



**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:** 19 March 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 Hungarian Competition Council’s decision to issue a new decision approving the Invitel transaction**

The Company informs its shareholders and investors that the Hungarian Competition Authority (*Gazdasági Versenyhivatal*, hereinafter “GVH”) has issued on 18 March 2020 a new decision approving the acquisition by our Hungarian subsidiary, DIGI Tavkozlesi es Szolgáltato Kft. (“Digi

HU”) of shares representing in total 99.998395% of the share capital and voting rights of Invitel Tavkozlesi Zrt. (“**Invitel**”) (the “**Transaction**”)

As disclosed in the Company’s current report on 15 November 2018, GVH withdrew on 14 November 2018 its initial decision approving the Transaction, issued in May 2018 (the “**Withdrawal Decision**”) and opened a new merger control procedure with the purpose of reassessing certain limited aspects in connection with market overlaps between Invitel and i-TV Digitalis Tavkozlesi Zrt. (“**i-TV**”, Digi HU’s Hungarian subsidiary) (the “**New Procedure**”) and imposed a fine of approximately EUR 280,000 (HUF 90,000,000). For more details, please refer to the current report dated 15 November 2018, which can be found at <http://www.bvb.ro/FinancialInstruments/SelectedData/NewsItem/DIGI-Actualizare-cu-privire-la-tranzactia-Invitel/309C6> or at <https://www.digi-communications.ro/en/investor-relations/shares/current-reports/digi-current-report-update-regarding-the-invitel-transaction>.

We would like to remind our shareholders and investors that the Withdrawal Decision has been appealed by Digi HU, with the decision issued by the competent Hungarian court in first instance reducing the amount of the fine in half. In addition, although the competent court has maintained the Withdrawal Decision in relation to Digi HU’s alleged failure to proactively act in a required manner, it also established that GVH had failed to properly gather the necessary information at the time of its initial approval in order to clarify the matter. Both GVH and Digi have filed appeals against the court’s decision. The appeal hearing was initially scheduled for March 25, 2020, but as consequence to the measures implemented by the Hungarian government in response to the COVID – 19 epidemics, the hearing has been postponed.

Although we firmly continue to believe that the Withdrawal Decision was incorrect, in the context of the New Procedure and in order to address the authority’s concerns formulated at the time of it issuing the Withdrawal Decision, in consultation with GVH, Digi HU proposed a remedy package. One of the main elements of this package is the sale by Invitel to a third party of its operations in 14 Hungarian settlements and parts of its network in the Szeged settlement that overlapped with DIGI Hungary’s own network there, the sale and purchase agreement having been executed on 9 January 2020. In response to the competition concerns identified by GVH in connection with 67 settlements where Invitel has overlapping services with i-TV, Digi HU proposed to ensure that i-TV’s rental agreements with the relevant local network operators will not be terminated until December 31, 2023 (but will be discontinued from 1 January 2024). Following its analysis of the proposal of this remedial package aimed at addressing competition concerns in connection with the Transaction, GVH authorised again DIGI Hungary’s acquisition of Invitel. Digi HU has to fulfil the remedial measures within three months as of the official communication of the new approval to it.

**Serghei Bulgac**

**Chief Executive Officer**