

# **XLMEDIA PLC**

**Registered Number 114467**

**(the “Company”)**

**Registered office address: 12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands**

## **NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

**Notice is hereby given that an annual general meeting of members of the Company will be held at 12 Castle Street, St Helier, Jersey at 11:00am on 21 May 2015 to consider and, if deemed fit, to pass the resolutions set out below.**

### **ORDINARY RESOLUTIONS:**

1. to receive the financial statements of the Company for the year ended 31 December 2014 and the directors' and auditors' reports thereon;
2. to re-appoint Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global as the Company's Auditors until the conclusion of the next annual general meeting of the Company and to authorise the directors of the Company to fix their remuneration.
3. that the directors of the Company be and are generally and unconditionally authorised 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, grant options over or otherwise dispose of relevant securities (as that term is defined in the Articles) up to an additional 66,784,134 ordinary shares of the Company (being 33% of the issued share capital of the Company on 30 April, 2015), provided that this authority shall, unless previously revoked, varied or renewed, expire on the earlier of 18 months from the passing of this resolution and the conclusion of the next annual general meeting of the Company, 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 RESOLUTIONS:**

4. that, conditional upon the passing of Resolution (3), 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 (3) 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 of the Company (being 10% of the issued share capital of the Company on 30 April, 2015), which shall, unless previously revoked, varied or renewed, expire on the earlier of 18 months from the passing of this resolution and the conclusion of the next annual general meeting of the Company, 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; and
5. that, in order to permit the service, sending or supply by the Company of any notice, document or other information by way of the Company's website, the Articles be amended as set out in the enclosed blackline.

**By order of the board of directors of the Company**



**Yehuda Dahan, Company Secretary**

30 April 2015

**Registered Office**

12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands

#### Notes

1. A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company and a member may appoint more than one proxy in relation to a meeting to attend, speak and vote on the same occasion provided that each proxy is appointed to exercise the rights attached to a different share or shares held by a member. To appoint more than one proxy, please follow the instructions set out on the form of proxy enclosed with this Notice (the "**Proxy Form**").
2. In order to be valid any proxy form should be completed and returned in accordance with the instructions set out in the proxy form. Submission of a proxy appointment will not preclude a member from attending and voting at the AGM should they wish to do so. To direct your proxy on how to vote on the resolutions follow the instructions on the Proxy Form.
3. Pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those shareholders registered in the register of members of the Company by 11.00 a.m. on 19 May 2015 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time.
4. CREST members who wish to appoint a proxy through the CREST Proxy Voting Service should follow the instructions set out on the Proxy Form.