



**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:** 5 February 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, 4<sup>th</sup> floor, 5<sup>th</sup> 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 successful closing of the offering of senior secured notes by RCS & RDS S.A., its Romanian subsidiary (“RCS&RDS”).**

#### **1. CLOSING OF THE OFFERING**

The Company would like to inform the market and its investors that on 5 February 2020, RCS&RDS has successfully closed 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**”).

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. The final offering memorandum dated 29 January 2020, together with the supplement dated 4 February 2020 will be made available on the Company’s website on or about today. A prospectus relating to the Notes will be made available on the website of the Company following its approval by the Central Bank of Ireland.

For further information in relation to the Offering and the Notes, please refer to the reports dated 27 January 2020 and 29 January 2020, each 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> and <http://bvb.ro/FinancialInstruments/SelectedData/NewsItem/DIGI-Digi-anunta-suplimentarea-si-incheierea-ofertei-de-obligatiuni-de-catre-RCS-RDS/B3A8D>.

## **2. CHANGE OF AGENT**

The Company would like to inform the market and its investors that all Deutsche Bank entities that originally were expected to act in various agent capacities for the Offering were replaced with Citi Bank entities as follows:

- **Citibank, N.A., London Branch** will act as the Principal Paying Agent and the Transfer Agent; and
- **Citigroup Global Markets Europe AG** will act as the Registrar,

in each case as defined in the final offering memorandum relating to the Offering dated 29 January 2020.

## **3. SATISFACTION OF THE FINANCING CONDITION**

With reference to the Notice of Conditional Full Redemption in relation to the Company’s €550,000,000 5.00% Senior Secured Notes due 2023 (the “**2023 Notes**”) dated 27 January 2020, the Company would like to inform the market and its investors that the Financing Condition (as defined in such notice) has been satisfied and the 2023 Notes will be redeemed in full on 6 February 2020.

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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**