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If you have sold or otherwise transferred all of your Existing Ordinary Shares, please pass this document and accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of Existing Ordinary Shares you should retain these documents and immediately contact the stockbroker, bank or other agent through whom the sale or transfer was made.

The Existing Ordinary Shares are admitted to trading on AIM (a market operated by London Stock Exchange plc). Application will be made for the new Ordinary Shares issued pursuant to the Placing to be admitted to trading on AIM. Subject to the passing of Resolutions 1 and 3 at the General Meeting, it is expected that Admission will become effective and that dealings in the Placing Shares will commence on AIM on 7 July 2015.

DP Poland plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 07278725)

Proposed Placing of 34,810,126 new Ordinary Shares at 15.8 pence per share and Notice of General Meeting

A notice convening a General Meeting of the Company to be held at the offices of Peel Hunt LLP, Moor House, 120 London Wall, London, EC2Y 5ET at 11 a.m. on 3 July 2015 is set out at the end of this document.

A Form of Proxy for use at the General Meeting accompanies this document. To be valid, the Form of Proxy should be completed and returned to the Company’s registrars, SLC Registrars at 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 11 a.m. on 1 July 2015. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

Shareholders who hold their Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the Company’s agent (ID 7RA01) by no later than 11 a.m. on 1 July 2015. The appointment of a proxy using the CREST Proxy Voting service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

Peel Hunt LLP (“**Peel Hunt**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and no-one else in connection with the arrangements for the Placing set out in this document and will not be responsible to anyone other than the Company for providing advice in relation to such arrangements. Peel Hunt will not regard any other person as its client nor be responsible to any other person for providing the protections afforded to clients of Peel Hunt nor for providing advice in relation to the arrangements for the Placing detailed in this document. Peel Hunt is not making any representation or warranty, express or implied, as to the content of this document.

Peel Hunt has not authorised the contents of any or part of this document and no liability whatsoever is accepted by Peel Hunt for the accuracy of any information or opinions contained in this document or for the omission of any information. Peel Hunt as nominated adviser and broker to the Company, owes certain responsibilities to the London Stock Exchange plc which are not owed to the Company or the Directors.

The distribution of this document and/or the accompanying Form of Proxy and any invitation or offer or sale of Placing Shares made as part of the arrangements for the Placing may, in certain jurisdictions other than the UK, be restricted by law. No action has been taken by the Company or by Peel Hunt that would permit the distribution of this document and/or the accompanying Form of Proxy or any such invitation or offer or sale of Placing Shares to be made in any jurisdiction where action for that purpose is required. It is therefore the responsibility of persons into whose possession this document comes to inform themselves about and to observe any such restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities law of any such jurisdiction.

This document does not constitute an offer to buy or to subscribe for, or the solicitation of an offer to buy or subscribe for, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the “Securities Act”) or qualified for sale under the laws of any state of the United States or under the applicable laws of any of Canada, Australia, the Republic of South Africa or Japan and, subject to certain exceptions, may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Canada, Australia, the Republic of South Africa or Japan.

Any Overseas Shareholders and any person (including, without limitation, nominees and trustees), who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate professional advice before taking any action.

This document contains (or may contain) certain 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. No forward-looking statement is a guarantee of future performance and actual results, performance or achievements may differ materially from those contained in any forward-looking statements. Such forward-looking statements may use words such as “aim”, “anticipate”, “target”, “expect”, “estimate”, “plan”, “goal”, “believe”, “will”, “may”, “should”, and 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, the effects of changes in interest rates and foreign exchange rates, changes in legislation, changes in consumer habits and other factors outside the control of the Company, that may cause actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. All forward-looking statements contained in this document are based upon information available to the Directors at the date of this document and the posting or receipt of the document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

All GBP amounts have been calculated on the basis of sterling exchange rates of approximately 5.62 PLN to 1 GBP used for the January to April 2015 average, 5.19 PLN to 1 GBP for the 2014 average and 4.94 PLN to 1 GBP for the 2013 average.

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DEFINITIONS

“Act”	the Companies Act 2006 (as amended)
“Admission”	the admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	AIM, a market operated by London Stock Exchange plc
“AIM Rules”	the AIM Rules for Companies issued by London Stock Exchange plc, as amended from time to time
“Company” or “DPP” or “Group”	DP Poland plc and/or DP Polska SA, as the context may require
“CREST”	a relevant system (as defined in the Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations)
“Directors” or “Board”	the directors of the Company whose names and functions are set out on page 6 of this document
“Domino’s Pizza”	the brand owned and exploited by Domino’s Pizza, Inc. and its affiliates
“DP Polska SA”	DP Polska S.A., a company incorporated in Poland and a wholly owned subsidiary of the Company
“EBITDA”	earnings before interest, tax, depreciation and amortisation
“EIS”	Enterprise Investment Scheme under the provisions of Part 5 of the Income Tax Act 2007
“Enlarged Issued Share Capital”	the number of Ordinary Shares in issue immediately following Admission
“Existing Ordinary Shares”	the 95,437,986 Ordinary Shares in issue at the date of this document
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders in connection with the General Meeting
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Financial Conduct Authority”	the Financial Conduct Authority of the United Kingdom
“GDP”	Gross domestic product
“General Meeting”	the general meeting of the Company convened for 11 a.m. on 3 July 2015 and any adjournment thereof, notice of which is set out at the end of this document
“HMRC”	Her Majesty’s Revenue & Customs
“KPI”	key performance indicator
“Ordinary Shares”	ordinary shares of 0.5 pence each in the share capital of the Company

“Peel Hunt”	Peel Hunt LLP, the Company’s Nominated Adviser and Broker
“Placing”	the conditional placing of the Placing Shares at the Placing Price announced on 16 June 2015
“Placing Agreement”	the conditional agreement dated 16 June 2015 between the Company and Peel Hunt
“Placing Price”	15.8 pence per Placing Share
“Placing Shares”	the 34,810,126 new Ordinary Shares which have been conditionally placed pursuant to the Placing
“PLN”	Polish Zloty
“Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended
“Resolutions”	the resolutions set out in the notice of General Meeting
“Shareholders”	holders of Ordinary Shares
“VCT Scheme”	Venture Capital Trust scheme under the provisions of Part 6 of the Income Tax Act 2007

DIRECTORS, OFFICERS AND ADVISERS

Directors:	Nicholas John Donaldson Peter John Edward Shaw Maciej Adam Jania Gerald William Ford Christopher Humphrey Robertson Moore Robert Nicholas Lutwyche Morrish
Company Secretary:	Patrick Bodenham
Registered Office:	42-50 Hersham Road Walton-on-Thames Surrey KT12 1RZ
Nominated Adviser and Broker:	Peel Hunt LLP Moor House 120 London Wall London EC2Y 5ET
Solicitor to the Company:	Kaye Scholer LLP 140 Aldersgate Street London EC1A 4HY
Solicitor to Peel Hunt:	Osborne Clarke One London Wall London EC2Y 5EB
Registrars:	SLC Registrars 42-50 Hersham Road Walton-on-Thames Surrey KT12 1RZ

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication date of this document	16 June 2015
Latest time for receipt of Forms of Proxy for the General Meeting	11 a.m. on 1 July 2015
General Meeting	11 a.m. on 3 July 2015
Admission effective and commencement of trading in the Placing Shares on AIM	8 a.m. on 7 July 2015
CREST accounts credited with Placing Shares issued in uncertificated form	7 July 2015
Despatch of share certificates in respect of Placing Shares issued in certificated form	17 July 2015

PLACING STATISTICS

Placing Price	15.8 pence
Number of Existing Ordinary Shares in issue at the date of this document	95,437,986
Number of new Ordinary Shares being issued by the Company for subscription in the Placing	34,810,126
Number of Ordinary Shares in issue immediately following Admission	130,248,112
Percentage of Enlarged Issued Share Capital represented by the Placing Shares	26.7%
Amount being raised under the Placing (gross)	£5.5 million

Notes:

1. The times and dates referred to in the above timetable are subject to change at the absolute discretion of the Company. If any of the above details should change, the revised times and/or dates will be announced through a Regulatory Information Service.
2. Certain of the events in the above timetable are conditional upon the approval of the Resolutions 1 and 3 to be proposed at the General Meeting.
3. All references are to London time unless stated otherwise.

LETTER FROM THE CHAIRMAN

DP Poland plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 07278725)

Directors:

Nicholas John Donaldson (*Non-executive Chairman*)
Peter John Edward Shaw (*Chief Executive Officer*)
Maciej Adam Jania (*Finance Director*)
Gerald William Ford (*Non-executive Director*)
Christopher Humphrey Robertson Moore (*Non-executive Director*)
Robert Nicholas Lutwyche Morrish (*Non-executive Director*)

Registered office:

42-50 Hersham Road
Walton-on-Thames
Surrey KT12 1RZ

16 June 2015

Dear Shareholder,

**Proposed Placing of 34,810,126 new Ordinary Shares at 15.8 pence per share
and
Notice of General Meeting**

INTRODUCTION

On 16 June 2015, the Company announced a conditional Placing by Peel Hunt of 34,810,126 new Ordinary Shares with a range of existing and new investors at the Placing Price to raise £5.5 million (before expenses). The purpose of this document is to provide details of the background to, and reasons for, the Placing and to explain why the Directors believe the Placing is in the best interests of the Company and its Shareholders as a whole.

A notice is set out at the end of this document convening a General Meeting for 11 a.m. on 3 July 2015, at which the Resolutions will be proposed to authorise the Directors to allot the new Ordinary Shares in connection with the Placing, to approve the participation of the Directors in the Placing and to disapply the statutory pre-emption rights in relation to the allotment of the Placing Shares.

BACKGROUND TO AND REASONS FOR THE PLACING

History, background and vision

The Company was admitted to trading on AIM on 28 July 2010. It was a newly formed company owning the entire issued share capital of DP Polska SA, a Polish company having the master franchise in Poland for Domino's Pizza, the world's leading pizza delivery brand. DP Polska SA has the exclusive right itself to develop and operate and to sub-franchise to others the right to develop and operate Domino's Pizza stores in Poland.

The investment proposition behind the establishment of DPP was, and continues to be, the size of the Polish market with a population of approximately thirty-eight million, its increasingly affluent and Western-influenced population and the dynamics of its growing economy, all of which make Poland an attractive country for a Domino's Pizza franchise. Some of the world's largest quick service restaurant brands have already become firmly established in Poland and the Directors continue to believe in the significant opportunity to build a successful Domino's Pizza franchise there. The Company's long term vision is to establish 200-300 Domino's Pizza stores in Poland, which will be a combination of sub-franchised and corporately-owned stores.

DPP opened its first Domino's Pizza store in Warsaw in February 2011 and today there are 18 stores operating in Poland, six of which are sub-franchised.

Development of the business model

The Company's store format and economic model have continued to evolve since its inception in 2010. In particular, during 2013 a new "S2" store format was introduced which has delivered considerable cost savings relative to the original "S1" store format, driven primarily by a smaller square footage. As a result, the new "S2" format stores have delivered significantly lower EBITDA losses following opening and have reached store EBITDA breakeven a lot earlier than the larger "S1" format stores.

The Company is now targeting a mature corporately-owned store model that on maturity would deliver on average 900 transactions per week with an average net transaction value of PLN 45 (approximately £8.0). This would drive sales of PLN 2.1m (approximately £0.4 million) per store per year which, assuming an average 72 per cent. gross profit margin, total store operating expenses representing approximately 44 per cent. of sales and a store royalty of 4 per cent. of sales, would deliver approximately PLN 500,000 (approximately £90,000) of store level EBITDA. The set up costs of an "S2" store are approximately £125,000. The period of maturity required to achieve this level of annual sales is expected to be about five years after a store opening. As the Domino's Pizza brand becomes more strongly established in the Polish market the Directors believe that DPP's stores will be able to achieve that level of maturity earlier.

The recent performance of the Group's stores, and particularly the new "S2" format, gives the Directors confidence that the business model is achievable and, as such, the Board continues to believe in the long term economic viability of the Domino's Pizza operation in Poland.

Sub-franchising

Sub-franchising remains an important part of the Company's long-term strategy as it will require less capital, harness the entrepreneurial spirit of owner/operators and potentially allow for a more rapid roll-out of the Domino's Pizza brand in Poland. To date, the introduction of sub-franchising has been focused on the tried and tested Domino's model of encouraging experienced employees to take on a franchise.

As at the date of this document, two separate sub-franchisee partners have entered into contractual arrangements with DPP and as noted above there are currently a total of six sub-franchised stores in Warsaw. These stores, five of which were corporately-owned prior to their acquisition by the sub-franchisees, have performed strongly since the transition, and the Directors believe that their financial performance provides a solid backdrop for the uptake of sub-franchising outside of Warsaw in the future.

DPP continues to have discussions with third parties about their establishing Domino's Pizza sub-franchises in different Polish cities in conjunction with the opening of its own stores.

Changes in the store estate

During October 2013 the Company announced the opening of its first corporately-owned store in Krakow. This was the first time that the Group had set up operations outside of Warsaw. The three Krakow stores that now exist are "S2" format stores and have demonstrated similar financial metrics to the new "S2" stores in Warsaw. This gives the Directors confidence that the performance which has been achieved in Warsaw can be replicated elsewhere in Poland.

In conjunction with the launch of the new store format, at the beginning of 2014 the decision was made by the Board to focus on proving the core profitability of the "S2" store model rather than continuing with the roll-out of new stores. In support of this focus on profitability, the decision was made to close three underperforming "S1" stores. At the same time, a focus on improving store labour costs,

commissary and buying resulted in store-level profitability being significantly improved across the business.

Today, of the 18 Domino's Pizza stores currently operating in Poland, nine are corporately-owned stores in Warsaw, three are corporately-owned stores in Krakow, and six are sub-franchised stores in Warsaw.

Performance of the store estate in 2014/2015

The performance of the store estate was encouraging in the year ended 31 December 2014 and this performance has continued into the 2015 financial year. System sales were up 35 per cent. in 2014, growing to £4.0m for the year (2013: £2.9m). Like-for-like sales in PLN were up 19 per cent. and like-for-like gross profit in PLN was up 18 per cent. Whilst the overall business remains loss-making on account of its current scale (pre-exceptional EBITDA loss of £2.4m in 2014, (2013: loss of £2.8m)), the Company was EBITDA positive for the first time at store level in the final quarter of 2014 and this trend has continued into the first quarter of 2015.

DPP has also maintained a positive trend in a range of other KPIs, including new customers, order counts and the proportion of deliveries ordered online. The positive momentum in both these KPIs and the financial performance of the stores gives the Board confidence that the Domino's Pizza brand is continuing to gain traction in Poland.

Ongoing strategy and funding requirements

Whilst the long term focus of the business is to sub-franchise the Domino's Pizza brand in Poland, the shorter term focus will be to roll-out both corporately-owned and sub-franchised stores in cities and towns across the country. The roll-out of corporately-owned stores is intended to further establish and prove the Company's business model outside of Warsaw, which the Directors believe will lead to increased sub-franchising activity in the future.

As at 31 December 2014, the Group's net cash balance was approximately £4.5 million. This level of cash resources is not sufficient to fund the Company's plans involving an accelerated roll-out of corporately-owned stores and it is for this reason that the Company is seeking further equity capital from existing and new investors by way of the Placing.

The net proceeds of the Placing are expected to provide the additional funding required to enable the Company to implement its plans including opening up to 20 further corporately-owned stores in 2016/17 and sustaining marketing expenditure on boosting awareness of the Domino's Pizza brand and offering in Poland over the next three years. The proposed opening of further corporately-owned stores will impact Group EBITDA in the short term as the Group absorbs the opening costs and losses on those new corporately-owned stores during their initial loss-making phase. In the longer term, however, the Directors believe these new stores will leave DPP in a stronger position, further proving its business model in cities outside Warsaw and opening the way for sub-franchising new stores in these cities. The Group's target is to have 80 stores by 2020.

Placing dependent on passing of the Resolutions

Whilst the Board believes that alternative sources of funding are potentially available to the Group, having taken advice the Board is of the opinion that the terms associated with such funding would be more onerous than those of the proposed Placing.

As explained below, the Placing is conditional upon the passing of Resolutions 1 and 3 at the General Meeting. If those Resolutions are not passed, the Placing will not proceed and the Group will not have sufficient funds to implement the plans outlined above. The Company would then need to give consideration to alternative sources of funding, which may not be available on terms acceptable to it.

CURRENT TRADING AND OUTLOOK

The Group has continued to trade strongly in the second quarter of 2015 and is on track to meet market expectations in respect of the current financial year.

THE PLACING

Under the terms of the Placing Agreement, Peel Hunt has conditionally placed, as agent for the Company, 34,810,126 new Ordinary Shares at the Placing Price to raise £5.5 million (before expenses) for the Company.

The Placing, which is fully underwritten by Peel Hunt, is conditional, *inter alia*, upon the passing of the Resolutions 1 and 3 at the General Meeting and Admission taking place by 8 a.m. on 7 July 2015 (or such later date, being not later than 3 September 2015, as the Company and Peel Hunt may agree).

The Placing Agreement contains warranties by the Company in favour of Peel Hunt in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group 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. The Placing Agreement also contains provisions entitling Peel Hunt to terminate the Placing Agreement at any time prior to Admission in certain circumstances. If this right is exercised the Placing will not proceed.

The Placing Shares, when issued and fully paid, will rank equally in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on the Ordinary Shares after Admission.

The Placing Shares are to be issued pursuant to the Placing Agreement at the Placing Price, which represents a discount of 9.1 per cent. to the closing mid-market price of an Ordinary Share on AIM of 17.375 pence, on 15 June 2015, being the last trading day immediately preceding the date of the announcement of the Placing.

It is expected that Admission will become effective and dealings in the Placing Shares on AIM will commence at 8 a.m. on 7 July 2015. Following Admission, the Company will have 130,248,112 Ordinary Shares in issue.

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.

INTENTIONS OF THE DIRECTORS

The following Directors have informed the Company that they wish to participate in the Placing by subscribing for the following number of Placing Shares:

<i>Name</i>	<i>Role</i>	<i>Number Placing Shares</i>	<i>Holding Post Placing</i>
Nicholas Donaldson	Non-executive Chairman	126,000	306,333
Peter Shaw	Chief Executive Officer	31,000	1,340,879
Maciej Jania	Finance Director	11,000	24,333
Gerald Ford	Non-executive Director	189,000	928,122
Christopher Moore	Non-executive Director	632,000	1,215,333
Robert Morrish	Non-executive Director	63,000	249,666

RELATED PARTY TRANSACTIONS

Hargreave Hale Limited (“Hargreave Hale”), which holds a total of 18.1 million Existing Ordinary Shares representing 19.0 per cent. of the existing issued share capital of the Company, has agreed to subscribe for 9,489,000 Placing Shares in the Placing. In addition, as indicated above the Directors, who between them hold a total of 3.0 million Existing Ordinary Shares, representing 3.2 per cent. of the existing issued share capital of the Company, have agreed to subscribe for a total of 1,052,000 Placing Shares in the Placing.

Hargreave Hale and the Directors (acting together) will in each case be treated as a “related party” for the purposes of Rule 13 of the AIM Rules in relation to the participation by them (or their associates) in the Placing.

The Directors, having consulted with Peel Hunt in its capacity as the Company’s nominated adviser for the purposes of the AIM Rules, consider that the terms on which Hargreave Hale will subscribe for Placing Shares in the Placing are fair and reasonable insofar as Shareholders are concerned.

In relation to the Directors’ proposed participation in the Placing, Peel Hunt in its capacity as the Company’s nominated adviser confirms that it considers that the terms on which the Directors will subscribe for Placing Shares in the Placing are fair and reasonable insofar as Shareholders are concerned. At the General Meeting Resolution 2 will be proposed to approve the participation of the Directors in the Placing.

GENERAL MEETING

Notice of the General Meeting convened for 11 a.m. on 3 July 2015, at the offices of Peel Hunt LLP, Moor House, 120 London Wall, London, EC2Y 5ET is set out at the end of this document. At the General Meeting, the following Resolutions will be proposed:

- (a) an ordinary resolution authorising the Directors for the purpose of section 551 of the Act (subject to and conditional upon the passing of Resolution 3 at the General Meeting and the Placing Agreement having become unconditional (save only as to any conditions relating to the passing of such ordinary resolution and Admission)) and not having been earlier terminated, to exercise all of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal value of £174,051 to such persons at such times and generally on such terms and conditions as the Directors may determine for the purposes of the Placing;
- (b) an ordinary resolution to approve the proposed subscription by the Directors (and their associates) for a total of 1,052,000 Placing Shares on the terms of the Placing; and
- (c) a special resolution to empower the Directors pursuant to section 570 of the Act (subject to and conditional upon the passing of Resolution 1 at the General Meeting), to allot equity securities for cash in connection with the Placing as if the statutory pre-emption rights conferred by section 561(1) of the Act did not apply to any such allotment.

If Resolutions 1 and 3 are not passed or if Admission does not take place by 8 a.m. on 7 July 2015 (or such later time and/or date as the Company and Peel Hunt may agree, not being later than 3 September 2015), the Placing will not proceed.

ACTION TO BE TAKEN BY SHAREHOLDERS

A Form of Proxy for use at the General Meeting accompanies this document. Whether or not you propose to attend the General Meeting in person, you are urged to complete, sign and return your Form of Proxy in accordance with the instructions printed on it as soon as possible, but in any event so as to arrive at the Company’s Registrars, SLC Registrars, 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ no later than 11 a.m. on 1 July 2015.

If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the Company's agent (ID 7RA01) by no later than 11 a.m. on 1 July 2015.

The completion and return of a Form of Proxy or the use of the CREST Proxy Voting service will not prevent you from attending and voting at the General Meeting in person should you so wish.

RECOMMENDATION

The Directors believe the Placing to be in the best interests of the Company and its Shareholders and unanimously recommend Shareholders to vote in favour of Resolutions 1, 2 and 3.

The Directors intend to vote in favour of Resolutions 1 and 3 in respect of their own beneficial holdings amounting in aggregate to 3,012,666 Ordinary Shares, equivalent to approximately 3.2 per cent. of the Existing Ordinary Shares. In view of their own personal interests in the proposed Placing described above, the Directors will abstain from voting on Resolution 2 at the General Meeting.

Yours sincerely,

Nicholas Donaldson
Non-executive Chairman

NOTICE OF GENERAL MEETING

DP Poland plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 07278725)

NOTICE IS HEREBY GIVEN that a general meeting of the above-named company (the “**Company**”) will be held at the offices of Peel Hunt LLP, Moor House, 120 London Wall, London EC2Y 5ET at 11 a.m. on 3 July 2015 for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

1. That, in addition to and without prejudice to any unexercised existing authority to allot shares of the Company, subject to and conditional upon the passing of resolution 3 below and the Placing Agreement (as defined in the circular to shareholders of the Company (“**Circular**”) dated 16 June 2015) having become unconditional (save only as to any conditions relating to the passing of this resolution and Admission (as defined in the Circular)) and not having been earlier terminated, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as “**Relevant Securities**”) up to an aggregate nominal value of £174,051 to such persons at such times and generally on such terms and conditions as the directors of the Company may determine (subject to the articles of association of the Company) for the purposes of the Placing, (as defined in the Circular).

PROVIDED THAT this authority, unless previously renewed, varied or revoked by the Company in general meeting, shall expire at the conclusion of the next annual general meeting of the Company or the date fifteen months from the date of passing this resolution, whichever is the earlier, save that the Company may before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

2. Subject to the passing of resolutions 1 and 3 set out in this notice of meeting, the proposed issue of up to a total of 1,052,000 Ordinary Shares of the Company to its directors (and/or their associates) on the terms of the Placing, be and is hereby approved.

SPECIAL RESOLUTION

3. That, subject to and conditional upon the passing of resolution 1 above, the directors of the Company be and they are hereby empowered in accordance with the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by resolution 1 above as if section 561(1) of the Act did not apply to any such allotment, such power to expire at the conclusion of the next annual general meeting of the Company or the date fifteen months from the date of passing this resolution, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Registered office:
42-50 Hersham Road
Walton-on-Thames
Surrey KT12 1RZ

By order of the Board
Patrick Bodenham
Company Secretary

Dated: 16 June 2015

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, speak and vote instead of him at such meeting and any adjournment thereof. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so.
- (2) In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy to exercise the rights attaching to shares, only the appointment submitted in respect of those shares by the most senior holder will be accepted. Seniority for this purpose shall be determined by the order in which the names of the joint holders appear in the register of members of the Company (the first-named being the more senior).
- (3) A person appointed as a proxy, unless directed otherwise by the member appointing him, will vote or abstain from voting as he thinks fit at the meeting.
- (4) A proxy may only be appointed using the procedures set out in these notes and the accompanying Form of Proxy. To be valid, the Form of Proxy must reach the Company's Registrars, SLC Registrars, 42-50 Hershaw Road, Walton-on-Thames, Surrey KT12 1RZ not less than 48 hours (disregarding any part of any day that is not a working day) before the time of holding of the meeting. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be enclosed with the Form of Proxy. If more than one valid proxy appointment is submitted by a member, the appointment received last before the latest time for receipt of proxies will take precedence.
- (5) Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those shareholders of the Company on the register at 6 p.m. on 1 July 2015 shall be entitled to attend, or vote, or to appoint one or more proxies to vote on their behalf, at the General Meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- (6) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so 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 the CREST service to be valid, the appropriate CREST message ("**CREST Proxy Instruction**") must be transmitted so as to be received by the Company's agent, (ID 7RA01) by the specified latest time(s) for receipt of proxy appointments. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (8) CREST members and where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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. 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 (as amended).
- (10) You may not use any electronic address provided in either this Notice or any related documents to communicate with the Company for any purposes other than expressly stated.

