

This announcement is not a solicitation of consents with respect to any Bonds (as defined below). The Consent Solicitations (as defined below) are being made solely pursuant to the Consent Solicitation Memorandum (as defined below) and related documents which set forth the complete terms of the Consent Solicitations.

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.

The distribution of this announcement in certain jurisdictions may be restricted by law. 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

CONSENT SOLICITATIONS IN CONNECTION WITH CERTAIN BONDS

5 June 2020 - Vedanta Resources Limited (formerly known as Vedanta Resources plc) (the “**Company**”) and Vedanta Resources Finance II Plc (“**VRF II**”) wish to announce they have commenced a 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**”);
- (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**”); and
- (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 together with the 2021 Bonds, the 2022 Bonds, the 2023 Bonds I, the 2024 Bonds and the 2023 Bonds II, each referred to as a “**Series**”, and together the “**Bonds**”),

to seek the 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 set forth in, and more fully described in the section entitled “*Background to the Proposal – The Background*” of the consent solicitation memorandum dated 5 June 2020 (the “**Consent Solicitation Memorandum**”).

Bondholders are advised to read the Consent Solicitation Memorandum carefully and in full for details of, and information on the procedures for participating in, the Consent Solicitations.

The Bonds are listed on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). Copies of the announcements made by the Company and VRF II in connection with the Bonds are available on the website of the SGX-ST at www.sgx.com.

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

The Company and VRF II have appointed Credit Suisse (Hong Kong) Limited and J.P. Morgan Securities plc to act as Solicitation Agents for the Consent Solicitations and Morrow Sodali Ltd to act as Information and Tabulation Agent.

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**”).

An indicative timetable for the Consent Solicitations is set out below:

Commencement of the Consent Solicitations:	5 June 2020
Record Date	20 June 2020
Early Consent Fee Deadline:	5:00 p.m. (CET), 23 June 2020
Voting Deadline:	5:00 p.m. (CET), 26 June 2020
Meeting of the holders of the Bonds:	9:00 a.m. (Hong Kong time), 30 June 2020

The initial meeting (in respect of the 2021 Bonds) will commence at 9:00 a.m., with subsequent meetings (in respect of each of the 2022 Bonds, the 2023 Bonds I, the 2024 Bonds, the 2023 Bonds II and

the 2026 Bonds), to be held 20 minutes after the relevant preceding Meeting or after the completion of the relevant preceding Meeting (whichever is later)

If there is no quorum at the relevant Meeting, an adjourned Meeting will be held on 14 July 2020.

Announcement of results of the relevant Meeting (or adjourned Meeting, as the case may be):	As soon as reasonably practicable after the relevant Meeting (or adjourned Meeting, as the case may be).
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Consent Fee Payment Date:	Expected to be no later than the fifth Business Day following the Effective Date (as defined herein)
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“Effective Date” means the date on which the relevant Extraordinary Resolution in respect of each Series of Bonds becomes effective. A relevant Extraordinary Resolution that is duly passed at the relevant Meeting in respect of each Series of Bonds will be deemed effective when the Consent Condition (as defined herein) is fulfilled.

Bondholders are advised to check with any bank, securities broker, Clearing System or other intermediary through which they hold their Bonds as to whether such intermediary applies different deadlines for any of the events specified above, and then to adhere to such deadlines if such deadlines are prior to the deadlines set out above.

All of the above dates are subject to earlier deadlines that may be specified by any relevant Clearing System or intermediary.

The Proposal

The Company is a diversified global natural resources company. The Company together with its subsidiaries (the **“Vedanta Group”**) produces aluminium, copper, zinc, lead, silver, iron ore, oil and gas and commercial power. While the Company’s businesses are principally located in India, it also has operations in Zambia, Namibia, South Africa, the UAE, Japan, South Korea and Taiwan, and a workforce of over 70,000 people worldwide. The Company experienced significant growth in recent years through the expansion of projects for its oil and gas, copper, zinc, aluminium, power and iron ore businesses and recently acquired a steel business through acquisition of Electrosteel Steels Limited.

On 7 June 2011, 30 January 2017, 3 June 2013 and 9 August 2017, the Company issued the 2021 Bonds, the 2022 Bonds, the 2023 Bonds I and the 2024 Bonds. On 23 April 2019, VRF II issued the 2023 Bonds II and the 2026 Bonds, each guaranteed by the Company. The Terms and Conditions in respect of each Series of Bonds contains certain covenants applicable to the Company and its subsidiaries.

Vedanta Limited is an indirect subsidiary of the Company that is listed both on the Bombay Stock Exchange and the National Stock Exchange, and also has American Depositary Shares (**“ADS”**) listed on the New York Stock Exchange. The Company intends to acquire all fully paid-up equity shares of Vedanta Limited that are held by the public shareholders of Vedanta Limited that will result in the privatisation of Vedanta Limited whereby (a) the Company will directly or indirectly hold a minimum of 90.0% of the paid up equity share capital of Vedanta Limited, excluding the Equity Shares which are then held by a custodian and against which ADS has been issued and (b) Vedanta Limited will consequently voluntarily delist the Equity Shares from the BSE and the NSE in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009, as amended (together, the **“Take Private Proposal”**).

The Take Private Proposal is another step taken by the Vedanta Group to simplify its corporate structure. The merger of Sterlite Industries (India) Ltd with Sesa Goa Ltd to form Sesa Sterlite Limited which was subsequently renamed Vedanta Limited in 2012, the merger of Cairn India Limited with Vedanta Limited in

2017 and the delisting of the Company from the London Stock Exchange in 2018 were all steps taken in this direction. The Take Private Proposal is in continuation of the corporate structure simplification process of the Vedanta Group to achieve enhanced operational and financial flexibility in a capital-intensive business by streamlining the Vedanta Group's debt servicing and improving the Vedanta Group's creditworthiness. However, this would lead to an increase in the Company's net leverage in the short term and hence the Company would need headroom under the indebtedness covenant in the Terms and Conditions in respect of each Series of Bonds to be able to fund this.

In addition to the Take Private Proposal, while the Company is currently able to incur debt under the indebtedness covenant in the Terms and Conditions in respect of each Series of Bonds, the Company's ability to incur any such debt may be adversely impacted if commodity prices remain weak or the Company's operations are adversely affected due to a sustained impact from the ongoing global coronavirus pandemic. In particular, the Company (whether by itself or through its subsidiaries) is seeking flexibility to refinance existing debt and use group entities where there is significant debt capacity for such purpose, incur debt for working capital purposes, and have the ability to complete strategically important capital expenditure even in the middle of a commodity downturn.

The Company is also looking to align for consistency the negative pledge covenant in the Terms and Conditions in respect of each Series of Bonds.

In light of the above, the Company intends to amend certain covenants in the Terms and Conditions in respect of each Series of Bonds. In particular, in respect of the Terms and Conditions of each Series of Bonds, the Company is seeking, inter alia, to (a) amend Condition 3(c) (Limitation on Borrowings) and (b) align Condition 3(a) (Negative Pledge) consistently across each Series of Bonds.

Against this background and in furtherance of the Vedanta Group's consummation of the Take Private Proposal, the Company seeks consent from the Bondholders to sanction and approve the Proposal.

Please also refer to the section entitled "*Background to the Proposal – Background*" of the Consent Solicitation Memorandum for more details.

A relevant Extraordinary Resolution that is duly passed at the relevant Meeting or, as the case may be, adjourned Meeting in respect of each Series of Bonds will be deemed effective, provided that the relevant Extraordinary Resolution in respect of each other Series of Bonds has been duly passed at the relevant Meeting or, as the case may be, adjourned Meeting (the "**Consent Condition**").

If the Extraordinary Resolution in respect of a Series of Bonds is passed, effective and implemented, the Proposal will be binding on all Registered Holders (each as holder and legal owners of the Bonds of such Series), and all Beneficial Owners, of the Bonds in respect of such Series, including those Beneficial Owners voting against the Proposal or those who do not vote at all.

Consent Fee

Description of the Bonds	ISIN	Common Code	CUSIP	Early Consent Fee	Late Consent Fee
U.S.\$900,000,000 8.25% Bonds due 2021					
(Regulation S Bonds)	USG9328DAG54	063200760	G9328DAG5	U.S.\$ 3.75 ⁽¹⁾ per U.S.\$1,000 principal amount of Bonds	U.S.\$2.50 per U.S.\$1,000 principal amount of Bonds
(Rule 144A Bonds)	US92241TAG76	063199974	92241TAG7		
U.S.\$1,000,000,000 6.375% Bonds due 2022					
(Regulation S Bonds)	USG9328DAM23	155706775	G9328DAM2	U.S.\$5.00 per U.S.\$1,000 principal amount of Bonds	U.S.\$2.50 per U.S.\$1,000 principal amount of Bonds
(Rule 144A Bonds)	US92241TAK88	155706805	92241TAK8		

Description of the Bonds	ISIN	Common Code	CUSIP	Early Consent Fee	Late Consent Fee
U.S.\$500,000,000 7.125% Bonds due 2023					
(Regulation S Bonds)	USG9328DAJ93	093872622	G9328DAJ9	U.S.\$5.00 per U.S.\$1,000 principal amount of Bonds	U.S.\$2.50 per U.S.\$1,000 principal amount of Bonds
(Rule 144A Bonds)	US92241TAJ16	093901177	92241TAJ1		
U.S.\$1,000,000,000 6.125% Bonds due 2024					
(Regulation S Bonds)	USG9328DAP53	163545764	G9328DAP5	U.S.\$5.00 per U.S.\$1,000 principal amount of Bonds	U.S.\$2.50 per U.S.\$1,000 principal amount of Bonds
(Rule 144A Bonds)	US92241TAM45	163545721	92241TAM4		
U.S.\$400,000,000 8.00% Bonds due 2023					
(Regulation S Bonds)	USG9T27HAB07	198421375	G9T27HAB0	U.S.\$5.00 per U.S.\$1,000 principal amount of Bonds	U.S.\$2.50 per U.S.\$1,000 principal amount of Bonds
(Rule 144A Bonds)	US92243XAB73	198421332	92243XAB7		
U.S.\$600,000,000 9.25% Bonds due 2026					
(Regulation S Bonds)	USG9T27HAA24	198421677	G9T27HAA2	U.S.\$5.00 per U.S.\$1,000 principal amount of Bonds	U.S.\$2.50 per U.S.\$1,000 principal amount of Bonds
(Rule 144A Bonds)	US92243XAA90	198421413	92243XAA9		

Note: (1) For further details of the determination of the Early Consent Fee in respect of the 2021 Bonds, please see the sections entitled “*Background to the Proposal – Consent Solicitations and Consent Fee*” and “*Certain US Federal Income Tax Considerations*” of the Consent Solicitation Memorandum.

Subject to the terms and conditions specified in the Consent Solicitation Memorandum and passing of the relevant Extraordinary Resolution in relation to each Series of Bonds, Beneficial Owners of the Bonds who have submitted (and have not validly withdrawn) a Consent Instruction (i) on or prior to the Early Consent Fee Deadline shall be entitled to receive the Early Consent Fee, or (ii) after the Early Consent Fee Deadline but on or prior to the Voting Deadline, shall be entitled to receive the Late Consent Fee, in each case provided that the Consent Condition is fulfilled.

Beneficial Owners of the Bonds who submit their Consent Instructions in favour of the relevant Extraordinary Resolution in relation to each Series of Bonds after the Early Consent Fee Deadline will not be eligible to receive the Early Consent Fee, but may be eligible to receive the Late Consent Fee. Beneficial Owners of the Bonds will not be eligible to receive either the Early Consent Fee or the Late Consent Fee if they (i) appoint a proxy other than the Information and Tabulation Agent (or its nominee) to attend and vote at the relevant Meeting or are not represented at the relevant Meeting, (ii) attend the relevant Meeting in person, (iii) submit a Consent Instruction against or abstaining from the Proposal or in favour of the relevant Extraordinary Resolution but after the Voting Deadline, or do not vote at all, (iv) revoke their Consent Instructions (in the limited circumstances permitted) before the relevant Meeting, or (v) are a Sanctions Restricted Person.

Subject to (i) the relevant Meeting being quorate and validly held, (ii) the Extraordinary Resolution in respect of the relevant Series of Bonds being passed at the relevant Meeting, (iii) the relevant Supplemental Trust Deed being executed and (iv) the Extraordinary Resolution in respect of the relevant Series of Bonds being effective, the Company will pay the applicable Consent Fee on the Consent Fee Payment Date to each Beneficial Owner of the relevant Series of Bonds (other than where such Beneficial Owner is a Sanctions Restricted Person) who has delivered, or has arranged to have delivered on its behalf, a valid Consent Instruction in favour of the relevant Extraordinary Resolution which has been received by the Information and Tabulation Agent, in the case of payment of Early Consent Fee, at or prior to the Early Consent Fee Deadline, or, in the case of payment of Late Consent Fee, at or prior to the Voting Deadline, and who has not revoked such Consent Instruction in the limited circumstances in which revocation is permitted. The applicable Consent Fee shall be paid on the Consent Fee Payment Date to the relevant DTC Direct Participant for payment to an eligible Beneficial Owner’s cash account in respect of the relevant Series of the Bonds. The relevant Supplemental Trust Deed and the amendments to the Terms and Conditions of the relevant Series of the Bonds

implementing the Proposal will each take effect upon the relevant Extraordinary Resolution becoming effective, provided that the Consent Condition is fulfilled.

For the avoidance of doubt, Beneficial Owners of the Bonds will only be eligible to receive the applicable Consent Fee if they (i) are not a Sanctions Restricted Person and (ii) submit a Consent Instruction in favour of the Extraordinary Resolution which is received by the Information and Tabulation Agent, in the case of payment of Early Consent Fee, at or prior to the Early Consent Fee Deadline, or, in the case of payment of Late Consent Fee, at or prior to the Voting Deadline, and which is not subsequently validly revoked in accordance with the terms of the Consent Solicitation Memorandum.

The applicable Consent Fee will be paid as consideration for the relevant Beneficial Owner of the Bonds' agreement to the relevant Extraordinary Resolution and is subject to the passing of the Extraordinary Resolution relating to the relevant Series of Bonds, the execution of the relevant Supplemental Trust Deed and the effectiveness of the relevant Extraordinary Resolution. Accordingly, no Consent Fee shall be payable to any Beneficial Owner to the extent that the Extraordinary Resolution in respect of its Series of Bonds is not duly passed at the relevant Meeting or, as the case may be, adjourned Meeting, the relevant Supplemental Trust Deed is not executed and/or the relevant Extraordinary Resolution does not become effective, notwithstanding that any of the other Extraordinary Resolutions was duly passed at the relevant Meeting or, as the case may be, adjourned Meeting.

Subject to applicable law and the Meeting Provisions in respect of each Series and subject also as provided in the Consent Solicitation Memorandum, the Company, and where applicable, VRF II may, in its absolute discretion, re-open, extend, decline, waive any condition of and/or amend the relevant Consent Solicitation (including, but not limited to, the amendment of the relevant Consent Fee or extension of the Early Consent Fee Deadline or the Voting Deadline) in respect of each Series. As described in the Consent Solicitation Memorandum (and subject to the limited exceptions set out therein), the communication of a vote in favour of or against the Extraordinary Resolution or to abstain from voting in respect of each Series by a Beneficial Owner of such Bonds by submission of a Consent Instruction shall be irrevocable and binding on such Beneficial Owner from the time submitted except in the limited circumstances described therein.

Disclaimer

Bondholders must read this announcement in conjunction with the Consent Solicitation Memorandum. This announcement and the Consent Solicitation Memorandum contain important information which should be read carefully before any decision is made with respect to the Proposal or the Extraordinary Resolution in respect of each Series of Bonds.

None of the Solicitation Agents, the Trustee or the Information and Tabulation Agent expresses any view as to the merits of the Proposal or the Extraordinary Resolutions. None of the Solicitation Agents, the Trustee or the Information and Tabulation Agent has been involved in negotiating the Proposal or the Extraordinary Resolutions or makes any representation that all relevant information has been disclosed to the Bondholders in or pursuant to this announcement or the Consent Solicitation Memorandum. Furthermore, none of the Solicitation Agents, the Trustee or the Information and Tabulation Agent makes any assessment of the impact of the Proposal on the interests of the Bondholders or makes any recommendations on the Consent Solicitations relating to the Bonds or whether agreement to the Proposal should be made. Accordingly, Bondholders who are unsure of the impact of the Proposal and the Extraordinary Resolutions should seek their own financial, legal and tax advice.

Bondholders whose Bonds are held on their behalf by a broker, dealer, commercial bank, custodian, trust company or accountholder must contact and request such broker, dealer, commercial bank, custodian, trust company or accountholder if it wishes to participate in the Consent Solicitations.

The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Consent Solicitation

Memorandum comes are required by the Company, VRF II, 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.

If a jurisdiction requires that the Consent Solicitations be made by a licensed broker or dealer and any of the Solicitation Agents, or their respective affiliates, is such a licensed broker or dealer in that jurisdiction, the Consent Solicitations shall be deemed to be made by such Solicitation Agent or affiliate, as the case may be, on behalf of the Company and/or VRF II in such jurisdiction where it is so licensed and the Consent Solicitations are not being made in any such jurisdiction where the Solicitation Agents or any one of their affiliates is not so licensed.

Bondholders having questions regarding the Consent Solicitation Memorandum may contact the Solicitation Agents at:

Credit Suisse (Hong Kong) Limited

Level 88, International Commerce Centre
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Telephone: +852 2101 6541
Attention: APAC DCM Syndicate
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Email: liability_management_asia@jpmorgan.com

Questions or requests for assistance in connection with voting at the Meetings and/or the delivery of Consent Instructions may be directed to Morrow Sodali Ltd as the Information and Tabulation Agent at:

Morrow Sodali Ltd

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