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Declaration of Candidate for the Office of External Director of Bank Hapoalim Ltd.

I, the undersigned, *Ronit Abramson Rokach*, bearer of I.D. no. *054121108*, 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 the Companies Law, 5759-1999 (the “**Companies Law**”), who also meets the eligibility conditions to serve as an external director as defined in Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department (“**Directive 301**”), of Bank Hapoalim Ltd. (the “**Company**” or 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 and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department (the “**Supervision Directives**”).
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 Company’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 Company or in the two years preceding the date of the appointment, have any Link to the Company, to the Company’s controlling shareholder or to a relative of the controlling shareholder on the date of the appointment, or 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 Company’s board of directors, the CEO, the CFO or a Substantial Shareholder of the Company; 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 Company 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 Company 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 spouse and I hold deposits and securities in the Bank. My spouse has a negligible credit facility in connection with the holding of a credit card.

Some of my family members (my son-in-law, my brothers-in-law) manage accounts at Bank Hapoalim. I am not aware of any other business tie.

Both I and my relatives have provident funds, study funds, managers insurance policies, and personal insurance policies at some of the substantial shareholders of the Bank (Altshuler Shaham, Harel, Menora, Meitav Dash and Clal).

8. 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.

9. 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.

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

11. I am eligible to be appointed as a director of the Company 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.

- 12. 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.

- 13. 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).

14. 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).
15. 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:
 - 15.1. 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 Shareholder, 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.
 - 15.2. 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 Shareholder. 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.
 - 15.3. 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 Shareholder or a partner of a Substantial Shareholder.
 - 15.4. Without derogating from the provisions of Sections 15.2 and 15.3 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 Shareholder who nominated me for the office of director, even if such ties are not on a regular basis, with the exception of negligible ties.
 - 15.5. Below are additional details in relation to Sections 15.2-15.4 above, including details regarding negligible business or professional ties (if any):

The law firm Ephraim Abramson & Co., a firm at which my spouse is a partner, represents iintoo Ltd. in some of its transactions (although my husband is not involved in this representation). To the best of my knowledge, Mr. Dov Kotler, CEO of the Bank, served, prior to his

appointment, as an officer of iintoo and was a shareholder thereof. The firm's ties with iintoo began before Mr. Kotler's election as the Bank's CEO. From the firm's perspective, and certainly from my perspective, the ties are negligible.

- 15.6. 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 15:

“**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 Shareholder**” – 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.

16. I have academic education in law. Documents and certificates in support of this declaration are attached hereto.
17. Business / professional experience in the last five years (please attach a résumé): Attorney in the fields of corporate, banking and securities law. A director of Migdal Group, external director of Bank Hapoalim.
18. I serve as a director of the following companies: External director of Bank Hapoalim, member of the managing committee of Beit Berl College, the Jerusalem Foundation and Shiluv for Family & Couple Therapy.

19. Below are additional personal details:

Date of birth: August 17, 1957

Address for service of process: 5 Shimshon, Jerusalem 9350105

Citizenship: Israeli

20. Are you related to another interested party of the Bank (if so, please specify)?
No.

21. 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.

22. **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 am well acquainted with financial statements of various types of companies – financial (banking, insurance, capital market) and non-financial.

During my term as an officer of Discount Bank, I was actively involved in preparation of the statements (certainly with respect to the legal aspects).

I served as a member of the audit committee of Migdal Insurance and Migdal Holdings as well as of Carmel Olefins. At Migdal Capital Markets I served as chairman of the committee. At Bank Hapoalim I have served as chairman of the audit committee since commencement of my term of office.

I believe that I am currently well acquainted with the specific banking-related accounting standards and with the requirements and the standards relating to the financial statements and all of the other related reports.

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;

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.

(2) the duties of the auditor and the responsibilities imposed on him; (3) the preparation of financial statements and their approval according to the **[Companies?]** 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: Jurist, attorney, held office as a legal advisor of the Government Companies Authority for approx. four years, held office as VP (Chief Legal Officer) at Discount Bank for 7.5 years.

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:

VP (Chief Legal Officer) at Discount Bank for 7.5 years.

“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:

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23. The Company has provided me with all of the details regarding the Company's standard external directors' compensation, and I agree thereto.
24. 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 Company's attention immediately after such change.

September 6, 2020

Date



**Name and Signature of
the Candidate**

Certification

I, Adv. Avraham Aberman, do hereby certify that Ronit Abramson Rokach, whom I identified by I.D. no. 054121108, 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.

[Signature + stamp:
Avraham Aberman, Adv.
Lic. No. 13552
2 Beitar, Beit Hatayelet
Jerusalem]

Date: September 6, 2020

Attorney's signature: _____

Ronit Abramson-Rokach, Attorney

Email: ronitabramson@walla.co.il

Resumé

Profession: Attorney.
Education: LL.B. – Hebrew University of Jerusalem
Married: To Attorney Ephraim Abramson + 3

Employment

- 8.2006 - NOW** Attorney (business matters, counsel to corporations, licensing, banking, company law and securities law).
Lecture in courses for directors of the Magid Institute attached to the Hebrew University of Jerusalem and of the Mandel Institute.
- 3.1999 - 7.2006** Vice President – Chief Legal Adviser at Israel Discount Bank Ltd. and Director of the Legal Advisory System. In my role, among other things, I advised management and the Board of Directors, represented the Bank in various forums (the Banks Supervisory, the Association of Banks, the Ministry of Finance and the Knesset committees), handled large transactions to which the Bank was a party, and dealt with proposals for banking legislation. I was also responsible – administratively and professionally – for the Legal Advisory System, which comprised about 100 employees, among whom were all the Bank’s attorneys (including professional responsibility over the external attorneys), as well as a Collateral Department responsible for examining collateral received by the Bank, their approval and their registration as securities, mortgages, and other securities of a large magnitude. In addition, I was responsible – administratively and professionally – for the Anti-Money Laundering Department and for the Bank’s Compliance Officer, in the capacity of my role as Director of Legal Risks. It should be note that during my tenure, legislation and regulation on anti-money laundering and compliance issues took effect, and in the course of my duties I was responsible for establishing proper systems that would enable fulfilment of said provisions.
- 1996 - 1997** External lecturer in the Department of Accounting and Business Administration at the Hebrew University (a course on the legal aspects of financial management in the public sector).
- 1992 - 1999** Lecturer and academic coordinator of a course for officers in government companies on behalf of the School of Management of the Israeli Center for Management.
- 1993 – 3.1999** Attorney in business and corporate law matters (among other things, a business partner Marathon Venture Capital Fund Ltd. and legal adviser,

handling the tender for a production area for free export at Likit, handling offerings, assistance to the Securities Authority with inspection of prospectuses and writing legislative proposals).

- 1989 - 1992** Legal Adviser of the Government Companies Authority (counsel and ongoing advice to the Authority, government ministers and government companies, handling and preparation of companies for privatization in Israel and overseas, legal advice and opinions to representatives in the Government Companies Authority, handling disputes between government companies among themselves and with the state, handling of relevant legislation.
- 1985 - 1989** Attorney in the Legal Bureau at the Ministry of Finance (advising the Budget Division mainly in areas of education, welfare, health, industry and trade, handling of budget laws, advice to the Insurance Supervision Division, incorporation of legal entities such as the Postal Authority, Israel Military Industries (IMI), and the Antiquities Authority.
- 1984** Attorney at Pullman Gal Law Offices in Jerusalem (Real Estate, Execution Office, Companies).
- 1983** Certification as an attorney.
- 1983** Internship with Adv. A. Shafar at law firm Shafar Seton & Co. in Jerusalem
- 1982** Internship in the Jerusalem District Court with the Honorable Justice Ali Natan.

Board positions with companies/associations

- 1986 - 1990** Karnit Administration Company – the Fund for Compensation of Road Accident Victims.
- 1995 - 1998** Director at Ashot Ashkelon Ltd.
- 1995 - 1998** A member of the Public Appointments Review Committee of the Government Companies Authority (known as the “Ben Dror Committee”).
- 1998 – 3.1999** A member of the Executive Committee of the Women for Women Association (the shelter for battered women in Jerusalem).
- 2001 - 2006** Member of the Board of Directors of Israel Center for Management.
- 2009 - 2011** Director of Migdal Investments.
- From 2009 - 2017** Director of Migdal Insurance Co. Ltd. and a member of the Audit Committee;
Director of Migdal Insurance and Financial Holdings Ltd. and a member of the Audit Committee;

- Director of Migdal Capital Markets Ltd. and Chairman of the Audit Committee.
- From 2010 – present** A member of the Jerusalem Fund Executive Committee.
- From 2010 – present** A member of the Executive Committee of the Shiluv Institute for Family Therapy.
- From 2012 – 2015** Director of Carmel Olefins Ltd. and a member of the Audit Committee;
- From 2013 – present** Member of the Board of Directors of Beit Berl Academic College, member of the Finance Committee and Chairman of the Donations Committee.
- From 2017 – present** Representative of the Jerusalem Fund at the General Meeting of Tzipori Center for Training and Leadership
- From 2018 – present** External Director of Bank Hapoalim, Chairman of the Audit Committee, member of the following committees: Risk Management Committee, Remuneration Committee, Corporate Governance Committee. A member of the independent committee established by the Board to examine implications of the American investigation.



האוניברסיטה העברית בירושלים הפקולטה למשפטים

דיקן הפקולטה למשפטים ומועצתה

מזנים

לגבי רגליה רוקח

את התואר

בוגר במשפטים

לאחר שסיימה את מסכת לימודיה ועמדה בבחינות

ב ח צ ל ח ה



ולראיה באנו על החתום
ירושלים יום י"ג לחודש סיון תש"ג



פרופ' יהושע רוקח
RONIT ABRAMSON
EPRAIM ABRAMSON&CO

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Declaration of Candidate for the Office of External Director of Bank Hapoalim Ltd.

I, the undersigned, *Frej Esawi* bearer of I.D. no. *058526542*, 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 the Companies Law, 5759-1999 (the “**Companies Law**”), who also meets the eligibility conditions to serve as an external director as defined in Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department (“**Directive 301**”), of Bank Hapoalim Ltd. (the “**Company**” or 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 and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department (the “**Supervision Directives**”).
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 Company’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 Company or in the two years preceding the date of the appointment, have any Link to the Company, to the Company’s controlling shareholder or to a relative of the controlling shareholder on the date of the appointment, or 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 Company’s board of directors, the CEO, the CFO or a Substantial Shareholder of the Company; 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 Company 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 Company 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):
 1. I have held a bank account, a current account, at Bank Hapoalim, Haim Ozer branch, Petach Tikva, for around 20 years.
 2. Some of my family members have personal accounts and some have business accounts at the Bank.
8. 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.
9. 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.
10. I am not an employee of the Israel Securities Authority (ISA) or of the stock exchange in Israel.
11. I am eligible to be appointed as a director of the Company 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.

- 12. 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.

- 13. 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).

- 14. 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).

15. 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:

15.1. 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 Shareholder, 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.

15.2. 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 Shareholder. 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.

15.3. 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 Shareholder or a partner of a Substantial Shareholder.

15.4. Without derogating from the provisions of Sections 15.2 and 15.3 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 Shareholder who nominated me for the office of director, even if such ties are not on a regular basis, with the exception of negligible ties.

15.5. Below are additional details in relation to Sections 15.2-15.4 above, including details regarding negligible business or professional ties (if any):

I have no business and/or professional tie and/or any tie of any type whatsoever with an officer of the Bank, and other than as stated in Section 7 above, there are no other ties.

15.6. 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 15:

“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 Shareholder” – 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.

16. 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]*.

*B.A. in Economics and Accounting from the Hebrew University.
Accounting certification studies at Jerusalem University.*

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

17. Business / professional experience in the last five years (please attach a résumé):
From April 2013 until October 2019 I served as a member of the Knesset for Meretz. During my term of office, I served as a member of the Economic Affairs Committee, the Finance Committee, the Reforms Committee and the Committee of Inquiry into the Financial System’s Conduct in Credit Arrangements. By virtue of my education and the positions that I have held, I have acquired a wealth of knowledge and experience in system-wide regulation (attached hereto is a résumé).

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

Member of the managing committee of the Hebrew University.

19. Below are additional personal details:

Date of birth: December 14, 1963

Address for service of process: P.O. Box 2501, Kfar Qasem 48810

Citizenship: Israeli

20. Are you related to another interested party of the Bank (if so, please specify)?
No.

21. 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.

22. **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]:²

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 been an accountant by profession since 1990. Since then I have held and served in public positions and managed an independent firm, and engaged, inter alia, in supervision, management and preparation of financial statements and accounting reports vis-à-vis the banking system, and in addition I have served as a member of Knesset committees and have been actively involved in legislation relating to banking reforms, such as the Credit Data Law, the Cash Law, the separation of credit cards from the banking system law and diverse social legislation.

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.

² 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:

1. B.A. in Economics and Accounting.
2. Certified accountant.
3. I served as a member of the Knesset for a period of 6.5 years 4/2013-10/2019.
4. I served as treasurer of private companies, finance manager at Givat Haviva and other not-for-profit institutions, and held a managerial position at the Income Tax Authority as specified in the résumé.

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:

23. The Company has provided me with all of the details regarding the Company's standard external directors' compensation, and I agree thereto.
24. 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 Company's attention immediately after such change.

August 31, 2020
Date

Esawi Frej (-)
**Name and Signature of
the Candidate**

Certification

I, Adv. Frige Anwar, do hereby certify that Esawi Frej, whom I identified by I.D. no. 058526542, 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 31, 2020

Attorney's signature: [Signature + stamp:
Mr. Anwar Frige, Adv.
Lic. No. 19829]

Address: 90 Omar Ben el-Khatib Street, Kfar Qasem

Academic Education:

- 1988-1990 Studied for an accounting certificate and successfully passed the Council's exams.
 1983-1988 BA in Economics and Accounting, the Hebrew University of Jerusalem.

Certificate Studies:

- 1997-1998 Certificate studies, Local Authorities Auditor, the Local Government Center, Rehovot.
 1993-1994 Certificate studies, Information Systems Analysis on behalf of the Ministry of Finance – the Tel Aviv Income Tax Commission.
 1991-1992 Certificate studies in Insurance Law, the Institute for Continuing Legal Studies, the Israel Bar Association at the Faculty of Law, the Hebrew University.

Professional Experience:

- 2020 A member of the Board of Managers of the Hebrew University.**
- 2013 - 2019 A Member of Knesset on the Meretz party list:**
- A member of the Finance, Economic Affairs, Reforms, Foreign Affairs and Defense Committees and the Committee for Review of the Financial System's Conduct in Credit Arrangements.
 - Deputy Chairman of the Knesset.
 - Member of the Committee for the Appointment of Sharia Khadis.
 - Chairman of Knesset delegations at many conferences overseas, including in New York, Japan, Croatia and others.
- 1995 - 2013 Owner of two accounting offices in Jerusalem and in Kfar Qasem, whose management included:**
- Human Resources management.
 - Financial advice, auditing services and bookkeeping services.
 - Looking after a variety of businesses in tourism, advertising, marketing and communication, and others.
 - Handling of approximately 350 business clients from various sectors, Arabs and Jews.
 - Providing auditing services to Local Councils - e.g., Lakiah and Tamra.
- 1991 - 1995 Senior management role at Income Tax – Supervisors Squad Coordinator, which included:**
- Managing a team of 8 professional employees working in collections and deductions.
 - Handling thousands of tax files.
 - Organization and coordination of audit and collection campaigns.
 - Drawing up performance reports and ongoing reporting to the Jerusalem District Assessing Officer

1986 - 1992 Income Tax Representative at the Hebrew University, which involved:

- Providing tax advice to thousands of students.
- Ongoing reporting to Income Tax and to the Students Association.

Public Activity:

- A member of the Board of Directors of the Tzavta Theater in Tel Aviv up to 2002.
- Chairman of the Board of Directors of the Nahmani Hall Municipal Corporation, Tel Aviv up to 2004.

Languages:

- Arabic – mother tongue – speaking, reading and writing.
- Hebrew – at mother tongue level – speaking, reading and writing.
- English – high-level of fluency in speaking; completed an advanced reading and writing course in English at Cambridge University in the UK.

MK Esawi Frej

Personal details

Date of birth: 14/12/1963

Place of birth: Kfar Qasem, Israel

Profession

Independent Accountant

Languages

English

Education

BA in Economics and Accounting, the Hebrew University of Jerusalem

Accounting since 1991

Knesset Roles

The 19th Knesset

Tenure and factions in the Knesset	05/02/2013 – 31/03/2015	From	Through to
	Meretz	05/02/2013	31/03/2015
On these Knesset Committees -	Member of the Education, Culture and Sport Committee	09/04/2013	31/03/2015
	Member of the Special Committee to Discuss the Public Broadcasting Bill	02/06/2014	31/03/2015
	Member of the Committee for the Appointment of Sharia Khadis	03/06/2013	31/03/2015
	Acting member of the Finance Committee	09/04/2013	31/03/2015
Lobby Posts	Chairman of the Lobby for the Promotion of the High-Tech Industry in the Arab Sector	04/03/2013	31/03/2015
	Chairman of the Lobby for the Promotion of the Employment in the Arab Sector	20/02/2013	31/03/2015
	Chairman of the Lobby for the Promotion of Sports and a Sporting Lifestyle	20/02/2013	31/03/2015
	Member of the Lobby for Employment Equality	28/02/2013	31/03/2015
	Member of the Lobby for a Fair Pension	29/12/2013	31/03/2015
	Member of the Lobby combatting Undeclared Capital	12/03/2013	31/03/2015
	Member of the Lobby for Strengthening and Promoting the Arab Economy	10/06/2013	31/03/2015

	Member of the Committee Promoting the status of Teachers, Kindergarten Teachers and Teaching in Israel	20/02/2013	31/03/2015
	Member of the Lobby Promoting Jewish-Arab Relations	04/03/2013	31/03/2015
	Member of the Lobby Favoring 50+ in the Labor Market	21/04/2013	31/03/2015
	Member of the Lobby for Resolving the Israeli-Palestinian and the Israeli-Arab Conflict	25/04/2013	31/03/2015
	Member of the Lobby Combating Corruption in Public Administration	01/05/2013	31/03/2015
Other Roles	Member of the Knesset Delegation to PAM – the Mediterranean Parliamentary Assembly	29/06/2013	31/03/2015

The 20th Knesset

Tenure and factions in the Knesset	31/03/2015 – 30/04/2019	From	Through to
	Meretz	31/03/2015	30/04/2019
In the Knesset Presidency	Deputy Speaker of the Knesset		
On these Knesset Committees -	Chairman of the Subcommittee to Examine the Causes of Food Shortages during the Holy Days	09/04/2013	31/03/2015
	Member of the Economic Affairs Committee	02/06/2014	31/03/2015
	Member of the Foreign Affairs and Defense Committee	03/06/2013	31/03/2015
	Member of the Special Committee for Discussion of the following Bills: Supervision of Regulated Financial Services, Women's Employment – Maternity and Parental Leave Period and the Payment Services Bill	09/04/2013	31/03/2015
	Member of the Parliamentary Inquiry Committee into the Conduct of the Financial System in Credit Arrangements for Large Business Borrowers	04/03/2013	31/03/2015
	Member of the Committee for the Appointment of Sharia Khadis	20/02/2013	31/03/2015
	Member of the Special Committee on Distributive Justice and Social Equality	20/02/2013	31/03/2015
	Member of a Special Committee to Discuss the Public Broadcasting Bill (Amendment) 5775-2015	28/02/2013	31/03/2015
Lobby Posts	Chairman of the Lobby for the Interns	30/03/2017	
	Chairman of the Lobby for the Promotion of Sports and a Sporting Lifestyle	30/07/2015	

	Member of the Lobby Promoting the status of Teachers, Kindergarten Teachers and Teaching in Israel	16/11/2015	
	Member of the Lobby to Stop Security Exports to Countries Violating Human Rights	08/05/2018	
	Member of the Lobby of Rare Diseases and Orphan Diseases	08/11/2015	
	Member of the Lobby for Freedom of the Press and Freedom of Speech	30/06/2015	
	Member of the Lobby for Promoting Education in Arab Society	30/06/2015	
	Member of the Lobby for Strengthening and Developing the Arab Economy	16/07/2015	
	Member of the Lobby for Resolving the Israeli-Arab Conflict (the Lobby for a Two-State Solution)	01/12/2018	
	Member of the Lobby for the Encouragement of Social-Community Entrepreneurship	01/11/2017	
Other Roles	Head of the Israel-Croatia Parliamentary Friendship Group	15/07/2015	29/04/2019

The 21st Knesset

Tenure and factions in the Knesset	30/04/2019 – 03/10/2019	From	Through to
	Meretz	30/04/2019	03/10/2019



משרד המשפטים

מועצת רואי חשבון

זאת לעדות כי פריג' עיסאוי

מורשה / (ת) לעסוק בראיית חשבון
בהתאם לחוק רואי חשבון, התשט"ו-1955

לחדש _____ שנת _____ התשנ"א
26 דצמבר 1990

[Handwritten Signature]
משרד המשפטים
הרשות לרישום רואי חשבון



Dear Sir/Madam,

As you know, I am applying to serve as an external director at Bank Hapoalim.

In this letter I would like to present the main points of my worldview in relation to the position, the demands that it entails, and to explain why I am submitting my candidacy as an external director and I now ask for your support.

Firstly, I would like to state that the role of a director at Bank Hapoalim is one of unparalleled importance, especially since the Bank is a public company without a controlling core thus addressing all its shareholders and the public at large. Accordingly, the Bank's board of directors must first and foremost be professional, vigorous and determined, but at the same time have the capacity to work in harmony and to listen to all the business, regulatory and social needs.

Over the course of the six years in which I have served as a Knesset member, I have been involved in macro-economic legislation, such as the Credit Data Law and the Law for Reducing Centralization in the Economy, and also participated in the deliberations of the Reforms Committee, which dealt with a variety of reforms, including those to increase competition in the banking system and in other financial systems; in the Parliamentary Committee to Examine the Financial System in Credit Arrangements to Large Business Borrowers; and in a long list of legislative processes and discussions in the Economic Affairs Committee which dealt with the financial system and ways to streamline and improve its activity. Over the course of my tenure, I have been required to act with determination while listening closely, and it is this that I am keen to bring to the Bank's Board of Directors.

By virtue of my personality, my life experience and my professionalism, I acted in all these discussions as a sober voice, not a ranting one who, along with the regulators, insisted on the need for balanced and intelligent legislation, without being dragged into realms of populism and rants.

I wish to bring to the role my economic and social worldview, and the wealth of experience I have accumulated over the years in a variety of activities. I believe, now more than ever, that an institution such as Bank Hapoalim needs a clear cut and deep understanding of the shifting environment in legislation, Knesset activity and Israeli society.

My experience as an elected official – and as a parliamentarian – will be significant in helping the Bank deal successfully with reputation-damaging crises that in times of economic uncertainty, could arise and present themselves without warning. As someone who, in addition to his professional work in the business sector, has also been involved in public affairs, I bring with me an understanding of the mechanisms that affect the agenda and, coupled with my financial background, this experience may be of assistance to the Bank in dealing with risk-generating challenges that in times of crisis can be all the more potent.

The role of a director is for me also a means to help take forward the important vision of Israel's economic integration into the region and the integration of Arab society into Israeli economy and society. It is a vision in which the banking system has an important role to play.

The period is not only a period of crisis – it is also a period of opportunity. The normalization agreement with the United Arab Emirates opens a window to a world of economic opportunities in the Emirates and in the Arab Gulf states. My acquaintance with the Arab culture and economy, would be of value in helping the Bank become a significant player in reciprocal economic relations between Israel and the Arab countries.

But the Bank also needs to turn inwards, to Arab society in Israel. The more mutual trust is created between the Arab population and the Bank, the more of the money present in Arab society, which as of today the greater part of it remains outside of the banking system, would go through the Bank and strengthen it. Such trust would enable the transfer of a more significant slice of the business activity in Arab society through Bank Hapoalim – for Arab society this would lead to economic gain and also contribute to the sense of security in a society in which a considerable part of its financial system currently operates in the “non-banking market”.

The banking system, led by Bank Hapoalim, could be the agent of change for Israeli society and bring growth to Arab society. The potential of Arab society is also due to a large extent to its neglect up to now. The more invested in it, the greater the potential for growth, because the human capital exists, but it lacks someone to push the people forward. Any bank that invests in Arab society will in the end pick the fruits of the investment and do so on a large scale.

In Bank Hapoalim’s favor, I should say that it does a lot in this regard. Even in years when a decrease was registered in the total number of the Bank’s branches, there was an increase in the number of branches in Arab towns. There is an understanding that Arab society can and needs to be an economic growth engine and I believe in my ability to assist in achieving this, alongside promotion and strengthening of the Bank in all the other areas of its activity.

In summary:

The extensive experience I have gained as a Member of Knesset who dealt intensively with economic issues, my 30 years engaging in economic matters as an accountant, my membership in the Management Committee of the Hebrew University, whose budget is approximately 2 billion shekels, come together to form a critical mass of contribution to the Bank, its preparedness for expected regulatory reforms and its response to local and foreign players seeking to be part of the Israeli financial system, particularly in a period of crisis that brings with it many changes and challenges.

As someone who has served as an elected official, I see myself, in the capacity of a director, as also being a representative of the public interest. As someone who actively promotes providing a response to public needs in areas in which the public interest and that of the Bank overlap and even empower one another. As someone whose role it is to illuminate the Bank’s path in the face of a society in crisis and a changing reality in which whoever learns to adapt to it first, will also find it easier to cope successfully with the rewards, the challenges and the changes that accompany it.

I would be happy to meet and to provide more detail on my worldview and on my experience.

My CV is attached.

Yours sincerely,

CPA Esawi Frej

Declaration of Candidate for the Office of External Director of Bank Hapoalim Ltd.

I, the undersigned, *Dalia Lev*, bearer of I.D. no. *007555337*, 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 the Companies Law, 5759-1999 (the “**Companies Law**”), who also meets the eligibility conditions to serve as an external director as defined in Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department (“**Directive 301**”), of Bank Hapoalim Ltd. (the “**Company**” or 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 and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department (the “**Supervision Directives**”).
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 Company’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 Company or in the two years preceding the date of the appointment, have any Link to the Company, to the Company’s controlling shareholder or to a relative of the controlling shareholder on the date of the appointment, or 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 Company’s board of directors, the CEO, the CFO or a Substantial Shareholder of the Company; 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 Company 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 Company 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):

I and relatives of mine have accounts at Bank Hapoalim and credit cards which do not create a link. I do not have credit at the Bank and my accounts include deposits and securities.

8. 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.

9. 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.

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

11. I am eligible to be appointed as a director of the Company 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.

- 12. 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.

- 13. 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).

- 14. 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).

15. 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:

15.1. 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 Shareholder, 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.

15.2. 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 Shareholder. 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.

15.3. 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 Shareholder or a partner of a Substantial Shareholder.

15.4. Without derogating from the provisions of Sections 15.2 and 15.3 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 Shareholder who nominated me for the office of director, even if such ties are not on a regular basis, with the exception of negligible ties.

15.5. Below are additional details in relation to Sections 15.2-15.4 above, including details regarding negligible business or professional ties (if any):

I shall note that I and presumably also my relatives have insurance, provident and pension savings, etc. managed by groups of institutional bodies which constitute substantial shareholders of the Bank..

15.6. 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 15:

“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 Shareholder” – 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.

16. 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]*.

Accountant – The Hebrew University of Jerusalem, and an LLM from Bar-Ilan University. Documents and certificates in support of this declaration are attached hereto.

17. Business / professional experience in the last five years (please attach a résumé): Director of Bank Hapoalim, chairman of compensation committee of the board of directors. Chairman and CEO of Belgal Ltd. (a wholly owned company), a director on the boards of the following public companies: Strauss Group Ltd., First International Bank of Israel Ltd., Paz Oil Company Ltd. For further details, see the résumé attached to the declaration.

18. I serve as a director of the following companies: External director of Bank Hapoalim Ltd., external director of Strauss Group Ltd., director and chairman of Belgal Ltd.

19. Below are additional personal details:

Date of birth: August 2, 1947

Address for service of process: 16 Bnei Moshe, Tel Aviv

Citizenship: Israeli

20. Are you related to another interested party of the Bank (if so, please specify)?
No.
21. 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.
22. **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]:³

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

Certified accountant, chairman of the financial reporting committee at Strauss Group Ltd., former CFO of IDB Group and chairman of the audit committee (including financial reporting) at FIBI. See the résumé attached hereto.

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 résumé.

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

³ 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.

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:

Bank Hapoalim – 2018 to present.

FIBI – 2012-2018, 2003-2009

Discount – Comptroller's Department, 1976-1986.

“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:

23. The Company has provided me with all of the details regarding the Company's standard external directors' compensation, and I agree thereto.
24. 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 Company's attention immediately after such change.

September 16, 2020

Dalia Lev (-)

Date

**Name and Signature of
the Candidate**

Certification

I, Adv. Amit Levy, do hereby certify that Ms. Dalia Lev, whom I identified by I.D. no. 007555337, 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: September 16, 2020

Attorney's signature: _____

[Signature + stamp:

Amit Levy, Adv.

Lic. No. 23576]

Dalia Lev

- **Broad and varied experience in business, banking, finance and management**
 - **Senior management in large companies**
 - **Public company director in a variety of activity sectors**

Chairman of the Board of Directors of Mei Avivim, the Tel Aviv-Yafo water corporation, establishment and operation of the company, formation of the board of directions and executive, corporate governance, data systems, financing of the company, risk management, relations with stakeholders and regulation (2004-2010)

Co-CEO of IDB Development, under the control of IDB Holding Company, the largest investment company in Israel – a director and member of the executive. IDB initiated, established and invested in most sectors in the economy, including technology, industry, finances, communication, real estate and services. Strategy formation, investment viability, mergers and acquisitions, business development, relations with stakeholders, regulation, sourcing funds, the capital market in Israel and the United States (1996-2003)

Chairman of the Board of Directors of Shufersal, a leading retailer in food and non-food. Strategy formation focus and sale of companies not in the focus of the business, business development, IPO on a US Stock Exchange, recruitment of foreign investors. Capital and debt raising rounds, innovation: Introduction of a private label, e-commerce, innovative pricing system, relocation to an advanced logistics center (1997-2003)

Deputy CEO and Chief Financial Officer of IDB Holding Company, managed the Group's resources and their use, financial strategy, supervision over and working with the companies in the Group, feasibility of investments (1991-1996)

Israel Discount Bank (1976-1986)

Board memberships

Bank Hapoalim, 2018-now, External Director, committees: Chairman of Remuneration, Credit, Audit, Technology, Strategy. In the past the Committee to Locate a CEO.

Strauss Group, 2019-now, External Director, Chairman of Financial Reporting, Audit, Risk Management

First International Bank of Israel, 2012-2018, committees: Loans, Audit and Financial Statements, Remuneration, Risk Management

Strauss Group, 2008-2017, committees: Chairman of Finance, Strategy, Financial Statements, Appointments and Corporate Governance

Paz Oil Company, 2009-2016, committees: Finance, Financial Statements, Audit, Remuneration

Paz Industries, 2010-2012, Finance and Reporting Committee, Audit

Ashdod Refineries, 2009-2012

Israel Airports Authority, 2004-2012, committees: Chairman of Finance, Development, Investments, Audit

Mei Avivim, 2004-2010, Chairman of the Board of Directors

First International Bank of Israel, 2003-2009, committees: Chairman of Audit, Loans, Management

Shufersal, Chairman of the Board of Directors, 1997-2003 and a Director prior to that

IDB Holdings and Development, a director of the main companies in the Group, including: Discount Investments, Clal, Clal Insurance Company, Azorim, El Yam

Membership in organizations

Tel Aviv University, Board of Governance

Ben Gurion University, Board of Governance

Government Board of Directors Team

Social associations, and in the past professional and public committees

Certified Accountant, the Hebrew University, 1969

Master's degree in Law – LLM, Bar Ilan University, 2003

Advanced Management Program (AMP), **Harvard University**, 1996

Certified Mediator, Israel Bar Association, 2003

האוניברסיטה העברית בירושלים בית הספר לכלכלה ולמדעי החברה על שם אליעזר קפלן

דיוקן הפקולטה למדעי החברה ומועצתה

מקנים

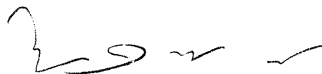
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תעודה בראיית השבון

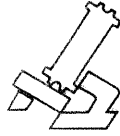
לאחר שסיימה חוק למודיה ועמדה בבחינות ברין

ולראיה באתי על החתום

ירושלים יום י"ז לחודש אדר א' תש"ל



הדיוקן



הסינט

של

אוניברסיטת בר-אילן

מכתיר את

דליה לב

ת"ז 00755533-7

בתואר

מוסמך האוניברסיטה

במקצוע ההתמחות

משפטים *

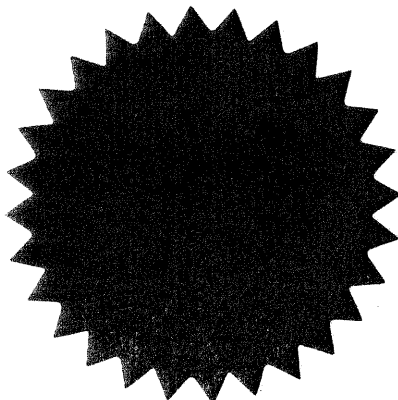
לאחר שסיימה את מסכת לימודיה כחוק



רמת גן, ג' בחודש סיוון ה'תשס"ד

פרופ' י' ישורון

פרופ' י' ישורון
רקטור האוניברסיטה



פרופ' מ' קודר

פרופ' מ' קודר
נשיא האוניברסיטה

פרופ' ר' שפירא

פרופ' ר' שפירא

פרופ' י' עידם

פרופ' י' עידם



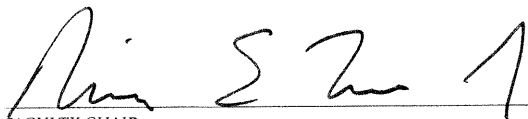
HARVARD | BUSINESS | SCHOOL


DALIA LEV

HAS SUCCESSFULLY COMPLETED
THE 151ST SESSION OF THE
ADVANCED MANAGEMENT PROGRAM

IN WITNESS WHEREOF
THE OFFICIAL SIGNATURES AND SEAL
ARE HERETO AFFIXED

DONE AT BOSTON, MASSACHUSETTS,
THIS TWENTIETH DAY OF NOVEMBER, NINETEEN HUNDRED AND NINETY-SIX


FACULTY CHAIR


DEAN OF THE FACULTY



לשכת עורכי הדין בישראל
המוסד הארצי לגישור ע"ש דוד רוטלוי

תעודה

וזאת לתעודה כי

גב' דליה לב

ת.ז. 007555337

השתתף/ה ועמד/ה בדרישות

קורס לגישור

בהיקף של 60 שעות לימוד

עו"ד משה צ'צ'יק
יו"ר (משותף) של המוסד הארצי לגישור

עו"ד שושנה סגל
משנה לראש הלשכה
יו"ר (משותף) של המוסד הארצי לגישור

1.3.04 – 29.12.03

תאריך

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

I, the undersigned, *Israel Trau*, bearer of I.D. no. *053641775*, 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 “**Company**” or 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 Company 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.

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 Shareholder, 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 Shareholder. 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 Shareholder or a partner of a Substantial Shareholder.

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 Shareholder 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):

Some of my relatives have personal accounts that are managed at Bank Hapoalim.

Both I and my relatives have pension savings products at institutional bodies which are substantial shareholders. To the best of my understanding these are negligible ties.

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 offense 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 Shareholder” – 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.

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]*.

Extended B.A. in Geography with honors, Tel Aviv University

Certificate of completion of senior management course, Lahav Executive Education, Tel Aviv University.

Certificate of completion of advanced investments and capital market course, Lahav Executive Education, 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 Union Bank, March 2014-August 2018.

Business consultant for companies and ventures.

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

Aviation Links Ltd. - external director.

13. Below are additional personal details:

Date of birth: December 16, 1955

Address for service of process: 13 Ha-Nasi Yitskhak Ben Tsvi, Herzliya

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.
16. **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]:⁴

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

As CEO of Union Bank and Bank Otsar Ha-Hayal and as a member of management of FIBI, I oversaw the process of preparation of the financial statements of the banks, having a deep understanding of and familiarity with the content of the statements and the accounting and regulatory directives relating to the preparation thereof.

As chairman and a member of the various credit committees throughout my banking career, I needed to be able to critically read, analyze and understand the financial statements of the companies discussed at the committees.

In the context of my course studies at Lahav, I studied corporate financing and analysis and preparation of financial statements and critical reading of statements.

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.

⁴ 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: *See above.*

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:

CEO of Union Bank from March 2014 to August 2018.

CEO of Bank Otsar Ha-Hayal from August 2006 to December 2013.

Member of management, head of the Banking Division, FIBI, January 2004-July 2006.

"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:

-
17. The Company has provided me with the details regarding the Company's standard directors' compensation, and I agree thereto.
18. 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 Company's attention immediately after such change.

September 1, 2020

Date

Israel Trau (-)

**Name and Signature of
the Candidate**

Certification

I, Adv. Amit Levy, do hereby certify that Israel Trau, whom I identified by I.D. no. 053641775, 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: September 1, 2020

Attorney's signature:

[Signature + stamp:

Amit Levy, Adv.

Lic. No. 23576]

Israel Trau

13 Hanassi Yitzhak Ben Zvi Street, Herzliya, 46399, Israel

<u>Personal details:</u>	Born in Israel, married + 4
<u>Languages:</u>	Hebrew, English
<u>Employment:</u>	During the course of 35 years, I managed a variety of divisions at banking entities. In these roles, beyond the experience and high level of skills in the banking sector, I led strategic changes and significant processes, while adapting information systems to changing requirements.
2019 –	External Director at Aviation Links Ltd. Member of the Union Nostro Credit Committee Business Consultant to a number of companies and ventures
2014 – 2018	CEO Union Bank of Israel a business and retail bank traded on the Tel Aviv Stock Exchange Chairman of Union Investments and Enterprise (A.S.Y.) Ltd. Chairman of Union Systems Ltd. Chairman of Union Leasing Ltd.
2006 – 2014	CEO, Bank Otsar Ha-Hayal a retail and commercial bank of the First International Bank of Israel Group. Member of the Audit Committee of the Association of Banks.
2004 – 2006	Senior Vice President, member of the executive of First International Bank of Israel, responsible for: the array of branches, commercial credit, marketing and advertising, digital banking and mortgages. Director at Visa CAL.
2001 – 2004	VP of First International Bank, Manager of the main branch. Managed the branch at which most of the Bank's large business clients were concentrated, concentration of large transaction financing activities, holding companies and investments. The center for private banking and trading rooms for day traders (locals) and those active in capital markets.
1999 – 2001	Manager of the Central Region at First International Bank.
1982 – 1999	Management positions in the branches.
1980 – 1982	Partnership in a family company for trading in rough diamonds at the Diamond Exchange in Tel Aviv.

Education:

- 1977 – 1980 BA degree (*cum laude*) in the Humanities (Geography), Tel Aviv University.
- 1989 – 1994 Senior Business Management studies in financing, capital markets and management in the framework of the Lahav Executive Education Program at the Recanati Faculty of Business Administration, Tel Aviv University.
- 2018 Certification as a director in the LAHAV Program for Directors and Senior Executives in Corporations, Faculty of Management, Tel Aviv University.

Community Activity:

- 2002 – Honorary member of the Round Table 5 organization for Tel Aviv and environs.
- 2000 – 2002 President of the Round Table 5 Israel organization
Round Table is an apolitical organization active in about 60 countries, which brings together young people who through their professions and occupations do voluntary work for the local community in the environment in which they live. The organization's main activity is to strengthen and empower children and youth at risk from underprivileged populations. No-one in the organization receives a salary – all activity is voluntary.

אוניברסיטת תל אביב
המקולטת למדעי-הרוח

אישור

הנני מאשרים בזה כי מר/ מרת _____
סיים/ ה את חוק לימודיו/ יח לקראת התואר בוגר אוניברסיטת _____
במקצועות: _____

בהיותו/ ה המהאחרונה התקיימה חובותיו _____
תעודת הגמר תוענק לו/ לה בטקס הקרוב של חלוקת התעודות למסיימים.

אישור זה ניתן על פי בקשתו/ ה של הנל לשם הגשתו ל _____
ח ע ר ו ת: _____

מזכיר המקולטת למדעי הרוח _____
אוניברסיטת תל אביב
המקולטת למדעי הרוח
מבני המספר 27
27.9.80
תאריך



להב פיתוח מנהלים
הפקולטה לניהול ע"ש קולר
אוניברסיטת תל אביב

וזאת לתעודה

כי

ישראל טראו

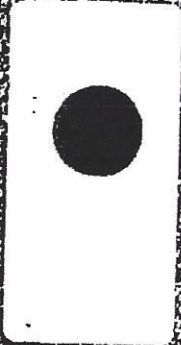
סיים בהצלחה ועמד בבחינת גמר בתכנית

דירקטורים ונושאי משרה בכירים בתאגידים

בהיקף של 66 שעות לימוד אקדמיות
י' לחודש ניסן תשע"ח, 26.03.2018


פרופ' יוסף גרוס, עו"ד
מנהל אקדמי


אודי אהרונז'
מנכ"ל



התורה והמצוות
א
התורה והמצוות

את התעודה



שראל טראן

ספרים וכתבים אחרים

מקורם כבוד מאלים

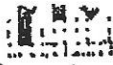
מחזור אהבה

הוצאת ספרים וכתבים אחרים

התורה והמצוות
מחזור אהבה

התורה והמצוות
מחזור אהבה

התורה והמצוות
מחזור אהבה



האוסף

את לתעודה



ישראל טראו

סי'ס בהצלחה את לימודי'ן

בקורס מתקדם

בנושא השקעות ושוק ההון

מחזור ה' תשנ"ז

תל אביב, יום רביעי ט"ז בכסלו תשנ"ז, 27.11.1996

הבנק הבינלאומי הראשון לישראל בע"מ
מחלקת משאבי אנוש

פרופ' יצחק סוארי
ראש מכון יוסף קסיוף

פרופ' אשר טישלר
מנחל אקדמי של לה"ב

FAO

The Shareholders, Bank Hapoalim

Re: Shareholders' Meeting – Appointment of Directors

I am honored to submit my application as a candidate for a director's position at Bank Hapoalim. I do so out of faith in my suitability for the position and in my ability to contribute to the Bank's Board of Directors given my skills, vast experience, professionalism and personal integrity.

Over the course of 37 years, I served in a variety of management positions in the banking system: Branch Manager and Deputy Manager, Regional Manager, Main Branch Manager, VP and Head of the Banking Division at First International, CEO of Otsar Ha-Hayal for approximately 7 years and CEO of Union Bank for about 4.5 years.

Throughout these years, I engaged in a broad range of banking activities as a clerk, a manager, a VP, and as a CEO – I have managed and even led on the full range of activities performed in and by banks.

I was involved in approvals, management, and the operation of business, commercial and retail credit, both as a credit officer and as Chairman of various credit committees, including executive committees on the different banks and in my position as regional manager, and as VP of the Banking Division at First International, I gained extensive experience in retail banking in all its aspects, including mortgages, investment advice and private banking. In my position as a member of the executive and especially as CEO, I engaged in business leadership at the banks in a variety of banking areas: credit, mortgages, capital markets, digital banking, customer experience, in formulating policy in the different spheres of banking activity and exposure, and in management of the various risks faced by banking corporations, such as credit risks, market, liquidity, operational risks, legal risks, compliance risks and money laundering.

I led on complex strategic moves in the banks that I managed, such as expansion of the retail credit activity at Union Bank, management of the process for converting the operational system at Bank Otsar Ha-Hayal and leading a process to examine replacement of the computer systems at Union Bank.

My periods of tenure as CEO of the two banks were characterized by significant changes and permutations in the regulatory environment and the competition in which the banking corporations operate. In consequence, I gained extensive experience in important change processes for adapting systems to meet frequently changing regulatory requirements, while strictly maintaining proper corporate governance.

In dealing with and tailoring the organization and its banking services to the challenges arising from growing competition in the banking system as well as to the challenges of technological development. I gained extensive experience in managing and leading banks that engage in a variety of banking activity while remaining true to the diverse risk appetites relevant to their activity, including with regard to capital adequacy

requirements concurrently with the continued development of the Bank's business activities and their achievement.

It is apparent to me that the role of director is not to replace executive management, but to challenge and guide them on long-term strategy and through supportive actions while ensuring corporate governance and risk limit controls.

My vast experience over many years in a variety of banking activities, starting on the "shop floor" and through to the management and leadership of banks as CEO, and my deep knowledge of all the relevant business aspects relevant to the activity of a banking corporation, as well as with all aspects of risk management, corporate governance and accounting related to the operations of a banking corporation, will enable me to make a significant contribution to the Board of Directors of Bank Hapoalim, while looking after the interests of all the Bank's stakeholders.

Sincerely,

Israel Trau

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

I, the undersigned, Stanley Fischer, bearer of I.D. no. 327487971, 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 “**Company**” or 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 Company 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.

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 Shareholder, 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 Shareholder. 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 Shareholder or a partner of a Substantial Shareholder.

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 Shareholder 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):

I personally neither have nor have had a personal or professional tie. The BlackRock Group in Israel may have routine activity with Bank Hapoalim and I am not a part of the group working on it and I have never worked vis-à-vis 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 Shareholder**” – 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.

- 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]*.

Ph.D in Economics, MIT, 1969

M.sc (Economics), London School of Economics, 1966

B.sc (Economics), London School of Economics, 1965

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

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

05/2014-10/2017 ~ Vice Chair – Federal Reserve Board

02/2019-Present ~ Financial Advisor – Blackrock New York

(From November 2017 to January 2019 I cared for my wife OBM).

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

- 13. Below are additional personal details:

Date of birth: *October 15, 1943*

Address for service of process: 5 Nissim Aloni, Apt. 608, Tel Aviv
zip code 6291919

Citizenship: Israeli and U.S.

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.
16. **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]:⁵

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

All of my education and work experience are in the specified fields.

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:

My three academic degrees and my work experience in the positions specified above.

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

⁵ 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.

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:

Vice chairman of the U.S. Federal Reserve (2014-2017)

Governor of the Bank of Israel (2005-2013)

Vice Chairman of Citigroup (2002-2005)

Deputy Managing Director of the International Monetary Fund (IMF) (1994-2001)

Chief economist at the World Bank (1988-1990).

"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:

17. The Company has provided me with the details regarding the Company's standard directors' compensation, and I agree thereto.
18. 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 Company's attention immediately after such change.

August 29, 2020

Date

Stanley Fischer (-)

**Name and Signature of
the Candidate**

Certification

I, Adv. Yonatan Even, do hereby certify that Stanley Fischer, whom I identified by I.D. no. 327487971, 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 29, 2020

Attorney's signature: [Signature + stamp:
Yonatan Even, Adv.
Lic. No. 27255]

Prof. Stanley Fischer – Biographical Background

Since February 2019, Prof. Stanley Fischer has been a Macroeconomic Consultant with Blackrock, Inc., the world's largest financial assets management company.

Fischer was appointed a member of the Board of Governors of the American Federal Reserve on May 28, 2014, and roughly one month later was appointed Vice Chairman of the Federal Reserve Board of Governors. He resigned from this post on October 16, 2017. Fischer led the Department of Internal Supervision of Policy of the Board of Directors and the Financial Stability Committee; he was a member of the Bank's Budgetary-Administrative Committee and was Chairman of the Federal Open Market Committee's (FOMC) Subcommittee on Communications.

Fischer was Governor of the Bank of Israel from 2005 to 2013. In this role he had vital influence on the response of the Israeli economy to the major economic crisis in 2008 and was subsequently named "the responsible adult" of Israel's economic policy team. The Bank of Israel significantly cut interest rates after Lehmann Brothers went bankrupt and was the first central bank among those of the developed countries to raise interest rates during economic recovery. Israel hardly suffered a crisis during the global financial crisis.

Fischer successfully passed the new Bank of Israel Law, which updated the Bank's administrative structure, and in particular the way in which the model for determining economic policy is transferred from one person to a six-member committee. The new Law created a seven-member board of directors for the Bank, headed by a leading external businessman, two Bank of Israel employees and representatives from among the general public.

Between February 2002 and April 2005, Fischer was Vice Chairman of Citigroup, where he deepened his practical knowledge in all matters pertaining to the entities that influence banking loans and their repercussions on the economy. The knowledge that he accumulated in the private sector served him in his public roles thereafter.

Fischer was First Deputy Managing Director of the International Monetary Fund (IMF) from September 1994 through August 2001 and filled a vital role in managing the aid provided to IMF members, such as Russia, Poland, Mexico, Brazil, Jordan and others, during the financial crises of the latter years of the 1990s. From January 1998 and through August 1990, Fischer was the World Bank's Head Economist.

From 1977 through 1999, Fischer was a Professor of Economics at Massachusetts Institute of Technology (MIT). From 1973 through 1977, Fischer was an Associate Professor of Economics at MIT. He was also a doctoral advisor to students who went on to become bankers and major economic policymakers in many economies, large and small. Among others, Fischer was doctoral advisor to Ben Bernanke, Olivier Blanchard and Greg Mankiw, and to governors of the national banks of Australia, Chile, Brazil and others. Before joining the faculty at MIT, Fischer was an Assistant Professor in Economics at the University of Chicago, where had also been a Postdoctoral Fellow. Fischer has published numerous articles in professional journals and has written and edited a number of books.

Fischer was born in Zambia in October 1943. He gained an undergraduate degree (1965) and a postgraduate degree (1966) in Economics at the London School of Economics and a doctorate in Economics at MIT in 1969. Fischer has three adult children and nine grandchildren.

STANLEY FISCHER

Distinguished Fellow
Council on Foreign Relations
58 E 68th Street
New York, NY 10065

Tel: 1-646-630-1508

Email: sfischer@cfr.org, stan.fischer@gmail.com

Assistant: Lynn ElHarake, lelharake@cfr.org



Personal

- Date of Birth: October 15, 1943
- Family Status: Married, three children

Degrees

- B.Sc. (Econ) London University, United Kingdom, 1965 (London School of Economics)
- M.Sc. (Econ) London University, United Kingdom, 1966 (London School of Economics)
- Ph.D. Massachusetts Institute of Technology, USA, 1969
- Doctor Honoris Causa, Tbilisi State University, Georgia, 1996
- Doctor Honoris Causa, Ben Gurion University, Israel, 1998
- Doctor Honoris Causa, Hebrew University, Israel, 2000
- Doctor Honoris Causa, Tel Aviv University, Israel, 2001
- Doctor Honoris Causa, University of Sofia, Bulgaria, 2004

Positions

- Senior Financial Advisor, Blackrock Inc., February 2019-Present
- Member of the Board of Governors of the Federal Reserve, June 2014-October 2016
- Vice Chairman of the Board of Governors, June 2014-October 2016
- Distinguished Fellow, Council of Foreign Relations, 2013-2014
- Governor, Bank of Israel, May 2005-June 2013
- Vice Chairman, Citigroup, February 2002-April 2005
- First Deputy Managing Director, International Monetary Fund, 1994-2001
- Head, Department of Economics, M.I.T., 1993-1994
- Elizabeth and James Killian Class of 1926, Professor, M.I.T., 1992-1995
- Professor, Department of Economics, M.I.T., 1977-1998
- Vice President, Development Economics and Chief Economist, World Bank, January 1988-August 1990
- Associate Professor, Department of Economics, M.I.T. 1973-77
- Assistant Professor, Department of Economics, University of Chicago, 1970-73
- Postdoctoral Fellow, Department of Economics, University of Chicago, 1969-70
- Instructor, Department of Economics, M.I.T., 1969
- Adjunct Senior Fellow, Council on Foreign Relations, 1994
- Director, World Economy Laboratory, M.I.T., 1991-1993
- Max Bogen Visiting Professor of Economics, Hebrew University, Jerusalem, 1984
- Visiting Scholar, Hoover Institution, 1981-82
- Fellow, Institute for Advanced Studies, Hebrew University, Jerusalem, 1976-77
- Visiting Senior Lecturer, Department of Economics, Hebrew University, Jerusalem, 1972

Awards and Honors

- Global Finance Magazine, Central Bank Report Card, Grade A (Africa and the Middle East), 2007.
- Global Finance Magazine, Central Bank Report Card, Grade A (Africa and the Middle East), 2009.
- Global Finance Magazine, Central Bank Report Card, Central Banker of the Year, 2010.
- Global Finance Magazine, Central Bank Report Card, Grade A (Africa and the Middle East), 2011.
- Global Finance Magazine, Central Bank Report Card, Grade A (Africa and the Middle East), 2012.

Activities and Societies

- Honorary Fellow, London School of Economics
- Fellow, Econometric Society
- Fellow, American Academy of Arts and Sciences
- Guggenheim Fellow
- Member, Council on Foreign Relations
- Member, Group of 30
- Member, National Science Foundation Economics Panel, 1978-80
- Member, Brookings Panel on Economic Activity, 1981-82; 1991-1992
- Member, Board of Trustees, Hebrew University, Jerusalem, 1986-1994
- Honorary Adviser, Institute for Monetary and Economic Studies, Bank of Japan, 1987-1994
- Member, Board of Trustees, Falk Institute for Economic Research in Israel, 1987-1998
- Vice-President, American Economic Association, 1995 Member, Executive Committee of the American Economic Association, 1989-1991
- Member, Advisory Council of the Woodrow Wilson School, Princeton University, 1990-1994
- Chairman, Fellowship Committee, Gasperini Institute for Economic Research, Milan, 1990-1994
- Member, Visiting Committee, Kennedy School of Government, Harvard University, 1991-1997
- Member, Panel for Economic Policy, 1992-1993
- Member, Academic Advisory Council, Federal Reserve Bank of New York, 1992-1994; 2002-2005
- Member, Academic Advisory Council, Congressional Budget Office, 1993-1994
- Member, Financial Stability Forum Chairman's Advisory Council, 2002-2005
- Member, Board of Directors, Institute for International Economics, 2002-2005
- Member, International Advisory Board, New Economic School, Moscow, 2002-2005
- Member, Board of Directors, Women's World Banking, 2003-2005
- Member, Visiting Committee of MIT Economics Department, 2003-2005
- Member, Board of Trustees, International Crisis Group, 2004-2005
- Consultant: U.S. Treasury, U.S. State Department, World Bank, International Monetary Fund, Bank of Israel

Books

1. *Macroeconomics*, twelfth edition, (with R. Dornbusch and R. Startz), McGraw-Hill, 2014.
2. Editor of *Uving Standards and the Wealth of Nations: Successes and Failures in Real Convergence*, (with L. Balcerowicz), M.I.T. Press, 2006.
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UNIVERSITY OF LONDON



Stanley Fischer

of

London School of Economics and Political Science

having completed the course of study approved by the University and

passed the prescribed examinations as an Internal Student has

this day been admitted by the Senate to the degree of

BACHELOR OF SCIENCE (ECONOMICS)

with *First* Class Honours

1 August 1965

James Henderson
Academic Registrar

UNIVERSITY OF LONDON



Stanley Fischer

of

London School of Economics & Political Science

having completed the approved course of study as an Internal Student
in the Faculty of *Economics* and passed the prescribed examinations

has this day been admitted by the Senate to the degree of

MASTER OF SCIENCE

in

Economics I

and awarded a Mark of Distinction

27 July 1966

Robert

Academic Registrar

MASSACHUSETTS **I**NSTITUTE OF **T**ECHNOLOGY

UPON THE RECOMMENDATION OF THE FACULTY
HEREBY CONFERS ON

Stanley Fischer

THE DEGREE OF
DOCTOR OF PHILOSOPHY

IN RECOGNITION OF HIS SCIENTIFIC ATTAINMENTS AND ABILITY
TO CARRY ON ORIGINAL RESEARCH AS DEMONSTRATED BY A THESIS
in the field of Economics entitled

Essays on Assets and Contingent Commodities.

GIVEN THIS DAY UNDER THE SEAL OF THE INSTITUTE AT CAMBRIDGE
IN THE COMMONWEALTH OF MASSACHUSETTS

SEPTEMBER 24, 1969

J. F. Wilson
SECRETARY



Harvard J. Wilson
PRESIDENT

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

I, the undersigned, Tamar Bar-Noy Gotlin, bearer of I.D. no. 22268718, 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 “**Company**” or 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 Company 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.

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 Shareholder, 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 Shareholder. 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 Shareholder or a partner of a Substantial Shareholder.

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 Shareholder 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):

None.

I hold a provident fund and study funds managed at institutional bodies.

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 Shareholder**” – 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.

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]*.

MBA, majoring in financing – Tel Aviv University

B.A. in Natural Sciences, the Open 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):

2019 forth Business consultant and mentor

2013-2018 VP Credit at Leumi Card (now Max)

CEO of Leumi Card Credit Ltd.

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

Member of the managing committee of:

Batsheva Dance Company

The Fintech Community of Israel – CityTLV

13. Below are additional personal details:

Date of birth: *December 28, 1965*

Address for service of process: *8 Ariel Sharon, Givatayim*

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.
16. **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*]:⁶

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

More than 30 years' experience in the field of business and consumer credit, and corporate finance and financing in the Leumi Group, including as VP Credit at Leumi Card (now Max), as chairman of the Credit Committee and as CEO of Leumi Card Credit Ltd.

Hold an MBA, majoring in financing, Tel Aviv University.

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: Hold an MBA, majoring in financing, Tel Aviv University. Over 30 years' experience and expertise in senior positions in the fields of business and consumer credit, risk management, international trade and private banking.

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

⁶ 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.

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:

I served as VP Credit at Leumi Card (now Max), and in senior positions in the Leumi Group.

“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:

17. The Company has provided me with the details regarding the Company's standard directors' compensation, and I agree thereto.
18. 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 Company's attention immediately after such change.

September 15, 2020

Date

Tamar Bar-Noy Gotlin (-)

**Name and Signature of
the Candidate**

Certification

I, Adv. Nirit Shoushan, do hereby certify that Tamar Bar-Noy Gotlin, whom I identified by I.D. no. 022268718, 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: September 15, 2020 **Attorney's signature:** [Signature + stamp:
Nirit Shoushan, Adv.
Lic. No. 64053]

TAMAR BAR-NOY GOTLIN

A business consultant with a sound knowledge and understanding of the financial ecosystem.

Considerable experience in senior management in the world of banking, in Israel and the United States, in business and consumer credit, and in private banking.

Great skill in planning, leading and applying business strategy to achieve goals and successes.

A mentor and member of the executive board of associations.

Work and Professional Experience:

- 2019 onwards **Strategic business consulting and mentorship** to start-ups and companies
- **1986 – 2018 Senior managerial and professional positions with Leumi Group**
- 2013 – 2018 **VP Credit, Leumi Card Ltd. (now MAX)
CEO Leumi Credit Card Ltd.**
 - A member of executive management with responsibility for the subsidiary “Leumi Credit Card”
 - Management of the business and consumer credit activity
 - Build and lead strategy and credit policy, while achieving significant growth targets and profitability
 - Manage a quality credit portfolio and implement underwriting models and risk management in BIG DATA and other solutions
 - Implement technologies and collaborations with startups to enhance customer recruitment processes, underwriting, risk management and more
 - Reporting to the Board of Directors of the Company and the Bank on credit, collection, risks and other matters
 - Chairman of the Credit Committee and a member of the Risk Management Committee
 - Management of a large number of employees in a variety of fields
- 2007 – 2013 **Manager of a private banking center**
 - Management of a consultancy center advising hundreds of high-wealth individuals on complex credit investments and transactions in the capital market
 - Building and implementation of the private banking strategy
 - Formation and implementation of work plans to achieve significant and profitable growth objectives, business development and customer recruitment

- 2004 – 2007 **Manager the Leumi Bank branch in Boca Raton, Florida, BLUSA.**
 - Management of a branch specializing in commercial credit financing, real estate and international trade, and private banking services
 - Recruitment of clients, mainly from the Jewish community
 - Representation of the Leumi Group at events – Bonds, associations and friends of universities, hospitals, the IDF, and more.

- 2000 – 2004 **Personal Assistant to Ms. Galia Maor, then CEO of Bank Leumi Group**
 - Management of the work required at HQs in support of the CEO's activities and business meetings
 - Management of the interfaces between the board of directors, the executive level and external entities where all conduct was in accordance with corporate governance
 - Partner in building an annual work plan for the Group and monitored goal and budget achievements (BSC).
 - A member of committees chaired by the CEO on credit topics; E-banking; international activity; risk management, and more

- 1986 – 2000 **Held various positions as Credit Manager and as Commercial-Business Credit Officer**

Social Activity:

- From 2020 Member of the Board of Directors of the FinTech Community of Israel – City TLV
Mentor at the Entrepreneurship Center, Tel Aviv University
- From 2019 Mentor at The Hive – Hub for Social Initiatives and Businesses in Israel
- From 2016 Mentor at the Faculty of Management, Tel Aviv University
- From 2013 Member of the Governing Committee of Batsheva Dance Company

Education and courses:

- 2019 Business Management course in Real Estate, LAHAV Executive Development, Tel Aviv University
- 2011 Directors and Officeholders Course, the Interdisciplinary Center, Herzliya
- 2008 International Management Course, INSEAD, France
- 1994 MBA, majoring in Finance, Tel Aviv University
- 1989 BA, Natural Sciences, The Open University

Languages:

- Hebrew – mother tongue; English – high proficiency level



אוניברסיטת תל-אביב

רקטור האוניברסיטה
 ודקאן הפקולטה לניהול –
 בית הספר למוסמכים במינהל עסקים
 ע"ש ליאון רקנאטי
 מעניקים
 למרת **תמר בר נוי**
 את התואר

מוסמך
במינהל עסקים (M.B.A.)

לאחר שסיימה את חוק לימודיה

תל-אביב, כ"ז בתמוז תשנ"ד, 6 ביולי 1994


 הדקאן

13/8/94
 הרקטור





האוניברסיטה הפתוחה

מעניקה בזאת
את התואר

בוגר אוניברסיטה

ל תמר בר נוי

לאחר שסיימה את מכלול לימודיה
בתחום מדעי הטבע
ועמדה בבחינות ובכל יתר הדרישות האקדמיות
לפי תקנון האוניברסיטה



להב פיתוח מנהלים
הפקולטה לניהול ע"ש קולר
אוניברסיטת תל אביב

וזאת לתעודת כי

תמר בר-נוי גוטלין

השתתפה בתכנית

ניהול עסקי בנדל"ן

בהיקף של 126 שעות לימוד אקדמאיות

ט"ז לחודש אייר תשע"ט, 21.05.2019

גיל גבע
מנהל מקצועי

אודי אהרונים
מנכ"ל להב