

4 April 2016

**365Agile Group plc**  
**("365Agile", the "Agile Group" or the "Company")**

**New Licence Agreement and Board Changes**

The Company is pleased to announce that it has entered into a new licence agreement (the "Licence Agreement") with Castleton Technology plc ("Castleton"), for the provision of 365Agile's software solutions to the social housing sector on an exclusive basis. In addition, the Company announces the departure of Jonathan Holyhead, CEO, and the appointment of Tony Weaver as Non-Executive Director.

**Licence Agreement**

365Agile's suite of software solutions allow field based/customer facing teams to securely access any system, data and/or document from any global location, allowing users to complete tasks in real time (the "365Agile Product"). The 365Agile Product is already sold exclusively in the social housing sector through a reseller agreement with Castleton whereby the Company is paid a 70% commission on the software and associated maintenance revenues generated by Castleton.

The Licence Agreement guarantees 365Agile a payment of £0.6 million for each of the years ended 31 March 2017, 2018 and 2019 with the potential for a further payment of at least £0.3 million in the year to 31 March 2019 dependent on total sales achieved by Castleton for the first three years of the Licence Agreement. In addition, it is intended that certain employees of the Agile Group will be transferred to Castleton in order to assist with development and implementation of Castleton's suite of software solutions, including the 365Agile Product, though can be sub-contracted back to 365Agile when required.

The Licence Agreement is expected to stimulate sales of the 365Agile Product in the social housing sector for the benefit of both the Company and Castleton. The new arrangements will allow management to focus on developing sales of the 365Agile Product in the Group's other target markets, such as Care & Support and Local Authorities, as well as progress the Group's range of Internet of Things ("IoT") based solutions, which have been specifically designed for the Social Housing and Care & Support sectors and which do not form part of the Licence Agreement. Further details on the Group's IoT based solutions were given in the announcement of last November.

Results for the year to 31 December 2015 are expected to show adjusted EBITDA of £0.1 million with the Company having made further investment in its range of IoT based solutions. The guaranteed revenues from the Licence Agreement, in conjunction with the reduced cost base, is expected to provide 365Agile with a solid platform from which to pursue the opportunities within the IoT space.

## Board Changes

The Company announces that Jonathan Holyhead, CEO, has resigned from his position as CEO by mutual consent and will leave the Company with immediate effect. Mr Holyhead has entered into an agreement with the Company and finnCap Limited, under which he has, for a period of two years, undertaken not to sell, charge or grant any interests over the 4,693,199 ordinary shares of 30 pence each in the capital of the Company (“Ordinary Shares”) held by him. He has also undertaken that for the same period, he will vote the Ordinary Shares held by him in accordance with the recommendation of the Board.

Jill Collighan, CFO, will fulfil the duties of the CEO on an interim basis while a new CEO is recruited.

In order to assist with the Company’s strategy of developing sales of the 365Agile Product in its other chosen markets and targeting growth in the IoT space, both organically and via acquisition, Tony Weaver has been appointed as Non-Executive Director. Tony is a founder of MXC Capital Limited, a specialist merchant bank that invests and grows value in companies in the TMT sector, and which is a substantial shareholder in the Company. Tony is a business leader and investor with proven sales, operations and management expertise. Tony has served on a number of private and publically quoted company boards over the last 28 years.

Clive Carver, non-executive chairman said:

*“The Licence Agreement with Castleton enables us to maximise the potential of the 365Agile Product sales to the social housing market whilst allowing management to concentrate on developing sales in our other chosen markets as well as progressing with our Internet of Things based range of solutions. I welcome Tony to the Board to assist us with this strategy.”*

The following information is disclosed in accordance with Schedule Two paragraph (g) of the AIM Rules for Companies:

Anthony (“Tony”) Charles Weaver, aged 47 years, has been a director or partner of the following companies during the five years preceding the date of this announcement:

### **Current**

Mathian Limited  
Mathian (CM) Limited  
MXC Capital Finance Limited  
Redcentric Plc  
MXC (CM) Limited  
Mantin Capital Limited  
Mathian (Newco) LLP  
MXC Holdings Limited  
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### **Within in the past 5 years**

Castleton Nameco Limited  
Netquest Limited  
MXC Capital Listco Plc  
M2 Systems Limited  
Redcentric MS Limited  
Hotchilli Internet Limited  
Redcentric Managed Solutions Limited  
Redcentric Communications Limited  
Redcentric Solutions Limited  
Redcentric Holdings Limited

Castleton Technology Holdings Limited  
Cognition Support Services Limited  
Ringwood Software Limited  
Seventhree Limited  
Centric Networks Limited  
Minerva Industrial Systems Limited  
DXI Networks Limited  
Cognition Solutions Limited  
Castleton Information Group Limited  
Castleton Business Solutions Limited  
Trove Software Limited  
Ringwood Group Limited  
Azur Business Solutions Ltd  
AH1 Limited  
3Net Limited  
Fastnet Group Limited  
Redstone Group Holdings Limited  
Castleton Communications Limited  
IDN Telecom Limited  
Fenphones Communications Limited  
Net Quest Solutions Limited  
Redstone Telecom Holdings Limited  
Essential Network Solutions Limited  
Castleton Technology Plc  
Idnenta Limited  
Marcom Communications Limited  
Redstone I4E Limited  
Genesis Telecommunications Limited  
Xpert Communications Limited  
Systematic Telecoms Limited  
Compass Telecom Limited  
Compass Communications Technical  
Services Limited  
Redstone Telecommunications Limited  
Caltell Communications Limited  
Xpert Group Limited  
QED Business Systems Limited  
Comunica Group Limited  
Redstone Converged Solutions Limited  
Comunica Holdings Limited  
MXC Holdings Limited  
Fujin Systems Limited

Tony Weaver was a director of Broadblue Catamarans Limited on 3 February 2009 when the company passed an extraordinary resolution to put the company into creditors' voluntary

liquidation and appoint a liquidator. The company was dissolved on 17 April 2011. Tony Weaver was also a director of Broadblue Catamarans Sales Limited which was dissolved on 5 August 2009. The estimated deficiency to creditors (excluding shareholders) of both companies was approximately £612,500.

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