

22 August, 2024

**Phoenix Financial Ltd.**  
(Previously: The Phoenix Holdings Ltd.)  
**("The Company")**

To:  
The Tel Aviv Stock Exchange Ltd.  
2 Achuzat Bayit Street  
Tel-Aviv

To:  
Israel Securities Authority  
22 Kanfei Nesharim Street  
Jerusalem

Re: **Immediate Report on Convening a Special Annual General Assembly for the Company's Shareholders – Second Session**

Following the report (amendment) for convening of the annual and special general assembly of the Company's shareholders (first session) dated July 31, 2024, and the results of the same for the general assembly dated August 14, 2024 (Reference No.: 2024-01-078429 and 2024-01-082707, respectively), and in accordance with the *Companies Law, 5759-1999* (the "**Companies Law**"), with the *Securities (Periodic and Immediate Reports) Regulations, 5730-1970* (the "**Reports' Regulations**"), and with the *Companies (Notice and Ad on General Assembly and 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 a second session of the Special Annual General Assembly of the Company's Shareholders (the "**Assembly**" or the "**General Assembly**"), which shall convene on Sunday, September 29, 2024 at 17:00, at the Company's Headquarters located at 53 HaShalom Road, Giv'atayim, 20th floor ("**Company's Headquarters**"), for the purpose of making decisions on the topics on the agenda, as detailed below:

**1. The topics on the agenda and the wording of the proposed decisions:**

- 1.1. **To approve the renewal of the appointment of the (Non-External) Director, Mr. Benjamin Gabbay (Chairperson of the Company's BOD) for an additional term of office, until the end of the second annual general assembly, to be held after the appointment renewal date.<sup>1</sup>**
- 1.2. **To approve the renewal of the appointment of the (Non-External) Director, Mr. Roger Abravanel, for an additional term of office, until the end of the second annual general assembly, to be held after the appointment renewal date.<sup>2</sup>**
- 1.3. **To approve the renewal of the appointment of Dr. Ehud Shapira (Independent Director) for an additional term of office, until the end of the second annual general assembly, to be held after the appointment renewal date.**

For the details required according to Regulations 26 and 36b(10) of the Reports' Regulations regarding the members of the BOD, whose term of office is up for renewal as stated in Sections

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<sup>1</sup> Mr. Gabbay serves as the Chairperson of the Company's BOD as of 22.4.2020. In addition, Mr. Gabbay serves as the Chairperson of the subsidiary, The Phoenix Insurance Company Ltd., at a 70% position percentage, and for the year 2024 he will be entitled to compensation in the amount of approximately 2 million NIS for his tenure at The Phoenix Insurance Company Ltd.

<sup>2</sup> Mr. Roger Abravanel also serves as a director of the subsidiary, The Phoenix Insurance Company Ltd.

1.1-1.3 above, see Regulation 26 in Chapter 5 (additional details about the corporation) of the periodic report for 2023. Notably, there were no changes in the details of the directors from the date of publication of the periodic report for 2023, as stated above. Notably, the terms of office of the directors whose terms are brought up for renewal (as stated in Sections 1.1-1.3 above) will be remained unchanged, and their term of office is until the annual meeting in two years, in accordance with the Company's articles of association.

The text of the Director Eligibility Declaration, whose term of office is brought up for renewal, in accordance with Section 224B of the Companies Law, is attached hereto as **Appendix A**.

In accordance with the provisions of the holding permit granted to the former controlling shareholders of the Company - Centerbridge Capital Partners III (Cayman) LP and Gallatin Point Capital (the "**Funds**") by the Capital Market, Insurance and Savings Authority in April 2024, Mr. Ben Carlton Langworthy and Mr. Itzhak Shukrie Cohen, both of whom are directors appointed by the Funds, entrusted the Company with letters of resignation from their positions as directors of the Company, which will enter into force after ninety (90) days from the date of entry into force of the permit; that is, on October 14, 2024. For further details regarding the highlights of the permit see the Company's immediate report dated April 21, 2024 (Reference No.: 2024-01-044958).

At the same time, Mr. Eliezer Yones has informed the Company of his decision to resign from his position as a director of the Company, which will enter into force on October 14, 2024.

#### **1.4. Grant of Restricted Share Units (RSU's) (non-tradable) and options (non-tradable) in a subsidiary company to the CEO of the Company, Mr. Eyal Ben Simon**

Mr. Eyal Ben Simon has been serving as the CEO of the Company as of June 2019 (and as CEO of The Phoenix Insurance Company Ltd., a wholly owned subsidiary of the Company ("**The Phoenix Insurance**"), as of May 2019), and the terms of his tenure and employment were approved by the Company's General Assembly on October 22, 2020, and detailed in Note 42.b.5 to the Company's consolidated financial statements for 2023, as published on March 27, 2024, as part of the 2023 Company's Periodic Report (Reference No.: 2024-01-026677) ("**2023 Company's Periodic Report**"). As part of Mr. Simon's positions and in addition to his tenure as CEO of the Company and The Phoenix Insurance, Mr. Simon also holds other positions in companies controlled by the Company, and among them also as a director at The Phoenix Insurance Agency 1989 Ltd., a subsidiary of the Company, which is held by it at a rate of 79.4% ("**The Phoenix Agencies**").

As background of the Company's intention to grant restricted share units (RSU's) of the Company to various employees and officers of the Company as stated below, and following the examination conducted in the Company regarding the option of granting equity based compensation in companies controlled by the Company by those companies to Company officials who hold a position and/or contribute to those companies, it was decided, inter alia, to bring to the approval of the General Assembly: (A) Grant of Restricted Share Units (RSU's) (non-tradable) in the Company to Mr. Ben Simon, as detailed in Section 1.4.1 below (in this Section 1.4: "**Restricted Share Units**");<sup>3</sup> and (B) Grant of Options (non-tradable) in The Phoenix Agencies to Mr. Ben Simon, as detailed in Section 1.4.2 below (in this Section 1.4: "**The Options**").

The granting of the Restricted Share Units and the aforementioned Options complies with the

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<sup>3</sup> In this context, it should be noted that on August 21, 2024, the Company's BOD approved, after receiving approval from the Company's Compensation Committee, grant of Restricted Share Units (RSU's) of the Company to various offerees who are employees at different levels in the Company and in the companies under its control, and for office holders in the Company and/or companies under its control, including to Mr. Ben Simon, through an Outline and report of a substantial private offer, which are published simultaneously with this Convention Report (or any amendment/supplement to said report, insofar as they are published) (the "**Outline**").

provisions of the Company's Compensation Policy.<sup>4</sup> It is hereby emphasized that apart from the grants proposed above, there will be no change in the conditions of Mr. Ben Simon's tenure and employment.

The Restricted Share Units will be granted, insofar as they are granted, in accordance with the compensation plan for the granting of options of the Company, which was adopted by the Company's BOD on December 27, 2018 ("**2018 Plan**"), as amended from time to time, and the Options will be granted, insofar as they are granted, according to the Equity Based Compensation Plan of The Phoenix Agencies, which was approved by The Phoenix Agencies' BOD on December 17, 2023 ("**The Phoenix Agencies Equity Based Compensation Plan**").

Prior to the publication of this report, the grant of the Restricted Share Units and the Options mentioned in this Section 1.4 to Mr. Ben Simon were approved (unanimously) by the Company's Compensation Committee at its meetings of August 15 & 18, 2024, and in the Company's BOD at its meeting of August 21, 2024, as part of the compensation package to which Mr. Eyal Ben Simon is entitled. Furthermore, it should be noted that prior to the publication of this report, the grant of the Options mentioned in Section 1.4.2 below was also approved (unanimously) by the authorized organs of The Phoenix Agencies (that is, in the BOD of The Phoenix Agencies at its meeting of August 18, 2024, and in the general assembly of The Phoenix Agencies at its meeting of August 18, 2024). In this context, it shall be clarified that subject to the approval of the general assembly regarding the compensation offered to Mr. Ben Simon in accordance with this Section 1.4, for the purposes of Section 102 of the Ordinance, the date of approval of the granting of the Options in the BOD of The Phoenix Agencies as mentioned above will be deemed as their grant date.

The main terms of the Restricted Share Units (non-tradable) and the Options offered to Mr. Ben Simon and their amount, which are brought for the approval of the General Assembly, are as following:

1.4.1. The Restricted Share Units (non-tradable) for the Company's shares

1.4.1.1. 3,098 RSU's (non-tradable) of the Company, vested subject to their terms and automatically exercised into up to 3,098 ordinary shares of the Company, listed on the name of, with a nominal value of NIS 1 each ("**Company's Shares**"), which are, as of the date of the report (on the theoretical assumption of full exercise of the RSU's) about 0% of the issued and paid-up share capital of the Company and the voting rights therein (and about 0% in full dilution). These RSU's are offered according to the outline (as defined above).

1.4.1.2. The aforementioned RSU's are offered to Mr. Ben Simon being the CEO the Company and as part of the conditions of his tenure and employment therein (and without monetary compensation in cash on his part). The RSU's are offered in accordance with the 2018 Plan (as defined above) and in accordance with the capital gain track set forth in Section 102(b)(2) to the *Income Tax Ordinance [New Version]*, 5771-1961 ("**The Ordinance**"). The RSU's that will be granted to Mr. Ben Simon will be deposited for him in trust with a trustee, who will hold them in trust for the periods specified in Section 102 of the Ordinance.

1.4.1.3. For details about all the conditions of the aforementioned RSU's for Mr. Ben Simon, including the vesting period, vesting and performance conditions, expiration of the RSU's, their exercise, limitation of their transferability, adjustments due to

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<sup>4</sup> As last approved on January 4, 2024, according to the convention report (amended) of the General Assembly of December 20, 2023 (Reference No.: 2023-01-138576) ("**Compensation Policy**" or "**Company's Compensation Policy**").

certain events and taxation implication, see the outline.

#### 1.4.2. The Options (non-tradable) for The Phoenix Agencies' shares

1.4.2.1. 10,175 Options (non-tradable) of The Phoenix Agencies, with a total value of NIS 500,000, exercisable for up to 10,175 ordinary shares of The Phoenix Agencies, listed on the name of, with a nominal value of 1 NIS each ("**The Phoenix Agencies' Shares**"), which are, as of the date of the report (on the theoretical assumption of full exercise of the Options and without taking into account realization through the 'net realization' mechanism) about 0% of the issued and paid-up share capital of The Phoenix Agencies (and about 0% in full dilution).

1.4.2.2. The aforementioned Options are granted to Mr. Ben Simon as part of his tenure as a director at The Phoenix Agencies and as part of the conditions of his tenure and employment therein (and without monetary compensation in cash on his part). The Options are offered in accordance with Equity Based Compensation Plan of The Phoenix Agencies and in accordance with the capital gain track set forth in Section 102(b)(2) of the Ordinance. The Options that will be granted to Mr. Ben Simon will be deposited for him in trust with a trustee, who will hold them in trust for the periods specified in Section 102 of the Ordinance.

#### 1.4.2.3. Summary of vesting conditions in The Phoenix Agencies

[1] Time-dependent vesting - The options that will be granted to Mr. Ben Simon will be vested in installments, as detailed below: **(1)** One-third of the Options will be vested and exercisable to The Phoenix Agencies as of June 2, 2026 ("**The First Installment**"); **(2)** One-third of the Options will be vested and exercisable to The Phoenix Agencies as of June 2, 2027 ("**The Second Installment**"); and **(3)** One-third of the Options will be vested and exercisable to The Phoenix Agencies as of June 2, 2028 ("**The Third Installment**").

[2] Performance dependent vesting - Each portion of options will vest after the time-dependent vesting, provided that at that time the Company will meet a minimum profit before tax target set forth by the BOD of The Phoenix Agencies (as will be presented in the consolidated annual financial statements of The Phoenix Agencies for the relevant year, which will be signed and/or published, as the case may be, before the time-dependent vesting date). In case of failure to comply with this target at the time of the examination, the examination for compliance with this condition will be postponed until next year, as long as the option has not expired. However, insofar as this target is not complied within the following year as well, the aforementioned portion of option will expire.

The deadline for the exercise of all portion of options is June 2, 2030.

As a general rule, in the event that Mr. Ben Simon ceases to serve in his position at The Phoenix Agencies, Mr. Ben Simon will be entitled to exercise the exercisable options (depending on the vesting period and the exercise period) within 90 days of the end of his term (subject to the provisions of the Equity Based Compensation Plan of The Phoenix Agencies). All the options which were granted to Mr. Ben Simon and which were not exercised as stated, will expire and will not be exercisable.<sup>5</sup>

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<sup>5</sup> In the event of termination of the tenure for reasons in which Mr. Ben Simon was not entitled to severance pay as stated in the

#### 1.4.2.4. The exercise price and 'net exercise' of the Options in The Phoenix Agencies

The exercise price for each option per ordinary share of The Phoenix Agencies in the First Installment is NIS 235; in the Second Installment is NIS 247; and in the Third Installment is NIS 259. The exercise prices reflect a premium over the share price of between about 5% and about 15% (according to a value estimate for The Phoenix Agencies as made by an external valuer as of June 2, 2024).

Nonetheless, the exercise of the Options whose vesting date has arrived will be carried out (insofar as it is carried out) through a mechanism for exercising share options based on the benefit component (Net Exercise), according to which, Mr. Ben Simon will be entitled to receive exercise shares in the amount that reflects the benefit component inherent in the exercised options according to the formula established in the Equity Based Compensation Plan of The Phoenix Agencies only, and will not be required to pay the aforementioned exercise price (but only the nominal value of the exercise shares, unless the BOD of The Phoenix Agencies has determined otherwise).<sup>6</sup>

1.4.2.5. The exercise shares will be equal in their rights to the existing shares in The Phoenix Agencies' equity for all intents and purposes, and will be subject to the provisions of its Articles of Incorporation.

1.4.2.6. In addition, the terms of the Options established acceptable provisions regarding adjustments of the terms of the Options for cases such as merger transactions, restructuring or changing the capital structure, distribution of bonus shares or dividend, voluntary liquidation, etc.

#### 1.4.3. The economic value of the Restricted Share Units and the Options

At the time of the BOD's decision regarding the grant of the RSU's (based on calculations made as of the last trading day preceding the aforementioned decision day) and the Options (based on a value estimate for The Phoenix Agencies as made by an external valuer as of June 2, 2024) to Mr. Ben Simon, the economic value of all the RSU's and Options offered to Mr. Ben Simon was evaluated (that is, both the RSU's in the Company and the Options in The Phoenix Agencies) at NIS 600 thousand, an amount that does not exceed the cap set forth in the Compensation Policy for the Company's office holders.<sup>7</sup>

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Severance Pay Law, 5723-1963, and/or in additional circumstances detailed in the Equity Based Compensation Plan of The Phoenix Agencies, Mr. Ben Simon will immediately lose his right to exercise the options.

In the event where the tenure of Mr. Ben Simon ended due to his death, God forbid, or due to reaching retirement age according to law or in case of loss of working capacity for health reasons, the options will vest immediately, and Mr. Ben Simon or his heirs, as the case may be, will be entitled to exercise all the options that have vested within 90 days of the said event or within a later date to be approved by the BOD of The Phoenix Agencies.

Notably, in accordance with the Equity Based Compensation Plan of The Phoenix Agencies, the BOD of The Phoenix Agencies will be entitled at any time, as it deems fit, to establish provisions regarding the acceleration of the vesting period regarding the options that were granted according to the Plan, all or some thereof, or regarding the removal of restrictions concerning the exercise of options, all in accordance with the law.

<sup>6</sup> According to the aforementioned formula, inter alia, the market value of the shares of The Phoenix Agencies at the time of the exercise will be determined through a valuation by an independent valuer, and insofar as The Phoenix Agencies will be a public company at the time of exercise, then the value of its shares will be determined as the average known closing price of the share on the TASE (or the closing bid, if no sales were reported) in the 10 days preceding the day of delivery of the exercise notice.

<sup>7</sup> For the method of measuring the economic value of the RSU's in the Company, see Section 4.2 of the Outline (about NIS 32 per RSU). The economic value of the options in The Phoenix Agencies, which is calculated according to the binomial model, is calculated with an average value for each option in the amount of about NIS 49.

1.4.4. Below are details regarding the expected compensations to which Mr. Ben Simon is entitled in 2024, in accordance with the updated terms of his tenure and employment, including the granting of the RSU's in the Company and the (non-tradable) Options in The Phoenix Agencies, as detailed in this report above:

Details of the recipient of the benefits				Benefits for services and others (in thousands of NIS)							
Name	Position	Appointment percentage	Holding rate in the corporation's equity	Salary (2)	Grant (3)	Share-based payment (4)	Management fee	Rent	Other	Total	Of this: Total for the matter of the Compensation for Officers of Financial Corporations Law (5)
Eyal Ben Simon	CEO of the Company and The Phoenix Insurance(1)	Full-time	0.01% (0.08% in full dilution)	2,571	228	1,401	-	-	-	4,200	3,935

- (1) In addition, as specified in Regulation 26A in the chapter "Additional Details about the Corporation" in the Company's periodic report for 2023, Mr. Ben Simon serves as a director also in other companies in the Phoenix Group, including in The Phoenix Agencies.
- (2) As of the date of the report, Mr. Ben Simon does not own the Company's shares. For details about the proportion of his holding in the Company's equity under the assumption of the grant of the options as stated in section 1.2 of this report, in full dilution, see the Outline.
- (3) Calculated for the purposes of presentation in this report based on the maximum annual compensation cap for 2024.
- (4) This sum expresses the economic value of the RSU's and the Options that will be granted to Mr. Ben Simon in The Phoenix Agencies, according to the manner of recording the expected accounting expense in 2024 (as opposed to a linear distribution over the vesting periods) as well as the economic value of options granted to Mr. Ben Simon in the past and which have not yet been recognized as an expense in the Company's financial statements (when recording the expense for these options is also done in the manner of recording the expected accounting expense). For details about the full economic value of the options that will be granted to Mr. Ben Simon, see Section 1.4.3 above.
- (5) Compensation as defined in the *Compensation for Officers of Financial Corporations Law (Special Approval and Inadmissibility of Expenses for Tax Purposes due to Irregular Compensation) Law, 5776-2016* ("**Compensation for Officers of Financial Corporations Law**"), that is, the total compensation excluding provisions for severance pay and bonuses (including loss of working capacity) according to law, and with the exception of completing the employer's provisions for rights accrued up to the date of entry into force of the law.

#### 1.4.5. Summary of the considerations and reasons for granting the RSU's (non-tradable) in the Company and the Options (non-tradable) in The Phoenix Agencies to Mr. Ben Simon:

1.4.5.1. The Compensation Committee and the BOD believe that the grant of the RSU's in the Company and the Options in The Phoenix Agencies to Mr. Ben Simon is appropriate, and complies with the Company's Compensation Policy, including the caps therein, and adequate to its targets.

1.4.5.2. The Compensation Committee and the BOD believe that the granting of exercisable RSU's for the Company's shares, whose vesting depends on the performance of the Company and The Phoenix Insurance, is of great importance in strengthening the connection of Mr. Ben Simon in his role as the CEO of the Company and The Phoenix Insurance and their performance, and constitutes a worthy incentive to continue his activity and fulfill his role in the future in achieving their targets, objectives and business and strategic plans. In the same way, the Compensation Committee and the BOD believe that the granting of exercisable Options for The Phoenix Agencies' shares, whose vesting depends on the performance of The Phoenix Agencies, is of great importance in strengthening the connection of Mr. Ben Simon in his role as a director of The Phoenix Agencies and the performance of The Phoenix Agencies, and constitutes a worthy incentive to continue his activity and fulfill his role in the future in achieving The Phoenix Agencies' targets, objectives and business and strategic plans (therefore also of the Company).

1.4.5.3. The Compensation Committee and the BOD believe that the granting of exercisable RSU's for the Company's shares and/or exercisable Options for The Phoenix Agencies' shares, whose vesting depends, inter alia, on the performance of the

relevant companies as mentioned above, including within the framework of granting RSU's to other office holders in the Company and companies under its control, complies with the targets of the Compensation Policy and it ties the performance of Mr. Ben Simon, both in his role as CEO of the Company and The Phoenix Insurance and in his role as director in The Phoenix Agencies, and the performance of the Company, The Phoenix Insurance and The Phoenix Agencies, as applicable, and also keeps Mr. Ben Simon in his aforementioned positions for the long term, as well as encouraging maximizing of value to the shareholders of the Company and The Phoenix Agencies. The granting of the RSU's in the Company and the Options in The Phoenix Agencies to Mr. Ben Simon is a benefit for his tenure as a CEO and a Director therein (as the case may be) and complies with the terms of the Company's Compensation Policy and the cap of the Compensation for Officers of Financial Corporations Law.

1.4.5.4. The members of the Compensation Committee and the BOD stated that the grant of the RSU's and the Options to Mr. Ben Simon is brought for approval by the General Assembly of the Company's shareholders according to Section 2(a) of the Compensation for Officers of Financial Corporations Law, and it is subject to its approval, and it will be carried out after full compliance with the regulatory requirements binding the Company as of the date of this report, including the provisions of the Compensation for Officers of Financial Corporations Law.<sup>8</sup>

1.4.5.5. Considering all the parameters and considerations and in light of the reasons as detailed in this section above, the Compensation Committee and the BOD set forth that the grant of the RSU's and Options to Mr. Ben Simon is fair, reasonable, and appropriate and acceptable under the circumstances, and is for the benefit of the Company and The Phoenix Agencies, inter alia, due to his contribution to their success, and taking into account his experience, skills, duties and the accompanying responsibilities of his position, considering the regulatory restrictions applicable to the Company.

1.4.6. The wording of the proposed decision:

"Approve the granting of Restricted Share Units (non-tradable) and Options (non-tradable) to Mr. Eyal Ben Simon, CEO of the Company, as following: (A) 3,098 Restricted Share Units (RSU's) (non-tradable) of the Company, exercisable for up to 3,098 ordinary shares of the Company, with a nominal value of 1 NIS each, in accordance with the conditions specified in the outline and (B) 10,175 Options (non-tradable) of The Phoenix Insurance Agency 1989 Ltd. ("The Phoenix Agencies"), exercisable for up to 10,175 ordinary shares of The Phoenix Agencies, with a nominal value of 1 NIS each, in accordance with the conditions specified in Section 1.4.2 of this report."

1.5. **Grant of options (non-tradable) to the Chairperson of the Company's BOD, Mr. Benjamin Gabbay**

Mr. Benjamin Gabbay has been serving as the Chairperson of the Company's BOD as of April 2020 (and as Chairperson of The Phoenix Insurance BOD (70% appointment percentage) as of November 2019), and the conditions of his tenure and employment, as approved by the

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<sup>8</sup> In this context, it was noted that current compensation cap according to the Compensation for Officers of Financial Corporations Law is NIS 3.9M. As the annual compensation of a number of low-rating employees in the Company increases, the maximum annual compensation cap that can be granted to Mr. Ben Simon may increase (Depending on how the cap is calculated according to the Compensation for Officers of Financial Corporations Law). In any case, the compensation to Mr. Ben Simon will not exceed the cap allowed by law, including according to the Compensation for Officers of Financial Corporations Law, and to that end, the annual grant to Mr. Ben Simon will truncated, if necessary.

Compensation Committee and the Company's BOD, are detailed in Note 42.b.4 to the Company's consolidated financial statements for 2023 (as published as part of the 2023 Company's Periodic Report).<sup>9</sup> As part of Mr. Gabbay's positions and in addition to his tenure as Chairperson of the Company's BOD, Mr. Gabbay also holds other positions in companies controlled by the Company, among them also a term as a director at The Phoenix Agencies.

Following the examination conducted in the Company regarding the possibility of granting equity based compensation in companies controlled by the Company by those companies to Company officials who hold a position and/or contribute to those companies, including to the Chairperson of the Company's BOD, it was decided to bring to the approval of the General Assembly the grant of Options (non-tradable) to Mr. Gabbay in The Phoenix Agencies, as described below (in this Section 1.5: the **"Options"**).

The grant of the aforementioned Options complies with the provisions of the Company's Compensation Policy (in this context, see also note number (6) in the table in Section 1.5.5 below). Notably, except for the grant proposed above, there will be no change in the conditions of Mr. Gabbay's tenure and employment.

The said Options will be granted, insofar as they granted, in accordance with the Equity Based Compensation Plan of The Phoenix Agencies (as defined above).

Prior to the publication of this report, the grant of the Options mentioned in Section 1.5 was approved to Mr. Gabbay (unanimously) in the Company's Compensation Committee at its meetings of August 15 & 18, 2024, and in the Company's BOD at its meeting of August 21, 2024, as part of the compensation package to which Mr. Benjamin Gabbay is entitled. Furthermore, it should be noted that prior to the publication of this report, the grant of the Options mentioned in this Section 1.5 was also approved (unanimously) by the authorized organs of The Phoenix Agencies (that is, in the BOD of The Phoenix Agencies at its meeting of August 18, 2024, and in the general assembly of The Phoenix Agencies at its meeting of August 18, 2024). In this context, it shall be clarified that subject to the approval of the general assembly regarding the compensation offered to Mr. Gabbay in accordance with this Section 1.5, for the purposes of Section 102 of the Ordinance, the date of approval of the granting of the Options in the BOD of The Phoenix Agencies as mentioned above will be deemed as their grant date.

The main terms of the (non-tradable) options offered to Mr. Gabbay and their amount, which are brought for the approval of the General Assembly, are as following:

- 1.5.1. 7,123 Options (non-tradable) of The Phoenix Agencies with a total value of NIS 350,000, exercisable for up to 7,123 ordinary shares of The Phoenix Agencies, listed on the name of, with a nominal value of 1 NIS each, which are, as of the date of the report (on the theoretical assumption of full exercise of the Options and without taking into account realization

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<sup>9</sup> In this context, inter alia, in respect of his tenure as Chairperson of the Company, Mr. Gabbay is entitled to annual compensation as well as compensation for attending meetings (which are not joint meetings of the Company and The Phoenix Insurance) as an expert director (according to his classification by the Compensation Committee as such), in accordance with what is detailed in the Fourth Schedule to the Companies (Rules Concerning the Compensation and Expenses of an External Director) Regulations, 5760-2000, according to the rating of the Company, as it shall be from time to time; and as of 2024, the gross monthly salary of Mr. Gabbay for his tenure as Chairperson of The Phoenix Insurance (appointment percentage of 70%) is in the amount of NIS 156,856, which is linked to the CPI and is updated once a year with the January salary (according to the published index on January 15th of that year). This salary, as will be updated from time to time as mentioned above, constitutes the fixed salary agreed upon as a basis for provisions for compensations and rewards. For additional details about the conditions of tenure and employment of Mr. Gabbay in the Company and The Phoenix Insurance, including ancillary conditions (such as reimbursement of costs in accordance with the Company's Compensation Policy, days off, etc.), officers insurance, indemnity and exemption, advance notice and non-compete period, see Note 42.b.4 to the Company's consolidated financial statements for 2023 (as published as part of the Company's periodic report for 2023).



through the 'net realization' mechanism) about 0% of the issued and paid-up share capital of The Phoenix Agencies (and about 0% in full dilution).

1.5.2. The aforementioned Options are offered to Mr. Gabbay as part of his tenure as a director at The Phoenix Agencies and as part of the conditions of his tenure and employment therein (and without monetary compensation in cash on his part). The Options are offered in accordance with the Equity Based Compensation Plan of The Phoenix Agencies and in accordance with the capital gain track set forth in Section 102(b)(2) of the Ordinance. The Options that will be granted to Mr. Gabbay will be deposited for him in trust with a trustee, who will hold them in trust for the periods specified in Section 102 of the Ordinance.

1.5.3. The other terms of the offered Options are as specified in Section 1.4.2 above, mutatis mutandis.

1.5.4. The economic value of the options

At the time of the BOD's decision regarding the grant of the Options to Mr. Gabbay (based on a value estimate for The Phoenix Agencies as made by an external valuer as of June 2, 2024), the economic value of all the Options offered to Mr. Gabbay was evaluated at NIS 350 thousand, an amount that does not exceed the cap set forth in the Compensation Policy for the Company's office holders.<sup>10</sup>

1.5.5. Below are details regarding the expected compensations to which Mr. Gabbay is entitled in 2024, in accordance with the updated terms of his tenure and employment, including the grant of the Options (non-tradable) in The Phoenix Agencies, as detailed in this report above:

Details of the recipient of the benefits				Benefits for services and others (in thousands of NIS)							
Name	Position	Appointment percentage	Holding rate in the corporation's equity	Salary (2) (6)	Grant (3)	Share-based payment (4)	Management fee	Rent	Other	Total	Of this: Total for the matter of the Compensation for Officers of Financial Corporations Law (5) (6)
Benjamin Gabbay	Chairperson of the Company BOD and The Phoenix Insurance (1)	Partly (See above)	0.04% (including in full dilution)	2,065	0	769	-	-	-	2,834	2,555

- (1) In addition, Mr. Gabbay also serves as a director in other companies in the Phoenix Group, including The Phoenix Agencies.
- (2) The compensation paid to Mr. Gabbay from the Company complies with the *Companies (Rules Concerning the Compensation and Expenses of an External Director) Regulations, 5760-2000*. The salary detailed in the table is a payment for Mr. Gabbay's tenure at The Phoenix Insurance, as detailed above. In this context, it shall be clarified that the salary shown in the table constitutes 100% of the salary paid to Mr. Gabbay in connection with all his positions in the Group and does not constitute the salary paid by the Company only.
- (3) Calculated for the purposes of presentation in this report based on the maximum annual compensation cap for 2024.
- (4) This sum expresses the economic value of the Options that will be granted to Mr. Gabbay in The Phoenix Agencies, according to the manner of recording the expected accounting expense in 2024 (as opposed to a linear distribution over the vesting periods), as well as the economic value of options granted to Mr. Gabbay in the past and which have not yet been recognized as an expense in the Company's financial statements (when recording the expense for these options is also done in the manner of recording the expected accounting expense). For details about the full economic value of the options that will be granted to Mr. Gabbay, See section 1.6.4 above.
- (5) Compensation as defined in the Compensation for Officers of Financial Corporations Law, that is, the total compensation excluding provisions for severance pay and bonuses (including loss of working capacity) according to law, and with the exception of completing

<sup>10</sup> The economic value of the options in The Phoenix Agencies is calculated according to the binomial model. According to the aforementioned valuation, the average value of each option in The Phoenix Agencies is NIS 49.

- (6) the employer's provisions for rights accrued up to the date of entry into force of the law.
- In light of the economic value of the options that will be granted to Mr. Gabbay in The Phenix Agencies and the manner in which it is recorded in the Company's reports (see note (4) above), the total compensation to which Mr. Gabbay was entitled for a calendar year could have exceeded the compensation cap allowed according to the Compensation for Officers of Financial Corporations Law. Hence (and according to Mr. Gabbay's message to the Company), it was determined that during the relevant period (and in that period only), in which it is expected that Mr. Gabbay's total compensation will exceed the aforementioned permitted compensation cap in accordance with the Company's financial statements, his annual fixed salary will be cut and will stand for an amount which, when combined with the other components of his annual compensation, will not lead to an excess of the cap allowed according to the Compensation for Officers of Financial Corporations Law.

1.5.6. For the summary of the considerations and reasons for the allocation of the (non-tradable) Options in The Phoenix Agencies to Mr. Gabbay, see the summary of considerations as detailed in Section 1.4.5 above (in relation to the options in The Phoenix Agencies for Mr. Ben Simon), *mutatis mutandis*.

1.5.7. The wording of the proposed decision:

“Approve the grant of 7,123 Options (non-tradable) of The Phoenix Insurance Agency 1989 Ltd. (“**The Phoenix Agencies**”) to Mr. Benjamin Gabbay, Chairperson of the Company’s BOD, exercisable for up to 7,123 ordinary shares of The Phoenix Agencies, with a nominal value of 1 NIS each, in accordance with the conditions specified in Section 1.5 of this report”.

## **2. Convening the General Assembly, its date and performance**

The special General Assembly will convene on Sunday, September 29, 2024 at 17:00, at the Company’s Headquarters located at 53 HaShalom Road, Giv’atayim, 20th floor.

The legal quorum for the General Assembly is the presence of at least three (3) shareholders, present by themselves or by a 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 the 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 at the same time and place, that is, Sunday, October 6, 2024 at 17:00 (“**Postponed General Assembly**”). If a legal quorum is not present half an hour after the date set for the Postponed General Assembly, the presence of at least two (2) shareholders, either by themselves or through a proxy, will constitute the legal quorum for the Postponed General Assembly.

## **3. The required majority for decisions on the Assembly’s agenda**

The majority required to approve the decisions listed in Sections 1.1-1.3 and 1.5 on the agenda is a simple majority of more than fifty percent (50%) of the votes of the shareholders participating in the General Assembly, who are entitled to vote and who voted in it, without taking into account abstainers.

The majority required to approve the decisions in Section 1.4 on the agenda (that is, grant of Options and RSU's to Mr. Eyal Ben Simon) is the majority stipulated in in section 267a(b) of the Companies Law and Section 2(a) of the Compensation for Officers of Financial Corporations Law (as the case may be),<sup>1</sup> that is, an ordinary majority (that is, a majority of over fifty percent (50%) of all the votes of the shareholders participating in the General Assembly, who are entitled to vote and who voted in it), provided that one of the following occurs: (A) The number of majority votes in the General Assembly shall include the majority of all the votes of the shareholders who are not the controlling shareholders<sup>11</sup> of the Company or have a personal interest in the approval of the decision, participating in the vote; In counting all the votes of the aforesaid shareholders, the abstainers shall not be taken into account; or (B) The total number of opposing votes from among the shareholders referred to under sub-section (A) above shall not exceed the rate of two percent (2%) of the total voting rights in the Company.

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<sup>11</sup> The Company is a Company without controlling Share Holder.

Any shareholder who wishes to participate in the vote concerning the decisions in Section 1.4 on the agenda, will inform the Company before voting at the Assembly (by himself or through his proxy); or, if the vote is conducted by a voting paper - by marking and detailing in the designated place on the voting paper, whether he has a personal interest in the relevant decision or not; If a shareholder has not notified as mentioned, he will not vote and his vote will not be counted.

In addition, every shareholder who wishes to participate in the vote in which of the topics on the agenda will inform whether or not he is an interested party in the Company, a senior official in the Company or an institutional investor.

#### **4. The Assembly's orders and voting**

##### **4.1. 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(b) of the *Companies Law* and according to Regulation 3 of the *Companies' (Written Voting and Position Announcements) Regulations, 5766-2005* ("**Voting Papers Regulations**") is Sunday, September 1, 2024 (the "**Effective Date**").

##### **4.2. Voting eligibility**

Any of the Company's shareholders on the Effective Date, whether the shares are listed on his/her name, or whether he/she holds them by way of a stock-exchange member, is eligible to take part and vote in the Assembly in person or by proxy for voting as well as by Voting Paper or by an Electronic Voting Paper (as defined below).

##### **4.3. Proxy for voting**

The document that appoints a proxy shall be in writing, signed by the appointer or his/her attorney, or, when the appointer is a corporation, the power of attorney shall be signed with its accepted stamp or by its attorney. The proxy-appointment letter and the power of attorney (if there is any) or a copy of such documents approved by a notary shall be deposited at the Company's Offices with the Company's secretariat, 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 an authorization letter was submitted. A deposit as stated, which relates to the Assembly's set date, shall also be effective for the Postponed Assembly.

##### **4.4. Ownership approval**

In accordance with the *Companies (Proof of Share Ownership for Voting Purposes in the General Assembly) Regulations, 5760-2000* ("**Share Ownership Proof Regulations**"), a shareholder of the Company, to whom a share is listed with a stock exchange member and that share is included among the shares listed in the register of shareholders in the name of the nominee company ("**Unlisted Shareholder**"), is entitled to participate in the General Assembly, by himself or by a proxy or by a Voting Paper (as defined below), only if he presents to the Company, prior to the General Assembly, approval from the stock exchange member with whom his right to the share is listed, regarding his ownership of the Company's shares on the Effective Date, in accordance with Regulation 2 of the Share Ownership Proof Regulations as well as in the Form found in the Schedule to the Share Ownership Proof Regulations ("**Ownership Approval**"). Alternatively, an Unlisted Shareholder may order that his Ownership Approval be forwarded to the Company through the Electronic Voting System (as defined below). Without detracting from the aforementioned, an approved electronic message pursuant to section 44K5 of the Securities Law, which concerns the data of the users of the Electronic Voting System - has the same legal standing as an Ownership Approval of a share in respect of any shareholder included therein.

An Unlisted Shareholder is entitled to receive the 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 his address for only a delivery charge, if he requested it, provided that a request on this matter will be given in advance to a specific securities account.

#### 4.5. Voting paper and position announcements

As mentioned, a shareholder entitled to participate and vote in the General Assembly, may vote at the General Assembly by means of a Voting Paper, as defined in Section 87 of the Companies Law, the wording of which is attached to this report (**“Voting Paper”**). A shareholder shall indicate the manner of his vote regarding each decision on the agenda in the second part of the Voting Paper. For this matter, the vote of a shareholder who voted using a Voting Paper will be considered as if he was present and participated in the meeting.

You can review the Voting Paper and position announcement as defined in Section 88 of the Companies Law, insofar as provided, on the distribution website and the stock exchange website (as defined below). Any shareholder may contact the Company directly and receive from it free of charge the text of the Voting Paper and position announcements (insofar as they are provided). Also, you can review the Voting Paper and position announcements on the Securities Authority's Distribution Website at: <https://www.magna.isa.gov.il> (**“Distribution Website”**) and on the website of the Tel Aviv Stock Exchange Ltd., at: <https://maya.tase.co.il> (**“TASE Website”**).

A stock-exchange member shall send, for no cost, by email, a link to the Voting Paper's wording and the position announcements (insofar as provided) on the Distribution Website, to any shareholder of the Company who is unlisted on the Company's shareholders' registry and whose shares are listed with the same stock-exchange member, unless the shareholder has notified that he does not wish that or that he wishes to receive Voting Papers by mail while bearing the delivery cost.

The Voting Paper and the documents that must be attached thereto must be serviced, as detailed in the voting document, to the Company's Headquarters (including by registered mail) along with the Ownership Approval (and in relation to a listed shareholder - together with a copy of an identity card, passport or certificate of incorporation, as the case may be) up to four (4) hours before the time of convening the General Assembly. For this matter, the “date of service” is the date when the Voting Paper and the documents attached thereto arrived at the Company's Headquarters.

The deadline for service of position announcement to the Company by the Company's shareholders is up to ten (10) days before the date of the Assembly. The deadline for service of the BOD's response to the position announcements, insofar as such position announcements are submitted and the BOD chooses to submit its response to them, is up to five (5) days before the date of the Assembly. An Unlisted Shareholder will be entitled to service the Ownership Approval also via the Electronic Voting System, as mentioned in section 4.6 below.

A Voting Paper that is not accompanied by an Ownership Approval (or alternatively, an Ownership Approval was not serviced via the Electronic Voting System) will be invalid.

#### 4.6. Voting in the Electronic-Voting System

In addition, an Unlisted Shareholder may also vote using an Electronic Voting Paper which will be transmitted to the Company in the Electronic Voting System, which operates according to Section B of Chapter G2 of the Securities Law (**“Electronic Voting”**, **“Electronic Voting System”** and **“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.

Notably, in accordance with Section 83(D) of the Companies Law, should a shareholder vote in more than one manner, his most recent vote shall count, when accordingly, a shareholder's vote, whether by proxy or a simple Voting Paper shall be deemed late to voting by way of a Voting Paper

or an Electronic Voting System.

4.7. Changes to the agenda and a shareholder's request to include a topic on the agenda

After the 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 position announcements may be reviewed, when published, on the Company's reports and on the Distribution Website and the TASE Website..

A shareholder's request according to Section 66(B) of the Companies Law to include a topic on the agenda of the General Assembly shall be submitted to the Company up to seven (7) days after the Assembly is convened ("**Shareholder's Request**"). In the aforementioned case, the Company will publish a revised Assembly Convention report with a revised Voting Paper no later than seven (7) days after the deadline for submitting an request.

5. **The Company's Representative**

The Company's representative for handling this Report is Attorney Elad Sirkis, Company's Secretary, of 53 HaShalom Road, Giv'atayim. Tel: 03-7335656 ; Fax: 03-7238831; Email: [EladS1@fnx.co.il](mailto:EladS1@fnx.co.il). Ownership Approvals and/or powers of attorney and/or voting instructions and/or Voting Papers shall be sent to Attorney Elad Sirkis, to fax number 03-7332163 or by email to [EladS1@fnx.co.il](mailto:EladS1@fnx.co.il)

6. **Reviewing the Documents**

The full wording of the proposed decisions may be reviewed, concerning the Voting Paper and the position announcements (if there are any) at the Company's Headquarters, from Sundays to Thursdays during regular work hours, in prior coordination by calling 03-7332997, and that, by the time of convening the Assembly.

One or more shareholders, who hold on the Effective Date shares at a rate that is 5% or more of the total of all voting rights in the Company, as well as those who hold the aforementioned proportion out of the total number of voting rights which are not held by a controlling shareholder of the Company, as defined in Section 268 of the Companies Law, is entitled, by himself or through a proxy, after convening the General Assembly, to review, at the Company's headquarters, during regular working hours, the Voting Papers and voting records through the Electronic Voting System that arrived at the Company, as specified in Regulation 10 of the Voting Papers Regulations.

Sincerely,

Phoenix Financial Ltd.

By: Meni Neeman, Chief Legal Counsel

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**The Hebrew immediate report is the binding report-**

**Phoenix Financial Ltd.**

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

**First Part**

1. Company name:

Phoenix Financial Ltd. (the “**Company**”)

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

Annual General Special Assembly of the Company's shareholders (Session 2) (the “**Assembly**”). The Assembly shall be held on Sunday, 29 September, 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 Sunday, 6 October, 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 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.”

- 3.2 **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.”

- 3.3 **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.”

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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.

**3.4 Grant of Restricted Share Units (RSUs) (non-tradeable) and options (non-tradeable) in a subsidiary to the Company's CEO, Mr. Eyal Ben-Simon**

The General Assembly is presented with a resolution to approve grants to Mr. Eyal Ben-Simon of Restricted Share Units (RSUs) (non-tradeable) and options (non-tradeable) as follows: (a) 3,098 Restricted Share Units (RSUs) (non-tradeable) of the Company, exercisable for up to 3,098 ordinary shares of the Company, as specified in Section 1.4.1 of the Summons Report; and (b) 10,175 options (non-tradeable) of Phoenix Insurance Agencies 1989 Ltd., a subsidiary of the Company, held by it approximately 79.4% ("**Phoenix Agencies**"), exercisable for up to 10,175 shares of Phoenix Agencies common stock, as set forth in Section 1.4.2 of the General Assembly Report.

Apart from the allocations proposed above, there will be no change in the terms of Mr. Ben Simon's tenure and employment.

**The wording of the proposed resolution:** "To approve a grant of 3,098 Restricted Share Units (RSUs) (non-tradeable) of the Company, exercisable for up to 3,098 ordinary shares of the Company, subject to the terms of the outline; and (b) 10,175 options (non-tradeable) of Phoenix Insurance Agencies 1989 Ltd., ("**Phoenix Agencies**"), exercisable for up to 10,175 shares of Phoenix Agencies common stock, as set forth in Section 1.4.2 of the General Assembly Report."

**3.5 Grant of Options (non-tradeable) in a subsidiary to the Company's Chairperson, Mr. Benjamin (Benny) Gabbay**

The General Assembly is presented with a resolution to approve grants to Mr. Benjamin Gabbay of 7,123 options (non-tradeable) of Phoenix Insurance Agencies exercisable for up to 7,123 shares of Phoenix Agencies common stock, as set forth in Section 1.5 of the General Assembly Report.

Apart from the allocations proposed above, there will be no change in the terms of Mr. Gabbay tenure and employment.

**The wording of the proposed resolution:** "To approve a grant to Mr. Benjamin Gabbay, the Company Chairperson of 7,123 options (non-tradeable) of Phoenix

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Insurance Agencies 1989 Ltd., ("**Phoenix Agencies**"), exercisable for up to of 7,123 shares of Phoenix Agencies common stock, as set forth in Section 1.5 of the General Assembly Report."

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 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. The majority needed to make resolutions on the agenda:

The required majority to approve the resolutions listed in Sections 3.1-3.2, and 3.5 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.

The required majority to approve the resolution listed in Section 3.4 above (i.e., the grant of options and RSUs to Mr. Eyal Ben-Simon) is the majority set forth in section 267A(b) of the Companies Law and section 2(a) of the Remuneration of Executives in Financial Corporations Law (as applicable), i.e., an ordinary majority (i.e., a majority of more than fifty percent (50%) of all the votes of shareholders participating in the General Meeting who are entitled to vote and vote in it), Provided that one of the following is fulfilled: (a) The quorum of majority votes at the General Meeting shall include a majority of all the votes of shareholders who are not controlling shareholders in the Company<sup>1</sup> or have a personal interest in the approval of the resolution, who participate in the voting; In counting all the votes of such shareholders, abstention votes

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<sup>1</sup> The Company is a Company without controlling Share Holder.



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shall not be taken into account; or (b) the total number of dissenting votes from among the shareholders referred to in paragraph (a) above shall not exceed two percent (2%) of the total voting rights of the Company.

**Any shareholder who wishes to participate in voting on the resolution in paragraph 3.4 above shall inform the Company prior to voting at the meeting (by himself or through his agent) or, if the vote is by means of a proxy statement – by marking and specifying in the place designated for this purpose on the proxy statement, whether or not he has a personal interest in the relevant resolution; In the second part of this proxy statement, a place is allocated for marking the existence or absence of such personal interest, as well as a place for describing it, if any. A shareholder who has not marked, or marked "yes" and has not described as aforesaid – his vote shall not be brought in a quorum.**

In addition, any shareholder who wishes to participate in the voting (by marking in the appropriate place in the second part of this proxy statement) shall inform whether or not he is an interested party in the company, a senior officer of the company or an institutional investor.

6. 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 Sunday, 1 September, 2024 (the "**Effective Date**").

7. Validity of the Voting Paper:

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

An Unlisted Shareholder<sup>2</sup> - 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 Shareholder<sup>3</sup> - A photocopy of their ID, passport, or incorporation certificate.

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<sup>2</sup> 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.

<sup>3</sup> 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.**

8. 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.

9. 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.

10. 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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11. The deadline for submitting the BOD's response to a Position Announcement:

Up to ten (5) days prior to the Assembly being convened.

12. 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>.

13. 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).

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](mailto: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.

14. Review of voting papers and voting records using the electronic voting system:

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

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Company has received via the Electronic Voting System, as specified in Regulation 10 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 12,574,326.15 of the Company's regular shares.

15. Changes in the General Assembly Agenda:

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.

<p><b>A shareholder shall indicate their method of voting concerning any resolution on the agenda in the Second Part of this Voting Paper.</b></p>
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**The Hebrew immediate report is the binding report-**

**Phoenix Financial Ltd. (the "Company")**

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

**Second Part**

Company name: **Phoenix Financial 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: Sunday, 1 September, 2024 at 17:00.

Type of Assembly: Annual General Assembly.

The Effective Date: Sunday, 1 September, 2024.

**Shareholder's information:**

16. Shareholder's name - \_\_\_\_\_

17. ID No. - \_\_\_\_\_

18. If the shareholder does not hold an Israeli ID -

Passport No. - \_\_\_\_\_

The country in which it was issued - \_\_\_\_\_

Valid until - \_\_\_\_\_

19. If the shareholder is a corporation -

Corporation Registration No. - \_\_\_\_\_

Country of incorporation - \_\_\_\_\_

20. Is the shareholder a stakeholder<sup>4</sup>, a senior position holder<sup>5</sup>, or an institutional investor<sup>6</sup>? Yes/No

(If Yes, specify: \_\_\_\_\_)

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<sup>4</sup> "A stakeholder" as defined in section 1 of the Securities Law 5728-1968 (the "Securities Law").

<sup>5</sup> A "senior position holder" – as defined in section 37(D) of the Securities Law.

<sup>6</sup> "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 Hebrew immediate report is the binding report-**

**The voting method:**

Topics on the agenda	The voting method <sup>7</sup>			Are you a controlling shareholder in the Company or a stakeholder <sup>8</sup>	
	In favor	Against	Abstain	Yes	No
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. 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 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
Grant of Restricted Share Units (RSUs) (non-tradeable) of the Company and options (non-tradeable) in Subsidiary to the Company CEO, Mr. Eyal Ben Simon					
Grant of options (non-tradeable) in Subsidiary to the Company Chairperson, Mr. Benjamin Gabbay				N/R	N/R

**Details regarding personal interest in approving the Grant of Restricted Share Units (RSUs) (non-tradeable) of the Company and options (non-tradeable) in Subsidiary to the Company CEO, Mr. Eyal Ben Simon (If applicable):**

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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 an 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: \_\_\_\_\_

<sup>7</sup> Not marking any vote shall be deemed an absentee vote on that topic.

<sup>8</sup> 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:

- 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 השכלתי<sup>1</sup>, כישורי וניסיוני המקצועי<sup>2</sup> 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.

<sup>1</sup> 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.  
<sup>2</sup> 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 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, 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.

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 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 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, זיקה<sup>3</sup> לחברה, לבעל השליטה בחברה או לקרוב של בעל השליטה במועד המינוי או לתאגיד. אחר<sup>4</sup>, לרבות כי במועד בו אני אמור להתמנות כדירקטור וכן במהלך השנתיים שקדמו למועד זה;

<sup>3</sup> 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.

<sup>4</sup> 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

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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

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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 המינהלית 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 אשרם 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. 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.

הגבלת מינוי  
עקב החלטה של ועדת האכיפה

**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 חשבונאית ופיננסית ולדירקטור בעל כשירות מקצועית), תשס"ו-2005\***

- דירקטור בעל מומחיות חשבונאית ופיננסית**
1. 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, 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 אוזח 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			

<sup>5</sup> 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
<b>קבוצת הפניקס</b>		
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	
<b>התאחדות חברות לביטוח חיים בע"מ</b>		
איגוד חברות הביטוח בישראל ע"ר	יו"ר דירקטוריון	
<b>קבוצת יוניברסל מוטורס ישראל</b>		
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	

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 השכלתי<sup>1</sup>, כישורי וניסיוני המקצועי<sup>2</sup> 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
Ph.d	כלכלה ומימון	N.Y.U.
MA	כלכלה ומימון	N.Y.U.
M.Sc	כלכלה וחקר ביצועים	הטכניון, חיפה
BA	כלכלה וסטטיסטיקה	אוניברסיטת תל אביב

התעסקותי בחמש השנים האחרונות

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

<sup>1</sup> 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.  
<sup>2</sup> יפורטו, 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, זיקה<sup>3</sup> לחברה, לבעל השליטה בחברה או לקרוב של בעל השליטה במועד המינוי או לתאגיד אחר<sup>4</sup>, 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 לאלתר 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

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<sup>3</sup> 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.

<sup>4</sup> 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

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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

008370991  
ת.ז.

אהוד שפירא  
שם

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 education<sup>1</sup>, skills and professional experience<sup>2</sup>, 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

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<sup>1</sup> 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.

<sup>2</sup> 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 affiliation<sup>3</sup> 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 entity<sup>4</sup>, 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.**

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<sup>3</sup> 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.

<sup>4</sup> 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

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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

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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.

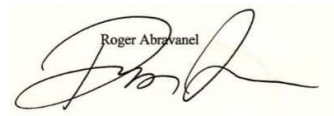
14. I hereby declare that I have read the Company's enforcement policy, and I undertake to act in accordance with the said policy and prevent and refrain from any prohibitions set forth in the policy.

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.)*