



**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 Regulation no. 5/2018 on issuers and operations with securities, as subsequently amended and supplemented and the provisions of Article 99 of the Bucharest Stock Exchange Code, Title II, Issuers and Financial Instruments

**Report date:** 18 May 2026

**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/Email** +4031.400.65.05 / +4031.400.65.06 /  
[investor.relations@digi-communications.ro](mailto:investor.relations@digi-communications.ro)

**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 19,547,067.18

**Number of shares in issue:** 291,215,226 (of which (i) 184,832,388 class A shares with a nominal value of ten eurocents (€ 0.10) each and (ii) 106,382,838 class B shares, with a nominal value of one eurocent (€ 0.01) each)

**Number of listed shares:** 106,382,838 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 June 29, 2026**

The Company informs the market that today, 18 May 2026, 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 Monday, 29 June 2026 at 2.00 p.m. CET**, at the offices of Freshfields 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 2025 Annual Report (including the annual report, the statutory financial statements - consolidated and stand-alone - and the auditor report);
- approval of distribution of a gross dividend of 0.50 RON per share; ex-date – 7 July 2026, the record date for the dividend – 8 July 2026, and the payment date on or around 24 July 2026;
- release from liability of the members of the Board of Directors;
- remuneration policy and remuneration report for the year 2025;
- amendment of the Company’s Share Option Plan;
- designation of the Board of Directors as the competent body to determine the adjusted number of Options approved by the Annual General Meeting held on 25 June 2024 following the issued share capital increase implemented by the Company on 8 April 2026;
- designation of the Board of Directors as the competent body to repurchase own Class B Shares;
- re-appointment of two non-executive directors of the Company;
- authority to issue shares.

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 sections from the Company’s website also contain the English and Romanian complete versions of the 2025 Annual Report, the 2025 Consolidated and Stand-alone Statutory 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>).

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**ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE COMPANY) TO BE HELD ON MONDAY, 29 JUNE 2026, AT 2:00 PM CET AT THE OFFICES OF FRESHFIELDS LLP (AMSTERDAM OFFICE), STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS**

## **AGENDA**

### **1. Opening**

### **2. Annual Report 2025**

- a. Board report (including the Sustainability Statement) for 2025 (*discussion item*);
- b. Dividend Policy (*discussion item*);
- c. Adoption of the 2025 Annual Accounts (*voting item*);
- d. Approval of dividend distribution (*voting item*);
- e. Release from liability of the members of Board of Directors (*voting item*);

### **3. Remuneration Policy and Remuneration Report for 2025**

- a. Approval of the Remuneration Report for 2025 (*advisory, non-binding vote*);
- b. Approval of the revised Remuneration Policy of the Board of Directors (*voting item*);

### **4. Application of the revised Dutch Corporate Governance Code 2025 (the Dutch Code)**

The main elements of the Company's corporate governance structure and its compliance with the revised Dutch Code during 2025 are presented in the 2025 Annual Report. Please refer to the "Management Structure. Corporate Governance", "Board of Directors Statements" sections and Annex 3 of the 2025 Annual Report (*discussion item*).

### **5. Amendment of the Company's Share Option Plan**

Amendment of the Company's Share Option Plan in order to enable the adjustment of the number of Options granted thereunder in case of the occurrence of certain corporate events that affect the value of the Company's shares (*voting item*).

### **6. Designation of the Board of Directors as the competent body to determine the adjusted number of Options approved by the Annual General Meeting held on 25 June 2024 following the issued share capital increase implemented by the Company on 8 April 2026**

Designation of the Board of Directors as the competent body to determine the adjusted number of Options approved by the General Meeting of the Company held on 25 June 2024, for the years 2025–2026, pursuant to the capital increase by issuance of new shares allotted free of charge to the existing shareholders (*voting item*).

### **7. 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*).

### **8. Composition of the Board**

- a. Re-appointment of Mr. Marius Catalin Varzaru as Non-Executive Director and Vice-president of the Board of Directors (*voting item*);
- b. Re-appointment of Mr. Emil Jugaru as Non-Executive Director of the Board of Directors (*voting item*);

### **9. Authority to issue shares**

- a. Proposal to grant authority to the Board of Directors to issue shares and/or grant rights to subscribe for shares (*voting item*);
- b. Proposal to grant authority to the Board of Directors to restrict or exclude pre-emptive rights (*voting item*).

### **10. Close of Meeting**

## **CONVOCAȚION**

### ***Agenda***

The agenda for the AGM and the explanatory notes thereto together with the Annual Report 2025 are available on the website of the Company ([www.digi-communications.ro](http://www.digi-communications.ro)) from **18 May 2026** 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, 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 **Monday, 1 June 2026** (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 at the address: 75 Dr. N. Staicovici Street, Bucharest, Romania and by e-mail [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro) no later than by **Monday, 22 June 2026, 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 **Monday, 22 June 2026, 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 (address: 75 Dr. N. Staicovici Street, Bucharest, Romania).

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 **Monday, 22 June 2026, 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, 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 **Monday, 22 June 2026, 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 **Monday, 22 June 2026, 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 19,547,067.18 consisting of 184,832,388 Class A Shares, each having a nominal value of EUR 0.10 and 106,382,838 Class B Shares, each share having a nominal value of EUR 0.01. 4,392,387 Class A 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 1.910.782.848.

**Serghei Bulgac**

**Chief Executive Officer**