

Tremor International Ltd.

Anti-Corruption Compliance Policy

Section I. Policy Requirements

Tremor International Ltd. ("**Tremor**" or the "**Company**") expects all Company personnel, including employees, officers, and directors, as well as our partners and other third parties, to act with integrity and comply with all applicable anti-corruption laws, including the Israeli Penal Code and the U.S. Foreign Corrupt Practices Act ("**FCPA**"). Failure to comply with these laws could have significant consequences for the Company. Tremor will take appropriate action against Company personnel and third parties who fail to comply with anti-corruption laws or this Policy, up to and including termination.

Tremor prohibits bribes, kickbacks, and other improper payments.

- Tremor prohibits bribes, kickbacks, or other improper or illegal payments of **Anything of Value** from being directly or indirectly offered, given, authorized, promised, solicited, or accepted in any way related to our business, whether it involves **Public Officials** or private parties.
- Tremor prohibits bribery to influence a Public Official, to obtain or retain business from any party, or to secure an unfair business advantage.
- Tremor also prohibits **facilitation payments**, or small, unofficial payments to Public Officials to expedite routine, non-discretionary government decisions (even if permissible under local law).

Books and records must be complete, accurate, and transparent; employees must comply with internal controls.

- Tremor maintains complete, transparent, and accurate records supporting all transactions. Falsified or fictitious records are strictly prohibited.
- Compliance with the Company's accounting and internal controls procedures is also mandatory.

Gifts, meals, travel, and entertainment ("Business Courtesies") may not be used as bribes, quid pro quo, or to improperly influence.

- Tremor personnel may not use Business Courtesies as a quid pro quo, bribe, or to otherwise improperly influence, induce, or reward business decisions.
- Business Courtesies must have a legitimate business purpose; be reasonable and modest in value and frequency; comply with local law; and accurately recorded. Tremor personnel should ensure Business Courtesies could not potentially embarrass the Company. Cash gifts are prohibited.
- Tremor does not provide Business Courtesies to Public Officials. Exceptions must be approved in writing in advance by the Chief Legal Officer.

Tremor works only with reputable and ethical third parties, and prohibits bribery by our third parties.

- Tremor also prohibits bribery via our agents, channel partners, affiliates, referral partners, tech partners, consultants, JV partners, or other third parties. We expect our third parties to comply with anti-corruption laws, and we monitor them for "red flags" or indications of improper conduct.
- Tremor personnel should refer to **Section II** prior to entering into or renewing relationships with **third parties who will interact with (i) customers or (ii) Public Officials related to Tremor's business; or (iii) who were recommended by a Public Official or customer.**

Questions/Concerns?

Tremor personnel should not hesitate to raise questions about this Policy to their supervisor or the Chief Legal Officer.

Tremor personnel must report actual or suspected non-compliance with anti-corruption laws or this Policy through the Company's reporting channels or to the Chief Legal Officer.

Tremor does not tolerate retaliation against personnel for escalating questions or concerns.

Public Officials

- Individuals who hold a **governmental position of any kind** at any level (*i.e.*, state, local, or national governments, government agencies, public international organizations, etc.), or who **exercise a public function** or **act in an official capacity** on behalf of a government.
- Personnel at **state-owned or -controlled enterprises** (e.g., state-owned enterprises, newspapers, press or other media outlets, etc.).
- Political parties and **candidates for political office**.

Anything of Value

- Should be **interpreted broadly**, as bribes/improper payments can include both financial and non-financial advantages, such as cash, gift cards, entertainment, travel, educational expenses, employment (including internships), etc.
- **Charitable donations** cannot be used as a quid pro quo or bribe.
- Tremor does not engage in corporate **political contributions**.

Section II. Third Party Controls

In addition to prohibiting bribery directly by Tremor, the Company also prohibits *indirect bribery*, including corrupt payments by or through third parties. Tremor will take all appropriate actions against third parties who violate applicable anti-corruption laws or contractual provisions related to anti-corruption compliance.

The Company has implemented the following controls to mitigate potential corruption risks related to its third parties.

A. Risk-Based Due Diligence

The Company conducts risk-based due diligence on third parties that present potential corruption risks, referred to as “**Select Third Party Representatives**” or “**Select TPRs.**” For purposes of this Policy, **Select TPRs** shall include:

1. Third parties engaged in connection with **sales and marketing activities**;
2. Third parties who may **interact with Public Officials** related to the Company; and
3. Any third party **recommended or required by a Public Official or customer.**

***Third Party Representatives** include, for example, channel partners, affiliates, referral partners, tech partners, joint venture partners, as well as consultants, tax advisors, attorneys or other vendors who interact with Public Officials on the Company’s behalf.*

Due diligence is expected of Tremor in respect of Select TPRs in order to mitigate any bribery risk.

Appropriate due diligence is currently a feature of our normal business approach. Our anti-money laundering regulatory obligations require appropriate due diligence be undertaken when establishing a business relationship with a customer. In addition, when relying on a third party for the performance of critical operational functions Tremor is required to take reasonable steps to avoid undue additional operational risk.

An important element of the due diligence process is to ensure that there is written documentation setting out the nature of services being provided, costs and, where relevant, commissions, fees and preferred means of remuneration.

In any event, even where not required by regulation, sound business practice means that Tremor will always undertake appropriate due diligence of the other party.

B. Additional Compliance Controls

Based on the risks presented, the Chief Legal Officer may require additional anti-corruption controls with respect to Select TPRs or other third parties, including (but not limited to):

1. Conducting additional public records due diligence on the third party, including engaging a reputational vendor to conduct a public records review.
2. Submitting a written questionnaire to the third party and reviewing the responses.
3. Conducting enhanced reputational diligence, such as “on the ground” source inquiries by a qualified service provider.
4. Contacting references provided by the third party.
5. Securing a compliance certification from the third party.
6. Adding additional anti-corruption representations and warranties to the agreement.
7. Providing additional guidance to the third party, such as specific anti-corruption training; anti-corruption guidance documents; or Tremor’s Vendor Code of Conduct.
8. Implementing enhanced monitoring/auditing of the third party.

C. Contractual Agreements

The Company's relationships with Select TPRs must be governed by written agreements with appropriate anti-corruption terms.

D. Compensation

Compensation for all third parties, including Select TPRs, must reflect fair market value for services, and payments should be made to third parties only pursuant to agreed-upon terms.

E. Monitoring

The Company shall monitor all third party conduct for indicia for improper conduct or other corruption red flags related to the Company, both during the due diligence process and during the business relationship.

Below is an illustrative list of potential "**red flags**" that should alert Tremor personnel to potential corruption issues related to third parties. **Because this list is non-exhaustive, Tremor personnel should be attuned to other scenarios that may suggest corrupt, unethical, or improper activity.**

If you encounter these or other corruption red flags, you must escalate them through the reporting channels described in this Anti-Corruption Compliance Policy before engaging in the contemplated relationship or taking further action with the third party.

- You become aware that a third party engages in, or has been accused of engaging in, improper business practices.
- You learn that a third party has a reputation for paying bribes or has a reputation for having a "special relationship" with Public Officials.
- A third party insists on receiving payment before committing to sign up to a contract, or before carrying out services for Tremor.
- The third party requests payment in cash, refuses to sign a formal commission or fee agreement, or fails to provide an invoice or receipt for a payment.
- The third party requests that payment be made to a country or geographic location different from where the third party resides or conducts business.
- A third party requests a fee to "facilitate" a service.
- An invoice from a third party includes vague descriptions of services, such as "miscellaneous," "facilitation fees," or "other."
- A third party requests that you provide employment or some other advantage to a friend or relative.
- The third party's invoice appears to be nonstandard or customized – or it appears unprofessional or falsified.
- The third party invoices the Company for an amount that appears large given the services provided, or greater than those charged in the past by the same vendor or other vendors providing the same service.
- A third party requests the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us.

Effective Date: June 17, 2021