



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

Notice is hereby given that an Annual General Meeting of Taptica International Ltd. (the “**Company**”) will be held at the office of Incisive Media, Haymarket House, 28-29 Haymarket, London SW1Y 4RX, on 6 October 2016, at 9:00 am for the following purposes:

To receive and discuss with the directors the financial statements of the Company for the year ended 31 December 2015 together with the report of the auditors thereon.

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 re-elect Ronni Zehavi, who retires by rotation pursuant to Article 42 of the Company’s Articles of Association, as a director.
5. To re-appoint Somekh Chaikin, a member firm of KPMG International, as the Company’s independent external auditor for 2016 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 8 inclusive below:

6. In accordance with the recommendation of the Remuneration Committee and the Board of Directors, to approve an increase of 500,000 Ordinary Shares to the available pool of the Company’s 2015 U.S. Equity Incentive Plan for equity incentive award grants to U.S.-based employees.
7. As required by Israeli law and in accordance with the recommendation of the Remuneration Committee and the Board of Directors, to approve the payment to Hagai Tal, the Company’s Chief Executive Officer and Director, of an annual bonus of up to 150% of his annual base salary (up to NIS 1,572,210)(in addition to his contractual annual bonus), payable based on achievement of annual performance criteria as determined by the Remuneration Committee.
8. As required by Israeli law and in accordance with the recommendation of the Remuneration Committee and the Board of Directors, to approve the payment to Yaniv Carmi, the Company’s Chief Financial Officer and Director, of an annual bonus of up to 150% of his annual base salary (up to NIS 1,116,000)(in addition to his contractual annual bonus), payable based on achievement of annual performance criteria as determined by the Remuneration Committee.

By order of the Board of Directors

**Timothy Grainger Weller**  
Chairman of the Board

**Yaniv Carmi**  
Company Secretary

31 August 2016

**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 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 9:00 am on 3 October 2016.
4. In the case of Depositary Interests holders, a Form of Instruction 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 Instruction must be deposited at Capita no later than 9:00 am on 3 October 2016.
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 Annual General Meeting and voting in person if he/she wishes to do so.
6. 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), shareholders must be registered in the register of the Company by close of business on 6 September 2016. 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.
7. 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 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 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 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 30 August 2016 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 68,526,700 ordinary shares of which 8,088,337 were held as treasury shares. Therefore, the total voting rights in the Company as at 30 August 2016 were 60,438,363.
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 9:00 am on 3 October 2016. 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 Resolution 7 to pay an annual bonus to the Company's Chief Executive Officer and Director, 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 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 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 this proposal.