

Disclosure of reasons for encumbrance

Name of listed company	Sagility India Limited (“ Target Company ”).
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited and National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Sagility B.V.
Total promoter shareholding in the listed company	No. of shares – 3,85,71,29,152 % of total share capital – 82.39%%
Encumbered shares as a % of promoter shareholding	100% (<i>Please refer to Note 1, 2 and 3 below</i>)
Whether encumbered share is 50% or more of promoter shareholding	Yes (<i>Please refer to Note 1, 2 and 3 below</i>)
Whether encumbered share is 20% or more of total share capital	Yes (<i>Please refer to Note 1, 2 and 3 below</i>)

Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance 1 (Date of creation of encumbrance: October 14, 2021, however the shares of the Target Company were listed on November 12, 2024)	Encumbrance 2 (Date of creation of encumbrance: December 5, 2024)	Encumbrance 3 (Date of creation of encumbrance: December 10, 2024)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Indirect Pledge	Indirect Encumbrance	Indirect Pledge
No. and % of shares encumbered	No. of shares – 3,85,71,29,152 % of total share capital – 82.39%	No. of shares – 3,85,71,29,152 % of total share capital – 82.39%	No. of shares – 3,85,71,29,152 % of total share capital – 82.39%
Specific details about the encumbrance	Name of the entity in whose favour the shares are encumbered (X) The Hongkong and Shanghai Banking Corporation Limited acting as (i) the pledgee and (ii) the security agent (the “ Pledgee ”), for the lenders which are	Global Loan Agency Services Australia Nominees Pty Limited, acting as the security agent for the lenders, which is currently	Global Loan Agency Services Australia Nominees Pty Limited, acting as the pledgee and security agent for the

		<p>currently, The Hongkong and Shanghai Banking Corporation Limited, Bank SinoPac Company Limited, Barclays Bank Plc, BNP Paribas, acting through its Hong Kong Branch, Citibank N.A., Hong Kong Branch (organised under the laws of the U.S.A with limited liability), Credit Agricole Corporate & Investment Bank, incorporated in France with limited liability, CTBC Bank Co., Ltd., Cathay United Bank Co., Ltd., DBS Bank Ltd., Deutsche Bank AG, Singapore Branch, E.SUN Commercial Bank, Ltd., Far Eastern International Bank, Ltd., KGI Bank Co., Ltd., Mashreqbank PSC, MUFG Bank, Ltd., Singapore Branch, Natixis, Singapore Branch, NEC Capital Solutions Limited, Nomura Special Investments Singapore Pte. Ltd., Standard Chartered Bank, London, Shinhan Bank Singapore Branch, Siemens Bank GmbH Singapore Branch, Sumitomo Mitsui Banking Corporation Singapore Branch, Sumitomo Mitsui Trust Bank, Limited Singapore Branch, Taipei Fubon Commercial Bank Co., Ltd., Taishin</p>	<p>CPIIB Credit Investments Inc. <i>(Please refer to the Note 2 below)</i></p>	<p>lender, which is currently CPIIB Credit Investments Inc. <i>(Please refer to the Note 3 below)</i></p>
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		International Bank Co. Ltd, Woori Bank Hong Kong Branch, Woori Global Markets Asia Limited. <i>(Please refer to the Note 1 below)</i>		
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No. Each of the entities named are incorporated outside India.	No. Each of the entities named are incorporated outside India.	No. Each of the entities named are incorporated outside India.
	Names of all other entities in the agreement	The Hongkong and Shanghai Banking Corporation Limited, Sagility Holdings B.V. and Sagility B.V. <i>(Please refer to Note 1 below)</i>	Sagility Mezz B.V., Sagility Parent B.V., CPPIB Credit Investments Inc., Global Loan Agency Services Australia Nominees Pty Limited and Global Loan Agency Services Australia Specialist Activities Pty Limited	Sagility Parent B.V., Sagility Mezz B.V. and Global Loan Agency Services Australia Nominees Pty Limited
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No.	No.	No
Security cover / Asset cover	Value of shares on the date of event / agreement (A)	Not Applicable, since this is an indirect pledge	Not Applicable, since this is an indirect encumbrance	Not Applicable, since this is an indirect pledge

	Amount involved (against which shares have been encumbered) (B)	The total commitment under the facility agreement is for USD775,000,000	The total commitment under the facility agreement is for USD157,000,000	The total commitment under the facility agreement is for USD157,000,000
	Ratio of A/B	Not Applicable	Not Applicable	Not Applicable.
End use of money	<p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(a) Any other reason (please specify)</p>	<p>The amount has been borrowed by Sagility B.V. for the purpose of, among other things, the acquisition of shares of the Target Company.</p> <p>Repayment to be undertaken in accordance with the terms of the Facilities Agreement (<i>as defined below</i>).</p>	<p>The amount has been borrowed by Sagility Mezz B.V. for the purpose of, among other things, the general corporate and working capital requirements of Sagility Mezz B.V., as further set out in the Mezz Facility Agreement.</p>	<p>The amount has been borrowed by Sagility Mezz B.V. under the facility agreement for the purpose of, among other things, the general corporate and working capital requirements of Sagility Mezz B.V., as further set out in the Mezz Facility Agreement.</p>

Note 1

Sagility B.V. (“**Borrower**”), has entered into a facilities agreement originally dated September 21, 2021, and last amended and restated on March 22, 2024 (as further amended and/or restated from time to time) between, among others, the Lenders (as defined below), the Borrower and Sagility Holdings B.V. (“**Pledgor**”) (“**Facilities Agreement**”). The lenders currently include The Hongkong and Shanghai Banking Corporation Limited, Bank SinoPac Company Limited, Barclays Bank Plc, BNP Paribas, acting through its Hong Kong Branch, Citibank N.A., Hong Kong Branch (organised under the laws of the U.S.A with limited liability), Credit Agricole Corporate & Investment Bank, incorporated in France with limited liability, CTBC Bank Co., Ltd., Cathay United Bank Co., Ltd., DBS Bank Ltd., Deutsche Bank AG, Singapore Branch, E.SUN Commercial Bank, Ltd., Far Eastern International Bank, Ltd., KGI Bank Co., Ltd, Mashreqbank PSC, MUFG Bank, Ltd., Singapore Branch, Natixis, Singapore Branch, NEC Capital Solutions Limited, Nomura Special Investments Singapore Pte. Ltd., Standard Chartered Bank, London, Shinhan Bank Singapore Branch, Siemens Bank GmbH Singapore Branch, Sumitomo Mitsui Banking Corporation Singapore Branch, Sumitomo Mitsui Trust Bank, Limited Singapore Branch, Taipei Fubon Commercial Bank Co., Ltd., Taishin International Bank Co. Ltd, Woori Bank Hong Kong Branch, Woori Global Markets Asia Limited. (“**Lenders**”). Pursuant to the

terms of the Facilities Agreement, the Pledgor has pledged its entire shareholding in the Borrower, in addition to providing encumbrance on shareholder loans and intercompany receivables due to the Pledgor by the Borrower.

Further, disposals of the Borrower's assets, including shares of the Target Company, are restricted pursuant to the terms of the Facilities Agreement.

The shares of the Target Company were listed on November 12, 2024 and accordingly, while this disclosure is not mandatory, it is being made by way of abundant caution.

Note 2:

Sagility Holdings B.V and Sagility B.V, are entities incorporated in Netherlands. Sagility India Limited (the "**Target Company**") is an entity incorporated in India, whose shares were listed on the stock exchange on November 12, 2024.

Sagility Parent B.V. ("**Sagility Parent**") holds 100% of the equity share capital of Sagility Mezz B.V. ("**Mezz Borrower**" and together with the foregoing, the "**Mezz Shares**"). The Mezz Borrower holds 100% of the equity share capital of Sagility Holdings B.V., and Sagility Holdings B.V. holds 100.00% of the equity share capital of Sagility B.V on a fully diluted basis. Sagility B.V holds 3,85,71,29,152 equity' shares comprising 82.39% of the equity share capital of the Target Company on a fully diluted basis. The equity shares held by Sagility B.V. in the Target Company are subject to an indirect encumbrance and an indirect pledge as described below.

Mezz Borrower has entered into a facility agreement dated December 5, 2024 (as further amended and/or restated from time to time) between, among others, the Mezz Lender (as defined below), the Mezz Borrower and Mezz Parent ("**Mezz Facility Agreement**"). Disposals of the group's assets, including shares of the Target Company, are restricted pursuant to the terms of the Mezz Facility Agreement.

In relation to the financing arrangements of the Mezz Borrower, a pledge over Mezz Shares will be created by Sagility Parent in favour of Global Loan Agency Services Australia Nominees Pty Limited, acting as the security agent for the lender, which is currently CPPIB Credit Investments Inc. an entity incorporated outside India ("**Mezz Lender**").

Note 3:

Further to our disclosure dated December 9, 2024, a pledge over 100% of the equity share capital of Sagility Mezz B.V. ("**Mezz Borrower**" and together with the foregoing, the "**Mezz Shares**") has been created by Sagility Parent B.V. in favour of Global Loan Agency Services Australia Nominees Pty Limited, acting as the pledgee and security agent for lender, which is currently CPPIB Credit Investments Inc. an entity incorporated outside India.

Signature of Authorised Signatory for Sagility B.V.:

A handwritten signature in black ink, appearing to be 'T. Bogaards', with a stylized, scribbled flourish at the end.

T. Bogaards

Place: Amsterdam

Date: 12 December 2024