



**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:** 30 April 2020

**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:** Digi Communications N.V.’s general shareholders’ meeting resolutions from 30 April 2020 approving amongst others, the 2019 Annual Accounts.

The Company would like to inform the market and its investors that today, Thursday, 30 April 2020, at 12:00 p.m. CEST, at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskyaan 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 19 March 2020 (the **Convocation Notice**).

The GSM was attended – either in person or by representative - by shareholders representing 75,77 % of the total number of shares with voting rights, respectively 71,401,050 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 2019** (item 2 from the Convocation Notice):

- c. Adoption of the 2019 Annual Accounts;
- d. Distribution of dividend – based on the approval, the Company will distribute a gross dividend of 0.65 RON per share, ex-date – 15 May 2020. The GSM has approved to change the record date for the purposes of identifying the shareholders entitled to receive the dividend approved in the AGM, the new record date being 18 May 2020 (the first business day following the ex dividend date, *i.e.* 15 May 2020).

It is expected that the payment date will be on or around 29 May 2020;

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

**3. Application of the Remuneration Policy and Remuneration Report for 2019**

**a** Remuneration Report for 2019

The general meeting approved by an advisory vote the Remuneration Report for 2019 made public on the Company's website. The Remuneration Report for 2019 is construed according to the provisions of EU Directive 828/2017 as implemented in The Netherlands.

**b** Approval of the new Remuneration Policy of the members of the Board of Directors

The general meeting approved the Remuneration Policy of the members of the Board of Directors, as updated in line with the requirements of the provisions of EU Directive 828/2017 as implemented in Dutch law. The new proposed Remuneration Policy is published on the Company website.

**4. Appointment of Statutory Auditor – Ernst & Young Accountants, LLP, Netherlands.**

**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 30 April 2021).

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, 30 April 2020. 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.

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

#### **6. Re-appointment of the members of the Board of Directors**

- a. Re-appointment of Serghei Bulgac as executive-director of the Board of Directors for a period of 4 years ending on the day of the annual general meeting of shareholders of the Company to be held in 2024.
- b. Re-appointment of Valentin Popoviciu as executive-director of the Board of Directors for a period of 4 years ending on the day of the annual general meeting of shareholders of the Company to be held in 2024.
- c. Re-appointment of Zoltan Teszari as non-executive-director and president of the Board of Directors for a period of 4 years ending on the day of the annual general meeting of shareholders of the Company to be held in 2024.
- d. Re-appointment of Marius Catalin Varzaru as non-executive-director and vice-president of the Board of Directors for a period of 4 years ending on the day of the annual general meeting of shareholders of the Company to be held in 2024.
- e. Re-appointment of Bogdan Ciobotaru as non-executive-director of the Board of Directors for a period of 4 years ending on the day of the annual general meeting of shareholders of the Company to be held in 2024.
- f. Re-appointment of Piotr Rymaszewskias non-executive-director of the Board of Directors for a period of 4 years ending on the day of the annual general meeting of shareholders of the Company to be held in 2024.
- g. Re-appointment of Emil Jugaru as non-executive-director of the Board of Directors for a period of 4 years ending on the day of the annual general meeting of shareholders of the Company to be held in 2024.

#### **7. Approval of award of stock options to executive 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](http://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:

<http://www.digi-communications.ro/en/general-share-holders>.

**Serghei Bulgac**

**Chief Executive Officer**