

TREMOR

INTERNATIONAL Ltd.

(the “Company”)

FORM OF DIRECTION ANNUAL GENERAL MEETING

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

Form of Direction for completion by holders of Depositary Interests representing shares on a 1 for 1 basis in the Company in respect of the Annual General Meeting of the Company to be held at 2.00pm BST on 18 June 2020. In light of current UK Government measures relating to the COVID-19 pandemic, including restrictions on gatherings and non-essential travel, it is anticipated that the Annual General Meeting will be convened with the minimum quorum of only one Director and one other shareholder in attendance in person, which will be facilitated by the Company, in order to conduct the business of the meeting.

Therefore, in lieu of attending the Annual General Meeting in person, all other shareholders are requested to complete and return the Form of Proxy to appoint the Chairman of the meeting as their proxy with their voting instructions. Shareholders must not attend the meeting in person.

I/We _____

Of _____

(Please insert full name(s) and address(es) in BLOCK CAPITALS)

being a holder of Depositary Interests representing shares in the Company hereby direct Link Market Services Trustees Limited, the Depositary, to vote for me/us and on my/our behalf in person or by proxy at the Annual General Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an “X” in the spaces below.

Resolutions	Your vote		
	For	Against	Abstain
1. To re-elect Timothy Grainger Weller as an independent non-executive director.			
2. To re-elect Christopher Stibbs as an independent non-executive director.			
3. To re-elect Rebekah Brooks as a non-executive director.			
4. To re-elect Ofer Druker as a director.			
5. To re-elect Yaniv Carmi as a director.			
6. To re-elect Neil Jones as an External Director and independent non-executive director.			
7. To re-elect Joanna Parnell as an External Director and independent non-executive director.			
8. To elect Sagi Niri as a director.			
9. To elect Norm Johnston as a non-executive director.			
10. To re-appoint Somekh Chaikin, a member firm of KPMG International, as the Company’s independent external auditor for 2020 and to authorise the Company’s Board of Directors (or, the Audit Committee, if authorised by the Board of Directors) to fix their remuneration.			
11. To amend Article 41 of the Company’s Articles of Association to increase the maximum size of the Company’s Board of Directors from seven directors to nine directors.			

	YES	NO
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 7, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution..		

Signature(s): Date: 2020

NOTES:

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Link Market Services Trustees Limited (the "Depository"), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom no later than 2.00pm on 15 June 2020.
2. Any alterations made to this Form of Direction should be initialled.
3. In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instructions. If no voting instruction is indicated, you will be deemed to have instructed the Depository to abstain from voting on the specified resolution.
5. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
6. The 'Abstain' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that an 'Abstain' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
7. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Depository Interest holders wishing to attend the meeting should contact the Depository at Link Market Services Trustees Limited, The Registry, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom, in order to request a Letter of Representation by no later than 2.00pm on 15 June 2020.
9. Pursuant to the Israel Companies Law, the approval of each of the Resolutions requires the affirmative vote of the holders of a majority of the voting power represented and voting on the resolution in person or by proxy. In addition, the shareholders' approval to re-elect Mr Jones and Ms Parnell as External Directors, as set forth in Resolutions 6 and 7 of the Notice, require the affirmative vote of the holders of a majority of the voting power represented and voting on each of these proposals in person or by proxy must either include at least a majority of the ordinary shares voted by shareholders who are not controlling shareholders of the Company nor are they shareholders who have a personal interest in the re-election of Mr Jones and Ms Parnell as External Directors, or the total ordinary shares of non-controlling shareholders and non-interested shareholders voted against these proposals 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 these proposals.