

15 December 2017

Matomy Media Group Ltd.

Notice of EGM

Matomy Media Group Ltd. (LSE: MTMY, TASE: MTMY.TA, "Matomy" or the "Company") has issued today a Notice of Extraordinary General Meeting (respectively the "Notice" and "EGM").

The Notice is being issued in connection with the Company considering a fundraising by way of issuing NIS-denominated Convertible Bonds on the Tel-Aviv Stock Exchange ("TASE") as detailed in the Circular.

Team Internet and Use of Proceeds

As outlined in paragraphs 14.5 and 15.1 of the Additional Information section of Matomy's IPO prospectus, dated 9 July 2014, the Company is a party to the Team Internet Framework Agreement, which includes a right of Rainmaker Investments, the minority of Team Internet's shareholders, to individually transfer all of their remaining shareholding in Team Internet (being 20% in aggregate) to the Company or its designated affiliate in equal instalments of 10% in each of the periods between 1 September 2016 and 31 August 2017, 1 September 2017 and 31 August 2018 and 1 September 2018 and 31 August 2019 (each, an "Exit Sale").

The consideration payable for each Exit Sale is an amount equal to the product of dividing the Company's market capitalisation on the date of the Exit Sale by 85% of the Company's EBITDA for the preceding full four financial quarters, provided that such figure shall be no less than 8, multiplied by the sum of (i) Team Internet's EBITDA; plus (ii) the proportionate positive EBITDA of the shares held by Team Internet in each of the Company and any subsidiary of Team Internet that is not consolidated into Team Internet's audited financial information, in each case, for the 12-month period prior to the date of the Exit Sale, pro rata for the portion of shares being sold.

The first Exit Sale was exercised and paid as announced on 13 January 2017.

The net proceeds of the issuance of the Bonds will be used by the Company to finance the second Exit Sale and ensure timely payment of the consideration.

The fundraising pursuant to the issuance of the Bonds is conditional upon the Company obtaining approval from shareholders to disapply pre-emption rights and grant the Board authority to issue the Bonds and any converted shares. Completion of this issuance of the Bond is, therefore, conditional upon the passing of each of the Resolutions set out in the Notice. Completion of the issuance of the Bonds is also conditional on the successful completion of the issuance process and admission of the underlying Bonds to TASE.

The final number of Converted Shares that may be issued by the Company is unknown and contingent upon the completion of the process for issuing the Bonds, including determination of the final price for the Bonds. Therefore, the Company is seeking to disapply pre-emption rights up to 19.5 per cent. of the Existing Ordinary Shares amounting to 19,019,671 Ordinary Shares.

THE NEGOTIATIONS RELATING TO THE TERMS OF THE CONTEMPLATED ISSUANCE OF BONDS ARE STILL NOT FINALIZED AND THERE IS NO CERTAINTY THAT THE ISSUANCE OF THE BONDS WILL BE INITIATED AT ALL OR CONSUMMATED. FURTHERMORE THE AMOUNT TO BE RAISED AND THE DEFINITIVE TERMS OF THE TRANSACTION DETAILED HEREIN WILL BE ONLY THOSE DESCRIBED IN THE FINAL VERSION OF THE BOND OFFERING DOCUMENTS. FURTHERMORE, THE AFORESAID IS NOT AN OFFER OR INVITATION OR SOLICITATION OF ANY OFFER TO PURCHASE OR SUBSCRIBE FOR PURCHASE OF THE BONDS. FULL DETAILS REGARDING THE CONTEMPLATED ISSUANCE OF THE BONDS WILL BE INCLUDED IN THE BOND OFFERING DOCUMENTS, WHICH WILL BE PUBLISHED AND MADE AVAILABLE PRIOR TO THE DATE OF THE MEETING.

Potential Related Party Transactions

Certain Shareholders, who are related parties by virtue of being a substantial shareholder or a Director of the Company, or director or an associate of a substantial shareholder of the Company, have already indicated their intention to participate in the bidding for the Bonds in the sum of up to \$7 million, on a prorated basis among themselves, as detailed in the Circular.

Circular

A circular to shareholders giving notice of the EGM will be made available today on the Company's website at www.matomy.com, the website of the Israeli Securities Authority at www.magna.isa.gov.il and the website of the Tel-Aviv Stock Exchange at maya.tase.co.il giving notice of the EGM (the "Circular") followed by posting. The EGM will be held at the registered offices of the Company at 08:00 (London time) / 10:00 (Tel Aviv time) on Monday, 8 January 2018.

Recommendation

The Board believes the proposed fundraising pursuant to the issuance of the Bonds to be in the best interests of the Company and Shareholders as a whole, as detailed in the Circular.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting (as they intend to do in respect of their own beneficial holdings).

Unless otherwise defined in this announcement, all defined terms shall have the same meaning as in the Circular.

The information contained within this announcement is deemed to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 ("MAR").

About Matomy Media Group Ltd.

Matomy Media Group Ltd. (LSE: MTMY, TASE: MTMY.TA) is a global media company with a portfolio of superior data-driven platforms for mobile, video, domain, and email advertising. By providing customized performance and programmatic solutions supported by internal media

capabilities, data analytics, and optimization technology, Matomy empowers advertising and media partners to meet their evolving growth-driven goals. Matomy's programmatic platforms include the [MobFox SSP](#), the mobile demand side platform [myDSP](#), and the video advertising platform [Optimatic](#). Founded in 2007 with headquarters in Tel Aviv and 7 offices around the world, Matomy is dual-listed on the London and Tel Aviv Stock Exchanges.

For more information:

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LinkedIn: www.linkedin.com/company/matomy-media-group

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