

Taptica International Ltd.
(the “Company”)

Form of Proxy
Annual General Meeting

Before completing this form, please read the explanatory notes below and accompanying Notice of AGM.

I/Weappoint the chairman of the meeting or as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at 8.00am GMT on Monday 4 December 2017 at the office of Huntsworth plc, 8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN and at any adjournment of the meeting.

I/We instruct my/our proxy to vote on the resolutions to be proposed at the meeting as indicated below (unless otherwise instructed, the proxy may vote or abstain from voting as he or she sees fit in relation to any business to be considered at the meeting):

Before completing this form, please read the explanatory notes below.

Resolutions	Your vote		
	For	Against	Abstain
1. To re-elect Timothy Grainger Weller as a director.			
2. To re-elect Hagai Tal as a director.			
3. To re-elect Yaniv Carmi as a director.			
4. To re-elect Ronni Zehavi as a director.			
5. To re-elect Neil Jones as an external director.			
6. To re-elect Joanna Parnell as an external director.			
7. To re-appoint Somekh Chaikin, a member firm of KPMG International, as the Company’s independent external auditor for 2017 and to authorize the Company’s Board of Directors (or, the Audit Committee, if authorized by the Board of Directors) to fix their remuneration.			
8. To approve an increase to the fees payable to Timothy Grainger Weller for his services as the Chairman of the Company’s Board of Directors from £75,000 gross per annum to £90,000 gross per annum.			
9. To approve an increase to the fees payable to Neil Jones for his services as an External Director and Chairman of the Audit Committee from £35,000 gross per annum to £40,000 gross per annum.			
10. To approve an increase to the fees payable to Joanna Parnell for her services as an External Director and Chair of the Remuneration Committee from £25,000 gross per annum to £40,000 gross per annum.			
11. To approve and ratify the fees payable to Ronni Zehavi for his services as a Non-Executive Director in the amount of £25,000 gross per annum, and the payment of such fees in the form of Ordinary Shares of the Company.			

12.	To approve (i) an increase to the base salary payable to Hagai Tal for his services as Chief Executive Officer and Executive Director to \$400,000 per annum; (ii) a maximum annual bonus target of \$400,000 (100% of the annual base salary); and (iii) the grant of options to purchase Ordinary Shares with a value of \$600,000.			
13.	To approve (i) an increase to the base salary payable to Yaniv Carmi for his services as Chief Financial Officer and Executive Director to \$325,000 per annum; (ii) a maximum annual bonus target of \$406,250 (125% of the annual base salary); and (iii) the grant of options to purchase 250,000 Ordinary Shares.			
14.	To adopt the Company's new 2017 Equity Incentive Plan.			
15.	To approve the remuneration terms of Ofer Druker, the future Executive Chairman of Taptica's video business (currently operated as Tremor Video DSP) (the "Business"), consisting of (i) an annual base salary of \$500,000; (ii) an annual performance-based bonus equal to 3% of the annual EBITDA of the Business; and (iii) the grant of (x) 600,000 restricted shares and (y) options to purchase 1,200,000 Ordinary Shares.			
16.	To approve that the Company may satisfy the requirement under Rule 19 of the AIM Rules for Companies to send its annual audited accounts to its shareholders by sending such accounts to its shareholders by electronic communication, subject to the Company complying with the other rules in relation to electronic communications as set out in the Guidance to the AIM Rules for Companies, as well as the Company's Articles of Association and any other Israeli law requirement.			

With respect to resolution 5, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

With respect to resolution 6, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

With respect to resolution 9, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

With respect to resolution 10, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

With respect to resolution 12, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

With respect to resolution 13, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

With respect to resolution 15, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

YES	NO

Signature(s) : Date:2017

NOTES:

1. Holders of depositary interests in respect of ordinary shares (“**DI holder**”) may only appoint Capita IRG Trustees Limited as their proxy. Should a DI holder wish to attend, speak and vote on their number of shares held under the Trustee they must submit a request to the Trustee and ask for a Letter of Representation and this instruction is covered off in the notes on the Form of Direction.
2. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Capita Asset Services on (44) 871 664 0300. All forms must be signed and should be returned together in the same envelope.
3. To be valid, any Form of Proxy or other instrument appointing a proxy and any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be received by post or (during normal business hours only) by hand at Capita Registrars, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 8:00 am on 30 November 2017.
4. In the case of Depositary Interests holders, a Form of Direction must be completed in order to appoint Capita IRG Trustees Limited whose registered office is at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, the Custodian, to vote on the holder’s behalf at the meeting. To be effective, a completed and signed Form of Direction must be deposited at Capita no later than 8:00 am on 30 November 2017.
5. The return of a completed Form of Proxy, or other such instrument or any CREST Proxy Instruction (as described in paragraph 11 below) will not prevent a DI holder attending the AGM and voting in person if he/she wishes to do so.
6. Pursuant to the Companies Law, to be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of the Company by close of business on 6 November 2017. Changes to the Company’s register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
7. The quorum for the AGM shall be two or more shareholders present in person or by proxy and holding shares conferring in the aggregate 25 per cent of the voting power of the Company. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week, at the same time and place, or to such day and at such time and place as the Chairman may determine.
8. Any shareholder attending the AGM is entitled pursuant to the Companies Law to ask any question relating to the business being dealt with at the meeting. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of any answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. As at 23 October 2017 (being the last business day prior to the publication of this Notice) the Company’s issued share capital consisted of 62,261,526 Ordinary Shares each with one vote and 8,088,337 shares reclassified as dormant shares under the Companies Law (without any rights attached thereon). Therefore, the total number of Ordinary Shares with voting rights as of 23 October 2017 is 62,261,526.
10. The Directors recommend voting in favour of all items in the Notice.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with CRESTCo’s specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent ID (RA10) by 8:00 am on 30 November 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from

which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
15. Under the Companies Law, the approval of each of Resolutions 5, 6, 9, 10, 12, 13 and 15 requires the affirmative vote of the holders of a majority of the voting power represented and voting on the proposal in person or by proxy. In addition, the shareholders' approval for each resolution must either include at least a majority of the ordinary shares voted by DI holders who are not controlling shareholders of the Company nor are they shareholders who have a personal interest in such resolution, or the total ordinary shares of non-controlling shareholders and non-interested shareholders voted against the resolution must not represent more than two per cent of the outstanding ordinary shares. For this purpose, you are asked to indicate in the Form of Proxy card whether you are a controlling shareholder or have a personal interest in such resolutions.