

September 30, 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,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that RateGain Travel Technologies Limited, (hereinafter referred to as the "Company") has 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").

The Company has approved further investment in RateGain Technologies Limited, UK, (hereinafter referred to as "RateGain UK") its wholly owned material subsidiary, which is proposed to be used to fund the Proposed Acquisition.

Further, the Company has also approved issuance of corporate guarantee of up to USD 150 million to banks and/or financial institutions in respect of loan facilities to be availed by RateGain UK.

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

- Details with respect to the Proposed Acquisition as Annexure-A.
- Details with respect to the corporate guarantee 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

| S. No. | Particulars | Details |
|--------|---|---|
| 1. | Name of the target entity, details in brief such as size, turnover, etc. | Sojern was founded in the year 2007, headquartered in the USA. Sojern offers AI powered Hospitality & Travel Marketing & Guest Engagement Platform. It reported an Annual Turnover (Gross) of USD 172.2 Million for Calendar Year 2024. |
| 2. | Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”. | No, the acquisition is not a related party transaction and none of the promoters / promoter group / group companies have any interest in the entities involved in the transaction. |
| 3. | Industry to which the entity being acquired belongs. | Travel Technologies - Digital Marketing Solutions. |
| 4. | Objects and effects of acquisition (<i>including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity</i>). | <p>The Proposed Acquisition is part of the Company’s inorganic growth plans to deepen its presence across the travel and hospitality segment.</p> <p>The acquisition underscores RateGain’s AI-first strategy and strengthens its unified vision of building a platform that helps hotels to acquire guests, engage & retain them, and do a wallet share expansion.</p> <p>By combining Sojern’s demand-generation capabilities with RateGain’s existing distribution, analytics, and revenue optimization solutions, RateGain will be able to provide hospitality players with a broader set of complementary tools to compete in a complex, fast-changing travel environment.</p> |
| 5. | Brief details of any governmental or regulatory approvals required for the acquisition. | Anti-trust approvals are required under the competition laws of the United States (HSR Filing) and such other regulatory approvals as may be required. |
| 6. | Indicative time period for completion of the acquisition. | The transaction is expected to be completed within 45-90 days from the date of signing of the agreement subject to regulatory approvals. |
| 7. | Nature of consideration - whether cash consideration or share swap and details of the same. | Cash consideration |

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| 8. | Cost of acquisition or the price at which the shares are acquired. | Purchase consideration - USD 250 million | |
| 9. | Percentage of shareholding / control acquired and / or number of shares acquired. | 100% | |
| 10. | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief). | Products / line of business | Sojern offers an AI powered Hospitality & Travel Marketing Platform to deliver deep traveler insight, intelligent audiences, multichannel activation & optimization, and guest experience solutions. |
| | | Date of incorporation | May 20, 2008 |
| | | History of last 3 years turnover of Sojern, Inc: | The revenue from operations of Sojern, Inc. for the previous three financial years is as follows: CY 2024: USD 172.2 Mn CY 2023: USD 165.7 Mn CY 2022: USD 149.3 Mn |
| | | Country in which the acquired entity has presence | Sojern Inc., along with its subsidiaries, has a global presence with customers spread across geographies. It has offices and/or employees in US, UK, Ireland, UAE, Singapore, France and Mexico. |

ANNEXURE B

| S. No. | Particulars | Details |
|--------|--|--|
| 1. | Name of party for which such guarantees or indemnity or surety was given | RateGain Technologies Limited, UK, a wholly owned subsidiary of the Company |
| 2. | 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 shall be issued on an arm’s length basis, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.</p> |
| 3. | 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.), shall issue a corporate guarantee for an amount up to USD 150 million in favour of the banks and/or financial institutions (or Agent thereof as per the terms of the agreement for the purpose) from which the credit facility shall be availed by RateGain Technologies Limited, UK. |
| 4. | 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. |