

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 who (if you are resident in the United Kingdom) is duly authorised under the UK Financial Services and Markets Act 2000 ("FSMA"), or, if you are not so resident, from another appropriately authorised independent financial adviser.

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. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. 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 and consult with the bank, stockbroker or other agent through or to whom the sale or transfer was effected. If you receive this document from another shareholder or holder of Depositary Interests, or transferee, to obtain a Form of Proxy or Form of Direction please contact the Company's registrar (the "**Registrar**") at Link Asset Services, The Registry 34 Beckenham Road, Beckenham, Kent BR3 4TU United Kingdom.

Please note that this document sets out different processes for securities traded on the Tel-Aviv Stock Exchange and securities admitted to trading on the London Stock Exchange. You must follow the correct process applicable to the securities you hold. If you hold multiple types of securities, you must follow a different process for each portion of your holdings.



Matomy Media Group Ltd.

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

Notice of Annual General Meeting

Notice of an Annual General Meeting of the Company to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, May 28, 2019 at Alon Building No. 1 at 94 Yigal Alon St., Tel Aviv, Israel (at BeAll offices) postal code 6789139 (the "**Company's Registered Office**"), is set out at the end of this document. A Form of Proxy or Form of Direction is enclosed. To be valid, a Form of Proxy or Form of Direction should be completed, signed and returned in accordance with the instructions printed on it so as to be received by the Registrar or the Depositary (in the case of a Form of Direction) at the address detailed on the Form of Proxy or Form of Direction, as soon as possible and in any event by no later than 08:00 (London time) on Wednesday, May 22, 2019. Completion and return of a Form or Proxy will not preclude you from attending and voting at the Annual General Meeting, should you wish to do so (except for holders of shares listed on the TASE, as detailed in the notice below).

NOTICE OF THE ANNUAL GENERAL MEETING

TO BE HELD AT ALON BUILDING No. 1 AT 94 YIGAL ALON ST. (AT BEALL OFFICERS), TEL AVIV, ISRAEL

AT 08:00 (London time) / 10:00 (Tel Aviv time) ON, TUESDAY, MAY 28, 2019

(THE “NOTICE”)

MATOMY MEDIA GROUP LTD.

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

Registered Office

Alon Building No. 1 at 94 Yigal Alon St.,
Tel Aviv (at BeAll offices)
postal code 6789139
Israel

April 22, 2019

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 Tuesday, May 28, 2019 at the Company’s Registered Office.

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

The Company’s directors (the “**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, if applicable).

Yours faithfully,

Sami Totah
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’s shareholders will be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, May 28, 2019 at the Company’s Registered Office, for the following purposes:

- **Resolution I:** to re-elect Sami Totah as Director;
- **Resolution II:** to re-elect Amir Efrati as Director;
- **Resolution III:** to re-elect Nir Tarlovsky as Director;
- **Resolution IV:** to elect Stephane Estryn as Director;
- **Resolution V:** to re-elect Adv. Harel Locker as an “External Director” (as such term is defined in the Israeli Companies Law 5759-1999 (the “**Companies Law**”)) for a second term of three years and the payment of the Director fees set out in **Exhibit I** to the Notice, which is equal to the maximum amounts set by the Israeli Companies Regulations, (Rules for remuneration and expenses of External Director) 5760-2000 (the “**External Directors Remuneration Rules**”). In the opinion of the Board of Directors of the Company, relying, inter alia, on statements of competence that Mr. Locker has provided to the Company (attached as **Exhibit II** herein), Mr. Locker has Accounting and Financial Expertise, as defined in the Companies Law and the Companies Regulations (Conditions and Criteria for Directors with Accounting and Financial Expertise and Directors with Professional Competence), 2005 (hereafter: the “**Expertise and Competence Regulations**”).
- **Resolution VI:** to elect Mrs. Shirith Kasher (see details below) as an "External Director" for a term of three years and the payment of the Director fees set out in **Exhibit I** to the Notice, which is equal to the maximum amounts set by the External Directors Remuneration Rules. In the opinion of the Board of Directors of the Company, relying, inter alia, on statements of competence that Mrs. Kasher has provided to the Company (attached as **Exhibit II** herein), Mrs. Kasher has Accounting and Financial Expertise, as defined in the Companies Law and the Expertise and Competence Regulations.
- **Resolution VII:** to re-appoint the Auditors and authorize the Board/Audit committee to set the Auditor’s fees;
- **Resolution VIII:** to approve that the Directors are authorized to issue and allot equity securities as listed **Exhibit III** hereto; and

- **Resolution IX:** to approve the disapplication of pre-emption rights in respect of certain allotments of equity securities as detailed in **Exhibit III**;
- **Resolution X:** to appoint Mr. Sami Totah, Chairman of the Board, to assume an interim CEO position for a term of three years;

Background

During 2018 Matomy focused on the core activity of domain monetisation, and exited activities where it no longer had a clear competitive advantage. This transformation has allowed it to streamline its corporate team successfully. On March 6, 2019 Mr. Liam Galin, who served as the Company's President and CEO, resigned from his position. The board suggested Mr. Sami Totah, the Chairman of the board, to assume the CEO position. The Israeli Companies Law prohibits the Chairman of the board to serve simultaneously as Company CEO, except in circumstances that the general meeting of the Company approved such nomination, provided that such nomination shall not exceed a period of three years;

as well as to present and discuss the Company's financial statements for the periods commencing on the last financial statement approved by the last AGM through the financial year ending 31 December 2018, as approved by the Board of Directors of the Company.

The nominees for election and reelection as Directors are:

Sami Totah (61) was appointed as Non-Executive Director and Chairman of the Board of Matomy in June 2018 and he is a member of Matomy's Nomination Committee. Sami is a General Partner at Viola Growth. He is a seasoned executive with over 25 years of international management leadership in the IT industry. He has extensive knowledge and execution experience in overseeing very large IT projects, and has built an extensive global network with customers, partners, investors and executives. He is a former Senior Vice President of Operation (COO) at Amdocs (NYSE:DOX), Israel's largest software company. He has extensive global experience in leading and serving tier-one telecom giants such as Vodafone (Germany), T-Mobile US, Tele Denmark (TDC) and KT FreeTel (Korea). He has served as an active Chairman in several leading startup companies in the telecommunication arena, such as Sheer Networks, which was sold to Cisco for \$123 million, and Flash Networks and as a board member in ECTel (NASDAQ: ECTX) and Pilat Media (AIM: PGB).

Amir Efrati (44) was appointed to act as a Non-executive Director of Matomy in November 2016 and he is a member of Matomy's Remuneration Committee. He brings over 20 years of business experience to the role. He is the Managing Partner and Portfolio Manager of Brosh Capital Partners. Previously, he was the Managing Partner of the Dragon Variation Fund. Before that, he was a Portfolio Manager at JCK Partners and Elm Ridge Capital in NYC as well as an investment banker at Morgan Stanley. He has an MBA (honors) from Columbia Business School and a BA (honors) in Economics from Tel Aviv University.

Nir Tarlovsky (52) was appointed to act as a Non-executive Director of Matomy in November 2016, and he is a member of Matomy's Audit Committee and Nomination Committee. He has been an entrepreneur and angel investor for the last 20 years. He is currently Co-Founder at thetime, a leading early stage investor in the digital space in Israel. Operating the leading incubator in Israel of Firsttime ventures, a post-seed / pre-A \$60mm fund. He is a shareholder and Board member of numerous technology companies, including Pixellot, Playbuzz and Kidbox.com. He was one of the early

investors in Matomy and was a member of its board of directors. Previously, he was the EVP Business Development at Churchill Ventures, Lead Investor at Nielsen BuzzMetrics and Co-Founder and EVP Business Development at RSL Communications. He has a BA and MA, Economics (*summa cum laude*) in Economics from Tel Aviv University.

Stephane Estryn (45) is the Mergers & Acquisitions Director of Publicis Groupe, a global leader in marketing, communication, and digital transformation. He has been with Publicis Groupe for the last 15 years, working on numerous acquisitions, sales, join-ventures and other M&A transactions across the world. Before that, he was a Vice President of the Paris-based investment bank NetsCapital, in charge of raising funds and acting as M&A advisor in the sector of new technologies and media. He began his career in 1995 in London with Crédit Agricole Indosuez Emerging Markets. He graduated from France's HEC business school in 1995.

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

The Company also announces that Rishad Tobaccowala, has notified the Board that he will not stand for re-election as a director of the Company at the AGM. As a consequence, Mr. Tobaccowala will cease to be a director of the Company immediately following the Meeting.

External Director Nominees

Mr. Locker (53) was appointed as an External Director of Matomy in April 2016, and he is a member of Matomy's Audit Committee, Remuneration Committee and Nomination Committee. Mr. Locker currently serves as the Chairman of the Board of Israel Aerospace Industries (IAI). Until 2015 he served as the Director General of the Israeli Prime Minister's Office and head of Prime Minister Benjamin Netanyahu's economic headquarters. Prior to joining in 2011 the Prime Minister's Office, Mr. Locker practiced law for almost 20 years in prominent Tel-Aviv and Wall Street commercial law firms as an associate and senior partner. Mr. Locker earned an LL.B. from Tel-Aviv University's School of Law (1994), a B.A. degree in accounting from Tel-Aviv University Business School (1994) and an LL.M. (with distinction) in taxation from Georgetown University Law School, Washington DC (2001).

Mrs. Shirith Kasher (51) currently serves as a consultant of Terra venture Capital. Until 2017 she served as (VP) Head of Corporate & Structured Finance at Brack Capital Real Estate Group. Prior to joining BCRE, Mrs. Kasher served as CEO of Telem Financial Solutions Inc. Mrs. Kasher served and serves as a directors in numerous private and public companies. Mrs. Kasher earned an LL.B from Tel-Aviv University's School of Law (1997) and was admitted to the Israeli Bar (1998), she holds a B.S.C from Tel Aviv University's Faculty of Life Sciences (1992) and an MBA from Ono Academic College (2018).

Dated: April 22, 2019

By order of the Board

Notes:

1. **Majority for the approval of the resolutions on the Agenda** - In addition to the simple majority needed for the approval of all proposals, the election and re-election of the External Directors and the appointment of the Chairman of the board to serve as Company CEO under the proposed resolution V, VI and X, also requires that either:

- the majority voted in favour of that election includes a majority of the Ordinary Shares held by non-controlling shareholders who do not have a conflict of interest (referred to under the Companies Law as a personal interest) (other than a personal interest that does not derive from a relationship with a controlling shareholder) in the election of the new nominee that are voted at the Meeting, excluding abstentions; or
- the total number of Ordinary Shares held by non-controlling, non-conflicted shareholders (as described in the previous bullet-point) voted against election of the proposed resolutions, did not exceed two percent (2%) of the aggregate voting rights in Matomy.

The disapplication of pre-emption rights in respect of certain allotments of equity securities under the proposed resolution IX shall require a firm vote of 75% or more vote of the shareholders present (in person or by proxy) (excluding the abstaining votes).

2. **Quorum and adjourned meeting** – the quorum shall be two or more shareholders present in person or by proxy and holding shares conferring in the aggregate 25% of the voting power of the Company. If such quorum is not present within half-hour from the time scheduled for the Meeting, the Meeting will be adjourned for one week (to the same day, time and place), or to a day, time and place proposed by the Chairman with the consent of the holders of a majority of the voting power represented at the Meeting in person or by proxy and voting on the adjournment.

3. **Amendment of the Agenda** –

Any shareholder of the Company who intends to present a proposal at the Meeting must satisfy the requirements of the Companies Law and the Company's Article of Association. Under the Companies Law, only shareholders who hold at least 1% of the Company's outstanding voting rights are entitled to request that the board of directors include a proposal in a shareholders meeting, provided that such proposal is appropriate for consideration by shareholders at such meeting.

A written proposal by a shareholder to include an item on the agenda, must be delivered to the Company to its Registered Office, within seven days of the publication date of this Notice (i.e. for a shareholder proposal to be considered for inclusion in the Meeting, the Company must receive the written proposal no later than April 30, 2019). If any requests are submitted to the Company to include an item on the agenda of the meeting, it is possible that items will be added to the agenda as a result. The updated agenda and the updated Form of Proxy and Form of Direction that will be published (if any) will be accessible from the reports distribution websites of the Israel Securities Authority and the Stock Exchange (**www.magna.isa.gov.il** and **www.maya.tase.co.il**, respectively) or in the Company's website. The deadline on which the Company will provide an amended Form of Proxy and a Form of Direction, if it becomes necessary to add an item to the agenda, is the date on which the Company publishes the amended notice with the updated agenda. The publication of the updated agenda (if any), as aforementioned, will not change the date scheduled for the meeting.

4. Position Statements

In accordance with the Companies Law, and the regulations promulgated thereunder, a shareholder may submit a written position statement in English to the Company, expressing its position on the Resolutions on the Agenda, no later than May 18, 2019 at the Company's Registered Office at Alon Building No. 1 at 94 Yigal Alon St., Tel Aviv, Israel (at BeAll offices) postal code 6789139. Any position statement timely received will be furnished to the LSE and the MAGNA on-line system of the ISA and will be available to the public on the websites of the LSE and the ISA.

5. Shareholders Entitled to Vote - Only those shareholders registered in the Company's register of members (each a "**Record Holder**") as of the close of business (London time) on May 13, 2019, or, in the event that the Meeting is adjourned, only a Record Holder at the close of business 72 hours prior the time of any adjourned meeting (the "**Revised Record Date**"), shall be entitled to attend and/or vote at the Meeting or the adjourned meeting, as the case may be, and each only in respect of such number of shares registered in his or its name at that time. Any changes to the Company's register of members made after the Revised Record Date shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

6. Voting and Proxies –

- a. Enclosed with this document is (1) a form of proxy for holders of the Company's shares listed on the Tel-Aviv Stock Exchange (a "**Form of Proxy to a TASE Member**"), (2) a form of direction for holders of uncertificated securities (i.e., Depositary Interests) representing Ordinary shares admitted to trading on the London Stock Exchange (the "**Form of Direction**") and (3) a form of proxy for holders of certificated securities admitted to trading on the London Stock Exchange (also a "**Form of Proxy**");. Please note that this document sets out different processes for securities traded on the Tel-Aviv Stock Exchange and securities admitted to trading on the London Stock Exchange. You must follow the correct process applicable to the securities you hold. If you hold multiple types of securities, you must follow a different process for each portion of your holdings.
- b. Shareholders may vote their shares by personally attending the Meeting or by appointing "proxies" to vote on their behalf at the Meeting (except for Shareholders whose shares are listed on the TASE, to whom sub-section (e) herein shall apply). If you are a holder of the Company's shares, whether or not you intend to be present at the Meeting, please complete and return the correct Form of Proxy (in accordance with the instructions set out in that document) such that the Company receives it no later than 08:00 (London time) on May 23, 2019.
- c. 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 (except for Shareholders whose shares are listed on the TASE, to whom sub-section (e) herein shall apply).
- d. A shareholder's returned proxy may be revoked at any time prior to its exercise by giving a written notice to the Company of such revocation, sending a duly executed Form of Proxy bearing a later date no later than 08:00 (London time) on May 22, 2019, requesting the return of the original Form of Proxy at the Meeting, delivering a later dated Form of Proxy to the chairperson at the Meeting, or, if the shareholder is the Record Holder of the Ordinary Shares, voting in person at the Meeting. If the shareholder attends the Meeting and is the Record Holder of the shares, he may vote in person, whether or not he has already executed and returned his Form of Proxy.
- e. **Shareholders holding through the TASE** - Shareholders may vote their shares by appointing the TASE Members (bank, broker or other nominee that is admitted as member of the TASE) through which they hold their shares as "proxies" to vote on their behalf, and they must direct the TASE Members on how to vote their shares. A duly executed Form of Proxy must be received by the TASE Member no later than

the close of business on May 20, 2019, in order to be counted in the vote to be held in the Meeting. A shareholder's returned proxy may be revoked at any time prior to its exercise by giving a written notice to the TASE Member of such revocation, sending a duly executed Form of Proxy bearing a later date, no later than the close of business May 20, 2019, requesting the return of the original Form of Proxy.

The vote at the Meeting shall be carried out by the TASE Clearing House. The TASE Member shall direct the TASE Clearing House on how to vote the shares held by it, according to the TASE Clearing House by-laws, and submit to the TASE Clearing House a summary of the final results of all the proxies received by it and which it requests the TASE Clearing House to vote in its name, including the information required in the Form of Proxy regarding personal interests of the shareholders, if they are senior officers in the Company or controlling shareholders in the Company or a foreign institutional client, joint investment fund manager or trust fund, by no later than 14:00 (Tel Aviv time) on Wednesday, May 21, 2019.

A shareholder whose Ordinary Shares are registered with a TASE Member and are not registered on the Company's shareholder register is entitled to receive from the TASE Member who holds the Ordinary Shares on the shareholder's behalf, by e-mail, for no charge, a link to the text of the Form of Proxy and to the position statements posted on the Israel Securities Authority website unless the shareholder has notified that he or she is not so interested; provided, that the notice was provided with respect to a particular securities account, prior to the Record Date.

Beneficial owners who hold ordinary shares through TASE Members, or the TASE, may attend at the Meeting, by presenting a certificate signed by the TASE Member through which the shares are held, which complies with the Israel Companies Regulations (Proof of Ownership for Voting in General Meetings)-2000 as proof of ownership of the shares, or they may send such certificate to the Company's Registered Office prior to the Meeting. However, beneficial owners who hold ordinary shares through TASE Members will not be able to vote at the Meeting in person and will have to follow the voting instructions detailed in this section (e) above and in the Form of Proxy.

- f. If you are a holder of Depositary Interests representing Ordinary shares admitted to trading on the London Stock Exchange, please complete and return the Form of Direction (in accordance with the instructions set out in that document) such that the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, CAGtrustees@linkgroup.co.uk) receives it no later than 08:00 (London time) on 22 May, 2019. Holders of Depositary Interests cannot vote in person at the Meeting; therefore, please ensure that the Depositary receives your vote by this deadline.
- g. Depositary Interest holders wishing to attend the meeting should contact the Depositary (Link Market Services Trustees Limited. The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, CAGtrustees@linkgroup.co.uk) no later than 08:00 (London time) on 22 May, 2019 to request a letter of representation. However, Depositary Interest holders will not be able to vote at the Meeting.
- h. 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.
- i. 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 May, 2019. 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.

- j. 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.
 - k. 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.
 - l. Joint holders of shares should note that, pursuant to our Articles of Association 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.
- 7. These procedures are subject to the provisions of the UK Uncertificated Securities Regulations 2001, and in the event of conflict with any other provisions, those set out in the UK Uncertificated Securities Regulations 2001 will prevail.
 - 8. As of April 21, 2019 (being the last practicable date prior to the publication of this notice) the Company's issued share capital with voting rights comprised 98,090,681 Ordinary Shares of NIS 0.01 each.
 - 9. 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.
 - 10. 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.

11. Summary timetable:

Event	Date	London time
Record date for holders of Depositary Interests admitted to trading on the London Stock Exchange.....	Monday, May 13, 2019	close of business
Record date for holders of ordinary shares listed on the Tel-Aviv Stock Exchange	Monday, May 13, 2019	close of business
Record date for holders of ordinary shares admitted to trading on the London Stock Exchange	Monday, May 13, 2019	close of business
Voting deadline for holders of ordinary shares listed on the Tel-Aviv Stock Exchange.....	Monday, May 20, 2019	08:00
Voting deadline for TASE Members for the ordinary shares listed on the Tel-Aviv Stock Exchange held by them.....	Tuesday, May 21, 2019	12:00
Voting deadline for holders of Depositary Interests admitted to trading on the London Stock Exchange	Wednesday, May 22, 2019	08:00
Voting deadline for the TASE Clearing House for the Ordinary shares listed on the Tel-Aviv Stock Exchange held by it	Wednesday, May 22, 2019	08:00
Voting deadline for holders of ordinary shares admitted to trading on the London Stock Exchange.....	Thursday, May 23, 2019	08:00
Meeting date.....	Tuesday, May 28, 2018	08:00

Matomy Media Group Ltd.

1. Form of Proxy for Holders of Shares Listed on the Tel-Aviv Stock Exchange

Form of Proxy for completion by holders of shares of Matomy Media Group Ltd. (the “**Company**”) listed on the Tel-Aviv Stock Exchange in respect of the Annual General Meeting of the shareholders (the “**Meeting**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, May 28, 2019 at Alon Building No. 1 at 94 Yigal Alon St., Tel Aviv, Israel (at BeAll offices) postal code 6789139.

I/We

.....
.....

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

of

.....
.....

being a holder of share(s) of Matomy Media Group Ltd. listed on the Tel-Aviv Stock Exchange and entitled to attend and vote, hereby appoint

..... (the “**TASE Member**”)¹ to vote on my behalf in person or by proxy at the Meeting and at any adjourned or postponed Meeting as directed by an “X” in the appropriate box opposite the Resolution.

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

If no indication is given, you will be deemed as instructing the TASE Member (or his proxy) to abstain from voting.

Resolution		FOR	AGAINST	ABSTAIN
I	to re-elect Sami Totah as Director (see details above)			
II	to re-elect Amir Efrati as Director (see details above)			
III	to re-elect Nir Tarlovsky as Director (see details above)			
IV	to elect Stephane Estryn as Director (see details above)			
V	to re-elect Adv. Harel Locker (see details above) as an “External Director” (as defined in the Israeli Companies Law) for a second term of three years and the payment of the Director fees set out in Exhibit I to the Notice, which is equal to the maximum amounts set by the External Directors Remuneration Rules.			
VI	to appoint Mrs. Shirith Kasher (see details above) as an “External Director” for a term of three years and the payment of the Director			

¹ Please insert the name of the broker, bank or other nominee through which you hold your shares and who'll be voting the shares on your behalf.

	fees set out in Exhibit I o the Notice which is equal to the maximum amounts set by the External Directors Remuneration Rules.			
VII	to re-appoint the Auditors and authorize the Board/Audit committee to set the Auditor's fees			
VIII	to approve that the Directors are authorized to issue and allot equity securities as listed Exhibit III hereto			
IX	to approve the disapplication of pre-emption rights in respect of certain allotments of equity securities as detailed in Exhibit III			
X	to appoint Mr. Sami Totah, Chairman of the Board, to assume an interim CEO position for a term of three years.			

In addition, please indicate with an "X" in the spaces below your answers to the following questions:

YES NO

Do you have a personal interest in Resolution V, VI and X on the agenda²? If the answer is yes, please elaborate:

The vote of a shareholder who will answer "Yes" and failed to specify the nature of his personal interest, will be disregarded. There is no need to specify a personal interest in the approval of the nomination, which is not the result of a relationship with a controlling shareholder.

Are you a controlling shareholder in the Company³?

Are you a senior officer in the Company?

Are you a foreign institutional client, joint investment fund manager or trust fund?

Signed

Date:

² A "personal interest" of a shareholder (which is referred to as a "conflict of interest" elsewhere in this Form of Proxy) (i) includes an interest of any member of the shareholder's immediate family (i.e., spouse, sibling, parent, parent's parent, descendent, the spouse's descendent, sibling or parent, and the spouse of each of these) or an interest of an entity with respect to which the shareholder (or such a family member thereof) serves as a director or the chief executive officer, owns at least 5% of the shares or its voting rights or has the right to appoint a director or the chief executive officer; and (ii) excludes an interest arising solely from the ownership of shares of a company. In determining whether a vote cast by proxy is disinterested, the "personal interest" of the proxy holder is also considered and will cause that vote to be treated as the vote of an interested shareholder, even if the shareholder granting the proxy does not have a personal interest in the matter being voted upon.

³ A "controlling shareholder" is any shareholder that has the ability to direct a company's activities (other than by means of being a director or other office holder of a company). A person is presumed to be a controlling shareholder if it holds 50% or more of the voting rights in a company or has the right to appoint the majority of the directors of the company or its chief executive officer (referred to under the Companies Law as a general manager). A controlling shareholder does not include a shareholder whose power derives solely from his or her position as a director of a company or from any other position with the company.

Notes:

1. For this Form of Proxy to be valid, the Broker, Bank or other nominee company through which the shareholder holds his shares must receive, by no later than 08:00 (Tel Aviv time) on Monday, May 20, 2019, a legible PDF scan of the duly completed and signed Form of Proxy.
2. 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.
3. 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.
4. The TASE Member or his proxy will appoint the Chairman of the meeting as their 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) that may properly come before the meeting.
5. Any alteration made in the Form of Proxy should be initialled.
6. Please refer to the Notes to the Notice of the Meeting for further information.

Matomy Media Group Ltd.

2. Form of Direction for Holders of Uncertificated Securities (i.e., Depositary Interests) Representing Shares Admitted to Trading on the London Stock Exchange

Form of Direction for completion by holders of Uncertificated Securities (i.e., Depositary Interests) representing shares in Matomy Media Group Ltd. admitted to trading on the London Stock Exchange, in respect of the Annual General Meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, May 28, 2019 at Alon Building No. 1 at 94 Yigal Alon St., Tel Aviv, Israel (at BeAll offices) postal code 6789139.

I/We

.....
.....

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

of

.....
.....

being a holder of Depositary Interests representing shares in Matomy Media Group Ltd. admitted to trading on the London Stock Exchange hereby direct Link Market Services 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 Tuesday, May 28, 2019 at Alon Building No. 1 at 94 Yigal Alon St., Tel Aviv, Israel (at BeAll offices) postal code 6789139 (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.

Resolution		FOR	AGAINST	ABSTAIN
I	to re-elect Sami Totah as Director (see details above)			
II	to re-elect Amir Efrati as Director (see details above)			
III	to re-elect Nir Tarlovsky as Director (see details above)			
IV	to elect Stephane Estryn as Director (see details above)			
V	to re-elect Adv. Harel Locker (see details above) as an “External Director” (as defined in the Israeli Companies Law) for a second term of three years and the payment of the Director fees set out in <u>Exhibit I</u> to the Notice, which is equal to the maximum amounts set by the External Directors Remuneration Rules.			
VI	to appoint Mrs. Shirith Kasher (see details above) as an "External Director" for a term of three years and the payment of the Director			

	fees set out in Exhibit I o the Notice which is equal to the maximum amounts set by the External Directors Remuneration Rules.			
VII	to re-appoint the Auditors and authorize the Board/Audit committee to set the Auditor's fees			
VIII	to approve that the Directors are authorized to issue and allot equity securities as listed Exhibit III hereto.			
IX	to approve the disapplication of pre-emption rights in respect of certain allotments of equity securities as detailed in Exhibit III .			
X	to appoint Mr. Sami Totah, Chairman of the Board, to assume an interim CEO position for a term of three years.			

In addition, please indicate with an "X" in the spaces below your answers to the following questions:

YES NO

Do you have a personal interest in Resolution V, VI and X on the agenda⁴? If the answer is yes, please elaborate

The vote of a shareholder who will answer "Yes" and failed to specify the nature of his personal interest, will be disregarded. There is no need to specify a personal interest in the approval of the nomination, which is not the result of a relationship with a controlling shareholder.

Are you a controlling shareholder in the Company⁵?

Are you a senior officer in the Company?

Are you a foreign institutional client, joint investment fund manager or trust fund?

Signed

Date:

⁴ A "personal interest" of a shareholder (which is referred to as a "conflict of interest" elsewhere in this Form of Direction) (i) includes an interest of any member of the shareholder's immediate family (i.e., spouse, sibling, parent, parent's parent, descendent, the spouse's descendent, sibling or parent, and the spouse of each of these) or an interest of an entity with respect to which the shareholder (or such a family member thereof) serves as a director or the chief executive officer, owns at least 5% of the shares or its voting rights or has the right to appoint a director or the chief executive officer; and (ii) excludes an interest arising solely from the ownership of shares of a company. In determining whether a vote cast by proxy is disinterested, the "personal interest" of the proxy holder is also considered and will cause that vote to be treated as the vote of an interested shareholder, even if the shareholder granting the proxy does not have a personal interest in the matter being voted upon.

⁵ A "controlling shareholder" is any shareholder that has the ability to direct a company's activities (other than by means of being a director or other office holder of a company). A person is presumed to be a controlling shareholder if it holds 50% or more of the voting rights in a company or has the right to appoint the majority of the directors of the company or its chief executive officer (referred to under the Companies Law as a general manager). A controlling shareholder does not include a shareholder whose power derives solely from his or her position as a director of a company or from any other position with the company.

Notes:

1. For this Form of Direction to be valid, it must be duly completed and signed, and must be received by the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, custodymgt@caslink.co.uk) by no later than 08:00 (London time) on Wednesday, May 22, 2019.
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) that 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 these 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. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Depositary Interest holders wishing to attend the meeting should contact the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, custodymgt@caslink.co.uk) to request a letter of representation no later than 08:00 (London time) on Wednesday, May 22, 2019. However, Depositary 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.

Matomy Media Group Ltd.

3. Form of Proxy for Holders of Certificated Securities Admitted to Trading on the London Stock Exchange

Form of Proxy for completion by holders of certificated securities of Matomy Media Group Ltd. admitted to trading on the London Stock Exchange, in respect of the extraordinary general meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, May 28, 2019 at Alon Building No. 1 at 94 Yigal Alon St., Tel Aviv, Israel (at BeAll offices) postal code 6789139.

I/We

.....
.....

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

of

.....
.....

being a holder of certificated securities of Matomy Media Group Ltd. admitted to trading on the London Stock Exchange hereby appoint

..... / the Chairman of the Meeting

To act as my/our proxy and to vote for me/us at the Annual General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, May 28, 2019 at Alon Building No. 1 at 94 Yigal Alon St., Tel Aviv, Israel (at BeAll offices) postal code 6789139 (and at any meeting following adjournment thereof) I/we have indicated below by an "X" in the appropriate box opposite the Resolution.

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

Resolution		FOR	AGAINST	ABSTAIN
I	to re-elect Sami Totah as Director (see details above)			
II	to re-elect Amir Efrati as Director (see details above)			
III	to re-elect Nir Tarlovsky as Director (see details above)			
IV	to elect Stephane Estryne as Director (see details above)			
V	to re-elect Adv. Harel Locker (see details above) as an "External Director" (as defined in the Israeli Companies Law) for a second term of three years and the payment of the Director fees set out in Exhibit I to the Notice, which is equal to the maximum amounts set by the External Directors Remuneration Rules.			
VI	to appoint Mrs. Shirith Kasher (see details above) as an "External Director" for a term of			

	three years and the payment of the Director fees set out in Exhibit I of the Notice which is equal to the maximum amounts set by the External Directors Remuneration Rules.			
VII	to re-appoint the Auditors and authorize the Board/Audit committee to set the Auditor's fees			
VIII	to approve that the Directors are authorized to issue and allot equity securities as listed Exhibit III hereto.			
IX	to approve the disapplication of pre-emption rights in respect of certain allotments of equity securities as detailed in Exhibit III .			
X	to appoint Mr. Sami Totah, Chairman of the Board, to assume an interim CEO position for a term of three years.			

In addition, please indicate with an "X" in the spaces below your answers to the following questions:

YES NO

Do you have a personal interest in Resolution V, VI and X on the agenda⁶? If the answer is yes, please elaborate

The vote of a shareholder who will answer "Yes" and failed to specify the nature of his personal interest, will be disregarded. There is no need to specify a personal interest in the approval of the nomination, which is not the result of a relationship with a controlling shareholder.

Are you a controlling shareholder in the Company⁷?

Are you a senior officer in the Company?

Are you a foreign institutional client, joint investment fund manager or trust fund?

Signed

Date:

⁶ A "personal interest" of a shareholder (which is referred to as a "conflict of interest" elsewhere in this Form of Proxy) (i) includes an interest of any member of the shareholder's immediate family (i.e., spouse, sibling, parent, parent's parent, descendent, the spouse's descendent, sibling or parent, and the spouse of each of these) or an interest of an entity with respect to which the shareholder (or such a family member thereof) serves as a director or the chief executive officer, owns at least 5% of the shares or its voting rights or has the right to appoint a director or the chief executive officer; and (ii) excludes an interest arising solely from the ownership of shares of a company. In determining whether a vote cast by proxy is disinterested, the "personal interest" of the proxy holder is also considered and will cause that vote to be treated as the vote of an interested shareholder, even if the shareholder granting the proxy does not have a personal interest in the matter being voted upon.

⁷ A "controlling shareholder" is any shareholder that has the ability to direct a company's activities (other than by means of being a director or other office holder of a company). A person is presumed to be a controlling shareholder if it holds 50% or more of the voting rights in a company or has the right to appoint the majority of the directors of the company or its chief executive officer (referred to under the Companies Law as a general manager). A controlling shareholder does not include a shareholder whose power derives solely from his or her position as a director of a company or from any other position with the company.

Notes:

1. For this Form of Proxy to be valid, the Registrar must receive the duly completed form of proxy by no later than 08:00 (London time) on Thursday, May 23, 2019.
2. If you sign and return this Form of Proxy with no proxy named in the box, the Chairman of the 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. In order for this Form of Proxy to be valid, all shareholders must submit a copy of their ID card or passport (and if a corporation - a copy of the incorporation certificate) together with the Form of Proxy.
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 Meeting for further information.

Exhibit I

Director Fees

The fees of the external directors shall be equal to the maximum amounts specified in the External Directors Remuneration Rules, based on the ranking of the Company (which shall be determined according to its shareholders' equity according to its annual financial statements). Currently, according to the Company's annual financial statement for 2018, the external directors shall be entitled to receive an annual fee of NIS 47,295 and a sum of NIS 2,455 per-meeting (including board committee meetings). A meeting via conference call shall entitle them for a compensation equal to 60% of the sum per-meeting and a written resolution shall entitle them for a compensation equal to 50% of the sum per-meeting.

Exhibit II
Directors Competence Statements

STATEMENT OF A CANDIDATE TO SERVE AS A DIRECTOR

Pursuant to the Companies Law, 1999 (the "Law")

I, Saml Totah, I.D No. 01230158-6, having agreed to be appointed and to serve as a Director on the Board of Directors of Matomy Media Group Ltd. (the "Company") hereby declare as follows:

1. I have the ability to dedicate the required time for the performance of my duties as a director of the Company, given, among other things, the Company's size and its specific needs.
2. I possess the necessary skills to serve as director of the Company.
3. For my classification as a director who possesses Accounting and Financial Expertise for the purpose of the Companies Regulations (Conditions and Criteria for a Director Who Possesses Accounting Expertise and a Director Who Possesses Professional Competence), 2005 (the "Expertise and Competence Regulations"), I hereby declare the following:
 - (a) Information (including supporting documents) regarding my education, skills and experience (including companies in which I serve as a director) is attached hereto as **Exhibit A**.
 - (b) Based on my education, skills and experience, I am highly proficient in and have an understanding of business and accounting matters and financial statements, which enables me to thoroughly understand the financial statements of the Company and to initiate discussion in connection with the manner of presentation of financial information.
4. I am not restricted from serving as a director of the Company under any items set forth in Sections 226¹, 226A² and 227³ of the Law.

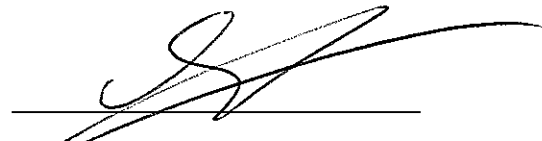
¹ Section 226 of the Law provides that a candidate shall not be appointed as a director of a public company if he/she has been convicted in one of the manners specified below, unless five years (or a shorter period if so determined by the court) have elapsed from the date the conviction was granted or if the court has ruled, at the time of the conviction or thereafter, that he/she is not prevented from serving as a director of a public company:

- (1) conviction relating to offenses under Sections 290-297 (bribery), 392 (theft by an officer), 415 (obtaining a benefit by fraud), 418-420 (forgery), 422-428 (fraudulent solicitation, false registration in the records of a legal entity, manager and employee offenses in respect of a legal entity, concealment of information and misleading publication by a senior officer of a legal entity, fraud and breach of trust in a legal entity, fraudulent concealment, blackmail using force, blackmail using threats) of the Israel Penal Law-1997; and offenses under sections 52C, 52D (use of inside information), 53(a) (offering shares to the public other than by way of a prospectus, publication of a misleading detail in the prospectus or in the legal opinion attached thereto, failure to comply with the duty to submit immediate and periodic reports) and 54 (fraud in securities) of the Israel Securities Law-1968 (the "Securities Law");
- (2) conviction by a court outside of the State of Israel relating to an offense of bribery, fraud, offenses of directors/managers in a corporate body or exploiting inside information; or

5. I am aware that pursuant to Section 224B of the Law this Statement shall be published as part of the Company's immediate report regarding my appointment, shall be kept in the Company's registered office and shall be available for review by any person.
6. I hereby undertake to immediately notify the Company upon the occurrence of any change in the above statements during the term of my service as director of the Company.
7. I am aware that the proposal of my nomination as director by the Company's Board of Directors and my classification as a director having Accounting and Financial Expertise relies, among other things, on this Statement.
8. I, the undersigned, hereby declare that this is my name and signature and that all of the above is true.

15th April 2019

Date



Signature

-
- (3) conviction by verdict of court of first instance for any offense not specified in sections (1) or (2) above, if the court has ruled that due to its nature, severity or its circumstances the candidate is not fit to serve as a director of a public company, for the period determined by the court, which will not exceed five (5) years.

Under the Law, a candidate shall disclose whether he was convicted of one of the offences specified in sections (1)-(3) above and the period for the prohibition from serving as a director has not elapsed.

² Section 226A of the Law provides that a candidate shall not be appointed as a director of a particular public company if an administrative enforcement committee under the Securities Law has determined that he/she will be prohibited from serving as a director of that particular public company.

Under the Law, a candidate shall disclose whether an administrative enforcement committee has determined that he/she will be prohibited from serving as a director in any public company.

³ Section 227 of the Law provides that a candidate shall not be appointed as a director of a company if he/she is a minor, legally incompetent or was declared bankrupt and the bankruptcy was not discharged.

STATEMENT OF A CANDIDATE TO SERVE AS A DIRECTOR

Pursuant to the Companies Law, 1999 (the "Law")

I, Amir Efrati, I.D No. 027157585, having agreed to be appointed and to serve as a Director on the Board of Directors of Matomy Media Group Ltd. (the "**Company**") hereby declare as follows:

1. I have the ability to dedicate the required time for the performance of my duties as a director of the Company, given, among other things, the Company's size and its specific needs.
2. I possess the necessary skills to serve as director of the Company.
3. For my classification as a director who possesses Accounting and Financial Expertise for the purpose of the Companies Regulations (Conditions and Criteria for a Director Who Possesses Accounting Expertise and a Director Who Possesses Professional Competence), 2005 (the "**Expertise and Competence Regulations**"), I hereby declare the following:
 - (a) Information (including supporting documents) regarding my education, skills and experience (including companies in which I serve as a director) is attached hereto as **Exhibit A**.
 - (b) Based on my education, skills and experience, I am highly proficient in and have an understanding of business and accounting matters and financial statements, which enables me to thoroughly understand the financial statements of the Company and to initiate discussion in connection with the manner of presentation of financial information.
4. I am not restricted from serving as a director of the Company under any items set forth in Sections 226¹, 226A² and 227³ of the Law.

¹ Section 226 of the Law provides that a candidate shall not be appointed as a director of a public company if he/she has been convicted in one of the manners specified below, unless five years (or a shorter period if so determined by the court) have elapsed from the date the conviction was granted or if the court has ruled, at the time of the conviction or thereafter, that he/she is not prevented from serving as a director of a public company:

- (1) conviction relating to offenses under Sections 290-297 (bribery), 392 (theft by an officer), 415 (obtaining a benefit by fraud), 418-420 (forgery), 422-428 (fraudulent solicitation, false registration in the records of a legal entity, manager and employee offenses in respect of a legal entity, concealment of information and misleading publication by a senior officer of a legal entity, fraud and breach of trust in a legal entity, fraudulent concealment, blackmail using force, blackmail using threats) of the Israel Penal Law-1997; and offenses under sections 52C, 52D (use of inside information), 53(a) (offering shares to the public other than by way of a prospectus, publication of a misleading detail in the prospectus or in the legal opinion attached thereto, failure to comply with the duty to submit immediate and periodic reports) and 54 (fraud in securities) of the Israel Securities Law-1968 (the "**Securities Law**");
- (2) conviction by a court outside of the State of Israel relating to an offense of bribery, fraud, offenses of directors/managers in a corporate body or exploiting inside information; or

5. I am aware that pursuant to Section 224B of the Law this Statement shall be published as part of the Company's immediate report regarding my appointment, shall be kept in the Company's registered office and shall be available for review by any person.
6. I hereby undertake to immediately notify the Company upon the occurrence of any change in the above statements during the term of my service as director of the Company.
7. I am aware that the proposal of my nomination as director by the Company's Board of Directors and my classification as a director having Accounting and Financial Expertise relies, among other things, on this Statement.
8. I, the undersigned, hereby declare that this is my name and signature and that all of the above is true.

14/4/2019

Date



Signature

-
- (3) conviction by verdict of court of first instance for any offense not specified in sections (1) or (2) above, if the court has ruled that due to its nature, severity or its circumstances the candidate is not fit to serve as a director of a public company, for the period determined by the court, which will not exceed five (5) years.

Under the Law, a candidate shall disclose whether he was convicted of one of the offences specified in sections (1)-(3) above and the period for the prohibition from serving as a director has not elapsed.

² Section 226A of the Law provides that a candidate shall not be appointed as a director of a particular public company if an administrative enforcement committee under the Securities Law has determined that he/she will be prohibited from serving as a director of that particular public company.

Under the Law, a candidate shall disclose whether an administrative enforcement committee has determined that he/she will be prohibited from serving as a director in any public company.

³ Section 227 of the Law provides that a candidate shall not be appointed as a director of a company if he/she is a minor, legally incompetent or was declared bankrupt and the bankruptcy was not discharged.

STATEMENT OF A CANDIDATE TO SERVE AS A DIRECTOR

Pursuant to the Companies Law, 1999 (the "Law")

I, Nir Tarlovsky, I.D No. 022457717, having agreed to be appointed and to serve as a Director on the Board of Directors of Matomy Media Group Ltd. (the "**Company**") hereby declare as follows:

1. I have the ability to dedicate the required time for the performance of my duties as a director of the Company, given, among other things, the Company's size and its specific needs.
2. I possess the necessary skills to serve as director of the Company.
3. For my classification as a director who possesses Accounting and Financial Expertise for the purpose of the Companies Regulations (Conditions and Criteria for a Director Who Possesses Accounting Expertise and a Director Who Possesses Professional Competence), 2005 (the "**Expertise and Competence Regulations**"), I hereby declare the following:
 - (a) Information (including supporting documents) regarding my education, skills and experience (including companies in which I serve as a director) is attached hereto as **Exhibit A**.
 - (b) Based on my education, skills and experience, I am highly proficient in and have an understanding of business and accounting matters and financial statements, which enables me to thoroughly understand the financial statements of the Company and to initiate discussion in connection with the manner of presentation of financial information.
4. I am not restricted from serving as a director of the Company under any items set forth in Sections 226¹, 226A² and 227³ of the Law.

¹ Section 226 of the Law provides that a candidate shall not be appointed as a director of a public company if he/she has been convicted in one of the manners specified below, unless five years (or a shorter period if so determined by the court) have elapsed from the date the conviction was granted or if the court has ruled, at the time of the conviction or thereafter, that he/she is not prevented from serving as a director of a public company:

- (1) conviction relating to offenses under Sections 290-297 (bribery), 392 (theft by an officer), 415 (obtaining a benefit by fraud), 418-420 (forgery), 422-428 (fraudulent solicitation, false registration in the records of a legal entity, manager and employee offenses in respect of a legal entity, concealment of information and misleading publication by a senior officer of a legal entity, fraud and breach of trust in a legal entity, fraudulent concealment, blackmail using force, blackmail using threats) of the Israel Penal Law-1997; and offenses under sections 52C, 52D (use of inside information), 53(a) (offering shares to the public other than by way of a prospectus, publication of a misleading detail in the prospectus or in the legal opinion attached thereto, failure to comply with the duty to submit immediate and periodic reports) and 54 (fraud in securities) of the Israel Securities Law-1968 (the "**Securities Law**");
- (2) conviction by a court outside of the State of Israel relating to an offense of bribery, fraud, offenses of directors/managers in a corporate body or exploiting inside information; or

5. I am aware that pursuant to Section 224B of the Law this Statement shall be published as part of the Company's immediate report regarding my appointment, shall be kept in the Company's registered office and shall be available for review by any person.
6. I hereby undertake to immediately notify the Company upon the occurrence of any change in the above statements during the term of my service as director of the Company.
7. I am aware that the proposal of my nomination as director by the Company's Board of Directors and my classification as a director having Accounting and Financial Expertise relies, among other things, on this Statement.
8. I, the undersigned, hereby declare that this is my name and signature and that all of the above is true.

04/14/19

Date



Signature

-
- (3) conviction by verdict of court of first instance for any offense not specified in sections (1) or (2) above, if the court has ruled that due to its nature, severity or its circumstances the candidate is not fit to serve as a director of a public company, for the period determined by the court, which will not exceed five (5) years.

Under the Law, a candidate shall disclose whether he was convicted of one of the offences specified in sections (1)-(3) above and the period for the prohibition from serving as a director has not elapsed.

² Section 226A of the Law provides that a candidate shall not be appointed as a director of a particular public company if an administrative enforcement committee under the Securities Law has determined that he/she will be prohibited from serving as a director of that particular public company.

Under the Law, a candidate shall disclose whether an administrative enforcement committee has determined that he/she will be prohibited from serving as a director in any public company.

³ Section 227 of the Law provides that a candidate shall not be appointed as a director of a company if he/she is a minor, legally incompetent or was declared bankrupt and the bankruptcy was not discharged.

STATEMENT OF A CANDIDATE TO SERVE AS A DIRECTOR

Pursuant to the Companies Law, 1999 (the "Law")

I, Stephane ESTRYN I.D No. 13A727910, having agreed to be appointed and to serve as a Director on the Board of Directors of Matomy Media Group Ltd. (the "**Company**") hereby declare as follows:

1. I have the ability to dedicate the required time for the performance of my duties as a director of the Company, given, among other things, the Company's size and its specific needs.
2. I possess the necessary skills to serve as director of the Company.
3. For my classification as a director who possesses Accounting and Financial Expertise for the purpose of the Companies Regulations (Conditions and Criteria for a Director Who Possesses Accounting Expertise and a Director Who Possesses Professional Competence), 2005 (the "**Expertise and Competence Regulations**"), I hereby declare the following:
 - (a) Information (including supporting documents) regarding my education, skills and experience (including companies in which I serve as a director) is attached hereto as **Exhibit A**.
 - (b) Based on my education, skills and experience, I am highly proficient in and have an understanding of business and accounting matters and financial statements, which enables me to thoroughly understand the financial statements of the Company and to initiate discussion in connection with the manner of presentation of financial information.
4. I am not restricted from serving as a director of the Company under any items set forth in Sections 226¹, 226A² and 227³ of the Law.

¹ Section 226 of the Law provides that a candidate shall not be appointed as a director of a public company if he/she has been convicted in one of the manners specified below, unless five years (or a shorter period if so determined by the court) have elapsed from the date the conviction was granted or if the court has ruled, at the time of the conviction or thereafter, that he/she is not prevented from serving as a director of a public company:

- (1) conviction relating to offenses under Sections 290-297 (bribery), 392 (theft by an officer), 415 (obtaining a benefit by fraud), 418-420 (forgery), 422-428 (fraudulent solicitation, false registration in the records of a legal entity, manager and employee offenses in respect of a legal entity, concealment of information and misleading publication by a senior officer of a legal entity, fraud and breach of trust in a legal entity, fraudulent concealment, blackmail using force, blackmail using threats) of the Israel Penal Law-1997; and offenses under sections 52C, 52D (use of inside information), 53(a) (offering shares to the public other than by way of a prospectus, publication of a misleading detail in the prospectus or in the legal opinion attached thereto, failure to comply with the duty to submit immediate and periodic reports) and 54 (fraud in securities) of the Israel Securities Law-1968 (the "**Securities Law**");
- (2) conviction by a court outside of the State of Israel relating to an offense of bribery, fraud, offenses of directors/managers in a corporate body or exploiting inside information; or

5. I am aware that pursuant to Section 224B of the Law this Statement shall be published as part of the Company's immediate report regarding my appointment, shall be kept in the Company's registered office and shall be available for review by any person.
6. I hereby undertake to immediately notify the Company upon the occurrence of any change in the above statements during the term of my service as director of the Company.
7. I am aware that the proposal of my nomination as director by the Company's Board of Directors and my classification as a director having Accounting and Financial Expertise relies, among other things, on this Statement.
8. I, the undersigned, hereby declare that this is my name and signature and that all of the above is true.

April 16, 2019

Date



Signature

-
- (3) conviction by verdict of court of first instance for any offense not specified in sections (1) or (2) above, if the court has ruled that due to its nature, severity or its circumstances the candidate is not fit to serve as a director of a public company, for the period determined by the court, which will not exceed five (5) years.

Under the Law, a candidate shall disclose whether he was convicted of one of the offences specified in sections (1)-(3) above and the period for the prohibition from serving as a director has not elapsed.

² Section 226A of the Law provides that a candidate shall not be appointed as a director of a particular public company if an administrative enforcement committee under the Securities Law has determined that he/she will be prohibited from serving as a director of that particular public company.

Under the Law, a candidate shall disclose whether an administrative enforcement committee has determined that he/she will be prohibited from serving as a director in any public company.

³ Section 227 of the Law provides that a candidate shall not be appointed as a director of a company if he/she is a minor, legally incompetent or was declared bankrupt and the bankruptcy was not discharged.

STATEMENT OF A CANDIDATE TO SERVE AS AN EXTERNAL DIRECTOR

Pursuant to the Companies Law, 1999 (the "Law")

I, Harpi Locker, Israeli I.D No. 022147995, having agreed to be appointed and to serve as an External Director on the Board of Directors of Matomy Media Group Ltd. (the "**Company**") hereby declare as follows:

1. I have the ability to dedicate the required time for the performance of my duties as a director of the Company, given, among other things, the Company's size and its specific needs.
2. I possess the necessary skills to serve as director of the Company.
3. For my classification as a director who possesses Accounting and Financial Expertise for the purpose of the Companies Regulations (Conditions and Criteria for a Director Who Possesses Accounting Expertise and a Director Who Possesses Professional Competence), 2005 (the "**Expertise and Competence Regulations**"), I hereby declare the following:
 - (a) Information (including supporting documents) regarding my education, skills and experience (including companies in which I serve as a director) is attached hereto as **Exhibit A**.
 - (b) Based on my education, skills and experience, I am highly proficient in and have an understanding of business and accounting matters and financial statements, which enables me to thoroughly understand the financial statements of the Company and to initiate discussion in connection with the manner of presentation of financial information.
4. I am not restricted from serving as a director of the Company under any items set forth in Sections 226¹, 226A² and 227³ of the Law.

¹ Section 226 of the Law provides that a candidate shall not be appointed as a director of a public company if he/she has been convicted in one of the manners specified below, unless five years (or a shorter period if so determined by the court) have elapsed from the date the conviction was granted or if the court has ruled, at the time of the conviction or thereafter, that he/she is not prevented from serving as a director of a public company:

- (1) conviction relating to offenses under Sections 290-297 (bribery), 392 (theft by an officer), 415 (obtaining a benefit by fraud), 418-420 (forgery), 422-428 (fraudulent solicitation, false registration in the records of a legal entity, manager and employee offenses in respect of a legal entity, concealment of information and misleading publication by a senior officer of a legal entity, fraud and breach of trust in a legal entity, fraudulent concealment, blackmail using force, blackmail using threats) of the Israel Penal Law-1997; and offenses under sections 52C, 52D (use of inside information), 53(a) (offering shares to the public other than by way of a prospectus, publication of a misleading detail in the prospectus or in the legal opinion attached thereto, failure to comply with the duty to submit immediate and periodic reports) and 54 (fraud in securities) of the Israel Securities Law-1958 (the "**Securities Law**");
- (2) conviction by a court outside of the State of Israel relating to an offense of bribery, fraud, offenses of directors/managers in a corporate body or exploiting inside information; or

5. I am not a "Relative" (as defined below) of a party that controls the Company. At the time of this Statement and during the two years prior to this Statement, neither myself nor any of my Relatives, partners, employers, a person to whom I am directly or indirectly subordinated or an entity in which I am a controlling equity holder, has or had any "Affiliation" (as defined below), with a party that controls the Company, or with a Relative of such a controlling party or with an entity controlled by such controlling party excluding the Company or any entity controlled by the Company.

"**Affiliate**" means an employment relationship, business or professional relationship in general or control, and service as an officer.

"**Relative**" means a spouse, sibling, parent, grandparent, child or child, sibling or parent of a spouse or the spouse of any of the above.

6. My other positions and activities do not and could not (i) result in the creation of a conflict of interest with my position as a director of the Company or (ii) adversely affect my ability to serve as a director of the Company.
7. I do not serve as a director of any other company, any of whose external directors serve as a director of the Company.
8. I am not an employee of Israel Securities Authority or of a stock exchange in Israel.
9. Without derogating from section 5 to this Statement, neither myself nor any of my Relatives, partners, employers, a person to whom I am directly or indirectly subordinated or a corporate body in which I am a controlling member, has or had business or professional relations with a person of whom it is prohibited to have Affiliation in accordance with section 6 above, even if the relations are not in general, but excluding negligible relations with respect to which I did not receive remuneration contrary to section 244(b)⁴ of the Companies Law.
10. I am aware that pursuant to Section 224B and 241 of the Law this Statement shall be published as part of the Company's immediate report regarding my appointment, shall be kept in the Company's registered office and shall be available for review by any person.

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- (3) conviction by verdict of court of first instance for any offense not specified in sections (1) or (2) above, if the court has ruled that due to its nature, severity or its circumstances the candidate is not fit to serve as a director of a public company, for the period determined by the court, which will not exceed five (5) years.

Under the Law, a candidate shall disclose whether he was convicted of one of the offences specified in sections (1)-(3) above and the period for the prohibition from serving as a director has not elapsed.

² Section 226A of the Law provides that a candidate shall not be appointed as a director of a particular public company if an administrative enforcement committee under the Securities Law has determined that he/she will be prohibited from serving as a director of that particular public company.

Under the Law, a candidate shall disclose whether an administrative enforcement committee has determined that he/she will be prohibited from serving as a director in any public company.

³ Section 227 of the Law provides that a candidate shall not be appointed as a director of a company if he/she is a minor, legally incompetent or was declared bankrupt and the bankruptcy was not discharged.

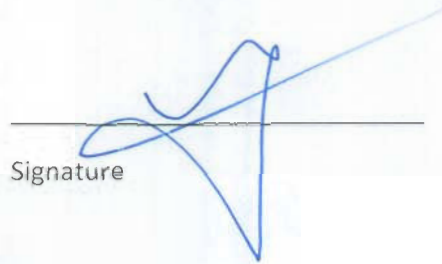
⁴ An external director may not receive, other than the remuneration and reimbursement of expenses he is entitled from the Company, any compensation, directly or indirectly, for his services as a director in the Company; for this matter exempt, commitment for indemnification, indemnification or insurance shall not be regarded as "reward".

11. I hereby undertake to immediately notify the Company upon the occurrence of any change in the above statements during the term of my service as director of the Company.
12. Prior to my consent to serve as an External Director of the Company, I have been advised by the Company as to the amounts of the annual and per-meeting remuneration that I will receive for my future service as an External Director of the Company.
13. I am aware that the proposal of my nomination as director by the Company's Board of Directors, my classification as an External Director and as a director having Accounting and Financial Expertise relies, among other things, on this Statement.
14. I, the undersigned, hereby declare that this is my name and signature and that all of the above is true.

Date

7/4/19

Signature



STATEMENT OF A CANDIDATE TO SERVE AS AN EXTERNAL DIRECTOR

Pursuant to the Companies Law, 1999 (the "Law")

I, Shirith Kasher, Israeli I.D No. 0280332, having agreed to be appointed and to serve as an External Director on the Board of Directors of Matomy Media Group Ltd. (the "**Company**") hereby declare as follows:

1. I have the ability to dedicate the required time for the performance of my duties as a director of the Company, given, among other things, the Company's size and its specific needs.
2. I possess the necessary skills to serve as director of the Company.
3. For my classification as a director who possesses Professional Competence¹ for the purpose of the Companies Regulations (Conditions and Criteria for a Director Who Possesses Accounting Expertise and a Director Who Possesses Professional Competence), 2005 (the "**Expertise and Competence Regulations**"), I hereby declare the following:
 - (a) Information (including supporting documents) regarding my education and experience (including companies in which I serve as a director) is attached hereto as **Exhibit A**.
 - (b) Based on my education and experience I view myself as having a Professional Competence.
 - (c) I have the ability to read and understand financial statements.
4. I am not restricted from serving as a director of the Company under any items set forth in Sections 226², 226A³ and 227⁴ of the Law.

¹ Defined under the Expertise and Competence Regulations as a director who: (1) possesses an academic degree in one of the following areas: economics, business administration, accounting, law or public administration; or (2) possesses another academic degree or has completed other higher education in the Company's line of business or in another field relevant for the position; or (3) has five (5) years of experience in one of the following or five (5) years of accumulated experience in two or more of the following: (i) serving in senior position in business management of a company with a significant scope of business; (ii) serving in a senior position in a public agency or in a senior role in public service; (iii) serving in a senior position in the line of business which is the Company's primary line of business.

² Section 226 of the Law provides that a candidate shall not be appointed as a director of a public company if he/she has been convicted in one of the manners specified below, unless five years (or a shorter period if so determined by the court) have elapsed from the date the conviction was granted or if the court has ruled, at the time of the conviction or thereafter, that he/she is not prevented from serving as a director of a public company:

- (1) conviction relating to offenses under Sections 290-297 (bribery), 392 (theft by an officer), 415 (obtaining a benefit by fraud), 418-420 (forgery), 422-428 (fraudulent solicitation, false registration in the records of a legal entity, manager and employee offenses in respect of a legal entity, concealment of information and misleading publication by a senior officer of a legal entity, fraud and breach of trust in a legal entity, fraudulent concealment, blackmail using force, blackmail using threats) of the Israel Penal Law-1997; and offenses under sections 52C, 52D (use of inside information), 53(a) (offering shares to the public other than by way of a prospectus, publication of a misleading detail in the prospectus or in the legal opinion attached thereto, failure to comply with the duty to submit immediate and periodic reports) and 54 (fraud in securities) of the Israel Securities Law-1968 (the "**Securities Law**");
- (2) conviction by a court outside of the State of Israel relating to an offense of bribery, fraud, offenses of directors/managers in a corporate body or exploiting inside information; or
- (3) conviction by verdict of court of first instance for any offense not specified in sections (1) or (2) above, if the court has ruled that due to its nature, severity or its circumstances the candidate is not fit to serve as a director of a public company, for the period determined by the court, which will not exceed five (5) years.

Under the Law, a candidate shall disclose whether he was convicted of one of the offences specified in sections (1)-(3) above and the period for the prohibition from serving as a director has not elapsed.

³ Section 226A of the Law provides that a candidate shall not be appointed as a director of a particular public company if an administrative enforcement committee under the Securities Law has determined that he/she will be prohibited from serving as a director of that particular public company.

5. I am not a "Relative" (as defined below) of a party that controls the Company. At the time of this Statement and during the two years prior to this Statement, neither myself nor any of my Relatives, partners, employers, a person to whom I am directly or indirectly subordinated or an entity in which I am a controlling equity holder, has or had any "Affiliation" (as defined below), with a party that controls the Company, or with a Relative of such a controlling party or with an entity controlled by such controlling party excluding the Company or any entity controlled by the Company.
 "Affiliate" means an employment relationship, business or professional relationship in general or control, and service as an officer.
 "Relative" means a spouse, sibling, parent, grandparent, child or child, sibling or parent of a spouse or the spouse of any of the above.
6. My other positions and activities do not and could not (i) result in the creation of a conflict of interest with my position as a director of the Company or (ii) adversely affect my ability to serve as a director of the Company.
7. I do not serve as a director of any other company, any of whose external directors serve as a director of the Company.
8. I am not an employee of Israel Securities Authority or of a stock exchange in Israel.
9. Without derogating from section 5 to this Statement, neither myself nor any of my Relatives, partners, employers, a person to whom I am directly or indirectly subordinated or a corporate body in which I am a controlling member, has or had

Under the Law, a candidate shall disclose whether an administrative enforcement committee has determined that he/she will be prohibited from serving as a director in any public company.

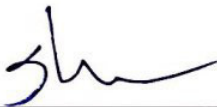
⁴ Section 227 of the Law provides that a candidate shall not be appointed as a director of a company if he/she is a minor, legally incompetent or was declared bankrupt and the bankruptcy was not discharged.

business or professional relations with a person of whom it is prohibited to have Affiliation in accordance with section 6 above, even if the relations are not in general, but excluding negligible relations with respect to which I did not receive remuneration contrary to section 244(b)⁴ of the Companies Law.

10. I am aware that pursuant to Section 224B and 241 of the Law this Statement shall be published as part of the Company's immediate report regarding my appointment, shall be kept in the Company's registered office and shall be available for review by any person.
11. I hereby undertake to immediately notify the Company upon the occurrence of any change in the above statements during the term of my service as director of the Company.
12. Prior to my consent to serve as an External Director of the Company, I have been advised by the Company as to the amounts of the annual and per-meeting remuneration that I will receive for my future service as an External Director of the Company.
13. I am aware that the proposal of my nomination as director by the Company's Board of Directors, my classification as an External Director and as a director having Accounting and Financial Expertise relies, among other things, on this Statement.
14. I, the undersigned, hereby declare that this is my name and signature and that all of the above is true.

10.4.2019

Date



Signature

⁴ An external director may not receive, other than the remuneration and reimbursement of expenses he is entitled from the Company, any compensation, directly or indirectly, for his services as a director in the Company; for this matter exempt, commitment for indemnification, indemnification or insurance shall not be regarded as "reward".

Exhibit III
Authorization to Issue New Shares
Pursuant to Resolution 9

The Directors are authorised to issue and allot:

1. additional 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 in existence as of the date of the Annual General Meeting (such amount to be reduced by the aggregate nominal amount of any additional securities issued under sub-paragraph 1.2 below);
 - 1.2. up to an aggregate nominal amount equal to two-thirds of the Company's issued share capital in existence as of the date of the Annual General Meeting (such amount to be reduced by the aggregate nominal amount of any additional 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 practicable) 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,
- 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 and 1.2 above:
 - 2.1. additional equity securities for cash pursuant to the authority conferred by the resolutions in sub-paragraphs 1.1 and 1.2 above, provided that the authority conferred by this sub-paragraph 2.1 shall be limited to 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 practicable) 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

2.2. other than pursuant to sub-paragraph 2.1 above, additional equity securities up to an aggregate nominal amount equal to 5% of the Company's issued share capital in existence as of the date of the 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: 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 save 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.