|  |
| --- |
| **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 13 June 2019 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** |
|  | To re-elect Timothy Grainger Weller as an independent non-executive director. |  |  |  |
|  | To re-elect Ofer Druker as a director. |  |  |  |
|  | To re-elect Yaniv Carmi as a director.  |  |  |  |
|  | To re-appoint Somekh Chaikin, a member firm of KPMG International, as the Company’s independent external auditor for 2019 and to authorise the Company’s Board of Directors (or, the Audit Committee, if authorised by the Board of Directors) to fix their remuneration. |  |  |  |
|  | To approve a change to the Company’s name from Taptica International Ltd. to Tremor International Ltd. |  |  |  |
|  | To approve an increase to the annual salary of Yaniv Carmi, the Company’s Chief Financial Officer and Director, to US$500,000 per annum with an annual cash bonus of up to US$400,000, subject to compliance with performance-based metrics relating to the Company’s earnings per share, cash conversion and total shareholder return as determined by the Remuneration Committee.  |  |  |  |

Signature(s) :……………………………………………………………….. Date: …………………………2019

**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 10 June 2019.
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, 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 10 June 2019.