## **Fairfax India Holdings Corporation**

TSX Stock Symbol: FIH.U

## **TORONTO, June 15, 2021**

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## FAIRFAX INDIA ANNOUNCES US\$105 MILLION SUBSTANTIAL ISSUER BID

Fairfax India Holdings Corporation ("Fairfax India" or the "Company") (TSX: FIH.U) announces that its Board of Directors has authorized, and the Company has formally commenced, a substantial issuer bid (the "Offer"), pursuant to which the Company will offer to repurchase for cancellation up to US\$105 million of its subordinate voting shares (the "Shares") from shareholders for cash.

"The Offer will allow us to return capital to our shareholders at what we view as an attractive price given our belief that the Company's recent trading price does not fully reflect the value of our business and future prospects," said Prem Watsa, Chairman of Fairfax India.

The Offer will proceed by way of a "modified Dutch auction", which allows shareholders to select the price, within the specified range, at which each shareholder is willing to sell all or a portion of their Shares. The Offer prices range from US\$12.50 to US\$15.00 per Share (in increments of US\$0.10 per Share). The Offer will be for up to a maximum of 8,400,000 Shares, or approximately 7.0% of Fairfax India's 119,323,756 total issued and outstanding Shares, based on full participation and a purchase price equal to the minimum purchase price per Share.

Shareholders who wish to participate in the Offer will be able to do so through (i) auction tenders in which they will specify the number of Shares being tendered at a price of not less than US\$12.50 and not more than US\$15.00 per Share, in increments of US\$0.10 per Share; or (ii) purchase price tenders in which they will not specify a price per Share, but rather, will agree to have a specified number of Shares purchased at the purchase price to be determined by auction tenders. Shareholders who validly deposit Shares without specifying the method in which they are tendering their Shares will be deemed to have made a purchase price tender. Fairfax Financial Holdings Limited, the ultimate parent of the Company, has advised the Company that it will not tender any Shares pursuant to the Offer.

Upon expiry of the Offer, Fairfax India will determine the lowest purchase price (which will not be more than US\$15.00 per Share and not less than US\$12.50 per Share) that will allow the Company to purchase the maximum number of Shares properly tendered to the Offer, and not properly withdrawn, having an aggregate purchase price not exceeding US\$105 million.

If Shares with an aggregate purchase price of more than US\$105 million are properly tendered and not properly withdrawn, Fairfax India will purchase the tendered Shares on a *pro rata* basis after giving effect to "odd lot" tenders (of shareholders beneficially owning fewer than 100 Shares), which will not be subject to proration. In that case, all Shares tendered at or below the finally determined purchase price will be purchased, subject to proration, at the same purchase price determined pursuant to the terms of the Offer. Shares that are not purchased, including Shares tendered pursuant to auction tenders at prices above the purchase price, will be returned to shareholders.

Fairfax India will release its second quarter 2021 financial results after the close of markets on July 29, 2021. The Offer will expire at 5:00 p.m. (Eastern time) on August 6, 2021, unless the Offer is extended or withdrawn by Fairfax India. The Offer will not be conditional upon any minimum number of Shares being tendered. The Offer will, however, be subject to other conditions and Fairfax India will reserve the right, subject to applicable laws, to withdraw or amend the Offer, if, at any time prior to the payment of deposited Shares, certain events occur.

The formal offer to purchase, issuer bid circular and related letter of transmittal and notice of guaranteed delivery (the "Offer Documents"), containing the terms and conditions of the Offer and instructions for tendering Shares, among other things, are being sent to shareholders and will be filed by June 16, 2021 with the applicable securities regulators and will be available on SEDAR at www.sedar.com.

Neither Fairfax India nor its Board of Directors makes any recommendation to shareholders as to whether to tender or refrain from tendering any or all of their Shares to the Offer or as to the purchase price or prices at which shareholders may choose to tender Shares. Shareholders are urged to read the Offer Documents carefully and in their

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entirety, and to consult their own financial, tax and legal advisors and to make their own decisions with respect to participation in the Offer.

Any questions or requests for assistance in tendering Shares to the Offer may be directed to Computershare Investor Services Inc., the depositary for the Offer. Fairfax India has engaged Scotiabank to act as exclusive financial advisor in respect of the Offer.

This press release is neither an offer to purchase nor a solicitation of an offer to sell any Shares. The solicitation and the offer to purchase Shares by Fairfax India will be made pursuant to the Offer Documents that Fairfax India will file with the Canadian securities regulatory authorities and that Fairfax India will distribute to its shareholders, copies of which will be available on SEDAR at <u>www.sedar.com</u>. These documents contain important information about the Offer and shareholders of Fairfax India are urged to read them carefully.

Fairfax India is an investment holding company whose objective is to achieve long term capital appreciation, while preserving capital, by investing in public and private equity securities and debt instruments in India and Indian businesses or other businesses with customers, suppliers or business primarily conducted in, or dependent on, India.

For further inform	ation, contact:	J
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This press release may contain forward-looking statements within the meaning of applicable securities legislation. Forward-looking statements may relate to the Company's or an Indian investment's future outlook and anticipated events or results and may include statements regarding the financial position, business strategy, growth strategy, budgets, operations, financial results, taxes, dividends, plans and objectives of the Company. Particularly, statements about the Offer and the terms thereof (including relating to the size, timing, and terms and conditions of the Offer), the timing of release of Fairfax India's second quarter 2021 financial results, and statements regarding future results, performance, achievements, prospects or opportunities of the Company, an Indian investment, or the Indian market are forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved".

Forward-looking statements are based on our opinions and estimates as of the date of this press release, and they are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements, including but not limited to the following factors: the COVID-19 pandemic; oil price risk; geographic concentration of investments; foreign currency fluctuation; volatility of the Indian securities markets; investments may be made in foreign private businesses where information is unreliable or unavailable; valuation methodologies involve subjective judgments; financial market fluctuations; pace of completing investments; minority investments; reliance on key personnel and risks associated with the Investment Advisory Agreement; lawsuits; use of leverage; significant ownership by Fairfax may adversely affect the market price of the subordinate voting shares; weather risk; taxation risks; emerging markets; multilateral instrument; economic risk; and trading price of subordinate voting shares relative to book value per share risk. Additional risks and uncertainties are described in the Company's annual information form dated March 5, 2021 which is available on SEDAR at <u>www.sedar.com</u> and on the Company's website at <u>www.fairfaxindia.ca</u>. These factors and assumptions are not intended to represent a complete list of the factors and assumptions that could affect the Company. These factors and assumptions, however, should be considered carefully.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements contained herein, except as required by applicable securities laws.