

02 April 2019



**Taptica International Ltd**  
**("Taptica," the "Company" or the "Group")**

**Appointment of CEO,  
RhythmOne Trading Update and  
Commencement of Share Buyback Programme**

Taptica International Ltd (AIM: TAP), a global leader in advertising technologies for brand advertising and performance-based mobile marketing, is pleased to announce that Mr. Ofer Druker has been appointed as Chief Executive Officer and a board director of the Company with immediate effect. Mr. Druker is currently Executive Chairman of the Tremor Video division, acquired by Taptica in August 2017, and has been instrumental in its successful integration.

Mr. Druker was the founder and CEO of Matomy Media Group Ltd ("**Matomy**") until April 2017, having built Matomy from its inception in 2007 into a digital media company with revenues of \$276.6 million for the full year ended December 2016. Mr. Druker was responsible for leading and integrating Matomy's most important strategic transactions during that period, including the acquisitions of Team Internet, Media Whiz, Mobfox and Optimatic.

**RhythmOne Trading Update**

Following completion of the acquisition of RhythmOne, the Company has been informed that, on a standalone basis, RhythmOne's trading for the year to 31 March 2019 was below market expectations. Whilst undertaking due diligence in respect of Taptica's merger with RhythmOne, the Taptica Directors took a conservative approach in relation to RhythmOne's trading to 31 March 2019. The Taptica Directors still strongly believe that, taking into account RhythmOne's trading performance to date, the merger is in the best interest of the shareholders of Taptica.

The Board's outlook for Taptica remains as set out in its full year audited results released on 19 March 2019. Taptica's directors would like to reiterate that the combined scale of the two businesses creates a leading player in the video advertising space, especially in the US, and strongly believe in the future success of the Enlarged Group.

**Commencement of Share Buyback Programme**

In addition, the Company announces that it has approved a share buyback programme of ordinary shares of NIS0.01 in the capital of the Company ("**Ordinary Shares**") for an aggregate purchase price of up to US\$15 million (the "**Buyback Programme**"). The Buyback Programme forms part of the Group's broader strategy to deliver shareholder value.

The Buyback Programme will be independently managed by finnCap Ltd, the Company's broker, which will make trading decisions independently and without the influence of the Company. The Buyback Programme is in accordance with the terms of the Company's authority to make market purchases of its own Ordinary Shares (the "**Authority**") and will be conducted within certain parameters.

The Buyback Programme will be effected in accordance with the Authority in that the maximum price paid per Ordinary Share is to be no more than 105 per cent. of the average middle market closing price of an Ordinary Share for the five business days preceding the date of purchase. The Buyback Programme will commence today and will continue until 30 September 2019.

Any Ordinary Shares acquired as a result of the Buyback Programme will be reclassified as dormant shares under the Israeli Companies Law (without any rights attached thereon) and will be held in treasury. Any Ordinary Shares acquired as a result of the Buyback Programme will be announced to the market without delay.

Due to the limited liquidity in the issued Ordinary Shares, any Buyback of Ordinary Shares pursuant to the Authority on any trading day may represent a significant proportion of the daily trading volume in the Ordinary Shares on AIM and may exceed 25 per cent. of the average daily trading volume, being the limit laid down in Article 5(1) of Regulation (EU) No 596/2014 and, accordingly, the Company will not benefit from the exemption contained in this Article.

The Company confirms that it currently has no other unpublished price sensitive information other than what has been disclosed above.

**Tim Weller, Non-Executive Chairman of Taptica, commented:**

*"I would like to welcome all of our new shareholders to the Taptica share register. We've brought together two highly complementary businesses, creating one of the leading video advertising companies in the US, with significant scale across the Group and a comprehensive and highly competitive technology stack.*

*"I am also delighted to appoint Ofer Druker as Chief Executive Officer and member of our Board. Ofer is ideally placed to lead our business, having been instrumental in negotiating the merger with RhythmOne and, since joining the Company, identifying and driving significant cost savings, synergistic benefits and revenue opportunities following Taptica's acquisition of Tremor.*

*"I look forward to providing further updates as we progress the integration of RhythmOne and continue to unlock shareholder value."*

**Total Voting Rights**

Following the admission to trading on AIM at 8:00 a.m. today of the 66,736,485 New Taptica Shares, the Company's issued share capital (excluding the 8,143,337 shares reclassified as dormant shares under the Israel Companies Act and held by the Company in treasury with no voting rights) will consist of 135,450,958 ordinary shares of NIS 0.01 pence each. Therefore, the total number of shares with voting rights is 135,450,958.

This figure represents the total voting rights in the Company and may be used by shareholders as the denominator for the calculations by which they can determine if they are required to notify their interest in, or a change to their interest in, the Company under the Financial Conduct Authority's Disclosure and Transparency Rules.

**Schedule 2(g) Disclosures**

The following information is disclosed pursuant to Rule 17 and Schedule Two Paragraph (g) of the AIM Rules for Companies:

Ofer Druker, aged 53, holds or has held the following directorships or partnerships in the past five years:

<b>Current Directorships or Partnerships</b>	<b>Previous Directorships or Partnerships within the last 5 years</b>
<i>None</i>	<i>Matomy Media Group Matomy UK Limited</i>

Mr. Druker has 7,358,082 outstanding RSUs in the Company of which 5,758,082 were granted in conjunction with the Company's acquisition of RhythmOne. Of the 7,358,082 RSUs, 3,599,041 vest upon achieving strict performance criteria set by the Taptica remuneration committee.

There are no further disclosures to be made in relation to Mr Druker pursuant to Rule 17 and Schedule Two Paragraph (g) of the AIM Rules for Companies.

**For further information or enquiries please contact:**

**Taptica International Ltd**

Tim Weller, Non-Executive Chairman  
Yaniv Carmi, Chief Financial Officer

Tel: +972 3 545 3900

**finnCap Ltd**

Jonny Franklin-Adams  
Henrik Persson  
James Thompson  
Hannah Boros

Tel: +44 20 7220 0500

**Vigo Communications**

Jeremy Garcia  
Antonia Pollock  
Charlie Neish

Tel: +44 20 7390 0230

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Company's Circular dated 14 February 2019.

The information communicated in this announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) No. 596/2014. The Company confirms that it is no longer in possession of any unpublished price sensitive information.

**About Taptica**

Taptica International Ltd is a global leader in advertising technologies, operating in more than 70 countries. It has three core divisions: Tremor Video DSP (brand advertising), Taptica (performance advertising) and a Media division.

Tremor Video DSP helps advertisers deliver impactful brand stories across all screens through the power of creative video intelligence—innovative video technology combined with advanced audience data and captivating creative. Tremor Video is one of the largest and most innovative video advertising companies in North America, with offerings in CTV, influencer marketing, and private marketplaces.

The Taptica performance business is an end-to-end mobile technology advertising platform that helps the world's top brands reach their most valuable users with the widest range of traffic sources available today. Its proprietary technology leverages big data to target quality media at scale. It works with more than 600 advertisers including Amazon, Alibaba, Bytedance, Netmarble, Stubhub and OpenTable.

Taptica International Ltd is headquartered in Israel and maintains offices throughout the US and Canada, Asia-Pacific, Europe, India, and Latin America, and is traded on the London Stock Exchange (AIM: TAP).