

## **Digi Communications N.V. announces**

### **Convening of the Company's general shareholders extraordinary meeting for 20 March 2026, for the approval of, among others, the authorization of the Board of Directors to issue shares**

**6 February 2026**

The Company informs the market that today, 6 February 2026, the Board of Directors of the Company convenes **the extraordinary general shareholders meeting** (the "EGM") of the Company, to be held on **Friday, 20 March 2026, at 2.00 p.m. CET, at the offices of Freshfields Bruckhaus Deringer LLP (Amsterdam office), Strawinskyiaan 10, 1077 XZ Amsterdam, The Netherlands.**

The items on the agenda are the following:

- 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;
- Proposal to grant the authority to the Board of Directors to restrict or exclude pre-emptive rights with relation to the previous agenda-item;
- Proposal to amend the Company's articles of association.

We kindly invite the market to visit the Company's website at <http://www.digi-communications.ro/en/general-share-holders> (for English readers) and at <http://www.digi-communications.ro/ro/aga> (for Romanian readers) to review the documentation package for the EGM.

The document entitled "*Agenda and explanatory notes*" contains a detailed description of the items on the EGM agenda.

Any shareholder interested in attending or voting at the EGM needs to follow the procedures set out in the articles of association of the Company (available at <http://www.digi-communications.ro/en/corporate-governance>) and in the "*Convening Notice*" available at <http://www.digi-communications.ro/en/general-share-holders>).

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**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.**

#### ***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 **6 February 2026** onwards and are, with effect from the same date, available for inspection and obtainable free of charge at the premises 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 **20 February 2026** (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. Eliza Popa, 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 Friday, **13 March 2026, at 4.00 pm CET**. 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 E-vote by ING (<https://evote.ingwb.com>) no later than by Friday, **13 March 2026, at 4.00 pm CET**. 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 legal representative may grant a proxy, on behalf of the relevant class A shareholder, 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, all with the right of substitution to:

- (i) a third person; or

- (ii) Mrs. Eliza Popa, secretary 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 Friday, **13 March 2026, at 4.00 pm CET.**

**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 legal representative can grant a proxy to:

- (i) a third person (based on the Attendance notice and PoA to be obtained on the Company's website on GSM documents); or
- (ii) Mrs. Eliza Popa (to be obtained via E-vote 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 under which a third person is empowered to represent the class B shareholder at the EGM must be received by the Company for the attention of Mrs. Eliza Popa, Dr. N. Staicovici 75, fourth floor, Bucharest, Romania, or by e-mail: [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro) or if the Company's secretary is empowered, by registering the proxy via the E-vote by ING (<https://evote.ingwb.com>), no later than by Friday, **13 March 2026, at 4.00 pm CET.**

### ***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 Friday, **13 March 2026, at 4.00 pm CET.**

### ***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 18,026 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 636,892,616.

For further details, please contact us at [investor.relations@digi-communications.ro](mailto:investor.relations@digi-communications.ro).

**Serghei Bulgac**

**Chief Executive Officer**

## **About Digi Communications N.V.**

We are a European leader in geographically-focused telecommunication solutions, based on the number of revenue generating units (“RGUs”) and a leading provider of telecommunication services in Romania and Spain, with a presence also in Italy, Portugal and Belgium.

### **Contact**

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[investor.relations@digi-communications.ro](mailto:investor.relations@digi-communications.ro)

<https://www.bursa.ro/convocarea-adunarii-generale-extraordinare-a-actionarilor-societatii-pentru-data-de-20-martie-2026-in-vederea-aprobării-printre-altele-a-autorizării-consiliului-de-administrație-de-a-emite-actiuni-05223855>

<https://news.europawire.eu/digi-communications-n-v-announces-convening-of-the-companys-general-shareholders-extraordinary-meeting-for-20-march-2026-for-the-approval-of-among-others-the-authorization-of-the-board-of/eu-press-release/2026/02/06/17/29/29/169260/>