

This announcement is for information purposes only and does not constitute or form part of and should not be construed as, an invitation or offer to acquire, purchase, subscribe, sell or issue securities or an invitation to enter into any agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

The distribution of this announcement in certain jurisdictions may be restricted by law and is not for release, publication or distribution in or into, or to any person resident and/or located in, any jurisdiction where such release, publication or distribution is unlawful. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

THIS DOCUMENT 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 APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER.



Vedanta Resources Limited (formerly known as Vedanta Resources plc)

(a private company with limited liability incorporated under the laws of England and Wales)

Legal Entity Identifier: 2138007MYEKPEAZQTW83

Vedanta Resources Finance II Plc

(a public company with limited liability incorporated under the laws of England and Wales)

Legal Entity Identifier: 8945002DGA3BBXO3N634

Twin Star Holdings Ltd.

(a company with limited liability incorporated under the laws of Mauritius)

Welter Trading Limited

(a company with limited liability incorporated under the laws of Cyprus)

**ANNOUNCEMENT OF THE RESULTS OF THE MEETINGS OF BONDHOLDERS AND THE
CONSENT SOLICITATIONS IN CONNECTION WITH CERTAIN BONDS**

2 February 2021

BACKGROUND

Vedanta Resources Limited (formerly known as Vedanta Resources plc) (the “**Company**”), Vedanta Resources Finance II Plc (“**VRF II**”), Twin Star Holdings Ltd. (“**Twin Star**”) and Welter Trading Limited (“**Welter**” and together with Twin Star, the “**Subsidiary Guarantors**”) refer to the announcement dated 11 January 2021 (the “**11 January 2021 Announcement**”) and the announcement dated 27 January 2021 (the “**27 January 2021 Announcement**” and together with the 11 January 2021 Announcement, the “**January 2021 Announcements**”) in relation to the commencement of the consent solicitation exercise in relation to the:

- (a) U.S.\$900,000,000 8.25% Bonds due 2021 (Regulation S Bonds – CUSIP: G9328DAG5, ISIN: USG9328DAG54, Common Code: 063200760) (Rule 144A Bonds – CUSIP: 92241TAG7, ISIN: US92241TAG76, Common Code: 063199974) issued by the Company (the “**2021 Bonds**”);
- (b) U.S.\$1,000,000,000 6.375% Bonds due 2022 (Regulation S Bonds – CUSIP: G9328DAM2, ISIN: USG9328DAM23, Common Code: 155706775) (Rule 144A Bonds – CUSIP: 92241TAK8, ISIN: US92241TAK88, Common Code: 155706805) issued by the Company (the “**2022 Bonds**”);
- (c) U.S.\$500,000,000 7.125% Bonds due 2023 (Regulation S Bonds – CUSIP: G9328DAJ9, ISIN: USG9328DAJ93, Common Code: 093872622) (Rule 144A Bonds – CUSIP: 92241TAJ1, ISIN: US92241TAJ16, Common Code: 093901177) issued by the Company (the “**2023 Bonds I**”);
- (d) U.S.\$1,000,000,000 6.125% Bonds due 2024 (Regulation S Bonds – CUSIP: G9328D AP5, ISIN: USG9328DAP53, Common Code: 163545764) (Rule 144A Bonds – CUSIP: 92241T AM4, ISIN: US92241TAM45, Common Code: 163545721) issued by the Company (the “**2024 Bonds I**”);
- (e) U.S.\$400,000,000 8.00% Bonds due 2023 (Regulation S Bonds – CUSIP: G9T27HAB0, ISIN: USG9T27HAB07, Common Code: 198421375) (Rule 144A Bonds – CUSIP: 92243XAB7, ISIN: US92243XAB73, Common Code: 198421332) issued by VRF II and guaranteed by the Company (the “**2023 Bonds II**”);
- (f) U.S.\$600,000,000 9.25% Bonds due 2026 (Regulation S Bonds – CUSIP: G9T27HAA2, ISIN: USG9T27HAA24, Common Code: 198421677) (Rule 144A Bonds – CUSIP: 92243XAA9, ISIN: US92243XAA90, Common Code: 198421413) issued by VRF II and guaranteed by the Company (the “**2026 Bonds**”); and
- (g) U.S.\$1,000,000,000 13.875% Bonds due 2024 (Regulation S Bonds – CUSIP: V9667MAA0, ISIN: USV9667MAA00, Common Code: 227224584) (Rule 144A Bonds – CUSIP: 92243XAD3, ISIN: US92243XAD30, Common Code: 227224495) issued by VRF II and guaranteed by the Company and the Subsidiary Guarantors (the “**2024 Bonds II**”, and together with the 2021 Bonds, the 2022 Bonds, the 2023 Bonds I, the 2024 Bonds I, the 2023 Bonds II and the 2026 Bonds, each referred to as a “**Series**”, and together the “**Bonds**”),

and to which approval by Extraordinary Resolution of the holders of each Series of Bonds to make certain amendments to the Terms and Conditions in respect of each Series of Bonds (together, the “**Consent Solicitations**”), as more fully described in the consent solicitation memorandum dated 11 January 2021 (as supplemented by the 27 January 2021 Announcement, the “**Consent Solicitation Memorandum**”), was sought.

The Early Consent Fee Deadline expired at 5:00 p.m. (CET) on 27 January 2021 and the Voting Deadline expired at 5:00 p.m. (CET) on 29 January 2021.

Capitalised terms used and not otherwise defined in this announcement have the meanings given to them in the January 2021 Announcements and/or the Consent Solicitation Memorandum.

RESULTS OF THE MEETINGS AND PAYMENT OF CONSENT FEE

The Meetings in respect of each Series of Bonds to consider the Consent Solicitation and the Proposal was held on 2 February 2021. The Company, VFR II and the Subsidiary Guarantors wish to announce, and notice is hereby given, to the holders of the Bonds that:

- (a) at the Meeting of the holders of the 2021 Bonds, the Extraordinary Resolution in respect of the 2021 Bonds was duly passed and the Proposal approved, without any amendment;

- (b) at the Meeting of the holders of the 2022 Bonds, the Extraordinary Resolution in respect of the 2022 Bonds was duly passed and the Proposal approved, without any amendment;
- (c) at the Meeting of the holders of the 2023 Bonds I, the Extraordinary Resolution in respect of the 2023 Bonds I was duly passed and the Proposal approved, without any amendment;
- (d) at the Meeting of the holders of the 2024 Bonds I, the Extraordinary Resolution in respect of the 2024 Bonds I was duly passed and the Proposal approved, without any amendment;
- (e) at the Meeting of the holders of the 2023 Bonds II, the Extraordinary Resolution in respect of the 2023 Bonds II was duly passed and the Proposal approved, without any amendment;
- (f) at the Meeting of the holders of the 2026 Bonds, the Extraordinary Resolution in respect of the 2026 Bonds was duly passed and the Proposal approved, without any amendment;
- (g) at the Meeting of the holders of the 2024 Bonds II, the Extraordinary Resolution in respect of the 2024 Bonds II was duly passed and the Proposal approved, without any amendment; and
- (h) the date on which, where payable, the applicable Early Consent Fee or the applicable Late Consent Fee will be paid to the relevant holders of the Notes will be 9 February 2021.

The Extraordinary Resolutions in respect of each Series of Bonds shall be binding on all holders of the respective Bonds, whether present or not at the respective Meetings and whether or not voting in favour of the respective Extraordinary Resolutions.

Execution of the Supplemental Trust Deeds

With the passing of the Extraordinary Resolutions in respect of each Series of Bonds:

- (a) the Company and the Trustee have on 2 February 2021 executed the Supplemental Trust Deed in relation to the 2021 Bonds and the Terms and Conditions of the 2021 Bonds have been amended accordingly;
- (b) the Company and the Trustee have on 2 February 2021 executed the Supplemental Trust Deed in relation to the 2022 Bonds and the Terms and Conditions of the 2022 Bonds have been amended accordingly;
- (c) the Company and the Trustee have on 2 February 2021 executed the Supplemental Trust Deed in relation to the 2023 Bonds I and the Terms and Conditions of the 2023 Bonds I have been amended accordingly;
- (d) the Company and the Trustee have on 2 February 2021 executed the Supplemental Trust Deed in relation to the 2024 Bonds I and the Terms and Conditions of the 2024 Bonds I have been amended accordingly;
- (e) the Company, VRF II and the Trustee have on 30 June 2020 executed the Supplemental Trust Deed in relation to the 2023 Bonds II and the 2026 Bonds and the Terms and Conditions of the 2023 Bonds II and the Terms and Conditions of the 2026 Bonds have been amended accordingly; and
- (f) the Company, VRF II, the Subsidiary Guarantors and the Trustee have on 2 February 2021 executed the Supplemental Trust Deed in relation to the 2024 Bonds II and the Terms and Conditions of the 2024 Bonds II have been amended accordingly.

The Consent Solicitation Memorandum and all announcements in relation to the Consent Solicitations will be posted on the website operated by the Information and Tabulation Agent for purposes of the Consent Solicitations: <https://bonds.morrowsodali.com/vedanta> (the "Consent Website").

Disclaimer

Bondholders must read this announcement in conjunction with the January 2021 Announcements and the Consent Solicitation Memorandum.

The distribution of this announcement, the January 2021 Announcements and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement, the January 2021 Announcements or the Consent Solicitation Memorandum comes are required by the Company, VRF II, the Subsidiary Guarantors, the Trustee, the Solicitation Agents and the Information and Tabulation Agent to inform themselves about, and to observe, any such restrictions. This announcement and any materials relating to the Consent Solicitations do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law.

This announcement is given by:

Vedanta Resources Limited (formerly known as Vedanta Resources plc), Vedanta Resources Finance II Plc, Twin Star Holdings Ltd. and Welter Trading Limited