

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 2018 Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at 10:00 AM on 23 May 2018 at 12 Castle Street, St Helier, Jersey, JE2 3RT, Channel Islands is set out in this document. If you 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, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU but in any event so as to be received by Link Asset Services by 10:00 AM on 21 May 2018. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting should you 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.

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Definitions

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

2018 AGM	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 23 May 2018 and any adjournment(s) thereof
2019 AGM	means the annual general meeting of the Company to be held in 2019
Annual General Meeting or AGM	means an annual general meeting of the Company
Annual Report	means XLMedia's annual report for the year ended 31 December 2017
Articles	means the articles of association of the Company from time to time
Board	means XLMedia's board of directors
Link Asset Services	means Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
Chairman's Letter	means the letter from the Chairman set out in this document
Company or XLMedia	means XLMedia plc of 12 Castle Street, St Helier, Jersey, JE2 3RT Channel Islands
CREST	means the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
CREST Manual	means the document entitled the 'CREST Manual' issued by Euroclear
CREST Regulations	means the Uncertificated Securities Regulations 2001 (as applicable) or the Companies (Uncertificated Securities) (Jersey) Order 1999 (as applicable), as amended from time to time
Directors	means the directors of XLMedia as at the date of this document
equity securities	has the meaning given to it in the Articles
Euroclear	means Euroclear UK and Ireland Limited
Form of Proxy	means the personalised form of proxy accompanying this document
Group	XLMedia and its subsidiaries
Latest Practicable Date	means the close of business on 30 April 2018, being the latest practicable date prior to the publication of this document
Notice of AGM	means the notice of AGM set out at the end of this document
Ordinary Shares	means ordinary shares of US\$0.000001 each in the capital of XLMedia
relevant securities	has the meaning given to it in the Articles
Shareholders	means holders of Ordinary Shares

Letter from the Chairman

Directors

Christopher Bell, Independent Non-Executive Chairman
Ory Weihs, Chief Executive Officer and Director
Yehuda Dahan, Chief Financial Officer and Director
Richard Rosenberg, Independent Non-Executive Director
Amit Ben Yehuda, Independent Non-Executive Director
Jonas Mårtensson, Independent Non-Executive Director

Registered Office

12 Castle Street
St Helier
Jersey
JE2 3RT
Channel Islands

1 May, 2018

Dear Shareholder

Notice of AGM

I am pleased to send you details of the 2018 AGM of XLMedia which we will be holding on 23 May 2018 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 6.

If you would like to vote on the resolutions but cannot come to the 2018 AGM, please fill in the Form of Proxy sent to you with this notice and return it to our registrars, Link Asset Services, as soon as possible. They must receive it by 10:00 AM on 21 May 2018. 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 2018 AGM the Company's accounts for the year ended 31 December 2017 and the reports of the Directors and auditors on those accounts. These are all contained in the Annual Report.

Resolution 2

Re-Appointment of a Director

The Articles provide that any director who has been appointed by the board since the previous annual general meeting shall retire but may offer himself for re-appointment by Shareholders at the next annual general meeting. Mr. Yehuda Dahan was appointed as a director of the Company on 30 January 2018 and shall accordingly retire at the AGM but shall offer himself for re-appointment by Shareholders.

Resolution 3

Re-Appointment of a Director

The Articles provide that any director who has been appointed by the board since the previous annual general meeting shall retire but may offer himself for re-appointment by Shareholders at the next annual general meeting. Mr. Jonas Mårtensson was appointed as an independent non-executive director of the Company on 20 October 2017 and shall accordingly retire at the AGM but shall offer himself for re-appointment by Shareholders.

Resolution 4

Re-Appointment of a Director

The Articles provide that any director who held office at the time of the two preceding annual general meetings and who did not retire at either of them shall retire but may offer himself for re-appointment by Shareholders at the next annual general meeting. Mr. Amit Ben Yehuda, non-

executive director, shall accordingly retire at the AGM but shall offer himself for re-appointment by Shareholders.

Resolutions 5 and 6

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 2019 AGM and authorises the directors to determine their remuneration.

Resolution 7

Authority to issue shares

The Company requires the flexibility to issue or grant options over or otherwise allot 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 24 November 2018 or the conclusion of the 2018 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 allot of up to 73,450,800 Ordinary Shares (being approximately one third) of the issued share capital of the Company as at the Latest Practicable Date), such authority to expire on the date falling 18 months following the passing of this resolution or the conclusion of the 2019 AGM, whichever is earlier.

Resolution 8

Share Scheme Dilution Limits

This resolution proposes that the Rules of the 2013 Global Share Incentive Plan adopted by the Company on 13 August 2013 (as amended on 11 March 2014 (the "**Plan**") be amended such that no award shall be granted on any proposed date of grant if, as a result, the aggregate number of Ordinary Shares issued and remaining issuable pursuant to awards granted under (i) the Plan; and (ii) any other share scheme (as defined in the Articles) that has been, or may be, adopted by the Directors of the Company (together the "**Plans**"), in the ten (10) years preceding such proposed date of grant would exceed ten per cent. (10%) of the Company's issued ordinary share capital on such date. For the purposes of determining the relevant number of shares issued or issuable under the Plans in the ten (10) years preceding such proposed date of grant, Ordinary Shares which are the subject of awards granted on or prior to the date on which the Company's shares were first admitted to trading on AIM (21 March 2014) shall be excluded. This resolution will remain in force until the annual general meeting of the Company to be held in 2024 and brings the dilution limits associated with the Plans in line with the standard usage of up to ten per cent. (10%) of the issued ordinary share capital in any rolling ten (10) year period contained within the UK's Investment Association Principles of Remuneration.

Resolution 9

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 7, it is therefore proposed to grant the Directors authority to allot equity securities for cash pursuant to Resolution 7 as if the pre-emption provisions of Articles 2.4 to 2.8 of the Articles did not apply to any such allotment, of up to 22,035,240 Ordinary Shares (being 10 per cent. of the issued share capital of the Company the Latest Practicable Date). This authority shall expire on the date falling 18 months following the passing of this resolution or the conclusion of 2019 AGM, whichever is earlier.

Resolution 10

Authority to purchase own shares

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares and is proposed as a special resolution. If passed, the resolution gives authority for the

Company to purchase up to 22,035,240 Ordinary Shares, representing approximately 10 per cent of the issued share capital of the Company as at the Latest Practicable Date.

The resolution specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under this authority. The power conferred by this resolution will expire on the date falling 18 months following the passing of this resolution or the conclusion of 2019 AGM, whichever is earlier.

The resolution will authorise the Company to hold any purchased shares in treasury should it wish to do so otherwise any shares it purchases will be cancelled.

The Directors do not currently have any intention of exercising the authority granted by this resolution. The Directors will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the best interests of shareholders generally.

Further Information

As at the Latest Practicable Date the issued ordinary share capital of the Company was 220,352,402 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.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Chris Bell', written in a cursive style.

Christopher Bell
Chairman

Documents available for inspection

Copies of the following documents will be available on the Company's website at 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/>.

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 23 May 2018 at 10:00 AM for the purpose of considering and, if thought fit, passing resolutions 1 to 8 as ordinary resolutions and resolutions 9 and 10 as special resolutions.

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 2017.
- 2 That Mr. Yehuda Dahan be re-appointed as a director of the Company.
- 3 That Mr. Jonas Mårtensson be re-appointed as a director of the Company.
- 4 That Mr. Amit Ben Yehuda be re-appointed as a director of the Company.
- 5 To re-appoint Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global as auditors of the Company.
- 6 To authorise the Directors to agree the remuneration of the auditors of the Company.
- 7 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 73,450,800 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 falling 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.
- 8 That the Rules of the 2013 Global Share Incentive Plan adopted by the Company on 13 August 2013 as amended on 11 March 2014 (the “**Plan**”) be amended such that no award shall be granted on any proposed date of grant if, as a result, the aggregate number of Ordinary Shares issued and remaining issuable pursuant to awards granted under (i) the Plan; and (ii) any other share scheme (as defined in the Articles) that has been, or may be, adopted by the Directors of the Company (together the “**Plans**”), in the ten years preceding such proposed date of grant would exceed ten per cent. (10%) of the Company’s issued ordinary share capital on such date. For the purposes of determining the relevant number of shares issued or issuable under the Plans, shares which are the subject of awards granted on or prior to the date on which the Company’s shares were first admitted to trading on AIM (21 March 2014) shall be excluded. This resolution will remain in force until the annual general meeting of the Company to be held in 2024.

SPECIAL RESOLUTIONS

- 9 That, conditional upon the passing of Resolution 7, 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 7 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 22,035,240 Ordinary Shares and which shall, unless previously revoked, varied or renewed, expire on the date falling 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.

10 **That**, the Company be authorised for the purposes of Article 57 of the Companies (Jersey) Law 1991 (the "**Law**") to make one or more market purchases of its Ordinary Shares, such power to be limited:

- (i) to a maximum number of 22,035,240 Ordinary Shares;
- (ii) by the condition that the minimum price which may be paid for an Ordinary Share is its nominal value; and
- (iii) by the condition that the maximum price, exclusive of expenses, which may be paid for an Ordinary Share is not more than the higher of:
 - (a) an amount equal to 5 per cent. above the average of the middle market quotations for the Ordinary Shares (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased, and
 - (b) an amount equal to the higher of: (i) the price of the last independent trade of an Ordinary Share; and (ii) the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out,

such power to expire on the date falling 18 months following the passing of this resolution or the conclusion of the next Annual General Meeting of the Company, whichever is earlier but, in each case, so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended; and

pursuant to Article 58A of the Law, the Company may hold as treasury shares any Ordinary Shares purchased pursuant to the authority conferred by this Resolution.

By order of the Board



Yehuda Dahan
Company Secretary

Dated: 1 May 2018

Notes:

- 1 As at 30 April 2018 (being the latest practicable date before the publication of this Notice) the Company's issued ordinary share capital consisted of 220,352,402 Ordinary Shares carrying one vote each.
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.
- 2 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 The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in each case no later than 10:00 AM on 21 May 2018; 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.
- 3 The Company, pursuant to the Companies (Uncertified Securities) (Jersey) Order 1999, specifies that only those members entered on the register members of the Company as at close of business on 21 May 2018 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 21 May 2018 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 4 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.

