

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY OR FORM OF DIRECTION ARE IMPORTANT, AND REQUIRE YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, please seek personal financial advice immediately from your stockbroker, bank manager, fund manager, solicitor, accountant or other appropriate independent financial adviser who (if you are resident in the United Kingdom) is duly authorised under the UK Financial Services and Markets Act 2000 (“FSMA”), or, if you are not so resident, from another appropriately authorised independent financial adviser.**

If you sell or transfer or have sold or transferred all of your Ordinary Shares or Depositary Interests, please forward this document, but not the personalised Form of Proxy or Form of Direction enclosed with it, as soon as possible to the purchaser or the transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you sell or transfer or have sold or transferred only part of your holding of Ordinary Shares or Depositary Interests, you should retain this document and consult with the bank, stockbroker or other agent through or to whom the sale or transfer was effected. If you receive this document from another shareholder or holder of Depositary Interests, or transferee, to obtain a Form of Proxy or Form of Direction please contact the Company’s registrar (the “**Registrar**”) at Link Asset Services, The Registry 34 Beckenham Road, Beckenham, Kent BR3 4TU United Kingdom.

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



**Matomy Media Group Ltd.**

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

Notice of Extraordinary General Meeting

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

Notice of an Extraordinary General Meeting of the Company to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 9, 2019 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar Liquornik Geva Leshem Tal, Law Offices) (the "**Company's Registered Office**"), is set out at the end of this document. A Form of Proxy or Form of Direction is enclosed. To be valid, a Form of Proxy or Form of Direction should be completed, signed and returned in accordance with the instructions printed on it so as to be received by the Registrar or the Depositary (in the case of a Form of Direction) at the addressed detailed on the Form of Proxy or Form of Direction, as soon as possible and in any event by no later than 08:00 (London time) on

Wednesday, December 4, 2019. Completion and return of a Form or Proxy will not preclude you from attending and voting at the Extraordinary General Meeting, should you wish to do so (except for holders of shares listed on the TASE, as detailed in the notice below).

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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

AT 08:00 (London time) / 10:00 (Tel Aviv time) ON, MONDAY, DECEMBER 9, 2019

(THE “NOTICE”)

**MATOMY MEDIA GROUP LTD.**

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

*Registered Office*

16 Abba Hillel Rd.

Ramat Gan

postal code 5250608

Israel

(At Meitar Liquornik Geva Leshem Tal, Law Offices)

November 4, 2019

Dear Shareholder,

This document contains notice of the upcoming Extraordinary General Meeting of the shareholders (the “**Meeting**”) of Matomy Media Group Ltd. (the “**Company**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 9, 2019 at the Company’s Registered Office.

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

The Company’s directors (the “**Directors**”) believe the adoption of the resolution is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolution (as they intend to do in respect of their own beneficial holdings, if applicable).

Yours faithfully,

**Sami Totah**

Chairman of the Board of Directors

**MATOMY MEDIA GROUP LTD. (the “Company”)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

Notice is hereby given that the Extraordinary General Meeting of the Company’s shareholders will be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 9, 2019 at the Company’s Registered Office, for the following purpose:

- (1) To approve the Purchase of additional coverage of D&O insurance.

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

Dated: November 4, 2019

By order of the Board

## EXPLANATION OF RESOLUTION

### RESOLUTION 1 – TO APPROVE THE PURCHASE OF ADDITIONAL COVERAGE OF D&O INSURANCE

Until September 6, 2019 the Company had in place an insurance policy with a coverage in the maximum amount of US \$ 50 Million (per event and per year) and the annual premium paid was equal to approx. \$74,000 ("**The Existing Policy**").

On August 29, 2019 the general meeting approved the terms of the Existing Policy and its extension or the purchase of a new policy, according to the terms specified in the Company's Remuneration Policy that was approved by the general meeting on the same day.

According to the Company's Remuneration Policy the Company may procure D&O liability insurance policies (including Run-off insurance) covering the liability of its Directors and Senior Executives who serve from time to time (including Directors or Senior Executives who are deemed controlling shareholders of the Company or who are associated with a controlling shareholder(s) of the Company), provided that (i) the purchase of such D&O Insurance is on market terms and does not have material adverse effect on the Company's assets liabilities or profitability, and (ii) such purchase has been approved by the Remuneration Committee. It is also stated in the Company's Remuneration Policy, that the Company intends to procure such D&O Insurance with liability limits not exceeding \$50,000,000 per insured event and the annual premium is not to exceed US \$100,000 plus 15% per year as of July 7, 2019; and that the run-off policy shall be for a period of up to 7 years, with a coverage amount that shall not exceed the coverage limitations of the D&O Insurance, and the premium shall not exceed 3 times the annual premium of the D&O Insurance in effect at the year of purchase.

The Company and the insurer of the Existing Policy encountered difficulties to reach an understanding about the extension of the Existing Policy according to its terms. The Existing Insurer agreed to extend the Existing Policy provided, inter alia, that the Company will pay a much higher premium for a limited coverage (exclusion of coverage in case of insolvency).

In light of the above, the Company's insurance advisor proposed to change structure of the insurance coverage and to turn the Existing Policy into a run-off policy for a period of 7 years, on the same terms as the Existing Policy, and to purchase an additional D&O insurance policy with a reduced coverage from a different insurer.

Accordingly, on October 16 and October 17, 2019 the remuneration committee and the board of directors, respectively, approved: (1) the purchase of a new D&O insurance policy covering all future events from a new Insurer. The coverage is for \$5M and the annual premium shall be equal to \$80K (plus additional fronting fee of \$12K) (the "**New Policy**"); (2) to invoke the run-off policy with the Former insurer of the Existing Policy with a coverage in the maximum amount of US \$ 50 Million (per event and per year) and with a maximum one – time premium equal to \$157.17K. The terms of the New Policy and the run-off policy were aligned with the terms of the Company's Remuneration Policy, as detailed above, and as such were approved by the remuneration committee and the board of directors.

In addition, on September 29, 2019 the Company received a proposal from an additional insurer for an additional layer of the D&O insurance. The coverage is for \$5M and the annual premium shall be equal to \$75K (plus additional fronting fee of \$11.25K) (the "**Additional Policy**").

The annual premium that will be paid for the Additional Policy in addition to the annual premium that is paid for the New Policy (i.e. an annual premium of \$178.25k), exceed the terms specified in Company's Remuneration Policy (i.e. an annual premium of \$115k). Therefore, and according to the Israeli Company's Law– 1999 (the "**Companies Law**"), due to such deviation from the terms of Company's Remuneration Policy, the purchase of the Additional Policy is subject to the approval of the General Meeting, in addition to the approvals of the remuneration committee and the board of directors.

The board of directors and the remuneration committee approved and recommended the general meeting to approve the purchase of Additional Policy of the D&O insurance and the inclusion of the directors and senior executives, including the Company's CEO, who also serve as senior executives in shareholders that may be deemed as controlling shareholders under section 268 to the Israeli Companies law, who served or serve in the Company, or will serve in the Company from time to time, in the Additional Policy.

The board of directors and the remuneration committee were in the opinion that directors and officers insurance coverage is for the Company's benefit, since it enables the Company's directors and officers to act freely for the Company's benefit, subject to the limitations under the Companies Law. The insurance coverage may reduce the expected cost for the Company in the event that any of the indemnification letters granted to the directors and officers of the Company will be exercised, and therefore, the coverage is necessary to protect the Company's assets and to reduce its liability.

Furthermore, the proposed structure of the insurance coverage was given by the Company's insurance agent. The premiums are in market terms, and were determined by the insurer and in accordance with the professional advice given to the Company that, the premiums are reasonable under the circumstances and given the nature and size of the Company's activity and its current situation, taking into consideration the scope of the insurance coverage and the insurance period, and the insurance terms that reflect the accepted market terms in the insurance industry. Therefore, the board of directors and the remuneration committee are of the opinion that the engagement is at market terms and may not materially affect the Company's profitability, assets or liabilities.

### **Proposed Resolution**

**To approve the purchase of the Additional Policy, in accordance with the terms detailed above, for directors and office holders, including the CEO and directors and senior executives who also serve as senior executives in shareholders that may be deemed as controlling shareholders under section 268 to the Companies law, who served or serve in the Company, or as they will serve in the Company, from time to time.**

## Notes:

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

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

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

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

### 3. **Amendment of the Agenda** –

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

A written proposal by a shareholder to include an item on the agenda, must be delivered to the Company to its Registered Office, within seven days of the publication date of this Notice (i.e. for a shareholder proposal to be considered for inclusion in the Meeting, the Company must

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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), including a person who holds 25% or more of the voting rights in the general meeting of the company if there is no other person who holds more than 50% of the voting rights in the company; for the purpose of a holding, two or more persons holding voting rights in the company each of which has a personal interest in the approval of the transaction being brought for approval of the company shall be considered to be joint holders. A person is presumed to be a controlling shareholder if it holds or controls, by himself or together with others, one half or more of any one of the “means of control” of the company. “Means of control” is defined as any one of the following: (i) the right to vote at a general meeting of the company, or (ii) the right to appoint directors of the company or its chief executive officer.

<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.

receive the written proposal no later than Monday, November 11, 2019). If any requests are submitted to the Company to include an item on the agenda of the meeting, it is possible that items will be added to the agenda as a result. The updated agenda and the updated Form of Proxy and Form of Direction that will be published (if any) will be accessible from the reports distribution websites of the Israel Securities Authority and the Stock Exchange ([www.magna.isa.gov.il](http://www.magna.isa.gov.il) and [www.maya.tase.co.il](http://www.maya.tase.co.il), respectively) or in the Company's website. The deadline on which the Company will provide an amended Form of Proxy and a Form of Direction, if it becomes necessary to add an item to the agenda, is the date on which the Company publishes the amended notice with the updated agenda. The publication of the updated agenda (if any), as aforementioned, will not change the date scheduled for the meeting.

**4. Position Statements**

In accordance with the Companies Law, and the regulations promulgated thereunder, a shareholder may submit a written position statement in English to the Company, expressing its position on the resolution on the Agenda, no later than Friday, November 29, 2019 at the Company's Registered Office. Any position statement timely received will be furnished to the LSE and the MAGNA on-line system of the ISA and will be available to the public on the websites of the LSE and the ISA.

5. **Shareholders Entitled to Vote** - Only those shareholders registered in the Company's register of members (each a "**Record Holder**") as of the close of business (London time) on Wednesday, November 27, 2019, shall be entitled to attend and/or vote at the Meeting or an adjourned meeting, as the case may be, and each only in respect of such number of shares registered in his or its name at that time. Any changes to the Company's register of members made after the Record Date shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

**6. Voting and Proxies –**

- (a) Enclosed with this document is (1) a form of proxy for holders of the Company's shares listed on the Tel-Aviv Stock Exchange (a "**Form of Proxy to a TASE Member**"), (2) a form of direction for holders of uncertificated securities (i.e., Depositary Interests) representing Ordinary shares admitted to trading on the London Stock Exchange (the "**Form of Direction**") and (3) a form of proxy for holders of certificated securities admitted to trading on the London Stock Exchange (also a "**Form of Proxy**"); Please note that this document sets out different processes for securities traded on the Tel-Aviv Stock Exchange and securities admitted to trading on the London Stock Exchange. You must follow the correct process applicable to the securities you hold. If you hold multiple types of securities, you must follow a different process for each portion of your holdings.
- (b) Shareholders may vote their shares by personally attending the Meeting or by appointing "proxies" to vote on their behalf at the Meeting (except for Shareholders whose shares are listed on the TASE, to whom sub-section (e) herein shall apply). If you are a holder of the Company's shares, whether or not you intend to be present at the Meeting, please complete and return the correct Form of Proxy (in accordance with the instructions set out in that document) such that the Company receives it no later than 08:00 (London time) on Wednesday, December 5, 2019.
- (c) Completion and return of a signed Form of Proxy will not prevent you from attending the Meeting and voting in person, if you so wish (except for Shareholders whose shares are listed on the TASE, to whom sub-section (e) herein shall apply).
- (d) A shareholder's returned proxy may be revoked at any time prior to its exercise by giving a written notice to the Company of such revocation, sending a duly executed Form of Proxy bearing a later date no later than 08:00 (London time) on Wednesday, December 4, 2019, requesting the return of the original Form of Proxy at the Meeting, delivering a later dated



Form of Proxy to the chairperson at the Meeting, or, if the shareholder is the Record Holder of the Ordinary Shares, voting in person at the Meeting. If the shareholder attends the Meeting and is the Record Holder of the shares, he may vote in person, whether or not he has already executed and returned his Form of Proxy.

- (e) **Shareholders holding through the TASE** - Shareholders may vote their shares by appointing the TASE Members (bank, broker or other nominee that is admitted as member of the TASE) through which they hold their shares as “proxies” to vote on their behalf, and they must direct the TASE Members on how to vote their shares. A duly executed Form of Proxy must be received by the TASE Member no later than 10:00 (Tel Aviv time) on Monday, December 2, 2019, in order to be counted in the vote to be held in the Meeting. A shareholder’s returned proxy may be revoked at any time prior to its exercise by giving a written notice to the TASE Member of such revocation, sending a duly executed Form of Proxy bearing a later date, no later than 10:00 (Tel Aviv time) on Monday, December 2, 2019, requesting the return of the original Form of Proxy.

The vote at the Meeting shall be carried out by the TASE Clearing House. The TASE Member shall direct the TASE Clearing House on how to vote the shares held by it, according to the TASE Clearing House by-laws, and submit to the TASE Clearing House a summary of the final results of all the proxies received by it and which it requests the TASE Clearing House to vote in its name, including the information required in the Form of Proxy regarding personal interests of the shareholders, if they are senior officers in the Company or controlling shareholders in the Company or a foreign institutional client, joint investment fund manager or trust fund, by no later than 14:00 (Tel Aviv time) on Monday, December 2, 2019. A shareholder whose Ordinary Shares are registered with a TASE Member and are not registered on the Company’s shareholder register is entitled to receive from the TASE Member who holds the Ordinary Shares on the shareholder’s behalf, by e-mail, for no charge, a link to the text of the Form of Proxy and to the position statements posted on the Israel Securities Authority website unless the shareholder has notified that he or she is not so interested; provided, that the notice was provided with respect to a particular securities account, prior to the Record Date.

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

- (f) If you are a holder of Depositary Interests representing Ordinary shares admitted to trading on the London Stock Exchange, please complete and return the Form of Direction (in accordance with the instructions set out in that document) such that the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, receives it no later than 08:00 (London time) on Wednesday, December 4, 2019. Holders of Depositary Interests cannot vote in person at the Meeting; therefore, please ensure that the Depositary receives your vote by this deadline.
- (g) Depositary Interest holders wishing to attend the meeting should contact the Depositary (Link Market Services Trustees Limited). The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, [Nominee.Enquiries@linkgroup.co.uk](mailto:Nominee.Enquiries@linkgroup.co.uk) no later than 08:00 (London time) on December 4, 2019 to request a Letter of Representation. However, Depositary Interest holders will not be able to vote at the Meeting.
- (h) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST

sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

- (i) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent ID (RA10) by 08:00 (London time) on Wednesday, December 4, 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
  - (j) CREST members and, where applicable, their CREST sponsors or voting service providers, should note that CREST does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
  - (k) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
  - (l) Joint holders of shares should note that, pursuant to our Articles of Association in the case of joint shareholders, the vote of the senior-most of such shareholders who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
7. These procedures are subject to the provisions of the UK Uncertificated Securities Regulations 2001, and in the event of conflict with any other provisions, those set out in the UK Uncertificated Securities Regulations 2001 will prevail.
  8. As of September 30, 2019 (being the last practicable date prior to the publication of this notice) the Company’s issued share capital with voting rights comprised 98,478,339 Ordinary Shares of NIS 0.01 each.
  9. Members attending the meeting have the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
  10. Relevant materials will be available for inspection at the Company’s Registered Office during normal business hours from the date of this Notice for at least 15 minutes prior to the Meeting and during the Meeting.

11. Summary timetable:

<b>Event</b>	<b>Date</b>	<b>London time</b>
Record date for holders of Depositary Interests admitted to trading on the London Stock Exchange .....	Wednesday, November 27, 2019	close of business
Record date for holders of ordinary shares listed on the Tel-Aviv Stock Exchange .....	Wednesday, November 27, 2019	close of business
Record date for holders of ordinary shares admitted to trading on the London Stock Exchange .....	Wednesday, November 27, 2019	close of business
Voting deadline for holders of ordinary shares listed on the Tel-Aviv Stock Exchange .....	Monday, December 2, 2019	08:00
Voting deadline for TASE Members for the ordinary shares listed on the Tel-Aviv Stock Exchange held by them.....	Monday, December 2, 2019	12:00
Voting deadline for holders of Depositary Interests admitted to trading on the London Stock Exchange .....	Wednesday, December 4, 2019	08:00
Voting deadline for holders of ordinary shares admitted to trading on the London Stock Exchange .....	Thursday, December 5, 2019	08:00
Meeting date.....	Monday, December 9, 2019	08:00

**Matomy Media Group Ltd.**

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

Form of Proxy for completion by holders of shares of Matomy Media Group Ltd. (the “**Company**”) listed on the Tel-Aviv Stock Exchange in respect of the Extraordinary General Meeting of the shareholders (the “**Meeting**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 9, 2019 at 16 Abba Hillel Rd. (10th floor), Ramat Gan, Israel (at Meitar Liquornik Geva Leshem Tal, Law Offices).

I/We

.....  
.....

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

of

.....  
.....

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

..... (the “**TASE Member**”)<sup>3</sup> to vote on my behalf in person or by proxy at the Meeting and at any adjourned or postponed Meeting as directed by an “X” in the appropriate box opposite the Resolution.

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

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

Resolution		FOR	AGAINST	ABSTAIN
1	To approve the purchase of additional D&O policy			

<sup>3</sup> Please insert the name of the broker, bank or other nominee through which you hold your shares and who'll be voting the shares on your behalf.

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

	YES	NO
Do you have a personal interest in resolution on the agenda <sup>4</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>5</sup> ?		
Are you a senior officer in the Company?		
Are you a foreign institutional client, joint investment fund manager or trust fund?		

Signed .....

Date .....

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<sup>4</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>5</sup> For this purpose, a “**controlling shareholder**” is any shareholder that has the ability to direct the company’s activities (other than by means of being a director or office holder (as defined in the Israeli Companies Law) of the company), including a person who holds 25% or more of the voting rights in the general meeting of the company if there is no other person who holds more than 50% of the voting rights in the company; for the purpose of a holding, two or more persons holding voting rights in the company each of which has a personal interest in the approval of the transaction being brought for approval of the company shall be considered to be joint holders. A person is presumed to be a controlling shareholder if it holds or controls, by himself or together with others, one half or more of any one of the “means of control” of the company. “Means of control” is defined as any one of the following: (i) the right to vote at a general meeting of the company, or (ii) the right to appoint directors of the company or its chief executive officer.

**Notes:**

1. For this Form of Proxy to be valid, the Broker, Bank or other nominee company through which the shareholder holds his shares must receive, by no later than 10:00 (Tel Aviv time) on Monday, December 2, 2019, a legible PDF scan of the duly completed and signed Form of Proxy.
2. In the case the shareholder is a corporation, this Form of Proxy should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
3. In the case shareholders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most shareholder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
4. The TASE Member or his proxy will appoint the chairman of the meeting as their proxy to cast your votes. The chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolution) that may properly come before the meeting.
5. Any alteration made in the Form of Proxy should be initialled.
6. Please refer to the Notes to the Notice of the Meeting for further information.

**Matomy Media Group Ltd.**

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

Form of Direction for completion by holders of Uncertificated Securities (i.e., Depository Interests) representing shares in Matomy Media Group Ltd. admitted to trading on the London Stock Exchange, in respect of the Extraordinary General Meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 9, 2019 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar Liquornik Geva Leshem Tal, Law Offices).

I/We

.....  
.....

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

of

.....  
.....

being a holder of Depository Interests representing shares in Matomy Media Group Ltd. admitted to trading on the London Stock Exchange hereby direct Link Market Services Trustees Limited (the “**Depository**”) to vote for me/us and on my behalf in person or by proxy at the Extraordinary General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 9, 2019 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar Liquornik Geva Leshem Tal, Law Offices) (and at any meeting following adjournment thereof) as directed by an “X” in the appropriate box opposite the Resolution.

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

Resolution		FOR	AGAINST	ABSTAIN
1	To approve the purchase of additional D&O policy			

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

	<b>YES</b>	<b>NO</b>
Do you have a personal interest in resolution on the agenda <sup>6</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>7</sup> ?		
Are you a senior officer in the Company?		
Are you a foreign institutional client, joint investment fund manager or trust fund?		

Signed .....

Date .....

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<sup>6</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>7</sup> For this purpose, a “**controlling shareholder**” is any shareholder that has the ability to direct the company’s activities (other than by means of being a director or office holder (as defined in the Israeli Companies Law) of the company), including a person who holds 25% or more of the voting rights in the general meeting of the company if there is no other person who holds more than 50% of the voting rights in the company; for the purpose of a holding, two or more persons holding voting rights in the company each of which has a personal interest in the approval of the transaction being brought for approval of the company shall be considered to be joint holders. A person is presumed to be a controlling shareholder if it holds or controls, by himself or together with others, one half or more of any one of the “means of control” of the company. “Means of control” is defined as any one of the following: (i) the right to vote at a general meeting of the company, or (ii) the right to appoint directors of the company or its chief executive officer.



**Notes:**

1. For this Form of Direction to be valid, it must be duly completed and signed, and must be received by the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom) by no later than 08:00 (London time) on Wednesday, December 4, 2019.
2. In the case the Depositary Interest holder is a corporation, this Form of Direction should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
3. Please indicate how you wish your votes to be cast by marking an “X” in the boxes provided. On receipt of this Form of Direction duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions.
4. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolution) that may properly come before the meeting.
5. In the case Depositary Interest holders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most Depositary Interest holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company’s register of Depositary Interests in respect of the joint holding.
6. Any alteration made in the Form of Direction should be initialled.
7. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
  8. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom or by email to [Nominee.Enquiries@linkgroup.co.uk](mailto:Nominee.Enquiries@linkgroup.co.uk) to request a letter of representation no later than 08:00 (London time) on Wednesday, December 4, 2019. However, Depositary Interest holders will not be able to vote at the Meeting.
9. Please refer to the Notes to the Notice of the Extraordinary General Meeting for further information.

**Matomy Media Group Ltd.**

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

Form of Proxy for completion by holders of certificated securities of Matomy Media Group Ltd. admitted to trading on the London Stock Exchange, in respect of the extraordinary general meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 9, 2019 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar Liguornik Geva Leshem Tal, Law Offices).

I/We

.....  
.....

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

of

.....  
.....

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

..... / the Chairman of the Meeting

To act as my/our proxy and to vote for me/us at the Extraordinary General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, December 9, 2019 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar Liguornik Geva Leshem Tal, Law Offices) (and at any meeting following adjournment thereof) I/we have indicated below by an "X" in the appropriate box opposite the Resolution.

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

Resolution		FOR	AGAINST	ABSTAIN
1	To approve the purchase of additional D&O policy			

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

	YES	NO
Do you have a personal interest in resolution on the agenda <sup>8</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>9</sup> ?		
Are you a senior officer in the Company?		
Are you a foreign institutional client, joint investment fund manager or trust fund?		

Signed .....

Date .....

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<sup>8</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>9</sup> For this purpose, a “**controlling shareholder**” is any shareholder that has the ability to direct the company’s activities (other than by means of being a director or office holder (as defined in the Israeli Companies Law) of the company), including a person who holds 25% or more of the voting rights in the general meeting of the company if there is no other person who holds more than 50% of the voting rights in the company; for the purpose of a holding, two or more persons holding voting rights in the company each of which has a personal interest in the approval of the transaction being brought for approval of the company shall be considered to be joint holders. A person is presumed to be a controlling shareholder if it holds or controls, by himself or together with others, one half or more of any one of the “means of control” of the company. “Means of control” is defined as any one of the following: (i) the right to vote at a general meeting of the company, or (ii) the right to appoint directors of the company or its chief executive officer.

**Notes:**

1. For this Form of Proxy to be valid, the Registrar must receive the duly completed form of proxy by no later than 08:00 (London time) on Thursday, December 5, 2019.
2. If you sign and return this Form of Proxy with no proxy named in the box, the Chairman of the Meeting will be deemed to be your proxy.
3. In the case the shareholder is a corporation, this Form of Proxy should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing. In order for this Form of Proxy to be valid, all shareholders must submit a copy of their ID card or passport (and if a corporation - a copy of the incorporation certificate) together with the Form of Proxy.
4. In the case shareholders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most shareholder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
5. Any alteration made in the Form of Proxy should be initialled.
6. Please refer to the Notes to the Notice of the Meeting for further information.