

22 April 2014

Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

By: e-lodgement

COMPANY ANNOUNCEMENT

For immediate release

**Mnemon Ltd announces the acquisition of TopBuy**

22 April 2014 – Mnemon Limited (ASX:MNZ) is pleased to announce on 22 April 2014 it entered into a share sale agreement to acquire online retailer TopBuy Australia Pty Ltd (“TopBuy”). TopBuy will become a subsidiary of MNZ’s DealsDirect Group and deliver scale and efficiencies to the group.

TopBuy ([topbuy.com.au](http://topbuy.com.au)) is an online retailer founded in 2007 by Peter Xie & Michael Xie with key strengths in branded consumer electronics, fashion and general merchandise. TopBuy has robust sourcing infrastructure in China and Hong Kong, enabling direct order fulfilment to consumers in Australia. TopBuy has a database of over 200,000 active customers, has annualised revenues of c. \$10m and will be earnings accretive in the first year.

The co-founders will continue in key roles within the senior management of TopBuy. The management team have extensive experience in online retail and product sourcing in China.

The acquisition of TopBuy is expected to bring to the group:

- Additional revenues in excess of \$10m in FY15
- A database of over 200,000 active customers
- Sourcing & consumer-direct distribution capabilities out of China
- Strong management who will remain in key roles within the group
- Significant operating synergies through the consolidation of the TopBuy business into the DealsDirect operations
- Substantial cross-selling opportunities with DealsDirect
- An inventory light model aligned to the company’s strategic direction

The total consideration for TopBuy is \$2.25m and will be settled by way of \$0.325m cash with the balance to be settled in MNZ shares at a share price of the 60 day VWAP. There is a small earn out component.

Commenting on the acquisition of TopBuy, MNZ interim CEO Michael Rosenbaum said:

“The acquisition of TopBuy is the first for MNZ since the reverse listing of DealsDirect on the ASX in January 2014. The integration of TopBuy is expected to deliver significant cost synergies and cross-selling opportunities with DealsDirect. This is the first step in our ongoing acquisition strategy with MNZ continuing to look at a range of opportunities in the e-commerce industry”.

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