

**ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE COMPANY)  
TO BE HELD ON TUESDAY, 25 JUNE 2024, 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 2023**

- a. Board report 2023 (discussion item);
- b. Dividend Policy (discussion item);
- c. Adoption of the 2023 Annual Accounts (voting item);
- d. Distribution of dividend (voting item);
- e. Release from liability of the members of Board of Directors (voting item);

### **3. Implementation of the Remuneration Policy and the Remuneration Report for the year 2023**

- a. The Remuneration Report for the year 2023 (advisory, non-binding vote);
- b. Approval of the revised Remuneration Policy of the Board of Directors (voting item);

### **4. Appointment of Statutory Auditor**

Proposal to appoint KPMG N.V. as the statutory auditor of the Company for the financial year 2024 (voting item);

### **5. Corporate governance structure and statement of compliance with the Dutch Corporate Governance Code (DCGC)**

The Dutch Corporate Governance Code was updated in December 2022. In connection with its revision, applicable as of the reporting year 2023, the Dutch Corporate Governance Code Monitoring Committee recommends to discuss the Company's compliance with the revised Code 2022 with its general meeting at the AGM in 2024 (discussion item).

### **6. Designation of the Board of Directors as the competent body to repurchase own class B Shares**

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

### **7. Appointment of the members of the Board of Directors**

- a. Re-appointment of Mr. Serghei Bulgac as Executive Director of the Board of Directors

(voting item);

- b. Re-appointment of Mr. Valentin Popoviciu as Executive Director of the Board of Directors (voting item);
- c. Re-appointment of Mr. Zoltan Teszari as Non-executive Director and President of the Board of Directors (voting item);
- d. Re-appointment of Mr. Marius Catalin Varzaru as Non-Executive Director and Vice-president of the Board of Directors (voting item);
- e. Re-appointment of Mr. Bogdan Ciobotaru as Non-Executive Director of the Board of Directors (voting item);
- f. Re-appointment of Mr. Emil Jugaru as Non-Executive Director of the Board of Directors (voting item);
- g. Appointment of Mr. Jose Manuel Arnaiz de Castro as Non-Executive Director of the Board of Directors (voting item).

#### **8. Approval of award of stock options to directors**

Authorize the Board of Directors to decide upon the award of stock options to executive directors of the Company (voting item);

#### **9. 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 2023**

#### *a. Board Report 2023 (discussion item)*

The board report for the financial year 2023 is contained in the Company's Annual Report 2023. The Annual Report is publicly available for inspection through the Company's corporate website [www.digi-communications.ro](http://www.digi-communications.ro) at the Convocation date.

#### *b. Dividend Policy (discussion item)*

The dividend and reservations policy is described in the Company's Annual Report 2023. For further details on the dividend and reservations policy please refer to the "Dividend Policy" section of the Annual Report 2023.

#### *c. Adoption of the Annual Accounts 2023 (voting item)*

The Company's 2023 Annual Accounts 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 1.25 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 119,059,516.25. 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 119,059,516.25 is equivalent to approximately EUR 23,928,675 translated at the exchange rate reported by the National Bank of Romania applicable on 13 May 2024. The listed Class B shares will be quoted ex-dividend from 3 July 2024 and the record date for the dividend shall be 4 July 2024. It is expected that the dividend will be paid on or around 22 July 2024.

#### *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: Implementation of the Remuneration Policy and the Remuneration Report for the year 2023**

#### *a. The Remuneration Report for the year 2023 (advisory, non-binding vote);*

During 2023, 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 2023 and the Company's Remuneration Report for 2023 included in the Company's Annual Report 2023.

The General Meeting is requested to give an advisory vote on the Remuneration Report for the year 2023 made public on the Company's website.

*b. Approval of the of the Remuneration Policy of the Board of Directors (voting item);*

The Remuneration Committee has reviewed the revised Remuneration Policy adopted on April 30, 2020, and finding that the main provisions of it are still applicable, is proposing for vote the revised edition of the Board of Directors Remuneration Policy, containing certain updates and alignments, such as updating the information regarding the Group's operations and outlining that the executive directors shall be encouraged through variable remuneration to focus on the Company's long-term **sustainable** value creation.

The revised edition of the Remuneration Policy is published on the Company's website.

**Item 4: Appointment of Statutory Auditor (voting item)**

The Audit Committee and the non-executive members of the Board of Directors reviewed and reflected on the activity of the statutory auditors in relation to auditing the Company's consolidated and standalone financial statements for the year 2023 and, based on this analysis, recommended to the Board of Directors the appointment of KPMG N.V. as the statutory auditor for the financial year ending 31 December 2024.

**Item 5: Corporate governance structure and statement of compliance with the Dutch Corporate Governance Code (DCGC) (discussion item)**

The Dutch Corporate Governance Code was updated in December 2022. In connection with its revision, applicable as of the reporting year 2023, the Dutch Corporate Governance Code Monitoring Committee recommends to discuss the Company's compliance with the revised Code 2022 with its general meeting at the AGM in 2024.

The main items of the Company's corporate governance structure and its compliance with the DCGC during 2023 are presented in the 2023 Annual Report, please see as reference the Section "Management Structure", "Corporate Governance" and Annex 3 of the 2023 Annual Report.

**Item 6: 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 June 26, 2024 up to and including 24 December 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 number 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 65 (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 7: Appointment of the members of the Board of Directors**

Considering that the mandate of the board members will expire at the end of the day when the 2024 AGM is held, by way of binding nomination, the meeting of holders of class A shares in the capital of the Company (**the Class A Meeting**), proposes to appoint as members of the Board of Directors, the following members with effect from 26 June, 2024.

#### ***a. Re-appointment of Mr. Serghei Bulgac as Executive Director of the Board of Directors (voting item);***

The Class A Meeting proposes, by way of binding nomination, to re-appoint Mr. Serghei Bulgac as Executive Director of the Board of Directors of the Company.

The proposal for the re-election of Mr. Bulgac is for a term of 4 (four) years, at the end of the day of the annual general meeting of shareholders of the Company to be held in 2028. The proposed re-appointment is in accordance with the Company's articles of association. Mr. Bulgac will be remunerated in accordance with the Company's remuneration policy for executive members of the Board of Directors which is available on the Company's website.

In making this binding nomination, the Class A Meeting has taken into consideration Mr. Bulgac's skills, knowledge and expertise built up during his career, in particular taken into account the positive results under his previous mandate during the previous term as Executive Director and CEO of the Board of Directors.

#### **Biography**

Mr. Bulgac is 47 years old and graduated from the Bucharest Academy of Economic Studies and holds an MBA degree from INSEAD. He currently holds 325,000 class B shares in the share capital of the Company. Mr. Bulgac is under the current mandate as an Executive member of the Board of Directors of the Company, that will expire at the end of the day when the 2024 general shareholders meeting will be held. Mr. Bulgac was appointed also the Chief Executive Officer of RCS & RDS in 2015. Prior to becoming Chief Executive Officer, he was Chief Financial Officer of RCS & RDS. Mr. Bulgac joined RCS & RDS in 2003. Prior to joining RCS & RDS, he worked as a corporate finance associate at EPIC (European Privatization and Investment Corporation) and as a research analyst at Eastbrokers, a brokerage company.

#### ***b. Re-appointment of Mr. Valentin Popoviciu as Executive Director of the Board of Directors (voting item);***

The Class A Meeting proposes, by way of binding nomination, to re-appoint Mr. Valentin Popoviciu as Executive Director of the Board of Directors of the Company.

The proposal for the re-election of Mr. Popoviciu is for a term of 4 (four) years, at the end of the day of the annual general meeting of shareholders of the Company to be held in 2028. The proposed re-appointment is in accordance with the Company's articles of association. Mr. Popoviciu will be remunerated in accordance with the Company's remuneration policy for executive members of the Board of Directors which is available on the Company's website.

In making this binding nomination, the Class A Meeting has taken into consideration Mr. Popoviciu's skills, knowledge and expertise built up during his career, in particular taken into account the positive results under his previous mandate during the previous term as Executive Director of the Board of Directors.

#### **Biography**

Mr. Popoviciu is 49 years old and he graduated from the Faculty of Economics Sciences at Ovidius University in 1997. He currently holds 390,000 class B shares in the share capital of

the Company. Mr. Popoviciu is under the current mandate as an Executive member of the Board of Directors of the Company, that will expire at the end of the day when the 2024 general shareholders meeting will be held. Mr. Popoviciu is also an Executive member and Vice-President of the board of directors of RCS & RDS, a position he has held since 2015. Prior to his appointment to the Board of Directors of RCS & RDS, Mr. Popoviciu held the position of Development Director at RCS & RDS starting from 1999.

***c. Re-appointment of Mr. Zoltan Teszari as Non-Executive Director and President of the Board of Directors (voting item);***

The Class A Meeting proposes, by way of binding nomination, to re-appoint Mr. Zoltan Teszari as Non-Executive Director and President of the Board of Directors.

The proposal for the re-election of Mr. Teszari is for a term of 4 (four) years at the end of the day of the annual general meeting of shareholders of the Company to be held in 2028. The proposed re-appointment is in accordance with the Company's articles of association and takes into account the pursued composition and profile of the Board of Directors as apparent from the Company's profile for the non-executive members of the Board of Directors which is available on the Company's website.

Mr. Teszari will be remunerated in accordance with the Company's remuneration policy for non-executive members of the Board of Director which is available on the Company's website.

In making this binding nomination, the Class A Meeting has taken into consideration Mr. Teszari's skills, knowledge and expertise built up during his career, in particular taken into account the positive results under his previous mandate during the previous term as Non-Executive Director and President of the Board of Directors.

**Biography**

Mr. Teszari is 53 years old and founded the main Romanian subsidiary of the Company, RCS & RDS in 1996 and is the controlling shareholder of the Company and the Group. He currently holds directly 2,280,122 class A shares and zero class B shares in the share capital of the Company.

Mr. Teszari has been a board member since 2000 and under the current mandate, that will expire at the end of the day when the 2024 general shareholders meeting will be held, is President and Non-Executive member of the Board of Directors of the Company. Mr Teszari can be re-appointed for an indefinite number of terms. Before starting Analog CATV (a precursor company to RCS & RDS), he founded TVS Holding Brasov in 1992, another large Romanian cable TV company that later was merged into RCS & RDS. Prior to founding TVS Holding Brasov, Mr. Teszari owned and ran his own business.

***d. Re-appointment of Mr. Marius Catalin Varzaru as Non-Executive Director and Vice-President of the Board of Directors (voting item);***

The Class A Shareholders Meeting proposes, by way of binding nomination, to re-appoint Mr. Marius Catalin Varzaru as Non-Executive Director and Vice-President of the Board of Directors.

The proposal for the re-election of Mr. Varzaru is for a term of 2 (two) years, at the end of the day of the annual general meeting of shareholders of the Company to be held in 2026.

The proposed re-appointment is in accordance with the Company's articles of association and takes into account the pursued composition and profile of the Board of Directors as apparent from the Company's profile for the non-executive members of the Board of Directors which is available on the Company's website.

Mr. Varzaru will be remunerated in accordance with the Company's remuneration policy for non-executive members of the Board of Directors which is available on the Company's website.

In making this binding nomination, the Class A Meeting has taken into consideration Mr. Varzaru's skills, knowledge and expertise built up during his career, in particular taken into

account the positive results under his previous mandate during the previous term as Non-Executive Director and Vice-President of the Board of Directors.

### **Biography**

Mr. Varzaru is 45 years old and graduated from the Bucharest Academy of Economic Studies in 2002. He currently holds 50,000 class B shares in the share capital of the Company. Mr. Varzaru is, under the current mandate, that will expire at the end of the day when the 2024 general shareholders meeting will be held, a Non-Executive Director and Vice-President of the Board of Directors of the Company. Mr. Varzaru has been the Managing Director of Digi Spain since 2008. Mr. Varzaru joined RCS & RDS in 2005 as Reporting Manager and was shortly thereafter appointed to the position of Finance Director, a position he held up until 2008. Before joining RCS & RDS, Mr. Varzaru worked at KPMG.

#### ***e. Re-appointment of Mr. Bogdan Ciobotaru as Non-Executive Director of the Board of Directors (voting item);***

The Class A Meeting proposes, by way of binding nomination, to re-appoint Mr. Bogdan Ciobotaru as Non-Executive Director of the Board of Directors.

The proposed re-appointment of Mr. Ciobotaru is for a term of 2 (two) years, at the end of the day of the annual general meeting of shareholders of the Company to be held in 2026.

The proposed re-appointment is in accordance with the Company's articles of association and takes into account the pursued composition and profile of the Board of Directors as apparent from the Company's profile for the non-executive members of the Board of Directors which is available on the Company's website. Mr. Ciobotaru will be remunerated in accordance with the Company's remuneration policy for non-executive members of the Board of Director which is available on the Company's website.

In making this binding nomination, the Class A Meeting has taken into consideration Mr. Ciobotaru's skills, knowledge and expertise built up during his career, in particular taken into account the positive results under his previous mandate during the previous term as Non-Executive Director of the Board of Directors.

### **Biography**

Mr. Ciobotaru is 46 years old and graduated from the Bucharest Academy of Economic Studies and holds an MBA degree in Business Administration from Oxford University. He currently holds 683,351 class B shares in the share capital of the Company. Mr. Ciobotaru is under the current mandate, that will expire at the end of the day when the 2024 general shareholders meeting will be held, a Non-Executive Director of the Board of Directors of the Company. He is also a Non-Executive member of the board of directors of RCS & RDS, a position he has held since 2013. Prior to joining RCS & RDS, Mr. Ciobotaru held the position of Head of Financing for Central and Eastern Europe, Middle East & Africa at Renaissance Capital and the position of Executive Director for Global Capital Markets at Morgan Stanley in London, where he worked for over 10 years. Additionally, he held non-executive board member positions at various entities, including financial institutions such as First Bank S.A. and Leumi Bank Romania S.A.

#### ***f. Re-appointment of Mr. Emil Jugaru as Non-Executive Director of the Board of Directors (voting item);***

The Class A Meeting proposes, by way of binding nomination, to re-appoint Mr. Emil Jugaru as Non-Executive Director of the Board of Directors.

The proposal for the re-election of Mr. Jugaru is for a term of 2 (two) years, at the end of the day of the annual general meeting of shareholders of the Company to be held in 2026.

The proposed re-appointment is in accordance with the Company's articles of association and takes into account the pursued composition and profile of the Board of Directors as apparent from the Company's profile for the non-executive members of the Board of Directors which is available on the Company's website. Mr. Jugaru will be remunerated in accordance with the Company's remuneration policy for non-executive members of the Board of Director which is available on the Company's website.

In making this binding nomination, the Class A Meeting has taken into consideration Mr. Jugaru's skills, knowledge and expertise built up during his career, in particular taken into account the positive results under his previous mandate during the previous term as Non-Executive Director of the Board of Directors.

### **Biography**

Mr. Jugaru is 50 years old and is a graduate of the Faculty of Automatic Control and Computer Science of the Polytechnic University of Bucharest. He currently holds 10,000 class B shares in the share capital of the Company. Mr. Jugaru is under the current mandate, that will expire at the end of the day when the 2024 general shareholders meeting will be held, a Non-Executive Director of the Board of Directors of the Company. Since 1997, Mr. Emil Jugaru has coordinated the start-up and development of the broadband Internet business line of RCS & RDS S.A., Romanian subsidiary of the Company, actively participating at the development of Group's successful Internet network and services. He currently holds also the position of Head of Sales and Customer Care Business Unit of the Romanian subsidiary of the Company.

#### ***g. Appointment of Mr. Jose Manuel Arnaiz de Castro as Non-Executive Director of the Board of Directors (voting item)***

The Class A Meeting proposes, by way of binding nomination, to appoint Mr. Jose Manuel Arnaiz de Castro as Non-Executive Director of the Board of Directors.

The proposal for the appointment of Mr. Jose Manuel Arnaiz de Castro is for a term of 4 (four) years, at the end of the day of the annual general meeting of shareholders of the Company to be held in 2028.

The proposed appointment is in accordance with the Company's articles of association and takes into account the pursued composition and profile of the Board of Directors as apparent from the Company's profile for the non-executive members of the Board of Directors which is available on the Company's website. Mr. Jose Manuel Arnaiz de Castro will be remunerated in accordance with the Company's remuneration policy for non-executive members of the Board of Director which is available on the Company's website.

In making this binding nomination, the Class A Meeting has taken into consideration Mr. Jose Manuel Arnaiz de Castro's skills, knowledge and expertise built up during his career, in particular taken into account his experience as non-executive director and supervisory board member of various companies.

### **Biography**

Mr. Jose Manuel Arnaiz de Castro is 63 years old and is a graduate of MSc Telecom & IT Engineering (Universidad Politecnica de Madrid – ETSIT) and has a Certificate in Governance & Diploma for Professional Directors from the Spanish Institute of Directors (Instituto de Consejeros-Administradores). He currently holds no shares in the share capital of the Company. He is a member of the British Institute of Directors, of the International Corporate Governance Network, of DIRSE (Spanish ESG Managers Association), of ISACA (Certified Information Security Manager Course), of Entrepreneurs Organization, of Asociacion Espagnola de Directivos. Mr. Jose Manuel Arnaiz de Castro has founded several tech-based and Telco companies since 1980 and has experience as both executive and non-executive director, including as member of advisory boards, in several companies for 40 years, such as: Intel Corp (member of the advisory board), Digitex (member of the advisory board), Lluçh Essence (member of the advisory board), Aliter Merco (non-executive director), Opticanet (non-executive director), Jazztel (executive director), Loozend (CEO). Mr. Jose Manuel Arnaiz de Castro currently holds the position of non-executive director of CreDec, of Ports.Tech, of Know.ee, is member of the Advisory Board in JSC Ingenium. Since 2011, after having stepped down from managerial positions, Mr. Jose Manuel Arnaiz de Castro remained a director with supervisory and non-executive duties of Digi Spain Telecom SLU (formerly Best Spain Telecom). In 2011 Digi Spain Telecom became a wholly-owned group company of the Company.



**Item 8: Approval of award of stock options to directors**

Authorize the Board of Directors to decide upon the award of stock options to executive directors of the Company (voting item);

Authorize the Board of Directors to decide upon the award of stock options and shares to executive directors of the Company (voting item).

In accordance with article 15, paragraph 11 of the articles of association of the Company, the Class A Meeting proposes to award stock options to acquire class B shares in the capital of the Company to executive directors subject to the criteria of the Company's Share Option Plan (the details of which can be found on the Company's corporate website [www.digi-communications.ro](http://www.digi-communications.ro)), as provided in Annexes 1, 2, 3 and 4 herein.

The Board of Directors may decide, at its discretion, whether to allocate currently held class B shares in its own share capital in treasury, to convert currently held class A shares in its own share capital in treasury into class B shares (in accordance with article 5 from the articles of association of the Company) or to buy-back shares from the market under the authority proposed to be granted to the Board of Directors under agenda item 5 above, such in accordance with the articles of association of the Company.

**Item 9: Close of meeting**

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

## ANNEX I

### Terms and conditions of ESOP Class B Shares grant applicable to the executive board members of the Company in 2024

All capitalized terms used in the table below have the meaning set out in the ESOP unless otherwise specified.

Name	Serghei Bulgac	Valentin Popoviciu
<b>Number of Class B Shares granted under Stock Option 1</b>	16,000	12,000
<b>Grant Date for Stock Option 1</b>	26 June 2024	26 June 2024
<b>Normal Vesting Date for Stock Option 1</b>	27 June 2025	27 June 2025
<b>Performance condition related to Stock Option 1</b>	Being a director or employee by the Company or its subsidiaries on the Vesting Date	Being a director or employee by the Company or its subsidiaries on the Vesting Date
<b>Number of Class B Shares granted under Stock Option 2</b>	16,000	12,000
<b>Grant Date for Stock Option 2</b>	26 June 2024	26 June 2024
<b>Normal Vesting Date for Stock Option 2</b>	27 June 2025	27 June 2025
<b>Performance conditions related to Stock Option 2</b>	EBITDA (excluding IFRS 16) of the Company as determined on the basis of IFRS financial statements for the year 2024 being at least 5% higher than EBITDA (excluding IFRS 16) of the Company as determined on the basis of the IFRS financial statements for the year 2023	EBITDA (excluding IFRS 16) of the Company as determined on the basis of IFRS financial statements for the year 2024 being at least 5% higher than EBITDA (excluding IFRS 16) of the Company as determined on the basis of the IFRS financial statements for the year 2023

Name	Serghei Bulgac	Valentin Popoviciu
<b>Number of Class B Shares granted under Stock Option 3</b>	16,000	12,000
<b>Grant Date for Stock Option 3</b>	26 June 2024	26 June 2024
<b>Normal Vesting Date for Stock Option 3</b>	27 June 2025	27 June 2025
<b>Performance condition related to Stock Option 3</b>	Number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2024, having increased by at least 1.5 million units when compared with number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2023.	Number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2024, having increased by at least 1.5 million units when compared with number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2023.
<b>Number of Class B Shares granted under Stock Option 4</b>	16,000	12,000
<b>Grant Date for Stock Option 4</b>	26 June 2024	26 June 2024
<b>Normal Vesting Date for Stock Option 4</b>	27 June 2025	27 June 2025
<b>Performance condition related to Stock Option 4</b>	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA (excluding IFRS 16) on the basis of IFRS Group accounts for the year 2024) to be not more than 3.00:1.	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA (excluding IFRS 16) on the basis of IFRS Group accounts for the year 2024) to be not more than 3.00:1.

<b>Number of Class B Shares granted under Stock Option 5</b>	16,000	12,000
<b>Grant Date for Stock Option 5</b>	26 June 2024	26 June 2024
<b>Normal Vesting Date for Stock Option 5</b>	27 June 2025	27 June 2025
<b>Performance condition related to Stock Option 5</b>	The free cash flow in Romania calculated as EBIDTA (excluding IFRS 16) on the basis of IFRS Group accounts for the year 2024 less CAPEX in Romania to exceed 100 million euro	The free cash flow in Romania calculated as EBIDTA (excluding IFRS 16) on the basis of IFRS Group accounts for the year 2024 less CAPEX in Romania to exceed 100 million euro

**ANNEX II**

**Terms and conditions of ESOP Class B Shares grant applicable to the executive board members of the Company in 2025**

All capitalized terms used in the table below have the meaning set out in the ESOP unless otherwise specified.

<b>Name</b>	<b>Serghei Bulgac</b>	<b>Valentin Popoviciu</b>
<b>Number of Class B Shares granted under Stock Option 1</b>	16,000	12,000
<b>Grant Date for Stock Option 1</b>	15 June 2025	15 June 2025
<b>Normal Vesting Date for Stock Option 1</b>	16 June 2026	16 June 2026
<b>Performance condition related to Stock Option 1</b>	Being a director or employee by the Company or its subsidiaries on the Vesting Date	Being a director or employee by the Company or its subsidiaries on the Vesting Date
<b>Number of Class B Shares granted under Stock Option 2</b>	16,000	12,000
<b>Grant Date for Stock Option 2</b>	15 June 2025	15 June 2025
<b>Normal Vesting Date for Stock Option 2</b>	16 June 2026	16 June 2026
<b>Performance conditions related to Stock Option 2</b>	EBITDA (excluding IFRS 16) of the Company as determined on the basis of IFRS financial statements for the year 2025 being at least 5% higher than EBITDA (excluding IFRS 16) of the Company as determined on the basis of the IFRS financial statements for the year 2024	EBITDA (excluding IFRS 16) of the Company as determined on the basis of IFRS financial statements for the year 2025 being at least 5% higher than EBITDA (excluding IFRS 16) of the Company as determined on the basis of the IFRS financial statements for the year 2024

Name	Serghei Bulgac	Valentin Popoviciu
<b>Number of Class B Shares granted under Stock Option 3</b>	16,000	12,000
<b>Grant Date for Stock Option 3</b>	15 June 2025	15 June 2025
<b>Normal Vesting Date for Stock Option 3</b>	16 June 2026	16 June 2026
<b>Performance condition related to Stock Option 3</b>	Number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2025, having increased by at least 1.5 million units when compared with number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2024.	Number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2025, having increased by at least 1.5 million units when compared with number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2024.
<b>Number of Class B Shares granted under Stock Option 4</b>	16,000	12,000
<b>Grant Date for Stock Option 4</b>	15 June 2025	15 June 2025
<b>Normal Vesting Date for Stock Option 4</b>	16 June 2026	16 June 2026
<b>Performance condition related to Stock Option 4</b>	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA (excluding IFRS 16) on the basis of IFRS group accounts for the year 2025) to be not more than 2.75:1.	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA (excluding IFRS 16) on the basis of IFRS group accounts for the year 2025) to be not more than 2.75:1.

<b>Number of Class B Shares granted under Stock Option 5</b>	16,000	12,000
<b>Grant Date for Stock Option 5</b>	15 June 2025	15 June 2025
<b>Normal Vesting Date for Stock Option 5</b>	16 June 2026	16 June 2026
<b>Performance condition related to Stock Option 5</b>	The free cash flow in Romania calculated as EBIDTA (excluding IFRS 16) on the basis of IFRS Group accounts for the year 2025 less CAPEX in Romania to exceed 150 million euro	The free cash flow in Romania calculated as EBIDTA (excluding IFRS 16) on the basis of IFRS Group accounts for the year 2025 less CAPEX in Romania to exceed 150 million euro

**ANNEX III**

**Terms and conditions of ESOP Class B Shares grant applicable to the executive board members of the Company in 2026**

All capitalized terms used in the table below have the meaning set out in the ESOP unless otherwise specified.

<b>Name</b>	<b>Serghei Bulgac</b>	<b>Valentin Popoviciu</b>
<b>Number of Class B Shares granted under Stock Option 1</b>	16,000	12,000
<b>Grant Date for Stock Option 1</b>	15 June 2026	15 June 2026
<b>Normal Vesting Date for Stock Option 1</b>	16 June 2027	16 June 2027
<b>Performance condition related to Stock Option 1</b>	Being a director or employee by the Company or its subsidiaries on the Vesting Date	Being a director or employee by the Company or its subsidiaries on the Vesting Date
<b>Number of Class B Shares granted under Stock Option 2</b>	16,000	12,000
<b>Grant Date for Stock Option 2</b>	15 June 2026	15 June 2026
<b>Normal Vesting Date for Stock Option 2</b>	16 June 2027	16 June 2027
<b>Performance conditions related to Stock Option 2</b>	EBITDA (excluding IFRS 16) of the Company as determined on the basis of IFRS financial statements for the year 2026 being at least 5% higher than EBITDA (excluding IFRS 16) of the Company as determined on the basis of the IFRS financial statements for the year 2025	EBITDA (excluding IFRS 16) of the Company as determined on the basis of IFRS financial statements for the year 2026 being at least 5% higher than EBITDA (excluding IFRS 16) of the Company as determined on the basis of the IFRS financial statements for the year 2025



Name	Serghei Bulgac	Valentin Popoviciu
<b>Number of Class B Shares granted under Stock Option 3</b>	16,000	12,000
<b>Grant Date for Stock Option 3</b>	15 June 2026	15 June 2026
<b>Normal Vesting Date for Stock Option 3</b>	16 June 2027	16 June 2027
<b>Performance condition related to Stock Option 3</b>	Number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2026, having increased by at least 1.25 million units when compared with number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2025.	Number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2026, having increased by at least 1.25 million units when compared with number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2025.
<b>Number of Class B Shares granted under Stock Option 4</b>	16,000	12,000
<b>Grant Date for Stock Option 4</b>	15 June 2026	15 June 2026
<b>Normal Vesting Date for Stock Option 4</b>	16 June 2027	16 June 2027
<b>Performance condition related to Stock Option 4</b>	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA (excluding IFRS 16) on the basis of IFRS group accounts for the year 2026) to be not more than 2.50:1.	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA (excluding IFRS 16) on the basis of IFRS group accounts for the year 2026) to be not more than 2.50:1.

<b>Number of Class B Shares granted under Stock Option 5</b>	16,000	12,000
<b>Grant Date for Stock Option 5</b>	15 June 2026	15 June 2026
<b>Normal Vesting Date for Stock Option 5</b>	16 June 2027	16 June 2027
<b>Performance condition related to Stock Option 5</b>	The free cash flow in Romania calculated as EBIDTA (excluding IFRS 16) on the basis of IFRS Group accounts for the year 2026 less CAPEX in Romania to exceed 150 million euro	The free cash flow in Romania calculated as EBIDTA (excluding IFRS 16) on the basis of IFRS Group accounts for the year 2026 less CAPEX in Romania to exceed 150 million euro

**ANNEX IV**

**Terms and conditions of ESOP Class B Shares grant applicable to the executive board members of the Company in 2027**

All capitalized terms used in the table below have the meaning set out in the ESOP unless otherwise specified.

<b>Name</b>	<b>Serghei Bulgac</b>	<b>Valentin Popoviciu</b>
<b>Number of Class B Shares granted under Stock Option 1</b>	16,000	12,000
<b>Grant Date for Stock Option 1</b>	15 June 2027	15 June 2027
<b>Normal Vesting Date for Stock Option 1</b>	16 June 2028	16 June 2028
<b>Performance condition related to Stock Option 1</b>	Being a director or employee by the Company or its subsidiaries on the Vesting Date	Being a director or employee by the Company or its subsidiaries on the Vesting Date
<b>Number of Class B Shares granted under Stock Option 2</b>	16,000	12,000
<b>Grant Date for Stock Option 2</b>	15 June 2027	15 June 2027
<b>Normal Vesting Date for Stock Option 2</b>	16 June 2028	16 June 2028
<b>Performance conditions related to Stock Option 2</b>	EBITDA (excluding IFRS 16) of the Company as determined on the basis of IFRS financial statements for the year 2027 being at least 5% higher than EBITDA (excluding IFRS 16) of the Company as determined on the basis of the IFRS financial statements for the year 2026	EBITDA (excluding IFRS 16) of the Company as determined on the basis of IFRS financial statements for the year 2027 being at least 5% higher than EBITDA (excluding IFRS 16) of the Company as determined on the basis of the IFRS financial statements for the year 2026

Name	Serghei Bulgac	Valentin Popoviciu
<b>Number of Class B Shares granted under Stock Option 3</b>	16,000	12,000
<b>Grant Date for Stock Option 3</b>	15 June 2027	15 June 2027
<b>Normal Vesting Date for Stock Option 3</b>	16 June 2028	16 June 2028
<b>Performance condition related to Stock Option 3</b>	Number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2027, having increased by at least 1.25 million units when compared with number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2026.	Number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2027, having increased by at least 1.25 million units when compared with number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2026.
<b>Number of Class B Shares granted under Stock Option 4</b>	16,000	12,000
<b>Grant Date for Stock Option 4</b>	15 June 2027	15 June 2027
<b>Normal Vesting Date for Stock Option 4</b>	16 June 2028	16 June 2028
<b>Performance condition related to Stock Option 4</b>	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA (excluding IFRS 16) on the basis of IFRS group accounts for the year 2027) to be not more than 2.50:1.	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA (excluding IFRS 16) on the basis of IFRS group accounts for the year 2027) to be not more than 2.50:1.

<b>Number of Class B Shares granted under Stock Option 5</b>	16,000	12,000
<b>Grant Date for Stock Option 5</b>	15 June 2027	15 June 2027
<b>Normal Vesting Date for Stock Option 5</b>	16 June 2028	16 June 2028
<b>Performance condition related to Stock Option 5</b>	The free cash flow in Romania calculated as EBIDTA (excluding IFRS 16) on the basis of IFRS Group accounts for the year 2027 less CAPEX in Romania to exceed 200 million euro	The free cash flow in Romania calculated as EBIDTA (excluding IFRS 16) on the basis of IFRS Group accounts for the year 2027 less CAPEX in Romania to exceed 200 million euro