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If you sell or transfer or have sold or transferred all of your Ordinary Shares or Depositary Interests, please forward this document, but not the personalised Form of Proxy or Form of Direction enclosed with it, as soon as possible to the purchaser or the transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you sell or transfer or have sold or transferred only part of your holding of Ordinary Shares or Depositary Interests, you should retain this document. If you receive this document from another shareholder or holder of Depositary Interests, or transferee, please contact the Company's Registrar for a Form of Proxy or Form of Direction.



Matomy Media Group Ltd.

(incorporated under the laws of Israel with registered number 513795427)

Notice of Extraordinary General Meeting

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

TO BE HELD AT 6 HANECHOSHET ST., TEL AVIV 6971070, ISRAEL

AT 08:00 (London time) / 10:00 (Tel Aviv time) ON 7 OCTOBER 2014

MATOMY MEDIA GROUP LTD.

(incorporated under the laws of Israel with registered number 513795427)

Registered Office

6 Hanechoshet St.

Tel Aviv 6971070

Israel

15 September 2014

Dear Shareholder,

This document contains notice of the upcoming extraordinary general meeting of the shareholders (the "**Meeting**") of Matomy Media Group Ltd. (the "**Company**") to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 7 October 2014 at the Company's registered office.

The purpose of the Meeting is to consider, and, if thought fit, pass the resolutions set out in the notice convening the Meeting which accompanies this letter.

The Company's directors believe the adoption of the Resolutions that will be proposed at the Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors recommend that you vote in favour of each Resolution (as they intend to do in respect of their own beneficial holdings).

Yours faithfully,

Ilan Shiloah

Chairman

MATOMY MEDIA GROUP LTD. (the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Extraordinary General Meeting of the Company will be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 7 October 2014 at the Company's registered office, for the following purposes:

Resolution 1: As required by the Israeli Companies Law, 5759-1999 and any regulations promulgated thereunder (the "**Israeli Companies Law**"), to elect Mr Gary Hughes as a Non-executive Director and an "External Director" for a term of three years.

Resolution 2: As required by the Israeli Companies Law, to elect Mr Nadav Zohar as a Non-executive Director and an "External Director" for a term of three years.

Dated: 15 September 2014

By order of the Board

Notes:

1. Enclosed with this document is a form of proxy for shareholders (the “**Form of Proxy**”) or a form of direction for Depository Interest holders (the “**Form of Direction**”).
2. Only those shareholders registered in the Company’s register of members as of 18:00 on 3 October 2014 (the “**Original Cut-off**”) shall be entitled to attend and/or vote at the Meeting, and each only in respect of such number of shares registered in his or its name at that time. If the Meeting is adjourned to a time not more than 48 hours after the original Meeting time, the Original Cut-off will continue to apply. Any changes to the Company’s register of members made after the Original Cut-off shall be disregarded for these purposes.
3. If you are a shareholder of the Company, whether or not you intend to be present at the Meeting, please complete and return the Form of Proxy (in accordance with the instructions set out in that document) to Capita Asset Services, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, as soon as possible and in any event so as to be received by the Company’s registrars by no later than 08:00 (London time) on 3 October 2014 or 48 hours before any meeting following adjournment thereof (in accordance with the Uncertified Securities Regulations 2001, and any other provisions notwithstanding). Completion and return of a signed Form of Proxy will not prevent you from attending the Meeting and voting in person, if you so wish.
4. If you are a holder of Depository Interests representing ordinary shares of the Company, please complete and return the Form of Direction (in accordance with the instructions set out in that document) to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, as soon as possible and in any event so as to be received by Capita Asset Services by no later than 08:00 (London time) on 2 October 2014 or 72 hours before any meeting following adjournment thereof. Holders of Depository Interests cannot vote in person at the Meeting; therefore, please make sure that your vote is received by Capita Asset Services by no later than 08:00 (London time) on 2 October 2014.
5. In the case of joint shareholders, the vote of the senior-most of such shareholders who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
6. According to the Israeli Companies Law, each of the proposals to appoint Mr Gary Hughes and Mr Nadav Zohar as “External Directors” as set forth in Resolutions 1 and 2 of the Notice requires the affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy. In addition, the shareholders’ approval must either include at least a majority of the Ordinary Shares voted by holders of Depository Interests in respect of Ordinary Shares who are neither controlling shareholders of the Company nor are shareholders who have a personal interest in the appointment of such “External Directors” (excluding a personal interest that is not related to a relationship with the controlling shareholders), or the total Ordinary Shares of non-controlling shareholders and non-interested shareholders voting against such proposal must not represent more than two per cent of the outstanding voting power. For this purpose, you are asked to indicate in the Form of Proxy whether you are a controlling shareholder or have a personal interest in any of these proposals.
7. As at 9 September 2014 (being the last practicable date prior to the publication of this notice) the Company’s issued share capital comprised 89,276,028 Ordinary Shares of 0.01 NIS each.
8. Members attending the meeting have the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. Depository Interest holders wishing to attend the meeting should contact Capita IRG Trustees Limited at the Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or by email to custodymgt@capita.co.uk in order to request a letter of representation no later than 08:00 (London time) on 2 October 2014. However, Depository Interest holders will not be able to vote at the Meeting.

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent ID (RA10) by 08:00 (London time) on 2 October 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CREST does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
14. Copies of the letters of appointment of Mr Gary Hughes and Mr Nadav Zohar will be available for inspection at the Company's registered office during normal business hours from the date of this Notice for at least 15 minutes prior to the Meeting and during the Meeting.

**Matomy Media Group Ltd.
Form of Proxy**

Form of Proxy for completion by shareholders of the Matomy Media Group Ltd. in respect of the Extraordinary General Meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 7 October 2014 at 6 Hanechoshet St., Tel Aviv 6971070, Israel.

I/We

Please insert full name(s) and address(es) in BLOCK CAPITALS

of

being a shareholder(s) of Matomy Media Group Ltd. and entitled to attend and vote, hereby appoint

...../ the Chairman of the meeting

to act as my/our proxy and to vote for me/us as indicated below with an "X" at the Extraordinary General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 7 October 2014 at 6 Hanechoshet St., Tel Aviv 6971070, Israel (and at any meeting following adjournment thereof).

Please indicate with an "X" in the spaces below how you wish your vote to be cast.

	FOR	AGAINST	ABSTAIN
1. To elect Mr Gary Hughes as a Non-executive Director and an "External Director" for a term of three years.			
2. To elect Mr Nadav Zohar as a Non-executive Director and an "External Director" for a term of three years.			

	YES	NO
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 1 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 2 above (see Note 6).		

Signed

Date:

Notes:

1. For this Form of Proxy to be valid, it must be completed and signed and must be deposited with Capita Asset Services, Proxies, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom as soon as possible and in any event so as to be received by the Company's registrars by no later than 08:00 (London time) on 3 October 2014 or 48 hours before any meeting following adjournment thereof (in accordance with the Uncertified Securities Regulations 2001, and any other provisions notwithstanding).
2. If you sign and return this Form of Proxy with no proxy named in the box, the Chairman of the Extraordinary General Meeting will be deemed to be your proxy.
3. In the case the shareholder is a corporation, this Form of Proxy should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
4. In the case shareholders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most shareholder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s), and for the purposes seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
5. Any alteration made in the Form of Proxy should be initialled.
6. According to the Israeli Companies Law, each of the proposals to appoint Mr Gary Hughes and Mr Nadav Zohar as "External Directors" as set forth in Resolutions 1 and 2 of the Notice requires the affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy. In addition, the shareholders' approval must either include at least a majority of the Ordinary Shares voted by holders of Depositary Interests in respect of Ordinary Shares who are neither controlling shareholders of Matomy Media Group Ltd. nor are shareholders who have a personal interest in the appointment of such "External Directors" (excluding a personal interest that is not related to a relationship with the controlling shareholders), or the total Ordinary Shares of non-controlling shareholders and non-interested shareholders voting against such proposal must not represent more than two per cent of the outstanding voting power. For this purpose, you are asked to indicate in the Form of Proxy whether you are a controlling shareholder or have a personal interest in any of these proposals.
7. You are referred to the Notes to the Notice of the Extraordinary General Meeting for further information.

**Matomy Media Group Ltd.
Form of Direction**

Form of Direction for completion by Depositary Interest holders representing shares on a one-for-one basis in Matomy Media Group Ltd. in respect of the Extraordinary General Meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 7 October 2014 at 6 Hanechoset St., Tel Aviv 6971070, Israel.

I/We

Please insert full name(s) and address(es) in BLOCK CAPITALS

of

being a Depositary Interest holder representing shares in Matomy Media Group Ltd. hereby direct Capita IRG Trustees Limited (the “**Depositary**”) to vote for me/us and on my behalf in person or by proxy at the Extraordinary General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 7 October 2014 at 6 Hanechoset St., Tel Aviv 6971070, Israel (and at any meeting following adjournment thereof) as directed by an “X” in the appropriate box opposite each Resolution.

If no indication is given, you will be deemed as instructing the Depositary to abstain from voting.

	FOR	AGAINST	ABSTAIN
1. To elect Mr Gary Hughes as a Non-executive Director and an “External Director” for a term of three years.			
2. To elect Mr Nadav Zohar as a Non-executive Director and an “External Director” for a term of three years.			

	YES	NO
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Item 1 above (see Note 7).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Item 2 above (see Note 7).		

Signed

Date:

Notes:

1. For this Form of Direction to be valid, it must be completed and signed and must be deposited with Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom as soon as possible and in any event so as to be received by the Company's registrars by no later than 08:00 (London time) on 2 October 2014 or 72 hours before any adjournment thereof.
2. In the case the Depositary Interest holder is a corporation, this Form of Direction should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
3. Please indicate how you wish your votes to be cast by marking an "X" in the boxes provided. On receipt of this Form of Direction duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions.
4. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
5. In the case Depositary Interest holders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most Depositary Interest holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for the purposes seniority shall be determined by the order in which the names stand on the Company's register of Depositary Interests in respect of the joint holding.
6. Any alteration made in the Form of Direction should be initialled.
7. According to the Israeli Companies Law, each of the proposals to appoint Mr Gary Hughes and Mr Nadav Zohar as "External Directors" as set forth in Resolutions 1 and 2 of the Notice, requires the affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy. In addition, the shareholders' approval must either include at least a majority of the Ordinary Shares voted by holders of Depositary Interests in respect of Ordinary Shares who are neither controlling shareholders of Matomy Media Group Ltd. nor are shareholders who have a personal interest in the appointment of such "External Directors" (excluding a personal interest that is not related to a relationship with the controlling shareholders), or the total Ordinary Shares of non-controlling shareholders and non-interested shareholders voting against such proposal must not represent more than two per cent of the outstanding voting power. For this purpose, you are asked to indicate in the Form of Direction whether you are a controlling shareholder or have a personal interest in any of these proposals.
8. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
9. Depositary Interest holders wishing to attend the meeting should contact Capita IRG Trustees Limited at the Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or by email to custodymgt@capita.co.uk in order to request a letter of representation no later than 08:00 (London time) on 2 October 2014. However, Depositary Interest holders will not be able to vote at the Meeting.
10. You are referred to the Notes to the Notice of the Extraordinary General Meeting for further information.