



JFL/NSE-BSE/2023-24/91

November 28, 2023

BSE Ltd.
P.J. Towers
Dalal Street
Mumbai – 400001
Scrip Code: 533155

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra(E)
Mumbai – 400051
Symbol: JUBLFOOD

Sub: Proposed acquisition of additional stake in DP Eurasia N.V. by Jubilant Foodworks Netherlands B.V., wholly owned subsidiary of the Company

Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 of Listing Regulations, it is hereby informed that Jubilant Foodworks Netherlands B.V. (“JFN”), wholly owned subsidiary of Jubilant FoodWorks Limited (the “Company”) proposes to acquire, through any permissible mode including open offer, market purchase, the entire issued and outstanding ordinary share capital of DP Eurasia N.V. (“DP Eurasia”) not already held by JFN at a price of upto 85 pence per share from existing shareholders of DP Eurasia.

JFN currently holds 48.84% ordinary shares of DP Eurasia. For funding the acquisition, JFN would be using a combination of existing term loan facility availed from HSBC (which is backed by the Corporate Guarantee issued by the Company) and avail a new long-term facility from HSBC backed by the Corporate Guarantee to be issued by the Company in favour of HSBC.

DP Eurasia is a public company listed with London Stock Exchange PLC, and is the exclusive master franchisee of the Domino’s Pizza brand in Turkey, Azerbaijan and Georgia. DP Eurasia (together with its subsidiaries) offers pizza delivery and takeaway/eat-in facilities at its 694 stores (678 in Turkey, 10 in Azerbaijan and 6 in Georgia as on October 31, 2023) and operates an asset-light, scalable business through franchised stores contributing to 88% of the overall stores. It is the largest pizza delivery company in Turkey. In addition to pizza business, the Group also has its own coffee brand, COFFY, which trades from 67 stores at period-end, 78% of which are franchised.

Pursuant to in-principle approval accorded by the Board of Directors of the Company and delegation to the Investment Committee, the aforesaid matter was approved by the Investment Committee of the Company in its meeting held today i.e. November 28, 2023 (commenced at 12.35 p.m. and concluded at 01.00 p.m.) approved this matter. Details of offer announcement for shareholders of DP Eurasia filed by JFN on the London Stock Exchange would be published on the website of the Company.

A Jubilant Bhartia Company

Jubilant FoodWorks Limited
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Registered Office:
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TEL: +91 120 6927500
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CIN No. : L74899UP1995PLC043677
Email : contact@jublfood.com





Details pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 in the prescribed format are annexed as Annexure A and B.

This is for your information and records.

Yours faithfully,
For **Jubilant FoodWorks Limited**

Ashish Goenka
President and Chief Financial Officer
Investor E-mail Id: investor@jublfood.com
Encl: A/a

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S No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.	<p>DP Eurasia is a public company listed with London Stock Exchange PLC, and is the exclusive master franchisee of the Domino's Pizza brand in Turkey, Azerbaijan and Georgia. DP Eurasia (together with its subsidiaries) offers pizza delivery and takeaway/eat-in facilities at its 694 stores (678 in Turkey, 10 in Azerbaijan and 6 in Georgia as on October 31, 2023) and operates an asset-light, scalable business through franchised stores contributing to 88% of the overall stores. It is the largest pizza delivery company in Turkey. In addition to pizza business, the Group also has its own coffee brand, COFFY, which trades from 67 stores at period-end, 78% of which are franchised.</p> <p><u>Key Financial Figures (on consolidated basis) in TRY million:</u></p> <p><u>Interim result for H12023:</u> System Sales: 2,593 Revenue: 1,581 Adj. EBITDA: 265 Adj. Net Income: 229</p> <p><u>Result for 2022:</u> System Sales: 3,573 Revenue: 2,220 Adj. EBITDA: 311 Adj. Net Income: 214</p> <p>All Group figures exclude Russian business which is now a discontinued operation.</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the	<p>The acquisition does not fall within related party transactions. The promoter/promoter group/ group companies have no interest in the DP Eurasia.</p>

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	same is done at “arm’s length”.	
3	Industry to which the entity being acquired belongs	Foodservice Industry
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>Jubilant Foodworks Netherlands B.V. (“JFN”) currently owns 48.84% ordinary shares of DP Eurasia.</p> <p>As part of the proposed acquisition, JFN proposes to acquire, the entire issued and outstanding ordinary share capital of DP Eurasia not already held by JFN.</p> <p>The Company has been and will be able to leverage its experience as India’s largest foodservice company to assist DP Eurasia with its growth plans so that it can achieve its potential. The proposed acquisition will enable JFN to benefit from a greater share of future value upside.</p>
5	Brief details of any governmental or regulatory approvals required for the acquisition	N.A.
6	Indicative time period for completion of the acquisition	In case of Open Offer - 90 days approximately
7	Consideration - whether cash consideration or share swap or any other form and details of the same	All cash consideration
8	Cost of acquisition and/or the price at which the shares are acquired	JFN proposes to acquire the ordinary shares of DP Eurasia at a price of upto 85 pence (equivalent to EUR 0.97 as on November 27, 2023) per ordinary share which represents a premium of approximately 24.1% per cent to the closing share price of 68.5 pence per DP Eurasia Share on

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		November 27, 2023. Aggregate purchase consideration shall be upto EUR 73.36 Million approximately
9	Percentage of shareholding / control acquired and / or number of shares acquired	JFN proposes to acquire upto 51.16% ordinary shares of DP Eurasia from its existing shareholders.
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>For Background of DP Eurasia - Please see paragraph 1 above</p> <p>Date of Incorporation - 18-October-2016</p> <p>The Registered Office of DP Eurasia is in Netherlands. Further DP Eurasia has businesses in Turkey, Azerbaijan and Georgia.</p> <p>History of last 3 years' Total Revenue (<u>TRY in million</u>) on Consolidated basis (Audited): Year ended 31-Dec-2022 - 2,220 Year ended 31-Dec-2021 - 2,063 Year ended 31-Dec-2020 - 1,019</p> <p>Note: Reported figures for 2021 and 2022 are after adoption of IAS-29</p>

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S No.	Particulars	Details
1	Name of party for which such guarantees or indemnity or surety was given	Jubilant Foodworks Netherlands B.V. (“JFN”), a wholly owned subsidiary of the Company.
2	Whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	N.A.
3	Brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee	<p>The corporate guarantee will be issued by the Company on terms which are standard for such a guarantee, guaranteeing the repayment obligations of the JFN up to an amount of EUR 60,000,000 (Sixty Million Euros). The corporate guarantee will remain valid till full repayment of loan or till 2 years 11 months from the date of first drawdown (i.e. loan tenure) whichever is earlier.</p> <p>The aforesaid guarantee will be in addition to the existing guarantee amounting to EUR 45,885,000 (Forty Five Million Eight Hundred Eighty Five Thousand Euros) issued by the Company for securing the repayment obligations of existing term loan facility availed by JFN from HSBC.</p>
4	Impact of such guarantees or indemnity or surety on listed entity.	The Company will guarantee the repayment obligations of JFN towards HSBC up to an amount of EUR 60,000,000 (Sixty Million Euros) as mentioned in serial no. 3 above.

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