

4 March 2024

DIGITAL 9 INFRASTRUCTURE PLC

("D9" or the "Company" and, together with its subsidiaries, the "Group")

Lenders' Consent to Verne Transaction and Revolving Credit Facility amendment

The Board of D9 (the "**Board**") today provides a progress update to shareholders on closing conditions required for the sale of the Verne Global group of companies ("**Verne Global**") to funds managed or advised by Ardian France SA or any of its affiliates (the "**Buyer**") ("**Verne Transaction**").

The Board is pleased to note that Revolving Credit Facility ("**RCF**") lenders have granted their approval to proceed to completion of the Verne Transaction (the "**RCF Completion Consent**"), and that lenders under the debt facility in respect of the Icelandic branch of Verne Global (the "**Verne Facility**") granted conditional consent to the change of control (the "**Change of Control Consent**"). As a result, closing of the Verne Transaction is now conditional on applicable merger control approval in Iceland and on Foreign Direct Investment ("**FDI**") approval in Finland.

The Company has also entered into an amendment letter regarding the RCF terms (the "**RCF Amendment Letter**") which defines the range of the anticipated RCF repayment following completion of the Verne Transaction (excluding receipt of the potential earn-out payment). The Verne Transaction's closing will enable the Company to accelerate its balance sheet deleveraging and deliver the cash resources necessary for the Company and Group to strengthen their position.

More details on each of the closing conditions are enclosed in this announcement.

Closing Conditions

As announced by the Company on 27 November 2023, the closing of the Verne Transaction is conditional on the receipt of:

1. Applicable merger control approval in Iceland and Finland and FDI approval in Finland;
2. Consent of the lenders under the Group's £375 million RCF (to which the Company is a party) to certain elements of the Verne Transaction; and
3. Consent of the lenders under the Verne Facility to the change of control which will arise following completion of the Verne Transaction.

Change of Control Consent and RCF Completion Consent

The Company has successfully obtained the RCF lender's Completion Consent and the Change of Control Consent from lenders under the Verne Facility. Although, at this stage, the Change of Control Consent is still conditional, the Company is confident that all conditions which will need to be met have either already been satisfied or will be satisfied shortly before completion of the Verne Transaction.

Regulatory Approvals

In Finland, FDI approval is pending while the unconditional merger control approval has already been granted, per the Company's announcement dated 29 January 2024.

In Iceland, per the Company's announcement dated 8 February 2024, all customary representations have been filed for merger control approval in Iceland and the phase II investigation is ongoing. The Board continues to monitor this process and will provide an update to shareholders in due course.

RCF Amendment

Alongside the RCF Completion Consent, the Group has also entered into an RCF Amendment Letter, which stipulates the minimum repayment and cancellation amount of the RCF following the completion of the Verne Transaction. The exact repayment and cancellation amount will vary depending on the timing of completion and various other factors arising from the SPA of the Verne Transaction, including the \$25 million (approximately £20 million) deferred consideration linked to the negotiation by Verne Global of new power agreements (the "**Deferred Consideration**") and the possible arrangement of insurance to cover certain indemnification provisions (the "**Insurance**").

Verne Global is actively engaged with the Icelandic power provider to agree new power agreements. In the event that the power agreements will not be in an agreed form 12 business days before completion of the Verne Transaction, the SPA stipulates that the Deferred Consideration is then due on the later of 26 April 2024 or four weeks after completion of the Verne Transaction.

With this in mind, and assuming that the Insurance is not procured prior to closing, the range of repayment and cancellation amount including Deferred Consideration will be approximately £284 million to £294 million, subject to the exact timing of completion of the Verne Transaction. Given current SONIA rates, this would result in an assumed annualised net interest expense saving of £25 million to £26 million and Group debt in aggregate^[1] between £250 million and £260 million, based on the Group's position as of 31 January 2024 disclosed in the Company's announcement dated 28 February 2024.

If the Insurance is procured, the indemnification provisions will fall away and a higher portion of the RCF will be repaid and cancelled utilising the proceeds which would otherwise be held back to cover the indemnification provisions for prudent capital management, either at the time of completion or at the time the Insurance is procured; whichever is later.

The RCF Amendment Letter, amongst other things, also includes a wider set of amendments around the RCF's financial covenants post-completion of the Verne Transaction. The amendments will allow the Company to operate within a bespoke set of financial covenants which include a fully funded interest reserve account to be used for interest payment, based on its residual RCF drawn balance which will remain in place post completion of the Verne Transaction, until fully repaid.

As previously announced, the Company intends to use equity proceeds generated by the recently announced and proposed Managed Wind-Down of the Company's remaining portfolio, after completion of the Verne Transaction, to fully repay and cancel the residual RCF.

ENDS.

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About Digital 9 Infrastructure plc:

Digital 9 Infrastructure plc (DGI9) is an investment trust listed on the London Stock Exchange and a constituent of the FTSE All-Share, with the ticker DGI9. The Company invests in the infrastructure of the internet that underpins the world's digital economy: digital infrastructure.

The Investment Manager is Triple Point Investment Management LLP ("**Triple Point**") which is authorised and regulated by the Financial Conduct Authority. For more information on the Investment Manager please visit www.triplepoint.co.uk. For more information, please visit www.d9infrastructure.com.

[1] Group includes D9 Group and portfolio companies, pro - rata D9 ownership. Unaudited figures as provided by the Investment Manager.

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