

<u>Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>													
Name of the Target Company(TC)					Sagility India Limited								
Names of the stock exchanges where the shares of the target company are listed					BSE Limited and the National Stock Exchange of India Limited.								
Date of reporting					November 22, 2024								
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					Sagility B.V.								
Details of the creation of encumbrance:													
Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares { creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of total share capital ^(a)	Number	% of total share capital ^(a)	Type of event (creation / release / invocation)	Date of creation / release / invocation	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance**	Number	% of share capital ^(a)	Name of entity in whose favour shares are encumbered***	Number	% of total share capital ^(a)

Sagility B.V.	3,85,71,29,152 ^(b)	82.39% ^(b)	3,85,71,29,152 ^(b)	82.39% ^(b)	<i>(Please refer to the Note below)</i>	November 12, 2024 <i>(Please refer to the Note below)</i>	Please refer to the Note below.	Financing availed by Sagility B.V.	3,85,71,29,152 ^(b)	82.39% ^(b)	The Hongkong and Shanghai Banking Corporation Limited acting as (i) the pledgee and (ii) the security agent (the “ Pledgee ”), for the lenders which are currently, The Hongkong and Shanghai Banking Corporation Limited, Bank SinoPac Company Limited, Barclays Bank Plc, BNP Paribas,	3,85,71,29,152 ^(b)	82.39% ^(b)
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											acting through its Hong Kong Branch, Citibank N.A., Hong Kong Branch (organized 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		
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											Co., Ltd., DBS Bank Ltd., Deutsche Bank AG, Singapor e Branch, E.SUN Commerci al Bank, Ltd., Far Eastern Internatio nal Bank, Ltd., KGI Bank Co., Ltd, Mashreq bank PSC, MUFG Bank, Ltd., Singapor e Branch, Natixis, Singapor e Branch, NEC Capital Solutions Limited, Nomura Special		
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											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		
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											Co., Ltd., Taishin Internatio nal Bank Co. Ltd, Woori Bank Hong Kong Branch, Woori Global Markets Asia Limited.		
Sagil ity Hold ings B.V.	-	-	-	-	-	-	-	-	-	-	-	-	-
Sagil ity Mez z B.V.	-	-	-	-	-	-	-	-	-	-	-	-	-

(a) The percentage of total share capital / voting share capital is based on the total number of outstanding shares and voting rights of the Target Company as on November 12, 2024.

(b) Shares held by the promoter as on the date of listing i.e. November 12, 2024.

Note: 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.

For, Sagility B.V.



Signature of the Authorized Signatory: Tim Bogaards

Place: Amsterdam, the Netherlands

Date: 22 November 2024

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.