

**Declaration of Candidate for the Office of
External Director Pursuant to Directive 301 of Bank Hapoalim B.M.**

I, the undersigned, Yoel Mintz, bearer of I.D. no. 052302825, after having been cautioned to state the truth, failing which I shall be liable for the penalties prescribed by law, do hereby state as follows:

1. This affidavit is in connection with my candidacy for appointment as an external director, pursuant to Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department (“**Directive 301**”), of Bank Hapoalim B.M. (the “**Bank**”).
2. I am a resident of Israel, and I am eligible to serve as a director.
3. I have the qualifications required for performance of the duties of a director of the Bank, and specifically I have education, knowledge, experience or expertise in one or more of the following fields: banking, finance, economic or business activity, law, financing, accounting, risk management, regulatory compliance, IT, information security (including cyber) or any other field approved by the Supervisor of Banks, and I am able to dedicate the appropriate amount of time to performance of the duties of a director of the Bank, all in consideration of, *inter alia*, the Bank’s special needs and its size, and according to the provisions of the Companies Law, 5759-1999, and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department (the “**Companies Law**” and the “**Supervision Directives**,” respectively).
4. I am proficient in Hebrew, at least at the level of reading and speaking, in a manner that allows the reading of the background materials for meetings and active participation in discussions.
5. I am not a relative of the Bank’s controlling shareholder, and neither I nor my relatives, partners, employers, anyone to whom I report, directly or indirectly, or a corporation of which I am the controlling shareholder, on the date of my appointment as an external director of the Bank or in the two years preceding the date of the appointment, have any Link to the Bank, to the Bank’s controlling shareholder or to a relative of the controlling shareholder on the date of the appointment, to Another Corporation, or to a holder of more than 5% of a certain type of the means of Control in the Bank, and I have no Link to any person who is, on this date, chairman of the Bank’s board of directors, the CEO, the CFO or a Substantial Shareholder of the Bank; for this purpose:

“**Link**” – An employment relationship, business or professional ties on a regular basis or control, and office as an officer, with the exception of the office of a director who was appointed in order to serve as an external director of a company which is about to launch an IPO.

“**Another Corporation**” – A corporation whose controlling shareholder, on the date of the appointment or in the two years preceding the date of the appointment, is the Bank or the controlling shareholder thereof.

“**Relative**” – A spouse, sibling, parent, grandparent, offspring, as well as any offspring, sibling or parent of the spouse, or the spouse of any one of the above.

“**Control**” – As defined in the Banking (Licensing) Law, 5741-1981 (the “**Banking (Licensing) Law**”).

“**Substantial Shareholder**” – Anyone who holds 5% or more of the issued share capital of the Bank or of the voting rights therein.

6. Without derogating from the provisions of Section 5 above, neither I nor my relatives, partners, employers, anyone to whom I report, directly or indirectly, or a corporation of which I am a controlling shareholder, have any business or professional ties with anyone with whom a Link is prohibited as stated in Section 5 above, even if such ties are not on a regular basis, with the exception of negligible ties, and I have not received and do not receive any consideration contrary to the provisions of Section 244(b) of the Companies Law.

7. Below are additional details in relation to Sections 5 and 6 above, including details regarding negligible business or professional ties (if any):

An account in my name is administered at Bank Hapoalim, the activity in which is credit-related and marginal (without a credit facility). A pension fund in my name is administered with one of the Substantial Holders of the Bank, and serves as the source for the payment of a fixed, invariable pension allowance paid to me subsequent to my retirement from Bank Leumi. In addition, my relatives and I have a provident fund, a managed securities portfolio, health insurance, and elementary insurance (vehicle and home insurance) with some of the Substantial Holders of the Bank. To the best of my understanding, all of the aforesaid ties are negligible.

8. Neither I nor a relative of mine hold shares of the Bank, shares of a controlled corporation, shares of a corporation that controls the Bank, or shares of a banking corporation controlled by any of the foregoing. For this purpose: (1) excluding holding at a rate not exceeding 1% of the paid-up capital of a corporation the shares of which are traded on the stock exchange; (2) a “**relative**” – spouse, parent, or offspring.

9. My other positions or occupations neither create nor might create a conflict of interest with my position as a director of the Bank, nor do they adversely affect my ability to serve as a director of the Bank.

10. Insofar as I also serve as a director of another company (the “**Other Company**”), I hereby confirm that there is no person who serves both as a director of the Bank and as an external director of the Other Company.

11. I am not an employee of the Israel Securities Authority (ISA) or of the stock exchange in Israel.

12. I am eligible to be appointed as a director of the Bank and am subject to no legal restriction on doing so, including in Chapter G1 of the Execution Law, 5727-1967, Section 42 of the Bankruptcy Ordinance [New Version], 5740-1980, Section 7 of the Companies Law, and the provisions of Title B of Chapter One

of Part Six of the Companies Law; without derogating from the aforesaid, I hereby confirm that I have not been declared bankrupt and/or absolved, and have not been convicted in a judgment of any of the following offenses:

- (a) Offenses under Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 5737-1977, and under Sections 52C, 52D, 53(a) and 54 of the Securities Law, 5728-1968 (the “**Securities Law**”);
- (b) A conviction by a court outside of Israel of offenses of bribery, fraud, offenses by managers of a corporation, or offenses of abuse of inside information;
- (c) A conviction in a judgment of another offense not listed in Subsections (a) and (b) above, which a court shall have ruled that due to its nature, gravity or circumstances, renders me unfit to serve as a director of a public company and/or a private company which is a Bond Company (as defined below).

“**Bond Company**” – A company whose bonds are listed on a stock exchange or were offered to the public under a prospectus, within the meaning thereof in the Securities Law, or which were offered to the public outside of Israel, according to a public offering instrument required by a foreign law, and are held by the public.

In addition, I am not legally incapacitated, and have not been declared bankrupt or a restricted debtor.

- 13. The Administrative Enforcement Committee, appointed according to Section 52FF(a) of the Securities Law, has not imposed on me Enforcement Measures (as defined below) prohibiting me from serving as a director of a public company or a private company which is a Bond Company.

“**Enforcement Measures**” – Enforcement measures as stated in Section 52DDD of the Securities Law, imposed according to Chapter H4 of the Securities Law, according to Chapter G2 of the Regulation of the Practice of Investment Advice and Investment Portfolio Management Law, 5755-1995, or according to Chapter J1 of the Joint Investment Trust Law, 5754-1994, as the case may be.

- 14. I do not control a Significant Non-Financial Corporation, am not affiliated with the controlling shareholder of a Significant Non-Financial Corporation, and I do not serve as an officer of a Significant Non-Financial Corporation. For this purpose:

“**Significant Non-Financial Corporation**” – A non-financial corporation which appears in the list of significant non-financial corporations according to Section 30 of the Promotion of Competition and Reduction of Concentration Law, 5774-2013.

“**Person Affiliated with the Controlling Shareholder**” – A relative (spouse, sibling, parent, offspring, offspring of the spouse, and the spouse of any one of

the above) or partner of a Controlling Shareholder, or anyone who has a 'Link' (as defined in Section 5 above) to the Controlling Shareholder.

“**Controlling Shareholder**” at a Significant Non-Financial Corporation – including the holder of a controlling block, as defined in the Companies Law (shares bestowing 25% or more of the total voting rights at the general meeting), in a Significant Non-Financial Corporation where there is no other controlling party.

15. To the best of my knowledge, there is no restriction on my appointment as an external director of the Bank, including, *inter alia*, according to the provisions of the Companies Law, the Banking Ordinance, 1941 (the “**Banking Ordinance**”), the Banking (Licensing) Law, Directive 301, other Supervision Directives, or any other legal provision, including, *inter alia*, due to the holding of office at other corporations or due to other occupations or ties, and in consideration also of the Bank’s being a significant financial entity (within the meaning of the term in Section 35B of the Banking (Licensing) Law, and a large banking corporation (within the meaning thereof in Directive 301).
16. I fulfill all of the conditions for holding office as a director of the Bank, its being a “banking corporation without a control core”, within the meaning thereof in the Banking Ordinance, including the following:
 - 16.1. Neither I nor my relatives (spouse, sibling, parent, offspring, offspring of the spouse, and the spouse of any one of the above) hold means of control of any type whatsoever in the Bank, in a corporation controlled by the Bank or in a Substantial Holder, with the exception of a holding of marketable shares at a rate which does not exceed one quarter of one percent of the issued and paid-up capital of any of them.
 - 16.2. In the two years preceding the date of the appointment, and from the date of the appointment forth, neither I nor anyone with whom I have a Close Connection have a Link to the Bank or a corporation controlled by the Bank, an officer of the Bank or a Substantial Holder. For this purpose, the holding of office as a director of a banking corporation without a control core by a candidate for an additional term of office as aforesaid, shall not be deemed as a Link.
 - 16.3. From the date of the appointment forth, I have no Link to a relative of an officer of the Bank, a relative of a Substantial Holder or a partner of a Substantial Holder.
 - 16.4. Without derogating from the provisions of Sections 16.2 and 16.3 above, neither I nor anyone with whom I have a Close Connection have business or professional ties with the Bank or with a corporation controlled by the Bank, an officer of the Bank or a Substantial Holder who nominated me for the office of director, even if such ties are not on a regular basis, with the exception of negligible ties.
 - 16.5. Below are additional details in relation to Sections 16.2-16.4 above, including details regarding negligible business or professional ties (if any):

I served as the chairman of the board of directors of Bank Leumi UK between 2012 and 2020, under a consulting contract with Bank Leumi. Bank Leumi UK had no business and/or professional ties with Bank Hapoalim. The volume of activity and assets of Bank Leumi UK are not material in relation to the activity of the Leumi Group. To the best of my knowledge, the business and/or professional ties between Bank Leumi and Bank Hapoalim are not significant. Therefore, to my understanding, the ties in question do not create a Link, and alternatively, they are negligible ties that do not constitute a Link.

- 16.6. A candidate who was nominated by the Committee for the Appointment of Directors of Banking Corporations which was appointed pursuant to Section 36A of the Banking (Licensing) Law (the “**Committee**”) represents that he fulfills all of the following conditions:
- a. I have no Link to a member of the Committee at the time of the appointment;
 - b. I am not a minister, deputy minister or member of the Knesset, nor do I have any personal, business or political link to a minister or deputy minister, and I am not a civil servant or an employee of a statutory corporation;
 - c. I have not been convicted of an offense which, due to its nature, gravity or circumstances, renders me unfit to hold office, and no indictment for such an offence is pending against me;

In this Section 16:

“**Close Connection**” – A relationship between a person and his relative, partner, employer, anyone to whom he reports, directly or indirectly, and a corporation of which he is the control holder.

“**Link**” – An employment relationship, business or professional ties on a regular basis, with the exception of negligible ties, as well as the holding of office as an officer, although retail business ties between a corporation and a customer shall not be deemed as a link.

“**Substantial Holder**” – Anyone holding more than 2.5% of a certain type of means of control in the banking corporation, anyone who controls such a holder, anyone controlled by either one of them, a member of a body of holders within the meaning thereof in Section 11D(a)(3)(b) of the Banking Ordinance, anyone who controls a member of such a body of holders, and anyone controlled by any of them. Details regarding the Bank’s Substantial Holders are available on the Bank’s website.

17. I have academic education in: *[please specify the professions or fields in which your education was acquired, the institution where it was acquired, and the academic degree or professional certification that you hold]*.

BA in Economics (module in Business), Tel Aviv University; MBA (specialization in Finance), Tel Aviv University.

Documents and certificates in support of this declaration are attached hereto.

18. Business / professional experience in the last five years (please attach a résumé):

Bank Leumi LeIsrael: Member of management, head of the structured financing and real estate division, and head of the international lending and real estate finance division from 2012 to 2017.

Responsibility for and management of the following units: the construction and real estate finance sub-division, the international lending business (including roles on the boards of directors of overseas subsidiaries, as detailed below), the special credits sub-division, and the structured credits department.

Bank Leumi UK: Chairman of the board of directors and member of the credit committee of the board of directors from 5/2012 to 5/2020.

Bank Leumi USA: Member of the board of directors and member (as observer) of the loans committee of the board of directors from 5/2017 to 2/2020.

Bank Leumi Romania: Chairman of the board of directors from 5/2012 to 7/2019.

19. I serve as a director of the following companies:

I do not currently serve as a director.

20. Below are additional personal details:

Date of birth: *February 3, 1954*

Address for service of process: *Hamatsbi'im 58, Tel Aviv*

Citizenship: *Israeli*

21. Are you related to another interested party of the Bank (if so, please specify)?

No.

22. Are you an employee of the Bank, of a subsidiary thereof, of an affiliate thereof or of an interested party of the Bank (if so, please specify the position/s you fill)?

No.

23. **Professional qualifications** – In view of my education, experience, occupation and skills, to the best of my belief, I have the qualifications specified below [please check the boxes of the relevant qualifications, and provide details in the designated spaces]:¹

¹ The accounting and financial expertise/professional qualifications will be assessed by the board of directors. Please attach documents and certificates in support of the declaration.

Has accounting and financial expertise (as defined below). Below are details attesting to fulfilment of the conditions and tests for having such expertise:

Based on my education (degrees in economics and business), and based on my service as a member of management at Bank Leumi and as chairman and member of boards of directors at the banking subsidiaries of Leumi overseas, I have accumulated extensive knowledge and experience in understanding and analyzing the financial statements of banks and in the relevant accounting standards. Within this role, I was a member of the “disclosure” committee of Leumi, which encompasses the management of the bank, and which discusses the financial statements of the bank ahead of publication; I also signed the financial statements of Bank Leumi UK and Bank Leumi Romania.

In addition, within my managerial and professional responsibility for various units of the bank (such as the construction and real estate finance sub-division, the structured credits department, the special credits sub-division, and more), during which I gained exposure to complex business activities and their impacts on the financial statements; and, while I served as chairman and member of the senior credit committees of the banks in Israel and overseas, in the discussions of which the financial statements of commercial and corporate clients operating in a wide range of economic sectors were extensively analyzed.

In light of all of the foregoing, I have accounting and financial expertise.

A director with accounting and financial expertise is anyone who, due to his education, experience and qualifications, has high proficiency in and understanding of business-accounting matters and financial statements, in a manner that allows him to thoroughly understand the company’s financial statements and to initiate a discussion regarding the manner in which the financial data are presented; the accounting and financial proficiency of a director will be assessed by the board of directors, taking into consideration, *inter alia*, his education, experience and knowledge in the following matters: (1) accounting issues and auditing issues specific to the sector in which the company operates, and to companies of the size and complexity of the company; (2) the duties of the auditor and the responsibilities imposed on him; (3) the preparation of financial statements and their approval according to the law and the Securities Law.

Has professional qualifications (as defined below). Below are details attesting to fulfilment of the conditions and tests for having such qualifications:

Based on my education (degrees in economics and business) and on the experience accumulated in my work, during which I served as a member of management of a bank, and as chairman and member of boards of directors of banks overseas, and based on my membership and chairmanship of credit committees in which the financial statements of major clients of the banks in Israel and overseas were analyzed.

A director with professional qualifications is anyone who holds an academic degree as stated in Paragraphs (1) or (2) below, **and** has experience as stated in Paragraph (3) below:

(1) Holds an academic degree in one of the following subjects: economics, business administration, accounting, law, public administration; (2) holds another academic degree or has completed other higher education studies, all in the company's core business, or in a field relevant to the position; (3) has at least five years' experience in one of the following, or cumulative experience of at least five years in two or more of the following: (a) a senior position in the business management of a corporation having a significant volume of business; (b) a senior public office or a senior civil service position; (c) a senior position in the company's main fields of business.

Has the ability to read and understand financial statements;

Has banking experience (as defined below). Below are details attesting to my having such experience:

The following are the principal roles which I have held in banking:

- *Member of management of Bank Leumi LeIsrael – head of the structured financing and real estate division and head of the international lending and real estate finance division (direct responsibility for the construction and real estate finance sub-division, international lending, the special credits sub-division, and the structured credits department) from 5/2012 to 4/2017.*
- *Chairman of the board of directors of Bank Leumi UK.*
- *Chairman of the board of directors of Bank Leumi Romania.*
- *Member of the board of directors of Bank Leumi USA.*
- *Member of the board of director of Bank Leumi Mortgages.*
- *Chairman of LCRP.*

In addition, I was a member of various professional committees of the management of Leumi, and committees of the boards of directors of its overseas subsidiaries, including, in particular, various risk management committees as well as credit committees.

During the years of my work, I have accumulated extensive experience in varied areas of banking, including –

- *Managerial and professional responsibility for units with activity significant for the bank.*
- *Experience and familiarity with the principal business lines of the bank (corporate, commercial, retail, and capital market) and its operational systems.*
- *Understanding and knowledge of the analysis of credit needs of customers, on an ongoing basis as well as within complex and special transactions (such as financing of means of control and project finance).*
- *Familiarity with banking regulation in Israel and overseas and its effect on the activity of the bank as it pertains to risk management, capital adequacy and structure, liquidity, corporate governance, compliance (and the prevention of money laundering in particular), service, customer fairness rules, and much more.*

“Has banking experience” – Anyone who: [a] served in a senior position at a bank or a bank overseas for at least three years, and worked in the management or audit of a core business or a risk material to the banking corporation at which he serves as a director. For purposes of this section, “senior position” – a manager who reports directly to the CEO, and anyone who reports directly to a manager as aforesaid, including an internal auditor; [b] acted as the partner responsible for the audit of a banking corporation, including knowledge of the structuring of SOX processes for an aggregate period of at least 5 years, in an auditing firm (contingent on fulfillment of the independence rules determined in the Proper Conduct of Banking Business Directives of the Supervisor of Banks and the provisions of any law); [c] served as a director of a banking corporation for an aggregate period of at least 9 years, or as the chairman of the board of directors for an aggregate period of at least three years; or – [d] was approved by the Supervisor as having equivalent experience.

Has proven IT knowledge and experience. Below are details attesting to my having such knowledge and experience:

24. The Bank has provided me with all of the details regarding the Bank’s standard external directors’ compensation, and I agree thereto.
25. I undertake that if any change shall occur with respect to any of my above declarations up to and after the date of approval of my office as an external director and during the term of my office, I shall bring this fact to the Bank’s attention immediately after such change.

August 22, 2021
Date

Yoel Mintz [signature]
Name and Signature of the Candidate

Certification

I, Adv. Tamar Yekutieli, do hereby certify that Yoel Mintz, whom I identified by I.D. no. 52302825, after I cautioned him to state the truth, failing which he shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Date: August 22, 2021

Seal: Tamar Yekutieli-Amiran
Attorney
Attorney’s *License no. 14803*
signature: [Signature]

Yoel Mintz

58 Hamzbi'm Street

Tel Aviv

Israel

mintz@bezeqint.net

Curriculum Vitae

Work Experience

From April 2017 to May 2020

- Chairman of the Board of Directors of Bank Leumi (UK) and a member of the Credit and Regulatory Committee of the Board of Directors.

End of term and end of tenure - May 2020.

- Chairman of the Board of Directors of Bank Leumi Romania until July 2019, the date on which the controlling shares of this bank were sold.
- Member of the Board of Directors of Bank Leumi USA and a member (in a status of observer) of the Board's Loans Committee until February 2020.

The above-mentioned positions were performed as part of a consulting agreement with Bank Leumi Group regarding the activities of the banking subsidiaries abroad.

From May 2012 to April 2017

- Executive Vice President, Member of the Executive Management of Bank Leumi Le-Israel in the position of Head of the International Lending and Real Estate Finance Division (between 2014-2017) and Head of the Structured Financing and Real Estate Finance Division (between 2012-2014).
- The units that reported to me in this role – the Construction and Real Estate Finance Sub-Division, The Special Credits ("Workout") Sub-Division and the Structured Credits Department, as well as my overall responsibility of International Lending for the Leumi Group overseas subsidiaries.
- Chairman of the Board of Bank Leumi UK and Bank Leumi Romania.

The Positions' Description -

Chairman of the Board of Bank Leumi (UK) and Chairman of the Board of Bank Leumi Romania

Concentrating and managing the activity of the Board of Directors, its committees and meetings for the purpose of supervising and challenging the Bank's management, formulating business and technological strategies, outlining the vision, goals and principles of corporate culture, determining risk appetite of the Bank's various business lines and activities including assessing and challenging the impact of the diversified regulatory aspects.

In addition, I served as a member of the Credit Committee and Regulatory Committee of the Bank Leumi UK 's Board of Directors.

Details of the units that reported to me, as part of my role as a member of the Bank Leumi Le-Israel Executive Management during the period -

Construction and Real Estate Finance Sub-Division - The sub-division dealt with providing loans and credit (including bank guarantees of various kinds) to entrepreneurs and borrowers active in the field of construction and development of residential buildings, offices, nursing homes and sheltered housing, commercial centers (and shopping malls), logistics centers and more as well as granting finance to income-producing assets in the above sectors.

The sub-division accompanied the activities of construction and infrastructure contractors and provided them with the credit and banking services required for this activity such as the construction of residential buildings, offices, public buildings, roads and railways, ports and more.

A specific unit within this sub-division centralized and organized the financing (usually as a syndicate with other partners - banks and / or institutional investors) for large infrastructure projects in a format known as Project Finance. Throughout the years the unit organized and underwrote the financing of desalination plants, power stations (based on natural gas or solar energy), "pumped storage" facilities, toll roads, light rail, and more.

Special Loans ("Workout") Sub-division- The sub-division dealt with commercial and corporate customers which are in a business and financial crisis, by taking steps designed to stabilize their situation and bring them back to a state of recovery and to a "business as usual" mode of operation.

Alternatively, in case needed, to act through an "intensive care" processes including taking steps to foreclose assets and to materialize collaterals to those clients for which the option of recovery is not feasible or possible.

International Lending - Involvement and participation in defining the goals, strategies and policies relating to commercial credits of Leumi Group overseas subsidiaries- in the UK, USA and Romania.

Structured Credits Department -The department served as a professional support unit for the commercial business lines of Leumi executed (in collaboration with the business units) complicated and large volume transactions which can be characterized with a unique risk profile in the following areas –

- Financing of Mergers and Acquisitions - the unit dealt with underwriting and arranging financing of the acquisition of means of control of large Israeli corporations.
- International Trade Finance – The unit was in charge of having the professional responsibility for the international trade activity of the bank, concentrating the data and information relating to it, as well as arranging the long-term financing of export transactions using the buyers' credit format and discounting of foreign receivables.
- Analysis of investment plans and projects– Economical and cash flow examination of investment plans and projects for the purpose of assessing the possibility to produce source of repayment to long term financing to be granted or arranged by the bank.
- Organization of syndicates and sale of debts –In charge of the arrangement of syndicates lead by the bank and participated by additional lenders (usually other banks or institutional investors) for large financing transactions, as well as sale of existing debts in the "secondary" market.
- The Diamond Branch - responsibility for financing the diamond sector and for the branch in the Diamond Exchange complex in Ramat Gan (during the period Leumi was involved in financing the industry).

Additional positions within the bank:

During the years 2008-2012

Head of the Construction and Real Estate Sub-Division –as to the function of the unit and its activities - see above.

During the years 2001-2008

The head of the Structured Credits Department - as to the unit's activities - see above.

During the years 1991-2001

Head of Sector in the Bank's Corporate Division and in the Construction and Real Estate Division.

Responsibility for maintaining the banking relationships with large Israeli corporations in the following industries –metal , food and beverage, retail trade, agricultural and kibbutzim industries, and real estate .

During the years 1978-1991

Various positions at the intermediate management level in the head office of the Bank.

Membership in committees

Memberships in various committees and forums within the framework of the Bank's activities including-

- Member of the risk committee of the Bank's management, which discusses risks of various types accompanying the activity of all of the bank's business lines.
- Member and Chairman of the "Supreme" Credit Committee (the most senior credit committee) in the Bank- which discussed the approval of high volume credits to customers belonging to the Corporate and Commercial divisions or to other business lines of the bank.
- Member of the Credit Risk Committee, which discusses all types of credit risks (corporate, commercial, retail, etc.) provided by the Bank and the regulatory requirements derived from this activity.
- Member of the Overseas Subsidiaries Committee of Leumi, as well as a member of the Credit Committee and the Regulatory Committee of the Board of Directors of Bank Leumi UK and member (in the status of observer) of the Loan Committee of the Board of Directors of Bank Leumi USA.
- Chairman of the Steering Committee for Real Estate and Project Finance projects
- Member of the bank's Own-Property and Assets Committee and other professional committees.

Board memberships

Memberships on the boards of directors of the Bank's subsidiaries -

- Overseas subsidiaries - as detailed above
- Leumi Mortgage Bank between 2008- 2011
- Chairman of LCRP between 2004-2008

Education

BA Economics – Tel Aviv University

MBA – Tel Aviv University

**Declaration of Candidate for the Office of
External Director Pursuant to Directive 301 of Bank Hapoalim B.M.**

I, the undersigned, Ron Hadassi, bearer of I.D. no. 059258269, after having been cautioned to state the truth, failing which I shall be liable for the penalties prescribed by law, do hereby state as follows:

1. This affidavit is in connection with my candidacy for appointment as an external director, pursuant to Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department (“**Directive 301**”), of Bank Hapoalim B.M. (the “**Bank**”).
2. I am a resident of Israel, and I am eligible to serve as a director.
3. I have the qualifications required for performance of the duties of a director of the Bank, and specifically I have education, knowledge, experience or expertise in one or more of the following fields: banking, finance, economic or business activity, law, financing, accounting, risk management, regulatory compliance, IT, information security (including cyber) or any other field approved by the Supervisor of Banks, and I am able to dedicate the appropriate amount of time to performance of the duties of a director of the Bank, all in consideration of, *inter alia*, the Bank’s special needs and its size, and according to the provisions of the Companies Law, 5759-1999, and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department (the “**Companies Law**” and the “**Supervision Directives**,” respectively).
4. I am proficient in Hebrew, at least at the level of reading and speaking, in a manner that allows the reading of the background materials for meetings and active participation in discussions.
5. I am not a relative of the Bank’s controlling shareholder, and neither I nor my relatives, partners, employers, anyone to whom I report, directly or indirectly, or a corporation of which I am the controlling shareholder, on the date of my appointment as an external director of the Bank or in the two years preceding the date of the appointment, have any Link to the Bank, to the Bank’s controlling shareholder or to a relative of the controlling shareholder on the date of the appointment, to Another Corporation, or to a holder of more than 5% of a certain type of the means of Control in the Bank, and I have no Link to any person who is, on this date, chairman of the Bank’s board of directors, the CEO, the CFO or a Substantial Shareholder of the Bank; for this purpose:

“**Link**” – An employment relationship, business or professional ties on a regular basis or control, and office as an officer, with the exception of the office of a director who was appointed in order to serve as an external director of a company which is about to launch an IPO.

“**Another Corporation**” – A corporation whose controlling shareholder, on the date of the appointment or in the two years preceding the date of the appointment, is the Bank or the controlling shareholder thereof.

“**Relative**” – A spouse, sibling, parent, grandparent, offspring, as well as any offspring, sibling or parent of the spouse, or the spouse of any one of the above.

“**Control**” – As defined in the Banking (Licensing) Law, 5741-1981 (the “**Banking (Licensing) Law**”).

“**Substantial Shareholder**” – Anyone who holds 5% or more of the issued share capital of the Bank or of the voting rights therein.

6. Without derogating from the provisions of Section 5 above, neither I nor my relatives, partners, employers, anyone to whom I report, directly or indirectly, or a corporation of which I am a controlling shareholder, have any business or professional ties with anyone with whom a Link is prohibited as stated in Section 5 above, even if such ties are not on a regular basis, with the exception of negligible ties, and I have not received and do not receive any consideration contrary to the provisions of Section 244(b) of the Companies Law.
7. Below are additional details in relation to Sections 5 and 6 above, including details regarding negligible business or professional ties (if any):

My relatives and I have current accounts and routine investments at the Bank. My main activity with the Bank is in the areas of assets and investments, primarily overseas.

8. Neither I nor a relative of mine hold shares of the Bank, shares of a controlled corporation, shares of a corporation that controls the Bank, or shares of a banking corporation controlled by any of the foregoing. For this purpose: (1) excluding holding at a rate not exceeding 1% of the paid-up capital of a corporation the shares of which are traded on the stock exchange; (2) a “**relative**” – spouse, parent, or offspring.
9. My other positions or occupations neither create nor might create a conflict of interest with my position as a director of the Bank, nor do they adversely affect my ability to serve as a director of the Bank.
10. Insofar as I also serve as a director of another company (the “**Other Company**”), I hereby confirm that there is no person who serves both as a director of the Bank and as an external director of the Other Company.
11. I am not an employee of the Israel Securities Authority (ISA) or of the stock exchange in Israel.
12. I am eligible to be appointed as a director of the Bank and am subject to no legal restriction on doing so, including in Chapter G1 of the Execution Law, 5727-1967, Section 42 of the Bankruptcy Ordinance [New Version], 5740-1980, Section 7 of the Companies Law, and the provisions of Title B of Chapter One of Part Six of the Companies Law; without derogating from the aforesaid, I hereby confirm that I have not been declared bankrupt and/or absolved, and have not been convicted in a judgment of any of the following offenses:
 - (a) Offenses under Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 5737-1977, and under Sections

52C, 52D, 53(a) and 54 of the Securities Law, 5728-1968 (the “**Securities Law**”);

- (b) A conviction by a court outside of Israel of offenses of bribery, fraud, offenses by managers of a corporation, or offenses of abuse of inside information;
- (c) A conviction in a judgment of another offense not listed in Subsections (a) and (b) above, which a court shall have ruled that due to its nature, gravity or circumstances, renders me unfit to serve as a director of a public company and/or a private company which is a Bond Company (as defined below).

“**Bond Company**” – A company whose bonds are listed on a stock exchange or were offered to the public under a prospectus, within the meaning thereof in the Securities Law, or which were offered to the public outside of Israel, according to a public offering instrument required by a foreign law, and are held by the public.

In addition, I am not legally incapacitated, and have not been declared bankrupt or a restricted debtor.

- 13. The Administrative Enforcement Committee, appointed according to Section 52FF(a) of the Securities Law, has not imposed on me Enforcement Measures (as defined below) prohibiting me from serving as a director of a public company or a private company which is a Bond Company.

“**Enforcement Measures**” – Enforcement measures as stated in Section 52DDD of the Securities Law, imposed according to Chapter H4 of the Securities Law, according to Chapter G2 of the Regulation of the Practice of Investment Advice and Investment Portfolio Management Law, 5755-1995, or according to Chapter J1 of the Joint Investment Trust Law, 5754-1994, as the case may be.

- 14. I do not control a Significant Non-Financial Corporation, am not affiliated with the Controlling Shareholder of a Significant Non-Financial Corporation, and I do not serve as an officer of a Significant Non-Financial Corporation. For this purpose:

“**Significant Non-Financial Corporation**” – A non-financial corporation which appears in the list of significant non-financial corporations according to Section 30 of the Promotion of Competition and Reduction of Concentration Law, 5774-2013.

“**Person Affiliated with the Controlling Shareholder**” – A relative (spouse, sibling, parent, offspring, offspring of the spouse, and the spouse of any one of the above) or partner of a Controlling Shareholder, or anyone who has a ‘Link’ (as defined in Section 5 above) to the Controlling Shareholder.

“**Controlling Shareholder**” at a Significant Non-Financial Corporation – including the holder of a controlling block, as defined in the Companies Law

(shares bestowing 25% or more of the total voting rights at the general meeting), in a Significant Non-Financial Corporation where there is no other controlling party.

15. To the best of my knowledge, there is no restriction on my appointment as an external director of the Bank, including, *inter alia*, according to the provisions of the Companies Law, the Banking Ordinance, 1941 (the “**Banking Ordinance**”), the Banking (Licensing) Law, Directive 301, other Supervision Directives, or any other legal provision, including, *inter alia*, due to the holding of office at other corporations or due to other occupations or ties, and in consideration also of the Bank’s being a significant financial entity (within the meaning of the term in Section 35B of the Banking (Licensing) Law, and a large banking corporation (within the meaning thereof in Directive 301).
16. I fulfill all of the conditions for holding office as a director of the Bank, its being a “banking corporation without a control core”, within the meaning thereof in the Banking Ordinance, including the following:
 - 16.1. Neither I nor my relatives (spouse, sibling, parent, offspring, offspring of the spouse, and the spouse of any one of the above) hold means of control of any type whatsoever in the Bank, in a corporation controlled by the Bank or in a Substantial Holder, with the exception of a holding of marketable shares at a rate which does not exceed one quarter of one percent of the issued and paid-up capital of any of them.
 - 16.2. In the two years preceding the date of the appointment, and from the date of the appointment forth, neither I nor anyone with whom I have a Close Connection have a Link to the Bank or a corporation controlled by the Bank, an officer of the Bank or a Substantial Holder. For this purpose, the holding of office as a director of a banking corporation without a control core by a candidate for an additional term of office as aforesaid, shall not be deemed as a Link.
 - 16.3. From the date of the appointment forth, I have no Link to a relative of an officer of the Bank, a relative of a Substantial Holder or a partner of a Substantial Holder.
 - 16.4. Without derogating from the provisions of Sections 16.2 and 16.3 above, neither I nor anyone with whom I have a Close Connection have business or professional ties with the Bank or with a corporation controlled by the Bank, an officer of the Bank or a Substantial Holder who nominated me for the office of director, even if such ties are not on a regular basis, with the exception of negligible ties.
 - 16.5. Below are additional details in relation to Sections 16.2-16.4 above, including details regarding negligible business or professional ties (if any):

My relatives and I hold provident funds, advanced study funds, and pension funds at a series of institutional entities.

- 16.6. A candidate who was nominated by the Committee for the Appointment of Directors of Banking Corporations which was appointed pursuant to Section 36A of the Banking (Licensing) Law (the “Committee”) represents that he fulfills all of the following conditions:
- a. I have no Link to a member of the Committee at the time of the appointment;
 - b. I am not a minister, deputy minister or member of the Knesset, nor do I have any personal, business or political link to a minister or deputy minister, and I am not a civil servant or an employee of a statutory corporation;
 - c. I have not been convicted of an offense which, due to its nature, gravity or circumstances, renders me unfit to hold office, and no indictment for such an offence is pending against me;

In this Section 16:

“**Close Connection**” – A relationship between a person and his relative, partner, employer, anyone to whom he reports, directly or indirectly, and a corporation of which he is the control holder.

“**Link**” – An employment relationship, business or professional ties on a regular basis, with the exception of negligible ties, as well as the holding of office as an officer, although retail business ties between a corporation and a customer shall not be deemed as a link.

“**Substantial Holder**” – Anyone holding more than 2.5% of a certain type of means of control in the banking corporation, anyone who controls such a holder, anyone controlled by either one of them, a member of a body of holders within the meaning thereof in Section 11D(a)(3)(b) of the Banking Ordinance, anyone who controls a member of such a body of holders, and anyone controlled by any of them. Details regarding the Bank’s Substantial Shareholders are available on the Bank’s website.

17. I have academic education in: *[please specify the professions or fields in which your education was acquired, the institution where it was acquired, and the academic degree or professional certification that you hold]*.

Economics and political science; law – licensed attorney; MBA. in business.

Documents and certificates in support of this declaration are attached hereto.

18. Business / professional experience in the last five years (please attach a résumé):

See appendix.

19. I serve as a director of the following companies:

Appendix A, attached, lists boards of directors. Subject to my appointment as a director of the Bank, I will resign my position as a director at Oil Refineries Ltd. and at Psagot Securities Ltd.

20. Below are additional personal details:

Date of birth: *March 24, 1965*

Address for service of process: *Yigael Yadin 13, Hod Hasharon 45314*

Citizenship: *Israeli*

21. Are you related to another interested party of the Bank (if so, please specify)?

22. Are you an employee of the Bank, of a subsidiary thereof, of an affiliate thereof or of an interested party of the Bank (if so, please specify the position/s you fill)?

23. **Professional qualifications** – In view of my education, experience, occupation and skills, to the best of my belief, I have the qualifications specified below [please check the boxes of the relevant qualifications, and provide details in the designated spaces]:¹

Has accounting and financial expertise (as defined below). Below are details attesting to fulfilment of the conditions and tests for having such expertise:

I have relevant academic education in economics, business, and law; I have been a lecturer in academia in the areas of banking and finance for over twenty years; I have experience in business and accounting, including membership in balance sheet and investment committees of a series of boards of directors at public and private companies.

A director with accounting and financial expertise is anyone who, due to his education, experience and qualifications, has high proficiency in and understanding of business-accounting matters and financial statements, in a manner that allows him to thoroughly understand the company's financial statements and to initiate a discussion regarding the manner in which the financial data are presented; the accounting and financial proficiency of a director will be assessed by the board of directors, taking into consideration, *inter alia*, his education, experience and knowledge in the following matters: (1) accounting issues and auditing issues specific to the sector in which the company operates, and to companies of the size and complexity of the company; (2) the duties of the auditor and the responsibilities imposed on him; (3) the preparation of financial statements and their approval according to the law and the Securities Law.

¹ The accounting and financial expertise/professional qualifications will be assessed by the board of directors. Please attach documents and certificates in support of the declaration.

Has professional qualifications (as defined below). Below are details attesting to fulfilment of the conditions and tests for having such qualifications:

An attorney, with a bachelor's degree in economics and political science and a master's degree in business. Over five years' cumulative managerial experience in senior business management at corporations with a significant volume of business.

A director with professional qualifications is anyone who holds an academic degree as stated in Paragraphs (1) or (2) below, **and** has experience as stated in Paragraph (3) below:

(1) Holds an academic degree in one of the following subjects: economics, business administration, accounting, law, public administration; (2) holds another academic degree or has completed other higher education studies, all in the company's core business, or in a field relevant to the position; (3) has at least five years' experience in one of the following, or cumulative experience of at least five years in two or more of the following: (a) a senior position in the business management of a corporation having a significant volume of business; (b) a senior public office or a senior civil service position; (c) a senior position in the company's main fields of business.

Has the ability to read and understand financial statements;

Has banking experience (as defined below). Below are details attesting to my having such experience:

"Has banking experience" – Anyone who: [a] served in a senior position at a bank or a bank overseas for at least three years, and worked in the management or audit of a core business or a risk material to the banking corporation at which he serves as a director. For purposes of this section, "senior position" – a manager who reports directly to the CEO, and anyone who reports directly to a manager as aforesaid, including an internal auditor; [b] acted as the partner responsible for the audit of a banking corporation, including knowledge of the structuring of SOX processes for an aggregate period of at least 5 years, in an auditing firm (contingent on fulfillment of the independence rules determined in the Proper Conduct of Banking Business Directives of the Supervisor of Banks and the provisions of any law); [c] served as a director of a banking corporation for an aggregate period of at least 9 years, or as the chairman of the board of directors for an aggregate period of at least three years; or – [d] was approved by the Supervisor as having equivalent experience.

Has proven IT knowledge and experience. Below are details attesting to my having such knowledge and experience:

-
-
24. The Bank has provided me with all of the details regarding the Bank's standard external directors' compensation, and I agree thereto.
25. I undertake that if any change shall occur with respect to any of my above declarations up to and after the date of approval of my office as an external director and during the term of my office, I shall bring this fact to the Bank's attention immediately after such change.

August 29, 2021

Date

[Signature]

**Name and Signature of
the Candidate**

Certification

I, Adv. Daniel Asraf, do hereby certify that Ron Hadassi, whom I identified by I.D. no. 059258269, after I cautioned him to state the truth, failing which he shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

*Seal: Daniel Asraf, Attorney
License no. 87583*

Attorney's *Gross & Co.*

signature: [Signature]

Date: August 29, 2021

Resume - Ron Hadassi

Name: **Ron Hadassi**

Date of Birth: **24/03/1965**

Citizenship: **Israeli**

Address: **Yigael Yadin 13 H'od- H'asharon**

cell: **052-6076236**

e-mail: **ron@bfgroup.biz**

Family status: **Married + 4 children**

Education:

- Tel Aviv University, B.A in Economics, Political Science.
- Tel Aviv University, L.L.B (1995).
- Tel Aviv University, M.B.A, Specialized in finance and marketing.
- BAR admission- 1995.

Work experience in the last five years:

- Serving as the Chairman (2014) and CEO (2018) of **Elbit Imaging Ltd.** Serving as the chairman of **Elbit Medical Technologies** since 2014 and CEO of this company since April 2020. Serving as executive director of **Plaza Centers NV.**
- Finance and banking lecturer at the Hebrew University and the College of Management Academic Studies.
- **Qualitau LTD-** Director since June 2020
- **Brack Capital properties-** Director since May 2021
- **Bareket-** Director since June 2021
- **Bazan Group-** Director since June 2021
- **Psagot-** Director and head of audit committee since June 2021
- **Carmel wineries Ltd-** Director since 2014
- **Iskoor-** Director since 2019
- **Brookland Upreal Limited-** trustee since February 2019
- **Starwood West Limited-** trustee since July 2020
- **Insightec Ltd-** Director since 2014 until 2020
- **Shufersal Ltd -** Vice Chairman - 2007-2016
- **Luzon Nadlan & real estate-** Director -2017-2020
- **Raichman University (Interdisciplinary Center) -** Banking and finance lecture 1997-2019
- **Jays Leopard, limited partnership-** managing partner
- **Liguy Hadassi Management and Investments Ltd.-**managing partner since 2009.
- **Isralom Properties Ltd -** Vice Chairman - since 2007 until the company was delisted in 2016

- **Palace industries** – Vice chairman since 2008 until 2016
- **Northern Birch Ltd** (IKEA Israel)- Served since 2005 until 2012 as a Chairman and led the development of the IKEA chain in Israel. since 2012 until 2017 I served as a director at the company.
- **Northern Birch Real Estate Ltd** company -I served as the Chairman since 2011-2016.

Additional Past Activities:

- **Bronfman-Fisher Group** – CEO (since 2002 to 2014), Worked, among other thing, on the purchasing process of the control of Discount Bank from the state on 2005.
- **Nanette Real Estate Group NV** (public company) – real estate in Eastern Europe - Chairman (since 2011 to 2015) and CEO (2012-2014).

Former Director at the following companies:

- **Blue Square Israel**
- **Blue Square investments**
- **Bet-Shemesh Engines Holdings Limited** (external director).
- **Naaman Porcelain Limited** (external director).
- **Olimpia Real Estate Holdings Ltd**, and its subsidiaries.

Previous occupations:

- **Industrial Development Bank of Israel** -Manager of special credit unit and vice head of the business department (1995-2002), served as director on several of the bank subsidiaries.

Military Service:

- Major on reserve duty on an intelligence collection unit on Israel Northern border.

Languages:

- **English** – high level
- **French** – medium level
- **Hebrew** - Native

**Declaration of Candidate for the Office of
External Director Pursuant to Directive 301 of Bank Hapoalim B.M.**

I, the undersigned, *Ruben Krupik*, bearer of I.D. no. *013482518*, after having been cautioned to state the truth, failing which I shall be liable for the penalties prescribed by law, do hereby state as follows:

1. This affidavit is in connection with my candidacy for appointment as an external director, pursuant to Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department (“**Directive 301**”), of Bank Hapoalim B.M. (the “**Bank**”).
2. I am a resident of Israel, and I am eligible to serve as a director.
3. I have the qualifications required for performance of the duties of a director of the Bank, and specifically I have education, knowledge, experience or expertise in one or more of the following fields: banking, finance, economic or business activity, law, financing, accounting, risk management, regulatory compliance, IT, information security (including cyber) or any other field approved by the Supervisor of Banks, and I am able to dedicate the appropriate amount of time to performance of the duties of a director of the Bank, all in consideration of, *inter alia*, the Bank’s special needs and its size, and according to the provisions of the Companies Law, 5759-1999, and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department (the “**Companies Law**” and the “**Supervision Directives**,” respectively).
4. I am proficient in Hebrew, at least at the level of reading and speaking, in a manner that allows the reading of the background materials for meetings and active participation in discussions.
5. I am not a relative of the Bank’s controlling shareholder, and neither I nor my relatives, partners, employers, anyone to whom I report, directly or indirectly, or a corporation of which I am the controlling shareholder, on the date of my appointment as an external director of the Bank or in the two years preceding the date of the appointment, have any Link to the Bank, to the Bank’s controlling shareholder or to a relative of the controlling shareholder on the date of the appointment, to Another Corporation, or to a holder of more than 5% of a certain type of the means of Control in the Bank, and I have no Link to any person who is, on this date, chairman of the Bank’s board of directors, the CEO, the CFO or a Substantial Shareholder of the Bank; for this purpose:

“**Link**” – An employment relationship, business or professional ties on a regular basis or control, and office as an officer, with the exception of the office of a director who was appointed in order to serve as an external director of a company which is about to launch an IPO.

“**Another Corporation**” – A corporation whose controlling shareholder, on the date of the appointment or in the two years preceding the date of the appointment, is the Bank or the controlling shareholder thereof.

“**Relative**” – A spouse, sibling, parent, grandparent, offspring, as well as any offspring, sibling or parent of the spouse, or the spouse of any one of the above.

“**Control**” – As defined in the Banking (Licensing) Law, 5741-1981 (the “**Banking (Licensing) Law**”).

“**Substantial Shareholder**” – Anyone who holds 5% or more of the issued share capital of the Bank or of the voting rights therein.

6. Without derogating from the provisions of Section 5 above, neither I nor my relatives, partners, employers, anyone to whom I report, directly or indirectly, or a corporation of which I am a controlling shareholder, have any business or professional ties with anyone with whom a Link is prohibited as stated in Section 5 above, even if such ties are not on a regular basis, with the exception of negligible ties, and I have not received and do not receive any consideration contrary to the provisions of Section 244(b) of the Companies Law.

7. Below are additional details in relation to Sections 5 and 6 above, including details regarding negligible business or professional ties (if any):

The table of Substantial Holders of the Bank contains a long list of groups that administer the pension savings of the public. Some of my own pension savings and those of my relatives (executive insurance, provident funds, advanced study funds, etc.) are administered at these groups in the course of ordinary consumer/retail relationships.

8. Neither I nor a relative of mine hold shares of the Bank, shares of a controlled corporation, shares of a corporation that controls the Bank, or shares of a banking corporation controlled by any of the foregoing. For this purpose: (1) excluding holding at a rate not exceeding 1% of the paid-up capital of a corporation the shares of which are traded on the stock exchange; (2) a “**relative**” – spouse, parent, or offspring.

9. My other positions or occupations neither create nor might create a conflict of interest with my position as a director of the Bank, nor do they adversely affect my ability to serve as a director of the Bank.

10. Insofar as I also serve as a director of another company (the “**Other Company**”), I hereby confirm that there is no person who serves both as a director of the Bank and as an external director of the Other Company.

11. I am not an employee of the Israel Securities Authority (ISA) or of the stock exchange in Israel.

12. I am eligible to be appointed as a director of the Bank and am subject to no legal restriction on doing so, including in Chapter G1 of the Execution Law, 5727-1967, Section 42 of the Bankruptcy Ordinance [New Version], 5740-1980, Section 7 of the Companies Law, and the provisions of Title B of Chapter One of Part Six of the Companies Law; without derogating from the aforesaid, I hereby confirm that I have not been declared bankrupt and/or absolved, and have not been convicted in a judgment of any of the following offenses:

- (a) Offenses under Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 5737-1977, and under Sections 52C, 52D, 53(a) and 54 of the Securities Law, 5728-1968 (the “**Securities Law**”);
- (b) A conviction by a court outside of Israel of offenses of bribery, fraud, offenses by managers of a corporation, or offenses of abuse of inside information;
- (c) A conviction in a judgment of another offense not listed in Subsections (a) and (b) above, which a court shall have ruled that due to its nature, gravity or circumstances, renders me unfit to serve as a director of a public company and/or a private company which is a Bond Company (as defined below).

“**Bond Company**” – A company whose bonds are listed on a stock exchange or were offered to the public under a prospectus, within the meaning thereof in the Securities Law, or which were offered to the public outside of Israel, according to a public offering instrument required by a foreign law, and are held by the public.

In addition, I am not legally incapacitated, and have not been declared bankrupt or a restricted debtor.

- 13. The Administrative Enforcement Committee, appointed according to Section 52FF(a) of the Securities Law, has not imposed on me Enforcement Measures (as defined below) prohibiting me from serving as a director of a public company or a private company which is a Bond Company.

“**Enforcement Measures**” – Enforcement measures as stated in Section 52DDD of the Securities Law, imposed according to Chapter H4 of the Securities Law, according to Chapter G2 of the Regulation of the Practice of Investment Advice and Investment Portfolio Management Law, 5755-1995, or according to Chapter J1 of the Joint Investment Trust Law, 5754-1994, as the case may be.

- 14. I do not control a Significant Non-Financial Corporation, am not affiliated with the Controlling Shareholder of a Significant Non-Financial Corporation, and I do not serve as an officer of a Significant Non-Financial Corporation. For this purpose:

“**Significant Non-Financial Corporation**” – A non-financial corporation which appears in the list of significant non-financial corporations according to Section 30 of the Promotion of Competition and Reduction of Concentration Law, 5774-2013.

“**Person Affiliated with the Controlling Shareholder**” – A relative (spouse, sibling, parent, offspring, offspring of the spouse, and the spouse of any one of the above) or partner of a Controlling Shareholder, or anyone who has a ‘Link’ (as defined in Section 5 above) to the Controlling Shareholder.

“**Controlling Shareholder**” at a Significant Non-Financial Corporation – including the holder of a controlling block, as defined in the Companies Law (shares bestowing 25% or more of the total voting rights at the general meeting), in a Significant Non-Financial Corporation where there is no other controlling party.

15. To the best of my knowledge, there is no restriction on my appointment as an external director of the Bank, including, *inter alia*, according to the provisions of the Companies Law, the Banking Ordinance, 1941 (the “**Banking Ordinance**”), the Banking (Licensing) Law, Directive 301, other Supervision Directives, or any other legal provision, including, *inter alia*, due to the holding of office at other corporations or due to other occupations or ties, and in consideration also of the Bank’s being a significant financial entity (within the meaning of the term in Section 35B of the Banking (Licensing) Law, and a large banking corporation (within the meaning thereof in Directive 301).
16. I fulfill all of the conditions for holding office as a director of the Bank, its being a “banking corporation without a control core”, within the meaning thereof in the Banking Ordinance, including the following:
 - 16.1. Neither I nor my relatives (spouse, sibling, parent, offspring, offspring of the spouse, and the spouse of any one of the above) hold means of control of any type whatsoever in the Bank, in a corporation controlled by the Bank or in a Substantial Holder, with the exception of a holding of marketable shares at a rate which does not exceed one quarter of one percent of the issued and paid-up capital of any of them.
 - 16.2. In the two years preceding the date of the appointment, and from the date of the appointment forth, neither I nor anyone with whom I have a Close Connection have a Link to the Bank or a corporation controlled by the Bank, an officer of the Bank or a Substantial Holder. For this purpose, the holding of office as a director of a banking corporation without a control core by a candidate for an additional term of office as aforesaid, shall not be deemed as a Link.
 - 16.3. From the date of the appointment forth, I have no Link to a relative of an officer of the Bank, a relative of a Substantial Holder or a partner of a Substantial Holder.
 - 16.4. Without derogating from the provisions of Sections 16.2 and 16.3 above, neither I nor anyone with whom I have a Close Connection have business or professional ties with the Bank or with a corporation controlled by the Bank, an officer of the Bank or a Substantial Holder who nominated me for the office of director, even if such ties are not on a regular basis, with the exception of negligible ties.
 - 16.5. Below are additional details in relation to Sections 16.2-16.4 above, including details regarding negligible business or professional ties (if any):

My relatives and I have accounts at Bank Hapoalim. These ties between the Bank / Bank Group and myself, my relatives, or those close to me are ties of a service provider with a customer in the ordinary course of business, and include, or may include, current account and securities account management, deposits and savings plans, credit cards, credit and credit facilities, investment portfolio management, etc. Ordinary retail ties with Substantial Holders also exist, such as various insurance policies, savings products, etc.

- 16.6. A candidate who was nominated by the Committee for the Appointment of Directors of Banking Corporations which was appointed pursuant to Section 36A of the Banking (Licensing) Law (the “**Committee**”) represents that he fulfills all of the following conditions:
- a. I have no Link to a member of the Committee at the time of the appointment;
 - b. I am not a minister, deputy minister or member of the Knesset, nor do I have any personal, business or political link to a minister or deputy minister, and I am not a civil servant or an employee of a statutory corporation;
 - c. I have not been convicted of an offense which, due to its nature, gravity or circumstances, renders me unfit to hold office, and no indictment for such an offence is pending against me;

In this Section 16:

“**Close Connection**” – A relationship between a person and his relative, partner, employer, anyone to whom he reports, directly or indirectly, and a corporation of which he is the control holder.

“**Link**” – An employment relationship, business or professional ties on a regular basis, with the exception of negligible ties, as well as the holding of office as an officer, although retail business ties between a corporation and a customer shall not be deemed as a link.

“**Substantial Holder**” – Anyone holding more than 2.5% of a certain type of means of control in the banking corporation, anyone who controls such a holder, anyone controlled by either one of them, a member of a body of holders within the meaning thereof in Section 11D(a)(3)(b) of the Banking Ordinance, anyone who controls a member of such a body of holders, and anyone controlled by any of them. Details regarding the Bank’s Substantial Holders are available on the Bank’s website.

17. I have academic education in: *[please specify the professions or fields in which your education was acquired, the institution where it was acquired, and the academic degree or professional certification that you hold].*

BA in Economics and Political Science, Hebrew University of Jerusalem; LLB, Tel Aviv University; graduate of a business program of the Kellogg Recanati Center, Tel Aviv University.

Documents and certificates in support of this declaration are attached hereto.

18. Business / professional experience in the last five years (please attach a résumé):

See the attached curriculum vitae.

19. I serve as a director of the following companies:

As of February 2016, I serve as a 301 External Director at Bank Hapoalim, and as of June 2020, I serve as chairman of the board of directors of Bank Hapoalim. Within my role as chairman, I serve as chairman of the Poalim for the Community Foundation (registered non-profit organization), the primary activity of which is to oversee the social activity of the Bank Group. I am also chairman of the board of directors at Nik Technologies Ltd. (a company under my full ownership), and a member of the executive board of the Institute for Medical Biomathematics (registered non-profit organization).

20. Below are additional personal details:

Date of birth: *August 22, 1951*

Address for service of process: *Ha'emek 3, Hod Hasharon*

Citizenship: *Israeli*

21. Are you related to another interested party of the Bank (if so, please specify)?

No.

22. Are you an employee of the Bank, of a subsidiary thereof, of an affiliate thereof or of an interested party of the Bank (if so, please specify the position/s you fill)?

No. As noted, I serve as chairman of the board of directors.

23. **Professional qualifications** – In view of my education, experience, occupation and skills, to the best of my belief, I have the qualifications specified below [please check the boxes of the relevant qualifications, and provide details in the designated spaces]:¹

Has accounting and financial expertise (as defined below). Below are details attesting to fulfilment of the conditions and tests for having such expertise:

I have undergraduate degrees in economics and law. From 2003 to 2015, I served as CEO of Clal Industries Biotechnology Ltd., a public company, where I took part in the process of preparing the financial statements and signed the statements; I also served as chairman of the board of directors and as a director at its investee companies, some of which are public companies.

¹ The accounting and financial expertise/professional qualifications will be assessed by the board of directors. Please attach documents and certificates in support of the declaration.

As of February 2016, I serve as a 301 External Director of Bank Hapoalim. Within this office, among other matters, I was a member of the audit committee (until I was appointed chairman of the board of directors) and a member of the finance and prospectus committee (until it was merged into the audit committee). As of June 2020, I serve as chairman of the board of directors of the Bank; within this role, among other matters, I sign the financial statements of the Bank. In March 2019, the board of directors of the Bank determined that I have accounting and financial expertise.

A director with accounting and financial expertise is anyone who, due to his education, experience and qualifications, has high proficiency in and understanding of business-accounting matters and financial statements, in a manner that allows him to thoroughly understand the company's financial statements and to initiate a discussion regarding the manner in which the financial data are presented; the accounting and financial proficiency of a director will be assessed by the board of directors, taking into consideration, *inter alia*, his education, experience and knowledge in the following matters: (1) accounting issues and auditing issues specific to the sector in which the company operates, and to companies of the size and complexity of the company; (2) the duties of the auditor and the responsibilities imposed on him; (3) the preparation of financial statements and their approval according to the law and the Securities Law.

Has professional qualifications (as defined below). Below are details attesting to fulfilment of the conditions and tests for having such qualifications:

I have undergraduate degrees in economics and law. I served as CEO of several business companies, and prior to my appointment to the office of a director at Bank Hapoalim I served for twelve years as CEO of Clal Industries Biotechnology Ltd. (a public company).

A director with professional qualifications is anyone who holds an academic degree as stated in Paragraphs (1) or (2) below, **and** has experience as stated in Paragraph (3) below:

(1) Holds an academic degree in one of the following subjects: economics, business administration, accounting, law, public administration; (2) holds another academic degree or has completed other higher education studies, all in the company's core business, or in a field relevant to the position; (3) has at least five years' experience in one of the following, or cumulative experience of at least five years in two or more of the following: (a) a senior position in the business management of a corporation having a significant volume of business; (b) a senior public office or a senior civil service position; (c) a senior position in the company's main fields of business.

Has the ability to read and understand financial statements;

Has banking experience (as defined below). Below are details attesting to my having such experience:

“Has banking experience” – Anyone who: [a] served in a senior position at a bank or a bank overseas for at least three years, and worked in the management or audit of a core business or a risk material to the banking corporation at which he serves as a director. For purposes of this section, “senior position” – a manager who reports directly to the CEO, and anyone who reports directly to a manager as aforesaid, including an internal auditor; [b] acted as the partner responsible for the audit of a banking corporation, including knowledge of the structuring of SOX processes for an aggregate period of at least 5 years, in an auditing firm (contingent on fulfillment of the independence rules determined in the Proper Conduct of Banking Business Directives of the Supervisor of Banks and the provisions of any law); [c] served as a director of a banking corporation for an aggregate period of at least 9 years, or as the chairman of the board of directors for an aggregate period of at least three years; or – [d] was approved by the Supervisor as having equivalent experience.

Has proven IT knowledge and experience. Below are details attesting to my having such knowledge and experience:

I have broad understanding and great experience in the management of technological companies, in a wide range of fields (see the attached curriculum vitae). I have strong knowledge of the fields of information technology, although I do not have proven experience in this field. Further, within my role at Bank Hapoalim, among other matters, I am a member of the technology committee and the chairman of the strategy committee.

24. The Bank has provided me with all of the details regarding the Bank’s standard external directors’ compensation, and I agree thereto.
25. I undertake that if any change shall occur with respect to any of my above declarations up to and after the date of approval of my office as an external director and during the term of my office, I shall bring this fact to the Bank’s attention immediately after such change.

August 24, 2021

Date

Ruben Krupik [signature]

**Name and Signature of
the Candidate**

Certification

I, Adv. Nirit Shushan, do hereby certify that Ruben Krupik, whom I identified by I.D. no. 013482518, after I cautioned him to state the truth, failing which he shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Date: August 24, 2021

Seal: Nirit Shushan, Attorney
Attorney's *License no. 64053*
signature: [Signature]

Ruben Krupik

3 Haemek Street, Hod Hasharon

+972 (0)52-5902277

Ruben.krupik@poalim.co.il

Professional Experience

2020 - present Bank Hapoalim, Chairman of the Board of Directors

- Chairman of following board committees: The Strategy and Business Development Committee and Of the Corporate Governance and Stakeholders Committee.
- Chairman of Poalim Bakehila Foundation.
- Member of the following board committees: The Credit Committee, the Risk Management and Control Committee, the Information Technology and Technological Innovation Committee, Committee for Tracking the Implementation of the Bank's Arrangements with the U.S. Authorities.

2016 - 2020 Bank Hapoalim, Independent Director

- Member of the Audit Committee, the Finance and Prospectus Committee, the Technology and IT Committee, the Corporate Governance and Interested Parties Committee.

2003 - 2016 Clal Biotechnology Industries Ltd. (CBI), CEO

- A Clal Industries Group company.
- CBI is Israel's largest life sciences holding company with pharma and medical technology R&D companies in Israel and the US.
- Director and Chairman of the Board of various companies in the Group.
- Initiated and strategically cooperated with Teva, including raising capital for the company and companies held by CBI.
- Led the company's IPO on the Tel Aviv Stock Exchange in 2007.
- Raised capital from institutional bodies.
- Established funds for investment in medical devices in cooperation with Migdal and Harel insurance companies.
- Maintained contact with academic research institutions and identified future directions and opportunities (especially vis-à-vis the Weizmann Institute and the Hebrew University of Jerusalem).

2003 - 2015 Arte Venture Group Ltd., Partner and CEO

- A Group that engaged in the management of Clal Biotechnology Industries Ltd. in parallel with management of investment portfolios (mainly technology investments) of private and public bodies as well as of independent investments.

2000 - 2003 Arison Investments, Director of Technologies Segment

- Managed direct investments in technology companies and assisted in the formulation of an investment strategy for the Group's companies.
- Represented the Group in two venture capital investment companies in the fields of pharma and technology.
- Was responsible for planning and implementing the monetization of the Group's investments.

1991 - 2000 Rafael Development Corporation – RDC – a company established by Rafael, Elron and the IDB Group – Founder, President and CEO

- Initiated and led a process to identify and use technologies developed at Rafael for commercial products. This involved building appropriate models, identifying business opportunities, defining commercial applications, seeking suitable partners and partnerships, raising capital, establishing companies, and holding responsibility for their management.
- Established 11 subsidiaries in different areas of high-tech, including Given Imaging.
- Director and Chairman of the Board of subsidiaries and responsible for their respective partnerships and joint ventures.
- The uniqueness of the initiative and the diversification model led to a case study at the Harvard Business School, Harvard University, US.

1986 - 1990

Techtel Ltd., CEO

Founded Techtel in 1986 as a spin-off of Tadiran's Hybrid Division.

1984 - 1989

Tadiran Communications Group, VP Human Resources and Administration

Was responsible for HR and administrative management of the Group, which employed c. 2,000 workers.

1982 - 1984

Tadiran Group Headquarters, Manager in the Control Department

Was responsible for budget preparation, payroll, macro and micro economic analysis, support of negotiations in connection with payroll systems.

1976 - 1982

The Ministry of Defense – Budget Department

Held several positions, the final being Head of the Budgets Department. Operations Division and Personnel Division at the Ministry of Defense. Worked regularly vis-à-vis the Ministry of Finance and the IDF.

Education

2000

Business Administration course, the Kellogg School of Management, Northwestern University and the Kellogg-Recanati Business School at Tel Aviv University, in the framework of an IDB Group managerial reserve program.

1981

LL.B., Tel Aviv University, Member of the Israel Bar Association (inactive).

1974

Dual BA in Social Sciences – Economics and Political Science, the Hebrew University of Jerusalem.

Military Service

Served as an officer in a combat unit. Last position held: Battalion Commander, Lt. Col. (Res.).

Proficiency in languages

Hebrew, English and Spanish at mother tongue level.

Declaration of Candidate for the Office of Director
(Other than an External Director) of Bank Hapoalim B.M.

I, the undersigned, Odalia Levanon, bearer of I.D. no. 057971632, after having been cautioned to state the truth, failing which I shall be liable for the penalties prescribed by law, do hereby state as follows:

1. This affidavit is in connection with my candidacy for appointment as a director (other than an external director) of Bank Hapoalim Ltd. (the “**Bank**”), pursuant to the Companies Law, 5759-1999 (the “**Companies Law**”).
2. I have the qualifications required for performance of the duties of a director of the Bank, and specifically I have education, knowledge, experience or expertise in one or more of the following fields: banking, finance, economic or business activity, law, financing, accounting, risk management, regulatory compliance, IT, information security (including cyber) or any other field approved by the Supervisor of Banks, and I am able to dedicate the appropriate amount of time to performance of the duties of a director of the Bank, all in consideration of, *inter alia*, the Bank’s special needs and its size, and according to the provisions of the Companies Law and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department (the “**Supervision Directives**”).
3. I am proficient in Hebrew, at least at the level of reading and speaking, in a manner that allows the reading of the background materials for meetings and active participation in discussions.
4. My other positions or occupations neither create nor might create a conflict of interest with my position as a director of the Bank, nor do they adversely affect my ability to serve as a director of the Bank.
5. I am eligible to be appointed as a director of the Bank and am subject to no legal restriction on doing so, including in Chapter G1 of the Execution Law, 5727-1967, Section 42 of the Bankruptcy Ordinance [New Version], 5740-1980, Section 7 of the Companies Law, and the provisions of Title B of Chapter One of Part Six of the Companies Law; without derogating from the aforesaid, I hereby confirm that I have not been declared bankrupt and/or absolved, and have not been convicted in a judgment of any of the following offenses:
 - (a) Offenses under Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 5737-1977, and under Sections 52C, 52D, 53(a) and 54 of the Securities Law, 5728-1968 (the “**Securities Law**”);
 - (b) A conviction by a court outside of Israel of offenses of bribery, fraud, offenses by managers of a corporation, or offenses of abuse of inside information;
 - (c) A conviction in a judgment of another offense not listed in Subsections (a) and (b) above, which a court shall have ruled that due to its nature, gravity or circumstances, renders me unfit to serve as a director of a

public company and/or a private company which is a Bond Company (as defined below).

“Bond Company” – A company whose bonds are listed on a stock exchange or were offered to the public under a prospectus, within the meaning thereof in the Securities Law, or which were offered to the public outside of Israel, according to a public offering instrument required by a foreign law, and are held by the public.

In addition, I am not legally incapacitated, and have not been declared bankrupt or a restricted debtor.

6. The Administrative Enforcement Committee, appointed according to Section 52FF(a) of the Securities Law, has not imposed on me Enforcement Measures (as defined below) prohibiting me from serving as a director of a public company or a private company which is a Bond Company.

“Enforcement Measures” – Enforcement measures as stated in Section 52DDD of the Securities Law, imposed according to Chapter H4 of the Securities Law, according to Chapter G2 of the Regulation of the Practice of Investment Advice and Investment Portfolio Management Law, 5755-1995, or according to Chapter J1 of the Joint Investment Trust Law, 5754-1994, as the case may be.

7. I do not control a Significant Non-Financial Corporation, am not affiliated with the Controlling Shareholder of a Significant Non-Financial Corporation, and I do not serve as an officer of a Significant Non-Financial Corporation. For this purpose:

“Significant Non-Financial Corporation” – A non-financial corporation which appears in the list of significant non-financial corporations according to Section 30 of the Promotion of Competition and Reduction of Concentration Law, 5774-2013.

“Person Affiliated with the Controlling Shareholder” – A relative (spouse, sibling, parent, offspring, offspring of the spouse, and the spouse of any one of the above) or partner of a Controlling Shareholder, or anyone who has a link, as defined in Section 240(b) of the Companies Law, to the Controlling Shareholder.

“Controlling Shareholder” at a Significant Non-Financial Corporation – including the holder of a controlling block, as defined in the Companies Law (shares bestowing 25% or more of the total voting rights at the general meeting), in a Significant Non-Financial Corporation where there is no other controlling party.

8. To the best of my knowledge, there is no restriction on my appointment as a director of the Bank, including, *inter alia*, according to the provisions of the Companies Law, the Banking Ordinance, 1941 (the **“Banking Ordinance”**), the Banking (Licensing) Law, Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department (**“Directive 301”**), other Supervision Directives, or any other legal provision, including, *inter alia*, due

to the holding of office at other corporations or due to other occupations or ties, and in consideration also of the Bank's being a significant financial entity (within the meaning of the term in Section 35B of the Banking (Licensing) Law, and a large banking corporation (within the meaning thereof in Directive 301).

9. I fulfill all of the conditions for holding office as a director of the Bank, its being a "banking corporation without a control core", within the meaning thereof in the Banking Ordinance, including the following:

9.1. Neither I nor my relatives (spouse, sibling, parent, offspring, offspring of the spouse, and the spouse of any one of the above) hold means of control of any type whatsoever in the Bank, in a corporation controlled by the Bank or in a Substantial Holder, with the exception of a holding of marketable shares at a rate which does not exceed one quarter of one percent of the issued and paid-up capital of any of them.

9.2. In the two years preceding the date of the appointment, and from the date of the appointment forth, neither I nor anyone with whom I have a Close Connection have a Link to the Bank or a corporation controlled by the Bank, an officer of the Bank or a Substantial Holder. For this purpose, the holding of office as a director of a banking corporation without a control core by a candidate for an additional term of office as aforesaid, shall not be deemed as a Link.

9.3. From the date of the appointment forth, I have no Link to a relative of an officer of the Bank, a relative of a Substantial Holder or a partner of a Substantial Holder.

9.4. Without derogating from the provisions of Sections 9.2 and 9.3 above, neither I nor anyone with whom I have a Close Connection have business or professional ties with the Bank or with a corporation controlled by the Bank, an officer of the Bank or a Substantial Holder who nominated me for the office of director, even if such ties are not on a regular basis, with the exception of negligible ties.

9.5. Below are additional details in relation to Sections 9.2-9.4 above, including details regarding negligible business or professional ties (if any):

My relatives and I have pension savings products and advanced study funds with institutional entities, some of which are Substantial Holders of the Bank.

9.6. A candidate who was nominated by the Committee for the Appointment of Directors of Banking Corporations which was appointed pursuant to Section 36A of the Banking (Licensing) Law (the "Committee") represents that he fulfills all of the following conditions:

(a) I have no Link to a member of the Committee at the time of the appointment;

- (b) I am not a minister, deputy minister or member of the Knesset, nor do I have any personal, business or political link to a minister or deputy minister, and I am not a civil servant or an employee of a statutory corporation;
- (c) I have not been convicted of an offense which, due to its nature, gravity or circumstances, renders me unfit to hold office, and no indictment for such an offence is pending against me;

In this Section 9:

“Close Connection” – A relationship between a person and his relative, partner, employer, anyone to whom he reports, directly or indirectly, and a corporation of which he is the control holder.

“Link” – An employment relationship, business or professional ties on a regular basis, with the exception of negligible ties, as well as the holding of office as an officer, although retail business ties between a corporation and a customer shall not be deemed as a link.

“Substantial Holder” – Anyone holding more than 2.5% of a certain type of means of control [in the banking corporation, anyone who controls such a holder, anyone controlled by either one of them, a member of a body of holders within the meaning thereof in Section 11D(a)(3)(b) of the Banking Ordinance, anyone who controls a member of such a body of holders, and anyone controlled by any of them. Details regarding the Bank’s Substantial Holders are available on the Bank’s website.

10. I have academic education in: *[please specify the subjects or disciplines you studied, the institution where you studied and your academic degree or professional diploma]*.

MSc in Computer Science, Tel Aviv University; BSc in Mathematics and Computer Science, cum laude, Tel Aviv University; studies in Business, Tel Aviv University.

Documents and certificates in support of this declaration are attached hereto.

11. Business / professional experience in the last five years (please attach a résumé):

CEO of the IUCC (an organization providing technological services to research institutions in Israel); Vice President of Technologies, Digital, and Innovation, Irani Group; for further details see the attached curriculum vitae.

12. I serve as a director of the following companies:

BOSC – BOS Dimex; ETGA.

13. Below are additional personal details:

Date of birth: *November 16, 1962*

Address for service of process: *Aharon Becker 11, Tel Aviv*

Citizenship: *Israeli*

14. Are you related to another interested party of the Bank (if so, please specify)?

No.

15. Are you an employee of the Bank, of a subsidiary thereof, of an affiliate thereof or of an interested party of the Bank (if so, please specify the position/s you fill)?

No.

Professional qualifications – In view of my education, experience, occupation and skills, to the best of my belief, I have the qualifications specified below [please check the boxes of the relevant qualifications, and provide details in the designated spaces]:¹

Has accounting and financial expertise (as defined below). Below are details attesting to fulfilment of the conditions and tests for having such expertise:

My service as a CEO; my service as a director at publicly traded companies; my role (in the past) as chairperson of a non-profit organization; my position on the narrow management team of Blue Square, a business organization with a turnover of more than NIS 7 billion.

A director with accounting and financial expertise is anyone who, due to his education, experience and qualifications, has high proficiency in and understanding of business-accounting matters and financial statements, in a manner that allows him to thoroughly understand the company's financial statements and to initiate a discussion regarding the manner in which the financial data are presented; the accounting and financial proficiency of a director will be assessed by the board of directors, taking into consideration, *inter alia*, his education, experience and knowledge in the following matters: (1) accounting issues and auditing issues specific to the sector in which the company operates, and to companies of the size and complexity of the company; (2) the duties of the auditor and the responsibilities imposed on him; (3) the preparation of financial statements and their approval according to the Law and the Securities Law.

Has professional qualifications (as defined below). Below are details attesting to fulfilment of the conditions and tests for having such qualifications:

An academic degree in the fields of information technologies; over fifteen years' experience, for item 3; see attached curriculum vitae.

A director with professional qualifications is anyone who holds an academic degree as stated in Paragraphs (1) or (2) below, **and** has experience as stated in Paragraph (3) below:

¹ The accounting and financial expertise/professional qualifications will be assessed by the board of directors. Please attach documents and certificates in support of the declaration.

(1) Holds an academic degree in one of the following subjects: economics, business administration, accounting, law, public administration; (2) holds another academic degree or has completed other higher education studies, all in the company's core business, or in a field relevant to the position; (3) has at least five years' experience in one of the following, or cumulative experience of at least five years in two or more of the following: (a) a senior position in the business management of a corporation having a significant volume of business; (b) a senior public office or a senior civil service position; (c) a senior position in the company's main fields of business.

Has the ability to read and understand financial statements;

Has banking experience (as defined below). Below are details attesting to my having such experience:

“Has banking experience” – Anyone who: [a] served in a senior position at a bank or a bank overseas for at least three years, and worked in the management or audit of a core business or a risk material to the banking corporation at which he serves as a director. For purposes of this section, “senior position” – a manager who reports directly to the CEO, and anyone who reports directly to a manager as aforesaid, including an internal auditor; [b] acted as the partner responsible for the audit of a banking corporation, including knowledge of the structuring of SOX processes for an aggregate period of at least 5 years, in an auditing firm (contingent on fulfillment of the independence rules determined in the Proper Conduct of Banking Business Directives of the Supervisor of Banks and the provisions of any law); [c] served as a director of a banking corporation for an aggregate period of at least 9 years, or as the chairman of the board of directors for an aggregate period of at least three years; or – [d] was approved by the Supervisor as having equivalent experience.

Has proven IT knowledge and experience. Below are details attesting to my having such knowledge and experience:

- *Academic degrees (MSc).*
- *My role as VP of Information Technologies and as CIO at a decentralized business organization with turnover in the billions.*
- *My role as CEO of a technological organization.*

16. The Bank has provided me with the details regarding the Bank's standard directors' compensation, and I agree thereto.
17. I undertake that if any change shall occur with respect to any of my above declarations up to and after the date of approval of my office as a director and during the term of my office, I shall bring this fact to the Bank's attention immediately after such change.

August 15, 2021

Date

Odalia Levanon [Signature]

**Name and Signature of the
Candidate**

Certification

I, Adv. Lizra Yossef, do hereby certify that Odalia Levanon, ~~whom I identified by I.D. no. _____~~ *who is known to me personally*, after I cautioned her to state the truth, failing which she shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence via Zoom.

Date: August 15, 2021

Attorney's *Seal: Lizra Yossef, Attorney*
signature: *License no. 4882*
[Signature]

Curriculum Vitae

Odelia Levanon

Personal information

Family status; Divorced + 2

M: +972-54-4924204

Address: Aharon Becker, 11 Tel Aviv

Email: odelia.levanon@gmail.com

Summary

- Head of division and board member of a group of companies with a turnover of more than 7 billion shekels and some 8,000 employees.
- **Full P&L management, 300 employees and managers, and interface management:** inventories, logistics, finance, payroll, commerce etc.
- Expert in setting up technological entities, strategy building, setting up new commercial activities including customer service centers / loyalty clubs / online shopping network etc.
- Making the group compliant with PCI and SOX standards. Characterization and implementation of CRM/ERP.

Education

Doctoral studies – School of Business Administration, Tel Aviv University

M.Sc. Computer Sciences – Tel Aviv University

B.Sc. Mathematics and Computer Sciences – Tel Aviv University

Employment experience

- 2012- **CEO – Venture Capital**
- Establishing an investment company
 - Examining initiatives from various domains: medicine, social issues, cellular technology, games
 - Testing business models and their financial implications
- 2000-2012 **CIO, Head of Technology Division – MEGA Retail**, a member of the Alon Holdings Group
- Board Member of an organization with a turnover of more than 7 billion ILS and some 8,000 employees all over the country.
 - Heading a Division of 300 employees
 - Management of trans-organizational strategic projects. In charge of its entire lifecycle from planning stage through to successful operational stage, including amongst other, inventories, logistics, finance, payroll, retail trade.
 - Managing a budget of several tens of millions shekels
 - Making the group compliant with PCI and SOX standards.
 - Characterization and implementation of ERP. Leading delivery to the point where it matches the organization's strategy.
 - **Setting up an online shopping network for the company** – integrating the business plan, creating the technological platform, establishing a customer service setup, marketing and overseeing the online network.
 - **Converting systems** with thousands of stations and hundreds of HR years, from the planning stage through to completion of highly successful execution
 - Setting up a CRM based **customer service system**.
 - **Setting up the YOU Loyalty Club**, based on the credit card platform.
 - Setting up storage for the group and **building a BI** (business intelligence) **system** to identify customer behavior.
 - Setting up a server farm with hundreds of servers; a storage system of hundreds of terabytes.
 - Setting up a remote backup site, managing data security, risk system and a DRP business continuity plan.
- 1999-2000 **VP Systems Integration – Amigar Software** (now called ONE1)

- Leading ERP projects in dozens of organizations in Israel.
- Managing product change definition, managing integration
- Converting existing systems and implementing new ones

- 1996-1999 **Consulting on information systems / Lecturer at Tel Aviv University**
- Consulting (Migdal) and teaching at the School of Business Administration and the Faculty of Exact Sciences, Tel Aviv University (on information systems and computer sciences)
- 1993-1996 **Major in the IDF (academic reserve)**
Setting up information systems across the IDF
Enlistment Office / Enlistment Administration, Staff Administration, Payments Administration etc.

Volunteering activities

- 2010 **Chairperson, Society for Product Encoding**
Volunteering for the society housed in the Manufacturers Association Offices

Languages

Hebrew – mother tongue , English – good , French – basic.

Declaration of Candidate for the Office of Director
(Other than an External Director) of Bank Hapoalim B.M.

I, the undersigned, Ronit Schwartz, bearer of I.D. no. 022339766, after having been cautioned to state the truth, failing which I shall be liable for the penalties prescribed by law, do hereby state as follows:

1. This affidavit is in connection with my candidacy for appointment as a director (other than an external director) of Bank Hapoalim Ltd. (the “**Bank**”), pursuant to the Companies Law, 5759-1999 (the “**Companies Law**”).
2. I have the qualifications required for performance of the duties of a director of the Bank, and specifically I have education, knowledge, experience or expertise in one or more of the following fields: banking, finance, economic or business activity, law, financing, accounting, risk management, regulatory compliance, IT, information security (including cyber) or any other field approved by the Supervisor of Banks, and I am able to dedicate the appropriate amount of time to performance of the duties of a director of the Bank, all in consideration of, *inter alia*, the Bank’s special needs and its size, and according to the provisions of the Companies Law and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department (the “**Supervision Directives**”).
3. I am proficient in Hebrew, at least at the level of reading and speaking, in a manner that allows the reading of the background materials for meetings and active participation in discussions.
4. My other positions or occupations neither create nor might create a conflict of interest with my position as a director of the Bank, nor do they adversely affect my ability to serve as a director of the Bank.
5. I am eligible to be appointed as a director of the Bank and am subject to no legal restriction on doing so, including in Chapter G1 of the Execution Law, 5727-1967, Section 42 of the Bankruptcy Ordinance [New Version], 5740-1980, Section 7 of the Companies Law, and the provisions of Title B of Chapter One of Part Six of the Companies Law; without derogating from the aforesaid, I hereby confirm that I have not been declared bankrupt and/or absolved, and have not been convicted in a judgment of any of the following offenses:
 - (a) Offenses under Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 5737-1977, and under Sections 52C, 52D, 53(a) and 54 of the Securities Law, 5728-1968 (the “**Securities Law**”);
 - (b) A conviction by a court outside of Israel of offenses of bribery, fraud, offenses by managers of a corporation, or offenses of abuse of inside information;
 - (c) A conviction in a judgment of another offense not listed in Subsections (a) and (b) above, which a court shall have ruled that due to its nature,

gravity or circumstances, renders me unfit to serve as a director of a public company and/or a private company which is a Bond Company (as defined below).

“Bond Company” – A company whose bonds are listed on a stock exchange or were offered to the public under a prospectus, within the meaning thereof in the Securities Law, or which were offered to the public outside of Israel, according to a public offering instrument required by a foreign law, and are held by the public.

In addition, I am not legally incapacitated, and have not been declared bankrupt or a restricted debtor.

6. The Administrative Enforcement Committee, appointed according to Section 52FF(a) of the Securities Law, has not imposed on me Enforcement Measures (as defined below) prohibiting me from serving as a director of a public company or a private company which is a Bond Company.

“Enforcement Measures” – Enforcement measures as stated in Section 52DDD of the Securities Law, imposed according to Chapter H4 of the Securities Law, according to Chapter G2 of the Regulation of the Practice of Investment Advice and Investment Portfolio Management Law, 5755-1995, or according to Chapter J1 of the Joint Investment Trust Law, 5754-1994, as the case may be.

7. I do not control a Significant Non-Financial Corporation, am not affiliated with the Controlling Shareholder of a Significant Non-Financial Corporation, and I do not serve as an officer of a Significant Non-Financial Corporation. For this purpose:

“Significant Non-Financial Corporation” – A non-financial corporation which appears in the list of significant non-financial corporations according to Section 30 of the Promotion of Competition and Reduction of Concentration Law, 5774-2013.

“Person Affiliated with the Controlling Shareholder” – A relative (spouse, sibling, parent, offspring, offspring of the spouse, and the spouse of any one of the above) or partner of a Controlling Shareholder, or anyone who has a link, as defined in Section 240(b) of the Companies Law, to the Controlling Shareholder.

“Controlling Shareholder” at a Significant Non-Financial Corporation – including the holder of a controlling block, as defined in the Companies Law (shares bestowing 25% or more of the total voting rights at the general meeting), in a Significant Non-Financial Corporation where there is no other controlling party.

8. To the best of my knowledge, there is no restriction on my appointment as a director of the Bank, including, *inter alia*, according to the provisions of the Companies Law, the Banking Ordinance, 1941 (the **“Banking Ordinance”**), the Banking (Licensing) Law, Proper Conduct of Banking Business Directive

301 of the Banking Supervision Department (“**Directive 301**”), other Supervision Directives, or any other legal provision, including, *inter alia*, due to the holding of office at other corporations or due to other occupations or ties, and in consideration also of the Bank’s being a significant financial entity (within the meaning of the term in Section 35B of the Banking (Licensing) Law, and a large banking corporation (within the meaning thereof in Directive 301).

9. I fulfill all of the conditions for holding office as a director of the Bank, its being a “banking corporation without a control core”, within the meaning thereof in the Banking Ordinance, including the following:

9.1. Neither I nor my relatives (spouse, sibling, parent, offspring, offspring of the spouse, and the spouse of any one of the above) hold means of control of any type whatsoever in the Bank, in a corporation controlled by the Bank or in a Substantial Holder, with the exception of a holding of marketable shares at a rate which does not exceed one quarter of one percent of the issued and paid-up capital of any of them.

9.2. In the two years preceding the date of the appointment, and from the date of the appointment forth, neither I nor anyone with whom I have a Close Connection have a Link to the Bank or a corporation controlled by the Bank, an officer of the Bank or a Substantial Holder. For this purpose, the holding of office as a director of a banking corporation without a control core by a candidate for an additional term of office as aforesaid, shall not be deemed as a Link.

9.3. From the date of the appointment forth, I have no Link to a relative of an officer of the Bank, a relative of a Substantial Holder or a partner of a Substantial Holder.

9.4. Without derogating from the provisions of Sections 9.2 and 9.3 above, neither I nor anyone with whom I have a Close Connection have business or professional ties with the Bank or with a corporation controlled by the Bank, an officer of the Bank or a Substantial Holder who nominated me for the office of director, even if such ties are not on a regular basis, with the exception of negligible ties.

9.5. Below are additional details in relation to Sections 9.2-9.4 above, including details regarding negligible business or professional ties (if any):

My relatives and I hold insurance, savings, and pension products at some of the companies on the list. My spouse has a company under his full ownership which has an account at Bank Hapoalim.

9.6. A candidate who was nominated by the Committee for the Appointment of Directors of Banking Corporations which was appointed pursuant to Section 36A of the Banking (Licensing) Law (the “**Committee**”) represents that he fulfills all of the following conditions:

- (a) I have no Link to a member of the Committee at the time of the appointment;
- (b) I am not a minister, deputy minister or member of the Knesset, nor do I have any personal, business or political link to a minister or deputy minister, and I am not a civil servant or an employee of a statutory corporation;
- (c) I have not been convicted of an offense which, due to its nature, gravity or circumstances, renders me unfit to hold office, and no indictment for such an offence is pending against me;

In this Section 9:

“Close Connection” – A relationship between a person and his relative, partner, employer, anyone to whom he reports, directly or indirectly, and a corporation of which he is the control holder.

“Link” – An employment relationship, business or professional ties on a regular basis, with the exception of negligible ties, as well as the holding of office as an officer, although retail business ties between a corporation and a customer shall not be deemed as a link.

“Substantial Holder” – Anyone holding more than 2.5% of a certain type of means of control [in the banking corporation, anyone who controls such a holder, anyone controlled by either one of them, a member of a body of holders within the meaning thereof in Section 11D(a)(3)(b) of the Banking Ordinance, anyone who controls a member of such a body of holders, and anyone controlled by any of them. Details regarding the Bank’s Substantial Holders are available on the Bank’s website.

10. I have academic education in: *[please specify the subjects or disciplines you studied, the institution where you studied and your academic degree or professional diploma].*

BA in Economics, Tel Aviv University, 1988-1991; MBA, Tel Aviv University, 1994-1997; Director Course, Tel Aviv University, 2016.

Documents and certificates in support of this declaration are attached hereto.

11. Business / professional experience in the last five years (please attach a résumé):

Curriculum vitae attached.

12. I serve as a director of the following companies:

8/2019-present: SimiGon Ltd., a flight simulator company; external director with financial expertise.

12/2018-present: PEI (Petroleum and Energy Infrastructure) – a government company; director with financial expertise, chairperson of balance sheet / finance committee, member of functional continuity committee.

5/2017-present: Amir Marketing and Investments in Agriculture Ltd. – agricultural inputs supply and marketing; external director with financial expertise, chairperson of audit committee, member of balance sheet and remuneration committee.

6/2019-present: YAHAD United for Israel's Soldiers – the joint organization of AWIS (Association for the Wellbeing of Israel's Soldiers) and the Libi Fund; member of the executive board and member of the finance committee.

13. Below are additional personal details:

Date of birth: *May 29, 1966*

Address for service of process: *Rabi Hanina 21, Tel Aviv Jaffa*

Citizenship: *Israeli*

14. Are you related to another interested party of the Bank (if so, please specify)?

No.

15. Are you an employee of the Bank, of a subsidiary thereof, of an affiliate thereof or of an interested party of the Bank (if so, please specify the position/s you fill)?

No.

Professional qualifications – In view of my education, experience, occupation and skills, to the best of my belief, I have the qualifications specified below [please check the boxes of the relevant qualifications, and provide details in the designated spaces]:¹

Has accounting and financial expertise (as defined below). Below are details attesting to fulfilment of the conditions and tests for having such expertise:

BA in Economics, Tel Aviv University.

MBA, Tel Aviv University.

Over five years' experience as a member of management of a bank – deputy CEO.

October 2008-March 2011 – Member of management, deputy CEO, head of capital markets section, Bank of Jerusalem.

November 2005-May 2008 – Member of management, deputy CEO, head of private banking division, UBank.

In-depth understanding of financial and accounting reporting and the procedure for approval of such reports at business firms in general and at a bank in particular; extensive knowledge of financial markets and banking

¹ The accounting and financial expertise/professional qualifications will be assessed by the board of directors. Please attach documents and certificates in support of the declaration.

exposures; proficiency in the guidelines of the Proper Conduct of Banking Business Directives.

Presently chairperson of the audit committee at Amir Marketing, and chairperson of the finance / balance sheet committee at PEI.

Formerly chairperson of the finance/investment/issuance committee at the Port of Ashdod; chairperson of the balance sheet committee at Chim-Nir Aviation.

I am considered to have accounting and financial expertise at all of the companies where I serve or served.

A director with accounting and financial expertise is anyone who, due to his education, experience and qualifications, has high proficiency in and understanding of business-accounting matters and financial statements, in a manner that allows him to thoroughly understand the company's financial statements and to initiate a discussion regarding the manner in which the financial data are presented; the accounting and financial proficiency of a director will be assessed by the board of directors, taking into consideration, *inter alia*, his education, experience and knowledge in the following matters: (1) accounting issues and auditing issues specific to the sector in which the company operates, and to companies of the size and complexity of the company; (2) the duties of the auditor and the responsibilities imposed on him; (3) the preparation of financial statements and their approval according to the Law and the Securities Law.

Has professional qualifications (as defined below). Below are details attesting to fulfilment of the conditions and tests for having such qualifications:

See details in the preceding section.

A director with professional qualifications is anyone who holds an academic degree as stated in Paragraphs (1) or (2) below, **and** has experience as stated in Paragraph (3) below:

(1) Holds an academic degree in one of the following subjects: economics, business administration, accounting, law, public administration; (2) holds another academic degree or has completed other higher education studies, all in the company's core business, or in a field relevant to the position; (3) has at least five years' experience in one of the following, or cumulative experience of at least five years in two or more of the following: (a) a senior position in the business management of a corporation having a significant volume of business; (b) a senior public office or a senior civil service position; (c) a senior position in the company's main fields of business.

Has the ability to read and understand financial statements;

Has banking experience (as defined below). Below are details attesting to my having such experience:

Over five years' experience as a member of management of a bank – deputy CEO.

October 2008-March 2011 – Member of management, deputy CEO, head of capital markets section, Bank of Jerusalem.

November 2005-May 2008 – Member of management, deputy CEO, head of private banking division, UBank.

“Has banking experience” – Anyone who: [a] served in a senior position at a bank or a bank overseas for at least three years, and worked in the management or audit of a core business or a risk material to the banking corporation at which he serves as a director. For purposes of this section, “senior position” – a manager who reports directly to the CEO, and anyone who reports directly to a manager as aforesaid, including an internal auditor; [b] acted as the partner responsible for the audit of a banking corporation, including knowledge of the structuring of SOX processes for an aggregate period of at least 5 years, in an auditing firm (contingent on fulfillment of the independence rules determined in the Proper Conduct of Banking Business Directives of the Supervisor of Banks and the provisions of any law); [c] served as a director of a banking corporation for an aggregate period of at least 9 years, or as the chairman of the board of directors for an aggregate period of at least three years; or – [d] was approved by the Supervisor as having equivalent experience.

Has proven IT knowledge and experience. Below are details attesting to my having such knowledge and experience:

16. The Bank has provided me with the details regarding the Bank’s standard directors’ compensation, and I agree thereto.
17. I undertake that if any change shall occur with respect to any of my above declarations up to and after the date of approval of my office as a director and during the term of my office, I shall bring this fact to the Bank’s attention immediately after such change.

August 26, 2021

Date

Ronit Schwartz [Signature]

Name and Signature of the Candidate

Certification

I, Adv. Nirit Shushan, do hereby certify that Ronit Schwartz, whom I identified by I.D. no. 022339766, after I cautioned her to state the truth, failing which she shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Date: August 26, 2021

Seal: Nirit Shushan, Attorney
Attorney's *License no. 64053*
signature: [Signature]

RONIT SCHWARTZ

ronit.schwartz10@gmail.com

Banker, External Director, Financial Expertise

21 years in banking, Financial Markets Specialty

10 years as Director in Israel and Globally in multiple disciplines



Professional Experience

IMIGON LTD <i>Flight Simulation Company, Traded on AIM in London</i> External Director, Financial Expertise	8.2019-Present
Petroleum Energy Infrastructure (PEI) <i>Government Company</i> Director, Financial Expertise; Chair, Financial Statement Committee Member, Contingency Steering Committee	12.2019-Present
Amir Agriculture Ltd. External Director, Financial Expertise Chair: Audit Committee Member: Financial Statement Committee; Remuneration Committee	5.2017-Present
Elad Canada Realty Inc. External Director, Financial Expertise Chair: Audit Committee, Remuneration Committee, Financial Statement Committee	5.2018-7.2021
Port of Ashdod <i>Government Company</i> Director, Financial Expertise Chair: Financial Statement/Investments Committee; Pre-IPO Committee Member: Compensation & Staffing Committee; CEO Recruitment Committee	7.2015-7.2018
Chim Nir Aviation External Director, Financial Expertise Chair: Balance Sheet Committee Member: Remuneration & Audit Committees	1.2010-9.2018

Professional Banking Experience

Jerusalem Bank Executive Board Member, Deputy General Manager Head of Capital Markets <i>Areas of Responsibility:</i> Fixed income and savings department, Securities and investment department, Market Liquidity, Bond Issuing, Trading Floors, "Jerusalem Investment Portfolio management Ltd". <i>Oversight & Management Committees:</i> Chair, Assets and Liabilities Committee; Risk Monitoring Committee; Products Committee; Technology Committee; Customers Committee <i>Director of Subsidiaries:</i> Jerusalem Underwriting Ltd., Jerusalem Financing & Issues Ltd.	2008-2011
UBank Deputy General Manager, Executive Board Member Manager of Private Banking Divisions and Branches <i>Accomplishments:</i> Development & Execution of Affluent Banking Concept; Development of Value Proposition & Immersive Customer Experience in partnership with McKinsey; Developed & Implemented sale of factoring unit to First International Bank of Israel (FIBI); Management, Investment Consulting; Chair, Divisional Credit Committee <i>Oversight & Management Committees:</i> Nostro Committee, Credit Committee, Risk Management Committee Chair: Structured Products Committee <i>Director of Subsidiaries:</i> UBank Trust, Ubank Portfolio Management	2005-2008
Union Bank Senior Manager, Financial Management & International Banking Divisions; Manager, Trading Floor, Chief Dealer <i>Accomplishments:</i> Establishment and management of a technologically advanced trading floor that consolidated all areas of trading: Foreign Exchange, Liquidity, Deposits, Money Markets, USD-NIS Market Making, Options Trading, OTC & Financial Derivatives, Nostro (primarily bonds), Foreign Securities. Expansion of Internal Audit Control circles; Participated in ICAAP Process Development; International Liaison with Global Financial Institutions.	1996-2005
First International Bank of Israel (FIBI) Foreign Exchange Dealer	1991-1995

Entrepreneurial

2theloo Israel/Founding CEO Franchisee of a Dutch company 2theloo BV Holdings (Innovative Retail Concept Venture)	2011-2016
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Highlights

Education

Tel Aviv University
BA Economics 1988-1991
MBA 1994-1997
Board Director Certification 2016
Certified Financial Advisor 1998

Executive Board Member, Banking

Director, Capital Markets Division
Director, Private Banking
Chair, Asset Liability Management Committee
Proficiency, Standard Banking Procedures

Trading Floor Management

Foreign Exchange, Options, Derivatives, Trading Activity, Global Banking & Global Treasury

Chair, Financial Statement Review Committee Chair, Audit Committee

Solid accounting knowledge; Deep understanding of financial reporting and procedures; Extensive experience in governance & corporate responsibility.

Government Companies Authority

Selected for External Directorship of Large Companies: Port of Ashdod, Petroleum Energy Infrastructure (PEI)

Treasurer, Forex Israel

Financial Markets Association

Volunteer Activities

Board & Financial Committee Member: YAHAD: United for Israel's Soldiers (UFIS)

Memberships & Citations

Entropy Directors' Pool
Israel's Directors Union (IDU)
Ministry of Social Equality, Listed Expert
Director, Leading Change