

Bucharest

Digi Communications N.V.

Convocation of the Company's general shareholders meeting for 30 April 2019 for the approval of, among others, the 2018 Annual Report and of the 2018 Financial Statements

The Company would like to inform the market and its investors that today, 19 March 2019, the Board of Directors of the Company **convenes the general shareholders meeting** (the "GSM") of the Company (Digi Communications N.V.), **to be held on Tuesday, 30 April 2019** at 12:00 p.m. CEST, at Crowne Plaza Hotel, Amsterdam – Schiphol (Municipality of Haarlemmermeer), Planeetbaan 2, 2132 Hz Hoofddorp, The Netherlands.

The main topics for the GSM are the following:

- discussion and approval items on the Annual Report 2018 (including the annual report, the financial statements (consolidated and stand-alone) and the auditor report);
- approval for the distribution of a gross dividend of 0.50 RON per share; ex-date – 15 May 2019, reference date – 16 May 2019, and the payment date on our around – 29 May 2019;
- release from liability of the members of the Board of Directors;
- appointment of the statutory auditor for the year ending 31 December 2019;
- designation of the Board of Directors as the competent body to repurchase own Class B Shares;
- appointment of Mr. Emil Jugaru as a non-executive member of the Board of Directors.

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 GSM.

The above-mentioned section from the Company's website also contain the English and Romanian complete versions of the 2018 Annual Report, the 2018 Consolidated and Stand-alone Financial Statements of the Company, as well as the Independent Auditor's Report.

The document named '*Agenda and explanatory notes*' contains detailed descriptions regarding the items for the GSM.

Any shareholder interested in attending or voting at the GSM 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 on the '*Convocation Notice*' available at <http://www.digi-communications.ro/en/general-share-holders>).

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 HOOFDORP, 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

Agenda

The agenda for the AGM and the explanatory notes thereto together with the Annual Report 2018 is available on the website of the Company (www.digi-communications.ro) from 19 March 2019 onwards and is, with effect from the same date, available for inspection and obtainable free of charge at the offices of the Company (tel. +40314006505 and address: Dr. N. Staicovici 75, 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 AGM (either in person or by proxy) if they (i) are registered in one of the (sub)registers as described below on the 28th day prior to the AGM and therefore on Tuesday, 2 April 2019 (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 AGM 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 AGM (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. Carmen Otelea, the company secretary of the Company (address: Dr. N. Staicovici 75, fourth floor, Bucharest, Romania and e-mail digi.gsm@digi-communications.ro) no later than by **Tuesday 23 April 2019 at 5.00 pm EEST**. 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 AGM.

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 AGM (either in person or by proxy) must notify the Company by registering via the Evo-platform of ING Bank N.V. (www.ing.evo-platform.com/digi) no later than by **Tuesday 23 April 2019 at 5.00 pm EEST**. 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 AGM.

Representation by Proxy

Shareholders (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights) who choose to be represented at the AGM may grant a proxy to a person to vote at the AGM on their behalf as follows:

Class A shares: 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) may grant a proxy to (i) a third person or (ii) to Mrs. Carmen Otelea, the Company's corporate secretary, and to Mrs. Eliza Popa, legal counsel of the Company (address: Dr. N. Staicovici 75, 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 email address: digi.gsm@digi-communications.ro no later than by **Tuesday 23 April 2019 at 5.00 pm EEST**.

Class B shares: The holders of class B shares may grant a proxy, where applicable with voting instructions, to a third person via www.ing.evo-platform.com/digi when registering for the AGM no later than by **Tuesday 23 April 2019 at 5.00 pm EEST**.

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 www.ing.evo-platform.com/digi no later than by **Tuesday 23 April 2019 at 5.00 pm EEST**.

Identification

Persons entitled to attend the AGM (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 AGM 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

857,450 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 636,053,192.

For additional information, please visit the Company's website at: www.digi-communications.ro

About Digi Communications NV

Digi is the parent holding company of RCS & RDS, a leading provider of pay TV and telecommunications services in Romania and Hungary. In addition, RCS & RDS provides mobile services as an MVNO to the large Romanian communities living in Spain and Italy.

Contacts

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