

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 depository 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 9.00am BST on Thursday 6 October 2016 at the office of Incisive Media, Haymarket House, 28-29 Haymarket, London, SW1Y 4RX 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 depository interests representing shares in the Company hereby direct Capita IRG Trustees Limited, the Depository, 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 2016 and to authorize the Company’s Board of Directors (or, the Audit Committee, if authorized by the Board of Directors) to fix their remuneration.			
6. To approve an increase of 500,000 ordinary shares to the available pool of the Company’s 2015 U.S. Equity Incentive Plan for equity incentive award grants to U.S.-based employees.			
7. To approve the payment to Hagai Tal, the Company’s Chief Executive Officer and Director, of an annual bonus of up to 150% of his annual base salary (up to NIS 1,572,210)(in addition to his contractual annual bonus), payable based on achievement of annual performance criteria as determined by the Remuneration Committee.			
8. To approve the payment to Yaniv Carmi, the Company’s Chief Financial Officer and Director, of an annual bonus of up to 150% of his annual base salary (up to NIS 1,116,000)(in addition to his contractual annual bonus), payable based on achievement of annual performance criteria as determined by the Remuneration Committee.			

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:2016

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 Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom no later than 8.30am on 4 October 2016.
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 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Withheld' 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 8.30am on 3 October 2016.