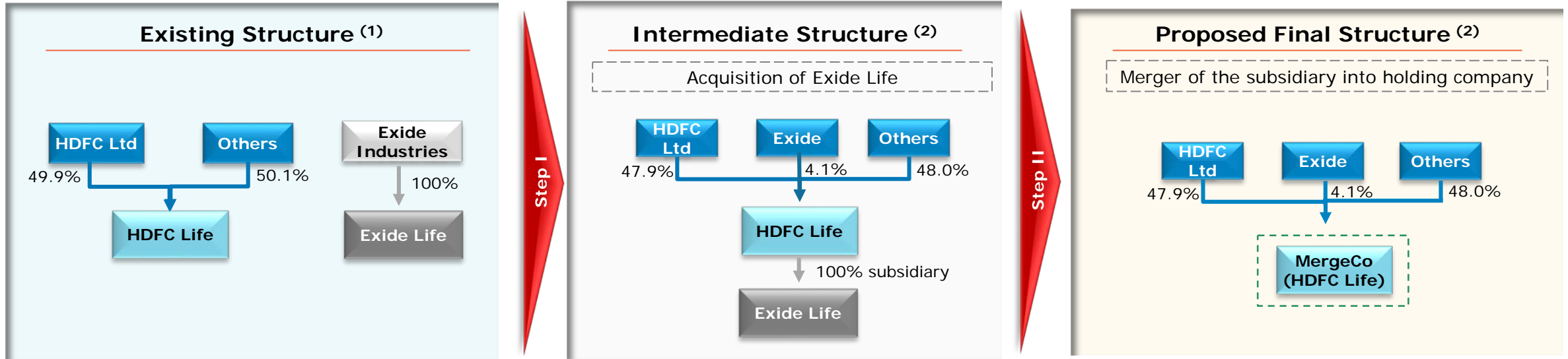


Exide Life: Acquisition and subsequent merger

September 3, 2021

Proposed structure



Deal Sequence	<ul style="list-style-type: none"> Acquisition of Exide Life through cash consideration and issuance of shares, followed by merger
Deal consideration	<ul style="list-style-type: none"> Aggregate consideration: Rs 6,687 Cr (8,70,22,222 shares @ Rs 685/share⁽³⁾ and cash payout of Rs 726 Cr)
Key approvals	<ul style="list-style-type: none"> Shareholder, IRDAI and CCI approval for proposed preferential allotment and acquisition IRDAI, NCLT and shareholder approval for proposed merger

Notes: 1. Shareholding as on Aug 31, 2021; 2. Based on shareholding and capital structure as of Aug 31, 2021; 3. SEBI floor price

Transaction rationale and objectives

Accelerate proprietary channel growth

- Adds ~40% to topline of HDFC Life Agency (based on FY21 nos.)
 - 36,700+ agent base as on 30th June, 2021

Complements our geographical presence

- Strong South India presence, especially in Tier 2 and Tier 3 locations

Good quality of business

- Good quality business focused on traditional and protection products
- Prudent risk management & conservative investment strategy resulting in robust Embedded Value

Synergies to enhance value for all stakeholders












- Customers to get access to a wider product suite and service touchpoints
- Potential to improve NBM via operating leverage and product mix optimisation

Respected brand and matching ethos

- Respected brand to help conserve value for all stakeholders
- Similar organization DNA and ethos
- Strong human capital comprising vintage and experienced employees

Key numbers at a glance ⁽¹⁾

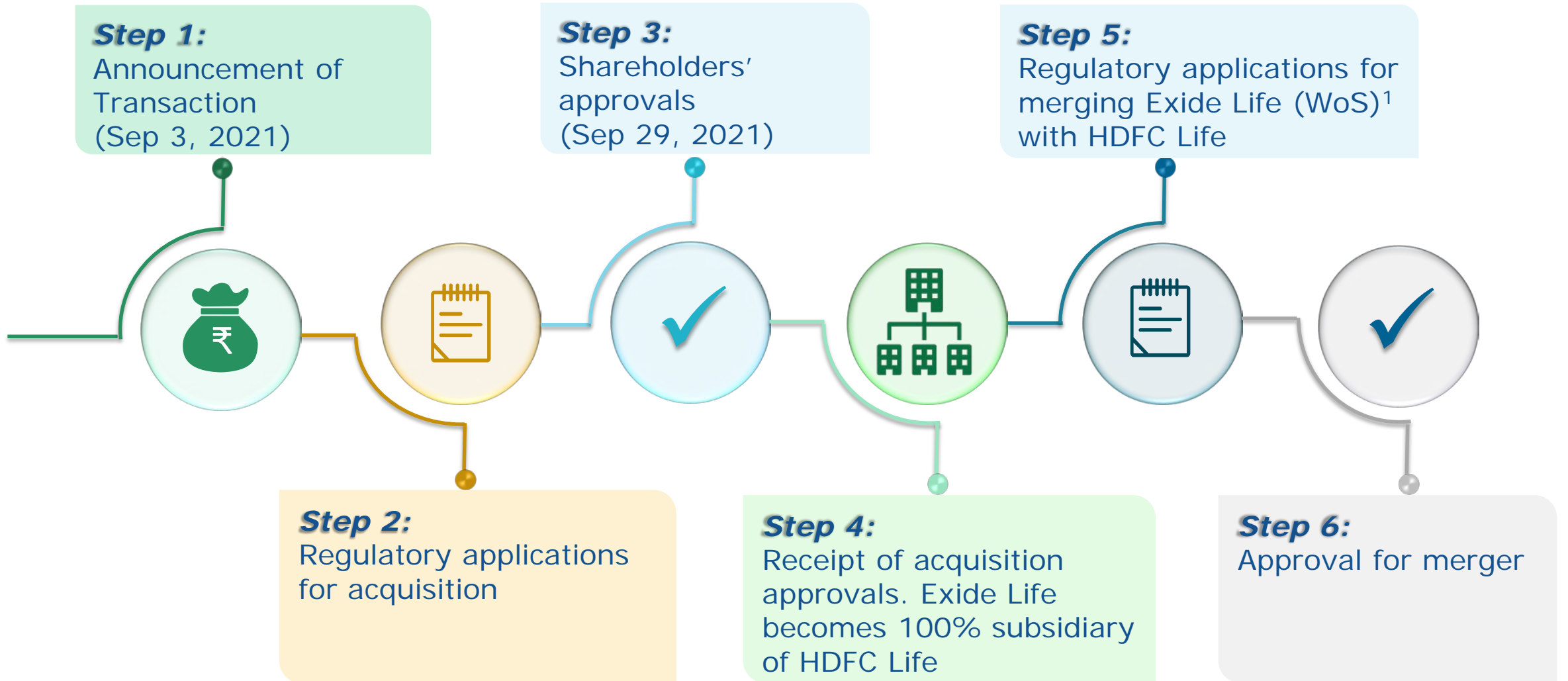
Rs crore

	 Sar utha ke jayo!	 Insurance	 Sar utha ke jayo!
 Total Premium	38,583	3,325	41,908
 Renewal Premium	18,477	2,544	21,021
 Individual WRP⁽²⁾	6,998	591	7,589
 Individual WRP⁽²⁾ private market share	15.5%	1.3%	16.8%
 Agency new business	937	358	1,295
 No. of agents ⁽³⁾	107,895	36,710	144,605
 Embedded Value ^(3,4)	27,331	2,711	30,042
 AUM ⁽³⁾	1,81,272	18,780	200,052

Notes:

1. Numbers pertain to FY21; 2. WRP stands for weighted received premium; 3. As on 30th June 2021;
4. Embedded Value of Exide Life, as on 30th June 2021, has been reviewed by Willis Towers Watson Actuarial Advisory LLP

Key milestones



Thank You

Disclaimer

The proposed transaction is subject to approval of various regulatory and other authorities, including without limitation, the Insurance Regulatory and Development Authority of India (IRDAI) and Competition Commission of India (CCI). Estimates, expectations, and business plans in this press release are forward-looking statements based on currently available information and the management's current views and assumptions. Such statements are naturally subject to risks and uncertainties. In addition to statements which are forward-looking by reason of context, the words "will", "expects", "plans", "intends", "anticipates", "believes", "estimates", "predicts", "potential", or "continue" and similar expressions identify forward-looking statements. Factors such as changes in applicable laws and regulations, including in regard to the life insurance sector, the development of general economic conditions, future market conditions, unusual catastrophic loss events, changes in the capital markets and other circumstances may cause the actual events or results to be materially different from those anticipated by such statements. HDFC Life, Exide Life and Exide Industries ("Parties") do not make any representation or warranty, express or implied, as to the accuracy, completeness or updated status of the statements contained in this press release. Therefore, in no case whatsoever will the Parties be liable to anyone for any decision made or action taken in conjunction with the information and/or statements in this press release or for any related damages.