

**Tremor International Ltd.**  
**Israeli Public Company No. 51-395606-0**  
(The "Company")

**Notice of Motion for the Approval of a Distribution Pursuant to Section 303(a) of the Israeli Companies Law, 5759-1999**

1. This is to provide a notification that on September 21, 2023, the Company filed a motion (the "**Motion**") with the District Court in Tel Aviv, Israel (the "**Court**") for the approval of a distribution according to the provisions of Section 303(a) of the Israeli Companies Law, 5759-1999 (the "**Companies Law**").
2. Pursuant to the Motion, the Court has been requested to approve a distribution of up to US\$ 20 million via repurchase of ordinary shares of the outstanding share capital of the Company over a period commencing on the date of receipt of the Court's approval of the application and ending on the later of (i) April 30, 2024, or (ii) the lapse of 6 months from the approval of the Motion by the Court. Such Distribution, when implemented, shall not be distributed out of Company's profits, and does not satisfy the "Profit Test", as defined in Section 302 of the Companies Law.
3. Pursuant to the Israel Companies Regulations (Approval of Distribution), 5761-2001, creditors of the Company may approach the Court and object to the approval of the Motion within 30 days or at a later date determined by the Court.
4. The Company's shareholders' equity, as set forth in the Company's consolidated financial statements as of, June 30, 2023, is US\$ 535.827 million.
5. As of June 30, 2023, the company held US\$ 195 million in cash, cash equivalents, and deposits. Of this amount, approximately US\$ 183 million was held by its subsidiaries, while around US\$ 12 million was held by the company itself (on a solo basis). According to the consolidated report, the company's total assets amounted to US\$ 874.72 million. On a solo basis, the company's assets totaled US\$ 533.594 million.
6. The Motion, may be reviewed and copied (at the expense of the requesting party), at the registered office of the Company. For information regarding the proceedings and resolutions of the Court, including information regarding the last date for filing an objection to the Motion, please contact the Company's attorney, Adv. Yotam Ohayon of Naschitz, Brandes, Amir & Co., Advocates, at 5 Tuval St., Tel Aviv, Israel, Sunday to Thursday at 10:00-17:00 after coordinating by phone: +972-3-6236061 or fax: +972-3-6235005.

**Tremor International Ltd.**  
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