

19 April 2012

**TMT INVESTMENTS PLC**  
("TMT" or the "Company")

Investment in Hotlist Media, Inc.

The Board of TMT is pleased to announce the completion of an investment in Hotlist Media, Inc. ("Hotlist"). Incorporated in Delaware, Hotlist is the company behind the mobile software application that shows users what their friends have planned, and what is happening at venues throughout the week in over 40,000 cities worldwide. People use Hotlist to discover fun and relevant real-world events to share with friends. Co-founders Chris Mirabile and Gianni Martire's vision for Hotlist is to make finding and planning fun activities easier.

TMT's investment consists of a US\$400,000 unsecured convertible promissory note in Hotlist (the "Note") on the following terms:

- Interest rate – 6% per annum;
- Term – the Note will be repayable in whole or in part at par at TMT's option in 12 months from the date of issuance of the Note;
- Conversion –
  - *Optional conversion*: any outstanding principal and unpaid accrued interest on the Note may be converted after 12 months at TMT's option at an equity valuation equal to the lower of (i) an agreed open market value or (ii) US\$8,000,000 for the whole of Hotlist's fully diluted common stock.
  - *Automatic conversion*: any outstanding principal and unpaid accrued interest on the Note will be automatically converted into Hotlist's equity securities upon the earliest of (i) closing of the next equity financing, or (ii) a change of control of Hotlist, in either case at an equity valuation equal to the lower of (i) 75% of the equity valuation of Hotlist applicable to the next equity financing or change of control, or (ii) US\$8,000,000 for the whole of Hotlist's fully diluted common stock.
- Right to participate in the next equity financing – TMT will have the right to purchase up to thirty (30%) percent of the total number of Hotlist's equity securities sold in the next equity financing.

Definitive agreements for the transaction were entered into, and the transaction was completed, yesterday.

By taking a three-pronged approach of showing a user what their friends have planned, what their community is up to on a given day, and events that are likely to be of high interest to them, Hotlist is becoming the premiere destination site for making real-world social decisions. Hotlist's infrastructure is processing over 200 million people's social data with over 80 million events in its system.

Hotlist's founding team includes Chris Mirabile, Gianni Martire and a seasoned team of "big data" engineers. Chris started working at Internet startups at age 15 and before Hotlist launched two ventures, one of which had a successful exit. Gianni started his first startup at age 19, has since sold two ventures, and is now an active angel investor in the technology space. Chris and Gianni came up with the concept for Hotlist as friends, after realizing their shared frustrations from not having a one-stop destination for discovering relevant places and events that they and their friends would enjoy.

In respect of the year ended 31 December 2011, Hotlist's unaudited loss before taxation amounted to US\$1.1 million, and unaudited net assets as at that date amounted to US\$300,000.

TMT believes that Hotlist is well-positioned to become a leading social event planning tool, and the investment provides TMT with exposure to this fast-growing location-based mobile application segment.

For further information contact:

TMT INVESTMENTS PLC  
Mr. Alexander Selegenev  
[www.tmtinvestments.com](http://www.tmtinvestments.com)

+44(0)1534 281 843  
[alexander.selegenev@tmtinvestments.com](mailto:alexander.selegenev@tmtinvestments.com)

ZAI Corporate Finance Ltd  
NOMAD and Broker  
Marc Cramsie/Irina Lomova

020 7060 2220

Kinlan Communications  
David Hothersall

Tel. +44 (0) 20 7638 3435  
[davidh@kinlan.net](mailto:davidh@kinlan.net)

## **About TMT Investments**

### **The Investment Policy & Strategy**

The Company's objective is to generate an attractive rate of return for Shareholders, predominantly through capital appreciation, by taking advantage of opportunities to invest in the TMT Sector. The Company aims to provide equity and equity-related investment capital, such as convertible loans, to private companies which are seeking capital for growth and development, consolidation or acquisition, or as a pre-IPO financing.

In addition, the Company intends to invest in publicly traded equities which have securities listed on a stock exchange or over-the-counter market. These investments may be in combination with additional debt or equity-related financing, and in appropriate circumstances in collaboration with other value added financial and/or strategic investors.

The Company is not geographically restricted in terms of where it will consider making investments. It will consider any geographical area, to the extent that the investment fits within the Company's investment criteria. The Directors and Consultants have expertise in emerging markets and, in particular, in Russia and the Commonwealth of Independent States. The Company will not be subject to any borrowing or leveraging limits.

### **Private Companies**

The Company will target small and mid-sized companies and will seek to secure at least blocking stakes and board representation, where it considers that the Company and/or an investee company would benefit from such an appointment. The Company will consider making equity investments in lower than blocking stakes only where it sees ways to increase the stakes to blocking or controlling stakes at a later date. Each investment is expected to be at least US\$250,000.

The investments targeted by the Company will aim to support rapidly-growing private companies to increase market share and achieve long-term shareholder value. It is envisaged that if the Company invested in a private company prior to that company listing on a stock market, the Company would retain a part of its investment in the listed entity going forward. The Company intends to work closely with the management of each investee company to create value by focusing on driving growth through revenue creation, margin enhancement and extracting cost efficiencies, as well as implementing appropriate capital structures to enhance returns.

### **Public Companies**

When investing in public equities, the Company will seek to select companies with a dominant market share or strong growth potential in their respective segments. No restrictions will be placed on the size of public companies in which the Company may make an investment. The Directors intend to make investments in companies or businesses with attractive valuation, growth potential, with competent and motivated management, which enjoy brand recognition, have scalable business models, have strong relationships with customers and have in place transparent accounting policies.

### **Realisation of Returns**

The Directors will, when appropriate, consider how best to realise value for Shareholders whether through a trade sale, flotation or secondary refinancing of the investee companies. The proposed exit route will form a key consideration of the initial investment analysis.

The Company expects to derive returns on investments principally through long-term capital gains and/or the payment of dividends by investees. The primary ways in which the Company expects to realise these returns include: (a) the sale or merger of a company; (b) the sale of securities of a company by means of public or private offerings; and (c) the disposal of public equity investments through the stock exchanges on which they are listed.

For private investee companies the Company believes that its typical investment holding period should provide sufficient time for investee companies to adequately benefit from the capital and operational improvements resulting from the Company's investment. The targeted holding period shall be reviewed on a regular basis by the Company, but it is expected that this will typically be between two to four years. For public equities the Company's objective is to maximise capital appreciation. Following the acquisition, the Company will continue to conduct extensive research and monitoring of the investment. Importance will be placed on the timing of any disposal which will follow a thorough review of market conditions and those reports and sources that are available to investors. Should the Company consider that the capital appreciation of a particular public equity investment has reached its peak or is likely to or has begun to decline, then the Company will consider the sale of that investment.