ROTH

It's a Done Deal

$310,000,000

WHITEFIBER

Convertible Senior Notes

Lead Manager

AUGUST 2026

Roth Capital Partners acted as Lead Manager for WhiteFiber, Inc. (NASDAQ: WYFI) in its $310 Million Convertible Senior Notes

For more information please contact:

Investment Banking
Kamal Masud, CFA
Managing Director
Investment Banking
(949) 720-7102
kmasud@roth.com

Michael Penza
Vice President
Investment Banking
(949) 720-7168
mpenza@roth.com

Equity Capital Markets
Aaron Gurewitz
Co-CEO & Head of
Investment Banking
(949) 720-5703
agurewitz@roth.com

Nazan Akdeniz
COO &
Managing Director
Equity Capital Markets
(949) 720-5740
nakdeniz@roth.com

Lou Ellis
Managing Director
Equity Capital Markets

Transaction Information

WhiteFiber, Inc. (Nasdaq: WYFI) ("WhiteFiber" or the "Company"), a provider of artificial intelligence ("AI") infrastructure and high-performance computing ("HPC") solutions, announced the pricing of $270.0 million principal amount of 5.00% Convertible Senior Notes due 2032 (the "notes") in a private placement (the "offering") to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The offering was upsized from the previously announced offering size of $250.0 million. The Company has also granted the initial purchasers of the notes an option to purchase up to an additional $40.0 million principal amount of the notes. The sale of the notes is expected to close on August 21, 2026, subject to customary closing conditions.

The Company estimates that the net proceeds from the offering will be approximately $259.8 million (or approximately $298.5 million if the initial purchasers exercise their option to purchase additional notes in full), after deducting the initial purchasers' discounts and estimated offering expenses payable by the Company. The Company intends to use approximately $118.5 million of the net proceeds to pay the cash consideration for concurrent privately negotiated note exchange transactions, and the remainder primarily for data center expansion, related equipment, potential acquisitions, partnerships and joint ventures, and for working capital and general corporate purposes.

Roth Capital Partners acted as Lead Manager for the offering.

About WhiteFiber, Inc.

WhiteFiber is a provider of AI infrastructure solutions. WhiteFiber owns HPC data centers and provides cloud services to customers. Our vertically integrated model combines specialized colocation, hosting, and cloud services engineered to maximize performance, efficiency, and margin for

(949) 720-5739
lellis@roth.com

generative AI workloads. For more information, visit www.whitefiber.com
(Source: Company Press Release 8.19.2026)

About Roth Capital Partners
Roth Capital Partners, LLC ("ROTH") is a relationship-driven investment bank focused on serving growth companies and their investors. Our full-service platform provides capital raising, high impact equity research, macroeconomics, sales and trading, technical insights, derivatives strategies, M&A advisory, and corporate access. Headquartered in Newport Beach, California, Roth is a privately-held, employee-owned organization and maintains offices throughout the U.S. For more information on Roth, please visit www.roth.com.

About Roth | Investment Banking | Capital Markets | Institutional Sales & Trading
Research | Corporate Services | Corporate Access & Conferences | Press Room

Date of Announcement: 08.27.2026