



**ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE *COMPANY*)
TO BE HELD ON FRIDAY, 18 AUGUST 2023, AT 2:00 PM CET AT THE OFFICES OF
FRESHFIELDS BRUCKHAUS DERINGER LLP (AMSTERDAM OFFICE),
STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS**

AGENDA

1. Opening

2. Annual Report 2022

- a. Board report 2022 (discussion item)
- b. Dividend and Reservations Policy (discussion item)
- c. Adoption of the 2022 Annual Accounts (voting item)
- d. Distribution of dividend (voting item)
- e. Release from liability of the members of Board of Directors (voting item)

3. Remuneration Report for 2022

Remuneration Report for 2022 (advisory, non-binding vote)

4. Appointment of Statutory Auditor

Proposal to appoint KPMG N.V. as the statutory auditor of the Company for the financial year 2023 (voting item)

5. Designation of the Board of Directors as the competent body to repurchase own class B Shares (voting item)

Designation of the Board of Directors as the competent body to repurchase Class B Shares (voting item)

6. Close of Meeting

EXPLANATORY NOTES TO THE AGENDA

Item 1: Opening

The chairman of the Board of Directors will open the annual general meeting.

Item 2: Annual Report 2022

a. Board Report 2022 (discussion item)

The board report for the financial year 2022 is contained in the Company's Annual Report 2022. The Annual Report is publicly available for inspection through the Company's corporate website www.digi-communications.ro at the Convocation date.

b. Dividend and Reservations Policy (discussion item)

The dividend and reservations policy is described in the Company's Annual Report 2022. For further details on the dividend and reservations policy please refer to the "Dividend Policy" section of the Annual Report 2022.

c. Adoption of the Annual Accounts 2022 (voting item)

The Company's Annual Accounts 2022 have been drawn up by the Board of Directors and audited by KPMG N.V., who have issued a qualified opinion.

d. Distribution of dividend (voting item)

The Board of Directors proposes to distribute a gross dividend in cash of 1 RON per outstanding share (both Class A Shares and Class B Shares equally), which at the date of this convocation totals an amount of RON 95,165,113. The Board of Directors notes that the dividend is proposed to be made not in Euro but in Romanian leu. The total amount of RON 95,165,113 is equivalent to approximately EUR 19,222,557.01 translated at the exchange rate reported by the National Bank of Romania applicable on 6 July 2023. The listed Class B shares will be quoted ex-dividend from 30 August 2023 and the record date for the dividend shall be 31 August 2023. It is expected that the dividend will be paid on or around 14 September 2023.

e. Release from liability of the members of the Board of Directors (voting item)

The general meeting is requested to release: (i) the executive members from liability for their management insofar as such management is apparent from the financial statements or otherwise disclosed to the AGM prior to the adoption of the annual accounts, and (ii) the non-executive members from liability for their supervision insofar as such supervision is apparent from the financial statements or otherwise disclosed to the AGM prior to the adoption of the annual accounts.

Item 3: Remuneration Report for 2022 (advisory, non-binding vote)

During 2022, the Company continued to comply with the applicable Remuneration Policy and no deviating rules or practices were proposed by the Remuneration Committee. For further details on the remuneration of the Company's directors please refer to the "Remuneration of Directors" section of the Stand-alone Financial Statements prepared in accordance with the International Financial Reporting Standards as adopted by the European Union for the financial year ended 31 December 2022 and the Company's Remuneration Report for 2022 included in the Company's Annual Report 2022.

The General Meeting is requested to give an advisory vote on the Remuneration Report for 2022 made public on the Company's website.

Item 4: Appointment of Statutory Auditor (voting item)

The Audit Committee and the other non-executive members of the Board of Directors reviewed the audit of the Company's consolidated and standalone financial statements for the year 2023 and recommended to the Board of Directors the appointment of KPMG N.V. as the statutory auditor for the financial year ending 31 December 2023.

Item 5: Designation of the Board of Directors as the competent body to repurchase own class B Shares (voting item)

In accordance with article 10 of the articles of association, it is proposed to grant the Board of Directors the authority to acquire class B shares in the share capital of the Company through purchases effected on the stock exchange via trading on the regular market on which the class B shares are listed and/or through other means (including public tender offers), for a period of 18 months from the date of this general meeting, i.e. up to and including 17 February 2025, in compliance with the applicable law, subject to the following conditions:

- the authority of the Board of Directors shall be limited to a maximum of 3,000,000 class B shares;
- transactions effected on the stock exchange via trading on the regular market on which the class B shares are listed will be subject to a maximum price per class B share equal to the average of the highest price on each of the five trading days prior to the date of acquisition, as shown in the Official Price List of the Bucharest Stock Exchange plus 10% (maximum price) and to a minimum price per class B share equal to the average of the lowest price on each of the five trading days prior to the date of acquisition, as shown in the Official Price List of Bucharest Stock Exchange minus 10% (minimum price);
- transactions effected through other means (including public tender offers) will be subject to a maximum price per class B share of RON 40 (maximum price) and a minimum price of no less than RON 35 (minimum price).

If this delegation of authority is granted, any buy-back of shares will be conducted by way of a share buy-back program in line with applicable EU rules. The launch of such program and the determination of its terms and conditions is subject to a decision of the Board of Directors. The Board of Directors intends to appoint an independent specialized trading / brokerage firm to execute any such buyback. Further, any buy-back program may be suspended, discontinued or modified at any time for any reason and without previous notice in the Company's sole discretion in accordance with applicable laws and regulations.

Neither the authorization requested, nor the subsequent launch of any share buy-back program obligates the Company to buy-back any class B shares.

Item 6: Close of meeting

The chairman of the meeting will close the general meeting of shareholders.