

Nothing in this electronic transmission constitutes or contemplates an offer to buy or the solicitation of an offer to sell securities in the United States or in any other jurisdiction.

This does not constitute and should not be considered as an advertisement, invitation, sale, an offer to sell, offer to purchase, or a solicitation to sell or solicitation to purchase or subscribe for securities (whether to the public or by way of private placement) within the meaning of the (Indian) Companies Act, 2013, as amended from time to time or other applicable laws, regulations and guidelines of India, nor shall it or any part of it form basis of or relied on in connection with any contract, commitment or any investment decision in relation thereto in India. The notes will not be offered or sold, and have not been offered or sold in India by means of any offering document or other document or material relating to the notes, directly or indirectly, to any person or to the public in India. This is not an offer document or an OM or a “private placement offer cum application letter” or a “prospectus” under the (Indian) Companies Act, 2013, as amended from time to time, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time or any other applicable law in India and no such document will be circulated or distributed to any person in India. This has not been and will not be registered as a “prospectus” or a statement in lieu of prospectus in respect of a public offer, information memorandum or “private placement offer cum application letter” or any other offering material with any registrar of companies in India, the Reserve Bank of India, the Securities and Exchange Board of India or any other statutory or regulatory body of like nature in India, save and except for any information relating to the notes which is mandatorily required to be disclosed or filed in India under any applicable Indian laws.

Singapore Exchange Securities Trading Limited (“SGX-ST”) takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



GMR Hyderabad International Airport Limited

(incorporated with limited liability under the laws of the Republic of India)

Solicitation of Consents to amend certain provisions of the Indentures relating to the 2026 Notes and the 2027 Notes

Notes Description	CUSIP / ISIN / Common Code		Outstanding Principal Amount	Consent Fee
	Rule 144A	Regulation S		
4.75% Senior Secured Notes due 2026 (the “ 2026 Notes ”)	CUSIP: 36256W AC8 ISIN: US36256WAC82 Common Code: 229281569	CUSIP: Y3004W AC6 ISIN: USY3004WAC65 Common Code: 229281577	US\$287,315,000	US\$2.50 per US\$1,000 principal amount of the Notes
4.25% Senior Secured Notes due 2027 (the “ 2027 Notes ” and, together with the 2026 Notes, the “ Notes ”)	CUSIP: 36256W AA2 ISIN: US36256WAA27 Common Code: 170485505	CUSIP: Y3004W AA0 ISIN: USY3004WAA00 Common Code: 170485513	US\$350,000,000	US\$2.50 per US\$1,000 principal amount of the Notes

January 16, 2025

On January 3, 2025, GMR Hyderabad International Airport Limited (the “**Issuer**”) announced the launch of a consent solicitation (the “**Consent Solicitation**”) of each of the 2026 Notes and 2027 Notes to amend certain terms of (A) the indenture dated as of February 2, 2021, as modified, supplemented and amended by the supplemental indenture dated as of October 3, 2022 (the “**2026 Indenture**”) among GMR Hyderabad International Airport Limited (the “**Issuer**”) and HSBC Bank U.S.A., National Association, as trustee (the “**Trustee**”), paying agent (the “**Paying Agent**”) and registrar (the “**Registrar**”), and (B) the indenture dated as of October 27, 2017, as modified, supplemented and amended by the supplemented indenture dated as of October 3, 2022 (the “**2027 Indenture**” and together with the 2026 Indenture, the “**Indentures**”) among the Issuer and the Trustee, the Paying Agent and the Registrar, as set forth in the consent solicitation statement dated January 3, 2025 (the “**Consent Solicitation Statement**”).

The Issuer today announced that the Consent Fee has been paid on January 16, 2025 and the Proposed Amendments have become operative.

For Further Information

A complete description of the procedures for the Consent Solicitation is set out in the Consent Solicitation Statement. The Consent Solicitation Statement can be obtained from the Transaction Website: <https://projects.sodali.com/GMRHyderabad> (the access to which is subject to eligibility confirmation and registration). Any questions or requests for assistance related to the Consent Solicitation Statement or related documents may be directed to the Information and Tabulation Agent.

A Noteholder (or a beneficial owner that is not a Noteholder) may also contact the Solicitation Agents or the Information and Tabulation Agent at their respective contact details set forth below or their broker, dealer, bank, trust company or other nominee for assistance concerning this Consent Solicitation.

Information and Tabulation Agent:

Sodali & Co

In Hong Kong

29th Floor,
No. 28 Stanley Street
Central
Hong Kong
Telephone: +852 2319 4130

In London

The Leadenhall Building
122 Leadenhall Street
London, EC3V 4AB
United Kingdom
Telephone: +44 20 4513 6933

In Stamford

333 Ludlow Street, 5th Floor
South Tower, CT 06902
Stamford
United States
Telephone: +1 203 658 9457

Email: gmrhyderabad@investor.sodali.com

Transaction Website: <https://projects.sodali.com/GMRHyderabad>

Any questions regarding the terms of the Consent Solicitation should be directed to the Solicitation Agents

Solicitation Agents

The Hongkong and Shanghai Banking Corporation Limited

Level 17, HSBC Main Building
1 Queen's Road Central
Hong Kong
Phone: +852 3941 0223 (Hong Kong)
+44 207 992 6237 (London)
+1 212 525 5552 (New York)
US Toll Free: 1-888-HSBC-4LM
Email: liability.management@hsbcib.com

J.P. Morgan Securities plc

25 Bank Street
Canary Wharf
London E14 5JP
United Kingdom
Phone: +852 2800 8220 (Hong Kong)
+44 20 7742 5940 (London)
+1 212 834 4533 (New York)
Fax: +44 20 3493 0682
Email: liability_management_asia@jpmorgan.com

This notice is given by:

GMR Hyderabad International Airport Limited

Disclaimer

This announcement must be read in conjunction with the Consent Solicitation Statement. The Consent Solicitation Statement contains important information that should be read carefully before any decision is made with respect to the Consent Solicitation in respect of the Notes.

Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Consent Solicitation.

Distribution Restrictions

Neither this announcement nor the Consent Solicitation Statement constitutes or forms part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Issuer or any other entity.

The distribution of this announcement and the Consent Solicitation Statement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Consent Solicitation Statement comes are required by the Issuer, 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 Solicitation 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 Solicitation 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 Solicitation shall be deemed to be made by such Solicitation Agent or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction where it is so licensed and the Consent Solicitation is not being made in any such jurisdiction where none of the Solicitation Agents or their respective affiliates are so licensed.