

## FORM OF SUB-PROXY

**Vedanta Resources Limited (formerly known as Vedanta Resources plc) (the “Company”), in its capacity as issuer**

*(a private company with limited liability incorporated under the laws of England and Wales)*

Legal Entity Identifier: 2138007MYEKPEAZQTW83

for use in connection with a meeting of the holders of the Company’s outstanding

### **U.S.\$1,000,000,000 6.125% Bonds due 2024**

(Regulation S Bonds – CUSIP: G9328DAP5, ISIN: USG9328DAP53, Common Code: 163545764)

(Rule 144A Bonds – CUSIP: 92241TAM4, ISIN: US92241TAM45, Common Code: 163545721)

(the “**2024 Bonds I**”)

**Vedanta Resources Finance II Plc (“VRF II”), in its capacity as issuer**

*(a public company with limited liability incorporated under the laws of England and Wales)*

Legal Entity Identifier: 8945002DGA3BBXO3N634

**Vedanta Resources Limited (the “Company”), in its capacity as guarantor**

*(a private company with limited liability incorporated under the laws of England and Wales)*

**Twin Star Holdings Ltd. (“Twin Star”), in its capacity as guarantor**

*(a company with limited liability incorporated under the laws of Mauritius)*

**Welter Trading Limited, in its capacity as guarantor**

*(a company with limited liability incorporated under the laws of Cyprus)*

for use in connection with a meeting of the holders of VRF II’s outstanding

### **U.S.\$1,000,000,000 13.875% Bonds due 2024**

(Regulation S Bonds – CUSIP: V9667MAA0, ISIN: USV9667MAA00, Common Code: 227224584)

(Rule 144A Bonds – CUSIP: 92243XAD3, ISIN: US92243XAD30, Common Code: 227224495)

(the “**2024 Bonds II**”)

### **U.S.\$1,200,000,000 8.95% Bonds due 2025**

(Regulation S Bonds – CUSIP: G9T27HAD6, ISIN: USG9T27HAD62, Common Code: 230809038)

(Rule 144A Bonds – CUSIP: 92243XAE1, ISIN: US92243XAE13, Common Code: 230809046)

(the “**2025 Bonds**”)

*(To be completed by a DTC Direct Participant only)*

***This Form of Sub-Proxy should be completed and signed by a duly appointed attorney or a duly authorised officer of the direct participant of DTC (the “DTC Direct Participant”) who was the holder of certain [2024 Bonds I/2024 Bonds II/2025 Bonds]\*\* as of 26 December 2023 (the “Record Date”) and who is named in the omnibus proxy (the “Omnibus Proxy”) that was issued by DTC on the Record Date and lodged with Morrow Sodali Ltd (the “Information and Tabulation Agent”) acting in its capacity as an information and tabulation agent in respect of the meeting by sending a pdf version of this Form of Sub-Proxy by email to Morrow Sodali Ltd ([vedanta@investor.morrowsodali.com](mailto:vedanta@investor.morrowsodali.com)) marked for the attention of Debt Services Team not later than 5:00 p.m. (EST) at or prior to the Voting Deadline on 2 January 2024 in order to be eligible to receive the Late Consent Fee or the Late Ineligible Bondholder Payment (or at or prior to the Early***

**Consent Deadline (5:00 p.m. (EST) on 27 December 2023) in order to be eligible to receive the Early Consent Fee or the Early Ineligible Bondholder Payment) and to appoint the Information and Tabulation Agent, the relevant Beneficial Owner, or another nominee as a sub-proxy, to attend and vote at the Meeting or adjourned Meeting. The Information and Tabulation Agent shall provide a copy of the Form of Sub-Proxy to the registrar appointed in respect of the [2024 Bonds I/2024 Bonds II/2025 Bonds]\*\*.**

**If this Form of Sub-Proxy is delivered in advance of the Record Date, please indicate the expected principal amount of such [2024 Bonds I/2024 Bonds II/2025 Bonds]\*\* as at the Record Date on the assumption that such Bonds will still be held by the DTC Direct Participant on behalf of the Bondholder as at the Record Date. Kindly note that the DTC Direct Participant will be responsible for either (a) ensuring that the indicate amount is kept on their account until the Record Date or (b) submitting an amended Form of Sub-Proxy for the correct amount if the position does change.**

**To be able to receive the relevant Consent Fee or Ineligible Bondholder Payment, DTC Direct Participants are required to submit, to the Information and Tabulation Agent a scanned copy, along with this Form of Sub-Proxy, of their duly completed W-8 Form or W-9 Form (as applicable) from the Internal Revenue Service ("IRS"), at or prior to the Voting Deadline. In the event that a DTC Direct Participant does not present the duly completed W-8 Form or W-9 Form (as applicable) with this Form of Sub-Proxy, while their vote in accordance with the Form of Sub-Proxy shall remain valid, they would not be able to receive the relevant Consent Fee or Ineligible Bondholder Payment until the Information and Tabulation Agent has receipt of their duly completed W-8 Form or W-9 Form.**

(1) We hereby certify that the total principal amount of [2024 Bonds I/2024 Bonds II/2025 Bonds]\*\* are held by us as of 26 December 2023, being the Record Date, in respect of which the votes attributable to them should be cast.

(2) We are:

**Tick only ONE of the boxes below:**

- ☐ an Eligible Bondholder; or
- ☐ an Ineligible Bondholder.

Separate Forms of Sub-Proxy are to be delivered for Eligible and Ineligible Bondholders.

(3) We appoint:

**Tick only ONE of the boxes below:**

- ☐ the Information and Tabulation Agent; (tick box if appropriate and please complete section (4) below); or
- ☐ an individual other than the Information and Tabulation Agent (tick box if appropriate and please complete section (5) below).

to act as our sub-proxy in respect of the [2024 Bonds I/2024 Bonds II/2025 Bonds]\*\* described above and to attend the Meeting (and any adjourned Meeting thereof) on our behalf.

- (4) We wish for, the Information and Tabulation Agent, as our sub-proxy to:

Please tick any of the boxes below where appropriate:

Bonds	Description of Bonds	Principal Amount of Bonds to be voted as indicated below:		
		Vote in Favour of the Extraordinary Resolution	Vote against the Extraordinary Resolution	Abstain from Voting
2024 Bonds I	Regulation S Bonds CUSIP: G9328DAP5			
	Rule 144A Bonds CUSIP: 92241TAM4			
2024 Bonds II	Regulation S Bonds CUSIP: V9667MAA0			
	Rule 144A Bonds CUSIP: 92243XAD3			
2025 Bonds	Regulation S Bonds CUSIP: G9T27HAD6			
	Rule 144A Bonds CUSIP: 92243XAE1			

- (5) We appoint the following individual:

(Name): \_\_\_\_\_

(Address): \_\_\_\_\_

(Passport number / ID card number): \_\_\_\_\_

(Issuing State): \_\_\_\_\_

or failing him: (“Alternate 1”)

(Name): \_\_\_\_\_

(Address): \_\_\_\_\_

(Passport number / ID card number): \_\_\_\_\_

(Issuing State): \_\_\_\_\_

to act as our sub-proxy in respect of the [2024 Bonds I/2024 Bonds II/2025 Bonds]\*\* described below and to attend the Meeting (and any adjourned Meeting thereof) on our behalf:

Bonds	Description of Bonds	Principal Amount of Bonds
2024 Bonds I	Regulation S Bonds CUSIP: G9328DAP5	
	Rule 144A Bonds CUSIP: 92241TAM4	
2024 Bonds II	Regulation S Bonds CUSIP: V9667MAA0	
	Rule 144A Bonds CUSIP: 92243XAD3	
2025 Bonds	Regulation S Bonds CUSIP: G9T27HAD6	
	Rule 144A Bonds CUSIP: 92243XAE1	

- (6) No other person has been appointed as a sub-proxy in respect of the above [2024 Bonds I/2024 Bonds II/2025 Bonds]\*\* and no voting instruction has been given in relation to such [2024 Bonds I/2024 Bonds II/2025 Bonds]\*\*.
- (7) Having submitted the Form of Sub-Proxy before the Early Consent Deadline or the Voting Deadline, appointed the Information and Tabulation Agent as our sub-proxy and selected "IN FAVOUR OF" in the above paragraph, we hereby request the payment of the applicable Consent Fee or Ineligible Bondholder Payment for which we may be eligible, to be paid to us as follows:

**Tick only ONE of the boxes below:**

☐ we would like to receive payment via check, in our name and to the address stated below in this Form of Sub-Proxy;

☐ we would like to receive payment to the account details below:

Account Name: \_\_\_\_\_

Account Number: \_\_\_\_\_

Swift Code of Correspondent Bank: \_\_\_\_\_

Name of Correspondent Bank: \_\_\_\_\_

Address of Correspondent Bank: \_\_\_\_\_

ABA: \_\_\_\_\_

IBAN (for DTC Direct Participants located outside of the United States only): \_\_\_\_\_

Contact details of relevant DTC Direct Participant for Queries: \_\_\_\_\_

- ☐ we would like to receive payment in the name of another person (please see details in the section entitled "Special Payment Instructions" of this Form of Sub-Proxy).

(8) In order to receive the relevant Consent Fee or Ineligible Bondholder Payment:

**Tick only ONE of the boxes below:**

- ☐ we are submitting a scanned version of the DTC Direct Participant's duly completed W-8 Form along with this Form of Sub-Proxy; or
- ☐ we are submitting a scanned version of the DTC Direct Participant's duly completed W-9 Form along with this Form of Sub-Proxy.

Capitalised terms used but not defined in this Form of Sub-Proxy shall have the meanings given to them in the Notice of Meeting in respect of the [2024 Bonds I/2024 Bonds II/2025 Bonds]\*\* dated 13 December 2023.

\_\_\_\_\_

Signed by a duly authorised officer on behalf of the DTC Direct Participant

Name of DTC Direct Participant: \_\_\_\_\_

DTC Account Number: \_\_\_\_\_

Date: \_\_\_\_\_

Authorised Signature of Guarantor: \_\_\_\_\_

Name: \_\_\_\_\_  
(please print)

Name of Firm: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone Number with Area Code: \_\_\_\_\_

Place MEDALLION SIGNATURE GUARANTEE here

Note: \*\* Delete where applicable

## SPECIAL PAYMENT INSTRUCTIONS

To be completed ONLY if the wire transfer(s) or check(s) for the applicable Consent Fee or Ineligible Bondholder Payment is (are) to be issued in the name of someone OTHER than the person(s) whose signature(s) appear(s) within this Form of Sub-Proxy

**Tick only ONE of the boxes below:**

- ☐ we would like for payment to be made via check to the details below:

Issue check in the name of:

Name: \_\_\_\_\_  
(please type or print)

Address: \_\_\_\_\_  
(include zip code)

\_\_\_\_\_  
(tax indemnification or social security number)

- ☐ we would like payment to be made to the account details below:

Account Name: \_\_\_\_\_

Account Number: \_\_\_\_\_

Swift Code of Correspondent Bank: \_\_\_\_\_

Name of Correspondent Bank: \_\_\_\_\_

Address of Correspondent Bank: \_\_\_\_\_

ABA: \_\_\_\_\_

IBAN (for international wires only): \_\_\_\_\_

### SPECIAL DELIVERY INSTRUCTIONS

To be completed ONLY if the check(s) for the applicable Consent Fee or Ineligible Bondholder Payment is (are) to be sent to addresses OTHER than that shown in this Form of Sub-Proxy

Name: \_\_\_\_\_  
(please type or print)

Address: \_\_\_\_\_  
\_\_\_\_\_  
(include zip code)