

Digi Communications N.V. announces the general shareholders' meeting resolutions from 18 August 2023 approving amongst others, the 2022 Annual Accounts

18 August 2023

The Company would like to inform the market and its investors that today, Friday, 18 August 2023, at 2:00 PM CET, at the offices of Freshfields Bruckhaus Deringer LLP (Amsterdam Office), Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands, the Company's general shareholders' meeting (the **GSM**) took place with respect to which the Company informed its shareholders and the market through the Convocation notice released on 7 July 2023 (the **Convocation Notice**).

The GSM was attended by shareholders representing 74,03% of the total number of shares with voting rights, respectively 70,458,884 shares.

Following the debates, the GSM has adopted the following decisions regarding the points included on the agenda, in accordance with the Convocation Notice:

2. The Annual Report of the Company for 2022 (item 2 from the Convocation Notice):

- c.** Adoption of the 2022 Annual Accounts;
- d.** Distribution of dividend – based on the approval, the Company will distribute a gross dividend of 1 RON per share, ex-date –30 August 2023 and the record date being 31 August 2023.

It is expected that the payment date will be on or around 14 September 2023;

- e.** Release from liability of the members of the Board of Directors.

The investors and the market were informed of the 2022 financial results starting with 5 July 2023 when the 2022 annual report was published.

3. Remuneration Report for 2022

The general meeting approved by an advisory, non-binding vote the Remuneration Report for 2022 made public on the Company's website. The Remuneration Report for 2022 is construed according to the provisions of EU Directive 828/2017 as implemented in The Netherlands.

4. Appointment of Statutory Auditor for the 2023 financial year

The general meeting approved the appointment of KPMG Accountants N.V. as the statutory auditor of the Company for the financial year ending 31 December 2023.

5. Designation of the Board of Directors as the competent body to repurchase own Class B Shares

The general meeting approved the designation of the Board of Directors as the competent body to repurchase own class B shares. In accordance with article 10 of the articles of association, the general meeting granted the Board of Directors the authority to acquire class B shares in the share capital of the Company through purchases effected on the stock exchange via trading on the regular market on which the class B shares are listed and/or through other means (including public tender offers), for a period of 18 months from the date of this general meeting, i.e. up to

and including 17 February 2025, in compliance with the applicable law, subject to the following conditions:

- the authority of the Board of Directors shall be limited to a maximum of 3,000,000 class B shares;
- transactions effected on the stock exchange via trading on the regular market on which the class B shares are listed will be subject to a maximum price per class B share equal to the average of the highest price on each of the five trading days prior to the date of acquisition, as shown in the Official Price List of the Bucharest Stock Exchange plus 10% (maximum price) and to a minimum price per class B share equal to the average of the lowest price on each of the five trading days prior to the date of acquisition, as shown in the Official Price List of Bucharest Stock Exchange minus 10% (minimum price);
- transactions effected through other means (including public tender offers) will be subject to a maximum price per class B share of RON 40 (maximum price) and a minimum price of no less than RON 35 (minimum price).

Any buy-back of shares will be conducted by way of a share buy-back program in line with applicable EU rules. The launch of such program and the determination of its terms and conditions is subject to a decision of the Board of Directors. The Board of Directors intends to appoint an independent specialized trading / brokerage firm to execute any such buyback. Further, any buy-back program may be suspended, discontinued or modified at any time for any reason and without previous notice in the Company's sole discretion in accordance with applicable laws and regulations. Neither the authorization requested, nor the subsequent launch of any share buy-back program obligates the Company to buy-back any class B shares.

The voting results of the GSM, as well as other relevant information on the GSM and the related documents are available on the Company's website at the section dedicated to the 2023 GSM: <https://www.digi-communications.ro/en/corporate/general-share-holders/digi-communications-n-v-gsm-2023>

About Digi Communications N.V.

We are an European leader in geographically-focused telecommunication solutions, based on the number of revenue generating units ("RGUs") and a leading provider of telecommunication services in Romania and Spain, with a presence also in Italy and Portugal.

Contact

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