

# TREMOR

## INTERNATIONAL Ltd.

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#### Compensation Committee Charter

The board of directors (the “*Board*”) of Tremor International Ltd. (the “*Company*”) has constituted and established a compensation committee (the “*Committee*”) with the authority, responsibility and duties as described in this Compensation Committee Charter (this “*Charter*”).

This Charter does not derogate from nor supersede, and instead will be read in conjunction with, the terms set forth in the Company’s Remuneration Policy for Directors and Executives (the “*Compensation Policy*”), which was last adopted on April 30, 2021, in accordance with the requirements set forth under the Israeli Companies Law, 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the “*Companies Law*”). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy, as applicable, will prevail.

#### I. Purpose

The purpose of the Committee is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s Board members, Chief Executive Officer and other “office holders” (as defined under the Companies Law) and the administration of the Company’s equity incentive plans.

#### II. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“*Nasdaq*”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Law with respect to external directors, as applicable. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership, subject to the requirements of the Companies Law with respect to external directors, as applicable.

#### III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities, and not less than twice a year and at such other times as required. The Committee has the authority to

establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Companies Law and the Company's Amended and Restated Articles of Association, as in effect from time to time (the "*Articles of Association*"). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles of Association and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *Compensation Plans and Policies.* The Committee shall approve and recommend to the Board for its approval the Compensation Policy in accordance with the requirements of the Companies Law as well as recommend to the Board for its approval other compensation policies, incentive-based compensation plans and equity-based compensation plans, as applicable (collectively, the "*Compensation Plans and Policies*") and oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate, including as required under the Companies Law.

2. *CEO and Other Executive Officer Compensation.* The Committee will establish annual goals and objectives for the Company's Chief Executive Officer and the other executive officers, which shall be reviewed at least annually and assist the Board in discharging its responsibilities relating to (i) the compensation of the Company's Chief Executive Officer and other executive officers and (ii) the overall Company's compensation programs. The Committee shall approve and recommend to the Board and the Company's shareholders, the total individual remuneration package of each Executive Officer and Chief Executive Officer (including bonuses, incentive payments and share options or other share awards). The Chief Executive Officer and

other executive officers may not be present during voting or deliberations on his or her compensation.

3. *Director Compensation.* The Committee will periodically review and make recommendations to the Board regarding director compensation. The Committee shall approve and recommend to the Board and the Company's shareholders, the total individual remuneration package of the Chairman and each Non-executive director (including bonuses, incentive payments and share options or other share awards).

4. *Company secretary and senior executives:* The Committee will recommend to the Board the total remuneration package of the Company secretary and all other senior executives (including bonuses, incentive payments and share options or other share awards) in each case within the terms of the Company's remuneration policy and in consultation with the Chairman of the Board and/or the Chief Executive Officer.

5. *Certain Transactions.* The Committee will approve transactions regarding office holders' compensation pursuant to Sections 272, 273, and 275 of the Companies Law and exempt a transaction with the Company's chief executive officer from the approval of the general meeting of the Company's shareholders pursuant to Section 272(C1)(3) of the Companies Law.

6. *Incentive and Equity Compensation.* Administer the Company's equity-based compensation plans, including without limitation to approve the adoption of such plans, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards.

7. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

8. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

9. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee, subject to the terms of the Companies Law.

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Effective Date: June 17, 2021