Genpact Announces Secondary Equity Offering on Behalf of Selling Shareholders

NEW YORK, Nov. 14, 2017 /PRNewswire/ -- Genpact Limited (NYSE: G) ("Genpact"), a global professional services firm focused on delivering transformation, today announced an underwritten public offering of 10,000,000 common shares by certain shareholders, consisting of entities affiliated with Bain Capital Investors, LLC ("Bain Capital") and its co-investor, GIC Private Limited ("GIC," and together with Bain Capital, the "Selling Shareholders"). The Selling Shareholders are offering approximately 17% of Genpact's shares they beneficially own.

After giving effect to this offering, the Selling Shareholders will beneficially own approximately 25% of Genpact's outstanding common shares. In addition, after giving effect to this offering, the number of directors that Bain Capital will be entitled to designate for nomination to Genpact's board of directors will be reduced to three under Genpact's shareholder agreement with the Selling Shareholders, which provides that Bain Capital has the right to designate for nomination four directors to Genpact's board of directors, subject to reduction based on certain minimum shareholding thresholds and other requirements and increases in certain circumstances.

Genpact is not selling any common shares in, and will not receive any proceeds from, the offering.

J.P. Morgan is acting as the sole underwriter for the offering and proposes to offer the common shares from time to time for sale in one or more transactions on the New York Stock Exchange, in the over-the-counter market, through negotiated transactions or otherwise at prevailing market prices, at prices related to prevailing market prices or at negotiated prices.

Delivery of the common shares is expected to be made against payment therefor on or about the fourth business day following the date of pricing (this settlement cycle being referred to as "T+3"). Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade common shares on the date of pricing or the next succeeding business day will be required, by virtue of the fact that the common shares initially will settle in T+3, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement, and so should consult their own advisors.

The issuer has filed a registration statement (including a prospectus) (File No. 333-210729) with the U.S. Securities and Exchange Commission (SEC) for the offering to which this communication relates and has become effective. A preliminary prospectus supplement relating to the offering will also be filed with the SEC. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer, the Selling Shareholders and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the issuer, underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement and accompanying prospectus if you request it from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by calling 8668039204 (toll free).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

About Genpact

Genpact (NYSE: G) is a global professional services firm that makes business transformation real. We drive digital-led innovation and digitally-enabled intelligent operations for our clients, guided by our experience running thousands of processes for hundreds of Global Fortune 500 companies. We think with design, dream in digital, and solve problems with data and analytics. We obsess over operations and focus on the details – all 77,000+ of us. From New York to New Delhi and more than 20 countries in between, Genpact has the end-to-end expertise to connect every dot, reimagine every process, and reinvent companies' ways of working. We know that rethinking each step from start to finish will create better business outcomes. Whatever it is, we'll be there with you – putting data and digital to work to create bold, lasting results – because transformation happens here.

Safe Harbor

Statements in this press release concerning Genpact's future expectations, plans and prospects, including statements concerning the proposed secondary public offering of common shares of Genpact and the Selling Stockholders' beneficial ownership and related rights giving effect to the offering, constitute forward-looking statements for the purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those in such forward-looking statements. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including risks related to those associated with market conditions and the satisfaction of customary closing conditions related to the proposed secondary offering, as well as other risks detailed in our filings made with the U.S. Securities and Exchange Commission, including the prospectus supplement and accompanying prospectus relating to this offering and Genpact's Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K. These filings are available at www.sec.gov. Genpact may from time to time make additional written and oral forward-looking statements, including statements contained in our filings with the Securities and Exchange Commission and our reports to shareholders. Although Genpact believes that these forward-looking statements are based on reasonable assumptions, you are cautioned not to put undue reliance on these forward-looking statements, which reflect management's current analysis of future events and should not be relied upon as representing management's expectations or beliefs as of any date subsequent to the time they are made. Genpact undertakes no obligation to update any forward-looking statements that may be made from time to time by or on behalf of Genpact.

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