Muthoot Finance

Muthoot Finance Limited
Registered Office :
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Kerala, India.
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*TRA's Brand Trust Report

Ref: SEC/MFL/SE/2025/6262 August 25, 2025

National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051
Symbol: MUTHOOTFIN

Department of Corporate Services
BSE Limited
P.J. Tower, Dalal Street,
Mumbai - 400 001
Scrip Code: 533398

NSE IFSC Limited (NSE IX)
Unit 1201, Brigade, International Financial Center,
12th Floor, Building No. 14-A, GIFT SEZ
Gandhinagar,
Gujarat 382 355

Dear Sir/Madam,

Sub: **Disclosure under Regulation 30, read with other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations")**

Re: **Update on US$ 2 Bn Global Medium Term Note Programme ("GMTN Programme") – Bloomberg Announcement**

In furtherance of our letters dated October 19, 2019, and April 18, 2024, with regard to update of the existing GMTN Programme in relation to the issuance of Senior Secured Notes which are proposed to be issued under the GMTN Programme subject to market conditions and other regulatory compliances, we wish to inform you that the following announcement has been made to the Bloomberg today:

***** NEW MANDATE: MUTHOOT FINANCE LIMITED RULE 144A/REG S US$ BOND - MANDATE ANNOUNCEMENT*****

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, EXCEPT TO "QUALIFIED INSTITUTIONAL BUYERS" ("QIBs") IN RELIANCE ON RULE 144A ("RULE 144A") UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR IN OR INTO INDIA OR ANY OTHER JURISDICTION IF SUCH AN ACTION IS PROHIBITED BY APPLICABLE LAW.

Muthoot Finance Limited (the "Issuer") (rated Ba1/Stable by Moody's, BB+/Stable by S&P, BB+/Stable by Fitch), a BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) listed entity, has appointed Deutsche Bank and Standard Chartered Bank as Joint Global Coordinators and Joint Bookrunners to arrange a fixed income investor conference call on 25th August 2025. A benchmark sized 144A/Regulation S USD-denominated senior secured bond offering (the "Notes") with 4.5 years door to door tenor and 4 years weighted average life may follow, subject to market conditions. The Notes are expected to be rated BB+ by S&P.

The proceeds of the Notes will be used by the Issuer for onward lending and other such activities as may be permitted under the ECB Guidelines, in accordance with the approvals granted by the RBI from time to time in this relation (if applicable) and in accordance with the ECB Guidelines and other applicable laws.

FCA / ICMA stabilization applies.

HK SFC Code of Conduct (Para 21 – Bookbuilding and Placing) – In the context of any offering of securities, the Joint Bookrunners and other intermediaries are "capital markets intermediaries" (together, the "CMIs") subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the "SFC Code").

Associated Orders and Proprietary Orders: Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or any of its group companies would be considered under the SFC Code as having an association with the Issuer, the relevant CMI or the relevant group company. Prospective investors associated with the Issuer or a CMI (including any of its group companies) should specifically disclose whether they have any such association to a CMI and the Joint Bookrunners (and such CMI and the Joint Bookrunners may be required to pass such information to the Issuer and certain other CMIs) when placing an order for such securities and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the offering. Prospective investors who do not disclose their associations are deemed not to be so associated. Where prospective investors disclose such associations but do not disclose that such order may negatively impact the price discovery process in relation to the offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the offering. If an investor is an asset management arm affiliated with a CMI, such prospective investor should indicate when placing an order if it is for a fund or portfolio where such CMI or its group company has more than 50% interest, in which case it will be classified as a "proprietary order" and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such "proprietary order" may negatively impact the price discovery process in relation to the offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a "proprietary order". If a prospective investor is otherwise affiliated with a CMI, such that its order may be considered to be a "proprietary order" (pursuant to the SFC Code), such prospective investor should indicate to such CMI and the Joint Bookrunners when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a "proprietary order". Where prospective investors disclose such information but do not disclose that such "proprietary order" may negatively impact the price discovery process in relation to the offering, such "proprietary order" is hereby deemed not to negatively impact the price discovery process in relation to the offering.

Order Book Transparency: Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed with a CMI are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). In addition, any other CMIs (including private banks) submitting orders with the Joint Bookrunners should disclose the identities of all investors when submitting orders with the Joint Bookrunners. When placing an order, private banks should disclose, at the same time, if such order is placed other than on a "principal" basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a "principal" basis. Otherwise, such order may be considered to be an omnibus *order (see further below) pursuant to the SFC Code. Private banks should be aware that placing an order on a "principal" basis may require the relevant affiliated Joint Bookrunner(s) (if any) to categorise it as a proprietary order and apply the "proprietary orders" requirements of the SFC Code to such order and that placing an order on a principal basis (including those deemed as placing an order as principal) will result in that private bank not being entitled to, and not being paid, any rebate. In the case of omnibus orders placed with the Joint Bookrunners, CMIs (including the private banks) that are subject to the SFC Code should, at the same time, disclose underlying investor information (name, unique identification number, whether the underlying investor has any associations and whether any underlying investor order is a "proprietary order" and/or a duplicate order) in the format and to the relevant recipients indicated to such CMIs (including private banks) by the Joint Bookrunners at the relevant time. Failure to provide such information may result in that order being rejected. In sharing such underlying investor information, which may be personal and/or confidential in nature, you (i) should take appropriate steps to safeguard the transmission of such information; (ii) are deemed to have obtained the necessary consents to disclose such information; and (iii) are deemed to have authorised the collection, disclosure, use and transfer of such information by the Joint Bookrunners, other CMIs and/or any other third parties as may be required by the SFC Code. In addition, prospective investors should be aware that certain information may be disclosed by the Joint Bookrunners and other CMIs which is personal and/or confidential in nature to the prospective investor. By placing an order with the Joint Bookrunners, prospective investors are deemed to have authorised the collection, disclosure, use and transfer of such information by the Joint Bookrunners to the Issuer, certain other CMIs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used in connection with the offering.*

Underlying investor information in relation to omnibus order should be sent to asiasyn.omnibus@list.db.com and SYNHK@sc.com

MiFID II /ECPs-only – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels).

This announcement is confidential and solely for the use of the person it is addressed to and its advisers. Release, transmission or distribution of this announcement to any other person is prohibited. The distribution of this announcement and other information referred to herein may be restricted by law and persons into whose possession this announcement or such other information comes should inform themselves about and observe any such restriction.

This announcement is not and does not constitute or form a part of, and should not be construed as, any offer, solicitation or invitation to sell, issue, purchase or subscribe for any securities of the Issuer in or into the United States, or in or into India or any other jurisdiction. No securities have been or will be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state of the United States, India or any other jurisdiction. If any offering follows, the securities will only be offered and sold (i) outside the United States in "offshore transactions" as defined in, and in reliance on Regulation S under the Securities Act, or (ii) in the United States only to "qualified institutional buyers" (QIBs) in reliance on Rule 144A. No securities may be offered, sold in or into or delivered in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. There is no intention to register any securities referred to herein or to make a public offering in the United States or in India or any other jurisdiction where such an offering is restricted or prohibited or where such offer would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. Nothing in this communication shall constitute an offer *to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful. Any public offering of securities will be made by means of a prospectus. Such prospectus will contain detailed information about the issuer making the offer and its management and financial statements. No action has been taken in any jurisdiction that would permit a public offering to occur in any jurisdiction, including India. Neither this announcement nor any portion hereof may be sent or distributed in or into the United States, or in or into India or any jurisdiction where it is unlawful to do so.*

This announcement does not constitute and should not be considered as an advertisement, invitation, offer to sell, offer to purchase, sale or solicitation of an offer to sell, subscribe for or purchase any securities, whether by way of private placement or to the public in India within the meaning of, the (Indian) Companies Act, 2013 and the rules issued thereunder, each as amended from time to time (the "Companies Act"), and other applicable securities laws, regulations and guidelines of India nor shall it or any part of it form the basis of or be relied on in connection with any contract, commitment or any investment decision in relation thereto in India. Any failure to comply with these restrictions may result in a violation of the applicable securities laws of India and other jurisdictions. 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, whether as a principal or agent, directly or indirectly, to any person or to the public in India. This communication or any offering memorandum or prospectus (or equivalent disclosure document) produced in connection with the offering of securities is not an offer document or an information memorandum or a "private placement offer cum application letter" or a "prospectus" under the Companies Act, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, or any other securities or other applicable laws, regulations and guidelines in India and no such document will be circulated or distributed to any person in India. This announcement has not been and will not be registered or filed 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, the International Financial Services Centres Authority or any Indian stock exchange 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, including, but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and under the listing agreements with any Indian stock exchanges pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, or pursuant to the sanctions or directives of any statutory, regulatory or adjudicatory body of like nature in India.

A rating is not a recommendation to buy, sell or hold the securities and may be subject to suspension, reduction or withdrawal at any time by the rating agency.

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*TRA's Brand Trust Report

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Thank You,

For **Muthoot Finance Limited**

RAJESH ACHUTHA WARRIER

Digitally signed by RAJESH ACHUTHA WARRIER
Date: 2025.08.25 09:36:04 +05'30'

Rajesh A
Company Secretary
ICSI Membership No. FCS 7106