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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom or by whom the sale or transfer was made, for delivery to the purchaser or transferee.

The Company is a closed ended collective investment fund incorporated as a public company limited by shares in Jersey on 8 January 2021 with an unlimited life and is established in Jersey as a listed fund pursuant to the Jersey Listed Fund Guide published by the Jersey Financial Services Commission ("JFSC"), as amended from time to time, and the Collective Investment Funds (Jersey) Law 1988, as amended. The Company is regulated by the JFSC. The JFSC has not reviewed or approved this document.



DIGITAL 9 INFRASTRUCTURE PLC

(Incorporated in Jersey with registered number 133380)

Recommended proposals for the adoption of Revised Articles to facilitate the return of cash to Shareholders

and

Notice of General Meeting

Your attention is drawn to the letter from the Chair, which recommends that you vote in favour of the resolution to be proposed at the General Meeting referred to below. However, this document should be read in its entirety.

Notice of a general meeting of the Company to be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH on Thursday 12 March 2026 at 9.00 a.m., is set out at the end of this document.

Shareholders are requested to complete and return the Form of Proxy accompanying this document for use at the General Meeting. In order to be valid, the Form of Proxy must be completed and returned in accordance with the instructions printed thereon to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to be received no later than 9.00 a.m. on Tuesday 10 March 2026.

Alternatively, you may register your proxy appointment electronically by sending your proxy card into #ukcsbrs.externalproxyqueries@computershare.co.uk. If you are a member of CREST, you may be able to use the CREST electronic proxy appointment service. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received no later than 9.00 a.m. on Tuesday 10 March 2026.

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1 – LETTER FROM THE CHAIR

DIGITAL 9 INFRASTRUCTURE PLC

(Incorporated in Jersey with registered number 133380)

Directors:

Phil Braun (Independent Non-Executive Director)

Robert Burrow (Senior Independent Director)

Eric Sanderson (Independent Non-Executive Chair)

Andrew Zychowski (Independent Non-Executive Director)

Registered Office:

26 New Street

St Helier

Jersey JE2 3RA

Channel Islands

20 February 2026

Dear Shareholder

Recommended proposals for the adoption of Revised Articles to facilitate the return of cash to Shareholders

1 Introduction

The Company has been in managed wind-down since 25 March 2024, when the Company adopted an objective of realising all of its assets in an orderly manner with a view to returning available cash to Shareholders from the proceeds of the assets realised (the “**Managed Wind-Down**”). Since the appointment of InfraRed as investment manager on 11 December 2024, the Company has completed the divestments of EMIC-1 on 28 May 2025, and SeaEdge UK1 on 11 June 2025, the proceeds of which enabled the full repayment of the Company’s borrowings. The sale of Aqua Comms completed on 31 December 2025. Following these divestments, the Company’s portfolio comprises two remaining investments; Arqiva and Elio Networks, as well as the Verne Global Earn-Out.

The Board announced in conjunction with the Company’s interim results to 30 June 2025 that it expected to be able to initiate an initial return of cash to Shareholders in early 2026, following completion of the Aqua Comms transaction, after making provision for the future working capital requirements of the Company. Since then, the Board has been in discussions with its advisers to determine the most appropriate way in which to return surplus cash to its Shareholders. Having compared different options (including using buy-backs under one or more tender offers) the Board believes that a compulsory redemption mechanism should provide the best basis by which to return cash. The compulsory redemption structure provides flexibility to return cash as and when available, ensures pro-rata treatment for all Shareholders, and avoids the need for further circulars to implement subsequent distributions.

The Board currently intends that the first compulsory redemption will occur once the Company’s year-end accounts to 31 December 2025 have been finalised. Although certain year-end processes, including the finalisation of the investment valuations, for the purposes of preparing the annual report, are still underway, the Board considers it in Shareholders’ interests to establish the redemption mechanism now so that returns of cash can proceed as soon as reasonably practicable after the conclusion of the year-end process.

The Directors are convening a general meeting to seek the approval of Shareholders for the adoption of Revised Articles which will provide for a compulsory redemption mechanism to allow for surplus cash to be returned to Shareholders over time on a *pro rata* basis, as described in more detail in paragraph 2 below. The General Meeting will be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH on Thursday 12 March 2026 at 9.00 a.m. The formal notice convening the General Meeting is set out at the end of this document.

The purpose of this document is to provide Shareholders with details of the proposed changes to the Company's share capital to facilitate the return of surplus cash and to set out the reasons why the Directors are recommending that Shareholders vote in favour of the resolution to be proposed at the General Meeting.

2 Adoption of Revised Articles and compulsory redemptions of Ordinary Shares

Proposed return(s) of cash by compulsory redemptions of Ordinary Shares

The Directors propose to effect the return of cash by way of compulsory redemptions of Ordinary Shares (each a "**Compulsory Redemption**"). Currently the Ordinary Shares are non-redeemable and, accordingly, it will first be necessary to amend the Existing Articles to authorise the Directors to compulsorily redeem some or all of the Ordinary Shares at the discretion of the Board.

Following the amendment of the Existing Articles, the Company will have the power to make Compulsory Redemptions in volumes and on dates to be determined at the Directors' sole discretion, with the amount distributed in respect of the Ordinary Shares on each occasion to be determined by the Directors at the relevant time having regard to the amount of cash available for distribution and retaining sufficient working capital for ongoing operations, given the need for the Company to satisfy the solvency test referred to below. Ordinary Shares will be redeemed from all Shareholders *pro rata* to their existing holdings of Ordinary Shares on the relevant Redemption Date. The Directors will be authorised to make such Compulsory Redemptions in accordance with the process to be included in the Revised Articles (the mechanics of which are described below).

Changes to Articles to make the Ordinary Shares redeemable

In order to make the Ordinary Shares redeemable, it is proposed to adopt the Revised Articles (in substitution for the Existing Articles) in order to permit the redemption of some or all of the Ordinary Shares at the sole discretion of the Directors and to set out the procedure by which the Directors may undertake any Compulsory Redemption.

Accordingly, the Company is proposing a special resolution, which will, if passed, adopt the Revised Articles including the Compulsory Redemption mechanism described below (the "**Resolution**"). The full text of the Resolution is set out in the notice of General Meeting at the end of this document. A draft of the proposed Revised Articles (showing the full terms of the changes proposed to be made) will be available for inspection on the National Storage Mechanism from the date of sending of this document and may be inspected at the registered office of the Company and at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH during usual business hours on any weekday (public holidays excepted) from the date of this document up to and including the date of the General Meeting and at the place of the General Meeting for at least 15 minutes before and during the General Meeting.

The Directors may only authorise a Compulsory Redemption if they are satisfied on reasonable grounds that, immediately after such Compulsory Redemption is made, the Company would satisfy the statutory "solvency test". For the purpose of the Companies Law, the Company would satisfy

the “solvency test” if the Company will be able to discharge its liabilities as they fall due a) immediately after the applicable Compulsory Redemption and b) for the twelve months following the relevant Redemption Date (or until the Company is dissolved if sooner).

Mechanics of Compulsory Redemptions

Assuming the special resolution to adopt the Revised Articles is passed, the Directors will have the discretion to make Compulsory Redemptions in volumes, at a price and on dates to be determined by the Directors, with the first such Compulsory Redemption expected to take place by late April 2026, following completion of the Company’s year-end accounts to 31 December 2025, and subject to the satisfaction of the solvency test.

As and when the Directors exercise their discretion to redeem compulsorily a given percentage of the Ordinary Shares, the Company will make a Redemption Announcement in advance of the relevant Redemption Date. The quantum of each redemption will depend on cash available to the Company at the time, including proceeds realised from Aqua Comms and other assets, allowing for sufficient working capital to allow the Company to meet its obligations. The Redemption Announcement is expected to include the following details:

- (a) the aggregate amount to be distributed to Shareholders;
- (b) the relevant percentage of Ordinary Shares to be redeemed (*pro rata* as far as practicable between the holders of Ordinary Shares as at the Redemption Record Date);
- (c) a timetable for the Compulsory Redemption and distribution of redemption proceeds, including the Redemption Date and Redemption Record Date;
- (d) the Redemption Price per Ordinary Share;
- (e) the New ISIN in respect of Ordinary Shares which will continue to be listed following the relevant Redemption Date; and
- (f) any additional information that the Board deems necessary in connection with the Compulsory Redemption.

The Ordinary Shares redeemed will be the relevant percentage of the Ordinary Shares registered in the names of Shareholders on the relevant Redemption Record Date. No fractions of any Ordinary Shares will be redeemed and the number of Ordinary Shares to be redeemed from each Shareholder may be rounded down accordingly. Shareholders will receive the Redemption Price per Ordinary Share in respect of each of their Ordinary Shares redeemed compulsorily. The Redemption Price per Ordinary Share will be determined by the Directors and will be set at a small premium to the prevailing market price at the time of the relevant Redemption Announcement, rather than by reference to the Net Asset Value per Ordinary Share. However, the Redemption Price will not exceed the Net Asset Value per Ordinary Share.

In the case of Ordinary Shares held in uncertificated form (that is, in CREST), Compulsory Redemptions will take effect automatically on each Redemption Date and the redeemed Ordinary Shares will be cancelled. All Ordinary Shares in issue will be disabled in CREST after 6.00 p.m. (UK time) on the relevant Redemption Date and the Old ISIN will expire. The New ISIN in respect of the remaining Ordinary Shares in issue and which have not been redeemed will be enabled and available for transactions from and including the first Business Day following the relevant Redemption Date (or such other date notified to Shareholders). The New ISIN will be notified to Shareholders in the

relevant Redemption Announcement. Up to and including the relevant Redemption Date, Ordinary Shares will be traded under the Old ISIN and, as such, a purchaser of such Ordinary Shares would have a market claim for a proportion of the redemption proceeds. CREST will automatically transform any open transactions as at the first Business Day following the relevant Redemption Date (which may be the record date for the purposes of the redemption) into the New ISIN.

In the case of Ordinary Shares held in certificated form (that is, not in CREST), Compulsory Redemptions will take effect automatically on each Redemption Date. As the Ordinary Shares will be compulsorily redeemed, certificated Shareholders do not need to return their Ordinary Share certificates to the Company in order to claim their redemption monies. Shareholders' existing Ordinary Share certificates will be cancelled and new Ordinary Share certificates will be issued to each such Shareholder for the balance of their shareholding in the Company after each Redemption Date. All Ordinary Shares that are redeemed will be cancelled with effect from the relevant Redemption Date. Accordingly, once redeemed, Ordinary Shares will be incapable of transfer.

Payments of redemption monies are expected to be effected either through CREST (in the case of Ordinary Shares held in uncertificated form) or by cheque (in the case of Ordinary Shares held in certificated form) within 14 Business Days of the relevant Redemption Date, or as soon as practicable thereafter.

3 Issue of Deferred B Share

Under Article 55(2) of the Companies Law, a Jersey company is prohibited from issuing redeemable shares at a time when there are no issued shares of the company that are not redeemable. At present, the only issued shares in the capital of the Company are the Ordinary Shares. Accordingly, for the Ordinary Shares to be converted into redeemable shares, the Company would need to have at least one other share in issue at all times that is not redeemable. For this reason, the Board is seeking authority from Shareholders, in accordance with article 3.8 of the Articles, to issue the Deferred B Share at an issue price of £1.00 to an associate or affiliate of InfraRed in conjunction with the proposed conversion of the Ordinary Shares into redeemable ordinary shares, in order to ensure compliance with this mandatory requirement of the Companies Law.

It is proposed that the Deferred B Share carries the following rights:

- the Deferred B Share will carry the right for the holder thereof to receive notice of and attend as a member at any general meeting of the Company but not to vote at any such meeting (unless there are no Ordinary Shares in issue, in which case the Deferred B Share will carry the right to vote);
- the Deferred B Share will carry a right to receive a cumulative fixed rate dividend at a rate of 5 per cent. per annum of the issue price of the Deferred B Share; and
- the Deferred B Share will not carry any other right of participation in the profits or assets of the Company, whether on a winding-up of the Company, a return of capital or otherwise.

In short, therefore, the Deferred B Share does not carry any material economic rights.

4 Admission to listing and trading

The Board intends to maintain the Company's listing and the trading of the Ordinary Shares on the main market of the London Stock Exchange for as long as the Directors believe to be practicable

during the Managed Wind-Down and return of cash via the Compulsory Redemption mechanism, subject to the ability of the Company to continue to comply with its obligations under the UK Listing Rules (including the obligation to ensure that a sufficient number of its shares are in public hands and in relation to spreading investment risk).

The Board believes that maintaining the listing is in the best interests of Shareholders for the following reasons:

- the listing should allow the Ordinary Shares to remain eligible for ISAs and SIPPs;
- the listing will allow for the maintenance of a daily market price in the Ordinary Shares;
- maintaining the listing should allow continued trading in the Ordinary Shares, which would give the opportunity for secondary market sales prior to the conclusion of the Managed Wind-Down; and
- the listing is necessary for the Company to maintain its status as an approved investment trust.

In the event that the Company can no longer satisfy the continuing obligations for listing set out in the UK Listing Rules (including if the percentage of shares in public hands falls below 10 per cent. of the total number of issued shares), the Directors would be required to notify the FCA immediately, which may then suspend the listing of the Ordinary Shares.

5 Benefits of the Compulsory Redemption mechanism

The Directors consider that the adoption of the Revised Articles to permit Compulsory Redemptions offers the following benefits for Shareholders:

- If the Revised Articles are adopted, the Company will be able to return cash to Shareholders as and when sufficient amounts are available.
- Cash returns under the Compulsory Redemption mechanism would be made to all Shareholders on a *pro rata* basis, without the need for an election or any further action by Shareholders. This would ensure as far as possible that no Shareholder or Shareholder group is disadvantaged.
- There is greater certainty for the Company regarding the amount of cash that is able to be returned to Shareholders given that, unlike tender offers, cash returns under the Compulsory Redemption mechanism would be made on a *pro rata* basis without the need for an election.
- The adoption of the Compulsory Redemption mechanism in the Revised Articles should reduce costs for the Company as there should be no need to prepare further circulars to give effect to a future return of cash. However, the adoption of the Revised Articles will not limit the ability of the Company to return cash to Shareholders by using other mechanisms than Compulsory Redemptions.

Paragraph 7 below contains a summary of certain UK tax considerations relating to the Compulsory Redemption. Please note that this does not constitute and should not be relied on as a substitute for tax or legal advice. All Shareholders are advised to seek their own independent tax advice in light of their particular circumstances.

6 Certain considerations associated with the adoption of the Revised Articles

In considering the Resolution, Shareholders are referred to the risks set out below. These risks are in addition to the ongoing risks of the Company as disclosed from time to time, including by way of any annual report or monthly factsheet published by the Company.

- If the Revised Articles are not adopted so as to permit Compulsory Redemptions, the Company will have to utilise other methods to make distributions to Shareholders, which may be less efficient than Compulsory Redemptions.
- There is no guarantee that the Compulsory Redemption mechanism or any return of cash pursuant to a Compulsory Redemption will take place.
- The amount of cash that the Company will be able to return to Shareholders in the future will depend on the financial position of the Company, the performance of the Company's remaining assets and the proceeds eventually realised from them.
- The Company's cash balances will be reduced by any Compulsory Redemption or other distribution to Shareholders, thereby increasing the impact of fixed costs incurred by the Company on the remaining assets. The funds returned to Shareholders pursuant to a Compulsory Redemption or other distribution will no longer be available for application in the ordinary course of the Company's business or to meet contingencies.
- Shareholders are advised that future returns of cash may not necessarily be made as soon as cash becomes available. Shareholders should also note that, due to the illiquid nature of the Company's investments, there can be no certainty of the length of time it may take to complete a realisation of all the Company's remaining assets.
- In determining the size of any Compulsory Redemption or other distribution to Shareholders, the Directors will take into account the Company's ongoing running costs. However, should these costs be greater than expected or should cash receipts from the realisations of investments be less than expected, this will reduce the amount available for Shareholders in future Compulsory Redemptions or distributions.
- Any Compulsory Redemption will reduce the number of Ordinary Shares in issue. The impact on the liquidity and the market price of the Ordinary Shares as a result of the implementation of any Compulsory Redemption cannot be predicted and Shareholders may find it more difficult to sell their Ordinary Shares, or may be forced to sell them at a lower price as supply and demand for the Ordinary Shares may change.
- Levels of, and law and practice concerning, taxation may change. Shareholders should have regard to the information in relation to taxation set out in paragraph 7 of this Part 1 but should note that this does not constitute and should not be relied upon as a substitute for legal or tax advice. There is no guarantee that any cash returned to Shareholders pursuant to the Compulsory Redemption mechanism will be taxed in a certain way, and any taxation will be dependent on the particular circumstances of the Shareholder and the manner in which the Ordinary Shares are held. The position may be different for future transactions and may vary from the date of this document and any implementation of the Compulsory Redemption mechanism. Shareholders who are in any doubt as to what their tax position would be, should the Resolution be passed, are encouraged to consult an appropriate professional adviser.

- For some Shareholders, there may be some disadvantage in returning cash via the Compulsory Redemption mechanism relating to the timing and mandatory nature of the scheme. Unlike a tender offer, Shareholders would not be given a choice as to whether or not to participate in a return of cash and, for those Shareholders who hold Ordinary Shares through a number of different vehicles, they would not be given the choice as to which of their vehicles should participate in a return of cash. This could potentially lead to adverse tax consequences for some Shareholders as they may not be able to structure their returns in the most tax efficient manner.
- Any Compulsory Redemption may be subject, amongst other things, to the Board being able to give the necessary statement(s) of solvency required by Jersey law. Any Compulsory Redemption may be subject to the Board continuing to be satisfied, on reasonable grounds, that the Company will, immediately after the applicable Compulsory Redemption, and for the twelve months following the relevant Redemption Date, satisfy the solvency test. There can be no guarantee that the Board will be able to give such solvency certificate at the relevant time or that the Company will continue to satisfy the statutory solvency test.
- The listing of the Ordinary Shares may, at some stage during the Managed Wind-Down and Compulsory Redemptions, be suspended by the FCA and subsequently cancelled, at which point such shares will no longer be capable of being traded on the London Stock Exchange. If the Ordinary Shares were no longer to be listed, the Company would no longer be able to maintain its status as an approved investment trust.

7 UK taxation

The following comments are intended only as a general guide to certain aspects of current UK tax law and HMRC published practice. Both may change, possibly with retrospective effect. They are of a general nature, do not constitute tax advice and apply only to Shareholders who are and always have been resident solely in the UK and who hold their Ordinary Shares beneficially as an investment and not as assets held for the purposes of any trade.

Certain categories of Shareholders may be subject to special tax rules. These include dealers in securities, financial institutions, insurance companies, collective investment schemes, Shareholders who benefit from an exemption from tax, and Shareholders who are treated as having acquired their Ordinary Shares by reason of any office or employment. The position of such Shareholders is not addressed in these comments. Nor is the position of any Shareholders who are involved in arrangements to avoid tax or obtain a tax advantage.

The information below does not constitute legal or tax advice and should not be relied on as such. All Shareholders should consult their own independent professional adviser as to the tax consequences for them of the proposals outlined in this document and of holding any interest in the Company.

No withholding Tax

The Company is not required to make any withholding or deduction on account of UK tax when paying a dividend on the Ordinary Shares or when paying redemption monies to Shareholders pursuant to a Compulsory Redemption.

Amendments to Existing Articles to permit the Compulsory Redemption of Ordinary Shares

The amendments to the Existing Articles (by way of adoption of the Revised Articles in substitution for the Existing Articles) to permit the Directors to compulsorily redeem the (currently) non-redeemable Ordinary Shares should not be treated as a disposal for the purposes of UK taxation of chargeable gains or as giving rise to a distribution for the purposes of UK taxation of income.

Taxation of chargeable gains

A Compulsory Redemption of Ordinary Shares would generally be treated as giving rise to a disposal by the Shareholder in question for the purposes of UK taxation of chargeable gains. Accordingly, a Shareholder may, depending on their particular circumstances and subject to any available exemption, allowance or relief, be subject to capital gains tax (or, as applicable, corporation tax on chargeable gains) on any chargeable gain realised, or they may realise an allowable loss.

It is possible that a Compulsory Redemption of Ordinary Shares could also be treated as giving rise to an income distribution for UK tax purposes if the amount returned to a Shareholder on the redemption of an Ordinary Share were to exceed the amount of paid-in capital attributable (for tax purposes) to that Ordinary Share. In such a case, the excess amount (the “**distribution element**”) would generally be taxed as if it were a dividend (but the distribution element should then generally be excluded from the calculation of any chargeable gain).

The amount of paid-in capital attributable to the Ordinary Shares for these purposes is generally the amount that was subscribed for the Ordinary Shares (which have never been issued at a price below 100 pence per share) in question by the original subscriber when they were first issued by the Company (though it may be less if there have been subsequent transactions that are treated as having returned capital on the shares).

Stamp duty and stamp duty reserve tax (SDRT)

No stamp duty or SDRT will be payable by Shareholders on the adoption of the Revised Articles to permit the Compulsory Redemption of the (currently) non-redeemable Ordinary Shares so that they become redeemable nor on the subsequent redemption of the Ordinary Shares.

8 General Meeting

The General Meeting has been convened for 9.00 a.m. on Thursday 12 March 2026.

The resolution to be proposed at the General Meeting will be proposed as a special resolution and will, if passed, adopt the Revised Articles to permit Compulsory Redemptions as described in paragraph 2 above. In addition, the Resolution will authorise the Board to issue the Deferred B Share as described in paragraph 3 above.

A special resolution must be approved by a two-thirds majority of the votes cast by Shareholders who, being entitled to vote, are present in person or by proxy at the General Meeting.

The formal notice convening the General Meeting is set out at the end of this document.

9 Action to be taken in respect of the General Meeting

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting.

Shareholders are asked to complete and return the Form of Proxy, in accordance with the instructions printed thereon, to Computershare Investor Services PLC, The Pavilions, Bridgwater

Road, Bristol BS99 6ZY so as to be received as soon as possible and, in any event, by no later than 9.00 a.m. on Tuesday 10 March 2026.

Shareholders are requested to complete and return a Form of Proxy whether or not they wish to attend the General Meeting. The return of a Form of Proxy will not prevent Shareholders from attending the General Meeting and voting in person should they so wish.

Alternatively, you may register your proxy appointment electronically by sending your proxy card into #ukcsbrs.externalproxyqueries@computershare.co.uk. If you are a member of CREST, you may be able to use the CREST electronic proxy appointment service. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received no later than 9.00 a.m. on Tuesday 10 March 2026.

10 Recommendation

The Board considers that the proposals set out in this document are in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting. The Directors intend to vote in favour of the Resolution in respect of their own holdings of Ordinary Shares, amounting to 5,817,596 Ordinary Shares in aggregate (representing approximately 0.67 per cent. of the issued share capital of the Company as at the date of this document).

Yours faithfully

Eric Sanderson
(Chair)

2 – DEFINITIONS

In this document the words and expressions listed below have the meanings set out opposite them, except where the context otherwise requires:

Articles or Existing Articles	the articles of association of the Company in force at the date of this document
Board or Directors	the board of directors of the Company
Business Day	a day on which the London Stock Exchange is open for business
certificated or in certificated form	a share that is not in uncertificated form
Companies Law	the Companies (Jersey) Law 1991, as amended and any subsidiary legislation from time to time made thereunder, including any statutory modifications or re-enactments for the time being in force
Company	Digital 9 Infrastructure plc
Compulsory Redemption	any compulsory redemption of the Ordinary Shares at the sole discretion of the Directors in accordance with the Revised Articles (assuming the Resolution is passed at the General Meeting) as further described in Part 1 of this document
CREST	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
Deferred B Share	has the meaning given in paragraph 3 of Part 1 of this document
Euroclear	Euroclear UK & International Limited in its capacity as the operator of CREST
FCA	the UK Financial Conduct Authority
Form of Proxy	the form of proxy provided with this document for use by Shareholders in connection with the General Meeting
FSMA	the UK Financial Services and Markets Act 2000, as amended
General Meeting	the general meeting of the Company to be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH. on Thursday 12 March 2026 at 9.00 a.m. for the purpose of considering and, if thought fit, approving the Resolution

HMRC	HM Revenue & Customs
InfraRed	InfraRed Capital Partners Limited, the Company's appointed investment manager
JFSC	Jersey Financial Services Commission
London Stock Exchange	London Stock Exchange plc
Net Asset Value	the value of all the assets of the Company less its liabilities, determined in accordance with the accounting principles adopted by the Company from time to time
Net Asset Value per Ordinary Share	the Net Asset Value divided by the number of Ordinary Shares in issue (other than any Ordinary Shares held in treasury) as at the date of calculation
New ISIN	a new ISIN in respect of the Ordinary Shares remaining in issue following a Redemption Date, which have not been redeemed on such date
Old ISIN	the disabled ISIN by virtue of the redemption of Ordinary Shares on a Redemption Date (being, at the date of this document, JE00BMDKH437)
Ordinary Shares	ordinary shares of no par value in the capital of the Company
Redemption Announcement	the announcement to be made by the Company to Shareholders in advance of any Compulsory Redemption
Redemption Date	the date on which a Compulsory Redemption becomes effective
Redemption Price or Redemption Price per Ordinary Share	the price payable per Ordinary Share that will be redeemed on a particular Redemption Date, which the Directors will determine in their absolute discretion
Redemption Record Date	close of business on the relevant Redemption Date or as otherwise set out in the relevant Redemption Announcement
Register of Members	the register of members of the Company
Resolution	the resolution to be proposed at the General Meeting to adopt the Revised Articles
Revised Articles	the new articles of association of the Company proposed to be adopted by the passing of the Resolution including the redemption terms attaching to the Ordinary Shares
SDRT	UK stamp duty reserve tax

Shareholder	a holder of Ordinary Shares
UK Listing Rules	the listing rules made by the FCA under FSMA
uncertificated or in uncertificated form	recorded on the Register of Members as being held in uncertificated form in CREST and title to which may be transferred by means of CREST

NOTICE OF GENERAL MEETING

DIGITAL 9 INFRASTRUCTURE PLC

(Incorporated in Jersey with registered number 133380)

Notice is hereby given that a general meeting of Digital 9 Infrastructure plc (the "**Company**") will be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH on Thursday 12 March 2026 at 9.00 a.m. to consider and, if thought fit, approve the following resolution as a special resolution:

SPECIAL RESOLUTION

THAT:

- (a) in accordance with Article 11(1) of the Companies Law, the Revised Articles be and are hereby adopted (to the exclusion of, and in substitution for, the Existing Articles) as the articles of association of the Company; and
- (b) the Board be authorised to issue the Deferred B Share as contemplated by and with the rights and restrictions set out in paragraph 3 of Part 1 of the Circular, in accordance with article 3.8 of the Articles.

Terms defined in the circular to the Company's shareholders dated 20 February 2026 (the "**Circular**") have the same meanings in this notice of general meeting, save where the context otherwise requires.

By order of the Board

Hanway Advisory Limited
Delegated Company Secretary

Registered Office

26 New Street
St Helier
Jersey JE2 3RA
Channel Islands

Dated 20 February 2026

Notes:

These notes should be read in conjunction with the notes on the Form of Proxy.

1 **Voting record date**

Only those members registered on the Register of Members at close of business on Tuesday 10 March 2026 (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 General Meeting. Changes to the Register of Members after the deadline shall be disregarded in determining the rights of persons to attend and vote at the General Meeting.

2 **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 the 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. 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.

3 **Right to appoint proxies**

Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the General Meeting and at any adjournment thereof. A member may appoint more than one proxy in relation to the General Meeting, 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 General Meeting 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 9.00 a.m. on Tuesday 10 March 2026 (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, Bridgwater Road, Bristol, BS99 6ZY. Alternatively, you may register your proxy appointment electronically by sending your proxy card into #ukcsbrs.externalproxyqueries@computershare.co.uk. 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 General Meeting should they wish to do so. Revocations or amendments to proxy appointments must also be received by Computershare Investor Services PLC by no later than 9.00 a.m. on Tuesday 10 March 2026 (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 Register of Members in respect of the joint holding (the first-named being the most senior).

4 **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 &

International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via 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 & International 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).

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).

5 Voting by 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.

6 Questions at the General Meeting

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 General Meeting, 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

7 Total voting rights

As at 17 February 2026 (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 17 February 2026 are 865,174,954 Ordinary Shares.

8 Website

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

9 Inspection of documents

A draft of the proposed Revised Articles (showing the full terms of the changes proposed to be made) will be available for inspection on the National Storage Mechanism from the date of sending of this document and may be inspected at the registered office of the Company and at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH during usual business hours on any weekday (public holidays excepted) from the date of this document up to and including the date of the General Meeting and at the place of the General Meeting for at least 15 minutes before and during the General Meeting.