

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 OUTCOME OF BONDHOLDER MEETING

**to the Bondholders of the outstanding
up to U.S.\$100,000,000 2.5 per cent. Convertible Bonds due 2025 convertible into Shares
of the Issuer, issued by the Issuer (ISIN: XS0308551166,
Common Code: 030855116) (the "Bonds")**

21 APRIL 2021

By a notice given via the clearing systems and dated 29 March 2021 (the "**Notice**") the Issuer convened a meeting (the "**Meeting**") on 20 April 2021 of the holders of the Bonds to consider, and if thought fit, approve, the extraordinary resolution set forth in the Notice (the "**Extraordinary Resolution**") to, among other things, amend the Trust Deed, dated as of 26 July 2007 as amended and supplemented by the First Supplemental Trust Deed dated 25 April 2012 and Second Supplemental Trust Deed dated 9 December 2016, by and among 3i Infotech Limited and Deutsche Trustee Company Limited as trustee constituting the Bonds to, among others, provide the Issuer with the right (and as a result of the Products Business Sale, require the Issuer) to redeem all (and not some only) of the Bonds at 100% of their outstanding principal amount as of the redemption date and to waive certain events of default under the Bonds. 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 the Meeting was adjourned for a lack of quorum and will be reconvened on 6 May 2021 via teleconference at 10:15 a.m. (London time).

If you had already made arrangements to vote in accordance with the Notice at the Meeting held on 20 April 2021, you do not need to re-submit voting instructions in order to vote on the Extraordinary Resolution at the adjourned Meeting. If you have not voted and wish to vote, you may do so in accordance with the Notice and you must make arrangements to vote through the Clearing Systems by no later than 48 hours before the time fixed for the Meeting and within the relevant time limit specified by the relevant Clearing System. Please see the Notice for further information. At the adjourned Meeting, the quorum in respect of the Extraordinary Resolution shall be two or more persons so present holding Bonds or being proxies or representatives and holding or representing in the aggregate over 25 per cent. in principal amount of the Bonds then outstanding.

3i INFOTECH LIMITED

By:



Authorised Signatory