

Digi Communications N.V.

Announces the Convocation of the Company's Extraordinary General Meeting of Shareholders on 4 November 2021 in order to appoint KPMG N.V. as the Company's new statutory auditor for the financial year 2021

23 September 2021

The Company would like to inform the market and its investors that today, 23 September 2021, the Board of Directors of the Company convenes the extraordinary general meeting of shareholders (the "EGM") of the Company (Digi Communications N.V.), **to be held on Thursday, 4 November 2021 at 12:00 p.m. CET (13:00 p.m. EET)**, at the offices of Freshfields Bruckhaus Deringer LLP (Amsterdam office), **Strawinskylaan 10, 1077 XZ Amsterdam, The Netherlands.**

The EGM is convened in order to appoint KPMG N.V. as the Company's Statutory Auditor for the financial year 2021, replacing the Company's former statutory auditor (i.e., Ernst & Young Accountants LLP) that was appointed by the annual general meeting of 18 May 2021. This proposal follows Ernst & Young Accountants LLP's decision to cease their services due to reasons not related to the Company.

Ernst & Young Accountants LLP's notification occurred outside of the typical financial reporting cycle and, as a result, the Company expects to be late with the issuance of 2021 statutory audited financial statements, also for reasons related to standard audit procedures and inherent processes and requirements related to onboarding of new clients by an audit firm.

On or before 31 July 2022, the Company estimates that it will publish the audited statutory consolidated and stand-alone financial statements issued in accordance with Dutch accounting standards applicable to our Company (i.e., IFRS as adopted by the European Union and Part 9 of book 2 of the Dutch civil code). The annual General Shareholders Meeting to, inter alia, approve the statutory consolidated and stand-alone financial statements will then only be convened upon publication of the same.

Nevertheless, the Company will disclose to the market the relevant management information, including management accounts on 30 April, 2022. Therefore, the Company will publish the 2021 annual report accompanied by audited non-statutory consolidated financial statements issued in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

The topic of the EGM is the proposal of KPMG N.V. as the Company's statutory auditor for the 2021 financial year.

We kindly invite investors 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 EGM.

The document named '*Agenda and explanatory notes*' contains a detailed description regarding the item for the EGM.

Any shareholder interested in attending or voting at the EGM 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>). The shareholders will also be provided with the possibility to cast their votes via Evote by ING (please see the convening notice attached this report).

EXTRAORDINARY GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE COMPANY) TO BE HELD ON THURSDAY, 4 NOVEMBER 2021, AT 12:00 PM CET AT THE OFFICES OF FRESHFIELDS BRUCKHAUS DERINGER LLP (AMSTERDAM OFFICE), STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS

AGENDA

1. Opening

2. Appointment of Statutory Auditor

Proposal to appoint KPMG N.V. as Statutory Auditor of the Company for 2021 financial year (and replacing Ernst & Young Accountants LLP) (voting item)

3. Close of Meeting

COVID-19

In light of the public health risks arising from outbreak of the COVID-19 virus, the shareholders of the Company (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights) do not need to be present at the EGM in person. Instead, please give your voting instructions by proxy or through the Evote by ING. (<https://evote.ingwb.com>) – as set out in more detail below.

The Company acknowledges that constraints caused by the outbreak of the COVID-19 virus may restrict the possibility to attend the EGM in person. For this reason, shareholders who decide not to attend the EGM on Thursday, 4 November 2021 in Amsterdam, the Netherlands, and who wish to submit questions regarding items on the EGM agenda, may submit their questions by email to digi.gsm@digi-communications.ro up to **12:00 pm CET on Thursday, 28 October 2021, (1:00 pm in Romania)**. The e-mail must include the name, surname, number of shares held by the shareholder on the record date for the EGM and the EGM agenda item to which the question relates.

Agenda

The agenda for the EGMS and the explanatory notes thereto are available on the website of the Company (www.digi-communications.ro) from 23 September 2021 onwards and are, with effect from the same date, available for inspection and obtainable free of charge at the offices of the Company (tel. +40314006505 and address: 75 Dr. N. Staicovici Street, 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 EGM (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 EGM and therefore on **7 October 2021** (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 EGM 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 pledges with voting rights in respect of these shares) who wish to attend the EGM (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. Andra Gunescu, the Company's secretary (address: 75 Dr. N. Staicovici Street, fourth floor, Bucharest, Romania and e-mail digi.gsm@digi-communications.ro) no later than by **Thursday, 28 October 2021, 5.00 p.m. EET.**

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 EGM.

Class B shares: holders of class B shares (which for the purpose of this notice includes holders of rights of usufruct and pledges with voting rights in respect of these shares) who wish to attend the EGM (either in person or by proxy) must notify the Company by registering via the Evote by ING (<https://evote.ingwb.com>) no later than by **Thursday, 28 October 2021, 5.00 p.m. EET.** 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 EGM.

Representation by Proxy

Class A shareholders: holders of registered class A shares (which for the purpose of this notice includes holders of rights of usufruct and pledges with voting rights in respect of those shares) who will not participate in person to the meeting or be represented by their own representative may grant a proxy to, on behalf of the relevant class A shareholder, attend the EGM, to sign the attendance list, to speak and to cast a vote at that meeting on the voting items on the agenda in accordance with the voting instructions provided by the relevant holder, all with the right of substitution to:

- (i) a third person: or
- (ii) Mrs. Andra Gunescu, secretary of the Company, and to Mrs. Madalina-Elena Lungu, legal counsel of the Company (address: 75 Dr. N. Staicovici Street, 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 e-mail address: digi.gsm@digi-communications.ro no later than by **Thursday, 28 October 2021, 5.00 p.m. EET.**

Class B shares: The holders of class B shares (which for the purposes of the EGM includes holders of rights of usufruct and pledges with voting rights in respect of those shares) who will not participate to the meeting in person or be represented by their own representative can:

- (i) grant a power of attorney to Mrs. Andra Gunescu (to be obtained via Evote by ING (<https://evote.ingwb.com>)) who will be authorized to, on behalf of the relevant holder, with the right of substitution, to attend the EGM, to sign the attendance list, to speak and to cast a vote at that meeting on the voting items on the agenda in accordance with the voting instructions provided by the relevant holder.

The duly completed and executed power of attorney must be received by the Company for the attention of Mrs. Andra Gunescu, Dr. N. Staicovici 75, fourth floor, Bucharest, Romania, or by e-mail: digi.gsm@digi-communications.ro, no later than by **Thursday, 28 October 2021, 5.00 p.m. EET.**

- (ii) give voting instructions via Evote by ING (<https://evote.ingwb.com>), no later than by **Thursday, 28 October 2021, 5.00 p.m. EET.**

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 <https://evote.ingwb.com> no later than by **Thursday, 28 October 2021, 5.00 p.m. EET.**

Identification

Persons entitled to attend the EGM (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 EGM 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 636,226 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 636,274,416.

About Digi Communications N.V.

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.

Contact

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<https://news.europawire.eu/digi-communications-n-v-announces-the-convocation-of-the-companys-extraordinary-general-meeting-of-shareholders-on-4-november-2021-in-order-to-appoint-kpmg-n-v-as-the-companys-new-st/eu-press-release/2021/09/23/16/58/31/91841/>