

Notice to Bondholders

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN DOUBT ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT IMMEDIATELY YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (IF YOU ARE IN THE UNITED KINGDOM) OR FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER.

THIS NOTICE DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY, ANY SECURITY AND IS BEING SENT TO HOLDERS SOLELY IN THEIR CAPACITY AS SUCH.

IF YOU HAVE RECENTLY SOLD OR OTHERWISE TRANSFERRED YOUR ENTIRE HOLDING(S) OF BONDS REFERRED TO BELOW, YOU SHOULD IMMEDIATELY FORWARD THIS NOTICE TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

3i INFOTECH LIMITED

(the "Issuer")

NOTICE OF SATISFACTION OR WAIVER OF CONDITIONS PRECEDENT AND INTENT TO REDEEM BONDS

to the Bondholders of the outstanding

**up to U.S.\$52,000,000 2.5 per cent. Convertible Bonds due 2025 convertible into Shares
of the Issuer, issued by the Issuer (ISIN: XS1423751418, Common Code: 142375141)**

(the "Bonds")

25 October 2021

Reference is made to the notice given via the clearing systems and dated 29 March 2021 (the "**Notice of Meeting**") and the notice outcome of meeting of holders of Bonds given via the clearing systems and dated 21 April 2021. Pursuant to the Notice of Meeting, the Issuer convened a meeting (the "**Meeting**") on 6 May 2021 of the holders of the Bonds (being an adjourned meeting convened pursuant to the initial meeting of holders of the Bonds held on 20 April 2021) where the extraordinary resolution set forth in the Notice of Meeting (the "**Extraordinary Resolution**") was passed, which contained proposals to, among other things, amend the Trust Deed, dated as of 9 December 2016 (the "**Principal Trust Deed**"), by and among 3i Infotech Limited and GLAS Trust Corporation Limited as trustee constituting the Bonds, to provide the Issuer with the right to redeem all (and not some only) of the Bonds at 100% of their outstanding principal amount as of the redemption date. Capitalised terms used but not defined herein shall have the meanings given to them in the Notice of Meeting or, in the event so noted herein, in the Principal Trust Deed.

The Issuer hereby notifies the Bondholders that all conditions to the effectiveness of the Extraordinary Resolution set forth in paragraph 8 of the Extraordinary Resolution were satisfied or, where applicable, waived as of 25 October 2021 and the Extraordinary Resolution is expected to become effective on 2 November 2021. The Issuer also notifies Bondholders that it plans to redeem all of the Bonds on 2 December 2021 at a redemption price equal to 100% of the then outstanding principal amount (which, for the avoidance of doubt, includes only principal amount outstanding as at the redemption date and does not include the Relevant Portion (as defined in the Principal Trust Deed) already converted to Shares (as defined in the Principal Trust Deed) in accordance with Condition 8.12, principal amounts already repaid in accordance with Condition 8.1 and Bonds otherwise converted, redeemed or cancelled in accordance with the Principal Trust Deed and the Conditions (as defined in the Principal Trust Deed)), plus accrued and unpaid interest, if any, to (but not including) the redemption date.

The Issuer will provide further notice promptly after effectiveness of the Extraordinary Resolution.

3i INFOTECH LIMITED

By:



Authorised Signatory