

25 October 2012

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

Proposed consulting role to assist manager of a new fund

The Board of TMT announces that it has signed a consultancy agreement (the "Agreement") to assist the investment manager of a proposed new unquoted fund (the "Fund") which will invest in the technology, media and telecommunications sector.

The directors of the Fund will include German Kaplun, who is Head of Strategy at TMT (but not a Director) and who, jointly with Alexander Morgulchik, owns 16.23% of TMT's issued share capital. The proposed Fund's investment manager is a wholly-owned subsidiary of Menostar Holdings Limited, which owns 22.38% of TMT.

Under the Agreement, TMT will act as the exclusive consultant to the Fund's investment manager and perform, inter alia, the following services:

- assist the investment manager to identify, structure and execute approved investment opportunities for the Fund and to assist the investment manager in its management of the Fund's portfolio companies;
- advise and make recommendations in respect of the investment manager's ongoing management of the investments of the Fund; and
- assist the investment manager in preparing regular reports to the Fund.

TMT will not be responsible for general administration of the Fund.

The Fund is conditional, inter alia, on the Fund's raising a minimum of US\$30 million. There can be no guarantee of this occurring.

The investment manager's remuneration in respect of the Fund will be an annual fee of 2% per annum of the Fund's net asset value, plus a performance fee of 20% of the appreciation in the net asset value above a hurdle rate, which will be a non-cumulative 2.5% per calendar quarter. In turn, TMT's remuneration will be 75% of the investment manager's fees related to the management of the Fund, net of certain deductions.

The investment criteria of TMT and the Fund are very similar. The directors of TMT are satisfied that TMT's role in relation to the Fund will not create conflicts of interest with TMT's existing business. All investment opportunities, both for TMT and the Fund, will come through TMT, on the basis that TMT will have the right to co-invest up to 50% of the total investment. In turn, TMT will be obliged to offer investment opportunities to the Fund if they are in excess of US\$500,000, and then on at least a 50/50 co-investment basis.

Given that the Fund would be larger than TMT, the Company's co-investment right would increase the investment opportunities for TMT as well as providing recurring revenue for the Company.

In view of the relationships between TMT and the Fund set out above, the signature of the Agreement represents a related party transaction under the AIM Rules. The directors of the Company consider, having consulted the Company's Nominated Adviser ZAI Corporate Finance

Ltd., that the terms of the Agreement are fair and reasonable insofar as the Company's shareholders are concerned.

A further announcement will be made when the outcome of the fundraising for the Fund is known.

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### **About TMT Investments**

TMT Investments PLC invests in high-growth, internet-based companies across a variety of sectors with the potential to become multinational businesses. Founded in 2010 and with capital firepower of USD26m, TMT has invested in 21 companies to date. The company's objective is to generate an attractive rate of return for shareholders, predominantly through capital appreciation. The company is traded on the AIM market of the London Stock Exchange. [www.tmtinvestments.com](http://www.tmtinvestments.com)

### **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.