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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 13, 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 has today announced the results of the Consent Solicitation. The deadline to submit consent instructions expired at 5:00 p.m., New York City time on January 10, 2025 (the “**Consent Expiration**”).

Deadline”). The Issuer hereby confirms that Noteholders holding U.S.\$200,785,000 in the aggregate principal amount of the 2026 Notes (which represents 69.88% of the aggregate principal amount of 2026 Notes outstanding) and U.S.\$302,831,000 in the aggregate principal amount of the 2027 Notes (which represents 86.52% of the aggregate principal amount of 2027 Notes outstanding) validly delivered their consents to the Proposed Amendments prior to the Consent Expiration Deadline. As such, the Requisite Consent Condition which requires receipt of valid consents with respect to a majority in aggregate principal amount of each of the outstanding 2026 Notes and 2027 Notes has been satisfied.

To implement the Proposed Amendments, each of the Issuer, the Trustee, the Paying Agent and the Registrar will execute a supplemental indenture (each a “**Supplemental Indenture**” and together, the “**Supplemental Indentures**”). The Issuer will pay on January 16, 2025 a cash payment of US\$2.50 for each US\$1,000 principal amount of Notes (the “**Consent Fee**”) to Noteholders who have properly delivered valid Consents with respect to the 2026 Notes or the 2027 Notes on or before the Consent Expiration Deadline. The Issuer will make an announcement as soon as practicable after such Consent Fee has been paid.

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
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Telephone: +852 2319 4130

In London

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122 Leadenhall Street
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In Stamford

333 Ludlow Street, 5th Floor
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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**

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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.

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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.