



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

On the twentieth day of March two thousand and twenty-six 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 (the **Notary**), 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** ——— 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, Notary, 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 two minutes post meridian and—  
welcomed all present.\_\_\_\_\_

The **Chairman** noted that the chief executive officer of the Company acted as chairman—  
of the meeting and that at the Amsterdam' offices of Freshfields LLP (the place—  
established for the meeting) besides the Chairman and the Notary were present in—  
person:\_\_\_\_\_

- Jose Manuel Arnaiz de Castro, non-executive member of the Board of Directors;\_\_\_\_\_
- Eliza Popa, secretary of the Company, who was formally appointed secretary for this—  
Meeting by the Chairman and had also been empowered by class A shareholders and—  
class B shareholders to cast the votes at the meeting;\_\_\_\_\_
- and\_\_\_\_\_
- David Hart of Freshfields LLP, Amsterdam office.\_\_\_\_\_

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, Co-Chief Financial Officer of the Company; and\_\_\_\_\_
- Andra Gunescu, lawyer of the Company.\_\_\_\_\_

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 sixth—  
day of February two thousand and twenty-six and that the Meeting had been convened in  
accordance with the legal and statutory requirements.\_\_\_\_\_

The **Chairman** informed the Meeting that, in deviation of the statement as published on—  
the Company's website, at the record date of the Meeting, the twentieth day of February—  
two thousand and twenty-six, the Company had a total issued share capital of six million—  
eight hundred eight thousand five hundred fourteen euros and eighty-six eurocents (EUR  
6,808,514.86), consisting of (i) sixty-four million five hundred thirty-nine thousand fifty—  
four (64,539,054) Class A shares, each share having a nominal value of ten eurocents—  
(EUR 0.10) and (ii) of thirty-five million four hundred sixty thousand nine hundred forty—  
six (35,460,946) Class B shares, each share having a nominal value of one eurocent —  
(EUR 0.01). He stated that the deviation did not impact the number of votes to be cast at  
the Meeting.\_\_\_\_\_

At the record date for the Meeting, the Company held four million three hundred ninety—  
two thousand three hundred and eighty-seven (4,392,387) Class A shares, each share—  
having a nominal value of ten eurocents (EUR 0.10) and thirty-five thousand (35,000)—



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 twenty-one million two hundred forty-five thousand seven hundred twenty-seven (21,245,727) Class B shares, constituting eight-point five per cent. (85.16%) 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 amounted to six hundred twenty-two million, seven hundred twelve thousand three hundred ninety-seven (622,712,397). The secretary for the Meeting, Eliza Popa, had been granted with proxies and voting instructions representing six hundred twenty-two million, seven hundred twelve thousand three hundred ninety-seven (622,712,397) votes.

The **Chairman** noted that voting would take place orally. 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, which related to the proposal to convert part of the Company's retained earnings and general reserves into share capital. The **Chairman** explained that the Board of Directors was seeking to be authorised to issue new shares to existing shareholders, on a pro rata basis and on account of the Company's freely distributable reserves. He noted that there would be no public offering and that only current shareholders, registered in one of the (sub)registers of the Romanian Central Depository or the shareholders' register of the Company after all debit and credit entries have been handled on the record date, such date as determined by the Board of Directors, would receive the new shares, in proportion to their existing holdings. The **Chairman** then pointed out that from a regulatory perspective, this transaction did not require a prospectus under the European Union Prospectus Regulation. Instead, a document containing the information set out in Annex IX to the Prospectus Regulation would be prepared and, at the relevant time, disclosed in accordance with applicable rules.

The **Chairman** noted that the first voting sub-item 2(a) concerned the proposal to designate the Board of Directors as the competent corporate body to resolve to issue Class A shares and Class B shares by conversion of and therefore on account of the Company's retained earnings and general reserves. The **Chairman** explained that for each existing Class A share, shareholders would receive up to two (2) new Class A shares, each with a nominal value of ten eurocents (EUR 0.10). For each existing Class B share, shareholders would receive up to two (2) new Class B shares, each with a nominal value of one eurocent (EUR 0.01). The total amount to be converted from the Company's



retained earnings and general reserves was capped at thirteen million euros (EUR 13,000,000), the equivalent to approximately sixty-six million two hundred forty-six thousand and seven hundred Romanian leu (RON 66,246,700) at the exchange rate on the day before the Meeting, and therefore on the nineteenth day of March two thousand and twenty-six. The **Chairman** informed the Meeting that the Board of Directors had confirmed that the Company's freely distributable reserves would be sufficient to support this conversion.

He further noted that considering that the exact number of new shares to be issued could only be determined at the record date, the conversion of reserves into share capital would be effected by the Board of Directors under the delegation of authority to be granted under this sub-agenda item and the authority granted to the Board of Directors under the Company's articles of association in Article 28, paragraph 7 to dispose of reserves of the Company.

The authorisation would expire the day after the new shares are issued, and in any event no later than the thirtieth day of June two thousand and twenty-six. The **Chairman** noted for the avoidance of doubt, that this delegation of authority would be in addition to and would not supersede any existing delegation for the Board of Directors to issue new shares or rights to acquire shares. The **Chairman** then put sub-item 2(a) to the vote and established that the resolution was adopted.

Turning to the next voting item, agenda sub-item 2(b), he explained that the Meeting was also requested to grant the authority to the Board of Directors to restrict or exclude pre-emptive rights on the issue of new shares under agenda-item 2(a). The **Chairman** explained that an approval amongst the meeting of holders of Class A shares and an approval amongst the meeting of holders of Class B shares meeting, separately, was deemed to constitute the prior approval as required under article 8 paragraph 6 of the Company's articles of association. He noted that, just as the authority under agenda sub-item 2(b), this authorisation would also be time-limited and would expire the day after the new shares are issued, and in any event no later than thirtieth day of June two thousand and twenty-six. The **Chairman** pointed out that, for the avoidance of doubt, also here this delegation of authority would be in addition to and would not supersede any existing delegation for the Board of Directors to restrict or exclude pre-emptive rights. The **Chairman** then put sub-item 2(b) to the vote and established that the resolution was adopted.

The **Chairman** moved to the last voting item on the agenda, agenda item 3, concerning the partial amendment of the Company's articles of association. The **Chairman** explained that this item on the agenda was closely connected to the previous ones. In order to effect the share issuance that was just discussed, it would be necessary to increase the Company's authorised share capital. The current authorised capital, as set out in the Company's articles of association, would not be sufficient to accommodate the issuance—



of all new shares expected to be issued. Accordingly, the Board had proposed to partially amend the Company's articles of association to create sufficient room within the authorised capital for the proposed share issuance. The **Chairman** noted that the full text of the proposed amendment, together with explanatory notes, had been made available on the Company's website with the meeting documentation, presented in a double-column format showing both the current and proposed provisions side by side. The **Chairman** noted that the proposal also included an authorisation for each member of the Board of Directors, as well as each civil law notary or candidate civil law notary officiating with Freshfields LLP, to execute the notarial deed of amendment of the Company's articles of association. The **Chairman** asked the Meeting to vote and noted that the proposal regarding the partial amendment of the Company's articles of association 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 fifteen 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 twenty-third day of March two thousand and twenty-six.

(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 in Amsterdam, the  
Netherlands, on 23 March 2026.