

December 2, 2019

**Contingent Full Redemption of Series A Convertible Bonds of  
Matomy Media Group Ltd.**

[Matomy Media Group Ltd. \(LSE: MTMY, TASE: MTMY.TA\)](#) ("**Matomy**" or the "**Company**") hereby announces a contingent full early redemption of the outstanding convertible bonds (Series A) of the Company<sup>1</sup> (the "**Bonds**"), that will be executed on January 8, 2020 (the "**Redemption Date**"), in accordance with the terms, as follows (the "**Contingent Early Redemption**"):

1. The execution of the Contingent Early Redemption is subject to the completion of the transaction of the sale of all the shares in Team Internet AG, held by the Company through its subsidiaries (90%) and by Rainmaker Investments GmbH (10%) to Centralnic Group PLC (through a nominated owned subsidiary, the "**Purchaser**"), as was published by the Company on November 15, 2019 (RNS number: 6530T) (the "**Transaction**"), and to following conditions (the "**Conditions Precedent**"):
  - a) receipt of the approval of the Company's shareholders for the Transaction; Such shareholders meeting is set for December 23, 2019.
  - b) completion by the Purchaser of its proposed financing by means of a €40M bond issuance.
  - c) there being no Material Adverse Changes prior closing.
2. According to the bondholders resolution dated December 1, 2019, the bondholders have approved, that despite the provisions of section 7.2 of the Deed of Trust (Series A), dated January 30, 2018, the Company shall be authorized to execute a full early redemption of the Bonds at their Par Value (principal and interest,) as shall be at the Redemption Date, provided that such early redemption will be executed no later than January 15, 2020.

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<sup>1</sup> As of this date, the outstanding par value of the bonds (Series A) is NIS 101,000,000. Every NIS 4.26 par value Bond is convertible to NIS 0.01 ordinary shares of the Company. The last day to convert the Bonds into Company shares is December 30, 2019 (the "**Last Conversion Date**").

3. The consideration to be paid to the bondholder for the full early redemption of the Bonds is set forth below (the "**Consideration**")<sup>2</sup>:

Principal of the convertible bonds (Series A)	NIS101,000,000
The interest rate for the period commencing on January 1, 2020 and until the Redemption Date (January 8, 2020)	6.5%
Accrued interest of the convertible bonds (Series A) for the period commencing on January 1, 2020 and until the Redemption Date (January 8, 2020)	143,890
<b>The total sum to be paid for each NIS 1 par value Bond</b>	1.0014
<b>The aggregate Consideration to be paid</b>	101,143,890

4. In accordance with Tel-Aviv Stock Exchange (the "**TASE**") Regulations, the bondholders that will be entitled for the Consideration for the full redemption of the Bonds shall be those who hold the Company's Bonds on the Redemption Date.
5. TASE members shall withhold any applicable tax from the Consideration.
6. Pursuant the early redemption, the Company shall fully repay all of its obligations to the bondholders and the Bonds will be delisted from the TASE.
7. It should be noted that the Consideration to be paid to the bondholders on the Redemption Date, as set forth in section 3 above, is in addition to the interest payment for the period commencing on July 1, 2019 and ending on December 31, 2019, in the sum of NIS 3,282,500 that will be paid to the bondholders on December 31, 2019.
8. For the avoidance of doubt, it is clarified that if the Conditions Precedent shall not be fully met, the Company shall not execute the Contingent Early Redemption in accordance with and as set forth in this announcement above.

### **Cautionary Statement**

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.

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<sup>2</sup> The Consideration set forth in the table above is based on the outstanding par value of the Bonds, as set forth in footnote 1 above. The Company estimates that none of the bondholders shall convert the Bonds prior to the Last Conversion Date.

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:**

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