

December 23, 2019

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

Further to [Matomy Media Group Ltd. \(LSE: MTMY, TASE: MTMY.TA\)](#) ("**Matomy**" or the "**Company**") announcement dated December 2, 2019 (RNS number: 3889V) with regard to a contingent full early redemption of the outstanding convertible bonds (Series A) of the Company (the "**Bonds**")<sup>1</sup> the Company hereby announces a full early redemption of the Bonds (the "**Early Redemption**").

1. The execution of the Early Redemption was subject to the fulfilment of the conditions precedent 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**" and the "**Transaction**", respectively), as set forth herein (the "**Conditions Precedent**")<sup>2</sup>:
  - a) receipt of the approval of the Company's shareholders for the Transaction; Such shareholders' approval was obtained in the general meeting that was held on December 23, 2019 (as was published by the Company on December 23, 2019 (RNS 7991X).
  - b) completion by the Purchaser of its proposed financing by means of a €40M bond issuance. Such financing was completed on December 23, 2019.
  - c) there being no Material Adverse Change prior closing.
2. In light of the fulfilment of the Conditions Precedent set forth above, and in light of the bondholders resolution dated December 1, 2019, according to which the Company was authorized to execute a full early redemption of the Bonds at their Par Value (principal and interest,) as shall be at the redemption date, the Early Redemption shall be executed on January 8, 2020 (the "**Redemption Date**") and the last day to convert the Bonds into Company shares shall be December 30, 2019 (the "**Last Conversion Date**").

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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.

<sup>2</sup> The estimated official date of the closing of the Transaction was set for December 27, 2019.

3. The consideration to be paid to the bondholder for the full early redemption of the Bonds is set forth below (the "**Consideration**")<sup>3</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	NIS 143,890
<b>The total sum to be paid for each NIS 1 par value Bond</b>	NIS 1.0014
<b>The aggregate Consideration to be paid</b>	NIS 101,413,890

4. 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.
5. 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.
6. TASE members shall withhold any applicable tax from the Consideration.
7. 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.

### **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.

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<sup>3</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.

**For more information:**

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