



DEED OF RECORD (*proces-verbaal*)

On the eighteenth day of June two thousand and twenty-five as of two hours and three—
minutes post meridian, I, David Simon Hart, 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 LLP, Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands (the—
Meeting), with the purpose of taking notarial minutes of the Meeting. —
I, David Simon Hart, deputy civil law notary, deputising for Dirk-Jan Jeroen Smit, civil —
law notary aforementioned, have recorded the following: —



1. Opening.

Mr. Serghei Bulgac, chief executive officer of the Company, 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 and nine minutes post meridian and welcomed all present. The Chairman noted that the Company had decided to organize the meeting in a hybrid form, having the chief executive officer of the Company acting as chairman of the meeting, a non-executive member of the board of directors and the appointed secretary of the meeting 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 at the Amsterdam' offices of Freshfields LLP (the place established for the meeting) besides the Chairman were present in person:

- Jose Manuel Arnaiz de Castro, non-executive member of the board of directors; and
- David Hart of Freshfields LLP, Amsterdam office, as the appointed secretary for this Meeting and had also been empowered by class A shareholders and class B shareholders to cast the votes at 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;
- the external auditors of KPMG Accountants N.V. who were available to answer any questions relating to his report on the fairness of the financial statements tabled under agenda item 2(c);
- Dan Ionita, Co-Chief Financial Officer of the Company;
- Andra Gunescu, lawyer of the Company; and
- Bert Spijkervet of Freshfields LLP, Amsterdam office.

Notarial minutes would be made of the 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 thirtieth day of April two thousand and twenty-five and the Meeting had been convened in accordance with the legal and statutory requirements.

At the record date of the Meeting, the twenty-first day of May two thousand and twenty-five, 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 (i) 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 (ii) 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 one hundred ninety-three thousand—
twenty-six (193,026) 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 eighteen million four hundred thirty-one—
thousand five hundred and fifty-six (18,431,556) Class B shares, constituting eight-two—
point zero thirty-seven per cent. (82.37%) of the issued and outstanding shares in the—
capital of the Company excluding the shares held in treasury by the Company were—
represented at the Meeting. The total number of voting rights at the Meeting amounts to—
six hundred nineteen million eight hundred ninety-eight thousand two hundred and—
twenty-six (619,898,226). The secretary for the Meeting, David Hart, had been granted—
with proxies and voting instructions representing six hundred nineteen million eight—
hundred ninety-eight thousand two hundred and twenty-six (619,898,226) votes.—
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.—
The **Chairman** turned to item 2 of the agenda, noting that the annual report two—
thousand and twenty-four had been made available on the website of the Company and—
at the Company's office as from the thirtieth day of April two thousand and twenty-five.—
The **Chairman** continued and mentioned that the first sub-item 2(a) concerned the—
board report two thousand and twenty-four, which agenda sub-item would be a—
discussion item only and would not be voted. For this agenda item, the **Chairman** as the—
chief executive officer of the Company, would give a short presentation on the main—
activities and results of the Company during two thousand and twenty-four.—
The **Chairman** informed the Meeting that two thousand and twenty-four was a year—
marked by strong operational and strategic achievements across the Company's—
established markets and culminating in the launch of the Company's commercial—
operations in Portugal and Belgium. He noted that in Spain, one of Europe's most—
competitive telecom landscapes, Digi delivered an outstanding performance, achieving—
thirty per cent. (30%) growth in services and increasing Digi's market share to—
approximately ten per cent. (10%) in both mobile telephony and broadband. The—
Chairman pointed out that in Romania, Digi, reached a historic milestone, becoming the—
second-largest mobile operator, with mobile RGUs (*Revenues Generating Units*) growing—
organically by thirteen per cent. (13%) year-over-year, while maintaining the Company's
leadership in its core segments. Simultaneously, Digi launched commercial operations in—
Portugal and Belgium —expanding Digi's international footprint — thanks to the—

remarkable efforts of Digi's teams. He then noted that on the merger and acquisitions (M&A) front, Digi acquired Nowo Communications in Portugal and sold part of its Fiber-to-the-Home network in Spain to a consortium led by Macquarie Capital. These accomplishments translated into strong financial performance, with revenues and other income exceeding two point three billion euros (EUR 2,300,000,000). The **Chairman** explained that Digi is grateful to its customers across five (5) markets who continued to choose Digi's high-quality, affordable connectivity services. He said that their trust fuelled Digi's ambition to innovate and expand, and that Digi was looking forward to building on this momentum in two thousand and twenty-five. The **Chairman** noted that looking ahead, Digi remained committed to delivering superior services powered by the latest technology. He pointed out that Digi's priority had been to tailor these services to meet its customers' needs, ensuring they are both affordable and accessible. The **Chairman** continued by extending his deepest thanks to every employee who played a role in Digi's journey. He noted that the Company is grateful to its customers for making Digi as their provider of choice. He thanked the Company's clients, investors, and partners for their continued trust, which drove Digi's enthusiasm and commitment to ongoing growth. The **Chairman** further pointed out that the ongoing support was crucial as they strive to shape the Company's future together.

Thanking all participants of the Meeting, the **Chairman** concluded his presentation. The **Chairman** continued the Meeting by turning to sub-item 2(b) of the agenda, concerning the dividend and reservation policy that was described in the Company's annual report for two thousand and twenty-four (the **Annual Report 2024**). This was a discussion item only and, therefore, no voting would take place. Reference was made to the section on "Dividend Policy" of the Annual Report 2024 for further details on the dividend and reservations policy.

Turning to next sub-item 2(c), dealing with the adoption of the annual accounts of the Company for the financial year two thousand and twenty-four (the **Annual Accounts 2024**), the **Chairman** said that the Annual Accounts 2024, had been drawn up by the Board of Directors and audited by KPMG Accountants N.V., who had issued an unqualified opinion. In absence of any questions, the **Chairman** said that the Board of Directors proposed to adopt the Annual Accounts 2024 and asked the Meeting to vote. He established that the resolution had been adopted and informed the Meeting that the details of the voting results would be made available through the Company's corporate website in the days after the Meeting.

The **Chairman** then turned to sub-item 2(d) concerning the proposal to distribute a gross dividend in cash of one Romanian Leu and thirty-five Bani (RON 1.35) per outstanding share, both class A shares and class B shares equally, which at the date of the convocation totaled an amount of one hundred twenty-eight million seven hundred eighty-six thousand seven hundred and seventy-seven Romanian Leu and fifty-five Bani (RON 128,786,777.55). The Board of Directors noted that the dividend is proposed to be

made not in Euro but in Romanian leu. The total amount of one hundred twenty-eight — million seven hundred eighty-six thousand seven hundred and seventy-seven Romanian — Leu and fifty-five Bani (RON 128,786,777.55) is equivalent to approximately twenty-five — million eight hundred seventy-four thousand three hundred and seven euros (EUR — 25,874,307) translated at the exchange rate reported by the National Bank of Romania — applicable on the thirtieth day of April two thousand and twenty-five. The listed class B — shares were quoted ex-dividend from the twenty-sixth day of June two thousand and — twenty-five and the record date for the dividend was set for the twenty-seventh day of — June two thousand and twenty-five. The **Chairman** announced that the dividend was — expected to be paid on or around the fifteenth day of July two thousand and twenty-five. — Since there were no questions, the **Chairman** put sub-item 2(d) to the vote and — established that the resolution was adopted with the majority of the votes. The details of the voting results would be made available through the Company's corporate website in — the days after the Meeting. —

The **Chairman** then turned to the final sub-item and voting item under 2(e) concerning — the release from liability of the members of the Board of Directors for their management — during the financial year of two thousand and twenty-four. He noted that this was a — voting item and explained that the Meeting was asked to release the executive members — from liability for their management insofar as such management was apparent from the — financial statements or otherwise disclosed to the Meeting prior to the adoption of the — annual accounts, and the non-executive members from liability for their supervision — insofar as such supervision is apparent from the financial statements or otherwise — disclosed to the Meeting prior to the adoption of the annual accounts. The **Chairman** put sub-item 2(e) to the vote and established that the proposal had been accepted with the — majority of the votes and informed the Meeting that the details of the voting results — would be made available through the Company's corporate website. —

The **Chairman** moved to the next item on the agenda, agenda item 3, concerning the — Remuneration Report for two thousand and twenty-four, noting that this was an — advisory, non-binding vote. The **Chairman** explained that during two thousand and — twenty-four, the Company had continued to comply with the applicable remuneration — policy and that no deviating rules or practices were proposed by the remuneration — committee. He said that further details on the remuneration of the Company's directors — were referred to in the "Remuneration of Directors" section of the stand-alone financial — statements for the Company prepared in accordance with the International Financial — Reporting Standards as adopted by the European Union for the financial year ended the — thirty-first day of December two thousand and twenty-four and the Company's — Remuneration Report for two thousand and twenty-four (**Remuneration Report 2024**) — as included in the Annual Report 2024. The **Chairman** noted that the Board of Directors — proposed to the Meeting to give an advisory vote on the Remuneration Report 2024. With

no questions from the Meeting, the **Chairman** asked for the votes and then noted that the majority advised positively.

The **Chairman** moved to the next item on the agenda, item 4, dealing with the appointment of the statutory auditor which was a voting item. The **Chairman** explained that the audit committee and the other non-executive members of the Board of Directors reviewed and reflected on the activity of the statutory auditors in relation to auditing the Company's consolidated and stand-alone financial statements for the year two thousand and twenty-four and, based on this analysis, recommended to the Board of Directors to appoint KPMG Accountants N.V. as the statutory auditor for the financial year ending the thirty-first day of December two thousand and twenty-five. Having established that there were no questions, the Chairman turned to the vote on this agenda item and noted that the proposal had been accepted.

The **Chairman** turned to agenda item 5, which concerned the corporate governance structure and statement of compliance with the Dutch Corporate Governance Code (the **DCGC**). He noted that this was a discussion item only and, therefore, no voting would take place. Reference was made to the section "Management Structure", "Corporate Governance" and Annex 3 of the

Annual Report 2024 for further details on the Company's governance structure and the statement of compliance with the DCGC. The **Chairman** then moved to the next item on the agenda, item 6, dealing with the designation of the Board of Directors as the competent body to repurchase class B shares. The **Chairman** informed the Meeting that this was a voting item.

The **Chairman** noted that in accordance with article 10 of the articles of association, it was proposed to the Meeting to grant the Board of Directors the authority to acquire class B shares in the share capital of the Company through purchases effected on the stock exchange via trading on the regular market on which the class B shares are listed and/or through other means (including public tender offers), for a period of eighteen (18) months from the nineteenth day of June two thousand and twenty-five, up to and including the twentieth day of December two thousand and twenty-six, in compliance with the applicable law, subject to the following conditions:

- the authority of the Board of Directors shall be limited to a maximum of three million (3,000,000) class B shares;
- transactions effected on the stock exchange via trading on the regular market on which the class B shares are listed will be subject to a maximum price per class B share equal to the average of the highest price on each of the five (5) trading days prior to the date of acquisition, as shown in the Official Price List of the Bucharest Stock Exchange plus ten per cent. (10%) (maximum price) and to a minimum price per class B share equal to the average of the lowest price on each of the five (5) trading days prior to the date of acquisition, as shown in the Official Price List of Bucharest Stock Exchange minus ten per cent. (10%) (minimum price); and

- transactions effected through other means (including public tender offers) will be subject to a maximum price per class B share of eighty Romanian Leu (RON 80) (maximum price) and a minimum price of no less than fifty Romanian Leu (RON 50) (minimum price).

The **Chairman** noted that if this delegation of authority would be granted, any buy-back of shares will be conducted by way of a share buy-back program in line with applicable rules of the European Union. The launch of such program and the determination of its terms and conditions is subject to a decision of the Board of Directors. The Board of Directors intends to appoint an independent specialized trading / brokerage firm to execute any such buyback. The **Chairman** explained that any buy-back program may be suspended, discontinued or modified at any time for any reason and without previous notice in the Company's sole discretion in accordance with applicable laws and regulations. Neither the authorization requested, nor the subsequent launch of any share buy-back program obligates the Company to buy-back any class B shares. Then the **Chairman** asked the Meeting to vote and noted that the proposal regarding the designation of the Board of Directors as the competent body to repurchase own class B shares had been approved.

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 two hours and twenty-three minutes post meridian.

Voting results.

The exact results of the voting have been set out in a document after the Meeting, a copy of which is 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, the seventh day of August two thousand and twenty-five. (was signed)



ISSUED FOR TRUE COPY

by me David Simon Hart, deputy civil law notary, deputising for Dirk-Jan Jeroen Smit, civil law notary in Amsterdam, the Netherlands, on 7 August 2025.