

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF DIGI COMMUNICATIONS N.V. (THE COMPANY) TO BE HELD ON WEDNESDAY, MAY 2, 2018 AT 12:00 P.M. CEST AT RADISSON BLU HOTEL AMSTERDAM AIRPORT, BOEING AVENUE 2, 1119 PB SCHIPHOL-RIJK, THE NETHERLANDS

AGENDA

1. Opening

2. Annual Report 2017

- a. Board report 2017 (discussion item)
- b. Application of the remuneration policy in 2017 (discussion item)
- c. Corporate governance of the Company and compliance with the Dutch Corporate Governance Code (discussion item)
- d. Dividend and Reservations Policy (discussion item)
- e. Adoption of the 2017 Annual Accounts (voting item)
- f. Distribution of dividend (voting item)
- g. Release from liability of the members of Board of Directors (voting item)

3. Appointment of Statutory Auditor (voting item)

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

5. Approval of award of stock options and shares to executive and non-executive directors and relating amendment of the remuneration policy, and of the Company's Stock Option Plan

- a. Authorize the Board of Directors to decide upon the award of stock options and shares to executive and non-executive directors and relating amendment of the remuneration policy for non-executive directors (voting item)
- b. Amendment of the Company's Share Option Plan (voting item)

6. Close of Meeting

Agenda

The agenda and explanatory notes together with the Annual Report 2017 will be posted on the website of the Company (www.digi-communications.ro) from 21 March 2018 onwards and will, with effect from the same date, be available for inspection and obtainable free of charge at the offices of the Company (tel. +40314006505 and address: Dr. N. Staicovici 75, fourth floor, Bucharest, Romania).

Reference Date

In accordance with the statutory provisions of the Dutch Civil Code, shareholders entitled to attend and vote at the AGM, are the persons who (i) are registered as shareholder in one of the (sub)registers as described below on the 28th day prior to the AGM and therefore on Wednesday 4 April 2018 (the **Reference Date**) after all debit and credit entries have been handled as per the Registration Date and (ii) in addition have registered themselves in the manner mentioned below. The designated (sub)registers are the administration records of the Romanian Central Depository (Depozitarul Central S.A.), and the shareholders' register of the Company.

Registration

Class A shares: holders of registered class A shares as well as holders of rights of usufruct and pledgees with voting rights in respect of these shares who wish to attend the AGM must notify the Company of their intended attendance, which notice, accompanied where applicable by notarized written power of attorney (see below), must have been received by Mrs. Carmen Otelea, the external legal counsel appointed as the company secretary of the Company (address: Dr. N. Staicovici 75, fourth floor, Bucharest, Romania and e-mail digi.gsm@digi-communications.ro) no later than by **Thursday 26 April 2018 at 17.00 hours EEST [UPDATE/CORRECTION IN THE ENGLISH VERSION ONLY]**.

Class B shares: holders of class B shares as well as holders of rights of usufruct and pledgees with voting rights in respect of these shares who wish to attend the AGM must notify the Company in writing of their wish to attend, which notice, accompanied where applicable by notarized written power of attorney (see below), must have been received by Mrs. Carmen Otelea, the external legal counsel appointed as the company secretary of the Company (address: Dr. N. Staicovici 75, fourth floor, Bucharest, Romania and e-mail digi.gsm@digi-communications.ro) no later than by **Thursday 26 April 2018 at 17.00 hours EEST [UPDATE/CORRECTION IN THE ENGLISH VERSION ONLY]**.

Shareholders will receive a receipt confirmation which also serves as entrance registration form for the meeting.

Voting

No shareholder will be able to vote by (electronic) correspondence. The actual exercise of the vote will be made at the AGM, either in person or based on a written power of attorney, in compliance with the requirements stated herein.

Powers of Attorney and voting instructions

A shareholder or holder of a right of usufruct or pledge, who does not wish to attend the AGM in person, may grant an electronic or written power of attorney and voting instructions to a third person to vote at the AGM on his behalf. In such case, the shareholder shall have to register his shares in the manner as described above together with a copy of a duly notarized power of attorney.

The shareholder may also grant duly notarized power of attorney with voting instruction(s) to Mrs. Carmen Otelea, the external legal counsel appointed as the Company's corporate secretary (address: Dr. N. Staicovici 75, fourth floor, Bucharest, Romania). The shareholder will also notify the Company of an electronic copy of the duly notarized power of attorney at the following email address: digi.gsm@digi-communications.ro.

A template of the power of attorney can be obtained free of charge, in both Romanian and English format language, through the website of the Company (www.digi-communications.ro), on the section dedicated to the AGM). Whenever one shareholder chooses to use a different format for the power of attorney, the power of attorney will need to be sufficiently specific and to grant an unequivocal, sufficient and valid right to participate and vote at the AGM. The Chairman of the AGM will be entitled to reject any document not meeting these minimum requirements at its discretion.

Prior to the AGM, as a condition for allowing the participant to attend and vote, the confirmation statement of registration as received from the Company as well as an original copy of the written and duly notarized power of attorney shall have to be handed in by the authorized person at the registration desk.

Identification

Persons entitled to attend the AGM will be requested to identify themselves at the Registration Desk prior to admission to the AGM and are therefore requested to bring a valid identity document.

Issued capital and voting rights of the Company

At the day of this convocation the Company has an issued share capital of EUR 6,918,042.52 consisting of 65,756,028 Class A Shares, each having a nominal value of EUR 0.10 and 34,243,972 Class B Shares, each share having a nominal value of EUR 0.01. 5,609,361 Class A Shares and 997,154 Class B Shares are held by the Company in its own share capital (in treasury). No votes may be cast for shares held by the Company in its own share capital. Therefore, the total number of voting rights at that day amounts to in total 634,713,488.