

October 29, 2025

To,
National Stock Exchange of India Limited **BSE Limited**
(NSE: RATEGAIN) (BSE: 543417)

Sub: Disclosure under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Ma'am,

This is with reference to the disclosure filed by the Company on September 30, 2025, pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulation**"), that RateGain Travel Technologies Limited, (hereinafter referred to as the "**Company**") had indirectly, through its newly incorporated wholly owned subsidiary, RateGain Merger Sub, Inc. entered into definitive agreements for the acquisition of Sojern, Inc. and its subsidiaries (hereinafter referred to as "**Sojern/Target**").

Further, the Company has signed a Facility Agreement on October 29, 2025 ("**Facility Agreement**"), and issued corporate guarantee in favor of The Hongkong and Shanghai Banking Corporation Limited ("**HSBC**") and CitiGroup Global Markets Asia Limited ("**Citibank**") in respect of loan facilities being availed by RateGain Technologies limited, UK ("**Guarantee**").

Pursuant to Regulation 30 read with Schedule III of the LODR Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, we are enclosing herewith:

- Details with respect disclosure pertaining to loan/Facility Agreement to be made under subclause 5 of Para B of Part A of Schedule III of the LODR Regulation as Annexure-A
- Details with respect disclosure pertaining to Guarantee to be made under subclause 11 of Para B of Part A of Schedule III of the LODR Regulation as Annexure-B

This is for your information and records.

Yours faithfully,
For RateGain Travel Technologies Limited

Mukesh Kumar
General Counsel,
Company Secretary & Compliance Officer
Membership No.: A17925
Encl.: As above

ANNEXURE A

Disclosure under clause 5 of Para B of Part A of Schedule III of LODR Regulations

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	Citibank and HSBC
2.	Purpose of entering into the agreement	Raising a term loan of US\$ 125,000,000 by the RateGain Technologies limited, UK from HSBC and Citibank for the acquisition of Target.
3.	Size of agreement (Facility Amount)	US\$ 125,000,000
4.	Shareholding, if any, in the entity with whom the agreement is executed	NIL
5.	Significant terms of the agreement	<p>Interest Rate: The rate of interest on the Loan for each Interest Period is the percentage rate per annum which is the aggregate of the applicable:</p> <p>(a) Margin; and</p> <p>(b) Reference Rate</p> <p>As more fully described in the Facility Agreement.</p> <p>Repayment: facility is to be repaid by the date which is 48 months after the date of the Facility Agreement</p>
6.	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Not Applicable
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Not Applicable
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
9.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis	<p>Lender(s): HSBC and Citibank</p> <p>Borrower: RateGain Technologies Limited, UK</p> <p>Nature of the Loan: Secured Loan</p> <p>Total amount outstanding: NIL</p> <p>Total amount of the Loan granted/ taken The Facility Agreement is signed for aggregated amount of US\$ 125,000,000.</p> <p>Date of execution of the loan agreement: October 29, 2025</p>

		Security: As provided by the group companies and the Target and as more fully described in the Facility Agreement.
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	NIL
11.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): <ul style="list-style-type: none"> i. name of parties to the agreement. ii. nature of the agreement. iii. date of execution of the agreement. iv. details of amendment and impact thereof or reasons of termination and impact thereof. 	Not Applicable

ANNEXURE B

Disclosure under clause 11 of Para B of Part A of Schedule III of LODR Regulations

S. No.	Particulars	Details
12.	Name of party for which such guarantees or indemnity or surety was given	RateGain Technologies Limited, UK, a wholly owned subsidiary of the Company
13.	Whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at "arm's length	<p>The promoters/ promoter group/ group companies do not have any interest in this transaction.</p> <p>The corporate guarantee issued on an arm's length basis, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.</p>
14.	Brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee	The Company, along with its material wholly owned subsidiaries (RateGain Technologies, Inc. and RateGain Adara, Inc.), issued a corporate guarantee for an amount of US\$137,500,000 in favour of HSBC and Citibank, for the credit facility being availed by RateGain Technologies Limited, UK.
15.	Impact of such guarantees or indemnity or surety on listed entity	The Company does not foresee any impact of such guarantee as it has been issued to secure the facility extended to RateGain Technologies Limited, UK, (a wholly owned subsidiary), whose financials shall be consolidated with the Company.