

NOTICE TO HOLDERS OF THE CONDITIONAL REDEMPTION
OF THE 13.875% BONDS DUE 2028 OF
VEDANTA RESOURCES FINANCE II PLC

**(Rule 144A – ISIN: US92243XAE13; Common Code: 230809046; CUSIP: 92243X AE1
Regulation S – ISIN: USG9T27HAD62; Common Code: 230809038; CUSIP: G9T27H AD6)**

November 18, 2024

We refer to our notice dated October 21, 2024 in respect of the redemption of the Bonds (the “**Previous Notice**”). Capitalized terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Trust Deed or in the Previous Notice.

First Redemption Date

The Company will redeem U.S.\$295,731,585.84 in principal amount of the Bonds (such Bonds to be redeemed, the “**Redeemed Bonds I**”) on November 20, 2024 (such redemption date, the “**First Redemption Date**”). The redemption price for the Redeemed Bonds I will be 100.0% of the outstanding principal amount of the Redeemed Bonds I (the “**Redemption Price I**”), plus accrued and unpaid interest, if any, to (but excluding) the First Redemption Date.

The record date on which any holder must hold any Redeemed Bonds I to be entitled to the Redemption Price I and accrued and unpaid interest is the Clearing System Business Day immediately prior to the date for payment.

Payment of the Redemption Price I and accrued and unpaid interest on the Redeemed Bonds I on a *pro rata* pass through distribution of principal basis and surrender of the Redeemed Bonds I for redemption will be made through the facilities of DTC.

Unless the Issuer defaults in making the redemption payment, upon payment in full of the Redemption Price I to the holders of the Redeemed Bonds I on the First Redemption Date, interest on the Redeemed Bonds I shall cease to accrue on and after the First Redemption Date.

Second Redemption Date

Pursuant to Condition 5(b) as set out in the Trust Deed and the Previous Notice, the Issuer will redeem a certain amount of its 13.875% Bonds due 2028 (such Bonds to be redeemed, the “**Redeemed Bonds II**”, and such redemption, the “**Second Redemption**”) on or before December 20, 2024 (such redemption date, the “**Second Redemption Date**”). The redemption price for the Redeemed Bonds II will be 100.0% of the outstanding principal amount of the Redeemed Bonds II (the “**Redemption Price II**”), plus accrued and unpaid interest, if any, to (but excluding) the Second Redemption Date.

The record date on which any holder must hold any Redeemed Bonds II to be entitled to the Redemption Price II and accrued and unpaid interest is the Clearing System Business Day immediately prior to the date for payment.

The Issuer’s obligation to redeem any of the Redeemed Bonds II on the Second Redemption Date is conditioned upon the arrangement by the Issuer of funding in aggregate net proceeds to the Issuer in a sufficient amount to pay the Redemption Price II and the accrued and unpaid interest in full and pay all related expenses in respect of the Second Redemption on or prior to the Second Redemption Date (the “**Second Redemption Refinancing Condition**”). None of the Redeemed Bonds II shall be deemed due and payable on the Second Redemption Date unless and until the Second Redemption Refinancing Condition is satisfied or waived by the Issuer.

The Issuer will notify the Holders (with a copy to the Trustee and the Paying Agent) of the actual Second Redemption Date when determined but, for the avoidance of doubt, the determination of the Second Redemption Date will not require the Issuer to send a new 30-day notice of redemption.

Payment of the Redemption Price II and accrued and unpaid interest on the Redeemed Bonds II and surrender of the Redeemed Bonds II for redemption will be made through the facilities of DTC.

Subject to the satisfaction or waiver of the Second Redemption Refinancing Condition and unless the Issuer defaults in making the redemption payment, upon payment in full of the Redemption Price II to the holders of the Redeemed Bonds II on the Second Redemption Date, interest on the Redeemed Bonds II shall cease to accrue on and after the Second Redemption Date.

No representation is made as to the correctness or accuracy of the CUSIP, common code or ISIN numbers listed on this Conditional Notice of Redemption or printed on the Bonds. The Holder should rely only on the other identification numbers printed on the Bonds.

Vedanta Resources Finance II plc

Paying Agent

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