

POST OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (AS AMENDED)

ROUTE MOBILE LIMITED

Registered Office: 4th Dimension, 3rd floor, Mind Space, Malad (West), Mumbai, Maharashtra – 400 064, India
Corporate Identification Number (CIN): L72900MH2004PLC146323
Tel: 022-40337676; Website: www.routemobile.com

OPEN OFFER FOR ACQUISITION OF UP TO 1,64,05,338 (ONE CRORE SIXTY-FOUR LAKH FIVE THOUSAND THREE HUNDRED AND THIRTY-EIGHT) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10 (INDIAN RUPEES TEN) EACH ("EQUITY SHARES"), REPRESENTING 26.00% (TWENTY-SIX PER CENT.) OF THE EXPANDED VOTING SHARE CAPITAL OF ROUTE MOBILE LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY PROXIMUS OPAL ("ACQUIRER") ALONG WITH PROXIMUS ("PAC"), IN ITS CAPACITY AS PERSON ACTING IN CONCERT WITH THE ACQUIRER FOR THE PURPOSES OF THE OPEN OFFER, PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (THE "SEBI (SAST) REGULATIONS") (THE "OPEN OFFER"/"OFFER").

This post-offer advertisement ("Post-Offer Advertisement") is being issued by Morgan Stanley India Company Private Limited, the manager to the Open Offer ("Manager"), for and on behalf of the Acquirer and the PAC, in connection with the Open Offer to the Public Shareholders of the Target Company, in compliance with Regulation 18(12) of the SEBI (SAST) Regulations. The detailed public statement dated 22 July 2023 ("Detailed Public Statement" or "DPS") with respect to the aforementioned Open Offer was published on 24 July 2023 in the following newspapers: Financial Express (English), Jansatta (Hindi) and Navshakti (Marathi) (collectively, the "Newspapers").

This Post-Offer Advertisement should be read in continuation of, and in conjunction with the:

- public announcement dated 17 July 2023 ("Public Announcement" or "PA");
- Detailed Public Statement;
- letter of offer dated 15 March 2024 ("Letter of Offer" or "LoF"); and
- pre-offer advertisement cum corrigendum to the DPS and the PA, dated 20 March 2024, published on 22 March 2024 in the Newspapers.

This Post-Offer Advertisement is being published in the Newspapers. Capitalized terms used but not defined in this Post-Offer Advertisement shall have the same meaning assigned to such terms in the Letter of Offer.

The Public Shareholders of the Target Company are requested to kindly note the following information with respect to the Open Offer:

1.	Name of the Target Company:	Route Mobile Limited
2.	Name of the Acquirer and the PAC:	Acquirer: Proximus Opal PAC: Proximus
3.	Name of the Manager to the Open Offer:	Morgan Stanley India Company Private Limited
4.	Name of the Registrar to the Open Offer:	KFin Technologies Limited
5.	Open Offer Details (a) Date of opening of the Open Offer: (b) Date of closure of the Open Offer:	27 March 2024 (Wednesday) 12 April 2024 (Friday)
6.	Date of payment of consideration:	24 April 2024 (Wednesday)

7. Details of Acquisition

Sr. No.	Particulars	Proposed in the Open Offer Document (Letter of Offer)	Actuals
1.	Offer Price (per equity share)	₹1,644.67 per Equity Share being the aggregate of Offer Price of ₹1,626.40 payable along with the Applicable Interest of ₹18.27 per Equity Share	₹1,644.67 per Equity Share being the aggregate of Offer Price of ₹1,626.40 payable along with the Applicable Interest of ₹18.27 per Equity Share
2.	Aggregate number of shares tendered	1,64,05,338*	1,57,68,803
3.	Aggregate number of shares accepted	1,64,05,338*	1,57,68,803
4.	Size of the Offer (Number of shares multiplied by Offer Price per share)	₹ 26,98,13,67,249 [^]	₹ 25,93,44,77,231
5.	Shareholding of the Acquirer and the PAC before agreements/Public Announcement (Number of Equity Shares and % of Expanded Voting Share Capital)	Acquirer: Nil (0.00%) PAC: Nil (0.00%)	Acquirer: Nil (0.00%) PAC: Nil (0.00%)
6.	Shares acquired by way of agreements • Number • % of the Expanded Voting Share Capital	Acquirer: 3,64,14,286 (57.71%) PAC: Nil (0.00%)	Acquirer: 3,64,14,286 [^] (57.71%) PAC: Nil (0.00%)
7.	Shares acquired by way of Open Offer • Number • % of the Expanded Voting Share Capital	Acquirer: 1,64,05,338* (26.00%*) PAC: Nil (0.00%)	Acquirer: 1,57,68,803 (24.99%) PAC: Nil (0.00%)
8.	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the Expanded Voting Share Capital	Acquirer: Nil (0.00%) PAC: Nil (0.00%)	Acquirer: Nil (0.00%) PAC: Nil (0.00%)
9.	Post offer shareholding of the Acquirer and the PAC • Number • % of the Expanded Voting Share Capital	Acquirer: 5,28,19,624* (83.71%*) PAC: Nil (0.00%)	Acquirer: 5,21,83,089 (82.70%) [^] PAC: Nil (0.00%)
10.	Pre and Post offer shareholding of the public • Number • % of the Expanded Voting Share Capital	Pre-offer 2,66,83,166 [§] (42.29%)	Post-offer 1,02,77,828* (16.29%*)
		Pre-offer 2,66,83,166 [§] (42.29%)	Post-offer 1,09,14,363 (17.30%)

Notes:

- * Assuming full acceptance under the Open Offer.
^ Aggregate of (a) ₹26,68,16,41,723 i.e., the maximum consideration payable under this Open Offer assuming full acceptance at the Offer Price; and (b) ₹29,97,25,526 in interest at the Applicable Interest of ₹18.27 per Equity Share.
The Underlying Transaction contemplated by the Share Purchase Agreement is yet to be consummated and it will be consummated within the time-period prescribed under the SEBI (SAST) Regulations.
§ This includes 3,08,920 outstanding employee stock options of the Target Company already vested as on the date of the Letter of Offer, exercisable into equal number of Equity Shares.
- The Acquirer, the PAC along with their respective directors severally and jointly accept full responsibility for the information contained in this Post-Offer Advertisement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company and/or the Sellers) also for the obligations of the Acquirer and the PAC laid down in the SEBI (SAST) Regulations.
 - This Post-Offer Advertisement will also be available on SEBI's website (www.sebi.gov.in), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and at the registered office of the Target Company.

Issued on behalf of the Acquirer and the PAC by the Manager	Registrar to the Open Offer
<p>Morgan Stanley Morgan Stanley India Company Private Limited Address: 18F, Tower 2, One World Center, Plot 841, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India Contact Person: Ankit Garg Tel. No.: +91 22 6118 1000 Fax No.: +91 22 6118 1011 Email: ankit.garg@morganstanley.com SEBI Registration Number: INM000011203 Validity Period: Permanent Registration</p>	<p>KFINTECH KFin Technologies Limited Address: Selenium, Tower B, Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi - 500 032, Telangana, India Contact Person: M. Murali Krishna Tel No.: +91 40 6716 2222/18003094001 Fax No.: +91 40 6716 1563 E-mail: rml.openoffer@kfinotech.com Investor Grievance E-mail: einward.ris@kfinotech.com SEBI Registration Number: INR00000221 Validity Period: Permanent Registration</p>

Issued by the Manager to the Open Offer

For and on behalf of the Acquirer and PAC

Proximus Opal (Acquirer)
Proximus (PAC)

Place: Belgium
Date: 26 April 2024