



## DEED OF RECORD (*proces-verbaal*)

On the eighteenth day of August two thousand and twenty-three as of two hours post-meridian, I, Lucien Rikkinus Lambertus Spijkervet, deputy civil law notary, ——— deputising for Dirk-Jan Jeroen Smit, civil law notary, officiating in Amsterdam, the Netherlands, attended the annual general meeting of shareholders of **Digi Communications N.V.**, a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands, its corporate office address at 75 Dr. Nicolae Staicovici, Forum 2000 Building, fourth floor, fifth District, Bucharest, Romania, — and registered with the trade register of the Dutch Chamber of Commerce under number 34132532 (the *Company* and *Digi*), held at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands (the *Meeting*), with the purpose of taking notarial minutes of the Meeting. ———

I, Lucien Rikkinus Lambertus Spijkervet, deputy civil law notary, deputising for ——— Dirk-Jan Jeroen Smit, civil law notary aforementioned, have recorded the following:

### 1. Opening. ———

Mr. Serghei Bulgac, chief executive officer of the Company, as chairman of this ——— Meeting (the *Chairman*), on behalf of the board of directors of the Company (the *Board of Directors*), opened the Meeting at two hours and nine minutes post ——— meridian and welcomed all present. The Chairman noted that the Company had ——— decided to organize the meeting in a hybrid form, having the chief executive officer ——— of the Company acting as chairman of the meeting and the Company's secretary ——— acting as the secretary of the meeting be present at the place of the meeting, while ———





certain other members of the board of directors and the rest of the participants were able to participate via conference to the meeting.

The **Chairman** noted that at the Amsterdam' offices of Freshfields Bruckhaus Deringer LLP (the place established for the meeting) besides the Chairman were present in person:

- Eliza Popa, secretary of the Company, who was formally appointed secretary for this Meeting by the **Chairman** and had also been empowered by class A shareholders and class B shareholders to cast the votes at the meeting; and
- David Hart of Freshfields Bruckhaus Deringer LLP, Amsterdam office.

The **Chairman** further noted that via videoconference were present:

- Mr. Valentin Popoviciu, Mr. Marius Varzaru, Mr. Bogdan Ciobotaru, Mr. Emil-Jugaru and Mr. Zoltan Teszari as members of the Board of Directors;
- the external auditors of KPMG Accountants N.V. who were available to answer any questions relating to his report on the fairness of the financial statements tabled under agenda item 2(c);
- Dan Ionita, Co-Chief Financial Officer of the Company;
- Cristina Popa, Co-Chief Financial Officer of the Company;
- Madalina Elena Lungu, legal advisor of the Company;
- Andra Gunescu, lawyer of the Company; and
- Bert Spijkervet of Freshfields Bruckhaus Deringer LLP, Amsterdam office.

Notarial minutes would be made of the Meeting.

The **Chairman** further noted that the Meeting would be held in English and that the convocation for the Meeting had been published on the Company's website on the seventh day of July two thousand and twenty-three and the Meeting had been convened in accordance with the legal and statutory requirements.

At the record date of the Meeting, the twenty-first day of July two thousand and twenty-three, the Company had a total issued share capital of six million eight hundred ten thousand and forty-two euros and fifty-two eurocents (EUR 6,810,042.52), consisting of sixty-four million five hundred fifty-six thousand and twenty-eight (64,556,028) Class A shares, each share having a nominal value of ten eurocents (EUR 0.10) and consisting of thirty-five million four hundred forty-three thousand nine hundred and seventy-two (35,443,972) Class B shares, each share having a nominal value of one eurocent (EUR 0.01).

At the record date for the Meeting, the Company held four million four hundred nine thousand three hundred sixty-one (4,409,361) Class A shares, each share having a nominal value of ten eurocents (EUR 0.10) and four hundred twenty-five thousand five hundred twenty-six (425,526) Class B shares, each share having a nominal value of one eurocent (EUR 0.01) in its own share capital. According to Dutch law and the articles of association of the Company, the shares held in treasury by the







Company will not be taken into account in relation to the quorum of the meeting and the Company cannot cast votes on these treasury shares.

According to the attendance list sixty million one hundred forty-six thousand six hundred sixty-seven (60,146,667) Class A shares and ten million three hundred twelve thousand two hundred seventeen (10,312,217) Class B shares, constituting seventy-four point zero three per cent. (74.03%) of the issued and outstanding shares in the capital of the Company excluding the shares held in treasury by the Company were represented at the Meeting. The total number of voting rights at the Meeting amounts to six hundred eleven million seven hundred seventy-eight thousand eight hundred eighty-seven (611,778,887). The secretary for the Meeting, Eliza Popa, had been granted with proxies and voting instructions representing six hundred eleven million seven hundred seventy-eight thousand eight hundred eighty-seven (611,778,887) votes.

Voting would take place orally and Eliza Popa as secretary of the Meeting would announce the votes against and the abstentions regarding the items on the agenda. The **Chairman** further noted that agenda items would be discussed in accordance with the order of the agenda of the meeting. Agenda sub-items would be discussed in sequence. If in relation to agenda items questions would arise which could not immediately be answered by him or any other director, the **Chairman** mentioned that he may had to park such question until he had closed the discussion on that agenda item.

The **Chairman** turned to item 2 of the agenda, noting that the annual report two thousand and twenty-two had been made available on the website of the Company and at the Company's office as from the fifth day of July two thousand twenty-three, two days before the date at which the convocation for the Meeting was published. The **Chairman** continued and mentioned that the first sub-item 2(a) concerned the board report two thousand and twenty-two, which agenda sub-item would be a discussion item only and would not be voted. For this agenda item, the **Chairman** as the chief executive officer of the Company, would give a short presentation on the main activities and results of the Company during two thousand and twenty-two. The **Chairman** started by addressing the shareholders, consumers, colleagues and partners of the Company. He continued by saying that he was grateful for the opportunity to present the two thousand and twenty-two annual report that reflects a year of exiting growth for Digi. He thanked everyone for their trust, support and commitment that had been essential for the Company's progress. The **Chairman** further said that despite the broader economic challenges across Europe, including the Ukraine conflict, energy crisis, and rising inflation, the Company successfully continued to expand its infrastructure, grow its customer base, and strengthen its market presence in the Company's primary markets, namely Romania and Spain.





The Company's revenues from continued operations saw a rise of seventeen per cent. (17%) to one point five billion euros (1,500,000,000), RGUs (*Revenues Generating Units*) in Romania and Spain increased by fifteen point four per cent. (15.4%) reaching twenty point four million units (20,400,000) while EBITDA (*Earnings before Interest, Taxes, Depreciation and Amortization*) from continued operations grew to five hundred five million (505,000,000). The **Chairman** noted that the telecom industry is highly competitive. The Company's achievements could not have been realized without a persistent effort to expand and continuously enhance Digi's network capabilities. CAPEX (*Capital Expenditures*) amounted to five hundred sixty million euros (EUR 560,000,000). By the end of two thousand and twenty-two, the Company operated a fiber network encompassing more than nine point one million (9,100,000) homes in Romania and serviced more than five point four million (5,400,000) TV (*television*) users, four point two million (4,200,000) broadband (fixed internet and data) users and four point nine million (4,900,000) mobile users. He then said that in Spain mobile users amounted to three point eight million (3,800,000) and broadband (fixed internet) users reached eight hundred forty-three thousand (843,000) representing a seventy-six per cent. (76%) increase from a year before. In Italy mobile customers reached three hundred sixty-two thousand (362,000) at the end of two thousand and twenty-two. In the first days of two thousand and twenty-two the Company closed the sale of the Company's Hungarian operations to 4Ilg Group for a total consideration of six hundred twenty-five million euros (EUR 625,000,000). Although the Company decided to exit the Hungarian market, the Company continued to aim for broader international presence. The **Chairman** indicated that post the Company's successful acquisition of mobile spectrum in two thousand and twenty-one, the Company had progressed with the development of both mobile and fixed networks in Portugal. Additionally, in collaboration with Citymesh Mobile, a part of the Cegeka Group, the Company had secured mobile spectrum in Belgium. The Company's goal is to provide a complete suite of telecom services in both Belgium and Portugal. He continued by saying that as the Company moved forward, Digi remained devoted to delivering top services using latest technology. The Company's focus is on customizing these services to meet the Company's customers' needs, while ensuring they remain reasonably priced and accessible. The **Chairman** continued by extending his sincere appreciation to every employee who had contributed to Digi's journey. He further extended the Company's gratitude to the Company's customers for choosing Digi as their preferred choice. He thanked the Company's clients, investors, and partners, for the trust they have placed in the Company. It fuels the Company's motivation and drive for continuous growth. The **Chairman** further pointed out that the ongoing support is invaluable as they work together to define the Company's future.







Thanking all participants of the Meeting, the **Chairman** concluded his presentation. The **Chairman** continued the Meeting by turning to sub-item 2(b) of the agenda, concerning the dividend and reservation policy that was described in the Company's annual report for two thousand and twenty-two (the *Annual Report 2022*). This was a discussion item only and, therefore, no voting would take place. Reference was made to the section on "Dividend Policy" of the Annual Report 2022 for further details on the dividend and reservations policy.

Turning to next sub-item 2(c), dealing with the adoption of the annual accounts of the Company for the financial year two thousand and twenty-two (the *Annual Accounts 2022*), the **Chairman** said that the Annual Accounts 2022, had been drawn up by the Board of Directors and audited by KPMG Accountants N.V., who had issued a qualified opinion. In absence of any questions, the **Chairman** said that the Board of Directors proposed to adopt the Annual Accounts 2022 and asked the Meeting to vote. He established that the resolution had been adopted and informed the Meeting that the details of the voting results would be made available through the Company's corporate website in the days after the Meeting.

The **Chairman** then turned to sub-item 2(d) concerning the proposal to distribute a gross dividend in cash of one Romanian Leu (RON 1) per outstanding share, both class A shares and class B shares equally, which at the date of the convocation totaled an amount of ninety-five million one hundred sixty-five thousand one hundred and thirteen Romanian Leu (RON 95,165,113). The Board of Directors noted that the dividend is proposed to be made not in Euro but in Romanian leu. The total amount of ninety-five million one hundred sixty-five thousand one hundred and thirteen Romanian Leu (RON 95,165,113) is equivalent to approximately nineteen million two hundred twenty-two thousand five hundred fifty-seven euros and one eurocent (EUR 19,222,557.01) translated at the exchange rate reported by the National Bank of Romania applicable on the sixth day of July two thousand and twenty-three. The listed class B shares were quoted ex-dividend from the thirtieth day of August two thousand and twenty-three and the record date for the dividend was set for the thirty-first day of August two thousand and twenty-three. The **Chairman** announced that the dividend was expected to be paid on or around the fourteenth day of September two thousand and twenty-three.

Since there were no questions, the **Chairman** put sub-item 2(d) to the vote and established that the resolution was adopted with the majority of the votes. The details of the voting results would be made available through the Company's corporate website in the days after the Meeting.

The **Chairman** then turned to the final sub-item and voting item under 2(e) concerning the release from liability of the members of the Board of Directors for their management during the financial year of two thousand and twenty-two. He



noted that this was a voting item and explained that the Meeting was asked to release the executive members from liability for their management insofar as such management was apparent from the financial statements or otherwise disclosed to the Meeting prior to the adoption of the annual accounts, and the non-executive members from liability for their supervision insofar as such supervision is apparent from the financial statements or otherwise disclosed to the Meeting prior to the adoption of the annual accounts. The **Chairman** put sub-item 2(e) to the vote and established that the proposal had been accepted with the majority of the votes and informed the Meeting that the details of the voting results would be made available through the Company's corporate website.

The **Chairman** moved to the next item on the agenda, agenda item 3, concerning the Remuneration Report for two thousand and twenty-two, noting that this was an advisory, non-binding vote. The **Chairman** explained that during two thousand and twenty-two, the Company had continued to comply with the applicable remuneration policy and that no deviating rules or practices were proposed by the remuneration committee. He said that further details on the remuneration of the Company's directors were referred to in the "Remuneration of Directors" section of the stand-alone financial statements for the Company prepared in accordance with the International Financial Reporting Standards as adopted by the European Union for the financial year ended the thirty-first day of December two thousand and twenty-two and the Company's Remuneration Report for two thousand and twenty-two (*Remuneration Report 2022*) as included in the Annual Report 2022. The **Chairman** noted that the Board of Directors proposed to the Meeting to give an advisory vote on the Remuneration Report 2022. With no questions from the Meeting, the **Chairman** asked for the votes and then noted that the majority advised positively.

The **Chairman** moved to the next item on the agenda, item 4, dealing with the appointment of the statutory auditor which was a voting item. The **Chairman** explained that the audit committee and the other non-executive members of the Board of Directors reviewed the audit of the Company's consolidated and stand-alone financial statements for the year two thousand and twenty-two and, based on such review, recommended to the Board of Directors to appoint KPMG Accountants N.V. as the statutory auditor for the financial year ending the thirty-first day of December two thousand and twenty-three. Having established that there were no questions, the **Chairman** turned to the vote on this agenda item and noted that the proposal had been accepted.

The **Chairman** turned to agenda item 5, which concerned the designation of the Board of Directors as the competent body to repurchase class B shares. The **Chairman** informed the Meeting that this was a voting item.





The **Chairman** noted that in accordance with article 10 of the articles of association, it was proposed to the Meeting 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 eighteen (18) months from the date of this Meeting, i.e. (*id est*) up to and including the seventeenth day of February two thousand and twenty-five, 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 three million (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 (5) trading days prior to the date of acquisition, as shown in the Official Price List of the Bucharest Stock Exchange plus ten per cent. (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 (5) trading days prior to the date of acquisition, as shown in the Official Price List of Bucharest Stock Exchange minus ten per cent. (10%) (minimum price);
- transactions effected through other means (including public tender offers) will be subject to a maximum price per class B share of forty Romanian Leu (RON 40) (maximum price) and a minimum price of no less than thirty-five Romanian Leu (RON 35) (minimum price).

The **Chairman** noted that if this delegation of authority would be granted, any buy-back of shares will be conducted by way of a share buy-back program in line with applicable rules of the European Union. 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. The **Chairman** explained that 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. Then the **Chairman** asked the Meeting to vote and noted that the proposal regarding the designation of the Board of Directors as the competent body to repurchase own class B shares had been approved. After this vote, the **Chairman** noted that there were no further items to discuss or resolve upon, he thanked all present for attending and declared the Meeting closed at two hours and thirty-one minutes post meridian.





**Voting results.**

The exact results of the voting have been set out in a document after the Meeting, a copy of which is attached to this deed (*Annex*).

**Final.**

In witness of the proceedings in the meeting the original of this deed, which shall be retained by Dirk-Jan Jeroen, civil law notary aforementioned, was executed in Amsterdam, the Netherlands, the sixth day of October two thousand and twenty-three.

(was signed)



ISSUED FOR TRUE COPY

by me Lucien Rikkinus Lambertus Spijkervet, deputy civil law notary, deputising for Dirk-Jan Jeroen Smit, civil law notary in Amsterdam, the Netherlands, on 6 October 2023.

