

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 below</i>)
Whether encumbered share is 50% or more of promoter shareholding	Yes (<i>Please refer to Note 1 below</i>)
Whether encumbered share is 20% or more of total share capital	Yes (<i>Please refer to Note 1 below</i>)

Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance I (Date of creation of encumbrance: October 14, 2021, however the shares of the Target Company were listed on November 12, 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
No. and % of shares encumbered	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 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 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.
	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>
	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.
Security cover / Asset cover	Value of shares on the date of event / agreement (A)	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
	Ratio of A/B	Not Applicable
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.	The amount has been borrowed by Sagility B.V. for the purpose of, among other things, the acquisition of shares of the Target Company. Repayment to be undertaken in accordance with the terms of the Facilities Agreement (<i>as defined below</i>).

	(a) Any other reason (please specify)	
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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.

Signature of Authorised Signatory for Sagility B.V.:



Name: Ronald Posthumus
Designation: Authorised Signatory
Place: Amsterdam, the Netherlands
Date: 14 November 2024