

**To:** **The Romanian Financial Supervisory Authority**  
**Financial Instruments and Investments Sector**  
**The Bucharest Stock Exchange**  
**Regulated Spot Market, Category Int'l (Shares)**

**From** **DIGI COMMUNICATIONS N.V.**

### **CURRENT REPORT**

pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and to the Romanian Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations, and the relevant provisions of the Bucharest Stock Exchange Code

**Report date:** 16 November 2022

**Name of the issuing entity:** **DIGI COMMUNICATIONS N.V. (the "Company")**

**Statutory seat:** Amsterdam, The Netherlands

**Visiting address:** Bucharest, 75 Dr. N. Staicovici, Forum 2000 Building,  
Phase I, 4<sup>th</sup> floor, 5<sup>th</sup> District, Romania

**Phone/Fax number:** +4031.400.65.05/ +4031.400.65.06

**Registration number with The Netherlands Chamber of Commerce Business Register and Dutch Legal Entities and Partnerships Identification Number (RSIN):** Registration number with The Netherlands Chamber of Commerce Business Register: 34132532/29.03.2000  
RSIN: 808800322

**Romanian Tax Registration Code:** RO 37449310

**Share Capital:** EUR 6,810,042.52

**Number of shares in issue:** 100,000,000 (out of which (i) 64,556,028 class A shares with a nominal value of ten eurocents (€ 0.10) each and (ii) 35,443,972 class B shares, with a nominal value of one eurocent (€ 0.01) each)

**Number of listed shares:** 35,443,972 class B shares

**Regulated market on which the issued securities are traded:** Bucharest Stock Exchange, Main Segment, Category Int'l (Shares)

**Important events to be reported:** **Convocation of the Company's general shareholders meeting for 28 December 2022 for the approval of, among other items, the 2021 Annual Report**

The Company would like to inform the market and its investors that today, 16 November 2022, 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 Wednesday, 28 December 2022** at 2:00 PM CET, 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 2021 Annual Report (including the annual report, the statutory financial statements - consolidated and stand-alone - and the auditor report);
- approval of the interim distribution of a gross dividend of 0.85 RON per share; ex-date – 13 September 2022, the record date for the dividend – 14 September 2022, and the payment date starting with 28 September 2022;
- release from liability of the members of the Board of Directors;
- 2021 remuneration report (advisory, non-binding vote);
- appointment of the statutory auditor for the financial year ending December 31, 2022;
- designation of the Board of Directors as the competent body to repurchase own Class B Shares;
- approval of award of stock options to an executive director.

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 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>).

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**ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE *COMPANY*) TO BE HELD ON WEDNESDAY, 28 DECEMBER 2022, AT 2:00 PM CET AT THE OFFICES OF FRESHFIELDS BRUCKHAUS DERINGER LLP (AMSTERDAM OFFICE), STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS**

## **AGENDA**

- 1. Opening**
- 2. Annual Report 2021**
  - a. Board report 2021 (discussion item)
  - b. Dividend and Reservations Policy (discussion item)
  - c. Adoption of the 2021 Annual Accounts (voting item)
  - d. Approval of dividend distribution that was declared and paid as an interim dividend distribution as per Board Resolution from 1 September 2022 (voting item)
  - e. Release from liability of the members of Board of Directors (voting item)
- 3. Remuneration Report for 2021**

Remuneration Report for 2021 (advisory, non-binding vote)
- 4. Appointment of Statutory Auditor**

Proposal to appoint KPMG N.V. as the statutory auditor of the Company for the financial year 2022 (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 an executive director**

Authorize the Board of Directors to decide upon the award of stock options to an executive director 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, 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 AGM in person. Instead, please give your voting instructions by proxy or through the E-vote 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 AGM in person. For this reason, shareholders who decide not to attend the AGM on Wednesday **28 December, 2022**, 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@digi-communications.ro](mailto:digi.gsm@digi-communications.ro) up to 12:00 pm CET on Wednesday, **21 December 2022**, (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 are thereto together with the Annual Report 2021 are available on the website of the Company ([www.digi-communications.ro](http://www.digi-communications.ro)) from **16 November 2022** onwards and are, with effect from the same date, available for inspection and obtainable free of charge at the premises 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 **30 November 2022** (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. Eliza Popa, the Company's secretary (address: 75 Dr. N. Staicovici Street, fourth floor, Bucharest, Romania and e-mail [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro)) no later than by Wednesday, **21 December 2022, at 4.00 pm CET**. 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 E-vote by ING (<https://evote.ingwb.com>) no later than by Wednesday, **21 December 2022, at 4.00 pm CET**. 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 legal representative may grant a proxy,

on behalf of the relevant class A shareholder, 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, all with the right of substitution to:

- (i) a third person; or
- (ii) Mrs. Eliza Popa, secretary of the Company, and to Mrs. Andra Gunescu, lawyer 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 Wednesday, **21 December 2022 at 4.00 pm CET.**

**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 legal representative can grant a proxy to:

- (i) a third person (based on the Attendance notice and PoA to be obtained on the Company's website on GSM documents); or
- (ii) Mrs. Eliza Popa (to be obtained via E-vote 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 under which a third person is empowered to represent the class B shareholder at the AGM must be received by the Company for the attention of Mrs. Eliza Popa, Dr. N. Staicovici 75, fourth floor, Bucharest, Romania, or by e-mail: [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro) or if the Company's secretary is empowered, by registering the proxy via the E-vote by ING (<https://evote.ingwb.com>), no later than by Wednesday, **21 December 2022, at 4.00 pm CET.**

### ***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 Wednesday, 21 December 2022 at 4.00 pm CET.

### ***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 597,226 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 636,313,416.

**Serghei Bulgac**  
**Chief Executive Officer**

