

**SPECIAL BUSINESS**  
**of**  
**Digital 9 Infrastructure plc**  
(a public company limited by shares incorporated under the laws of Jersey  
with registered number 133380)  
(the "Company")  
(Passed on 18 May 2023)

At the annual general meeting of the Company, duly convened and held at 9:30am on 18 May 2023 at the offices of Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, the following resolutions were passed as Special Business. Resolution 10 was passed by the Company as an ordinary resolution and resolution 11 was passed as a special resolution.

Defined terms used but not defined shall have the same meaning given to them in the notice of annual general meeting circulated by the Company to shareholders on 20 March 2023.

**Ordinary Resolution**

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

**Special Resolution**

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

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

the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on the date falling 15 months after the date of this Annual General Meeting, whichever is earlier, after passing of this resolution;

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



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Phil Jordan

18 May 2023

Signed on behalf of Digital 9 Infrastructure plc