

January 9, 2017

## Harmony Merger Corp. and MUNDOMedia Agree to Combine

NEW YORK & TORONTO, CANADA--(Harmony Merger Corp. (NASDAQ:HRMN, HRMNU and HRMNW) (“Harmony”) and privately-held MUNDOMedia (“Mundo”) today jointly announced that they have entered into a plan of reorganization whereby Mundo will become a publicly listed company through a combination with Harmony. The transaction is expected to close in March of 2017.

Harmony’s CEO, Eric Rosenfeld said, “Mundo is a leader in the digital advertising space and its unique technology enhanced Key Performance Indicator, or KPI driven approach to solving its customers advertising needs has driven its tremendous growth and profitability since inception.” Mr. Rosenfeld continued, “We believe that this transaction represents a significant discount to Mundo’s intrinsic value.”

Mundo is a global leader in data-driven digital marketing, that helps large brands grow their business by connecting them to an engaged global audience at the moment of greatest opportunity with a suite of proprietary technology powered by data. Mundo reaches more than four billion users per month, offering a single point of access to digital supply channels in 182 countries worldwide. The MUNDOTrack platform utilizes rich audience data segments and granular targeting capabilities to deliver unparalleled control and real-time analytical insights. Mundo's technology empowers its advertising partners to create millions of mobile connections with key audience segments.

### The Transaction

Upon the consummation of the transactions contemplated by the plan of reorganization, Harmony shall cease to be a Delaware corporation and will combine with Mundo in an amalgamation whereby a newly formed Canadian company (“New Mundo”) shall operate as the new public company.

The current shareholders of Mundo, in exchange for all Mundo’s outstanding shares immediately prior to the transactions, will receive:

- \$111.5 million of New Mundo common shares,
- \$25.0 million in cash; and
- Up to an additional \$28.5 million in New Mundo stock (valued at \$10.20 per share) over the next 2 years, if the following net income or stock price targets are met:

### Contingent Consideration Schedule

	Net Income Target <sup>1</sup>	Stock Price Target	Contingent Value	Contingent Shares
Fiscal Year Ending December 31, 2017	\$15,250,000	\$12.00	\$14,250,000	1,397,059
Fiscal Year Ending December 31, 2018	\$21,500,000	\$15.00	\$14,250,000	1,397,059
Cumulative Target <sup>1</sup>	\$36,750,000		\$28,500,000	2,794,118

<sup>1</sup> Net income targets are cliff targets.

The New Mundo shares issued to the Mundo shareholders in the transaction will be subject to lockup provisions identical to those applicable to Harmony’s founders (12 months, with 50% subject to potential early release). Following the transaction, the board of directors of New Mundo will consist of seven

members. Ross Levinsohn will remain Executive Chairman of the company, four members will be nominated by Mundo's current shareholders and two will be nominated by Harmony.

The closing of the transaction is subject to approval by the stockholders of Harmony, Harmony having net tangible assets of at least \$5,000,001 upon closing of the transaction and certain other customary closing conditions for transactions of this nature.

Eric Rosenfeld, Chairman and CEO of Harmony, commented, "We are pleased that Harmony's Board of Directors, as well as our Special Advisor, Joel Greenblatt, unanimously approved this transaction. We believe that Mundo is without parallel in its sector, making it an extremely attractive partner. Mundo has a very appealing growth profile and a compelling valuation. We expect that its numerous competitive advantages will enable the company to continue to prosper."

Joel Greenblatt, Harmony's Special Advisor, said, "An attractive valuation, an experienced management team and a global leader in its sector are some of the attributes that make this a unique investment opportunity. This is a quality company with significant growth prospects and I am excited about its future."

Jason Theofilos, Mundo's Founder and CEO, stated, "This transaction will empower Mundo to accelerate its vision to become the global partner of choice for tier one brands as we continue executing on our strategy through impressive organic growth and acquisition expansion."

Ross Levinsohn, Mundo's Executive Chairman, stated, "The growing importance of precision marketing plays squarely in the favor of Mundo Media's business model. Every day the chorus grows louder from marketers to substantiate value for every dollar spent – Mundo excels at delivering results and quality experiences."

For the purposes of this transaction, Harmony is being represented by **Graubard Miller** and McCarthy Tetrault LLP and Mundo is being represented by Dorsey & Whitney LLP and Gowling WLG. William Blair is acting as financial advisor to Mundo in this transaction. For additional information on the transaction, see Harmony's Current Report on Form 8-K, which will be filed promptly and which can be obtained, without charge, at the Securities and Exchange Commission's internet site (<http://www.sec.gov>). Mundo's website is <http://www.mundomedia.com>.

## Conference Call

Eric S. Rosenfeld, Harmony's Chairman and CEO, Jason Theofilos, Mundo's Founder and CEO, and Ross Levinsohn, Mundo's Executive Chairman, will host a conference call on Monday, January 9, 2017, at 10:00 am Eastern Time to discuss the transaction. Interested parties may listen to the call by dialing (973) 413-6102 and conference code 914207 approximately 10 minutes before the call is scheduled to begin and asking to be connected to the Harmony Merger Corp. conference call. If you are unable to listen to the live call, the conference call will be archived for 90 days and can be accessed by dialing (973) 528-0005 and conference code 914207.

