

24 May 2016

Guscio plc

(“Guscio”, the “Company” or the “Group”)

First Day of Dealings on AIM

Acquisition of two technology businesses focused on tracking and assessing physical literacy

Placing to raise £1.5 million

Guscio plc, the technology company focused on programmes in physical literacy and sporting assessment, is pleased to announce that trading in its Ordinary Shares of 0.1 pence each (“Ordinary Shares”) has commenced today on the AIM market of the London Stock Exchange. The Company has acquired two revenue generating technology businesses, Sportsdata Limited (“Sportsdata”) and Dataplay Holdings Limited (“Dataplay”) which are focused on tracking and assessing physical literacy and performance in sport. These businesses were acquired for a total consideration of approximately £2.5 million satisfied by the issue of 62,501,308 new Ordinary Shares at a price of 4 pence per share. The Company has also raised £1.5 million before expenses by way of a placing of 37,500,000 new Ordinary Shares at a placing price of 4 pence per share. Allenby Capital Limited is the Company’s Nominated Adviser and Joint Broker and Peterhouse Corporate Finance Limited is its Joint Broker.

Overview

- Acquisition of two revenue generating, complementary technology businesses:
 - Sportsdata: a web-based platform to track and assess progress in physical literacy in primary schools
 - Dataplay: a white-label platform for the tracking, assessment and evidencing of performance in sports
- Established relationship with the Youth Sport Trust (“YST”), a leading charity for sports-driven and educational programmes, providing scalability potential in national and international markets
- Strong market dynamics:
 - Increased public focus on the issue of childhood obesity levels and the importance of physical activity
 - Government to double dedicated funding for sport in primary schools, paid for by a levy on soft drinks
 - Increased need to track the usage and impact of various skills-based training programmes to assist organisations in securing funding
 - Need for technological innovation in the education health sector
- Defined strategy to further develop current intellectual property, create a solid and recurring revenue foundation, utilise comprehensive data sets gathered and consider complementary earnings enhancing acquisitions
- Placing to raise £1.5 million before expenses

Commenting, Guscio's Managing Director, Gail Ganney, said: "With obesity being a well-documented, rising issue amongst children, we sought to utilise our expertise and specialist skillset to develop a proprietary technology that we believe will provide a better outlook for children across the country, enabling them to live longer, healthier and happier lives. Guscio's two acquisitions of revenue generating technology companies provide the platform from which to deliver this goal.

"Through the Sportsdata platform we have established a strong relationship with a leading charity, the Youth Sport Trust and together we developed the digital, physical literacy assessment programme for the UK school market, skills2achieve ("S2A"). Launched in February 2015, S2A is being sold into UK primary schools and we are now expanding beyond the primary stage and exploring opportunities in international markets.

"Dataplay is our latest offering, a white-label platform that can be suitably adapted to track, assess and evidence progress and impact in sport, for both participants and organisations. Having built credibility with our partners, we were able to secure our first contract with the YST in December 2015 for the development of the platform for the innovative Youth Sport Award, planned for launch in September 2016. We are now excited to be in advanced talks with several high profile sporting associations to develop and deliver similar solutions.

"The strong market dynamics, coupled with our proprietary technology and strong partnerships continues to create new opportunities for our expanded group. Having identified the potential of the data repository we are accruing, we hope to be able to capitalise on what we believe is a first mover advantage and generate maximum value for our shareholders. As we build Guscio into a leader in the development of innovative technology platforms for active learning, we look forward to the future and to updating the market in due course."

****ENDS****

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Notes to Editors

Guscio plc is an AIM quoted company. Its strategy is to develop technology platforms focused on physical literacy and active learning for young people and for the assessment of progress in sport. The Directors believe that the Company has a first-mover advantage through its two revenue generating subsidiaries, which have proprietary technology in this sector:

- **Sportsdata** - a web-based programme, skills2achieve, which can track and assess progress in physical literacy in schools; and
- **Dataplay** - a white-label platform for the tracking, assessment and evidencing of impact in sports.

Importantly, it has a key partner in the Youth Sport Trust, a leading independent charity devoted to changing young people's lives through sport.

FURTHER INFORMATION

Defined terms used in this announcement shall have the same meaning as those terms defined and used in the Company's AIM Admission Document dated 4 May 2016.

The Company's AIM Admission Document is available on its website www.guscio plc.com

Admission and Placing Statistics

Number of Placing Shares	37,500,000
Placing Price	4 pence
Number of Consideration Shares	62,501,308
Total consideration	£2,500,052.32
Issued Share Capital on Admission	135,179,535

Introduction

Guscio plc has acquired Sportsdata and Dataplay, both UK based technology development companies focused on tracking and assessing physical literacy in schools and sporting organisations, for a total consideration of £2,500,052.32 to be satisfied by the issue of the Consideration Shares. With existing contracts and an established relationship with the potential to expand their businesses both nationally and internationally, the Board believes that the two companies offer an opportunity for the Company to position itself in the health education sector. The Board intends initially to target UK sports organisations and the English primary school arena, which the Board believes to be an area of growing

national interest that stands to benefit from greater funding in coming years, as evidenced by The Rt Hon George Osborne MP's commitment to double the funding dedicated to primary school sport in HM Treasury's 2016 budget speech on 16 March 2016.

Background information on Sportsdata

Sportsdata is a UK based technology company and was founded by Gail Ganney in 2013 with the backing of Richard Thompson. It has developed and implemented a website application for the purposes of monitoring and improving physical literacy and tracking and assessing children in PE in primary school. Skills2Achieve ("S2A") has been developed with the Youth Sport Trust ("YST"), a leading charity for sports driven and educational programmes. This tool provides a structured and inspiration based system for users as well as reporting and evidencing for head teachers, underpinning the benefits to all potential users and subscribers. The initial intellectual property rights ("IP") associated with the software programme was purchased by Sportsdata in 2014 from Starnevesse Limited.

S2A is a planning and assessment tool used by teachers and students to track the progress of a student through a series of skills based stages. Each teacher and student is given an individual log in, encouraging parents and guardians to take an active role in their child's physical education and to input extra-curricular activities onto the child's profile. The S2A programme allows significant reporting and evidencing for head teachers as required by the Office for Standards in Education, Children's Services and Skills ("Ofsted"). Importantly, the platform supports Ofsted's principles of an 'appropriate challenge', which include the objectives of encouraging and measuring rapid and sustained progress, the health and well-being of pupils and their personal and moral development.

In November 2014, Sportsdata entered into a collaboration agreement (the "Collaboration Agreement"), effective until December 2018, with Youth Sport Direct Limited ("YSD"), which is an online retailer of goods and services, supporting the work of the YST, to market and distribute S2A to UK primary schools. Pursuant to the Collaboration Agreement, Sportsdata is responsible for designing, developing, operating and maintaining the website and YSD is responsible for marketing, promoting and selling the S2A programme. YSD utilises the YST's many contacts with schools throughout the United Kingdom to promote the S2A programme. All of the IP associated with the S2A programme is held within the Collaboration Agreement and remains the property of the YSD. The IP for the technology platform itself remains the property of Sportsdata.

The Youth Sport Trust works closely with Youth Sport Direct Limited, a subsidiary of TOP Foundation which is an unincorporated charity and whose trustees are also members of the YST. Baroness Sue Campbell, CBE, is a director of both the YST and YSD. The YST is a leading youth sport focused independent charity, established in 1995 to focus on changing young peoples' lives through sport. It aims to help young people to achieve their potential in life by delivering high quality physical education and sports opportunities. The YST was founded by Sir John Beckwith and is Chaired by Baroness Sue Campbell. Baroness Sue Campbell was previously Chair of UK Sport (supporting British Olympic and

Paralympic athletes) and was appointed as 'Head of Women's Football' by the FA in January 2016. She was awarded a CBE for her services to sport in 2003.

The YST has attracted a board of well-known directors, including Sir John Beckwith, who was awarded a knighthood in 2002 for services to youth sport, Duncan Goodhew, who is a former competitive swimmer holding two Olympic Games medals, Baroness Sue Campbell CBE who has been a national level athlete and coach and is currently head of women's football at the FA, as well as a number of other Olympic and Paralympic athletes and media and corporate executives from the sports sector. The YST currently has products and programmes in 18,000 primary schools and has significant relationships with several national governing sport bodies and government departments in the UK, as well as overseas.

The YSD initially began marketing and selling licences for S2A to primary schools in February 2015, following three years of development and piloting of the S2A programme. Annual licences are purchased by schools and the revenue from each licence is split equally between Sportsdata and YSD. At the date of the Admission Document, 370 schools had subscribed to the S2A programme. To date, promotional discounts, complimentary trials and extensions to initial licence terms have been offered in order to gain traction in the market and full price annual renewals are expected from September 2016 onwards.

Principal terms and conditions of the Sportsdata Acquisition

Under the terms of the of the Sportsdata Acquisition Agreement, the Company acquired the issued share capital of Sportsdata, not already owned by Guscio, from the Sportsdata Vendors for a total consideration of approximately £1.5 million. The consideration has been satisfied by the issue of the Sportsdata Consideration Shares (representing 27.74 per cent. of the Enlarged Issued Share Capital) on Admission.

The market

There are 20,980 primary schools in the UK with 5.3 million pupils, based on the latest statistics from the Department for Education for primary schools in the UK academic year 2014. There is an increased focus on the issue of childhood obesity and the importance of physical activity from government departments for health and education and educational inspection bodies such as Ofsted.

It is a theme that has received significant press coverage in recent years, with an emphasis on the measures being taken for the early prevention of obesity and the associated health complications in later life.

In connection with the initiative to increase physical activity amongst young people, the Government announced in March 2013 that it would provide additional funding (£150 million per annum for academic years 2013, 2014 and 2015) to improve the provision of physical education in primary schools in England (the "Primary PE and Sport Premium" funding). In February 2014, the Prime Minister David Cameron, announced the Government's commitment to continue the funding for the

Primary PE & Sport Premium funding until 2020. Most recently, in HM Treasury's budget speech on 16 March 2016, the government committed to the introduction from 2018 of a new "sugar tax" on certain soft drinks. The government further committed that the proceeds of the new "sugar tax", which is estimated will raise £520 million in its first year, will be used towards doubling government funding on primary school sport. The use by schools of this funding and the associated level of pupil engagement can be monitored and evidenced by the S2A programme.

Future

Expansion into other markets

The S2A programme is currently focused on the primary school market but the management of Sportsdata are looking to extend the programme into secondary schools in conjunction with the YST, with a product called the "skills2achieve Secondary" to cover key stage three (ages 11 – 14). There is also potential for the current S2A programme to be sold into international markets and initial conversations are underway with schools and governments in New Zealand, India and the Middle East.

Data

The S2A programme collects and consolidates large amounts of data regarding age, socio economic status, disability, ethnicity, post codes, personal activity and progression and details of funding for specific activities. Its analysis capabilities enable the production of anonymised reports, which the management of Sportsdata consider could be of interest to a variety of government departments, the NHS, education bodies, insurance companies and commercial sports organisations.

Background information on Dataplay

Dataplay was founded by Gail Ganney in August 2015 and is a software house that has developed a white label platform for the tracking, assessment and impact evidencing of performance in sports (the "Platform"). It can be customised for any grass root progressive achievement programme in sport. Dataplay purchased the initial IP for the underlying software for the Platform from Starnevesse Limited.

The Platform can be adapted to create a bespoke solution and provides clients with a method to track, measure and demonstrate the "impact", "participation" and "achievement" of a skills training programme. Tiered access provides relevant solutions for organisations, coaches/teachers and children/parents. As each commission of the Platform will be bespoke to the client in question, fees charged will be dependent on the specific requirements of each client and the number of expected users of the Platform. The cost of development for each contract will be charged in advance and there is expected to be a profit margin of approximately 35% within the development fee charged. It is expected that annual licence fees, based on a per user basis, will be charged to each client.

Dataplay is led by Rupert Killick, an experienced chief technical officer, with access to additional freelance developers as required. The management of Dataplay expects that each contract will take two developers working full time an average of five months to complete.

To date, Dataplay has signed one contract with the YST in relation to the Youth Sport Award, an achievement programme designed to enable young people to gain and evidence skills through sport. Under the terms of the contract, Dataplay is developing an electronic platform that will act as a digital record and tool for participants undertaking the Youth Sport Award, to monitor and report achievements. The Platform for the Youth Sport Award is due to launch as a Beta version in June 2016, with its public launch by the Minister for Sport, Tourism and Heritage, expected in September 2016. It is expected that Dataplay will charge per user licencing fees in conjunction with the Youth Sport Award going forward.

In addition, Dataplay has signed a further heads of terms with a high profile National Governing Sports Body to work together in the creation of a digital platform solution for the national monitoring and evaluation of individual athletes and the impact of programmes and funding.

Principal terms and conditions of the Dataplay Acquisition

Under the terms of the Dataplay Acquisition Agreement, the Company acquired the entire issued share capital of Dataplay from the Dataplay Vendors for a total consideration of £1 million. The consideration has been satisfied by the issue of the Dataplay Consideration Shares (representing 18.49 per cent. of the Enlarged Issued Share Capital) on Admission.

The market

Sport England (previously known as the English Sports Council) provides services and funding to sports organisations and projects in England. Its stated objective is to help people and communities across England to create sporting habits for life. To this end, Sport England has committed to invest almost £500 million into 46 sports between 2013 and 2017 in order to create more opportunities for sport in communities. In addition, there are a further 77 National Governing Bodies of Sport who fall outside of this direct funding, but who are also likely to be looking to increase participation to secure further funding.

Dataplay's Platform enables organisations to track the usage and impact of various skills training programmes, allowing them to report specific outcomes, which can assist them in securing such funding. There have been a number of significant budget reductions amongst the government departments for culture, media and sport which has led to many national sports governing bodies looking to track achievement and participation in skills training programmes on an ongoing basis. According to their research the management of Dataplay estimates that there are 151,000 sports clubs in the UK which need to track their spending in order to prepare for reductions in funding from Government and also to evidence the achievements made when they are applying for the limited funding available.

Future

The management of Dataplay is focused on building a pipeline of contracts for the Platform. Advanced discussions are ongoing with a number of leading UK sports bodies which have expressed interest in Dataplay's Platform.

The Enlarged Group's strategy

The main priority for the Group will be to concentrate on ensuring that the two businesses that have been acquired fulfil their full trading potential. In addition to further developing its current IP with technology advancements, the Group will look to create a solid revenue foundation via its per user licence model to attract annually recurring revenue. Recurring revenue from a per user licence model will underpin the value of the company as operating costs do not increase proportionally under a licencing model. This will be achieved in particular through focus on the S2A sales function and the securing of new Platform users under the Dataplay strategy.

The Group's secondary strategy is to specialise in the collection and analysis of personal performance data in the youth activity sector. Ancillary data is collected into the S2A programme and Dataplay Platform via these youth activity programmes allowing the Group ownership of significant banks of raw data. This data can be used in an anonymised form to understand behaviours, activity patterns, spending (public and private), socio economic impact, diversity impact, regional disparities etc. The Group believes sophisticated analysis of the data can be of significant interest to parties in the health sector, government sector and commercial/retail sector. The Group's collection of data in the youth sport market via S2A and its Platform clients enables this significant opportunity for data analysis. The Board will also consider further acquisitions in the technology sector which it believes will be complementary to the businesses being acquired in this transaction and which it believes will be earnings enhancing and value enhancing for Shareholders.

The Directors and Senior Management

Anthony 'Tony' Humphreys (Non-Executive Chairman), aged 59, started working in the theatre, initially as a production manager and then a Producer/Director on shows as varied as a two-man version of Dr Faustus and a Miracle Cycle of 16 new plays. In 1986, Tony joined Humphrey Barclay Productions in a production management and business affairs role and was closely involved with all of its major productions, including Desmond's for Channel 4 and Surgical Spirit for ITV. He joined John Kaye Cooper at Talent Television in 1997, initially as Business Development Manager, becoming the Managing Director in 1999. Tony was responsible for finding Talent's hit BBC One primetime 'live' interactive show 'Test the Nation – The National IQ Test'. As a member of BAFTA, he visits schools as part of The Speakers for Schools programme. He is also the Chief Executive of the art charity Discerning Eye, which presents the ING Discerning Eye exhibition at The Mall Galleries each year.

Gail Ganney (Managing Director), is the founder of Sportsdata and Dataplay. Originally a civil engineer with Ove Arup in London and then gaining an MSc in Internet Programming in 1998, she has spent the last 20 years pursuing entrepreneurial and investment opportunities in a variety of sectors. Gail serves on a number of private company boards and manages the day to day operations and strategy for the Company. Gail will serve Guscio in a capacity to fulfil the trading potential of the acquired companies and to support the identification of new technology opportunities to complement its portfolio.

Richard Charles Thompson (Commercial Director), aged 51, has worked with a number of public and private companies during the last 25 years. His early career began with Hillside Holdings plc, and he later became involved in a number of smaller public companies in various sectors. He has also had an active involvement in the sports sector, having been chairman of Queens Park Rangers Football Club and Windsor Race Course as well as having been director of Leeds Sporting plc. In recent years he has focussed on a number of private company investments across sectors that include retail, technology, media and property.

Rupert Horner (Finance Director), aged 53, qualified as a chartered accountant with KPMG in 1987 in London. In 1989, he joined and subsequently became a director of Thompson Investments (London) Limited, a family owned private investment vehicle. He has served as finance director of a number of both private and public companies (on the Main Market of the London Stock Exchange and AIM) including Union Square plc, Clubhaus plc and Secora plc.

Marcus Yeoman (Non-Executive Director), aged 52, is a Non-Executive Director of Reach4entertainment Enterprises plc and 1Spatial plc. He is also a non-executive director of a number of private companies which have engaged him principally to assist them with their growth strategies. His early career started with the formation of three companies in IT infrastructure and distribution, after which he moved into small company broking and corporate work with Rathbone Stockbrokers Limited and Cheviot Capital (Nominees) Limited. In 2003, Marcus established Springtime Consultants Ltd and has been acting as a consultant or non-executive director to a number of listed companies and SME ventures.

Senior Management

Rupert Killick (Chief Technology Officer), aged 50, is a vastly experienced technical director with a track record of building and managing programme teams to deliver innovative, interactive web based solutions in the professional services sector. He has been integral to teams delivering solutions to JW Wetherspoon, Saracens Rugby Club, Abbey National and Computacenter.