

**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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Notice of an extraordinary general meeting of shareholders (the “**Meeting**”) of Matomy Media Group Ltd. (the “**Company**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, October 13, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar | Law Offices) (the “**Company's Registered Office**”), is set out at the end of this document. We currently intend to hold the Meeting in person. However, depending on developments with respect to the coronavirus (COVID-19) pandemic, we might hold the Meeting virtually on the above date and time instead of in person. If we determine that a change to a virtual meeting format is advisable or required, an announcement of such change will be made on an immediate report as promptly as practicable. We encourage you to check our publications prior to the Meeting date if you are planning to attend the Meeting. 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 October 8, 2020. Completion and return of a Form or

Proxy will not preclude you from attending and voting at the Meeting, should you wish to do so (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 | LAW OFFICES)

AT 08:00 (London time) / 10:00 (Tel Aviv time) ON TUESDAY, OCTOBER 13, 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 5250608,  
Israel  
(At Meitar | Law Offices)

September 22, 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 Tuesday, October 13, 2020 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 board of directors (the “**Board**”) believes the adoption of the resolution is in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the resolution (as they intend to do in respect of their own beneficial holdings, if applicable).

Yours faithfully,

**Amitay Weiss**  
**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 (the “**Meeting**”) will be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, October 13, 2020 at the Company’s Registered Office, for the following purpose:

To approve the cancellation of the admission of Company’s ordinary shares, par value NIS 0.01 per share (the “**Ordinary Shares**”) for trading on the High Growth Segment (“**HGS**”) of the London Stock Exchange (“**LSE**”) main market, such that following the cancellation the Ordinary Shares will remain solely listed on the Tel Aviv Stock Exchange Ltd. (“**TASE**”).

The Company’s board of directors (the “**Board**”) recommends a vote FOR with respect to the resolution listed above.

Dated: September 22, 2020

By Order of the Board,

**Amitay Weiss**  
**Chairman of the Board of Directors**

## **RESOLUTION I - TO APPROVE THE CANCELLATION OF THE ORDINARY SHARES' ADMISSION FOR TRADING ON THE HIGH GROWTH SEGMENT OF THE LSE**

On the opening of business on June 23, 2020, the Company's securities were suspended from admission on the HGS of the LSE's main market, since the Company didn't regain compliance and didn't meet all of the continuing eligibility requirements under the HGS Rules within six months of the extraordinary general meeting of the Company's shareholders on December 24, 2019, which approved the sale of the Company's shares (90%) in Team Internet AG to Centralnic Group PLC.

On Monday, September 21, 2020 the Company's Board approved and recommended for approval by the Company's shareholders the cancellation of admission of Ordinary Shares for trading on the HGS of the LSE's main market, such that following the cancellation the Ordinary Shares will remain solely listed on the TASE. Under the HSG Rules, it is a requirement that the cancellation be approved by at least 75% of votes cast by shareholders at the Meeting. Furthermore, Rule 33 of the HGS Rules requires any company that wishes that the LSE cancel the admission of its shares for trading on HGS to notify its shareholders and to separately inform the LSE of its preferred cancellation date at least 20 business days' after the passing of a shareholder resolution on the intended cancellation. Consequently, the Company intends to apply to the LSE to request the cancellation, subject to the shareholders' resolution.

### **Cancellation timetable**

In accordance with Rule 33 of the HGS Rules, the date for the intended cancellation of the listing must be at least 20 business days' after the passing of the resolution. The Company will announce in a subsequent filing the exact timeline of the cancellation when it becomes available.

### **Reasons for the Cancellation**

The Board approved the cancellation for the following reasons:

- Only a small amount of trading in the Ordinary Shares has been conducted on the LSE; taking into account these low trading volumes and the ongoing regulatory compliance and administrative costs the Company incurs annually as a result of its listing on the LSE, the Board determined that there is no significant benefit to the Company in maintaining the listing;
- The Company does not believe that the cancellation will adversely affect its shareholders, since the Ordinary Shares will continue to be listed on the TASE, and will continue to be tradeable on other venues;
- As the Company has its primary listing and main trading platform on the TASE, the continued listing on the LSE would not afford the Company a significant advantage in terms of liquidity or additional sources of funding, compared to the ongoing costs of maintaining the listing.

### Continued listing on the TASE

As a result of its listing on the TASE, the Company will be subject to the rules and regulations of the Israeli Securities Law and all other laws, rules and regulations applicable to a company with a listing of shares solely on the TASE.

**Shareholders should note that following the cancelation they will be able to trade the Ordinary Shares only on the TASE. The Company will elaborate in subsequent filing the cancelation procedures and announce the exact timeline of the cancellation of the admission of its Ordinary Shares for trading on the High Growth Segment of the LSE when it becomes available.**

#### **Proposed Resolution:**

**To approve the cancellation of the admission of Ordinary Shares for trading on the High Growth Segment of the LSE, such that following the cancelation the Ordinary Shares will remain solely listed on the TASE.**

## Notes:

1. **Majority for the approval of the resolutions on the agenda** - For the resolution on the agenda to be passed, an affirmative vote of the holders of a majority of at least 75% of the voting power represented at the Meeting in person or by proxy, excluding abstentions, is required.
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 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. **Meeting Cancellation** – Under the Israeli Companies Law, 5759-1999 (the “**Companies Law**”), the Company may cancel this Notice and the Meeting at any time before the Meeting.
4. **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 Articles 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 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 September 29, 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 (the “**ISA**”) 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.

5. **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 Thursday, October 1, 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.
6. **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 Friday, September 25, 2020 (the “**Record Date**”), 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.

## 7. Voting and Proxies –

- (a) Enclosed with this document is (1) a form of proxy for holders of the Company's shares listed on the TASE (a "**Form of Proxy to a TASE Member**"), (2) a form of direction for holders of uncertificated securities (i.e., Depository Interests) representing Ordinary Shares admitted for trading on the LSE (the "**Form of Direction**") and (3) a form of proxy for holders of certificated securities admitted to trading on the LSE (also a "**Form of Proxy**"); Please note that this document sets out different processes for securities traded on the TASE and securities admitted for trading on the LSE. 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, October 8, 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 Thursday, October 8, 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, the "**TASE Members**") 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 Tuesday, October 6, 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 Tuesday, October 6, 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 Tuesday, October 6, 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 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 for trading on the LSE, 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, October 7, 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, October 7, 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, October 7, 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.
8. These procedures are subject to the provisions of the UK Uncertificated Securities Regulations 2001, and in the event of conflict with any other provisions, those set out in the UK Uncertificated Securities Regulations 2001 will prevail.
  9. As of Monday, September 21, 2020 (being the last practicable date prior to the publication of this notice) the Company's issued share capital with voting rights comprised of 98,761,839 Ordinary Shares.
  10. Members attending the Meeting will 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 must be given if (i) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
  11. 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.

12. Summary timetable:

<b>Event</b>	<b>Date</b>	<b>London time</b>
Record Date for holders of Depositary Interests admitted for trading on the London Stock Exchange.....	Friday, September 25, 2020	close of business
Record Date for holders of ordinary shares listed on the Tel-Aviv Stock Exchange .....	Friday, September 25, 2020	close of business
Record Date for holders of ordinary shares admitted for trading on the London Stock Exchange.....	Friday, September 25, 2020	close of business
Voting deadline for holders of ordinary shares listed on the Tel-Aviv Stock Exchange.....	Tuesday, October 6, 2020	08:00
Voting deadline for TASE Members for the ordinary shares listed on the Tel-Aviv Stock Exchange held by them.....	Tuesday, October 6, 2020	12:00
Voting deadline for holders of Depositary Interests admitted for trading on the London Stock Exchange .....	Wednesday, October 7, 2020	08:00
Voting deadline for holders of ordinary shares admitted for trading on the London Stock Exchange.....	Thursday, October 8, 2020	08:00
Meeting date.....	Tuesday, October 13, 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 Tuesday, October 13, 2020 at 16 Abba Hillel Rd. (10th floor), Ramat Gan, Israel (at Meitar | Law Offices).

I/We

.....  
.....

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

of

.....  
.....

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

..... (the “**TASE Member**”)<sup>1</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	<b>To approve the cancellation of the admission of Ordinary Shares for trading on the High Growth Segment of the LSE, such that following the cancelation the Ordinary Shares will remain solely listed on the TASE.</b>			

Signed .....

Date .....

<sup>1</sup> Please insert the name of the broker, bank or other nominee through which you hold your shares and who will be voting the shares on your behalf.

**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 Tuesday, October 6, 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 for 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. (the “**Company**”) admitted for trading on the London 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 Tuesday, October 13, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar | Law Offices).

I/We

.....

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

of

.....

being a holder of Depositary Interests representing shares in the Company admitted for 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 Meeting of the Company to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Wednesday, October 7, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar | 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 Depositary to abstain from voting.**

Resolution		FOR	AGAINST	ABSTAIN
I	<b>To approve the cancellation of the admission of Ordinary Shares for trading on the High Growth Segment of the LSE, such that following the cancelation the Ordinary Shares will remain solely listed on the TASE.</b>			

Signed .....

Date .....

**Notes:**

1. For this Form of Direction to be valid, it must be duly completed and signed, and must be received by the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom) by no later than 08:00 (London time) on Wednesday, October 7, 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 (the “**Chairman**”) as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) that may properly come before the meeting.
5. In the case Depositary Interest holders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most Depositary Interest holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company’s register of Depositary Interests in respect of the joint holding.
6. Any alteration made in the Form of Direction should be initialled.
7. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Depositary Interest holders wishing to attend the meeting should contact the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, [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, October 7, 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 Meeting for further information.

**Matomy Media Group Ltd.**

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

Form of Proxy for completion by holders of certificated securities of Matomy Media Group Ltd. (the “**Company**”) admitted for trading on the London Stock Exchange, in respect of the extraordinary general meeting of shareholders (the “**Meeting**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, October 13, 2020 at 16 Abba Hillel Rd. (10<sup>th</sup> floor), Ramat Gan, Israel (at Meitar | Law Offices).

I/We

.....  
.....

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

of

.....  
.....

being a holder of certificated securities of the Company admitted for 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 Meeting of the Company to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Thursday, October 8, 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	<b>To approve the cancellation of the admission of Ordinary Shares for trading on the High Growth Segment of the LSE, such that following the cancellation the Ordinary Shares will remain solely listed on the TASE.</b>			

Signed .....

Date .....

**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, October 8, 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.