May 19, 2026

BSE Limited
1st floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Maharashtra, India

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
Maharashtra, India

The Compliance Officer,
Mphasis Limited
Bagmane World Technology Center, Marathalli Outer Ring Road Doddanakhundi Village, Mahadevapura, Bangalore – 560 048
Karnataka, India

Sir/ Madam,

Sub: **Disclosure under Regulation 31(1) and 31(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SAST Regulations").**

In compliance with Regulation 31(1) and 31(2) of the SAST Regulations, and SEBI Master Circular for SAST Regulations bearing reference no. SEBI/HO/CFD/PoD-1/P/CIR/2023/3 dated February 16, 2023, please find enclosed the requisite disclosures.

To clarify, this disclosure pertains solely to a refinancing of our existing financing arrangements involving the release of encumbrances in favour of the existing lenders and the creation of fresh encumbrances (including by way of direct pledge) in favour of the new lenders, without resulting in any change in our shareholding in Mphasis Limited.

Yours sincerely,

For BCP Topco IX Pte. Ltd

Name: Lixian Wang
Designation: Director
Place: Singapore
Date: 19-05-2026

Yours sincerely,

For BCP Asia (SG) Mirror Holding Pte. Ltd

Name: Lixian Wang
Designation: Director
Place: Singapore
Date: 19-05-2026

ANNEXURE – I

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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company ("**TC**")	Mphasis Limited
Names of the stock exchanges where the shares of the target company are listed	BSE Limited National Stock Exchange of India Limited
Date of reporting	May 19, 2026
Name of the promoter or PAC on whose shares encumbrance has been created/released~~/invoked~~	(a) BCP Topco IX Pte. Ltd. ("**Borrower**"); and (b) BCP Asia (SG) Mirror Holding Pte. Ltd. ("**Parent**"). The Borrower is the promoter of TC and is the wholly owned subsidiary of Parent. The Parent does not directly hold any equity shares in the TC.
Details of the creation/ ~~invocation/~~release of encumbrance:	**<u>Relevant background in respect of creation of encumbrance in 2021</u>**: 1. The Borrower had pursuant to a facility agreement dated July 1, 2021 *inter alia* between the Borrower, Parent, DB International Trust (Singapore) Limited as the security agent ("**2021 Security Agent**") ("**2021 Facility Agreement**") availed term loan facilities of up to USD 1,100,000,000 (United States Dollars One Thousand and One Hundred Million only) ("**2021 Facility**"). 2. The Parent had pursuant to a Singapore law governed security document, dated 28 July 2021 entered into between the Borrower, Parent and the 2021 Security Agent created a share pledge over 100% shares of the Borrower held by the Parent in favour of the 2021 Security Agent (for the benefit of the lenders## under the 2021 Facility Agreement from time to time (collectively referred to as "**2021 Lenders**") to secure the 2021 Facility, which is in the nature of an indirect encumbrance over the shares of the TC (to clarify, the Borrower (a promoter of the TC) had not created any pledge on the equity shares of the TC). Further, the Parent and the Borrower had agreed to certain covenants under the 2021 Facility Agreement that were in the nature of encumbrance. (Collectively referred to as the "**2021 Encumbrance**"). 3. The 2021 Encumbrance was disclosed by way of an initial disclosure dated August 10, 2021, and thereafter, subsequent disclosures dated June 11, 2024 and November 18, 2025 were made to report disposal of shareholding

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of the Borrower in TC, resulting in release of encumbrances over the underlying shares, as required in terms of Regulation 31 of the SAST Regulations, from time to time. As on date, the Borrower holds 5,82,99,642 shares in TC, constituting 30.55% of the total share capital of TC.

<u>Refinancing of 2021 Facility through a 2026 Facility (as defined below) resulting in the release of the 2021 Encumbrance and the subsequent and/or simultaneous creation of 2026 Encumbrance (as defined below)</u>:

4. The Borrower has, pursuant to a facility agreement dated May 12, 2026 entered into between inter alia the Borrower, the 2026 Lenders (as defined below), Catalyst Trusteeship Limited (“Onshore Security Agent”) and Deutsche Bank AG, Singapore Branch (“Agent”) (“2026 Facility Agreement”), availed term loan facilities of up to USD 550,000,000 (United States Dollars Five Hundred Fifty Million) (“2026 Facility”), as may be increased in terms of the 2026 Facility Agreement.

5. 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 100% shares of the TC currently held by the Borrower, in favour of the Onshore Security Agent (for the benefit of the lenders[###] under the 2026 Facility Agreement, from time to time (collectively referred to as “2026 Lenders”)) to secure the 2026 Facility (to clarify, the Borrower (a promoter of the TC) has created direct pledge on the equity shares of the TC). Further, the Borrower has agreed to certain covenants in the nature of encumbrance under the 2026 Facility Agreement, in favour of the Agent and DB International Trust (Singapore) Limited as the offshore security agent (“Offshore Security Agent”) and under the 2026 Pledge Agreement, in favour of the Onshore Security Agent (both for the benefit of the 2026 Lenders), which covenants have come into effect from May 15, 2026. (Collectively referred to as the “2026 Encumbrance”).

6. Since the 2026 Facility has been utilised to refinance the 2021 Facility, the 2021 Facility has been repaid in full on May 15, 2026, resulting in release of 2021 Encumbrance created for the benefit of 2021 Lenders with the subsequent and/or simultaneous creation of the 2026 Encumbrance for the benefit of 2026 Lenders.

7. This disclosure is being made to report the aforesaid release of the 2021 Encumbrance and the creation of the 2026 Encumbrance.
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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 [(2) - (3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / ~~invocation~~)	Date of creation / release/ ~~invocation~~ of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered***	Number	% of total share capital
BCP Topco IX Pte. Ltd.	5,82,99,642	30.55	5,82,99,642	30.55	Release of 2021 Encumbrance and Creation of the 2026 Encumbrance	Release of 2021 Encumbrance – May 15, 2026 Creation of the 2026 Encumbrance – May 15, 2026	Please see details as specified in the background above, particularly paragraph 2 for the 2021 Encumbrance and paragraph 5 for the 2026 Encumbrance	Please see details as specified in the background above particularly in paragraphs 2 for the 2021 Encumbrance and paragraph 5 and	5,82,99,642	30.55	In relation to release of 2021 Encumbrance - 2021 Security Agent In relation to creation of 2026 Encumbrance - Onshore Security Agent, Agent and Offshore Security Agent	5,82,99,642[1]	30.55[1]

[1] Post the release of the 2021 Encumbrance and the creation of the 2026 Encumbrance, the Borrower's 100% shareholding in TC will be encumbered for the benefit of 2026 Lenders.

								Annexure II for the 2026 Encumbrance					

Notes:

The list of lenders under the 2021 Facility Agreement, as on date, is set out below (i.e. 2021 Lenders):

(i) AU & NZ BK Grp Ltd;
(ii) Bank of Taiwan;
(iii) Bank of Sinopac;
(iv) Barclays Bank PLC;
(v) BNP Paribas SA. Hong Kong;
(vi) Cathay United;
(vii) Chang Hwa Com BK – Offshore;
(viii) Citibank N.A.;
(ix) CTBC Bank Co Ltd;
(x) DBS Bank Ltd;
(xi) Deutsche Bank AG;
(xii) E.Sun Commercial Bank Ltd;
(xiii) Far Eastern International Bnk;
(xiv) First Gulf Bank PJSC;
(xv) Hua Nan Commercial;
(xvi) Investec Bank PLC;
(xvii) Keb Hana Bank, Co. Ltd.;
(xviii) KGI Bank;
(xix) Kookmin Bank Co., Ltd;
(xx) MashreqBK;
(xxi) Taishin International;
(xxii) Mega Int Com Bank;
(xxiii) Morgan Stanley Senior Funding INC;
(xxiv) MUFG Bank Ltd;

(xxv) NEC Capital Solutions Limited;
(xxvi) Nomura Singapore Limited;
(xxvii) Shinhan Bank;
(xxviii) Siemens Bank GMBH;
(xxix) Standard Chartered Bank;
(xxx) Sumitomo Mitsui Bank;
(xxxi) Sumitomo Mitsui Trust Bank, Ltd;
(xxxii) Taipei Fubon Commercial Bank Co Ltd;
(xxxiii) The Hongkong & Shanghai BK Cor;
(xxxiv) Woori Bank, Hong Kong Branch;
(xxxv) Woori Global Markets Asia Ltd;

[###] *The list of Lenders under the 2026 Facility Agreement, as on date, is set out below (i.e. 2026 Lenders):*
(i) Citibank, N.A., London Branch;
(ii) Barclays Bank PLC;
(iii) MUFG Bank, Ltd., Singapore Branch;
(iv) The Hongkong and Shanghai Banking Corporation Limited;
(v) Morgan Stanley Bank, N.A.;
(vi) BNP Paribas, Hong Kong Branch;
(vii) Deutsche Bank AG, Singapore Branch;
(viii) J.P. Morgan Securities PLC ; and
(ix) Nomura Singapore Limited.

([**]) 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.

([*]) Total share capital to be taken as per the latest filing done by the company in terms of Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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.

Yours sincerely,

For BCP Topco IX Pte. Ltd

Name: Lixian Wang
Designation: Director
Place: Singapore
Date: 19-05-2026

Yours sincerely,

For BCP Asia (SG) Mirror Holding Pte. Ltd

Name: Lixian Wang
Designation: Director
Place: Singapore
Date: 19-05-2026