

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.

This document does not constitute a prospectus or prospectus equivalent document. This document does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose or, purchase, acquire or subscribe for any security, including Ordinary Shares or Bonds. This document has not been examined or approved by the London Stock Exchange or any other regulatory authority.

Neither this document (or any part of it) nor its distribution shall form the basis of or be relied on in connection with any contract or as an inducement to enter into any contract or commitment whatsoever. This document is being sent to you solely for the purpose of convening the Extraordinary General Meeting referred to below and to provide information to you as a member of the Company to help you to decide how to cast your vote in respect of the Resolutions. No reliance may be placed on this document for any other purpose.

Certain terms used in this document are defined and certain technical and other terms are explained in those sections of the document or appear under the headings “Definitions”.



Matomy Media Group Ltd.

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

Notice of Extraordinary General Meeting

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 Resolutions 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 Resolutions 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, 8 January 2018 at 6 Hanechoset St., Tel Aviv 6971070, Israel 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 (in the case of a Form or Proxy) 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. 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.

Notice to overseas persons

The distribution of this document and any accompanying documents into jurisdictions other than the United Kingdom or Israel may be restricted by applicable laws or regulations and this document does not form part of any offer or invitation to sell or issue or the solicitation of any offer to purchase or subscribe for Ordinary Shares or Bonds in any jurisdiction where such offer, invitation or solicitation is unlawful. Persons in jurisdictions other than the United Kingdom or Israel into whose possession this document and/or any of the accompanying documents comes should inform themselves about and observe such applicable legal or regulatory requirements in that jurisdiction. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction. Neither the Bonds nor the Converted Shares have been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the “**US Securities Act**”) and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Subject to certain exemptions, this document does not constitute an offer of Ordinary Shares or Bonds to any person with a registered address, or who is resident in, the United States, Australia, New Zealand, Canada, the Republic of Ireland, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a “**Restricted Jurisdiction**”). There will be no public offer in the United States. Neither the Bonds nor the Converted Shares will qualify for distribution under the relevant securities laws of any Restricted Jurisdiction. Accordingly, subject to certain exemptions, neither the Bonds or the Converted Shares may be offered, sold, taken up, delivered or transferred in, into or from a Restricted Jurisdiction or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

The Bonds have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the placing of the Bonds nor the Converted Shares nor have they approved this document or confirmed the accuracy or adequacy of any information contained in it. Any representation to the contrary is a criminal offence in the US.

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently

available, they may prove to be incorrect. Save as required by law or by the High Growth Segment Rules, the Company undertakes no obligation to publicly announce any revisions that are required to any of the forward-looking statements made in this document arising out of any change in the Directors' expectations or to reflect events or circumstances after the date of this document.

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1. DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

Articles	the articles of association of Company in effect as of the date hereof.
Bond Offering Documents	The offering prospectus and the Completion Notice applicable thereto to be issued in respect of the offering of the Bonds in accordance with the requirements of the Israeli Securities Law.
Bonds	NIS-denominated Convertible Bonds to be issued pursuant to the Bond Offering Documents.
Brosh	Brosh Funds Management Ltd and Exodus Management Israel Ltd.
Converted Shares	the Ordinary Shares to be issued upon conversion of the Bonds.
Depository	Link Market Services Trustees Limited.
Depository Interest	a depository interest representing an underlying Ordinary Share.
Directors	the Executive Directors and the Non-executive Directors.
Existing Ordinary Shares	the 97,536,773 Ordinary Shares currently in issue at the date of this document.
HGS Rulebook	the High Growth Segment Rulebook issued by the London Stock Exchange.
Israeli Securities Law	the Israeli Securities Law, 5728-1968.
London Stock Exchange	London Stock Exchange plc.
Nir Tarlovsky	Mr. Nir Tarlovsky, a non-executive of the Company
NIS	New Israeli Shekel.
Ordinary Shares	the ordinary shares with a nominal value of NIS 0.01 each in the share capital of the Company.
Rainmaker Investments	Rainmaker Investments GmbH. The minority shareholder in Team Internet
Shareholders	holders of Ordinary Shares.
TASE	Tel Aviv Stock Exchange.
Team Internet Framework Agreement	the framework agreement dated 21 August 2012, as amended, among the Company, Matomy UK Limited, Rainmaker Investments and Team Internet, among others.
Team Internet	Team Internet AG.
Viola	Viola Private Equity LLP and its affiliated entities.

LETTER FROM THE CHAIRMAN OF MATOMY MEDIA GROUP LTD.

15 December 2017

Dear Shareholder,

Proposed issuance of Convertible Bonds and Notice of Extraordinary General Meeting

The purpose of this document is to outline the background to and reasons for the proposed issuance of the Bonds, to explain why the Board considers the issuance of the Bonds to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions 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, 8 January 2018 (the "Meeting").

The Directors and other persons closely associated with them intend to vote in favour of the Resolutions in respect of their legal and/or beneficial shareholdings.

1. Background

As outlined in the Company's prospectus in connection with its application for admission to trading on the High Growth Segment of the London Stock Exchange's main market, dated 9 July 2014, the Company is a party to the Team Internet Framework Agreement, which includes a right of Rainmaker Investments, to individually transfer all of their remaining shareholding in Team Internet (being, as of the date hereof, 20% in aggregate) to the Company or its designated affiliate in equal instalments of 10% in each of the periods between 1 September 2016 and 31 August 2017, 1 September 2017 and 31 August 2018 and 1 September 2018 and 31 August 2019 (each, an "Exit Sale").

The consideration payable for each Exit Sale is an amount equal to the product of dividing the Company's market capitalisation on the date of the Exit Sale by 85% of the Company's EBITDA for the preceding full four financial quarters, provided that such figure shall be no less than 8, multiplied by the sum of (i) Team Internet's EBITDA; plus (ii) the proportionate positive EBITDA of the shares held by Team Internet in each of the Company and any subsidiary of Team Internet that is not consolidated into Team Internet's audited financial information, in each case, for the 12-month period prior to the date of the Exit Sale, pro rata for the portion of shares being sold.

In the event the Company fails to pay the consideration for any such acquisition of Team Internet's shares due to proven lack of funds, Team Internet's shareholders will be entitled to repurchase all of the Company's shares in Team Internet at a discount of 40% of the original purchase price of such shares.

2. Reasons for the proposed issuance

The Company intends to raise up to \$25 million by issuing Bonds on the TASE to be used as set forth in Section 3 below (Use of Proceeds). The specific process issuing Bonds on the TASE requires conducting a public tender in which the interested investors submit bids for the price of the offered Bonds and if the final price determined after the tender is concluded falls within the range of their offer such investors are committed to purchase the Bonds for which they submitted an offer (the "Bid Process").

The principal terms of the contemplated Bonds will be detailed in the Bond Offering Documents, with the main terms as follows:

Issuer: the Company

Underlying Shares: Ordinary Shares

Securities Offered: NIS-denominated Convertible Bonds

Issue Size: up to \$25 million

THE NEGOTIATIONS RELATING TO THE TERMS OF THE CONTEMPLATED ISSUANCE OF BONDS ARE STILL NOT FINALIZED AND THERE IS NO CERTAINTY THAT THE ISSUANCE OF THE BONDS WILL BE INITIATED AT ALL OR CONSUMMATED. FURTHERMORE THE AMOUNT TO BE RAISED AND THE DEFINITIVE TERMS OF THE TRANSACTION DETAILED HEREIN WILL BE ONLY THOSE DESCRIBED IN THE FINAL VERSION OF THE BOND OFFERING DOCUMENTS. FURTHERMORE, THE AFORESAID IS NOT AN OFFER OR INVITATION OR SOLICITATION OF ANY OFFER TO PURCHASE OR SUBSCRIBE FOR PURCHASE OF THE BONDS.

Full details regarding the contemplated issuance of the Bonds will be included in the Bond Offering Documents, which will be published and made available prior to the date of the Meeting.

The fundraising pursuant to the issuance of the Bonds is conditional upon the Company obtaining approval from Shareholders to disapply pre-emption rights and grant the Board authority to issue the Bonds and any Converted Shares. Completion of this issuance of the Bond is therefore conditional upon the passing of each of the Resolutions set out in the Notice of the Meeting of the Company. Completion of the issuance of the Bonds is also conditional on the successful completion of the issuance process and admission of the underlying Bonds to TASE.

The final number of Converted Shares that may be issued by the Company is unknown and contingent upon the completion of the process for issuing the Bonds, including determination of the final price for the Bonds. Therefore, the Company is seeking to disapply pre-emption rights up to 19.5 per cent. of the Existing Ordinary Shares amounting to 19,019,671 Ordinary Shares.

3. Use of proceeds

The net proceeds of the issuance of the Bonds will be used by the Company to finance the second Exit Sale.

The first Exit Sale was exercised and paid as indicated in the Company's announcement dated 13 January 2017 titled "Partial Option Exercise for Team Internet AG Shares".

4. Related party transactions

Certain Shareholders, who are related parties by virtue of being a substantial shareholder or a Director of the Company, or director or an associate of a substantial shareholders of the Company, who hold, in aggregate, as at the date of this document, directly or indirectly, including Brosh, Nir Tarlovsky and Viola, and representing to the Company's knowledge approximately 55% per cent., in aggregate, of the Existing Ordinary Shares, have already indicated their intention to participate in the bidding for the Bonds in the sum of up to \$7 million, on a prorated basis among themselves.

To the extent such related parties will eventually participate in the purchase of the Bonds, the actual participation in the purchase of the Bonds by each such related party may constitute a related party transaction for the purposes of the HGS Rulebook to be disclosed accordingly. The Company will announce details of the participation by such related parties upon completion of the process for issuing the Bonds.

In addition, the consummation of the second Exit Sale may constitute a related party transaction for the purposes of the HGS Rulebook because the sellers of the Team Internet shares that are subject to the second Exit Sale are directors of Team Internet which is a subsidiary of the Company, and as such are deemed related parties.

5. Notice of Extraordinary General Meeting

The Company does not currently have the authority under the Articles to allot Ordinary Shares pursuant to the issuance of the Bonds or the Converted Shares, and to disapply pre-emption rights in respect of any such

issuance. Accordingly, the Directors are seeking authority at the Meeting to issue the Bonds and any Converted Shares, upon conversion thereof in order to complete the fundraising pursuant to the issuance of the Bonds.

Notice of the Meeting of the Company is set out at the end of this document. The Meeting will be held at the registered offices of the Company at 08:00 (London time) / 10:00 (Tel Aviv time) Monday, 8 January 2018.

6. Action to be taken

A Form of Proxy for use at the Meeting by Shareholders who do not hold Depositary Interests is enclosed. A Form of Direction in connection with the Meeting for use by Shareholders who hold Depositary Interests is enclosed.

The 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 (in the case of a Form or Proxy) 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 the dates detailed in the forms below. Completion and return of a Form or Proxy will not preclude you from attending and voting at the Meeting, should you wish to do so.

7. Recommendation

The Board believes the proposed fundraising pursuant to the issuance of the Bonds to be in the best interests of the Company and Shareholders as a whole. The Board believes that if the disapplication of pre-emption rights is not approved, this will materially harm the Company's ability to conduct a successful Bond issuance, which will materially impact the Company's ability to complete the second Exit Sale (which in turn would materially adversely affect the Company as Team Internet's shareholders will be entitled to repurchase all of the Company's shares in Team Internet at a discount of 40% of the original purchase price of such shares).

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the Meeting (as they intend to do in respect of their own beneficial holdings).

Yours sincerely,

Harel Beit On
Chairman

2. **NOTICE OF AN EXTRAORDINARY GENERAL MEETING**

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

AT 08:00 (London time) / 10:00 (Tel Aviv time) ON MONDAY, 8 JANUARY 2018

MATOMY MEDIA GROUP LTD.

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

Registered Office
6 Hanechoshet St.
Tel Aviv 6971070
Israel

15 December 2017

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, 8 January 2018 at the Company’s registered office.

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

The Directors believe the adoption of the Resolutions is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the Resolutions (as they intend to do in respect of their own beneficial holdings).

Yours faithfully,

Harel Beit On
Chairman

MATOMY MEDIA GROUP LTD. (the “Company”)

3. **NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

Notice is hereby given that an Extraordinary General Meeting of the Company’s shareholders (the “Meeting”) will be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, 8 January 2018 at the Company’s registered office, to consider and, if thought fit, pass the following Resolutions I and II as an ordinary resolution and a special resolution respectively:

Resolution I – Ordinary Resolution: THAT, in accordance with Article 11.1 of the Company’s Amended and Restated Articles of Association (the “Articles”), the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum of 19,019,671 Ordinary Shares and 19.5% of the issued and outstanding share capital of the Company pursuant to the issue of the convertible bonds, provided that this authority will expire on the date falling six months from the date of the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date) but the Company may, before this authority expires, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after this authority expires and that the Directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this Resolution had not expired.

Resolution II – Special Resolution: THAT, subject to and conditional upon the passing of Resolution I above, in accordance with Article 11.3, the Directors be empowered to disapply pre-emption rights and allot equity securities for cash pursuant to the authority conferred by Resolution I above, as if Article 11.2 did not apply to any such allotment, provided that this power shall:

(a) be limited to the allotment of equity securities pursuant to the convertible bond offering up to 19,019,671 Ordinary Shares and 19.5% of the issued and outstanding share capital of the Company); and

(b) expire on the date falling six months from the date of passing this Resolution but may be previously revoked or varied by special resolution and so that the Company may, before such expiry, revocation or variation, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if such power had not expired.

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

Dated: 15 December 2017

By order of the Board

Notes:

1. 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**"), (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**").
2. 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.
3. Subject to the below, only those shareholders registered in the Company's register of members as of the close of business (London time) on Tuesday, 2 January 2018 (the "**Original Record Date**") shall be entitled to attend and/or vote at the Meeting, and each only in respect of such number of shares registered in his or its name at that time. However, if the Meeting is adjourned (a "**Revised Meeting**"), the following procedures shall apply:
 - If the Revised Meeting is set to a time not more than 48 hours after the original Meeting time, the Original Record Date will continue to apply. Any changes to the Company's register of members made after the Original Record Date shall be disregarded for these purposes.
 - If the Revised Meeting is set to a time more than 48 hours after the original Meeting time, the relevant time (the "**Revised Record Date**") will be 72 hours before the Revised Meeting time. Any changes to the Company's register of members made after the Revised Record Date shall be disregarded for these purposes.
4. 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 Thursday 4, January 2018.
5. 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.
6. If you are a holder of Depository 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 Depository (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, custodymgt@caslink.co.uk) receives it no later than 08:00 (London time) on Wednesday 3, January 2018. Holders of Depository Interests cannot vote in person at the Meeting; therefore, please ensure that the Depository receives your vote by this deadline.
7. 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.
8. 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.
9. As at 15, December 2017 (being the last practicable date prior to the publication of this notice) the Company's issued share capital with voting rights comprised 97,536,773 Ordinary Shares of NIS 0.01 each.

10. 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.
11. Depositary Interest holders wishing to attend the meeting should contact the Depositary (Link Market Services Trustees Limited. The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, custodymgt@caslink.co.uk) no later than 08:00 (London time) on Wednesday 3, January 2018 to request a letter of representation. However, Depositary Interest holders will not be able to vote at the Meeting.
12. 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.
13. 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 Thursday 4, January 2018. 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.
14. 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.
15. 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.
16. 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.

17. Summary timetable:

Event	Date	London time
Record date for holders of depositary instruments admitted to trading on the London Stock Exchange.....	Tuesday, 2 January 2018	close of business
Record date for holders of ordinary shares listed on the Tel-Aviv Stock Exchange	Tuesday, 2 January 2018	close of business
Record date for holders of ordinary shares admitted to trading on the London Stock Exchange.....	Tuesday, 2 January 2018	close of business
Voting deadline for holders of depositary instruments admitted to trading on the London Stock Exchange.....	Thursday, 3 January 2018	08:00
Voting deadline for holders of ordinary shares listed on the Tel-Aviv Stock Exchange	Thursday, 3 January 2018	08:00
Voting deadline for holders of ordinary shares admitted to trading on the London Stock Exchange.....	Thursday, 4 January 2018	08:00
Meeting date	Monday, 8 January 2018	08:00

Matomy Media Group Ltd.

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

Form of Proxy for completion by holders of shares of Matomy Media Group Ltd. (the “**Company**”) listed on the Tel-Aviv Stock Exchange in respect of the Extraordinary General Meeting of the shareholders (the “**Meeting**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, 8 January 2018 at 6 Hanechoshet St., Tel Aviv 6971070, Israel.

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 Chairman of the Meeting

to act as my/our proxy and to vote for me/us at the Meeting as I/we indicated below with an “X”.

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

	FOR	AGAINST	ABSTAIN
Resolution I: To authorise and empower the Directors to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum of 19,019,671 Ordinary Shares and 19.5% of the issued and outstanding share capital of the Company) pursuant to the issue of the convertible bonds.			
Resolution II: To disapply pre-emption rights and allot equity securities for cash pursuant to the authority conferred by Resolution I above, as if Article 11.2 did not apply to any such allotment.			

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 the Company?

Are you a controlling shareholder in the Company?

Are you a senior officer in the Company?

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

Signed

Date:

Notes:

1. For this Form of Proxy to be valid, the Company must receive, by no later than 08:00 (London time) on Wednesday, 3 January 2018, an email sent to *proxy@matomy.com* attaching legible PDF scans of both (1) the duly completed and signed Form of Proxy and (2) a copy of an ownership certification (*ishur baalut*), dated as of Tuesday, 2 January 2018, for the relevant shares, in accordance with the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meeting), 5760-2000.
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.
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.

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 8, 2018 at 6 Hanechoshet St., Tel Aviv 6971070, Israel.

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, January 8, 2018 at 6 Hanechoshet St., Tel Aviv 6971070, Israel (and at any meeting following adjournment thereof) as directed by an “X” in the appropriate box opposite the Resolution.

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

	FOR	AGAINST	ABSTAIN
Resolution I: To authorise and empower the Directors to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum of 19,019,671 Ordinary Shares and 19.5% of the issued and outstanding share capital of the Company) pursuant to the issue of the convertible bonds.			
Resolution II: To disapply pre-emption rights and allot equity securities for cash pursuant to the authority conferred by Resolution I above, as if Article 11.2 did not apply to any such allotment.			

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 the Company?

Are you a controlling shareholder in the Company?

Are you a senior officer in the Company?

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

Signed

Date:

Notes:

1. For this Form of Direction to be valid, it must be duly completed and signed, and must be received by the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, custodymgt@caslink.co.uk) by no later than 08:00 (London time) on Wednesday, January 3, 2018.
2. In the case the Depositary Interest holder is a corporation, this Form of Direction should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
3. Please indicate how you wish your votes to be cast by marking an “X” in the boxes provided. On receipt of this Form of Direction duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions.
4. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) that may properly come before the meeting.
5. In the case Depositary Interest holders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most Depositary Interest holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company’s register of Depositary Interests in respect of the joint holding.
6. Any alteration made in the Form of Direction should be initialled.
7. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Depositary Interest holders wishing to attend the meeting should contact the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, custodymgt@caslink.co.uk) to request a letter of representation no later than 08:00 (London time) on Wednesday, January 3, 2018. 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, January 8, 2018 at 6 Hanechoshet St., Tel Aviv 6971070, Israel.

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 direct Link Asset Services (the “**Registrar**”) 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, January 8, 2018 at 6 Hanechoshet St., Tel Aviv 6971070, Israel (and at any meeting following adjournment thereof) as directed by an “X” in the appropriate box opposite the Resolution.

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

	FOR	AGAINST	ABSTAIN
Resolution I: To authorise and empower the Directors to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum of 19,019,671 Ordinary Shares and 19.5% of the issued and outstanding share capital of the Company) pursuant to the issue of the convertible bonds.			
Resolution II: To disapply pre-emption rights and allot equity securities for cash pursuant to the authority conferred by Resolution I above, as if Article 11.2 did not apply to any such allotment.			

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 the Company?
- Are you a controlling shareholder in the Company?
- Are you a senior officer in the Company?
- Are you a foreign institutional client, joint investment fund manager or trust fund?

Signed

Date:

Notes:

1. For this Form of Proxy to be valid, the Company must receive, by no later than 08:00 (London time) on Thursday, January 4, 2018, an email sent to *proxy@matomy.com* attaching legible PDF scans of both (1) the duly completed form of proxy, and (2) a copy of an ownership certification, dated as of Tuesday, January 2, 2018, for the relevant shares.
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.
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.