffè Nero Group Limited and will acquire 500,000 Placing Shares at the Placing Price as part of the Placing. Details of

Gerry's current and previous directorships are set out in the appendix to this announcement. This information is disclosed in accordance with Rule 17 and Schedule 2(g) of the AIM Rules for Companies and no further information needs to be disclosed under these rules.

Peter Shaw, Chief Executive of DP Poland, commented:

"I am delighted with the support that we have received for the continued expansion of the Domino's Pizza business in Poland. The proceeds of this fundraising will allow us to continue to roll-out new stores, build brand awareness and drive sales."

"I am also very pleased that Chris and Gerry have agreed to join the Board on the completion of our fundraising. I believe that their extensive operational experience will prove invaluable and we are all very much looking forward to working with them."

No further disclosures are required to be made in relation to Maciej Jania under Schedule 2 of the AIM Rules for Companies.

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into or from, without limitation, the United States, Canada, Australia, the Republic of South Africa or Japan (the "Excluded Territories"), or to US persons (within the meaning of Regulation S of the United States Securities Act 1933 (as amended)) (the "Securities Act").

The Placing Shares have not been and will not be registered under the Securities Act or under the applicable securities laws of any state in the United States or any Excluded Territory and, unless an exemption under such act or laws is available may not be offered for sale or subscription or sold or subscribed directly or indirectly within the Excluded Territories or for the account or benefit of any national, resident or citizen of the Excluded Territories. No public offering of securities will be made in the United States. The distribution of this Announcement in other jurisdictions may be restricted by law and therefore persons into whose possession this Announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

Peel Hunt, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for DP Poland and for no one else in connection with the Placing and will not be responsible to anyone other than DP Poland for providing the protections afforded to clients of Peel Hunt nor for providing advice in relation to the Placing or any other matters referred to in this Announcement.

The contents of this Announcement are not to be construed as legal, financial or tax advice. If necessary, each recipient of this Announcement should consult his, her or its own legal adviser, financial adviser or tax adviser for legal, financial or tax advice. This Announcement contains (or may contain) certain statements that are or may be "forward-looking statements" with respect to the Company, and certain of its goals and expectations relating to its future financial condition and/or performance which involve a number of risks and uncertainties. These statements typically contain words such as "aim", "anticipate", "target", "expect", "estimate", "plan", "believe", "may", "should" or other words having a similar meaning. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances including, but not limited to economic and business conditions, changes in foreign exchange rates, changes in legislation, changes in consumer habits and other factors outside the control of the Company, any or all of which could cause actual results, performance or achievements to be materially different from any results, performance or achievements, expressed or implied by such forward-looking statements. Accordingly, undue reliance should not be placed on such forward-looking statements. Forward-looking statements speak only as at the date they are made. Neither DP Poland, nor Peel Hunt nor any other person undertakes any obligation (other than, in the case of DP Poland, pursuant to the AIM Rules for Companies) to update publicly any of the information contained in this

Announcement, including any forward-looking statements, in the light of new information, change in circumstances or future events.

Appendix

The Placing

The Placing is conditional, amongst other things, on: (i) Shareholders passing the Resolutions at the General Meeting; (ii) the placing agreement between the Company and Peel Hunt (the “**Placing Agreement**”) becoming unconditional and not having been terminated prior to Admission; and (iii) Admission having become effective by no later than 8.00 am on 30 November 2012 (or such later date as the Company and Peel Hunt may agree, not being later than 14 December 2012).

Pursuant to the Placing Agreement, Peel Hunt has conditionally agreed to use its reasonable endeavours, as agent for the Company, to place the Placing Shares at the Placing Price. The Placing is not being underwritten. The Company has agreed to pay Peel Hunt a placing commission together with certain costs and expenses incurred in connection with the Placing.

The Placing Agreement also contains warranties by the Company in favour of Peel Hunt as to certain matters relating to the Company and its business. In addition, the Company has given certain undertakings to Peel Hunt and has agreed to indemnify Peel Hunt in relation to certain liabilities it may incur in respect of the Placing. Peel Hunt has the right to terminate the Placing Agreement prior to Admission in certain circumstances.

EIS and VCT Schemes

The Company has applied for and obtained advanced assurance from HMRC that the Placing Shares placed with VCT Schemes are expected to constitute a qualifying holding for such VCT Schemes. HMRC has also confirmed that the Placing Shares

should satisfy the requirements for tax relief under EIS.

Although the Company currently expects to satisfy the relevant conditions for VCT investment and to remain a qualifying company for EIS purposes, no guarantee or assurance can be given in that regard.

Reasons for the Placing and use of proceeds

The Placing is being undertaken in order to provide DP Poland with access to the additional capital resources required to implement DP Poland's plans to open further Domino's Pizza branded stores in Poland, to increase the marketing spend across all existing and new DP Poland-owned stores and to provide funding for its business through to anticipated EBITDA break even.

In deciding to structure the equity fundraising as a Placing, and in determining the price at which the Placing would be undertaken, the Directors considered a number of factors, including the current financial and trading position of the Company and a desire to achieve certainty within the shortest possible timeframe. The Directors also took into consideration that the majority of the Company's institutional Shareholders were given the opportunity to participate in the Placing.

Related party transactions

JM Finn & Co Ltd ("**JM Finn**") has agreed to subscribe for a total of 3,102,332 Placing Shares. As a result of their participation in the Placing, JM Finn is deemed to be a "related party" for the purposes of Rule 13 of the AIM Rules.

Accordingly, for the purposes of the AIM Rules, Peel Hunt, in its capacity as the Company's nominated adviser, considers that the terms on which JM Finn will participate in the Placing are fair and reasonable insofar as Shareholders are concerned.

AIM Rule 17 disclosures

The following directorships and previous directorships are notifiable for Chris Moore and Gerry Ford respectively:

Chris Moore

- D.P. NEWCASTLE LIMITED
- DOMINO'S PIZZA UK & IRELAND LIMITED*
- DOMINO'S PIZZA GROUP PLC*
- DP REALTY LIMITED*
- AMERICAN PIZZA COMPANY LIMITED(THE)*
- DP CAPITAL LIMITED*
- DP GROUP DEVELOPMENTS LIMITED*
- LIVE BAIT LIMITED*
- DPG HOLDINGS LIMITED*
- DOMINO'S LEASING LIMITED*

*No longer a director

Gerry Ford

- PALADIN ASSOCIATES LIMITED
- PALADIN PAUL HOLDINGS SARL
- NERO HOLDINGS LIMITED
- CAFFE NERO GROUP LIMITED
- CAFFE NERO GIDA URUNLERI AS
- AROMA LIMITED
- ROME BIDCO LIMITED
- ROME HOLDCO SARL
- ROME INTERMEDIATE CO LIMITED
- ROME INTERMEDIATE HOLDINGS SARL
- ROME PIK HOLDCO LIMITED
- ROME PIKCO LIMITED
- ROME TOPCO UNLIMITED
- CAFFE NERO INVESTMENTS LIMITED
- CAFFE NERO VENTURES LIMITED
- NERO COFFEE ROASTING LIMITED
- GREEN COFFEE SP. z.o.o.

Shareholder approval and recommendation

The Placing is conditional upon, amongst other things, the approval of Shareholders at the General Meeting. The Circular will be posted to Shareholders today, providing further details of the Placing and incorporating a notice convening the General Meeting at which the Resolutions will be proposed. The Board believes that the Placing is in the best interests of the Company and its Shareholders, and recommends that Shareholders vote in favour of the Resolutions at the General Meeting, as the Directors intend to do in respect of their own beneficial holdings of 1,610,213 Ordinary Shares, representing approximately 6.3 per cent of the existing Ordinary Shares.

The General Meeting will be held at 11.00 am on 26 November 2012.

The Company will also make copies of the Circular (including the notice of General Meeting) available on its website at www.dppoland.com.

Action to be taken

A Form of Proxy for use at the General Meeting will accompany the Circular. The Form of Proxy should be completed in accordance with the instructions thereon and returned to the Company's Registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they wish to do so.