

NOTICE OF ATTENDANCE AND POWER OF ATTORNEY

THE UNDERSIGNED:

Name individual / legal entity: _____

Address: _____

Place: _____ Country: _____

DECLARES THAT:

on 2 April 2020, he/she/it is the holder of _____ class B shares in the share capital of **Digi Communications N.V.** (the **Company**).

☐ He/she will attend **in person** the general meeting of shareholders which will be held on 30 April 2020.

☐ **(if you are an individual:)** He/she will **not attend** the general meeting of shareholders in person and hereby grants a power of attorney to:

Name: _____

Address: _____

Place: _____ Country: _____

who is hereby authorised to, on behalf of the undersigned, attend the general meeting of shareholders of the Company to be held on 30 April 2020, to sign the attendance list, to speak and to cast a vote at that meeting. All of the foregoing comes with the right of substitution. This power of attorney shall be governed exclusively by the laws of the European part of the Netherlands.

☐ **(if it concerns a legal entity:)** _____ (*name of the legal entity*) will be represented at the general meeting of shareholders by:

Name: _____

Address: _____

Place: _____ Country: _____

who is hereby authorised to, on behalf of the undersigned, attend the general meeting of shareholders of the Company to be held on 30 April 2020, to sign the attendance list, to speak and to cast a vote at that meeting. All of the foregoing comes with the right of substitution. This power of attorney shall be governed exclusively by the laws of the European part of the Netherlands.

☐ He/she/it will not attend the general meeting of shareholders in person or be represented by its own representative and instead hereby grants a power of attorney to Mrs. Andra Gunescu, appointed as the company secretary of the Company, who is hereby authorised to, on behalf of the undersigned, with the right of substitution, attend the general meeting of shareholders of the Company to be held on 30 April

2020, to sign the attendance list, to speak and to cast a vote at that meeting on the voting items on the agenda in accordance with the following instruction:

Item		For	Against	Abstention
2c	Adoption of the 2019 Annual Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2d	Distribution of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2e	Release from liability of the members of Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a	Remuneration Report for 2019 (advisory vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b	Approval of the new Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Appointment of Statutory Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Designation of the Board of Directors as the competent body to repurchase own Class B Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6a	Re-appointment of Serghei Bulgac as executive-director of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6b	Re-appointment of Valentin Popoviciu as executive-director of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6c	Re-appointment of Zoltan Teszari as non-executive director and president of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6d	Re-appointment of Marius Catalin Varzaru as non-executive director and vice-president of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6e	Re-appointment of Bogdan Ciobotaru as non-executive director of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6f	Re-appointment of Piotr Rymaszewski as non-executive director of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6g	Re-appointment of Emil Jugaru as non-executive director of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Authorize the Board of Directors to decide upon the award of stock options to executive directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

All of the foregoing comes with the right of substitution. This power of attorney to Andra Gunescu shall be governed exclusively by the laws of the European part of the Netherlands.

(signature)

(date and place)

! PLEASE DO NOT FORGET TO COMPLETE YOUR PERSONAL DETAILS AT THE BEGINNING OF THIS DOCUMENT AND THE NUMBER OF SHARES !

This notice of attendance and power of attorney must be received by the Company ultimately by 17:00 (EEST) on Thursday 23 April 2020 at the following address:

Digi Communications N.V.
Attn: Mrs. Andra Gunescu
Dr. N. Staicovici 75, fourth floor
Bucharest, Romania
e-mail: digi.gsm@digi-communications.ro

A copy of this power of attorney needs to be shown at the registration on the day of the general meeting by the attorney, who should be able to demonstrate that the power of attorney was signed by the shareholder.