



DEED OF RECORD (*proces-verbaal*)

On the eighteenth day of August two thousand and twenty-three as of two hours post-meridian, I, Lucien Rikkinus Lambertus Spijkervet, deputy civil law notary, ——— deputising for Dirk-Jan Jeroen Smit, civil law notary, officiating in Amsterdam, the Netherlands, attended the annual general meeting of shareholders of **Digi Communications N.V.**, a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands, its corporate office address at 75 Dr. Nicolae Staicovici, Forum 2000 Building, fourth floor, fifth District, Bucharest, Romania, — and registered with the trade register of the Dutch Chamber of Commerce under number 34132532 (the *Company* and *Digi*), held at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands (the *Meeting*), with the purpose of taking notarial minutes of the Meeting. ———

I, Lucien Rikkinus Lambertus Spijkervet, deputy civil law notary, deputising for ——— Dirk-Jan Jeroen Smit, civil law notary aforementioned, have recorded the following:

1. Opening. ———

Mr. Serghei Bulgac, chief executive officer of the Company, as chairman of this ——— Meeting (the *Chairman*), on behalf of the board of directors of the Company (the *Board of Directors*), opened the Meeting at two hours and nine minutes post ——— meridian and welcomed all present. The Chairman noted that the Company had ——— decided to organize the meeting in a hybrid form, having the chief executive officer ——— of the Company acting as chairman of the meeting and the Company's secretary ——— acting as the secretary of the meeting be present at the place of the meeting, while ———





certain other members of the board of directors and the rest of the participants were able to participate via conference to the meeting.

The **Chairman** noted that at the Amsterdam' offices of Freshfields Bruckhaus Deringer LLP (the place established for the meeting) besides the Chairman were present in person:

- Eliza Popa, secretary of the Company, who was formally appointed secretary for this Meeting by the **Chairman** and had also been empowered by class A shareholders and class B shareholders to cast the votes at the meeting; and
- David Hart of Freshfields Bruckhaus Deringer LLP, Amsterdam office.

The **Chairman** further noted that via videoconference were present:

- Mr. Valentin Popoviciu, Mr. Marius Varzaru, Mr. Bogdan Ciobotaru, Mr. Emil-Jugaru and Mr. Zoltan Teszari as members of the Board of Directors;
- the external auditors of KPMG Accountants N.V. who were available to answer any questions relating to his report on the fairness of the financial statements tabled under agenda item 2(c);
- Dan Ionita, Co-Chief Financial Officer of the Company;
- Cristina Popa, Co-Chief Financial Officer of the Company;
- Madalina Elena Lungu, legal advisor of the Company;
- Andra Gunescu, lawyer of the Company; and
- Bert Spijkervet of Freshfields Bruckhaus Deringer LLP, Amsterdam office.

Notarial minutes would be made of the Meeting.

The **Chairman** further noted that the Meeting would be held in English and that the convocation for the Meeting had been published on the Company's website on the seventh day of July two thousand and twenty-three and the Meeting had been convened in accordance with the legal and statutory requirements.

At the record date of the Meeting, the twenty-first day of July two thousand and twenty-three, the Company had a total issued share capital of six million eight hundred ten thousand and forty-two euros and fifty-two eurocents (EUR 6,810,042.52), consisting of sixty-four million five hundred fifty-six thousand and twenty-eight (64,556,028) Class A shares, each share having a nominal value of ten eurocents (EUR 0.10) and consisting of thirty-five million four hundred forty-three thousand nine hundred and seventy-two (35,443,972) Class B shares, each share having a nominal value of one eurocent (EUR 0.01).

At the record date for the Meeting, the Company held four million four hundred nine thousand three hundred sixty-one (4,409,361) Class A shares, each share having a nominal value of ten eurocents (EUR 0.10) and four hundred twenty-five thousand five hundred twenty-six (425,526) Class B shares, each share having a nominal value of one eurocent (EUR 0.01) in its own share capital. According to Dutch law and the articles of association of the Company, the shares held in treasury by the





Company will not be taken into account in relation to the quorum of the meeting and the Company cannot cast votes on these treasury shares.

According to the attendance list sixty million one hundred forty-six thousand six hundred sixty-seven (60,146,667) Class A shares and ten million three hundred twelve thousand two hundred seventeen (10,312,217) Class B shares, constituting seventy-four point zero three per cent. (74.03%) of the issued and outstanding shares in the capital of the Company excluding the shares held in treasury by the Company were represented at the Meeting. The total number of voting rights at the Meeting amounts to six hundred eleven million seven hundred seventy-eight thousand eight hundred eighty-seven (611,778,887). The secretary for the Meeting, Eliza Popa, had been granted with proxies and voting instructions representing six hundred eleven million seven hundred seventy-eight thousand eight hundred eighty-seven (611,778,887) votes.

Voting would take place orally and Eliza Popa as secretary of the Meeting would announce the votes against and the abstentions regarding the items on the agenda. The **Chairman** further noted that agenda items would be discussed in accordance with the order of the agenda of the meeting. Agenda sub-items would be discussed in sequence. If in relation to agenda items questions would arise which could not immediately be answered by him or any other director, the **Chairman** mentioned that he may had to park such question until he had closed the discussion on that agenda item.

The **Chairman** turned to item 2 of the agenda, noting that the annual report two thousand and twenty-two had been made available on the website of the Company and at the Company's office as from the fifth day of July two thousand twenty-three, two days before the date at which the convocation for the Meeting was published. The **Chairman** continued and mentioned that the first sub-item 2(a) concerned the board report two thousand and twenty-two, which agenda sub-item would be a discussion item only and would not be voted. For this agenda item, the **Chairman** as the chief executive officer of the Company, would give a short presentation on the main activities and results of the Company during two thousand and twenty-two. The **Chairman** started by addressing the shareholders, consumers, colleagues and partners of the Company. He continued by saying that he was grateful for the opportunity to present the two thousand and twenty-two annual report that reflects a year of exiting growth for Digi. He thanked everyone for their trust, support and commitment that had been essential for the Company's progress. The **Chairman** further said that despite the broader economic challenges across Europe, including the Ukraine conflict, energy crisis, and rising inflation, the Company successfully continued to expand its infrastructure, grow its customer base, and strengthen its market presence in the Company's primary markets, namely Romania and Spain.





The Company's revenues from continued operations saw a rise of seventeen per cent. (17%) to one point five billion euros (1,500,000,000), RGUs (*Revenues Generating Units*) in Romania and Spain increased by fifteen point four per cent. (15.4%) reaching twenty point four million units (20,400,000) while EBITDA (*Earnings before Interest, Taxes, Depreciation and Amortization*) from continued operations grew to five hundred five million (505,000,000). The **Chairman** noted that the telecom industry is highly competitive. The Company's achievements could not have been realized without a persistent effort to expand and continuously enhance Digi's network capabilities. CAPEX (*Capital Expenditures*) amounted to five hundred sixty million euros (EUR 560,000,000). By the end of two thousand and twenty-two, the Company operated a fiber network encompassing more than nine point one million (9,100,000) homes in Romania and serviced more than five point four million (5,400,000) TV (*television*) users, four point two million (4,200,000) broadband (fixed internet and data) users and four point nine million (4,900,000) mobile users. He then said that in Spain mobile users amounted to three point eight million (3,800,000) and broadband (fixed internet) users reached eight hundred forty-three thousand (843,000) representing a seventy-six per cent. (76%) increase from a year before. In Italy mobile customers reached three hundred sixty-two thousand (362,000) at the end of two thousand and twenty-two. In the first days of two thousand and twenty-two the Company closed the sale of the Company's Hungarian operations to 4Ilg Group for a total consideration of six hundred twenty-five million euros (EUR 625,000,000). Although the Company decided to exit the Hungarian market, the Company continued to aim for broader international presence. The **Chairman** indicated that post the Company's successful acquisition of mobile spectrum in two thousand and twenty-one, the Company had progressed with the development of both mobile and fixed networks in Portugal. Additionally, in collaboration with Citymesh Mobile, a part of the Cegeka Group, the Company had secured mobile spectrum in Belgium. The Company's goal is to provide a complete suite of telecom services in both Belgium and Portugal. He continued by saying that as the Company moved forward, Digi remained devoted to delivering top services using latest technology. The Company's focus is on customizing these services to meet the Company's customers' needs, while ensuring they remain reasonably priced and accessible. The **Chairman** continued by extending his sincere appreciation to every employee who had contributed to Digi's journey. He further extended the Company's gratitude to the Company's customers for choosing Digi as their preferred choice. He thanked the Company's clients, investors, and partners, for the trust they have placed in the Company. It fuels the Company's motivation and drive for continuous growth. The **Chairman** further pointed out that the ongoing support is invaluable as they work together to define the Company's future.

