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Ronit Abramson-Rokach, Attorney

Resumé

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

Employment

2006 - NOW Attorney (business matters, counsel to corporations, licensing, banking, company law and securities law).
Lecture in courses for directors of the Magid Institute attached to the Hebrew University of Jerusalem and of the Mandel Institute.

1999 - 2006 Vice President – Chief Legal Adviser at Israel Discount Bank Ltd. and Director of the Legal Advisory System. In my role, among other things, I advised management and the Board of Directors, represented the Bank in various forums (the Banks Supervisory, the Association of Banks, the Ministry of Finance and the Knesset committees), handled large transactions to which the Bank was a party, and dealt with proposals for banking legislation. I was also responsible – administratively and professionally – for the Legal Advisory System, which comprised about 100 employees, among whom were all the Bank’s attorneys (including professional responsibility over the external attorneys), as well as a Collateral Department responsible for examining collateral received by the Bank, their approval and their registration as securities, mortgages, and other securities of a large magnitude. In addition, I was responsible – administratively and professionally – for the Anti-Money Laundering Department and for the Bank’s Compliance Officer, in the capacity of my role as Director of Legal Risks. It should be note that during my tenure, legislation and regulation on anti-money laundering and compliance issues took effect, and in the course of my duties I was responsible for establishing proper systems that would enable fulfilment of said provisions.

1996 - 1997 External lecturer in the Department of Accounting and Business Administration at the Hebrew University (a course on the legal aspects of financial management in the public sector).

1992 - 1999 Lecturer and academic coordinator of a course for officers in government companies on behalf of the School of Management of the Israeli Center for Management.

1993 – 1999 Attorney in business and corporate law matters (among other things, a business partner Marathon Venture Capital Fund Ltd. and legal adviser, handling the tender for a production area for free export at Likit, handling

offerings, assistance to the Securities Authority with inspection of prospectuses and writing legislative proposals).

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

Board positions with companies/associations

- 1986 - 1990** Karnit Administration Company – the Fund for Compensation of Road Accident Victims.
- 1995 - 1998** Director at Ashot Ashkelon Ltd.
- 1995 - 1998** A member of the Public Appointments Review Committee of the Government Companies Authority (known as the “Ben Dror Committee”).
- 1998 – 1999** A member of the Executive Committee of the Women for Women Association (the shelter for battered women in Jerusalem).
- 2001 - 2006** Member of the Board of Directors of Israel Center for Management.
- 2009 - 2011** Director of Migdal Investments.
- From 2009 - 2017** Director of Migdal Insurance Co. Ltd. and a member of the Audit Committee;
Director of Migdal Insurance and Financial Holdings Ltd. and a member of the Audit Committee;

Director of Migdal Capital Markets Ltd. and Chairman of the Audit Committee.

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

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

I, the undersigned, **Ronit Abramson Rokach**, bearer of I.D. no. **054121108**, after having been cautioned to state the truth, failing which I shall be liable for the penalties prescribed by law, do hereby state as follows:

1. This affidavit is in connection with my candidacy for appointment as an external director, pursuant to the Companies Law, 5759-1999 ("the Companies Law"), 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 Affinity 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 affinity 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:

"Affinity" – 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 an affinity is prohibited as stated in Section 5 above, even if such ties are not on a regular basis, with the exception of negligible ties, and I have not received and do not receive any consideration contrary to the provisions of Section 244(b) of the Companies Law.
7. Below are additional details in relation to Sections 5 and 6 above, including details regarding negligible business or professional ties (if any):

My spouse and I hold deposits and securities in the Bank. My spouse has a negligible credit facility in connection with holding a credit card.

Some of my relatives have accounts in Bank Hapoalim. I am not aware of any other business relation. My relatives and I have provident funds, education funds, managers' insurance and personal insurances policies at some of the Substantial Holders of 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 an ‘Affinity’ (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 an affinity 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 an affinity.

- 16.3. From the date of the appointment forth, I have no affinity 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):

The law firm in which my spouse is a partner provides, as of 2015, legal services at a negligible scope to the company IINTOO Ltd., which to the best of my knowledge, the CEO of the Bank holds its shares. My spouse is not involved in providing the aforesaid consulting. From the firm's perspective, and certainly from my perspective, the relation is negligible.

- 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 affinity 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 Affinity 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.

"Affinity" – 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 an affinity.

“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.

I have academic education in: **Law** _
[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):
An Attorney in the fields of corporate, banking and securities law. An external director of Bank Hapoalim (attached is my CV)
19. I serve as a director of the following companies:
An external director of Bank Hapoalim, member of the Executive Committee of Beit Berl Academic College, the Jerusalem Foundation and Shiluv for Family & Couple Therapy.
20. Below are additional personal details:
- Date of birth: **August 17, 1957**
- Address for service of process: **5 Shimshon St., Jerusalem 9350105**
- Citizenship: **Israeli**
21. Are you related to another interested party of the Bank (if so, please specify)?
I am not related to a Bank employee (within the meaning of the term in the Banking (Licensing) Law and in the Banking Ordinance). For the sake of caution, I would note that my cousin, Pnina Dremer, is, to the best of my knowledge, a branch manager 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:

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

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

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

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

In September 2020, after two and a half years of serving as a director and as the Chairperson of the Audit Committee, the Board of Directors of the Bank determined that I have an accounting and financial expertise pursuant to the Companies Regulations (conditions and tests for a director with an accounting and financial expertise for a director with professional qualifications), 5766-2005 (“the Expertise Regulations”).

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:

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.

Jurist, attorney, held office as a legal advisor of the Government Companies Authority for approx. four years, held office as VP (Chief Legal Officer) at Discount Bank for 7.5 years.

Prior to my tenure in Bank Hapoalim and afterwards in September 2020, when I was a candidate for reelection (a second tenure), the Board of Directors of the Bank determined that I have professional qualifications pursuant to the Expertise Regulations.

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

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

Has the ability to read and understand financial statements;

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

VP (Chief Legal Advisor) of Discount Bank for 7.5 years.

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

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

The Bank has provided me with all of the details regarding the Bank's standard external directors' compensation, and I agree thereto.

24. I undertake that if any change shall occur with respect to any of my above declarations up to and after the date of approval of my office as an external director and during the term of my office, I shall bring this fact to the Bank's attention immediately after such change.

September 13, 2023
Date

Ronit Abramson Rokach
**Name and Signature of
the Candidate**

Certification

I, Adv. Merav Beresi, do hereby certify that ***Ronit Abramson Rokach***, whom I identified by I.D. no. ***054121108***, after I cautioned him to state the truth, failing which he shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Date: September 13, 2023 **Attorney's signature:** Merav Beresi, Adv.
Lic. No. 85890



האוניברסיטה העברית בירושלים הפקולטה למשפטים

דיקן הפקולטה למשפטים ומועצתה

מקנים

לגבי רזניה רוקח

את התואר

בוגר במשפטים

לאחר שסיימה את מסכת לימודיה ועמדה בבחינות

ב ח צ ל ה ה



ודרכיה באנו על החתום
ירושלים יום י"ג לחורש סיון תש"ג

האוניברסיטה העברית בירושלים
משרד המשפטים
ברא"ה
תאריך: 02/02/02
PAGE 02

עפרים אברמסון
RONIT ABRAMSON
עפרים אברמסון

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Michal Halperin

E-mail michalhalperin@gmail.com; michalhalperin@hks.harvard.edu;
<https://www.linkedin.com/in/michalhalperin/>

- Research Fellow in Harvard Kennedy School
- Until 2021 the head of the Israeli Competition Authority responsible for the preservation and promotion of competition in the Israeli economy.
- 20 Years of experience in competition regulation; in shaping competition policy and balancing competition considerations with other economic goals
- Extensive experience in both the private and public sector

Work History

2021 – current

Research Fellow and Senior Fellow - Harvard Kennedy School

Mossavar Rachmani Center for Business and Government, Cambridge, Mass., USA

Research on the competition among health funds in Israel

Research on Big-Tech and the regulations that should be applied to them.

Seminars and study groups for students and faculty

2022 – current

Founder of the Non-Profit “To Begin with 800”

Social initiative that promotes multi-cultural education and education for tolerance and liberalism in early age through the informal education system (after school programs and day camps)

2016- 2021

General Director

Israel Competition Authority, Jerusalem, Israel

Lead 125 employees, most of them experts in economy and law and managed a budget of NIS 68M.

Led revolutionary legislative reform in the Israeli Competition Law; reorganized the Authority: created the advocacy department within the Competition Authority; built multi-disciplinary working teams; created economic research teams with cutting edge capabilities.

Strengthened enforcement capabilities with emphasis on extensive enforcement against monopolies and reviewed hundreds of mergers.

Emphasis on working hand in hand with other governmental agencies to promote competition.

2007- 2016

Partner, Head of Competition and Antitrust Group

Meitar Law Office, Ramat Gan, Tel Aviv

Founded and led one of the leading antitrust expert groups in Israel.
Advised both global and local firms on a broad range of antitrust and competition issues.
Worked with other legal experts on multi-disciplinary cutting-edge issues.

2006- 2016

Chair of the Legal Committee (voluntarily) – Emun Hatzibur

Non-Profit dedicated to consumer fairness

Guiding the legal activity of the organization.
Counseling and mentoring on policy issues.
Legal opinions on proper conduct.

2002- 2006

Chief Legal Advisor

Israel Competition Authority (then Israel Antitrust Authority), Jerusalem, Israel

Headed a team of 25 legal professionals in the Antitrust Authority.
Responsible for all legal activity in the Antitrust Authority.
Established the criminal team within the legal department with expertise in prosecuting cartel cases on behalf of the Attorney General.
Represented the Antitrust Authority in cases brought before the Antitrust Tribunal and the Supreme Court.

1991- 2001

Partner

Erdinast, Ben Nathan, Toledano & Co. Advocates, Tel Aviv, Israel

Associate from 1991; became a partner in 1996.
Led complex cases that required both commercial and litigation capabilities;
Led some of the first class-action cases in Israel - that created the first major precedents in the Supreme Court.

2000- 2001

Legal Advisor

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, MA USA

Advised global high-tech companies entering the US market.
Advised global companies planning to enter the Israeli market.

1990- 1991

Intern

The Supreme Court of Israel, Jerusalem, Israel

Internship for Judge Gabriel Bach

Education

1986- 1990

Law

Hebrew University of Jerusalem - Jerusalem

- Graduated cum laude

1998

Alternative Dispute Resolution Course

Neeman Institute

1991 – current

Israel Bar Association

2022

Board of Directors' Team

Government Companies Authority

Publications

M. Halperin, I. Salant and Y. Abu Fraiha "The Effect of Vertical Integration on Competition in Health Care: Learning from the Israeli Experience" (to be published soon)

M. Halperin and K. Ahuja "The Case for Convergence between American and European Regulation of Big-Tech"

https://papers.ssrn.com/sol3/papers.cfm?abstract_id=4194085

M. Halperin, "The Future of Merger Control in Technological Markets as Revealed in Recent Merger Cases" (to be published soon)

Michal Halperin and Sharon Keisar "Leniency Program for Cartel Offences – A Step Forward in the Enforcement of Cartels" *Ta`agidim* A (2) (2004) p. 3;

Michal Halperin "The Failing Firm Doctrine" *Ta`agidim* C (5) (2006) p. 21;

Michal Halperin "The Dor Alon – Sonol Case – How Should a Litigation in the Antitrust Tribunal Look Like" *Ta`agidim* E (2) (2008) p. 2008.

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

I, the undersigned, Michal Halperin, bearer of I.D. no. 0597148241, 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 Affinity 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 affinity 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:

"Affinity" – 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 an affinity is prohibited as stated in Section 5 above, even if such ties are not on a regular basis, with the exception of negligible ties, and I have not received and do not receive any consideration contrary to the provisions of Section 244(b) of the Companies Law.
7. Below are additional details in relation to Sections 5 and 6 above, including details regarding negligible business or professional ties (if any):

1. Hazenak 800 Ltd. (public-benefit company) met in January 2023 with the Bank in an attempt to raise a donation for the company. 2. The pension funds of my spouse and mine have been held until a few months ago with a Substantial Shareholder of the Bank, and they were transferred a few months ago to another company that is one of the Substantial Holders of the Bank. 3. I assume that additional relatives of mine deposit to pension funds, education funds and other saving means that are held by Substantial Shareholder and/or Holders.

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 an ‘Affinity’ (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 an affinity 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 an affinity.

- 16.3. From the date of the appointment forth, I have no affinity 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):

See my answers in the supplement of Section 7 above.

- 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 affinity 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 affinity 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.

“Affinity” – 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 an affinity.

“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.

I have academic education in: **Law (LL.M.) from the Hebrew University of Jerusalem** [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):

As detailed in the CV

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

HaZenak 800 Ltd. (public-benefit company)

Michal Halperin (2007) Adv.

20. Below are additional personal details:

Date of birth: **June 21, 1966**

Address for service of process: **29 Kiryati St., Ramat Gan 5222372**

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:

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

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

I hold an LL.B. from the Hebrew University of Jerusalem, I am a member of the Israel Bar Association since 1991 and I practiced commercial law for over 25 years. I accompanied some of the largest companies in the economy, including banks, in commercial activity and various legal issues.

Between 2011-2016 I served as the Head of the Competition Authority, which had 125 employees with a budget of about NIS 68 million, and was responsible for maintaining and promoting competition in the Israeli economy.

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

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

Has the ability to read and understand financial statements;

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

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

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

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

August 30, 2023
Date

Name and Signature of
the Candidate

Certification

I, Adv. Eilat Afek, do hereby certify that Michal Halperin, whom I identified by I.D. no. 0597148241, after I cautioned him to state the truth, failing which he shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Date: August 30, 2023 **Attorney's signature:** *Eilat Afek Adv.*
Lic. No. 22258



האוניברסיטה העברית בירושלים

הפקולטה למשפטים
דיקן הפקולטה למשפטים ומועצתה

מקנים למרת

מיכל פיילכנפלד

ת.ז. 5971482

את התואר

בוגר במשפטים

לאחר שסיימה את מסכת לימודיה
ועמדה בבחינות

בהצטיינות

ולראיה באנו על החתום
ירושלים, יום ח' לחודש שבט, תשנ"א

פרופ' מרדכי קרמניצר
הדיקן





לשכת
עורכי הדין
בישראל

חוקת לתעודה מי
חיכל פוילכנפלד

נתקבלה כחברה בלשכת עורכי הדין
בהתאם לחוק לשכת עורכי הדין תשכ"א 1961

כתנה בחתימות ידי

שנת תשכ"א

1981

כחל

1981

לחדש

1981

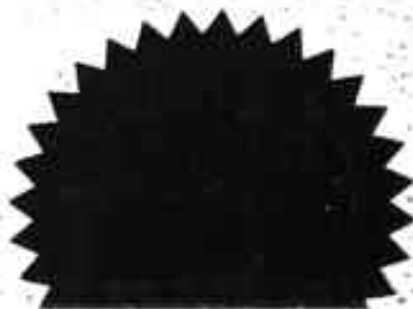
כ"א

20

היום הזה

מס' סדורי

ד. ג. ה. י.
ראש הלשכה



MICHAL (COHEN) KREMER

Mobile: +972-54-2228409

Email: michalc996@gmail.com

SUMMARY

More than 20 years of extensive legal and business experience, including 15 years in venture capital, high-tech, and M&A with a proven track record of international transactions and global IPOs. Leading large, complex, and significant organizational processes, including investments in technology companies, exits, fund formation and financing of investment funds. Leading corporate governance, risk management, compliance, and regulatory matters for venture capital funds. With a broad global business outlook, strong leadership, management and execution capabilities, real-time decision maker. Excellent interpersonal and communication skills.

PROFESSIONAL EXPERIENCE

GOVERNMENT COMPANIES AUTHORITY, listed in the Israel 2022 Recommended Directors List **2022**

VIOLA, Israel's leading Tech-focused investment group (over \$4.5B AUM), Israel

- **Head of Legal Affairs & General Counsel** **2017 – 2022**
 - Leading and managing large-scale equity and debt transactions and investment processes in technology companies in all stages, including deal structuring, business negotiations and partnerships with entrepreneurs and local and international investors.
 - Managing all exit processes on behalf of Viola funds, cross-border mergers and acquisitions (M&A) transactions, secondary deals and IPO (NASDAQ, NYSE and TASE).
 - Leading all aspects of compliance, corporate governance, risk management and regulatory matters for Viola funds (ESG, AML, cyber & IT, privacy, insider-trading procedures, anti-corruption, SEC reporting etc.).
 - Leading legal, business, and operative processes relating to fund formation, financing of venture capital and growth funds, managing negotiations and engagements with institutional and major investors.
 - Representing investment funds on all matters relating to board and shareholder resolutions of portfolio companies (both private and public) on various business, commercial and legal matters (including financial statements, compensation models for senior executives and corporate governance).
 - Working closely with portfolio companies, founders, and executives from early stages of initial investment through financing rounds, secondary transactions and exits.
 - Managing large teams of tier-one advisors and international consultants. Participating in investment committee, deal flow sessions, companies' presentations and team discussions dealing with investment opportunities, strategic and financial planning, technological products, team building, scale processes, market analysis and business models.

VIOLA VENTURES (formerly "Carmel Ventures"), venture capital fund (over \$1.3B AUM), Israel

- **VP Legal Affairs & General Counsel** **2007 – 2017**
 - Managing and leading local and international equity and debt transactions for investments in portfolio companies, representing the fund in large M&A and secondary transactions, leading engagements with foreign and local investors and handling ongoing business communication with portfolio companies and entrepreneurs.
 - Leading the fund's regulatory, risk management, corporate governance, and compliance matters. Managing legal and business processes relating to fund formation and operation, financing and investments and leading negotiations with local and international fund investors.
 - Representing investment funds on legal, financial, and business matters relating to board and shareholder resolutions of portfolio companies. Participating in investment committee, companies' presentations and team discussions dealing with strategic and financial planning, market analysis and business models.
 - Managing large teams of leading advisors, including legal advisors, accountants, tax, and insurance consultants on a variety of legal, financial, and business matters.

SCHULTE ROTH & ZABEL LLP, New York, NY

- **Associate** **2004- 2006**
 - Representing business clients and issuers in various types of securities offerings, including initial public and follow-on offerings on the NYSE. Advise board of directors, board committees and executive management of public companies on corporate governance matters. Preparing and handling securities reports and filings with the SEC.

- Representing major private equity funds and investment entities in large scale transactions, including merger agreements, stock purchase agreements, loans, and other financial instruments.

MELCER & CO., Israel

- **Associate & Intern**

1995-2002

- Litigated complex cases in diverse fields of law, including administrative-constitutional law, commercial law, arbitration, tender law, intellectual property, and class actions. Representing business clients in negotiations, financing and acquisition transactions and providing corporate legal advice to business entities. Managing the legal aspects of large-scale public and international projects, representing government companies and public authorities, and providing ongoing consultation in connection with local and international tenders, compliance, communication law, license agreements and infrastructure projects. Teaching assistant in Tel Aviv University - research, grading tests and papers and assistance in preparing an academic studies program in tender law. Intern - preparing legal briefs and memorandums in various areas of law, including tender law, constitutional and administrative law, compliance, and communication law.

HIGH COURT OF JUSTICE DEPARTMENT, MINISTRY OF JUSTICE, Israel

- **Legal Assistant**

1993-1995

- Assistance in representing state authorities in administrative proceedings in the Supreme Court sitting as the High Court of Justice. Legal research and preparing court documents.

VOLUNTEER ACTIVITIES

- **Duvdevan Foundation (Unit 217)**, non-profit organization: mentor for the unit veterans
- **Maoz**, non-profit organization: member of investment committee
- **Agricultural Business and Management Holdings Shefayim**: board member

2019-2021

2021-present

2023- present

EDUCATION, ADMISSIONS & OTHER INFORMATION

- Executive M.B.A., School of Business Administration, Bar Ilan University, Israel 2002
- LL.B., Faculty of Law, The Hebrew University of Jerusalem, Israel, 1995
- Bar Admissions: New York Bar Association, 2005; Israel Bar Association, 1996
- Military Service: Social Services NCO in artillery battalion
- Languages: Hebrew, English

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

I, the undersigned, ***Michal Kremer***, bearer of I.D. no. ***024133993***, 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 affinity 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 affinity 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:

"Affinity" – 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 an affinity 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):

Standard services such as managers’ insurances, life insurance, health insurance, apartment insurance, as well as saving, pension, provident and education funds and the like that I have / some of my relatives have with Substantial Holders in the Bank; bank accounts that any of my relatives has in the Bank in the framework of bank-customer relations; a group of funds in which I was employed in the past has, to the best of my knowledge, connections in the course of business with the Bank and with Substantial Holders in the Bank. I directly or indirectly not have routine work relations with the Bank / Substantial Holders and the aforesaid connections are negligible in my opinion also considering the length of time until the entry into force of my appointment (April 2024).

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 an ‘Affinity’ (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 an affinity 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 an affinity.

- 16.3. From the date of the appointment forth, I have no affinity 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):

See Section 7 above.

- 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 affinity 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 Affinity 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.

"Affinity" – 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 an affinity.

"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: **an LL.B from the Hebrew University of Jerusalem, a Israel Bar Association Certification (1966), an MBA in the Managers Program from the Bar Ilan University, a New York Bar Association Certification (2005)** [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):

Has a vast legal and business experience in the innovation and technology worlds in the investment-financial and venture capital fields in the Israeli hi tech and the international arena, as VP and Head of Legal Advisory of a large investment group in Israel for technology oriented private investments. Attached is my CV.

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

Shefayim Agriculture, Business, Holdings and Management, an Agriculture Cooperative Association Ltd.

Comment: a member of the Directors Team of Israel 2022

20. Below are additional personal details:

Date of birth: **January 20, 1970**

Address for service of process: **Shefayim, P.O. Box 129 zip code 6099000**

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:

Holds an MBA that included training and courses in accounting and analyzing financial statements, financing of companies, economics, quantitative methods and evaluation of companies. As VP and Head of the Legal Advisory of Viola Group, I engaged for many years in supporting and consulting to funds and investment entities in everything to do with resolutions of the board of directors, internal committees and shareholders of dozens of technology companies at various stages on diverse business-financial issues, such as: financial statements, financial models for distribution in exits, taxation, mechanisms of remuneration and distribution to managers (including bonuses, carve-out etc.), mergers & acquisitions, loans and financing, investments, commercial agreements etc. I was a member of working teams of the Finance Department that routinely engaged in financial and accounting issues related to funds and investment entities, including in respect of the financial statements of the funds, taxation issues, ruling and reports to the tax authorities, mechanisms of distribution in exits, loans, lines of credit and financial agreements of the Group's funds with lenders and banks, routine reports to investors, distribution to investors and discussions regarding conditions of investment transactions. I led on behalf of the funds due diligence processes with regards to multiple investment processes and sale transactions. I routinely participated for many years in discussions of the investment committees and in meetings with dozens-hundreds of companies, developers and senior managers in startups and in discussions on business, financial and technological issues pertaining to financing of companies, investment opportunities in companies, examination of the relevant technological markets, the product, the business model, business conditions for engaging with developers and the portfolio companies, secondary transactions with developers and managers, mergers & acquisitions etc.

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;

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.

(3) the preparation of financial statements and their approval according to the law and the Securities Law.

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

I hold an LL.B. and an MBA. In addition, I have an expertise and vast international and domestic experience of about 20 years in the core fields of the Bank: financing and investments, finance, financial and business management, laws, mergers & acquisitions, public offerings, risk management and corporate governance, regulation, compliance and investments in the technological field. I served in a senior position in a large investment group in Israel, which manages over USD 4.5 billion and has about 200 portfolio companies (see also www.viola-group.com). The Group is a significant and dominant entity in the venture capital investments and hi tech world in Israel with a substantial business scope. I have accumulated many years of experience in investments in the technological-global arena and in managing legal, business and operative transactions and processes, while overseeing and managing large teams of local and global external advisors and working with various interfaces and entities both inside and outside the organization. I maintained routine business connections with investors, developers, CEOs and senior managers in the Israeli hi tech, with exposure and involvement in significant business processes in the life of dozens of various technological companies.

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:

See the attached CV and the details in this declaration with regard to my professional experience in the innovation and technology worlds.

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.

September 14, 2023

Date

**Name and Signature of
the Candidate**

Certification

I, Adv. Aviram Hazak, do hereby certify that Michal Kremer, whom I identified by I.D. no. 024133993, after I cautioned him to state the truth, failing which he shall be liable for the penalties prescribed by law, confirmed the veracity of the above statement and signed it in my presence.

Date: Septembr 14, 2023 **Attorney’s signature:** Aviram Hazak Adv. Lic. No. 30351



האוניברסיטה העברית בירושלים

הפקולטה למשפטים
דיקן הפקולטה למשפטים ומועצתה

מקנים לגבי

מיכל כהן

את התואר

בוגר אוניברסיטה
במשפטים LL.B.

לאחר שסיימה את מסכת הלימודים
ועמדה בבחינות

ולראיה באתי על החתום
ירושלים, ו' בתמוז תשנ"ו

פרופ' ברכיהו ליפשיץ
דיקן





לשכת עורכי הדין בישראל

וזאת לתעודה כי

מיכל כהן

נתקבלה כחברה בלשכת עורכי-הדין

בהתאם לחוק לשכת עורכי-הדין, תשכ"א-1961

נתנה בחתימת ידי

שנת תשנ"ו

1996

ר. א. ה. י. ס.

ראש הלשכה

לחודש תמוז

יוני

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היום הזה ג'

20

מס' סידורי





By the Appellate Division of the
Supreme Court
of the State of New York, in and
for the First Judicial Department.

To all to whom these Presents shall come, Greeting:-

Know Ye, that **Michal Cohen**
having applied to be admitted to practice as an Attorney and
Counsellor at Law in the Courts of Record of this State, and
having been Examined as provided by Statute, and found
qualified, and being a person of good moral character, the said
Michal Cohen at the January 2005
Term of this Court, having taken and subscribed the Consti-
tutional Oath of Office as prescribed by Law, was duly admitted
and Licensed to practice as an Attorney and Counsellor in all
the Courts of this State, according to the Laws of this State,
and the rules, and orders, of said Courts.



In Testimony Whereof.

I John F. Buckley Presiding Justice
of said Court, have hereunto set my hand, and
caused the Seal of said Court to be hereunto
affixed, this 11th day of January
in the year two-thousand five in the 229th year
of the Independence of the United States of America.

Catherine O'Hagan Wolfe
Clerk

John F. Buckley
Presiding Justice

הסינט

של

אוניברסיטת בר-אילן

מכתיר את

מיכל כהן

ת"ז 02413399-3

בתואר

מוסמך האוניברסיטה

במקצוע ההתמחות

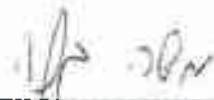
מינהל עסקים (MBA)
בתכנית למנהלים

לאחר שסיימה את מסכת לימודיה כחוק

רמת גן, כ"ה בחודש סיוון ה'תשס"ב



פרופ' ח' לביא
רקטור האוניברסיטה



פרופ' מ' קוה
נשיא האוניברסיטה



פרופ' א' שניא
ראש ביה"ס למינהל עסקים



פרופ' י' עזרם
יו"ר הועדה לתואר שני

Israel Trau

<u>Personal details:</u>	Born in Israel, married + 4
<u>Languages:</u>	Hebrew, English
<u>Employment:</u>	<p>During the course of 35 years, I managed a variety of divisions at banking entities.</p> <p>In these roles, beyond the experience and high level of skills in the banking sector, I led strategic changes and significant processes, while adapting information systems to changing requirements.</p>
2020 –	Member of the Board of directors of Bank Hapoalim Member of the following board Committees: Credit, Audit, Strategy and Business Development.
2019 –	External Director at Aviation Links Ltd. Business Consultant to a number of companies and ventures
2014 – 2018	CEO Union Bank of Israel a business and retail bank traded on the Tel Aviv Stock Exchange Chairman of Union Investments and Enterprise (A.S.Y.) Ltd. Chairman of Union Systems Ltd. Chairman of Union Leasing Ltd.
2006 – 2014	CEO, Bank Otsar Ha-Hayal A retail and commercial bank of the First International Bank of Israel Group. Member of the Audit Committee of the Association of Banks.
2004 – 2006	Senior Vice President, member of the executive of First International Bank of Israel, responsible for: the array of branches, commercial credit, marketing and advertising, digital banking and mortgages. Director at Visa CAL.
2001 – 2004	VP of First International Bank, Manager of the main branch. Managed the branch at which most of the Bank's large business clients were concentrated, concentration of large transaction financing activities, holding companies and investments. The center for private banking and trading rooms for day traders (locals) and those active in capital markets.
1999 – 2001	Manager of the Central Region at First International Bank.
1982 – 1999	Management positions in the branches.
1980 – 1982	Partnership in a family company for trading in rough diamonds at the Diamond Exchange in Tel Aviv.

Education:

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

Community Activity:

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

Declaration of Candidate for the Office of Director

(Other than an External Director) of Bank Hapoalim B.M.

I, the undersigned, Israel Trau, bearer of I.D. no. 053641775, after having been cautioned to state the truth, failing which I shall be liable for the penalties prescribed by law, do hereby state as follows:

1. This affidavit is in connection with my candidacy for appointment as a director (other than an external director) of Bank Hapoalim Ltd. (the “**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 an affinity, 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 an affinity to the Bank or a corporation controlled by the Bank, an officer of the Bank or a Substantial Shareholder. For this purpose, the holding of office as a director of a banking corporation without a control core by a candidate for an additional term of office as aforesaid, shall not be deemed as an affinity.
 - 9.3. From the date of the appointment forth, I have no affinity to a relative of an officer of the Bank, a relative of a Substantial Holder or a partner of a Substantial Shareholder.
 - 9.4. Without derogating from the provisions of Sections 9.2 and 9.3 above, neither I nor anyone with whom I have a Close Connection have business or professional ties with the Bank or with a corporation controlled by the Bank, an officer of the Bank or a Substantial 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):

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

My relatives and I have pension savings products at institutional entities, which are substantial shareholders. To the best of my understanding, these are negligible connections.

- 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 affinity 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 affinity 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.

“**Affinity**” – 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 an affinity.

“**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. In connection with the possibility that I shall be classified as an independent director, as the term is defined in the Companies Law, the terms stipulated in Section 40(B) to (F) of the Companies Law.
11. I have academic education in: *[please specify the subjects or disciplines you studied, the institution where you studied and your academic degree or professional diploma]*.

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

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

Certificate of completion of advanced investments and capital market course, Lahav Executive Education, Tel Aviv University

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

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

CEO of Union Bank, March 2014-August 2018.

Business consultant for companies and ventures

Director of Bank Hapoalim since November 2020

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

Aviation Links Ltd. – external director

14. Below are additional personal details:

Date of birth: **December 16, 1955**

Address for service of process: **4 Professional. Pnina Salzman St., Apartment 292, Tel Aviv**

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

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

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

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

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

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

In light of my experience and skills, the Board of Directors of Bank Hapoalim determined that I have accounting and financial expertise and professional qualifications.

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

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

See details in the previous section.

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

(1) Holds an academic degree in one of the following subjects: economics, business administration, accounting, law, public administration; (2) holds another academic degree or has completed other higher education studies, all

in the company's core business, or in a field relevant to the position; (3) has at least five years' experience in one of the following, or cumulative experience of at least five years in two or more of the following: (a) a senior position in the business management of a corporation having a significant volume of business; (b) a senior public office or a senior civil service position; (c) a senior position in the company's main fields of business.

Has the ability to read and understand financial statements;

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

CEO of Union Bank from March 2014 to August 2018.

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

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

Member of the Board of Directors of Bank Hapodlim November 2020- today

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

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

17. The 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.

September 6, 2023

Date

Name and Signature of the
Candidate

Certification

I, Adv. Merav Beresi, do hereby certify that **Israel Trau**, whom I identified by I.D. no. **053641775**, 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: September 6, 2023

Attorney's signature: Merav Beresi, Adv.
Lic. No. 85890

אוניברסיטת תל אביב

הפקולטה למדעי הרוח

אישור

הנני מאשרים בזה כי מר/מרת _____

סיים/ה את חוק לימודיו/ה לקראת התואר בוגר אוניברסיטת _____

במקצועות: _____

בחירתו/ההתאחדותו/התקיימה/הבחינות _____

תעודת הגמר תוענק לו/ לה בעסק הקרוב של חלוקת התעודות למסוימות.

אישור זה ניתן על פי בקשתו/ ה של החיל לשם הגשתו ל _____

הערות _____

מזכיר הפקולטה למדעי הרוח

27.8.80

האריך

אוניברסיטת תל אביב
הפקולטה למדעי הרוח
מכתות הספרותיות

את לתעודה



ישראל טראו

סיים בהצלחה את לימודיו

בקורס מתקדם בנושא השקעות ושוק ההון

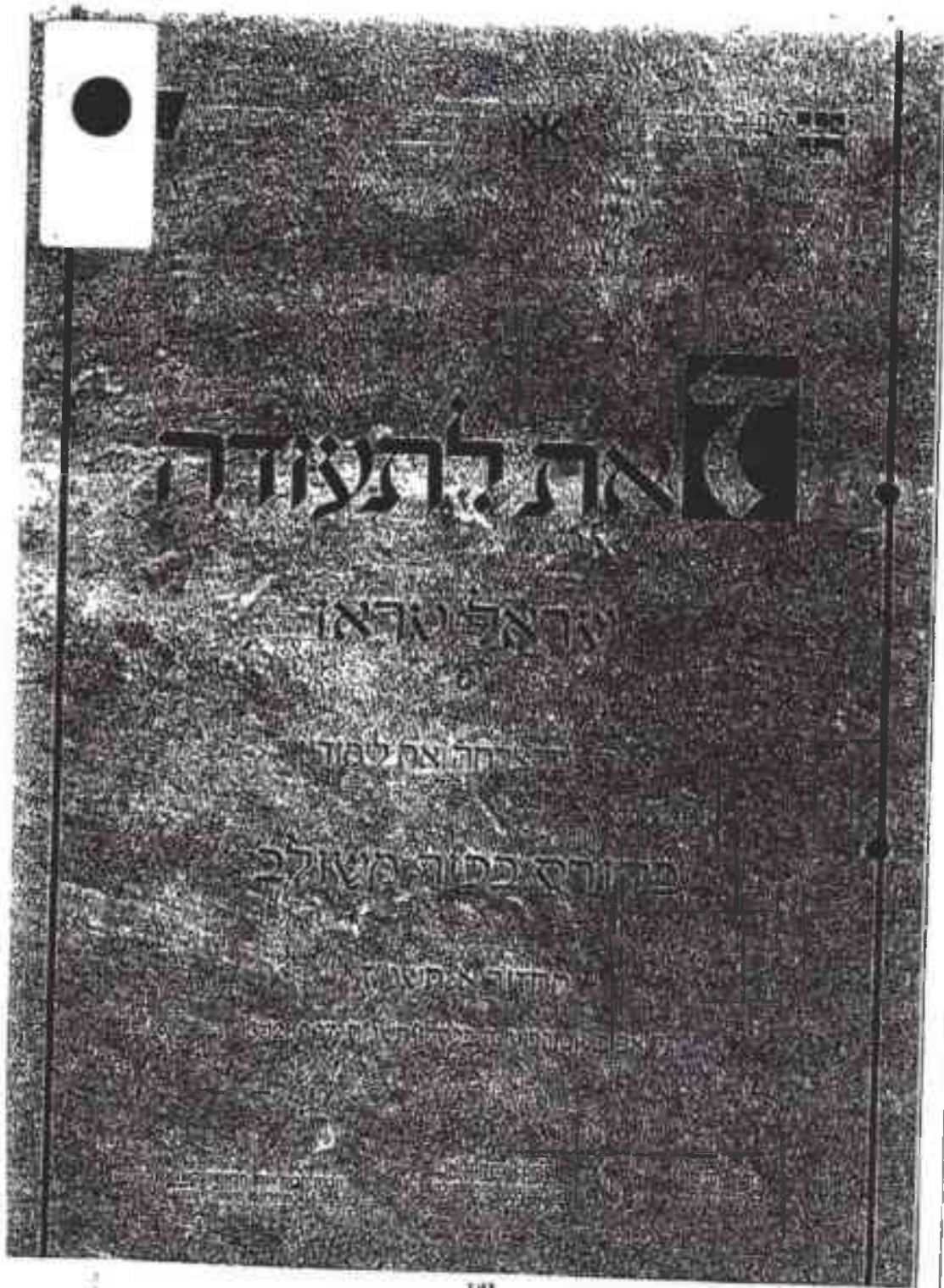
מחזור ה' תשנ"ז

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

הבנק הבינלאומי הראשון לישראל בע"מ
מחלקת משאבי אנוש

פרופ' יצחק סוגרי
ראש מכון יוסף קסיין

פרופ' אשר טישלר
מנהל אקדמי של"ח"ב





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

וזאת לתעודה

כי

ישראל טראו

סיים בהצלחה ועמד בבחינת גמר בתכנית

דירקטורים ונושאי משרה בכירים בתאגידים

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

פרופ' יוסף גרוס, עו"ד
מנהל אקדמי

אדי אהרן
מנכ"ל

Mohammad Sayed-Ahmad, Economist, Mediator, and Attorney – Curriculum Vitae

5/2023

Personal information

Born in Israel, 1974. Pal-Yam 24, Jerusalem · Office: Harav Kook 8, Jerusalem · Tel.: 02-624-7629
Fax: 02-625-9069 · Mobile: 052-267-3610 · msa@msa-law.co.il · ww.msa-law.co.il
<https://www.facebook.com/mohammad.sayedahmad.5>

Education

10/1997-10/1999 Hebrew University of Jerusalem
M.A. in Economics; specialized in microeconomics and in market structure and sector organization.

10/1997-8/1999 Hebrew University of Jerusalem
M.B.A., *cum laude*; specialized in finance and banking.

Note: The two degrees noted above were attained concurrently, in two entirely separate full academic programs.

10/1994-8/1997 Hebrew University of Jerusalem
B.A. in Economics and Business, *cum laude*; included in the Dean's List and won an award for excellence.

10/2002-9/2005 Hebrew University of Jerusalem
B.A. in Accounting and supplementary studies; diploma of completion of CPA internship.

10/2002-9/2006 Hebrew University of Jerusalem
L.L.B.; licensed to practice law as of December 13, 2007; certified mediator as of 2008.

Work experience

12/2015-12/2018 Director, Ayalon Highways Ltd.

Member of the statutory audit committee and finance and investment committee; chairperson of the human resources committee; temporary chairperson during part of the period.

Director Team, Israel Companies Authority. I have been included in the Director Team since its foundation (including the most recent team).

8/2013 I was chosen by the Committee for the Proposal of Candidates for Service as Directors and Appointment of Directors at Banking Corporations, headed by the Honorable Justice (Ret.) Procaccia, as a finalist for the board of directors of Bank Leumi LeIsrael, as an independent director; I contended at the general meeting and received a majority of the vote, but was not elected.

12/2007-present Law offices

I practice law at an independent firm and prepare economic opinions for courts and arbitrations. I am on the list of liquidators and officers of the Official Receiver and the Registrar of Non-profit Organizations and Endowments. I am certified in mediation by the Institute of Continuing Legal Studies.

2012-2021 Treasurer of the Jerusalem District Council of the Israel Bar Association

In this role, I prepared the council's budget, supervised execution, and was an authorized signatory. I participated in discussions of the committee and supervised routine execution of the district's budget; I participated in establishing the budget framework, including changes in the budget and the various budget items, and more.

9/2006-8/2007 Legal internship, Elias Khoury Law Offices and Notary

Specialized in civil law: land law, companies, taxes, labor, tort, administrative law, and more.

1/2008-1/2010 Accounting internship, Yosef Hamouda, CPA

Completed an accounting internship; in the course of the internship, I handled routine reports to the tax authorities, routine work with customers, and the preparation and auditing of financial statements.

8/2004-5/2006 Deputy Head of the Capital Market Division, Insurance, and Savings Division (Information and Development), Ministry of Finance

In my role as deputy supervisor of insurance, I was responsible for the area of information, research, and development at the division, including economic advising and conducting research and international comparisons for the needs of the division and the ministry. I was responsible for establishing the core of the economic department and developing an integrative view of the full scope of activities relevant to the areas within the division's purview. I proactively followed developments in the fields of insurance, pensions, and the capital market in Israel and globally, and stayed current on the various methods that could aid the development of tools for the evaluation and analysis of supervised entities and the formulation of tools and rules for regulation to advance the capital market in Israel.

10/2002-2/2004 Head of Economic Department, Center for Research and Information, Knesset

The role included management, direction, and professional oversight of a team of six economists (research and information staff) in the Economic Department in studies and research on economics and finance, including accepting and examining applications to carry out studies and research, assistance in locating and collating required materials and data, assistance in establishing a research structure and/or paper format, coordinating with external research and information functions, supervising the implementation of work processes on the professional level and in terms of timetables, and coordination of activities with service recipients – the Knesset chairperson, members, committees, and administration. The department also provided economic information at the macroeconomic and microeconomic levels, budget estimates, and pricing and economic analysis in a wide range of fields, including economic estimates of the cost of proposed laws.

6/2000-9/2002 Knesset, Center for Research and Information, Head of Economics and Finance Section

I was engaged in advising on, examination, and pricing of laws and bills, in economic and financial aspects, particularly in the areas of the state budget and government economic plans brought before the Knesset for approval, and providing economic information to Knesset functions. I also provided direct professional guidance of research and information activity, including focusing and formulating research questions / requests for papers in the areas of responsibility; participated in locating, collecting, and collating the materials required to perform the work; initiated adjustments and modifications of papers; and performed oversight of outputs (reading, commenting, suggesting changes and additions, etc.).

6/2002-8/2004 Director, Cable and Satellite Broadcasting Council – Israeli government appointee

The Cable and Satellite Broadcasting Council is a public council founded under the Telecommunications Law, 5742-1982. In my role on the council, I represented the public interest in the area of multi-channel television for subscribers via cable and satellite in Israel. These interests include protecting the subscriber public, including through better quality of broadcasts and services provided to the subscriber public, expansion of the diversity and pluralism of the content and channels broadcast, improving technologies, improving service, increasing the selection and freedom of choice for subscribers, increasing competition, lowering prices, and more.

8/2003-8/2004 Member of the National Committee on Information Society Technology

The National Committee on Information Society Technology was appointed by the Prime Minister to serve as a leading, coordinating, and guiding body in harnessing technology as a means to the achievement of the social and economic goals of the State of Israel.

2001-2011 Lecturer on economics, Department of Economics and School of Medicine, Hebrew University

I taught the required courses "Introduction to Economics" (year 1) and "Theory of Prices" (year 2).

10/1997-10/1999 Teaching assistant, Department of Economics, Hebrew University

My role included grading assignments in the course "Theory of Pricing I and II," and participation in preparing and grading examinations.

1997-5/2000, 3/2004-7/2004, 5/2006-present Economic and marketing consultant to various companies

I provide economic, marketing, and financial consulting to various companies and businesspeople.

Scholarships and awards

8/2002 Participated in the International Visitor Leadership Program of the United States government

A one-month visit and studies at various US institutions, including Congress, fully funded by the US government.

2002-2003 Samuel Neaman Institute for advanced science and technology research, Technion

The scholarship was granted due to the great importance accorded by the Institute and the Technion to my research, and their impression of the quality of my proposal and the proposed topic.

1995-1999 Various scholarships and awards for academic excellence

I was included on the Dean's List and won an award for excellence. I was granted a full tuition exemption for my second master's degree.

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

I, the undersigned, **Mohammad Sayed Ahmad**, bearer of I.D. no. **025821745**, 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 an affinity, 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 an affinity to the Bank or a corporation controlled by the Bank, an officer of the Bank or a Substantial Shareholder. For this purpose, the holding of office as a director of a banking corporation without a control core by a candidate for an additional term of office as aforesaid, shall not be deemed as an affinity.
 - 9.3. From the date of the appointment forth, I have no affinity to a relative of an officer of the Bank, a relative of a Substantial Holder or a partner of a Substantial Shareholder.
 - 9.4. Without derogating from the provisions of Sections 9.2 and 9.3 above, neither I nor anyone with whom I have a Close Connection have business or professional ties with the Bank or with a corporation controlled by the Bank, an officer of the Bank or a Substantial 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 wife and I have a joint bank account, without credit. I own another bank account in my name without credit. There is another bank

account in my name in my position as a trust and liquidator under the supervision of the district court. It has balances that are meant to be divided to creditors until the end of the current year.

Some of my relatives have private accounts that are managed at Bank Hapoalim. My relatives and I have pension savings products at institutional entities, which are Substantial shareholders.

- 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 affinity 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 affinity 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.

“Affinity” – 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 an affinity.

“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. In connection with the possibility that I shall be classified as an independent director, as the term is defined in the Companies Law, the terms stipulated in Section 40(B) to (F) of the Companies Law apply to me:

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

M.A. in Economics, specializing in micro economics, structure of markets and industry organization. MBA cum laude specializing in financing and banking. B.A. cum laude in Economics and business administration. I was included in the Dean list and won an award of excellence. B.A. in Accounting. LL.B. all the academic degrees are from the Hebrew University of Jerusalem. Certificate of completion of the accounting specialization. Licensed to practice law. Holds a certificate of a Certified Mediator from the Institute of Lawyers Training

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

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

Owner and manager of a law firm and liquidator of several corporations, some of which with significant scopes of activity and issues; Treasurer of the Jerusalem District Committee of the Bar Association; director in the government company Ayalon Highway and a member of the Finance Committee and Audit Committee and the temporary Chairperson of the company; I was included in the team of directors of the Companies Authority since its foundation until today. Additional details in the attached CV.

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

I do not serve

14. Below are additional personal details:

Date of birth: **July 16, 1974**

Address for service of process: **8 HaRav Kook, Ashdar Building, Office 413, Jerusalem**

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:

I have a broad and in-depth education in the fields of economics, accounting, business administration and law from the Hebrew University. My entire education is relevant to the work of a Board of Directors and indicates high expertise in accounting and financial issues. My studies included degrees and dozens of courses related to finances and financial statements, their preparation and analysis, including a degree in accounting. In addition, I was engaged in teaching in the economic field in the Hebrew University for more than a decade, I wrote hundreds of economic papers and valuations and engaged in economic and budgetary consultation both as part of my work in the Knesset and in my private affairs. I have experience in regulation and in the work of a board of directors both as a director in several entities, including in Ayalon Highway, including membership in the Audit Committee and the Finance Committee, and I signed and approved some of its financial statements, and I was also the temporary Chairperson of the company. As the Deputy In Charge of the Capital Market Section, I dealt with supervision on institutional entities and monitoring their reports and financial statements, which are no less complex than the financial statements of a bank. In the framework of my work I was responsible for developing an early alert system that is based on analyzing the financial statements of the institutional entities. The system received a commendation from international entities. As part of my role in the Bar Association I was the Treasurer of the Bar Association. I prepared the budget and oversaw its performance. I was also responsible for the financial statements. In addition, my current work as an attorney includes handling complex legal cases, including liquidation, management and operation of corporations under liquidation, taking care of the financial reporting and preparing substantial financial statements in the course of liquidation. I am included today in the list of officers of the Registrar of Associations and Religious Institutions.

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

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.

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:

Has academic degrees as follows: M.A. in Economics, MBA, B.A. in Economics and Business Administration, B.A. in Accounting, LL.B, all from the Hebrew University of Jerusalem. I hold a Certificate of completion of the accounting specialization, I am licensed to practice law and holds a certificate of a Certified Mediator.

Owner of a law firm, including handling large and complex liquidation cases. Treasurer of the Jerusalem District of the Bar Association. Deputy of the Manager in charge of the Section of Capital Market, Insurance and Savings and Supervision of Institutional Entities. Manager and founder of the Economic Department of Knesset Israel. Director in the Cable and Satellite Broadcasting Council. Lecturer of economics in the Hebrew University.

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:

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.

August 30, 2023

Date

Mohammad Sayed Ahmad

Name and Signature of the
Candidate

Certification

I, Adv. *Husein Ganaim*, do hereby certify that Mohammad Sayed Ahmad, whom I identified by I.D. no. 025821745, 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.

Husein Ganaim, Adv.

Date: August 30, 2023

Attorney’s signature: Lic. No. 21921

האוניברסיטה העברית בירושלים
המנהל ומועצת בית הספר למנהל עסקים



מקנים למר

מוחמד סייד אחמד

את התואר

מוסמך אוניברסיטה
במנהל עסקים M.B.A.

לאחר שסיים את מסכת הלימודים

בהצטיינות

בחוג

מנהל עסקים
התמחות במימון

ולראיה באתי על החתום
ירושלים, י"ב בסיון, תש"ס



פרופ' יונתן קורנבלוט
מנהל ביה"ס
למנהל עסקים

האוניברסיטה העברית בירושלים

הדיקן ומועצת הפקולטה למדעי החברה



מקנים למר

מוחמד סייד אחמד

את התואר

מוסמך אוניברסיטה

במדעי החברה M.A.

לאחר שסיים את מסכת הלימודים

בחוג

כלכלה

ולראיה באתי על החתום

ירושלים, י"א בסיון, תש"ס





פרופ' נחמן בן-יהודה

דיקן

האוניברסיטה העברית בירושלים
הדיקן ומועצת בית הספר למינהל עסקים



מקנים למר

מוחמד סייד אחמד

את התואר

בוגר אוניברסיטה
במדעי החברה B.A.

לאחר נשטיים את מסכת הלימודים

בחוג

חשבונאות
ולימודים משלימים

ולראיה באתי על החתום
ירושלים, י"ב בסיון, תשס"ו



פרופ' צבי פירן
דיקן ביה"ס
למינהל עסקים

האוניברסיטה העברית בירושלים

הדיקן ומועצת הפקולטה למדעי החברה



מקנים למר

מוחמד סייד אחמד

את התואר

בוגר אוניברסיטה

במדעי החברה B.A.

לאחר שסיים את מסכת הלימודים

בהצטיינות

בחוגים

כלכלה

מינהל עסקים

ולראיה באתי על החתום
ירושלים, ל' בסיון, תשנ"ח





פרופ' יעקב מצר

דיקן

האוניברסיטה העברית בירושלים

הדיקן ומועצת הפקולטה למשפטים



מקנים למר

מוחמד סייד-אחמד

את התואר

בוגר אוניברסיטה

במשפטים LL.B.

לאחר שסיים את מסכת הלימודים ועמד בבחינות

ולראיה באתי על החתום
ירושלים, ח' באדר, תשס"ז



פרופ' יואב דותן
דיקן



לשכת
עורכי הדין
בישראל

וזאת לתעודה כי

מוחמד סייד-אחמד

נתקבל כחבר בלשכת עורכי-הדין

בהתאם לחוק לשכת עורכי-הדין, תשכ"א-1961

נתנה בחתימת ידי

שנת תשס"ח

לחודש טבת

היום הזה ד'

2007

דצמבר

13

יורי גא-ריל

ראש הלשכה

47364

מס' סידורי





תעודה

הננו לאשר בזה, כי

עו"ד מוחמד סייד אחמד

השתתף/ה

בקורס בסיסי בגישור

ע"ש דוד רוטלוי

בהיקף של 60 שעות

23 ביוני, 2008


עו"ד ארנסון ליון
יו"ר המכון


עו"ד יוסי מנדלסון
יו"ר המכון


עו"ד יורי גיא-רון
ראש לשכת עורכי הדין