

## **POLICY ON BILATERAL CONTACTS WITH SHAREHOLDERS**

### **Introduction**

Digi Communications N.V. (the **Company**) has adopted this policy regarding bilateral contacts with Shareholders in accordance with section 4.2.2 of the Dutch Corporate Governance Code (the **Policy**). This Policy has been adopted by the board of directors of the Company (the **Board**).

### **General**

The Company is continuously striving to improve relations with its shareholders. The Company is committed to maintaining an open and constructive dialogue with its shareholders and potential shareholders. Conversations with shareholders, even outside the context of a formal general meeting, are deemed to be useful for both investors and the Company. In addition to communicating with its shareholders at the annual general meeting and, as applicable, during extraordinary general meetings, the Company elaborates on its financial results during (public) conference calls, which are widely accessible. It publishes informative annual and interim reports and press releases, and informs investors via its website. The Company is strict in its compliance with applicable rules and regulations on fair and non-selective disclosure and equal treatment of shareholders.

### **Meetings and presentations**

From time to time, the Company communicates with shareholders via road shows and broker conferences, announced in advance on the Company's website. Shareholders can follow the meetings and presentations that the Company organises in real time, by means of a webcast or by telephone. It is the Company's policy to post presentations to analysts and shareholders on its website. These meetings and presentations do in principle not take place shortly before the publication of annual and interim financial information.

### **Bilateral contacts with shareholders**

The Company engages in bilateral contacts with shareholders. These take place either at the initiative of the Company or at the initiative of shareholders. All requests from shareholders to enter into a conversation will be taken into consideration.

The Company is generally represented by its investor relations department during these interactions. However, in certain circumstances the chief executive officer (the **CEO**) may lead the discussion with shareholders. A request of a shareholder to meet with one or more members of the Board shall be assessed by the CEO, with the exception of matters that relate to the integrity of the CEO or a (potential) situation of conflicting interest, in which case the assessment will be referred to the president of the Board.

The Company will determine at its sole discretion whether to accept invitations to engage in bilateral contacts with shareholders and it reserves the right to accept invitations only for those conversations where the Board deems this in the Company's interest.

The Company can request shareholders to provide certain written information in order to assess whether a conversation outside a general meeting would be in the interest of the Company. This information can include the objective of the conversation, the matters to be discussed and the shareholder's view in these matters, the shareholder's interest (both long and short positions in the Company) and/or further clarification of the shareholder's views, objectives and investment intentions.

## **Contact with Principal Shareholder**

This Policy does not apply to the contacts between the Company and RCS Management S.A. and its affiliates (the *Principal Shareholder*). The relationship between them is governed by the relationship agreement between them dated 26 April 2017 (the *Relationship Agreement*) which, amongst other things, contains certain arrangements regarding the provision of information by the Company to the Principal Shareholder. The Relationship Agreement does not prohibit the Company to disclose any price-sensitive information to the Principal Shareholder to the extent such disclosure, without simultaneous general public disclosure, would not violate the Market Abuse Regulation (Regulation (EU) No 596/2014) or other applicable laws or regulations.

## **Inside information**

The Company is committed to providing high quality, clear, accurate and timely information to all shareholders in compliance with the applicable rules and regulations, in particular those concerning selective disclosure and inside information.

The Company is committed to adhering to its legal obligations relating to confidentiality and the disclosure of inside information and strives to only disclose publicly available information in bilateral contacts. In the event that non-public inside information is inadvertently disclosed during any bilateral contact, the Company will publicly announce such information as prescribed by applicable law.

## **Miscellaneous**

For any further information or questions with respect to this Policy, please contact the Company's investor relations director via [ipo.relations@digicomunications.ro](mailto:ipo.relations@digicomunications.ro).

A copy of this Policy is published on the Company's website ([www.digicomunications.ro](http://www.digicomunications.ro)). This Policy may be amended by a resolution of the Board. Any amendments will be published on the Company's website.

This Policy is governed by the laws of the Netherlands.

This Policy enters into effect on 14 May 2017.