

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 duly authorised under the UK Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are not.

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. 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. 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"):

Capita 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

Matomy Media Group Ltd.

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

Notice of Annual General Meeting

NOTICE OF THE ANNUAL GENERAL MEETING

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

AT 08:00 (London time) / 10:00 (Tel Aviv time) ON TUESDAY, 10 JANUARY 2017

MATOMY MEDIA GROUP LTD.

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

Registered Office
6 Hanechoshet St.
Tel Aviv 6971070
Israel

5 December 2016

Dear Shareholder,

This document contains notice of the upcoming Annual 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, 10 January 2017 at the Company’s registered office.

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

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

Yours faithfully,

Rupert Howell
Chairman

MATOMY MEDIA GROUP LTD. (the “Company”)

NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Annual General Meeting of the Company’s shareholders will be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Tuesday, 10 January 2017 at the Company’s registered office, for the following purposes:

- **Resolution I:** to re-elect the Directors (other than the External Directors);
- **Resolution II:** to re-appoint the Auditors and authorize the Board/Audit committee to set the Auditor’s fees;
- **Resolution III:** to approve that the Directors are authorized to issue and allot equity securities as listed Exhibit I hereto; and
- **Resolution IV:** to approve the disapplication of pre-emption rights in respect of certain allotments of equity securities,

as well as to present and discuss the Company's financial statements for the financial year ending 31 December 2015, as approved by the Board of Directors of the Company.

The nominees for reelection as Directors are:

Ofer Druker (51) is the co-founder of Matomy and currently serves as Chief Executive Officer. Previously, he was Chief Executive Officer at Xtend Media, which he co-founded in 2006. Xtend Media was acquired by Matomy in 2008. Previously, he was President of Soho Digital International, a subsidiary of Direct Revenues from 2005 to 2006, and President of International Sales at Cydoor Desktop Media, an Israeli company from 1998 to 2005. He was also co-founder of both Soho Digital International and Cydoor Desktop Media. He holds a BA in Middle East and African Studies from Tel Aviv University.

Sagi Niri (44) joined Matomy in 2008 and currently serves as Chief Operations Officer. Prior to joining Matomy he was Chief Controller at McCann Erickson Israel Group from 2000 to 2008 and a manager at Deloitte Israel. He holds a BA in Corporate Finance from the College of Management—Academic Studies and an MBA in Finance from Manchester University. He has been a member of the Institute of Certified Public Accountants in Israel since 2000.

Harel Beit-On (57) was appointed to act as a Non-executive Director of Matomy in July 2010. He is a co-founder of the Viola Group, an Israeli technology orientated private equity investment group and a shareholder of Matomy. He is currently Chairman of the TASE-listed B. Gaon Holdings Ltd, an holding company focused on the water and agricultural technology sectors, and serves as an active board member of a number of portfolio companies of the Viola Group. Previously, he held a number of roles, including Chief Executive Officer, President and Chairman, at the previously NASDAQ-listed Tecnomatix, a leading software provider, from 1985 to 2005 before it was acquired by UGS. He was also Chairman of previously Nasdaq-listed Lumenis and previously Nasdaq-listed ECTel, a provider of integrated revenue management solutions, from 2004 to 2006. He holds a BA in Economics from the Hebrew University and an MBA from the Massachusetts Institute of Technology.

Rishad Tobaccowala (57) was appointed to act as a Non-executive Director of Matomy in February 2014. He is Strategy & Growth Officer and member of the Directoire+ of Publicis Groupe, the world's third largest communications group. He was most recently the Chairman of DigitasLBI and of Razorfish, two global firms owned by Publicis Groupe focused on marketing and business transformation. Rishad was previously the Chief Strategy and Innovation officer of VivaKi, a global leader in digital advertising solutions. He has 35 years of experience in marketing and has worked, helped grow, founded/co-founded or incubated a variety of companies including Leo Burnett, Starcom, SMG Next, Starcom IP, Giant Step, Play, and Denuo. He is

also Chairman of The Tobaccowala Foundation, which helps 10,000 people in India access better education and healthcare.

Amir Efrati (42) was appointed to act as a Non-executive Director of Matomy in November 2016. He brings over 20 years of business experience to the role. He is the Managing Partner and Portfolio Manager of Brosh Capital and Exodus Capital. Previously, he was the Managing Partner of the Dragon Variation Fund. Before that, he was a Portfolio Manager at JCK Partners and Elm Ridge Capital in NYC as well as an investment banker at Morgan Stanley. He has an MBA (honors) from Columbia Business School and a BA (honors) in Economics from Tel Aviv University.

Nir Tarlovsky (50) was appointed to act as a Non-executive Director of Matomy in November 2016. He has been an entrepreneur and angel investor for the last 20 years. He is currently Co-Founder at thetime, a leading early stage investor in Israeli in the digital space. Operating the leading incubator in Israel and firsttime ventures, a post-seed / pre-A \$60mm fund. He is a shareholder and Board member of numerous technology companies, including Pixellot, Playbuzz and Kidbox.com. He was one of the early investors in Matomy and was a member of its board of directors. Previously, he was the EVP Business Development at Churchill Ventures, Lead Investor at Nielsen BuzzMetrics and Co-Founder and EVP Business Development at RSL Communications. He has a BA and MA, Economics (*summa cum laude*) in Economics from Tel Aviv University.

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

The Company also announces that Rupert Howell, Non-Executive Chairman, and Nathalie Schwarz, Non-Executive Director, have notified the Board that they will not stand for re-election as directors of the Company at the AGM. As a consequence, Mr. Howell will cease to be a director of the Company on 10 January 2017, immediately following the Meeting and Ms. Schwarz will cease to be a director of the Company as of 5 December 2016

Dated: 5 December 2016

By order of the Board

Notes:

1. Enclosed with this document is (1) a form of proxy for holders of the Company's shares listed on the Tel-Aviv Stock Exchange (a "**Form of Proxy**"), (2) a form of direction for holders of uncertificated securities (i.e., Depository Interests) representing Ordinary shares admitted to trading on the London Stock Exchange (the "**Form of Direction**") and (3) a form of proxy for holders of certificated securities admitted to trading on the London Stock Exchange (also a "**Form of Proxy**").
2. Please note that this document sets out different processes for securities traded on the Tel-Aviv Stock Exchange and securities admitted to trading on the London Stock Exchange. You must follow the correct process applicable to the securities you hold. If you hold multiple types of securities, you must follow a different process for each portion of your holdings.
3. Subject to the below, only those shareholders registered in the Company's register of members as of the close of business (London time) on Tuesday, 3 January 2017 (the "**Original Record Date**") shall be entitled to attend and/or vote at the Meeting, and each only in respect of such number of shares registered in his or its name at that time. However, if the Meeting is adjourned (a "**Revised Meeting**"), the following procedures shall apply:
 - If the Revised Meeting is set to a time not more than 48 hours after the original Meeting time, the Original Record Date will continue to apply. Any changes to the Company's register of members made after the Original Record Date shall be disregarded for these purposes.
 - If the Revised Meeting is set to a time more than 48 hours after the original Meeting time, the relevant time (the "**Revised Record Date**") will be 72 hours before the Revised Meeting time. Any changes to the Company's register of members made after the Revised Record Date shall be disregarded for these purposes.
4. If you are a holder of the Company's shares, whether or not you intend to be present at the Meeting, please complete and return the correct Form of Proxy (in accordance with the instructions set out in that document) such that the Company receives it no later than 08:00 (London time) on Friday, 6 January 2017.

If the Meeting is adjourned, the following procedures shall apply:

- If the Revised Meeting is set to a time *not more than* 48 hours after the original Meeting time, the original deadline will continue to apply.
- If the Revised Meeting is set to a time *more than* 48 hours after the original Meeting time, the new deadline will be 48 hours before the Revised Meeting time.

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.

5. If you are a holder of Depository Interests representing Ordinary shares admitted to trading on the London Stock Exchange, please complete and return the Form of Direction (in accordance with the instructions set out in that document) such that the Registrar (Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, custodymgmt@capita.co.uk) receives it no later than 08:00 (London time) on Thursday, 5 January 2017. Holders of Depository Interests cannot vote in person at the Meeting; therefore, please ensure that the Registrar receives your vote by this deadline.
6. 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 at 2 December 2016 (being the last practicable date prior to the publication of this notice) the Company's issued share capital with voting rights comprised 95,787,694 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. Depository Interest holders wishing to attend the meeting should contact the Depository (Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, custodymgt@capita.co.uk) no later than 08:00 (London time) on Thursday, 5 January 2017 to request a letter of representation. However, Depository Interest holders will not be able to vote at the Meeting.
11. 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.
12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent ID (RA10) by 08:00 (London time) on Thursday, 5 January 2017. 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.
13. 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.
14. 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.
15. 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.

16. Summary timetable:

Event	Date	London time
Record date for holders of depositary instruments admitted to trading on the London Stock Exchange	Tuesday 3 January 2017	close of business
Record date for holders of ordinary shares listed on the Tel-Aviv Stock Exchange	Tuesday 3 January 2017	close of business
Record date for holders of ordinary shares admitted to trading on the London Stock Exchange	Tuesday 3 January 2017	close of business
Voting deadline for holders of depositary instruments admitted to trading on the London Stock Exchange	Thursday 5 January 2017	08:00
Voting deadline for holders of ordinary shares listed on the Tel-Aviv Stock Exchange	Friday 6 January 2017	08:00
Voting deadline for holders of ordinary shares admitted to trading on the London Stock Exchange	Friday 6 January 2017	08:00
Meeting date	Tuesday 10 January 2017	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 Annual General Meeting 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.

	FOR	AGAINST	ABSTAIN
To re-elect the Directors (other than the External Directors)			
to re-appoint the Auditors and authorize the Board/audit committee to set the Auditor’s fees			
to approve that the Directors are authorized to issue and allot equity securities as listed Exhibit I hereto			
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 Proxy 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 Form of Proxy and (2) a copy of an ownership certification (*ishur baalut*), dated as of Tuesday, 3 January 2017, for the relevant shares, in accordance with the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meeting), 5760-2000.
2. If you sign and return this Form of Proxy with no proxy named in the box, the Chairman of the Meeting will be deemed to be your proxy.
3. In the case the shareholder is a corporation, this Form of Proxy should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
4. In the case shareholders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most shareholder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
5. Any alteration made in the Form of Proxy should be initialled.
6. Please refer to the Notes to the Notice of the Meeting for further information.

Matomy Media Group Ltd.

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

Form of Direction for completion by holders of Uncertificated Securities (i.e., Depositary Interests) representing shares in Matomy Media Group Ltd. admitted to trading on the London Stock Exchange, in respect of the Annual General 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 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 Hanechoshet St., Tel Aviv 6971070, Israel (and at any meeting following adjournment thereof) as directed by an “X” in the appropriate box opposite the Resolution.

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

	FOR	AGAINST	ABSTAIN
To re-elect the Directors (other than the External Directors)			
To re-appoint the Auditors and authorize the Board/audit committee to set the Auditor’s fees			
To approve that the Directors are authorized to issue and allot equity securities as listed Exhibit I hereto			
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, custodymgmt@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, custodymgmt@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. 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 annual general 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 certificated securities of Matomy Media Group Ltd. admitted to trading on the London Stock Exchange hereby direct Capita IRG Trustees Limited (the “**Depository**”) 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 Hanechoshet St., Tel Aviv 6971070, Israel (and at any meeting following adjournment thereof) as directed by an “X” in the appropriate box opposite the Resolution.

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

	FOR	AGAINST	ABSTAIN
To re-elect the Directors (other than the External Directors)			
To re-appoint the Auditors and authorize the Board/audit committee to set the Auditor’s fees			
To approve that the Directors are authorized to issue and allot equity securities as listed Exhibit I hereto			
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 Proxy 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 Form of Proxy 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 Form of Proxy with no proxy named in the box, the Chairman of the Meeting will be deemed to be your proxy.
3. In the case the shareholder is a corporation, this Form of Proxy should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
4. In the case shareholders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most shareholder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
5. Any alteration made in the Form of Proxy should be initialled.
6. Please refer to the Notes to the Notice of the Meeting for further information.

Exhibit I
Authorization to Issue New Shares
Pursuant to Resolution IV

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.