

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in XLMedia plc please send this document and the accompanying Form of Proxy at once to the purchaser or the transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of shares in XLMedia plc, please retain this document and the accompanying Form of Proxy and contact your stockbroker, bank or other agent as soon as possible.

---

# **XLMedia PLC**

*(a company incorporated under the Companies (Jersey) Law 1991, as amended,  
and registered with number 114467)*

## **Notice of 2016 Annual General Meeting**

---

Notice of the Annual General Meeting of the Company to be held at 10:00 AM on 31 May 2016 at 12 Castle Street, St Helier, Jersey, JE2 3RT, Channel Islands is set out in this document. If they do not intend to attend and vote at the Annual General Meeting in person, Shareholders are requested to return the enclosed Form of Proxy which, to be valid, must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by the Company's registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF but in any event so as to be received by Capita Asset Services by 10:00 AM on 29 May 2016. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they so wish.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by utilising the procedures described in the CREST Manual. For further details, please see notes to the Notice of AGM in this document.

## Contents

	<b>Page</b>
Definitions .....	3
Letter from the Chairman .....	4
Documents available for inspection .....	6
Notice of Annual General Meeting .....	7

## Definitions

The following definitions apply throughout this document, unless the context otherwise requires:

<b>2016 AGM</b>	means the annual general meeting of the Company to be held at 12 Castle Street, St Helier, Jersey, JE2 3RT Channel Islands at 10:00 AM on 31 May 2016 and any adjournment(s) thereof
<b>2017 AGM</b>	means the annual general meeting of the Company to be held in 2017
<b>Annual General Meeting or AGM</b>	means an annual general meeting of the Company
<b>Annual Report</b>	means XLMedia's annual report for the year ended 31 December 2015
<b>Articles</b>	means the articles of association of the Company from time to time
<b>Board</b>	means XLMedia's board of directors
<b>Capita Asset Services</b>	means Capita Asset Services, a trading name of Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
<b>Chairman's Letter</b>	means the letter from the Chairman set out in this document
<b>Company or XLMedia</b>	means XLMedia plc of 12 Castle Street, St Helier, Jersey, JE2 3RT Channel Islands
<b>CREST</b>	means the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
<b>CREST Manual</b>	means the document entitled the 'CREST Manual' issued by Euroclear
<b>CREST Regulations</b>	means the Uncertificated Securities Regulations 2001 (as applicable) or the Companies (Uncertificated Securities) (Jersey) Order 1999 (as applicable), as amended from time to time
<b>Directors</b>	means the directors of XLMedia as at the date of this document
<b>Equity Securities</b>	has the meaning given to it in the Articles
<b>Euroclear</b>	means Euroclear UK and Ireland Limited
<b>Form of Proxy</b>	means the personalised form of proxy accompanying this document
<b>Group</b>	XLMedia and its subsidiaries
<b>GSIP</b>	means the Group Share Incentive Plan adopted by the Company on 13 August 2013 as amended on 11 March 2014
<b>Latest Practicable Date</b>	means the close of business on 12 May 2016, being the latest practicable date prior to the publication of this document
<b>Notice of AGM</b>	means the notice of AGM set out at the end of this document
<b>Option</b>	means an option to subscribe for new Ordinary Shares pursuant to the terms of the GSIP
<b>Ordinary Shares</b>	means ordinary shares of US\$0.000001 each in the capital of XLMedia
<b>Relevant Securities</b>	has the meaning given to it in the Articles
<b>Shareholders</b>	means holders of Ordinary Shares

## Letter from the Chairman

### Directors

Christopher Bell, Independent Non-Executive Chairman  
Ory Weihs, Chief Executive Officer  
Richard Rosenberg, Independent Non-Executive Director  
Yaron Eitan, Non-Executive Director  
Amit Ben Yehuda, Independent Non-Executive Director

### Registered Office

12 Castle Street  
St Helier  
Jersey  
JE2 3RT  
Channel Islands

May 12, 2016

Dear Shareholder

### Notice of AGM

I am pleased to send you details of the 2016 AGM of XLMedia which we will be holding on 31 May 2016 at 12 Castle Street, St Helier, Jersey, JE2 3RT, Channel Islands. The meeting will start at 10:00 AM and the formal Notice of AGM is set out on page 7.

If you would like to vote on the resolutions but cannot come to the 2016 AGM, please fill in the Form of Proxy sent to you with this notice and return it to our registrars, Capita Asset Services, as soon as possible. They must receive it by 10:00 AM on 29 May 2016. Alternatively you may appoint a proxy for the AGM through the CREST system. Further details relating to voting by proxy are set out in the notes to the Notice of AGM.

### Explanation of the business we will consider at the AGM

The Notice of AGM contains certain items of business which are of a technical nature and are therefore explained below.

#### Resolution 1

##### *Directors' reports and accounts*

The Directors are required to present to the 2016 AGM the Company's accounts for the year ended 31 December 2015 and the reports of the Directors and auditors on those accounts. These are all contained in the Annual Report.

#### Resolution 2

##### *Appointment of a Director*

The Articles provide that any director appointed since the previous annual general meeting shall retire but may offer himself for re-appointment by Shareholders at the next annual general meeting. Mr. Amit Ben Yehuda was appointed as a director of the Company on March 7, 2016. Mr. Amit Ben Yehuda shall accordingly retire at the AGM but shall offer himself for re-appointment by Shareholders.

#### Resolutions 3 and 4

##### *Reappointment and remuneration of auditor*

These resolutions propose the re-appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the auditor to the Company until the conclusion of the 2017 AGM of the Company and authorises the Directors to determine their remuneration.

#### Resolution 5

##### *Authority to issue shares*

The Company requires the flexibility to issue or grant options over or otherwise dispose of relevant securities of the Company from time to time. In accordance with Article 2.3 of the Articles, the Board has an existing authority which will expire on 21 November 2016 or the conclusion of the 2016 AGM, whichever is earlier. To maintain this flexibility, it is therefore proposed to grant the Directors' authority to issue or grant options over or otherwise dispose of relevant securities of the Company up to 66,784,134 Ordinary Shares, being 33 $\frac{1}{3}$  per cent. of the issued share capital of

the Company on the Latest Practicable Date, during the period of 18 months from the passing of this resolution or the conclusion of the 2017 AGM, whichever is earlier.

The Directors have no present intention of exercising this authority.

## **Resolution 6**

### *Disapplication of pre-emption rights*

Under Articles 2.4 to 2.8 of the Articles, when new equity securities are proposed to be issued for cash, they must first be offered to existing holders *pro rata* to their holdings. There may be occasions, however, where the Directors may need the flexibility to issue equity securities without a fully pre-emptive offer in order to take advantage of business opportunities as they arise.

Therefore, in accordance with Article 2.10 of the Articles, and subject to the passing of Resolution 5, it is therefore proposed to grant the Directors authority to allot equity securities for cash pursuant to Resolution 5 as if the pre-emption provisions of Articles 2.4 to 2.8 of the Articles did not apply to any such allotment, up to 20,035,240 Ordinary Shares, being 10 per cent. of the issued share capital of the Company on the Latest Practicable Date, during the period of 18 months from the passing of this resolution or the conclusion of 2017 AGM, whichever is earlier.

## **Further Information**

As at the Latest Practicable Date the issued ordinary share capital of the Company was 200,352,402 Ordinary Shares, none of which were held in treasury.

## **Recommendation**

The Directors believe that Resolutions are in the best interests of XLMedia and its Shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of the Resolutions, as they intend to do in respect of their own beneficial shareholdings in XLMedia.

A handwritten signature in black ink, appearing to read "Christopher Bell". The signature is written in a cursive, slightly stylized font.

**Christopher Bell**  
*Chairman*

## **Documents available for inspection**

Copies of the following documents will be available on the Company's website at [www.xlmedia.com](http://www.xlmedia.com):

1. the Annual Report, which can be found at: <http://www.xlmedia.com/company-reports/>;
2. the memorandum of association of the Company and the Articles, which can be found at: <http://www.xlmedia.com/aim-rule-26/>; and
3. this document, which can be found at: <http://www.xlmedia.com/company-reports/>.

The documents available for inspection listed under items 1 to 2 above are incorporated by reference into this document.

## Notice of Annual General Meeting

### XLMEDIA PLC

NOTICE IS HEREBY GIVEN that the Annual General Meeting of XLMedia plc (the “**Company**”) will be held at 12 Castle Street, St Helier, Jersey, JE2 3RT, Channel Islands on 31 May 2016 at 10:00 AM for the purpose of considering and, if thought fit, passing resolutions 1 to 5 as ordinary resolutions and resolution 6 as a special resolution.

#### ORDINARY RESOLUTIONS

- 1 To receive the financial statements and the report of the Directors and of the auditors of the Company for the year ended 31 December 2015.
- 2 To re-appoint Mr. Amit Ben Yehuda, who was appointed as a Director of the Company since the last Annual General Meeting, as a Director of the Company.
- 3 To re-appoint Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global as auditors of the Company.
- 4 To authorise the Directors to agree the remuneration of the auditors of the Company.
- 5 That the directors of the Company be and are generally and unconditionally authorized pursuant to Article 2.3 of the articles of association of the Company (the “**Articles**”) to exercise all or any of the powers of the Company pursuant to the Articles to allot relevant securities (as that term is defined in the Articles) up to 66,784,134 ordinary shares with a nominal value of US\$0.00001 each in the capital of the Company (“**Ordinary Shares**”), provided that this authority shall, unless previously revoked, varied or renewed, expire on the date 18 months following the passing of this Resolution or the conclusion of the next Annual General Meeting of the Company, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

#### SPECIAL RESOLUTION

- 6 That, conditional upon the passing of Resolution 5, the directors of the Company be generally and unconditionally authorised by virtue of Article 2.10 of the Articles to exercise all powers of the Company to allot equity securities (as that term is defined in the Articles) for cash pursuant to the authority conferred in Resolution 5 as if the pre-emption provisions of Articles 2.4 to 2.8 of the Articles did not apply to any such allotment, provided that this authority shall be limited to the allotment and issue wholly for cash or otherwise of up to 20,035,240 Ordinary Shares, which shall, unless previously revoked, varied or renewed, expire on the date 18 months following the passing of this Resolution or the conclusion of the next Annual General Meeting of the Company, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

*By order of the Board*



**Yehuda Dahan**  
*Company Secretary*

Dated: 12 May 2016

XLMedia PLC  
Registered Office: 12 Castle Street, St Helier, Jersey, JE2 3RT, Channel Islands  
Registered in Jersey with number 114467

**Notes:**

- 1 As at 12 May 2016 (being the latest practicable date before the publication of this Notice) the Company's issued ordinary share capital consisted of 200,352,402 Ordinary Shares carrying one vote each.
- 2 A member entitled to attend and vote at the meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of that member's rights to attend and to speak and vote instead of him or her provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. When two or more valid proxy appointments are delivered or received in respect of the same Ordinary Shares, the one which was last delivered or received shall be treated as replacing or revoking the others as regards such Ordinary Shares, provided that if the Company determines that it has insufficient evidence to decide whether or not a proxy appointment is in respect of the same share or which was last delivered or received, it shall be entitled to determine which proxy appointment (if any) is to be treated as valid. A proxy need not be a member of the Company.
- 3 To appoint a proxy you may:
  - (a) use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post or (during normal business hours only) by hand at Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF in each case no later than 10:00 AM on 29 May 2016; or
  - (b) if you hold your shares in uncertified form, use the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST manual using CREST ID: RA10.Completion of the Form of Proxy or the appointment of a proxy electronically through CREST will not prevent a member from attending and voting in person.
- 4 The Company, pursuant to the Companies (Uncertified Securities) (Jersey) Order 1999, specifies that only those members entered on the register of members of the Company as at close of business on 27 May 2016 shall be entitled to attend or vote at the meeting in respect of shares registered in their name at that time. Changes to entries on the register after close of business on 27 May 2016 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 5 In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall 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.