FEDERAL BANK
YOUR PERFECT BANKING PARTNER

SEC/LODR/271/2025-26 October 24, 2025

The Manager The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	The Manager Department of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, Floor 25, Dalal Street, Mumbai- 400 001

Ref.: Scrip Symbol: FEDERALBNK/Scrip Code: 500469

Dear Madam/ Sir,

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

Further to the prior intimation made on October 18, 2025, under Regulation 29 of the Listing Regulations and pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform you that the Board of Directors of The Federal Bank Limited ("**Bank**") at its meeting held today i.e., October 24, 2025, has *inter alia* considered and approved the following:

1. Issuance of the warrants by way of preferential issue on a private placement basis:

   Subject to approval of the shareholders of the Bank and such other regulatory/governmental authorities (including the Reserve Bank of India and Competition Commission of India) as may be required under applicable law, the Board of Directors of the Bank ("**Board**") has approved the issuance by way of a preferential issue on a private placement basis ("**Preferential Issue**"), of an aggregate of up to 27,29,74,043 (Twenty Seven Crores Twenty Nine Lakh Seventy Four Thousand and Forty Three Only) warrants ("**Warrants**"), each carrying a right to subscribe to 1 (one) fully paid-up equity share of the Bank having face value Rs. 2/- (Rupees Two only) each ("**Equity Share**") (including a premium of Rs. 225 (Rupees Two Hundred and Twenty Five only) per Equity Share), at a price of Rs. 227 (Rupees Two Hundred and Twenty Seven) per such Warrant, to Asia II Topco XIII Pte. Ltd. ("**Investor**"), for cash consideration aggregating up to Rs. 6,196,51,07,761 (Rupees Six thousand one hundred ninety-six crore fifty-one lakh seven thousand seven hundred sixty -one only), in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws.

   The details regarding the issuance of Warrants as required pursuant to Paragraph A(2) of Part A, Schedule III of the Listing Regulations read with the SEBI Master Circular **SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024** ("**SEBI Disclosure Circular**") are set out in **Annexure I.**

In connection with the Preferential Issue, the Board has approved, and the Bank has executed an investment agreement dated October 24, 2025, with the Investor ("**Investment Agreement**"). The material details regarding the Investment Agreement as required pursuant to Paragraph A(5) of Part A, Schedule III of the Listing Regulations read with the SEBI Disclosure Circular are set out in **Annexure II.**

2. Approval of grant of Special Right to Asia II Topco XIII Pte. Ltd. ("**Investor**")

Subject to the approval of the shareholders of the Bank in accordance with Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved the grant of a special right to the Investor to nominate 1 (one) retiring non-executive director on the Board upon exercise of all the Warrants by the Investor and subject to the Investor holding at least 5% of the paid-up share capital of the Bank, under the terms of the Investment Agreement.

3. Approval of Notice for Extra Ordinary General Meeting (EGM):

The Board has approved the convening of the Extra Ordinary General Meeting ("**EGM**") of the shareholders of the Bank on November 19, 2025 at 11:00 am by way of Video Conference (VC) or Other Audio-Visual Means (OVAM), along with the draft notice convening the EGM to be issued to the shareholders to seek the approval of the shareholders for the Preferential Issue and grant of a special right to the Investor to nominate a director on the Board and other matters.

Further, the Bank has fixed November 12, 2025, as the record date for ascertaining the names of the shareholders, holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted at the EGM.

Symbol	**Stock Exchange**	**Type of Security**	**Record date**	**Purpose**
500469	BSE Limited	Equity Shares	November 12, 2025	EGM and E-Voting
FEDERALBNK	National Stock Exchange of India Limited			

The board meeting commenced at 08:09 A. M. and concluded at 08:55 A. M.

Kindly take the same on record.

Thanking you,

For The Federal Bank Limited

SAMIR PRAVINCHANDRA RAJDEV
Digitally signed by SAMIR PRAVINCHANDRA RAJDEV
Date: 2025.10.24 08:56:40 +05'30'

Samir P Rajdev
Company Secretary

ANNEXURE I

Disclosure pursuant to Paragraph A(2) of Part A, Schedule III of the Listing Regulations read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Sl No	Particulars of disclosure	Disclosure
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Up to 27,29,74,043 (Twenty Seven Crores Twenty Nine Lakh Seventy Four Thousand and Forty Three Only) warrants ("**Warrants**"), each carrying a right to subscribe to 1 (one) equity share of the Bank having a face value Rs. 2/- (Rupees Two only) each ("**Equity Share**") (including a premium of Rs. 225 (Rupees Two Hundred Twenty Five only) per Equity Share).
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential issue on private placement basis (the "**Preferential Issue**") in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 27,29,74,043 (Twenty Seven Crores Twenty Nine Lakh Seventy Four Thousand and Forty Three Only) Warrants for cash at a price of Rs. 227/- (Rupees Two Hundred and Twenty Seven only) per Warrant ("**Warrant Issue Price**"), aggregating to an amount up to Rs. 6,196,51,07,761(Rupees Six thousand one hundred ninety-six crore fifty-one lakh seven thousand seven hundred sixty-one only), of which an amount equivalent to 25% (twenty five percent) of the Warrant Issue Price, will be payable at the time of subscription of each Warrant, and the remaining 75% (seventy five percent) of the Warrant Issue Price, will be payable by the Warrant holder at the time of allotment of Equity Shares pursuant to exercise of the option attached to the Warrant(s) to subscribe to the Equity Shares.
	In case of preferential issue	
i)	Names of the investor;	Asia II Topco XIII Pte. Ltd. ("**Investor**")
ii)	Post allotment of securities - outcome of the subscription	**Outcome of Allotment:** Details of shareholding of Asia II Topco XIII Pte. Ltd. in the Bank, prior to and after the proposed Preferential Issue, are as under:

The Federal Bank Ltd.| Secretarial Dept | 6th Floor, Federal Towers, Bank Junction, Aluva| Phone: 04842622263
Email: secretarial@federalbank.co.in | CIN: L65191KL1931PLC000368| Website: www.federalbank.co.in

		<table><tr><th rowspan="2">Investor</th><th rowspan="2">Particulars</th><th colspan="2" rowspan="2">Pre-issue</th><th colspan="2">Post Issue*</th></tr><tr><th colspan="2">Post exercise of Warrants into Equity Share</th></tr><tr><th></th><th></th><th>No of shares</th><th>%</th><th>No of shares</th><th>%</th></tr><tr><td>Asia II Topco XIII Pte. Ltd.</td><td>Issue of Share warrants</td><td>Nil</td><td>NA</td><td>27,29,74,043</td><td>9.99</td></tr></table> *Assuming full exercise of the Warrants into Equity Shares and excluding any issue of Equity Shares on account of exercise of any employee stock options and assuming no further issue of Equity Shares by the Bank.
iii)	Issue price / allotted price (in case of convertibles)	INR 227 (Rupees two hundred twenty seven) per Warrant. Each Warrant allotted to the Proposed Allottee will be convertible into 1 Equity Share of the Bank.
iv)	Number of investor	1 (One)
v)	In case of convertibles - Intimation on conversion of securities or on lapse of the tenure of the instrument	Each of the Warrants carries a right to subscribe to 1 (one) Equity Share. The tenor of the Warrants is 18 (eighteen) months from the date of their allotment. The tenor of the Warrants may be reduced in accordance with the terms of the Investment Agreement. The Warrants shall be convertible in one or more tranches. Any unconverted Warrants shall lapse, and the amount paid by the Investor on such Warrants shall stand forfeited.
4	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable

ANNEXURE II

Disclosure pursuant to Paragraph 5 of Part A, Schedule III of the Listing Regulations read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024:

Sl No	Particulars of disclosure	Disclosure
1.	**Name(s) of parties with whom the agreement is entered**	Investment Agreement dated October 24, 2025 (“**Investment Agreement**”) between The Federal Bank Limited and Asia II Topco XIII Pte. Ltd. (“**Investor**”)
2.	**Purpose of entering into the agreement**	The Investment Agreement records the terms of raising funds by way of preferential issue on private placement basis ("**Preferential Issue**") of Warrants to the Investor, in accordance with Chapter V of the ICDR Regulations and other applicable laws. The Investment Agreement provides, *inter alia*, that the Bank shall on a preferential basis issue to the Investor, and the Investor shall subscribe to, 27,29,74,043 (Twenty Seven Crores Twenty Nine Lakh Seventy Four Thousand and Forty Three Only) warrants (“**Warrants**”) for cash at a price of Rs. 227/- (Rupees Two Hundred and Twenty Seven only) per Warrant (“**Warrant Issue Price**”), aggregating to an amount up to Rs. 6,196,51,07,761(Rupees Six thousand one hundred ninety-six crore fifty-one lakh seven thousand seven hundred sixty-one only), each Warrant carrying a right to subscribe to 1 (one) fully paid-up equity share of the Bank having face value of Rs. 2 (Rupees Two only) each (“**Equity Share**”) (including a premium of Rs. 225 (Rupees Two Hundred and Twenty Five only) per Equity Share), in accordance with the terms specified in the Investment Agreement.
3.	**Shareholding, if any, in the entity with whom the agreement is executed**	Nil.
4.	**Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.**	The Investor shall have a right to nominate 1 (one) retiring non-executive director on the board of the Bank (“**Board**”) subject to applicable laws and terms of the Investment Agreement including the following: (a) the Investor should have exercised its right to convert all the Warrants (representing 9.99% of paid-up share capital of the Bank on a fully-diluted basis); (b) the Investor should hold at least 5% of the paid-up share capital of the Bank; and (c) approval of shareholders of the Bank under Regulation 31B of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (which will be required to be obtained again after the expiry of 5 (five) years from the date of grant of the approval by the shareholders).

		Issue of Warrants is subject to conditions precedents, including approvals from Reserve Bank of India, Competition Commission of India and shareholders of the Bank. The Warrants shall be exercisable by the Investor in 18 (eighteen) months. However, the tenor of the Warrants may be reduced in accordance with the terms of the Investment Agreement. The Warrants shall be convertible in one or more tranches. Any unconverted Warrants shall lapse, and the amount paid by the Investor on such Warrants shall stand forfeited.
5.	**Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship**	The Bank does not have any promoters. The Investor is not related to the group companies of the Bank.
6.	**Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"**	None of the transactions contemplated would constitute a related party transaction.
7.	**In case of issuance of shares to the parties, details of issue price, class of shares issued**	Up to 27,29,74,043 (Twenty Seven Crores Twenty Nine Lakh Seventy Four Thousand and Forty Three Only) Warrants for cash at a Warrant Issue Price of Rs. 227/- (Rupees Two Hundred and Twenty Seven only) per Warrant, aggregating to an amount up to Rs. 6,196,51,07,761 (Rupees Six thousand one hundred ninety-six crore fifty-one lakh seven thousand seven hundred sixty-one only, of which an amount equivalent to 25% (twenty five percent) of the Warrant Issue Price, shall be payable at the time of subscription of each Warrant, and upon exercise of the Warrant, in accordance with the terms of the Investment Agreement, the remaining 75% (seventy five percent) of the Warrant Issue Price, shall be payable by the Warrant holder at the time of allotment of Equity Shares.
8.	**Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity,**	Please refer to sub-point 4 of this Annexure II above.

	potential conflict of interest arising out of such agreements, etc.	
9.	**In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):** **a) name of parties to the agreement;** **b) nature of the agreement;** **c) date of execution of the agreement;** **d) details of amendment and impact thereof or reasons of termination and impact thereof.**	Not applicable.

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