

Website disclaimer

Page 1

Disclaimer - Important

PLEASE READ THIS NOTICE CAREFULLY

THESE MATERIALS ARE NOT DIRECTED AT OR INTENDED TO BE ACCESSED BY PERSONS LOCATED OUTSIDE INDIA. THESE MATERIALS ARE BEING MADE AVAILABLE ON THIS WEBSITE TO COMPLY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

Investors should read the Draft Red Herring Prospectus and seek professional advice before taking any action. J.P. Morgan India Private Limited (“J.P. Morgan”) does not accept any liability whatsoever direct or indirect that may arise from the use of the information contained in the Draft Red Herring Prospectus.

IMPORTANT: You must read and agree with the terms and conditions of the following disclaimer before continuing.

The following disclaimer applies to the Draft Red Herring Prospectus of Avanse Financial Services Limited (the “**Company**”) dated July 31, 2024 filed with the Securities and Exchange Board of India (“**SEBI**”) (the “**Draft Red Herring Prospectus**”) hosted on this website in connection with the public offering of securities (the “**Offer**”). J.P. Morgan is associated with the Offer as a Book Running Lead Manager (“**BRLM**”). You are advised to read this disclaimer carefully before reading, accessing or making any other use of the Draft Red Herring Prospectus. By accessing the Draft Red Herring Prospectus, you agree to be bound by the following terms and conditions, including any modifications to them from time to time.

The Draft Red Herring Prospectus is directed at, and is intended for distribution to, and use by, residents of India only. Residents of countries other than India are not authorized to view or use the information in this portion of our website. The Draft Red Herring Prospectus has been hosted on this website as prescribed under Regulation 26 of the SEBI ICDR Regulations. The information in this portion of our website, including the Draft Red Herring Prospectus, is not for publication or distribution, directly or indirectly, in or into the United States. Please note that because of restrictions imposed by law on soliciting offers of securities in various jurisdictions, subscription to the Offer will not be permitted to residents of certain jurisdictions. The contents of the Draft Red Herring Prospectus are for your information only and you acknowledge that access to the Draft Red Herring Prospectus is intended for use by you only and you agree not to forward the Draft Red Herring Prospectus on to any other person, internal or external to your company, in whole or in part, or otherwise provide access via e-mail or otherwise to any person. No part of the contents of the Draft Red Herring Prospectus shall be copied or duplicated in any form by any means, or redistributed.

You are reminded that documents transmitted in electronic form may be altered or changed during the process of transmission and consequently neither J.P. Morgan nor any of its affiliates, or their respective directors, officers and employees (together, the “**Affiliates**”), accepts any liability or responsibility whatsoever in respect of alterations or changes which have taken place during the course of transmission of electronic data.

The Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to the securities offered in any jurisdiction to any person and is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where (a) distribution or use of such information would be contrary to law or regulation; or (b) J.P. Morgan or any of its Affiliates would by virtue of such distribution become subject to new or additional registration, licensing or other regulatory requirements.

The equity shares of the Company (the “**Equity Shares**”) have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States absent registration under the U.S. Securities Act or except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) pursuant to Section 4(a) of the U.S. Securities Act, and (b) outside the United States in offshore transactions as defined in and in compliance with

Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering of the Equity Shares in the United States.

Any person into whose possession the Draft Red Herring Prospectus comes is required to inform himself or herself about and to observe any such restrictions. Neither J.P. Morgan nor any of its Affiliates is soliciting any action based on any information contained on this website, including the Draft Red Herring Prospectus, and such information should not be construed as an offer to sell or the solicitation of an offer to buy or subscribe for any securities. Potential investors should not rely on the Draft Red Herring Prospectus for any investment decision. Any decision on whether to invest in the securities described in the draft red herring prospectus may only be made after a red herring prospectus has been filed with the Registrar of Companies and must be made solely on the basis of such red herring prospectus. As there may be material changes in the red herring prospectus as compared to the draft red herring prospectus, potential investors should not rely on the draft red herring prospectus. Any potential investor should note that investment in the securities involves a high degree of risk. For details, potential investors should refer to the red herring prospectus, which may be filed by the Company with the relevant Registrar of Companies, including the section titled "*Risk Factors*".

Neither J.P. Morgan nor any of its Affiliates will be responsible for any loss or damage that could result from interception and interpretation by any third parties of any information being made available to you through this website. Neither J.P. Morgan nor any of its Affiliates represents that the content of the Draft Red Herring Prospectus is accurate or complete. J.P. Morgan and its Affiliates cannot and do not guarantee the accuracy, timeliness or completeness of the information being made available to you in the Draft Red Herring Prospectus beyond the date of the Draft Red Herring Prospectus. The information contained in the Draft Red Herring Prospectus is as of the date thereof and neither J.P. Morgan or its Affiliates are under any obligation to update the Draft Red Herring Prospectus to reflect circumstances arising after the date thereof.

J.P. Morgan and its Affiliates will not be responsible for any loss to any person or entity caused by any shortcoming, defect or inaccuracy which may have inadvertently or otherwise crept into the website. Neither J.P. Morgan, nor any of its Affiliates nor their directors, officers and employees will be liable or have any responsibility of any kind for any loss or damage that you incur in the event of any failure or disruption of this website, or resulting from the act or omission of any other party involved in making this website or the data contained therein available to you, or from any other cause relating to your access to, or inability to access or use of, the website or these materials.

Please note that forms downloaded and used for subscription to the Offer in contravention of the above will be rejected with no recourse to J.P. Morgan, the Company, or any of their respective Affiliates.

If you are not permitted to view the materials on this website or are in any doubt as to whether you are permitted to view these materials, please exit this webpage.

[Continue]