

29 May, 2025

## Phoenix Financial 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 Annual General Assembly for the Company's Shareholders**

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 Annual General Assembly of the Company's Shareholders (the "**Assembly**" or the "**General Assembly**"), which shall convene on Thursday, 3, 2025 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. **Presentation and discussion of the financial reports and the Company's BOD Report for 2024**

Presentation and discussion of the financial reports and the Company's BOD Report for the year ending December 31, 2024. It is possible to review the financial reports and the BOD report, which are attached to the Company's Periodic Report for 2024, published on March 13, 2025 (reference number: 2025-01-016702) (the "**Periodic Report for 2024**")<sup>1</sup> on the Distribution Website of the Securities Authority at <http://www.magna.isa.gov.il/default.aspx> (the "**Distribution Website**") and on the Tel Aviv Stock Exchange Ltd. website at <https://maya.tase.co.il/en/company/767?view=reports> (the "**Stock Exchange Website**")

##### 1.2. **Reappointment of the Auditing CPA**

Approval of the reappointment of Kost Forer Gabbay & Kaisierer, CPAs, as the Company's Auditing CPAs until the end of the Company's next Annual General Assembly and authorizing the Company's BOD to determine their wages. For a breakdown of the Auditing CPAs' wages, see Section E (a description of the corporation's businesses) in the Periodic Report for 2024.

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

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<sup>1</sup> For the English version please see: <https://mayafiles.tase.co.il/rpdf/1658001-1659000/P1658142-00.pdf>.

**1.3. To approve the renewal of the appointment of Mrs. Stella Amar Cohen as a Director (not external) of the Company 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 Mrs. Stella Amar Cohen, whose term of office is up for renewal as stated in Section 1.3 above, see Regulation 26 in Chapter 5 (additional details about the corporation) of the periodic report for 2024. Notably, there were no changes in the details of Mrs. Stella Amar Cohen details from the date of publication of the periodic report for 2024, as stated above. Notably, the terms of office of the Mrs. Stella Amar Cohen whose will be remained unchanged, and her term of office is until the annual meeting in two years, in accordance with the Company's articles of association.

The Director Eligibility Declaration, of Mrs. Stella Amar Cohen in accordance with Section 224B of the Companies Law, is attached hereto.

**1.4. Approval of the Appointment of Mr. Mishael Vaknin as an Independent Director in the Company**

**Background for the Appointment:**

1.4.1. Following the process in which the Company became a company without controlling shareholders during Q3 2024, the Company convened a Special General Assembly on December 10, 2024 (Reference No: 2024-01-623250), during which four new directors were appointed to the Company's board of directors. As part of the meeting summon, the Company updated that it intends to complete the process of identifying candidates for appointment as independent directors in the months following the meeting, so that the composition of the company's board will include a majority of independent directors. Upon completion of the process of identifying the additional candidate, the nominations committee recommended to the company's board the appointment of Mr. Mishal Vaknin as an independent director in the company. On May 28, 2025, after the audit committee classified Mr. Mishal Vaknin as an independent director and the compensation committee determined his salary as an expert director according to the compensation regulations (as defined below), the company's board of directors accepted the recommendation of the nominations committee and decided on the appointment of Mr. Mishal Vaknin as an independent director, subject to the approval of the general meeting.

**Additional details regarding Mr. Mishael Vaknin appointment process:**

1.4.2 The appointment of Mr. Mishal Vaknin as an independent director in the Company, effective as of the date of this Assembly and until the conclusion of the second annual general assembly following the date of his appointment.

1.4.3 Mr. Mishal Vaknin is an economist and with LLM brings broad extensive experience in management and very good understanding in the financial sectors, corporate governance and regulation. For additional details, refer to the summary of her CV attached hereto.

1.4.4 Pursuant to Section 224B of the Companies Law, Mr. Mishal Vaknin has declared his eligibility to serve as an independent director, his possession of the necessary qualifications (including accounting and financial expertise), and his ability to dedicate the required time to fulfill his role. He has detailed his qualifications accordingly. Additionally, Mr. Mishal Vaknin has declared is compliance with Sections 240(b)-(f) of the Companies Law regarding is classification as an independent director. Mr. Vaknin declaration is attached hereto.

1.4.5 Mr. Mishal Vaknin was classified by the Audit Committee on May 21, 2025, as an independent director, based, inter alia, on the director's declaration signed by him.

- 1.4.6 Based on her declaration, education, and professional experience, Mr. Mishal Vaknin was assessed by the Company's BOD, at its meeting held on May 28, 2025, as Director with Accounting and Financial Expertise in accordance with the provisions of the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications), 5766-2005.
- 1.4.7 In regards to Mr. Mishal Vaknin compensation, On May 21, 2025, the Compensation Committee and on May 28, 2025 the BOD approved that, for his service as independent director in the Company Mr. Mishal Vaknin, will be entitled to compensation equivalent to the compensation paid to external expert directors serving in the Company, in accordance with the *Companies Regulations (Rules on Remuneration and Expenses of External Director)*, 5760-2000, based on the Company's classification as may be applicable from time to time. It is clarified that Mr. Mishal Vaknin will also be entitled to compensation for his service as director in subsidiaries, insofar that they serve in such positions, in accordance with the *Companies Regulations (Matters that do not Constitute Connection)*, 5767-2006. It is further noted that Mr. Mishal Vaknin, if appointed, will be entitled to letter of indemnification and exemption<sup>2</sup>, as part of the granting of such letters to the officeholders of the Company, and will be included in the directors' and officers' liability insurance policies customarily maintained by the Company,<sup>3</sup> all in accordance with the Company's compensation policy for officeholders as approved by the General Assembly on January 4, 2024.
- 1.4.8 Below are the required details, to the best of the Company's knowledge, regarding Mr. Mishal Vaknin, the candidate for appointment as an independent director in the Company:

Name:	Mishal Vaknin
ID Num:	28690592
Commencement Date of Term:	From the date of approval by the General Assembly convened pursuant to this report.
Date of Birth:	25.6.1971
Address for Service of Legal Documents:	56 Beri St., Rehovot
Citizenship:	Israeli
Membership in BOD Committees:	Audit Committee, Compensation and Financial Statement Committee
External Director:	No.
Independent Director:	Yes.
Possesses Accounting and Financial Expertise or Professional Qualifications:	Yes.
Employee of the Company, a Subsidiary, an Affiliate, or of an Interested Party in the Company:	No.
Education:	BA Economics, Political Science & Sociology

<sup>2</sup> For the wording of the indemnification and exemption letters, see the immediate report dated February 18, 2020 (Reference No.: 2020-01-014290).

<sup>3</sup> For details regarding the directors' insurance policy, see the immediate report dated October 31, 2024 (Reference No.: 2024-01-612897).

	MBA LLM
Occupation During the Past Five Years:	Chairperson of Israel Post and IBC, Director in Migdal Insurance Company
Other Corporations in Which Serving as a Director:	Mer Group
Family Member of an Interested Party in the Company:	No.
Director Recognized by the Company as Possessing Accounting and Financial Expertise for Compliance with the Minimum Number Set by the BOD Pursuant to Section 92(a)(12) of the Companies Law:	Yes.

**Proposed Decision** - “To appoint Mr. Mishal Vaknin as an independent director in the Company until the conclusion of the second annual general assembly to be held following the date of his appointment, in accordance with the terms detailed in the Assembly notice report, and to approve the terms of his service as a director in the Company, that is, the provision of annual compensation and compensation for participation in meetings, the issuance of an indemnification letter, the issuance of a letter of exemption from liability, and inclusion in the directors’ and officers’ liability insurance policy, under the terms detailed in Section 1.4.7 above”.

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

The General Assembly will convene on Thursday, July 3, 2025 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, Thursday, July 10, 2025 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 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.

## **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 Thursday, June 5, 2025 (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 Assembly of the Company's shareholders (the “**Assembly**”). The Assembly shall be held on Thursday, 3 July, 2025, at 17:00 at the Company's offices, at 53 HaShalom Road, Floor 20 (the “**Company's Offices**”). If the Assembly is postponed, it shall then convene on Thursday, 3 July, 2025 at the same place and time.

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

3.1 **Reappointment of the Auditing CPA**

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

3.2 **Reappointment of Mrs. Stella Amar Cohen as a Director (not external) of the Company .**

**The wording of the proposed resolution:** "To approve the reappointment of Mrs. Stella Amar Cohen as a Director of the Company up until the end of the second Annual General Meeting, which will be held after the date of appointment in accordance with the terms specified in the Notice of Meeting."

For details, in connection with Mrs. Stella Amar Cohen and its membership in the board of directors and its committees see regulation 26 in Part E (Additional Information about the Corporation) of the Periodic Report for 2024, published on March 13, 2025 (reference number: 2025-01-016702).

3.3 **Reappointment of Mr. Mishael Vaknin as an independent director in the Company for an additional term of office**

**The wording of the proposed resolution:** “To approve the appointment of Mr. Mishael Vaknin 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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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 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.
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 Thursday, June 5, 2025 (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>1</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>2</sup> - A photocopy of their ID, passport, or incorporation certificate.

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<sup>1</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>2</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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**The Hebrew immediate report is the binding report-**

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 7 above).
14. An Unlisted Shareholder is entitled to receive by email, free of charge, a link to the wording of the Voting Paper and the Position Announcements (if such exist), on the Distribution Website, from the stock-exchange member through whom he holds his shares, unless he has informed the stock-exchange member that they do not wish to receive such a link or that they wish to receive the Voting Papers by mail while bearing the cost; the shareholder's notice concerning the Voting Papers will apply to the Position Announcements as well.  
  
In addition, every shareholder is entitled to contact Attorney Elad Sirkis (via fax number 03-7332163 and/or via email at elads1@fnx.co.il) and receive, free of charge, the wording of the Voting Paper, or, with his consent, a link to the wording of the Voting Paper on the Distribution Website, as well as the Position Announcements that the Company has received, if any exist.
15. 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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**The Hebrew immediate report is the binding report-**

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 12,572,863 of the Company's regular shares.

16. 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: Thursday, 3 July, 2025 at 17:00.

Type of Assembly: Annual General Assembly.

The Effective Date: Thursday, 5 June, 2025.

**Shareholder's information:**

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

18. ID No. - \_\_\_\_\_

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

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

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

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

20. If the shareholder is a corporation -

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

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

21. Is the shareholder a stakeholder<sup>3</sup>, a senior position holder<sup>4</sup>, or an institutional investor<sup>5</sup>? Yes/No

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

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

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

<sup>5</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>6</sup>			Are you a controlling shareholder in the Company or a stakeholder <sup>7</sup>	
	In favor	Against	Abstain	Yes	No
To approve the reappointment of Kost Forer Gabbay & Kasierer, CPAs, as the Company's Auditing CPAs until the end of the Company's next Annual General Assembly and to authorize the Company's BOD to determine their wages.				N/R	N/R
To approve the reappointment of Mrs. Stella Amar Cohen as a Director of the Company up until the end of the second Annual General Meeting, which will be held after the date of appointment in accordance with the terms specified in the Notice of Meeting.				N/R	N/R
To approve the appointment of Mr. Mishaël Vaknin as an independent director for term of office until the end of the second Annual General Meeting, which will be held after the appointment date and his term of office compensation as specified in Section 1.4 to the Report Convening the Assembly.				N/R	N/R

**For shareholders who hold shares via a stock-exchange member (according to section 177(1) of the Companies Law) - this Voting Paper is only valid when an Ownership Approval is attached to it, except in cases where voting is done via 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>6</sup> Not marking any vote shall be deemed an absentee vote on that topic.

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

To:  
May 28, 2025

**Phoenix Financial Ltd.**

To Whom it May Concern,

**DIRECTOR DECLARATION**

**Whereas**, Phoenix Financial 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, Stella A. Cohen, ID/Passport number 341286003, date of birth September 12th, 1980, with an address at Shalva 105, Herzliya 4666264, a citizen of Israel, the United States and France, 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
Master of Law (LL.M.)	Law	Columbia University (New York, USA)
Juris Doctor (J.D.)	Corporate Law	University Pantheon Assas (Paris, France)
Master of Arts (M.A.)	Political Sciences	Institute of Political Sciences (Paris, France)
Master of Sciences	Financial Engineering	University Paris Dauphine (Paris, France)

Business experience during the past five years:

<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.

Position	Place of Employment	Dates in which served in each position
Co-Head of Private Equity for Europe, Middle East and Asia	J. Safra Asset Sarasin Management	2018-2022
Senior Investment Principal	Caisse de Depot et Placement du Quebec	2016 - 2018

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:

Finans2 Kapital, Chairman of the Board (2021 - 2022)

Food Delivery Brand, Director (2019 – 2022)

USI Insurance, Director and Chairman of the Audit Committee of the Board (2018 – 2017)

Sedgwick, Board Observer (2018 – 2016)

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

With respect to Section 4 of the Declaration:

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

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

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

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

- ☐ [ ] Yes
- ☐ [ ] No



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

- ☐ Neither I nor my relatives, partners, employers, those that I am subordinate to, directly or indirectly, or entities under my control, on the date of appointment or during the two years prior thereto, have any 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 %
Phoenix Financial	-	150	0	0

<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.

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

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

- ☐ Yes (if relevant, please describe the positions in which you serve)  
☒ No

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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.

Stella A. Cohen  
Name

341286003  
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.*)

## **Mishael Vaknin – Curriculum Vitae**

Email: mishaelvaknin@gmail.com | Mobile: 972-52-2499930

### **General:**

Extensive experience as a CEO, Director, and Chairman of the Board, possessing accounting and financial expertise. Well experienced with finance, technology, corporate governance, and regulation .

### **Education (Bar Ilan University):**

BA in Economics and Political Science - 1996

MBA in Business Administration - 2005

MA in Law Studies - 2007

### **Experience:**

February 2022 - December 2024: Chairman of the Board of Israel Post.

I took on the role after the company reached a state of insolvency and the banking system halted its credit lines. led the formulation of the company's recovery plan, which included replacing the management, appointing a new CEO, formulating an agreement worth 1.7 billion NIS with the government, an agreement with the employees for the layoff of over 1,000 employees (20% of the workforce), formulating a financial arrangement with the banks, and preparing the company for privatization.

In 2023, the company presented improvements in all financial and operational metrics and returned to profitability for the first time after 4 years of losses exceeding 2 billion NIS. On May 2024, the privatization process was completed, the company was sold to the Milgam Group.

Member of the Advisory Board of the Random Forest Fund, which invests in early-stage AI companies.

#### **Previous Positions:**

2021-2022: Chairman of the Board of IBC, an optical fiber infrastructure company, held by Cellcom, Hot, and the Tashi Infrastructures Privet Equity Fund.

2019-2021: External Director at Migdal Insurance. Member of the Balance, Audit, Risk Management, and Technology Committees.

2019-2021: External Director at Migdal-Mekapet. Member of the Balance and Audit Committees.

2017-2019: External Director at Property and Building, the real estate arm of the IDB Group.

2018-2019: Chairman of the Board of a private company in the recycling sector (appointed by retired judge Hila Gerstel).

2014-2020: External Director at Arad Investments (appointed by the Economic Court in Tel Aviv).

2009-2016: External Director at Deutsche Securities Israel, part of Deutsche Bank Group.

2012-2017: Entrepreneur and owner of the "Ono Loft" student housing project in Kiryat Ono.

2009-2012: Director on behalf of the Ministry of Finance at Israel Aerospace Industries. Member of the Balance, Audit, and R&D Committees.

2006-2010: CEO of Logia, a group of companies in the mobile content sector (sold to Mandalay Corporation).

2003-2006: VP of Regulation and Business Development at Cellcom, Israel's leading mobile carrier.

2001-2003: Chief of staff to the Minister of Finance.

1999-2001: Investment Manager at Elron, the high-tech investment arm of the IDB Group.

1996-1999: Economic Editor, Yedioth Ahronoth.

1993-1996: Senior Editor, Globes.



**הנדון: הצהרת דירקטור**

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

ישראל	25.6.1971	28690592	וקנין	מישאל
אזרחות	תאריך לידה 763521	מספר תעודת זהות 56	שם משפחה בארי	שם רחובות
	מיקוד	מספר בית	רחוב	ישוב

- המבוא לעיל הינו חלק בלתי נפרד מהצהרתי זו.
- כל המונחים בהצהרה זו יפורשו כמשמעותם בחוק.
- הריני מאשר את הסכמתי לכהן כדירקטור בחברה.
- מצהיר בזאת לאמור (בהצהרה זו יהיו למונחים הבאים הפירושים אשר לצידם (אם לא משתמע אחרת):

<b>הפניקס פיננסים בע"מ</b>	"החברה"
חוק החברות, התשנ"ט – 1999, כפי שיתוקן מעת לעת.	"החוק"
חוק ניירות ערך, תשכ"ח – 1968, כפי שיתוקן מעת לעת.	"חוק ניירות ערך"
דירקטור חיצוני כמשמעו בחוק	"דח"צ"
בין לבד ובין עם אחרים, בין במישרין ובין בעקיפין, באמצעות נאמן, חברת נאמנות או חברה לרישומים או בכל דרך אחרת, כאשר רואים יחיד ובני משפחתו הגרים עמו, או שפרנסת האחד על האחר, כאדם אחד.	"החזקה"
החזקת ניירות ערך בשיתוף פעולה בין שניים או יותר לפי הסכם, בין בכתב ובין בע"פ, כאמור בחוק ניירות ערך, התשכ"ח – 1968.	"החזקת ניירות ערך ביחד עם אחרים"
מנהל כללי, מנהל עסקים ראשי, משנה למנהל כללי, סגן מנהל כללי, כל ממלא תפקיד כאמור בחברה אף אם תוארו שונה, וכן דירקטור או מנהל הכפוף במישרין למנהל הכללי.	"נושא משרה"
היכולת לכוון את פעילותו של התאגיד, למעט יכולת הנובעת רק ממילוי תפקיד של דירקטור או נושא משרה אחר בתאגיד, וחזקה על אדם שהוא שולט בתאגיד אם הוא מחזיק מחצית או יותר מסוג מסוים של אמצעי השליטה בתאגיד.	"שליטה"
כל אחד מאלה: (1) זכות ההצבעה באסיפה הכללית של חברה או של גוף מקביל בתאגיד אחר.	"אמצעי השליטה" בתאגיד

	(2) הזכות למנות דירקטורים של התאגיד או מנהלו הכללי.
"תאגיד אחר"	תאגיד שבעל השליטה בו, במועד המינוי או בשנתיים שקדמו למועד המינוי, הוא החברה או בעל השליטה בה.
"תאגיד קשור"	חברה אם, חברה בת או חברה אחות.
"חברה אם"	תאגיד המחזיק 50% או יותר מהערך הנקוב של הון המניות המונפק של החברה או מכוח ההצבעה בה או רשאי למנות מחצית או יותר מהדירקטורים או את המנהל הכללי שלה.
"חברה בת"	תאגיד אשר החברה מחזיקה ב- 50% או יותר מהערך הנקוב של הון המניות המונפק שלו או מכוח ההצבעה שבו או רשאית למנות מחצית או יותר מהדירקטורים או את המנהל הכללי שלו.
"חברה אחות"	חברה בת של החברה האם.
"קרוב"	בן זוג, אח או אחות, הורה, הורי הורה, צאצא וכן צאצא, אח, אחות או הורה של בן הזוג או בן זוגו של כל אחד מאלה.
דירקטור בעל מיומנות חשבונאית ופיננסית	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	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.
הליך אכיפה מנהלי	כל הליך לפי פרק ח"ג, ח"ד או ט"ז לחוק ניירות ערך. כל הליך לפי פרק ז' לחוק הסדרת בייעוץ השקעות ובניהול תיקי השקעות, התשנ"א – 1995, או לפי פרק י' לחוק השקעות משותפות בנאמנות, התשנ"ד – 1994 לפי העניין.
ועדת אכיפה מנהלית	הוועדה שמונתה לפי סעיף 52(לבא) לחוק ניירות ערך.
"זיקה"	קיום יחסי עבודה, קיום קשרים עסקיים או מקצועיים, וכן כהונה כנושא משרה, למעט כהונה של דירקטור שמונה כדי לכהן כדירקטור חיצוני בחברה שעומדת להציע לראשונה מניות לציבור.

5. להלן פרטים אודות השכלתי<sup>1</sup>, כישורי וניסיוני המקצועי<sup>2</sup> הרלוונטיים לשם בחינה האם בידי 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"):

<sup>1</sup> יצוינו כל התחומים שבהם נרכשה השכלתו של הדירקטור, המוסד שבו נרכשה והתואר האקדמאי או התעודה המקצועית שהוא מחזיק בהם. תפריט, 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.

השכלתי:

תואר	תחום	שם המוסד האקדמאי
BA	כלכלה, מדעי המדינה וסוציולוגיה	אוניברסיטת בר אילן
MBA	מנהל עסקים	אוניברסיטת בר אילן
MA	משפטים	אוניברסיטת בר אילן

השכלה אחרת ותעודות מקצועיות:

התעסקותי בחמש השנים האחרונות

התפקיד	מקום העבודה	משך הזמן שמילא בתפקיד
יו"ר דירקטוריון	חברת דואר ישראל בע"מ	3 שנים
דירקטור חיצוני	מגדל חברה לביטוח בע"מ	שנתיים

חברות אחרות בהן אני מכהנת ו/או כיהנתי כדירקטורית בחמש השנים האחרונות:

לעניין ההצהרה לפי סעיף 5 להלן:

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

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

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

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

[ ] אף אחד מהמפורטים לעיל;

**ולאור האמור לעיל, הנני כשירה, למיטב הבנתי, לשמש כדירקטורית בעלת:**

[ V ] מומחיות חשבונאית ופיננסית:

או:

[ ] הנני בעל כשירות מקצועית

רצ"ב פרטים נוספים לגבי השכלתי וניסיוני שהינם רלוונטיים לצורך בחינת התקיימות התנאים והמבחנים הקבועים בתקנות החברה (תנאים ומבחנים לדירקטור בעל מיומנות חשבונאית ופיננסית ולדירקטור בעל כשירות מקצועית), התשס"ו – 2005 לשם קביעה על ידי הדירקטוריון כי הנני בעל כשירות.

6. ידוע לי כי הצהרתי זו תשמש את החברה לשם בחינה האם מתקיימים בי התנאים והמבחנים לפי תקנות החברות לעניין מומחיות חשבונאית ופיננסית /או כשירות מקצועית.

7. 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.

8. 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.

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

[ V ] אין לי, לקרובי, לשותפי, מעבידי, למי שאני כפוף לו במישרין או בעקיפין או לתאגיד שהנני בעל שליטה בו קשרים עסקיים או מקצועיים למי שאסורה זיקה אליו כאמור לעיל, גם אם קשרים כאמור אינם בדרך כלל (למעט קשרים זניחים), וכן לא קיבלתי כל תמורה מהחברה בניגוד להוראות סעיף 244(ב) לחוק החברות.

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

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

[ V ] 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.

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

שם החברה	מספר נייר	כמות ניירות ערך	% בהון	% בהצבעה

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

10. איני בעל מניה קשור או מתחרה או קרובו של בעל מניה כאמור, במועד המינוי, ואיני בעל זיקה לבעל מניה קשור או מתחרה במועד המינוי או בשנתיים שקדמו למועד המינוי ;

<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.

לעניין זה – "בעל מניה קשור או מתחרה" – בעל המניה שהציע את המינוי או בעל מניה מהותי (כהגדרתו בסעיף 1 לחוק החברות), והכול אם במועד המינוי יש לו, לבעל שליטה בו או לחברה בשליטת מי מהם, קשרים עסקיים עם החברה או שהוא, בעל שליטה בו או חברה בשליטת מי מהם הם מתחרים של החברה.

11. 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).

[V] לא

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

[ ] כן (אם כן אנא פרט).

[V] לא

13. לא הוטל עלי על ידי ועדת אכיפה מנהלית אמצעי אכיפה אוסר עלי לכהן כדירקטור/ית בחברה ציבורית.

14. נא לסמן את החלופה המתאימה:

[V] לא הוכרזתי כפושט רגל.

או

[ ] הוכרזתי כפושט רגל והופטרתי.

15. אינני מכהן כדירקטור בתאגיד אחר אשר דח"צ שלו מכהן כדירקטור בחברה.


16. סכומי הגמול השנתי וגמול ההשתתפות להם אהיה זכאי כדירקטור בחברה הובאו לידיעתך.

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

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

19. 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 וזכויותי המלאות כל פי החוק ידועות לי.

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

  
חתימה

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מישאל וקנין

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(א1), 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 ביעוץ 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 עד 428 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;
- (א1) 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 (א1).
- (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.
226. 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 הרשעה**
- 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.