



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: 20 October 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, 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: Launch of senior secured notes offering by Digi Romania. Conditional full redemption of all outstanding 2028 Notes issued on 5 February 2020.

The Company informs the market of the following events: (i) the launch of an offering by Digi Romania S.A., a Romanian subsidiary of the Company (“**Digi Romania**”), of EUR 500 million Senior Secured Notes due 2031 (the “**Offering**”); and (ii) issuance of a notice of conditional full redemption (the “**Redemption Notice**”) in respect of all outstanding EUR 400 million 3.25% senior secured notes due 2028 issued by Digi Romania (the “**2028 Notes**”).

A. Offering

The Company would like to inform the market and its investors that Digi Romania has launched today an offering of EUR 500 million in aggregate principal amount of its senior secured notes due 2031 (the “**Notes**”). The Notes will be offered in minimum denominations of EUR 100,000 and integral multiples of EUR 1,000 in excess thereof.

The Notes will be Digi Romania’s senior secured obligations and, on issue, will not be guaranteed. Following the issue date for the Notes, Digi Romania’s subsidiaries may guarantee its obligations under the Notes and the indenture governing such Notes (the “**Indenture**”) pursuant to the terms of such Indenture. The obligations of Digi Romania under the Notes will be secured by first-ranking (and, in the Netherlands, both first-ranking and second-ranking), subject to certain permitted collateral liens, security interests over (i) subject to certain exclusions, all present and future movable assets of Digi Romania, including bank accounts, trade receivables, intragroup receivables, insurance receivables, inventories, movable tangible property (including installation, networks, machinery, equipment, vehicles, furniture, and other similar assets), intellectual property rights, insurance and proceeds related to any of the foregoing, (ii) all shares of DIGI Spain held by Digi Romania, and (iii) certain assets of the Company, including all shares it holds in Digi Romania and certain of its bank accounts in Romania (collectively, the “**Collateral**”). The Collateral is subject to limitations under the laws of the relevant jurisdictions and will be released in certain circumstances. The Notes and the Indenture will be governed by New York law (save for dispute resolution provisions in the Indenture providing for an option to arbitrate under LCIA Rules, which will be governed by English law). The holders of the Notes will have the benefit of an existing English law governed intercreditor agreement. The Offering was approved by an extraordinary general meeting of shareholders of Digi Romania dated 23 September 2025. Digi Romania has made an application for the Notes to be admitted to the official list of the Euronext Dublin and trading on its regulated market, which is a regulated market for the purposes of European Union Directive 2014/65/EU.

Barclays Bank Ireland PLC and Citigroup Global Markets Europe AG will act as Joint Global Coordinators and Joint Physical Bookrunners in relation to the Offering. ING Bank N.V., Banco Santander S.A., Société Générale and Unicredit Bank GmbH will act as Joint Bookrunners.

The Notes will be offered solely to (1) “qualified institutional buyers” within the meaning of Rule 144A under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or (2) investors that are not U.S. persons purchasing the Notes outside the United States in reliance on Regulation S under the U.S. Securities Act. The Notes will not be offered to any person or in any jurisdiction if this would be unlawful or would require any approval.

The gross proceeds of the Offering will be used to (such use, together with the Offering, the “**Refinancing**”) a) to redeem the entire outstanding aggregate principal amount of the 2028 Notes; (b) partially prepay the Facility A under the senior facilities agreement dated 21 April 2023, between, among others, Digi Romania as borrower, the Company as guarantor, ING Bank N.V., BRD-Groupe Societe Generale S.A., Citibank Europe plc, Dublin – Romania Branch, Raiffeisen Bank S.A. and UniCredit S.A., as mandated lead arrangers, and several other financial institutions, as lenders; (c) for general corporate purposes and (d) to pay costs, expenses and fees in connection with the Refinancing (including accrued but unpaid interest, the Initial Purchasers’ fees, legal and accounting fees and other transaction costs). In connection with the Offering, Citigroup Global Markets Europe AG or one or more of its affiliates or persons acting on its behalf

(the “**Stabilizing Manager**”) may overallocate the Notes or effect transactions with a view to supporting the market price of the Notes at the level higher than that which might otherwise prevail. However, there is no assurance that the Stabilizing 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 Notes is made and, if begun, may be ended at any time, but it must end no later than the 30 days after the Notes issue date, or no later than 60 days after the date of the allotment of the Notes, whichever is earlier.

B. Redemption Notice

In the context of the Offering, Digi Romania has issued today the Redemption Notice to holders of the 2028 Notes. In accordance with the terms of the Redemption Notice, such redemption is conditional upon the completion of one or more financing transactions by Digi Romania and/or any of its subsidiaries or affiliates for the purpose of redeeming the 2028 Notes that are satisfactory to Digi Romania in its sole and absolute discretion and result in aggregate net proceeds to Digi Romania in a sufficient quantity to pay the redemption price for the 2028 Notes in full and pay all related expenses on or prior to the redemption date (which, subject to the possibility of postponement as set out in such Redemption Notice, is presently expected to be 30 October 2025).

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