

Digi Communications N.V.

Announces

the Company's General Shareholders Meeting resolutions adopted on 18 May 2021 approving, amongst others, the 2020 Annual Accounts

18 May 2021

The Company would like to inform the market and its investors that today, Tuesday, 18 May 2021, at 14:00 PM CEST, at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands, took place the Company's general shareholders' meeting (the **GSM**) with respect to which the Company informed its shareholders and the market through the Convocation notice released on 6 April 2021 (the **Convocation Notice**).

The GSM was attended – either in person or by representative - by shareholders representing 73.54% of the total number of shares with voting rights, respectively 69,656,100 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 2020 (item 2 from the Convocation Notice):

- c. Adoption of the 2020 Annual Accounts;
- d. Distribution of dividend – based on the approval, the Company will distribute a gross dividend of 0.75 RON per share, ex-date – 2 June 2021 and the record date being 3 June 2021.

It is expected that the payment date will be on or around 14 June 2021;

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

The investors and the market were informed of the 2020 financial results by the publication of the 2020 annual report on 6 April 2021.

3. Remuneration Report for 2020

The general meeting approved by an advisory vote the Remuneration Report for 2020 made public on the Company's website. The Remuneration Report for 2020 is construed according to the provisions of EU Directive 828/2017 as implemented in The Netherlands.

4. Appointment of Statutory Auditor – Ernst & Young Accountants, LLP, Netherlands.

- #### **5. Designation of the Board of Directors as the competent body to repurchase own Class B Shares** – based on this approval, the Board of Directors shall have the authority to acquire class B shares through purchases effected on the stock exchange, for the purposes of being granted to statutory executive directors, managers and employees of the group under the various stock option plans approved or to be approved by the Company, in accordance with the applicable legal provisions, for a period of 12 months from the date of the AGM (i.e., up to and including 18 May 2022).

The authority of the Board of Directors shall be limited to a maximum of up to 10% of the issued class B share capital at the close of trading on the Regulated Spot Market of the Bucharest Stock Exchange on the date of the AGM, 18 May 2021. The maximum purchase price per class B share shall at no times be higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the Regulated Spot Market of the Bucharest Stock Exchange. The purchases will not exceed, on any trading day more than 25 % of the average daily volume of the shares on the Regulated Spot Market of the Bucharest Stock Exchange on which the purchase is carried out, as defined in article 3 para. (3) from Regulation (EU) 2016/1052 of 8 March 2016.

The Board of Directors intends to appoint an independent specialized trading / brokerage firm to execute any such buy-back.

6. Approval of award of stock options to executive and non-executive directors

The Board of Directors is authorized to decide upon the award stock options to acquire class B shares in the capital of the Company to executive and non-executive directors subject to the criteria of the Company's Share Option Plan (the details of which can be found on the Company's corporate website www.digi-communications.ro).

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 GSM:

<https://www.digi-communications.ro/en/corporate/general-share-holders/digi-communications-n-v-gsm-2021>

About Digi Communications N.V.

Digi is the parent holding company of RCS & RDS, a leading provider of pay TV and telecommunications services in Romania and Hungary. In addition, RCS & RDS provides mobile services as an MVNO to the large Romanian communities living in Spain and Italy.

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<https://news.europawire.eu/digi-communications-n-v-announces-the-companys-general-shareholders-meeting-resolutions-adopted-on-18-may-2021-approving-amongst-others-the-2020-annual-accounts-67198116/eu-press-release/2021/05/18/17/06/09/88557/>