

Reporting Obligations of Digi Communications N.V. Shareholders

This document summarizes the main reporting obligations for shareholders of Digi Communications N.V. (the *Company*) under mandatory Romanian, Dutch and European law as well as under the Company's insider trading policy (the *Insider Trading Policy*). Each shareholder of the Company (irrespective of any reporting obligations of the Company itself) is responsible for compliance with the reporting obligations (and thus responsible for the filing of the notifications with the applicable institutions). As this document only summarizes the main reporting obligations for shareholders of the Company, each shareholder of the Company has an own obligation to review applicable law as well as to inform himself/herself/itself of the provisions of the Insider Trading Policy for an exhaustive list of reporting obligations and compliance requirements thereof.

For the avoidance of doubts, non-compliance with the reporting obligations could lead to criminal penalties, administrative fines and cease-and-desist orders (and publication thereof), imprisonment or other sanctions.

Capitalised terms not defined herein shall have the meaning as set out in schedule 1 of the Insider Trading Policy (as published on the corporate website of the Company).

No.	Reporting Obligation	Deadline	Where to report			Source
			AFM ¹	ASF ²	Company	
1.	Reporting obligation for <u>executive and non-executive directors of the Company</u> of any changes in the shares (including rights to obtain shares) and/or voting rights which they hold in the Company and in any Affiliated Companies.	Immediately after change	X ³	N/A	X ⁴	Section 5:48 of the Dutch Financial Supervision Act (<i>Wet op het financieel toezicht</i>) (the <i>DFSA</i>) Insider Trading Policy

¹ The Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*).

² The Romanian Financial Supervisory Authority.

³ On the [AFM Locket website \(www.loket.afm.nl/\)](http://www.loket.afm.nl/) under: 'Act on Financial Supervision Chapter 5.3 – Notification Managing and Supervisory Directors'.

⁴ For the attention of the Compliance Officer.

2.	Reporting obligation for <u>new appointed executive and non-executive directors of the Company</u> of the shares (including rights to obtain shares) and/or voting rights which they hold in the Company and in any Affiliated Companies.	Within 2 (two) weeks of their appointment	X ⁵	N/A	X ⁶	Section. 5:48 of DFSA Insider Trading Policy
3.	Reporting obligation for <u>executive and non-executive directors of the Company</u> after a company has become an Affiliated Company of the shares and voting rights they have in the Affiliated Company.	Immediately after a company has become an Affiliated Company	X ⁷	N/A	X ⁸	Section 5:48 of DFSA Insider Trading Policy
4.	Reporting obligation for <u>persons discharging managerial responsibilities (PDMRs) and their persons closely associated (PCAs)</u> of any transaction performed by or for its own account in the Company's shares or in financial instruments of which the value is determined by the value of such shares (within three working days following the date of the transaction). <ul style="list-style-type: none"> • A non-exhaustive list of transactions that must be notified is included in the Insider Trading Policy. • Notification may be delayed until the moment that the value of the transactions performed by the PDMR or PCA for his or her own account, together with the transactions performed by his or her PDMR or PCA, reaches or exceeds the amount of EUR 5,000 in the 	Within 3 (three) working days following the date of the transaction	X ⁹	X ¹⁰	X ¹¹	Article 19 of the Market Abuse Regulation ¹² Insider Trading Policy

⁵ On the [AFM Locket website \(www.loket.afm.nl/\)](http://www.loket.afm.nl/) under: 'Act on Financial Supervision Chapter 5.3 – Notification Managing and Supervisory Directors'.

⁶ For the attention of the Compliance Officer.

⁷ On the [AFM Locket website \(www.loket.afm.nl/\)](http://www.loket.afm.nl/) under: 'Act on Financial Supervision Chapter 5.3 – Notification Managing and Supervisory Directors'.

⁸ For the attention of the Compliance Officer.

⁹ By digitally completing and emailing the required form to the following e-mail address: melden@afm.nl.

¹⁰ No specific requirement – this is recommended as a “nice to have”. The notification is delivered by fax, to the following numbers: + 40 21 659 60 51 or +40 21 659 64 36

¹¹ For the attention of the Compliance Officer.

¹² Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (the **Market Abuse Regulation**).

	<p>calendar year in question; if this EUR 5,000 threshold is not reached in a particular calendar year, no notification needs to be made under this obligation.</p> <ul style="list-style-type: none"> Executive and non-executive directors of the Company will be considered to have met this PDMR notification obligation, if they have already notified the AFM/ ASF in accordance with the incidental disclosure obligation set out under 1. above, which obligation takes precedence over this PDMR notification obligation. 					
5.	<p>Reporting obligation for <u>Restricted Employees (i.e. an Employee, not being a PDMR, or other person who is notified by the Compliance Officer that they are a person who must not Deal in the Securities of the Company from time to time)</u> must promptly report transactions in Securities in the Company conducted by or for them to the attention of the Compliance Officer of the Company, in any case within three business days after the transaction.</p> <ul style="list-style-type: none"> A non-exhaustive list of transactions that must be notified is included in the Insider Trading Policy. 	<p>Within 3 (three) business days after the transaction</p>	N/A	N/A	X ¹³	<u>Insider Trading Policy</u>
6.	<p>Reporting obligation for <u>a shareholder of the Company</u> in case of a purchase or alienation of shares, as well as in case of any other operations following which the voting rights held by a person reach, exceed or fall below one of the thresholds of the total shares or voting rights of the Company.</p>	<p><u>Deadline AFM:</u> Immediately after reaching, exceeding or falling below threshold</p> <p><u>Deadline ASF:</u></p>	X ¹⁴	N/A ¹⁵	X ¹⁶	<p><u>Chapter 5.3 of the DFSA</u></p> <p>Articles 69-72 of Law 24/2017 Articles 131-142 pf Regulation 5/2018</p>

¹³ For the attention of the Compliance Officer.

¹⁴ On the [AFM Locket website \(www.loket.afm.nl/\)](http://www.loket.afm.nl/) under: ‘Act on Financial Supervision Chapter 5.3– Notification Major Holding and gross short position’.

¹⁵ The Company will inform the FSA and the investors in connection with such threshold reporting.

¹⁶ For the attention of the Compliance Officer, in hard copy (original) or via e-mail with incorporated electronic signature.

	<p>The thresholds differ between Dutch and Romanian law:</p> <p>Dutch law (AFM):</p> <p>The thresholds are the follows: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% or 95% of the total shares or voting rights of the Company.</p> <p>Romanian law (ASF):</p> <p>The thresholds are the follows: 5%, 10%, 15%, 20%, 25%, 33%, 50% or 75% of the total shares or voting rights of the Company.</p> <p>The voting rights shall be calculated on the basis of all the shares to which voting rights are attached even if the exercise thereof is suspended.</p> <p>The notification shall also be made by reference to all shares of the same class to which voting rights are attached.</p>	<p>Within maximum 4 (four) trading (working) days in the Company's home member state (<i>i.e.</i>, The Netherlands) calculated as of the day immediately following the date when the shareholder or the legal entity becomes aware (should have been aware) of the purchase or of the alienation or of the possibility to exercise the voting rights or, of them, or becomes aware of the operations other than purchase or alienation.</p>				
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Any notice or communication to the Compliance Officer shall be sent in hard copy (original) to the following address: Dr. N. Staicovici street no 75, 2000 Forum Building, Phase I, 4th floor, 5th district, Bucharest, Romania or via e-mail to: ipo.relations@digicomunications.ro.