

FTV™ MUSIC

FTV™ SPORTS

FTV™ LIFESTYLE

FTV™ EVENTS



This Confidential Information Memorandum is supplied for informational purposes only and does not constitute (1) an offer to sell, or the solicitation of an offer to buy, any securities of FilmOn.TV Networks Inc. or (2) a promise or representation that any such offer will be made to the recipient or any other party. The offering is being made only to accredited investors by means of an Investment Package, together with Subscription Materials and Disclosure Exhibits (the "Investment Package"), that contains more complete information including risk factors. Read the entire Investment Package before making an investment decision. The securities are being offered in reliance upon exemptions from registration under the Securities Act of 1933 and only in the states in which the offering of securities is registered or is exempt from registration and by broker-dealers authorized to do so.

Forward-Looking Statements

This Confidential Information Memorandum contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, many of which are beyond FilmOn.TV Networks' control. Actual results could differ materially and adversely from those anticipated in such forward-looking statements as a result of certain factors, including those set forth in the Investment Package.

Our viewers watch our live television offerings of over **700 linear channels, 90,000 on-demand** movies, documentaries, music videos, podcasts and **original** social television programming.



FILMON TV IS ONE OF THE
WORLD'S **LARGEST** LIVE TV
STREAMING NETWORKS

70+ MILLION

MONTHLY VISITORS

700+

LINEAR CHANNELS

90,000+ FREE

AD SUPPORTED TV
PROGRAMS AND MOVIES

65,000+

PREMIUM HOLLYWOOD TV
PROGRAMS AND MOVIES

2.5 BILLION

AD IMPRESSIONS PER MONTH

COMPANY OVERVIEW

- FilmOn.TV Networks Inc. provides **streaming television, pay-per-view channels** and thousands of **video on-demand** titles making it one of the **world's largest OTT content delivery platforms**
- We serve **more than 2 billion** ad impressions per month to a global audience of more than **70 million monthly visitors** according to FilmOn's account with DoubleClick for Publishers by Google
- FilmOn's live TV offering consists of **over 700 linear channels, 90,000 FREE on-demand** movies, documentaries, music videos, podcasts and original social television series and **65,000 premium Hollywood** movies and TV programs
- FilmOn's **HDI player** provides a convenient way of watching online television channels from the comfort of your desktop, as well as offering a suite of **online video applications**
- FilmOn works with many of the **world's largest** advertising agencies, television networks, trading desks and major brand sponsors to monetize the platform's **advertising-based business model**
- Programming also reaches satellite audiences via **Dish Network** in the United States, **Sky** in the United Kingdom and **Freesat** in Europe
- FilmOn has one of the **largest film libraries in the world**
- We currently monetize approximately **5% of our advertising capacity** and have the potential to **significantly increase** our advertising revenue by expanding our advertising and sponsorship teams

"FILMON... THE MARKET OPPORTUNITY IS MUCH BIGGER THAN ANY OTHER MEDIA OF ITS TYPE"
-Alkiviades (Alki) David, as quoted by the Wall Street Journal

FilmOn.TV™

LIVE TV HDi. ANYTIME. ANYWHERE.



FOTV serves more than 2.5 billion pre-roll and mid-roll video ads and display banners per month to a global audience of 70 million monthly unique visitors

REVENUE STREAMS

ADVERTISING REVENUE

We work with many of the world's largest advertising networks and agencies and major brand sponsors to monetize our platform's advertising-funded business model.

SUBSCRIPTION REVENUE

Premium subscribers have access to our premium channels, pay-per-view specials, special live events (e.g., boxing and music concerts), a high definition ("HD") quality signal for all channels (where available), no advertising and the ability to record a set number of hours of programs.

TRANSACTIONAL PPV-VOD REVENUE

With the addition of our licensing agreement with Cinema Now, FilmON has a unique opportunity to become one of the first OTT Content Delivery Platforms to offer Premium Hollywood Movies and Television in the first "Digital Tier" window available from the Studios and Networks.

LICENSING REVENUE

FilmOn Media operates an advanced digital facility in Irvine, California to restore, archive and digitize the over 35,000 film negatives from the film libraries we have acquired.

REVENUE MODEL

BASE SUBSCRIPTION

"Freemium" business model — supported by advertisers, no cost to consumers for SD (Standard Definition) quality signal.

PREMIUM PPV & SUBSCRIPTION

For a fee ranging from \$9.99 to \$19.99 per month*, premium subscribers have access to:

- Premium, Select Hollywood Movies and TV
- Special live events
(e.g., boxing and music concerts)
- HD quality signal for all channels *(where available)*
- Pay-per-view specials
- No advertising
- Ability to record a set number of hours of programs

CUSTOMIZABLE PLATFORM

Our platform is fully customizable for affiliate partner video services and we have a team of platform developers who are constantly upgrading and customizing our video service platform. This platform may be licensed to third parties at market rates.

*Depending on the amount of digital video recording storage space selected

COMPETITIVE ADVANTAGE

DISTINCT ADVANTAGE

Because of FOTV's exclusive and proprietary content, the Company is uniquely positioned as a complementary service to large general content providers such as television broadcasters, cable television channels and streaming services such as Netflix, Hulu, Amazon and Apple TV.

EXCLUSIVE AND PROPRIETARY CONTENT

FOTV has amassed an extensive library of content with exclusive worldwide streaming distribution rights and has established exclusive relationships with key talent and content providers

The significant volume of titles the Company offers in the VOD category and the breadth of FilmOn's 700 linear programming channels differentiate the Company from Netflix and similar OVD platforms, which primarily provide serialized content and selected VOD titles produced in a proprietary manner.

UNIVERSAL ACCESS

FOTV's titles can be streamed by all of the Company's viewers through FilmOn.com using virtually any internet-connected device (tablets, smart phones and laptops) or from FilmOn's mobile app, which has had more than 50 million downloads to date.

INTERNATIONAL DISTRIBUTION RIGHTS

By securing international distribution rights for FOTV's proprietary and licensed content, the Company has created a barrier to entry for competitors, giving FilmOn the potential to reach a worldwide subscriber base with no additional licensing costs.

	FilmOn.TV	NETFLIX	hulu	You Tube	amazon Prime instant video	slings	PlayStation.Vue	PLUTO [®]	iTunes
Significant Mobile Presence	✓	✓	✓	✓		✓			✓
Exponential Growth Opportunities	✓	✓	✓			✓	✓		✓
Proprietary Content	✓	✓	✓		✓				
Live TV	✓							✓	
International Distribution Rights	✓	✓	✓	✓	✓				✓
Premium Hollywood Movies & TV	✓								✓
User Generated Content	✓			✓					
Social Media Network	✓			✓			✓		
Diversified Revenue Model	✓		✓	✓	✓		✓		✓
Advertising Services	✓		✓	✓					✓
Dedicated Television Channels	✓			✓			✓		
Extensive Film Library	✓			✓			✓		

Source: FilmOn

INVESTMENT HIGHLIGHTS

LARGE **CUSTOMER BASE**

FilmOn channels FOTV USA and FOTV UK Broadcast stations are in 40+ Million Cable homes in the USA and some 24 Million the UK and Europe.

- 70+ million monthly visitors
- 700+ linear channels
- 90,000+ free ad supported TV programs and movies
- 65,000+ premium Hollywood TV programs and movies
- 2.5 billion ad impressions per month

HIGH CUSTOMER **RETENTION RATE**

94% of FilmOn's viewers return monthly and watch an average of over 17 minutes of content per session across all FilmOn devices and content outlets

VARIETY OF **CUSTOMER VERTICALS**

FilmOn has every vertical though the primary audience of males from age 18 to 40 (64%), a strong dedicated following in kids 8 to 14 years old (8%) and females (22%).

FILMON **PATENTS**

Licensed patent covering individualized satellite transmission systems and remote viewing systems.

WE CURRENTLY
MONETIZE
APPROXIMATELY

5%

OF OUR
ADVERTISING
CAPACITY AND
HAVE THE
POTENTIAL TO

significantly
INCREASE

OUR ADVERTISING
REVENUE

FILM LIBRARY

65,000+ HOURS

OF TV & FILM

250

ACADEMY AWARD NOMINEES

1,200

EMMY AWARD NOMINEES

DIGITAL CONTENT

58+

Film and TV Libraries

TV CHANNELS

ADVERTISING

SERVICES

FILM LIBRARY

- FilmOn Media is designed to monetize our collection of more than 58 film libraries including the Allied, Cannon, Cinebox and Hemdale catalogs
- This collection includes 65,000 hours of historical television footage (including extremely rare footage of President John F. Kennedy, Elvis Presley, Michael Jackson and the Beatles) and thousands of feature films

LICENSED, PRODUCED AND REDISTRIBUTED **DIGITAL CONTENT**

- FilmOn aggregates digital content offerings primarily from professional third-party content providers from the film and television industry
- License content from FilmOn's library to third parties such as Amazon, Hulu and Apple TV

ADVERTISING SERVICES

- FOTV offers advertisers the ability to engage in all-inclusive digital ad campaigns encompassing pre-roll, mid-roll and highly effective display ads built around and customized to the proprietary content and user data from the FOTV platform

DEDICATED **TELEVISION CHANNELS**

- Diverse linear streaming channel FOTV includes classic and pop culture content spanning cars, live sports, gaming and interactive television
- Our long-term strategy for FOTV is to develop our interactive television system (patent pending), which draws upon our online social streaming community and will televise our viewers who share their own homemade live video streams



- Self live video publishing
- DIY PPV events
- Facebook and Twitter whitelist
- Integrated affiliate network



CUSTOMERS



PARTNERS

FilmOn has active partnerships with all major trading desks and Networks including Videology, BrightRoll, Liverail, Yahoo Publishers. FilmOn offers these partners pre-roll, mid-roll and display banner advertising across FilmOn properties.



FOUNDER, CHAIRMAN AND CEO



Alkiviades (Alki) David
20+ years experience

Alkiviades (Alki) David founded FilmOn TV Ltd. in 2007 (formerly known as 111PIX Ltd. and a predecessor of our company) in 2007 and has served as our Chairman of the Board and Chief Executive Officer since that time.

Mr. David has worked in the global digital media industry for the past 15 years as an investor, entrepreneur and executive. He formed a personal holding company, Anakando, Ltd., and, an affiliated company, the Anakando Media Group in 2007. In addition, Mr. David has majority investments in several privately-held media companies that do business with FilmOn TV, including Hologram USA Inc., a hologram projection business with patented technology. Mr. David also formed Advirally Inc. in 2012 and Class15.com Inc. in 2014, each of which provides social media marketing services.

In 1995, Mr. David established Independent Models. Also in 1995, Mr. David helped establish the family-owned shipping company, Levant Shipping. In 2000, Levant Shipping was merged with the U.S.-based shipping company Navios Maritime, and, in 2007, the combined company's shipping business was sold to International Shipping Enterprises.

Mr. David and other family members of the Leventis-David Group maintain holdings in a number of industries including manufacturing, real estate, shipping and bottling (including ownership interests in Coca-Cola Hellenic bottling plants in 28 countries). Mr. David is also chairman of the board of his late father's charitable trust, The Andrew A. David Foundation, and founded the non-profit organization BIOS to educate the public about marine conservation surrounding the Greek Islands.

Mr. David received a Master of Arts degree from the Royal College of Art's Film and Television program in London, and has written, produced and appeared in feature films and on television.

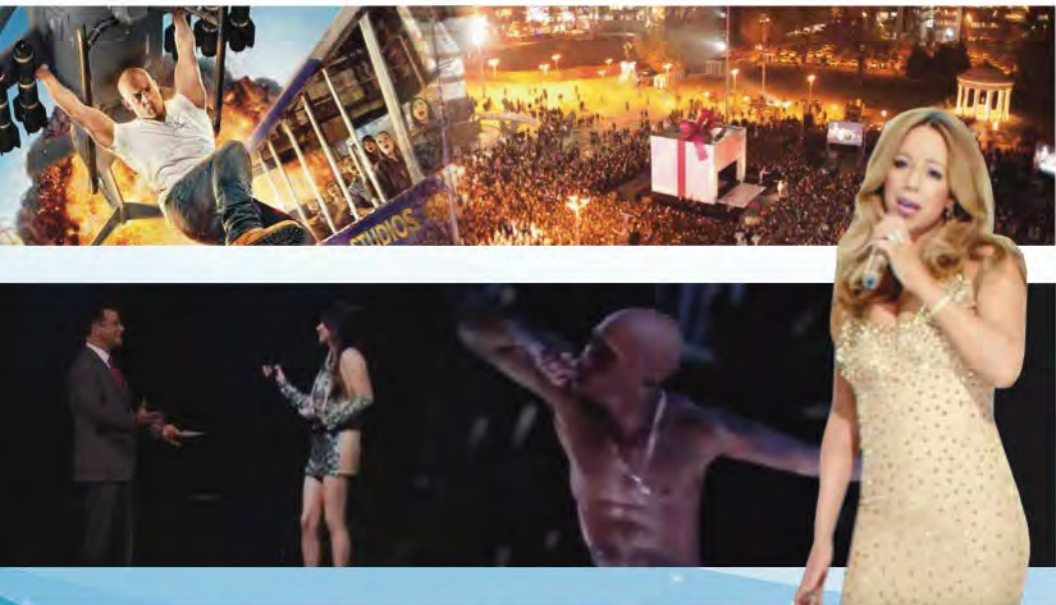
A promotional poster for 'Hologram USA Icons American Music'. At the top, the 'HOLOGRAM USA' logo is displayed in red and blue. Below the logo, the names 'JACKIE WILSON', 'CHIEF KEEF', and 'BILLIE HOLIDAY' are listed. The central image shows three holographic figures: Jackie Wilson on the left, Chief Keef in the middle, and Billie Holiday on the right. The background is dark with a stylized American flag motif. The text 'HOLOGRAM ICONS AMERICAN MUSIC' is prominently displayed in large, white, distressed font. At the bottom, it reads '75 YEARS OF AMERICAN MUSIC HISTORY', 'HOLOGRAM USA THEATER', '6656 HOLLYWOOD BLVD, LOS ANGELES CA 90028', and 'HOLOGRAMUSA.COM'.



HOLOGRAM USA

POWERED BY FILMON

We distinguish our OVD platform from our competitors by offering interactive television services and hologram projection shows as part of our original branded content through a strategic relationship with Hologram USA. These offerings are increasingly popular among a large cross section of audiences worldwide, particularly younger viewers, brand sponsors and advertisers.



HOLOGRAMUSA

HOLOGRAM LIVE CONCERT SERIES

2016-2017

SPONSORSHIP, BRAND INTEGRATION, VENUE, TITLE SPONSORSHIPS, AND OTHER HOLOGRAM ADVERTISING OPPORTUNITIES

2016
2017

- Liberace**
- Roy Orbison**
- Billie Holiday**
- Buddy Holly**
- Patsy Cline**
- Tammy Wynette**
- Whitney Houston**

- Whitney Houston**
- Bob Marley**
- Bing Crosby**
- Nat "King" Cole**

**Disclaimer: This line-up is subject to approval. All events are to be confirmed via talent, featured talent, venue & estate.*



LIVE ACTION SPORTS

EXCLUSIVE CHANNELS SUCH AS **OUR OWN TENNIS AND FOOTBALL CHANNELS**. CONTENT IS SELECTED FROM AROUND THE WORLD IN ALL GENRES FROM MUSIC, FILMS, COMEDY AND NEWS TO SPORTS, CLASSIC TELEVISION, LIFESTYLE AND OTHER POPULAR VERTICALS.

SOCCER/FOOTBALL

UEFA Champions League • English Premier League
Spanish Premier League • German Bundesliga

RUGBY

Rugby World Cup • Super League

CRICKET

Indian Premier League (IPL) • English League

IMG

IMG is a global leader in sports, events, media and fashion, operating in more than 25 countries. The company represents and manages some of the world's greatest sports figures and fashion icons; stages thousands of live events and branded entertainment experiences annually; and is the world's largest independent producer and distributor of sports media. IMG also specializes in sports training; league development; and marketing, media and licensing for brands, sports organizations and collegiate institutions.

INDUSTRY OVERVIEW

LARGE CONTENT MARKETING OPPORTUNITY

- Rising perception of content marketing as one of the most highly effective methods of communicating with audience and increasing demand
- Beneficiary of increased marketing budgets. Total marketing budgets rose approximately 14% in 2013 with 37% of budgets being spent on content marketing
- “Brands are the new media companies...We are shifting back to the era of great content as advertising.” (source: Forbes, 11/21/13)
- Distribution is flat: multi-platform, inexpensive, solutions enable high messaging frequency in varying forms; for example: corporate websites, YouTube, Facebook, Twitter, Pinterest
- Time-shifting, VOD, mobile consumption, new content forms (gaming, social media, infographics, photos) make it difficult to reach consumers with a linear, 30-second TV spot
- Cost of content production has declined significantly due to effective, lower-cost forms of content; for example: blogs, tweets, short-form video

Source: Gartner, 2013; Custom Content Council, 2014



CONTENT MARKETING REPRESENTS A \$44 BILLION INDUSTRY

DRIVEN BY BRANDS' NEED TO REACH TARGET AUDIENCES WITH HIGH QUALITY CONTENT

CHANGING FCC STREAMING DYNAMIC

The FCC, which regulates interstate communications by radio, television, wire, satellite and cable in the United States, has proposed to create regulatory parity between OVD operators and cable operators.

The proposed rules, if adopted, would treat OVD operators as MVPDs, giving OVD operators the legal right to retransmit local television broadcast stations to authenticated subscribers in local markets in accordance with FCC rules.

In turn, television network broadcasters would be required to negotiate in good faith with OVD operators to act as licensees for the retransmission of television network programs for negotiated licensing fees.



BY 2020, **90%** OF THE **WORLD'S POPULATION** OVER THE AGE OF 6 WILL HAVE A **SMART PHONE**

INCREASED **USAGE** OF CELLPHONES

- The number of mobile subscriptions worldwide grew approximately 6 percent year-on-year during Q3 2014
- The number of mobile broadband subscriptions grew even faster – at a rate of 30 percent year-on-year, reaching 2.5 billion and data usage per subscription also continued to grow steadily
- 65–70 percent of all mobile phones sold in Q3 2014 were smartphones

INCREASE IN SMARTPHONE **SUBSCRIPTIONS**

- Smartphones make up the majority of mobile broadband devices today and subscriptions are expected to more than double to 9.5 billion by 2020
- Subscribers in Asia Pacific, the Middle East and Africa are exchanging their basic phones for smartphones, partly due to the increased availability of lower cost smartphones

INCREASED **TRAFFIC** TO SMARTPHONES

- Total monthly smartphone traffic over mobile networks will increase around 8-fold between 2014 and 2020
- Mobile traffic generated by mobile phones is around two times that from mobile PCs, tablets and routers
- Factors such as operator data volume caps, tariff plans, and the screen size and resolution of the user's device all impact data traffic volumes per subscriber

GROWING **VIDEO** SEGMENT

- Video is the largest and fastest growing segment of mobile data traffic. It is expected to grow by approximately 45 percent annually through to 2020, by which time it is forecast to account for around 55 percent of all global mobile data traffic

INCREASE IN **VIDEO** STREAMING

- Over 50 percent of consumers state that they watch streamed on-demand video content at least once a day, up from 30 percent in 2010
- Today, people estimate that they spend 6 hours a week watching streamed TV series, programs and movies on-demand. This has more than doubled since 2011, when weekly viewing was estimated to be 2.9 hours a week



FOTV FEATURES ORIGINAL PROGRAMMING, COMEDY, MUSIC, SPORTS AND LIVE BATTLECAM— 24/7 ON CABLE, SATELLITE AND ONLINE ON A GLOBAL SCALE

FOTV distribution & reach
REACHING OVER **100 MILLION** HOUSEHOLDS

- ▶ FOTV USA MARKET – **100+ MILLION** HOUSEHOLDS
- ▶ FILMON.COM GLOBAL MARKET – **70 MILLION** MONTHLY VISITORS
- ▶ EUROPE MARKET - **35 MILLION** HOUSEHOLDS



LENOVO PARTNERSHIP

Under a partnership agreement with a subsidiary of Lenovo Group Ltd., the world's largest personal computer vendor by unit sales, our FilmOn app has been preloaded as the default OVD app on personal and tablet computers manufactured by Lenovo and offered for download in its app store, providing direct access to our platform to millions of Lenovo users.

lenovo



PRIMARY DEMOGRAPHIC
MALES 18-40



SUB AUDIENCES
FEMALES & KIDS



GROWTH STRATEGY

FilmOn's core strategy is to grow our ad-based and subscription business domestically and internationally. This will be done by expanding our unique and exclusive video content library, broadening our subscriber base, increasing streaming advertising revenue opportunities, enhancing our user interface and extending our direct-to-consumer streaming service continually to the most advanced internet-connected devices. Key elements of this strategy include:

- Continue to aggressively acquire or invest in **streaming content**
- Enhance subscriber satisfaction and retention with **service improvements**
- Accelerate our **sales execution**
- Complete selected **complementary acquisitions**
- Enter into **strategic partnerships** with third-party master content licensors
- Obtain **network television programming** when available
- **Capitalize** on the overall adoption and **growth of internet television**
- **Always be accessible** in the consumer electronics ecosystem
- Expand our market opportunities **internationally**

FilmOn.TV™

STREAMING HDiTV



FEATURES

- Access up to 1,000 channels on your TV with a user friendly interface
- Built-in HD camera for real-time video chat
- High performance keyboard and mouse, both wireless and make your choices super convenient
- The FilmOn Player is also a hotspot and offers Wi-Fi signals to other devices
- 200 of your favorite **ANDROID** Apps

M&A OPPORTUNITIES

WITH THE ACQUISITION OF SELECT TARGETS, **FILMON** IS POISED TO BECOME A **MARKET LEADER** IN THE **PREMIUM TRANSACTIONAL VIDEO ON-DEMAND MARKET**

TARGET 1

UK based company that provides movies, games, and home entertainment products. The company offers classic titles, foreign films, music DVDs, interactive game DVDs, language DVDs, and TV series. It also provides online DVD, Blu-ray disc, and games rental services.

TARGET 2

Los Angeles based company that provides premium transactional video on demand (VOD) service.

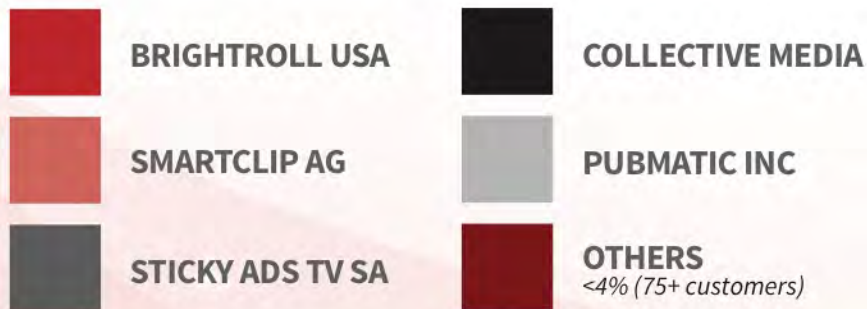
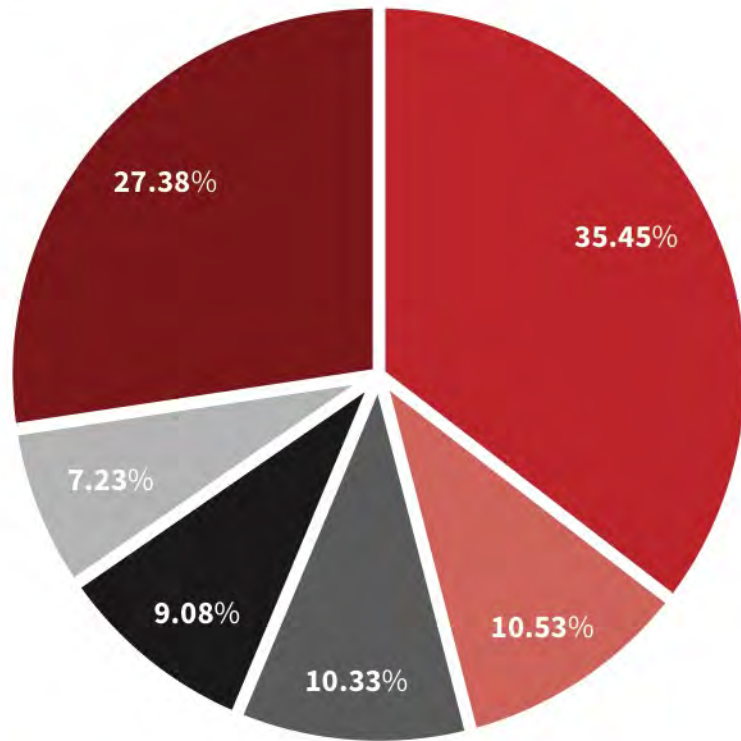


PETER VAN PRUISSEN

CFO, Secretary, Treasurer and Director

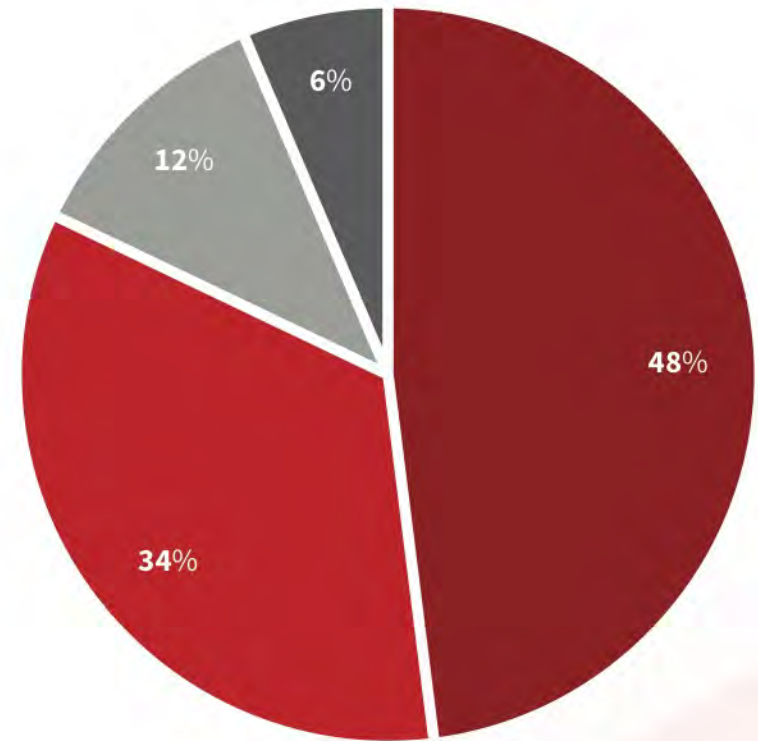
AD SALES BY CUSTOMER

2015 YTD



SALES BY REGION

As of June 30, 2015



INVESTMENT HIGHLIGHTS

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