

**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)

Amended Notice of Extraordinary General Meeting

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Following a request of several shareholders of the Company, and in order to avoid a situation where a shareholder cannot exercise his right to vote, it was resolved to adjourn the Extraordinary General Meeting of shareholders, which was scheduled to be held on May 4, 2020, as detailed below.

Pursuant to Section 63(b)(2) of the Companies Law, 5759-1999 (the "**Companies Law**"), Medigus Ltd. ("**Medigus**"), a major shareholder of the Company, requested that the board of directors of the Company convene this Extraordinary General Meeting of the shareholders of the Company. You should read this document in its entirety and consider whether to vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting in light of all the information contained in, or incorporated by reference into, this document.

### **Impact of the Coronavirus situation**

There is much uncertainty around the Coronavirus ('COVID-19') situation and the impact it may have. Our number one priority at present is to protect the health of our shareholders, directors and colleagues. For that reason, we strongly urge shareholders wishing to attend the meeting in person to carefully consider the health implications for themselves and their families, especially if they are

in a vulnerable group. We will also comply with any legal restrictions that the Government may impose. We encourage shareholders to appoint a proxy and register a voting instruction using their proxy form/voting instruction form in advance of the meeting and also attend the conference call as detailed below.

Notice of an Extraordinary General Meeting of the Company to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Thursday, May 14, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar, Law Offices) (the "**Company's Registered Office**") or via a conference call noting that audio participation by the Company's shareholders on the conference call is deemed as an attendance in person (the "**conference call**"), is set out at the end of this document. It should be noted that attendance in person is subject to Government of Israel restrictions and guidance, due to circumstances related to COVID-19. 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 Monday, May 11, 2020. Completion and return of a Form or Proxy will not preclude you from attending and voting at the Extraordinary General Meeting, should you wish to do so (except for holders of shares listed on the TASE, as detailed in the notice below).

Please use the following dial-in details to join the conference call:

Tel: +972733808407 Meeting Code: 1410 #

Only those shareholders registered in the Company's register of members (each a "**Record Holder**") as of the close of business (London time) on Wednesday, April 15, 2020, shall be entitled to attend the conference call and the Meeting.

TO BE HELD AT 16 ABBA HILLEL RD. (10<sup>TH</sup> FLOOR), RAMAT GAN, ISRAEL (AT  
MEITAR LIQUORNIK GEVA LESHEM TAL, LAW OFFICES)

AT 08:00 (London time) / 10:00 (Tel Aviv time), ON Thursday, May 14, 2020

(THE "NOTICE")

**MATOMY MEDIA GROUP LTD.**

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

*Registered Office*

16 Abba Hillel Rd.

Ramat Gan

postal code 5250608

Israel

(At Meitar Liquornik Geva Leshem Tal, Law Offices)

April 30, 2020

Dear Shareholder,

This document contains notice of the upcoming Extraordinary General Meeting of the shareholders (the "**Meeting**") of Matomy Media Group Ltd. (the "**Company**") to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Thursday, May 14, 2020 at the Company's Registered Office or via the conference call. As aforesaid, attendance in person is subject to Government of Israel restrictions and guidance, due to circumstances related to COVID-19. If required, the Company shall publish any development regarding the attendance in person to the meeting, according to Government of Israel restrictions and guidance.

The purpose of the Meeting is to consider, and, if thought fit, pass the resolutions 1 - 7 (together, the "**Resolutions**") set out in the notice convening the Meeting that accompanies this letter.

Pursuant to the Company announcement dated March 25, 2020 (RNS: 5688H), Medigus purchased 24,611,111 ordinary shares of the Company and holds 24.99% of the voting rights of the Company. Medigus sent to the Company a demand letter according to Section 63(b)(2) of the Companies Law requesting that the board of directors of the Company convene an Extraordinary General Meeting of the shareholders of the Company, the agenda of which shall be the removal of the current serving director of the Company, other than the external director, the appointment of certain director nominees and an amendment to the Articles of Association, as specifically detailed below.

As of today, the members of the Board of Directors are Mrs. Shirit Kasher, an external director of the Company and Mr. Ilan Tamir, the Company's CFO and COO, who was appointed to serve as a director until the next annual meeting of the shareholders of the Company or an Extraordinary General Meeting for appointment of directors.

Yours faithfully,

**Ilan Tamir**  
**Director**

## MATOMY MEDIA GROUP LTD. (the "Company")

### NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Extraordinary General Meeting of the Company's shareholders will be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Thursday, May 14, 2020 at the Company's Registered Office or via the conference call, for the following purposes:

- **Resolution I:** to elect Mr. Eli Yoresh (see details below) as Director;
- **Resolution II:** to elect Mr. Liron Carmel (see details below) as Director;
- **Resolution III:** to elect Mr. Lior Amit (see details below) as Director;
- **Resolution IV:** to elect Mr. Amitay Wiss (see details below) as Director;
- **Resolution V:** to elect Mrs. Kineret Tzedef (see details below) as Director;
- **Resolution VI:** to elect Mr. Udi Kalifi (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 Mr. Kalifi has provided to the Company (attached as **Exhibit II** herein), Mr. Kalifi has Accounting and Financial Expertise, as defined in the Companies Law and the Companies Regulation (Condition and Criteria for a Director who possesses Accounting Expertise and a Director who possesses Professional Competence), 2005 ("**Expertise and Competence Regulations**").
- **Resolution VII:** to approve the amendment to the Articles of Association regarding the reduction in the maximum and minimum number of directors, as detailed below.

The nominees for election as Directors are:

*Mr. Eliyahu Yoresh*, serves as chief financial officer and director of Foresight Autonomous Holdings Ltd. (NASDAQ, TASE: FRSX) and Asia Group. In addition, Mr. Yoresh serves as a director of Nano Dimension Ltd. (NASDAQ, TASE: NNDM) and chairman of Medigus Ltd. (NASDAQ, TASE: MDGS) and has previously served as a director of Geffen Biomed Investments Ltd. and Greenstone Industries Ltd. Mr. Yoresh served as the chief executive officer of Tomcar Global Holdings Ltd., a global manufacturer of off-road vehicles, between 2005 and 2008. Mr. Yoresh is an Israeli Certified Public Accountant. Yoresh acquired a B.A. in business administration from the Business College, Israel and an M.A. in Law Study from Bar-Ilan University, Israel.

*Mr. Liron Carmel*, serves as chief executive officer of Medigus Ltd. (NASDAQ, TASE: MDGS) and as chairman of the Israel Table Tennis Association. Mr. Carmel served as chief executive officer and director of CannaPowder (PINK: CAPD) between 2017 and 2018, and has previously served as a director of Algomaizer Ltd. (TASE: ALMO) and Chiron Refineries Ltd. (TASE: CHR). Mr. Carmel served as vice president business development at Yaad Givatayim

development between 2013 and 2017 and as an investment manager and research and strategy analyst at Excellence Nessuah between 2010 and 2013. Mr. Carmel acquired a B.A. in economics and management as well as an MBA from the College of Management Academic Studies, Rishon LeZion, Israel.

*Mr. Lior Amit*, serves as a consultant to both private and public companies as well as individuals. Mr. Amit serves as director of Algomizer Ltd. (TASE: ALMO), Nirplex Ltd., Ronimar Ltd., Endemol Israel Ltd. and B.S.S.CH. - The Israeli Credit Insurance Company Ltd. (a.k.a ICIC) Mr. Amit previously served as chief financial officer for BBR Saatchi & Saatchi Group between 1996 and 2013. Mr. Amit is an Israeli Certified Public Accountant. Mr. Amit acquired a B.A in economics and accounting as well as an MBA in insurance and finance from Tel Aviv University, Israel.

*Mr. Amitay Wiss*, serves as a chairman of the board of directors of P.L.T Financial Services Ltd. (TASE: PLTP) and external director of Cofix Group Ltd. (TASE: CFCS). In 2016, Mr. Wiss has founded Amitay Wiss Management Ltd. and is the chief executive officer of the firm. Mr. Wiss previously served as vice president business marketing & development and at various other positions at Bank Poalei Agudat Israel Ltd. (PAGI) from the First International Bank of Israel group between 2001 and 2015. Mr. Wiss acquired a B.A in economics from New England College, MBA in business administration from the Ono Academic College, an Israeli branch of University of Manchester as well as LL.B from the Ono Academic College.

*Ms. Kineret Tzedef*, serves as a director of sport division and served in other positions at Hapoel Organization (Israeli Sport Federation) since 2007. Ms. Tzedef also serves as the president of Israeli Gymnastics Federation since 2018. Ms. Tzedef serves as a director at Medigus Ltd. (NASDAQ, TASE: MDGS), serves an external director at Chiron Refineries Ltd. (TASE: CHR), and as an external director of Biomedico Hadarim Ltd. (TASE: BIMCM). Ms. Tzedef is admitted to the Israel Bar Association since 2014. Ms. Tzedef acquired a LL.B from the Academic Center for Law and Science, Israel and a B.Ed. in Law Study from the Academic College at Wingate, Israel.

Declaration of the Director Nominees as required under Section 224b(a) of the Companies Law, 5759-1999 are attached hereto as Exhibit II.

The director nominees were initially proposed by Medigus Ltd., a major shareholder of the Company.

#### External Director Nominees

Mr. Udi Kalifi currently serves as a director in several companies and offer legal, fundraising and consultancy services to different companies and investors in the capital market. Until 2013, he served as companion to the founders and an active associate of the centre of entrepreneurship in the University of Tel Aviv. Prior Mr. Kalifi served as lecturer in the Academic Institute of Ariel for the "cooperate laws" course in the faculty of Economics and management and as an attorney in the law firm "Shiboleth and Co.". Mr. Kalifi earned an LL.B from Tel-Aviv University's School of Law (2005) and was admitted to the Israeli Bar (2007), he holds a B.S.C (Accounting) from Tel Aviv University's (2005), an LLM from University of Bologna, Hamburg and Rotterdam (2008) and LLM from Tel-Aviv University's School of Law (2009).

Dated: April 30, 2020

By order of the Board

**RESOLUTIONS I - V - TO APPROVE THE ELECTION OF EACH OF NOMINEES TO SERVE AS A DIRECTORS OF THE COMPANY**

**Proposed Resolutions**

To approve the election of Mr. Eli Yoresh, Mr. Liron Carmel, Mr. Lior Amit, Mr. Amitay Wiss and Mrs. Kineret Tzedef to serve as a directors of the company until the next annual general meeting of the shareholders of the Company, and to approve the payment of the Director fees set out in Exhibit I to the Notice.

Separate vote shall be held for each nominee.

**RESOLUTION VI - TO APPROVE THE ELECTION OF MR. UDI KALIFI TO SERVE AS AN EXTERNAL DIRECTOR OF THE COMPANY**

**Proposed Resolution**

To approve the election of Mr. Udi Kalifi to serve as an external director of the company for a first three year term commencing on the close of this Shareholders' Extraordinary General Meeting, and to approve his terms of service set out in Exhibit I to the Notice.

**RESOLUTION VII - TO APPROVE THE AMENDMENT TO THE ARTICLES OF ASSOCIATION**

In the opinion of Medigus, a smaller board of directors size is more suitable to the Company's current status, promotes greater efficiency in decision-making and encourages greater individual accountability among the directors.

Therefore, it is proposed by Medigus to approve a reduction in the maximum number of directors from twelve (12) to seven (7) and a reduction in the minimum number of directors from six (6) to four (4), and to amend Article 38 of the Company's articles of association accordingly, as described below.

The proposed changes to the articles of association of the Company are as follows:

**“38. NUMBER OF DIRECTORS**

- 38.1. Unless and until otherwise determined by Ordinary Resolution of the Company, the Directors (disregarding alternate Directors) shall be not less than ~~six~~ **four (4)** and not more than ~~twelve~~ **seven (7)** in number.
- 38.2. ~~Without derogating from the above, and subject to the requirements of the Companies Law, until resolved otherwise by the General Meeting or by the Board pursuant to these Articles, the Board shall be composed of eight (8) Directors as follows: The Chief Executive Officer and the Chief Financial Officer of the Company, as shall be from time to time, shall be Executive Directors, two (2) Directors shall be non executive non independent Directors and four (4) Independent Directors who shall qualify as independent director both under the Companies Law and the UK law. Two (2) out of such Independent Directors shall be External Directors and another Independent Director shall be appointed as the deputy chairman of the Board.~~

**Proposed Resolution**

**To approve a reduction in the maximum number of directors from twelve (12) to seven (7) and a reduction in the minimum number of directors from six (6) to four (4), and to amend Article 38 of the Company's articles of association accordingly.**

## 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 of the External Director under the proposed resolution VI also requires that either:
  1. a majority of the votes of shareholders present and voting who are not controlling<sup>1</sup> shareholders or do not have a personal interest<sup>2</sup> in the approval of the Resolution; or
  2. the total number of shares held by the shareholders mentioned in clause (1) above that are voted against the Resolution does not exceed two percent (2%) of the aggregate voting rights in the Company.

**If you do not state whether or not you are a controlling shareholder or do not confirm whether or not you have personal interest, your shares will not be voted for the Resolutions on the agenda.**

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, place and conference call details<sup>3</sup>), or to a day, time and place proposed by the Chairman of the Meeting 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 Thursday, May 7, 2020). 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

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<sup>1</sup> For this purpose, a “controlling shareholder” is any shareholder that has the ability to direct the company’s activities (other than by means of being a director or office holder (as defined in the Israeli Companies Law) of the company). A person is presumed to be a controlling shareholder if it holds or controls, by himself or together with others, one half or more of any one of the “means of control” of the company. “Means of control” is defined as any one of the following: (i) the right to vote at a general meeting of the company, or (ii) the right to appoint directors of the company or its chief executive officer.

<sup>2</sup> A “personal interest” of a shareholder in an action or transaction of a company includes (i) a personal interest of any of the shareholder’s relative (i.e. spouse, brother or sister, parent, grandparent, child as well as child, brother, sister or parent of such shareholder’s spouse or the spouse of any of the above) or an interest of a company with respect to which the shareholder or the shareholder’s relative (as detailed above) holds 5% or more of such company’s issued shares or voting rights, in which any such person has the right to appoint a director or the chief executive officer or in which any such person serves as a director or the chief executive officer, including the personal interest of a person voting pursuant to a proxy whether or not the proxy grantor has a personal interest; and (ii) excludes an interest arising solely from the ownership of ordinary shares of the company.

<sup>3</sup> As conference call details change, the Company will publish immediate report, up to 3 day prior the adjourned meeting, with the updated conference call details.



([www.magna.isa.gov.il](http://www.magna.isa.gov.il) and [www.maya.tase.co.il](http://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 Monday, May 4, 2020 at the Company's Registered Office. 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 Wednesday, April 15, 2020, shall be entitled to attend and/or vote at the Meeting or an 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 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., Depository 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 Tuesday, May 12, 2020.
- (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 Monday, May 11, 2020, 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 10:00 (Tel Aviv time) on Thursday, May 7, 2020, 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 10:00 (Tel Aviv time) on Thursday, May 7, 2020, 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 Thursday, May 7, 2020.

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) receives it no later than 08:00 (London time) on Monday, May 11, 2020. 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, [Nominee.Enquiries@linkgroup.co.uk](mailto:Nominee.Enquiries@linkgroup.co.uk)) no later than 08:00 (London time) on Monday, May 11, 2020 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 Monday, May 11, 2020. 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 December 31, 2019 (being the last practicable date prior to the publication of this notice) the Company’s issued share capital with voting rights comprised 98,483,839 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:

<b>Event</b>	<b>Date</b>	<b>London time</b>
Record date for holders of Depositary Interests admitted to trading on the London Stock Exchange.....	Wednesday, April 15, 2020	close of business
Record date for holders of ordinary shares listed on the Tel-Aviv Stock Exchange .....	Wednesday, April 15, 2020	close of business
Record date for holders of ordinary shares admitted to trading on the London Stock Exchange .....	Wednesday, April 15, 2020	close of business
Voting deadline for holders of ordinary shares listed on the Tel-Aviv Stock Exchange.....	Thursday, May 7, 2020	08:00
Voting deadline for TASE Members for the ordinary shares listed on the Tel-Aviv Stock Exchange held by them.....	Thursday, May 7, 2020	12:00
Voting deadline for holders of Depositary Interests admitted to trading on the London Stock Exchange .....	Monday, May 11, 2020	08:00
Voting deadline for holders of ordinary shares admitted to trading on the London Stock Exchange.....	Tuesday, May 12, 2020	08:00
Meeting date.....	Thursday, May 14, 2020	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 Extraordinary General Meeting of the shareholders (the “**Meeting**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Thursday, May 14, 2020 at 16 Abba Hillel Rd. (10th floor), Ramat Gan, Israel (at Meitar 1, Law Offices) or via a conference call noting that audio participation by the Company's shareholders on the conference call is deemed as an attendance in person. Please use the following dial-in details to join the conference call: Tel: +972733808407 Meeting Code: 1410 #

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**")<sup>4</sup> 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 elect Mr. Eli Yoresh (see details above) as Director			
II	to elect Mr. Liron Carmel (see details above) as Director			
III	to elect Mr. Lior Amit (see details above) as Director			
IV	to elect Mr. Amitay Wiss (see details above) as Director			
V	to elect Mrs. Kineret Tzedef (see details above) as Director			

<sup>4</sup> 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.

VI	to appoint Mr. Udi Kalifi (see details above) as an "External Director" for a term of three years and the payment of the Director fees set out in <b>Exhibit I</b> o the Notice which is equal to the maximum amounts set by the External Directors Remuneration Rules.			
VII	to approve the amendment to the Articles of Association regarding the reduction in the maximum and minimum number of directors			

***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 Resolutions on the agenda <sup>5</sup> ? 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 Company <sup>6</sup> ?		
Are you a senior officer in the Company?		
Are you a foreign institutional client, joint investment fund manager or trust fund?		

Signed .....

Date .....

<sup>5</sup> A "personal interest" of a shareholder in an action or transaction of a company includes (i) a personal interest of any of the shareholder's relative (i.e. spouse, brother or sister, parent, grandparent, child as well as child, brother, sister or parent of such shareholder's spouse or the spouse of any of the above) or an interest of a company with respect to which the shareholder or the shareholder's relative (as detailed above) holds 5% or more of such company's issued shares or voting rights, in which any such person has the right to appoint a director or the chief executive officer or in which any such person serves as a director or the chief executive officer, including the personal interest of a person voting pursuant to a proxy whether or not the proxy grantor has a personal interest; and (ii) excludes an interest arising solely from the ownership of ordinary shares of the company.

<sup>6</sup> For this purpose, a "controlling shareholder" is any shareholder that has the ability to direct the company's activities (other than by means of being a director or office holder (as defined in the Israeli Companies Law) of the company). A person is presumed to be a controlling shareholder if it holds or controls, by himself or together with others, one half or more of any one of the "means of control" of the company. "Means of control" is defined as any one of the following: (i) the right to vote at a general meeting of the company, or (ii) the right to appoint directors of the company or its chief executive officer.

**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 10:00 (Tel Aviv time) on Thursday, May 7, 2020, 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., Depository Interests) Representing Shares Admitted to Trading on the London Stock Exchange**

Form of Direction for completion by holders of Uncertificated Securities (i.e., Depository Interests) representing shares in 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 Thursday, May 14, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar, Law Offices) or via a conference call noting that audio participation by the Company's shareholders on the conference call is deemed as an attendance in person. Please use the following dial-in details to join the conference call: Tel: +972733808407 Meeting Code: 1410 #

I/We

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 .....

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

of

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 .....

being a holder of Depository Interests representing shares in Matomy Media Group Ltd. admitted to trading on the London Stock Exchange hereby direct Link Market Services Trustees Limited (the “**Depository**”) to vote for me/us and on my behalf in person or by proxy at the Extraordinary General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Thursday, May 14, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar, Law Offices) or via conference call (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 Depository to abstain from voting.**

Resolution		FOR	AGAINST	ABSTAIN
I	to elect Mr. Eli Yoresh (see details above) as Director			
II	to elect Mr. Liron Carmel (see details above) as Director			
III	to elect Mr. Lior Amit (see details above) as Director			
IV	to elect Mr. Amitay Wiss (see details above) as Director			
V	to elect Mrs. Kineret Tzedef (see details above) as Director			
VI	to appoint Mr. Udi Kalifi (see details above) as an "External Director" for a term of three years and the payment of the Director fees set out in <b>Exhibit I</b> o the Notice which is equal to			



	the maximum amounts set by the External Directors Remuneration Rules.			
VII	to approve the amendment to the Articles of Association regarding the reduction in the maximum and minimum number of directors			

***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 Resolutions on the agenda <sup>7</sup> ? 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 Company <sup>8</sup> ?		
Are you a senior officer in the Company?		
Are you a foreign institutional client, joint investment fund manager or trust fund?		

Signed .....

Date .....

<sup>7</sup> A “**personal interest**” of a shareholder in an action or transaction of a company includes (i) a personal interest of any of the shareholder’s relative (i.e. spouse, brother or sister, parent, grandparent, child as well as child, brother, sister or parent of such shareholder’s spouse or the spouse of any of the above) or an interest of a company with respect to which the shareholder or the shareholder’s relative (as detailed above) holds 5% or more of such company’s issued shares or voting rights, in which any such person has the right to appoint a director or the chief executive officer or in which any such person serves as a director or the chief executive officer, including the personal interest of a person voting pursuant to a proxy whether or not the proxy grantor has a personal interest; and (ii) excludes an interest arising solely from the ownership of ordinary shares of the company.

<sup>8</sup> For this purpose, a “**controlling shareholder**” is any shareholder that has the ability to direct the company’s activities (other than by means of being a director or office holder (as defined in the Israeli Companies Law) of the company). A person is presumed to be a controlling shareholder if it holds or controls, by himself or together with others, one half or more of any one of the “means of control” of the company. “Means of control” is defined as any one of the following: (i) the right to vote at a general meeting of the company, or (ii) the right to appoint directors of the company or its chief executive officer.

**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) by no later than 08:00 (London time) on Monday, May 11, 2020.
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 at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom or by email to [Nominee.Enquiries@linkgroup.co.uk](mailto:Nominee.Enquiries@linkgroup.co.uk) to request a letter of representation no later than 08:00 (London time) on Monday, May 11, 2020. However, Depositary Interest holders will not be able to vote at the Meeting.
9. Please refer to the Notes to the Notice of the Extraordinary 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 Thursday, May 14, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar, Law Offices) or via a conference call noting that audio participation by the Company's shareholders on the conference call is deemed as an attendance in person. Please use the following dial-in details to join the conference call: Tel: +972733808407 Meeting Code: 1410 #

I/We

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 .....

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 Extraordinary General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Thursday, May 14, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar, Law Offices) or via conference call (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 elect Mr. Eli Yoresh (see details above) as Director			
II	to elect Mr. Liron Carmel (see details above) as Director			
III	to elect Mr. Lior Amit (see details above) as Director			
IV	to elect Mr. Amitay Wiss (see details above) as Director			
V	to elect Mrs. Kineret Tzedef (see details above) as Director			
VI	to appoint Mr. Udi Kalifi (see details above) as an "External Director" for a term of three			

	years and the payment of the Director fees set out in <b>Exhibit I</b> o the Notice which is equal to the maximum amounts set by the External Directors Remuneration Rules.			
VII	to approve the amendment to the Articles of Association regarding the reduction in the maximum and minimum number of directors			

***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 Resolutions on the agenda <sup>9</sup> ? 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 Company <sup>10</sup> ?		
Are you a senior officer in the Company?		
Are you a foreign institutional client, joint investment fund manager or trust fund?		

Signed .....

Date .....

<sup>9</sup> A “**personal interest**” of a shareholder in an action or transaction of a company includes (i) a personal interest of any of the shareholder’s relative (i.e. spouse, brother or sister, parent, grandparent, child as well as child, brother, sister or parent of such shareholder’s spouse or the spouse of any of the above) or an interest of a company with respect to which the shareholder or the shareholder’s relative (as detailed above) holds 5% or more of such company’s issued shares or voting rights, in which any such person has the right to appoint a director or the chief executive officer or in which any such person serves as a director or the chief executive officer, including the personal interest of a person voting pursuant to a proxy whether or not the proxy grantor has a personal interest; and (ii) excludes an interest arising solely from the ownership of ordinary shares of the company.

<sup>10</sup> For this purpose, a “**controlling shareholder**” is any shareholder that has the ability to direct the company’s activities (other than by means of being a director or office holder (as defined in the Israeli Companies Law) of the company). A person is presumed to be a controlling shareholder if it holds or controls, by himself or together with others, one half or more of any one of the “means of control” of the company. “Means of control” is defined as any one of the following: (i) the right to vote at a general meeting of the company, or (ii) the right to appoint directors of the company or its chief executive officer.

**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 Tuesday, May 12, 2020.
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 2019, 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 to compensation equal to 60% of the sum per-meeting and a written resolution shall entitle them to compensation equal to 50% of the sum per-meeting.

**Exhibit II**  
**Directors Competence Statements**