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**Vedanta Resources Limited and Vedanta Resources Finance II plc Announce the Successful Final Settlement of Bonds Tendered pursuant to the Tender Offers**

**VEDANTA RESOURCES LIMITED**

**Offer to Purchase for Cash  
Any and all of the Outstanding**

**13.875% Bonds due 2028**

(Regulation S Bonds – CUSIP: G9328DAP5, ISIN: USG9328DAP53, Common Code: 163545764)

(Rule 144A Bonds – CUSIP: 92241TAM4, ISIN: US92241TAM45, Common Code: 163545721)

(of which U.S.\$459,537,273.41 is outstanding)

(the “**2028 Bonds**”)

**VEDANTA RESOURCES FINANCE II PLC**

**Offer to Purchase for Cash  
Up to the Maximum Acceptance Amount of the Outstanding**

**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)

(of which U.S.\$600,000,000 is outstanding)

(the “**2026 Bonds**” and together with the 2028 Bonds, the “**Bonds**”)

**February 14, 2025** — *London, United Kingdom*. Reference is made to the announcements dated January 13, 2025, January 28, 2025, January 29, 2025 and February 12, 2025 (the “**Prior Announcements**”) and the tender offer memorandum dated January 13, 2025 (as it may be amended or supplemented from time to time, the “**Tender Offer Memorandum**”) prepared by Vedanta Resources Limited (the “**Company**”) and Vedanta Resources Finance II plc (“**VRF II**”, and together with the Company, the “**Offerors**”) in connection with the offers to purchase for cash, from each registered holder (each, a “**Holder**” and, collectively, the “**Holders**”), on the terms and subject to the conditions set forth in the Tender Offer Memorandum, any and all of the outstanding 2028 Bonds (in the case of the Company only) and up to the Maximum Acceptance Amount of the outstanding 2026 Bonds (collectively, the “**Tender Offers**”). Capitalised terms used and not otherwise defined in this announcement have the meanings given to them in the Tender Offer Memorandum or in the Prior Announcements, as the case may be, which are available on the Tender Offer Website: <https://projects.sodali.com/vedanta>. As of the date of this Announcement, the pool factor applied for the 2028 Bonds (the “**Pool Factor**”) is 0.483265615112 following the Call Option Redemption which was exercised on December 20, 2024. Unless otherwise indicated, all references to any principal amount of 2028 Bonds in this Announcement (including for the purposes of calculating and payment of the applicable Consideration and the applicable Accrued Interest Payment for the 2028 Bonds validly tendered and accepted for purchase) are to the principal amount of such 2028 Bonds following the application of the Pool Factor.

As of February 13, 2025, the Tender Offers have been consummated. According to the information provided by Sodali & Co, the Information and Tender Agent, the total aggregate principal amount of Bonds tendered pursuant to the Tender Offers was U.S.\$195,991,753 for the 2028 Bonds (or U.S.\$405,557,000 before applying the Pool Factor) and U.S.\$303,654,000 for the 2026 Bonds, respectively (collectively, the “**Tendered Bonds**”). The Company paid a total of U.S.\$511,561,591.72 in connection with the Tender Offers, comprised of the Early Tender Offer Considerations, the Tender Offer Considerations and the respective Accrued Interest Payments.

All such Tendered Bonds have been cancelled, and the aggregate principal amount of 2028 Bonds and 2026 Bonds that remains outstanding as of as of February 13, 2025 is U.S.\$263,545,520 (or U.S.\$545,343,000 before applying the Pool Factor) and U.S.\$296,346,000, respectively. Additionally, the 2028 Bonds is subject to the 2028 Bonds Conditional Redemption, where the Company may redeem the outstanding principal amount of the 2028 Bonds on or about February 18, 2025.

### **Cautionary Note Concerning Forward-Looking Statements**

This announcement contains both historical and forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements are not historical facts, but only predictions and generally can be identified by use of statements that include phrases such as “will,” “may,” “should,” “continue,” “anticipate,” “believe,” “expect,” “plan,” “appear,” “project,” “estimate,” “intend,” or other words or phrases of similar import. Similarly, statements that describe the Offerors’ objectives, plans or goals also are forward-looking statements. These forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from those currently anticipated. The forward-looking statements included in this announcement are made only as of the date of this announcement, and the Offerors undertake no obligation to update publicly these forward-looking statements to reflect new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events might or might not occur. The Offerors cannot assure you that projected results or events will be achieved.

### **About the Offerors**

The Company is a globally diversified natural resource group engaged in exploring, extracting and processing minerals and oil and gas. It has operations in India, Namibia, Ireland, South Africa, Liberia, UAE, Zambia, Japan, South Korea and Taiwan, and is primarily engaged in the following businesses: (i) aluminium, (ii) zinc, lead and silver, (iii) oil and gas, (iv) copper, (v) iron ore, (vi) steel and (vii) commercial power generation.

VRF II is a finance vehicle for the Company. VRF II is a wholly owned subsidiary of Vedanta Resources Holdings Limited, which is a wholly owned subsidiary of the Company. Other than issuing the 2026 Bonds and activities incidental thereto, it has not engaged in any other material business activities.

The registered office of the Offerors is at 13<sup>th</sup> Floor One Angel Court, London, United Kingdom, EC2R 7HJ and its business address is at 30 Berkeley Square, 4<sup>th</sup> Floor, London W1J 6EX, and the telephone number is +44 20 7499 5900.

### **Investor Relations Contacts**

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### **Disclaimer**

The Tender Offers are being made solely pursuant to, and will be governed by the terms and conditions of, the Tender Offer Memorandum. This announcement is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any securities. The Tender Offers are being made only pursuant to the Tender Offer Memorandum, copies of which will be delivered to the Holders.

THE TENDER OFFER MEMORANDUM SHOULD BE READ CAREFULLY BEFORE A DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. NONE OF THE OFFERORS, THE INFORMATION AND TENDER AGENT, THE TRUSTEE OR THE DEALER MANAGERS MAKES ANY RECOMMENDATION AS TO WHETHER OR NOT HOLDERS SHOULD TENDER THEIR BONDS.

The Tender Offers do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not permitted by law or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. Securities may not be offered or sold in the United States or to, or for the account or benefit of U.S. persons absent

registration pursuant to the Securities Act, or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of an offering circular that will contain detailed information about the Offerors and their management, as well as financial statements. If a jurisdiction requires the Tender Offers to be made by a licensed broker or dealer, and any of the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in such jurisdictions, the Tender Offers shall be deemed to be made by such Dealer Manager or such affiliate (as the case may be) on behalf of the Offerors in such jurisdiction.

The Tender Offers are not being made in any Member State of the European Economic Area or in the United Kingdom, other than to persons who are “qualified investors” as defined in Regulation (EU) No 2017/1129 (as amended, the “**Prospectus Regulation**”), or in other circumstances falling within Article 1(4) of the Prospectus Regulation.

The Tender Offers are not being made, and has not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, the Tender Offers are not being made to the general public in the United Kingdom. This communication is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Offerors or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and (2) to any other persons to whom this communication may lawfully be communicated.

The residents of India are not permitted to acquire and hold the Bonds. Accordingly, the Tender Offers are not being made, and will not be made, directly or indirectly in India or to residents of India and the Bonds may not be tendered in the Tender Offers by any person resident of India. Neither the Tender Announcement, nor the Tender Offer Memorandum has been, nor will it be, registered, produced or published, as an offer document (whether as a prospectus in respect of a public offer or a placement memorandum, an information memorandum or private placement offer cum application letter or general information document or key information document or other offering material in respect of a private placement under the Companies Act, 2013 (as amended) and the rules framed thereunder or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 or any other applicable Indian laws for the time being in force) with any Registrar of Companies in India, the Reserve Bank of India, the Securities and Exchange Board of India (the “**SEBI**”), any Indian stock exchange or any other statutory or regulatory body of like nature in India. However, information with respect to the Tender Offers will be disclosed or filed in India to the extent required, under any applicable Indian securities laws, including but not limited to, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended or pursuant to the sanction of any regulatory and adjudicatory body in India. The Tender Offers and the tendering of Bonds (not being securities listed on a stock exchange in India), will not be regulated in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended. The Tender Offers will not be, and has not been, offered in India by means of any document and does not constitute an advertisement, invitation, offer or solicitation of an offer to buy back any Bonds in violation of applicable Indian laws. Accordingly, any Bondholder participating in the Tender Offer, will be deemed to have acknowledged, represented and agreed that it is eligible to tender its Bonds pursuant to applicable laws and regulations.

Each Holder participating in the Tender Offers will be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in “*Procedures for Tendering Bonds*” in the Tender Offer Memorandum. A Holder in Singapore participating in the Tender Offers will be deemed to represent that it is either an institutional investor under Section 274 of the Securities and Futures Act 2001 of Singapore (the “**SFA**”) or (B) an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA. Any tender of Bonds for purchase pursuant to the Tender Offers from a Holder that is unable to make these representations will not be accepted. Each of the Offerors’ and the Information and Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Bonds for

purchase pursuant to the Tender Offers, whether any such representation given by a Holder is correct and, if such investigation is undertaken and, as a result, the Offerors' determine (for any reason) that such representation is not correct, such tender of Bonds shall not be accepted.

*The Information and Tender Agent for the Tender Offers is:*

**Sodali & Co**

Email: [vedanta@investor.sodali.com](mailto:vedanta@investor.sodali.com)

Tender Offer Website: <https://projects.sodali.com/vedanta>

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*The Dealer Managers for the Tender Offers are:*

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Any questions regarding the terms of the Tender Offers should be directed to the Dealer Managers.

Electronic copies of all documents related to the Tender Offers will be available online via the Tender Offer Website at <https://projects.sodali.com/vedanta> until the consummation or termination of the Tender Offer.