

Matomy Media Group Ltd.

Amended Proxy Statements

Matomy Media Group Ltd. (the "Company") published a notice dated December 5, 2016 (the "Notice") of the Company's annual general meeting on January 10, 2017 (the "AGM"). The Notice included certain forms of proxy and instruction (together, the "Original Proxy Statements") relating to the AGM. Following the publication and mailing of the Notice, the Company's board of directors (the "Board") determined that it is appropriate to make certain technical changes to the text of the Original Proxy Statements. Accordingly, set out below are amended versions of the forms (together, the "Amended Proxy Statements") reflecting such changes, but which make no other material changes to the process of the AGM. The Amended Proxy Statements form an integral part of the Notice, and are also available on the websites of the Company and the Tel-Aviv Stock Exchange. For the avoidance of doubt, the Company will accept as valid a proxy vote properly submitted using either an Original Proxy Statement or an Amended Proxy Statement. In the event of conflict between voting instructions (e.g., the Company receives multiple forms with respect to certain securities), the Registrar's (as such term is defined in the Notice) procedures for the resolution of vote conflict will govern exclusively.

Matomy Media Group Ltd.

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

This is an amended form of proxy for completion by holders of shares of Matomy Media Group Ltd. (the “**Company**”) listed on the Tel-Aviv Stock Exchange (the “**TASE Proxy Form**”), in respect of the annual general meeting (the “**AGM**”) of the shareholders (the “**Meeting**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, 10 January 2017 at 6 Hanechoshet St., Tel Aviv 6971070, Israel.

I/We

.....

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

of

.....

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

...../ the Chairman of the Meeting

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

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

RESOLUTION	FOR	AGAINST	ABSTAIN
1. to re-elect Ofer Druker as executive Director			
2. to re-elect Sagi Niri as executive Director			
3. to re-elect Harel Beit-On as Director			
4. to re-elect Rishad Tobaccowala as Director			
5. to re-elect Amir Efrati as Director			
6. to re-elect Nir Tarlovsky as Director			
7. to re-appoint the Auditors and authorize the Board/audit committee to set the Auditor’s fees			
8. to approve that the Directors are authorized to issue and allot equity securities as listed in Exhibit I hereto			
9. to approve the disapplication of pre-emption rights in respect of certain allotments of equity securities			

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

YES NO

Do you have a personal interest in the Company?

Are you a controlling shareholder in the Company?

Are you a senior officer in the Company?

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

Signed

Date:

Notes:

1. For this TASE Proxy Form to be valid, the Company must receive, by no later than 08:00 (London time) on Friday, 6 January 2017, an email sent to *proxy@matomy.com* attaching legible PDF scans of both (1) the duly completed and signed TASE Proxy Form and (2) a copy of an ownership certification, dated as of Tuesday, 3 January 2017, for the relevant shares.
2. If you sign and return this TASE Proxy Form 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 TASE Proxy Form should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
4. In the case shareholders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most shareholder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
5. Any alteration made in the TASE Proxy Form should be initialled.
6. Please refer to the Notes to the Notice of the Meeting for further information.

Matomy Media Group Ltd.

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

This is an amended 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 (the “**Form of Direction**”), in respect of the annual general meeting (the “**AGM**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, 10 January 2017 at 6 Hanechoset St., Tel Aviv 6971070, Israel.

I/We

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

of

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being a holder of Depositary Interests representing shares in Matomy Media Group Ltd. admitted to trading on the London Stock Exchange hereby direct Capita IRG Trustees Limited (the “**Depositary**”) to vote for me/us and on my behalf in person or by proxy at the Annual General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, 10 January 2017 at 6 Hanechoset St., Tel Aviv 6971070, Israel (and at any meeting following adjournment thereof) as directed by an “X” in the appropriate box opposite the Resolution.

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

RESOLUTION	FOR	AGAINST	ABSTAIN
1. to re-elect Ofer Druker as executive Director			
2. to re-elect Sagi Niri as executive Director			
3. to re-elect Harel Beit-On as Director			
4. to re-elect Rishad Tobaccowala as Director			
5. to re-elect Amir Efrati as Director			
6. to re-elect Nir Tarlovsky as Director			
7. to re-appoint the Auditors and authorize the Board/audit committee to set the Auditor’s fees			
8. to approve that the Directors are authorized to issue and allot equity securities as listed in Exhibit I hereto			
9. to approve the disapplication of pre-emption rights in respect of certain allotments of equity securities			

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

YES NO

Do you have a personal interest in the Company?

Are you a controlling shareholder in the Company?

Are you a senior officer in the Company?

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

Signed

Date:

Notes:

1. For this Form of Direction to be valid, it must be duly completed and signed, and must be received by the Registrar (Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, custodymgt@capita.co.uk) by no later than 08:00 (London time) on Thursday, 5 January 2017.
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 (Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, custodymgt@capita.co.uk) to request a letter of representation no later than 08:00 (London time) on Thursday, 5 January 2017. However, Depositary Interest holders will not be able to vote at the Meeting.
9. Please refer to the Notes to the Notice of the Annual General Meeting for further information.

Matomy Media Group Ltd.

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

This is an amended form of proxy for completion by holders of certificated securities of Matomy Media Group Ltd. admitted to trading on the London Stock Exchange (the “**LSE Proxy Form**”), in respect of the annual general meeting (“**AGM**”) to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, 10 January 2017 at 6 Hanechoset St., Tel Aviv 6971070, Israel.

I/We

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

of

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being a holder of certificated securities of Matomy Media Group Ltd. admitted to trading on the London Stock Exchange hereby direct Capita IRG Trustees Limited (the “**Depositary**”) to vote for me/us and on my behalf in person or by proxy at the Annual General Meeting of Matomy Media Group Ltd. to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, 10 January 2017 at 6 Hanechoset St., Tel Aviv 6971070, Israel (and at any meeting following adjournment thereof) as directed by an “X” in the appropriate box opposite the Resolution.

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

RESOLUTION	FOR	AGAINST	ABSTAIN
1. to re-elect Ofer Druker as executive Director			
2. to re-elect Sagi Niri as executive Director			
3. to re-elect Harel Beit-On as Director			
4. to re-elect Rishad Tobaccowala as Director			
5. to re-elect Amir Efrati as Director			
6. to re-elect Nir Tarlovsky as Director			
7. to re-appoint the Auditors and authorize the Board/audit committee to set the Auditor’s fees			
8. to approve that the Directors are authorized to issue and allot equity securities as listed in Exhibit I hereto			
9. to approve the disapplication of pre-emption rights in respect of certain allotments of equity securities			

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

YES **NO**

Do you have a personal interest in the Company?

Are you a controlling shareholder in the Company?

Are you a senior officer in the Company?

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

Signed

Date:

Notes:

1. For this LSE Proxy Form to be valid, the Company must receive, by no later than 08:00 (London time) on Friday, 6 January 2017, an email sent to *proxy@matomy.com* attaching legible PDF scans of both (1) the duly completed and signed LSE Proxy Form and (2) a copy of an ownership certification, dated as of Tuesday, 3 January 2017, for the relevant shares.
2. If you sign and return this LSE Proxy Form 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 LSE Proxy Form should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
4. In the case shareholders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most shareholder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
5. Any alteration made to the LSE Proxy Form should be initialled.
6. Please refer to the Notes to the Notice of the Meeting for further information.

Exhibit I
Authorization to Issue New Shares
Pursuant to Resolution 8

The Directors are authorised to issue and allot:

1. additional equity securities (as defined in the Company's Articles):
 - 1.1. up to an aggregate nominal amount equal to one-third of the Company's issued share capital in existence as of the date of the 2016 Annual General Meeting (such amount to be reduced by the aggregate nominal amount of any additional securities issued under sub-paragraph 1.3 below);
 - 1.2. up to an aggregate nominal amount equal to two-thirds of the Company's issued share capital in existence as of the date of the Annual General Meeting (such amount to be reduced by the aggregate nominal amount of any additional securities issued under sub-paragraph 1.1 above) in connection with an offer by way of a rights issue, open offer or other pre-emptive offer:
 - (A) to shareholders in proportion (as nearly as may be) to their existing holdings; and
 - (B) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary; and
 - 1.3. from time to time in connection with a financing or refinancing of a single acquisition by the Company up to an aggregate nominal amount of 9.99% of the Company's issued share capital,

provided that the authority conferred by the resolutions set out in this paragraph 1 shall expire at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry, revocation or variation make an offer or enter into an agreement which would or might require the Company to issue equity securities after such expiry, revocation or variation, and the Directors may issue and allot equity securities pursuant to such offer or agreement as if such authority had not expired or been revoked or varied;

2. subject to and conditionally upon the passing of the resolutions in sub-paragraphs 1.1, 1.2 and 1.3 above:
 - 2.1. additional equity securities for cash pursuant to the authority conferred by the resolutions in sub-paragraphs 1.1, 1.2 and 1.3 above; and
 - 2.2. other than pursuant to sub-paragraph 2.1 above, additional equity securities up to an aggregate nominal amount equal to 5% of the Company's issued share capital in existence as of the date of the 2016 Annual General Meeting,

in each case as if Article 11.3 of the Articles, which confers on shareholders of the Company ("**Shareholders**") rights of pre-emption in respect of the allotment or issue of securities that are, or are to be, paid up in cash, did not apply to such allotment, provided that the authority conferred by sub-paragraph 2.1 above shall be limited to:

- (A) in the case of an issue and allotment pursuant to the authority conferred by paragraph 1 above, the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer (but in the case of an allotment pursuant to the authority conferred by sub-paragraph 1.2 above, such authority shall be limited to the allotment of equity securities in connection with a rights issue only), in each case, in favour of Shareholders and any other persons who are entitled to participate in such issue or offer where the equity securities offered to each such Shareholder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares (as defined in the Company's Articles) held or

deemed to be held by them on the record date applicable to such issue or offer, but subject to such exclusions or other arrangements as the Directors deem fit to deal with fractional entitlements, legal or practical problems arising under the laws of any overseas territory, the requirements of any regulatory body or stock exchange or by virtue of Ordinary Shares being represented by depositary receipts or by virtue of any other matter whatever; and

- (B) in the case of an allotment pursuant to the authority conferred by sub-paragraph 1.3 above, the allotment of equity securities in connection with a financing or refinancing of a single acquisition by the Company,

and provided further that the authorities conferred by this paragraph 2 shall expire at the conclusion of the Company's next annual general meeting or the date that is 15 months after the date of such resolutions, whichever is earlier, but may be previously revoked or varied from time to time by the Company in general meeting and so that the Company may before such expiry, revocation or variation make an offer or enter into an agreement that would or might require equity securities to be allotted or sold after such expiry, revocation or variation, and the Directors may issue, allot and sell equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.