



DEED OF RECORD (*proces-verbaal*)

On the twenty-eighth day of December two thousand and twenty-two as of two hours 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 annual 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* and *Digi*), 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 two hours post meridian and welcomed all present. I informed the Meeting that in light of the still continuing public health risks caused by the COVID-19 pandemic the Company had recommended that its shareholders would not attend the annual general meeting of shareholders in person and that they would cast their votes by proxies. I noted that





moreover for the same reason, the Company had decided to organize the meeting in a hybrid form, having the chairman and the secretary of the meeting and the chief executive officer of the Company be present at the place of the meeting, while certain other members of the board of directors and 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 Serghei Bulgac, chief executive officer of the Company and empowered to act as the representative of the President of the Board of Directors at this Meeting and 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 Eliza Popa, the Company Secretary. Notarial minutes would be made of the Meeting.

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

- Mr. Valentin Popoviciu, Mr. Marius Varzaru, Mr. Bogdan Ciobotaru, Mr. Emil Jugaru and Mr. Zoltan Teszari as members of the Board of Directors;
- Dan Ionita, Chief Financial Officer of the Company;
- Eliza Popa, legal advisor of the Company; and
- Madalina Elena Lungu, legal advisor of the Company.

The **Chairman** further noted that external auditors of the Company, KPMG Accountants N.V., were not present at this Meeting.

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 sixteenth day of November two thousand and twenty-two and the Meeting had been convened in accordance with the legal and statutory requirements.

At the record date of the Meeting, the thirtieth day of November two thousand and twenty-two, 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 sixty-one (4,409,361) Class A shares, each share having a nominal value of ten eurocents (EUR 0.10) and five hundred ninety-seven thousand two hundred twenty-six (597,226) 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 will not be 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 six hundred sixty-seven (60,146,667) Class A shares and twelve million eight hundred sixty-two thousand eight hundred nineteen (12,862,819) Class B shares, constituting seventy-six point eighty-five per cent. (76.85 %) 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 the Meeting. The total number of voting rights at the Meeting amounts to six hundred fourteen million three hundred twenty-nine thousand four hundred eighty-nine (614,329,489). The secretary for the Meeting, David Hart, had been granted with proxies and voting instructions representing six hundred fourteen million three hundred twenty-nine thousand four hundred eighty-nine (614,329,489) votes.

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 there had not been registered any questions until the twenty-first day of December two thousand and twenty-two, as mentioned on the Company's website published on the sixteenth day of November two thousand and twenty-two. 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 agenda items would be discussed in accordance with the order of the agenda of the meeting. Agenda sub-items would be discussed in sequence. If in relation to agenda items questions would arise which could not immediately be answered by him or any other director, the **Chairman** mentioned that he may had to park such question until he had closed the discussion on that agenda item.

The **Chairman** turned to item 2 of the agenda, noting that the annual report two thousand and twenty-one had been made available on the website of the Company and at the Company's office as from the sixteenth day of November two thousand twenty-two, the date at which the convocation for the Meeting was published.

The **Chairman** continued and mentioned that the first sub-item 2(a) concerned the board report two thousand and twenty-one, which agenda sub-item would be a discussion item only and would not be voted. For this agenda item, the **Chairman** passed to Mr. Serghei Bulgac, the chief executive officer of the Company, to give a short presentation on the main activities and results of the Company during two thousand and twenty-one.

Mr. **Bulgac** started by thanking the shareholders and other attendees for joining the Meeting and said that the year two thousand and twenty-one was challenging for the European economies and Digi's markets of operation. Most sectors rebounded after the Covid pandemic struck in two thousand and twenty. However, higher demand was accompanied by semiconductors shortages, logistical issues and, in the last part





of the year, an energy crisis which among several other factors created an inflationary pressure. In this demanding context, for Digi, two thousand and twenty-one was a year of significant strategic decisions and achievements. Digi continued to grow at a good pace in its key markets. Digi agreed the sale of its Hungarian operations to 4iG Group for a total consideration of three million six hundred and twenty-five thousand euros (EUR 3,625,000). Digi obtained mobile spectrum rights in Portugal, a new market where Digi intends to expand its services.

Mr. **Bulgac** further said that the Board of Directors is very proud that, despite all difficulties, Digi had continued expanding its networks and growing its customer base. The underlying number of users, RGUs (*Revenues Generating Units*) (including discontinued operations), reached twenty point five million (20,500,000) from eighteen point one million (18,100,000) in two thousand and twenty. Growth was generated by both Digi's fixed and mobile segments. Mindful of the increasing number of customers choosing Digi, Digi has invested in expanding its fixed and mobile networks in Romania, in order to enhance their everyday interactions with Digi's services and promptly satisfy their evolving requirements. Spanish operations continued their accelerated growth and registered excellent results in both mobile and fixed services segments, accounting for twenty-eight point three per cent. (28.3%) of total revenues from continuing operations at Digi's group level, retaining second position within the three markets in which Digi operated in two thousand and twenty-one.

Mr. **Bulgac** informed the Meeting that Digi's group sales (including discontinued operations) increased by twelve point eight per cent. (12.8%) year on year reaching one billion four hundred and seventy million euros (EUR 1,470,000,000) from one billion three hundred and ten million euros (EUR 1,310,000,000) a year ago. EBITDAaL (*Earnings before Interest, Taxes, Depreciation and Amortization after leases*) (including discontinued operations) reached four hundred twenty-seven million euros (EUR 427,000,000) from four hundred and six million euros (EUR 406,000,000), a five point one per cent. (5.1%) increase. CAPEX (*Capital Expenditures*) amounted to five hundred sixty-seven million three hundred thousand euros (EUR 567,300,000) of which one hundred and one million euros (EUR 101,000,000) were paid for the acquisition of new mobile frequencies in Romania and Portugal.

Mr. **Bulgac** noted that the two thousand and twenty-one's solid results were driven by large investments in infrastructure and in support teams that manage, develop and maintain our fixed and mobile network communications. The most significant technical advancement in two thousand and twenty-one was the launch of ten (10) Gigabit Internet, the revolutionary service provided in Romania, Spain and Hungary with speeds of up to ten (10) Gigabits per second. He further noted that two thousand and twenty-one was the year of innovation, a year in which, through Digi's bold moves, Digi was able to deploy and offer its clients the next generation of digital services, bringing them closer to the internet of the future.

