

Date: 17th June, 2026

To,

The Manager
Listing Department
National Stock Exchange of India Limited (NSE)
Exchange Plaza, 5th Floor
Plot No. C/1, G-Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
Symbol: SAGILITY

The Manager
Listing Department
BSE Limited (BSE)
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code:544282

Dear Sir/Madam,

Subject: Additional clarification on the Postal Ballot Notice - Employee Stock Options and Performance Stock Units Scheme 2026 of Sagility.

The Board of Directors of the Company, at its meeting held on May 12, 2026, inter alia, approved the ‘Sagility Limited – Employee Stock Options and Performance Stock Units Scheme 2026’ (“ESOS 2026” or “Scheme”), as recommended by the Nomination and Remuneration Committee (“NRC”), for grant of stock options to eligible Directors and employees of the Company and its subsidiaries, subject to the approval of shareholders, in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The aforesaid Postal Ballot Notice was sent through electronic mode to the shareholders of the Company on Friday, May 29, 2026, on their registered email address. The Company has engaged the services of MUFG Intime India Private Limited to provide remote e-voting facility to its members to enable them to cast their vote electronically.

In order to provide further clarity to shareholders in relation to the proposed Scheme, the Company wishes to provide the following additional information.

The Company has fixed the maximum vesting period of 3 years from the date of grant. Vesting of Options is linked to continuous employment with the Company and its subsidiary companies as applicable. The vesting of PSUs is contingent upon the achievement of **mandatory, pre-defined performance criteria as specified in individual grant letters as on the date of grant**. These criteria shall comprise a combination of individual performance (based on internal individual ratings) and/or Company performance parameters.

The Company performance parameters shall comprise:

- **Consolidated Revenue:** The consolidated revenue generated by the Company along with its subsidiaries during the immediately preceding financial year.
- **Margin:** Consolidated profit margins, typically measured as operating margin, EBITDA/Adjusted EBITDA, or net profit margin relative to revenue during the immediately preceding financial year.
- **Additional Commercial Parameters:** Other objective and pre-defined commercial parameters as may be determined by the Nomination and Remuneration Committee (“Committee”), having regard to prevailing business requirements and objectives.

The Company would also like to highlight that vesting thresholds, performance targets and relative weightages may vary depending on the role, level and responsibilities of the eligible employee. These parameters will also need to be reassessed for each new grant, taking into account the Company’s evolving business priorities, market conditions and performance objectives. Accordingly, prescribing

Sagility Limited

(Formerly Sagility India Limited, earlier Sagility India Private Limited)

Registered Office - No. 23 & 24, AMR Tech Park, Building 2A, First Floor Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru – 560068, Karnataka, India

Corporate Identification Number: L72900KA2021PLC150054

Tel. No.: 080-71251500, E-mail: investorservices@sagility.com, Website: www.sagility.com

these details in the explanatory statement may create practical challenges and could limit the flexibility required to administer the Scheme effectively over its term.

The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative **weightages** to each parameter as it deems appropriate, while the specific vesting schedule and the vesting conditions, upon which vesting shall take place, shall be detailed in the letter issued to each individual employee at the time of the grant.

This performance orientation is designed to motivate employees to achieve and exceed defined performance targets. The Company has ensured that employees of the Company and its subsidiary companies are rewarded only when they achieve the **mandatory** performance conditions, ensuring that the shareholder interests are protected and PSUs are not issued at a discount solely on *tenure basis*. The Scheme remains a true **“pay-at-risk”** incentive with value realization dependent on both Company performance and individual achievement.

The Company views disclosure as a continuing governance obligation, rather than a one-time exercise. Accordingly, the Company will provide annual disclosures, as required under the applicable SEBI Regulations, covering aggregate grant data, weighted-average exercise prices, vesting structures and the realized outcomes of vesting based on pre-defined individual and/or Company performance parameters. The Company also proposes to disclose the nature of the performance measures used for vesting, such as cumulative revenue growth, EBITDA/Adjusted EBITDA growth and other relevant parameters, while not disclosing exact targets where such information is commercially sensitive. In addition, following closure of the relevant vesting cycle, the Company will disclose the percentage of actual vesting based on achievement of applicable performance metrics in its annual report.

Further, considering the integrated nature of the Company’s operations, employees may be seconded, deployed or functionally aligned across subsidiary companies to meet project-specific or functional requirements. Such employees continue to contribute to the Company’s overall business objectives on a consolidated basis.

Extending the benefits of the Scheme to employees of subsidiary companies ensures:

- continuity and fairness in incentives,
- alignment with the Company’s consolidated performance, and
- parity among employees across the group.

Moreover, in the case of extension of Scheme to the employees of subsidiary companies, the costs associated with the grant will be borne by those respective entities.

The proposed provision of money for **“Sagility ESOP Trust”** is in due compliance with the statutory limits prescribed under Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SBEB Regulations.

We believe that the scheme is appropriately structured to align employee incentives with shareholder interests while maintaining robust governance safeguards and appropriate transparency through statutory disclosures.

Kindly arrange to disseminate this communication through the stock exchange platform to enable shareholders to consider the same while exercising their vote.

For Sagility Limited

Satishkumar Sakharayapattana Seetharamaiah
Company Secretary & Compliance Officer
M. No: A16008

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