

**EXTRAORDINARY GENERAL  
MEETING OF DIGI  
COMMUNICATIONS N.V.**

**CONVOCATION**

Digi Communications N.V. (the **Company**) hereby invites its shareholders and all other persons with meeting rights to attend its extraordinary general meeting (**EGM**) to be held at **12 PM CET on Thursday, 4 November 2021**, at the offices of Freshfields Bruckhaus Deringer LLP (Amsterdam office), Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands.

### ***COVID-19***

In light of the public health risks arising from outbreak of the COVID-19 virus, the shareholders of the Company (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights) do not need to be present at the EGM in person. Instead, please give your voting instructions by proxy or through the Evote by ING (<https://evote.ingwb.com>) – as set out in more detail below.

The Company acknowledges that constraints caused by the outbreak of the COVID-19 virus may restrict the possibility to attend the EGM in person. For this reason, shareholders who decide not to attend the EGM on Thursday, 4 November 2021 in Amsterdam, the Netherlands, and who wish to submit questions regarding items on the EGM agenda, may submit their questions by email to [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro) up to 12:00 pm CET on Thursday, 28 October 2021, (1:00 pm in Romania). The e-mail must include the name, surname, number of shares held by the shareholder on the record date for the EGM and the EGM agenda item to which the question relates.

### ***Agenda***

The agenda for the EGM and the explanatory notes thereto are available on the website of the Company ([www.digi-communications.ro](http://www.digi-communications.ro)) from 23 September 2021 onwards and are, with effect from the same date, available for inspection and obtainable free of charge at the offices of the Company (tel. +40314006505 and address: 75 Dr. N. Staicovici Street, fourth floor, Bucharest, Romania).

### ***Record Date***

Shareholders (which for the purposes of this notice includes holders of rights of usufruct and pledgees with voting rights) are entitled to attend and vote at the EGM (either in person or by proxy) if they (i) are registered in one of the (sub)registers as described below on the 28<sup>th</sup> day prior to the EGM and therefore on **7 October 2021** (the **Record Date**) after all debit and credit entries have been handled and (ii) in addition have notified the Company of their intended attendance at the EGM in the manner mentioned below. The designated (sub)registers are the administration records of the Romanian Central Depository (Depozitarul Central S.A.), and the shareholders' register of the Company.

### ***Notification of Attendance***

**Class A shares:** holders of registered class A shares (which for the purposes of this notice includes holders of rights of usufruct and pledgees with voting rights in respect of these shares) who wish to attend the EGM (either in person or by proxy) must notify the Company of their intended attendance, which notice, accompanied where applicable by written power of attorney (see below), must have been received by Mrs. Andra Gunescu, the Company's secretary (address: 75 Dr. N. Staicovici Street, fourth floor, Bucharest, Romania and e-mail [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro)) no later than by **Thursday, 28 October 2021, 5.00 p.m. EET**. Duly registered shareholders will receive a receipt confirmation supplied by the Company which together with a valid identification document will also serve as admission ticket for the EGM.

**Class B shares:** holders of class B shares (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights in respect of these shares) who wish to attend the EGM (either in person or by proxy) must notify the Company by registering via the Evote by ING (<https://evote.ingwb.com>) no later than by **Thursday, 28 October 2021, 5.00 p.m. EET**. Duly registered shareholders will receive a receipt confirmation supplied by ING Bank N.V. which together with a valid identification document will also serve as admission ticket for the EGM.

### ***Representation by Proxy***

**Class A shareholders:** holders of registered class A shares (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights in respect of those shares) who will not participate in person to the meeting or be represented by their own representative may grant a proxy to, on behalf of the relevant class A shareholder, attend the EGM, 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 voting instructions provided by the relevant holder, all with the right of substitution to:

- (i) a third person: or
- (ii) Mrs. Andra Gunescu, secretary of the Company, and to Mrs. Madalina-Elena Lungu, legal counsel of the Company (address: 75 Dr. N. Staicovici Street, fourth floor, Bucharest, Romania), any of whom to individually and alternatively (and not collectively) execute the given proxy in which case such proxy must include unequivocal voting instruction(s).

The holder of shares A will notify the Company of an electronic copy of the proxy at the following e-mail address: [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro) no later than by **Thursday, 28 October 2021, 5.00 p.m. EET**.

**Class B shares:** The holders of class B shares (which for the purposes of the EGM includes holders of rights of usufruct and pledgees with voting rights in respect of those shares) who will not participate to the meeting in person or be represented by their own representative can:

- (i) grant a power of attorney to Mrs. Andra Gunescu (to be obtained via Evote by ING (<https://evote.ingwb.com>) who will be authorized to, on behalf of the relevant holder, with the right of substitution, to attend the EGM, 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 voting instructions provided by the relevant holder.

The duly completed and executed power of attorney must be received by the Company for the attention of Mrs. Andra Gunescu, Dr. N. Staicovici 75, fourth floor, Bucharest, Romania, or by e-mail: [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro), no later than by **Thursday, 28 October 2021, 5.00 p.m. EET.**

- (ii) give voting instructions via Evote by ING (<https://evote.ingwb.com>), no later than by **Thursday, 28 October 2021, 5.00 p.m. EET.**

### ***E-voting Class B Shares***

Only holders of class B shares (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights in respect of those shares) may also give voting instructions via <https://evote.ingwb.com> no later than by **Thursday, 28 October 2021, 5.00 p.m. EET.**

### ***Identification***

Persons entitled to attend the EGM (which includes persons granted with a proxy in the manner as described above) will be requested to identify themselves at the Registration Desk prior to admission to the EGM and are therefore requested to bring a valid identity document.

### ***Issued capital and voting rights of the Company***

At the day of this convocation, the Company has an issued share capital of EUR 6,810,042.52 consisting of 64,556,028 Class A Shares, each having a nominal value of EUR 0.10 and 35,443,972 Class B Shares, each share having a nominal value of EUR 0.01. 4,409,361 Class A Shares and 636,226 Class B Shares are held by the Company in its own share capital (in treasury). No votes may be cast for shares held by the Company in its own share capital. Therefore, the total number of voting rights at the day of this convocation amounts to 636,274,416.