

7 May 2019

## **Instruction Regarding the Payment of Dividends for the Financial Year 2018**

**DIGI Communications N.V.** hereby informs on the commencement of dividends payment for the financial year 2018 through Romanian Central Depository ("Depozitarul Central S.A.") and the selected Payment Agent, **BRD - Groupe Societe Generale S.A.** ("BRD"), dated the 29<sup>th</sup> of May 2019 (Payment Date), as follows:

- Dividends shall be paid in accordance with the current regulations on capital market and with the Ordinary General Meeting of Shareholders of DIGI Communications N.V. dated the 30<sup>th</sup> of April 2019.
- The persons entitled to receive dividends for the year 2018 are the shareholders of DIGI Communications N.V. registered in the Shareholders' Register kept by Depozitarul Central SA at the **Registration Date of the 16<sup>nd</sup> of May, 2019; Ex-Data of the 15<sup>th</sup> of May, 2019;**
- The value of the gross dividend is of **leu 0.50 per share**, the related tax applicable to dividends being withheld at the rates provided by the law; according to the legal regulations in force, the **standard tax rate applicable to dividends is of 5%;**
- Payment of dividends shall be made in **Lei**, starting with the 29<sup>th</sup> of May 2019 (**Payment Date**).

Payment of net dividends for the year 2018 is prescriptible within 5 (five) years as of the **29<sup>th</sup> of May, 2019.**

**The bank fees charged by Depozitarul Central and BRD for the payment of net dividends in Lei are borne by DIGI Communications N.V.**

### **METHODS OF PAYING THE DIVIDENDS:**

**A. For natural/legal persons/other entities that have an account opened with a Participant (Broker/Custodian Bank) - through the Participants to the Clearing and Settlement System of Depozitarul Central S.A.**

For shareholders acting as natural/legal persons/other entities, which at the Registration Date hold shares as specified in Section II of the Shareholders' Registry of DIGI Communications N.V. in the account opened with the Participant, the dividends shall be automatically paid by bank transfer through Depozitarul Central on behalf of DIGI Communications N.V., without submitting any additional documents. Dividends shall be paid on the **Payment Date, i.e. the 29<sup>th</sup> of May, 2019.**

**Non-resident shareholders that have an account opened with a Participant** (Broker/Custodian Bank) and want to be bound by more favourable provisions of the Double Taxation Convention concluded between Romania and their country of residence, or by more favourable provisions applicable to the non-resident pension funds defined in accordance with the legislation of a Member State of the European Union or a State of the European Economic Area, provided that there is a legal

instrument by which the information may be exchanged, must send to DIGI Communications N.V. the **certificate of fiscal residence in original/certified copy, with apostille/legalized**, if necessary, within the validity period (issued in the year when the dividends are paid), together with its **certified translation into Romanian language**, as well as the contact details for any clarifications, as follows:

- until the **21 May, 2019, local time 10.00 am** (the date when the documents are received at the premises of DIGI Communications N.V.) for the payment of dividends on the Payment Date, i.e. the 29 May, 2019; if the tax residence certificate is not delivered until the 21 May, 2019, local time 10.00 am, or if the documentation is incorrect and incomplete, DIGI Communications N.V. shall retain the dividend tax out of the gross dividend at the rate stipulated by the Romanian law;

- if the tax residence certificate is delivered **after the 21 May 2019** (but within the period of 5 years of dividends distribution, i.e. with at least 30 days before its expiration), DIGI Communications N.V. shall pay, at a the later date, the difference between the value of the tax applicable in Romania and the value of the favourable tax calculated as the result of applying the provisions of the Double Taxation Convention.

Note: In the case of resident/non-resident pension funds documents will be provided to certify the status of the pension funds, according to the legislation in force.

Note: In the case of resident open-end investment funds with no legal capacity, documents will be provided to certify the status of the open-ended investment funds, including affidavit signed by the legal representative/authorized persona to represent the fund, which should include: type of fund; the fact that the fund had no legal capacity, identification code in the Shareholders Registry.

**Non-residents shareholders that have an account opened with the Participants** may send the documents directly or by Participant:

- **electronically**, at the email address [ipo.relations@digicomunications.ro](mailto:ipo.relations@digicomunications.ro)  
**and**
- **by post**, with registered letter, at the **premises** of DIGI Communications N.V. from Street Dr. N. Staicovici no. 75, Forum 2000 Building, phase 1, fl 4., District 5, Bucharest, Romania, in attention of the Accounting-Tax Department.

*Note: Shareholders that have accounts opened with the Participants will not be able to collect their dividends in cash or by bank transfer from BRD.*

**B. For natural/legal persons, other entities that do not have an account opened with a Participant (Broker/Custodian Bank)**

**B.1. By BANK TRANSFER according to the requests submitted directly to Depozitarul Central S.A.**

Shareholders not represented by a Participant may exercise the option to request Depozitarul Central S.A. to pay the dividends by bank transfer, by informing them on the payment option and delivering the related documents by post or directly to the address: **Depozitarul Central S.A. - Bucharest, Bd. Carol I no. 34-36, sector 2.**

This option is made available by Depozitarul Central in accordance with the legislation applicable to the capital market and enables the collection of any due amounts directly by bank transfer into a bank account, irrespective of the issuer that distributes the amounts. The option implies the registration of the IBAN code with Depozitarul Central, to be used to collect more or all of the holdings and is also valid for further distributions until the shareholder notifies otherwise. The registration of the IBAN code with Depozitarul Central shall be charged according to the fees grid applied to the holders of financial instruments and will be borne by each shareholder.

The documents required to be submitted for registering the IBAN code are specified in the *Annex (point 1)* and will be sent to Depozitarul Central until the 23<sup>th</sup> of May, 2019 for collecting the dividends at the Payment Date, i.e. the 29<sup>th</sup> of May 2019. If the documents necessary to register the IBAN code are delivered after the 23<sup>th</sup> of May, 2019, the net dividends shall be paid after the Payment Date, i.e. the 29<sup>th</sup> of May, 2019.

For more details on this payment option, the shareholders of DIGI Communications N.V. will be asked to contact Depozitarul Central at the e-mail address [dividende@depozitarulcentral.ro](mailto:dividende@depozitarulcentral.ro).

## **B.2. Through the PAYMENT AGENT BRD - Groupe Societe Generale S.A.**

### **B.2.1. in CASH – exclusively for the natural persons that have an account opened with a Participant (Broker/Custodian Bank)**

Shareholders acting as natural persons, who are not represented by the Participants and have not required Depozitarul Central to pay by bank transfer may request the payment in cash at the BRD inquiry offices at any BRD unit in Romania, based on the documents specified in the *Annex (Point 2)*.

The list of BRD units may be consulted on the BRD website, link: <https://www.brd.ro/agentii-si-atmuri> and on the DIGI Communications N.V. website, section GSM (General Meeting of Shareholders).

Cash payments shall be made within the limits of the amounts stipulated by the applicable law.

### **B.2.2. by BANK TRANSFER – For natural/legal persons/other entities that do not have an account opened with a Participant (Broker/Custodian Bank)**

Shareholders acting as natural/legal persons/other entities that do not have an account opened with a Participant and want to have the dividends paid by bank transfer may require BRD to have the dividends paid by bank transfer.

Bank transfer payments shall be processed pursuant to the shareholders' request and based on the supporting documents specified in the *Annex (Points 2 and 3)*. The date of crediting the shareholders' bank accounts depends on the interbank circuit and the corresponding bank chain.

**The shareholder shall be the sole holder of the bank account in which the transfer of net dividends is requested.**

**Dividends shall not be paid at the information offices (in cash or by transfer) in the following cases:**

- a) **to the shareholders whose Personal Identification Number/ID** specified in the documents presented at information offices are inconsistent with the documents submitted with Depozitarul Central; in such a case, Shareholders not represented by the Participant shall

address to Depozitarul Central. Details on how to update your personal identification data may be found at [www.depozitarulcentral.ro/detinatori/servicii](http://www.depozitarulcentral.ro/detinatori/servicii)

- b) to the heirs of the deceased Shareholders** not represented by the Participant; in this case, Shareholders not represented by the Participant shall address to Depozitarul Central to register the transfer of ownership. The payment shall be made after the data are updated in the records of the payment agent, pursuant to the request of Depozitarul Central.

**Non-resident shareholders that do not have an account opened with Participants (point B)** an want to apply the Double Taxation Convention concluded between Romania and their country of residence, or the more favourable provisions applicable to the non-resident pension funds set out in accordance with the legislation of a Member State of the European Union or a State of the European Economic Area, provided that there is a legal instrument by which the information may be exchanged, and dividends collected at the **Payment Date**, i.e. the 29<sup>th</sup> of May, 2019, must send to DIGI Communications N.V., the **21 May, 2019, the certificate of fiscal residence** issued for the year when the net dividend is paid (**in original/certified copy, with apostille/legalized, if necessary**), **together with its certified translation into Romanian language**, as well as the contact details for any clarifications.

For the tax residence certificates delivered **after the 21 May 2019**, net dividends shall be paid after the Payment Date, i.e. after **the 29<sup>th</sup> of May, 2019**. If the shareholder has collected the dividends taxed at the standard tax rate, DIGI Communications N.V. shall pay, at a the later date, the difference between the value of the tax applicable in Romania and the value of the favourable tax calculated as the result of applying the provisions of the Double Taxation Conventions, provided that the shareholder has submitted the supporting documents within the period of 5 years of dividends distribution, i.e. with at least 30 days before its expiration.

Note: In the case of resident/non-resident pension funds documents will be provided to certify the status of the pension funds, according to the legislation in force.

Note: In the case of resident open-end investment funds with no legal capacity, documents will be provided to certify the status of the open-ended investment funds, including affidavit signed by the legal representative/authorized persona to represent the fund, which should include: type of fund; the fact that the fund had no legal capacity, identification code in the Shareholders Registry.

The fiscal residence certificates shall be delivered:

- **electronically**, at the email address [ipo.relations@digi-communications.ro](mailto:ipo.relations@digi-communications.ro)
- and**
- **by post**, with registered letter, at the **premises** of DIGI Communications N.V. from Street Dr. N. Staicovici no 75, Forum 2000 Building, Phase 1, fl 4., District 5, Bucharest, Romania, in attention to the Accounting -Tax Department.

Further information on the procedure regarding the payment of dividend may be requested from BRD at the email address [titluri@brd.ro](mailto:titluri@brd.ro) or by phone: +40.21.200.8387, +40.21.200.8372 or +40.21.200.8385.

Taking into account the application of the EU Regulation no. 679/2016 on the protection of personal data starting with the 25<sup>th</sup> of May, 2018, a note of information is attached to this document

<http://www.digi-communications.ro/en/general-share-holders/digi-communications-n-v-gsm-2018/documents-regarding-the-distribution-of-dividend-for-the-year-2018>).

Please be advised that any changes to personal data in the Shareholders' Register (changes of name, address, etc.) shall be made only by Depozitarul Central S.A. at the request of the shareholder/entitled person.

For more information please access the website [www.digi-communications.ro](http://www.digi-communications.ro), **Section GSM** (General Meeting of Shareholders) or contact DIGI Communications N.V. at the email address [ipo.relations@digi-communications.ro](mailto:ipo.relations@digi-communications.ro) or phone +4 031.400.6505.

**CEO,  
Serghei Bulgac**

## List of Supporting Documents necessary for the Payment of Dividends

### 1. Payments processed by bank transfer according to the requests submitted directly to Depozitarul Central S.A.

**1.1. SHAREHOLDERS ACTING AS NATURAL PERSONS, IN PERSON OR BY LEGAL OR CONVENTIONAL REPRESENTATIVE** shall submit to Depozitarul Central the form for collecting the IBAN code, where it will be specified the bank and account (IBAN code) opened in the name of the Holder of Financial Instruments (the sample form is available on Depozitarul Central 's website [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), and will be accompanied by:

- a copy of the valid identity card on which the personal identification code must be legible - certified by the holder as "true copy";
- an statement of account or a document issued by the bank (signed and stamped) certifying the existence of the account on the name of the Financial Instruments Holder, and specifying the IBAN code, in original;
- a copy of the documents certifying the quality of the application' s signatory as the legal or conventional representative, if applicable - certified by the holder as "true copy".
- evidence of fee payment

**1.2. SHAREHOLDERS ACTING AS LEGAL PERSONS, BY LEGAL OR CONVENTIONAL REPRESENTATIVE**, shall submit to Depozitarul Central the form for collecting the IBAN code, where it will be specified the bank and account (IBAN code) opened in the name of the Holder of Financial Instruments (the sample form is available on Depozitarul Central 's website [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), and will be accompanied by:

- a copy of the registration certificate certified by the holder as "true copy";
- a copy of the document certifying the quality of the company's legal representative (provision of information on the company issued by the Trade Register/corresponding foreign authority – for the foreign entities) - certified by the holder as "true copy"
- a copy of the document certifying the quality of the company's conventional representative - certified by the holder as "true copy"
- an statement of account or a document issued by the bank (signed and stamped) certifying the existence of the account on the name of the Financial Instruments Holder, and specifying the account on the name of the holder – legal person, and the IBAN code, in original;
- evidence of fee payment

**Note:** Documents submitted in a foreign language shall be accompanied by the certified translation in the Romanian language, and if issued by a foreign body, such documents must be with apostille/legalized, if necessary.

### 2. Payments processed in cash or by bank transfer by the Payment Agent, BRD Groupe Societe Generale, to SHAREHOLDERS - NATURAL PERSONS

#### 2.1 FOR SHAREHOLDERS - NATURAL PERSONS, ON THEIR OWN BEHALF

- RESIDENTS - identity card, valid, and having the personal identification code (CNP<sup>1</sup>)

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<sup>1</sup> Cod Numeric Personal i.e. personal identification code

written on it;

- NON-RESIDENTS - identity card / passport with identification number.

If the shareholder – natural person is a minor with age between 14-18 years, who wants to collect his/her own net dividends, in addition to the documents presented above, he/she must present also the approval of the legal representative. If the dividends are collected by the legal representative/guardian/curator, the requested documents shall be those specified at points 2.2 and 2.3 below.

## **2.2 FOR SHAREHOLDERS – LEGAL PERSONS UNDER THE AGE OF 14 YEARS:**

- identity card of the tutor/parent on which the personal identification code must be legible;
- the shareholder's birth certificate, which must have a personal numeric code (CNP) + 1 photocopy certified for compliance with the original (photocopy is retained by the Paying Agent);
- the legal act establishing the guardianship in the case of a tutor who is not one of the parents + 1 photocopy certified as true copy (the photocopy will be held by the Payment Agent).

## **2.3 FOR SHAREHOLDERS - NATURAL PERSONS WITH DISABILITIES - BY CURATOR:**

- the curator's identity card with the personal identification code (CNP);
- the shareholder's identity card with the personal identification code (CNP);
- the legal act establishing the curatorship + 1 photocopy certified as true copy (the photocopy will be held by the Payment Agent).

## **2.4 FOR SHAREHOLDERS - NATURAL PERSONS – BY PROXY:**

- special power of attorney certified by the notary, which includes the power of attorney to collect dividends, issued with maximum 3 years prior to the payment date, unless the power of attorney is given for a period exceeding 3 years and is valid at the payment date + 1 photocopy certified as true copy (the photocopy will be held by the Payment Agent);
- the identity card of the proxy having the personal identification code (CNP)

**For the payment made by bank transfer to other banks than BRD, these documents shall also be accompanied by a statement of account certified by the bank where the transfer of dividends is requested or an evidence document issued by the bank certifying the holder of the above-mentioned account.**

**The shareholder shall be the sole holder of the account.**

**The supporting documents issued in other language than Romanian/English must be submitted with apostille/legalized, if applicable, and translated in Romanian (certified translation) (except for the provision of information from Trade Register/equivalent document issued by the competent authority certifying the quality of the legal representative, and which may be submitted in certified translation in English).**

BRD reserves the right to request additional documents following the examination of requests for payment of net dividends submitted at its units.

### **Shares held in co-ownership (Shared Accounts):**

- In the case of cash payments, payments shall be made provided that all the co-owners present at the BRD' information offices, either in person or by a legal representative, and submit the documents necessary for cash payments.

- In the case of payments to shareholders who have an account opened with a Participant, the dividends due to the co-owners will be transferred to the Participant whose Customers are.

- If the co-owners request the payment by bank transfer, the dividends due to the co-owners shall be transferred to the account indicated by them to BRD or Depozitarul Central.

If the co-owners request both Depozitarul Central to register the direct ownership transfer of shares as a

result of the severance of joint tenancy, in accordance with the applicable legal regime and the direct payment of dividends to each of the co-owners according to the number of shares acquired in exclusive ownership, Depozitarul Central will block the payment of the initial dividends, and will inform DIGI Communications N.V. on the registration of such transfer of ownership and the number of shares acquired in exclusive ownership by each of the co-owners. DIGI Communications N.V. will calculate the amounts corresponding to each former co-owner and send to Depozitarul Central the file containing the information for the payment of the amounts to each of them.

#### **Deceased Shareholders:**

In the case of deceased shareholders, dividends are to be paid at the successors' request by transfer or in cash. Beforehand, the heirs must request Depozitarul Central to register the transfer of shares in the Shareholders' Registry of DIGI Communications N.V. (to successors) pursuant to the inheritance, as well as the direct payment of dividends to each of the heirs, according to the number of shares acquired. Following the request of the heirs, Depozitarul Central will block the payment of the initial dividends and inform the DIGI Communications N.V. on the registration of the transfer of ownership, the identity of the heir(s) and the number of financial instruments acquired by him/her. DIGI Communication N.V. will calculate the amounts corresponding to each heir and send to Depozitarul Central the file containing the information for paying the amounts to each of them.

### **3. Payments processed by bank transfer by the Payment Agent, BRD Groupe Societe Generale, to the SHAREHOLDERS - LEGAL PERSONS**

#### **3.1 FOR SHAREHOLDERS - LEGAL PERSONS:**

- the registration certificate of the legal person/entity in the Trade Register/other equivalent document certifying the registration of the legal person/entity with the competent authority + 1 photocopy certified as true copy, which will be held by the Payment Agent;
- identity card of the legal representative or, where appropriate, of the trustee;
- provision of information by the Trade Register/equivalent document issued by the competent authority dated no later than 3 months, specifying the legal representative of the company + 1 photocopy that will be held by the Payment Agent;
- the notarized power of attorney of the proxy, in original or in a certified copy (the power of attorney will be held by the Payment Agent), if necessary.

**For the payment made by bank transfer to other banks than BRD, these documents shall also be accompanied by a statement of account certified by the bank where the transfer of dividends is requested or an evidence document issued by the bank certifying the holder of the above-mentioned account.**

**The Shareholder shall be the sole holder of the account.**

**The supporting documents issued in other language than Romanian/English must be submitted with apostille/legalized, if applicable, and translated in Romanian (certified translation)** (except for the provision of information from Trade Register/equivalent document issued by the competent authority certifying the quality of the legal representative, and which may be submitted in certified translation in English). BRD reserves the right to request additional documents following the examination of requests for payment of net dividends submitted at its units.