

EXTRAORDINARY GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE COMPANY) TO BE HELD ON FRIDAY, 20 MARCH 2026, AT 2 PM CET AT THE OFFICES OF FRESHFIELDS LLP (AMSTERDAM OFFICE), STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS

AGENDA

1. Opening

2. Authority to issue shares

- a. Proposal to designate the Board of Directors as the competent corporate body to resolve to issue Class A shares and Class B shares on account of the Company's retained earnings and general reserves.
- b. Proposal to grant the authority to the Board of Directors to restrict or exclude pre-emptive rights with relation to agenda-item 2a.

3. Proposal to amend the Company's articles of association

4. Close of Meeting.

EXPLANATORY NOTES TO THE AGENDA

Item 1: Opening

The chairman of the Board of Directors will open the extraordinary general meeting.

Item 2: Authority to issue shares and exclude any pre-emptive rights therefore

- a. *Proposal to designate the Board of Directors as the competent corporate body to resolve to issue Class A shares and Class B shares by conversion of and therefore on account of the Company's retained earnings and general reserves (voting item)*

As was announced by the Company in its press release on 6 February 2026, the Board of Directors proposes to be authorized to convert part of the Company's retained earnings and general reserves into share equity by issuing to its shareholders new Class A shares, respectively new Class B shares. There will not be any offering of shares. Shares will only be issued, on a pro rata basis, to current shareholders as they are registered in one of the (sub)registers of the Romanian Central Depository (*Depozitarul Central S.A.*), and the shareholders' register of the Company after all debit and credit entries have been handled on the record date and with the settlement schedule that will be approved by the Board of Directors subject to the required disclosures.

Based on Articles 1.4(h) and 1.5(ba) of the Regulation 2017/1129/EU (the **Prospectus Regulation**), the proposed conversion and issue and admission of the new Class B shares to the trade on the regulated spot market in Romania operated by Bucharest Stock Exchange (*Bursa de Valori București*) may occur without a prospectus, provided a document containing the information set out in Annex IX to the Prospectus Regulation is filed in accordance with the requirements set for this.

In light of the above, it is proposed to designate the Board of Directors as the authorized body to issue a maximum of 2 new Class A shares each with a nominal value of EUR 0.10 for each existing Class A share, and 2 new Class B shares each with a nominal value of EUR 0.01 for each existing Class B share (together the **New Shares**), as applicable, to the holders of those shares, respectively, and such on account of Company's retained earnings and general reserves for a maximum amount to be credited against those reserves of EUR 13,000,000 (corresponding to approx. RON 66,228,500 as per the EUR/RON exchange rate on 6 February 2026) (the **Conversion**). The Board of Directors has confirmed that the Company's freely distributable reserves are sufficient to enable the Conversion. This delegation is for a limited period only, and subject to approval from the shareholders at the extraordinary general meeting will end the day following the issuance of the New Shares and no later than on 30 June 2026. For the avoidance of doubt, this delegation of authority is in addition to and does not supersede any existing delegation for the Board of Directors to issue new shares.

Considering that the exact number of New Shares shall only be determined at the record date (as determined by the Board), the conversion of reserves into share capital will be effected by the Board of Directors under the authority to issue shares to be granted under this agenda item and the authority granted to the Board of Directors under the Company's articles of association in Article 28, paragraph 7 to dispose of reserves of the Company and subject to the required disclosures including, in particular, the filing of Annex IX to the Prospectus Regulation and an interim equity statement as required under Section 2:105, paragraph 4 of the Dutch Civil Code.

- b. *Proposal to grant the authority to the Board of Directors to restrict or exclude pre-emptive rights with relation to agenda-item 2a. (voting item)*

As the New Shares are to be issued to existing shareholders and on a pro rata basis only, it is proposed to grant the Board of Directors the authority to limit or exclude pre-emptive rights upon the issuance of Class A shares and Class B shares, based on the authority as requested under

agenda item 2a. An approval amongst the meeting of holders of Class A shares and an approval amongst the meeting of holders of Class B shares meeting, separately, is deemed to constitute the prior approval as required under article 8 paragraph 6 of the Company's articles of association.

This delegation is also for a limited period only, and subject to approval from the shareholders at the extraordinary general meeting will end the day following the issuance of the New Shares and no later than on 30 June 2026. For the avoidance of doubt, this delegation of authority is in addition to and does not supersede any existing delegation for the Board of Directors to restrict or exclude preemptive rights.

Item 3: Proposal to amend the articles of association

Considering the Company's current authorized share capital as stated under its Articles of Association is not sufficient to allow for the issuance of New Shares proposed under Agenda item 2 above, it is in connection with the above also proposed to partially amend the Company's articles of association to increase the Company's authorized capital to allow for sufficient room for a share issuance within the authorization under agenda-item 2. For the literal text of the proposed amendment reference is made to the double-column text with explanatory notes per article as annexed to this agenda as Annex I. The proposal includes an authorization to each member of the Board of Directors, as well as each (candidate) civil law notary, officiating with Freshfields LLP, to execute the notarial deed of amendment of the articles of association.

Item 4: Close of meeting

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

ANNEX I

PROPOSED AMENDMENT ARTICLES OF ASSOCIATION