

## **Digi Communications N.V.**

### **Announces**

# **Convocation of the Company's General Shareholders Meeting for 18 May 2021 for the approval of, among others, the 2020 Annual Report and of the 2020 Financial Statements, which are also available on the Company's website**

6 April 2021

The Company would like to inform the market and its investors that today, 6 April 2021, 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, 18 May 2021** at 14:00 p.m. CEST (15:00 p.m. EEST), at the offices of Freshfields Bruckhaus Deringer LLP (Amsterdam office), **Strawinskylaan 10, 1077 XZ Amsterdam, The Netherlands.**

The main topics for the GSM are the following:

- discussion and approval items on the 2020 Annual Report (including the annual report, the financial statements - consolidated and stand-alone - and the auditor report);
- approval of the distribution of a gross dividend of RON 0.75 per share; ex-date – 2 June 2021, the record date for the dividend – 3 June 2021, and the payment date on or around – 14 June 2021;
- release from liability of the members of the Board of Directors;
- remuneration report for 2020 (advisory, non-binding vote);
- appointment of the statutory auditor for the the financial year ending December 31, 2021;
- designation of the Board of Directors as the competent body to repurchase own Class B Shares;
- approval of award of stock options to executive and non-executive 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 contains the English and Romanian complete versions of the 2020 Annual Report, the 2020 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>).

Also, the Company would like to announce that **Digi Communications N.V. Group's Annual Report for the year ended December 31, 2020 is available starting with April, 6 2021 also on the Company's website ([www.digi-communications.ro](http://www.digi-communications.ro))**, under the section Investor Relations.

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**ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE COMPANY) TO BE HELD ON TUESDAY, 18 MAY 2021, AT 14:00 PM CEST AT THE OFFICES OF FRESHFIELDS BRUCKHAUS DERINGER LLP (AMSTERDAM OFFICE), STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS**

## **AGENDA**

### **1. Opening**

### **2. Annual Report 2020**

- a. Board report 2020 (discussion item)
- b. Dividend and Reservations Policy (discussion item)
- c. Adoption of the 2020 Annual Accounts (voting item)
- d. Distribution of dividend (voting item)
- e. Release from liability of the members of Board of Directors (voting item)

### **3. Remuneration Report for 2020**

Remuneration Report for 2020 (advisory, non-binding vote)

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

Proposal to appoint Ernst & Young Accountants, LLP, Netherlands as the statutory auditor of the Company for the financial year 2021 (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 executive and non-executive directors**

Authorize the Board of Directors to decide upon the award of stock options to executive and non – executive directors of the Company (voting item)

### **7. Close of Meeting**

## ***COVID-19***

In light of the public health risks arising from outbreak of the COVID-19 virus and restrictive measures in the Netherlands and elsewhere implemented to reduce gatherings of people and travel, the Company urges its shareholders (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights) not to attend the AGM in person. You do not need to be present to cast your vote at the AGM on 18 May 2021. 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 restrict the physical presence of its shareholders at the AGM on 18 May 2021 and thus to ask questions at the AGM. For this reason, shareholders who decide not to attend the AGM on 18 May 2021 in Amsterdam, the Netherlands, and who wish to submit questions regarding items on the AGM agenda, may submit their questions by email to [digi.gsm@digicomunications.ro](mailto:digi.gsm@digicomunications.ro) up to 12:00 pm CET on Tuesday, 27 April 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 AGM and the AGM agenda item to which the question relates.

## ***Agenda***

The agenda for the AGM and the explanatory notes thereto together with the Annual Report 2020 are available on the website of the Company ([www.digi-communications.ro](http://www.digi-communications.ro)) from 6 April 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 AGM (either in person or by proxy) if they (i) are registered in one of the (sub)registers as described below on the 28<sup>th</sup> day prior to the AGM and therefore on **Tuesday 20 April 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 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. Andra Gunescu, the Company's secretary (address: 75 Dr. N. Staicovici Street, fourth floor, Bucharest, Romania and e-mail [digi.gsm@digicomunications.ro](mailto:digi.gsm@digicomunications.ro)) no later than by **Tuesday 11 May 2021 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 Evote by ING (<https://evote.ingwb.com>) no later than by **Tuesday 11 May 2021 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***

Class A shareholders: 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) 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 AGM, 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](mailto:digi.gsm@digi-communications.ro) no later than by **Tuesday 11 May 2021 at 5.00 pm EEST.**

Class B shares: The holders of class B shares (which for the purposes of the AGM includes holders of rights of usufruct and pledgees 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 AGM, 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](mailto:digi.gsm@digi-communications.ro), no later than by **Tuesday 11 May 2021 at 5.00 pm EEST.**

- (ii) give voting instructions via Evote by ING (<https://evote.ingwb.com>), no later than by **Tuesday 11 May 2021 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 <https://evote.ingwb.com> no later than by Tuesday 11 May 2021 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 871,726 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 636,038,916.

## **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/convocation-of-digi-communications-n-v-s-general-shareholders-meeting-for-18-may-2021-for-the-approval-of-among-others-the-2020-annual-report-and-the-2020-financial-statements-5627333/eu-press-release/2021/04/06/18/57/10/87596/>