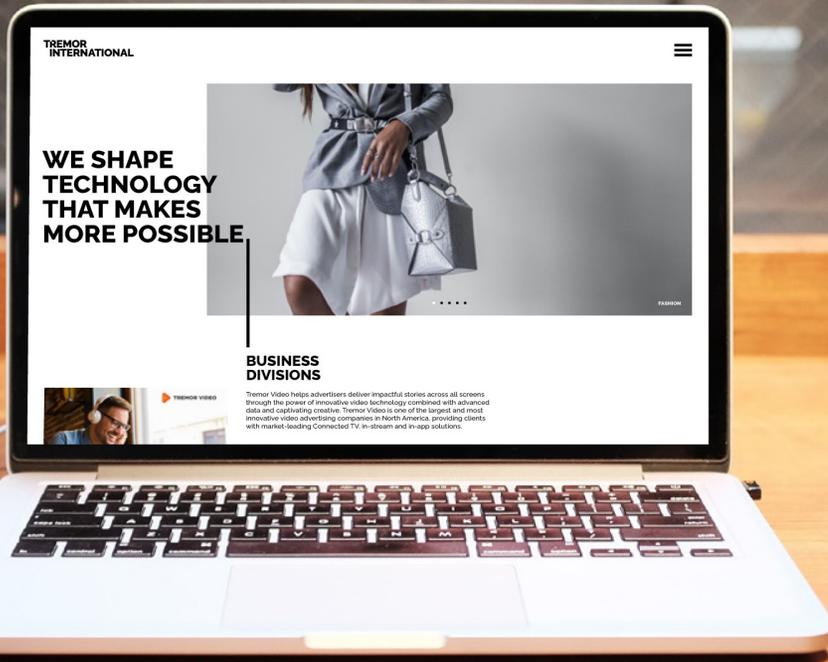


**TREMOR  
INTERNATIONAL**



# Tremor International Enters into an Agreement to Acquire Amobee

July 26, 2022

# Introduction to Speakers and Safe Harbor Statement

This presentation has been prepared by Tremor International Ltd. (the "Company" or "Tremor"). This presentation and the accompanying oral presentation contain forward-looking statements. These statements may relate to, but are not limited to: statements regarding the potential benefits of the proposed acquisition, including future financial and operating results, plans, objectives, expectations and intentions, and long-term value for our shareholders; cost synergies and the timing thereof; the anticipated timing of closing of the acquisition, and impact on cash balance; methods the Company will use to finance the transaction, including the timing and availability of debt financing; other statements concerning the expected development, performance, and market share or competitive performance relating to our products or services; the calculation of certain of our key financial and operating metrics, capital expenditures, plans for future operations, competitive position, technological capabilities, and strategic relationships; as well as assumptions relating to the foregoing. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "intend," "potential," "would," "continue," "ongoing" or the negative of these terms or other comparable terminology. You should not put undue reliance on any forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved, if at all.

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In addition to financial information presented in accordance with the International Financial Reporting Standards ("IFRS"), this presentation includes certain non-IFRS financial measures, including, but not limited to, unaudited Contribution ex-TAC and adjusted EBITDA. Contribution ex-TAC is defined as gross profit plus depreciation and amortization attributable to cost of revenues and cost of revenues (exclusive of depreciation and amortization) minus the Performance media cost ("traffic acquisition costs" or "TAC"). Adjusted EBITDA is defined as total comprehensive income for the period adjusted for foreign currency translation differences for foreign operations, financing expenses, net, tax benefit, depreciation and amortization, stock-based compensation, restructuring, acquisition and IPO-related costs and other expenses (income), net. These definitions are consistent with how we define such terms. These non-IFRS measures are presented for supplemental informational purposes only and should not be considered a substitute for financial information presented in accordance with IFRS. These non-IFRS measures have limitations as analytical tools. For example, other companies may calculate non-IFRS metrics differently or may use other metrics to evaluate their performance, all of which could reduce the usefulness of our non-IFRS financial metrics as tools for comparison. They should not be considered in isolation or as a substitute for analysis of other IFRS financial measures.

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## Introduction to Amobee

- Leading global ad tech platform with 500+ customers globally, including Fortune 500 brands and multi-national ad agencies
- Robust data footprint and strong relationships with premier media partners
- Enables advertisers to execute cross-channel media buying across both linear and digital in a single platform to understand true deduplicated reach

**Amobee**



### **Omnichannel DSP**

Powerful cross channel DSP with a majority of advertiser spend in self-service



### **Amobee Advanced TV Platform**

Unified technology for linear and CTV planning and buying also featuring inventory management and monetization solution

## Strategic Rationale

- **Accretive financial growth and operating cost synergies expected within the first 12 months of completion**
- **For the twelve months ended June 30, 2022, Amobee generated preliminary unaudited Contribution ex-TAC of approximately \$150 million**, excluding the results from Amobee's Email Marketing Platform, which would reflect a meaningful addition to Tremor's business
- **Expected to enhance Tremor's self-service DSP footprint, technology offerings, and performance and data capabilities, while adding new linear TV capabilities**



- **Would grow Tremor's US and international advertiser customer base, deepen media and data relationships, and expand the Company's talent roster with additional industry experts**
- **Would build on Tremor's growth strategy and proven track record of acquiring and integrating companies at attractive valuations**
- **Expected to create one of the most compelling and scaled CTV and video end-to-end platforms in the market**

## Transaction and Financing Details

Purchase price of \$239 million, subject to adjustments, to be satisfied through a combination of existing cash resources and \$100 million in new debt financing expected to be obtained prior to closing the transaction

Expected to close in Q3 2022, subject to customary closing conditions including regulatory approval or the expiration of the required waiting period under the "HSR" Act

RBC Capital Markets acted as lead financial advisor while Naschitz, Brandes, Amir & Co. and Pillsbury Winthrop Shaw Pittman LLP provided legal counsel

The Company also expects to obtain an additional approximately \$50 million revolving credit facility which, along with existing surplus cash resources, is available for future strategic investments and initiatives



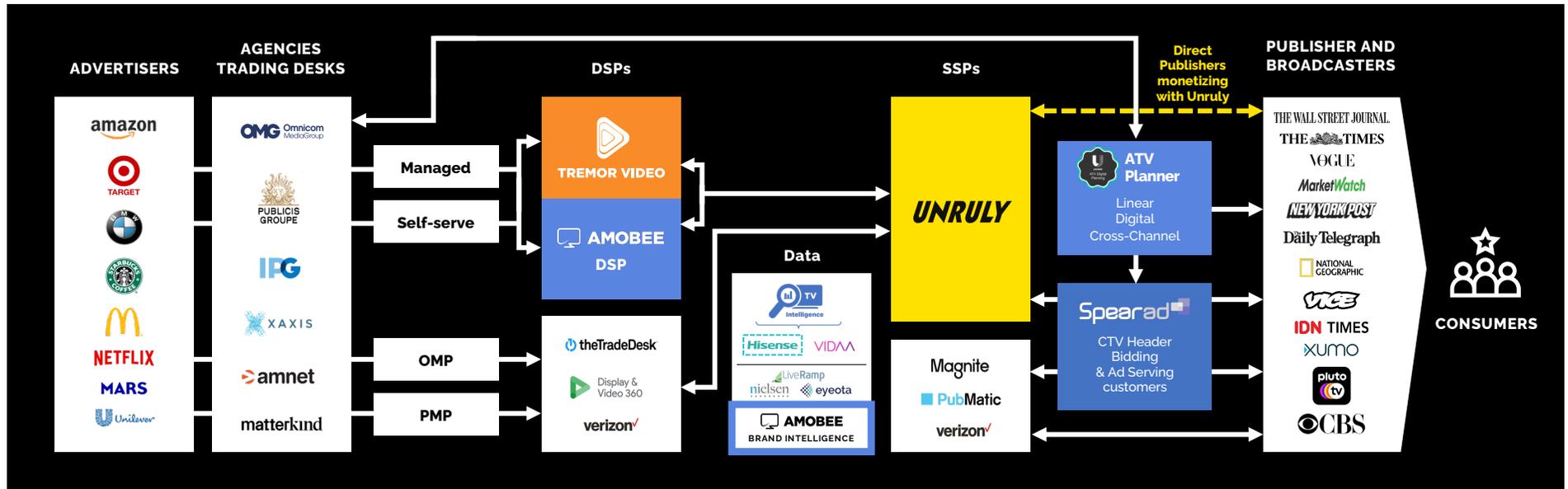
## Financial Benefits of Amobee Acquisition

Expected to be **accretive** within first 12 months of completion

For the twelve months ended June 30, 2022, Amobee generated preliminary unaudited Contribution ex-TAC of approximately \$150 million, excluding the results from Amobee's Email Marketing Platform, which would reflect a meaningful addition to Tremor's business

Combined Company would seek to benefit from meaningful annual run-rate operating cost synergies

# Acquisition Will Enhance Tremor's Growth Prospects Alongside Additional Catalysts



- Amobee acquisition would **accelerate growth** and expand on proven track record of buying and integrating companies
- Transaction would **enhance Tremor's footprint in core growth drivers** including self-service DSP, performance capabilities, CTV, video, and data, **while adding new linear TV capabilities**
- Would **grow Tremor's US and international advertiser customer and media partner base** while also expanding the Company's talent roster

- The acquisition is expected to create **one of the most compelling and scaled CTV and video end-to-end platforms** in the market
- Amobee acquisition, deep VIDAA and Hisense relationship, FIFA World Cup, and Spearad integration, reflect **important milestones that are expected to drive strong future growth and increased shareholder value**



**Thank You!**

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