

**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 Extraordinary General Meeting

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Your attention is drawn to the letter from the chairman of the Company, set out in this document, which contains a recommendation from the Board that you vote in favour of the resolution to be proposed at the Extraordinary General Meeting referred to below. You should read this document in its entirety and consider whether to vote in favour of the resolution to be proposed at the Extraordinary General Meeting in light of all the information contained in, or incorporated by reference into, this document.

Notice of an Extraordinary General Meeting of the Company to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 23, 2019 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar Liquornik Geva Leshem Tal, Law Offices) (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 addressed 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, December 18, 2019. 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).

### **Cautionary Statement**

The document is prepared for convenience purposes only and it does not constitute or form part of, and should not be construed as, an offer to sell or issue, or the solicitation of an offer to buy or acquire, securities of Matomy in any jurisdiction or an inducement to enter into any investment activity.

This document includes forward-looking statements, which include all statements other than statements of historic facts, including, without limitation, those regarding Matomy's and/or its subsidiaries' (the "Group") financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this announcement. The Company, its directors and its or their advisers expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the Rules of the High Growth Segment.

## LETTER FROM THE CHAIRMAN OF MATOMY MEDIA GROUP LTD.

November 15, 2019

Dear Shareholder,

### **Proposed approval of an agreement for the Sale of the Company's Shares in Team Internet AG**

**The purpose of this document is to outline the background to and reasons for the proposed approval of a transaction for the sale of all Company share in Team Internet AG ("TI"), held by the Company through its subsidiaries (90%), to Centralnic Group PLC, whose shares are traded on the AIM Market of the London Stock Exchange (through a nominated owned subsidiary, the "Purchaser" or "CNIC"), as detailed below (the "Transaction"), and to explain why the Board considers the Transaction to be in the best interests of the Company and its shareholders as a whole and why the Directors recommend that you vote in favour of the resolution to be proposed at the Extraordinary General Meeting, which will be held at the registered offices of the Company at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 23, 2019 (the "Meeting").**

#### **Background**

In the period spanning from mid-2017 through November 2018, the Company exited all of its data-driven advertising platforms with the exception of TI, which remained the sole material asset of the Company.

As of the third quarter of 2018, the Company announced in its financial statements that it requires additional capital in order to fund its liabilities and that there is no assurance that it will be able to obtain such required additional capital. In light of the above, the Company announced that it believes that these conditions raise substantial doubt regarding its ability to continue as a going concern.

In the last year, the bondholders of (Series A) bonds of the Company have convened numerous bondholders meetings that on their agenda was a resolution with regard to a contingent demand of an immediate repayment of the bonds.

In order for the Company to act in a manner that is intended to address the interests of all stakeholders, the Company, with the blessing of the bondholders and Rainmaker, concentrated its effort to sell TI.

During such process, the Company received an offer and signed a letter of intent to sell all of its shares in TI (the "**First Offer**"), to a German Private Equity fund and to Rainmaker Investments GmbH ("**Rainmaker**"), the minority shareholder in TI (10%). However, a binding agreement was not reached and the potential purchaser has terminated the discussions with the Company and Rainmaker, due to certain circumstances, as further described in note 1(b)(ii) and 2(e) of the Company's financial statements for the period ending on March 31, 2019.

The Company continued to pursue the process of the sale of TI, to enable it to fully repay its debt to its bondholders and the Company's management has determinedly worked to find potential purchasers for TI.

The Company received several non-binding offers to sell all of its shares in TI. After considering such offers, on August 28, 2019, the Board has decided to proceed in facilitating due diligence and negotiating with the Purchaser, which offer, among others, was most favourable for the Company and its stakeholders. This Board decision was made after weighting, inter alia, the terms of the offers, the identity of the offerors', the feasibility of reaching a binding agreement with such offerors and whether under the current financial situation of the Company, the execution of the sale of TI according to the terms of the offers will enable the Company to fully meet its obligations.

Pursuant to the Board approval, on September 3, 2019, the Purchaser, the Company and Rainmaker have signed a Letter of Intent, detailing the main principals of the transaction.

Due to an efficient and focused negotiation process, on November 15, 2019 the parties have signed a binding agreement to sell to the Purchaser all the shares in TI, held by the Company through its subsidiaries (90%) and by Rainmaker (10%), which its main terms are set forth herein.

### **The financial effects of the Transaction**

As part of the Transaction, the Company will fully repay its obligations to the bondholders (Series A), and all alleged obligations of the Company towards Rainmaker will be settled.

Following the completion of the Transaction, the Directors anticipate that the Company will have positive net assets (the Company's assets shall exceed its liabilities) and that it shall have sufficient funds to pay all liabilities as they fall due.

### **Conditions Precedent and Closing**

The closing of the Transaction is subject to the following main conditions precedent (the "**Conditions Precedent**"):

- (i) receipt of required corporate approvals, including the Company's shareholders;
- (ii) receipt of the approval of the holders of the (Series A) convertible bonds of the Company.
- (iii) completion by the Purchaser of its proposed financing by means of a €40M bond issuance.
- (iv) there being no Material Adverse Changes prior closing.

If the Conditions Precedent are not satisfied by December 31, 2019 (which date may be extended in certain limited circumstances), then any party may terminate the agreement.

### **The Consideration**

The total consideration to be paid for 100% of TI's shares shall be equal to the sum of €45,854,332 plus the Interest Amount (as defined below), and shall consist of the following (the "**Purchase Price**"):

- (a) A cash payment of €39,554,332 (the "**Cash Payment**"), plus the Interest Amount<sup>1</sup> that shall be paid on closing date.

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<sup>1</sup> An amount equal to interest in the amount of 9,098.63 per day shall be accrued for the period from September 30, 2019 up until the earlier of the closing date or December 31, 2019 (the "**Interest Amount**"). Assuming the closing shall occur on December 23, 2019, the Interest amount shall be equal to approximately €700K.

In addition to the Cash Payment, the Purchaser shall retain an amount of €900,000 retention (the "**Retention Amount**"<sup>2</sup>). The Retention Amount will be fully released after 15 months period, less deductions for settled claims or for outstanding claims (which are supported by documents as specified in the agreement).

(b) Issuance of shares in the capital of the Purchaser (with a value determined in accordance with the agreement of €2,700,000), on closing.

Such shares shall be subject to a lock-up period of 12 months, plus an additional 6 month period during which any disposal must be approved by and coordinated with the Purchaser and its broker.

(c) A deferred cash payment of €2,700,000 payable on the date that is 6 months following the closing.

As part of the Transaction, immediately prior to closing date, the Company will consummate the purchase of the remaining 10% stake of Rainmaker in TI in accordance with the share purchase agreement dated December 2017 between the Company and Rainmaker, by assigning to Rainmaker a portion of the consideration. Rainmaker shall be entitled to receive a total sum of €19,050,000: (i) a sum of €16,508,190 out of the Cash Payment; (ii) shares of the Purchaser in the value of €1,087,350; (iii) a sum of €1,087,350 out of the deferred cash payment; (iv) a sum of €367,110 out of the Retention Amount. Upon consummation of such purchase of the remaining 10% stake of Rainmaker in TI, no further claims between Rainmaker and the Company will exist and all alleged obligations of the Company towards Rainmaker will be settled. This will be confirmed in writing between the parties (the "**Rainmaker Resolution**").

The remaining amount of the Cash Payment (€23,046,142) and the Interest Amount, shall be paid to the trustee of the (Series A) convertible bonds (the "**Trustee**"). In addition, the Company shall transfer to the Trustee a cash amount of approximately €2.4M (which shall be deposited in an escrow account prior to closing and as a condition thereto), for the completion of full and immediate repayment of the Company's outstanding convertible bonds (NIS 101M) (principal and interest).

### **Break – up Fee**

If the Purchaser's €40M bond issuance has not been completed prior the termination of the agreement because the Conditions Precedent were not satisfied by December 31, 2019, the Purchaser shall pay a break-up fee of €900k to the Company and Rainmaker. If the Purchaser's €40M bond issuance was completed prior to such termination, but certain other Conditions Precedent were not satisfied, a break-up fee of €900k will be payable to the Purchaser by the Company and Rainmaker

### **Warranties and Limitations**

The Company and Rainmaker are severally giving customary fundamental guarantees, which the maximum liability of the Company and Rainmaker will be capped in all cases other than fraud, and shall not exceed the actual Purchase Price. In addition, the Company and Rainmaker are giving customary business warranties with respect to TI's business and activities, and the maximum liability for breach of such business warranties will not exceed the Retention Amount.

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<sup>2</sup> The Retention Amount shall be withheld by the Purchaser for a 15-month period, in order to secure the Company's and Rainmaker's payment obligations for claims under the agreement.

A warranty & indemnification insurance with a liability cap of US\$24M will be procured by the Purchaser.

### **The Company's plans**

Following the completion of the Transaction, the Company shall examine the possible alternatives with regard to its listings on the High Growth Segment of the London Stock Exchange's Main Market and the Tel – Aviv Stock Exchange.

### **Related party transaction, personal interest and approval procedure**

In light of the support letters provided by a few major shareholders (holding in the aggregate approximately 30% of the Company's voting share capital) of the Company and for cautionary reasons, and without taking a position by the Company with respect to the existing controversy regarding the interpretations of such support letters<sup>3</sup>, the transaction shall be considered as an extraordinary transaction that a controlling shareholder has personal interest in (as such terms are defined in the Israeli Companies Law), and as such, shall be subject to the approval of the audit committee, the Board and the Company shareholders (by a majority of the non-interested shareholders).

On November 13 and 14, 2019 the audit committee and the Board approved and recommended the general meeting to approve the contemplated Transaction (including the Rainmaker Resolution). The audit committee approved the Transaction after determining that the competitive process that was conducted by the Board prior to advancing with the facilitation of the contemplated Transaction, as described above, is a sufficient process in such circumstance.

### **Reasons for the approval of the Transaction**

The Company exited all of its data-driven advertising platforms with the exception of TI, which under the current financial situation of the Company, remained the sole material activity of the Company that the Company may dispose in order to fully meet its obligations.

In light of the Company's challenging situation and in light of the bondholders repeated claims for an immediate repayment, the audit committee and the Board are of the opinion that the best course of action for the Company in these circumstances was to pursue the process of the sale of TI.

The audit committee is of the opinion that the competitive process that was conducted by the board prior to advancing with the facilitation of the contemplated Transaction, is a sufficient process in such circumstance. The Board's decision that the Purchasers' offer was the most favourable for the Company and its stakeholders, was made after weighting, inter alia, the terms of the offers, the identity of the offerors', the feasibility of reaching a binding agreement with such offerors and whether under the current financial situation of the Company, the execution of the sale of TI according to the terms of the offers will enable the Company to fully meet its obligations. Furthermore, the audit committee is of the opinion that the results of such competitive process, in addition to the terms of the First Offer, has validated that the Transaction is on market terms.

The audit committee and the Board are of the opinion that the contemplated Transaction is in the best interest of the Company, since it will settle the claims of all of its stakeholder.

As part of the Transaction, the Company will fully repay its obligations to the bondholders (Series A).

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<sup>3</sup> For further details see note 1(c)(v) in the Company's financial statement for the period ending on June 30, 2019.

In addition and as part of the Transaction, the Company shall consummate the purchase of the remaining 10% stake of Rainmaker in TI in accordance with the share purchase agreement dated December 2017 between the Company and Rainmaker<sup>4</sup>, by assigning to Rainmaker a portion of the consideration. Upon consummation of such purchase of the remaining 10% stake of Rainmaker in TI, no further claims between Rainmaker and the Company will exist and all alleged obligations of the Company towards Rainmaker will be settled.

The need to arbitrate the different claims with regard to the interpretations of the support letters that were provided to the Company by certain major shareholders shall become redundant, thus saving the Company time, litigation and resources.

Following the completion of the Transaction the Company will have a positive net asset (the Company's assets shall exceed its liabilities) and it shall have sufficient funds to pay all of its liabilities on due time.

### **Recommendation**

The audit committee and the Board believe the approval of the proposed Transaction is in the best interest of the Company and its shareholders as a whole. The Board believes that if the proposed Transaction will not be approved it will materially harm the Company to successfully resolve its challenging financial situation.

Accordingly the audit committee and the Board have recommended that shareholders vote in favour of the Resolution to be proposed at the Meeting.

Yours sincerely,

**Sami Totah,**  
Chairman of the Board of Directors

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<sup>4</sup> For further details see note 1(c) in the Company's financial statement for the period ending on June 30, 2019.

**NOTICE OF THE EXTRAORDINARY GENERAL 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 MONDAY, DECEMBER 23, 2019

(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)

November 15, 2019

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 Monday, December 23, 2019 at the Company's Registered Office.

The purpose of the Meeting is to consider, and, if thought fit, pass the resolution set out in the notice convening the Meeting that accompanies this letter (the "**Resolution**").

The Directors believe that the adoption of the Resolution is in the best interest of the Company and its shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the Resolution.

Yours faithfully,

**Sami Totah**

Chairman of the Board of Directors



**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 Monday, December 23, 2019 at the Company's Registered Office, for the following purpose:

To approve the Transaction between the Company, Rainmaker Investments GmbH and Centralnic Group PLC (the "**Purchaser**"), for the sale of Team Internet AG to the Purchaser, according to the main terms as are set forth above (including the Rainmaker Resolution).

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

Dated: November 15, 2019

By order of the Board

## Notes:

### 1. Majority for the approval of the resolution on the Agenda -

In light of the support letters provided by a few major shareholders (holding in the aggregate approximately 30% of the Company's voting share capital) of the Company and for cautionary reasons, and without taking a position by the Company with respect to the existing controversy regarding the interpretations of such support letters<sup>5</sup>, the transaction shall be considered as an extraordinary transaction<sup>6</sup> that a controlling shareholder has personal interest in<sup>7</sup> (as such terms are defined in the Israeli Companies Law), and as such, shall be subject to the approval of Company shareholders.

For the resolution on the agenda to be passed, an affirmative vote of the holders of a majority of the voting power represented at the Meeting in person or by proxy, excluding abstentions, is required. In addition, the resolution requires one of the following additional voting requirement:

1. a majority of the votes of shareholders present and voting who are not controlling shareholders or do not have a personal interest 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 or if you states that you have personal interest and do not specify the nature of such personal interest, your shares will not be voted for the resolution on the agenda.**

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<sup>5</sup> For further details see note 1(c)(v) in the Company's financial statement for the period ending on June 30, 2019.

<sup>6</sup> "**Transaction**" – an agreement or contract, as well as a unilateral decision by a company to grant a right or other benefit;

"**Extraordinary transaction**" - a transaction that is not in the ordinary course of the company's business, a transaction not on market conditions or a transaction that is liable to have a substantial effect on the company's profitability, property or obligations;

<sup>7</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), including a person who holds 25% or more of the voting rights in the general meeting of the company if there is no other person who holds more than 50% of the voting rights in the company; for the purpose of a holding, two or more persons holding voting rights in the company each of which has a personal interest in the approval of the transaction being brought for approval of the company shall be considered to be joint holders. 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.

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.

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 Sunday, November 24, 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](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 resolution on the Agenda, no later than Friday, December 13, 2019 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 Monday, December 9, 2019, 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., 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 Monday, December 18, 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 Monday, December 18, 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 10:00 (Tel Aviv time) on Sunday, December 15, 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 10:00 (Tel Aviv time) on Sunday, December 15, 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 Sunday, December 15, 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, receives it no later than 08:00 (London time) on Wednesday, December 18, 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, [Nominee.Enquiries@linkgroup.co.uk](mailto:Nominee.Enquiries@linkgroup.co.uk) no later than 08:00 (London time) on Wednesday, December 18, 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 Wednesday, December 18, 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 September 30, 2019 (being the last practicable date prior to the publication of this notice) the Company's issued share capital with voting rights comprised 98,478,339 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 .....	Monday, December 9, 2019	close of business
Record date for holders of ordinary shares listed on the Tel-Aviv Stock Exchange .....	Monday, December 9, 2019	close of business
Record date for holders of ordinary shares admitted to trading on the London Stock Exchange .....	Monday, December 9, 2019	close of business
Voting deadline for holders of ordinary shares listed on the Tel-Aviv Stock Exchange .....	Sunday, December 15, 2019	08:00
Voting deadline for TASE Members for the ordinary shares listed on the Tel-Aviv Stock Exchange held by them.....	Sunday, December 15, 2019	12:00
Voting deadline for holders of Depositary Interests admitted to trading on the London Stock Exchange .....	Wednesday, December 18, 2019	08:00
Voting deadline for holders of ordinary shares admitted to trading on the London Stock Exchange .....	Thursday, December 19, 2019	08:00
Meeting date.....	Monday, December 23, 2019	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 Monday, December 23, 2019 at 16 Abba Hillel Rd. (10th floor), Ramat Gan, Israel (at Meitar Liquornik Geva Leshem Tal, Law Offices).

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>8</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
1	To approve the Transaction between the Company, Rainmaker Investments GmbH and Centralnic Group PLC (“ <b>Purchaser</b> ”), for the sale of Team Internet AG to the Purchaser, according to the main terms as are set forth in the notice (including the Rainmaker Resolution)			

<sup>8</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.

*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 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), including a person who holds 25% or more of the voting rights in the general meeting of the company if there is no other person who holds more than 50% of the voting rights in the company; for the purpose of a holding, two or more persons holding voting rights in the company each of which has a personal interest in the approval of the transaction being brought for approval of the company shall be considered to be joint holders. 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 Sunday, December 15, 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 resolution) 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 Monday, December 23, 2019 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar Liquornik Geva Leshem Tal, Law Offices).

I/We

.....  
 .....

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

of

.....  
 .....

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 Monday, December 23, 2019 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar Liquornik Geva Leshem Tal, Law Offices) (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**

Resolution		FOR	AGAINST	ABSTAIN
1	To approve the Transaction between the Company, Rainmaker Investments GmbH and Centralnic Group PLC (" <b>Purchaser</b> "), for the sale of Team Internet AG to the Purchaser, according to the main terms as are set forth in the notice (including the Rainmaker Resolution)			

***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 on the agenda <sup>11</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>12</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>11</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>12</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), including a person who holds 25% or more of the voting rights in the general meeting of the company if there is no other person who holds more than 50% of the voting rights in the company; for the purpose of a holding, two or more persons holding voting rights in the company each of which has a personal interest in the approval of the transaction being brought for approval of the company shall be considered to be joint holders. 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 Wednesday, December 18, 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 resolution) 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 Wednesday, December 18, 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 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 Monday, December 23, 2019 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar Liquornik Geva Leshem Tal, Law Offices).

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 Extraordinary General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 23, 2019 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar Liquornik Geva Leshem Tal, Law Offices) (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
1	To approve the Transaction between the Company, Rainmaker Investments GmbH and Centralnic Group PLC (" <b>Purchaser</b> "), for the sale of Team Internet AG to the Purchaser, according to the main terms as are set forth in the notice (including the Rainmaker Resolution)			

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

	<b>YES</b>	<b>NO</b>
Do you have a personal interest in resolution on the agenda <sup>13</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>14</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>13</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>14</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), including a person who holds 25% or more of the voting rights in the general meeting of the company if there is no other person who holds more than 50% of the voting rights in the company; for the purpose of a holding, two or more persons holding voting rights in the company each of which has a personal interest in the approval of the transaction being brought for approval of the company shall be considered to be joint holders. 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 Thursday, December 19, 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.