



Deutsche Bank AG, Hong Kong Branch
Level 60
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong SAR

May 19, 2026

To,

- (1) **BSE Limited**
1st floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Maharashtra, India
- (2) **National Stock Exchange of India Limited**
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051, Maharashtra, India
- (3) **Mphasis Limited**
Bagmane World Technology Center,
Marathalli Outer Ring Road
Doddanakhundi Village, Mahadevapura,
Bangalore – 560 048, Karnataka, India

Sub: Disclosure under Regulation 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the SEBI SAST Regulations) in relation to encumbrance over equity shares of Mphasis Limited.

Dear Sir / Ma'am,

This letter sets out the disclosure being made by Deutsche Bank Group (by Deutsche Bank AG, Singapore Branch in its capacity as the agent (“**Agent**”) and DB International Trust (Singapore) Limited in its capacity as the offshore security agent (“**Offshore Security Agent**”)) for the benefit of the lenders (more particularly identified in the Note below) (collectively referred to as the “**Lenders**”) under the 2026 Facility Agreement (as defined below), pursuant to Regulation 29(1) read with Regulation 29(4) of the SEBI SAST Regulations in respect of creation of encumbrance over the equity shares of Mphasis Limited (“**Target Company**”) held by BCP Topco IX Pte. Ltd. (“**Borrower**”). As on the date of this letter, the Borrower holds 58,299,642 equity shares in the Target Company, aggregating to 30.55 % of the total share capital of the Target Company.



The Borrower has availed term loan facilities from the Lenders under the terms of the facility agreement dated May 12, 2026 ("**2026 Facility Agreement**") entered into between, inter alia, the Borrower, the Lenders, the Agent, Offshore Security Agent and Catalyst Trusteeship Limited as the onshore security agent ("**Onshore Security Agent**"). The Borrower has, pursuant to an Indian law governed pledge agreement dated May 12, 2026 ("**2026 Pledge Agreement**"), entered into between the Borrower and the Onshore Security Agent, created a first ranking exclusive pledge over 58,299,642 equity shares of the Target Company held by the Borrower, in favour of the Onshore Security Agent (for the benefit of the Lenders) to secure the facilities under the 2026 Facility Agreement, which pledge has come into effect from May 15, 2026. Additionally, the Borrower has agreed to certain covenants under the 2026 Facility Agreement and the 2026 Pledge Agreement in the nature of encumbrance in favour of the Agent, Offshore Security Agent and Onshore Security Agent (for the benefit of the Lenders), which covenants have come into effect from May 15, 2026.

Please see enclosed the disclosure the Agent and the Offshore Security Agent in the prescribed format under Regulation 29(1) read with Regulation 29(4) of the SEBI SAST Regulations in relation to the above.

We request you to kindly take the above on record and disseminate the same.

Signature of Authorised Signatory

A handwritten signature in black ink, appearing to read 'Ramana Venkatesha Murthy Manu', written over a horizontal line.

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 19 May 2026

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (“TC”)	Mphasis Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Deutsche Bank AG, Singapore Branch acting as the Agent and DB International Trust (Singapore) Limited acting as the Offshore Security Agent for the Lenders identified in the Note below. DWS Investment GmbH; DWS International GmbH; DBX Advisors LLC, DWS Investments UK Limited		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. BSE Limited 2. National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	171,196#^	0.09%	0.09%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	171,196#^	0.09%	0.09%

Details of acquisition			
a) Shares carrying voting rights acquired	NIL	NIL	NIL
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to	NIL	NIL	NIL

receive shares carrying category) acquired			
d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	58,299,642	30.55%	30.25%
e) Total (a+b+c+/-d)	58,299,642#^	30.55%	30.25%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	171,196#^	0.09%	0.09%
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	58,299,642	30.55%	30.25%
e) Total (a+b+c+d)	58,470,838#^	30.64%	30.34%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter se transfer/ encumbrance, etc.)	By way of encumbrance i.e. covenants in the nature of encumbrance, as set out in the Note below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	N.A.		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Date of creation of encumbrance: May 15, 2026		
Equity share capital / total voting capital of the TC before the said acquisition	190,819,570 equity shares of Rs. 10/- each aggregating to Rs. 1,908,195,700 (as per the shareholding pattern for quarter ended 31 March 2026, as publicly disclosed by the TC)		
Equity share capital/ total voting capital of the TC after the said acquisition	190,819,570 equity shares of Rs. 10/- each aggregating to Rs. 1,908,195,700 (as per the shareholding pattern for quarter ended 31 March 2026, as publicly disclosed by the TC)		
Total diluted share/voting capital of the TC after the said acquisition	192,708,283 equity shares of Rs. 10/- each aggregating to Rs. 1,927,082,830 (as per the		

	shareholding pattern for quarter ended 31 March 2026, as publicly disclosed by the TC)
--	--

NOTE:

This disclosure is being made by Deutsche Bank AG Group (Deutsche Bank AG, Singapore Branch, in its capacity as the agent ("**Agent**") and DB International Trust (Singapore) Limited as the offshore security agent ("**Offshore Security Agent**") for the benefit of the lenders (collectively referred to as the "**Lenders**") under the 2026 Facility Agreement, pursuant to Regulation 29(1) read with Regulation 29(4) of the SEBI SAST Regulations in respect of creation of encumbrance over the equity shares of Mphasis Limited ("**Target Company**") held by BCP Topco IX Pte. Ltd. ("**Borrower**"). As on the date of this letter, the Borrower holds 58,299,642 equity shares in the Target Company, aggregating to 30.55% of the total share capital of the Target Company. The list of Lenders under the 2026 Facility Agreement, as on date, is set out below:

1. Citibank, N.A., London Branch;
2. Barclays Bank PLC;
3. MUFG Bank, Ltd., Singapore Branch;
4. The Hongkong and Shanghai Banking Corporation Limited;
5. Morgan Stanley Bank, N.A.;
6. BNP Paribas, Hong Kong Branch;
7. Deutsche Bank AG, Singapore Branch;
8. J.P. Morgan Securities PLC; and
9. Nomura Singapore Limited.

The Borrower has availed facilities from the Lenders under the terms of the facility agreement dated May 12, 2026 ("**2026 Facility Agreement**") entered into between, inter alia, the Borrower, the Lenders, the Agent, the Offshore Security Agent and Catalyst Trusteeship Limited as the onshore security agent ("**Onshore Security Agent**"). The Borrower has, pursuant to an Indian law governed pledge agreement dated May 12, 2026 ("**2026 Pledge Agreement**"), entered into between the Borrower and the Onshore Security Agent, created a first ranking exclusive pledge over 58,299,642 equity shares of the Target Company held by the Borrower, in favour of the Onshore Security Agent (for the benefit of the Lenders) to secure the facilities under the 2026 Facility Agreement, which pledge has come into effect from May 15, 2026. Additionally, the Borrower has agreed to certain covenants under the 2026 Facility Agreement and the 2026 Pledge Agreement in the nature of encumbrance in favour of the Agent, Offshore Security Agent and Onshore Security Agent (for the benefit of the Lenders), which covenants have come into effect from May 15, 2026. This disclosure is accordingly being made to report the creation of the encumbrance over shares of the Target Company pursuant to the 2026 Facility Agreement.

Part-B***

Name of the Target Company: Mphasis Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
---	--	----------------------------------

Deutsche Bank AG, Singapore Branch as the Agent and DB International Trust (Singapore) Limited as the Offshore Security Agent for the Lenders identified in the Note above.	No	
---	----	--

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

(#) As on May 15, 2026, Deutsche Bank entities independently held 171,196 equity shares aggregating to approximately 0.09% shareholding in the TC.

(^) As of May 15, 2026, Nomura Singapore Limited (being one of the Lenders), independently has an interest in 22,825 equity shares (pursuant to certain futures), aggregating to approx. 0.01% shareholding in the TC.

Signature of Authorised Signatory



Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 19 May 2026