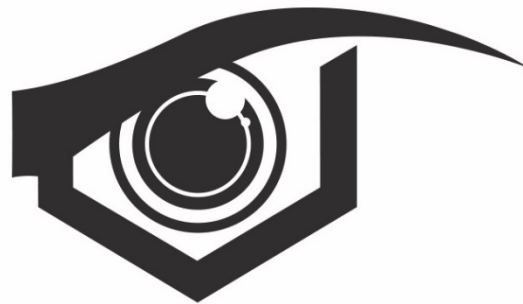


Investment Memorandum

ISG Groeifonds BV



C SHARP

Confidentiality

ISSUE OF INVESTMENT MEMORANDUM

THIS INFORMATION MEMORANDUM IS ISSUED BY ISG GROEIFONDS BV (“ISG GROEIFONDS” OR THE “COMPANY”). THIS INFORMATION MEMORANDUM IS BEING DELIVERED TO A RESTRICTED NUMBER OF PARTIES (“RECIPIENT”, OR “RECIPIENTS” AS THE CASE MAY BE). BY RETAINING THIS INFORMATION MEMORANDUM, THE RECIPIENT ACKNOWLEDGES AND REPRESENTS TO ISG GROEIFONDS THAT IT HAS READ, UNDERSTOOD AND ACCEPTED THE TERMS OF THIS INFORMATION MEMORANDUM. IF THE RECIPIENT DOES NOT ACCEPT THESE TERMS, THE RECIPIENT CONCERNED MUST IMMEDIATELY RETURN THIS INFORMATION MEMORANDUM TO ISG GROEIFONDS.

Purpose

This Information Memorandum has been prepared solely for the purpose of assisting the Recipient in deciding whether to investigate further a possible investment in ISG Groeifonds and may only be used for that purpose.

This Information Memorandum is not intended to provide the sole or principal basis of any investment or credit decision or any other risk evaluation and may not be considered as a recommendation by ISG Groeifonds, or any of ISG Groeifonds’s directors, officers or management to invest in ISG Groeifonds. Any Recipient should determine its interest in investing in ISG Groeifonds on the basis of independent investigations that it considers necessary or desirable.



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This Information Memorandum is not intended to constitute an offer for the issue, sale or purchase of any securities. Neither this Information Memorandum, nor the information contained in it, nor any other information supplied, forms the basis of any contract or any other legal obligation.

It is intended that following this Information Memorandum being provided to this Recipient, any future invitation to purchase or subscribe for shares in ISG Groeifonds will be an offer that does not need disclosure under the securities laws of any jurisdiction.

Important Disclaimers and Terms of Use

This Information Memorandum has been made available to the Recipient for information purposes only and is not intended to be and does not constitute a prospectus, short form prospectus, investment statement, profile statement or offer information statement, or the equivalent thereof, under the securities laws of any jurisdiction.

The Recipient represents to ISG Groeifonds that in the event this Information Memorandum was to constitute an offer for the issue, sale or purchase of any securities under the securities laws of the Recipient's jurisdiction, ISG Groeifonds would not be required by the securities laws of the Recipient's jurisdiction to provide the Recipient with a prospectus, short form prospectus, investment statement, profile statement or offer information statement, or any equivalent thereof, or any other disclosure document, as a consequence of such offer.

Recipients should consult their professional advisers as to whether in the Recipient's jurisdiction, any governmental or other consent is required or whether any formalities need to be observed, should they wish to receive, retain or take action on this Information Memorandum. It is the responsibility of all Recipients to ensure compliance with all laws of any country relevant to this Information Memorandum. By retaining this Information Memorandum, the Recipient represents to ISG Groeifonds that there has been no breach of such laws and that all necessary approvals and consents have been obtained.

The information in this Information Memorandum may not be complete, and does not constitute representations and warranties by ISG Groeifonds. ISG Groeifonds has not had a substantial operating history on which to base an evaluation of its business and prospects. Therefore, the information contained herein is inherently speculative.

By accepting this Information Memorandum, the Recipient acknowledges and agrees that:

- ◆ This Information Memorandum and all of the information contained in it is confidential and the Recipient will keep strictly confidential the Information Memorandum and all of such information, and all other information made available to the Recipient in connection with it;
- ◆ Neither the Information Memorandum nor any such information will be used, in whole or in part, by the Recipient or any of their officers, employees, servants or agents for any purpose other than deciding whether to investigate further a possible investment in ISG Groeifonds;
- ◆ Other than as strictly provided for in the immediately preceding paragraph, the Recipient shall not and shall not permit or encourage others to, either in whole or in any part, parts or summary: distribute, send, publish, circulate or reproduce this Information Memorandum or other information made available to the Recipient in connection with it, without prior written consent of ISG Groeifonds;
- ◆ Upon request, the Recipient will promptly return this Information Memorandum, together with any other material received in connection with it, to ISG Groeifonds without retaining any copies;
- ◆ Any such recipient will enter into a separate written confidentiality undertaking with ISG Groeifonds, substantially on the same terms, if so requested by ISG Groeifonds.



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Important notice

Staff and management of ISG Groeifonds have prepared this Information Memorandum for the specific purpose of raising funds to improve and grow its business. Whilst care has been taken to ensure that all information contained herein is accurate and sufficiently complete for the purpose described, no representation, guarantee or warranty as to the completeness or accuracy of the information is provided by ISG Groeifonds or its officers. All projections contained within this Information Memorandum are forward looking and subject to a wide range of risks and scenarios which could lead to significantly different results actually arising.

Any investment in the securities described within this Information Memorandum is subject to various risks. There is a wide range of possible outcomes and therefore no particular investment return is guaranteed.



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DETAILS OF THE OFFER

Offer Description

Under this Information Summary, ISG Groeifonds, a company established under the laws of the Netherlands is offering:

The purchase of Certificates of ordinary shares in the capital of the Company.

Recipients are offered to purchase all outstanding Certificates of ordinary shares in the capital of ISG Groeifonds. The Certificates will be made available in three tranches. The tranches and their respective pricing will be as follows:

- The first tranche of 1.000.000 Certificates of will be sold for € 1 each. Only after all Certificates of the first tranche are sold, the second tranche of Certificates will be available for the market. **(the first tranche is fully sold out).**
 - The second tranche of 1.000.000 Certificates of will be sold for a price within the bandwidth of € 1,30 - € 1,50 each. Only after all Certificates of the second tranche are sold, the third tranche of Certificates will be available for the market. **(the second tranche is fully sold out).**
 - The third tranche of 1.000.000 Certificates of will be sold for a price within the bandwidth of € 1,50 - € 2,00 each.;
 - The actual price of the abovementioned offering will be set by the Board of Directors of ISG Groeifonds.
 - The offer to purchase the shares expires on April 2020.
-
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Investment Memorandum ISG Groeifonds

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Purpose of the Offer

The funds from the Offer will be applied:

- ◆ Towards establishing the Company Marketing and Sales Head Quarters and installing the Management Team;
 - ◆ Towards the acquisition of key personnel;
 - ◆ Towards the acquisition of companies that fit the investment profile of ISG Groeifonds BV;
 - ◆ To supplement working capital to its subsidiaries to acquire Intellectual Property Rights to certain software and to develop opportunities in new geographical markets;
 - ◆ Funds from the proposed subsequent raising will further strengthen the balance sheet and working capital position.
-

Certificates of Ordinary Shares

The key terms of the purchase of Certificates of ordinary shares are summarized as follows:

<i>Minimum quantity of investment</i>	62.500 Certificates
<i>Maximum Capital Raised:</i>	Euro 4.999,999
<i>Voting Rights:</i>	Holders of Certificates of ordinary shares in ISG Groeifonds are not entitled to vote.

Detailed terms and conditions attached to the Certificates of ordinary shares are available from the Company.

References to Currencies

In this Information Memorandum references to “€” and “Euro” are to European Euros unless otherwise specified.

Timing of Offer

The Offer is open from January 1st 2020 for 360 days, although the Company reserves the right to close or extend the Offer at any time.

Contact Details

All enquiries and correspondence should be directed to:

ISG Groeifonds BV
Computerweg 39
3821 AA Amersfoort
The Netherlands

Attention: Afdeling Verkoop
Email: verkoop@isggroeifonds.nl



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Conditions of Offer

The offer of shares is not an offer of securities that needs disclosure to investors.

A person may not directly or indirectly offer for issue or sale of notes, nor distribute this Information Memorandum, in Europe or to any resident of Benelux, except under circumstances where the offer does not otherwise require disclosure to investors to be made under the applicable Securities Act in the Netherlands and complies with any other applicable laws, regulations or directives.

In addition, distribution and use of this Information Memorandum, and the offer, issue or sale of shares and/or convertible notes, may be restricted by law in certain jurisdictions. ISG Groeifonds does not represent that this document may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction or pursuant to an exemption available there under, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by any of those parties, which would permit an offering of any share or convertible notes or distribution of this Information Memorandum in any jurisdiction where action for that purpose is required. Accordingly, no shares or notes may be offered or sold, directly or indirectly, and neither this Information Memorandum nor any advertisement or other offering material may be distributed or published in any jurisdiction, except in circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Information Memorandum or any shares or notes comes, must inform themselves about and observe any such restrictions.

ISG Groeifonds reserves the right to accept over-subscriptions. ISG Groeifonds reserves the right not to proceed with this Offer if the offer size is not reached. ISG Groeifonds reserves the right to reject any application or to allocate to any application a lesser number of notes than those applied for. Existing shareholders shall be eligible to participate in this Offer on the same terms and conditions as non shareholders and/or new note holders.

If the issue does not proceed or if an application is not accepted, or is accepted in part only, the relevant portion of the application money will be refunded as soon as practical. Interest money will not be paid on application money refunded.



C SHARP

EXECUTIVE SUMMARY

“Proven Partnerships and Flexible Solutions”

The purpose of this investment memorandum is to inform and attract new investors in order to enable the rollout, market deployment and geographic expansion of the ISG Sports platform. The ISG Sports platform is an umbrella that combines a number of software solutions which are exploited by Interstellar Sports Group BV (Interstellar), a subsidiary of ISG Groeifonds.

Sports data

The value of sports data is becoming increasingly visible. We expect a growing role for the internet in the sports environment in the coming years. Wearables are becoming more accessible, technologies are becoming more portable and these will be more and more integrated into the outfit of the athlete. Due to the continuous flow of sports data, big data in sport becomes the new standard. This will put more emphasis on the real-time sending and receiving of data.

In addition, virtual (VR) trainings are on the rise, with which the athlete can train viewing behavior and responsiveness or learn to deal with exceptional, simulated (competition) situations. With these developments, the demand and interpretation of data analytics will also change. People will (have to) learn how to handle large amounts of sports data. Sports data modeling is taking off and the focus of analysis is shifting from the large group to the individual.

Smart data matching

Top sport is based on the individual profile of the athlete, with machine learning contributing more and more to individualized management and monitoring of training, performance and recovery. This allows the athlete to take even more targeted steps to achieve his / her exceptional performance. The worlds of data and sport are becoming increasingly intertwined. Essential here is the streamlining of data collection, integration of different data flows and storage of big sport data.

With innovative sports data platforms (such as the C-Sharp Sports and the Dotcomsport platform) it becomes possible to collect sports data integrally, store it safely in one place, analyze it smartly and share it with others. These platforms provide the link between sports data, research and analysis tools and connect recreational athletes, top sports, research and the business community.

5 years ago, Board Members of Interstellar detected a shift in FIFA's and national football associations strategy to put strong emphasis on club management, player development, youth development, medical management, analysis of matches, standardization of training exercises, communication and information gathering on all levels of the soccer experience. This new strategy impacted the way of management execution and required more than just words and good intentions to make this game better organized. Although this environment is full of politics, everybody involved is committed to make this happen and is prepared to support this new direction.

Interstellar involved thought leaders and practicing leading coaches of professional football clubs to share their requirements and experiences to develop the world's first fully integrated club management and marketing solution, initially targeted to soccer and later developed for other lines of sports, with a focus on team efforts, the ISG Sports platform. Key driver was the outcome of a study conducted by sports professionals that it takes up to 6 months for a soccer club to recover from a departure of a trainer and staff, due to the lack of information storage about players with all relevant documentation. With this solution the installation of a new trainer (and staff) is seamless and investment in players and continuation is secured. Many other benefits derive from an integrated system, like more efficient training, advance match analysis, communication with all stakeholders involved and the fact that everyone is better informed.

The ISG Sports platform is intended to become the most comprehensive sports brand that is specialized in smart connection of all relevant data in sports.

To date the platform consists of the following solutions:

Dotcomsport and Talento:

The Dotcomsport and Talento platforms drives business growth by offering amateur football teams the opportunity to track the performance of teams and individual players. In this way, valuable data is collected on a large scale. This data provides insight into the individual players and their development over time.

The cloud-based platform are feature-rich and offer significant opportunities for integration across the ISG Sports platform. The Dotcomsport/Talento ecosystem includes over 550 sports organizations and has an engaged community. Over the last period of time, Dotcomsport has had an explosively growing number of users.

Pro Soccer Planner (VTON):

The Pro Soccer Planner method is a complete age specific youth development curriculum in the age of 5 to 19 years old. Coaches and players work side by side on concrete objectives. Players develop and improve while enjoying the game. Coaches follow the curriculum with concrete objectives for any age group. All topics are covered: technical, tactical, physical and mental development.



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Executive Summary – Commercial in Confidence

During the season, coaches and players work directly to these goals supported by more than 1000 ready-to-use training sessions. The method is supported by coaching points, animations of the organization on the field and clips of foot skills. The coach keeps the material digitally on its tablet or phone.

KNVB Rinus

The KNVB Rinus training method provides trainers/volunteers with the possibility to create training sessions based on exercises available in text, animations and video. The complete knowledge of the KNVB is available for amateur clubs world wide.

C Sharp JV:

In addition to the Player Monitoring version for amateur teams, C Sharp JV enables video analysts/trainers to collect video footage from training activities and matches in an off line environment that can be shared amongst trainers and players or within the Social Media Channels. Various features like Match Notation, Multi Media Collages, a Matrix of events and Instant Replay are part of this module.

International Soccer Scouts:

Scouting is the back bone of every professional club. The right tooling provides the Head Scout of a club the possibility to easily monitor and select players the club is interested in. Our scouting platform is used as a white label by International Soccer Scouts and provides the user with an easy to use App which is in constant contact with the club database. The scouting method of Ajax (TIPS) is fully implemented in this platform.

AION Sports:

AION Sports focuses on three pillars: sports performance, fan engagement and broadcasting.
Powered by the most comprehensive databases in sports, AION Sports has developed a suite of bespoke analytical products - integrated with video and match footage - to enhance performance, and that fit the unique challenges leagues, federations and professional clubs face.

Fan engagement delivers a platform on which fans can access unique data before, during and after sports matches. In order to increase the fan engagement, both virtual reality and augmented reality have been integrated.

Broadcasting aims to deliver end-to-end solutions for broadcasting sports matches all around the world.

To date a substantial amount is invested in product research and development and in Marketing, Sales and Acquisitions. The ISG Sports platform now has over 800 costumers. We are the market leader in the Netherlands and we have clients in 23 countries in various continents of the world. The Interstellar group of companies have developed a strategy to become market leader in amateur sports, with an intitial strong focus on football.

Various product lines based on the same platform have been developed to provide solutions to both the professional and amateur market, providing a fully integrated solution, which is easy to use and is addressing the strategy of FIFA completely.

Our vision is to become THE platform for Sports Management and Marketing Solutions across a variety of sports with a global coverage.

To implement the second phase of this strategy and support the achievement of the ISG Groeifonds business plan over the next years ISG Groeifonds will meet its obligations by attracting new capital out of the market by a private placement.

The funds it receives will be used:

To establish the Marketing & Sales Head Quarters, to install the Management Team, to recruit key personnel, towards the acquisition of companies that fit the investment profile of ISG Groeifonds BV, to supplement working capital to its subsidiaries to acquire the IP rights to the software, to develop opportunities in new geographical markets, and to further strengthen the balance sheet and working capital position.

With the support of respected well known professionals in both the Soccer and Hockey world such as Patrick van Leeuwen and Raymond Atteveld (leading football coaches), Roelant Oltmans (Head Coach of the Malaysian Men's Hockey Team), with partners such as SAS and the leading software and app development company Milvum and with an Advisor Board that consists Arie van Eijden (former director of KNVB and AFC Ajax), Hans Bod RA (Partner at PwC), Laurens Hamelink (owner of Twinq) and Dick Houtsma (founder of BTC Telecom), ISG Groeifonds has enough evidence to offer the right business value proposition to become a global operating business partner for club management and marketing solutions.



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Interstellar has with its ISG Sports platform, generated content, defined interdependencies, developed logic and knowhow and built a platform that makes all of the above mentioned available through an integrated solution for general sports management and marketing, contact management, scouting, youth development, medical history, injury management, match notation, video analysis, player development and trainer assists support.

As such it offers the clubs an all-round infrastructure that enables them to manage, control, develop and improve the financial and sportive return on their most appreciated and most costly investment, their players and let the fans and all stakeholders enjoy more of this game and the community experience. For our new certificate holders, it is a great moment in time to now become part of the road to success with ISG Groeifonds and to be proud to contribute to an environment that matters.

The second pillar of ISG Sports product suite is the community platform solution. Communication is key and ISG Sports provides an interactive platform, in which communication can take place between the club and the trainer (via our Cloud Based Applications), between the trainer and the player (via various Apps), between the club and the player (via the Digital Library) and between the club members and the club sponsors (via the Community Portal). Maximum exposure in the various modules is secured for the sponsors.

International and national brands can enjoy full exposure with maximum reach on the Community product suite.

This will allow ISG Groeifonds to attract revenue from the exploitation of its community of members to support the rollout of the applications at an almost investment barrier free level for the clubs and to support FIFA, FIH and other supra national organizations and their country associations to optimize the impact of an integrated software solution within the club and finally become better organized.

This revenue will be recurring on an annual basis.

ISG Groeifonds expects the commercial exploitation to grow quite rapidly and this will have a positive impact on the acceleration of the growth and revenue streams. Establishing a sound basis, growth of deployment and revenue stream(s) are the key objectives for the next years. Hence the choice of ISG Groeifonds to start market deployment of its Sports Management and Community Solution in Soccer and Hockey, is most logical and is the key driver for this business driven decision.

Soccer is one of the most practiced sports with a solid infrastructure and a strong sponsor community that will enable ISG Groeifonds to deploy the ISG Sports platform over a large population of 240 million registered players, 300,000 registered clubs, their coaches, physiotherapists and managers.

Last but definitely not least ISG Groeifonds shares the ambition of FIFA to bring soccer in general at a higher level by addressing and dealing with problems that the ISG platform offers the solution for. Combining state-of-the-art technology, proven functionality and supporting the community experience for all involved, will result in *the* perfect match.

By taking on Soccer and Hockey as the first sports to deploy the ISG Sports platform we will give content to the ambition of FIFA and the FIH and the national associations and we will establish a sound basis and stable corner stones for ISG Groeifonds to meet its midterm objective and to become THE sports management and community solutions provider across a variety of sports with a global coverage. Supra national organisations (FIFA, UEFA etc), national associations, Sponsors and Professional Clubs, the ISG Sports platform, these are all ISG Groeifonds ingredients for a successful business model with rewarding ROI.

Financials

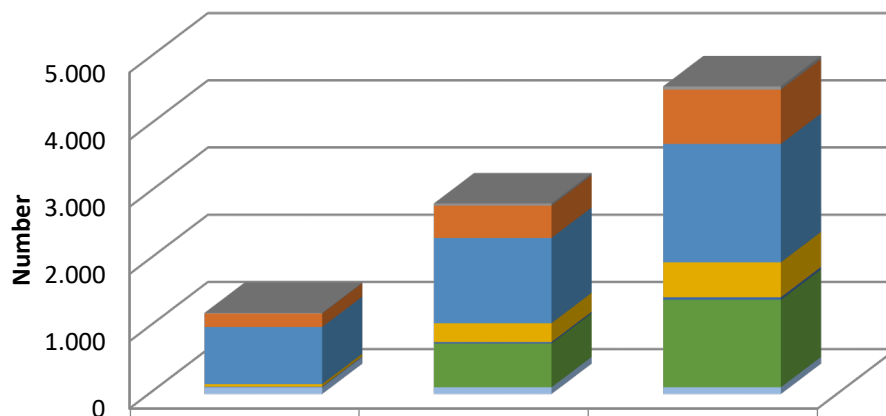
Using existing infrastructure in the Soccer and Hockey environment and choosing for sequential geographical deployment enables us to keep the organization lean and mean and very effective.

The table below shows the development of Revenue and Cash Flow over a three year period till end 2022.



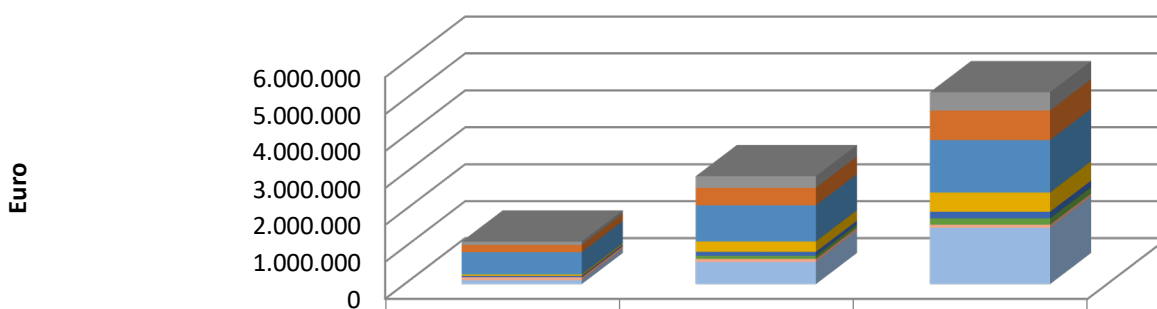
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Number of customers



	2020	2021	2022
Professional	9	32	50
Amateur C Sharp JV	200	480	808
Amateur Dotcomsport Talento	850	1.270	1.762
Scouting App	40	280	520
AION VR	7	22	36
KNVB	0	651	1.303
KNVB (Pilot)	100	100	100

Revenue per module

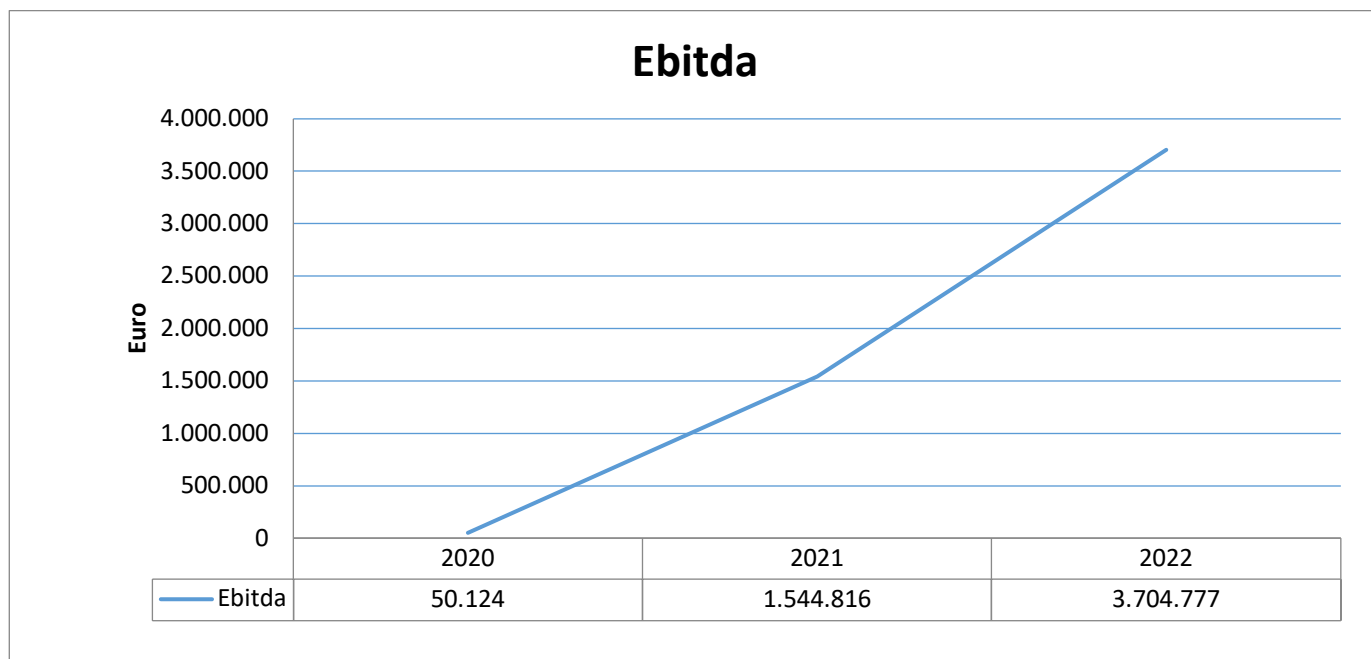


	2020	2021	2022
Professional	90.000	315.000	495.000
Amateur C Sharp JV	198.000	475.200	799.920
Amateur Dotcomsport Talento	600.000	978.000	1.420.800
Scouting App	40.000	280.000	520.000
AION VR	36.000	108.000	180.000
KNVB	0	85.148	170.297
KNVB (Pilots)	83.333	83.333	83.333
Community	102.249	596.471	1.524.762



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Executive Summary – Commercial in Confidence



The management team of ISG Groeifonds is committed to become the NUMBER ONE supplier of smart data matching solutions in the sports market. Experiences brought in are a key to support this venture. ISG Groeifonds has involved leading Soccer and Hockey professionals, thought leaders, Business Intelligence and IT specialists to support its management team to ensure the success of the program. In our business plan we based our financials and forecast on Soccer and Hockey only. Of course we can easily expand to other sports very rapidly.

We invite you to become part as a new shareholder of this venture as we offer “proven partnerships and flexible solutions” and enjoy the excitement and experience in a sportive environment.

One thing is for sure: ***WE ARE READY!***

Best regards and sportive greetings,

G. Helms
Director

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The ISG Groeifonds offer

Introduction

Key assets of any sport club are their players. Return on investment from these key assets, both sportive and financially, depends on elements such as available skills, strengths, development to date as well as development potential, competition history, match analysis, training content and workload, medical record, contract data etc. It is the careful melding of all of these components that will lead to maximum value on the field and maximum value on the field is crucial to the health of any club.

Yet, in any sport club, both professional and amateur, many persons work in various departments on the wide range of disciplines reflected above without capturing and documenting the results and experience of their important work. Results in the form of information made available across disciplines, transparent, integrated and secured, not exposed to loss of paperwork, staff changes or other causes for loss of data is an ideal situation that most clubs are far away from. ISG Groeifonds with its C Sharp Sports Management and Marketing Solution and its Dotcomsports applications changes that and brings the ideal situation forward to today with its developed software modules for management, technical and medical staff.

Across disciplines data is captured and stored in a database in a variety of formats: text (contracts), numbers and graphics (test results), video and audio(film material from match) for interactive analysis, pictures (x-ray, MRI etc.) and made available to authorised staff in optimal format. All data in one database, no more duplication of data processing, no loss of data, integrated availability enabling the linking of information that is interdependent. All information technology is developed on the Microsoft infrastructure (.Net, Sequel Server, Azure). An optimal infrastructure to secure maximum return, sportive and financially.



Integrated data can show per individual sports man or woman the assessment as a youth player, the progress over the years through match analysis and training programs followed, medical history, facts and risks, contract terms and conditions with related opportunities and limitations. This product suite supports both the Amateur and Professional market.



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The ISG Groeifonds Investment Strategy

ISG Groeifonds has the intention to become the world market leader for software that is in used by the sports world in general and the amateur sports world more particular.

A closer look to the needs of an amateur club reveals that there are four major software programs that clubs definitely want to use, namely:

1. A Learning Method that contains exercises in word, in animations, in video, in 3D and or in Virtual Reality;
2. A Player Monitoring tool in which the progression in development of a player, based upon hours of training and matches played, can be collected, managed and distributed;
3. A Video Analysis tool that enables trainers to confront their players with their actions during training sessions and matches;
4. A Scouting tool in which a scout can collect and distribute relevant data of a player he has scouted.

Based upon the above mentioned the investment strategy of ISG Groeifonds is to collect sports related companies under one umbrella. All companies exploit an IT solution for the sports industry. To reach her goals ISG Groeifonds has attracted funds as a loan and as an investment in certificates of shares from the market.

In this moment in time ISG Groeifonds has invested in three software systems, namely:

1. **Interstellar Sports Group BV.** This company exploits, via her subsidiary Interstellar Sports BV, the **C Sharp Sports** software (see: www.csharpssports.com). This software enables clubs to collect, manage and distribute digital information regarding its players. The C Sharp Sports software is initially created to be used by a Professional football club. From the platform two modules were substracted, namely the C Sharp Just for Video module and the Scouting module. Both modules are now exploited as a separate solution for the amateur sports market.
2. **Dotcomsports BV.** This application is an extensive player development system. All statistical data of player activities can be easily collected and distributed amongst trainers, players, parents, etc. With Dotcomsport, you are only one click away of having a complete perspective of your organization. Clear graphical overviews provide direct insight into what is happening within your club. Relevant data is easy to find and instantly translatable to your organization. On December 30th 2019 ISG Groeifonds acquired all outstanding shares of **Dotcomsport BV** (see: www.dotcomsport.com), one of the leading companies of IT software in the amateur football environment. Dotcomsport has a client base of **500 organizations** in 24 countries in the world.
3. **Talento.** This application is also an extensive player monitoring system which is in use with **50 clubs** in the Netherlands. (see: www.talentovoetbal.nl). Starting 2020 we will integrate the two player monitoring systems in the Dotcomsport platform.

In August 2019 a Marketing & Sales agreement was signed with **AION Sports BV**. AION Sports BV has developed a Virtual Reality application that can be used by academies of professional football clubs. (see: www.aionsports.com).

In November 2019 a Marketing & Sales agreement was signed with **VTON BV**. VTON exploits a learning method of exercises especially created for soccer en exists of approx. 1.000 exercises in text, animation and video (see: www.vton.nl). VTON has approx. **250 clubs** in the Netherlands. Based upon the M & S agreement we can cross sell our products to each other's client base.

In February 2020 a Marketing & Sales agreement is signed with the Royal Dutch Football Association (KNVB). The KNVB also exploits a learning method of exercises especially created for soccer en exists of approx. 1.000 exercises in text, animation and video. To date the KNVB Rinus application is used by 20.000 coaches in the Netherlands.

Based upon the M & S agreement the rights to sell and market the KNVB knowledge abroad is granted to Dotcomsport BV and NMC Bright BV. In conjunction with the KNVB in 2020 a pilot will be put in place with 2-3 foreign football associations. The business case will be tested and after the pilots have ended successfully, an entity will be created for the exploitation of the KNVB knowledge base abroad. Dotcomsport will be one of the majority shareholders in this new venture.

Value Proposition/ROI Dotcomsport:

Because all information (management, technical and medical) is stored in one central database, the correlation between different activities performed in different departments is more clear and repetitious input of the same data by different individuals will not take place anymore. The input of training details by a trainer will for instance be shown on the computer of the Head of the Youth Department. The insight of what happens within the organization increases, it is easy to share knowledge and since people work more efficient, a lot of time is saved.

Through optimal use of Test and Training results it is possible to gain better insight in the mental and physical health of players.

The efficiency of your group of players' increases, you will have less injuries and a healthy selection means more turnover because you can maximize merchandising, TV-rights and exhibition games.



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In a professional environment, where player's value represent multi millions, an investment of approx.. € 10.000 in Dotcomsport Pro has a very good and fast ROI. By using the Dotcomsport Pro software, the non-playing time of a football player will be reduced and the investment in such a tool is therefore a no-brainer for the management.

Dotcomsport & Talento

The Dotcomsport and Talento software is web based and available with functionality centred around training and match, without the management and scouting modules, focussed on the value an amateur club can derive from integrated sports management and sponsor marketing.

As a trainer of an (amateur) club you have to deal with a lot of different items. You have your group that you want to make better, the Members of the Board you have to discuss certain items with, the press, you name it. Before you know it you are constantly busy with minor details and, especially as a beginning trainer, you lose the oversight, the big picture. You have to learn how to focus.

Finding a way to muster all activities, duties, appointments, the organization of your work, is the most difficult part of the profession. As a trainer you are therefore constantly looking for tools that can help you to be better organized.

Most trainers use a computer to help them in this process. In spreadsheet programs all relevant aspects on player performance during training and games are stored. Word is also often used to store relevant data form a player or a team. The disadvantage to work with these tools is that one has stored a lot of items everywhere, but one can never find all relevant data of a player instantly on one fact sheet.

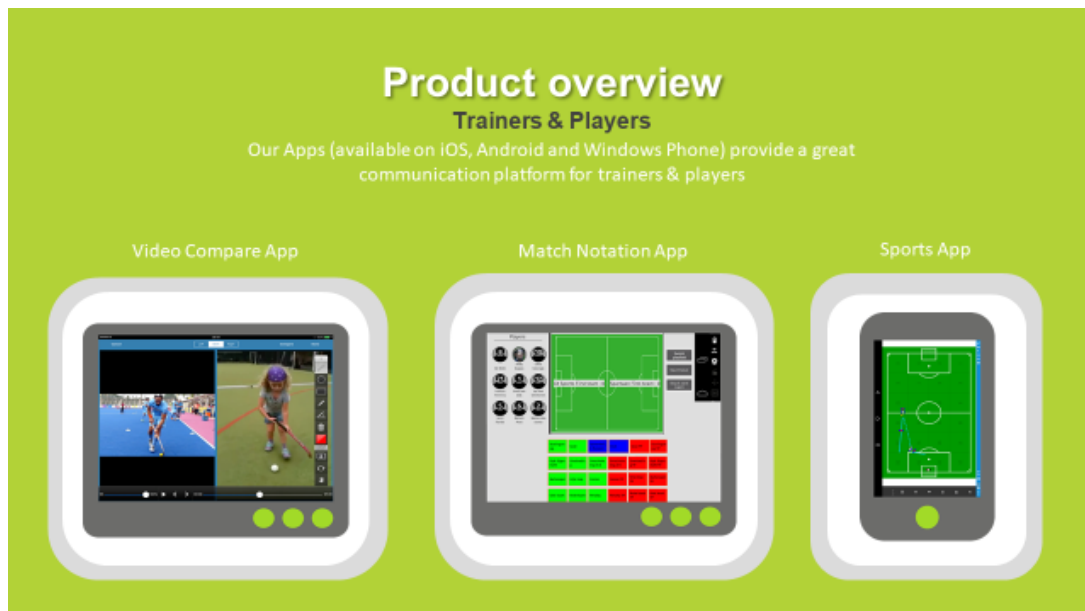
Dotcomsport and Talento have similar products and are both active in the Dutch football market. In order to gain market share the two companies have adjusted their pricing in such manner that you speak of a race to the bottom. From a normal price of approx.. € 1.000 per club per year, the price went down to € 500.

Since both software systems now are exploited under one umbrella, the price could be adjusted upwards again.

Dotcomsport in conjunction with C Sharp Sports Just for Video offers the possibility to film games and training sessions, to notate all actions of a player via the notation system and link the notations to the film. Everything is stored in one database connected to a server and therefore knowledge sharing is possible. Fragments of the film can be used to make a collage that can be distributed via an App to the players or via Social Media Channels to the Fans. The filmed material can also be used for game analysis purposes, the creation of a training, or the evaluation of a player.

Dotcomsport provides you with a player monitoring system in which progress of a player is systematically stored and monitored. The application also contains a library that can be filled and extended with exercises and trainings from third parties like VTON and the KNVB.

The team agenda is used to keep track of all relevant items concerning a player or a team. The notation of actions during a game and trainings can be shared with other trainers or clubs who use the Dotcomsport application. Via various Apps it is possible to share information with your players and communicate with them.



Investment Memorandum ISG Groeifonds

Executive Summary – Commercial in Confidence

Value Proposition/ROI:

Dotcomsport will support management and trainers to better organize amateur football and is an investment with a high motivation return towards the development of the entire club. Many volunteers offer free time to support their own club. Increasing motivation by introducing youth development plans and understanding the evaluation of teams over time, the right foundation is created to avoid a high turnover in “amateur trainers”. They will stay much longer with the club as they can monitor their own results and have their efforts being recognized and rewarded by the players, their parents and the club.

Dotcomsport supports them much better by using international accepted standards instead of developing their own “home cooked” exercises, without knowing the impact of better results for the club. The Dotcomsport software will increase the professionalism of football and is a great investment in the development of the whole club.

Competitive advantage

If a comparison is made on functionality and pricing, the ISG Sports solutions distinguishes it selves sharply from competitors in the market.

Microsoft with its office suite that contains Word and Excel is in the world of sport also a frequently used software tool, next to pencil and paper.

Member administration tools offer a little bit of automated data processing. However, products that integrate data from the various disciplines across a sport club are rare. The ISG Sports applications provide the widest range of functionalities available in the market for a very disruptive price.

Taking into account the time required to get to where we are we believe that the time window to bring this to market is approximately 2,5 years. During this timeframe we will secure the position as market leader and number one supplier of Sports Management and Marketing Solutions.

We have put an overview together to compare existing systems with the ISG Sports product suite. Please have a look and compare.

Existing “Systems”	ISG Sports
<ul style="list-style-type: none"> ⊙ Fragmented information all over the place ⊙ Duplicate data entry without transparency on dependencies ⊙ Turning fragmented data into information is a challenge ⊙ Lack of transparency on dependencies creates misinformation ⊙ Individuals own and control data ⊙ Limited or no IT discipline 	<ul style="list-style-type: none"> ⊙ Central database holding all data ⊙ Single entry for multiple use ⊙ full transparency on dependencies between disciplines ⊙ Creating information mouse click away ⊙ Pre defined structures enabling control over data and management of what it’s about – players/value in and off the field ⊙ Data captured in club owned system, not exposed to staff changes, loss etc. ⊙ System embedded in IT disciplines for backup and storage.



C SHARP

Investment Memorandum ISG Groeifonds

Executive Summary – Commercial in Confidence

Current market presence and success

Initial assessment of the market place has already lead to enthusiastic users and agreements in place with various national football associations, professional football clubs , the Rijks Univerity Groningen and SAS, the leading data analytics company in the world.

We have access to more than 800 clients in 24 countries in the world. Amongst these clients are the following organizations:

Associations:

- KNVB
- FAI (Ireland)
- FAM (Malaysia)
- Aruba
- Saudi-Arabia
- Curaçao
- US Soccer CFA (China)
- Hungary
- Various Concacaf countries (41 associations are a member of Concacaf. The Board of Concacaf strongly supports our programs to be used by its members).

Pro Clubs:

- China: Beijing Guoan FC
- Australia: Melbourne Victory
- South-Africa: Ajax Cape Town
- The Netherlands: 20 Pro Clubs
- Sweden: Malmö FF
- Belgium: FC Antwerpen
- Croatia: HNK Rijeka
- Bulgaria: Locomotiv Sofia
- Georgia: Dynamo Tblissi
- 10 clubs in the USA
- 3 topclubs in India.

Former Director KNVB - Arie van Eijden:

"ISG Sports combines integrated systems that capture data from the various disciplines in a sport club environment and offer management the possibility to combine relevant data into valuable information supporting the decision making of club management in an unprecedented way. That is what makes ISG Sports so different."

Former Hockey Coach KNHB - Roelant Oltmans:

"Year after year we have captured data on paper, stored in cabinets, drawers and quite often simply lost it. We are extremely happy with ISG Sports that offers us central storage of data integrated across disciplines. ISG Sports offers us the ability to practise our philosophy to manage hockey, the players, the talents from very young throughout their career. We are sure that we will be working with ISG Sports for a long time and we believe that others as well can benefit from ISGSports."



Investment Memorandum ISG Groeifonds

Executive Summary – Commercial in Confidence

Amateur Clubs

With the acquisition of the various software systems the following income streams are applicable:

1. Dotcomsports Club: an amateur club pays € 1.000 per annum for a license to use the web based version for Amateur clubs. Dotcomsport can be used by up to 50 club members (trainers and volunteers). Support and training are secured via a support contract;
2. C Sharp Just for Video: a club pays € 500 per annum for a license to use our clubserver. An annual user license fee of € 200 is applicable for the basic version of C Sharp JV. A license to use the Pro version of C Sharp JV will cost € 500 per user per year;
3. Scouting: a club license to use the scouting module will cost € 1.500 per per year;
4. Learning method: a foreign football association and their member clubs will pay a yearly subscription fee for the right to use the KNVB learning method.
5. ISG Sports Community: Dotcomsport, CSharp JV and the Learning method are used by trainers in a club. All trainers are in contact with a team of at least 10 players. The players will, via apps, have free access to digital info the trainer has set aside for them. ISG Sports will provide the players with premium content like the ability to capture and share video footage, the ability to compare a home made video of a certain skill/technique with the video of a trainer, the ability to have access to specific content in the library and more. Via a subscription of € 12 per year a player is granted access to the Premium content as described.

Professional Football Clubs and market approach

The richness of the Dotcomsport Pro Version functionality allows professional football clubs to optimize the management of the club, support the trainers and staff, including medical, scouting, youth development and contract management. Dotcomsport has established a direct sales force to obtain market share in this environment. Dotcomsport Pro is priced at € 10.000 for a club license per year. Support and training are secured via a support contract.

Given the satisfactory experiences at launching customers, we will have an excellent position to attract 50 pro clubs in 3 years time.

The sales process uses the one-to-one-to-many approach for the voluminous amateur market leaving only a limited number candidates per country for active direct sales of the Dotcomsport *Pro* version. With the strong annuity character of revenues generated, this results in a limited sales team requirement per country and as such makes a sequential deployment attractive allowing to develop and implement best practices with a core sales team and avoid aggressive organisational growth.

Interstellar and its subsidiaries will invest in continued development of their solutions in order to widen their reach across other sports than Soccer and Hockey. To that extent a multi sports version is ready to go and once we can afford to broaden our focus with sales and marketing, the necessary business models and sales and marketing approach, depending on size and structure of the respective sports, will be developed and implemented accordingly.

The product development for the Soccer and Hockey version is completed. The company has already attracted a number of paying customers. Hence we can plan for an aggressive Marketing & Sales strategy leading to exponential growth of the company's Etbida.

All in all we now have a combination of a stable product, a market that is ready and waiting, an organization that is qualified for the job and an environment in which we will create an effective and efficient operation. These ingredients guarantee a solid return on investments made.



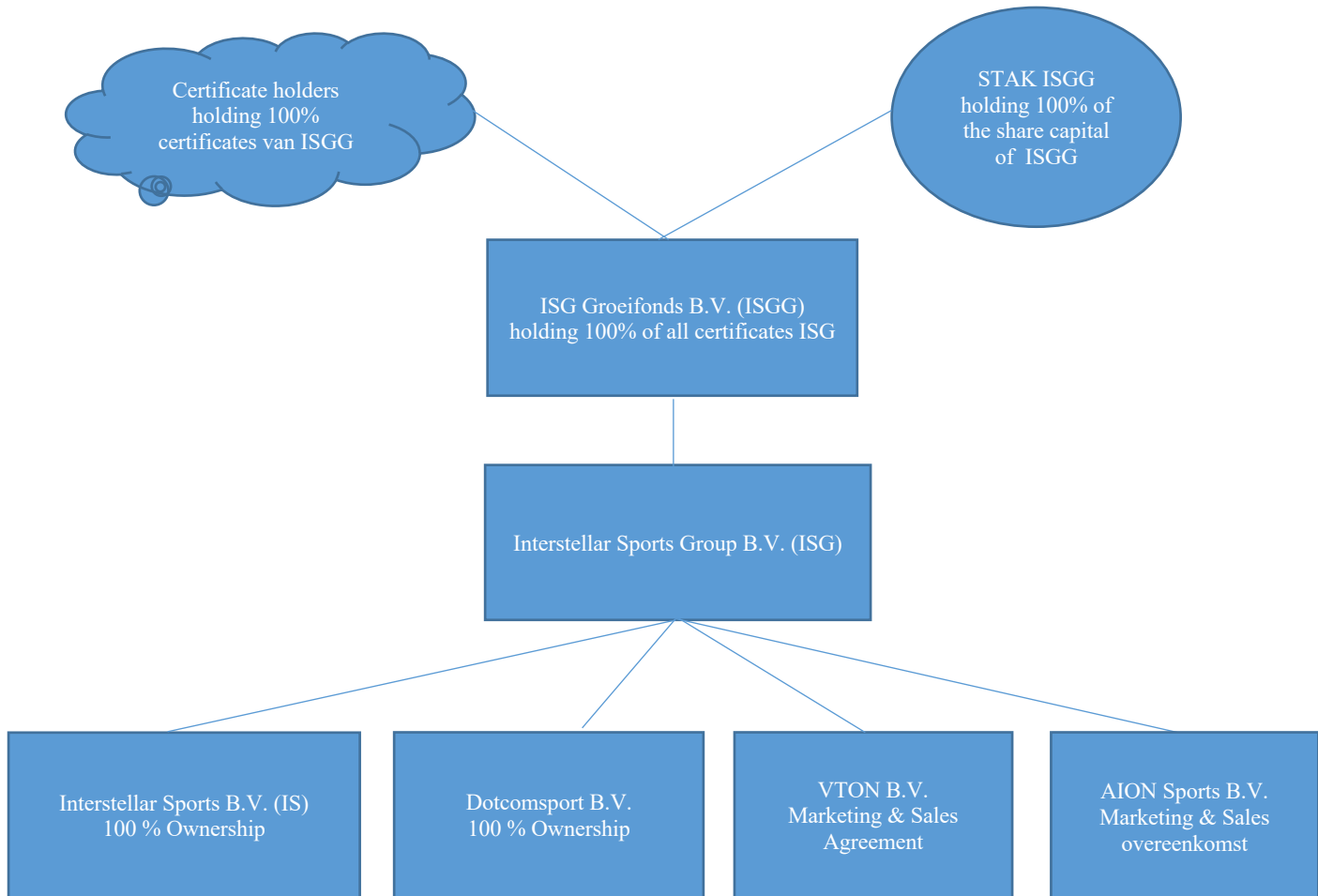
C SHARP

Investment Memorandum ISG Groeifonds

Executive Summary – Commercial in Confidence

LEGAL STRUCTURE

The legal structure of ISG Groeifonds BV (ISGG) per January 2020 is as follows:



- Mr. G. Helms (through his management company Interarda Management BV) is the **Director** of ISG Groeifonds BV and the Interstellar Sports group of companies.
- ISG Groeifonds BV has an **Advisory Board** that consists of the following persons:
 - Arie van Eijden (former director of KNVB and AFC Ajax)
 - Hans Bod RA (Partner at PwC)
 - Laurens Hamelink (owner of Twinq)
 - Dick Houtsma (founder of BTC Telecom)
- Interstellar Sports Group BV has a **Management Team** that exists of the following persons:
 - M. Snijders (Business Development)
 - D. Doeland & M. Schoonhoven (Digital Strategy & Content Impact Strategy)
 - J. Henkes (International Marketing & Sales)
 - Berkleef (Legal & Finance)



Investment Memorandum ISG Groeifonds

Executive Summary – Commercial in Confidence

All sales and marketing cost will be incurred under the ISG Groeifonds umbrella.

Sales and Support

The initial focus will be on clubs and associations that are active in the UEFA and CONCACAF region. We will rollout in these regions with a dedicated direct sales team taking up an additional country every 4-6 months period. Once the national association is on board and the Marketing & Technology agreement with the association to implement Dotcomsport products with its memberclubs is activated, the (local) after sales support will take over and step in allowing the sales team to move on to the next country.

Key hires will be the Board of Directors, Direct and Indirect Sales Representatives to be supported by high quality pre-sales consultants.

Technical and Product Development

The product development for Soccer and Hockey is done. The product is already in use in the market.

Business Development

The development of the business is very network dependent. Inside Soccer and Hockey we are well set and can leverage existing relationships of staff or advisory board members to the organisations, both clubs, FIH, FIFA, UEFA and national associations, as required.

When we do get to the point where we want to deploy ISG Sports into other sports as well, we will need people that can make the difference in those new environments.

Operational Support

With the route and speed to market currently foreseen, and the related moderate growth of the organisation we can keep the operational support also limited to a few high calibre people, hands on with finance and other operational support, focussed on service to the rest of the organisation and working together as one organisation on achieving the mutual targets.

