

Taptica 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 31 July 2018 at the office of finnCap, 60 New Broad St, London, EC2M 1JJ and at any adjournment of the meeting.

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 a director.			
2. To re-elect Hagai Tal as a director.			
3. To re-elect Yaniv Carmi as a director.			
4. To re-elect Ronni Zehavi as a director.			
5. To re-appoint Somekh Chaikin, a member firm of KPMG International, as the Company’s independent external auditor for 2018 and to authorise the Company’s Board of Directors (or, the Audit Committee, if authorised by the Board of Directors) to fix their remuneration.			
6. To approve (i) the payment to Ofer Druker, the Executive Chairman of Tremor Video DSP, of a special bonus in the amount of \$500,000 and (ii) to amend the terms of the restricted shares and options to purchase Ordinary Shares of the Company previously granted to Mr. Druker pursuant to the Company’s 2017 Equity Incentive Plan and approved by the Company’s shareholders at the 2017 Annual General Meeting, subject to the terms and conditions as set forth in the explanatory notes to the Notice of AGM and in the Award Agreement and Option Agreement to be entered in connection therewith.			
7. To amend and extend the term of the Company’s Remuneration Policy for Directors and Executives.			

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.

YES	NO

Signature(s) : Date:2018

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 Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom no later than 2.00pm BST on 26 July 2018.
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 Depositary 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 Depositary to abstain from voting on the specified resolution.
5. The Depositary 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. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in order to request a Letter of Representation by no later than 2.00pm BST on 26 July 2018.
9. The Company intends to introduce a Long Term Incentive Plan under which awards will be granted to Executive Directors. Awards under the LTIP will be subject to the satisfaction of performance conditions imposed at the date of grant. An external adviser has been engaged to work with the Remuneration Committee to provide advice in relation to the terms of the plan and the selection of appropriate performance conditions.