

**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 Form of Proxy, 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 Form of Proxy in accordance with the instructions printed on it so as to reach the Company's Registrars, Computershare Investor Services plc, not less than 48 hours (excluding non-working days) prior to the time of the Annual General Meeting. Completion of the Form of Proxy will not preclude you from attending and voting at the Annual General 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 10 June 2025 at 10 a.m at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH is set out on pages 6 to 7 of this document.

**To be valid, Forms of Proxy 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 so as to arrive not later than 10 am on 6 June 2025. Alternatively, you can appoint a proxy or proxies electronically by visiting [www.eproxyappointment.com](http://www.eproxyappointment.com).**

**Please be aware that the deadline for voting through platforms may be earlier than the Company's proxy voting deadline.** The Association of Investment Companies has published on its website some guidance on how to vote shares in investment companies on major platforms. If you are in any doubt as to how to vote your Ordinary Shares please contact the relevant platform through which you hold your shares.

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

Principal place of business:  
InfraRed Capital Partners Limited  
Level 7  
One Bartholomew Close  
Barts Square  
London EC1A 7BL  
United Kingdom

**Directors:**

Eric Sanderson (*Independent Non-Executive Chair*)  
Andrew Zychowski (*Independent Non-Executive Director*)  
Phil Braun (*Independent Non-Executive Director*)  
Robert Burrow (*Senior Independent Director*)

30 April 2025

Dear Shareholder,

**Notice of Annual General Meeting**

I am pleased to invite you to Digital 9 Infrastructure plc's (the "**Company**") Annual General Meeting ("**AGM**"), which will be held at 10:00 a.m. on Tuesday 10 June 2025 at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH. The formal notice of AGM and the full text of the resolutions to be proposed are set out on pages 6 to 7 of this document.

The purpose of the letter is to provide background to the ordinary and special resolutions proposed at this year's AGM. In addition to the AGM's routine business, the Company is also required, pursuant to its articles of association (the "**Articles of Association**") to seek shareholder approval of the Continuation Resolution, further details of which are set out below.

Whether or not you propose to attend the AGM, please fill in the Form of Proxy sent to you with this notice and return it to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and in any event so as to arrive not later than 10 a.m. on 6 June 2025. Alternatively, you can submit your proxy instruction electronically at [www.eproxyappointment.com](http://www.eproxyappointment.com). They must have received it by no later than 10 a.m. on 6 June 2025.

**Please be aware that the deadline for voting through platforms may be earlier than the Company's proxy voting deadline.** The Association of Investment Companies has published on its website some guidance on how to vote shares in investment companies on major platforms. If you are in any doubt as to how to vote your Ordinary Shares please contact the relevant platform through which you hold your shares.

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

## Managed wind-down update

On 25 March 2024, the proposal to amend the Company's existing investment objective and investment policy received over 99% of votes in favour, enabling the implementation of a managed wind-down of the Company (the "**managed wind down**").

The execution of the managed wind-down over the last twelve months has been supervised by an entirely new Board. I was appointed Chair of the Company on 30 May 2024, while Andrew Zychowski, Philip Braun, and Robert Burrow were appointed to the Board between July and August 2024. This new Board has sought to implement and uphold the highest standards of corporate governance while progressing key corporate workstreams, including the review of the Company's investment management arrangements. The latter resulted in the appointment of InfraRed Capital Partners ("**InfraRed**") as new investment manager and AIFM, as announced on 11 October 2024, with InfraRed formally assuming this role after an interim services period (which commenced on 11 October 2024) on 11 December 2024.

Since March 2024, work has commenced to pursue the divestment of the Company's wholly-owned assets, namely Aqua Comms, EMIC-1, and SeaEdge UK1. The appointment of InfraRed has significantly accelerated the execution of the managed wind-down mandate. The Board and InfraRed have worked assiduously to date, which has resulted into binding agreements for the divestment of EMIC-1 (as announced on 31 December 2024) and Aqua Comms (as announced on 17 January 2025), the latter still being subject to competition clearances. As per the RNS dated 14 March 2025, the Company announced a refinancing of the existing £53.3 million RCF facility. The renewed RCF has been made available to the Company for a committed three-month term expiring 16 June 2025, and two further three-month extension period options, subject to lender agreement at the time. The Company expects to repay the balance of the new facility through receipt of the EMIC-1 divestment proceeds, as well as further divestment proceeds and working capital surpluses before the expiry of the RCF on 16 June 2025. The proceeds from the Aqua Comms divestment are expected to be received by the end of 2025, noting that completion is dependent on receipt of the relevant competition and regulatory clearances. As divestments are completed and proceeds are received over and above the RCF balance, cash distributions to shareholders will likely take the form of returns of capital, with final amounts to be determined at the time by the Board, in conjunction with the Investment Manager, and taking into consideration the Company's liquidity position.

As set out in the Company annual report and financial statements for the year ended 31 December 2024 (the "**2024 Annual Report and Accounts**"), while the process related to SeaEdge UK1 is ongoing, the divestment of Elio Networks has been postponed until a later date as the Company seeks to maximise shareholder value prior to exit. The divestment of Elio Networks is nevertheless expected to be completed within the timescale for the disposal of the Company's most significant asset by value, Arqiva. A sale of the Company's stake in Arqiva is highly unlikely to deliver best value for shareholders until there is greater clarity on the renewal of key broadcasting contracts, expected in 2027. However, the Board will remain open to any changes in the market dynamic which could give rise to an earlier sale opportunity at an attractive value for shareholders.

The Board continues to believe that the Company's intrinsic value is materially higher than what is implied by the Company's current market capitalisation, notwithstanding the disappointing NAV decline during the year which was a result of an extensive review and subsequent revisions in key valuation assumptions in the portfolio.

## Continuation Vote

In accordance with the Articles of Association the Company must propose an ordinary resolution at this AGM that the Company continues its business as presently constituted (the "**Continuation Resolution**"). Typically, companies seek to remove the requirement to propose any further continuation or discontinuation resolution required pursuant to their constitutional documents at the same time as they seek shareholder approval to amend their investment policy in order to pursue a Managed Wind-Down. However, this was omitted from the business of the Company held on 25 March 2024 and therefore the Continuation Resolution must be presented at this year's AGM in accordance with the Articles of Association.

If the Continuation Resolution is passed, the Company will continue its business as presently constituted i.e. it will continue the implementation of the managed wind-down, and the Articles of Association require that the same resolution shall be proposed at every fifth annual general meeting thereafter that the Company continues its business as presently constituted (should the Company continue to be in existence at that time).

If the Continuation Resolution is not passed, the Directors will be required to put forward proposals for the reconstruction or reorganisation of the Company to shareholders for their approval as soon as reasonably practicable. The Board believes that such an action would have very significant adverse implications for the successful completion of the managed wind-down process and the ability to maximise shareholder value.

**The Board believes that, having taken into account the views of InfraRed, the continuation of the business of the Company in its current form (i.e. the implementation of the managed wind-down) is in the best interests of the Company and its shareholders as a whole and strongly urges shareholders to VOTE IN FAVOUR OF the Continuation Resolution.**

### **Recommendation**

The Board considers that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. The Board unanimously and strongly recommends that you vote in favour of all of the proposed resolutions as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully,

**Eric Sanderson**  
Chair

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Digital 9 Infrastructure plc (the "**Company**") will be held at 10 a.m. on Tuesday 10 June 2025 at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH, to transact the following business.

You will be asked to consider and, if thought fit, approve the following resolutions. Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolution 12 will be proposed as a special resolution.

**For further information on all resolutions, please refer to the Explanatory Notes which can be found on pages 8 to 11 of this document.**

### **Ordinary Resolutions**

#### **Report and Accounts**

1. To receive and adopt the audited financial statements of the Company for the period to 31 December 2024 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 59 to 64 of the 2024 Annual Report and Accounts.

#### **Directors' Remuneration Policy**

3. To approve the Directors' Remuneration Policy, contained in the 2024 Annual Report and Accounts.

### **Directors**

4. To re-elect Eric Sanderson as a Director of the Company.
5. To re-elect Andrew Zychowski as a Director of the Company.
6. To re-elect Philip Braun as a Director of the Company.
7. To re-elect Robert Burrow as a Director of the Company.

### **Auditors**

8. To re-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.
9. To authorise the Audit Committee to determine the Auditors' remuneration.

### **Dividends**

10. 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.

### **Continuation Resolution**

#### **11. Continuation Resolution**

To approve the continuation of the Company's business as presently constituted.

### **Special Resolution**

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

12. 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;
- (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:  
The Scalpel, 18th Floor,  
52 Lime Street  
London  
EC3M 7AF

## Explanatory Notes to the Resolutions

An explanation of each of the resolutions is set out below.

Resolutions 1 to 11 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 12 is proposed as a special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

## Report and Accounts

### Resolution 1

The Directors of the Company are required to present the 2024 Annual Report and Accounts to the meeting.

## Directors' Remuneration Report

### Resolution 2

The Directors' Remuneration Report provides details of the remuneration paid to the Directors during the year to 31 December 2024.

Resolution 2, in line with current legislation, 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. The Remuneration Report can be found in the 2024 Annual Report and Accounts on pages 59 to 64.

## Directors' Remuneration Policy

### Resolution 3

The Policy sets out the Company's forward-looking policy on Directors' remuneration, including the relevant components. The Policy supports the achievement of the strategic objectives of the Company. If this Resolution is passed, the Policy will take effect from the conclusion of the AGM. All remuneration payments to Directors following the date of the AGM have to be consistent with the approved Policy. Shareholders will be asked to approve the Policy again at the Company's 2028 annual general meeting. If the Company believes it is necessary to introduce a new remuneration policy or make changes to the existing approved policy before this date, such new or revised remuneration policy will be submitted to shareholders for approval at either an annual general meeting or other general meeting.

The Policy is set out in the 2024 Annual Report and Accounts on pages 60 to 61.

As provided for in clause 21.3 of the Articles of Association and the Directors' appointment letters, the Policy includes a provision for an additional fee where a Director undertakes any special duties, or services outside their ordinary duties as a Director.

As at the date of this notice, no discretion is intended to be exercised under the Directors' Remuneration Policy.

## Directors

### Resolutions 4-7

These resolutions concern the proposed re-election to the Board of each of the current Directors. In accordance with provision 23 of the AIC Code of Corporate Governance (published in August 2024), all Directors will be subject to annual re-election. The Directors hold or have held senior positions in industry and commerce and contribute a wide range of skills, experience and objective perspective to the Board. All the non-executive Directors are independent in character and judgement.

The Board considers that the performance of each Director continues to be effective and demonstrates the commitment required to continue in their present roles. All of the current Directors were appointed during the year ended 31 December 2024, as they were considered best placed to deliver the managed wind-down given their mutual skill sets and significant experience in situations akin to the Company's current circumstances. This consideration is based on, amongst other things, the business skills and industry experience of each of the Directors (refer to the biographical details of each Director as set out below), as well as their knowledge and understanding of the Company's business model.

The Board has also considered the other contributions which individual Directors may make to the work of the Board, with a view to ensuring that:

- (i) the Board maintains a diverse balance of skills, knowledge, backgrounds and capabilities leading to effective decision-making;
- (ii) each Director is able to commit the appropriate time necessary to fulfilling their roles; and
- (iii) each Director provides constructive challenge, strategic guidance, offers specialist advice and holds third party service providers to account.

Biographical details of each of the Directors are as follows:

#### Eric Sanderson – Independent Non-Executive Chair

Eric Sanderson is a chartered accountant and former CEO of British Linen Bank, which was the investment banking arm of the Bank of Scotland. He was subsequently Chief Executive of Bank of Scotland's Treasury arm and a member of the Bank of Scotland Management Board. He brings extensive non-executive investment company board experience.

#### Andrew Zychowski – Independent Non-Executive Director

Andrew Zychowski has over 30 years' investment banking experience, providing corporate finance advisory services to investment company boards. Until June 2019, he was the Head of the Investment Companies corporate department at Canaccord Genuity Limited, and, prior to this, the Head of the



Investment Companies corporate department at Dresdner Kleinwort. He is a qualified accountant and holds a BSc in Physics from Imperial College.

#### **Philip Braun - Independent Non-Executive Director**

Philip Braun, a Jersey resident, has nearly 30 years of experience in audit, primarily focusing on financial services, alternative investment funds and the regulated offshore fund industry. After qualifying as an accountant in London, Mr Braun spent nearly 10 years within PwC's Jersey and Sydney audit practices, following which he spent the last 16 years as the lead audit partner with BDO in Jersey where he notably led the provision of business advisory services, including corporate due diligence, restructuring and liquidations. Mr Braun holds a BSc (Hons) in Mathematics and Computer Science from the University of Bristol and is a Fellow of the Institute of Chartered Accountants of England & Wales.

#### **Robert Burrow - Senior Independent Director**

Robert Burrow has a broad range of executive experience, primarily in the M&A space, both as a practising solicitor and former investment banker. He held a senior corporate partner role in an international law firm for over 20 years, where he specialised in M&A and investment funds. Most recently, he has held a number of senior positions in international real estate companies. He was Chief Executive of Chelsfield Group, an international real estate business focussed on asset management, development and investment in Europe, North America and Asia. He holds a Master of Arts in History and Law from Cambridge University.

### **Auditors**

#### **Resolution 8**

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. This resolution therefore proposes the re-appointment of PwC as auditors of the Company.

#### **Resolution 9**

This resolution is to authorise the Audit Committee to determine the remuneration of the Auditors.

### **Dividends**

#### **Resolution 10**

To maintain its investment company 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, 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.

### **Continuation Resolution**

#### **Resolution 11**

This resolution is to approve the continuation of the Company's business as presently constituted. In accordance with the Articles of Association, the Company must propose an ordinary resolution at this AGM that the Company continues its business as presently constituted. If the Continuation Resolution is passed, the Company will continue its business as presently constituted, i.e. the implementation of the managed wind-down, and the Articles of Association require that the same resolution shall be proposed at every fifth annual general meeting thereafter that the Company continues its business as presently constituted (should the Company continue to be in existence at that time).

If the Continuation Resolution is not passed, the Directors shall put forward proposals for the reconstruction or reorganisation of the Company to members for their approval as soon as reasonably practicable. The Board believes that such an action would have very significant adverse implications for the successful completion of the managed wind-down process and the ability to maximise shareholder value.

Shareholders should note that the Board has identified a discrepancy between the timing of the Continuation Resolution set out in the Articles of Association, which requires the Continuation Resolution to be proposed at the 2025 AGM, and the date set out in the initial public offering ("IPO") prospectus, which refers to the Continuation Resolution being proposed to shareholders at the Company's annual general meeting to be held in 2026. In accordance with Corporate Governance principles, the Articles of Association take priority and therefore the resolution is being presented this year.

The Directors believe, having taken into account the views of InfraRed, that continuation is in the best interests of the Company and its shareholders as a whole and therefore strongly urges shareholders to vote in favour of the Continuation Resolution.

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

#### **Resolution 12**

In certain circumstances, it may be advantageous for the Company to make on-market purchases of its own shares and this resolution seeks the required authority from shareholders in this regard. The Directors will 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; accordingly, the overall position of the Company will be taken into account by the Board 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 12, 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 30 April 2025 (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 30 April 2025 (being the latest practicable date prior to the publication of this notice).

If given, this authority will expire at the conclusion of the 2026 annual general meeting or on 10 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.

## **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 6 June 2025 (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 Annual 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 Annual General Meeting in his absolute discretion thinks fit) from the time appointed for the holding of the Annual General Meeting a quorum is not present, or if during the Annual General Meeting such a quorum ceases to be present, the Annual 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 10 am on 6 June 2025 (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 the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. Alternatively, you can submit your proxy instruction electronically at [www.eproxyappointment.com](http://www.eproxyappointment.com). **Please be aware that the deadline for voting through platforms may be earlier than the Company's proxy voting deadline.**

The Association of Investment Companies has published on its website some guidance on how to vote shares in investment companies on major platforms. If you are in any doubt as to how to vote your Ordinary Shares please contact the relevant platform through which you hold your shares.

Completion and return of the Form of Proxy or electronic appointment of a proxy will not preclude members from attending and voting at the AGM should they wish to do so. Revocations or amendments

to proxy appointments must also be received by the Registrars by no later than 10 a.m. on 6 June 2025 (or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting).

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 30 April 2025 (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 30 April 2025 (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 AGM and also on the date and at the location of the meeting from 15 minutes before the AGM until it ends:

- copies of the letters of appointment of the non-executive Directors;
- copies of the Company's Articles of Association; and
- the register of Directors' interests.

