



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. 24/2007 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: 15 January 2019

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, 4th floor, 5th 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: EUR 6,918,042.52

Number of shares in issue: 100,000,000 (out of which (i) 65,756,028 class A shares with a nominal value of ten eurocents (€ 0.10) each and (ii) 34,243,972 class B shares, with a nominal value of one eurocent (€ 0.01) each)

Number of listed shares: 34,243,972 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 resolution of the Board of Directors to convert class 1,200,000 A shares into an equal number of class B shares for the purpose of the ongoing employees and directors stock option plans**

The Company would like to inform the market and its investors that, on 14 January 2019, the Board of Directors of the Company decided to convert 1,200,000 class A shares held by the Company in treasury into an equal number of class B shares (the “**Conversion**”). The Conversion performed in accordance with article 5 from the Company’s articles of association was duly recorded with the Dutch trade register with effect on 14 January 2019. Given the difference in the nominal value between a class A share (Euro 0.1) and a class B share (Euro 0.01) of the Company, in accordance with article 5 (4) from the Company’s articles of association, the Conversion resulted in a decrease by Euro 0.09 in nominal value per class A share subject of the Conversion (in total – Euro 108.000). This amount will be added to the general equity reserves of the Company. The Conversion will also need to be duly recorded with the Financial Supervisory Authority and with the Central Securities Depository in Romania.

The class B shares resulting from the Conversion will be used by the Company (in addition to the existing treasury class B shares and to the class B shares repurchased through the ongoing buy-back program) for the purpose of the several ongoing Company’s subsidiaries employees and managers stock option plans having a vesting period as follows: the stock option plan involving the Romanian employees, directors and officers of RCS & RDS S.A. and of other Romanian subsidiaries of the Company (with an estimated vesting calendar between – December 2018 – November 2019, with the majority of shares vesting during January – February 2019); the stock option plan involving the employees and officers of the Spanish subsidiary of the Company and an additional stock option plan involving a limited number of directors and managers of RCS & RDS S.A. (expected to reach vesting in May – June 2019), as well as the stock option plan involving the Company’s executive and non-executive directors in accordance with the Company’s general shareholders resolutions from 2 May 2018. For more details in connection with the above-mentioned stock option plans, the structure of the Company’s share capital and the ongoing buy-back program, please refer to the Company’s previous releases and communications to the market.

Serghei Bulgac

Chief Executive Officer