

26 June, 2024

The Phoenix Holdings Ltd. **(“the Company”)**

To:

The Israel Securities Authority

22 Kanfei Nesharim Street

Jerusalem

To:

The Tel Aviv Stock Exchange Ltd.

2 Achuzat Bayit Street

Tel-Aviv

Re: Immediate Report on Convening the Annual General Assembly for the Company's Shareholders

In accordance with the Companies Law, 5759-1999 (the “**Companies Law**”), with the Securities (Period and Immediate Reports) Regulations, 5730-1970 (the “**Reports Regulations**”), with the Companies (Notice and Ad on a General Assembly and a Type Assembly in a Public Company and Adding a Topic to the Agenda) Regulations, 5760-2000 (the “**Notice and Ad Regulations**”), a notice is hereby given concerning the convening of the Annual General Assembly of the Company, which shall convene on **Thursday, August 1, 2024 at 17:00** at the Company's offices located at 53 HaShalom Street, Giv'atayim, Floor 20 (the “**Company's Offices**”), with topics on its agenda as specified below in this report.

1. Topics on the agenda and a summary of the proposed resolutions

1.1. Presentation and discussion of the financial reports and the Company's BOD Report for 2023

Presentation and discussion of the financial reports and the Company's BOD Report for the year ending December 31, 2023. It is possible to review the financial reports and the BOD report, which are attached to the Company's Periodic Report for 2023, published on March 27, 2024 (reference number: 2024-01-026677) (the “**Periodic Report for 2023**”) on the Distribution Website of the Securities Authority at <http://www.magna.isa.gov.il/default.aspx> (the “**Distribution Website**”) and on the Tel Aviv Stock Exchange Ltd. website at www.maya.tase.co.il (the “**Stock Exchange Website**”)

1.2. Reappointment of the Auditing CPA

Approval of the reappointment of Kost Forer Gabbay & Kaisierer, CPAs, as the Company's Auditing CPAs until the end of the Company's next Annual General Assembly and authorizing the Company's BOD to determine their wages. For a breakdown of the Auditing CPAs' wages, see Section E (a description of the corporation's businesses) in the Periodic Report for 2023.

Proposed resolution: “To approve the reappointment of Kost Forer Gabbay & Kaisierer, CPAs, as the Company's Auditing CPAs until the end of the Company's next Annual General Assembly and to authorize the Company's BOD to determine their compensation.”

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- 1.3. To approve the reappointment of Mr. Benjamin Gabbay (Chairman of the Company's BOD) as a director (not external) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.¹**
- 1.4. To approve the reappointment of Mr. Yitzhak Shukri Cohen as a director (not external) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.²**
- 1.5. To approve the reappointment of Mr. Roger Abravanel as a director (not external) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.³**
- 1.6. To approve the reappointment of Mr. Eliezer Yones as a director (not external) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.⁴**
- 1.7. To approve the reappointment Mr. Ben Carlton Langworthy as a director (not external) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.**
- 1.8. To approve the reappointment of Dr. Ehud Shapira as a director (independent director) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.**

For details required under Regulations 26 and 36B(10) of the Reporting Regulations, regarding the members of the Board of Directors whose tenure is being brought for renewal as stated in paragraphs 1.3-1.8 above, see Regulation 26 in section E (Additional details on the corporation) of the Periodic Report for 2023. It should be noted that there have been no changes in the details of the directors, mentioned above, since the date of publication of the Periodic Report for 2023. It should be noted that the terms of office of the directors whose tenure is being brought for renewal (as mentioned in paragraphs 1.3-1.8 above) will remain unchanged and that their tenure is not valid until the next Annual Assembly.

The wording of the eligibility declarations of the directors whose tenure is being brought for renewal, in accordance with section 224B of the Companies Law, is attached as **Appendix A** to the original Hebrew immediate report published on June 26, 2024 report (reference number: 2024-01-064783).

2. Summons to Convene the General Assembly, its Date and Execution

The General Assembly shall convene on Thursday, August 1, 2024 at 17:00 at the Company's Offices located at 53 HaShalom Road, Giv'atayim, Floor 20.

¹Mr. Gabbay is serving as the Chairman of the Company's BOD as of 22.4.2020. Furthermore, Mr. Gabbay is also serving as the Chairman of the Company's subsidiary, The Phoenix Insurance Company Ltd. in a 70% capacity and for 2022, will be eligible for an allowance of approximately NIS 1.9 million in lieu of his tenure at The Phoenix Insurance Company Ltd.

² Mr. Yitzhak Shukri Cohen also serves as a director in the subsidiary, The Phoenix Insurance Company Ltd.

³ Mr. Roger Abravanel also serves a director in the subsidiary, The Phoenix Insurance Company Ltd.

⁴ Mr. Eliezer Yones also serves as a director in the subsidiary, The Phoenix Insurance Company Ltd.

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A legal quorum for holding the General Assembly is the presence of at least three (3) shareholders in person or by proxy, holding at least one third (1/3) of the total voting rights in the Company, within half an hour from the date set for commencement of the Assembly. If no legal quorum is present half an hour after the date set for the commencement of the Assembly, the Assembly shall be postponed for one week to the same time and place, that is, Thursday, August 8, 2024 at 17:00 (the “**Postponed Assembly**”). If a legal quorum is not present half an hour after the date set for commencing the Postponed Assembly, then the presence of at least two (2) shareholders, in person or by proxy, will constitute a legal quorum for holding the Postponed Assembly.

3. The Required Majority for Resolutions on the Assembly Agenda

The required majority for approving the resolutions listed in paragraphs 1.2-1.8 above is a simple majority of more than fifty percent (50%) of the votes of the members who are present in the Assembly and who are entitled to vote and have voted therein, without taking into account the abstentions.

4. The Order of the Meeting and Voting

A. The date for determining the shareholders’ entitlement to participate and vote in the Assembly

The effective date for determining the shareholders’ entitlement to vote in the General Assembly according to section 182 of the Companies Law and according to Regulation 3 of the Companies’ Regulations (Voting in Writing and Position Announcements) Regulations 5766-2005 (“**Voting in Writing Regulations**”) is Thursday, July 4, 2024 (the “**Effective Date**”).

B. Voting eligibility

Any of the Company's shareholders on the Effective Date, whether the shares are listed in their name or whether they hold them by way of a stock-exchange member, is eligible to take part and vote in the Assembly in person or by proxy, by a Voting Paper or through Electronic Voting (as defined below).

C. Proxy for voting

The document that appoints a proxy shall be in writing, signed by the appointer or their attorney or when the appointer is a corporation, the power of attorney shall be signed with its accepted stamp and the power of attorney. The proxy-appointment letter and the power of attorney (if they exist) or a copy of such documents approved by a notary shall be deposited at the Company's secretariat at the Company's Offices at least forty eight (48) hours prior to the date and time of the General Assembly or the Postponed Assembly (as the case may be) for which a letter of appointment was submitted. A submission, as stated, that relates to the Assembly's Effective Date, shall also apply to the Postponed Assembly.

D. Ownership Approval

In accordance with the Companies Regulations (Proof of Ownership of Shares for Voting at a General Meeting) 5760-2000, a shareholder of the Company to whom a share is listed with a stock market member and that the share is included in the list of shares in the shareholder register under the Company's name for listings (“**Unlisted Shareholder**”), shall be entitled to participate in the General Assembly, in person or by proxy, for voting or by a Voting Paper (as defined below) only if he delivers to the Company, before the General Assembly, approval from the stock-exchange member,

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who has entitlement for the share listed with them concerning his ownership of the Company's shares on the Effective Date, in compliance with the form attached to these regulations ("**Ownership Approval**"). Alternatively, an Unlisted Shareholder is entitled to instruct that their Ownership Approval be transferred to the Company through the Electronic Voting System (as defined below).

An Unlisted Shareholder is entitled to receive Ownership Approval from the stock-exchange member through whom he holds his shares, at the branch of the stock-exchange member or by mail to their address with a delivery charge only, if they request this, and provided that such a request is submitted in advance to a specific securities account.

E. Voting Paper and Position Announcements

As stated above, a shareholder is entitled to vote in the General Assembly by a Voting Paper, as defined in section 87 of the Companies Law, the wording of which is attached to this report (the "**Voting Paper**"). The shareholder shall indicate their method of voting on any resolution on the agenda in the Second Part of the Voting Paper.

The Voting Paper and the Position Announcements, as defined in section 88 of the Companies Law, if available, can be reviewed on the Distribution Website and on the Stock Exchange Website. Any shareholder is entitled to contact the Company directly and get, free of charge, the wording of the Voting Paper and the Position Announcements (if available).

The stock-exchange member shall send, free of charge, by email, a link to the wording of the Voting Paper and the Position Announcements (if available), on the Distribution Website, to any shareholder of the Company who is not listed in the Company's shareholders' register and whose shares are listed with the same stock-exchange member, unless the shareholder has notified that they do not wish this or that they wish to receive the Voting Papers by mail and to pay for the delivery fee.

The Voting Paper and the documents that should be attached thereto, as specified on the Voting Paper, should be submitted to the Company's offices (including via registered mail) with the attached Ownership Approval (and for a listed shareholder - with a copy of their ID, passport, or Certificate of Incorporation attached, accordingly) within four (4) hours prior to the General Assembly being convened. In this regard, the "Submission Date" is the date and time the Voting Paper was delivered, with its attached documents, to the Company's offices.

The deadline for submitting Position Announcements to the Company by the Company's shareholders is up to ten (10) days prior to the date of the Assembly. The deadline for submitting the BOD's response to the Position Announcements, insofar as such announcements are submitted and the BOD chooses to respond thereto, is up to five (5) days prior to the date of the Assembly. A voting document that is not accompanied by a certificate of ownership (or alternatively, a certificate of ownership was not produced through the electronic voting system) will be invalid.

F. Voting in the Electronic Voting System

In addition, an Unlisted Shareholder is also eligible to vote by way of an Electronic Voting Paper, which shall be submitted to the Company through the Electronic Voting System in accordance with Mark B of section 7-2 of the Securities Law ("**Electronic Voting**", "**The Electronic Voting System**", and the "**Electronic Voting Paper**", respectively).

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Voting by way of an Electronic Voting Paper shall be permitted from the end of the Effective Date and up to six (6) hours prior to the time the General Assembly is due to convene.

It should be noted that, in accordance with section 83(D) of the Companies Law, should a shareholder vote by more than one method, their most recent vote shall count, while accordingly, a shareholder who votes in person or by proxy, shall be deemed late for the vote via a Voting Paper or an Electronic Voting Paper.

G. Changes to the agenda and a shareholder's request to include a topic in the agenda

After publication of this report, there may be changes to the agenda, including adding a topic to the agenda and Position Announcements may be published. The updated agenda and the Position Announcements can be reviewed, when published, in the Company's reports on the Distribution Website.

According to section 66(B) of the Companies Law, a shareholder's request to include a topic on the agenda of the General Assembly shall be submitted to the Company up to seven days from the summons to convene the Assembly (a "**Shareholder Request**"). Should the BOD find that the topic being requested by the shareholder to be included in the agenda is appropriate for discussion in the General Assembly, the Company shall then draw up an updated agenda and a revised Voting Paper and publish them no later than seven days after the deadline for submitting a Shareholder Request.

5. The Company's Representative

The Company's representative for handling this report is Attorney Elad Sirkis, Company Secretary, 53 HaShalom Road, Giv'atayim. Tel: 074-7315656. Fax: 03-7238831; Email: EladS1@fnx.co.il. Ownership Approvals and/or powers of attorney and/or voting instructions and/or Voting Papers can also be sent to Attorney Elad Sirkis, fax number 03-7238831 or by email to EladS1@fnx.co.il

6. Reviewing the Documents

The full wording of the proposed resolutions concerning the Voting Paper and the Position Announcements (if any exist) can be reviewed at the Company's offices, from Sundays to Thursdays during regular work hours, by prior coordination by calling 03-7332997, up until the time the Assembly is convened.

One or more shareholders, who hold 5% or more shares of the total voting rights in the Company on the Effective Date, as well as anyone who holds a similar percentage of the total voting rights that are not held by a controlling shareholder in the Company, as defined in section 268 of the Companies Law, is entitled, in person or by a proxy, after the General Assembly is convened, to review, at the Company's offices during regular work hours, the Voting Papers and the voting records via the Electronic Voting System that were submitted to the Company, as specified in Regulation 10 of the Companies Regulations (Voting in Writing and Position Announcements), 5766-2005.

Yours faithfully,

The Phoenix Holdings Ltd.

Signed on behalf of the Company by: Meni Neeman, Chief Legal Officer

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The Phoenix Holdings Ltd.

**Voting Proxy according to the Companies Regulations
(Voting in Writing and Position Announcements) 5766-2005**

First Part

1. Company name:

The Phoenix Holdings Ltd. (the “**Company**”)

2. Type of General Assembly, the time and venue for its convening:

Annual General Assembly of the Company's shareholders (the “**Assembly**”). The Assembly shall be held on Thursday, 1 August, 2024, at 17:00 at the Company's offices, at 53 HaShalom Road, Floor 20 (the “**Company's Offices**”). If the Assembly is postponed, it shall then convene on Thursday, 8 August, 2024 at the same place and time.

3. A breakdown of the topics on the agenda for which it is possible to vote via a Voting Paper and a summary of the proposed resolutions:

3.1 **Reappointment of the Auditing CPA**

The wording of the proposed resolution: “To approve the reappointment of Kost Forer Gabbay & Kasierer, CPAs, as the Company's Auditing CPAs until the end of the Company's next Annual General Assembly and to authorize the Company's BOD to determine their wages.”

3.2 **Reappointment of Mr. Benjamin (Benny) Gabbay as a director (not external; Chairman of the Company's BOD) for an additional term of office**

The wording of the proposed resolution: “To approve the reappointment of Mr. Benjamin (Benny) Gabbay as a director in the Company until the end of the second annual General Assembly, which shall be held after the reappointment date in accordance with the terms set forth in the Report Convening the Assembly.”

3.3 **Reappointment of Mr. Yitzhak Shukri Cohen as a director (not external) in the Company for an additional term of office**

The wording of the proposed resolution: “To approve the reappointment of Mr. Yizhak Shukri Cohen as a director in the Company until the end of the second Annual General Assembly, which shall be held after the reappointment date in accordance with the terms set forth in the Report Convening the Assembly.”

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3.4 Reappointment of Mr. Roger Abravanel as a director (not external) in the Company for an additional term of office

The wording of the proposed resolution: “To approve the reappointment of Mr. Roger Abravanel as a director in the Company until the end of the second Annual General Assembly, which shall be held after the reappointment date according to the terms set forth in the Report Convening the Assembly.”

3.5 Reappointment of Mr. Eliezer Yones as a director (not external) in the Company for an additional term of office

The wording of the proposed resolution: “To approve the reappointment of Mr. Eliezer Yones as a director in the Company until the end of the second Annual General Assembly, which shall be held after the reappointment date in the terms set forth in the Report Convening the Assembly.”

3.6 Reappointment of Mr. Ben Carlton Langworthy as a director (not external) in the Company for an additional term of office

The wording of the proposed resolution: “To approve the reappointment of Mr. Ben Carlton Langworthy as a director in the Company until the end of the second Annual General Assembly, which shall be held after the reappointment date in accordance with the terms set forth in the Report Convening the Assembly.”

3.7 Reappointment of Dr. Ehud Shapira as an independent director in the Company for an additional term of office

The wording of the proposed resolution: “To approve the reappointment of Dr. Ehud Shapira as an independent director in the Company until the end of the second Annual General Assembly, which shall be held after the reappointment date in the terms set forth in the Report Convening the Assembly.”

For details with respect to the directors whose term of office is submitted for re-approval, including membership of the BOD committees and the year in which their term of office began, see Regulation 26 of Section E of the Company's Periodic Report for 2023, dated 27 March, 2024 (Reference No.: 2024-01-026677), incorporated herein by reference.

4. The place and time where the full wording of the proposed resolutions can be reviewed:

The full wording of the proposed resolutions concerning the Voting Paper and the Position Announcements (if available) may be reviewed at the Company's Offices from

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Sundays through Thursdays during regular work hours, by prior coordination by calling 03-7332997, up until the time of convening the Assembly. Also, the Report Convening the Assembly, this Voting Paper, and the Position Announcements can be reviewed as defined in section 88 of the Companies Law 5759-1999 (the “**Companies Law**”), if such exist, on the distribution website of The Israel Securities Authority at: <http://www.magna.isa.gov.il/default.aspx>, (the “**Distribution Website**”) and on the Tel Aviv Stock Exchange Ltd. website at: <http://maya.tase.co.il> (the “**Stock Exchange Website**”).

5. Details on the candidates for directors

For more information on the candidates for directors at the Company, see Sections 1.3-1.8 of the Report Convening the Assembly.

6. The majority needed to make resolutions on the agenda:

The required majority to approve the resolutions listed in Sections 3.1-3.7 above is a simple majority of more than fifty percent (50%) of the votes of the shareholders who are present in the Assembly and who are entitled to vote and have voted therein, without considering the abstaining votes.

7. The date and time for determining shareholders’ entitlement to participate and vote in the Assembly:

The date and time that determines the shareholders’ entitlement to vote at the General Assembly according to section 182 of the Companies Law and according to Regulation 3 of the Companies Regulations (Voting in Writing and Position Announcements) 5766-2005 is Thursday, 4 July, 2024 (the “**Effective Date**”).

8. Validity of the Voting Paper:

The Voting Paper shall be valid only if the following documents are attached:

An Unlisted Shareholder¹ - Ownership Approval for the Effective Date (or if Ownership Approval has been submitted to the Company via the Electronic Voting System by the time the system is locked as specified below). A Listed Shareholder² - A photocopy of their ID, passport, or incorporation certificate.

¹ Anyone who has shares that are listed with a stock-exchange member and those shares are included among the shares listed in the shareholders’ register in the Company’s name for the records.

² A shareholder who is listed in the shareholders’ register.

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The aforementioned Voting Paper, in addition to the documents attached thereto, as mentioned above, should be submitted up to four (4) hours prior to the Assembly convening. In this respect, the “submission date” is the date when the Voting Paper and the attached documents reach the Company's Offices.

Alternatively, an Unlisted Shareholder shall be entitled to submit to the Company Ownership Approval via the Electronic Voting System up until the time the Electronic Voting System is locked (that is, up to six (6) hours prior to the Assembly being convened).

A Voting Paper that is not submitted according to what is stated in this paragraph shall be deemed invalid.

9. The Company's address for submitting the Voting Papers and Position Announcements:

The Company's Offices at 53 HaShalom Road, Givatayim, Floor 20, fax no. 03-7238831.

10. Voting in the Electronic Voting System

An Unlisted Shareholder is also eligible to vote by an Electronic Voting Paper, which shall be submitted to the Company by the Electronic Voting System that operates according to Mark B of section 7-2 of the Securities Law (the “**Electronic Voting System**” and the “**Electronic Voting Paper**”, respectively). Voting by way of an Electronic Voting Paper shall be permitted from the end of the Effective Date and up to six (6) hours prior to the General Assembly's convening date (the “**System Lock Date**”), at which time the Electronic Voting System will be locked. Voting through the Electronic Voting System can be changed or canceled up until the system is locked, and no changes will be allowed through the Electronic Voting System after this time.

It should be noted that in accordance with section 83(D) of the Companies Law, should a shareholder vote in more than one method, their most recent vote shall count while, in this regard, a vote by a shareholder in person or by proxy or by a regular Voting Paper submitted to the Company's Offices shall be deemed late for voting by way of the Electronic Voting System.

11. The deadline for submitting Position Announcements to the Company by the shareholders:

Up to ten (10) days prior to the Assembly being convened.

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12. The deadline for submitting the BOD's response to a Position Announcement:
Up to ten (5) days prior to the Assembly being convened.
13. URLs where the Voting Papers and the Position Announcements can be found:
Distribution Website: <http://www.magna.isa.gov.il/default.aspx>.
Stock-exchange website: <http://maya.tase.co.il>.
14. Ownership Approval:
An Unlisted Shareholder is entitled to receive Ownership Approval at the stock-exchange member's branch or by mail if they so request it. Such a request must be given in advance to the specific securities account. Alternatively, an Unlisted Shareholder may instruct that his Ownership Approval be forwarded to the Company through the Electronic Voting System up until the system is locked (as specified in Paragraph 8 above).
15. An Unlisted Shareholder is entitled to receive by email, free of charge, a link to the wording of the Voting Paper and the Position Announcements (if such exist), on the Distribution Website, from the stock-exchange member through whom he holds his shares, unless he has informed the stock-exchange member that they do not wish to receive such a link or that they wish to receive the Voting Papers by mail while bearing the cost; the shareholder's notice concerning the Voting Papers will apply to the Position Announcements as well.

In addition, every shareholder is entitled to contact Attorney Elad Sirkis (via fax number 03-7332163 and/or via email at elads1@fnx.co.il) and receive, free of charge, the wording of the Voting Paper, or, with his consent, a link to the wording of the Voting Paper on the Distribution Website, as well as the Position Announcements that the Company has received, if any exist.
16. One or more shareholders who hold shares that constitute 5% or more of the total voting rights in the Company, as well as any other individual who holds a similar percentage of the total voting rights that are not held by a controlling shareholder in the Company, as defined in section 268 of the Companies Law, is entitled, in person or by proxy on his/her behalf, after the General Assembly is convened, to review, at the Company's Offices during regular work hours, the Voting Papers and the voting records that the Company has received via the Electronic Voting System, as specified in Regulation 10

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of the Companies Regulations (Voting in Writing and Position Announcements) 5766-2005. The Company's regular quota of shares that comprise 5% of the total voting rights in the Company is 13,046,508 of the Company's regular shares. The Company's regular quota of shares that comprise 5% of the total voting rights in the Company that are not held by a controlling shareholder at the Company is 9,095,485 of the Company's regular shares.

17. After publication of the Voting Paper, there may be changes to the agenda, including adding a topic to the agenda, and Position Announcements may be published. The updated agenda and Position Announcements can be reviewed (if such exist) in the Company's reports on the Distribution Website.

According to section 66(B) of the Companies Law, a shareholder's request to include a topic on the agenda of the General Assembly shall be submitted to the Company up to seven days from the summons to convene the Assembly (a "**Shareholder Request**"). If the BOD finds that the topic being requested to be included on the agenda by the shareholder is appropriate for discussion in the General Assembly, the Company shall then draw up an updated agenda and a revised Voting Paper and publish them no later than seven days after the deadline for submitting a Shareholder Request.

A shareholder shall indicate their method of voting concerning any resolution on the agenda in the Second Part of this Voting Paper.
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The Phoenix Holdings Ltd. (the "Company")

Voting Paper according to the Companies Regulations (Voting in Writing and Position Statement) 5766-2005 (the "Regulations")

Second Part

Company name: The Phoenix Holdings Ltd. (the "Company")

The Company's address (for submitting and sending the Voting Papers): The Company's offices at 53 HaShalom Road, Givatayim, Floor 20. Fax No.: 03-7238831.

Company Registration No.: 52-001745-0.

The Assembly date: Thursday, 1 August, 2024 at 17:00.

Type of Assembly: Annual General Assembly.

The Effective Date: Thursday, 4 July, 2024.

Shareholder's information:

1. Shareholder's name - _____
2. ID No. - _____
3. If the shareholder does not hold an Israeli ID -
Passport No. - _____
The country in which it was issued - _____
Valid until - _____
4. If the shareholder is a corporation -
Corporation Registration No. - _____
Country of incorporation - _____
5. Is the shareholder a stakeholder³, a senior position holder⁴, or an institutional investor⁵? Yes/No
(If Yes, specify: _____)

³ "A stakeholder" as defined in section 1 of the Securities Law 5728-1968 (the "Securities Law").

⁴ A "senior position holder" – as defined in section 37(D) of the Securities Law.

⁵ "An "institutional investor" - as defined in Regulation 1 of the Oversight Regulations on Financial Services (Provident Funds) (Participation of an Administrative Company in a General Assembly), 5769-2009, as well as a Director of Co-investments in a Trusteeship Fund as defined in the Joint Investment Trusteeship Law, 5754-1994.

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The voting method:

Topics on the agenda	The voting method ⁶			Are you a controlling shareholder in the Company or a stakeholder ⁷	
	In favor	Against	Abstain	Yes	No
Approval of the reappointment of Kost Forer Gabbay & Kasierer, CPAs, as the Company's Auditing CPAs until the end of the Company's next Annual General Assembly and to authorize the Company's BOD to determine their wages.				N/R	N/R
To approve the reappointment of Mr. Benjamin (Benny) Gabay as a director until the end of the second Annual General Assembly, which will be held after the appointment date in accordance with the terms specified in the Report Convening the Assembly.				N/R	N/R
To approve the reappointment of Mr. Yitzhak Shukri Cohen as a director until the end of the second Annual General Assembly, which will be held after the reappointment date in accordance with the terms specified in the Report Convening the Assembly.				N/R	N/R
To approve the reappointment of Mr. Roger Abravanel as a director for an additional term of office until the end of the second Annual General Meeting, which will be held after the reappointment date in accordance with the terms specified in the Report Convening the Assembly				N/R	N/R
To approve the reappointment of Mr. Eliezer Yones as a director until the end of the second Annual General Assembly, which will be held after the reappointment date in accordance with the terms specified in the Report Convening the Assembly.				N/R	N/R
To approve the reappointment of Mr. Ben Carlton Langworthy as a director in the Company until the end of the second Annual General Meeting, which will be held after the reappointment date in accordance with the terms specified in the Report Convening the Assembly.				N/R	N/R
To approve the reappointment of Dr. Ehud Shapira as a director (independent director) for an additional term of office until the end of the second Annual General Meeting, which will be held after the reappointment date in accordance with the terms specified in the Report Convening the Assembly.				N/R	N/R

For shareholders who hold shares via a stock-exchange member (according to section 177(1) of the Companies Law) - this Voting Paper is only valid when an Ownership Approval is attached to it, except in cases where voting is done via the Electronic Voting System. For shareholders who are registered in the Company's shareholders' list - the Voting Paper is valid if a copy of the ID/passport/incorporation certificate is attached to it.

Date: _____

Signature: _____

⁶ Not marking any vote shall be deemed an absentee vote on that topic.

⁷ A shareholder who does not fill in this column will not have their vote counted.

לכבוד
הפניקס אחזקות בע"מ

ג.א.ג.,

הנדון: הצהרת דירקטור

הואיל וברצונה של הפניקס אחזקות בע"מ (להלן: "**החברה**") למנות את הח"מ כדירקטור בחברה;
והואיל ועל-פי הוראות חוק החברות, התשנ"ט-1999 (להלן: "**החוק**"), לשם מינוי הח"מ כדירקטור, עליו למלא אחר תנאי כשירות מסוימים הקבועים בחוק;
לפיכך, אני, הח"מ, בנימין גבאי, נושא ת.ז. שמספרה 022973606, תאריך לידה 16.03.1967, שמעני עמרי 24 א' תל אביב, ישראל, נתינות ישראלית, מצהיר בזה כדלהלן:

1. המבוא לעיל הינו חלק בלתי נפרד מהצהרתי זו.
2. כל המונחים בהצהרה זו יפורשו כמשמעותם בחוק.
3. הריני מאשר/ת את הסכמתי לכהן כדירקטור/ית בחברה.
4. להלן פרטים אודות השכלתי¹, כישורי וניסיוני המקצועי² הרלוונטיים לשם בחינה האם בידיי כישורים (לרבות השכלתי וניסיוני המקצועי) לכהן כדירקטור בחברה והאם מתקיימים בי התנאים והמבחנים להערכת מומחיות חשבונאית ופיננסית ו/או להערכת המיומנות וההבנה בתחום עיסוקה העיקרי של החברה (יחד להלן: "**הדרישות המקצועיות**"):

השכלתי:

תואר	תחום	שם המוסד האקדמאי
בוגר בחשבונאות וכלכלה	חשבונאות כלכלה	אוניברסיטת תל אביב
בוגר במשפטים	משפטים	אוניברסיטת תל אביב

התעסקותי בחמש השנים האחרונות ראה טבלה נספח 1

התפקיד	מקום העבודה	משך הזמן שמילא בתפקיד

חברות אחרות בהן אני מכהן/מכהנת ו/או כיהנתי כדירקטור/ית בחמש השנים האחרונות: ראה טבלה נספח 2

- יש לצרף מסמכים ותעודות התומכים בהצהרה לפי סעיף זה. רצ"ב בקובץ נפרד.

¹ יצוינו כל התחומים שבהם נרכשה השכלתו של הדירקטור, המוסד שבו נרכשה והתואר האקדמאי או התעודה המקצועית שהוא מחזיק בהם. תפורט, ככל שישנה, השכלה המקנה לדירקטור, להערכתו, מיומנות גבוהה והבנה בנושאים עסקיים – חשבונאיים ודוחות כספיים, באופן המאפשר לו להבין לעומק את הדוחות הכספיים של החברה ולעורר דיון בקשר לאופן הצגתם של הנתונים הכספיים.
² יפורט, ככל שישנם, הניסיון והכישורים המקנים לדירקטור, להערכתו, מיומנות כספית גבוהה והבנה בנושאים עסקיים – חשבונאיים ודוחות כספיים, באופן המאפשר לו להבין לעומק את הדוחות הכספיים של החברה ולעורר דיון בקשר לאופן הצגתם של הנתונים הכספיים. יצוינו התפקיד, שם מקום העבודה ומשך הזמן שמילא בכל תפקיד.

לעניין ההצהרה לפי סעיף 4 להלן:

דירקטור בעל מומחיות חשבונית ופיננסית: דירקטור בעל מומחיות חשבונית ופיננסית הוא מי שבשל השכלתו, ניסיונו וכישוריו הוא בעל מיומנות גבוהה והבנה בנושאים עסקיים – חשבונאיים ודוחות כספיים באופן המאפשר לו להבין לעומק את הדוחות הכספיים של החברה ולעורר דיון בקשר לאופן הצגתם של הנתונים הכספיים; הערכת מיומנותו החשבונית והפיננסית של דירקטור תיעשה בידי הדירקטוריון, ויובאו במכלול השיקולים, בין השאר, השכלתו, ניסיונו, וידעותיו בנושאים אלה: (1) סוגיות חשבוניות וסוגיות בקרה חשבונית האופייניות לענף שבו פועלת החברה ולחברות בסדר הגודל והמורכבות של החברה; (2) תפקידיו של רואה החשבון המבקר והחובות המוטלות עליו; (3) הכנת דוחות כספיים ואישורם לפי החוק ולפי חוק ניירות ערך.

לפיכך הנני מצהיר/ה כמיועדת/ת לכהונה כדירקטור בחברה, כי בשל השכלתי ו/או ניסיוני ו/או כישורי יש לי, להערכתי, מיומנות גבוהה והבנה בנושאים המפורטים להלן:

[X] סוגיות חשבוניות וסוגיות בקרה חשבונית המאופיינות לענף שבו פועלת החברה ולחברות בסדר הגודל והמורכבות של החברה.

[X] תפקידיו של רואה החשבון המבקר והחובות המוטלות עליו.

[X] הכנת דוחות כספיים ואישורם לפי החוק ולפי חוק ניירות ערך, התשכ"ח – 1968;

[] אף אחד מהמפורטים לעיל;

ולאור האמור לעיל, הנני כשיר/ה, למיטב הבנתי, לשמש כדירקטור/ית בעלת מומחיות חשבונית ופיננסית:

[X] כן

[] לא

5. ידוע לי כי הצהרתי זו תשמש את החברה לשם בחינה האם מתקיימים בי התנאים והמבחנים לפי תקנות החברות לעניין מומחיות חשבונית ופיננסית.

6. אני מצהיר כי אני כשיר להתמנות כדירקטור בחברה ציבורית לפי הוראות סעיפים 225-227 לחוק לעניין הגבלת מינוי קטין, פסול דין, הגבלת מינוי עקב הרשעה או פשיטת רגל. הוראות הסעיפים בנוסחם במועד החתימה על הצהרה זו, מפורטות בנספח א' המצורף להצהרה זו ומחוזה חלק בלתי נפרד הימנה.

7. אני מצהיר כי יש לי את הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקידי כדירקטור בחברה, בשים לב, בין השאר, לצרכיה המיוחדים של החברה ולגודלה.

8. לצורך הבחינה אם הנני דירקטור/ית בלתי תלוי/ה (יש למלא אם רלבנטי), הנני מצהיר כדלקמן:

[] אין לי, לקרובי, לשותפי, למעבידי, למי שאני כפוף לו במישרין או בעקיפין או לתאגיד שאני בעל שליטה בו, במועד המינוי או בשנתיים שקדמו למועד המינוי, זיקה³ לחברה, לבעל השליטה בחברה או לקרוב של בעל השליטה במועד המינוי או לתאגיד. אחר⁴, לרבות כי במועד בו אני אמור להתמנות כדירקטור וכן במהלך השנתיים שקדמו למועד זה;

³ לעניין סעיף זה "זיקה": קיום יחסי עבודה, קיום קשרים עסקיים או מקצועיים דרך כלל או שליטה, וכן כהונה כנושא משרה, למעט כהונה כנושא משרה, למעט כהונה של דירקטור שמונה כדי לכהן כדירקטור חיצוני בחברה שעומדת להציע לראשונה מניות לציבור, למעט חריגים על פי תקנות החברות (עניינים שאינם מהווים זיקה), התשס"ז – 2006 ולמעט כהונה כדירקטור בחברה טרם הסיווג כדירקטור בלתי תלוי.

⁴ לעניין סעיף זה "תאגיד אחר" – תאגיד שבעל השליטה בו, במועד המינוי או בשנתיים שקדמו למועד המינוי, הוא החברה או בעל השליטה בה.

[] תפקידי או עיסוקי האחרים אינם יוצרים או עלולים ליצור ניגוד עניינים עם תפקידי כדירקטור ואין בהם כדי לפגוע ביכולתי לכהן כדירקטור.

[] אינני עובד/ת של רשות ניירות ערך וכן אינני עובד/ת של בורסה בישראל.

[] אינני מכהן כדירקטור בחברה מעל תשע שנים ברציפות.

לעניין ההצהרה לפי סעיף זה: לא יראו בהפסקת כהונה שאינה עולה על שנתיים כמפסיקה את רצף הכהונה.

לעניין סעיף זה "דירקטור בלתי תלוי" הינו דירקטור המקיים את כל התנאים והמבחנים בסעיף 8 לעיל.

[] לא מתקיימים לגביי כל או חלק מהתנאים והמבחנים הנקובים לעיל, ולפיכך אינני עונה על הגדרת "דירקטור בלתי תלוי".

9. החזקותי במניות ו/או ניירות ערך המיירים ו/או תעודות התחייבות ו/או של החברה, חברה בת שלה או בחברה קשורה שלה, הינן כמפורט להלן:

שם החברה	מספר נייר	כמות ניירות ערך	% בהון	% בהצבעה
הפניקס אחזקות בע"מ	7670012	60102	0.0234%	0.0234%

ידוע לי כי עליי לדווח לאלתר לחברה על כל גידול או קיטון בהחזקותי במניות ו/או בניירות ערך המיירים של החברה, חברת בת או בחברה קשורה של החברה.

10. הנני עובד/בעל תפקיד של החברה, חברה בת שלה, חברה קשורה שלה או של בעל עניין בחברה כמפורט להלן:

[] כן (אם כן פרט את התפקידים שהינך ממלא כאמור).

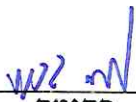
[X] לא

11. הנני בעל עניין בחברה או בן משפחה של נושא משרה בכירה בחברה או של בעל עניין בחברה:

[] כן (אם כן אנא פרט).

[X] לא

12. ידוע לי כי הצהרה זו תשמש את דירקטוריון החברה לקביעה האם אני כשיר להתמנות כדירקטור בחברה וכי דירקטוריון החברה מסתמך על הצהרתי זו לשם קביעה כאמור.
13. אני מתחייב להודיע לדירקטוריון בהקדם האפשרי בדבר כל אירוע העלול לגרום לכך כי לא אעמוד בתנאי הכשירות הקבועים לעיל.
14. הנני מצהיר, כי קראתי והבנתי את תוכנית האכיפה של החברה וכי אני מתחייב בזאת לפעול על פיה ולמנוע ולהימנע מכל האיסורים לפיה.
15. לאחר שקראתי בעיון והבנתי את האמור לעיל, הנני מצהיר/ה כי על האמור לעיל הינו אמת לאמיתה וכי הפרטים המזהים הינם מדויקים ומלאים ונכתבו על ידי ובכתב ידי וכי ידוע לי כי הוראות חוק החברות המובאות לעיל אינן רשימה ממצה וסופי וכי חיובתי וזכויותי המלאות כל פי החוק ידועות לי.
- כמו כן, לא ידוע לי כל פרט מהותי נוסף שיכול להשפיע על כהונתי כדירקטור ו/או על קביעת ועדת הביקורת של החברה הדבר עמידתי בתנאים ובמבחני כשירות לכהן כדירקטור בלתי תלוי וכי אם היה ידוע לי פרט שכזה הייתי מציין בהצהרה.


חתימה

022973606
ת.ז.

בני גבאי
שם

נספח א'

סעיפים 225-227 לחוק החברות, התשנ"ט-1999

225. (א) מי שמועמד לכהן כדירקטור יגלה לממנה:
 (1) אם הורשע בפסק דין בעבירה כאמור בסעיף 226(א), וטרם חלפה התקופה שבה אסור לו לכהן כדירקטור לפי סעיף 226;
 (2) אם הורשע בפסק דין בעבירה כאמור בסעיף 226(1א), טרם חלפה התקופה שקבע בית המשפט לפי אותו סעיף קטן;
 (3) אם ועדת האכיפה המנהלית הטילה עליו אמצעי אכיפה האוסר עליו לכהן כדירקטור בכל חברה ציבורית או בכל חברה פרטית שהיא חברת איגרות חוב, וטרם חלפה התקופה שקבעה ועדת האכיפה המנהלית בהחלטתה כאמור.
 (ב) בסעיף זה –
 "אמצעי אכיפה" – אמצעי אכיפה כאמור בסעיף 52 לחוק ניירות ערך, שהוטל לפי פרק ח'4 לחוק ניירות ערך, לפי פרק ז'2 לחוק הסדרת העיסוק בייעוץ השקעות ובניהול תיקי השקעות, התשנ"ה – 1995, או לפי פרק י'1 לחוק השקעות משותפות בנאמנות, התשנ"ד – 1994, לפי העניין;
 "ועדת האכיפה המנהלית" – הוועדה שמונתה לפי סעיף 52לב(א) לחוק ניירות ערך.
 "פסק דין" – פסק דין בערכאה ראשונה.

226. (א) לא ימונה לכהונת דירקטור בחברה ציבורית אדם שהורשע בפסק דין חלוט בעבירה מהמפורטות להלן, אלא אם כן חלפו חמש שנים מיום מתן פסק הדין שבו הורשע:
 (1) עבירות לפי סעיפים 290 עד 297, 392, 415, 418 עד 420 ו-422 לחוק העונשין, התשל"ז-1977, ולפי סעיפים 52ג, 52ד, 53(א) ו-54 לחוק ניירות ערך, התשכ"ח – 1968;

(2) הרשעה בבית משפט מחוץ לישראל בעבירות שוחד, מרמה, עבירות מנהלים בתאגיד או עבירות של ניצול מידע פנים;

(1א) לא ימונה לכהונת דירקטור בחברה ציבורית או בחברה פרטית שהיא חברת איגרות חוב אדם שהורשע בפסק דין, בעבירה שאינה מנויה בסעיף קטן (א), אם בית המשפט קבע כי מפאת מהותה, חומרתה או נסיבותיה אין הוא ראוי לשמש כדירקטור בחברה ציבורית או בחברה פרטית שהיא חברת איגרות חוב, למשך התקופה שקבע בית המשפט אשר לא תעלה על חמש שנים מיום מתן פסק הדין.

(ב) בית משפט רשאי לקבוע, במועד ההרשעה או לאחריה, לבקשתו של אדם המעוניין להתמנות לדירקטור, כי על אף הרשעתו בעבירות כאמור בסעיפים (א), ובשים לב בין היתר, לנסיבות שבהן נעברה העבירה, אין הוא מנוע מלכהן כדירקטור בחברה ציבורית או בחברה פרטית שהיא חברת איגרות חוב או כי התקופה שבה הוא מנוע מלכהן כדירקטור בחברה ציבורית או בחברה פרטית שהיא חברת איגרות חוב תהיה קצרה מחמש שנים.

(ג) השר רשאי לקבוע עבירות נוספות על אלה הקבועות בסעיף קטן (א)(1).

(ד) בית משפט, ואם הוגש ערעור – בית משפט של ערעור, רשאי להורות על עיכוב ביצוע של מגבלות המינוי או של פקיעת הכהונה לפי סעיף זה למועד שיקבע או בתנאים שיראה לנכון.

226א. הגבלת מינוי עקב החלטה של ועדת האכיפה
 הטילה ועדת האכיפה המנהלית על אדם אמצעי אכיפה האוסר עליו לכהן כדירקטור בחברה ציבורית או בחברה פרטית שהיא חברת איגרות חוב, לא ימונה אותו אדם לדירקטור בחברה שבה אסור לו לכהן כדירקטור על פי אותה החלטה.

**המנהלית
הגבלת מינוי**

227. (א) לא ימונה לדירקטור קטין, פסול דין, מי שהוכרז פושט רגל כל עוד לא הופטר, וכן תאגיד שהחליט על פירוקו מרצון או שניתן לגביו צו פירוק.

(ב) מועמד לכהונת דירקטור שמתקיים בו האמור בסעיף קטן (א) יגלה זאת לממנה.

נספח ג'

תקנות החברות (תנאים ומבחנים לדירקטור בעל מומחיות חשבונית ופיננסית ולדירקטור בעל כשירות מקצועית), תשס"ו-2005*

- דירקטור בעל מומחיות חשבונית ופיננסית**
1. דירקטור בעל מומחיות חשבונית ופיננסית הוא מי שבשל השכלתו, ניסיונו וכישוריו הוא בעל מיומנות גבוהה והבנה בנושאים עסקיים – חשבונאיים ודוחות כספיים באופן המאפשר לו להבין לעומקם את הדוחות הכספיים של החברה ולעורר דיון בקשר לאופן הצגתם של הנתונים הכספיים; הערכת מיומנותו החשבונאית והפיננסית של דירקטור תיעשה בידי הדירקטוריון, ויובאו במכלול השיקולים, בין השאר, השכלתו, ניסיונו, וידעותיו בנושאים אלה:
- (1) סוגיות חשבונאיות וסוגיות בקרה חשבונאית האופייניות לענף שבו פועלת החברה ולחברות בסדר הגודל והמורכבות של החברה;
- (2) תפקידיו של רואה החשבון המבקר והחובות המוטלות עליו;
- (3) הכנת דוחות כספיים ואישורם לפי החוק ולפי חוק ניירות ערך.
- דירקטור בעל כשירות מקצועית**
2. (א) דירקטור בעל כשירות מקצועית הוא מי שמתקיים בו אחד מהתנאים האלה:
- (1) בעל תואר אקדמאי באחד מן המקצועות האלה: כלכלה, מינהל עסקים, ראיית חשבון, משפטים, מינהל ציבורי;
- (2) בעל תואר אקדמאי אחר או שהוא השלים לימודי השכלה גבוהה אחרת, הכל בתחום עיסוקה העיקרי של החברה או בתחום הרלוונטי לתפקיד;
- (3) הוא בעל ניסיון של חמש שנים לפחות באחד מאלה, או שהוא בעל ניסיון מצטבר של חמש שנים לפחות בשניים או יותר מאלה:
- (א) בתפקיד בכיר בתחום הניהול העסקי של תאגיד בעל היקף עסקים משמעותי;
- (ב) בכהונה ציבורית בכירה או בתפקיד בכיר בשירות הציבורי;
- (ג) בתפקיד בכיר בתחום עיסוקיה העיקריים של החברה.
- (ב) הערכת הכשירות המקצועית של מועמד לכהן כדירקטור כאמור בתקנה משנה (א), תיעשה בידי הדירקטוריון.
- הצהרה**
3. (א) בהצהרה לפי סעיף 241 לחוק יצהיר המועמד גם לגבי השכלתו וניסיונו, ככל שהם רלוונטיים, לשם בחינה האם מתקיימים בו התנאים והמבחנים לפי תקנות אלה וכן יצרף מסמכים ותעודות התומכים בהצהרתו.
- (ב) דירקטור שהדירקטוריון נדרש להעריך את מומחיותו החשבונאית והפיננסית לצורך עמידה במספר המזערי שנקבע לפי סעיף 92(א)(12) לחוק, יצהיר כמפורט בתקנת משנה (א).
- תחילתה**
4. תחילתן של תקנות אלה שלושים ימים מיום פרסומם.

נספח 1 -

תעסוקה - יש לפרט את כל התפקידים אותם אונה ממלאה כיום וכן אלו שמילאת ב-10 השנים האחרונות, לרבות תפקידים ללא שכר:

תפקיד	תחומי אחריות	שם המעסיק	כתובת המעסיק	תאריך התחלה	תאריך סיום	סיבת העזיבה	קשרים נוספים למעסיק
רואה חשבון- שותף	שותף מנהל תחום פיננסים	קוסט פורר גבאי את קסיר	מנחם בגין	1998	2014	פרישה	
ב.ג.ג. שירותי ניהול בע"מ	ייעוץ	ב.ג.ג. שירותי ניהול בע"מ	יגאל אלון 94 תל אביב	2001			בעלים
יו"ר	יושב ראש ומנכ"ל משותף	יוניברסל פתרונות תחבורה	המסגר 10 לוד	יו"ר מ 11.16 מנכ"ל משותף מ 9.18			החברה הינה חברה בת של יוניברסל מוטורס ישראל - ראה שורה הבאה. קרו גבאי, אשתי הנה אחת מבעלי המניות הסופיים
מנכ"ל משותף	מנכ"ל משותף	יוניברסל מוטורס ישראל בע"מ	המסגר 10 לוד	9.18			קרו גבאי, אשתי הנה אחת מבעלי המניות הסופיים
יו"ר	יו"ר הדירקטוריון	הפיקס חברה לביטוח בע"מ	דרך השלום 53 גבעתיים	11.19			

⁵ התפטרות / פיטורים / פרישה / סיום חוזה / אחר (פרט).

נספח 2 - חברות אחרות בהן אני מכהן/מכהנת ו/או כיהנתי כדירקטור/ית בחמש השנים האחרונות

שם חברה	תפקיד	הערה
קבוצת הפניקס		
הפניקס חברה לביטוח בע"מ	יו"ר דירקטוריון	
גמא ניהול וסליקה בע"מ	דירקטור	
הפניקס בית השקעות בע"מ	דירקטור	
הפניקס סוכנויות ביטוח 1989 בע"מ	דירקטור	
התאחדות חברות לביטוח חיים בע"מ		
איגוד חברות הביטוח בישראל ע"ר	יו"ר דירקטוריון	
קבוצת יוניברסל מוטורס ישראל		
יו.טי.אס - יוניברסל פתרונות תחבורה בע"מ	יו"ר דירקטוריון ומנכ"ל משותף	
אופיס 3000 בע"מ	דירקטור	
גי וואן פתרונות אבטחה בע"מ	דירקטור	
קרן קידום החינוך למען ישראל (חל"צ)	דירקטור	
עמותת בית כנסת יחד שבטי ישראל תל ברוך צפון (ע"ר)	יו"ר ועד	

To:
May, 2024
Phoenix Holdings Ltd.

To Whom it May Concern,

DIRECTOR DECLARATION

Whereas, The Phoenix Holdings Ltd. (the "**Company**") desires to appoint the undersigned to serve as a director of the Company;

Whereas, pursuant to the Israeli Companies Law, 1999 (the "**Companies Law**"), in order to appoint the undersigned as a director, the undersigned must satisfy certain qualifications as set forth in the Companies Law;

therefore, I, Itzhak Shukrie Cohen, ID/Passport number USA: 477412880, Israel: 23949508, date of birth May 2, 1984, with an address at 660 Steamboat Rd, Greenwich, CT 06830 U.S.A., a citizen of Israel, USA, hereby declare as follows:

1. The preamble above is an integral part of my declaration.
2. All terms used in this declaration shall be interpreted as defined in the Companies Law.
3. I hereby consent to serve as a director of the Company.
4. The following are relevant details regarding my education¹, skills and professional experience², for the examination of my qualification (including my education, skills and professional experience) to serve as a director of the Company, and in order to ascertain if I meet the eligibility requirements and qualifications regarding accounting and financial expertise and/or business expertise and knowledge of the Company's primary business activities (together, the "**Professional Qualifications**");

Education:

Degree	Field	Academic Institution
Bachelor of Arts	General\Philosophy	Brandies University
Juris Doctor	Legal Studies	U. of Pennsylvania LAW School

Business experience during the past five years:

Position	Place of Employment	Dates in which served in each position
Managing Director	Gallatin Point LLC	10/2020 -
Investment Principal	Gallatin Point LLC	2017 - 10/2020
Vice President	XL Catlin (Now AXAXL)	5/2014 - 12/2017

¹ Please specify all the fields in which the director is educated, the educational institution and the academic degree or professional diploma awarded to the director. Please specify, if applicable, areas of knowledge which, in the director's opinion, contributes significant expertise regarding issues relating to business-accounting and financial statements, which enable the director to understand the Company's financial statements and initiate a discussion with respect to the presentation of financial data.

² Please specify, if applicable, the skills and professional experience which, in the director's opinion, contributes significant expertise regarding issues relating to business-accounting and financial statements, which enables the director to understand the Company's financial statements and initiate a discussion with respect to the presentation of financial data. Please state the position, place of employment and duration of service in each specific position.

Other companies in which I serve and/or have served as a director or a member of a committee of the board of directors during the past five years:

The Phoenix Insurance Company Ltd.

- **Please attach documents and certificates supporting this section of the Declaration.**

With respect to Section 4 of the Declaration:

A director with Accounting and Financial Expertise: A Director with accounting and financial expertise shall mean, a person who due to his/her education, skills and professional experience has significant expertise and understanding of business-accounting matters and financial statements, which enables him/her to fully understand the Company's financial statements and initiate a discussion with respect to the presentation of financial data; the evaluation of the director's accounting and financial expertise will be conducted by the board of directors, and among other considerations, directors education and skills shall be considered with respect to the following: (1) Accounting matters and financial control matters characteristic of the industry in which the Company operates and of companies of the Company's size and complexity; (2) The role of the independent auditor and the obligations imposed on the independent auditor; (3) Preparing financial statements and the approval thereof in accordance with the Companies Law and the Securities Law.

Therefore, as a candidate to serve on the Company's board of directors, I hereby declare that due to my education and/or experience and/or skills I have significant expertise and understanding of the matters listed below:

- ☒ [x] Accounting matters and financial control matters characteristic of the industry in which the Company operates and of companies of the Company's size and complexity;
- ☐ [] The role of the independent auditor and the obligations imposed on the independent auditor;
- ☐ [] Preparing financial statements and the approval thereof in accordance with the Companies Law and the Securities Law;
- ☐ [] None of the items listed above.

And in light of the above, I'm qualified, to the best of my understanding, to serve as a director with accounting and financial expertise:

- ☒ [x] Yes
- ☐ [] No

5. I acknowledge that the Company will use this declaration to ascertain if I meet the requirements and qualifications according to the Companies Regulations, regarding accounting and financial expertise.
6. I hereby declare that I meet the eligibility requirements for service as a director of a public company as set forth in Sections 225-227 of the Companies Law, regarding restrictions to appointing a minor or legally incompetent person, and the restrictions to appointment due to conviction or bankruptcy. The provisions of said sections are attached hereto as **Annex A** and are an integral part of this declaration.

7. I declare that I have the necessary qualifications and ability to devote sufficient time for the fulfillment of my role as a director of the Company, considering, among other things, the Company's special needs and size.

8. In order to ascertain whether I qualify to serve as an independent director (**Please mark if relevant**), I hereby declare as follows:

- ☐ Neither I nor my relatives, partners, employers, those that I am subordinate to, directly or indirectly, or entities under my control, on the date of appointment or during the two years prior thereto, have any affiliation³ to the Company, a controlling shareholder of the Company or to a relative of a controlling shareholder as of the appointment date, or to another entity⁴, as of the date I am to be appointed as a director, or at any time during the two years preceding such date;
- ☐ My other positions or business activities do not create, and are unlikely to create, a conflict of interest with my responsibilities as a director, and they will not interfere with my ability to serve as a director.
- ☐ I am not an employee of the Israeli Securities Authority or of a stock exchange in Israel.
- ☐ I have not served as a director in the Company for a consecutive period of more than nine years.

For the purpose of the declaration under this Section: a cessation of service for a period of two years or less shall not be considered a break in consecutive service.

For the purpose of this Section an "independent director" shall mean a director that meets all requirements and qualifications set forth in Section 8 above.

☒ I do not comply with one or more of the requirements set forth above.

9. My holdings in shares and/or convertible securities and/or bonds and/or of the Company, a subsidiary of the Company or an affiliate of the Company, are detailed as follows:

Name of Company	Certificate Number	Number of Securities	Equity %	Voting %

I acknowledge that I am required to immediately inform the Company upon any increase or decrease in my holdings in shares and/or convertible securities of the Company, a subsidiary of the Company or an affiliate of the Company.

³ For this Section, "affiliation" shall mean: Employment, business or professional relationship maintained on a regular basis or control, and service as an office holder, excluding service as a director of a company prior to the first offering of its shares to the public if such director was appointed as a director of the company in order to serve as an external director following the initial public offering, excluding certain limited exceptions set forth in the Israeli Companies Regulations - 2006, and excluding service as a director in the Company prior to being classified as an independent director.

⁴ For this Section, "another entity" shall mean: A company that its controlling shareholder, as of the date of appointment, or at any time during the two years preceding such date, is the Company or the controlling shareholder in the Company.

10. I am an employee of the Company, a subsidiary of the Company, an affiliate of the Company or of an interested party in the Company, as follows:

☒ Yes (if relevant, please describe the positions in which you serve)

☐ No

Employee of Gallatin Point LLC

11. I am an interested party in the Company or a relative of a senior office holder of the Company or of an interested party in the Company:

☒ Yes (if relevant, please provide details)

☐ No

See above

12. I acknowledge that the Company will use this declaration to ascertain if I am qualified to serve as a director of the Company, and that the Company's board of directors will rely on this declaration for such determination.

13. I will immediately inform the Company upon any event which may result in my inability to meet the above-mentioned qualifications.

14. I hereby declare that I have read the Company's enforcement policy, and I undertake to act in accordance with the said policy and prevent and refrain from any prohibitions set forth in the policy.

15. Following my careful reading and understanding of all of the above, I declare that all of the above is true and that my identifying particulars are accurate and complete, and were written in my handwriting by me, and that I am aware that the abovementioned provisions of the Companies Law are not a complete and final list, and that I know my obligations and full rights under the Companies Law.

Furthermore, I declare that I am not aware of any additional information that may impact my service as a director of the Company and/or the resolution of the Company's audit committee regarding my compliance with the eligibility requirements to serve as an independent director and that if I was aware of any such information I would have stated so in this declaration.

Itzhak Shukrie Cohen
Name

USA: 477412880
ID/ Passport



Signature

Annex A
Sections 225-227 of the Companies Law, 1999

225. (a) Whoever is a candidate for service as a Director shall disclose to whoever appoints him –
- (1) whether he was convicted by a verdict of an offense said in section 226(a) and the period during which under section 226 he must not serve as Director has not yet passed;
 - (2) whether he was convicted by a verdict of an offense said in section 226(a1) and the period set by the Court under that subsection has not yet passed;
 - (3) whether the Administrative Enforcement Committee imposed on him means of enforcement that prohibit his service as Director of any public company or of any private company that is a debentures company and the period that the Administrative Enforcement Committee set in the said decision has not yet passed.
- (b) In this Article –
- "means of enforcement"** – means of enforcement said in section 52DDD of the Securities Law that were imposed under Chapter Eight "D" of the Securities Law, under Chapter Seven "B" of the Regulation of Investment Counseling, Investment Marketing and Portfolio Management Law 5755-1995, or under Chapter Ten "A" of the Joint Investment Trusts Law 5754-1994, as the case may be;
- "Administrative Enforcement Committee"** – the Committee appointed under section 52FF(b) of the Securities Law;
- "verdict"** – a verdict in the first instance.

Restriction on an appointment because of a conviction

226. (a) A person shall not be appointed Director in a public company or in a private company that is a debentures company, if he was convicted by a verdict of one of the offenses specified below, except if five years have passed since the verdict that convicted him was handed down:
- (1) offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law 5737-1977 and under sections 52C, 52D, 53(a) and 54 of the Securities Law;
 - (2) conviction by a Court abroad for an offense of bribery, deceit, offenses of Directors of a body corporate or offenses of the use of inside information;
 - (3) repealed.
- (a1) A person convicted by a verdict of an offense not enumerated in subsection (a) shall not be appointed Director of a public company or of a private company that is a debentures company, if the Court determined that – because of its nature, severity or circumstances – he is not fit to serve as Director of a public company or of a private company that is a debentures company during a period that the Court prescribed and that shall not exceed five years, beginning with the day of the verdict.
- (b) At the time of the conviction or thereafter the Court may determine – on petition by a person who wants to be appointed Director and paying special attention, inter alia, to the circumstances under which the offense was committed, that it does not prevent him from serving as Director of a public company or of a private company that is a debentures company in spite of his conviction for offenses said in subsection (a) or that the period during which he cannot serve as Director of a

public company or of a private company that is a debentures company shall be shorter than five years.

- (c) The Minister may designate offenses in addition to those designated in subsection (a)(1).
- (d) The Court – and if appeal was brought, the Appeals Court – may order a stay of implementation of appointment restrictions or of the lapse of service under this section until a date that it shall set, on conditions that it deems appropriate.

Restriction on appointments due to decisions of the Administrative Enforcement Committee

226A. If the Administrative Enforcement Committee imposed on a person means of enforcement that prohibit him from serving as Director of a public company or of a private company that is a debentures company, that person shall not be appointed Director of a company in which he is prohibited from serving as Director under that decision.

Restrictions on appointments

227. (a) A minor, a legally incompetent or a person who was declared bankrupt as long as he has not been discharged shall not be appointed Director and also not a body corporate that resolved on voluntary liquidation or against which a liquidation order was made.
- (b) A candidate for Director, to whom what is said in subsection (a) applies, shall disclose that to whoever makes the appointment.

Annex C

Companies Regulations (Conditions and Criteria for Directors with Accounting and Financial Expertise and for Directors with Professional Expertise) 5766-2005

Director with accounting and financial expertise

1. A Director with accounting and financial expertise is a person who by his education, experience and capability has great skill in and understanding of business accounting subjects and financial reports, which enables him to understand the company's financial reports in depth and to lead the discussion of the way the financial data are presented; the Board of Directors shall evaluate a Director's accounting and financial skills, taken into account – inter alia – his education, experience and knowledge of the following subjects:
 - (1) accounting problems and auditing problems characteristic of the branch of industry in which the company operates and of companies of the size and complexity of the company;
 - (2) responsibilities of an auditor and the obligations imposed on him;
 - (3) the preparation of financial reports and their approval under the Law and under the Securities Law

Director with professional expertise

2. (a) A Director with professional expertise is a person for whom one of the following holds true:
 - (1) he holds an academic degree in one of the following professions: economics, business administration, auditing, law, public administration;
 - (2) he holds another academic degree or has completed other higher education studies, all within the main sphere of the company's activity or in a sphere relevant to the position;
 - (3) he has at least five years experience in one of these, or he has at least five cumulative years of experience in two or more of these:
 - (a) in a high ranking position in the business management of a body corporate with a significant volume of business;
 - (b) in a high ranking public office or in a high ranking position in the public service;
 - (c) in a high ranking position in the main sphere of activity of the company's activity.
- (b) The Board of Directors shall evaluate a candidate's professional qualification for serving as Director, as said in subregulation (a).

Declaration

3. (a) In the declaration under section 241 of the Law the candidate shall also declare his education and experience, as far as relevant, in order to examine whether the conditions and qualifications under these regulations apply, and he shall attach documents and certificates that support his declaration.

- (b) If the Board of Directors is required to evaluate the accounting and financial expertise of a Director, in order to comply with the minimum number prescribed under section 92(a)(12) of the Law, then the Director shall make the declaration as said in subregulation (a).

Effect

- 4. These regulations shall go into effect thirty days after their publication.
(Date of publication: December 20, 2005 – Tr.)

To:
12,5, 2024

Phoenix Holdings Ltd.

To Whom it May Concern,

DIRECTOR DECLARATION

Whereas, The Phoenix Holdings Ltd. (the "**Company**") desires to appoint the undersigned to serve as a director of the Company;

Whereas, pursuant to the Israeli Companies Law, 1999 (the "**Companies Law**"), in order to appoint the undersigned as a director, the undersigned must satisfy certain qualifications as set forth in the Companies Law;

therefore, I, Roger Abravanel ID/Passport number YB9262868, date of birth 27\7\1946 , with an address at Rue des Mélèzes 17, Crans Montana- Switzerland, a citizen of ITALY , hereby declare as follows:

1. The preamble above is an integral part of my declaration.
2. All terms used in this declaration shall be interpreted as defined in the Companies Law.
3. I hereby consent to serve as a director of the Company.
4. The following are relevant details regarding my education¹, skills and professional experience², for the examination of my qualification (including my education, skills and professional experience) to serve as a director of the Company, and in order to ascertain if I meet the eligibility requirements and qualifications regarding accounting and financial expertise and/or business expertise and knowledge of the Company's primary business activities (together, the "**Professional Qualifications**"):

Education:

Degree	Field	Academic Institution
ENGINEER	CHEMLICAL ENG	POLYTECNIC OF MILAN
MBA	BUSINESS ADMIN	INSEAD

Business experience during the past five years:

Position	Place of Employment	Dates in which served in each position

¹ Please specify all the fields in which the director is educated, the educational institution and the academic degree or professional diploma awarded to the director. Please specify, if applicable, areas of knowledge which, in the director's opinion, contributes significant expertise regarding issues relating to business-accounting and financial statements, which enable the director to understand the Company's financial statements and initiate a discussion with respect to the presentation of financial data.

² Please specify, if applicable, the skills and professional experience which, in the director's opinion, contributes significant expertise regarding issues relating to business-accounting and financial statements, which enables the director to understand the Company's financial statements and initiate a discussion with respect to the presentation of financial data. Please state the position, place of employment and duration of service in each specific position.

Other companies in which I serve and/or have served as a director or a member of a committee of the board of directors during the past five years:

BOD-COESIA RESIGNATION 2020; BOD- BNL resigned

;BOD-DIGITAL RESIGNATION 2019;BOD BOD GENENTA resigned

CAESARSTONE RESIGNATION 2023; The Phoenix Insurance Company Ltd from 2021

- **Please attach documents and certificates supporting this section of the Declaration.**

With respect to Section 4 of the Declaration:

A director with Accounting and Financial Expertise: A Director with accounting and financial expertise shall mean, a person who due to his/her education, skills and professional experience has significant expertise and understanding of business-accounting matters and financial statements, which enables him/her to fully understand the Company's financial statements and initiate a discussion with respect to the presentation of financial data; the evaluation of the director's accounting and financial expertise will be conducted by the board of directors, and among other considerations, directors education and skills shall be considered with respect to the following: (1) Accounting matters and financial control matters characteristic of the industry in which the Company operates and of companies of the Company's size and complexity; (2) The role of the independent auditor and the obligations imposed on the independent auditor; (3) Preparing financial statements and the approval thereof in accordance with the Companies Law and the Securities Law.

Therefore, as a candidate to serve on the Company's board of directors, I hereby declare that due to my education and/or experience and/or skills I have significant expertise and understanding of the matters listed below:

☒ [V] Accounting matters and financial control matters characteristic of the industry in which the Company operates and of companies of the Company's size and complexity;

☒ [V] The role of the independent auditor and the obligations imposed on the independent auditor;

☐ [] Preparing financial statements and the approval thereof in accordance with the Companies Law and the Securities Law;

☐ [] None of the items listed above.

And in light of the above, I'm qualified, to the best of my understanding, to serve as a director with accounting and financial expertise:

☒ [V] Yes

☐ [] No

5. I acknowledge that the Company will use this declaration to ascertain if I meet the requirements and qualifications according to the Companies Regulations, regarding accounting and financial expertise.
6. I hereby declare that I meet the eligibility requirements for service as a director of a public company as set forth in Sections 225-227 of the Companies Law, regarding restrictions to appointing a minor or legally incompetent person, and the restrictions to appointment due to conviction or bankruptcy. The provisions of said sections are attached hereto as **Annex A** and are an integral part of this declaration.

7. I declare that I have the necessary qualifications and ability to devote sufficient time for the fulfillment of my role as a director of the Company, considering, among other things, the Company's special needs and size.
8. In order to ascertain whether I qualify to serve as an independent director (**Please mark if relevant**), I hereby declare as follows:
- ☐ Neither I nor my relatives, partners, employers, those that I am subordinate to, directly or indirectly, or entities under my control, on the date of appointment or during the two years prior thereto, have any affiliation³ to the Company, a controlling shareholder of the Company or to a relative of a controlling shareholder as of the appointment date, or to another entity⁴, as of the date I am to be appointed as a director, or at any time during the two years preceding such date;
- ☐ My other positions or business activities do not create, and are unlikely to create, a conflict of interest with my responsibilities as a director, and they will not interfere with my ability to serve as a director.
- ☐ I am not an employee of the Israeli Securities Authority or of a stock exchange in Israel.
- ☐ I have not served as a director in the Company for a consecutive period of more than nine years.

For the purpose of the declaration under this Section: a cessation of service for a period of two years or less shall not be considered a break in consecutive service.

For the purpose of this Section an "independent director" shall mean a director that meets all requirements and qualifications set forth in Section 8 above.

☐ I do not comply with one or more of the requirements set forth above.

9. My holdings in shares and/or convertible securities and/or bonds and/or of the Company, a subsidiary of the Company or an affiliate of the Company, are detailed as follows:

Name of Company	Certificate Number	Number of Securities	Equity %	Voting %

I acknowledge that I am required to immediately inform the Company upon any increase or decrease in my holdings in shares and/or convertible securities of the Company, a subsidiary of the Company or an affiliate of the Company.

³ For this Section, "affiliation" shall mean: Employment, business or professional relationship maintained on a regular basis or control, and service as an office holder, excluding service as a director of a company prior to the first offering of its shares to the public if such director was appointed as a director of the company in order to serve as an external director following the initial public offering, excluding certain limited exceptions set forth in the Israeli Companies Regulations - 2006, and excluding service as a director in the Company prior to being classified as an independent director.

⁴ For this Section, "another entity" shall mean: A company that its controlling shareholder, as of the date of appointment, or at any time during the two years preceding such date, is the Company or the controlling shareholder in the Company.

10. I am an employee of the Company, a subsidiary of the Company, an affiliate of the Company or of an interested party in the Company, as follows:

☐ Yes (if relevant, please describe the positions in which you serve)

☒ No

11. I am an interested party in the Company or a relative of a senior office holder of the Company or of an interested party in the Company:

☐ Yes (if relevant, please provide details)

☒ No

12. I acknowledge that the Company will use this declaration to ascertain if I am qualified to serve as a director of the Company, and that the Company's board of directors will rely on this declaration for such determination.

13. I will immediately inform the Company upon any event which may result in my inability to meet the above-mentioned qualifications.

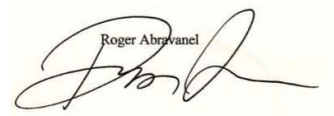
14. I hereby declare that I have read the Company's enforcement policy, and I undertake to act in accordance with the said policy and prevent and refrain from any prohibitions set forth in the policy.

15. Following my careful reading and understanding of all of the above, I declare that all of the above is true and that my identifying particulars are accurate and complete, and were written in my handwriting by me, and that I am aware that the abovementioned provisions of the Companies Law are not a complete and final list, and that I know my obligations and full rights under the Companies Law.

Furthermore, I declare that I am not aware of any additional information that may impact my service as a director of the Company and/or the resolution of the Company's audit committee regarding my compliance with the eligibility requirements to serve as an independent director and that if I was aware of any such information I would have stated so in this declaration.

ROGER ABRAVANEL

YB9262868



Name

ID/ Passport

Signature

Annex A
Sections 225-227 of the Companies Law, 1999

225. (a) Whoever is a candidate for service as a Director shall disclose to whoever appoints him –
- (1) whether he was convicted by a verdict of an offense said in section 226(a) and the period during which under section 226 he must not serve as Director has not yet passed;
 - (2) whether he was convicted by a verdict of an offense said in section 226(a1) and the period set by the Court under that subsection has not yet passed;
 - (3) whether the Administrative Enforcement Committee imposed on him means of enforcement that prohibit his service as Director of any public company or of any private company that is a debentures company and the period that the Administrative Enforcement Committee set in the said decision has not yet passed.
- (b) In this Article –
- "means of enforcement"** – means of enforcement said in section 52DDD of the Securities Law that were imposed under Chapter Eight "D" of the Securities Law, under Chapter Seven "B" of the Regulation of Investment Counseling, Investment Marketing and Portfolio Management Law 5755-1995, or under Chapter Ten "A" of the Joint Investment Trusts Law 5754-1994, as the case may be;
- "Administrative Enforcement Committee"** – the Committee appointed under section 52FF(b) of the Securities Law;
- "verdict"** – a verdict in the first instance.

Restriction on an appointment because of a conviction

226. (a) A person shall not be appointed Director in a public company or in a private company that is a debentures company, if he was convicted by a verdict of one of the offenses specified below, except if five years have passed since the verdict that convicted him was handed down:
- (1) offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law 5737-1977 and under sections 52C, 52D, 53(a) and 54 of the Securities Law;
 - (2) conviction by a Court abroad for an offense of bribery, deceit, offenses of Directors of a body corporate or offenses of the use of inside information;
 - (3) repealed.
- (a1) A person convicted by a verdict of an offense not enumerated in subsection (a) shall not be appointed Director of a public company or of a private company that is a debentures company, if the Court determined that – because of its nature, severity or circumstances – he is not fit to serve as Director of a public company or of a private company that is a debentures company during a period that the Court prescribed and that shall not exceed five years, beginning with the day of the verdict.
- (b) At the time of the conviction or thereafter the Court may determine – on petition by a person who wants to be appointed Director and paying special attention, inter alia, to the circumstances under which the offense was committed, that it does not prevent him from serving as Director of a public company or of a private company that is a debentures company in spite of his conviction for offenses said in subsection (a) or that the period during which he cannot serve as Director of a public

company or of a private company that is a debentures company shall be shorter than five years.

- (c) The Minister may designate offenses in addition to those designated in subsection (a)(1).
- (d) The Court – and if appeal was brought, the Appeals Court – may order a stay of implementation of appointment restrictions or of the lapse of service under this section until a date that it shall set, on conditions that it deems appropriate.

Restriction on appointments due to decisions of the Administrative Enforcement Committee

226A. If the Administrative Enforcement Committee imposed on a person means of enforcement that prohibit him from serving as Director of a public company or of a private company that is a debentures company, that person shall not be appointed Director of a company in which he is prohibited from serving as Director under that decision.

Restrictions on appointments

- 227. (a) A minor, a legally incompetent or a person who was declared bankrupt as long as he has not been discharged shall not be appointed Director and also not a body corporate that resolved on voluntary liquidation or against which a liquidation order was made.
- (b) A candidate for Director, to whom what is said in subsection (a) applies, shall disclose that to whoever makes the appointment.

Annex C

Companies Regulations (Conditions and Criteria for Directors with Accounting and Financial Expertise and for Directors with Professional Expertise) 5766-2005

Director with accounting and financial expertise

1. A Director with accounting and financial expertise is a person who by his education, experience and capability has great skill in and understanding of business accounting subjects and financial reports, which enables him to understand the company's financial reports in depth and to lead the discussion of the way the financial data are presented; the Board of Directors shall evaluate a Director's accounting and financial skills, taken into account – inter alia – his education, experience and knowledge of the following subjects:
 - (1) accounting problems and auditing problems characteristic of the branch of industry in which the company operates and of companies of the size and complexity of the company;
 - (2) responsibilities of an auditor and the obligations imposed on him;
 - (3) the preparation of financial reports and their approval under the Law and under the Securities Law

Director with professional expertise

2. (a) A Director with professional expertise is a person for whom one of the following holds true:
 - (1) he holds an academic degree in one of the following professions: economics, business administration, auditing, law, public administration;
 - (2) he holds another academic degree or has completed other higher education studies, all within the main sphere of the company's activity or in a sphere relevant to the position;
 - (3) he has at least five years experience in one of these, or he has at least five cumulative years of experience in two or more of these:
 - (a) in a high ranking position in the business management of a body corporate with a significant volume of business;
 - (b) in a high ranking public office or in a high ranking position in the public service;
 - (c) in a high ranking position in the main sphere of activity of the company's activity.
- (b) The Board of Directors shall evaluate a candidate's professional qualification for serving as Director, as said in subregulation (a).

Declaration

3. (a) In the declaration under section 241 of the Law the candidate shall also declare his education and experience, as far as relevant, in order to examine whether the conditions and qualifications under these regulations apply, and he shall attach documents and certificates that support his declaration.
- (b) If the Board of Directors is required to evaluate the accounting and financial expertise of a Director, in order to comply with the minimum number prescribed

under section 92(a)(12) of the Law, then the Director shall make the declaration as said in subregulation (a).

Effect

4. These regulations shall go into effect thirty days after their publication.
(Date of publication: December 20, 2005 – Tr.)

19.5.2024 -1/1
ינוי, 2022

לכבוד
הפניקס אחזקות בע"מ

ג.א.נ.,

הנדון: הצהרת דירקטור

הואיל וברצונה של הפניקס אחזקות בע"מ (להלן: "החברה") למנות את הח"מ כדירקטור בחברה;

והואיל ועל-פי הוראות חוק החברות, התשנ"ט-1999 (להלן: "החוק"), לשם מינוי הח"מ כדירקטור, עליו למלא אחר תנאי כשירות מסוימים הקבועים בחוק;

לפיכך, אני, הח"מ, אליעזר יונס, נושא ת.ז. שמספרה 050934637, תאריך לידה 7.10.1958, שמעני 1951 -1/1

ז'בוטינסקי 60 תל-אביב נתינות ישראלית מצהיר בזה כדלהלן:

- המבוא לעיל הינו חלק בלתי נפרד מהצהרתי זו.
- כל המונחים בהצהרה זו יפורשו כמשמעותם בחוק.
- הריני מאשר/ת את הסכמתי לכהן כדירקטור/ית בחברה.
- להלן פרטים אודות השכלתי¹, כישורי וניסיוני המקצועי² הרלוונטיים לשם בחינה האם בידיי כישורים (לרבות השכלתי וניסיוני המקצועי) לכהן כדירקטור בחברה והאם מתקיימים בי התנאים והמבחנים להערכת מומחיות חשבונאית ופיננסית ו/או להערכת המיומנות וההבנה בתחום עיסוקה העיקרי של החברה (יחד להלן: "הדרישות המקצועיות"):

השכלתי:

שם המוסד האקדמאי	תחום	תואר
האוניברסיטה העברית	כלכלה וסוציולוגיה	BA
האוניברסיטה העברית	מנהל עסקים	MA

התעסקותי בחמש השנים האחרונות

התפקיד	מקום העבודה	משך הזמן שמילא בתפקיד
עסקים פרטים וייעוץ	עצמאי	10 שנים

חברות אחרות בהן אני מכהן/מכהנת ו/או כיהנתי כדירקטור/ית בחמש השנים האחרונות:

¹ יציגו כל התחומים שבהם נרכשה השכלתו של הדירקטור, המוסד שבו נרכשה והתואר האקדמאי או התעודה המקצועית שהוא מחזיק בהם. תפורט, ככל שישנה, השכלה המקנה לדירקטור, להערכתו, מיומנות גבוהה והבנה בנושאים עסקיים – חשבונאיים ודוחות כספיים, באופן המאפשר לו להבין לעומק את הדוחות הכספיים של החברה ולעורר דיון בקשר לאופן הצגתם של הנתונים הכספיים.

² יפורט, ככל שישנם, הניסיון והכישורים המקנים לדירקטור, להערכתו, מיומנות כספית גבוהה והבנה בנושאים עסקיים – חשבונאיים ודוחות כספיים, באופן המאפשר לו להבין לעומק את הדוחות הכספיים של החברה ולעורר דיון בקשר לאופן הצגתם של הנתונים הכספיים. יציגו התפקיד, שם מקום העבודה ומשך הזמן שמילא בכל תפקיד.

• יש לצרף מסמכים ותעודות התומכים בהצהרה לפי סעיף זה.

לעניין ההצהרה לפי סעיף 4 להלן:

דירקטור בעל מומחיות חשבונית ופיננסית: דירקטור בעל מומחיות חשבונית ופיננסית הוא מי שבשל השכלתו, ניסיונו וכישוריו הוא בעל מיומנות גבוהה והבנה בנושאים עסקיים – חשבונאיים ודוחות כספיים באופן המאפשר לו להבין לעומק את הדוחות הכספיים של החברה ולעורר דיון בקשר לאופן הצגתם של הנתונים הכספיים; הערכת מיומנותו החשבונית והפיננסית של דירקטור תיעשה בידי הדירקטוריון, ויובאו במכלול השיקולים, בין השאר, השכלתו, ניסיונו, וידעותיו בנושאים אלה: (1) סוגיות חשבוניות וסוגיות בקרה חשבונית האופייניות לענף שבו פועלת החברה ולחברות בסדר הגודל והמורכבות של החברה; (2) תפקידיו של רואה החשבון המבקר והחובות המוטלות עליו; (3) הכנת דוחות כספיים ואישורם לפי החוק ולפי חוק ניירות ערך.

לפיכך הנני מצהיר/ה כמיועדת/ת לכהונה כדירקטור בחברה, כי בשל השכלתי ואו ניסיוני ואו כישורי יש לי, להערכתי, מיומנות גבוהה והבנה בנושאים המפורטים להלן:

[X] סוגיות חשבוניות וסוגיות בקרה חשבונית המאופיינות לענף שבו פועלת החברה ולחברות בסדר הגודל והמורכבות של החברה.

[X] תפקידיו של רואה החשבון המבקר והחובות המוטלות עליו.

[X] הכנת דוחות כספיים ואישורם לפי החוק ולפי חוק ניירות ערך, התשכ"ח – 1968;

[] אף אחד מהמפורטים לעיל;

ולאור האמור לעיל, הנני כשיר/ה, למיטב הבנתי, לשמש כדירקטור/ית בעלת מומחיות חשבונית ופיננסית:

[X] כן

[] לא

5. ידוע לי כי הצהרתי זו תשמש את החברה לשם בחינה האם מתקיימים בי התנאים והמבחנים לפי תקנות החברות לעניין מומחיות חשבונית ופיננסית.

6. אני מצהיר כי אני כשיר להתמנות כדירקטור בחברה ציבורית לפי הוראות סעיפים 225-227 לחוק לעניין הגבלת מינוי קטין, פסול דין, הגבלת מינוי עקב הרשעה או פשיטת רגל. הוראות הסעיפים בנוסחם במועד החתימה על הצהרה זו, מפורטות בנספח א' המצורף להצהרה זו ומהווה חלק בלתי נפרד הימנה.

7. אני מצהיר כי יש לי את הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקידי כדירקטור בחברה, בשים לב, בין השאר, לצרכיה המיוחדים של החברה ולגודלה.

8. לצורך הבחינה אם הנני דירקטור/ית בלתי תלוי/ה (יש למלא אם רלבנטי), הנני מצהיר כדלקמן:

[] אין לי, לקרובי, לשותפי, למעבידי, למי שאני כפוף לו במשרתי או בעקיפין או לתאגיד שאני בעל שליטה בו, במועד המינורי או בשנתיים שקדמו למועד המינורי, זיקה³ לחברה, לבעל השליטה בחברה או לקרוב של בעל השליטה במועד המינורי או לתאגיד אחר⁴, לרבות כי במועד בו אני אמור להתמנות כדירקטור וכן במהלך השנתיים שקדמו למועד זה;

[] תפקידי או עיסוקי האחרים אינם יוצרים או עלולים ליצור ניגוד עניינים עם תפקידי כדירקטור ואין בהם כדי לפגוע ביכולתי לכהן כדירקטור.

[] אינני עובד/ת של רשות ניירות ערך וכן אינני עובד/ת של בורסה בישראל.

[] אינני מכהן כדירקטור בחברה מעל תשע שנים ברציפות.

לעניין ההצהרה לפי סעיף זה: לא יראו בהפסקת כהונה שאינה עולה על שנתיים כמפסיקה את רצף הכהונה.

לעניין סעיף זה "דירקטור בלתי תלוי" הינו דירקטור המקיים את כל התנאים והמבחנים בסעיף 8 לעיל.

[] לא מתקיימים לגביי כל או חלק מהתנאים והמבחנים הנקובים לעיל, ולפיכך אינני עונה על הגדרת "דירקטור בלתי תלוי".

9. החזקותיי במניות ו/או ניירות ערך המירים של החברה, חברה בת שלה או בחברה קשורה שלה, הינן כמפורט להלן:

שם החברה	מספר נייר	כמות ניירות ערך	% בהון	% בהצבעה
הפניקס אחזקות (מניות)	767012	62,800		
הפניקס אחזקות (אג"ח)	7670284	172,000 ע"נ		

ידוע לי כי עליי לדווח לאלתר לחברה על כל גידול או קיטון בהחזקותיי במניות ו/או בניירות ערך המירים של החברה, חברה בת או בחברה קשורה של החברה.

10. הנני עובד/בעל תפקיד של החברה, חברה בת שלה, חברה קשורה שלה או של בעל עניין בחברה כמפורט להלן:

[] כן (אם כן פרט את התפקידים שהינך ממלא כאמור).

[X] לא

³ לעניין סעיף זה "זיקה": קיום יחסי עבודה, קיום קשרים עסקיים או מקצועיים דרך כלל או שליטה, וכן כהונה כנושא משרה, למעט כהונה כנושא משרה, למעט כהונה של דירקטור שמונה כדי לכהן כדירקטור חיצוני בחברה שעומדת להציע לראשונה מניות לציבור, למעט חריגים על פי תקנות החברות (עניינים שאינם מהווים זיקה), התשס"ז – 2006 ולמעט כהונה כדירקטור בחברה טרם הסיווג כדירקטור בלתי תלוי.

⁴ לעניין סעיף זה "תאגיד אחר" – תאגיד שבעל השליטה בו, במועד המינורי או בשנתיים שקדמו למועד המינורי, הוא החברה או בעל השליטה בה.

11. הנני בעל עניין בחברה או בן משפחה של נושא משרה בכירה בחברה או של בעל עניין בחברה:

[] כן (אם כן אנא פרט).

[X] לא

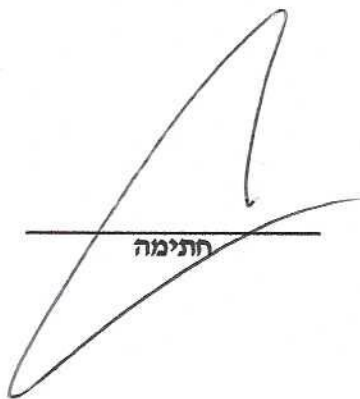
12. ידוע לי כי הצהרה זו תשמש את דירקטוריון החברה לקביעה האם אני כשיר להתמנות כדירקטור בחברה וכי דירקטוריון החברה מסתמך על הצהרתי זו לשם קביעה כאמור.

13. אני מתחייב להודיע לדירקטוריון בהקדם האפשרי בדבר כל אירוע העלול לגרום לכך כי לא אעמוד בתנאי הכשירות הקבועים לעיל.

14. הנני מצהיר, כי קראתי והבנתי את תוכנית האכיפה של החברה וכי אני מתחייב בזאת לפעול על פיה ולמנוע ולהימנע מכל האיסורים לפיה.

15. לאחר שקראתי בעיון והבנתי את האמור לעיל, הנני מצהיר/ה כי על האמור לעיל הינו אמת לאמיתה וכי הפרטים המזהים הינם מדויקים ומלאים ונכתבו על ידי ובכתב ידי וכי ידוע לי כי הוראות חוק החברות המובאות לעיל אינן רשימה ממצה וסופי וכי חובותיי וזכויותיי המלאות כל פי החוק ידועות לי.

כמו כן, לא ידוע לי כל פרט מהותי נוסף שיכול להשפיע על כהונתי כדירקטור ו/או על קביעת ועדת הביקורת של החברה הדבר עמידתי בתנאים ובמבחני כשירות לכהן כדירקטור בלתי תלוי וכי אם היה ידוע לי פרט שכזה הייתי מציין בהצהרה.


חתימה

050934637

ת.ז.

אליעזר יונס

שם

To:

May 20, 2024

Phoenix Holdings Ltd.

To Whom it May Concern,

DIRECTOR DECLARATION

Whereas, The Phoenix Holdings Ltd. (the "**Company**") desires to appoint the undersigned to serve as a director of the Company;

Whereas, pursuant to the Israeli Companies Law, 1999 (the "**Companies Law**"), in order to appoint the undersigned as a director, the undersigned must satisfy certain qualifications as set forth in the Companies Law;

therefore, I, Ben Carlton Langworthy, ID/Passport number 683533858, date of birth 12 August 1978, with an address at Flat G, 1-4 Eaton Square, Belgravia, London, SW1W 9DA, United Kingdom, a citizen of USA, hereby declare as follows:

1. The preamble above is an integral part of my declaration.
2. All terms used in this declaration shall be interpreted as defined in the Companies Law.
3. I hereby consent to serve as a director of the Company.
4. The following are relevant details regarding my education¹, skills and professional experience², for the examination of my qualification (including my education, skills and professional experience) to serve as a director of the Company, and in order to ascertain if I meet the eligibility requirements and qualifications regarding accounting and financial expertise and/or business expertise and knowledge of the Company's primary business activities (together, the "**Professional Qualifications**"):

Education:

Degree	Field	Academic Institution
Master of Business Administration	Business Administration	Harvard Business School
Bachelor of Arts	Economics	Yale University

Business experience during the past five years:

Position	Place of Employment	Dates in which served in each position
Senior Managing Director	Centerbridge Partners Europe, LLP	Senior Managing Director since 2012

¹ Please specify all the fields in which the director is educated, the educational institution and the academic degree or professional diploma awarded to the director. Please specify, if applicable, areas of knowledge which, in the director's opinion, contributes significant expertise regarding issues relating to business-accounting and financial statements, which enable the director to understand the Company's financial statements and initiate a discussion with respect to the presentation of financial data.

² Please specify, if applicable, the skills and professional experience which, in the director's opinion, contributes significant expertise regarding issues relating to business-accounting and financial statements, which enables the director to understand the Company's financial statements and initiate a discussion with respect to the presentation of financial data. Please state the position, place of employment and duration of service in each specific position.

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Other companies in which I serve and/or have served as a director or a member of a committee of the board of directors during the past five years:

Current Directorships*:

Fortuna Holdings Limited and Fortuna Topco Limited; Phoenix Holdings Ltd.; Auxmoney Europe Holding Limited

Former Directorships within the past five years:

Bonhom SAS; Banca Farmafactoring S.p.A.; Cepal Holdings S.A.; FB Lux Holdings GP S.A.; FB Lux Holdings S.C.A.; FB Lux Holdings MIP S.C.A.; Resort Finance America, LLC; Senvion S.A.; Senvion Holding GmbH

* Note: Mr. Langworthy is also a member of the Advisory Council of Aareal Bank AG, which is a body formed by the company to seek advice, and not a director of Aareal Bank AG.

- **Please attach documents and certificates supporting this section of the Declaration.**

With respect to Section 4 of the Declaration:

A director with Accounting and Financial Expertise: A Director with accounting and financial expertise shall mean, a person who due to his/her education, skills and professional experience has significant expertise and understanding of business-accounting matters and financial statements, which enables him/her to fully understand the Company's financial statements and initiate a discussion with respect to the presentation of financial data; the evaluation of the director's accounting and financial expertise will be conducted by the board of directors, and among other considerations, directors education and skills shall be considered with respect to the following: (1) Accounting matters and financial control matters characteristic of the industry in which the Company operates and of companies of the Company's size and complexity; (2) The role of the independent auditor and the obligations imposed on the independent auditor; (3) Preparing financial statements and the approval thereof in accordance with the Companies Law and the Securities Law.

Therefore, as a candidate to serve on the Company's board of directors, I hereby declare that due to my education and/or experience and/or skills I have significant expertise and understanding of the matters listed below:

- ☒ [X] Accounting matters and financial control matters characteristic of the industry in which the Company operates and of companies of the Company's size and complexity;
- ☐ [] The role of the independent auditor and the obligations imposed on the independent auditor;
- ☐ [] Preparing financial statements and the approval thereof in accordance with the Companies Law and the Securities Law;
- ☐ [] None of the items listed above.

And in light of the above, I'm qualified, to the best of my understanding, to serve as a director with accounting and financial expertise:

☒ Yes

☐ No

5. I acknowledge that the Company will use this declaration to ascertain if I meet the requirements and qualifications according to the Companies Regulations, regarding accounting and financial expertise.
6. I hereby declare that I meet the eligibility requirements for service as a director of a public company as set forth in Sections 225-227 of the Companies Law, regarding restrictions to appointing a minor or legally incompetent person, and the restrictions to appointment due to conviction or bankruptcy. The provisions of said sections are attached hereto as **Annex A** and are an integral part of this declaration.
7. I declare that I have the necessary qualifications and ability to devote sufficient time for the fulfillment of my role as a director of the Company, considering, among other things, the Company's special needs and size.
8. In order to ascertain whether I qualify to serve as an independent director (**Please mark if relevant**), I hereby declare as follows:

☐ Neither I nor my relatives, partners, employers, those that I am subordinate to, directly or indirectly, or entities under my control, on the date of appointment or during the two years prior thereto, have any affiliation³ to the Company, a controlling shareholder of the Company or to a relative of a controlling shareholder as of the appointment date, or to another entity⁴, as of the date I am to be appointed as a director, or at any time during the two years preceding such date;

☐ My other positions or business activities do not create, and are unlikely to create, a conflict of interest with my responsibilities as a director, and they will not interfere with my ability to serve as a director.

☐ I am not an employee of the Israeli Securities Authority or of a stock exchange in Israel.

☐ I have not served as a director in the Company for a consecutive period of more than nine years.

For the purpose of the declaration under this Section: a cessation of service for a period of two years or less shall not be considered a break in consecutive service.

For the purpose of this Section an "independent director" shall mean a director that meets all requirements and qualifications set forth in Section 8 above.

☒ I do not comply with one or more of the requirements set forth above.

9. My holdings in shares and/or convertible securities and/or bonds and/or of the Company, a subsidiary of the Company or an affiliate of the Company, are detailed as follows:

³ For this Section, "affiliation" shall mean: Employment, business or professional relationship maintained on a regular basis or control, and service as an office holder, excluding service as a director of a company prior to the first offering of its shares to the public if such director was appointed as a director of the company in order to serve as an external director following the initial public offering, excluding certain limited exceptions set forth in the Israeli Companies Regulations - 2006, and excluding service as a director in the Company prior to being classified as an independent director.

⁴ For this Section, "another entity" shall mean: A company that its controlling shareholder, as of the date of appointment, or at any time during the two years preceding such date, is the Company or the controlling shareholder in the Company.

Name of Company	Certificate Number	Number of Securities	Equity %	Voting %
None				

I acknowledge that I am required to immediately inform the Company upon any increase or decrease in my holdings in shares and/or convertible securities of the Company, a subsidiary of the Company or an affiliate of the Company.

10. I am an employee of the Company, a subsidiary of the Company, an affiliate of the Company or of an interested party in the Company, as follows:

☒ Yes (if relevant, please describe the positions in which you serve)

☐ No

Senior Managing Director at Centerbridge (indirect shareholder of Phoenix Holdings Ltd)

11. I am an interested party in the Company or a relative of a senior office holder of the Company or of an interested party in the Company:

☐ Yes (if relevant, please provide details)

☒ No

12. I acknowledge that the Company will use this declaration to ascertain if I am qualified to serve as a director of the Company, and that the Company's board of directors will rely on this declaration for such determination.

13. I will immediately inform the Company upon any event which may result in my inability to meet the above-mentioned qualifications.

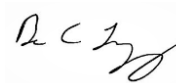
14. I hereby declare that I have read the Company's enforcement policy, and I undertake to act in accordance with the said policy and prevent and refrain from any prohibitions set forth in the policy.

15. Following my careful reading and understanding of all of the above, I declare that all of the above is true and that my identifying particulars are accurate and complete, and were written in my handwriting by me, and that I am aware that the abovementioned provisions of the Companies Law are not a complete and final list, and that I know my obligations and full rights under the Companies Law.

Furthermore, I declare that I am not aware of any additional information that may impact my service as a director of the Company and/or the resolution of the Company's audit committee regarding my compliance with the eligibility requirements to serve as an independent director and that if I was aware of any such information I would have stated so in this declaration.

Ben Carlton Langworthy
Name

683533858
ID/ Passport


Signature

Annex A
Sections 225-227 of the Companies Law, 1999

225. (a) Whoever is a candidate for service as a Director shall disclose to whoever appoints him –
- (1) whether he was convicted by a verdict of an offense said in section 226(a) and the period during which under section 226 he must not serve as Director has not yet passed;
 - (2) whether he was convicted by a verdict of an offense said in section 226(a1) and the period set by the Court under that subsection has not yet passed;
 - (3) whether the Administrative Enforcement Committee imposed on him means of enforcement that prohibit his service as Director of any public company or of any private company that is a debentures company and the period that the Administrative Enforcement Committee set in the said decision has not yet passed.
- (b) In this Article –
- "means of enforcement"** – means of enforcement said in section 52DDD of the Securities Law that were imposed under Chapter Eight "D" of the Securities Law, under Chapter Seven "B" of the Regulation of Investment Counseling, Investment Marketing and Portfolio Management Law 5755-1995, or under Chapter Ten "A" of the Joint Investment Trusts Law 5754-1994, as the case may be;
- "Administrative Enforcement Committee"** – the Committee appointed under section 52FF(b) of the Securities Law;
- "verdict"** – a verdict in the first instance.

Restriction on an appointment because of a conviction

226. (a) A person shall not be appointed Director in a public company or in a private company that is a debentures company, if he was convicted by a verdict of one of the offenses specified below, except if five years have passed since the verdict that convicted him was handed down:
- (1) offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law 5737-1977 and under sections 52C, 52D, 53(a) and 54 of the Securities Law;
 - (2) conviction by a Court abroad for an offense of bribery, deceit, offenses of Directors of a body corporate or offenses of the use of inside information;
 - (3) repealed.
- (a1) A person convicted by a verdict of an offense not enumerated in subsection (a) shall not be appointed Director of a public company or of a private company that is a debentures company, if the Court determined that – because of its nature, severity or circumstances – he is not fit to serve as Director of a public company or of a private company that is a debentures company during a period that the Court prescribed and that shall not exceed five years, beginning with the day of the verdict.
- (b) At the time of the conviction or thereafter the Court may determine – on petition by a person who wants to be appointed Director and paying special attention, inter alia, to the circumstances under which the offense was committed, that it does not prevent him from serving as Director of a public company or of a private company that is a debentures company in spite of his conviction for offenses said

in subsection (a) or that the period during which he cannot serve as Director of a public company or of a private company that is a debentures company shall be shorter than five years.

- (c) The Minister may designate offenses in addition to those designated in subsection (a)(1).
- (d) The Court – and if appeal was brought, the Appeals Court – may order a stay of implementation of appointment restrictions or of the lapse of service under this section until a date that it shall set, on conditions that it deems appropriate.

Restriction on appointments due to decisions of the Administrative

Enforcement Committee

226A. If the Administrative Enforcement Committee imposed on a person means of enforcement that prohibit him from serving as Director of a public company or of a private company that is a debentures company, that person shall not be appointed Director of a company in which he is prohibited from serving as Director under that decision.

Restrictions on appointments

- 227. (a) A minor, a legally incompetent or a person who was declared bankrupt as long as he has not been discharged shall not be appointed Director and also not a body corporate that resolved on voluntary liquidation or against which a liquidation order was made.
- (b) A candidate for Director, to whom what is said in subsection (a) applies, shall disclose that to whoever makes the appointment.

Annex C

Companies Regulations (Conditions and Criteria for Directors with Accounting and Financial Expertise and for Directors with Professional Expertise) 5766-2005

Director with accounting and financial expertise

1. A Director with accounting and financial expertise is a person who by his education, experience and capability has great skill in and understanding of business accounting subjects and financial reports, which enables him to understand the company's financial reports in depth and to lead the discussion of the way the financial data are presented; the Board of Directors shall evaluate a Director's accounting and financial skills, taken into account – inter alia – his education, experience and knowledge of the following subjects:
 - (1) accounting problems and auditing problems characteristic of the branch of industry in which the company operates and of companies of the size and complexity of the company;
 - (2) responsibilities of an auditor and the obligations imposed on him;
 - (3) the preparation of financial reports and their approval under the Law and under the Securities Law

Director with professional expertise

2. (a) A Director with professional expertise is a person for whom one of the following holds true:
 - (1) he holds an academic degree in one of the following professions: economics, business administration, auditing, law, public administration;
 - (2) he holds another academic degree or has completed other higher education studies, all within the main sphere of the company's activity or in a sphere relevant to the position;
 - (3) he has at least five years experience in one of these, or he has at least five cumulative years of experience in two or more of these:
 - (a) in a high ranking position in the business management of a body corporate with a significant volume of business;
 - (b) in a high ranking public office or in a high ranking position in the public service;
 - (c) in a high ranking position in the main sphere of activity of the company's activity.
- (b) The Board of Directors shall evaluate a candidate's professional qualification for serving as Director, as said in subregulation (a).

Declaration

3. (a) In the declaration under section 241 of the Law the candidate shall also declare his education and experience, as far as relevant, in order to examine whether the conditions and qualifications under these regulations apply, and he shall attach documents and certificates that support his declaration.

- (b) If the Board of Directors is required to evaluate the accounting and financial expertise of a Director, in order to comply with the minimum number prescribed under section 92(a)(12) of the Law, then the Director shall make the declaration as said in subregulation (a).

Effect

- 4. These regulations shall go into effect thirty days after their publication.
(*Date of publication: December 20, 2005 – Tr.*)

ג.א.נ.,

הנדון: הצהרת דירקטור

הואיל וברצונה של הפניקס אחזקות בע"מ (להלן: "החברה") למנות את הח"מ כדירקטור בחברה;
והואיל ועל-פי הוראות חוק החברות, התשנ"ט-1999 (להלן: "החוק"), לשם מינוי הח"מ כדירקטור, עליו למלא
אחר תנאי כשירות מסוימים הקבועים בחוק;

לפיכך, אני, הח"מ, אהוד שפירא, נושא ת.ז. שמספרה 008370991, תאריך לידה 5 באוקטובר 1944 שמעני
בלקינד 1 תל אביב נתינות _ישראלית מצהיר בזה כדלהלן:

1. המבוא לעיל הינו חלק בלתי נפרד מהצהרתי זו.
2. כל המונחים בהצהרה זו יפורשו כמשמעותם בחוק.
3. הריני מאשר/ת את הסכמתי לכהן כדירקטור/ית בחברה.
4. להלן פרטים אודות השכלתי¹, כישורי וניסיוני המקצועי² הרלוונטיים לשם בחינה האם בידיי כישורים
(לרבות השכלתי וניסיוני המקצועי) לכהן כדירקטור בחברה והאם מתקיימים בי התנאים והמבחנים
להערכת מומחיות חשבונאית ופיננסית ו/או להערכת המיומנות וההבנה בתחום עיסוקה העיקרי של
החברה (יחד להלן: "הדרישות המקצועיות"):

השכלתי:

שם המוסד האקדמאי	תחום	תואר
N.Y.U.	כלכלה ומימון	Ph.d
N.Y.U.	כלכלה ומימון	MA
הטכניון, חיפה	כלכלה וחקר ביצועים	M.Sc
אוניברסיטת תל אביב	כלכלה וסטטיסטיקה	BA

התעסקותי בחמש השנים האחרונות

משך הזמן שמילא בתפקיד	מקום העבודה	התפקיד
2019-	הפניקס אחזקות	דירקטור
2007-	סמלת	דירקטור
2008-	ביראד	דירקטור

¹ יצוינו כל התחומים שבהם נרכשה השכלתו של הדירקטור, המוסד שבו נרכשה והתואר האקדמאי או התעודה המקצועית שהוא מחזיק בהם. תפורט, ככל שישנה, השכלה המקנה לדירקטור, להערכתו, מיומנות גבוהה והבנה בנושאים עסקיים – חשבונאיים ודוחות כספיים, באופן המאפשר לו להבין לעומק את הדוחות הכספיים של החברה ולעורר דיון בקשר לאופן הצגתם של הנתונים הכספיים.
² יפורט, ככל שישנם, הניסיון והכישורים המקנים לדירקטור, להערכתו, מיומנות כספית גבוהה והבנה בנושאים עסקיים – חשבונאיים ודוחות כספיים, באופן המאפשר לו להבין לעומק את הדוחות הכספיים של החברה ולעורר דיון בקשר לאופן הצגתם של הנתונים הכספיים. יצוינו התפקיד, שם מקום העבודה ומשך הזמן שמילא בכל תפקיד.

<u>דירקטור</u>	<u>סמלת מימון</u>	<u>2021-</u>
<u>דירקטור</u>	<u>ד"ר אהוד שפירא ניהול בע"מ</u>	<u>2010-</u>

חברות אחרות בהן אני מכהן/מכהנת ו/או כיהנתי כדירקטור/ית בחמש השנים האחרונות:

יו"ר דירקטור ריון- גו.די.אם 10.2020-12.2021

• יש לצרף מסמכים ותעודות התומכים בהצהרה לפי סעיף זה.

לעניין ההצהרה לפי סעיף 4 להלן:

דירקטור בעל מומחיות חשבונאית ופיננסית: דירקטור בעל מומחיות חשבונאית ופיננסית הוא מי שבשל השכלתו, ניסיונו וכישוריו הוא בעל מיומנות גבוהה והבנה בנושאים עסקיים – חשבונאיים ודוחות כספיים באופן המאפשר לו להבין לעומק את הדוחות הכספיים של החברה ולעורר דיון בקשר לאופן הצגתם של הנתונים הכספיים; הערכת מיומנותו החשבונאית והפיננסית של דירקטור תיעשה בידי הדירקטוריון, ויובאו במכלול השיקולים, בין השאר, השכלתו, ניסיונו, וידיעותיו בנושאים אלה: (1) סוגיות חשבונאיות וסוגיות בקרה חשבונאית האופייניות לענף שבו פועלת החברה ולחברות בסדר הגודל והמורכבות של החברה; (2) תפקידיו של רואה החשבון המבקר והחובות המוטלות עליו; (3) הכנת דוחות כספיים ואישורם לפי החוק ולפי חוק ניירות ערך.

לפיכך הנני מצהיר/ה כמיועדת/לכהונה כדירקטור בחברה, כי בשל השכלתי ו/או ניסיוני ו/או כישורי יש לי, להערכתי, מיומנות גבוהה והבנה בנושאים המפורטים להלן:

[X] סוגיות חשבונאיות וסוגיות בקרה חשבונאית המאופיינות לענף שבו פועלת החברה ולחברות בסדר הגודל והמורכבות של החברה.

[X] תפקידיו של רואה החשבון המבקר והחובות המוטלות עליו.

[X] הכנת דוחות כספיים ואישורם לפי החוק ולפי חוק ניירות ערך, התשכ"ח – 1968;

[] אף אחד מהמפורטים לעיל;

ולאור האמור לעיל, הנני כשיר/ה, למיטב הבנתי, לשמש כדירקטור/ית בעלת מומחיות חשבונאית ופיננסית:

[X] כן

[] לא

5. ידוע לי כי הצהרתי זו תשמש את החברה לשם בחינה האם מתקיימים בי התנאים והמבחנים לפי תקנות החברות לעניין מומחיות חשבונאית ופיננסית.

6. אני מצהיר כי אני כשיר להתמנות כדירקטור בחברה ציבורית לפי הוראות סעיפים 225-227 לחוק לעניין הגבלת מינוי קטין, פסול דין, הגבלת מינוי עקב הרשעה או פשיטת רגל. הוראות הסעיפים בנוסחם במועד החתימה על הצהרה זו, מפורטות בנספח א' המצורף להצהרה זו ומהווה חלק בלתי נפרד הימנה.

7. אני מצהיר כי יש לי את הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקידי כדירקטור בחברה, בשים לב, בין השאר, לצרכיה המיוחדים של החברה ולגודלה.

8. לצורך הבחינה אם הנני דירקטור/ית בלתי תלוי/ה (יש למלא אם רלבנטי), הנני מצהיר כדלקמן:

[X] אין לי, לקרובי, לשותפי, למעבידי, למי שאני כפוף לו במישרין או בעקיפין או לתאגיד שאני בעל שליטה בו, במועד המינוי או בשנתיים שקדמו למועד המינוי, זיקה³ לחברה, לבעל השליטה בחברה או לקרוב של בעל השליטה במועד המינוי או לתאגיד אחר⁴, לרבות כי במועד בו אני אמור להתמנות כדירקטור וכן במהלך השנתיים שקדמו למועד זה;

[X] תפקידי או עיסוקי האחרים אינם יוצרים או עלולים ליצור ניגוד עניינים עם תפקידי כדירקטור ואין בהם כדי לפגוע ביכולתי לכהן כדירקטור.

[X] אינני עובד/ת של רשות ניירות ערך וכן אינני עובד/ת של בורסה בישראל.

[X] אינני מכהן כדירקטור בחברה מעל תשע שנים ברציפות.

לעניין ההצהרה לפי סעיף זה: לא יראו בהפסקת כהונה שאינה עולה על שנתיים כמפסיקה את רצף הכהונה.

לעניין סעיף זה "דירקטור בלתי תלוי" הינו דירקטור המקיים את כל התנאים והמבחנים בסעיף 8 לעיל.

[] לא מתקיימים לגביי כל או חלק מהתנאים והמבחנים הנקובים לעיל, ולפיכך אינני עונה על הגדרת "דירקטור בלתי תלוי".

9. החזקותיי במניות ו/או ניירות ערך המירים של החברה, חברה בת שלה או בחברה קשורה שלה, הינן כמפורט להלן:

שם החברה	מספר נייר	כמות ניירות ערך	% בהון	% בהצבעה
הפניקס אחזקות		9624 ע.נ.		

ידוע לי כי עליי לדווח לאתגר לחברה על כל גידול או קיטון בהחזקותיי במניות ו/או בניירות ערך המירים של החברה, חברת בת או בחברה קשורה של החברה.

10. הנני עובד/בעל תפקיד של החברה, חברה בת שלה, חברה קשורה שלה או של בעל עניין בחברה כמפורט להלן:

[] כן (אם כן פרט את התפקידים שהינך ממלא כאמור).

[X] לא

³ לעניין סעיף זה "זיקה": קיום יחסי עבודה, קיום קשרים עסקיים או מקצועיים דרך כלל או שליטה, וכן כהונה כנושא משרה, למעט כהונה כנושא משרה, למעט כהונה של דירקטור שמונה כדי לכהן כדירקטור חיצוני בחברה שעומדת להציע לראשונה מניות לציבור, למעט חריגים על פי תקנות החברות (עניינים שאינם מהווים זיקה), התשס"ז – 2006 ולמעט כהונה כדירקטור בחברה טרם הסיווג כדירקטור בלתי תלוי.

⁴ לעניין סעיף זה "תאגיד אחר" – תאגיד שבעל השליטה בו, במועד המינוי או בשנתיים שקדמו למועד המינוי, הוא החברה או בעל השליטה בה.

11. הנני בעל עניין בחברה או בן משפחה של נושא משרה בכירה בחברה או של בעל עניין בחברה:

[] כן (אם כן אנא פרט).

[X] לא

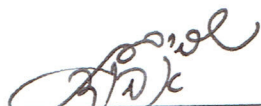
12. ידוע לי כי הצהרה זו תשמש את דירקטוריון החברה לקביעה האם אני כשיר להתמנות כדירקטור בחברה וכי דירקטוריון החברה מסתמך על הצהרתי זו לשם קביעה כאמור.

13. אני מתחייב להודיע לדירקטוריון בהקדם האפשרי בדבר כל אירוע העלול לגרום לכך כי לא אעמוד בתנאי הכשירות הקבועים לעיל.

14. הנני מצהיר, כי קראתי והבנתי את תוכנית האכיפה של החברה וכי אני מתחייב בזאת לפעול על פיה ולמנוע ולהימנע מכל האיסורים לפיה.

15. לאחר שקראתי בעיון והבנתי את האמור לעיל, הנני מצהיר/ה כי על האמור לעיל הינו אמת לאמיתה וכי הפרטים המזהים הינם מדויקים ומלאים ונכתבו על ידי ובכתב ידי וכי ידוע לי כי הוראות חוק החברות המובאות לעיל אינן רשימה ממצה וסופי וכי חובותיי וזכויותיי המלאות כל פי החוק ידועות לי.

כמו כן, לא ידוע לי כל פרט מהותי נוסף שיכול להשפיע על כהונתי כדירקטור ו/או על קביעת ועדת הביקורת של החברה הדבר עמידתי בתנאים ובמבחני כשירות לכהן כדירקטור בלתי תלוי וכי אם היה ידוע לי פרט שכזה הייתי מציין בהצהרה.


חתימה

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ת.ז.

אהוד שפירא
שם