



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: 8 February 2019

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: The Company successfully increased and priced its Offering at €200,000,000 5.0% additional senior secured notes due 2023 to be consolidated and treated as a single class with the Company’s existing €350,000,000 5.0% senior secured notes due 2023

The Company would like to inform the market and its investors that on 7 February 2019 it successfully priced €200,000,000 5.0% senior secured notes due 2023 (the “**Additional Notes**”) to be consolidated and treated as a single class with the existing €350,000,000 5.0% senior secured notes due 2023 (the “**Original Notes**”) – the “**Offering**”.

The Additional Notes are expected to settle on 12 February 2019.

The Additional Notes have a yield to maturity of 4.578% and the gross proceeds of the Offering are €203,500,000 plus interest deemed to have accrued from (and including) October 15, 2018 (the last date on which interest on the Original Notes was paid) to 12 February 2019 (the settlement date).

Citigroup Global Markets Ltd. acted as the Sole Global Coordinator and Physical Bookrunner in relation to this Offering.

In connection with the Offering of the Additional Notes, Citigroup Global Markets Ltd. or one or more of its affiliates or persons acting on its behalf (as the Stabilization Manager) may overallocate the Additional Notes or effect transactions with a view to supporting the market price of the Additional Notes at the level higher than that which might otherwise prevail. However, there is no assurance that the Stabilization Manager will undertake stabilization action. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the Offering of the Additional Notes is made and, if begun, may be ended at any time, but it must end no later than the 30 days after the Additional Notes issue date, or no later than 60 days after the date of the allotment of the Additional Notes, whichever is earlier.

The proceeds of the issue of the Additional Notes will be used: (i) to prepay an approximate equivalent of €52,600,000 (RON 250,000,000) under the Facility A1 and A2 2016 Senior Facilities Agreement, (ii) to repay €25,000,000 under Facility B of the 2016 Senior Facilities Agreement, (iii) to prepay €100,000,000 under the 2018 Senior Facilities Agreement, (iv) to pay costs, expenses and fees in relation to the Offering (including the initial purchaser’s fees, legal and accounting fees and other transaction costs); and (v) for general corporate purposes.

For more details in connection with the Offering, we invite the market and our investors to refer to the Offering Memorandum that is available on the Company’s website (<https://www.digi-communications.ro/en/see-file/Minicablu-ERed.pdf>), as well as to the Company’s public release from 6 February 2019.

Serghei Bulgac

Chief Executive Officer