

24 November 2015

365 Agile Group plc
(“365 Agile” or “the Company”)
Acquisition of Easytherm Limited
Issue of Equity

365 Agile is pleased to announce that it has acquired Easytherm Limited and its associated IP (“Easytherm”) for a total consideration of £2.15 million (the “Acquisition”).

Easytherm’s key technology is a smart internet based heating and hot water controller. The technology is complementary to 365 Agile’s range of solutions and will further accelerate the range of Internet of Things (“IoT”) based solutions designed specifically for the Social Housing and Care & Support sectors.

The Acquisition brings Easytherm’s technology into 365 Agile’s stable and further enhances 365 Agile’s IP offering. 365 Agile’s first set of IoT solutions was successfully launched at Microsoft’s Future Decoded 2015 event at ExCeL earlier this month and further solutions are being developed which will combine Easytherm’s and 365 Agile’s technology in order to enable organisations within the Social Housing and Care & Support sectors to reduce cost, improve customer service and streamline processes.

Jonathan Holyhead, CEO of 365Agile commented:

“The Social Housing sector is under pressure to reduce operational costs and our range of predictive smart solutions allow organisations to remodel their service delivery in order to streamline processes. By harnessing the data from smart assets and processing it through our smart software platform organisations will be able to predict when service is required and schedule it in a cost-effective and efficient way which will reduce the operational cost of maintenance. The acquisition of Easytherm enhances our IP portfolio and we look forward to further broadening our range of IoT based solutions.”

Contacts:

365 Agile Group plc +44 (0)345 50 40 365
Jonathan Holyhead, CEO

finnCap Limited +44 (0)20 7220 0500
Geoff Nash/Scott Mathieson

MXC Capital Markets LLP
Marc Young/ Charlotte Stranner +44 (0)20 7965 8149

Further details on Easytherm

Easytherm was founded in 2013 to develop an ecosystem of products and services that would help improve efficiencies in the home, in an environmentally friendly and cost-effective manner. Its first product, an all-in-one hot water and central heating internet boiler programmer was launched in July this year. Easytherm’s product range now also includes a remote wireless portable thermostat and an electronic thermostatic radiator valve.

Further Details on the Acquisition

365 Agile has acquired the entire issued share capital of Easytherm for a total consideration of £2.15 million. The consideration for the Acquisition will be satisfied as to £1.76 million via the issue of new ordinary shares of 30 pence each in the capital of 365 Agile (“Ordinary Shares”) at a price of 82 pence per Ordinary Share and £0.15 million by the issue of loan notes with a coupon of 5% (“Loan Notes”). The Loan Notes, together with rolled up interest, are repayable in 12 months or convertible into new Ordinary Shares at a price of 82 pence per share. The remaining £0.23 million will be paid in cash from the Company’s existing cash resources.

Furthermore, 365 Agile has agreed to repay an outstanding loan of £0.35 million on behalf of Easytherm of which £0.07 million will be satisfied via the issue of new Ordinary Shares at a price of 82 pence per Ordinary Share, £0.17 million will be satisfied via the issue of Loan Notes and the remaining £0.11 million will be repaid in cash.

Issue of Equity/ Total Voting Rights

A total of 2,231,708 new Ordinary Shares have been allotted to the vendors of Easytherm and the holder of the outstanding loan (the "Consideration Shares"). The Consideration Shares are subject to a 12 month lock-in deed whereby the holders have undertaken not to sell, charge or grant any interests over any Consideration Shares held by them and a further 12 month orderly market agreement whereby the holders have undertaken to make any disposal through the Company's brokers.

Application has been made for the Consideration Shares to be admitted to trading on AIM ("Admission"). Admission is expected to occur at 8 a.m. on 26 November 2015. Following Admission, the total number of Ordinary Shares in issue will be 18,914,073. There are no Ordinary Shares held in treasury and so the total number of voting rights in the Company is 18,914,073.

The above figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure and Transparency Rules.

365 Agile has been advised on the Acquisition by MXC Capital Markets LLP ("MXCCM") and has paid MXCCM an advisory fee of £62,500 in accordance with the terms of the corporate finance advisory agreement dated 31 July 2015 and as disclosed in the Company's admission document dated 3 August 2015.