



**ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE *COMPANY*)  
TO BE HELD ON WEDNESDAY, 28 DECEMBER 2022, AT 2:00 PM CET AT THE  
OFFICES OF FRESHFIELDS BRUCKHAUS DERINGER LLP (AMSTERDAM OFFICE),  
STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS**

## **AGENDA**

### **1. Opening**

### **2. Annual Report 2021**

- a. Board report 2021 (discussion item)
- b. Dividend and Reservations Policy (discussion item)
- c. Adoption of the 2021 Annual Accounts (voting item)
- d. Approval of dividend distribution that was declared and paid as an interim dividend distribution as per Board Resolution from 1 September 2022 (voting item)
- e. Release from liability of the members of Board of Directors (voting item)

### **3. Remuneration Report for 2021**

Remuneration Report for 2021 (advisory, non-binding vote)

### **4. Appointment of Statutory Auditor**

Proposal to appoint KPMG N.V. as the statutory auditor of the Company for the financial year 2022 (voting item)

### **5. 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)

### **6. Approval of award of stock options to an executive director**

Authorize the Board of Directors to decide upon the award of stock options to an executive director of the Company (voting item)

### **7. 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 2021**

#### *a. Board Report 2021 (discussion item)*

The board report for the financial year 2021 is contained in the Company's Annual Report 2021. The Annual Report is publicly available for inspection through the Company's corporate website [www.digi-communications.ro](http://www.digi-communications.ro) at the Convocation date.

#### *b. Dividend and Reservations Policy (discussion item)*

The dividend and reservations policy is described in the Company's Annual Report 2021. For further details on the dividend and reservations policy please refer to the "Dividend Policy" section of the Annual Report 2021.

#### *c. Adoption of the Annual Accounts 2021 (voting item)*

The Company's Annual Accounts 2021 have been drawn up by the Board of Directors and audited by KPMG N.V., who have issued a qualified opinion.

#### *d. Approval of dividend distribution that was declared and paid as an interim dividend distribution as per Board Resolution from 1 September 2022 (voting item)*

Approval of the distribution of a gross dividend in cash of 0.85 RON per outstanding share (both Class A Shares and Class B Shares equally), in total amount of RON 80,711,251.05 that was declared and paid as an interim dividend distribution pursuant to a resolution of the Board of Directors from 1.09.2022. The Board of Directors notes that the dividend was made not in Euro but in Romanian leu. The total amount of RON 80,711,251.05 is equivalent to approximately EUR 16.605.544,92 translated at the exchange rate reported by the National Bank of Romania applicable on 31.08.2022. No further dividend will be declared for the financial year 2021.

The listed Class B shares were quoted ex-dividend from 13.09.2022 and the record date for the dividend was set for 14.09.2022. The dividend was paid on 28.09.2022.

#### *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 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: Remuneration Report for 2021 (advisory, non-binding vote)**

During 2021, the Company continued to comply with the applicable Remuneration Policy and 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 2021 and the Company's Remuneration Report for 2021 included in the Company's Annual Report 2021.

The General Meeting is requested to give an advisory vote on the Remuneration Report for 2021 made public on the Company's website.

#### **Item 4: Appointment of Statutory Auditor (voting item)**

The Audit Committee and the other non-executive members of the Board of Directors reviewed the audit of the Company's consolidated and standalone financial statements for the year 2021 and recommended to the Board of Directors the appointment of KPMG N.V. as the statutory auditor for the financial year ending 31 December 2022.

#### **Item 5: 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 (executive and non-executive) 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 28 December 2023). 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, 28 December 2022. 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, as defined in article 3 para. (3) from Regulation (UE) 2016/1052.

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

#### **Item 6: Approval of award of stock options and shares to an executive director**

Authorize the Board of Directors to decide upon the award of stock options and shares to an executive director of the Company (voting item)

In accordance with article 15, paragraph 11 of the articles of association of the Company, the Class A Meeting proposes to award stock options to acquire class B shares in the capital of the Company to an executive director subject to the criteria of the Company's Share Option Plan (the details of which can be found on the Company's corporate website [www.digi-communications.ro](http://www.digi-communications.ro)), as provided in **Annex I** herein.

The Board of Directors may decide, at its discretion, whether to allocate currently held class B shares in its own share capital in treasury, to convert currently held class A shares in its own share capital in treasury into class B shares (in accordance with article 5 from the articles of association of the Company) or to buy-back shares from the market under the authority proposed to be granted to the Board of Directors under agenda item 5 above, such in accordance with the articles of association of the Company.

#### **Item 7: Close of meeting**

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

## ANNEX I

### Terms and conditions of ESOP Class B Shares grant applicable to an executive Board members of the Company in 2023

All capitalized terms used in the table below have the meaning set out in the ESOP unless otherwise specified.

<b>Name</b>	<b>Valentin Popoviciu</b>
<b>Number of Class B Shares granted under Stock Option</b>	20,000
<b>Grant Date for Stock Option</b>	25 January 2023
<b>Normal Vesting Date for Stock Option</b>	6 May 2024
<b>Performance condition related to Stock Option</b>	Being a director or employee by the Company or its subsidiaries on the Vesting Date