



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: 28 December 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, 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 general shareholders’ meeting resolutions from 28 December 2022 approving amongst others, the 2021 Annual Accounts.

The Company would like to inform the market and its investors that today, Tuesday, 28 December 2022, at 2:00 PM CET, at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands, took place the Company's general shareholders' meeting (the **GSM**) with respect to which the Company informed its shareholders and the market through the Convocation notice released on 16 November 2022 (the **Convocation Notice**).

The GSM was attended – either in person or by representative - by shareholders representing 76.85% of the total number of shares with voting rights, respectively 73,009,486 shares.

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

2. The Annual Report of the Company for 2021 (item 2 from the Convocation Notice):

- c. Adoption of the 2021 Annual Accounts;
- d. Approval of dividend distribution that was declared and paid as an interim dividend distribution as per Board Resolution from 1 September 2022;
- e. Release from liability of the members of Board of Directors.

The investors and the market were informed of the 2021 financial results by the publication of the 2021 annual report on 16 November 2022.

3. Remuneration Report for 2021

The general meeting approved by an advisory vote the Remuneration Report for 2021 made public on the Company's website. The Remuneration Report for 2021 is construed according to the provisions of EU Directive 828/2017 as implemented in The Netherlands.

4. Appointment of KPMG NV as Statutory Auditor of the Company

5. Designation of the Board of Directors as the competent body to repurchase own Class B Shares – based on this approval, the Board of Directors shall have the authority to acquire class B shares through purchases effected on the stock exchange, for the purposes of being granted to statutory executive directors, managers and employees of the group under the various stock option plans approved or to be approved by the Company, in accordance with the applicable legal provisions, for a period of 12 months from the date of the AGM (i.e., up to and including 28 December 2023).

The authority of the Board of Directors shall be limited to a maximum of up to 10% of the issued class B share capital at the close of trading on the Regulated Spot Market of the Bucharest Stock Exchange on the date of the AGM, 28 December 2022. The maximum purchase price per class B share shall at no times be higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the Regulated Spot Market of the Bucharest Stock Exchange. The purchases will not exceed, on any trading day more than 25 % of the average daily volume of the shares on the Regulated Spot Market of the Bucharest Stock Exchange on which the purchase is carried out, as defined in article 3 para. (3) from Regulation (EU) 2016/1052 of 8 March 2016.

The Board of Directors intends to appoint an independent specialized trading / brokerage firm to execute any such buy-back.

6. Approval of award of stock options to an executive director

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 an executive director 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 GSM:

<https://www.digi-communications.ro/en/corporate/general-share-holders/digi-communications-n-v-gsm-2022/gsm-documents-5>

Serghei Bulgac

Chief Executive Officer