

ACUITYADS HOLDINGS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the “**Meeting**”) of AcuityAds Holdings Inc. (“**AcuityAds**” or the “**Corporation**”) will be held at the offices of Cassels Brock & Blackwell LLP at 40 King Street West, Suite 2100, Toronto, ON, M5H 3C2 on June 5, 2018 at 9:30 a.m. (Eastern Daylight Time), for the following purposes:

- (a) to receive and consider the audited annual financial statements of the Corporation for the financial year ended December 31, 2017 and the report of the auditor thereon;
- (b) to re-appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
- (c) to elect directors of the Corporation for the ensuing year;
- (d) to consider a resolution to approve the Corporation’s amended and restated 10% rolling stock option plan, as more particularly described in the management information circular of the Corporation dated May 4, 2018; and
- (e) to transact such other business as may properly come before the Meeting.

Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The board of directors of the Corporation (the “**Board**”) has by resolution fixed the close of business on April 27, 2018 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board has by resolution fixed 9:30 a.m. (Eastern Daylight Time) on June 1, 2018, or no later than 48 hours before the time of any adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment or postponement thereof shall be deposited with the Corporation’s transfer agent. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy. The Chair may waive or extend the proxy cut-off without notice.

DATED at Toronto, Ontario this 8th day of May, 2018

By Order of the Board of Directors

“Tal Hayek”
Chief Executive Officer and Director