

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

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 Resolutions 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 Resolutions 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 Wednesday, February 5, 2020 at 16 Abba Hillel Rd. (10th 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 Thursday, January 30, 2020. Completion and return of a Form or Proxy will not preclude you from attending and voting at the Extraordinary General Meeting, should you wish to do so (except for holders of shares listed on the TASE, as detailed in the notice below).

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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

AT 08:00 (London time) / 10:00 (Tel Aviv time) ON, WEDNESDAY, FEBRUARY 5, 2020

(THE “NOTICE”)

MATOMY MEDIA GROUP LTD.

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

Registered Office

16 Abba Hillel Rd.

Ramat Gan

postal code 5250608

Israel

(At Meitar Liquornik Geva Leshem Tal, Law Offices)

December 31, 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 Wednesday, February 5, 2020 at the Company’s Registered Office.

The purpose of the Meeting is to consider, and, if thought fit, pass the resolutions 1 - 6 (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.

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 Wednesday, February 5, 2020 at the Company’s Registered Office, for the following purposes:

- (1) To approve the terms of employment of Mr. Sami Totah, who currently serves as chairman of the board of directors and as interim CEO.
- (2) To approve the terms of service of Mr. Ilan Tamir, the Company's CFO and COO.

Special Bonuses to former senior executives

- (3) To approve a bonus and the amendment to the terms of service of Mr. Liam Galin, the Company's former CEO.
- (4) To approve a special bonus to Mr. Ido Barash who served as the vice president of strategic development and general counsel of the Company.
- (5) To approve a special bonuses to Mrs. Keren Farage who served as the Company CFO.
- (6) To approve a special bonus to Mr. Gil Klein who served as the managing director of Mobfox and a C-level executive at Matomy Media Group.

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

Resolutions 1, 4, 5 and 6 were previously approved by the board of directors and were included in the notice of an extraordinary general meeting that was published on July 22, 2019. However, due to a demand made by the trustee of the bondholders (Series A) of the Company, the Company had removed these Resolutions from the agenda of such meeting. Therefore, the Company now seeks the shareholders' approval for such Resolutions.

Dated: December 31, 2019

By order of the Board

EXPLANATION OF RESOLUTIONS

RESOLUTION 1 – TO APPROVE THE TERMS OF EMPLOYMENT OF MR. SAMI TOTAH, WHO CURRENTLY SERVES AS CHAIRMAN OF THE BOARD OF DIRECTORS AND AS INTERIM CEO

Mr. Totah serves as the Company's chairman of the board of directors since June 2018. In addition, on May 28, 2019 he assumed the position of the CEO, after such nomination was approved by the Company's general meeting.

Mr. Totah has extensive commercial and managerial experience and in-depth acquaintance with the various aspects of the businesses of the Company and the subsidiaries. He is a seasoned executive with over 25 years of international management leadership in the IT industry.

Mr. Totah is a General Partner at Viola Growth. He has extensive knowledge and execution experience in overseeing very large IT projects, and has built an extensive global network with customers, partners, investors and executives. He is a former Senior Vice President of Operation (COO) at Amdocs (NYSE: DOX), Israel's largest software company. He has extensive global experience in leading and serving tier-one telecom giants such as Vodafone (Germany), T-Mobile US, Tele Denmark (TDC) and KT FreeTel (Korea). He has served as an active chairman in several leading start-up companies in the telecommunication arena, such as Sheer Networks, which was sold to Cisco for \$123 million, and Flash Networks and as a board of directors member in ECTel (NASDAQ: ECTX) and Pilat Media (AIM: PGB).

As of his nomination as chairman of the board on June 2018, Mr. Totah did not receive any compensation for his services. It is proposed to grant Mr. Totah a fixed monthly fee in the amount of NIS 40,000 (plus VAT) (equal to a sum of approx. \$11,100) for his services as chairman of the board of directors, effective as of January 1, 2019.

According to the Company's Remuneration Policy (that was approved by the general meeting on August 29, 2019) (the "**Remuneration Policy**"), the Company may pay the chairman of the board of directors a fixed monthly remuneration in gross amount of up to NIS 50,000. The proposed conditions of compensation are in accord with the Company's Remuneration Policy.

When considering the proposed terms of service, the remuneration committee and the board of directors considered numerous factors, including the Company's Remuneration Policy and relevant benchmark.

The proposed terms of service of Mr. Totah were approved by the Company's remuneration committee and the board of directors, taking into account Mr. Totah's qualifications and his professional, commercial and administrative experience. In the assessment of the remuneration committee and the board of directors and in light of the board members' acquaintance with Mr. Totah, the conditions of his compensation accord with his professional capabilities and with the considerable knowledge and unique experience that he has accrued with regard to the Company and its subsidiaries, and the value of all of such for the success of the Company, especially in the challenging times and in light of the comprehensive changes to the Company's management team in the recent year. Mr. Totah had a crucial part in Company's negotiations process and execution of the transaction with the purchaser for the sale to Team Internet AG (for further information about

the transaction see the Company's announcements from September 8, September 19, October 16, October 31, November 15, 2019 and December 24, 2019 (RNS 5800L, RNS 0373N, RNS 2668Q, RNS 8566R and RNS 6530T and RNS 9519X, respectively) (the "**Transaction**"), its creditors, bondholders and partners, which are of considerable value for the achievement of the Company's goals and challenges and interests.

Proposed Resolution:

To grant Mr. Totah a fixed monthly fee in the amount of NIS 40,000 (plus VAT) (equal to a sum of approx. \$11,100) for his services as chairman of the board of directors, effective as of January 1, 2019.

RESOLUTION 2 –TO APPROVE THE TERMS OF SERVICE OF MR. ILAN TAMIR, THE COMPANY'S CFO AND COO

Mr. Tamir served as the Company's interim CFO as of November 1st 2018. As of March 2019 Mr. Tamir serves as Company CFO and COO. Before that, Mr. Tamir rendered services to the Company as an independent contractor.

In the last 20 years Mr. Tamir served as a CFO and COO with multi-industry experience in strengthening and leading the corporate finance function for both high-growth start-ups and venture capital funds. Mr. Tamir has an M&A track record including negotiations, due diligence and legal closing documents, skilled in Entrepreneurship, Financial and Operational Management.

Mr. Tamir is an engineer by education and CFO by experience. Mr. Tamir has graduated from the Technion, and has an MBA from Tel-Aviv University.

On June and December 2019 the remuneration committee and the board of directors approved the compensation terms of Mr. Tamir.

In accordance with the Israeli Companies Law, compensation terms of a non-CEO officer, in a publically traded company, which are in accordance with the company's remuneration policy, require approval by the remuneration committee and the board of directors. However, since Mr. Tamir's employment terms include special bonuses, as detailed below, that deviate from the term of the Company's Remuneration Policy, they will also require the approval of the general meeting by a special majority.

Mr. Tamir's employment terms include the following special bonuses (the "**Special Bonuses**"):

1. Upon the sale of the Team Internet AG or the Sale of the Company, Mr. Tamir shall be entitled to a one-time bonus in the amount of NIS 180,000 gross, which will be paid 10 days following the closing date of such transaction.
2. To the extent that "distribution(s)"*, as such term is defined in the Israeli Companies Law, will be made by the Company and such distribution(s) shall exceed (accumulatively) a sum of US \$0.035 per Company share, Mr. Tamir shall be entitled to a one-time bonus that will be calculated as follows¹: (a) 1,500,000 multiplied by (b) the difference between (i) the actual distributed dividend(s) per share and (ii) US \$0.035.

Illustrative Examples:

- (a) Assuming the Company will distribute (accumulatively) US\$0.1 per share, Mr. Tamir shall be entitled to a bonus of $\$97,500 = (1,500,000 * (0.1 - 0.035))$
- (b) Assuming the Company will distribute (accumulatively) US\$0.035 (or less), Mr. Tamir shall not be entitled to any bonus.

- * Mr. Tamir shall be entitled to the bonus detailed above for every distribution(s) that will be executed during his employment period and until the lapse of 12 months following the expiration of the employment period (except for termination by the Company for a cause).

¹ Subject to any adjustment made to the share capital of the Company by way of share split, reverse share split, consolidation, restructuring of share capital or similar recapitalization events.

The proposed terms of service of Mr. Tamir were approved by the Company's remuneration committee and the board of directors, taking into account the board members familiarity with Mr. Tamir and that Mr. Tamir's compensation terms are commensurate with the his professional qualifications and abilities, as these have been demonstrated in his work and in his contribution to the Company's operations. In addition, the terms of employment are reasonable since they properly reflect Mr. Tamir's scope and area of responsibility, especially in light of the challenging circumstances of the Company and in light of the comprehensive reduced management team that added managerial challenges in the transitional period in the last year.

The remuneration committee and the board of directors also considered that Mr. Tamir had a crucial part in Company's negotiations process and in the execution of the Transaction with the purchaser of Team Internet, the Company's creditors, bondholders and partners, especially in the challenging times and in light of the comprehensive changes to the Company's management team in the recent year.

The Special Bonuses are a reasonable reward to Mr. Tamir on the completion of the Transaction for the sale of Team Internet, which was in the best interest of the Company, in a short period of time and on the best terms for the Company. Therefore, the remuneration committee and the board of directors were of the opinion that the terms of service of Mr. Tamir, are reasonable and suitable and it reflect his efforts and hard work.

Mr. Tamir's entitlement to the Special Bonuses was and is subject to defined challenging mile stones which were and are directly linked to his performance. Such mile stones were and are aligned with the Company's business goals and interests, as well as its shareholders interests. Therefore, the special bonuses are reasonable and fitting.

Proposed Resolution

To approve the grant of the Special Bonuses to Mr. Ilan Tamir, as detailed above.

RESOLUTIONS 3 – 6 - TO APPROVE SPECIAL BONUSES TO FORMER SENIOR EXECUTIVES

RESOLUTION 3 – TO APPROVE A BONUS AND THE AMENDMENT TO THE TERMS OF SERVICE OF MR. LIAM GALIN, THE COMPANY'S FORMER CEO

Liam Galin succeeded Sagi Niri as President and CEO in 2018. On March 6, 2019, Mr. Liam Galin resigned from the position as the Company's Chief Executive Officer, inter alia, because Matomy was in the final stages of its debt restructuring, following which Matomy planned to focus on its Germany based Domain Monetization activity, while streamlining its management and corporate overheads to fit its new structure and direction.

Mr. Galin's term of service were approved by the remuneration committee and the board of directors on September 2018, however, they were not brought to the approval of the general meeting².

The terms of his service included an equity based remuneration equal to 3% of the Company's issued and outstanding share capital on the date of the grant (the "**Equity Compensation**").

Since the Equity Compensation wasn't allocated to Mr. Galin³, it is suggested to approve the following amendment in lieu of the Equity Compensation (the "**Bonus**"):

"To the extent that "distribution(s)"*, as such term is defined in the Israeli Companies Law, will be made by the Company and such distribution(s) shall exceed (accumulatively) a sum of US \$0.035 per Company share, Mr. Galin shall be entitled to a one-time bonus that will be calculated as follows⁴: (a) 1,500,000 multiplied by (b) the difference between (i) the actual distributed dividend/s per share and (ii) US \$0.035.

Illustrative Examples:

- (a) Assuming the Company will distribute (accumulatively) US\$0.1 per share, Mr. Galin shall be entitled to a bonus of \$97,500 = (1,500,000 * (0.1 – 0.035)).
- (b) Assuming the Company will distribute (accumulatively) US\$0.035 (or less), Mr. Galin shall not be entitled to any bonus.

* Mr. Galin shall be entitled to the Bonus detailed above for every distribution(s) that will be executed within a period of 12 months following the expiration of the employment period (i.e. July 15, 2019).

The Bonus detailed above shall replace the Equity Compensation and will be subject to Mr. Galin's waiver of the Equity Compensation and a sum equal to 4.5 monthly salaries for an

² Mr. Galin's terms of service were within the range of previous CEO's of the Company, other than the equity award and the adjustment payment, as detailed above.

³ If such Equity Compensation would have been allocated, than 50% have been vested until the end of Mr. Galin's notice period and the rest would have been expired.

⁴ Subject to any adjustment made to the share capital of the Company by way of share split, reverse share split, consolidation, restructuring of share capital or similar recapitalization events.

adjustment payment that Mr. Galin claims to be entitled to receive, and any claim with regard to such compensations (the "**Waiver**").

Since Mr. Galin is a former CEO, according the Israeli Companies Law, the suggested amendment is subject to the approval of the remuneration committee, the board of directors and the general meeting by a special majority.

The remuneration committee and the board of directors have approved the amendment to Mr. Galin's terms of service to be reasonable in the circumstances, as detailed above.

Proposed Resolution

To approve the Bonus and the amendment to the terms of service of Mr. Liam Galin, as set forth above and subject to the Waiver as detailed above.

RESOLUTIONS 4-6: The Company adopted a special bonus plan for former employees and three senior officers in connection with the sale of the Mobfox business Unit (“**Mobfox**”), as was announced by the Company on November 15, 2018 (RNS Number: 5120H), which consists of (i) a cash bonus (the “**Cash Payments**”); and (ii) a grant of Restricted Share Units (the “**RSU**”) on a fully vested basis or acceleration of existing RSU's (the Cash Payment and the RSUs together: the “**Special Bonus**”). The Special Bonus was intended, *inter alia*, to encourage retention of transferred employees and senior executives which were required at the time, to assist and support the transition of Mobfox and its related technological and business platforms to the purchaser and incentivize certain key managers in connection with such sale.

The Special Bonus was approved by the remuneration committee and the board of directors. When considering the proposed Special Bonuses, the remuneration committee and the board of directors considered numerous factors, including the fact that the senior executives assisted in such a purpose and eased the transition period and the completion of the sale transaction. The Special Bonus aligned with the Company's strategy and work plans to exit all of its data-driven advertising platforms with the exception of Team Internet, therefore, they've promoted the Company's objectives.

For information regarding the senior executive's remuneration in 2018, see the Company's Annual Report for the year ending on December 31, 2018. The annual report may be viewed on the Company's investor website at: <http://investors.matomy.com>.

RESOLUTION 4 - TO APPROVE A SPECIAL BONUS TO MR. IDO BARASH WHO SERVED AS THE VICE PRESIDENT OF STRATEGIC DEVELOPMENT AND GENERAL COUNSEL OF THE COMPANY

Mr. Barash served as the vice president of strategic development and general counsel of the Company. He was a member of the executive management team since 2013 (until June 15, 2019, the end of the notice period according to his employment agreement), he also served as the company secretary.

Proposed Resolution

To grant Mr. Barash a Cash Payment of \$60,000 and to allocate him 139,000 RSU's of the Company (that will immediately vest).

The value of such allocation, as of June 11, 2019 (the grant day), is equal to a sum of approx. \$8,000.

RESOLUTIONS 5 - TO APPROVE A SPECIAL BONUS TO MRS. KEREN FARAGE WHO SERVED AS THE COMPANY CFO

Mrs. Farage served as the Company CFO since 2015 until March 2019 (the notice period and adjustment period of Mrs. Farage have elapsed on 15 November 2019) ("**Final Date**") and before that she served as the Company's VP of finance (as of 2011).

When considering the proposed Special Bonus and the Additional Bonus (as such term is defined below) to Mrs. Farage, the remuneration committee and the board of directors considered, in addition to the above, that Mrs. Farage was a key executive and has an in-depth acquaintance with the various aspects of the businesses of the Company and its subsidiaries. Mrs. Farage held considerable knowledge and unique experience that she has accrued with regard to the Company and its business, which was valuable for the success of the Company in the transition period, especially in the challenging circumstances of such period and in light of the comprehensive changes to the Company's management team in recent year. Therefore, the Additional Bonus (as such term is defined herein) is reasonable in these circumstances, taking into account the intensive work and significant contribution of Mrs. Farage during the last year, in a challenging circumstances. Mrs. Farage's entitlement to the Additional Bonus was subject to defined milestones, which was aligned with the Company's business goals and interests, as well as its shareholders interests.

Proposed Resolution

To grant Mrs. Farage a Cash Payment of \$60,000 and to allocate her 139,000 RSU's of the Company (that will immediately vest)

The value of such allocation, as of June 11, 2019 (the grant date), is equal to a sum of approx. \$8,000.

In addition, it is proposed to approve a grant of additional special bonus (the "Additional Bonus") to Mrs. Farage in the amount of \$31,250 in pursuance of the sale transaction of Team Internet AG.

RESOLUTION 5 -TO APPROVE A SPECIAL BONUS TO MR. GIL KLEIN WHO SERVED AS THE MANAGING DIRECTOR OF MOBFOX AND A C-LEVEL EXECUTIVE AT MATOMY MEDIA GROUP

Mr. Klein served as the managing director of Mobfox and a C-level executive at the Company. Having joined Matomy in 2006, he has been a member of the executive management team since 2014 and previously served as senior vice president of media and senior vice president of clients for the Group.

Proposed Resolution

To grant Mr. Klein a Cash Payment of \$75,000 and to approve the acceleration of the unvested 91,450 RSU units granted to Mr. Klein's as part of his terms of employment, to become vested and alleageable for exercise.

The value of such allocation, as of June 11, 2019 (the grant date), is equal to a sum of approx. \$5,250.

Notes:

1. Majority for the approval of the resolutions on the Agenda -

According to the Israeli Companies Law, for each of the Resolutions 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, all Resolutions require one of the following additional voting requirement:

1. a majority of the votes of shareholders present and voting who are not controlling⁵ shareholders or do not have a personal interest⁶ 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.

In connection with all Resolutions, the Israeli Companies Law, 5759-1999, as amended, and the regulations promulgated thereunder (the “**Israeli Companies Law**”), allows the board of directors of a company to approve each of such Resolutions even if the general meeting of shareholders has voted against its approval, provided that the company’s remuneration committee, and thereafter its board of directors, each determines to approve it, based on detailed arguments, and after having reconsidered the matter.

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

2. Quorum and Adjourned Meeting – the quorum shall be two or more shareholders present in person or by proxy and holding shares conferring in the aggregate 25% of the voting power of the Company. If such quorum is not present within half-hour from the time scheduled for the Meeting, the Meeting will be adjourned for one week (to the same day, time 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 –

⁵ 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.

⁶ 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.

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

A written proposal by a shareholder to include an item on the agenda, must be delivered to the Company to its Registered Office, within seven days of the publication date of this Notice (i.e. for a shareholder proposal to be considered for inclusion in the Meeting, the Company must receive the written proposal no later than January 8, 2020). If any requests are submitted to the Company to include an item on the agenda of the meeting, it is possible that items will be added to the agenda as a result. The updated agenda and the updated Form of Proxy and Form of Direction that will be published (if any) will be accessible from the reports distribution websites of the Israel Securities Authority and the Stock Exchange (www.magna.isa.gov.il and www.maya.tase.co.il, respectively) or in the Company's website. The deadline on which the Company will provide an amended Form of Proxy and a Form of Direction, if it becomes necessary to add an item to the agenda, is the date on which the Company publishes the amended notice with the updated agenda. The publication of the updated agenda (if any), as aforementioned, will not change the date scheduled for the meeting.

4. Position Statements

In accordance with the Companies Law, and the regulations promulgated thereunder, a shareholder may submit a written position statement in English to the Company, expressing its position on the Resolutions on the Agenda, no later than January 26, 2020 at the Company's Registered Office. Any position statement timely received will be furnished to the LSE and the MAGNA on-line system of the ISA and will be available to the public on the websites of the LSE and the ISA.

5. **Shareholders Entitled to Vote** - Only those shareholders registered in the Company's register of members (each a "**Record Holder**") as of the close of business (London time) on January 6, 2020, shall be entitled to attend and/or vote at the Meeting or an adjourned meeting, as the case may be, and each only in respect of such number of shares registered in his or its name at that time. Any changes to the Company's register of members made after the Record Date shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

6. Voting and Proxies –

- (a) Enclosed with this document is (1) a form of proxy for holders of the Company's shares listed on the Tel-Aviv Stock Exchange (a "**Form of Proxy to a TASE Member**"), (2) a form of direction for holders of uncertificated securities (i.e., Depositary Interests) representing Ordinary shares admitted to trading on the London Stock Exchange (the "**Form of Direction**") and (3) a form of proxy for holders of certificated securities admitted to trading on the London Stock Exchange (also a "**Form of Proxy**"); Please note that this document sets out different processes for securities traded on the Tel-Aviv Stock Exchange and securities admitted to trading on the London Stock Exchange. You must follow the correct process applicable to the securities you hold. If you hold multiple types of securities, you must follow a different process for each portion of your holdings.
- (b) Shareholders may vote their shares by personally attending the Meeting or by appointing "proxies" to vote on their behalf at the Meeting (except for Shareholders whose shares are listed on the TASE, to whom sub-section (e) herein shall apply). If you are a holder of the Company's shares, whether or not you intend to be present at the Meeting, please complete and return the correct Form of Proxy (in accordance with the instructions set out in that

document) such that the Company receives it no later than 08:00 (London time) on Tuesday, January 28, 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 Tuesday, January 28, 2020, requesting the return of the original Form of Proxy at the Meeting, delivering a later dated Form of Proxy to the chairperson at the Meeting, or, if the shareholder is the Record Holder of the Ordinary Shares, voting in person at the Meeting. If the shareholder attends the Meeting and is the Record Holder of the shares, he may vote in person, whether or not he has already executed and returned his Form of Proxy.
- (e) **Shareholders holding through the TASE** - Shareholders may vote their shares by appointing the TASE Members (bank, broker or other nominee that is admitted as member of the TASE) through which they hold their shares as "proxies" to vote on their behalf, and they must direct the TASE Members on how to vote their shares. A duly executed Form of Proxy must be received by the TASE Member no later than 10:00 (Tel Aviv time) on Tuesday, January 28, 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, January 28, 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, January 28, 2020.

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

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

- (f) If you are a holder of Depositary Interests representing Ordinary shares admitted to trading on the London Stock Exchange, please complete and return the Form of Direction (in accordance with the instructions set out in that document) such that the Depositary (Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, CAGtrustees@linkgroup.co.uk) receives it no later than 08:00

(London time) on Thursday January 30, 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, CAGtrustees@linkgroup.co.uk) no later than 08:00 (London time) on Thursday January 30, 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 Thursday January 30, 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 - (j) CREST members and, where applicable, their CREST sponsors or voting service providers, should note that CREST does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
 - (k) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 - (l) Joint holders of shares should note that, pursuant to our Articles of Association in the case of joint shareholders, the vote of the senior-most of such shareholders who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
7. These procedures are subject to the provisions of the UK Uncertificated Securities Regulations 2001, and in the event of conflict with any other provisions, those set out in the UK Uncertificated Securities Regulations 2001 will prevail.

8. As of 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 98,372,339 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:

Event	Date	London time
Record date for holders of Depositary Interests admitted to trading on the London Stock Exchange	Monday, January 6, 2020	close of business
Record date for holders of ordinary shares listed on the Tel-Aviv Stock Exchange	Monday, January 6, 2020	close of business
Record date for holders of ordinary shares admitted to trading on the London Stock Exchange	Monday, January 6, 2020	close of business
Voting deadline for holders of ordinary shares listed on the Tel-Aviv Stock Exchange	Tuesday, January 28, 2020	08:00
Voting deadline for TASE Members for the ordinary shares listed on the Tel-Aviv Stock Exchange held by them.....	Tuesday, January 28, 2020	12:00
Voting deadline for holders of Depositary Interests admitted to trading on the London Stock Exchange	Thursday, January 30, 2020	08:00
Voting deadline for holders of ordinary shares admitted to trading on the London Stock Exchange	Monday, February 3, 2020	08:00
Meeting date.....	Wednesday, February 5, 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 Wednesday, February 5, 2020 at 16 Abba Hillel Rd. (10th 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 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**”) ⁷ 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 terms of employment of Mr. Sami Totah, who currently serves as chairman of the board of directors and as interim CEO, as set forth in the notice of the general meeting			
2	To approve the Special Bonuses to Mr. Ilan Tamir, the Company's CFO and COO, as set forth in the notice of the general meeting			
3	To approve the Bonus and the amendment to the terms of service of Mr. Liam Galin, subject to the Waiver, as set forth in the notice of the general meeting			
4	To approve the special bonus to Mr. Ido Barash who served as the vice president of strategic development and general counsel of Company, as set forth in the notice of the			

⁷ 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.

Resolution		FOR	AGAINST	ABSTAIN
	general meeting			
5	To approve the special bonuses to Mrs. Keren Farage who served as the Company CFO, as set forth in the notice of the general meeting			
6	To approve the special bonus to Mr. Gil Klein who served as the managing director of Mobfox and a C-level executive at the Company, as set forth in the notice of the general meeting			

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

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

Signed

Date

⁸ 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.

⁹ 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 Tuesday, January 28, 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., 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 Wednesday, February 5, 2020 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 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 Wednesday, February 5, 2020 at 16 Abba Hillel Rd. (10th 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 terms of employment of Mr. Sami Totah, who currently serves as chairman of the board of directors and as interim CEO, as set forth in the notice of the general meeting			
2	To approve the Special Bonuses to Mr. Ilan Tamir, the Company's CFO and COO, as set forth in the notice of the general meeting			
3	To approve the Bonus and the amendment to the terms of service of Mr. Liam Galin, subject to the Waiver, as set forth in the notice of the general meeting			
4	To approve the special bonus to Mr. Ido Barash who served as the vice president of strategic development and general counsel of Company, as set forth in the notice of the			

Resolution		FOR	AGAINST	ABSTAIN
	general meeting			
5	To approve the special bonuses to Mrs. Keren Farage who served as the Company CFO, as set forth in the notice of the general meeting			
6	To approve the special bonus to Mr. Gil Klein who served as the managing director of Mobfox and a C-level executive at the Company, as set forth in the notice of the general meeting			

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

	YES	NO
Do you have a personal interest in Resolutions on the agenda ¹⁰ ? 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 ¹¹ ?		
Are you a senior officer in the Company?		
Are you a foreign institutional client, joint investment fund manager or trust fund?		

Signed

Date

¹⁰ 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.

¹¹ 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 Thursday, January 30, 2020.
2. In the case the Depositary Interest holder is a corporation, this Form of Direction should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
3. Please indicate how you wish your votes to be cast by marking an “X” in the boxes provided. On receipt of this Form of Direction duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions.
4. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) that may properly come before the meeting.
5. In the case Depositary Interest holders are joint holders, the signature of any one of them will suffice, but the vote of the senior-most Depositary Interest holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for these purposes, seniority shall be determined by the order in which the names stand on the Company’s register of Depositary Interests in respect of the joint holding.
6. Any alteration made in the Form of Direction should be initialled.
7. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom or by email to CAGtrustees@linkgroup.co.uk to request a letter of representation no later than 08:00 (London time) on Thursday, January 30, 2020. However, Depositary Interest holders will not be able to vote at the Meeting.
9. Please refer to the Notes to the Notice of the Extraordinary General Meeting for further information.

Matomy Media Group Ltd.

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

Form of Proxy for completion by holders of certificated securities of Matomy Media Group Ltd. admitted to trading on the London Stock Exchange, in respect of the extraordinary general meeting to be held at 08:00 (London time) / 10:00 (Tel Aviv time) on Wednesday, February 5, 2020 at 16 Abba Hillel Rd. (10th 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 Wednesday, February 5, 2020 at 16 Abba Hillel Rd. (10th 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 terms of employment of Mr. Sami Totah, who currently serves as chairman of the board of directors and as interim CEO, as set forth in the notice of the general meeting			
2	To approve the Special Bonuses to Mr. Ilan Tamir, the Company's CFO and COO, as set forth in the notice of the general meeting			
3	To approve the Bonus and the amendment to the terms of service of Mr. Liam Galin, subject to the Waiver, as set forth in the notice of the general meeting			
4	To approve the special bonus to Mr. Ido Barash who served as the vice president of			

Resolution		FOR	AGAINST	ABSTAIN
	strategic development and general counsel of Company, as set forth in the notice of the general meeting			
5	To approve the special bonuses to Mrs. Keren Farage who served as the Company CFO, as set forth in the notice of the general meeting			
6	To approve the special bonus to Mr. Gil Klein who served as the managing director of Mobfox and a C-level executive at the Company, as set forth in the notice of the general meeting			

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

	YES	NO
Do you have a personal interest in Resolutions on the agenda ¹² ? 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 ¹³ ?		
Are you a senior officer in the Company?		
Are you a foreign institutional client, joint investment fund manager or trust fund?		

Signed

¹² 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.

¹³ 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.

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 Monday, February 3, 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.