Mphasis
The Next Applied

July 20, 2026

The Manager, Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

The Manager, Listing
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G-Block, Bandra-Kurla Complex,
Mumbai – 400 051

Dear Sir/Madam,

Sub: Notice of 35th Annual General Meeting

This is in reference to our letter dated July 01, 2026, with respect to the 35th Annual General Meeting ("AGM") of the Company scheduled to be held on Thursday, July 23, 2026, at 9:00 am (IST) through Video Conferencing ("VC") / Other Audio - Visual Means ("OAVM").

In furtherance to the said letter, please find enclosed an 'Addendum' to the Notice of 35th Annual General Meeting of the Company ("Addendum").

The above intimation is also available on the website of the Company at www.mphasis.com.

We request you to kindly take the above intimation on record.

Thanking You,

Yours faithfully,

For Mphasis Limited

MAYANK VERMA Digitally signed by MAYANK VERMA Date: 2026.07.20 23:25:04 +05'30'

Mphasis Limited BANGALORE

Mayank Verma
Senior Vice President and Company Secretary
Membership No.: ACS 18776

Initial MV

Encl: As above

Initial BG

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ADDENDUM TO NOTICE OF THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MPHASIS LIMITED

Dear Shareholders,

Mphasis Limited had issued a Notice dated April 29, 2026 convening the 35th Annual General Meeting ("AGM") of the members of Mphasis Limited (the "Company") scheduled to be held on Thursday, July 23, 2026 at 9:00 am (IST) through Video Conferencing ("VC") / Other Audio - Visual Means ("OAVM").

The Notice of the AGM was dispatched to the Members on Wednesday, July 01, 2026, in compliance with the provisions of the Companies Act, 2013 read with the rules made thereunder.

Item number 6 of the special business from the Notice pertains to re-appointment of Mr. Nitin Rakesh as Chief Executive Officer and Managing Director for a term of 5 (five) years w.e.f. October 01, 2026 and approval of his remunerations by way of Special Resolution.

In order to provide greater clarity and transparency to the Members regarding the proposed remuneration structure, the Company wishes to clarify the following:

- The total annual salary and annual variable pay together with the annual stock compensation granted to Mr. Nitin Rakesh shall not exceed 5% of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, in any financial year.
- Mr. Nitin Rakesh has been granted stock options and restricted stock units ("RSUs") in the past and may be granted additional equity-linked incentives during the proposed tenure in accordance with the applicable compensation framework of the Company and basis the recommendation of the nomination and remuneration committee of the Company.
- Under the Company's stock compensation framework which has been duly approved by the members of the Company, the exercise periods for these stock options and RSUs may extend across multiple financial years.
- If the stock options and RSUs granted in separate financials years are exercised collectively in a single financial year, the perquisite value of such exercise, aggregated with other components of his remuneration, may result in aggregate remuneration payable to Mr. Nitin Rakesh exceeding 5% of the net profits of the Company (determined in accordance with section 198 of the Companies Act, 2013) in a particular financial year. Accordingly, in the event that the remuneration payable to Mr. Nitin Rakesh exceeds the foregoing threshold of 5% of the net profits, approval of the members of the Company is sought for the payment of overall managerial remuneration to Mr. Nitin Rakesh subject to the same not exceeding 7% of the net profits of the Company (determined in accordance with section 198 of the Companies Act, 2013) in any particular financial year.

This Addendum is being issued to provide more clarity to the Shareholders and Investors to help them make an informed decision and to ensure greater transparency in the disclosure of remuneration to the Shareholders. This Addendum shall form an integral part of the Notice of the AGM.

The notice of this Addendum will also be published in the Business Standard (in English) and Samyuktha Karnataka (in Kannada) and will also be available on the website of BSE Ltd. (www.bseindia.com), the National Stock Exchange of India Ltd. (www.nseindia.com), on the website of the Company www.mphasis.com and on the website of National Securities Depositories Limited i.e. www. www.evoting.nsdl.com. The Company has also initiated the process of sending this Addendum through electronic mode to the Members.

Except as clarified above, all other terms and contents of the Notice of the AGM, including the Resolution proposed under Item No. 6, shall remain unchanged. In light of the above, you are requested to accord your approval to the Special Resolution as set out in Item No. 6 of the Notice of the AGM.

Thanking You,
Yours faithfully,
For Mphasis Limited

MAYANK VERMA
Digitally signed by MAYANK VERMA
Date: 2026.07.20 23:25:37 +05'30'

Mayank Verma
Senior Vice President and Company Secretary
Membership No.: ACS 18776

Initial
MV

Initial
BG