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David Avner

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Board Experience

Bank Hapoalim Ltd – director, member of the following committees: Audit Committee, remuneration Committee, Risk Management and Control Committee, IT and Technological Innovation Committee, Strategy and Business Development Committee. Former member of the Committee of Tracking over the Implementation of the Settlements of the Bank with the US Authorities. 9/2009-Today

Starcom Ltd – advisor to the Board of Directors. The company is traded AIM (UK) and deals with development, management and manufacturing of solutions for routing vehicles fleets and monitoring the logistic supply chain 2019-2020

Chairman of the Board, *Cellomat*, Startup company dealing with Mobile Phone life cycle 2018 – 4/2022

Member of the Board, *Cytegic* 2017 -2018

Member of the Board, *Bank Leumi* (TASE: LUMI), Member of Strategy, Credit, Procedure, Risk Management, and Administrative Committees, a period during which a turn-around strategy was successfully planned and executed despite turmoiled markets and tightening regulations. 2011 - 2017

Member of the Managing Board, *Technion- Israel Institute of Technology* 2013 -2016

Founder and CEO, *N.S.Y Avner Ltd*, 2012 -2021

Professional Experience

- ✓ **Chief Executive Officer (CEO), *Partner communication ltd.* (TASE: PTNR), Israel 2006 – 2010**
- ✓ ○ *The cellular domestic leader operating under the Orange brand. ○ The company had about NIS 6.2B in annual revenue and about 6,000 employees. ○ During this period, I led the company to unprecedented achievements:*
 - Doubled the net income in 3 years, almost tripled the company market value.
 - Was rewarded as the best CEO, best working place, most innovative company, strongest brand in the telecom industry, and best customer service.
 - Crafted and executed new expansion strategy, transforming the company from pure cellular company into a comprehensive communication player.
 - Implemented an efficiency plan that resulted in significant increase in profitability indicators.
 - Facilitated and led the divesture and change of control process from Hutchison to Scailex.
- ✓ **Deputy CEO, *Partner communication ltd.* (TASE PTNR), 2005 - 2006**
- ✓ **Chief Operating Officer (COO) and Board Member, *Amdocs* (NASDAQ: DOX), Israel 2003 – 2005** ○ Worldwide leading International Communications Software Company.
 - The company had \$2.7B in annual revenue, 12,000 employees.
 - Led all company's worldwide operations, with direct responsibility for developing the sites in Israel, Cyprus and India (over 10,000 employees).

- Managed company operations globally (10,000 employees, revenue of \$1.75B) including direct responsibility for development sites in Israel, Cyprus and India (2000 employees).
 - Established a substantial development center in India.
 - Led the company-wide HR, admin, QA, premises, purchasing (\$600m), budget and control, outsourcing (annually revenue of ~\$600m).
 - Member of the company's strategic planning team and led company's streamlining efforts.
-
- ✓ **Group President Europe & LATAM and Management Member, Amdocs (NASDAQ: DOX) 2000 - 2003**
 - *Providing Customer Care & Billing system solutions.*
 - *The Group had US\$450m annual revenue, 1,600 professionals.*
 - Managing programming engineers, marketing, sales engineering, administration, finance and human resources personnel.
 - Led more than 50 major projects in Europe, Central and South America, two major US projects, Iberian peninsula, UK, Republic of Ireland, Turkey, Greece and South Africa.
-
- ✓ **CEO, Strauss Dairy Ltd.,** A subsidiary of Strauss Group (TASE: STRS), Israel 1996 - 2000 ○ *Had US\$1B in annual revenue, 1,300 employees.*
 - Led all aspects of the dairy's operations, including conception of the company's strategy; marketing management in a competitive market; managing of the operational chain and cost; and managing quality optimization assurance.
 - Managed human resource, including the placement of managers and their subsequent development and career advancement.
 - Established a new plant; including its financial and purchasing structure, and financial performance.
-
- ✓ **Active Director, Yotvata Dairies Ltd.,** Israel 1996-1998
 - Structured joint Strauss-Yotvata business and marketing strategy.
 - Shaped and leveraged the synergy between the two companies.
 - Led the company finances with accountability to the Board of Directors for drawing up the business plan and annual budget, and for supervising implementation.
-
- ✓ **CEO, Strauss Ice Cream Ltd.,** A subsidiary of Strauss Group, Israel 1991-1996 ○ *Had US\$110m in annual revenue, 300 employees*
 - Managed the operational chain; specifically of product development, purchasing and logistics.
 - Managed overall control of operational efficiency and quality.
 - Led human resources management, including employee placement, development and promotion.

- Directed the plant restoration following a fire.
- ✓ **Chief Information Officer (CIO), *Strauss Dairy Ltd.***, Israel 1983 -1991 ○ *Had US\$110m in annual revenue, 300 employees.*
 - Installed and managed the computing unit.
 - Analyzed, defined, and established all organizational processes.
 - Development of an online, integrative sales system.
 - Production management (MRP), logistics, finance and control
- ✓ **Software Team Leader, *ZIM – Israel Navigation Company*** • Programming team manager, computerization of the sea containers operation 1980 -1983
- ✓ **Programmer and Applied Mathematician, *Elbit Systems Ltd, Software Department*** 1976 -1980
 - Played a major role in the development of in-flight real-time military computer.
 - Took part in the development of in-flight navigational and ballistic system software.

Teaching Experience

- ✓ **Lecturer**, Ono Academic College 2014 - 2018

Education

- ✓ **BA**, Mathematics and Computer Sciences and Philosophy, *Haifa University*, Israel, 1976 1976
- ✓ **MBA**, Specialization in Competitive Strategy and Financial Management, *Technion-* Israel Institute of Technology, Israel 1994

Declaration of Candidate for the Office of External Director in Bank Hapoalim B.M.

I, the undersigned, *David Avner*, bearer of I.D. no. *050782184*, 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"), which is also in compliance with the terms of eligibility of an external director as defined in Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department ("**Directive 301**"), or the appointment of an external director under Directive 301, in Bank Hapoalim B.M. (the "Bank").
2. I am a resident of Israel, and I am eligible to serve as a director.
3. I have the qualifications required for performance of the duties of a director of the Bank, and specifically I have education, knowledge, experience or expertise in one or more of the following fields: banking, finance, economic or business activity, law, financing, accounting, risk management, regulatory compliance, IT, information security (including cyber) or any other field approved by the Supervisor of Banks, and I am able to dedicate the appropriate amount of time to performance of the duties of a director of the Bank, all in consideration of, *inter alia*, the Bank's special needs and its size, and according to the provisions of the Companies Law, and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department ("**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 Bank's controlling shareholder, and neither I nor my relatives, partners, employers, anyone to whom I report, directly or indirectly, or a corporation of which I am the controlling shareholder, on the date of my appointment as an external director of the Bank or in the two years preceding the date of the appointment, have any Link to the Bank, to the Bank's controlling shareholder or to a relative of the controlling shareholder on the date of the appointment, to Another Corporation, or to a holder of more than 5% of a certain type of the means of Control in the Bank, and I have no Link to any person who is, on this date, chairman of the Bank's board of directors, the CEO, the CFO or a Substantial Shareholder of the Bank; for this purpose:

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

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

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

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

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

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

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

8. Neither I nor a relative of mine hold shares of the Bank, shares of a controlled corporation, shares of a corporation that controls the Bank, or shares of a banking corporation controlled by any of the foregoing. For this purpose:

“Control” - As defined in the Banking (Licensing) Law.

“Hold” - As the definition of “Holding” in the Banking (Licensing) Law, excluding holding at a rate not exceeding 1% of the paid-up capital of the Bank.

“Relative” – spouse, parent, or offspring.

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

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

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

12. I am eligible to be appointed as a director of the Bank and am subject to no legal restriction on doing so, including in Chapter G1 of the Execution Law, 5727-1967, Section 42 of the Bankruptcy Ordinance [New Version], 5740-1980, Section 7 of the Companies Law, and the provisions of Title B of Chapter One of Part Six of the Companies Law; without derogating from the aforesaid, I

hereby confirm that I have not been declared bankrupt and/or absolved, and have not been convicted in a judgment of any of the following offenses:

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

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

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

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

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

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

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

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

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

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

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

My relatives and I have bank accounts and insurance, pension and savings products with Substantial Holders in the Bank.

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

In this Section 16:

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

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

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

17. I have academic education in: BA in Mathematics, in the Computer Sciences and Philosophy – Haifa University; MBA in Business Management – The Technion, Haifa.

[please specify the subjects or disciplines you studied, the institution where you studied and your academic degree or professional diploma].

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

18. Business / professional experience in the last five years (please attach a résumé):
- September 2019-2022 – A director in Bank Hapoalim.
2018-April 2022 – Chairman of Cellomat: a startup company in the field of cellular communication.

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

20. Below are additional personal details:

Date of birth: August 29, 1951

Address for service of process: 16 Derech Hasadot, Beit Yitzhak

Citizenship: Israeli

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

I am not related to an interested party in the Bank.

22. Are you an employee of the Bank, of a subsidiary thereof, of an affiliate thereof or of an interested party of the Bank (if so, please specify the position/s you fill)? No.

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

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

Education MBA (Business Management); a director at Bank Leumi 2011-2017 and recognized by the Board of Directors as an accounting expert; CEO of Partner Communication Ltd.; COO in Amdox 2003-2005.

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

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

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

MBA (Business Management); a director at Bank Hapoalim 2019-2022; a director at Bank Leumi 2011-2017; CEO of Partner Communication Ltd.; COO in Amdox 2003-2005.

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:

A director at Bank Leumi 2011-2017 – A member of the Strategy, Credit Risk and Digital Committees, additional ad hoc committees.

A director at Bank Hapoalim 2019-2022 – Member of the Audit Committee, Remuneration Committee, the Management and Risk Control Committee, the IT and Technological Innovation Committee, the Strategy and Business Development Committee. Formerly a member of the Bank's committee monitoring the implementation of settlements with the US authorities.

“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:

Relevant Education:

BA in Mathematics in the Computer Sciences track (MBA Business Management).

Relevant Experience:

- 1) Served as a software engineer at Elbit, developing advanced military systems (1977-1981).
 - 2) Software Team Manager at ZIM Integrated Shipping Services Ltd. (1981-1983)
 - 3) CIO, Manager of the Computer Unit at Strauss Dairy Ltd. (1983-1991).
 - 4) COO in Amdox (2003-2005) – I established the Development Center in India (currently numbers about 7,000 software engineers), as well as managed the Development Center in Cyprus (numbering about 400 software personnel).
 - 5) CEO of Partner (2010-2015) – I personally led the development of a designated information system for management and the managerial tier.
 - 6) A director at Bank Leumi (2011-2017) – A member of the Digital Committee, primary partner in decisions concerning the digital bank, uploading CRM to the cloud and cyber defense.
 - 7) A director at Bank Hapoalim (2019-2022) – Member of the IT and Technological Innovation Committee
24. The Bank has provided me with all of the details regarding the Bank's standard external directors' compensation, and I agree thereto.
25. I undertake that if any change shall occur with respect to any of my above declarations up to and after the date of approval of my office as an external director and during the term of my office, I shall bring this fact to the Bank's attention immediately after such change.

June 19, 2022

Date

David Avner [signature]

**Name and Signature of
the Candidate**

Certification

I, Adv. Nirit Shushan, do hereby certify that David Avner, whom I identified by I.D. no. 050782184, after I cautioned him to state the truth, failing which he shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

*Seal: Nirit Shushan
Attorney*

**Attorney's
signature:** *License no. 64053
[Signature]*

Date: June 19, 2022

תאריך: 20.10.1977

מס. ת.ד.: 5078218

א. ש. נ. ג.

הננו לאשר בזה כי מר/ת

אבנר דוד

סיים/סיימה את חוק הלימודים לקראת התאר "בוגר אוניברסיטה" באוניברסיטת חיפה
בפקולטה למדעי הרוח והחברה, בחוגים:

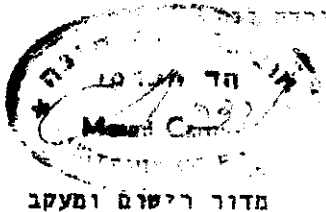
1. _____

2. _____

הב"ל היבו/הינה זכאי/ת לתאר "בוגר אוניברסיטה".

הערות: _____

תעודת הגמר הרשמית תוענק/תועבד לב"ל בעקב חלוקת התעודות שיתקיים/תקיימם:
במועד _____



מדור רישום ומעקב

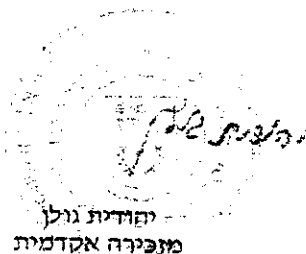


15 בינואר 2015

לכל המעוניין

הננו מאשרים בזה כי ביום 15 בדצמבר 1996 העניק סנט הטכניון
למר דוד אבנר (מס' ת.ה/סטודנט 50782184) את התואר
"מגיסטר במנהל עסקים" במסגרת הפקולטה להנדסת תעשייה וניהול.

מר אבנר זכאי לתואר מגיסטר החל מ-21 באוקטובר 1996.



ז א ת ל ו נ ע ו ד ה

רוד אבנר

כי מר/גב'

סייס/ה למודין/ה ועמד/ה בבחינות הסיום בקורס ערב בן שניים וחצי סמס

מנתחי מערכות מידע ממוחשבות

מחזור 2, תשי"ם - תשמ"א

אשר התקיים בחיפה בתקופה: נובמבר 1979 - פברואר 1981

חיפה, כי"ג באדר א' תשמ"א, 27 בפברואר 1981

פרופ' יהודה קוט
מנהל המרכז ללמודי חוץ

№ 19763

ANAT PELED

Date of Birth: July 22, 1969

Married +3

Address: Tavor 16, Bnei Dror. Israel

Tel: 972-52-6463333

email: anat.peled4@gmail.com

Work experience

- 2019-present **CEO and co-owner, Teach-In Plus Ltd**, a growing regional chain of learning centers in schools and educational institutions.
- 2017-2019 **CFO, Parazero Ltd**, a start-up that develops and provides drone safety systems. Developed the company's independent financial system, recruited investors, established work procedures, headed the company's IPO on the Australian Security Exchange (ASX), and was responsible for financial reporting to the stock exchange.
- 2013-2019 **CEO, Hamachon Shel Hagay VeDoron Ltd**, a family-owned business that provides social skills training for children with learning disabilities and attention deficits.
- 2010-2012 **CEO and co-owner BioEST LLC** (with Prof. Boris Rubinski and Prof. Michael Belkin), a patent and technology licensing start-up in the field of irreversible electroporation. BioEST was established as a JV with an Israeli investor and major actor in the food sector, to develop an innovative preservative-free method of food sterilization.
- 2007-2009 **CFO, Schestowitz Ltd**
Finance VP of a company with 3 business divisions, active in import, marketing and sales of international consumer brands:
- Responsible for monthly financial reporting, including financial statements for each business unit, profitability analysis by brand and customer, and KPI management.
 - In charge of credit line management, foreign currency hedging, customer credit control, and payments to international and local suppliers.
 - Provided support to the business divisions, sales functions, and business development functions through decision making tools, incentive systems for operational and sales staff, and integration of financial decision making into cross-organizational business processes.
 - Initiated and promoted projects to improve control and quality of financial reporting, increase efficiency, improve managerial tools used by the company's executives and the economic department.
- 2003- 2006 **CFO, Central Bottling Company Ltd (Coca-Cola)**
- Management of the finance division, with a staff of 50 employees in 5 departments: economics, bookkeeping, payrolls, treasury, and customer credit and accounts.
 - Responsible for monthly financial statements, economic analyses, monthly/quarterly/annual forecasts, and KPI management.
 - Implemented SAP IT system within the finance division, and integrated it in the company-wide program.
 - Led organizational change in the finance division, resulting in measurable improvements in outputs and internal/external service levels.

- Responsible for finance control and internal auditing.

- 2000-2003 **Chief Economist, Central Bottling Company Ltd (Coca-Cola)**
- Restructured and repositioned the economic department, with responsibility for budgeting and controlling in the company.
 - Led an Activity Based Costing (ABC) project, and implemented it as a major tool for strategic and managerial decision support. Guest speaker on ABC systems, MBA programs, Tel Aviv University and other executive forums.
 - **Established and managed the economic department for the Group's holding company after the Group's re-structuring.**
- 1996-2000 **Deputy Manager, Transport Division, Central Bottling Company Ltd (Coca-Cola)**
- Responsible for vehicle procurement for a fleet of about a 1,000 light and heavy vehicles.
 - Manager of the engineering department, responsible for economic inspections to support the procurement process, increasing fleet efficiency, and improving work methods and procedures.
- 1994-1996 **Industrial management engineer, Transport Division, Central Bottling Company Ltd (Coca-Cola)**

Board experience

- 2021-present External director and Chair of the Audit Committee, **FEAT Investments**, a fund traded on the Tel Aviv Stock Exchange (TASE).
- 2020 Nominated by the Bank of Israel Director Selection Committee for position of director in Automated Bank Services Ltd
- 2018-present Director, **Pipelbiz Social Businesses Ltd**, a start-up offering online crowd-funded investments. Pipelbiz is a registered offering coordinator operating under the supervision of the Israel Securities Authority.
- 2014-present Member of the Government Companies Authority **Professional Directors Team**
- 2014-2015 Director and Chair of the Conflict of Interest Committee, **Bank Leumi Trust Company**.
- 2014-2015 Director, **Tambour**.
- 2007-2010 Director with financial expertise and member of the Audit Committee, Balance Sheet Committee, Insurance Committee, and Risk Management Committee, **Bank Leumi Mortgage Company**. Resigned due to relocation to Canada.

Education

- 1993-1997 **MSc, cum laude**, Operations Research , Faculty of Business Administration, Tel Aviv University.
- 1989-1993 **BSc, cum laude**, Industrial Management Engineering, Technion

Continuing education

- 2007 Directors course, Israel Institute of Management
- 2004 The capital market and investments, Lahav, Tel Aviv University
- 2004 Financial statement analysis, Lahav, Tel Aviv University

Declaration of Candidate for the Office of External Director in Bank Hapoalim B.M.

I, the undersigned, Anat Peled, bearer of I.D. no. 24455743, 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"), which is also in compliance with the terms of eligibility of an external director as defined in Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department ("**Directive 301**"), or the appointment of an external director under Directive 301, in Bank Hapoalim B.M. (the "Bank").
2. I am a resident of Israel, and I am eligible to serve as a director.
3. I have the qualifications required for performance of the duties of a director of the Bank, and specifically I have education, knowledge, experience or expertise in one or more of the following fields: banking, finance, economic or business activity, law, financing, accounting, risk management, regulatory compliance, IT, information security (including cyber) or any other field approved by the Supervisor of Banks, and I am able to dedicate the appropriate amount of time to performance of the duties of a director of the Bank, all in consideration of, *inter alia*, the Bank's special needs and its size, and according to the provisions of the Companies Law, and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department ("**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 Bank's controlling shareholder, and neither I nor my relatives, partners, employers, anyone to whom I report, directly or indirectly, or a corporation of which I am the controlling shareholder, on the date of my appointment as an external director of the Bank or in the two years preceding the date of the appointment, have any Link to the Bank, to the Bank's controlling shareholder or to a relative of the controlling shareholder on the date of the appointment, to Another Corporation, or to a holder of more than 5% of a certain type of the means of Control in the Bank, and I have no Link to any person who is, on this date, chairman of the Bank's board of directors, the CEO, the CFO or a Substantial Shareholder of the Bank; for this purpose:

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

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

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

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

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

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

The company in which I serve as CEO and joint owner is a minor customer of Bank Hapoalim.

8. Neither I nor a relative of mine hold shares of the Bank, shares of a controlled corporation, shares of a corporation that controls the Bank, or shares of a banking corporation controlled by any of the foregoing. For this purpose:

“Control” - As defined in the Banking (Licensing) Law.

“Hold” - As the definition of “Holding” in the Banking (Licensing) Law, excluding holding at a rate not exceeding 1% of the paid-up capital of the Bank.

“Relative” – spouse, parent, or offspring.

9. My other positions or occupations neither create nor might create a conflict of interest with my position as a director of the Bank, nor do they adversely affect my ability to serve as a director of the Bank.
10. Insofar as I also serve as a director of another company (the **“Other Company”**), I hereby confirm that there is no person who serves both as a director of the Bank and as an external director of the Other Company.
11. I am not an employee of the Israel Securities Authority (ISA) or of the stock exchange in Israel.
12. I am eligible to be appointed as a director of the Bank and am subject to no legal restriction on doing so, including in Chapter G1 of the Execution Law, 5727-1967, Section 42 of the Bankruptcy Ordinance [New Version], 5740-1980, Section 7 of the Companies Law, and the provisions of Title B of Chapter One of Part Six of the Companies Law; without derogating from the aforesaid, I hereby confirm that I have not been declared bankrupt and/or absolved, and have not been convicted in a judgment of any of the following offenses:

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

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

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

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

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

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

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

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

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

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

My relatives and I have insurance and pension fund products in companies that may be Substantial Holders in the Bank.

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

In this Section 16:

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

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

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

17. I have academic education in:
1. Bachelor's Degree (BSc) – Industrial Engineering and Management, the Technion
 2. Master's Degree (MSc) – Management Sciences – Performance Research, Business Management Faculty, Tel Aviv University
- [please specify the subjects or disciplines you studied, the institution where you studied and your academic degree or professional diploma].

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

18. Business / professional experience in the last five years (please attach a résumé):
- From 2019 – CEO and joint owner – Teach-In Plus Ltd. – A chain of learning centers at schools and educational institutions.
- 2017-2019 – CFO – ParaZero Ltd. – A startup in the field of drones, traded on the Australian stock exchange.

2013-2019 – CEO of the Haggai & Doron Institute – Imparting social skills to children with learning and attention deficits.
Detailed curriculum vitae attached hereto.

19. I serve as a director of the following companies:
1. PipelBiz Social Business Ltd. – Independent director, a private company supervised by the Securities Authority.
 2. FEAT Fund Investments – An external director, public company. Serves as Chairperson of the Audit Committee.

20. Below are additional personal details:

Date of birth: July 22, 1969

Address for service of process: 16 Tavor, POB 142, Bnei Dror 4581500

Citizenship: Israeli

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

No.

22. Are you an employee of the Bank, of a subsidiary thereof, of an affiliate thereof or of an interested party of the Bank (if so, please specify the position/s you fill)? No.

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

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

Has 11 years of experience as CFO and Manager of the Economic Department, mostly in large companies (Coca-Cola, Schestowitz). Responsible for producing financial reports, capable of performing in depth analysis of financial statements.

Leading the issuance of a startup (ParaZero) on the Australian stock exchange. An External director with a financial specialty and Chairperson of the Audit Committee in the FEAT Fund, has experience as a director in a banking corporation (Leumi Mortgage Bank), member in the Balance Sheet Committee.

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

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.

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:

A bachelor's degree in industrial engineering and management, master's degree from the Business Management Faculty in Management Sciences – Performance Research.

Formerly the CFO of Coca-Cola, CFO of Schestowitz, CEO of small, companies, entrepreneur. Has about 14 years of experience in senior management positions.

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:

About 5 years of experience as a director at Leumi Mortgage Bank and at the Bank Leumi Trust Company.

“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:

Leading characterization processes and assimilation of ERP systems in the financial departments of large organizations (Coca-Cola, Schestowitz). Establishing an activity-based computerized (ABC) pricing system, and assimilating it as a support tool for strategic, business and operational decision making in the organization.

A director in PipelBiz – An online platform for crowdfunding investment.

A member of the Steering Committees and computer teams in the organizations I was employed at.

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

June 5, 2022

Date

Anat Peled [signature]

**Name and Signature of
the Candidate**

Certification

I, Adv. Uri Peled, do hereby certify that Anat Peled, whom I identified by I.D. no. 24455743, after I cautioned him to state the truth, failing which he shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Seal: Uri Peled

Attorney

License no. 22064

Date: June 5, 2022

**Attorney’s
signature:** [Signature]



אוניברסיטת תל-אביב

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

**מוסמך אוניברסיטה
במדעי הניהול (M.Sc.)**

בחקר ביצועים

לאחר שסיימה את חוק לימודיה
בהצטיינות
והגישה עבודת גמר

תל-אביב, ט"ז בסיון תשנ"ח, 10-ביוני 1998

פרופי י" צנג
הדקאן



ר"תו כ"ה
פרופי נ' כהן
הרקטור



הטכניון

מכון טכנולוגי לישראל

זאת לתעודה כי

ענת פלד(בידרמן)

שנתה וסיימה לימודיה כחוק מילאה חובותיה כתקן

ועמדה בבחינות כהלכה

בהתאם לחוקה ולתקנות של הטכניון

ועל יסוד הישגיה מוענק לה התואר

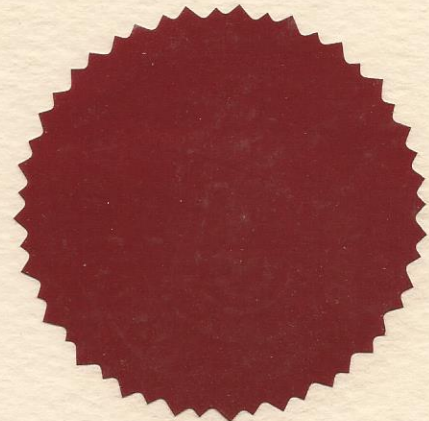
מוסמך למדעים

בהנדסת תעשייה וניהול

בהצטינות

בחודש אב תשנ"ג

על כל הזכויות שמקנה תואר זה



דיקן הפקולטה להנדסת תעשייה וניהול

נשיא הטכניון

וזאת לתעודה

כי

גב' פלד ענת

ת.ז. 24455743

סייס/ה בהצלחה קורס
להיווצת דירקטור הלכה למעשה
בחברות ציבוריות ופרטיות

10.7.06 - 14.8.06
סה"כ 48 שעות לימוד



פר זאב רפואה
מנהל פקציה ואקדמי
של הקורס



ד"ר עייק דברת
משנה לפנכ"ל הפי"ל
מנהל ביה"ס לפנהלים



איגוד החברות הציבוריות



המיו"ל
מבית המרכז הישראלי לניהול
בית-הספר למנהלים



אוניברסיטת תל-אביב

הפקולטה לניהול - בית הספר למוסמכים במינהל עסקים ע"ש ליאון רקנאטי



מקבוצת גלובס



לימודי הכשרה בניהול

דעת לחברה

ענת פלד

כ"י


השתתפה בקורס

קריאת דו"חות כספיים והערכת שווי חברות

שניתן בהיקף של 72 שעות

תל-אביב, י' לחודש אדר תשס"ב, 22.2.2002


ד"ר דני קורמן
נשיא מכון גלובס


ד"ר יוסי בכר
מרכז אקדמי


ד"ר ארנון פרי
מנכ"ל ל.ה.ב.



אוניברסיטת תל-אביב

הפקולטה לניהול - בית הספר למוסמכים במינהל עסקים ע"ש ליאון רקנאטי



מכון גלובס
ללימודים עסקיים בינלאומיים
מקבוצת גלובס



ל.ה.ב.
לימודי הכשרה בניהול

תורת ההשקעות

ענת פלד

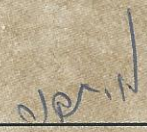
כ"ב

השתתפה בקורס

תורת ההשקעות בניירות ערך ובמכשירים פיננסיים

שניתן בהיקף של 60 שעות לימוד אקדמיות
תל-אביב, יט' לחודש אב תשס"ב, 28.7.2002


ד"ר דני קוגן
נשיא מכון גלובס


מיכאל תבור
מרכז אקדמי


ד"ר אורה סתר
מנכ"ל ל.ה.ב.



לימודי הכשרה בניהול

הפקולטה לניהול

בית הספר למוסמכים במינהל עסקים

ע"ש ליאון רקנאטי

וזאת לתעודה

כי

ענת פלד השתתפה בסדנא יצירת ערך והשבחת חברות

שניתן בהיקף של 22 שעות אקדמיות

תל אביב, כ' אייר תשס"ו 18.5.06

פרופ' בעז רוני
מרכז אקדמי

ד"ר אורה סתר
מנכ"ל להב



(Translated from Hebrew)

NOAM HANEGBI, Resume

hanegbin@gmail.com, 052-2771994

Capabilities and Experience

Extensive activity within boards of directors, as director and as Chairman. Mainly in the Banking industry.

Management of the IT division of Discount Bank (10 years, senior managing director).

Management of the IT division of Maccabi Health Services (4 years, managing director).

Management of the IT unit of Golden Channels & Assoc. (10 years, managing director).

High-ranking management in business areas:

- Managing director of the retail banking at Discount Bank
- Managing director of the marketing at Discount Bank
- CEO of Golden Channels & Assoc.

Technological/managerial consulting to entities in the Israeli IT industry, as well as in other industries of the Israeli economy.

Setting up large computerization systems (management of the projects and overall responsibility):

- Rebuilding the IT infrastructure at Discount Bank, (Ofek Project which replaced all core and other main systems 2000-2008)
- Setting up a technological infrastructure for providing computerization services in the digital age at Maccabi Health Services
- Setting up the service and networks management systems of Bezeq telephone company upon the establishment of the company
- Setting up Israel's border control system.
- Setting up the IT systems for Golden Channels & Assoc. at the start of the company.

*(Translated from Hebrew)***BOARDS OF DIRECTORS**

Bank Hapoalim	Director	2019-
Mercantile Bank	Director	2006-2010
Discount Mortgage Bank	Chairman	2010-2011
C.A.L. (Israel Credit Cards)	Director	2001-2010
Diners Club Israel	Director	2001-2006
Automatic Bank Services (Shva)	Director	2001-2009
	Chairman	2007-2009
Bank Clearing Center (Masav)	Director	2001-2009
	Chairman	2007-2009
Badal Computer and Administration Services (of Discount Bank)	Chairman & CEO	2000-2010
Discount Gemel	Chairman	2009-2010
Nidbach Real Estate & Investments	Director	2000-2010
	Chairman	2009-2010
Har Levy Assets	Chairman	2009-2010
Tzir Trading Company	Chairman	2009-2010
Maccabi Health Services Council	Council member	2015-2019
N.B.T. Trial, Execution and Technology Ltd. (of Maccabi Health Services)	Director	2015-2019
Platform for the Promotion of Photography in Israel Ltd. (Public Benefit Company)	Director	2012-2015
Photo Israel Ltd. (Public Benefit Company) Non-Director Audit Committee Member		2014-

(Translated from Hebrew)

Chronology

- 2019- Bank Hapoalim - Director.
Member and Chairman of the technology and innovation Committee.
Member of the Committees: Credit, audit, corporate governance, remuneration, as well as the committee in charge of following up the arrangement with the American authorities
- 2019- Self-employed, technological/managerial consulting.
- 2015-2019 Maccabi Health Services, managing director, head of the information and teleprocessing systems
Major Achievements:
- Setting up technological infrastructures for the digital age, which enable meeting particularly high transaction loads, survivability and extremely short response times.
 - Assimilation of modern development methodologies, which enable quick and economically efficient development.
 - Introduction of the modern, new generation "Clicks" systems for managing the work of the physician and the medical staff.
- 2012-2015 Self-employed, technological/managerial consulting.
Community Activity - Participation in the management and production of International Photography Festivals, which took place on 2012 (Jaffa port) and 2014 (Rishon Le-Tzion old winery).
- 2000-2011 Discount Bank, Senior managing director.
Management of the operation and IT division
Management of the retail banking division
Management of the marketing division
Main Achievements:
- Rebuilding the IT infrastructure at Discount Bank, (Ofek Project which replaced all core and other main systems 2000-2008)

(Translated from Hebrew)

- Setting up and operating a central operation center, which replaced all back-office operations previously carried out at the branches.
- Assimilation of state-of-the-art methodologies for computerization and for computerization management.

2000

Golden Channels & Assoc., CEO

1989-1999

Golden Channels & Assoc., Managing Director,
Management of the computer unit

- Establishing the IT organization and building the IT systems to run the company

1981-1989

Contahal (Software House)

- Project for setting up the Israeli border control system.
- Professional management of "Bezeq 1" Project that set up for Bezeq the systems for managing the service structure and for managing the telephone chain infrastructure.
- Additional projects in an industrial environment (ERP nature).

1976-1981

Computerized Data Processing Center (MAMRAM),
Israeli army

- Specialist in operating systems, tele-communications and Assembler language.
- Instruction and command of programming courses.

EDUCATION

BA, Economics and Computer Science, Bar Ilan University.

Programming and Systems Analysis, MAMRAM (Computerized Data Processing Center of the Israeli army)

Declaration of Candidate for the Office of External Director in Bank Hapoalim B.M.

I, the undersigned, *Noam Hanegbi*, bearer of I.D. no. *55445647*, 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"), which is also in compliance with the terms of eligibility of an external director as defined in Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department ("**Directive 301**"), or the appointment of an external director under Directive 301, in Bank Hapoalim B.M. (the "Bank").
2. I am a resident of Israel, and I am eligible to serve as a director.
3. I have the qualifications required for performance of the duties of a director of the Bank, and specifically I have education, knowledge, experience or expertise in one or more of the following fields: banking, finance, economic or business activity, law, financing, accounting, risk management, regulatory compliance, IT, information security (including cyber) or any other field approved by the Supervisor of Banks, and I am able to dedicate the appropriate amount of time to performance of the duties of a director of the Bank, all in consideration of, *inter alia*, the Bank's special needs and its size, and according to the provisions of the Companies Law, and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department ("**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 Bank's controlling shareholder, and neither I nor my relatives, partners, employers, anyone to whom I report, directly or indirectly, or a corporation of which I am the controlling shareholder, on the date of my appointment as an external director of the Bank or in the two years preceding the date of the appointment, have any Link to the Bank, to the Bank's controlling shareholder or to a relative of the controlling shareholder on the date of the appointment, to Another Corporation, or to a holder of more than 5% of a certain type of the means of Control in the Bank, and I have no Link to any person who is, on this date, chairman of the Bank's board of directors, the CEO, the CFO or a Substantial Shareholder of the Bank; for this purpose:

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

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

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

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

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

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

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

My relatives and I have long-term savings products (provident funds, advanced study funds, pension products) as well as various insurances that were purchased via agents over the years and the manufacturers of which are Substantial Holders in the Bank.

8. Neither I nor a relative of mine hold shares of the Bank, shares of a controlled corporation, shares of a corporation that controls the Bank, or shares of a banking corporation controlled by any of the foregoing. For this purpose:

“**Control**” - As defined in the Banking (Licensing) Law.

“**Hold**” - As the definition of “**Holding**” in the Banking (Licensing) Law, excluding holding at a rate not exceeding 1% of the paid-up capital of the Bank.

“**Relative**” – spouse, parent, or offspring.

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

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

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

12. I am eligible to be appointed as a director of the Bank and am subject to no legal restriction on doing so, including in Chapter G1 of the Execution Law, 5727-1967, Section 42 of the Bankruptcy Ordinance [New Version], 5740-1980, Section 7 of the Companies Law, and the provisions of Title B of Chapter One of Part Six of the Companies Law; without derogating from the aforesaid, I

hereby confirm that I have not been declared bankrupt and/or absolved, and have not been convicted in a judgment of any of the following offenses:

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

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

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

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

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

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

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

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

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

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

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

My wife and I manage accounts in the Bank, including an account that serves for maintaining securities portfolios that is managed in a blind trust by the Peilim Company that is owned by the Bank. These accounts are negligible from the Bank's perspective and were opened after I was appointed as director, while complying with the Bank's procedures.

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

In this Section 16:

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

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

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

17. I have academic education in:
Bachelor's Degree in Economics and Computer Sciences, Bar Ilan

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

18. Business / professional experience in the last five years (please attach a résumé):
Maccabi Health Services, VP Computers 2015-2019
Computers and Management Advisor – as of 2019

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

Bank Hapoalim, as of 2019

20. Below are additional personal details:

Date of birth: July 20, 1958

Address for service of process: 14B Ben-Gurion, Kfar Saba

Citizenship: Israeli

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

No.

22. Are you an employee of the Bank, of a subsidiary thereof, of an affiliate thereof or of an interested party of the Bank (if so, please specify the position/s you fill)? No.

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

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

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

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

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

Academic degree in economics

Served as a VP in Bank Discount for about 11 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:

I served as a director in banking corporations for about 12 years cumulatively

I served as a VP in Bank Discount for about 11 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:

VP Computers in Bank Discount for about 10 years

VP Computers in Maccabi Health Services for about 4 years

Graduate of Mamram, active in the computers industry for many years

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

April 11, 2022

Date

Noam Hanegbi

[signature]

**Name and Signature of
the Candidate**

Certification

I, Adv. *Nirit Shushan*, do hereby certify that *Noam Hanegbi*, whom I identified by I.D. no. *55445647*, after I cautioned him to state the truth, failing which he shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Seal: Nirit Shushan

Attorney

License no. 64053

Date: *April 11, 2022*

**Attorney's
signature:** *[Signature]*



ב"ה י"א אדר א, תשע"ד
11 פברואר, 2014

אישור זכאות לתואר

הננו מאשרים בזה, כי מר נעם הנגבי
מס' ת"ז 055445647 סיים את לימודי התואר הראשון בכלכלה
כמקצוע ראשי ובמדעי המחשב כמקצוע משני וזכאי לקבלת התואר
מתאריך 4.10.1986.

התעודה הוענקה לו בטקס חלוקת התארים תשמ"ז.

טל-יה פרלינד
רשם האוניברסיטה

Ron Shamir

Professional Experience

- 2016 – today** **co-founder and CEO of Phonetica**, a startup in the Digital Health domain, still in the research stage.
- 2017 – 2020** **Board member at Cardiokol**, a startup in the Digital Health domain.
- 2018 – today** **co-founder and Board member at Tera – Enterprise**, a startup in the Life science domain.
- 2020 – today** **co-founder and Board member at Tera – Novel**, a startup in the Life science domain.
- 2017 – today** **Advisory Board member at BGProtect**, a startup in the cyber domain.
- 2022 – today** **Advisory Board member at Sdatta**, a startup in the Big Data domain.
- 2014 – today** **Entrepreneur & Cyber Security Consultant**
Since I retired, I'm involved in entrepreneurial activities with both start-up and VC's, in the Cyber-Security and IT domains. I also advise on strategic solutions for Cyber security and critical infrastructure defense.

1991 – 2014 **Israel Security Agency**

2009 - 2013 **Head of Technology Division (equivalent to the rank of Major-General) reporting to the ISA head – Responsibilities:**

- Full responsibility for the technological strategy of the organization and its implementation
- Managing a technological unit of hundreds of engineers
- Responsible for R&D and manufacturing processes in a variety of disciplines: Electronic engineering, Software engineering, Cyber security etc. Responsible for the budget of the division
- Full responsibility for all the technological solutions that the agency uses

2006 - 2008 **Head of Department and Deputy Director of the IT Division.**

- Management of the headquarters department responsible for planning and controlling the work plan including content and budget
- Responsible for development methodology of IT systems
- responsible for the DRP
- Responsible for the division's portfolio

2003 - 2006 Head of Cyber Development Department

- Building the first cyber department in ISA and Managing it
- Leading Cyber tools Development, Building Cyber operation capabilities
- Building the cyber-Eco-system in ISA

1997 - 2002 Head of Software Development Branch

- Managing R&D team of 20-30 software engineers
- Leading large-scale projects, in the field of intelligence information systems
- Expertise in retrieving from large and complex databases, retrieval engines, user interfaces, and more
- Expertise combining a diverse environment, legacy systems, client server applications, WEB applications and more.

1991 - 1997 software engineers and a team leader

Education

2015 MBA, Executive MBA program, Tel Aviv University, Magna Cum Laude

1992 B.Sc. Tel Aviv University.

2014 Directors and Other Senior Corporate Officeholders program, Tel Aviv University

Publication

Ron Shamir & Eli Bahar, Defending Israel's elections from cyber-attack – what should be done? The Federmann Cyber Security Center – Cyber Law Program 2019

Military service

1981 - 1986 Commander in the IDF armor force, with the rank of major.

More

2015 – today Fellow at the Israeli International Institute for Counter Terrorism (ICT).

2018 – today Research Associate at the Federmann Cyber Security Research Center, Hebrew University of Jerusalem.

2018 – today Teaching the course "Law and Cyber", Tel Aviv University Law School.

2017 – today A Mentor at TechStars accelerator in Tel Aviv

Declaration of Candidate for the Office of External Director in Bank Hapoalim B.M.

I, the undersigned, Ron Shamir, bearer of I.D. no. 058066184, 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"), which is also in compliance with the terms of eligibility of an external director as defined in Proper Conduct of Banking Business Directive 301 of the Banking Supervision Department ("**Directive 301**"), or the appointment of an external director under Directive 301, in Bank Hapoalim B.M. (the "Bank").
2. I am a resident of Israel, and I am eligible to serve as a director.
3. I have the qualifications required for performance of the duties of a director of the Bank, and specifically I have education, knowledge, experience or expertise in one or more of the following fields: banking, finance, economic or business activity, law, financing, accounting, risk management, regulatory compliance, IT, information security (including cyber) or any other field approved by the Supervisor of Banks, and I am able to dedicate the appropriate amount of time to performance of the duties of a director of the Bank, all in consideration of, *inter alia*, the Bank's special needs and its size, and according to the provisions of the Companies Law, and the regulations promulgated thereunder, and the Directives of the Banking Supervision Department ("**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 Bank's controlling shareholder, and neither I nor my relatives, partners, employers, anyone to whom I report, directly or indirectly, or a corporation of which I am the controlling shareholder, on the date of my appointment as an external director of the Bank or in the two years preceding the date of the appointment, have any Link to the Bank, to the Bank's controlling shareholder or to a relative of the controlling shareholder on the date of the appointment, to Another Corporation, or to a holder of more than 5% of a certain type of the means of Control in the Bank, and I have no Link to any person who is, on this date, chairman of the Bank's board of directors, the CEO, the CFO or a Substantial Shareholder of the Bank; for this purpose:

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

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

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

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

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

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

Please see appendix

8. Neither I nor a relative of mine hold shares of the Bank, shares of a controlled corporation, shares of a corporation that controls the Bank, or shares of a banking corporation controlled by any of the foregoing. For this purpose:

“Control” - As defined in the Banking (Licensing) Law.

“Hold” - As the definition of “Holding” in the Banking (Licensing) Law, excluding holding at a rate not exceeding 1% of the paid-up capital of the Bank.

“Relative” – spouse, parent, or offspring.

9. My other positions or occupations neither create nor might create a conflict of interest with my position as a director of the Bank, nor do they adversely affect my ability to serve as a director of the Bank.
10. Insofar as I also serve as a director of another company (the **“Other Company”**), I hereby confirm that there is no person who serves both as a director of the Bank and as an external director of the Other Company.
11. I am not an employee of the Israel Securities Authority (ISA) or of the stock exchange in Israel.
12. I am eligible to be appointed as a director of the Bank and am subject to no legal restriction on doing so, including in Chapter G1 of the Execution Law, 5727-1967, Section 42 of the Bankruptcy Ordinance [New Version], 5740-1980, Section 7 of the Companies Law, and the provisions of Title B of Chapter One of Part Six of the Companies Law; without derogating from the aforesaid, I hereby confirm that I have not been declared bankrupt and/or absolved, and have not been convicted in a judgment of any of the following offenses:

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

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

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

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

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

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

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

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

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

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

Please see appendix. I and my relatives have insurances, pension funds and advanced study funds in Substantial Holders of the Bank.

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

In this Section 16:

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

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

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

17. I have academic education in: BSc., MBA (cum laude), both from the Tel Aviv University, Directors Course, the Tel Aviv University

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

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

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

2016 – present – Founder, Partner and CEO Phonetica, a start-up in the field of diagnosing disease via speech analysis

2018 – present – Founder and Partner in the companies Tera Enterprise and Tera Novel in the field of commercialization of knowledge in life sciences.

2014 – present – Independent advisor in the field of technological strategy, IT and cyber.

2017 – 2020 – Director in Cardio Call, 2017 – present Bypotect advisory consultant

2022 – present – Spatta advisory consultant

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

I serve as a director in Tera Enterprise and Tera Novel

20. Below are additional personal details:

Date of birth: May 17, 1963

Address for service of process: 98 Levi Eshkol St., Tel Aviv

Citizenship: Israeli

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

No.

22. Are you an employee of the Bank, of a subsidiary thereof, of an affiliate thereof or of an interested party of the Bank (if so, please specify the position/s you fill)? No.

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

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

A director with accounting and financial expertise is anyone who, due to his education, experience and qualifications, has high proficiency in and understanding of business-accounting matters and financial statements, in a manner that allows him to thoroughly understand the company's financial statements and to initiate a discussion regarding the manner in which the financial data are presented; the accounting and financial proficiency of a director will be assessed by the board of directors, taking into consideration, *inter alia*, his education, experience and knowledge in the following matters:

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

(1) 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:

MBA cum laude from the Tel Aviv University

I served in senior positions in the General Security Services, GSS (public service) from 2003 until I retired. I served at a rank parallel to a major-general in my last position.

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:

From 1991 to 2009 I served in positions in the field of IT and cyber in the General Security Services, from software development positions through managerial positions and senior managerial positions in the Information Systems Section. Since 2016 I am a company manager whose research is in the field of information systems and IT. I am also an advisor in this field.

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

June 4, 2022

Date

Ron Shamir [signature]

**Name and Signature of
the Candidate**

Certification

I, Adv. Eli Bachar, do hereby certify that Ron Shamir, whom I identified by I.D. no. 058066184, after I cautioned him to state the truth, failing which he shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Seal: Eli Bachar

Attorney

Attorney’s *License no. 15625*

signature: [Signature]

Date: June 4, 2022

**Appendix to the Declaration of Candidate for the Office of
External Director of Bank Hapoalim B.M.**

1. Additional details regarding section 5, 6 and 16.1-16.4:
 1. My sister-in-law worked in Bank Hapoalim. Please see the attached opinion of the Legal Department of the Bank of Israel on this matter.
 2. Since March 2022, for 4 months, I advise Harel Insurance Company on technological issues as an independent external advisor.

Ron Shamir



אוניברסיטת תל-אביב

רקטור האוניברסיטה
ודקאן הפקולטה למדעים מדוייקים
ע"ש ריימונד ובברלי סאקלר
מעניקים
למר רון שמיר
את התואר

בוגר
אוניברסיטה (B.Sc.)

בלימודים כלליים של המדעים המדוייקים

לאחר שסיים את חוק לימודיו

תל-אביב, ביום לי לחודש ניסן תשנ"ג, 21 באפריל 1993

ד.ה.ר.
הדקאן

רן שמיר
הרקטור



אוניברסיטת תל-אביב

רקטור האוניברסיטה
ודקאן הפקולטה לניהול –
בית הספר למוסמכים במינהל עסקים ע"ש ליאון רקנאטי
מעניקים

ל **רון שמיר**

מ"ז: 058066184

את התואר

מוסמך אוניברסיטה במינהל עסקים (MBA)


עם סיום חוק הלימודים

בהצטיינות

בתכנית למנהלים

תל-אביב, כ"ז באדר א' תשע"ו, 7 במרץ 2016


פרופ' משה צבירן
הדקאן


פרופ' רון עוז
הרקטור

Odelia Levanon

Personal information

Family status; Divorced + 2

M: +972-54-4924204

Address: Aharon Becker, 11 Tel Aviv

Email: odelia.levanon@gmail.com

Summary

- Former CEO of Technological organization
- Head of division and board member of a group of companies with a turnover of more than 7 billion shekels and some 8,000 employees
- Full P&L management, 300 employees and managers, **and interface management:** inventories, logistics, finance, payroll, commerce etc.
- Expert in setting up technological entities, strategy building, setting up new commercial activities including customer service centers / loyalty clubs / online shopping network etc.
- Making the group compliant with PCI and SOX standards. Characterization and implementation of CRM/ERP
- Leading technological innovation in the business world
- Consulting and building master plans for computing and digital transformation for huge organizations
- Lecturer in the faculty of management, specialization in Information Systems and project management
- Director of a public company
- Member of the IEL (CEO FORUM)

Education

Doctoral studies – School of Business Administration, Tel Aviv University

M.Sc. Computer Sciences – Tel Aviv University

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

Employment experience

- 11/2017-
12/2022 **CEO – IUCC (Inter University Computation Center)**
- Organization building
 - Management of common technological infrastructures for universities
 - Leverage the sphere of learning technologies
 - Consulting, managing and supporting cloud environments for research clients
 - Leading joint procurement with international entities for digital databases and technological infrastructure
- 6/2014-
10/2017 **VP IT, INNOVATION AND DIGITAL – IRANI GROUP**
- Establishing an E-COMMERCE activity for fashion retail
 - Building work processes for the ongoing operation of the organization
 - Characterization and assimilation of SALSEFORCE CRM
 - Building technological infrastructure and supporting cyber security
- 12/2012-
5/2014 **CEO – Venture Capital**
- Establishing an investment company
 - Examining initiatives from various domains: medicine, social issues, cellular technology, games
 - Testing business models and their financial implications
- 4/2000-
6/2012 **CIO, Head of Technology Division – MEGA Retail**, a member of the Alon Holdings Group
- Board Member of an organization with a turnover of more than 7 billion ILS and some 8,000 employees all over the country.
 - Heading a division of 300 employees

- Management of trans-organizational strategic projects. In charge of its entire lifecycle from planning stage to successful operational stage, including amongst other, inventories, logistics, finance, payroll, retail trade.
- Managing a budget of several tens of millions shekels
- Making the group compliant with PCI and SOX standards.
- Characterization and implementation of ERP. Leading delivery to the point where it matches the organization's strategy.
- **Setting up an online shopping subsidiary of the company** – integrating the business plan, creating the technological platform, establishing a customer service setup, marketing and overseeing the online network.
- **Converting systems** with thousands of stations and hundreds of HR years, from the planning stage to completion of highly successful execution
- Setting up a CRM based **customer service system**.
- **Setting up the YOU Loyalty Club**, based on the credit card platform.
- Setting up storage for the group and **building a BI** (business intelligence) **system** to identify customer behavior.
- Setting up a server farm with hundreds of servers; a storage system of hundreds of terabytes.
- Setting up a remote backup site, managing data security, risk system and a DRP business continuity plan.

1999-2000 **VP Systems Integration – Amigar Software** (now called ONE1)

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

1996-1999 **Consulting on information systems / Lecturer at Tel Aviv University**

- Consulting (Migdal) and teaching at the School of Business Administration and the Faculty of Exact Sciences, Tel Aviv University (on information systems and computer sciences)

1993-1996 **Major in the IDF (academic reserve)**

Setting up information systems across the IDF

Enlistment Office / Enlistment Administration, Staff Administration, Payments Administration etc.

Volunteering activities

2010-2013 **Chairperson, Society for Product Encoding**

Volunteering for the society housed in the Manufacturers Association Offices

Languages

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

Board of Directors

2008-2011 **YOU** loyalty club

2014-2016 **Old Jaffa Development Company**

2014-2021 **BOS DIMEX** (bosc)

2021 **ETGA**

Awards and medals of excellence

- ROLE MODEL OF CIO 2009
- IT AWARED 2003
- OUTSTANDING LECTURER 2018 - INFORMATION SYSTEMS MANAGEMENT , RAMAT GAN ACADEMY
- ADAMS AWARD FOR MANAGEMENT INFORMATION SYSTEMS , TEL AVIV UNIVERSITY, 1996
- OUTSTANDING OFFICER , IDF

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

In this Section 9:

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

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

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

10. I have academic education in: Business management studies, Tel Aviv University, MSC in Computer Sciences, Tel Aviv University, BSC cum laude in Mathematics and Computer Sciences, Tel Aviv University

[please specify the subjects or disciplines you studied, the institution where you studied and your academic degree or professional diploma].

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 IUCC (technological and IT solutions for research institutes in Israel), VP for Innovation, Technology and Digital in the Irani Group, lecturer in project manager. For additional details, see curriculum vitae.

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

13. Below are additional personal details:

Date of birth: November 16, 1962

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

Citizenship: Israeli

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

No.

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

No.

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

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

My tenure as CEO, my tenure as a director in traded companies, my membership in the limited management of an organization with a turnover of over NIS 7 billion – traded, my (past) position as chairman of an association.

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

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

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

An academic degree from the worlds of IT, over 15 years of experience for Section 3. See curriculum vitae attached.

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:

Academic degrees (MSc); my position as VP of Technologies and IT; as CIO in a traded business organization with a turnover of billions; my position as CEO of an organization that provides technological solutions.

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

April 14, 2022

Date

Odelia Levanon [Signature]

Name and Signature of the Candidate

Certification

I, Adv. Nirit Shushan, do hereby certify that Odelia Levanon, whom I identified by I.D. no. 057971632, after I cautioned him/her to state the truth, failing which he/she shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Date: April 14, 2022

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

רקטור האוניברסיטה
ודקאן הפקולטה למדעים מדויקים ע"ש ריימונד וברלי סאקלר
מעניקים

למרת **אודליה לבנון**

את התואר

בוגר אוניברסיטה (B.Sc.)

**במתמטיקה
ובמדעי המחשב**

לאחר שסיימה חוק לימודים
ועמדה בבחינות



בהצטיינות

תל-אביב, ביום כ"ח בחודש ניסן תשמ"ד, 30 באפריל 1984

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פרופ' אי גלעדי
הדקאן

(-)
פרופ' יי דינשטיין
הרקטור

הריני לאשר בזאת כי הרי"מ הינו העתק של התעודה המקורית שהוענקה לנושא תעודת זהות מס' 057971632.

יניב אברמסון
סגן המזכירה האקדמית
אוניברסיטת תל-אביב

י"ג כסלו תשע"ט
21 נובמבר 2018

רקטור האוניברסיטה
ודקאן הפקולטה למדעים מדויקים ע"ש ריימונד וברלי סאקלר
מעניקים

למרת **אודליה לבנון**

את התואר

מוסמך אוניברסיטה (M.Sc.) במדעי המחשב

לאחר שסיימה את חוק לימודיה
הגישה עבודת גמר
ועמדה בבחינות



תל-אביב, י"ב באייר תש"ן, 7 במאי 1990

(-)
פרופי די עמיר
הדקאן

(-)
פרופי יי בן שאול
הרקטור

הריני לאשר בזאת כי הרי"מ הינו העתק של התעודה המקורית שהוענקה לנושא תעודת זהות
מסי 057971632.

יניב אברמסון
סגן המזכירה האקדמית
אוניברסיטת תל-אביב

י"ג כסלו תשע"ט
21 נובמבר 2018

DAVID ZVILICHOVSKY

email: davidz@tau.ac.il
david.zvilichovsky@poalim.co.il
Mobile: +972-50-5301705

- 2019 – Current **Bank Hapoalim, Member of the Board of Directors**
Chairman of the Risk Management and Control Committee.
Member of the Credit Committee, Strategy & Business Development Committee and the Technology and Innovation Committee.
- 2011 – Current **Tel Aviv University, The Coller School of Management**
Senior Academic Faculty
Research Focus: Entrepreneurial Finance and Entrepreneurship, Crowdfunding and Financial Economics. Co-interaction between financial markets and technological innovation, online markets and network effects.
Teaching: Graduate courses (MBA and international programs) in Micro Economics, Entrepreneurship and Innovation.
- Teaching and leading a program as part of the Global Modular Courses at the Wharton School, University of Pennsylvania focusing on Israeli Innovation.**
- 2012 – 2018 **Cyprus International Institute of Management, Visiting Professor (non-resident)**
Teaching at the MSM and MBA programs.
- 2004 – 2012 **Alon Fund, Board Member**
An investment company managed by Jupiter International, an ex-subsiidiary of Commerzbank
- 2006 – 2011 **Atview Technologies, Managing Director** and domain lead at the parent corporation - Ramdor Software (TASE)
A provider of Cloud based Software Project Management solutions. (Board Member of Ramdor Software Ltd 2006 - 2008)
- 2008 – 2009 **Senior Economic Advisor to the office of the Prime Minister of the State of Israel / National Economic Council.** Contributed to the structuring of Israel's national economic policy response to the 2008 economic crisis.

1999 - 2008 **Innovent, Managing Director,**

A Management and Consulting boutique specializing in technology intensive companies and their investors. Strategic Consulting, Early Stage Investments, M&A transactions.

Sample of portfolio companies: **InterVideo, Webango, Speedwise, Ad4ever** (M&A - Aquantive Inc. now Microsoft), **Yazam, Ramdor, GWS Photonics, Memlink, Teraop, Redwood Venture Partners, Alon Technology Ventures, Comverse Network Systems and Scitex Corp.**

1997 – 1999 **IPHighway, Founder, CEO, Board Member**

An innovative networking software company. Provided one of the first platforms for the provisioning and management of Quality of Service on IP networks.

Awarded Hot Product of the Year 1998 by the Journal of Data Communication.

1993 – 1997 Management Consulting

Focus on international R&D projects and Business Development. Including corporate level Business Development for **Comverse Network Systems**; R&D Management for **MGH**; Technology Management for **Electric Fuel Ltd** in a joint project with **Mercedes, Siemens** and the **German postal authority**.

1985 – 1993 **Eshed Robotec, last position - Head of R&D,**

Managed interdisciplinary products and R&D teams in the areas of Robotics, Machine Vision and Control Software.

IPO on **NASDAQ** - 1989; follow on **TASE** – 1991,

Education

2008 **PhD**, Economics,

The Berglas School of Economics, Tel-Aviv University

Dissertation: Innovation, Uncertainty and Externalities: The Impact of Transitory Bubbles

Supervisor: Prof. Manual Trajtenberg

1990 Post Graduate Studies, Recanati Business School

Tel Aviv University, Focus of study: Technology Management

1989 **M.Sc.** Computer Science,

Tel-Aviv University, **Cum Laude**

Supervisor: Prof. Amir Averbuch

1985 **B.Sc.** Economics & Computer Science

Hebrew University of Jerusalem, **Cum Laude**

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

I, the undersigned, *David Zvilichovski*, bearer of I.D. no. 057056426, after having been cautioned to state the truth, failing which I shall be liable for the penalties prescribed by law, do hereby state as follows:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

My relatives and I have insurance and savings products at companies that are Substantial Holders of the Bank. Some of my relatives have accounts at Bank Hapoalim.

To the best of my knowledge, the academic institution in which I am employed as a member of the academic personnel, has bank-customer relations with the Bank.

9.6. A candidate who was nominated by the Committee for the Appointment of Directors of Banking Corporations which was appointed pursuant to

Section 36A of the Banking (Licensing) Law (the “Committee”) represents that he fulfills all of the following conditions:

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

In this Section 9:

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

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

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

10. I have academic education in:

Academic Degree / Diploma	Professional / Major	Name of the Academic Institution
PhD	Economics	Tel Aviv University
MSc (cum laude)	Computer sciences	Tel Aviv University
Graduate (cum laude)	Economics	Hebrew University
Graduate (cum laude)	Computer sciences	Hebrew University

[please specify the subjects or disciplines you studied, the institution where you studied and your academic degree or professional diploma].

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

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

Member of the Bank Hapoalim Board of Directors, from September 2019.

Chairman of the Risk Management Committee, member of the Credit Committee, the Strategy and Business Development Committee and the Technology and Innovation Committee.

Senior Faculty Member – Tel Aviv University – Management Faculty from 2011 until today.

Research and teaching in the field of crowdfunding, entrepreneurship, economics, interactions between technological changes and financial markets, online financing platforms and innovation. Teaching as part of the international program (GMC) of the Wharton Business School on issues of innovation and entrepreneurship.

Guest Professor – the International Institute for Management – Cyprus from 2012 to 2018.

Teaching on issues of technology entrepreneurship in the MBA and MSM programs.

Director and controlling shareholder – Innovent Israel

Curriculum vitae attached.

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

Innovent Israel ltd.

13. Below are additional personal details:

Date of birth: *August 31, 1961*

Address for service of process: *1 HaBanim, St., Ramat HaSharon 47216*

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]:¹

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

Possesses Accounting and Financial Specialization: PhD in economics, senior member of Management Faculty, experience as a director in companies reported in Israel and abroad. Served as a senior economic advisor on the National Economic Council during the 2008 Financial Crisis. I was classified by the Bank Hapoalim Board of Directors as an expert in accounting and finances.

Curriculum vitae attached.

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:

PhD in economics, master's degree in computer sciences. Senior Faculty Member, in the Management Faculty (from 2011). Served for many years in management, research & development and innovation positions. A great deal of experience in the fields of IT and advanced technology. Experience as a director in a venture capital fund and in a reported public company. Experience as a senior economic advisor for the National Economic Council – at the Prime Minister's Office.

Curriculum vitae attached.

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.

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:

Possesses the education and a great deal of experience in the fields of advanced technology, innovation and IT. A bachelor's and master's degree in computer sciences. Many years of experience in management, characterization, development and initiation of software products and advanced technology (including Eshed Robotec, IP Highway, Atview), a great deal of experience working with and advising companies whose core business is related to the

fields of advanced technology and IT (including venture capital funds, Comverse, SciTex) research and teaching on issues examining interactions between innovation, technological changes, entrepreneurship and financing.

Curriculum vitae attached.

17. The Bank has provided me with the details regarding the Bank'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 Bank's attention immediately after such change.

May 8, 2022

Date

David Zvilichovski

[Signature]

Name and Signature of the Candidate

Certification

I, Adv. Nirit Shushan, do hereby certify that David Zvilichovski, whom I identified by I.D. no. 057056426, after I cautioned him/her to state the truth, failing which he/she shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Date: May 8, 2022

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



האוניברסיטה העברית בירושלים

דקטור האוניברסיטה

ודיאן הפקולטה למתמטיקה ולמדעי הטבע ומדעצתה

מקנים למד

דוד צביליחובסקי

את התואר

בוגר למדעי הטבע

B.Sc.

לאחר שסיים את מסכת לימודיו במקצוע

מדעי המחשב

כלכלה

וחסיבת לימודים במתמטיקה

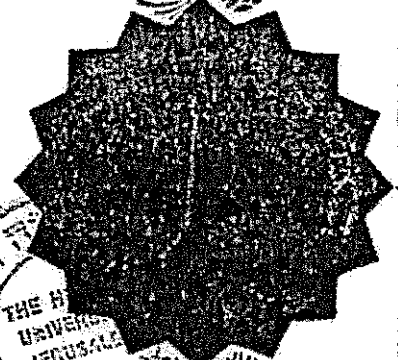
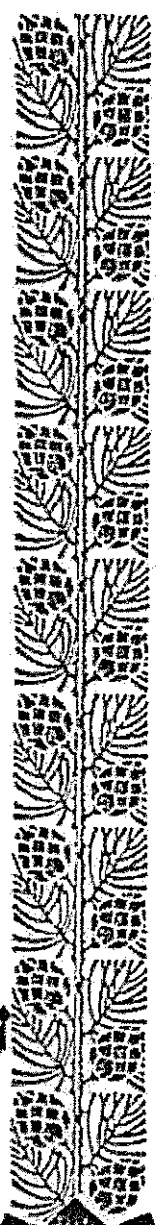
ועמד בבחינות

בה צטיינות

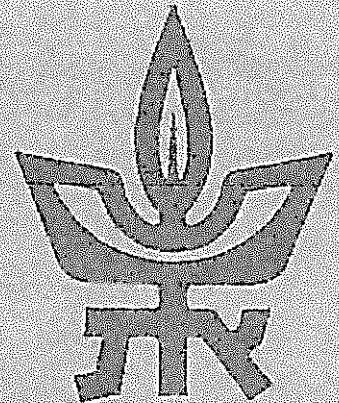
ולראיה באוני על החתום

ירושלים יום י"ט לחודש אייר תשמ"ז


הדיאן



אוניברסיטת תל-אביב



דקטור האוניברסיטה
ודיקאן הפקולטה למדעים מדוייקים
ע"ש דיימוןד ובברלי סאקלר
מעניקים

למר דוד צביליחובסקי
את התואר

מוסמך

אוניברסיטה (M.Sc.)

לאחר שסיים את חוק לימודיו

במדעי המחשב

הגיש עבודת גמר

ועמד בבחינות

בהצטיינות

ד במאי 1990

תל-אביב ביום י"ב לחודש אייר תש"ן

אוניברסיטת תל-אביב



TEL AVIV UNIVERSITY

נשיא האוניברסיטה, הרקטור והסנאט
עתידים את

*The President of the University, the Rector and the Senate
Confer upon*

מר דוד צביליחובסקי

Mr. David Zvilichovsky

בתואר

The Degree of

דוקטור לפילוסופיה

Doctor of Philosophy

לאחר שאושר חיבורו

Following the Approval of his Thesis


חדשנות, אי וודאות והשפעות חיצוניות –
האפקט של בועות חולפות

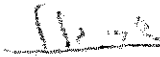
*Innovation, Uncertainty and Externalities –
The Impact of Transitory "Bubbles"*

Ph.D.

תל-אביב, י"ט בסיון, תשס"ט

Tel-Aviv, June 11, 2009


פרופ' ד' לויטן
רקטור


פרופ' ז' גליל
נשיא

RONEN LAGO

Kfar Haoranim · 972-54-2566573

Ronen.lago@gmail.com · www.linkedin.com/in/ronen-lago-64888b18/

25 years of experience in leading, developing & deploying advanced technologies solutions & cyber – information security products as CTO, Director, and Head of R&D in multi-national organizations. Serving as a technology expert and cyber professional advisor for multiple executive management teams in finance, insurance, automotive, and digital-health sectors, leading the cross-organizational technological digital-transformation process. (ex. Daimler, Lockheed-Martin, Motorola, IAI, Zurich-insurance, Philips healthcare, Generali).

I have nation-level expertise in cyber threats defense methodologies and protecting critical infrastructure, with experience in advanced big data analytics, Internet-of-Things, 5G communication, intelligence, and deep technology-driven by Machine-Learning & A.I.

Co-founder & director of several leading-edge technology startups (2 Unicorns, 1-exit to LG, and a few others in different levels of growth stage)

Graduated TALPIOT- elite IL military program (B.Sc. Mathematics and Statist) and served as an officer in the technological intelligence unit 8200, Holding B.sc. in Electrical Engineering.

On Parallel to my job, I am mentoring as a technology expert multiple early-stage ventures for young enterpanures, academy researchers, and innovation accelerators programs around the globe

SKILLS

- Leading technological processes and securing digital growth as an executive manager and director, implementing next-generation products and services supporting the company's new business opportunities across the organization
- Provided strategic and tactical technology leadership to fortune 500 organizations. Developed mission-based Strategic Technology Roadmaps for strategic planning and systems acquisition decisions balancing cost, performance, schedule, and cyber risk.
- Identifying and defining new business opportunities driven by advanced technologies to support the strategic development of new business growth into new markets with risk quantification programs including finTech, autonomous vehicles, digital coins, blockchain, digital health, and more)
- Developing business cases and transition plans for new technology baselines including cloud, mobile, and Internet of Things (IoT) which increases business capability, aligns with emerging industry standards, and enhances interoperability.
- Significantly improve business digital solutions cost efficiency and increased security and accessibility for web-based services across multiple businesses units
- Red-team technology expert for executive management and boards as part of strategic decision-making process combining business, organization, and security challenges
- Capable of communicating with executive decision-makers between deep-technology challenges into operational business terms
- Experience in leading an idea from an early-stage concept into an operational product
- Led the development of the technical next-generation foundation and integration steps with needed business transformation foundation including cyber digital strategy

EXPERIENCE

2022 – TODAY

CEO, CYE (WWW.CYESEC.COM)

CEO and director of cyber-intelligence startup focusing on mapping cyber threats derived on organizations due to his connected ecosystem (suppliers), by leveraging cognitive analysis to extract insights out of multi-domain data sources. The platform provides prescriptive analysis to decision-makers for risk mitigation. Among the company customers: energy, health, food, and communication organizations

- In parallel to this position, I am serving as a director and strategy advisor for startup company (Holisticyber) developing defense program solutions for large enterprises

2019 – 2022

CO-FOUNDER & CTO, CYE (WWW.CYESEC.COM)

Leading as a co-founder and board member of the company from concept-idea to a unicorn stage, developing a proactive cyber risk posture assessment powered by cutting-edge AI technology combined with professional services delivered by world-leading cybersecurity experts. Among the company's customers: financial institutions, insurance companies, transportation, energy and more.

2017 – 2018

HEAD OF SECURITY, DAIMLER (WWW.DAIMLER.COM)

As an executive management member under the corporate CEO, I Lead all business new digital & innovation solutions security activities - secure R&D life cycle from architecture design, smart manufacturing, and development process up to after-sale challenges. Supporting company strategic technology roadmap. I managed a group of ~ 300 security experts around the globe.

2013 – 2017

INTERNATIONAL CTO, LOCKHEED –MARTIN (WWW.LOCKHEEDMARTIN.COM)

As an executive technology management under IS&GS division (120K employees and ten's billion dollars projects), I Lead the company international programs in cybersecurity, advanced technologies, and analytics (data mining, machine-learning, cloud computing, enterprise SW), within projects like smart cities, space-programs, F-35 and digital-health.

I lead internal cross-organizations innovative programs. While managing ~ 1200 engineers around the globe

** Over the years I am serving as advisory-board and director in different startup companies that have great achievements providing-leading edge solutions.

EDUCATION

Ben-Gurion University of the Negev - 2004
B.Sc. Electrical & Computer Engineering

ACTIVITIES

The Ben-Gurion University of the Negev - Business management school Innovation and Accelerator, leading mentor to establish academic research and new ideas into startup companies.

Startup's Accelerators: 8200 programs/ brain innovation/TAU innovation center /Spark – Thailand, startup empowering mentoring from technology design up to the business operation.

High-School Program – “Bringing technology to class” Enrichment program about thinking innovation & new technology trends

ARMY SERVICE

Captain at ISRAEL defense force – Intelligence division – 8200 (1995 – 2001)
Graduate Talpiot top elite program: math & statistic research with atmosphere science expertise, leading communication researcher, and SW intelligence systems development. in my last role as an advanced technology solution architect, I lead data classification & advanced data analysis research.

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

I, the undersigned, Ronen Lago, bearer of I.D. no. 033882622, after having been cautioned to state the truth, failing which I shall be liable for the penalties prescribed by law, do hereby state as follows:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

My relatives and I have insurance and savings products with companies, which are Substantial Holders of the Bank.

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

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

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

In this Section 9:

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

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

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

- 10. I have academic education in: **Electrical Engineering and Computers, Ben Gurion University**
- 11. [please specify the subjects or disciplines you studied, the institution where you studied and your academic degree or professional diploma].

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

- 12. Business / professional experience in the last five years (please attach a résumé):
Currently, I serve as the CEO of Opora, a startup company that specializes in monitoring business threats on the supply chains of organizations deriving from cyber-attacks, a position I began in February 2022. Prior to this, I set up a cyber technology company (CYE) in which I served as VP Technologies and member of the Board of Directors, a position I served in from 2018. The company currently has about 130 employees and its estimated value is about \$2 billion. Prior to this position, I served as VP Information Security in Daimler (Global Mercedes), reporting to the CEO of the global company in Germany, a position in which I led all the strategic activities of the company on the issue of cyber security and business continuity.

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

Opora – Serves as company CEO and member of the Board of Directors

Holistic-Cyber - Serves as a member of the Board of Directors and strategic advisor

14. Below are additional personal details:

Date of birth: May 30, 1977

Address for service of process: 9 HaPisga St., Kfar HaOranim

Citizenship: Israeli

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

No.

16. Are you an employee of the Bank, of a subsidiary thereof, of an affiliate thereof or of an interested party of the Bank (if so, please specify the position/s you fill)? No.

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

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

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

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

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

Over 5 years of experience in a senior managerial position in local and international companies (Mercedes / Lockheed-Martin), the companies have a business volume of billions of dollars. Holds an academic degree in Electrical Engineering and Computers.

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:

Over 25 years of experience in managing IT and cyber security, and advanced analytics, leading from the conceptual to the operational stage of dozens of advanced systems throughout the world, leading research & development groups vis-à-vis industry and academic entities, establishing partner in several companies in the field that are on the cutting edge of the industry.

17. The Bank has provided me with the details regarding the Bank'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 Bank's attention immediately after such change.

June 29, 2022

Date

Lago Ronen [Signature]

**Name and Signature of the
Candidate**

Certification

I, Adv. Amit Levy, do hereby certify that Ronen Lago, whom I identified by I.D. no. 033882622, after I cautioned him/her to state the truth, failing which he/she shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Date: June 29, 2022

Attorney's *Seal: Amit Levy, Attorney*
signature: *License no. 23576*
[Signature]



אוניברסיטת בן-גוריון בנגב

הפקולטה למדעי ההנדסה

בהתאם לחוקה ולתקנות של אוניברסיטת בן-גוריון בנגב
ועל פי המלצת הדיקן ומועצת הפקולטה למדעי ההנדסה
מעניק בזה סינאט האוניברסיטה

למר **רון לגו**

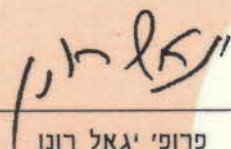
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את התואר
מוסמך למדעים (B.Sc.)

בהנדסת חשמל ומחשבים

לאחר שסיים את לימודיו, ועמד בבחינות
בהתאם לדרישות התואר




פרופ' יגאל רון
דיקן


פרופ' גימיי וינבלט
רקטור

באר-שבע, ח' בסיון תשס"ה, 15 ביוני 2005