

**ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE COMPANY)
TO BE HELD ON THURSDAY 30 APRIL 2020 AT 12:00 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 2019

- a. Board report 2019 (discussion item)
- b. Dividend and Reservations Policy (discussion item)
- c. Adoption of the 2019 Annual Accounts (voting item)
- d. Distribution of dividend (voting item)
- e. Release from liability of the members of Board of Directors (voting item)

3. Application of the Remuneration Policy and Remuneration Report for 2019

- a. Remuneration Report for 2019 (advisory, non-binding vote)
- b. Approval of the new Remuneration Policy of the members of the Board of Directors (voting item)

4. Appointment of Statutory Auditor

Proposal to appoint Ernst & Young Accountants, LLP, Netherlands as the statutory auditor of the Company for the financial year 2020 (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. Re-appointment of the members of the Board of Directors

- a. Re-appointment of Serghei Bulgac as executive-director of the Board of Directors (voting item)
- b. Re-appointment of Valentin Popoviciu as executive-director of the Board of Directors (voting item)

c. Re-appointment of Zoltan Teszari as non-executive-director and president of the Board of Directors (voting item)

d. Re-appointment of Marius Catalin Varzaru as non-executive-director and vice-president of the Board of Directors (voting item)

e. Re-appointment of Bogdan Ciobotaru as non-executive-director of the Board of Directors (voting item)

f. Re-appointment of Piotr Rymaszewski as non-executive-director of the Board of Directors (voting item)

g. Re-appointment of Emil Jugaru as non-executive-director of the Board of Directors (voting item)

7. Approval of award of stock options to executive directors

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

8. 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 2019

a. Board Report 2019 (discussion item)

The board report for the financial year 2019 is contained in the Company's Annual Report 2019. The Annual Report has been publicly available for inspection through the Company's corporate website www.digi-communications.ro as from 19 March 2020, the date on which this agenda and convocation notice was published.

b. Dividend and Reservations Policy (discussion item)

The dividend and reservations policy is described in the Company's Annual Report 2019. For further details on the dividend and reservations policy please refer to the "Dividend Policy" section of the Annual Report 2019.

c. Adoption of the Annual Accounts 2019 (voting item)

The Company's Annual Accounts 2019 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 RON 0.65 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 61,254,211. 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 61,254,211 is equivalent to approximately EUR 12,816,565 translated at the exchange rate reported by the National Bank of Romania applicable on March 18, 2020.

The listed Class B shares will be quoted ex-dividend from May 15, 2020 and the record date for the dividend shall be May 16, 2020. It is expected that the dividend will be paid on or around May 29, 2020.

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: Application of the Remuneration Policy and Remuneration Report for 2019

a. Remuneration Report for 2019 (advisory, non-binding vote)

During 2019, 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 2019 and the Company's Remuneration Report for 2019 included in the Company's Annual Report 2019.

The general meeting is requested to give an advisory vote on the Remuneration Report for 2019 made public on the Company's website. The Remuneration Report for 2019 is construed according to the provisions of EU Directive 828/2017 as implemented in The Netherlands.

b. Approval of the new Remuneration Policy of the members of the Board of Directors (voting item)

The Remuneration Policy of the members of the Board of Directors has been updated in line with the requirements of the provisions of EU Directive 828/2017 as implemented in Dutch law. The new proposed Remuneration Policy is published on the Company 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 2019 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 2020.

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 30 April 2021). 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, 30 April 2020. 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.

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

Item 6: Re-appointment of the members of the Board of Directors

Considering that the mandate of the board members will terminate at the end of the day when the 2020 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 reappoint as members of the Board of Directors, the Board of Directors members from the previous mandate, occupying the same previous positions, with effect from 1 May, 2020.

a. Re-appointment of 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 Serghei Bulgac as executive director of the Board of Directors.

The proposed appointment of Mr. Bulgac is for a term ending on the day of the annual general meeting of shareholders of the Company to be held in 2024, which is the fourth year after the year of the re-appointment. 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 Director 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 43 years old and graduated from the Bucharest Academy of Economic Studies and holds an MBA degree from INSEAD. He currently holds 212,489 class B shares in the share capital of the Company. Mr. Bulgac is under the current mandate, that will expire at the end of the day when the 2020 general shareholders meeting will be held, an executive member of the Board of Directors and Chief Executive Officer of the Company. 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 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 Valentin Popoviciu as executive director of the Board of Directors.

The proposed appointment of Mr. Popoviciu is for a term ending on the day of the annual general meeting of shareholders of the Company to be held in 2024, which is the fourth year after the year of the re-appointment. 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 45 years old and graduated from the economics faculty of the Constanta—Tomis University in 1997. He currently holds 150,000 class B shares in the share capital of the Company. Mr. Popoviciu is under the current mandate, that will expire at the end of the day when the 2020 general shareholders meeting will be held, an executive member of the Board of Directors of the Company. Mr. Popoviciu is also a non-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 had held the position of Business Development Manager of RCS & RDS since 1999, after joining the company in 1998 as a branch manager in the Constanta office.

c. Re-appointment of 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 Zoltan Teszari as non-executive director and president of the Board of Directors.

The proposed appointment of Mr. Teszari is for a term ending on the day of the annual general meeting of shareholders of the Company to be held in 2024, which is the fourth year after the year of the re-appointment. 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. 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 of the Board of Directors.

Biography

Mr. Teszari is 49 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 2020 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 Marius Catalin Varzaru as non-executive director and vice-president of the Board of Directors (voting item)

The Class A Meeting proposes, by way of binding nomination, to re-appoint Marius Catalin Varzaru as non-executive director and vice-president of the Board of Directors.

The proposed appointment of Mr. Varzaru is for a term ending on the day of the annual general meeting of shareholders of the Company to be held in 2024, which is the fourth year after the year of the re-appointment. 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. Varzaru 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. 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 of the Board of Directors.

Biography

Mr. Varzaru is 40 years old and graduated from the Bucharest Academy of Economic Studies in 2001. He currently doesn't hold 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 2020 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 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 Bogdan Ciobotaru as non-executive director of the Board of Directors.

The proposed appointment of Mr. Ciobotaru is for a term ending on the day of the annual general meeting of shareholders of the Company to be held in 2024, which is the fourth year after the year of the re-appointment. 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. 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 41 years old and graduated from the Bucharest Academy of Economic Studies and holds an Executive MBA from Oxford University. He currently holds 567,261 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 2020 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 in the Global Capital Markets, at Morgan Stanley in London, where he worked for over 10 years.

f. Re-appointment of Piotr Rymaszewski as non-executive director of the Board of Directors (voting item)

The Class A Meeting proposes, by way of binding nomination, to re-appoint Piotr Rymaszewski as non-executive director of the Board of Directors.

The proposed appointment of Mr. Rymaszewski is for a term ending on the day of the annual general meeting of shareholders of the Company to be held in 2024, which is the fourth year after the year of the re-appointment. 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. Rymaszewski 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. Rymaszewski'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. Rymaszewski is 55 years old and holds a Bachelor's degree in Physics from the University of Pennsylvania and a JD degree in International and Commercial Law from Cornell Law School. He currently doesn't hold class B shares in the share capital of the Company. Mr. Rymaszewski is under the current mandate, that will expire at the end of the day when the 2020 general shareholders meeting will be held, a non-executive director of the Board of Directors of the Company. Mr. Rymaszewski also holds the position of CEO of Octava Asset Management, a Polish real-estate portfolio management company, part of the Elliott Group, a position he has held since 2014. Since 2007, Mr. Rymaszewski has also served as the CEO and president of the board of directors of Octava S.A., a Polish public company active in real estate and part of the Elliott Group. Mr. Rymaszewski's experience in advisory and supervisory roles includes serving on the Board of Nominees of Fondul Proprietatea S.A., a Romanian publicly traded AIF since 2012.

g. Re-appointment of 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 Emil Jugaru as non-executive director of the Board of Directors.

The proposed appointment of Mr. Jugaru is for a term ending on the day of the annual general meeting of shareholders of the Company to be held in 2024, which is the fourth year after the year of the re-appointment. 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. 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 46 years old and is a graduate of the Faculty of Automation and Computers Sciences 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 2020 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 Digi Communications N.V., actively participating at the development of Group's successful Internet network and services. He currently holds also the position of Head of RCS & RDS Sales and Customer Care Business Unit.

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 1 and Annex 2 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 4 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 1

Terms and conditions of ESOP Class B Shares grant applicable to the executive board members of the Company in 2020

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

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	14 May 2020	14 May 2020
Normal Vesting Date for Stock Option 1	15 May 2021	15 May 2021
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	14 May 2020	14 May 2020
Normal Vesting Date for Stock Option 2	15 May 2021	15 May 2021
Performance conditions related to Stock Option 2	EBITDA of the Company as determined on the basis of IFRS financial statements for the year 2020 being at least 5% higher than EBITDA of the Company as determined on the basis of the IFRS financial statements for the year 2019	EBITDA of the Company as determined on the basis of IFRS financial statements for the year 2020 being at least 5% higher than EBITDA of the Company as determined on the basis of the IFRS financial statements for the year 2019

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	14 May 2020	14 May 2020
Normal Vesting Date for Stock Option 3	15 May 2021	15 May 2021
Performance condition related to Stock Option 3	Number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2020, 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 Annual Report of the Company for the year 2019.	Number of revenue generating units of the Group, as defined and set out in the Annual Report of the Company for the year 2020, 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 Annual Report of the Company for the year 2019.
Number of Class B Shares granted under Stock Option 4	16,000	10,000
Grant Date for Stock Option 4	14 May 2020	14 May 2020
Normal Vesting Date for Stock Option 4	15 May 2021	15 May 2021
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 2020) 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 2020) to be not more than 3.25:1.