

**Sagility B.V.**  
Herikerbergweg 84  
1101 CM Amsterdam

Date: 18 November 2025

To,

The Department of Corporate Services  
**BSE Limited**  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai 400 001, India

**Scrip Code: 544282**

The Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla  
Complex, Bandra (East)  
Mumbai 400 051, India  
**Symbol: SAGILITY**

To,

Company Secretary and Compliance Officer  
**Sagility Limited**  
AMR Tech Park, Building 2A,  
Third Floor, Hongasandara Village,  
Off Hosur Road, Bommanahalli,  
Bengaluru 560 068,  
Karnataka, India

Dear Sir/Madam,

**Name of the Company: Sagility Limited**

**Sub: Re: Filing of report 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 ("SEBI Takeover Regulations")**

In furtherance to our intimation dated September 19, 2025 under Regulation 31(1) and 31(2) and intimation dated November 18, 2025 under Regulation 29(2) of SEBI Takeover Regulations, we, Sagility B.V. (the "**Promoter**"), promoter of Sagility Limited (the "**Company**") hereby file the disclosures in the format prescribed under Regulation 31(1), 31(2) and 31 (3) of the SEBI Takeover Regulations, with respect to disposal of equity shares of the Company.

We request you to please take these disclosures on record.

Thanking you,

**For and on behalf of Sagility B.V.**



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Name: Tim Bogaards

Designation: Director

**Annexure 1**

<b>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), 31(2) and 31(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</b>													
Name of the Target Company(TC)						Sagility 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						18 November 2025							
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 PAC s 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 / 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.	3,154,129,152 (b)	67.38% (b)	3,154,129,152 (b)	67.38% (b)	Indirect release (Please refer to the Notes below)	17 November 2025	Please refer to the Notes below.	Financing availed by Sagility Mezz B.V. And Financing availed by Sagility B.V.	769,000,000 (b) (Please refer to the Note 3 below)	16.427 % (b)	Global Loan Agency Services Australia Nominees Pty Limited, acting as the security agent for the lenders, which is currently CPPIB Credit Investments Inc. And The Hongkong and Shanghai Banking Corporation Limited acting as (i) the pledgee and (ii) the security agent (the “Pledgee”), for the lenders listed in Note 4.	2,385,129,152 (b)	50.950 % (b)
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*(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 17, 2025 i.e., the date of the settlement of the trade.*

*(b) Shares already encumbered by the Promoters.*

**Note 1:** This disclosure is in continuation of the disclosures dated December 13, 2024, February 21, 2025, June 4, 2025 and September 19, 2025 pursuant to Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SAST Regulations**”) and disclosure dated November 18, 2025 pursuant to Regulation 29(2) of the SAST Regulations.

**Note 2:** Sagility Holdings B.V and Sagility B.V, are entities incorporated in Netherlands. Sagility Limited (the “**Target Company**”) is an entity incorporated in India, whose shares were listed on the stock exchange on November 12, 2024. Sagility Parent B.V. (“**Sagility Parent**”) holds 100% of the equity share capital of Sagility Mezz B.V. (“**Mezz Borrower**”) and together with the foregoing, the “**Mezz Shares**”). The Mezz Borrower holds 100% of the equity share capital of Sagility Holdings B.V., and Sagility Holdings B.V. holds 100.00% of the equity share capital of Sagility B.V on a fully diluted basis. Mezz Borrower has entered into a facility agreement dated December 5, 2024 (as further amended and/or restated from time to time) between, among others, the Mezz Lender (i.e., *defined below*), the Mezz Borrower and Mezz Parent (“**Mezz Facility Agreement**”). In relation to the financing arrangements of the Mezz Borrower, a pledge over Mezz Shares is created by Sagility Parent in favour of Global Loan Agency Services Australia Nominees Pty Limited, acting as the security agent for the lender, which is currently CPPIB Credit Investments Inc. an entity incorporated outside India (“**Mezz Lender**”). Disposals of the group’s assets, including shares of the Target Company, are restricted pursuant to the terms of the Mezz Facility Agreement. Therefore, an indirect encumbrance has been created on the Target Company.

Further, 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 identified below in Note 4*), the Borrower and Sagility Holdings B.V. (“**Pledgor**”) (“**Facilities Agreement**”). 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. Therefore, an indirect encumbrance has been created on the Target Company.

**Note 3:** Pursuant to an on-market sale via a bulk deal through stock exchange mechanism settled on November 17, 2025, Sagility B.V. sold equity shares of the Target Company representing 16.427% (i.e., 769,000,000 Equity Shares) of the total paid-up equity share capital of the Target Company, resulting in the change in percentage of Sagility B.V. holding in the Target Company from 67.38% (i.e., 3,154,129,152 Equity Shares) to 50.95% (i.e., 2,385,129,152 Equity Shares) on a fully diluted basis, therefore changing the percentage of and resulting in indirect release of indirectly encumbered shares in the table above.

**Note 4:** 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, Mizuho Bank, Limited, Hong Kong branch, MUFG Bank, Ltd., Singapore Branch, Natixis, Singapore Branch, NEC Capital Solutions Limited, Nomura Special Investments Singapore Pte. Ltd., OMERS Capital Markets Asia Holdings 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

**For and on behalf of Sagility B.V.**



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Name: Tim Bogaards

Designation: Director

*\*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*