

February 15, 2026

To,  
The Manager  
Department of Corporate Services,  
BSE Limited  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street Fort,  
Mumbai- 400001, Maharashtra

**BSE Code: 531525/890230****Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”)**

Dear Sir/Ma’am

This is in continuation of our intimation dated August 27, 2025 and pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, we would like to inform you that **Ace Software Exports Limited (“the Company”)** has entered into binding term sheet on February 15, 2026 for proposed acquisition of 40% equity stake in a) **MyUtilityGenius Limited (“MUG”)** and b) **MyUtilityGenius Commercial Limited (“MUGC”)**, companies incorporated in the United Kingdom, (collectively referred to as “**Target Companies**”) from **Westbury Solutions Limited (“Seller”)**

The Proposed Acquisition by the Company shall be subject to execution of a definitive Share Purchase & Subscription Agreement (“SPSA”) and Shareholders' Agreement (“SHA”) on terms mutually acceptable to the Company and Seller and execution of any other documents as may be necessary, and effected on such terms and conditions as may be contained in the definitive agreements, and shall be subject to completion of due diligence and completion of customary conditions precedent such as procurement of any third-party consents or regulatory approvals.

Appropriate disclosures shall be made in due course, upon execution of the SPSA and the SHA, as may be required under applicable law.

The details required under the SEBI Listing Regulations read with the SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed as **Annexure-A** to this letter.

The aforementioned information shall also be available on the Company's website [www.acesoftex.com](http://www.acesoftex.com).

This is for your Information and record.

Thanking You,

Yours Faithfully,

**For, Ace Software Exports Limited**

**Mansi Patel**  
**Company Secretary & Compliance Officer**

*Encl. As above*

**Annexure-A**

*Disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026.*

Sr. No	Particulars	Details
1	<p>The name of the target entity, details in brief such as size, turnover etc.;</p> <p>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)</p>	<p>MyUtilityGenius Limited and MyUtilityGenius Commercial Limited were both incorporated in 2019 in England and Wales, United Kingdom.</p> <p>The turnover (i.e., Revenue from Operation) for the last financial years for the period July to June are as under: -</p> <p><b>MyUtilityGenius Limited (MUG)</b>                      Financial year 2025 – GBP 5,54,332 (INR – 6.52 Cr)                      Financial year 2024 – GBP 4,85,442 (INR – 5.12 Cr)</p> <p><b>MyUtilityGenius Commercial Limited (MUGC)</b>                      Financial year 2025– GBP 1,126,026 (INR – 13.25 Cr)                      Financial year 2024 – GBP 9,56,369 (INR – 10.08 Cr)</p> <p>The Target Companies operates as a UK-based energy technology and consultancy group combining advanced software platforms, data-driven services, and sector expertise to optimise energy procurement, tariff pricing, risk management, and customer engagement across domestic and commercial markets. Their services offer API-enabled acquisition tools, white-label energy enrolment and switching portals, and analytics-led decision support for suppliers, brokers, and end users. Its work spans strategic energy procurement, flexible contract and basket solutions, and digital products that improve efficiency, manage volatility, and drive growth in a competitive, net-zero-driven ecosystem.</p>
aA	<p>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”;</p>	<p>The Proposed Acquisition does not fall within the ambit of related party transactions.</p> <p>The promoter/promoter group do not have any interest in the Target Companies.</p>
3	<p>The industry to which the entity being acquired belongs;</p>	<p>Energy technology, utility comparison platforms, and commercial energy procurement services in the United Kingdom.</p>
4	<p>The objects and effects of acquisition (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 Company)</p>	<p>The proposed acquisition is a strategic investment aimed to diversify the Company’s business portfolio into the energy technology and services sector. The investment provides the Company with an opportunity to participate in a technology-led energy services platform operating in a developed overseas market.</p> <p>The acquisition is expected to support the Company’s long-term strategy of selective international expansion and portfolio diversification by adding a scalable, data-driven business operating in a complementary domain. Subject to</p>



# ACE SOFTWARE EXPORTS LIMITED

CIN: L62011GJ1994PLC022781

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		regulatory compliance and operational execution, the investment may enable strategic collaboration, knowledge transfer, and participation in future growth opportunities within the energy and sustainability-driven services ecosystem.
5	<b>The brief details of any governmental or regulatory approvals required for the acquisition;</b>	The completion of the Proposed Acquisition will be subject to customary conditions precedent, including procurement of any third-party consents and regulatory approvals, completion of due diligence, Board and shareholder approvals, compliance with SEBI regulations for the share swap component, execution of definitive agreements, UK Companies Act 2006 compliance.
6	<b>The indicative time period for completion of the acquisition of shares</b>	The acquisition is expected to be completed within three months from the date of the Term Sheet, subject to execution of the SPSA and SHA, and subject to the completion of due diligence
7	<b>The nature of consideration – whether cash consideration or share swap and details of the same</b>	<p>The Consideration comprises a combination of cash and shares swap</p> <p>The Company will acquire 80 shares in each of the Target Companies by way of subscription to newly issued share capital through cash consideration. Additionally, the Company will acquire 352 shares in each of the Target Companies from Westbury Solutions Limited through a share swap arrangement.</p> <p>The share swap will be effected through preferential allotment of equity shares of the Company to Westbury Solutions Limited, in accordance with applicable SEBI regulations.</p>
8	<b>The cost of acquisition or the price at which the shares are acquired;</b>	The aggregate enterprise value of both Target Companies is expected to be a maximum of GBP 5,000,000 (British Pounds Five Million only)
9	<b>The percentage of shareholding / control acquired and / or number of shares acquired;</b>	<p>Upon completion of the proposed transaction, the Company shall hold 40% fully diluted equity stake (post-issue basis) in each of the target entities.</p> <p>Pursuant to the agreed governance framework under the binding Term Sheet, the Company shall be granted substantive control rights including board representation and reserved matter rights, as shall be detailed in the definitive agreements.</p>