

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action to take you are recommended to consult your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent professional adviser. .

If you have sold or transferred all of your ordinary shares in Digital 9 Infrastructure plc (the "**Company**"), you should pass this document, together with the accompanying proxy form, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of ordinary shares in the Company, you should retain the documents and consult the person through whom the sale was affected.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the enclosed proxy form in accordance with the instructions printed on it so as to reach Computershare Investor Services plc not less than 48 hours (excluding non-working days) prior to the time of the meeting. Completion of the proxy form will not preclude you from attending and voting at the meeting in person if you wish.



*(Incorporated in Jersey with registered number 133380)*

## **Notice of Annual General Meeting**

Notice of the Annual General Meeting which has been convened for 12 June 2024 at 9.30am at the offices of Liberum Capital, 25 Ropemaker Street, London EC2Y 9LY is set out on pages 9 to 10 of this document.

To be valid, proxy forms must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and in any event not later than 9.30am on 10 June 2024. Alternatively, you can appoint a proxy or proxies electronically by visiting [www.eproxyappointment.com](http://www.eproxyappointment.com).

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Registered Office:  
26 New Street  
St. Helier  
Jersey JE2 3RA  
Channel Islands

Principal place of business:  
1 King William Street  
London  
EC4N 7AF  
United Kingdom

## Directors:

Charlotte Valeur (*Independent Non-Executive Interim Chair*)  
Aaron Le Cornu (*Independent Non-Executive Director*)  
Gailina Liew (*Independent Non-Executive Director*)  
Eric Sanderson (*Independent Non-Executive Chair Designate pending regulatory approval*)

21 May 2024

Dear Shareholder,

## Annual General Meeting of Digital 9 Infrastructure plc (the "Company")

### 1. Introduction

I am pleased to invite you to the Company's Annual General Meeting ("**AGM**") which we are holding at 9.30 a.m. BST on 12 June 2024 at the offices of Liberum Capital, 25 Ropemaker Street, London EC2Y 9LY. The formal notice of AGM ("**Notice of AGM**") and the resolutions to be proposed at the AGM are set out on pages 9 to 10 of this document.

The purpose of this letter is to provide shareholders with details of, the background to and reasons for, the resolutions to be proposed at the AGM, to explain why the directors of the Company (the "**Board**" or the "**Directors**") believe that the passing of the resolutions is in the best interests of the Company and its shareholders as a whole and to recommend that shareholders vote in favour of the resolutions at the AGM.

Whether or not you plan to attend the AGM, please fill in the proxy form sent to you with this Notice of AGM and return it to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible. Alternatively, you can submit your proxy instruction electronically at [www.eproxyappointment.com](http://www.eproxyappointment.com). All completed proxy forms and electronic instructions must be received by no later than 9.30 a.m. BST on 10 June 2024.

The results of the AGM will be announced through a Regulatory Information Service and on the Company's website, as soon as practicable.

### 2. Managed Wind-Down Update

As announced on 29 January 2024, following careful consideration of the Company's financial position and the options available to the Company, and consultation with the Company's advisers and a large number of the Company's shareholders, the strategic review of the Company undertaken by the Board (the "**Strategic Review**") concluded that it would be in the best interests of shareholders as a whole to pursue a managed wind-down of the Company (the "**Managed Wind-Down**").

In order to implement the Managed Wind-Down, amendments to the Company's investment objective and investment policy were required. At a general meeting held on 25 March 2024 (the "**General Meeting**"), 99.9% of voting shareholders voted in favour of a resolution to adopt a new investment objective and investment policy (the "**Investment Objective and Policy**") which provides for the orderly realisation of the Company's assets over time.

Since the General Meeting, sale processes are progressing for D9's wholly owned assets (Aqua Comms, EMIC-1, Elio Networks and SeaEdge). The launch of a sale process for D9's stake in Arqiva is expected to take more time due to the complexity of the business and its co-shareholding structure. The Board continues to explore various options for Arqiva, in consultation with a collaborative shareholder group.

In addition, the Managed Wind-Down follows the sale of Verne Global, which was announced in November 2023 and completed in March 2024. While the initial purchase price of \$415 million and deferred consideration of \$25 million have been received, future value realisation will depend on Verne Global's ability to meet future run-rate EBITDA targets for 2026, which in turn will determine the amount of the potential earn-out payment of up to \$135 million to be received by the Company in 2027.

Following the repayment of more than 85% of the March 2024 outstanding RCF balance (£373.8 million), the Board expects to use initial proceeds from the Managed Wind-Down to repay the outstanding RCF balance of £53 million, thereby addressing the Group's residual financial uncertainty. Once the RCF is fully repaid and cancelled, and subject to Group liquidity, the Board intends to prioritise distribution of sale proceeds from the Managed Wind-Down to shareholders in the form of returns of capital to the extent possible.

### **3. Review of the Company's investment management arrangements**

On 29 January 2024, the Company announced its intention to give notice to terminate the investment management agreement with the Company's current investment manager, Triple Point Investment Management LLP ("**Triple Point**") (the "**Existing Investment Management Agreement**"). The Company announced that it intended to serve a notice of termination to Triple Point on the later of (i) the closing of the Verne Transaction; and (ii) 31 March 2024. Accordingly, notice of termination was duly served by the Company on 28 March 2024, being the last business day prior to 31 March 2024, and the Existing Investment Management Agreement will terminate on 31 March 2025.

As announced on 25 March 2024, the Company appointed Liberum Capital Limited ("**Liberum**") as its financial adviser to support the Managed Wind-Down process and to provide the Board with an independent review of the Company's options for its investment management arrangements going forward. In doing so, the Board aims to ensure that the interests of the Company's manager and shareholders are closely aligned as the Managed Wind-Down progresses.

As noted in the announcement on 25 March 2024, the Company is evaluating three options, being: (i) continuing to be managed by Triple Point on different fee arrangements; (ii) managed by a new investment manager, or (iii) becoming a self-managed alternative investment fund. The Company remains in discussions with Triple Point about new management arrangements and has also received a number of proposals from relevant sector specialist investment managers, which it is considering with Liberum. No members of the Board (including Eric Sanderson) are seeking to or, as a matter of fact, will, benefit personally from any of the options being considered. The Company will make a further announcement upon the conclusion of its review of these options.

The Board has spoken to a number of shareholders throughout the review and it is grateful for their time and valuable input.

#### **4. Board composition**

Following the resignations of Brett Miller and Richard Boléat on 23 March 2024, the Board commenced an independent external recruitment process for additional non-executive director candidates to support the future requirements of the Company.

As announced on 8 May 2024, the Board has resolved to appoint Eric Sanderson to the Board as Independent Non-Executive Chair conditionally upon his receipt of the required prior approval of the Jersey Financial Services Commission ("JFSC"). As the latter has not yet been received at the date of this Notice, Eric Sanderson has not assumed office as a Director of the Company and therefore he will not be offering himself for re-election at the upcoming AGM but will be present at the AGM to speak to shareholders. A letter from him as Chair Designate is set out on page 8, and we invite shareholders to engage with Eric and other Directors in and around the AGM, as the Board remains committed to facilitating open and transparent communication.

As announced on 8 May 2024, once Eric Sanderson's appointment is effective, I will step down as both the Interim Chair and an Independent Non-Executive Director of the Company. In these circumstances, I have decided not to stand for re-election at the upcoming AGM, and therefore will retire as Independent Chair and Non-Executive Director of the Company at the earlier of (i) Eric Sanderson receiving JFSC approval in respect to his appointment and assuming office as the Independent Non-Executive Chair of the Company and (ii) the conclusion of the AGM.

In accordance with provision 23 of the AIC Code of Corporate Governance (published in February 2019) against which the Company reports and the Company's Articles, Aaron Le Cornu and Gailina Liew will stand for re-election to the Board at the AGM.

The biographical details of the Directors standing for re-election are as follows:

##### ***Aaron Le Cornu – Independent Non-Executive Director***

Aaron Le Cornu comes from a financial background, having qualified as a Chartered Accountant with Arthur Andersen and worked for HSBC for over ten years. During his time with HSBC, he held several board positions for HSBC subsidiaries, including as Deputy CEO for HSBC International and was also involved in acquisitions such as the purchase of Marks & Spencer Money. He has since held a number of senior executive roles, including at Ogier (legal and fiduciary services provider), and Elian (a fiduciary firm) having participated in the management buyout and subsequent sale to Intertrust. Aaron is currently a non-executive Director of RBSI (100% subsidiary of Natwest Group) and the Volare Offshore Strategy Fund Limited and previously served as a non-executive Director for Jersey Electricity for ten years and for a number of Fintech companies.

##### ***Gailina Liew – Independent Non-Executive Director (Senior Independent Director with effect from 13 December 2023)***

Gailina Liew has a legal, scientific and commercial background, having qualified in Canada as a barrister & solicitor, working primarily in the venture capital and biotech sectors during her executive career. Previous non-executive director experience over the past 20 years spans several sectors and includes chair of ventureLAB and non-executive director of J.P. Morgan Global Convertibles Income Limited investment trust which culminated in a voluntary liquidation. Current board roles are primarily focussed on private equity/venture capital and investment/pension funds. She will complete her nine-year tenure at Digital Jersey Limited, where she currently serves as Senior Independent Director, on 31 December 2024.

The Directors believe that, as currently constituted<sup>1</sup> and with the proposed appointment of Eric Sanderson (which is subject only to JFSC approval), the Board offers a compelling combination of skills, experience and knowledge. Details of Eric Sanderson's experience was set out in the announcement of his appointment on 8 May 2024.

All of the Directors (including Eric Sanderson) are independent in character and judgement. The Board's Nomination Committee, with the support of Eric Sanderson, is in the process of recruiting for at least one additional Non-Executive Director to support the execution of the Managed Wind-Down, and a further update on this process will follow in due course.

The Board considers that the performance of each Director continues to be effective and demonstrates the commitment required to continue in their present roles, and that each Director's contribution continues to be important to the successful implementation of the Managed Wind-Down. This consideration is based on, amongst other things, the business skills and industry experience of each of the Directors, as well as their knowledge and understanding of the Company's assets and affairs, and mindful of requisite governance requirements to safeguard shareholder interests as a whole.

## **5. Resolutions to be voted on at the AGM**

Details of the resolutions to be proposed at the AGM are set out below.

Resolutions 1 to 7 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, a simple majority of more than half of the votes cast must be in favour of the resolution. Resolution 8 is proposed as a special resolution. This means that for this resolution to be passed, a qualified majority of at least three-quarters of the votes cast must be in favour of the resolution.

### ***Ordinary Resolution 1 – Report and Accounts***

The Directors are required to present the Annual Report and Accounts for the financial year ended 31 December 2023 to the meeting in accordance with Article 105 of the Companies (Jersey) Law 1991 (the "Law"). Shareholders may raise questions regarding the Annual Report and Accounts as detailed in the Notes to the Notice of AGM.

### ***Ordinary Resolution 2 – Directors' Remuneration Report***

The Directors' Remuneration Report provides details of the remuneration paid to the Directors during the year to 31 December 2023.

In line with current legislation, Resolution 2 will be an advisory vote and will not affect the way in which the pay policy has been implemented or the future remuneration that is paid to any Director. For the avoidance of doubt the Directors' respective entitlement to remuneration is not conditional upon the passing of this resolution. The Remuneration Report can be found in the Company's Annual Report and Accounts on pages 75 to 80.

### ***Ordinary Resolutions 3 and 4 – Election and re-election of Directors***

Please refer to paragraph 4 of this letter.

### ***Ordinary Resolutions 5 and 6 - Auditors***

The Company is required to re-appoint auditors at each general meeting at which accounts are laid, to hold office until the conclusion of the next such meeting. The Company's Audit Committee has recommended to the Board the re-appointment of PwC and the Board has endorsed this recommendation. Resolution 5 therefore proposes the re-appointment of PwC as auditors of the Company.

Resolution 6 is to authorise the Audit Committee to determine the remuneration of the Auditors.

<sup>1</sup> The Company's regulated by the JFSC as a Jersey Listed Fund under the Collective Investment Funds (Jersey) Law 1988 and the Jersey Listed Fund Guide is subject to certain conditions. In relation to the composition of the Board, (i) the Company has obtained a derogation from the JFSC in respect of the default requirement under the Jersey Listed Fund Guide to have a minimum of two Jersey resident individuals appointed to the Board, such that (ii) for as long as the Company maintains a premium listing on the main market of the London Stock Exchange, the Company is required to have at least one Jersey resident individual appointed to the Board.

### *Ordinary Resolution 7 - Dividends*

It is the Company's intention to retain its investment company status during the Managed Wind-Down. To maintain this status, under s1158 of the Corporation Taxes Act 2010, the Company may be required to pay further distributions. Whilst any cash distributions to shareholders will likely take the form of returns of capital, final allocation amounts will be determined at the relevant time by the Board and taking into consideration the Company's liquidity. Accordingly, although no further dividend distributions are planned or foreseen in the medium-term the Company is proposing this resolution in order to retain sufficient flexibility to make returns to shareholders in the most appropriate way at the relevant time.

### *Special Resolution 8 – Authority to purchase own shares*

In certain circumstances, it may be advantageous for the Company to make on-market purchases of its own shares and this resolution seeks the authority from shareholders in this regard. The Directors will continue to exercise this authority only when, in the light of market conditions prevailing at the time, they believe that it is in the best interests of the Company; the overall position of the Company will be taken into account when exercising this authority. Under the Law, the Company can hold its own shares in treasury following a buy back, instead of having to cancel them. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with additional flexibility in the management of its capital base. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares. If the Directors exercise the authority conferred by resolution 8, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

The resolution specifies the maximum number of Ordinary Shares that may be acquired (approximately 10 per cent of the Company's issued ordinary share capital as at 21 May 2024 (being the latest practicable date prior to the publication of this notice)) and the maximum and minimum prices at which they may be bought. Given that the Company's shares do not have a nominal value, the Board has decided to provide for the minimum price in the resolution to be calculated by reference to market value, in order to mirror more closely the spread between minimum and maximum price of other listed companies that use the nominal value of their shares as the minimum price.

There are no warrants or options to subscribe for Ordinary Shares outstanding as at 21 May 2024 (being the latest practicable date prior to the publication of this notice).

If given, this authority will expire at the conclusion of the 2025 annual general meeting or on 12 September 2025 (the date which is 15 months after the date of passing of the resolution), whichever is earlier.

The Directors intend to seek renewal of this authority at subsequent annual general meetings in accordance with current best practice.

Additional buy back authorities (together with such other shareholder authorities as may be required) may be sought by the Company following the AGM in connection with specific corporate actions to return cash to shareholders as part of the Managed Wind-Down.

## **7. Recommendation**

The Board considers that all resolutions contained in this Notice of AGM are in the best interests of the Company and its shareholders as a whole.

**Accordingly, the Board unanimously recommends that you vote in favour of each of the proposed resolutions as the Directors intend to do in respect of their own beneficial holdings.**

Yours faithfully,

**Charlotte Valeur**  
Interim Chair



Registered Office:  
26 New Street  
St. Helier  
Jersey JE2 3RA  
Channel Islands

Principal place of business:  
1 King William Street  
London  
EC4N 7AF  
United Kingdom

21 May 2024

Dear Shareholder,

While I look forward to my formal appointment as Independent Non-Executive Director and Chair of D9, I wanted to take this opportunity to outline the Board's priorities.

We are acutely aware of the challenges the Company has faced over the last 18 months and I have discussed these in detail with the Board. The Board would wish to express its sincere regret at the resulting impact on shareholder value.

The Board's key strategic priority will be to realise all of the Company's investments in a manner that achieves a balance between maximising the net value realised from these assets and making timely capital returns to shareholders. As set out above, sale processes for wholly owned assets including Aqua Comms (including EMIC-1), Elio Networks and SeaEdge UK1 are underway and we look forward to updating shareholders on the outcome of these processes in due course, including providing shareholders with due visibility of any transactions which are under the Board's consideration to the extent practicable and in line with the Company's confidentiality obligations.

The completion of the Managed Wind-Down will, however, take time. It is subject to the sale of the Company's stake in Arqiva and the payment of the Verne earn-out. The Board will maintain scrutiny on each asset ahead of their realisation both via the Investment Manager and portfolio company management teams.

The review of the Company's investment management arrangements is also progressing well and the Board will provide an update once it has been completed. Importantly, we will focus on preserving shareholder value by continuing to carefully manage the Company's operating costs and additional advisory and transaction costs throughout the Managed Wind-Down.

I would like to thank Charlotte Valeur for her commitment to the Company with respect to her role as Interim Chair over the past four months, and as an Independent Non-Executive Director since IPO. Alongside my own proposed appointment to the Board, which is subject only to the approval of the JFSC, I shall act in conjunction with the Nomination Committee in seeking the appointment of at least one additional Non-Executive Director. This is to ensure that the Board relies on the appropriate set of collective skills to oversee the Managed Wind-Down. The outcome of the recruitment process will be announced in due course.

I look forward to meeting with shareholders at the upcoming AGM.

**Eric Sanderson**  
Chair Designate



**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Digital 9 Infrastructure plc (the "**Company**") will be held at 9.30 a.m. on 12 June 2024 at the offices of Liberum Capital, 25 Ropemaker Street, London EC2Y 9LY, to transact the following business.

You will be asked to consider and, if thought fit, approve the following resolutions. Resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions and resolution 8 will be proposed as a special resolution.

**For further information on all resolutions, please refer to section 5 of the Interim Chair's letter, which can be found on pages 6 and 7.**

### **Ordinary Resolutions**

#### **Report and Accounts**

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2023 together with the reports of the Directors and Auditors on those financial statements (the "**Annual Report and Accounts**").

#### **Directors' Remuneration Report**

2. To approve the Directors' Remuneration Report (excluding the part containing the Directors' remuneration policy) set out on pages 75 to 80 of the Annual Report and Accounts for the year ended 31 December 2023.

#### **Directors**

3. To re-elect Aaron Le Cornu as a Director of the Company.
4. To re-elect Gailina Liew as a Director of the Company.

#### **Auditors**

5. To appoint PricewaterhouseCoopers LLP ("**PwC**"), as Auditors of the Company, to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.
6. To authorise the Audit Committee to determine the Auditors' remuneration.

#### **Dividends**

7. To authorise the Directors to declare and pay all dividends of the Company as interim dividends and for the last dividend referable to a financial year not to be categorised as a final dividend that is subject to shareholder approval.

### **Special Resolution**

#### **Authority to purchase own shares**

8. That the Company be generally and unconditionally authorised for the purposes of Article 57 of the Companies (Jersey) Law 1991 as amended (the "**Law**") to make market purchases of Ordinary Shares in such manner and on such terms as the Directors of the Company may from time to time determine, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be repurchased by the Company is 86,517,495 (representing approximately 10 per cent of the Company's issued ordinary share capital);
- (b) the minimum purchase price which may be paid for each Ordinary Share is the lower of (i) £1 and (ii) an amount equal to 75% of the average of the closing middle market quotations for the Ordinary Shares of the Company (derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date of purchase.
- (c) the maximum purchase price (exclusive of expenses) which may be paid for any Ordinary Share shall not be more than the higher of:
  - i. an amount equal to 105 per cent. of the average middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which the purchase is carried out; and
  - ii. an amount equal to the higher of (a) the price of the last independent trade of the Ordinary Share; and (b) the highest current independent bid on the London Stock Exchange at the time the purchase is carried out;
- (d) this authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied by the Company in a general meeting) expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on the date falling 15 months after the date of this Annual General Meeting, whichever is earlier, after passing of this resolution;

- (e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of Ordinary Shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase Ordinary Shares in pursuance of any contract or contracts as if the authority conferred hereby had not expired; and
- (f) any shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in treasury and, if held in treasury, may be resold from treasury or cancelled at the discretion of the Directors, in accordance Article 58A of the Law.

**By order of the Board  
Hanway Advisory Limited  
Delegated Company Secretary**

Registered Office:  
1 King William Street  
London  
EC4N 7AF

## **Further information about the AGM**

### **Right to attend AGM**

Only those members registered on the Company's Register of Members of the Company at close of business on 10 June 2024 (or in the event of an adjournment, at close of business on the date which is two working days prior to the adjourned meeting), or their duly appointed proxy, shall be entitled to attend and vote at the AGM. Changes to the Register of Members after the deadline shall be disregarded in determining the rights of persons to attend and vote at the AGM.

### **Quorum**

The quorum for the General Meeting will be two persons entitled to attend and to vote on the business to be transacted, each being a member so entitled or a proxy for a member so entitled or a duly authorised representative of a corporation which is a member so entitled. If within five minutes (or such longer interval as Chair of the General Meeting in his absolute discretion thinks fit) from the time appointed for the holding of the General Meeting a quorum is not present, or if during the General Meeting such a quorum ceases to be present, the General Meeting shall stand adjourned to such day (being not less than ten clear days after the original meeting) and at such time and place, and/or on such electronic platform(s), as the Chair (or, in default, the Board) may determine, and no notice of an adjourned meeting need be given unless the meeting is adjourned for 30 days or more or indefinitely. If at such adjourned meeting a quorum is not present within five minutes from the time appointed for holding the meeting, one person entitled to vote on the business to be transacted, being a member so entitled or a proxy for a member so entitled or a duly authorised representative of a corporation which is a member so entitled, shall be a quorum.

### **Appointment of a proxy**

Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the AGM and at any adjournment thereof. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company but they must be registered in advance and attend the AGM to represent you. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice. To be valid, your Form of Proxy must be received no later than 9.30 a.m. on 10 June 2024 (or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting). You may return your Form of Proxy using the pre-paid envelope provided or delivered by post to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY. Alternatively, you can submit your proxy instruction electronically at

www.eproxyappointment.com. Completion and return of the Form of Proxy will not preclude members from attending and voting at the meeting should they wish to do so. Amended instructions must also be received by Computershare by the deadline for receipt of Forms of Proxy.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **CREST members**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy, or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s)

take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)).

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

### **Corporate Representatives**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Ordinary Shares.

### **Questions at the AGM**

Any member attending the meeting has the right to ask questions. The Company must answer any question relating to the business being dealt with at the AGM, except in certain circumstances, including (but not limited to) if:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or
- (iii) it is undesirable in the interest of the Company or the good order of the meeting that the question be answered.

### **Total Voting Rights**

As at 21 May 2024 (being the last practicable day prior to the publication of this notice), the Company's issued share capital consisted of 865,174,954 Ordinary Shares of no par value. The Company holds no shares in treasury. Therefore, the total voting rights in the Company as at 21 May 2024 (being the latest practicable date prior to the publication of this notice) are 865,174,954 Ordinary Shares.

### **Website**

A copy of this notice can be found at:  
<https://www.d9infrastructure.com/>

### **Inspection of documents**

The following documents will be available for inspection at the Company's Registered Office from the date of this notice during usual business hours on any weekday (Saturdays, Sundays and bank holidays excluded) until the date of the meeting and also on the date and at the location of the meeting from 15 minutes before the AGM until it ends:

- copies of letters of appointment of the non-executive Directors;
- copies of the articles of association; and
- register of directors' interests.