

**ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE *COMPANY*)
TO BE HELD ON TUESDAY, 18 MAY 2021, AT 14:00 PM CEST AT THE OFFICES OF
FRESHFIELDS BRUCKHAUS DERINGER LLP (AMSTERDAM OFFICE),
STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS**

AGENDA

1. Opening

2. Annual Report 2020

- a. Board report 2020 (discussion item)
- b. Dividend and Reservations Policy (discussion item)
- c. Adoption of the 2020 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 2020

Remuneration Report for 2020 (advisory, non-binding vote)

4. Appointment of Statutory Auditor

Proposal to appoint Ernst & Young Accountants, LLP, Netherlands as the statutory auditor of the Company for the financial year 2021 (voting item)

5. 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)

6. Approval of award of stock options to executive and non-executive directors

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

7. 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 2020

a. Board Report 2020 (discussion item)

The board report for the financial year 2020 is contained in the Company's Annual Report 2020. The Annual Report has been publicly available for inspection through the Company's corporate website www.digi-communications.ro as from 6 April 2021, the date on which this agenda and convocation notice were published.

b. Dividend and Reservations Policy (discussion item)

The dividend and reservations policy is described in the Company's Annual Report 2020. For further details on the dividend and reservations policy please refer to the "Dividend Policy" section of the Annual Report 2020.

c. Adoption of the Annual Accounts 2020 (voting item)

The Company's Annual Accounts 2020 have been drawn up by the Board of Directors and audited by Ernst & Young Accountants, LLP, the Netherlands, who have issued an unqualified opinion.

d. Distribution of Dividend (voting item)

The Board of Directors proposes to distribute a gross dividend in cash of 0,75 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 70,677,936. 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 70,677,936 is equivalent to approximately EUR 14,376,830 translated at the exchange rate reported by the National Bank of Romania applicable on 5.04.2021.

The listed Class B shares will be quoted ex-dividend from 2 June and the record date for the dividend shall be 3 June. It is expected that the dividend will be paid on or around 14 June.

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 2020(advisory, non-binding vote)

During 2020, 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 2020 and the Company's Remuneration Report for 2020 included in the Company's Annual Report 2020.

The General Meeting is requested to give an advisory vote on the Remuneration Report for 2020 made public on the Company's website.

Item 4: Appointment of Statutory Auditor (voting item)

The Audit Committee has reviewed and considered the performance of the statutory auditors in connection with the review and audit of the Company's annual consolidated and stand-alone accounts for the financial year 2020 and, based on such review, the Audit Committee and the other non-executive members of the Board of Directors have recommended to the Board of Directors to appoint Ernst & Young Accountants, LLP, the Netherlands as the Company's statutory auditors for the financial year ending 31 December 2021.

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, for the purposes of being granted to statutory (executive and non-executive) directors, managers and employees of the group under the various stock option plans approved or to be approved by the Company, in accordance with the applicable legal provisions, for a period of 12 months from the date of the AGM (i.e., up to and including 18 May 2022). The authority of the Board of Directors shall be limited to a maximum of up to 10% of the issued class B share capital at the close of trading on the Regulated Spot Market of the Bucharest Stock Exchange on the date of the AGM, 18 May 2021. The maximum purchase price per class B share shall at no times be higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the Regulated Spot Market of the Bucharest Stock Exchange. The purchases will not exceed, on any trading day more than 25 % of the *average daily volume* of the shares on the Regulated Spot Market of the Bucharest Stock Exchange on which the purchase is carried out, as defined in article 3 para. (3) from Regulation (UE) 2016/1052.

The Board of Directors intends to appoint an independent specialized trading / brokerage firm to execute any such buy-back.

Item 6: Approval of award of stock options and shares to executive and non- executive directors

Authorize the Board of Directors to decide upon the award of stock options and shares to executive directors of the Company and to non-executive directors of the Company, considering the positions occupied by the non-executive directors in the Company's subsidiaries (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) and to non-executive directors of the Company, considering the positions the non-executive directors occupy in the Company's subsidiaries, as provided in **Annex I** and **II** 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 7: 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 2021, 2022, 2023

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

Year 2021

Name	Serghei Bulgac	Valentin Popoviciu
Number of Class B Shares granted under Stock Option 1	32,000	20,000
Grant Date for Stock Option 1	19 May 2021	19 May 2021
Normal Vesting Date for Stock Option 1	20 May 2022	20 May 2022
Performance condition related to Stock Option 1	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
Number of Class B Shares granted under Stock Option 2	16,000	10,000
Grant Date for Stock Option 2	19 May 2021	19 May 2021
Normal Vesting Date for Stock Option 2	20 May 2022	20 May 2022
Performance conditions related to Stock Option 2	Consolidated EBITDA of the Company as determined on the basis of IFRS financial statements for the year 2021 being at least 5% higher than consolidated EBITDA of the Company as determined on the basis of the IFRS financial statements for the year 2020	Consolidated EBITDA of the Company as determined on the basis of IFRS financial statements for the year 2021 being at least 5% higher than consolidated EBITDA of the Company as determined on the basis of the IFRS financial statements for the year 2020

Name	Serghei Bulgac	Valentin Popoviciu
Number of Class B Shares granted under Stock Option 3	16,000	10,000
Grant Date for Stock Option 3	19 May 2021	19 May 2021
Normal Vesting Date for Stock Option 3	20 May 2022	20 May 2022
Performance condition related to Stock Option 3	Number of revenue generating units of the Group (excluding disposed activities as well as acquisitions), as defined and set out in the Annual Report of the Company for the period for which performance is measured, having increased by at least 300,000 units when compared with number of revenue generating units of the Group, as defined and set out in the previous Annual Report of the Company	Number of revenue generating units of the Group (excluding disposed activities as well as acquisitions), as defined and set out in the Annual Report of the Company for the period for which performance is measured, having increased by at least 300,000 units when compared with number of revenue generating units of the Group, as defined and set out in the previous Annual Report of the Company
Number of Class B Shares granted under Stock Option 4	16,000	10,000
Grant Date for Stock Option 4	19 May 2021	19 May 2021
Normal Vesting Date for	20 May 2022	20 May 2022
Performance condition related to Stock Option 4	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA on the basis of IFRS group accounts for the year 2021) to be not more than 3.25:1.	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA on the basis of IFRS group accounts for the year 2021) to be not more than 3.25:1.

Year 2022

Name	Serghei Bulgac	Valentin Popoviciu
Number of Class B Shares granted under Stock Option 1	32,000	20,000
Grant Date for Stock Option 1	19 May 2022	19 May 2022
Normal Vesting Date for Stock Option 1	20 May 2023	20 May 2023
Performance condition related to Stock Option 1	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
Number of Class B Shares granted under Stock Option 2	16,000	10,000
Grant Date for Stock Option 2	19 May 2022	19 May 2022
Normal Vesting Date for Stock Option 2	20 May 2023	20 May 2023
Performance conditions related to Stock Option 2	Consolidated EBITDA of the Company as determined on the basis of IFRS financial statements for the year 2022 being at least 5% higher than consolidated EBITDA of the Company as determined on the basis of the IFRS financial statements for the year 2021	Consolidated EBITDA of the Company as determined on the basis of IFRS financial statements for the year 2022 being at least 5% higher than consolidated EBITDA of the Company as determined on the basis of the IFRS financial statements for the year 2021

Name	Serghei Bulgac	Valentin Popoviciu
Number of Class B Shares granted under Stock Option 3	16,000	10,000
Grant Date for Stock	19 May 2022	19 May 2022
Normal Vesting Date for Stock Option 3	20 May 2023	20 May 2023
Performance condition related to Stock Option 3	Number of revenue generating units of the Group (excluding disposed activities as well as acquisitions), as defined and set out in the Annual Report of the Company for the period for which performance is measured, having increased by at least 300,000 units when compared with number of revenue generating units of the Group, as defined and set out in the previous Annual Report of the Company	Number of revenue generating units of the Group (excluding disposed activities as well as acquisitions), as defined and set out in the Annual Report of the Company for the period for which performance is measured, having increased by at least 300,000 units when compared with number of revenue generating units of the Group, as defined and set out in the previous Annual Report of the Company
Number of Class B Shares granted under Stock Option 4	16,000	10,000
Grant Date for Stock Option 4	19 May 2022	19 May 2022
Normal Vesting Date for Stock Option 4	20 May 2023	20 May 2023
Performance condition related to Stock Option 4	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA on the basis of IFRS group accounts for the year 2022) to be not more than 3.25:1.	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA on the basis of IFRS group accounts for the year 2022) to be not more than 3.25:1.

Year 2023

Name	Serghei Bulgac	Valentin Popoviciu
Number of Class B Shares granted under Stock Option 1	32,000	20,000
Grant Date for Stock Option 1	19 May 2023	19 May 2023
Normal Vesting Date for Stock Option 1	20 May 2024	20 May 2024
Performance condition related to Stock Option 1	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
Number of Class B Shares granted under Stock Option 2	16,000	10,000
Grant Date for Stock Option 2	19 May 2023	19 May 2023
Normal Vesting Date for Stock Option 2	20 May 2024	20 May 2024
Performance conditions related to Stock Option 2	Consolidated EBITDA of the Company as determined on the basis of IFRS financial statements for the year 2023 being at least 5% higher than consolidated EBITDA of the Company as determined on the basis of the IFRS financial statements for the year 2022	Consolidated EBITDA of the Company as determined on the basis of IFRS financial statements for the year 2023 being at least 5% higher than consolidated EBITDA of the Company as determined on the basis of the IFRS financial statements for the year 2022

Name	Serghei Bulgac	Valentin Popoviciu
Number of Class B Shares granted under Stock Option 3	16,000	10,000
Grant Date for Stock Option 3	19 May 2023	19 May 2023
Normal Vesting Date for Stock Option 3	20 May 2024	20 May 2024
Performance condition related to Stock Option 3	Number of revenue generating units of the Group (excluding disposed activities as well as acquisitions), as defined and set out in the Annual Report of the Company for the period for which performance is measured, having increased by at least 300,000 units when compared with number of revenue generating units of the Group, as defined and set out in the previous Annual Report of the Company	Number of revenue generating units of the Group (excluding disposed activities as well as acquisitions), as defined and set out in the Annual Report of the Company for the period for which performance is measured, having increased by at least 300,000 units when compared with number of revenue generating units of the Group, as defined and set out in the previous Annual Report of the Company
Number of Class B Shares granted under Stock Option 4	16,000	10,000
Grant Date for Stock Option 4	19 May 2023	19 May 2023
Normal Vesting Date for Stock Option 4	20 May 2024	20 May 2024
Performance condition related to Stock Option 4	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA on the basis of IFRS group accounts for the year 2023) to be not more than 3.25:1.	Leverage ratio for the group (calculated as consolidated total net financial indebtedness to EBITDA on the basis of IFRS group accounts for the year 2023) to be not more than 3.25:1.

ANNEX II

Terms and conditions of ESOP Class B Shares grant applicable to the non-executive Board members of the Company in 2021

Year 2021

Name	Bogdan Ciobotaru
Number of Class B Shares granted under Stock Option	30,000
Grant Date for Stock Option	19 May 2021
Normal Vesting Date for Stock Option	20 May 2022
Option Vesting Price	For no consideration
Performance condition related to Stock Option	Being a director or employee by the Company or its subsidiaries on the Vesting Date