



## DEED OF RECORD (*proces-verbaal*)

On the fourth day of November two thousand twenty-one as of twelve hours and three minutes 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 extraordinary 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**), 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.**

I, Lucien Rikkinus Lambertus Spijkervet, deputy civil law notary, 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 twelve hours and three minutes post meridian and welcomed all present. I thanked the shareholders for taking the time to register and vote by proxy. I noted that in light of the public health risks arising from outbreak of the COVID-19 virus, the shareholders of the Company (which for this purpose includes holders of rights of usufruct and pledgees with voting rights) had





been given the possibility not to be present at this Meeting in person, but instead to give their voting instructions by proxy or through the Evote by ING. I noted that moreover due to the mentioned restrictive measures, the Company had decided to organize the meeting in a hybrid form, having the chairman and the secretary of the Company be present at the place of the meeting, while the rest of the participants were able to participate via conference to the meeting.

The **Chairman** noted that because of these special circumstances at the Amsterdam offices of Freshfields Bruckhaus Deringer LLP (the place established for the meeting) besides the Chairman, present in person was David Hart of Freshfields Bruckhaus Deringer LLP, Amsterdam office, who was formally appointed secretary for this Meeting by the **Chairman** and had also been empowered by class A shareholders to cast the vote at the meeting, as well as by the class B shareholders via the substitution power of attorney granted to him by Andra Gunescu, the Company Secretary. Notarial minutes would be made of the Meeting.

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

- Mr. Piotr Rymaszewski, Mr. Bogdan Ciobotaru, Mr. Serghei Bulgac and Mr. Zoltan Teszari as members of the Board of Directors;
- Smaranda Streanga, Co - Chief Financial Officer of the Company;
- Dan Ionita, Co - Chief Financial Officer of the Company;
- Madalina Elena Lungu, legal advisor of the Company; and
- Andra Gunescu, lawyer of the Company.

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 twenty-third day of September two thousand twenty-one and the Meeting had been convened in accordance with the legal and statutory requirements.

The **Chairman** further noted that the information relating to the attendance list and the information regarding the number of votes that may had been casted at the Meeting were the following. At the record date for the Meeting, which in accordance with Dutch law was the seventh day of October two thousand twenty-one, 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 and sixty-one (4,409,361) Class A shares, each share having a nominal value of ten eurocents (EUR 0.10) and six hundred thousand thirty six and





two hundred twenty six (636,226) 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— were not 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 and six hundred sixty-seven (60,146,667) Class A shares and ten million six hundred ninety-six thousand and three hundred and fifty-six (10,696,356) Class B shares, — constituting seventy-four point sixty-one per cent (74.61%) of the issued and — outstanding shares in the capital of the Company (excluding the shares held in — treasury by the Company) were present or represented at this meeting. The total — number of voting rights at this meeting amounted to six hundred and twelve million — one hundred and sixty-three thousand and twenty-six (612,163,026) votes in total. — The secretary for the Meeting, David Hart, had been granted with proxies and voting instructions representing six hundred and twelve million one hundred and sixty — three thousand and twenty-six (612,163,026) votes in total. —

The **Chairman** noted that due to the situation around the COVID-19 pandemic and — the Company's recommendations, the shareholders had been given the opportunity — to address questions in writing, prior to the meeting. However, the **Chairman** — informed the Meeting that no questions had been received until the twenty-eighth — day of October two thousand twenty-one, as the final date for such questions — mentioned in the convocation notice for this meeting. Voting would take place — orally and David Hart as secretary of the Meeting would announce the votes against — and the abstentions regarding the items on the agenda. The **Chairman** further noted — that there was solely one item on the agenda. If in relation to this point a question — would arise, it would had been addressed by him or a member of the Board. —

The **Chairman** turned to item 2, the sole item of the agenda, concerning the — proposal to appoint KPMG N.V. as statutory auditor of the Company for the — financial year two thousand twenty-one and replacing Ernst & Young Accountants — LLP (Netherlands). He noted that this was a voting item and explained that — following the decision of Ernst & Young Accountants LLP (Netherlands), who was — appointed at the annual general meeting of the Company held on the eighteenth day — of May two thousand twenty-one, not being available to provide the Company with — audit services for the financial year thousand twenty-one, the Audit Committee had — reviewed and considered the possibilities and based on such review, the Audit — Committee and the other non-executive members of the Board of Directors had — recommended to the Board of Directors to replace Ernst & Young Accountants LLP — (Netherlands) and to appoint KPMG N.V. as statutory auditor for the financial year — ending on the thirty-first day of December two thousand twenty-one. —





Since there were no questions, the **Chairman** put the proposal to the vote and established that the resolution was adopted unanimously and informed the Meeting that the voting results would be made available through the Company's corporate website in the days after the Meeting.

After this vote, the **Chairman** noted that there were no further items to discuss or resolve upon, he thanked all present for attending and declared the Meeting closed at ten minutes post meridian.

**Powers of attorney**

A copy of the said powers of attorney with voting instructions are attached to this deed (*Annex*).

**Final.**

In witness of the proceedings in the meeting the original of this deed, which shall be retained by Dirk-Jan Jeroen Smit, civil law notary aforementioned, was executed in Amsterdam, the Netherlands, on the sixteenth day of March two thousand and twenty-two.

(was signed)



ISSUED FOR TRUE COPY  
by me Lucien Rikkinus Lambertus  
Spijkervet, deputy civil law notary,  
deputising for Dirk-Jan Jeroen Smit,  
civil law notary, officiating in  
Amsterdam, the Netherlands on 16  
March 2022.

