

**REVOCABLE FORM OF PROXY
SOLICITED BY
JEC CAPITAL PARTNERS, LLC AND RATIO CAPITAL MANAGEMENT B.V.**

SYNACOR, INC.

**ANNUAL MEETING OF
STOCKHOLDERS**

**xPLEASE MARK VOTES
AS IN THIS EXAMPLE**

**CAST YOUR IMPORTANT VOTE BY
RETURNING THIS BLUE CARD**

The undersigned, revoking all prior proxies, hereby appoints Michael Torok and Bart Kool, and either one of them, with full power of substitution, as proxy or proxies for the undersigned and authorizes them to vote for the undersigned, in the name of the undersigned, all of the Common Stock of Synacor, Inc. (the "Company") of the undersigned, as if the undersigned were personally present and voting at the Company's Annual Meeting of Stockholders to be held at The Embassy Suites Hotel, 200 Delaware Avenue, Buffalo, New York 14202 on April 20, 2015 at 9:00am local time. (the "Annual Meeting"), and at any and all adjournments and postponements thereof, upon the matters specified below and, in their discretion, upon such other matters as may properly come before the meeting.

The Concerned Stockholders recommend a vote **FOR** the election of the following nominees for director.

	Election of three (3) directors	For	Withhold	For All Except
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
01	Scott Williams			
02	Jeffrey Misthal			
03	Dilip Singh			

INSTRUCTION: To withhold authority to vote for any individual nominees, mark "For All Except" and write the name or number of the nominee(s) in the space provided below.

Authorized Signature: This Section must be completed for your vote to be counted. Please sign and date below.

Date: _____

The Concerned Stockholders makes no recommendation with respect to Proposal 2 and Proposal 3.

Sign Above

Co-holder (if any) sign above

Please sign exactly as your name appears hereon. Joint owners should each sign. When signing as an attorney, administrator, executor, corporate officer, trustee, guardian or custodian, please give full title.

	For	Against	Abstain
2. To ratify the appointment of Deloitte & Touche LLP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
3. Ratification of the Rights Agreement, between The Company and American Stock Transfer & Trust Company, LLC as rights agent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**THIS FORM OF PROXY IS SOLICITED ON BEHALF OF
JEC CAPITAL PARTNERS LLC AND RATIO CAPITAL
MANAGEMENT B.V.**

Detach above card, sign, date and mail in postage paid envelope provided.

Synacor, Inc.

PLEASE COMPLETE, DATE, SIGN AND MAIL THIS PROXY CARD PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

THIS FORM OF PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE SIGNING STOCKHOLDER. IF NO DIRECTION IS MADE, THIS FORM OF PROXY WILL BE VOTED FOR ELECTION OF THE NOMINEES FOR DIRECTOR SPECIFIED IN THE PROXY STATEMENT AND YOU WILL BE DEEMED TO HAVE ABSTAINED FROM VOTING ON PROPOSAL 2 AND PROPOSAL 3. THIS PROXY WILL REVOKE ANY PREVIOUSLY EXECUTED PROXY WITH RESPECT TO ALL PROPOSALS.

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.

[Reverse Side]

**IMPORTANT
REVIEW THE PROXY STATEMENT AND VOTE**

Vote by mail: Mark, sign, date the front of this Blue proxy card and return it in the postage prepaid envelope, or mail to: InvestorCom, Inc., 65 Locust Avenue, Suite 302, New Canaan, CT 06840