

TREMOR

INTERNATIONAL Ltd.

(the “Company”)

FORM OF PROXY ANNUAL GENERAL MEETING

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

I/We appoint the chairman of the meeting or as my/our proxy to attend and vote on my/our behalf at 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 instruct my/our proxy to vote on the resolutions to be proposed at the meeting as indicated below (unless otherwise instructed, the proxy may vote or abstain from voting as he or she sees fit in relation to any business to be considered at the meeting):

Before completing this form, please read the explanatory notes 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 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 Link Asset Services, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 2.00 pm BST on 16 June 2020.
2. The return of a completed Form of Proxy or other such instrument or any CREST Proxy Instruction (as described in paragraph 10 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
3. Pursuant to the Israeli 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 at close of business on 18 May 2020. 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.
4. 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.
5. Any shareholder attending the Annual General Meeting is entitled pursuant to the Israeli 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.
6. As at 4 May 2020, the Company's issued share capital consisted of 135,648,572 ordinary shares, along with 23,342,648 shares reclassified as dormant shares under the Israel Companies Law (without any rights attached thereon), which the Company holds in Treasury. Therefore, the total voting rights in the Company as at 4 May 2020 were 135,648,572.
7. The Board recommends that shareholders vote in favour of all items in the Notice.
8. 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.
9. 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 2.00 pm BST on 15 June 2020. 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.
10. 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.
11. 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.
12. 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.