



**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 June 2025

**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 OGMS resolutions and the availability of the approved 2024 Annual Report

The Company would like to inform the market and its investors that today, Wednesday, 18 June 2025, at 2:00 PM CET, at the offices of Freshfields 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 30 April 2025 (the **Convocation Notice**).

The GSM was attended by shareholders representing 82,37% of the total number of shares with voting rights, respectively 78,578,223 shares in total 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 2024**

**c.** Adoption of the 2024 Annual Accounts (voting item);

**d.** Distribution of dividend (voting item) - based on the approval, the Company will distribute a gross dividend of 1.35 RON per outstanding share (both Class A Shares and Class B Shares equally). The listed Class B shares will be quoted ex-dividend from 26 June 2025 and the record date for the dividend shall be 27 June 2025. It is expected that the dividend will be paid on or around 15 July 2025.

**e.** Release from liability of the members of Board of Directors (voting item);

## **3. Remuneration Report for the year 2024**

The Remuneration Report for the year 2024 (advisory, non-binding vote).

## **4. Appointment of Statutory Auditor**

Proposal to appoint KPMG N.V. as the statutory auditor of the Company for the financial year 2025 (voting item);

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

In accordance with article 10 of the articles of association, it is proposed to grant the Board of Directors 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 19, 2025 up to and including 20 December 2026, 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 80 (maximum price) and a minimum price of no less than RON 50 (minimum price).

If this delegation of authority is granted, 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 buyback program obligates the Company to buy-back any class B shares.

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 2025 GSM: <https://www.digi-communications.ro/en/corporate/general-share-holders/digi-communications-n-v-gsm-2025>

Additionally, the Company wishes to inform the shareholders and investors that the 2024 approved Annual Report is also available on the Company's website, under the Investor Relations Section.

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

For additional information, please contact us at [investor.relations@digi-communications.ro](mailto:investor.relations@digi-communications.ro)

**Serghei Bulgac**

**Chief Executive Officer**

