

This announcement contains inside information for the purposes of Article 7 of Regulation (EU) No 596/2014 ("MAR"). Upon publication of this announcement, the inside information is now considered to be in the public domain for the purposes of MAR.

September 8, 2019

Non-binding Offer for the Sale of the Company's Shares in Team Internet

Further to [Matomy Media Group Ltd. \(LSE: MTMY, TASE: MTMY.TA\)](#) ("**Matomy**" or the "**Company**") announcement dated August 28, 2019 (RNS 4351k) with regard to several non-binding offers to sell its shares (90%) in Team Internet AG ("**Team Internet**"), the Company hereby announces that, after considering such offers, the board of directors has decided to proceed in facilitating due diligence and negotiating with a potential purchaser (the "**Purchaser**") that submitted an offer to the Company and to Rainmaker Investments GmbH ("**Rainmaker**"), which owns the remaining 10% of Team Internet (Rainmaker and Matomy shall be considered hereafter, collectively, as the "**Sellers**"), to sell all of the shares in Team Internet (100%) (the "**Sale Offer**"). On September 3, 2019, the Purchaser, Matomy and Rainmaker have executed a non-binding letter of intent (the "**LOI**") reflecting the following main terms and conditions:

Consideration - Subject to reaching and consummating a binding agreement, the consideration contemplated in the Sale Offer, when added to the cash available in the Company's bank account, is expected to be sufficient for the full and immediate repayment of the Company's outstanding convertible bonds, as well as for settling, in an agreeable manner, the alleged obligations of the Company towards Rainmaker.

Conditions - the Completion of the transaction is subject to customary conditions, to the Purchaser obtaining funding as contemplated in the Sale Offer, and to the execution of a definitive agreement (which shall include, inter alia, a \$1 million mutual breakup fee clause). The transaction was also subject to a certain regulatory approval, which was obtained last Friday.

Exclusivity - The Sellers granted the Purchaser an exclusivity period of 75 days as of the execution date of the LOI. During such period the Purchaser shall on a fortnightly basis confirm to the Sellers that the purchase price and the transaction structure remains, and that the steps and actions intended to be completed by such date pursuant to the LOI have been duly completed. If the Purchaser fails to provide such confirmation, or if after 45 days no definitive agreements have been executed, the exclusivity period will terminate.

Cautionary Statement

THE NEGOTIATIONS RELATING TO THE FINAL TERMS OF THE SALE OFFER ARE STILL NOT FINALIZED AND THERE IS NO CERTAINTY THAT SUCH NEGOTIATIONS WILL RESULT IN A BINDING AGREEMENT.

The announcement is prepared for convenience purposes only and it does not constitute or form part of, and should not be construed as, an offer to sell or issue, or the solicitation of an offer to buy or acquire, securities of Matomy in any jurisdiction or an inducement to enter into any investment activity.

This announcement includes forward-looking statements, which include all statements other than statements of historic facts, including, without limitation, those regarding Matomy's and/or its subsidiaries' (the "Group") financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this announcement. The Company, its directors and its or their advisers expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the Rules of the High Growth Segment.

About Matomy

Matomy Media Group Ltd. (LSE: MTMY, TASE: MTMY.TA) is a global media company. Founded in 2007 with headquarters in Tel-Aviv. Matomy is dual-listed on the London and Tel Aviv Stock Exchanges.

For more information:

Press Contact Information:

Noam Yellin, Noam@smartteam.co.il, +972544246720

Website: <http://investors.matomy.com>