

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 8.00am GMT on Monday 4 December 2017 at the office of Huntsworth plc, 8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN 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 Capita IRG 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-elect Neil Jones as an external director.			
6. To re-elect Joanna Parnell as an external director.			
7. To re-appoint Somekh Chaikin, a member firm of KPMG International, as the Company’s independent external auditor for 2017 and to authorize the Company’s Board of Directors (or, the Audit Committee, if authorized by the Board of Directors) to fix their remuneration.			
8. To approve an increase to the fees payable to Timothy Grainger Weller for his services as the Chairman of the Company’s Board of Directors from £75,000 gross per annum to £90,000 gross per annum.			
9. To approve an increase to the fees payable to Neil Jones for his services as an External Director and Chairman of the Audit Committee from £35,000 gross per annum to £40,000 gross per annum.			
10. To approve an increase to the fees payable to Joanna Parnell for her services as an External Director and Chair of the Remuneration Committee from £25,000 gross per annum to £40,000 gross per annum.			
11. To approve and ratify the fees payable to Ronni Zehavi for his services as a Non-Executive Director in the amount of £25,000 gross per annum, and the payment of such fees in the form of Ordinary Shares of the Company.			

12.	To approve (i) an increase to the base salary payable to Hagai Tal for his services as Chief Executive Officer and Executive Director to \$400,000 per annum; (ii) a maximum annual bonus target of \$400,000 (100% of the annual base salary); and (iii) the grant of options to purchase Ordinary Shares with a value of \$600,000.			
13.	To approve (i) an increase to the base salary payable to Yaniv Carmi for his services as Chief Financial Officer and Executive Director to \$325,000 per annum; (ii) a maximum annual bonus target of \$406,250 (125% of the annual base salary); and (iii) the grant of options to purchase 250,000 Ordinary Shares.			
14.	To adopt the Company's new 2017 Equity Incentive Plan.			
15.	To approve the remuneration terms of Ofer Druker, the future Executive Chairman of Taptica's video business (currently operated as Tremor Video DSP) (the "Business"), consisting of (i) an annual base salary of \$500,000; (ii) an annual performance-based bonus equal to 3% of the annual EBITDA of the Business; and (iii) the grant of (x) 600,000 restricted shares and (y) options to purchase 1,200,000 Ordinary Shares.			
16.	To approve that the Company may satisfy the requirement under Rule 19 of the AIM Rules for Companies to send its annual audited accounts to its shareholders by sending such accounts to its shareholders by electronic communication, subject to the Company complying with the other rules in relation to electronic communications as set out in the Guidance to the AIM Rules for Companies, as well as the Company's Articles of Association and any other Israeli law requirement.			

With respect to resolution 5, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

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 9, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

With respect to resolution 10, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

With respect to resolution 12, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

With respect to resolution 13, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

With respect to resolution 15, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.

YES	NO

Signature(s) : Date:2017

NOTES:

- 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 Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom no later than 8.00am on 29 November 2017.
- Any alterations made to this Form of Direction should be initialled.
- 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.
- 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 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 Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to custodymgt@capita.co.uk in order to request a Letter of Representation by no later than 8.00am on 29 November 2017.