

12 June 2024

DIGITAL 9 INFRASTRUCTURE PLC
("D9", the "Company" or, together with its subsidiaries, the "Group")

RESULT OF ANNUAL GENERAL MEETING, DIRECTORATE CHANGES AND UPDATE ON THE MANAGED WIND-DOWN

The Board of Digital 9 Infrastructure plc ("the Board") announces that at the Company's Annual General Meeting ("AGM") held today, all resolutions were voted on by way of a poll. Resolutions 1, 2, 5, 6, 7 and 8 were passed by the requisite majorities of shareholders. Following Gailina Liew stepping down as a Non-Executive Director as announced this morning, the Company's Jersey lawyers have advised that, in view of Gailina Liew no longer being willing to act as a director, the proposed ordinary resolution for her re-election to the Board is not capable of having any effect in law. In the circumstances resolution 4 for Gailina Liew's re-election to the Board, which had been proposed in the Notice of the AGM was withdrawn at the discretion of the chair of the meeting and resolution 4 was therefore not passed. Votes cast in favour of resolution 3, being the re-election of Aaron Le Cornu, did not meet the requisite majority and therefore was not passed; further detail regarding the resulting directorate changes is set out below.

Resolutions 1, 2, 3, 5, 6 and 7 (inclusive) were proposed as ordinary resolutions and resolution 8 was proposed as a special resolution. The results of the poll were as follows:

	Resolution	Votes For	%	Votes Against	%	Total votes validly cast	i
1	To receive and adopt the Annual Report and Accounts of the Company for the period to 31 December 2023.	437,514,221	92.15	37,295,509	7.85	474,809,730	
2	To approve the Directors' Remuneration Report (excluding the part containing the Directors' Remuneration Policy).	406,501,850	85.62	68,284,823	14.38	474,786,673	
3	To re-elect Aaron Le Cornu as a Director of the Company.	188,644,806	39.73	286,227,920	60.27	474,872,726	
4	To re-elect Gailina Liew as a Director of the Company.	<i>This resolution was withdrawn and therefore not voted upon.</i>					
5	To appoint PricewaterhouseCoopers LLP as Auditors of the Company.	457,653,026	97.67	10,924,850	2.33	468,577,876	
6	To authorise the Audit Committee to determine the Auditors' remuneration.	457,738,322	97.69	10,809,614	2.31	468,547,936	
7	To authorise the Directors to declare and pay all dividends of the Company as interim dividends.	448,706,694	95.74	19,976,109	4.26	468,682,803	
8	To authorise the Company to purchase its own shares.	448,746,072	95.73	20,017,488	4.27	468,763,560	

*A vote withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution.

Each shareholder has one vote for every Ordinary Share held. At 12 June 2024, the issued share capital of the Company consisted of 865,174,954 Ordinary Shares with voting rights. The Company does not hold any shares in Treasury.

Directorate Changes

On 12 June 2024, the Board announced the appointment of Andrew Zychowski as a Non-Executive Director of the Company. However, Andrew Zychowski's appointment is subject to his receipt of the required prior written confirmation of no objection of the Jersey Financial Services Commission ("JFSC"), pursuant to the Collective Investment Funds (Jersey) Law 1988 (the "CIF Law"), and as such his appointment is not yet effective. Following Gailina Liew stepping down as a Director effective 11 June 2024, resolution 4 was withdrawn and not voted upon.

As a result of ordinary resolution 3 not meeting the requisite simple majority of votes cast in order to pass, Aaron Le Cornu was not re-elected by shareholders as Director of the Company and therefore immediately stepped down as a Non-Executive Director at the conclusion of the AGM. This resulted in Eric Sanderson being the sole director of the Company.

The Company's Articles of Association (the "Articles") prescribe that the Company must have a minimum of two Directors. The Articles also provide that if the number of directors is less than the minimum prescribed by the Articles, the remaining director shall act only for the purpose of either: (a) appointing an additional director to make up such minimum; or (b) convening a general meeting of the Company for the purpose of making such appointment. In addition, the Company is regulated by the JFSC as a Listed Fund (as defined in the Jersey Listed Fund Guide published by the JFSC) under the CIF Law and the Jersey Listed Fund Guide. A standard requirement of the Jersey Listed Fund Guide is that a Listed Fund must have at least two Jersey resident directors at all times; however, the Company has obtained a derogation in respect of this requirement from the JFSC which permits the Company to have a minimum of one Jersey resident director on the Board at all times (providing that the Company maintains a premium listing on the main market of the London Stock Exchange). Both Eric Sanderson and Andrew Zychowski (whose appointment is subject to the prior written no objection of the JFSC) are residents of the United Kingdom. Consequently:

- as permitted by the Articles and to enable the full powers of the Board to be utilised, a sole director's resolution was passed immediately following the conclusion of the AGM by Eric Sanderson, Chair, to re-appoint Aaron Le Cornu (who is a Jersey resident) as a Non-Executive Director of the Company on an interim basis until another Jersey resident Non-Executive Director has been appointed to the Board (whereupon Aaron Le Cornu will step down); and
- the Board's Nomination Committee will now lead an independent recruitment process for the appointment of a Jersey resident Non-Executive Director and the outcome of this process will be announced in due course.

The full text of all these resolutions can be found in the Notice of Annual General Meeting dated 21 May 2024, a copy of which is available on the Company's website at www.d9infrastructure.com

In accordance with Listing Rule 9.6.2 copies of all the resolutions passed, other than ordinary business, will be submitted to the National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Eric Sanderson, Chair, Digital 9 Infrastructure plc, commented:

"I would like to thank Aaron Le Cornu for his significant time commitment and contribution to the Board since his appointment in April 2022, and for his re-appointment to the Board on an interim basis whilst we carry out a recruitment process to identify his replacement. The focus for this recruitment will be to appoint a Non-Executive Director with the appropriate skills and experience to implement the managed wind-down, approved by shareholders in March, alongside me and Andrew.

Separately, the process for selling the Company's wholly owned assets is well underway and a first update is expected to be provided towards the end of the summer. We remind shareholders that sale processes will only be progressed if the Board is satisfied that the values achieved are acceptable. We will seek to realise all of the Company's assets in a manner that achieves a balance between maximising the net value from these assets and making timely capital returns to shareholders.

I thank shareholders for their continued patience and support whilst we continue executing our priorities."

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.



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