

Tremor International Ltd.
(the “Company”)

Form of Direction
Extraordinary 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 Extraordinary General Meeting of the Company to be held at the Extraordinary General Meeting of the Company to be held at 2.00pm BST on 30 April 2021 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 Extraordinary 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 elect Lisa Klinger as an External Director and Independent Non-Executive Director.			
2. To ratify and approve the remuneration of Christopher Stibbs as an independent non-executive director.			
3. To approve the remuneration of Lisa Klinger as an External Director and Independent Non-Executive Director.			
4. To approve new remuneration for Ofer Druker, the Company’s Chief Executive Officer and Executive Director.			
5. To approve new remuneration for Yaniv Carmi, the Company’s Chief Operating Officer and Executive Director.			
6. To approve new remuneration for Sagi Niri, the Company’s Chief Financial Officer and Executive Director.			
7. To approve an increase to the available pool of the Company’s 2017 Equity Incentive Plan.			
8. To amend and extend the term of the Company’s Remuneration Policy for directors and executives.			
9. To approve amendments to the Company’s Amended and Restated Articles of Association.			
10. To adopt new Director and Officer Indemnification Agreements.			
11. To approve the waiver of shareholders pre-emption rights in connection with the U.S. Dual Listing.			

	YES	NO
With respect to resolution 1, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.		

With respect to resolution 3, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.		
With respect to resolution 4, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.		
With respect to resolution 8, please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution.		

Signature(s) : Date:2021

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 “Depositary”), The Registry, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 2.00pm on 27 April 2021.
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, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, in order to request a Letter of Representation by no later than 2.00pm on 27 April 2021.