



# DIGI

**Investor Presentation**

September 2024

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**DIGI**



**DIGI**

**Who we are**

At Digi Communications, our goal is to harness **cutting-edge technology** to provide superior communication services to **a large customer base** at the most **affordable prices**

# Our services



**Pay TV (DTH & Cable TV)**



**Fixed telephony**



**Mobile telephony**



**Broadband (fixed and mobile)**



**Data communications**



**Media content**

# Media holdings

DIGI was the first Romanian electronic communications company to offer convergent services and transmedia content, by bundling phone, internet and TV together. The TV channels launched in July 2009, while in May 2015, the Radio stations were added to the line-up.

## TV channels:



## Radio:



## Online:



## Benefits of Media Holdings:

- **Stickiness:** Media offerings play a vital role in enhancing customer stickiness. By providing engaging and relevant content, the Group encourages customers to remain connected to the DIGI ecosystem.
- **Entertainment:** DIGI's diverse content portfolio ensures that customers find something to suit their preferences.
- **Information:** Informative programming keep customers well-informed about current events and trends.
- **Brand Loyalty:** Media holding contributes to the recognition and loyalty associated with the "DIGI" brand.

# Key markets

Consolidated, yet still growing



## Romania

### Multiple play:

- CATV, satellite/DTH
- Fixed internet
- Fixed telephony
- Mobile communications

Growth



## Spain

### Multiple play:

- Fixed internet
- Fixed telephony
- Mobile communications (MVNO)

Moderate Growth



## Italy

### Single play:

- Mobile communications (MVNO)

Future Growth

## Portugal



- Fixed (FTTH) and mobile network (4G/5G) in construction, following the acquisition of spectrum licenses

## Belgium



- Fixed and mobile network in preparation in JV with Citymesh/Cegeka, after acquisition of spectrum licenses



# DIGI in numbers

**2 core markets:  
Romania & Spain**

**5 growth markets:  
Romania, Spain, Italy,  
Portugal & Belgium**

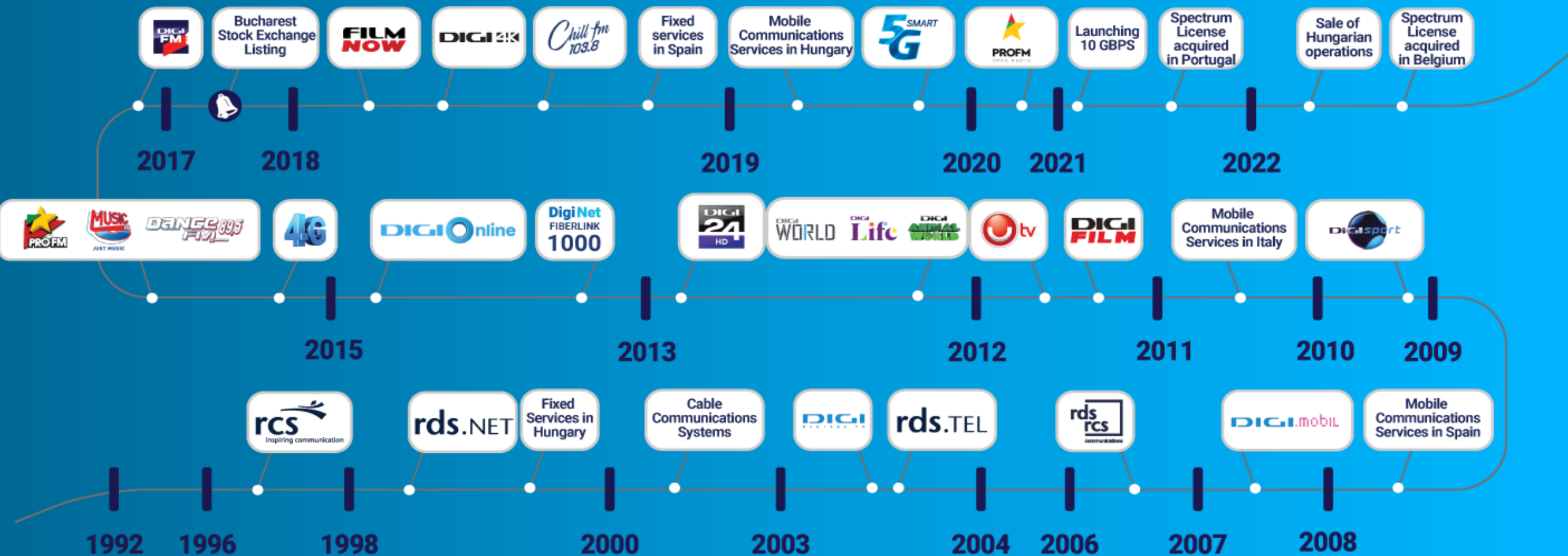
**19m+ homes covered  
by DIGI's fiber network  
in core markets as of  
June 2024**

**25.5m RGUS as of  
June 2024**

**€3.8bn CAPEX  
between 2007-2023**

**22K+ employees in  
4 key markets as of  
December 2023**

# Our evolution



Note: On January 3, 2022 the Group successfully closed the sale of Digi Hungary and its subsidiaries to 4iG Plc ("the Hungarian operations") for a total consideration of €625 million.

# Board of Directors

Digi Communications applies a one-tier board structure comprising of two Executive Directors and five Non-executive Directors, of which two are considered to be independent. The Board of Directors was appointed on June 25<sup>th</sup>, 2024, and it consists of the following members:

**Zoltán TESZÁRI**

President and Non-executive Director

**Marius VARZARU**

Vice-president and Non-executive Director

**Serghei BULGAC**

Chief Executive Officer and Executive Director

**Valentin POPOVICIU**

Executive Director

**Emil JUGARU**

Non-executive Director

**Bogdan CIOBOTARU**

Independent Non-executive Director

**Jose Manuel ARNAIZ DE CASTRO**

Independent Non-executive Director

The Board of Directors has established two board committees: the Audit Committee and the Remuneration Committee.

# Awards and recognition

#1

European Major Telecom Player Award at **Capital Magazine**, Elite Companies Gala 2023

#1

Top Company in Bucharest, awarded by Bucharest Chamber of Commerce and Industry, Top companies in Bucharest Gala 2023

#4

Most Valuable Romanian Brand, according to Brand Finance 2024 Ranking

#5

Top Employer in Romania in 2023 according to Undelucram.ro

#17

Top Company according to **Capital Magazine** Top 300 Companies in Romania, 2023

#39

Top 100 Most Valuable Companies in Romania by Ziarul Financiar, 2023

#1

Spain's fastest fibre-optic network according **Ookla**, **Speedtest 2022 & 2023 Awards Gala**



Award for excellence for efforts to expand international presence, awarded in 2023 by Ziarul Bursa publication



Special award for operator with the most extensive mobile voice coverage in Romania, by Bucharest Chamber of Commerce and Industry, Top companies in Bucharest Gala 2023



Medical Campaign of the Year Award for "We have the same blood" campaign by Digi24



Award for developing the most extensive communications network at the Romanian Entrepreneurship Gala

# DIGI on BVB

Digi Communications share capital consists of Class A and Class B shares. Class B shares are listed on the Bucharest Stock Exchange (BVB) as of May 16<sup>th</sup>, 2017. The Company's shares (BVB: DIGI) are included in the main reference indices of BVB, including the BET index, which includes 20 most tradeable Romanian public companies. DIGI is the only telecommunications company included in the index and the largest entrepreneurial company listed on BVB.

Shareholding structure as of 31.12.2023:

	CLASS A SHARES	NUMBER OF VOTING RIGHTS	CLASS B SHARES	NUMBER OF VOTING RIGHTS
	<i>Unlisted</i>		<i>Listed on the Bucharest Stock Exchange (BVB)</i>	
RCS Management S.A.	57,866,545	578,665,450	-	-
Mr. Zoltan Teszari	2,280,122	22,801,220	-	-
Other	-	-	35,068,446	35,068,446
Treasury shares	4,409,361	-	375,526	-
<b>Total</b>	<b>64,556,028</b>	<b>601,466,670</b>	<b>35,443,972</b>	<b>35,068,446</b>

Listing venue:



Research coverage:



SWISS CAPITAL



# Bonds

Romanian subsidiary of Digi Communications, RCS & RDS, issued in 2020 notes totalling €850 million.

Particularly in the current context, the financial cost of the notes is extremely attractive therefore confirming the right strategy of the Group to access financing in 2020.



Face value: **€450 million**

Coupon rate: **2.5%**

Maturity: **05.02.2025**

Venue: **Euronext Dublin**

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Face value: **€400 million**

Coupon rate: **3.25%**

Maturity: **05.02.2028**

Venue: **Euronext Dublin**

# Key investment highlights



## State of the art telecom networks

- More than 9.1 mn homes passed in Romania, of which more than 99% are fibre networks, resulting in faster and more cost-effective service compared to traditional networks.
- Ongoing development and rollout of fixed fibre network in Spain.



## Robust RGU growth across all business lines

- Prioritizing organic growth through network expansion and increasing penetration of various services, from Pay TV to mobile.
- Potential of expanding RGU through strategic acquisitions.



## Strong mobile infrastructure and coverage

- Currently cover 99.5% of the Romania's population with mobile telecom services.
- Holding licenses across all technologies (2G-5G) with a proactive approach to potentially acquiring more frequency blocks.



## Focused geographical expansion

- Primary focus on the Romanian and Spanish markets, leveraging advanced networks for service delivery.
- Plans to enter Portuguese and Belgian markets.

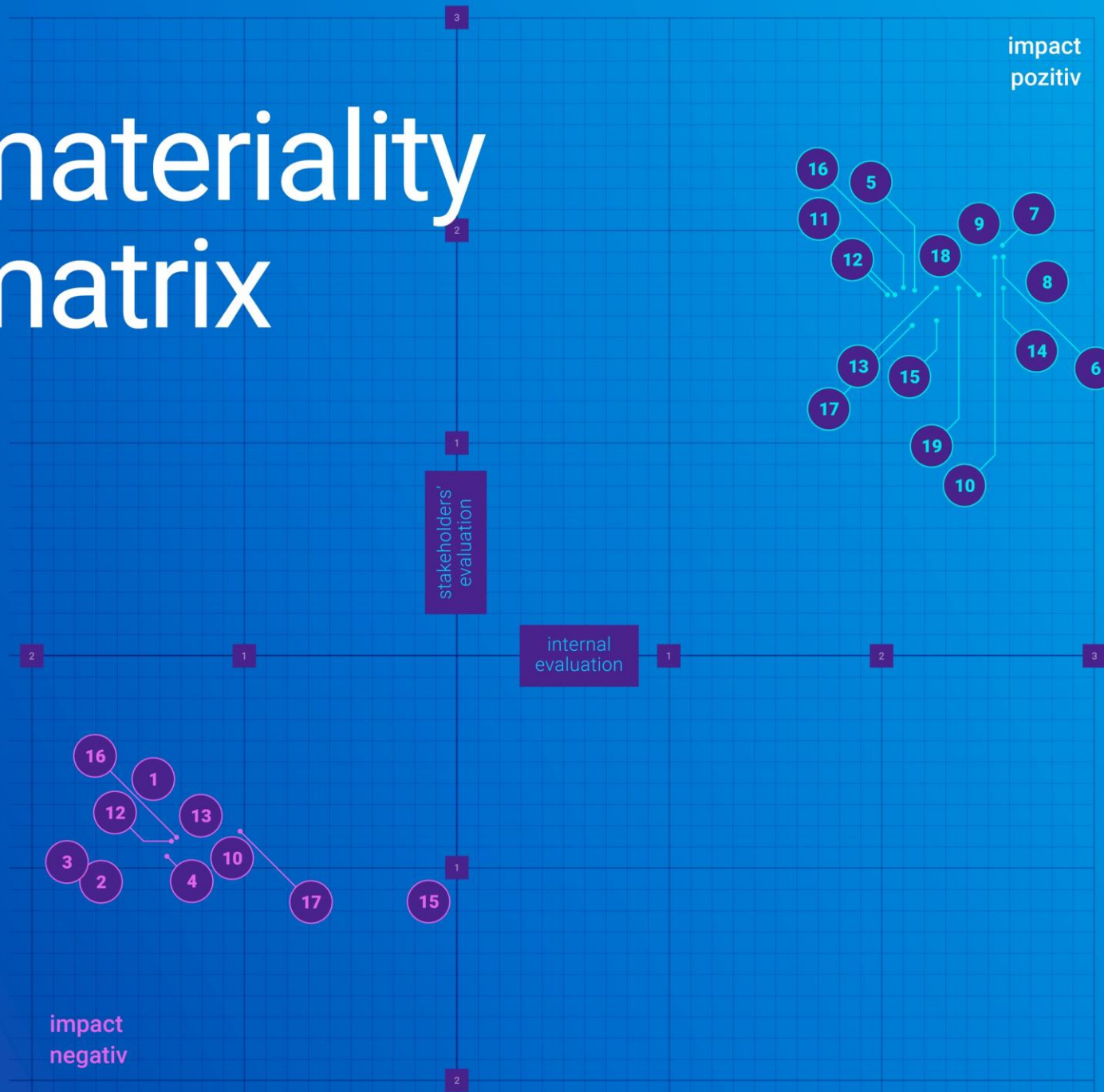


## Proven growth driven by robust CAPEX

- Solid performance in Romania, which bolsters expansion in core market Spain and potential markets.
- Commitment to shareholder value with a dividend growth at a CAGR of 24% from 2017-2023, with approx. 2% yield for 2023.
- Significant CAPEX geared towards harnessing growth opportunities.

# materiality matrix

# ESG



## material topics:

- |  |  |
|--|--|
| 1. Climate change                          | 11. Personal data privacy                    |
| 2. Energy consumption                      | 12. Fair working environment                 |
| 3. Materials and waste                     | 13. Occupational health and safety           |
| 4. Biodiversity                            | 14. Digital inclusion and access to services |
| 5. Business ethics and responsibility      | 15. Content policy                           |
| 6. Impact on the local economy             | 16. Supply chain management                  |
| 7. Internet governance and digital freedom | 17. Stakeholder engagement                   |
| 8. Technological innovation                | 18. Circular economy                         |
| 9. Quality of services                     | 19. Engaging with local communities          |
| 10. Data and network security              |  |



# Development vectors

From its origins as a Romanian entrepreneurial venture, DIGI has evolved into a **pivotal European operator** in infrastructure and electronic communications, now present in five major markets.

Our **growth strategy** focuses on asserting leadership in core regions – **Romania & Spain** – and expanding our footprint in promising European territories – **Portugal, Belgium** – always delivering top quality services at affordable prices.

# 4-pillar strategy

## Superior infrastructure

- Leverage advanced **fiber network**
- Top coverage with **4G** mobile network with **5G** in active deployment
- Maximise advantage in **speed** and **reliability**
- **Expand coverage of mobile networks**



## Accelerated growth

- Explore **acquisition and expansion** based on market opportunities
- **Cross-sell fixed/mobile services** to maximize customer value
- Drive penetration to reach untapped consumer segments



## Service excellence

- Drive disruption by ensuring competitive and **affordable pricing**.
- Deliver high-quality service with premium content to drive **stickiness**



# DIGI

## Market presence

- Focus on leadership in **core markets: Romania & Spain**
- Actively build presence in existing and potential **growth markets**
- Achieve economies of scale through **operational efficiency**



# Key markets

All data as of 30.06.2024



Top European  
telecom operator

25.5mn RGUs

€473m  
consolidated  
revenues

Consolidated, yet still  
growing



Romania

- #1 Internet operator
- #1 CATV operator
- #1 National mobile coverage
- #1 Mobile portability market
- #3 Mobile telephony operator

Growth



Spain

- #1 Mobile Virtual Network Operator on portability sector
- 7.5mn RGUs (fixed & mobile)
- Convergent services portfolio

Moderate Growth



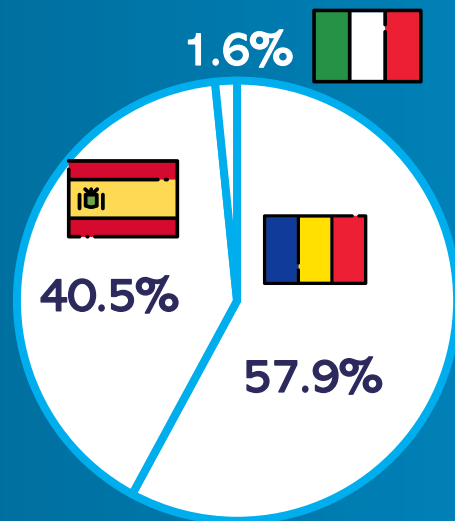
Italy

- 456K RGUs (mobile)
- Target customer is the large Romanian community (1.2mn people)

# Key financial data

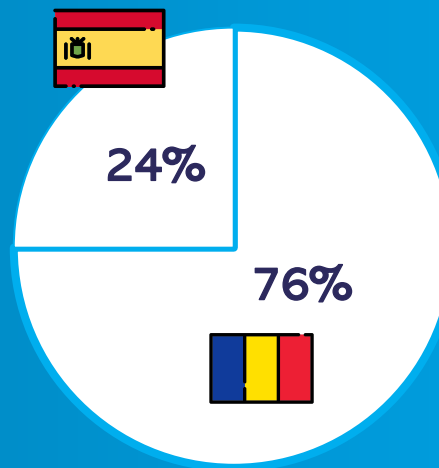
## Revenue by market

Total revenues in H1 2024:  
**€473** (+14% vs. H1 2023)



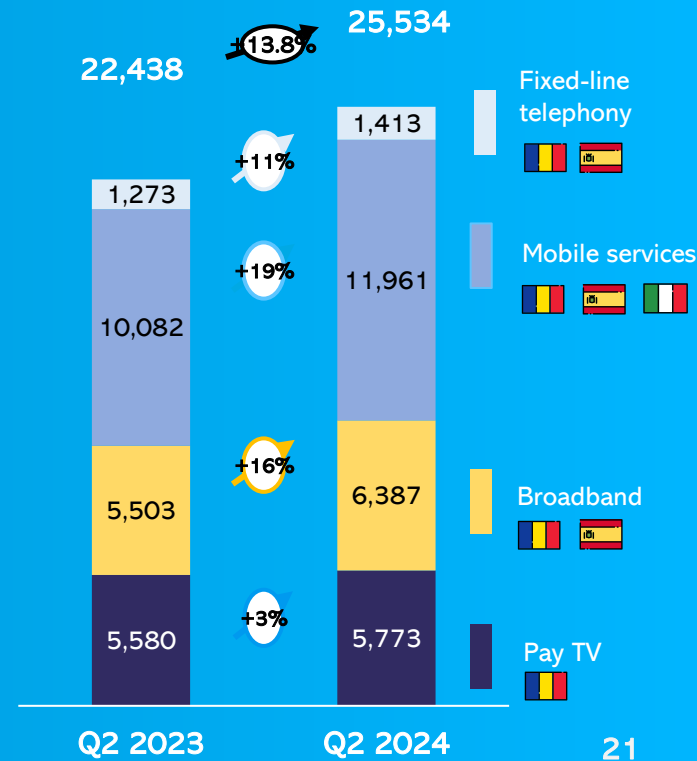
## EBITDA by market

Total Adjusted\* EBITDA in H1 2024:  
**€333.3m** (+19% vs. H1 2023)



\*Adjusted for the effect of non-recurring and one-off items.

## RGU's ('000) by business line



# Romania: DIGI as a market leader

## Key financial data<sup>1</sup>

Revenue: €273.7m

Adj. EBITDA<sup>2</sup> margin: 47.1% (+2.3pp YoY)



## Key highlights

- #1 CATV operator with 72.7% market share
- #1 internet operator with 70% market share
- Performance of DIGI's fixed internet network places Romania in the global ranking speed for years
- #1 national mobile coverage, covering 98.8% of the total Romanian population
- #3 mobile telephony operator with ~24% of the mobile internet active connections
- #1 mobile portability leader with 867k numbers ported in 2023

## Competition

Reported by ANCOM as at 31.12.2023

Market share <sup>3</sup>				
PayTV	72.7%	10%	13.9%	-
Broadband	70%	11%	17.3%	-
Fixed-line telephony	54.1%	14.7%	31%	-
Mobile telephony	24.2%	28.4%	35%	12.3%
Multiple play				

## DIGI

### H1'24 RGU evolution

% represents change in Romanian RGUs between 30.06.2023 and 30.06.2024, according to Company data

PayTV		+4%	+193k RGUs
Broadband		+7%	+321k RGUs
Fixed-line telephony		-4%	-40k RGUs
Mobile telephony		+15%	+816k RGUs

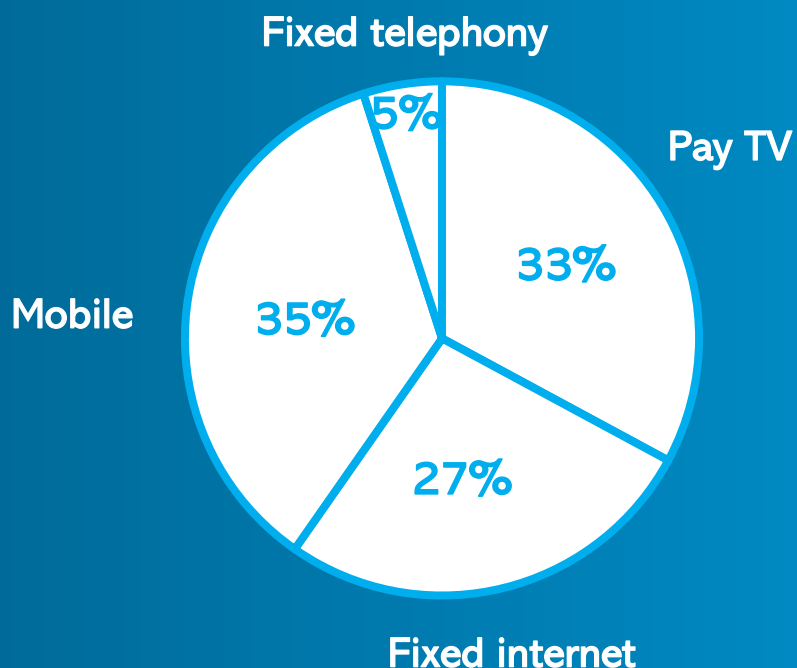
<sup>3</sup> Market shares include all PayTV technologies (including but not limited to Cable TV and DTH)

<sup>1</sup> All data as of 30.06.2024 unless stated otherwise.

<sup>2</sup> On a post-IFRS 16 basis, as % of revenue, incl. intersegment eliminations.

# Romania: Digi as a market leader

17.5m RGUs<sup>1</sup>



## Key highlights

### Fiber infrastructure:

- 100% owned nationwide network
- Nationwide last-mile 1Gbps connection with multiple 100Gbps capacities and multiple redundancies
- ~9.1 million homes passed, covering all major cities and certain rural areas (95% dwellings covered)
- >99.9% FTTB/FTTH coverage based on GPON or comparable technology

### Mobile infrastructure:

- Mobile coverage in a continuous expansion
- The largest voice coverage in constant growth
- Increasing throughput, currently at 15-20 Mbps
- The highest 4G availability and the best consistent performance of the network
- Launched VoLTE & VoWiFi as one of the first at European level

<sup>1</sup> All data as of 30.06.2024 unless stated otherwise.

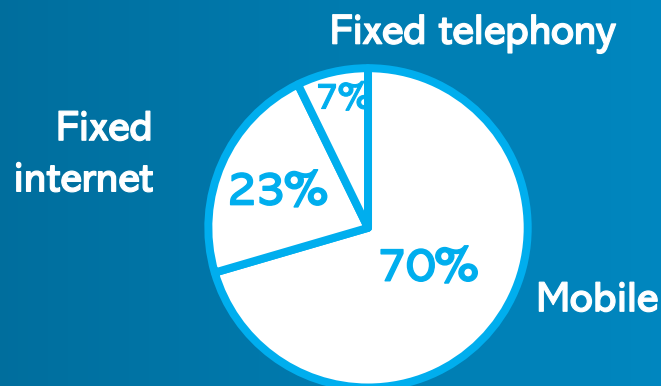
# Spain: DIGI as an important player

## Key financial data<sup>1</sup>

Revenue: €191.6m

Adj. EBITDA<sup>2</sup> margin: 22.4% (+3.8pp YoY)

## 7.5m RGUs



## Key highlights

- September 2018: Launch of FTTH fixed broadband and fixed telephony; currently provides these services in 50 regions
- August 2021: Launch of 10 Gbps fixed broadband service
- Indirect access on Telefonica FTTH GPON network based on the NEBA regulation
- December 2023: Acquisition of spectrum licenses from MasMovil Group, securing option agreement with Orange granting potential for future national roaming service agreements
- +10 million homes passed with own FTTH network
- Leader XGSPON in Spain, present in 38 provinces
- OOKLA award for three years in a row for the fastest internet in Spain

<sup>1</sup> All data as of 30.06.2024 unless stated otherwise.

<sup>2</sup> On a post-IFRS 16 basis, as % revenue, incl. intersegment eliminations.

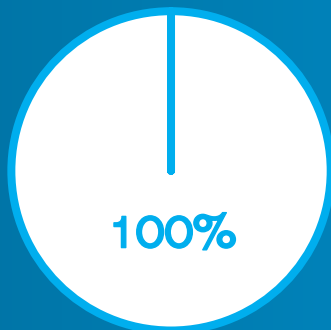


# Italy: DIGI as a niched player

## Key financial data<sup>1</sup>

Revenue: €7.6m

456k RGUs



Mobile



## Key highlights

- Utilize Vodafone's mobile telecommunications network under the Italian MVNO Agreement
- Primarily target the extensive local Romanian community in Italy

<sup>1</sup> All data as of 30.06.2024 unless stated otherwise.

# Portugal, Belgium: potential growth for DIGI

## Portugal



- Acquisition of mobile spectrum at 2021 5G auction
- Long-term strategic partnership with Cellnex, reaching 3,000 mobile towers
- SPA signed with LORCA to acquire Nowo Communications, Portugal's fourth largest mobile and fixed telecom operator (pending approval by Portuguese Competition Authority)
- Preparation for the launch of commercial services in 2024



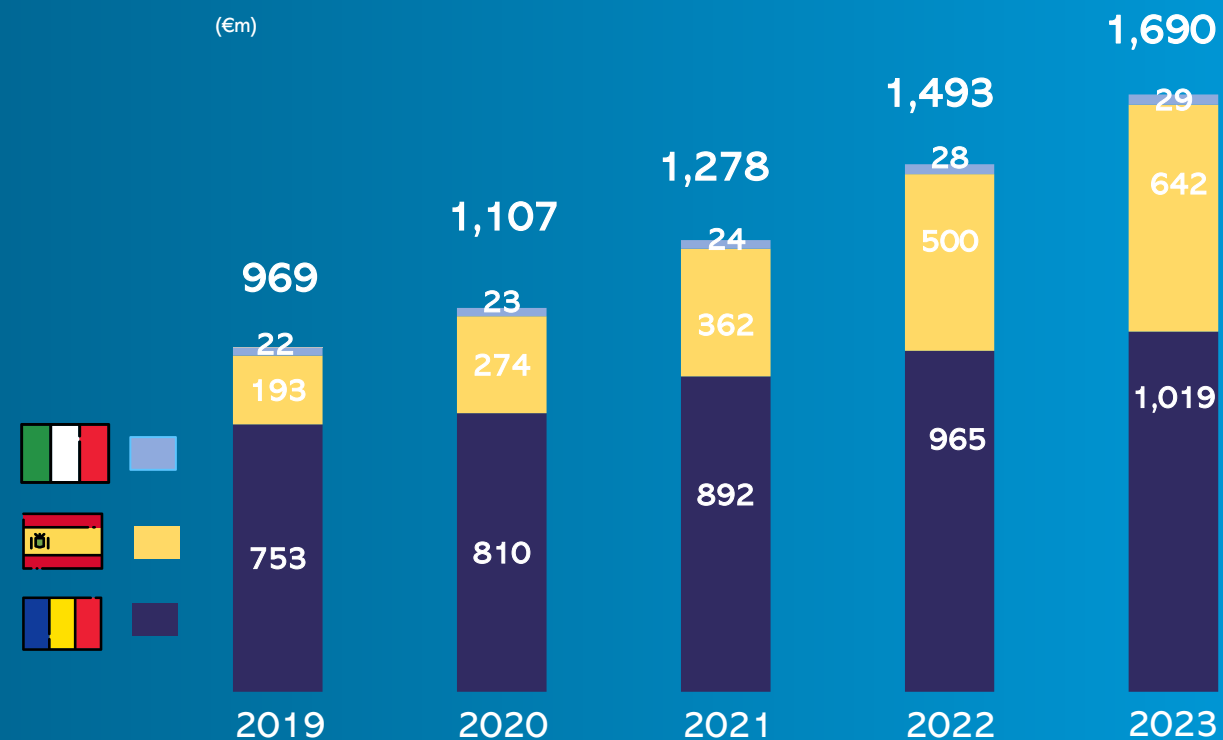
## Belgium

- Secured mobile spectrum in 2022 5G auction in collaboration with Citymesh Mobile (Cegeka Group)
- Agreement concluded in August 2023 with Proximus of wholesale agreements, acquiring national roaming services for a fixed initial term of 5 years
- Under agreement with Proximus, 400 mobile sites (physical infrastructure) are expected to be bought in the next 4 years
- Goal to provide full suite of mobile services on the Belgian market

# Historical financial data

# Financial KPIs evolution

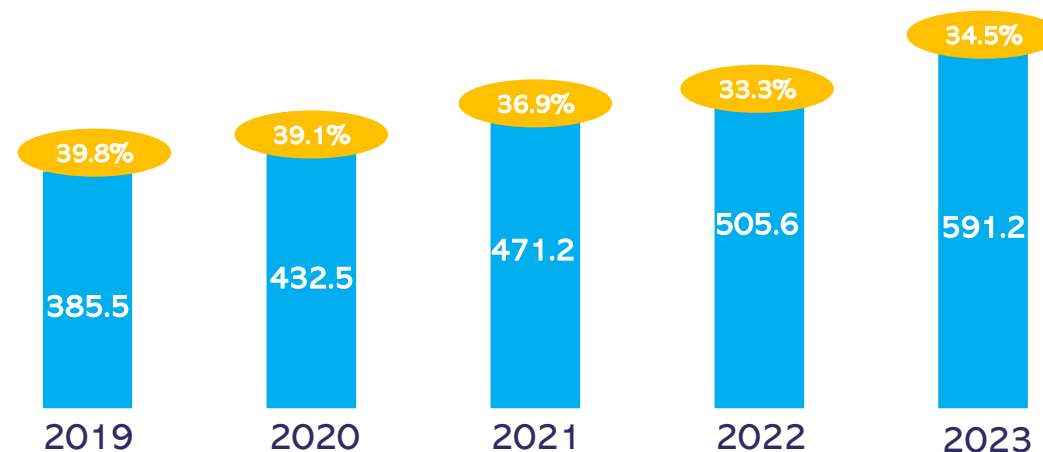
## Revenues by market\*



\*Excluding the results of the Hungarian operations, of which sale was successfully closed on January 3rd, 2022.

## Adjusted EBITDA evolution\*

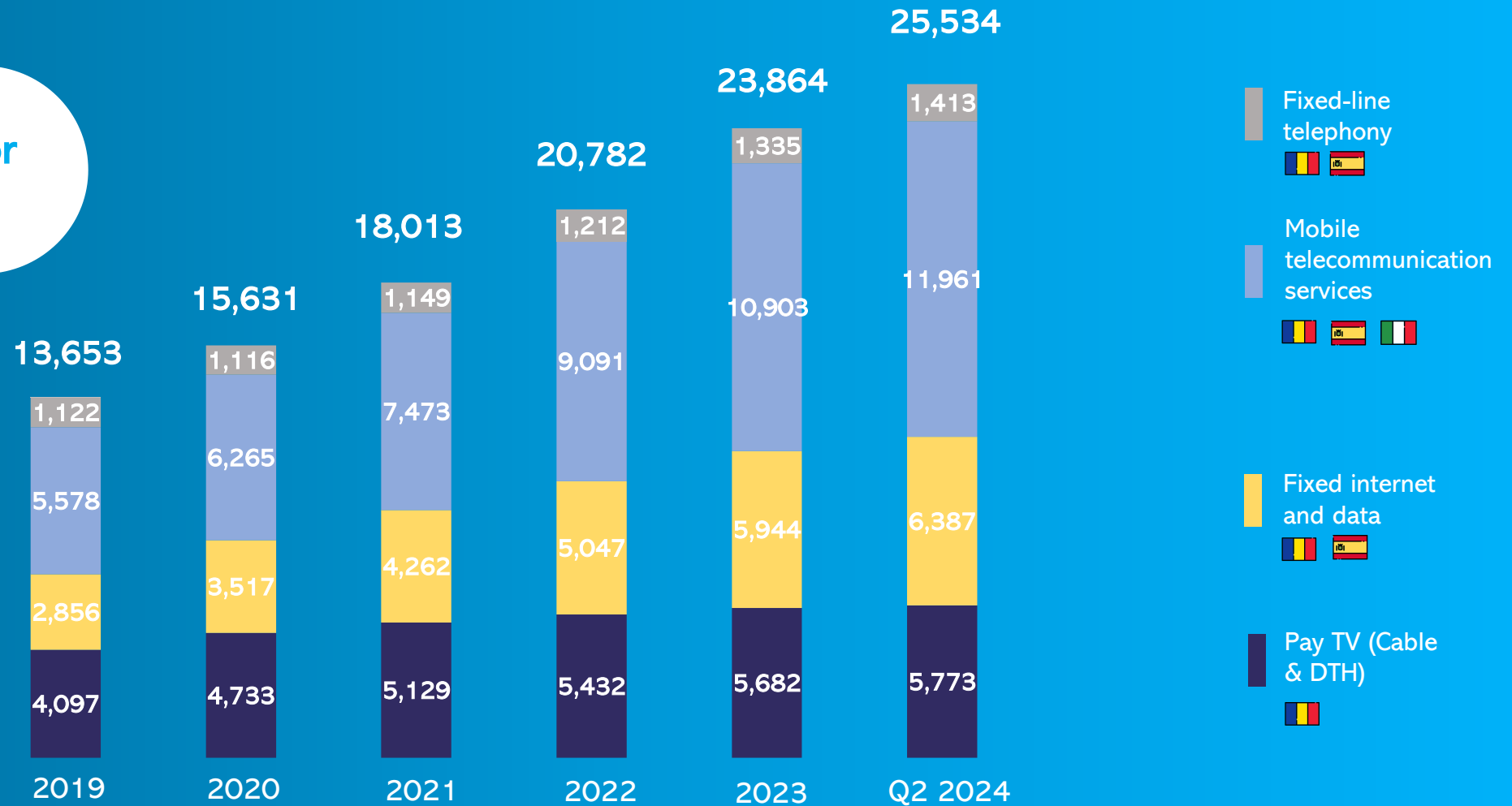
Adjusted EBITDA is defined as EBITDA (consolidated operating profit or loss plus charges for depreciation, amortisation and impairment of assets) adjusted for the effect of non-recurring and one-off items.



(€m),  
margin (%)

# RGUs\* evolution

RGUs CAGR of 12% for 2019-2023



\*Excluding the RGUs of the Hungarian operations, of which sale was successfully closed on January 3rd, 2022.

# H1 2024 financials

# H1 2024 Results overview



**REVENUES**  
and other income



**13%** up to €921 million (+104.1m H1 2024/H1 2023)

**RGU**



**14%** up to 25.5m (+3.1m RGUs Q2'24/Q2'23)

**EBITDA**  
excl. IFRS 16



**19%** up to €285 million (+46.1m H1 2024/H1 2023)



**Romania RGU**  **+8%**

Mobile: 6.2m RGU (+15% YoY)  
Pay TV: 5.7m RGU (+4% YoY)  
Broadband: 4.7m RGU (+7% YoY)



**Spain RGU**  **+30%**

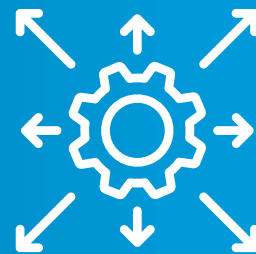
Mobile: 5.3m RGU (+23% YoY)  
Broadband: 1.7m RGU (+51% YoY)  
Fixed telephony: 544k RGU (+50% YoY)

# Continued strategy execution in 2024



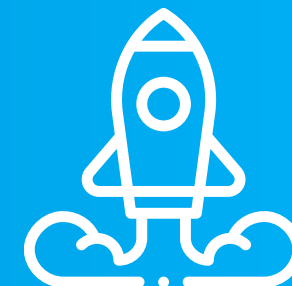
## Sustained RGU growth across core markets

- Sustained market share growth in Romania and Spain.
- Continued strong momentum in the mobile growth in Romania and Spain.



## Continued network expansion

- **Romania:** expanding the mobile network; rolling out equipment to service the new frequencies and increase in the 5G footprint.
- **Spain:** continued development of fixed infrastructure.
- **Portugal:** mobile and fixed infrastructures development.



## Preparations for launch in Portugal, progress in Belgium

- On-track with preparation for the launch of commercial services in 2024 in **Portugal**.
- Continue the development of the partnerships and the infrastructure build to sustain the 2024 launch of commercial services in **Belgium**.



# Key developments in 2024 YTD



## Spain: sale of FTTH network in 12 provinces

- On 4 April 2024, Digi Spain, entered into an asset sale and purchase agreement for the sale of its FTTH network in 12 provinces across Spain. The agreement was finalized with Sota Investments Spain OpCo, S.L.U., which is controlled by a consortium including Macquarie Capital, abrdn, and Arjun Infrastructure Partners, for a total consideration of up to EUR 750,000,000.
- The network currently reaches approximately 4,250,000 homes, with plans to expand to a total of 6,000,000 homes over the next 3 years. The strategic sale is structured to enhance the company's liquidity and invest further in network expansion and improvement. The completion of this transaction is contingent on FDI clearance and economic concentration merger control.



## Spain: New financing agreements signed

- The Group has secured additional financing signing: two export credit facilities amounting to EUR 117,2 million, for financing the development of the telecommunication networks in Romania and Portugal; and a bridge facility amounting to EUR 50 million for financing the working capital needs in Spain.

# Key developments in 2024 YTD



## Romania: preliminary agreement for purchase of Telekom Romania

- Digi Romania has entered into a preliminary agreement on May 27, 2024, for the acquisition of a 99.9999994% stake in Telekom Romania Mobile Communications S.A. by West Network Invest S.R.L., an investment vehicle majority-owned by Digi and minority-owned by Clever Media group. The Transaction is contingent on several conditions, including the completion of due diligence, necessary approvals from authorities, and finalization of related documentation.
- If the acquisition is completed, according to the agreement between the shareholders of West Network Invest, Telekom Romania Mobile will continue to operate as an independent telecommunications operator in the market.



## New financing agreements signed

- On June 3, 2024, the Company's subsidiary Digi Romania S.A., secured a EUR 150 million term loan with a 3-year maturity from ING Bank N.V., which may be used to refinance the EUR 450 million Senior Secured Notes due in 2025.

# Key developments in 2024 YTD



## Spain: national roaming agreement signed with Telefonica



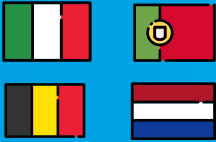
- On July 9, 2024, Digi Spain signed a national roaming agreement (NRA) and a RAN sharing agreement with Telefónica for a minimum of 16 years. These agreements, effective from January 1, 2025, will replace the existing MVNO agreement and include the sharing of mobile spectrum in the 3.500 MHz frequency band.
- Digi Spain has also entered into a 10-year fixed broadband bitstream wholesale agreement with Telefónica, with an option to extend. These agreements, along with the recent spectrum license purchase in Spain, position the Company to transition from a mobile virtual network operator (MVNO) to a mobile network operator (MNO) and roll out its own mobile network. Fixed (FTTH) and mobile network (4G/5G) in construction, following the acquisition of spectrum



## Portugal: agreement to acquire Nowo Communications

- On August 1, 2024, Digi Portugal, LDA. entered into a share purchase agreement with LORCA JVCO Limited to acquire 100% of the shares of Cabonitel, S.A. for a valuation of EUR 150 million, subject to customary adjustments and contingent events.
- The acquisition includes Nowo Communications, S.A., Portugal's fourth largest mobile and fixed telecom operator, which is fully owned by Cabonitel, and serves approximately 270,000 mobile telephony clients and 130,000 fixed telecommunications clients.

# Q2 2024 Market highlights

'm€ 3 months ending June 30, 2024	 Romania	 Spain	 Italy and Group operations <sup>2</sup>	Total <sup>4</sup>
Revenues and other income <sup>3</sup>	€276.0	€191.7	€7.6	€474.7
Adjusted EBITDA <sup>1</sup> excluding IFRS 16	€111.4	€38.0	€(4.7)	€144.7
RGUs ('000)	# 17,561	# 7,517	# 456	# 25,534

Source: Company data

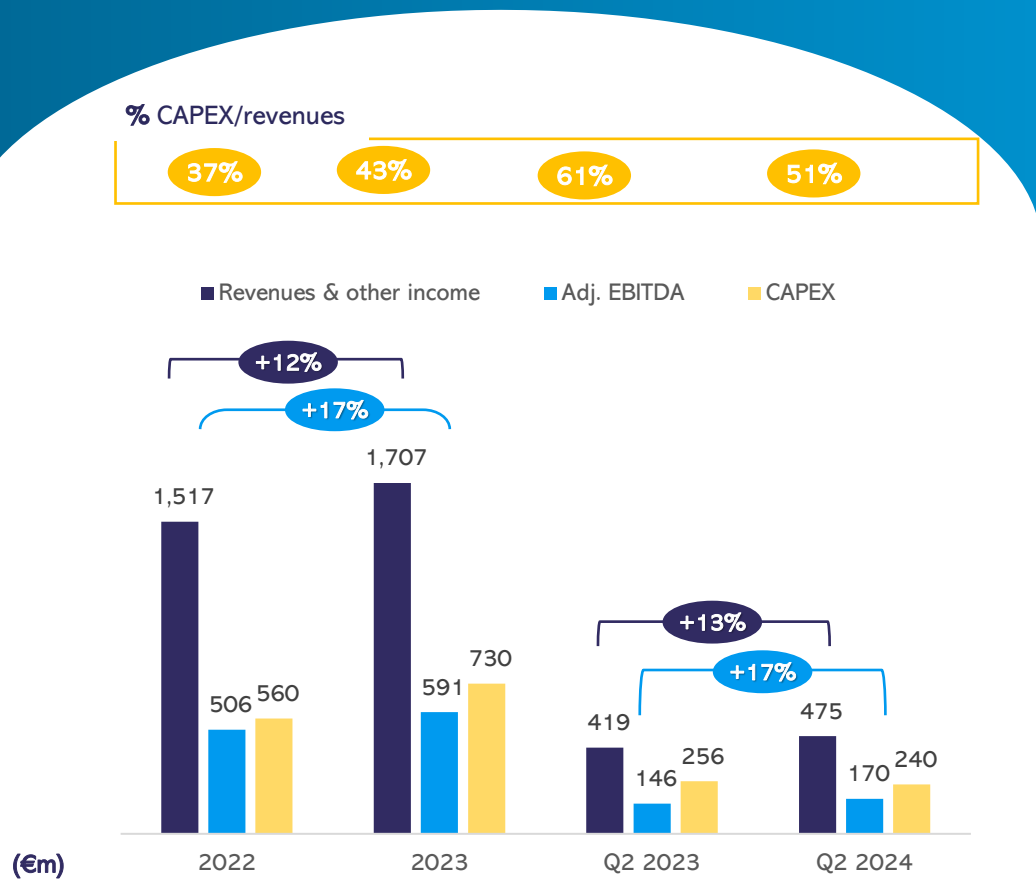
<sup>1</sup>Adjusted EBITDA excluding IFRS 16 is computed as Adjusted EBITDA decreased by the rental expense recognized in line with IFRS as in effect at 31 December 2018.

<sup>2</sup>In this Report, unless otherwise stated, as part of our "Other" segment we only present the results of our Italian operations, for revenue, and the results of our Italian, Dutch and Portuguese operations for operating expenses.

<sup>3</sup> Revenues per country include intersegment revenues in total amount of €0.5 million for Q2 2024.

<sup>4</sup> Total Group revenues excluding intersegment revenues.

# Q2 2024 Financial highlights

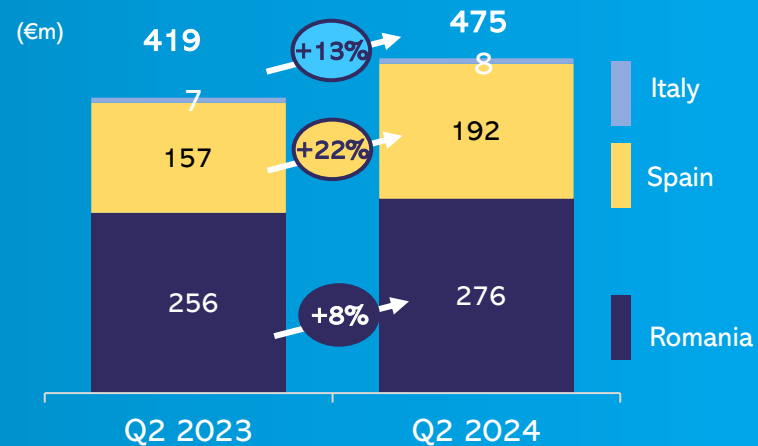


Source: Company data

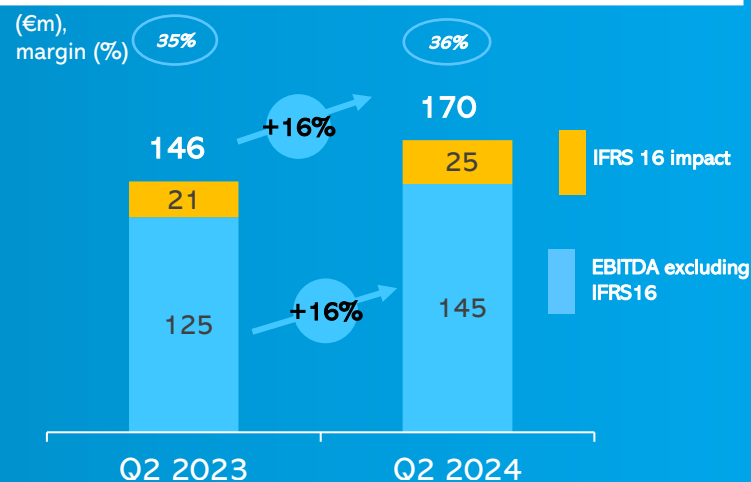
<sup>1</sup>Adjusted EBITDA is defined as EBITDA adjusted for the effect of extraordinary or one-off/non-recurring items.

<sup>2</sup>Revenues per country include intersegment revenues in total amount of €0.5 million for Q2 2024.

## Group revenue and other income<sup>2</sup>



## Group adjusted EBITDA<sup>1</sup>



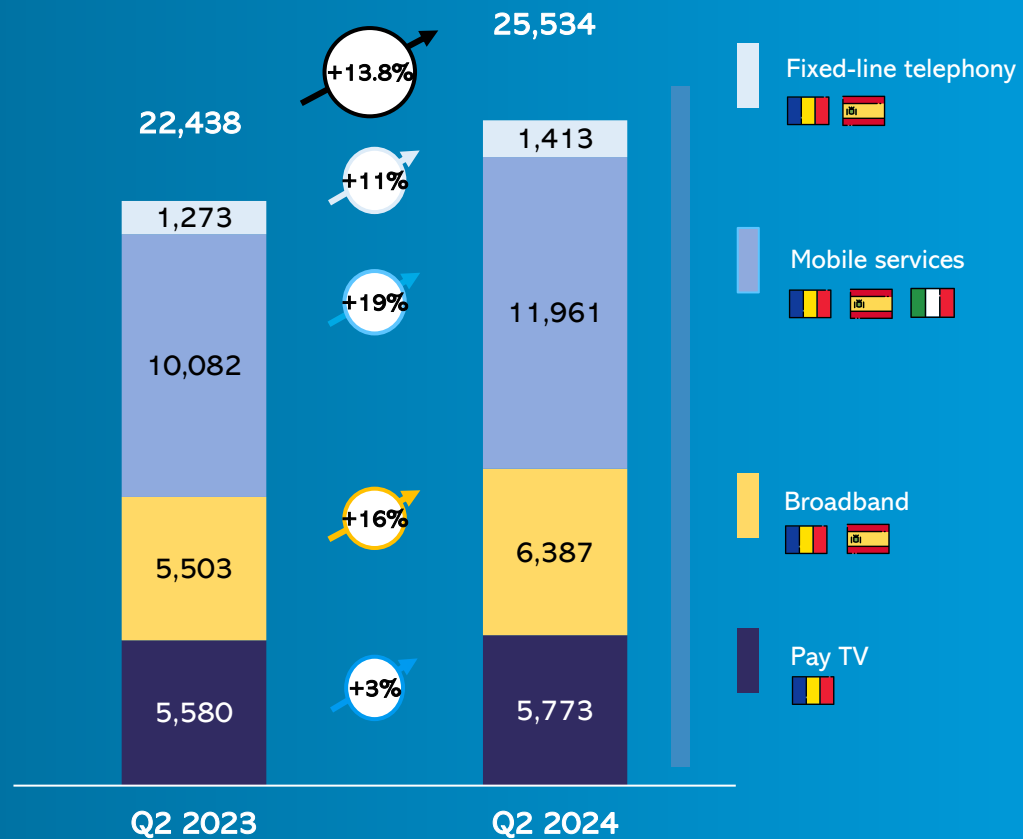
- Revenues and other income up 13% based on strong customer growth in Spain and Romania. While the revenues in Spain grew by a whopping 22% and in Romania grew by 8%

- EBITDA before IFRS 16 increased by 16% YoY amid certain inflationary pressures and cost associated to expansion to new territories. (Adjusted EBITDA increased by more than 16%).

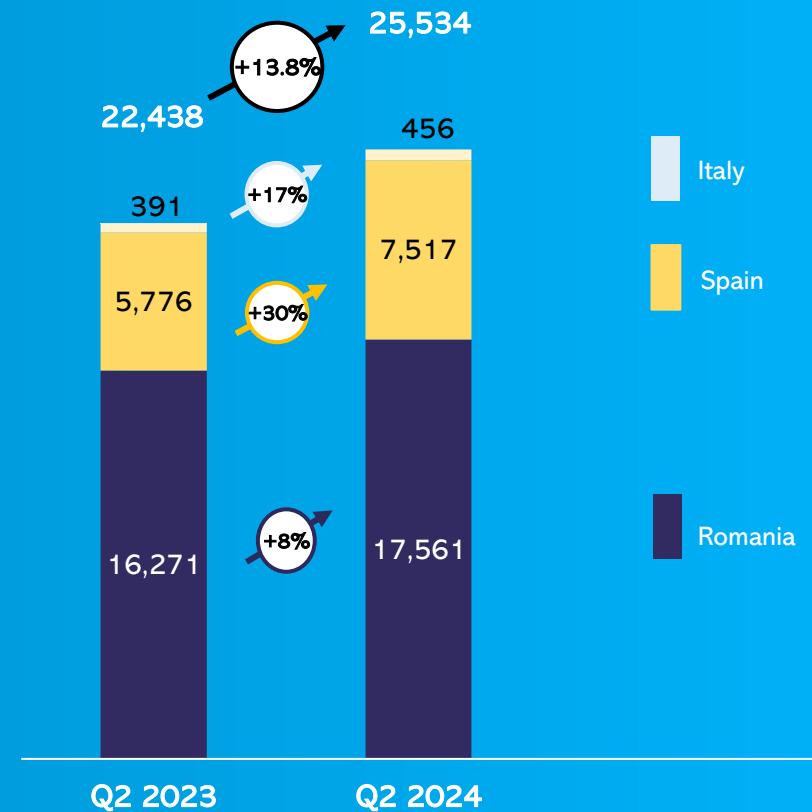
- CAPEX 6M amounting to EUR 409 million represents the group's commitments to invest in Spain, Romania and Portugal.

# Q2 2024 RGU growth

RGUs ('000) per business line



RGUs ('000) per market



# Q2 2024 Financial profile

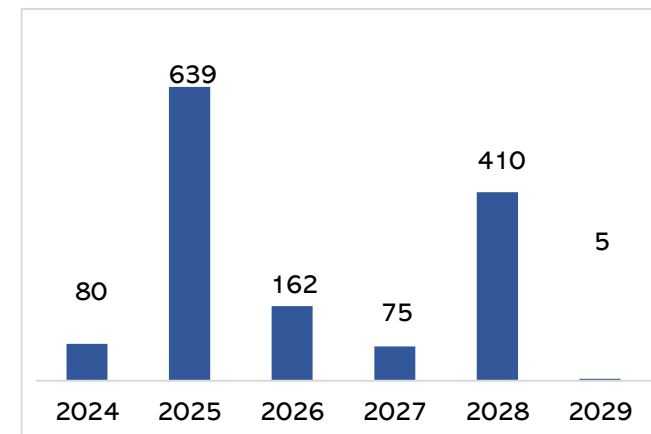
## Financial liabilities as of June 30, 2024<sup>1</sup>

Facility	Amount (Mil €)
Senior Secured Notes	850.0
2021 Senior Facility (term loan & revolver)	323.0
Export Credit Arrangements	171.5
Financial leases	46.6
Other long-term debt	78.0
Other short-term debt	147.8
<b>Total gross debt</b>	<b>1,617.0</b>
Cash on BS	127.8
<b>Total net debt</b>	<b>1,489.2</b>

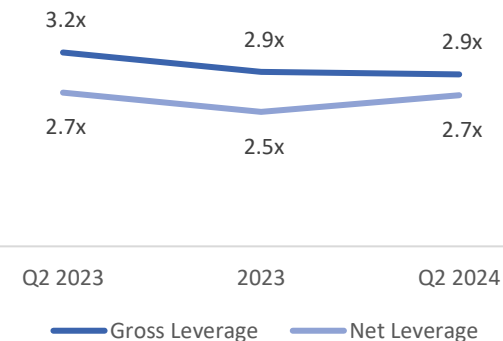
<sup>1</sup> Indebtedness as per Notes requirements. As per the Notes Covenants, debt is presented under IFRS available at the signing date, therefore excludes IFRS 16 implications.

<sup>2</sup> The Net Leverage and Gross Leverage are computed using EBITDA as per the Notes Covenants, under IFRS excluding IFRS 16 implications. Covenant's computation for the Net Leverage from the Senior Secured Notes uses EBITDA adjusted as per Indenture requirements, which is different from the Adjusted EBITDA in this presentation.

## Maturity profile long-term loans & notes (mil €)



## Leverage<sup>2</sup>



# 2024 Prospects

## Consolidation in core markets



In Romania, target is to continue organic growth by expanding its network infrastructure and increasing service penetration across a range of offerings to strengthen its market presence and meet the evolving needs of consumers.



With the signing of the NRA, RAN sharing, and broadband bitstream wholesale agreements with Telefónica, along with the recent spectrum license acquisition, Digi Spain is strategically positioned to transition from a mobile virtual network operator (MVNO) to a full-fledged mobile network operator (MNO), enabling the rollout of its own mobile network.

## New markets launch



Digi's strategic entry into Portugal and Belgium with planned commercial service launches in 2024 represents a significant move to tap into new markets, aiming to establish a strong foothold and diversify its geographic and service portfolio. Potential strengthening of the position in Portugal through acquisition of Nowo Communications.



# Contact

**DIGI**

**Investor Relations Department**

[investor.relations@digi-communications.ro](mailto:investor.relations@digi-communications.ro)

[www.digi-communications.ro](http://www.digi-communications.ro)