



## ASX Release

21 September 2016

### Convertible Notes

migme Limited (ASX Code: MIG) refers to its announcements dated 12 September 2016 and 18 December 2015 in relation to the placement of Convertible Notes to professional and sophisticated investors introduced by Lucerne Investment Partners. migme advises that the principal terms and conditions of the Convertible Notes are as follows:

- **Face Value:** \$100 per Note
- **Form:** Unsecured
- **Interest Rate:** 10% (payable quarterly)
- **Term:** 24 months
- **Redemption Amount:** in the event that the Note is redeemed prior to 24 months from the issue date, a 10% premium will be payable.
- **Redemption:** The Company must redeem the Note 24 months from the issue date. After 6 months from the issue date, the Company has the right to make an early redemption at a 10% premium and must give no less than 30 days written notice to the noteholder.
- **Conversion:** A noteholder may elect to convert a Note by giving a conversion notice no less than 6 months after the issue date.
- **Conversion Number:** The number of ordinary shares to be issued on conversion is equal to the Face Value divided by \$1.10. If, however, the Company raises additional equity at a price lower than \$1.10 per share during the term of the Note, the Conversion Number will reset to that equity issue price.
- **Early Repayment:** If any of the following events occur within 24 months of the issue date, then the Noteholder has the right to require the Company to repay the Note within 20 business days by providing written notice to the Company at any time after the event has occurred:
  - The Company issuing any debt or entering into any arrangement to issue or take on secured debt that would rank in priority higher than the Note without the prior written consent of the majority of Noteholders by percentage held, approval for which can't be reasonably withheld; or
  - The Company entering into a contract for the sale of a significant asset or assets of the Company representing more than 10% of the market capitalisation of the Company without the prior written consent of the majority of Noteholders by percentage held; or
  - A director of the Company selling shares held by that director as at the issue date which have a cumulative total of more than 5% of the shares outstanding of the Company without the prior written consent of the majority of Noteholders by percentage held; or
  - If the volume-weighted market capitalisation of the Company falls below \$150m for more than 90 days, giving 30 days notice.

In the event that the early repayment occurs within 24 months of the Issue Date, then the Company will pay a 10% premium to the face value of the Note to the Noteholder.

Michael Higginson  
Company Secretary

### About migme Limited

migme Limited (ASX: MIG | WKN: A117AB) is a global digital media company focused on emerging markets. Social entertainment services are delivered through mobile apps migme and LoveByte, artist management website alivenotdead, social news site Hipwee and ecommerce services Sold and Shopdeca. The Company is listed and registered in Australia. Headquarters are in Singapore with offices in Malaysia, Indonesia, Taiwan and Hong Kong.

For more information, please visit <http://company.mig.me>

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