



بنك الإمارات دبي الوطني
Emirates NBD

June 19, 2026

Department of Corporate Services,
BSE Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

CC: RBL Bank Limited
41, Tower 2/B, 6th Floor, One World Centre,
Senapati Bapat Marg, Lower Parel, Mumbai - 400013.

Sub: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Dear Sir/Ma'am,

Please refer to the investment agreement dated October 18, 2025 ("**Investment Agreement**") entered into between Emirates NBD Bank (P.J.S.C.) ("**Acquirer**") and RBL Bank Limited ("**TC**"), pursuant to which the Acquirer had agreed to subscribe to, and the TC had agreed to issue and allot to the Acquirer, by way of a preferential issue, up to 959,045,636 fully paid-up equity shares of the TC, or such lower number of equity shares representing up to 60% of the paid-up equity share capital of the Target Company ("**Preferential Issue**"), subject to the terms and conditions set out in the Investment Agreement. Please also refer to the public announcement dated 18 October 2025, detailed public statement dated 27 October 2025 and letter of offer dated 22 May 2026 ("**Letter of Offer**"), in connection with the open offer by the Acquirer to acquire up to 415,586,443 fully paid up equity shares (representing 26% of the Expanded Voting Share Capital (*as defined in the Letter of Offer*)) of the TC from the Public Shareholders (*as defined in the Letter of Offer*), pursuant to Regulation 3(1) and (4) of the Takeover Regulations ("**Open Offer**").

In this regard, we, the Acquirer, hereby submit the enclosed disclosure under Regulation 29(1) of the Takeover Regulations in relation to the acquisition of shares of the TC under the Preferential Issue and the Open Offer.

We request you to take the same on record and acknowledge receipt.

Yours faithfully,

Head Office:
Baniyas Road, Deira,
PO Box 777, Dubai, UAE
Tel: +971 600 54 0000
www.emiratesnbd.com

Registered Details:
Emirates NBD Bank (P.J.S.C.)
Commercial Registration No.: 1013450
Tax Registration No. (VAT):
100035307600003
Licensed by the Central Bank of the UAE.

التفاصيل المسجلة:
بنك الإمارات دبي الوطني (ش.م.ع.)
رقم السجل التجاري: 1013450
رقم التسجيل الضريبي (ضريبة القيمة المضافة):
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مرخص من قبل مصرف الإمارات العربية المتحدة المركزي.

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Signed for and on behalf of Emirates NBD Bank (P.J.S.C.)

Name: Neeraj Makin
Title: Group Head of Strategy, Analytics and Venture Capital
Place: Dubai, United Arab Emirates
Date: June 19, 2026

[Signature page for disclosure under Regulation 29(1) of the SEBI SAST Regulations]

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Part-A- Details of the Acquisition

Name of the Target Company ("TC")	RBL Bank Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Emirates NBD Bank (P.J.S.C.) ("Acquirer")		
Whether the acquirer belongs to Promoter/Promoter group	Yes. Please refer to Note 1.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the 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	0^	0%^	0%^
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	0	0%	0%
c) Voting rights ("VR") otherwise than by equity shares	0	0%	0%
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)	0	0%	0%
e) Total (a+b+c+d)	0^	0%^	0%^
Details of acquisition			
a) Shares carrying voting rights acquired	92,91,34,820#	60%#	58.89%#
b) VRs acquired otherwise than by equity shares	0	0%	0%
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired	0	0%	0%

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d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	0	0%	0%
e) Total (a+b+c+/-d)	92,91,34,820#	60%#	58.89%#
After the acquisition, holding of acquirer along with PACs-of:			
a) Shares carrying voting rights	92,91,34,820^#	60%^#	58.89%^#
b) VRs otherwise than by equity shares	0	0%	0%
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	0	0%	0%
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	0	0%	0%
e) Total (a+b+c+d)	92,91,34,820^#	60%^#	58.89%^#
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Acquisition pursuant to preferential allotment of equity shares by the TC. Please refer to Note 1.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity shares carrying voting rights.		
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.	June 18, 2026 Please refer to Note 1 for further details.		
Equity share capital / total voting capital of the TC before the said acquisition	61,94,23,213 equity shares of the TC aggregating to INR 619,42,32,130 (per the shareholding pattern of the TC as on 18 June 2026, as available on the websites of the stock exchanges).		
Equity share capital/ total voting capital of the TC after the said acquisition	1,54,85,58,033 equity shares of the TC aggregating to INR 15,48,55,80,330 (per the shareholding pattern of the TC as on 18 June 2026, as available on the websites of the stock exchanges).		
Total diluted share/voting capital of the TC after the said acquisition	1,57,78,38,904 (per the shareholding pattern of the TC as on 18 June 2026, as available on the websites of the stock exchanges).		

[^]The Acquirer acquired 0 equity shares of the TC, representing 0% of the paid-up equity share capital of the TC, pursuant to the Open Offer (as defined below).

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The Acquirer has acquired 92,91,34,820 equity shares of the TC, representing 60% of the paid-up equity share capital of the TC, pursuant to the Preferential Issue (as defined below).

Note 1:

- (i) The board of directors of the Acquirer, at their meeting held on 18 October 2025, had, *inter alia*, approved the subscription of up to 60% of the total paid-up share capital of the TC by way of subscription of 959,045,636 equity shares of the TC, or such lower number of equity shares of the TC which is equivalent to 60% of the total paid-up share capital of the TC as on the date of such subscription of equity shares of the TC by the Acquirer, and subject further to any adjustments pursuant to the Proportionate Scale Down (as defined in the Letter of Offer, which is defined below) and Contractual Reduction Mechanism (as defined in the Letter of Offer) (“**Subscription Shares**”), subject to closing occurring under, and in accordance with the terms of the investment agreement dated 18 October 2025, executed with the TC (“**Investment Agreement**”) pursuant to which the Acquirer agreed to subscribe to, and the Target Company agreed to issue and allot to the Acquirer by way of preferential issue, the Subscription Shares at a price of ₹280 per equity share (“**Subscription Price**”) amounting to a maximum aggregate of ₹ 268,532,778,080, in accordance with the terms and conditions of the Investment Agreement, and provided that the acquisition of the Subscription Shares along with the equity shares acquired under the Open Offer does not result in breach of the: (a) the MPS Cap (as defined in the Letter of Offer); and (b) the Foreign Shareholding Threshold (as defined in the Letter of Offer) (“**Preferential Issue**”).
- (ii) The Acquirer accordingly issued a public announcement dated 18 October 2025 and other relevant documents in relation to the open offer (including the letter of offer dated 22 May 2026 (“**Letter of Offer**”)) made pursuant to Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, to acquire up to 415,586,443 fully paid-up equity shares, representing 26% of the equity share capital of the TC (subject to the terms mentioned in the Letter of Offer) (“**Open Offer**”). No person is acting in concert with the Acquirer for the purpose of the Open Offer.
- (iii) Upon completion of the Open Offer, the Acquirer has acquired 0 fully paid-up equity shares of the TC representing 0% of its equity share capital, from public shareholders who validly tendered their Equity Shares in the Open Offer. Thereafter, pursuant to the Preferential Issue, the Acquirer has been allotted 92,91,34,820 (Ninety Two Crores Ninety One Lakhs Thirty Four Thousand Eight Hundred and Twenty) fully paid-up equity shares of the TC representing 60% of its equity share capital by the TC.
- (iv) Pursuant to the Open Offer and the Preferential Issue, the Acquirer acquired control over the TC and the Acquirer has become the promoter of the TC in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Note:

(*) 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 shareholding pattern of the TC, dated 18 June 2026, as available on the websites of the stock exchanges.

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

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



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Signed for and on behalf of Emirates NBD Bank (P.J.S.C.)

Name: Neeraj Makin
Title: Group Head of Strategy, Analytics and Venture Capital
Place: Dubai, United Arab Emirates
Date: June 19, 2026

[Signature page for disclosure under Regulation 29(1) of the SEBI SAST Regulations]

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