



Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Marimedia Ltd. (the “**Company**”) will be held at the office of Incisive Media, Haymarket House, 28-29 Haymarket, London SW1Y 4RX, on 20 August 2015, at 8.30am for the following purposes:

As ordinary business to consider, and, if thought fit, pass Resolutions 1 to 5 inclusive below:

1. To re-elect Timothy Grainger Weller, who retires by rotation pursuant to Article 42 of the Company’s Articles of Association, as a director (if re-elected, Mr. Weller shall continue to serve as Chairman of the Company’s Board of Directors following the Annual General Meeting).
2. To re-elect Hagai Tal, who retires by rotation pursuant to Article 42 of the Company’s Articles of Association, as a director.
3. To re-elect Yaniv Carmi, who retires by rotation pursuant to Article 42 of the Company’s Articles of Association, as a director.
4. To elect Ronni Zehavi as a director of the Company.
5. To re-appoint Somekh Chaikin, a member firm of KPMG International, as the Company’s independent external auditor for 2015 and to authorize the Company’s Board of Directors (or, the Audit Committee, if authorized by the Board of Directors) to fix its remuneration.

As special business to consider, and, if thought fit, pass Resolutions 6 to 10 inclusive below:

6. To approve a change to the Company’s name from Marimedia Ltd. to Taptica Ltd.
7. As required by Israeli law, to adopt the Company’s Remuneration Policy for Directors and Executives.
8. As required by Israeli law and in accordance with the recommendation of the Remuneration Committee and the Board of Directors, to approve the fees payable to Ronni Zehavi for his services as Non-Executive Director of £25,000 gross per annum effective upon his appointment to the Board.
9. As required by Israeli law and in accordance with the recommendation of the Remuneration Committee and the Board of Directors, to approve an amendment to the Service Agreement of Yaniv Carmi, the Company’s Chief Financial Officer and Director, effective 1 July 2015, pursuant to which he will be paid (i) a base salary of NIS 744,000 gross per annum, (ii) an annual bonus of up to 50% of the annual base salary payable based on achievement of annual performance criteria determined by the Remuneration Committee, and (iii) a special bonus of £300,000 upon the sale of the Company (or a pro rata portion in the case of a partial sale).
10. In accordance with the recommendation of the Remuneration Committee and the Board of Directors, to adopt the Company’s 2015 U.S. Equity Incentive Plan to enable the Company to grant equity incentive awards to its U.S.-based employees with favourable U.S. tax treatment.

By order of the Board of Directors

Timothy Grainger Weller

Chairman of the Board

Yaniv Carmi

Company Secretary

16 July 2015

Registered Office

121 Hahashmonaim Street

Tel Aviv

Israel

Registered in Israel number 513956060

Notes

1. Holders of Depositary Interests in respect of ordinary shares ("**DI holder**") may only appoint Capita IRG Trustees Limited (the "**Depositary**") as their proxy. Should a DI holder wish to attend, speak and vote on their number of shares held by the Depositary he or she must submit a request to the Depositary and ask for a Letter of Representation by 8.30am on 17 August 2015 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 0371 664 0321 or if calling from outside the United Kingdom on +44 208 639 3399. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The phone lines will be open between 9.00am to 5.30pm London time, Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. 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, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 8.30am on 19 August 2015.
4. The return of a completed Form of Proxy, or other such instrument or any CREST Proxy Instruction (as described in paragraph 12 below) will not prevent a shareholder from attending the Annual General Meeting and voting in person if he/she wishes to do so.
5. Pursuant to Israel's Companies Law, 5759-1999 (the "**Companies Law**"), to be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), DI holders must be registered in the register of the Depositary at 6.00pm on 21 July 2015. 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 Annual General Meeting.
6. The quorum for the Annual General Meeting shall be two or more shareholders present in person or by proxy and holding shares conferring in the aggregate 25% 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.
7. Any DI holder attending the Annual General Meeting 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 an 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.

8. As at 15 July 2015 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 66,405,157 ordinary shares of which none were held as treasury shares. Therefore, the total voting rights in the Company as at 15 July 2015 were 66,405,157.
9. Under the Companies Law, the proposal to approve the Company's Remuneration Policy for Directors and Executives, as set forth in Item 7 of the Notice, requires the affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy. In addition, the shareholders' approval 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 the adoption of the Company's Remuneration Policy for Directors and Executives or the total ordinary shares of non-controlling shareholders and non-interested shareholders voted against this proposal 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 the proposal.
10. The Directors recommend voting in favour of the 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 Euroclear'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 8.30am on 17 August 2015. 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 Euroclear 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. Mr Ronni Zehavi, aged 49, has 25 years' experience in the technology industry, including holding executive roles at publicly traded companies, with a primary focus on SaaS businesses, IT security and content delivery. Most recently, he was Senior Vice President & General Manager of Akamai Technologies, Inc., a NASDAQ-listed provider of content delivery network services. Mr Zehavi joined Akamai in 2012 when it acquired Cotendo, Inc., a content delivery network and site acceleration services company that he had founded in 2008, for approximately \$270m. Prior to Cotendo, he held the position of Vice President of Sales & Business Development of NASDAQ-listed Commtouch Ltd. (now 'CYREN Ltd. '), a cloud-based, internet security technology company.
16. There will be available for inspection at the offices of Nplus1 Singer Advisory LLP, One Bartholomew Lane, London EC2N 2AX during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this Notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to the meeting and during the meeting, copies of (i) the Company's Remuneration Policy for Directors and Executives, (ii) the non-executive director letter of appointment of Ronni Zehavi, (iii) the amended Service Agreement of Yaniv Carmi and (iv) the Company's 2015 U.S. Equity incentive Plan.