



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 no. 5/2018 on issuers of financial instruments and market operations, and the relevant provisions of the Bucharest Stock Exchange Code

Report date: 30 January 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, 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: €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:

The Company hereby reports the upsize and successful pricing of the offering of senior secured notes by RCS & RDS S.A., its Romanian subsidiary (“RCS&RDS”).

The Company would like to inform the market and its investors that on 29 January 2020, RCS&RDS has successfully priced the offering (the “**Offering**”) of its (i) €450.0 million 2.50%

senior secured notes due 2025 and (ii) €400.0 million 3.25% senior secured notes due 2028 (collectively, the “Notes”).

Citigroup Global Markets Europe AG act as the Global Coordinator and Joint Physical Bookrunner in relation to the Offering. ING Bank N.V., London Branch and UniCredit Bank AG act as Joint Physical Bookrunners in relation to the Offering.

The settlement of the Notes is expected to take place on 5 February 2020.

The gross proceeds of the Offering will be used (such use, together with the Offering, the “Refinancing”) (a) to redeem the entire aggregate principal amount outstanding of €550.0 million 5.0% senior secured notes due 2023 issued by the Company and pay €22.3 million of redemption premium and accrued, but unpaid, interest to holders thereof; (b) to prepay or repay the aggregate principal amount of approximately €88.9 million equivalent (calculated at the NBR’s RON/€ exchange rate as at 23 January 2020) outstanding under the Group’s senior facilities agreement dated 7 October 2016 (as amended on 16 October 2017 and 5 June 2019), between, among others, RCS&RDS, as borrower, and BRD-Groupe Société Générale S.A., Citibank, N.A., London Branch, ING Bank and UniCredit Tiriac Bank, as lead arrangers; (c) to prepay the entire aggregate principal amount of approximately €73.4 million equivalent (at the NBR’s RON/€, or the CBH’s HUF/€, exchange rate, as applicable, as at 23 January 2020) outstanding under the Group’s senior facilities agreement dated 1 February 2018 (as amended on 9 March 2018), between the Issuer and DIGI Hungary, as borrowers, the Parent, as guarantor, Citibank N.A., London Branch and ING Bank N.V., as mandated lead arrangers, ING Bank N.V., as facility agent, and several other financial institutions, as lenders; (d) to repay (without cancelling) certain overdraft facilities; (e) to pay costs, expenses and fees (including the fees of the Global Coordinator and Joint Physical Bookrunner and Joint Physical Bookrunners, legal and accounting fees and other transaction costs) in connection with the Refinancing; and (f) for general corporate purposes (which may include acquisitions).

The Notes are expected to be listed on the Official List of the Irish Stock Exchange (trading as Euronext Dublin) and trading on its regulated market. A prospectus relating to the notes will be made available on the website of the Company in due course.

For further information in relation to the Offering and the Notes, please refer to the report dated 27 January 2020 available at <http://bvb.ro/FinancialInstruments/SelectedData/NewsItem/DIGI-Oferta-obligatiuni-RCS-RDS-in-val-de-800mil-EURO-si-ajustare-sit-fin-Q3-2019/8A562>

This announcement is not an offer of securities for sale in the United States. The Notes may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act. Any securities mentioned herein have not been and will not be registered under the U.S. Securities Act, and no public offering will be made in the United States.

Serghei Bulgac

Chief Executive Officer