

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

**Impact of the Coronavirus situation**

There is much uncertainty around the Coronavirus ('COVID-19') situation and the impact it may have. Our number one priority at present is to protect the health of our shareholders, directors and colleagues. For that reason, we strongly urge shareholders wishing to attend the meeting in person to carefully consider the health implications for themselves and their families, especially if they are in a vulnerable group. We will also comply with any legal restrictions that the Government may impose. We encourage shareholders to appoint a proxy and register a voting instruction using their proxy form/voting instruction form in advance of the meeting and also attend the conference call as detailed below.

Notice of an Extraordinary General Meeting of the Company to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, May 4, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar, Law Offices) (the "**Company's Registered Office**") or via a conference call noting that audio participation by the Company's shareholders on the conference call is deemed as an attendance in person (the "**conference call**"), is set out at the end of this document. It should be noted that attendance in person is subject to Government of Israel restrictions and guidance, due to circumstances related to COVID-19. A Form of Proxy or Form of Direction is enclosed. To be valid, a Form of Proxy or Form of Direction should be completed, signed and returned in accordance with the instructions printed on it so as to be received by the Registrar or the Depositary (in the case of a Form of Direction) at the address detailed on the Form of Proxy or Form of Direction, as soon as possible and in any event by no later than 08:00 (London time) on Wednesday, April 29, 2020. Completion and return of a Form or Proxy will not preclude you from attending and voting at the Extraordinary General Meeting, should you wish to do so (except for holders of shares listed on the TASE, as detailed in the notice below).

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

Tel: +972733808407   Meeting Code: 1410 #

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

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, May 4, 2020

(THE "NOTICE")

**MATOMY MEDIA GROUP LTD.**

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

*Registered Office*

16 Abba Hillel Rd.

Ramat Gan

postal code 5250608

Israel

(At Meitar Liquornik Geva Leshem Tal, Law Offices)

March 30, 2020

Dear Shareholder,

This document contains notice of the upcoming Extraordinary General Meeting of the shareholders (the "**Meeting**") of Matomy Media Group Ltd. (the "**Company**") to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, May 4, 2020 at the Company's Registered Office or via the conference call. As aforesaid, attendance in person is subject to Government of Israel restrictions and guidance, due to circumstances related to COVID-19. If required, the Company shall publish any development regarding the attendance in person to the meeting, according to Government of Israel restrictions and guidance.

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

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

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

Yours faithfully,

**Ilan Tamir**  
**Director**

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Extraordinary General Meeting of the Company's shareholders will be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, May 4, 2020 at the Company's Registered Office or via the conference call, for the following purposes:

- **Resolution I:** to elect Mr. Eli Yoresh (see details below) as Director;
- **Resolution II:** to elect Mr. Liron Carmel (see details below) as Director;
- **Resolution III:** to elect Mr. Lior Amit (see details below) as Director;
- **Resolution IV:** to elect Mr. Amitay Wiss (see details below) as Director;
- **Resolution V:** to elect Mrs. Kineret Tzedef (see details below) as Director;
- **Resolution VI:** to elect Mr. Udi Kalifi (see details below) as an "External Director" for a term of three years and the payment of the Director fees set out in **Exhibit I** to the Notice, which is equal to the maximum amounts set by the External Directors Remuneration Rules. In the opinion of the Board of Directors of the Company, relying, inter alia, on statements of competence that Mr. Kalifi has provided to the Company (attached as **Exhibit II** herein), Mr. Kalifi has Accounting and Financial Expertise, as defined in the Companies Law and the Companies Regulation (Condition and Criteria for a Director who possesses Accounting Expertise and a Director who possesses Professional Competence), 2005("Expertise and Competence Regulations").
- **Resolution VII:** to approve the amendment to the Articles of Association regarding the reduction in the maximum and minimum number of directors, as detailed below.

The nominees for election as Directors are:

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

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

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

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

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

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

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

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

#### External Director Nominees

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

Dated: March 30, 2020

By order of the Board

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

**Proposed Resolutions**

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

Separate vote shall be held for each nominee.

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

**Proposed Resolution**

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

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

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

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

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

**“38. NUMBER OF DIRECTORS**

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

**Proposed Resolution**

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

## Notes:

1. **Majority for the approval of the resolutions on the Agenda** - In addition to the simple majority needed for the approval of all proposals, the election of the External Director under the proposed resolution VI also requires that either:
  1. a majority of the votes of shareholders present and voting who are not controlling<sup>1</sup> shareholders or do not have a personal interest<sup>2</sup> in the approval of the Resolution; or
  2. the total number of shares held by the shareholders mentioned in clause (1) above that are voted against the Resolution does not exceed two percent (2%) of the aggregate voting rights in the Company.

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

2. **Quorum and adjourned meeting** – the quorum shall be two or more shareholders present in person or by proxy and holding shares conferring in the aggregate 25% of the voting power of the Company. If such quorum is not present within half-hour from the time scheduled for the Meeting, the Meeting will be adjourned for one week (to the same day, time, place and conference call details<sup>3</sup>), or to a day, time and place proposed by the Chairman of the Meeting with the consent of the holders of a majority of the voting power represented at the Meeting in person or by proxy and voting on the adjournment.

3. **Amendment of the Agenda** –

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

A written proposal by a shareholder to include an item on the agenda, must be delivered to the Company to its Registered Office, within seven days of the publication date of this Notice (i.e. for a shareholder proposal to be considered for inclusion in the Meeting, the Company must receive the written proposal no later than Monday, April 6, 2020). If any requests are submitted to the Company to include an item on the agenda of the meeting, it is possible that items will be added to the agenda as a result. The updated agenda and the updated Form of Proxy and Form of Direction that will be published (if any) will be accessible from the reports distribution websites of the Israel Securities Authority and the Stock Exchange

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

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

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



([www.magna.isa.gov.il](http://www.magna.isa.gov.il) and [www.maya.tase.co.il](http://www.maya.tase.co.il), respectively) or in the Company's website. The deadline on which the Company will provide an amended Form of Proxy and a Form of Direction, if it becomes necessary to add an item to the agenda, is the date on which the Company publishes the amended notice with the updated agenda. The publication of the updated agenda (if any), as aforementioned, will not change the date scheduled for the meeting.

4. **Position Statements**

In accordance with the Companies Law, and the regulations promulgated thereunder, a shareholder may submit a written position statement in English to the Company, expressing its position on the Resolutions on the Agenda, no later than Friday, April 24, 2020 at the Company's Registered Office. Any position statement timely received will be furnished to the LSE and the MAGNA on-line system of the ISA and will be available to the public on the websites of the LSE and the ISA.

5. **Shareholders Entitled to Vote** - Only those shareholders registered in the Company's register of members (each a "**Record Holder**") as of the close of business (London time) on Wednesday, April 15, 2020, shall be entitled to attend and/or vote at the Meeting or an adjourned meeting, as the case may be, and each only in respect of such number of shares registered in his or its name at that time. Any changes to the Company's register of members made after the Record Date shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

6. **Voting and Proxies –**

- (a) Enclosed with this document is (1) a form of proxy for holders of the Company's shares listed on the Tel-Aviv Stock Exchange (a "**Form of Proxy to a TASE Member**"), (2) a form of direction for holders of uncertificated securities (i.e., 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 Thursday, April 30, 2020.
- (c) Completion and return of a signed Form of Proxy will not prevent you from attending the Meeting and voting in person, if you so wish (except for Shareholders whose shares are listed on the TASE, to whom sub-section (e) herein shall apply).
- (d) A shareholder's returned proxy may be revoked at any time prior to its exercise by giving a written notice to the Company of such revocation, sending a duly executed Form of Proxy bearing a later date no later than 08:00 (London time) on Wednesday, April 29, 2020, requesting the return of the original Form of Proxy at the Meeting, delivering a later dated Form of Proxy to the chairperson at the Meeting, or, if the shareholder is the Record Holder of the Ordinary Shares, voting in person at the Meeting. If the shareholder

attends the Meeting and is the Record Holder of the shares, he may vote in person, whether or not he has already executed and returned his Form of Proxy.

- (e) **Shareholders holding through the TASE** - Shareholders may vote their shares by appointing the TASE Members (bank, broker or other nominee that is admitted as member of the TASE) through which they hold their shares as “proxies” to vote on their behalf, and they must direct the TASE Members on how to vote their shares. A duly executed Form of Proxy must be received by the TASE Member no later than 10:00 (Tel Aviv time) on Monday, April 27, 2020, in order to be counted in the vote to be held in the Meeting. A shareholder’s returned proxy may be revoked at any time prior to its exercise by giving a written notice to the TASE Member of such revocation, sending a duly executed Form of Proxy bearing a later date, no later than 10:00 (Tel Aviv time) on Monday, April 27, 2020, requesting the return of the original Form of Proxy.

The vote at the Meeting shall be carried out by the TASE Clearing House. The TASE Member shall direct the TASE Clearing House on how to vote the shares held by it, according to the TASE Clearing House by-laws, and submit to the TASE Clearing House a summary of the final results of all the proxies received by it and which it requests the TASE Clearing House to vote in its name, including the information required in the Form of Proxy regarding personal interests of the shareholders, if they are senior officers in the Company or controlling shareholders in the Company or a foreign institutional client, joint investment fund manager or trust fund, by no later than 14:00 (Tel Aviv time) on Monday, April 27, 2020.

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

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

- (f) If you are a holder of Depositary Interests representing Ordinary shares admitted to trading on the London Stock Exchange, please complete and return the Form of Direction (in accordance with the instructions set out in that document) such that the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom) receives it no later than 08:00 (London time) on Wednesday, April 29, 2020. Holders of Depositary Interests cannot vote in person at the Meeting; therefore, please ensure that the Depositary receives your vote by this deadline.
- (g) Depositary Interest holders wishing to attend the meeting should contact the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, [Nominee.Enquiries@linkgroup.co.uk](mailto:Nominee.Enquiries@linkgroup.co.uk)) no later than 08:00 (London time) on Wednesday, April 29, 2020 to request a letter of representation. However, Depositary Interest holders will not be able to vote at the Meeting.
- (h) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST

Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

- (i) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent ID (RA10) by 08:00 (London time) on Wednesday, April 29, 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
  - (j) CREST members and, where applicable, their CREST sponsors or voting service providers, should note that CREST does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
  - (k) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
  - (l) Joint holders of shares should note that, pursuant to our Articles of Association in the case of joint shareholders, the vote of the senior-most of such shareholders who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
7. These procedures are subject to the provisions of the UK Uncertificated Securities Regulations 2001, and in the event of conflict with any other provisions, those set out in the UK Uncertificated Securities Regulations 2001 will prevail.
8. As of December 31, 2019 (being the last practicable date prior to the publication of this notice) the Company’s issued share capital with voting rights comprised 98,483,839 Ordinary Shares of NIS 0.01 each.
9. Members attending the meeting have the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

10. Relevant materials will be available for inspection at the Company's Registered Office during normal business hours from the date of this Notice for at least 15 minutes prior to the Meeting and during the Meeting.

11. Summary timetable:

<b>Event</b>	<b>Date</b>	<b>London time</b>
Record date for holders of Depositary Interests admitted to trading on the London Stock Exchange.....	Wednesday, April 15, 2020	close of business
Record date for holders of ordinary shares listed on the Tel-Aviv Stock Exchange .....	Wednesday, April 15, 2020	close of business
Record date for holders of ordinary shares admitted to trading on the London Stock Exchange .....	Wednesday, April 15, 2020	close of business
Voting deadline for holders of ordinary shares listed on the Tel-Aviv Stock Exchange.....	Monday, April 27, 2020	08:00
Voting deadline for TASE Members for the ordinary shares listed on the Tel-Aviv Stock Exchange held by them.....	Monday, April 27, 2020	12:00
Voting deadline for holders of Depositary Interests admitted to trading on the London Stock Exchange .....	Wednesday, April 29, 2020	08:00
Voting deadline for holders of ordinary shares admitted to trading on the London Stock Exchange.....	Thursday, April 30, 2020	08:00
Meeting date.....	Monday, May 4, 2020	08:00

## Matomy Media Group Ltd.

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

Form of Proxy for completion by holders of shares of Matomy Media Group Ltd. (the “**Company**”) listed on the Tel-Aviv Stock Exchange in respect of the Extraordinary General Meeting of the shareholders (the “**Meeting**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, May 4, 2020 at 16 Abba Hillel Rd. (10th floor), Ramat Gan, Israel (at Meitar 1, Law Offices) or via a conference call noting that audio participation by the Company's shareholders on the conference call is deemed as an attendance in person. Please use the following dial-in details to join the conference call: Tel: +972733808407 Meeting Code: 1410 #

I/We

.....  
.....

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

of

.....  
.....

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

..... (the “**TASE Member**”)<sup>4</sup> to vote on my behalf in person or by proxy at the Meeting and at any adjourned or postponed Meeting as directed by an “X” in the appropriate box opposite the Resolution.

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

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

Resolution		FOR	AGAINST	ABSTAIN
I	to elect Mr. Eli Yoresh (see details above) as Director			
II	to elect Mr. Liron Carmel (see details above) as Director			
III	to elect Mr. Lior Amit (see details above) as Director			
IV	to elect Mr. Amitay Wiss (see details above) as Director			
V	to elect Mrs. Kineret Tzedef (see details above) as Director			

<sup>4</sup> Please insert the name of the broker, bank or other nominee through which you hold your shares and who'll be voting the shares on your behalf.

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

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

	YES	NO
Do you have a personal interest in Resolutions on the agenda <sup>5</sup> ? If the answer is yes, please elaborate:  _____ _____ _____		
The vote of a shareholder who will answer "Yes" and failed to specify the nature of his personal interest, will be disregarded. There is no need to specify a personal interest in the approval of the nomination, which is not the result of a relationship with a controlling shareholder.		
Are you a controlling shareholder in the Company <sup>6</sup> ?		
Are you a senior officer in the Company?		
Are you a foreign institutional client, joint investment fund manager or trust fund?		

Signed .....

Date .....

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

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

**Notes:**

1. For this Form of Proxy to be valid, the Broker, Bank or other nominee company through which the shareholder holds his shares must receive, by no later than 10:00 (Tel Aviv time) on Monday, April 27, 2020, a legible PDF scan of the duly completed and signed Form of Proxy.
2. In the case the shareholder is a corporation, this Form of Proxy should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
3. In the case shareholders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most shareholder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
4. The TASE Member or his proxy will appoint the chairman of the meeting as their proxy to cast your votes. The chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) that may properly come before the meeting.
5. Any alteration made in the Form of Proxy should be initialled.
6. Please refer to the Notes to the Notice of the Meeting for further information.

## Matomy Media Group Ltd.

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

Form of Direction for completion by holders of Uncertificated Securities (i.e., Depositary Interests) representing shares in Matomy Media Group Ltd. admitted to trading on the London Stock Exchange, in respect of the Extraordinary General Meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, May 4, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar, Law Offices) or via a conference call noting that audio participation by the Company's shareholders on the conference call is deemed as an attendance in person. Please use the following dial-in details to join the conference call: Tel: +972733808407 Meeting Code: 1410 #

I/We

.....  
.....

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

of

.....  
.....

being a holder of Depositary Interests representing shares in Matomy Media Group Ltd. admitted to trading on the London Stock Exchange hereby direct Link Market Services Trustees Limited (the “**Depositary**”) to vote for me/us and on my behalf in person or by proxy at the Extraordinary General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, May 4, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar, Law Offices) or via conference call (and at any meeting following adjournment thereof) as directed by an “X” in the appropriate box opposite the Resolution.

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

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





**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, April 29, 2020.
2. In the case the Depositary Interest holder is a corporation, this Form of Direction should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
3. Please indicate how you wish your votes to be cast by marking an “X” in the boxes provided. On receipt of this Form of Direction duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions.
4. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) that may properly come before the meeting.
5. In the case Depositary Interest holders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most Depositary Interest holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company’s register of Depositary Interests in respect of the joint holding.
6. Any alteration made in the Form of Direction should be initialled.
7. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom or by email to [Nominee.Enquiries@linkgroup.co.uk](mailto:Nominee.Enquiries@linkgroup.co.uk) to request a letter of representation no later than 08:00 (London time) on Wednesday, April 29, 2020. However, Depositary Interest holders will not be able to vote at the Meeting.
9. Please refer to the Notes to the Notice of the Extraordinary General Meeting for further information.

## Matomy Media Group Ltd.

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

Form of Proxy for completion by holders of certificated securities of Matomy Media Group Ltd. admitted to trading on the London Stock Exchange, in respect of the extraordinary general meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, May 4, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar, Law Offices) or via a conference call noting that audio participation by the Company's shareholders on the conference call is deemed as an attendance in person. Please use the following dial-in details to join the conference call: Tel: +972733808407 Meeting Code: 1410 #

I/We

.....  
.....

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, May 4, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar, Law Offices) or via conference call (and at any meeting following adjournment thereof) I/we have indicated below by an "X" in the appropriate box opposite the Resolution.

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

Resolution		FOR	AGAINST	ABSTAIN
I	to elect Mr. Eli Yoresh (see details above) as Director			
II	to elect Mr. Liron Carmel (see details above) as Director			
III	to elect Mr. Lior Amit (see details above) as Director			
IV	to elect Mr. Amitay Wiss (see details above) as Director			
V	to elect Mrs. Kineret Tzedef (see details above) as Director			
VI	to appoint Mr. Udi Kalifi (see details above) as an "External Director" for a term of three			

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

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

	YES	NO
Do you have a personal interest in Resolutions on the agenda <sup>9</sup> ? If the answer is yes, please elaborate:  _____ _____ _____		
The vote of a shareholder who will answer "Yes" and failed to specify the nature of his personal interest, will be disregarded. There is no need to specify a personal interest in the approval of the nomination, which is not the result of a relationship with a controlling shareholder.		
Are you a controlling shareholder in the Company <sup>10</sup> ?		
Are you a senior officer in the Company?		
Are you a foreign institutional client, joint investment fund manager or trust fund?		

Signed .....

Date .....

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

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

**Notes:**

1. For this Form of Proxy to be valid, the Registrar must receive the duly completed form of proxy by no later than 08:00 (London time) on Thursday, April 30, 2020.
2. If you sign and return this Form of Proxy with no proxy named in the box, the Chairman of the Meeting will be deemed to be your proxy.
3. In the case the shareholder is a corporation, this Form of Proxy should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing. In order for this Form of Proxy to be valid, all shareholders must submit a copy of their ID card or passport (and if a corporation - a copy of the incorporation certificate) together with the Form of Proxy.
4. In the case shareholders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most shareholder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
5. Any alteration made in the Form of Proxy should be initialled.
6. Please refer to the Notes to the Notice of the Meeting for further information.

## **Exhibit I**

### **Director Fees**

The fees of the external directors shall be equal to the maximum amounts specified in the External Directors Remuneration Rules, based on the ranking of the Company (which shall be determined according to its shareholders' equity according to its annual financial statements). Currently, according to the Company's annual financial statement for 2019, the external directors shall be entitled to receive an annual fee of NIS 47,295 and a sum of NIS 2,455 per-meeting (including board committee meetings). A meeting via conference call shall entitle them to compensation equal to 60% of the sum per-meeting and a written resolution shall entitle them to compensation equal to 50% of the sum per-meeting.

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

Date: March 22, 2020

To: Matomy Media Group Ltd. (the "Company")

**Re: Declaration of Director Nominee in a Public Company**  
**Pursuant to the Companies Law, 5759-1999 (the "Law")**

I, the Undersigned, Eliyahu Yoresh I.D./Passport No.14660039, a resident of Israel whose address is 37 Usishkin St. Ramat-Hasharon, after being warned that I must state the truth and that I will be subject to the punishment provided by law if I do not do so, declare and commit as follows:

1. I hereby give my consent to serve as a director of the Company, a public company incorporated in Israel, whose shares are traded on London and Tel Aviv Stock Exchange.
2. I am aware of the requirements of the Law with respect to the appointment, service and termination of a director, and that this declaration shall be kept in the Company's registered office and shall be open for inspection of any person.
3. I declare, that I have the necessary skills and the ability to devote the appropriate amount of time in order to perform the role of director in the Company, as specified below.
4. I am qualified to serve as a director in the Company pursuant to the requirements of Sections 225 – 227 of the Law with regard to restrictions on the appointment of a minor, legally incompetent and restrictions due to prior convictions or administrative law enforcement committee decision, or bankruptcy. An unofficial translation of these Sections, as in effect as of the date of signing this declaration, is attached hereto as **Annex A** and is integral part of this declaration.
5. I am aware to the duty of notice, pursuant to Section 227A of the Law, and I undertake to fulfill it as necessary. An unofficial translation of these Sections, as in effect as of the date of signing this declaration, is attached hereto as **Annex A** and is integral parts of this declaration.
6. I have the following academic degrees (the degree, granting institution, date of granting):  
  
BA graduate in Business administration, from the business College, in the year 1997.  
  
MA graduate in Law study, from university of Bar-Ilan, in the year 2002.  
  
Israeli Certified Public Accountant, in the year 2000.
7. I have work experience as specified in my CV, attached hereto as **Annex B**.
8. I hereby undertake to fulfill all the requirements provided by law for a director. I shall fulfill my duty in the best possible way and for the benefit of the Company. Should a concern arise that I will be aware of and/or that will be brought to my attention, pursuant to which I will no longer fulfill one or more of the requirements and/or the declarations set forth above, or should there be a concern that I have breached my fiduciary duty towards the Company (as defined under Section 254 of the Law), I shall notify the Company's chairman of the board immediately.

I am aware that my declaration herein may be presented to the general meeting of the shareholders which on its agenda is the nomination of the Company's directors and which shall serve the Company for considering whether I qualify to serve as a director of the Company.

This is my name, this is my signature and the facts stated above are true.

Eli Yoresh

Name

14660039

I.D./Passport



Signature



**Annex A**

**Articles 224A, 225-227A of the Companies Law, 5759-1999**

<b>Qualification to Appoint</b>	<p><b>224A.</b> A party not having the qualifications required and the ability to devote the appropriate time in order to perform duties of a director company having regard, inter alia, to the special needs and size of the company, will not be appointed as a director in a public company or in a private company which is a bond company nor shall he serve in such a company as a director.</p>
<b>Duty of Disclosure</b>	<p><b>225. (a)</b> A person who is a candidate to hold office as a director shall disclose to the person appointing him:</p> <p>(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;</p> <p>(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;</p> <p>(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.</p> <p><b>(b)</b> In this section:</p> <p>“enforcement measure” – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, or under chapter J1 to the Joint Investment Trust Law, as applicable;</p> <p>“Administrative Enforcement Committee” - the committee appointed under section 52LB(a) to the Securities Law;</p> <p>“Conclusive judgment” – judgment of court of first instance.</p>

**Restriction on  
Appointment Due  
to Conviction**

- 226.** (a) A person convicted by a conclusive judgment regarding one of the following offenses shall not hold office as a Director in a public company unless five years have passed since the date on which the judgment by which he was convicted was given:
- 1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;
  - 2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;
  - 3) (deleted)
- (a1) A person convicted by a conclusive judgment, in offense that not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for period that the court determined which shall not exceed five years from the judgment.
- (b) The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company or the period in which he is precluded from holding office as director of public company will be shorter than five years.
- (c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).
- (d) The court, or court of appeal – if one submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and in terms it deems fit.

**Restriction on  
Appointment Due  
to Administrative  
Enforcement  
Committee Decision**

- 226A.** Administrative Enforcement Committee has imposed on person enforcement measure that precluded him from holding office as director of a public company, that person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure;

**Termination of  
Office**

- 227.** (a) A minor, a legally incompetent, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.
- (b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of Notice**

- 227A.** A director which no longer fulfills one of the requirements for his office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

# CV

## **Personal Details:**

Name: Eli Yoresh

Date of Birth: April 8, 1970

E-Mail Address: [eli@asiagroup.co.il](mailto:eli@asiagroup.co.il)

## **Business Experience:**

### **A seasoned International executive and director:**

For the past 20 years I have served as Director, chief executive officer and chief financial officer with various Israeli and global organizations, in vast and different business sectors, mainly in Israel, the USA and Europe.

2010 – Today – CFO– Foresight Autonomous Holdings, a group of companies engaged in the design, development and commercialization of safety vision sensors for the automotive markets.

2010 – Today – Serving as a director and chairman of the board in various public companies listed in Nasdaq and the Tel-Aviv stock exchange. Currently serving at Medigus Ltd (MDGS), and previously at Foresight Autonomous Holdings (FRSX), Nano Dimension (NNDM), Geffen Biomed Investments, Greenstone Industries and others.

2008 – Today – CFO and Director – ASIA Group, a group of companies engaged in industrial, commerce, real estate and investments, mainly in Israel and Russia.

2005 -2008 – C.E.O – Tomcar Global Holding Ltd, a company engaged in development, production and world-wide marketing of the “Tomcar”, an off-road vehicle for defense, commercial and recreation purposes. The company was sold to Markstone Capital, a leading private capital fund in Israel, for 50M USD\$.

## **Education:**

2002 – MA graduate in Law study – Bar-Ilan University, Israel.

2000 – Israeli Certified Public Accountant (CPA).

1998 – BA graduate in Business administration – The business College, Israel.

Date: March 22, 2020

To: Matomy Media Group Ltd. (the "Company")

**Re: Declaration of Director Nominee in a Public Company  
Pursuant to the Companies Law, 5759-1999 (the "Law")**

I, the Undersigned, Liron Carmel I.D./Passport No. 066616798 a resident of ISRAEL whose address is 42 Ben Zvi Ramat Gan Israel, after being warned that I must state the truth and that I will be subject to the punishment provided by law if I do not do so, declare and commit as follows:

1. I hereby give my consent to serve as a director of the Company, a public company incorporated in Israel, whose shares are traded on London and Tel Aviv Stock Exchange.
2. I am aware of the requirements of the Law with respect to the appointment, service and termination of a director, and that this declaration shall be kept in the Company's registered office and shall be open for inspection of any person.
3. I declare, that I have the necessary skills and the ability to devote the appropriate amount of time in order to perform the role of director in the Company, as specified below.
4. I am qualified to serve as a director in the Company pursuant to the requirements of Sections 225 – 227 of the Law with regard to restrictions on the appointment of a minor, legally incompetent and restrictions due to prior convictions or administrative law enforcement committee decision, or bankruptcy. An unofficial translation of these Sections, as in effect as of the date of signing this declaration, is attached hereto as **Annex A** and is integral part of this declaration.
5. I am aware to the duty of notice, pursuant to Section 227A of the Law, and I undertake to fulfill it as necessary. An unofficial translation of these Sections, as in effect as of the date of signing this declaration, is attached hereto as **Annex A** and is integral parts of this declaration.
6. I have the following academic degrees (the degree, granting institution, date of granting):  
  
BA economy & business Administration , from university of The college of management Academic studies , in the year 2009
7. I have work experience as specified in my CV, attached hereto as **Annex B**.
8. I hereby undertake to fulfill all the requirements provided by law for a director. I shall fulfill my duty in the best possible way and for the benefit of the Company. Should a concern arise that I will be aware of and/or that will be brought to my attention, pursuant to which I will no longer fulfill one or more of the requirements and/or the declarations set forth above, or should there be a concern that I have breached my fiduciary duty towards the Company (as defined under Section 254 of the Law), I shall notify the Company's chairman of the board immediately.

I am aware that my declaration herein may be presented to the general meeting of the shareholders which on its agenda is the nomination of the Company's directors and which shall serve the Company for considering whether I qualify to serve as a director of the Company.

This is my name, this is my signature and the facts stated above are true.

Liron Carmel  
Name

066616798  
I.D./Passport

  
Signature

**Annex A**

**Articles 224A, 225-227A of the Companies Law, 5759-1999**

**Qualification to  
Appoint**

**224A.** A party not having the qualifications required and the ability to devote the appropriate time in order to perform duties of a director company having regard, inter alia, to the special needs and size of the company, will not be appointed as a director in a public company or in a private company which is a bond company nor shall he serve in such a company as a director.

**Duty of Disclosure**

**225. (a)** A person who is a candidate to hold office as a director shall disclose to the person appointing him:

(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;

(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;

(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

**(b)** In this section:

“enforcement measure” – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, or under chapter J1 to the Joint Investment Trust Law, as applicable;

“Administrative Enforcement Committee” - the committee appointed under section 52LB(a) to the Securities Law;

“Conclusive judgment” – judgment of court of first instance.



**Restriction on  
Appointment Due  
to Conviction**

- 226.** (a) A person convicted by a conclusive judgment regarding one of the following offenses shall not hold office as a Director in a public company unless five years have passed since the date on which the judgment by which he was convicted was given:
- 1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;
  - 2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;
  - 3) (deleted)
- (a1) A person convicted by a conclusive judgment, in offense that not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for period that the court determined which shall not exceed five years from the judgment.
- (b) The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company or the period in which he is precluded from holding office as director of public company will be shorter than five years.
- (c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).
- (d) The court, or court of appeal – if one submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and in terms it deems fit.

**Restriction on  
Appointment Due  
to Administrative  
Enforcement  
Committee Decision**

- 226A.** Administrative Enforcement Committee has imposed on person enforcement measure that precluded him from holding office as director of a public company, that person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure;

**Termination of  
Office**

- 227.** (a) A minor, a legally incompetent, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.
- (b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of Notice**

- 227A.** A director which no longer fulfills one of the requirements for his office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

## C.V - Liron Carmel

### Experience

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#### **2019-Current**                      **Medigus**

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##### *CEO*

- Overall management of the company's business activity
- Construction of a strategic plan and budget control
- Development and promotion of unique projects on behalf of the municipality
- Overseeing extensive projects (multi-millions) and subcontractors
- Direct accountability with the company's board of directors
- Nasdaq company

#### **2015-Current**                      **Director (Public Companies)**

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##### *Director*

- Cannavcell – Canada stock exchange (symbol: CNVC)
- Canna Powder (past) - OTC Market (symbol: CNPD)
- Algomizer (past) – Tel Aviv stock exchange
- Tziron (past) - Tel Aviv stock exchange

#### **2013-2017**                      **'Yaad' Givatayim Company**

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##### *VP Business Development*

- Overall management of the company's business activity (approx. NIS 120M)
- Management of many employees in various functions
- Construction of a strategic plan and budget control
- Development and promotion of unique projects on behalf of the municipality
- Overseeing extensive projects (multi-millions) and subcontractors
- Direct accountability with the company's board of directors

#### **2010-2013**                      **Excellence Nessuah**

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##### *Investment manager and research & strategy analyst (institutional market)*

- Managing investments in study funds
- Analyst of leading publicly traded companies and corporations
- Management of a team of analysts working with leading corporations in the Israeli market
- Driving the process to obtain credit from institutional bodies according to the Ministry of Finance regulations

- Profitability analysis of projects in diverse business areas within state regulation
- Analysis of financial reports of private and public companies and providing trade recommendations
- Credit rating of companies based on report analysis and internal rating models
- Providing recommendations to various committees: investment committees, credit committees
- Regular interaction with the Excellence Group board of directors and senior executives
- Representation of Excellence Group in bondholder meetings
- Construction of strategic plans to evaluate capital market investments and identifying financial trends
- **Investment portfolio manager (licensed by the Israel Securities Authority)**

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#### **2007-2010                      Presice Consulting**

*Economist, an entrepreneurship and financial consulting group*

- Profitability analysis and project management in diverse business areas
- Composing yearly business plans, with broad business understanding and systemic vision
- Recommendations for conduct with government and financial institutions and various regulatory bodies
- Consulting companies undergoing internal financial reorganization processes
- Analysis of financial reports and human resources in organizations
- Advising companies planning their IPO
- Regular interaction with the board of directors and management of varied companies

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#### **2017-Current                      Israel Table Tennis Association**

*President*

- Chairing board meetings
- Construction of the Association's business strategy, vision and objectives

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#### **2017-Current                      The Olympic Committee of Israel**

*Observer*

- Participation in regular Board meetings
- Construction of the organization's strategy
- Representation of Olympic entities in Israel
-



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**2008-2010                      The College of Management Academic Studies**

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*Lecturer and teaching assistant, School of Business and Economics*

- Advanced Excel teacher and instructor
- Advanced information systems teacher and instructor
- Delivering lectures and various course materials

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**Military Service**

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**2002-2005                      Unit 8200, Intelligence Corps**

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*NCO, work with security entities and advanced computing and technology systems*

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**Education**

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**2006-2009                      The College of Management Academic Studies**

BA Economics and Management

Graduate, excellence program in financing and information systems

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**Qualifications**

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**Certificates**

- Investment portfolio manager, certified by the Israel Securities Authority
- Certificate for management and implementation of ERP-SAP (business resource management system)

**Languages**

- Hebrew – mother tongue
- English – proficient

Date: March 22, 2020

To: **Matomy Media Group Ltd. (the "Company")**

**Re: Declaration of Director Nominee in a Public Company**  
**Pursuant to the Companies Law, 5759-1999 (the "Law")**

I, the Undersigned, Lior Amit I.D./Passport No. 022465520, a resident of Israel whose address is 2 Harav Uziel St. Tel Aviv, after being warned that I must state the truth and that I will be subject to the punishment provided by law if I do not do so, declare and commit as follows:

1. I hereby give my consent to serve as a director of the Company, a public company incorporated in Israel, whose shares are traded on London and Tel Aviv Stock Exchange.
2. I am aware of the requirements of the Law with respect to the appointment, service and termination of a director, and that this declaration shall be kept in the Company's registered office and shall be open for inspection of any person.
3. I declare, that I have the necessary skills and the ability to devote the appropriate amount of time in order to perform the role of director in the Company, as specified below.
4. I am qualified to serve as a director in the Company pursuant to the requirements of Sections 225 – 227 of the Law with regard to restrictions on the appointment of a minor, legally incompetent and restrictions due to prior convictions or administrative law enforcement committee decision, or bankruptcy. An unofficial translation of these Sections, as in effect as of the date of signing this declaration, is attached hereto as **Annex A** and is integral part of this declaration.
5. I am aware to the duty of notice, pursuant to Section 227A of the Law, and I undertake to fulfill it as necessary. An unofficial translation of these Sections, as in effect as of the date of signing this declaration, is attached hereto as **Annex A** and is integral parts of this declaration.
6. I have the following academic degrees (the degree, granting institution, date of granting):  
  
BA IN ECONOMICS AND ACCOUNTING, from university of TEL AVIV, in the year 1989  
  
MBA, from university of TEAL AVIV, in the year 1993  
  
\_\_\_\_\_, in the year \_\_\_\_\_
7. I have work experience as specified in my CV, attached hereto as **Annex B**.
8. I hereby undertake to fulfill all the requirements provided by law for a director. I shall fulfill my duty in the best possible way and for the benefit of the Company. Should a concern arise that I will be aware of and/or that will be brought to my attention, pursuant to which I will no longer fulfill one or more of the requirements and/or the declarations set forth above, or should there be a concern that I have breached my fiduciary duty towards the Company (as defined under Section 254 of the Law), I shall notify the Company's chairman of the board immediately.

I am aware that my declaration herein may be presented to the general meeting of the shareholders which on its agenda is the nomination of the Company's directors and which shall serve the Company for considering whether I qualify to serve as a director of the Company.

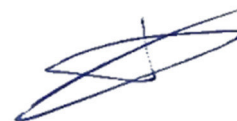
This is my name, this is my signature and the facts stated above are true.

LIOR AMIT

Name

022465520

I.D./Passport



Signature

**Annex A**

**Articles 224A, 225-227A of the Companies Law, 5759-1999**

**Qualification to  
Appoint**

**224A.** A party not having the qualifications required and the ability to devote the appropriate time in order to perform duties of a director company having regard, inter alia, to the special needs and size of the company, will not be appointed as a director in a public company or in a private company which is a bond company nor shall he serve in such a company as a director.

**Duty of Disclosure**

**225. (a)** A person who is a candidate to hold office as a director shall disclose to the person appointing him:

(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;

(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;

(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

**(b)** In this section:

“enforcement measure” – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, or under chapter J1 to the Joint Investment Trust Law, as applicable;

“Administrative Enforcement Committee” - the committee appointed under section 52LB(a) to the Securities Law;

“Conclusive judgment” – judgment of court of first instance.

**Restriction on  
Appointment Due  
to Conviction**

- 226.** (a) A person convicted by a conclusive judgment regarding one of the following offenses shall not hold office as a Director in a public company unless five years have passed since the date on which the judgment by which he was convicted was given:
- 1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;
  - 2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;
  - 3) (deleted)
- (a1) A person convicted by a conclusive judgment, in offense that not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for period that the court determined which shall not exceed five years from the judgment.
- (b) The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company or the period in which he is precluded from holding office as director of public company will be shorter than five years.
- (c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).
- (d) The court, or court of appeal – if one submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and in terms it deems fit.

**Restriction on  
Appointment Due  
to Administrative  
Enforcement  
Committee Decision**

- 226A.** Administrative Enforcement Committee has imposed on person enforcement measure that precluded him from holding office as director of a public company, that person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure;

**Termination of  
Office**

- 227.** (a) A minor, a legally incompetent, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.
- (b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of Notice**

- 227A.** A director which no longer fulfills one of the requirements for his office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

Name: Lior Amit

Address: 2 Uziel Street, Tel Aviv, Israel

Direct line: + 972-3-7552645, Mobile: +972-54-5222146

Citizenship: Israeli

Date of birth: May 11<sup>th</sup>, 1966

Languages: Hebrew, English

Email: [Lior@lioramit.com](mailto:Lior@lioramit.com)

#### BACKGROUND:

For 17 years working as the BBR Saatchi & Saatchi advertising Group CFO in Israel, helping in turning it into a leading local group including Advertising agencies, Media operations, Digital and Content, evolving from 40 employees to 250 employees.

#### THE JOB INCLUDED:

- Managing the BBR Saatchi & Saatchi Group – Publicis Groupe buyout.
- Local M&A activities – legal, finance, optimization.
- Media operations, negotiations with media vendors, monitoring and profit maximization.
- Member in the group management board.
- Client (both local and international) contracts and negotiations.
- Responsible for finance related issues within the group.
- HR responsibility including senior employees' contracts and salaries.
- Responsible for interests of sleeping partners and their trusted representative within the company.

#### KEY ROLES:

2019 – present : Algomizer – Director, Scoutcam inc. – director.

2017 – Present: Nirplex, Ronimar, Endemol Shine Israel – Director.

2016 – Present: ICIC (The Israeli Credit Insurance Company) - External director.

2014 – Present: Financial consultant to both private and public companies and individuals.

1996 – 2013: BBR Saatchi & Saatchi Group CFO, including the Zenith Media operations.

1998 – 2003: Miniline Group (a public company), Public Director.

2001 – 2013: Israeli School Of Advertising, Pro Bono CFO.

2011- 2012: A member of the remuneration committee of the Israeli Advertising Association.

1994 – 1996: Gan Oranim events and food chain, CFO.

1993 – 1994: Mizrahi bank Underwriting Company, CEO.

1989- 1993: CPA's offices, an Accountant.

#### EDUCATION:

1993: Graduate Master of Business Administration (MBA), Tel Aviv University. (Finance and Insurance)

1991: Certified Public accountant.

1989: Economics and Accounting (BA), Tel Aviv University .

1997: Advisor licensing at the Israeli Securities Authority.

REFERENCES:

- Mr. Yoram Baumann, Chairman of Publicis Groupe Israel.
- Mr. Loris Nold, Head of M&A Publicis Groupe.

Date: March 22, 2020

To: Matomy Media Group Ltd. (the "Company")

**Re: Declaration of Director Nominee in a Public Company  
Pursuant to the Companies Law, 5759-1999 (the "Law")**

I, the Undersigned, Amitay Weiss I.D./Passport No. 057504821, a resident of israel whose address is Hazmout 41 Petach Tikva, after being warned that I must state the truth and that I will be subject to the punishment provided by law if I do not do so, declare and commit as follows:

1. I hereby give my consent to serve as a director of the Company, a public company incorporated in Israel, whose shares are traded on London and Tel Aviv Stock Exchange.
2. I am aware of the requirements of the Law with respect to the appointment, service and termination of a director, and that this declaration shall be kept in the Company's registered office and shall be open for inspection of any person.
3. I declare, that I have the necessary skills and the ability to devote the appropriate amount of time in order to perform the role of director in the Company, as specified below.
4. I am qualified to serve as a director in the Company pursuant to the requirements of Sections 225 – 227 of the Law with regard to restrictions on the appointment of a minor, legally incompetent and restrictions due to prior convictions or administrative law enforcement committee decision, or bankruptcy. An unofficial translation of these Sections, as in effect as of the date of signing this declaration, is attached hereto as Annex A and is integral part of this declaration.
5. I am aware to the duty of notice, pursuant to Section 227A of the Law, and I undertake to fulfill it as necessary. An unofficial translation of these Sections, as in effect as of the date of signing this declaration, is attached hereto as Annex A and is integral parts of this declaration.
6. I have the following academic degrees (the degree, granting institution, date of granting):  
  
BA economy , from university of New England College USA, in the year 2001  
  
MBA Business Administration, from university of Manchester Angland, in the year 2002  
  
LLB law , from university of Ono Israel in the year 2007
7. I have work experience as specified in my CV, attached hereto as Annex B.
8. I hereby undertake to fulfill all the requirements provided by law for a director. I shall fulfill my duty in the best possible way and for the benefit of the Company. Should a concern arise that I will be aware of and/or that will be brought to my attention, pursuant to which I will no longer fulfill one or more of the requirements and/or the declarations set forth above, or should there be a concern that I have breached my fiduciary duty towards the Company (as defined under Section 254 of the Law), I shall notify the Company's chairman of the board immediately.

I am aware that my declaration herein may be presented to the general meeting of the shareholders which on its agenda is the nomination of the Company's directors and which shall serve the Company for considering whether I qualify to serve as a director of the Company.

This is my name, this is my signature and the facts stated above are true.

Amitay Weiss  
Name

057504821  
I.D./Passport

  
Signature

**Annex A**

**Articles 224A, 225-227A of the Companies Law, 5759-1999**

<b>Qualification to Appoint</b>	<p><b>224A.</b> A party not having the qualifications required and the ability to devote the appropriate time in order to perform duties of a director company having regard, inter alia, to the special needs and size of the company, will not be appointed as a director in a public company or in a private company which is a bond company nor shall he serve in such a company as a director.</p>
<b>Duty of Disclosure</b>	<p><b>225. (a)</b> A person who is a candidate to hold office as a director shall disclose to the person appointing him:</p> <p>(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;</p> <p>(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;</p> <p>(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.</p> <p><b>(b)</b> In this section:</p> <p>“enforcement measure” – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, or under chapter J1 to the Joint Investment Trust Law, as applicable;</p> <p>“Administrative Enforcement Committee” - the committee appointed under section 52LB(a) to the Securities Law;</p> <p>“Conclusive judgment” – judgment of court of first instance.</p>



**Restriction on  
Appointment Due  
to Conviction**

- 226.** (a) A person convicted by a conclusive judgment regarding one of the following offenses shall not hold office as a Director in a public company unless five years have passed since the date on which the judgment by which he was convicted was given:
- 1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;
  - 2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;
  - 3) (deleted)
- (a1) A person convicted by a conclusive judgment, in offense that not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for period that the court determined which shall not exceed five years from the judgment.
- (b) The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company or the period in which he is precluded from holding office as director of public company will be shorter than five years.
- (c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).
- (d) The court, or court of appeal – if one submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and in terms it deems fit.

**Restriction on  
Appointment Due  
to Administrative  
Enforcement  
Committee Decision**

- 226A.** Administrative Enforcement Committee has imposed on person enforcement measure that precluded him from holding office as director of a public company, that person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure;

**Termination of  
Office**

- 227.** (a) A minor, a legally incompetent, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.
- (b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of Notice**

- 227A.** A director which no longer fulfills one of the requirements for his office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

## קורות חיים

שם: אמיתי ויס

כתובת: רח' העצמאות 41, פתח- תקווה

טלפון: 03-9314217 נייד: 058-4473289

דוא"ל: [amitaiweis@gmail.com](mailto:amitaiweis@gmail.com)

### השכלה:

**LLB** 2007-2004 תואר ראשון משפטים, הקריה האקדמית – קרית אונו  
**MBA** 2001-2002 תואר שני מנהל עסקים התמחות במימון ושוק ההון, הקריה האקדמית – אונו.  
**BA** 1999- 2001 תואר ראשון כלכלה מנע"ס התמחות במימון ושוק ההון, המכללה לישראל

### ניסיון בחברות ציבוריות

8/2015 דח"צ בעל מומחיות חשבונאית ופיננסית בחברה הציבורית קופיקס גרופ שעוסקת בהפעלת רשת בתי קפה וסופרמרקטים  
חבר ועדות ביקורת וועדת תגמול.

6/2016 יו"ר דירקטוריון בחברה הציבורית פי.אל.טי. פיינס שעוסקת בתחום האשראי חוץ בנקאי  
3/2019 דירקטור בחב' הציבורית אלגומיזר שעוסקת בתחום התוכנה לפרסום באינטרנט  
4/2019-9/2019 יו"ר דירקטוריון ומנכל החב' הציבורית ביונד טיים מרכישת השלד עד לסיום המיזוג עם חב' שיח מדיקל שעוסקת בגידול, ריבוי, ייצור ושיווק מוצרי קנאביס רפואי. והושלם בהצלחה רבה )  
6/2019 דירקטור בחב' הציבורית צירון העוסקת במתן שירותי יעוץ ויזום עסקאות בתחום בתי זיקוק אך, הודיעה על תהליך מיזוג עם קבוצת חברות אפסלון שממזגת שלוש חברות תוכנה המפתחות כלים מתקדמים וחדישניים עבור סוחרים אמזון וכן חברת שירותי רגולציה עבור סוחרים אמזון  
5/2019 דירקטור בחב' הציבורית אלווריון  
8/2019 דירקטור בחברה ציבורית בקנדה

### ניסיון בחברות פרטיות

1/2020 יו"ר דירקטוריון חברה פרטית שבבעלות קרן השקעות שעוסקת בתוספי תזונה

### ניסיון תעסוקתי:

2016 – היום מנכ"ל ובעלים של חברת ייעוץ כלכלי שעוסקת בליווי לקוחות עסקיים מול המערכת הבנקאית והשוק המוסדי והינה שותפה בחברות שעוסקות בתחום הנדלן נכון להיום החברה שותפה ומנהלת פרויקט תמא 38 משמש כיועץ לעו"ד בתחום חדלות פרעון  
2001 - 2015 בנק פאגי מקבוצת הבנלאומי  
2008 – 2015 סמנכ"ל שיווק ופיתוח עסקי וחבר הנהלת בנק פאגי מקבוצת הבנלאומי והממונה על האכיפה הפנימית בני"ע  
2007 – 2005 מנהל הפיקוח והבקרה, ע. מנכ"ל וחבר הנהלת בנק פאגי מקבוצת הבנלאומי.  
2001 – 2004 מנהל הסניף הראשי וחבר הנהלת בנק פאגי מקבוצת הבנלאומי

1989 - 2001 בנק המזרחי

1995 – 2001 בנק המזרחי הקמה וניהול מספר סניפים של הבנק (ירושלים, יהוד, הרצליה פיתוח  
1992 – 1995 בנק המזרחי סגן מנהל סניף באחד הסניפים הגדולים של הבנק. סניף גן העיר  
1989 – 1991 בנק המזרחי מסלול עתודת מנהלים.

1988 – 1989 ר.א.מ. בע"מ, שותף בכיר בצוות ההקמה של החברה ומנהל שיווק ומכירות בחברה שעסקה בייצור ושיווק הלבשה לתינוקות.

1984 – 1988 מנהל חברה פרטית בענף המזון.

### נסיון בגופים ציבוריים

בעל קשרים ענפים עם מובילי הציבור החרדי

הייתי נציג ציבור כחבר ועדה במשרד הבריאות

שימשתי שנים רבות בהתנדבות בגופים שונים

חבר הנהלה באולפנת בהרן שעוסקים בחינוך וחבר הנהלה במוסדות שעלבים שעוסקים בחינוך  
חבר ועדת כספים באגודת עמינדב לשרות הלאומי  
חבר ועדת ביקורת וחבר בחבר הנאמנים באוניברסיטת אריאל ובגופים ציבוריים שונים.

בגופים אלו תרמתי רבות מנסיוני הניהולי, כלכלי ומשפטי.

### שרות צבאי

1980-1984 שרות קרבי במסגרת ישיבת הסדר בחיל השריון.

Date: March 22, 2020

To: Matomy Media Group Ltd. (the "Company")

**Re: Declaration of Director Nominee in a Public Company  
Pursuant to the Companies Law, 5759-1999 (the "Law")**

I, the Undersigned, Kiaeret Tzedef I.D./Passport No. 37352606, a resident of ISRAEL whose address is moshov ben shimon 61, after being warned that I must state the truth and that I will be subject to the punishment provided by law if I do not do so, declare and commit as follows:

1. I hereby give my consent to serve as a director of the Company, a public company incorporated in Israel, whose shares are traded on London and Tel Aviv Stock Exchange.
2. I am aware of the requirements of the Law with respect to the appointment, service and termination of a director, and that this declaration shall be kept in the Company's registered office and shall be open for inspection of any person.
3. I declare, that I have the necessary skills and the ability to devote the appropriate amount of time in order to perform the role of director in the Company, as specified below.
4. I am qualified to serve as a director in the Company pursuant to the requirements of Sections 225 – 227 of the Law with regard to restrictions on the appointment of a minor, legally incompetent and restrictions due to prior convictions or administrative law enforcement committee decision, or bankruptcy. An unofficial translation of these Sections, as in effect as of the date of signing this declaration, is attached hereto as **Annex A** and is integral part of this declaration.
5. I am aware to the duty of notice, pursuant to Section 227A of the Law, and I undertake to fulfill it as necessary. An unofficial translation of these Sections, as in effect as of the date of signing this declaration, is attached hereto as **Annex A** and is integral parts of this declaration.
6. I have the following academic degrees (the degree, granting institution, date of granting):  
B.E.D, from university of Wingate, in the year 2006  
BA, from university of Shary Mispel, in the year 2013  
\_\_\_\_\_, in the year \_\_\_\_\_
7. I have work experience as specified in my CV, attached hereto as **Annex B**.
8. I hereby undertake to fulfill all the requirements provided by law for a director. I shall fulfill my duty in the best possible way and for the benefit of the Company. Should a concern arise that I will be aware of and/or that will be brought to my attention, pursuant to which I will no longer fulfill one or more of the requirements and/or the declarations set forth above, or should there be a concern that I have breached my fiduciary duty towards the Company (as defined under Section 254 of the Law), I shall notify the Company's chairman of the board immediately.

I am aware that my declaration herein may be presented to the general meeting of the shareholders which on its agenda is the nomination of the Company's directors and which shall serve the Company for considering whether I qualify to serve as a director of the Company.

This is my name, this is my signature and the facts stated above are true.

Kiaeret Tzedef  
Name

37352606  
I.D./Passport

  
Signature

**Annex A**

**Articles 224A, 225-227A of the Companies Law, 5759-1999**

<b>Qualification to Appoint</b>	<p><b>224A.</b> A party not having the qualifications required and the ability to devote the appropriate time in order to perform duties of a director company having regard, inter alia, to the special needs and size of the company, will not be appointed as a director in a public company or in a private company which is a bond company nor shall he serve in such a company as a director.</p>
<b>Duty of Disclosure</b>	<p><b>225. (a)</b> A person who is a candidate to hold office as a director shall disclose to the person appointing him:</p> <p>(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;</p> <p>(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;</p> <p>(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.</p> <p><b>(b)</b> In this section:</p> <p>“enforcement measure” – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, or under chapter J1 to the Joint Investment Trust Law, as applicable;</p> <p>“Administrative Enforcement Committee” - the committee appointed under section 52LB(a) to the Securities Law;</p> <p>“Conclusive judgment” – judgment of court of first instance.</p>

**Restriction on  
Appointment Due  
to Conviction**

- 226.** (a) A person convicted by a conclusive judgment regarding one of the following offenses shall not hold office as a Director in a public company unless five years have passed since the date on which the judgment by which he was convicted was given:
- 1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;
  - 2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;
  - 3) (deleted)
- (a1) A person convicted by a conclusive judgment, in offense that not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for period that the court determined which shall not exceed five years from the judgment.
- (b) The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company or the period in which he is precluded from holding office as director of public company will be shorter than five years.
- (c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).
- (d) The court, or court of appeal – if one submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and in terms it deems fit.

**Restriction on  
Appointment Due  
to Administrative  
Enforcement  
Committee Decision**

- 226A.** Administrative Enforcement Committee has imposed on person enforcement measure that precluded him from holding office as director of a public company, that person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure;

**Termination of  
Office**

- 227.** (a) A minor, a legally incompetent, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.
- (b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of Notice**

- 227A.** A director which no longer fulfills one of the requirements for his office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.



Personal Information	
ID Number	03735260/6
Address	Moshav Ben Shemen 61
Birth Date	24.12.1979
Mobile	972-505544142
Email	kineret@hapoel.org.il

Professional Experience

2007-Current	<b>Director of Sport Division, Women's Sport Division Coordinator, Facilities Coordinator</b> <i>Hapoel (Israeli Sport Federation)</i> <ul style="list-style-type: none"><li>Leading a management team of six coordinators.</li><li>Oversee the coordination of entire sport division.</li><li>Responsible for development of Infrastructure in various sports</li><li>Preserving existing costumers</li><li>Providing professional consolation for associations and municipal councils</li><li>Accompanying and proving assistance in sport establishments.</li><li>Consulting and assisting in Bureaucratic procedure for the entitlement of budget acceptance from the <i>Football pools Organization</i> and <i>Athena Project</i>.</li><li>Chairman in various sports Associations such as Sailing, Volleyball, Gymnastics and Olympic Committee of Israel.</li></ul>
2004-2006	<b>Physical education teacher</b> <i>Agriculture Educational Institution in Ben Shemen</i> <ul style="list-style-type: none"><li>Acting as the coordinator of the Sport Educational Division</li><li>Leading and mentoring students towards sport and educational achievements</li></ul>
2003-2006	<b>Sport Department Coordinator</b> <i>Ben Shemen Youth Village</i> <ul style="list-style-type: none"><li>Developing perennial sport program for all classes (6-17 years old students)</li><li>Operating educational club</li><li>Responsible for communication with Education Ministry of Israel, Israel School Sport Federation and the municipal council.</li></ul>
2001-2003	<b>Sport Department Manager</b> <i>Maccabi Holon</i> <ul style="list-style-type: none"><li>Responsible for daily operations of the sport venue and its activities</li><li>Managing and coordinating various groups of professional sport</li><li>Communicating and operating with various sport associations.</li><li>Responsible for coordinating all international matters</li></ul>

Public Roles

2019-Current	<b>Director</b> <i>Medigus</i>
2019-Current	<b>Outside Director</b> <i>Tziron Ltd</i>
2019-Current	<b>Outside Director</b> <i>Biomedico Hadarim Ltd</i>
2018-Current	<b>President of</b> <i>Israeli Gymnastics Federation</i>

Military Service

1999-1998	<b>Telegraph Operator - C4I Corps- Teleprocessing Corps</b>
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Languages

Hebrew	Mother tongue
English	Fluent

Computer Skills

Office	Coefficient in Word, Excel, Power Point
Networks	Facebook, Instagram



## STATEMENT OF A CANDIDATE TO SERVE AS AN EXTERNAL DIRECTOR

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

I, Udi Kalifi Israeli I.D No. 035881101, having agreed to be appointed and to serve as an External Director on the Board of Directors of MATOMY MEDIA GROUP LTD. (the "**Company**") hereby declare as follows:

1. I have the ability to dedicate the required time for the performance of my duties as a director of the Company, given, among other things, the Company's size and its specific needs.
2. I possess the necessary skills to serve as director of the Company.
3. For my classification as a director who possesses Accounting and Financial Expertise for the purpose of the Companies Regulations (Conditions and Criteria for a Director Who Possesses Accounting Expertise and a Director Who Possesses Professional Competence), 2005 (the "**Expertise and Competence Regulations**"), I hereby declare the following:
  - (a) Information (including supporting documents) regarding my education, skills and experience (including companies in which I serve as a director) is attached hereto as **Exhibit A**.
  - (b) Based on my education, skills and experience, I am highly proficient in and have an understanding of business and accounting matters and financial statements, which enables me to thoroughly understand the financial statements of the Company and to initiate discussion in connection with the manner of presentation of financial information.

I have the ability to read and understand financial reports.



4. I am not restricted from serving as a director of the Company under any items set forth in Sections 226<sup>1</sup>, 226A<sup>2</sup> and 227<sup>3</sup> of the Law.
5. I am not a "Relative" (as defined below) of a party that controls the Company. At the time of this Statement and during the two years prior to this Statement, neither myself nor any of my Relatives, partners, employers, a person to whom I am directly or indirectly subordinated or an entity in which I am a controlling equity holder, has or had any "Affiliation" (as defined below), with a party that controls the Company, or with a Relative of such a controlling party or with an entity controlled by such controlling party excluding the Company or any entity controlled by the Company.

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

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

6. My other positions and activities do not and could not (i) result in the creation of a conflict of interest with my position as a director of the Company or (ii) adversely affect my ability to serve as a director of the Company.

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

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

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

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

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

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

7. I do not serve as a director of any other company, any of whose external directors serve as a director of the Company.
8. I am not an employee of Israel Securities Authority or of a stock exchange in Israel.
9. Without derogating from section 5 to this Statement, neither myself nor any of my Relatives, partners, employers, a person to whom I am directly or indirectly subordinated or a corporate body in which I am a controlling member, has or had business or professional relations with a person of whom it is prohibited to have Affiliation in accordance with section 6 above, even if the relations are not in general, but excluding negligible relations with respect to which I did not receive remuneration contrary to section 244(b)<sup>4</sup> of the Companies Law.
10. I am aware that pursuant to Section 224B of the Law this Statement shall be published as part of the Company's immediate report regarding my appointment, shall be kept in the Company's registered office and shall be available for review by any person.
11. I hereby undertake to immediately notify the Company upon the occurrence of any change in the above statements during the term of my service as director of the Company.
12. Prior to my consent to serve as an External Director of the Company, I have been advised by the Company as to the amounts of the annual and per-meeting remuneration that I will receive for my future service as an External Director of the Company.
13. I am aware that the proposal of my nomination as director by the Company's Board of Directors, my classification as an External Director and as a director having [Accounting and Financial Expertise] relies, among other things, on this Statement.
14. I, the undersigned, hereby declare that this is my name and signature and that all of the above is true.

24.3.2020

Date

[Signature]

Signature

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