



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: 25 June 2024

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, 4th floor, 5th 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: Digi Communications N.V.’s OGMS resolutions and the availability of the approved 2023 Annual Report

The Company would like to inform the market and its investors that today, Tuesday, 25 June 2024, at 2:00 PM CET, at the offices of Freshfields Bruckhaus Deringer LLP (Amsterdam Office), Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands, the Company's general shareholders' meeting (the **GSM**) took place with respect to which the Company informed its shareholders and the market through the Convocation notice released on 13 May 2024 (the **Convocation Notice**).

The GSM was attended by shareholders representing 82,72% of the total number of shares with voting rights, respectively 78,794,760 shares.

Following the debates, the GSM has adopted the following decisions regarding the points included on the agenda, representing voting items, in accordance with the Convocation Notice:

2. Annual Report 2023

c. Adoption of the 2023 Annual Accounts;

d. Distribution of dividend - based on the approval, the Company will distribute a gross dividend of 1.25 RON per outstanding share (both Class A Shares and Class B Shares equally). The listed Class B shares will be quoted ex-dividend from 3 July 2024 and the record date for the dividend shall be 4 July 2024. It is expected that the dividend will be paid on or around 22 July 2024.

e. Release from liability of the members of Board of Directors;

3. Implementation of the Remuneration Policy and the Remuneration Report for the year 2023

a. The Remuneration Report for the year 2023 (advisory, non-binding vote);

b. The revised Remuneration Policy of the Board of Directors;

4. Appointment of KPMG N.V. as the statutory auditor of the Company for the financial year 2024

6. Designation of the Board of Directors as the competent body to repurchase own class B Shares

Based on this approval, the Board of Directors has 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 18 months from June 26, 2024 up to and including 24 December 2025, in compliance with the applicable law, subject to the following conditions:

- The authority of the Board of Directors shall be limited to a maximum number of 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 trading days prior to the date of acquisition, as shown in the Official Price List of the Bucharest Stock Exchange plus 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 trading days prior to the date of acquisition, as shown in the Official Price List of Bucharest Stock Exchange minus 10% (minimum price);
- Transactions effected through other means (including public tender offers) will be subject to a maximum price per class B share of RON 65 (maximum price) and a minimum price of no less than RON 35 (minimum price).

Any buy-back of shares will be conducted by way of a share buy-back program in line with applicable EU rules. 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. Further, 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.

7. Appointment of the members of the Board of Directors

- a.** Re-appointment of Mr. Serghei Bulgac as Executive Director of the Board of Directors;
- b.** Re-appointment of Mr. Valentin Popoviciu as Executive Director of the Board of Directors;
- c.** Re-appointment of Mr. Zoltan Teszari as Non-Executive Director and President of the Board of Directors;
- d.** Re-appointment of Mr. Marius Catalin Varzaru as Non-Executive Director and Vice-president of the Board of Directors;
- e.** Re-appointment of Mr. Bogdan Ciobotaru as Non-Executive Director of the Board of Directors;
- f.** Re-appointment of Mr. Emil Jugaru as Non-Executive Director of the Board of Directors;
- g.** Appointment of Mr. Jose Manuel Arnaiz de Castro as Non-Executive Director of the Board of Directors.

8. Approval of award of stock options to directors

The Board of Directors is authorized to decide upon the award stock options to acquire class B shares in the capital of the Company to executive directors subject to the criteria of the Company's Share Option Plan (the details of which can be found on the Company's corporate website www.digi-communications.ro).

The voting results of the GSM, as well as other relevant information on the GSM and the related documents are available on the Company's website at the section dedicated to the 2024 GSM: <https://www.digi-communications.ro/en/corporate/general-share-holders/digi-communications-n-v-gsm-2024>

Additionally, the Company wishes to inform the shareholders and investors that the 2023 approved Annual Report is also available on the Company's website and can be consulted [HERE](#).

The approved Annual Report is also attached to this current report.

For additional information, please contact us at investor.relations@digi-communications.ro

Serghei Bulgac

Chief Executive Officer