

ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE COMPANY) TO BE HELD ON MONDAY, 29 JUNE 2026, AT 2:00 PM CET AT THE OFFICES OF FRESHFIELDS LLP (AMSTERDAM OFFICE), STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS

AGENDA

1. Opening

2. Annual Report 2025

- a. Board report (including the Sustainability Statement) for 2025 (*discussion item*);
- b. Dividend Policy (*discussion item*);
- c. Adoption of the 2025 Annual Accounts (*voting item*);
- d. Approval of dividend distribution (*voting item*);
- e. Release from liability of the members of Board of Directors (*voting item*);

3. Remuneration Policy and Remuneration Report for 2025

- a. Approval of the Remuneration Report for 2025 (*advisory, non-binding vote*);
- b. Approval of the revised Remuneration Policy of the Board of Directors (*voting item*);

4. Application of the revised Dutch Corporate Governance Code 2025 (the Dutch Code)

The main elements of the Company's corporate governance structure and its compliance with the revised Dutch Code during 2025 are presented in the 2025 Annual Report. Please refer to the "Management Structure. Corporate Governance", "Board of Directors Statements" sections and Annex 3 of the 2025 Annual Report (*discussion item*).

5. Amendment of the Company's Share Option Plan

Amendment of the Company's Share Option Plan in order to enable the adjustment of the number of Options granted thereunder in case of the occurrence of certain corporate events that affect the value of the Company's shares (*voting item*).

6. Designation of the Board of Directors as the competent body to determine the adjusted number of Options approved by the Annual General Meeting held on 25 June 2024 following the issued share capital increase implemented by the Company on 8 April 2026

Designation of the Board of Directors as the competent body to determine the adjusted number of Options approved by the General Meeting of the Company held on 25 June 2024, for the years 2025–2026, pursuant to the capital increase by issuance of new shares allotted free of charge to the existing shareholders (*voting item*).

7. 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*).

8. Composition of the Board

- a. Re-appointment of Mr. Marius Catalin Varzaru as Non-Executive Director and Vice-president of the Board of Directors (*voting item*);
- b. Re-appointment of Mr. Emil Jugaru as Non-Executive Director of the Board of Directors (*voting item*);

9. Authority to issue shares

- a. Proposal to grant authority to the Board of Directors to issue shares and/or grant rights to subscribe for shares (*voting item*);
- b. Proposal to grant authority to the Board of Directors to restrict or exclude pre-emptive rights (*voting item*).

10. 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 2025

a. Board Report (including the sustainability statement) for 2025 (discussion item)

The board report, including the sustainability statement for the financial year 2025 is contained in the Company's Annual Report 2025. The Annual Report is publicly available for inspection through the Company's corporate website 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 2025. For further details on the dividend and reservations policy please refer to the "Dividend Policy" section of the Annual Report 2025.

c. Adoption of the 2025 Annual Accounts (voting item)

The Company's 2025 Annual Accounts have been drawn up by the Board of Directors and audited by KPMG N.V., who has issued an unqualified opinion.

d. Approval of dividend distribution (voting item)

The Board of Directors proposes to distribute a gross dividend in cash of 0.50 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 143,411,419.5. 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 143,411,419.5 is equivalent to approximately EUR 27,532,526 translated at the exchange rate reported by the National Bank of Romania applicable on 15 May 2026. The listed Class B shares will be quoted ex-dividend from 7 July 2026 and the record date for the dividend shall be 8 July 2026. It is expected that the dividend will be paid on or around 24 July 2026.

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 Annual General Meeting 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 Annual General Meeting prior to the adoption of the annual accounts.

Item 3: Remuneration Policy and Remuneration Report for 2025

a. Approval of the Remuneration Report for 2025 (advisory, non-binding vote)

During 2025, the Company continued to comply with the applicable Remuneration Policy, which had been initially adopted on April 30, 2020 and subsequently reviewed and updated in 2024. 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 2025, as well as the Company's Remuneration Report for 2025 included in the Company's Annual Report 2025. The Annual General Meeting is requested to give an advisory vote on the Remuneration Report for 2025 made public on the Company's website.

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

The Remuneration Committee has reviewed the Remuneration Policy adopted on 25 June 2024 and proposes that the Annual General Meeting approve a revised version of the Remuneration Policy reflecting certain updates and alignments, such as the clarification of the provisions of Article 4.3 concerning the variable remuneration by referring exclusively to executive directors, given that this article governs the remuneration of executive directors, the clarification that the limit on the percentage of variable remuneration relative to the fixed remuneration of executive directors does not include stock options, as well as the update of the references in Article 4.4 to the amended ESOP.

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

Item 4: Application of the revised Dutch Corporate Governance Code 2025 (the Dutch Code) (discussion item)

The Dutch Code was updated on 20 March 2025 and endorsed into Dutch law on 3 February 2026. In connection with this revised version applicable as of the reporting year 2025, the Company included the VOR (the *Verklaring Omtrent Risicobeheersing*), as required by best practice 1.4.3. of the Dutch Code, in the Board of Directors Statements of the 2025 Annual Report.

The main elements of the Company's corporate governance structure and its compliance with the Dutch Code during 2025 are presented in the 2025 Annual Report, please see as reference the "*Management Structure. Corporate Governance*", "*Board of Directors Statements*" and Annex 3 of the 2025 Annual Report.

Item 5: Amendment of the Company's Share Option Plan (voting item)

The Remuneration Committee has reviewed the Company's Share Option Plan (ESOP) as amended on 2 May 2018 and proposes that the Annual General Meeting approve a revised version of the Share Option Plan (ESOP) consisting in the introduction of the following

provisions regulating the determination of the number of Options in the event of occurrence of certain corporate events that affect the value of a share:

“2.4. The determination of the number of Options granted to Eligible Participants will take place after the appropriate adjustments generated by corporate events that result in a general increase or decrease of share capital such as stock split or proportional increase of shares (including rights issues) by incorporation of reserves or share consolidation. Following such corporate events, the determination of the number of Options to be granted to Eligible Participants shall fall within the competence of the Board.”

The revised edition of the Share Option Plan (ESOP) is published on the Company’s website.

Item 6: Designation of the Board of Directors as the competent body to determine the adjusted number of Options approved by the Annual General Meeting held on 25 June 2024, following the issued share capital increase implemented by the Company on 8 April 2026 (voting item)

In the context of the increase of the Company’s issued share capital through the issuance of new shares to the Company’s existing shareholders on account of the freely distributable reserves of the Company on 8 April 2026, it is proposed to designate the Board of Directors as the competent body to adjust the number of Options approved by the General Meeting held on 25 June 2024 for the years 2025–2026, by increasing the number of existing Options proportionally with the effect of the share capital increase (for each 1 Option, 2 additional Options being granted).

Item 7: 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 30, 2026 up to and including 29 December 2027, 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 10,000,000 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 70 (maximum price) and a minimum price of no less than RON 30 (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 8: Composition of the Board (voting item)

The term of three non-executive directors will expire at the end of the day when the 2026 Annual General Meeting 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 re-appoint Mr. Marius Catalin Varzaru and Mr. Emil Jugaru with effect from 30 June, 2026. The current term of Mr. Bogdan Ciobotaru expires and he will not stand for re-appointment. This will leave the Board of Directors with one non-executive director less after the Annual General Meeting. The Board of Directors is currently in the process of identifying candidates to fulfil this vacancy of new non-executive director of the Company. When in consultation with the Class A Meeting such process has been completed, an extraordinary general shareholders' meeting will be convened and held to formally appoint a new non-executive director upon binding nomination of the Class A Meeting.

a. Re-appointment of Mr. 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 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 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. 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 47 years old and graduated from the Bucharest Academy of Economic Studies in 2002. He currently holds 150,000 class B shares in the share capital of the Company. Mr. Varzaru is, under the current term, that will expire at the end of the day when the 2026 general 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 Digi Romania S.A. (formerly named 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 Digi Romania, Mr. Varzaru worked at KPMG.

b. 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 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. 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 53 years old and is a graduate of the Faculty of Automatic Control and Computer Science of the Polytechnic University of Bucharest. He currently holds 30,000 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 2026 general 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 Digi Romania S.A. (formerly named RCS & RDS), the 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.

9. Authority to issue shares

a. Proposal to grant authority to the Board of Directors to issue shares and/or grant rights to subscribe for shares (voting item);

The proposal is to designate the Board of Directors as the authorized body to issue class B shares and grant rights to subscribe for those shares.

This delegation of authority shall be for general purposes (including for the implementation of the Company's share option plan) and is limited to 10% of the Company's issued class B shares as of 29 June 2026, for a period of 18 months, starting on 29 June 2026 and ending on 29 December 2027.

b. Proposal to grant authority to the Board of Directors to restrict or exclude pre-emptive rights (voting item).

The proposal is to grant the Board of Directors authority to limit or exclude pre-emptive rights on the issuance of class B shares and/or to grant rights to subscribe for such shares. As described under agenda item 9a), this authority is limited to a maximum of 10% of Company's issued class B shares as of 29 June 2026, for a period of 18 months, starting on 29 June 2026 and ending on 29 December 2027.

10. Close of meeting

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