

ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE COMPANY) TO BE HELD ON TUESDAY 30 APRIL 2019 AT 12:00 PM CEST AT CROWNE PLAZA HOTEL, AMSTERDAM – SCHIPHOL (MUNICIPALITY OF HAARLEMMERMEER), PLANEETBAAN 2, 2132 HZ HOOFFDORP, THE NETHERLANDS

AGENDA

1. Opening

2. Annual Report 2018

- a. Board report 2018 (discussion item)
- b. Application of the remuneration policy in 2018 (discussion item)
- c. Dividend and Reservations Policy (discussion item)
- d. Adoption of the 2018 Annual Accounts (voting item)
- e. Distribution of dividend (voting item)
- f. Release from liability of the members of Board of Directors (voting item)

3. Appointment of Statutory Auditor

Proposal to appoint Ernst & Young Accountants, LLP, Netherlands as the statutory auditor of the Company for the financial year 2019 (voting item)

4. 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)

5. Appointment of Emil Jugaru as non-executive member of the Board of Directors

6. 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 2018

a. Board Report 2018 (discussion item)

The board report for the financial year 2018 is contained in the Company's Annual Report 2018. The Annual Report has been publicly available for inspection through the Company's corporate website www.digi-communications.ro as from 19 March 2019, the date on which this agenda and convocation notice was published.

b. Application of the remuneration policy in 2018 (discussion item)

The remuneration report for the financial year 2018 is contained in the Company's Annual Report 2018. 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 2018.

c. Dividend and Reservations Policy (discussion item)

The dividend and reservations policy is described in the Company's Annual Report 2018. For further details on the dividend and reservations policy please refer to the "Dividend Policy" section of the Annual Report 2018.

d. Adoption of the Annual Accounts 2018 (voting item)

The Company's Annual Accounts 2018 have been drawn up by the Board of Directors and audited by Ernst & Young Accountants, LLP, the Netherlands, who have issued an unqualified opinion.

e. Distribution of Dividend (voting item)

The Board of Directors proposes to distribute a gross dividend in cash of RON 0.50 per outstanding share (both Class A Shares and Class B Shares equally), which at the date of this convocation totals an amount of RON 47,366,595. 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 47,366,595 is equivalent to approximately EUR 9,966,669 translated at the exchange rate reported by the National Bank of Romania applicable on March 18, 2018.

The listed Class B shares will be quoted ex-dividend from May 15, 2019 and the record date for the dividend shall be May 16, 2019. It is expected that the dividend will be paid on or around May 29, 2019.

f. 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 AGM 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 AGM prior to the adoption of the annual accounts.

Item 3: Appointment of Statutory Auditor (voting item)

The Audit Committee has reviewed and considered the performance of the statutory auditors in connection with the review and audit of the Company's annual consolidated and stand-alone accounts for the financial year 2018 and, based on such review, the Audit Committee and the other non-executive members of the Board of Directors have recommended to the Board of Directors to appoint Ernst & Young Accountants, LLP, the Netherlands as the Company's statutory auditors for the financial year ending 31 December 2019.

Item 4: 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, for the purposes of being granted to statutory directors, managers and employees of the group under the various stock option plans approved or to be approved by the Company, in accordance with the applicable legal provisions, for a period of 12 months from the date of the AGM (i.e., up to and including 30 April 2020). The authority of the Board of Directors shall be limited to a maximum of up to 10% of the issued class B share capital at the close of trading on the Regulated Spot Market of the Bucharest Stock Exchange on the date of the AGM, 30 April 2019. The maximum purchase price per class B share shall at no times be higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the Regulated Spot Market of the Bucharest Stock Exchange. The purchases will not exceed, on any trading day more than 25 % of the average daily volume of the shares on the Regulated Spot Market of the Bucharest Stock Exchange on which the purchase is carried out.

The Board of Directors intends to appoint an independent specialized trading / brokerage firm to execute any such buy-back.

Item 5: Appointment of Emil Jugaru as non-executive member of the Board of Directors

On 18 March 2019, Sambor Ryszka resigned as non-executive director (with effect from 1 May 2019). The Company's articles of association determine that the Board of Directors should comprise of 5 (five) non-executive members. Therefore, by way of binding nomination, the meeting of holders of class A shares, proposes to appoint Emil Jugaru as a non-executive member of the Board of Directors with effect from 1 May 2019.

The proposed appointment of Mr. Jugaru is for a term of 1 (one) year ending on the day of the annual general meeting of the Company to be held in 2020. The proposed 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 meeting of holders of class A shares has taken into consideration Mr. Jugaru's skills, knowledge and expertise built up during his career.

Biography

Mr. Emil Jugaru (aged 45) is currently the Head of Sales and Customer Care Business Unit of RCS & RDS S.A., the Company's subsidiary in Romania. Mr. Jugaru materially contributed to setting up our Romanian broadband operations when he joined RCS & RDS S.A. in 1997. Prior to that he worked for a company Magic System, specialized in the sale IT niche products. Mr. Jugaru graduated in 1996 from the Polytechnic University of Bucharest, Faculty of Automatic Control and Computer Science.

Mr. Emil Jugaru currently holds 10,000 Class B shares in the share capital of the Company (granted through the Company's stock option plan as approved by the Board of Directors in December 2017). Mr. Jugaru also holds 1,161,719 shares representing 0.301% of the share capital of RCS & RDS S.A.

Item 6: Close of meeting

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