

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY OR FORM OF DIRECTION ARE IMPORTANT, AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, please seek personal financial advice immediately from your stockbroker, bank manager, fund manager, solicitor, accountant or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are not.

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 Annual General Meeting

NOTICE OF THE ANNUAL GENERAL MEETING

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

AT 08:00 (London time) / 10:00 (Tel Aviv time) ON 27 OCTOBER 2015

MATOMY MEDIA GROUP LTD.

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

Registered Office
6 Hanechoshet St.
Tel Aviv 6971070
Israel

2 October 2015

Dear Shareholder,

This document contains notice of the upcoming Annual 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 27 October 2015 at the Company’s registered office.

The purpose of the Meeting is to consider, and, if thought fit, pass the resolutions I-V (the “**Resolutions**”) set out in the notice convening the Meeting which accompanies this letter.

The Company’s directors believe the adoption of the Resolutions is in the best interests of the Company and its shareholders as a whole. Accordingly, the directors recommend that you vote in favour of the Resolutions (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 ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Annual General Meeting of the Company will be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 27 October 2015 at the Company’s registered office, for the following purposes:

- **Resolution I:** to re-elect the Directors (other than the External Directors);
- **Resolution II:** to approve the fees payable to the Directors (other than the External Directors), which exceed the fixed amounts set by the External Directors Remuneration Rules;
- **Resolution III:** to re-appoint the Auditors and authorize the Board/Audit committee to set the Auditor’s fees;
- **Resolution IV:** to approve that the Directors are authorized to issue and allot equity securities as listed Exhibit I hereto; and
- **Resolution V:** to approve the disapplication of pre-emption rights in respect of certain allotments of equity securities,

as well as to present and discuss the Company's financial statements for the fiscal year ending December 31, 2014, as approved by the Board of Directors of the Company, and to review the update on the fees paid to directors for the year ending December 31, 2014.

The nominees for reelection as Directors are:

Ilan Shiloah, 58, joined Matomy in 2007 as Chairman and to date continues to serve in this role. He is currently Chairman of McCann WorldGroup, Israel, which consists of McCann Erickson, Universal McCann and McCann Digital, and the Chairman and major shareholder of TheTime, an investment company based in Tel Aviv that focuses on young innovative technology start-ups in the area of new media. Previously, he was Chief Executive Officer of P.O.C., a leading Israeli strategic consulting firm. He holds a BA and MBA in Economics & Management from Tel Aviv University.

Ofer Druker, 49, is the co-founder of Matomy and currently serves as Chief Executive Officer. Previously, he was Chief Executive Officer at Xtend Media, which he co-founded in 2006. Xtend Media was acquired by Matomy in 2008. Previously, he was President of Soho Digital International, a subsidiary of Direct Revenues from 2005 to 2006, and President of International Sales at Cydoor Desktop Media, an Israeli company from 1998 to 2005. He was also co-founder of both Soho Digital International and Cydoor Desktop Media. He holds a BA in Middle East and African Studies from Tel Aviv University.

Sagi Niri, 43, joined Matomy in 2008 and currently serves as Chief Operations Officer. Prior to joining Matomy he was Chief Controller at McCann Erickson Israel Group from 2000 to 2008 and a manager at Deloitte Israel. He holds a BA in Corporate Finance from the College of Management—Academic Studies and an MBA in Finance from Manchester University. He has been a member of the Institute of Certified Public Accountants in Israel since 2000.

Harel Beit-On, 56, was appointed to act as a Non-executive Director of Matomy in July 2010. He is a co-founder of the Viola Group, an Israeli technology orientated private equity investment group and a shareholder of Matomy. He is currently Chairman of the TASE-listed B. Gaon Holdings Ltd, an holding company focused on the Water & Ag-Tech markets, and serves as an active board member of a number of portfolio companies of the Viola Group. Previously, he held a number of roles, including Chief Executive Officer, President and Chairman, at the previously NASDAQ-listed Tecnomatix, a leading software provider, from 1985 to 2005 before it was acquired by UGS. He was also Chairman of the previously-NASDAQ listed ECtel, a provider of Integrated Revenue Management solutions, from 2004 to 2006. He

holds a BA in Economics from the Hebrew University and an MBA from the Massachusetts Institute of Technology.

Rupert Howell, 58, was appointed to act as Deputy Chairman and Senior Independent Director of Matomy in March 2014. He is currently Group Development Director of Trinity Mirror plc, the UK's biggest newspaper group and non-executive Chairman of the Hey Human/Brave/Closer Group, an independent UK marketing agency. Previously, he was the Managing Director of the Broadcast and Online division at ITV plc from 2007 to 2010. Prior to joining ITV plc he held a number of roles at McCann Erickson from 2003 to 2007, including President of EMEA, Chairman of the UK & Ireland Group and Regional Director of EMEA Operations. He was a co-founder of Howell Henry Chaldecott Lury, a UK-based advertising agency, where he worked from 1987 until 1997 when it was acquired by Chime Communications plc, where he was Chief Executive Officer from 1997 to 2002. Prior to founding Howell Henry Chaldecott Lury he was employed by Grey Group, Young & Rubicam and Ogilvy Group. He was President of the European Association of Communications Agencies from 2006 to 2007 and President of the Institute of Practitioners in Advertising from 2000 to 2001. He holds a BSc in Management Sciences from Warwick University.

Nathalie Schwarz, 45, was appointed to act as a Non-executive Director of Matomy in March 2014. She is currently a non-executive director of the Main Market-listed Wilmington Group plc, a provider of information, compliance and education services for professional markets in the United Kingdom and internationally and served in the past as a non-executive director of Photon Kathaas plc, a Singaporean company specialising in the production and distribution of Indian films. Previously, she was Commercial and Corporate Development Director at Channel 4 Television Corporation from 2005 to 2011, non-executive director of Amiad Water Filtration Systems Ltd. from 2005 to 2008 and Chief Executive of Channel 4 Radio from 2005 to 2007. Prior to joining Channel 4, she was Group Strategy and Development Director at Capital Radio plc from 2001 to 2005 and was also its company secretary and general counsel from 1998 to 2001. She was an associate at the international law firm Clifford Chance LLP from 1993 to 1998. She holds an LLB (Hons) from the University of Manchester.

Rishad Tobaccowala (56) was appointed to act as a Non-executive Director of Matomy in February 2014. He is Chief Strategist and member of the Directoire+ of Publicis Groupe, the world's third largest communication firm where he helps drive a business and marketing transformation agenda. Tobaccowala was most recently the Chairman of DigitasLBI and of Razorfish, two global firms owned by the Publicis Groupe focused on marketing and business transformation. Rishad was also the Chief Strategy and Innovation officer of VivaKi, a global leader in digital advertising solutions. Over his 34 year career in marketing, Tobaccowala and has worked, helped grow, founded/co-founded or incubated for a variety of companies including Leo Burnett, Starcom, SMG Next, Starcom IP, Giant Step, Play, and Denuo.

The Board recommends a vote FOR with respect to the resolutions listed above.

Dated: 2 October 2015

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 Depositary Interest holders (the “**Form of Direction**”).
2. Only those shareholders registered in the Company’s register of members as of 18:00 on 23 October 2015 (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 23 October 2015 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 Depositary 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 22 October 2015 or 72 hours before any meeting following adjournment thereof. Holders of Depositary 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 22 October 2015.
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. As at 1 October 2015 (being the last practicable date prior to the publication of this notice) the Company’s issued share capital with voting rights comprised 93,061,090 Ordinary Shares of NIS 0.01 each.
7. 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.
8. 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 custodymgmt@capita.co.uk in order to request a letter of representation no later than 08:00 (London time) on 22 October 2015. However, Depositary Interest holders will not be able to vote at the Meeting.
9. 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.

10. 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 22 October 2015. 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.
11. 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.
12. 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.
13. Relevant materials 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 for Shareholders

Form of Proxy for completion by shareholders of the Matomy Media Group Ltd. in respect of the Annual General Meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 27 October 2015 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 Annual General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 27 October 2015 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
To re-elect the Directors (other than the External Directors)			
To approve the fees payable to the Directors (other than the External Directors), which exceed the fixed amounts set by the External Directors Remuneration Rules			
to re-appoint the Auditors and authorize the Board/audit committee to set the Auditor's fees			
to approve that the Directors are authorized to issue and allot equity securities as listed Exhibit I hereto			
to approve the disapplication of pre-emption rights in respect of certain allotments of equity securities			

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 23 October 2015 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 Annual 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 these 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. Please refer to the Notes to the Notice of the Annual General Meeting for further information.

Matomy Media Group Ltd.

Form of Direction for Depositary Interest Holders

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 Annual General Meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 27 October 2015 at 6 Hanechoshet 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 Annual General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on 27 October 2015 at 6 Hanechoshet St., Tel Aviv 6971070, Israel (and at any meeting following adjournment thereof) as directed by an “X” in the appropriate box opposite the Resolution.

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

	FOR	AGAINST	ABSTAIN
To re-elect the Directors (other than the External Directors)			
To approve the fees payable to the Directors (other than the External Directors), which exceed the fixed amounts set by the External Directors Remuneration Rules			
To re-appoint the Auditors and authorize the Board/audit committee to set the Auditor’s fees			
To approve that the Directors are authorized to issue and allot equity securities as listed Exhibit I hereto			
To approve the disapplication of pre-emption rights in respect of certain allotments of equity securities			

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 22 October 2015 or 72 hours before any adjournment thereof.
2. In the case the Depository 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 Depository to vote, or to abstain from voting, as per your instructions.
4. The Depository 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 Depository Interest holders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most Depository Interest holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company's register of Depository Interests in respect of the joint holding.
6. Any alteration made in the Form of Direction should be initialled.
7. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. 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 22 October 2015. However, Depository Interest holders will not be able to vote at the Meeting.
9. Please refer to the Notes to the Notice of the Annual General Meeting for further information.

Exhibit I
Authorization to Issue New Shares
Pursuant to Resolution IV

The Directors are authorised to issue and allot:

1. equity securities (as defined in the Company's Articles):
 - 1.1. up to an aggregate nominal amount equal to one-third of the Company's issued share capital as of the date of the 2015 Annual General Meeting (such amount to be reduced by the aggregate nominal amount of any securities issued under sub-paragraph 1.3 below);
 - 1.2. up to an aggregate nominal amount equal to two-thirds of the Company's issued share capital as of the date of the Annual General Meeting (such amount to be reduced by the aggregate nominal amount of any securities issued under sub-paragraph 1.1 above) in connection with an offer by way of a rights issue, open offer or other pre-emptive offer:
 - (A) to shareholders in proportion (as nearly as may be) to their existing holdings; and
 - (B) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary; and
 - 1.3. up to an aggregate nominal amount of 9.99% of the Company's issued share capital from time to time in connection with a financing or refinancing of a single acquisition by the Company,

provided that the authority conferred by the resolutions set out in this paragraph 1 shall expire at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry, revocation or variation make an offer or enter into an agreement which would or might require the Company to issue equity securities after such expiry, revocation or variation and the Directors may issue and allot equity securities pursuant to such offer or agreement as if such authority had not expired or been revoked or varied;

2. subject to and conditionally upon the passing of the resolutions in sub-paragraphs 1.1, 1.2 and 1.3 above:
 - 2.1. equity securities for cash pursuant to the authority conferred by the resolutions in sub-paragraphs 1.1, 1.2 and 1.3 above; and
 - 2.2. other than pursuant to sub-paragraph 2.1 above, equity securities up to an aggregate nominal amount equal to 5% of the Company's issued share capital as of the date of the 2015 Annual General Meeting,

in each case as if Article 11.3 of the Articles, which confers on shareholders of the Company ("**Shareholders**") rights of pre-emption in respect of the allotment or issue of securities that are, or are to be, paid up in cash, did not apply to such allotment, provided that the authority conferred by sub-paragraph 2.1 above shall be limited to:

- (A) in the case of an issue and allotment pursuant to the authority conferred by paragraph 1 above, the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer (but in the case of an allotment pursuant to the authority conferred by sub-paragraph 1.2 above, such authority shall be limited to the allotment of equity securities in connection with a rights issue only), in each case, in favour of Shareholders and any other persons who are entitled to participate in such issue or offer where the equity securities offered to each such Shareholder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares (as defined in the Company's Articles) held or deemed to be held by them on the record date applicable to such issue or offer, but subject to such exclusions or other arrangements as the Directors deem fit to deal with fractional

entitlements, legal or practical problems arising under the laws of any overseas territory, the requirements of any regulatory body or stock exchange or by virtue of Ordinary Shares being represented by depositary receipts or by virtue of any other matter whatever; and

- (B) in the case of an allotment pursuant to the authority conferred by sub-paragraph 1.3 above, the allotment of equity securities in connection with a financing or refinancing of a single acquisition by the Company,

and provided further that the authorities conferred by this paragraph 2 shall expire at the conclusion of the Company's next annual general meeting or the date that is 15 months after the date of such resolutions, whichever is earlier, but may be previously revoked or varied from time to time by the Company in general meeting and so that the Company may before such expiry, revocation or variation make an offer or enter into an agreement that would or might require equity securities to be allotted or sold after such expiry, revocation or variation, and the Directors may issue, allot and sell equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.