

PRICING STATEMENT

Digi Communications N.V.

a public company with limited liability (*naamloze vennootschap*) incorporated in the Netherlands with its statutory seat (*statutaire zetel*) in Amsterdam, the Netherlands, management premises and tax residence in Romania

Offering of 21,744,108 Offer Shares at a price of RON40 per Offer Share

This Pricing Statement relates to the Offer as referred to in the Prospectus dated April 26, 2017 and the Supplemental Prospectus dated May 8, 2017. The Offer consists of: (i) in Romania, an offer to the public; (ii) in the United States, an offer to certain qualified institutional buyers as defined in, and in reliance on, Rule 144A under the U.S. Securities Act of 1933, as amended or another exemption from, or transaction not subject to, the registration requirements of the Securities Act and (iii) outside of the United States, an offer by private placement to certain investors, in offshore transactions in reliance on Regulation S under the Securities Act.

This Pricing Statement has been prepared in accordance with section 5:18 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) and has been deposited with the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*). This Pricing Statement is being made available to the public in accordance with the Dutch Financial Supervision Act and Romanian law.

This Pricing Statement must be read in conjunction with the Prospectus. Terms used and not defined herein have the meaning ascribed to them in the Prospectus.

There is currently no public market for the Offer Shares of the Company. A final application to list all the Offer Shares under the symbol “DIGI” on the Regulated Spot Market of the Bucharest Stock Exchange will be made on or around May 11, 2017. Trading in the Offer Shares on the Regulated Spot Market of the Bucharest Stock Exchange is expected to commence on or about May 16, 2017 (the “**First Trading Date**”). Delivery of the Offer Shares is expected to take place on or about May 15, 2017.

Investing in the Offer Shares involves certain risks. See “Risk Factors” in the Prospectus.

The Offer Period has ended on May 10, 2017. The Offer Price has been determined at RON40 per Offer Share after taking into account the conditions described in “Details of the Offer” in the Prospectus. The exact number of Offer Shares has been determined at 21,744,108 Offer Shares with 17,395,286 Offer Shares allocated to the Institutional Tranche and 4,348,822 Offer Shares allocated to the Retail Tranche. The pro rata allocation factor calculated for the Retail Tranche is 0.0511826933. Pursuant to the Over-allotment Option, the Over-allotment Shareholders may sell up to 2,174,411 additional Offer Shares held by them to cover short positions resulting from any over-allotments made in connection with the Offer or stabilization transactions, if any.

In connection with the Offer, Raiffeisen Bank S.A. as stabilization agent on behalf of Deutsche Bank AG, London Branch and Citigroup Global Markets Limited as Stabilizing Managers, may, to the extent permitted by applicable laws, over-allot Offer Shares or effect transactions with a view to supporting the market price of the Offer Shares at a higher level than that which might otherwise prevail in the open market. Such transactions may be effected on the Regulated Spot Market of the Bucharest Stock Exchange and may be undertaken at any time during the period commencing the First Trading Date and ending no later than 30 calendar days thereafter. However, there will be no obligation on the Stabilizing Managers or the stabilization agent to effect stabilizing transactions and, as such, there is no assurance that stabilizing transactions will be undertaken. In no event will measures be taken to stabilize the market price of the Offer Shares above the Offer Price. Such stabilization, if commenced, may be discontinued at any time. Except as required by law or regulation, neither the Stabilizing Managers nor the stabilization agent intends to disclose the extent of any stabilization transactions conducted in relation to the Offer. In connection with the Offer, the Stabilizing Managers or the stabilization agent may, for stabilization purposes, over-allot Offer Shares up to a maximum of 10% of the total number of Offer Shares comprised in the Offer.

The Offer Shares and Over-allotment Shares, if any, have not been and will not be registered under the U.S. Securities Act. Any Offer Shares or Over-allotment Shares will be subject to certain selling and transfer restrictions as described in Section 14 “Selling Restrictions” of Part 12 (Details of the Offer) in the Prospectus.

Joint Global Co-ordinators and Joint Bookrunners

Citigroup

Deutsche Bank

Joint Bookrunners

**Société Générale
Corporate & Investment
Banking
BRD—Groupe Société
Générale S.A.**

Raiffeisen Bank S.A.

**WOOD & Company
Financial Services, a.s.**

Joint Bookrunner and Lead Manager

BT Capital Partners

This Pricing Statement is dated May 11, 2017.