

Blue Square Real Estate Ltd.
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To:	To:	June 15, 2026
Securities Authority	Tel Aviv Stock Exchange Ltd.	
<u>Via MAGNA</u>	<u>Via MAGNA</u>	

Dear Sir/Madam,

Subject: Immediate report regarding the convening of an annual meeting of the shareholders of Blue Square Real Estate Ltd. (the "Company" or "Blue Square Real Estate")

In accordance with the Companies Law, 5759-1999 (hereinafter: the "Companies Law") and the regulations thereunder, and in accordance with the Securities Law, 5728-1968 (hereinafter: the "Securities Law") and the regulations thereunder including the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (hereinafter: the "Reporting Regulations"), the Company is honored to announce the convening of an annual meeting of the shareholders of the Company (hereinafter: the "Meeting"), which will convene on Thursday, June 18, 2026, at 17:00, at the registered office of the Company, at Azrieli Center, the Round Tower, 18th floor, Tel Aviv-Yafo (hereinafter: the "Company's Offices").

Part A - Agenda Items and Wording of Proposed Resolutions

1. Details of the items on the Meeting's agenda and summary of the proposed resolutions:

1.1. Discussion of the Board of Directors' Report and the Company's Financial Statements for the years 2024 and 2025

The Board of Directors' report and the audited financial statements of the Company for the one-year period ended December 31, 2024, as published on March 30, 2025, as part of the Company's Periodic report (Reference No.: 2025-01-021936) (hereinafter: the "2024 Periodic Report"), as well as the Board of Directors' report and the audited financial statements of the Company for the period ended December 31, 2025, as published on March 29, 2026, as part of the Company's Periodic report (Reference No.: 2026-01-029068) (hereinafter: the "2025 Periodic Report"), will be brought for discussion.

1.2. Appointment of an auditing accountant for the Company and report regarding their fee

Approval of the reappointment of the accounting firm Ziv Haft (BDO) as the auditing accountant of the Company until the date of the next annual meeting and updating the general meeting regarding the auditing accountant's fee for the audit activity and other services provided by them to the Company in 2024 and 2025, which were also detailed in the Board of Directors' report attached to the 2024 Periodic Report and the 2025 Periodic Report, respectively, the contents of which regarding this matter are brought in this report by way of reference.

It should be noted that at its meeting on March 17, 2026, the Company's Audit Committee recommended the continued tenure of the accounting firm Ziv Haft (BDO) as the Company's auditing accountant, this, inter alia, after the Audit Committee examined compliance with the independence rules of the auditing accountant. Furthermore, the Audit Committee recommended, after finding that there is alignment between the fee and the scope of the accountant's work and the topics that are expected to require audit input investment, that the Company's Board of Directors approve the auditing accountant's fee for the year 2026. Following the above, on March 22, 2026, the Board of Directors approved the said fee.

Proposed Resolution Wording: To approve the reappointment of the accounting firm Ziv Haft (BDO) as the Company's auditing accountant until the date of the next annual meeting.

1.3. Reappointment of directors (who are not external directors)

It is proposed to reappoint the directors (who are not external directors) serving on the Company's Board of Directors - Messrs. Moti Ben-Moshe, Oded Negri, and Alex Sorizki, for an additional term of office, until the date of the next annual meeting (hereinafter: the "Directors Nominated for an Additional Term").

In accordance with the resolution of the Company's Board of Directors dated November 13, 2016 (which was adopted after approval by the Remuneration Committee), directors serving and who shall serve in the Company from time to time, are entitled to annual remuneration and participation remuneration for meetings in the amount of the fixed sum as specified in the Second Appendix and Third Appendix to the Companies Regulations (Rules regarding Remuneration and Expenses for an External Director), 5760-2000 (hereinafter: the "**Remuneration Regulations**"), in accordance with the Company's equity rank according to the Remuneration Regulations. It was further determined that the annual remuneration amount for directors who were defined and/or will be defined by the Company's Board of Directors as having accounting and financial expertise in accordance with the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and a Director with Professional Qualifications), 5766-2005, shall stand at a total of 101,271 NIS,¹ an amount that is between the "fixed sum" and the "maximum sum" according to the Second Appendix to the Remuneration Regulations.

It should be noted that the directors' remuneration for Mr. Alex Sorizki was approved in accordance with Regulation 1B(a)(3) of the Companies Regulations (Relief in Transactions with Interested Parties), 5760-2000, where the remuneration for the aforementioned director shall not exceed the lowest remuneration paid to another director in the Company (i.e., to a director who does not have accounting and financial expertise as detailed above).

For further details, see the immediate report published by the Company on November 13, 2016 (Reference No.: 2016-01-077208), as well as the immediate report dated May 1, 2023 (Reference No.: 2023-01-039769), and the contents of Sections 7.1.7 and 9.5 of Chapter D of the 2025 Periodic Report, the contents of which are brought in this report by way of reference.²

In addition, directors serving in the Company and as they shall serve from time to time are entitled to an undertaking for indemnity in the format customary in the Company that was approved by the Company's general meeting on February 15, 2012.³ Regarding the granting of the indemnity undertaking to Mr. Moti Ben-Moshe, who is the controlling shareholder in the Company, see Sections 1.4, 5, and 7 of the immediate report (amendment) regarding the summoning of a special meeting, as published by the Company on May 23, 2024 (Reference No.: 2024-01-053634) (hereinafter: "**Summoning of the 2024 Meeting**").

For information regarding the liability insurance of officers which was included in the terms of office and employment for officers in the Company, including the Directors Nominated for an Additional Term, see the immediate report as published by the Company on May 28, 2025 (Reference No.: 2025-01-038100).

Prior to summoning the Meeting, each of the Directors Nominated for an Additional Term submitted a declaration to the Company as required under Section 224B of the Companies Law. The declarations of the Directors Nominated for an Additional Term as aforesaid are attached as **Appendix A** to this report.

For further details about the Directors Nominated for an Additional Term as required under Regulation 26 of the Reporting Regulations, see the disclosure according to the said Regulation 26 in Chapter D of the 2025 Periodic Report.

Proposed Resolution Wording:

To approve the reappointment of the directors (who are not external directors) serving on the Company's Board of Directors - Messrs. Moti Ben-Moshe, Oded Negri, and Alex Sorizki, for an additional term of office, until the date of the next annual meeting and under the same terms of office, as detailed in Section 1.3 of the Meeting Summons report.

¹ This amount is correct as of the date the resolution was adopted (November 13, 2016) and it is linked to the Consumer Price Index in accordance with the provisions of the Remuneration Regulations. The amount correct as of the date of this report is - 120,640 NIS.

² It will be clarified that Mr. Ben-Moshe is not entitled to remuneration for his tenure as a director in accordance with the Remuneration Regulations as detailed above, this starting from January 1, 2020, which is the start date of the engagement with him in an agreement to provide his services as Chairman of the Board of Directors of the Company. For further details about the terms of office of Mr. Moti Ben-Moshe as Chairman of the Board of Directors of the Company, see the Summoning of the 2024 Meeting (as defined below).

³ The wording of the indemnity letter was attached as Appendix B to the Summoning of the 2024 Meeting (as defined below). It should be noted that regarding directors and officers in whom the controlling shareholder of the Company may have a personal interest in granting them an indemnity letter, the Audit Committee's decision was received, according to which granting such an indemnity letter is not an "extraordinary transaction," as defined in the Companies Law. The Audit Committee also determined that no further approval would be required for the purpose of granting such an indemnity letter and that approvals received in the Company's organs in relation to the other directors and officers would also apply to directors and officers in whom the controlling shareholder may have a personal interest.

The vote regarding each of the directors nominated for an additional term will be held separately.

1.4. [Canceled.](#)

1.5. [Canceled.](#)

2. [Canceled.](#)

Transferred funds to the joint account from various sources.
The joint assets of the spouses.

To purchase new assets.
In equal proportion.

Distribution of property.
In accordance with the provisions of the agreement.
By virtue of the agreements between the spouses.

The definition of joint property and separate property within the framework of a financial agreement may differ from their definition in the law and/or case law.

No.	Property Name	Location	Block-Parcel / Parts	Company's rights in the property (Note 4)	Main areas and service areas according to the TBP (sqm)	Value as of December 31, 2021 (NIS thousands)	Utilization of rights	Use	Comments regarding change in value and assumptions in the valuation basis	Material change during the reporting year compared to last year
1										
2										
3	-									
4	-									
5										

Activity (according to)	Planned	Status	Progress/actions performed during reporting/for delays	Annual execution percentage (%)	Success targets (Annual basis)	Target audiences (Number of participants)	Start date	End date	Budget (in NIS)	Comments
Youth Culture and Sports			Holding culture and sports events in schools							
Establishing a system and subsidizing leisure sports classes for youth at risk	To determine criteria	Initial criteria were convened	Calls for proposals were published to select youth meeting the criteria, convened and determined initial distribution of scholarships. Actual distribution not performed.	Scholarships distributed	End of 2023	1,200	January 2023	December 2023	500,000 NIS	-
-	To determine criteria	Initial criteria were convened	Calls for proposals were published to select youth meeting the criteria, convened and determined initial distribution of scholarships.	Scholarships distributed	End of 2023	1,200	January 2023	December 2023	500,000 NIS	-
-	-	Initial criteria were convened	Convened and determined initial distribution of scholarships.	Scholarships distributed	End of 2023	1,000	March 2023	December 2023	400,000 NIS	-
-	-	Contacting institutions and performing preparatory meetings	Preparatory meetings with schools	Schools	Schools	1,000	April 2023	June 2023	100,000 NIS	-

Technical Specifications, Brand and Manufacturing Country	Unit of Measurement and Origin	Approved	Manufacturer Brand Product	Country, Supplier and Local Agent	Item to be supplied	Unit Price	Country of Origin	Remarks	Supplier Name	Category
Split unit air conditioning units 36,000 BTU	-	Approved Specifications	Manufacturer and country of product	Manufacturer and Country	Split Unit Air Conditioning	120.00	<u>Kuwait</u> / USA	Technical Specifications Tender No. 2024/01	Al-Haditha Company	First
-	-	Approved Specifications	Ventilation Fan	Manufacturer and Country	Ventilation Fan	25.00	<u>Kuwait</u> / China	Technical Specifications Tender No. 2024/01	Al-Haditha Company	First
Split unit air conditioning units 36,000 BTU	-	Approved Specifications	Manufacturer and country of product	Manufacturer and Country	Split Unit Air Conditioning	120.00	<u>Kuwait</u> / USA	Technical Specifications Tender No. 2024/01	Al-Haditha Company	First
Air conditioning	-	Approved Specifications	Manufacturer and country of product	Manufacturer and Country	Split Unit Air Conditioning	120.00	<u>Kuwait</u> / China	-	Al-Haditha Company	First

Venture capital fund / technology investment company investment amount	Actual investment amount in NIS	Investment amount in USD	Existing shareholder / additional financial investor investment amount in NIS	Owners' (entrepreneurs') and family members' investment amount in NIS	Foreign (non-Israeli) shareholders' and family members' investment amount in NIS	Applicant company's investment amount (cash) in NIS	Remaining sources	Total	Requested grant amount	Total
								Required to check that equity exists		

According to the above, the company declares that from the date of submission of the application until the end of the investment period this condition will be met where the total investment amount from the venture capital company and the additional investors (who are not existing shareholders of the company) in the company is in the amount required as completion of the program's financing sources (according to the amount to be determined by the Research Committee).

Requested completion

Accordingly

A company belonging to the preferred company track (hereinafter: "preferred company track") is not required to present venture capital fund investment and/or additional investors as detailed above and it is sufficient for it to have equity of the company alone as completion of the financing sources.

Requested funding

Furthermore, if a company chose self-financing as completion for the financing sources, the company hereby declares and confirms that liquid equity balances exist in the company's account, as required as completion for the program's financing sources.

Company funding amount plus balance of unlimited liquid sources

Chapter Three: Principles and Guidelines

No.	Supplier/Service Provider Name	Co. ID/Business No.	Nature of Service	Base Engagement Period - From	Base Engagement Period - To	Option Period (if exists)	Estimated Annual Financial Scope (in NIS) including VAT	Extension of Engagement	Engagement Classification	Tender Committee Grounds / Grounds per Regulation 10a (Issue Public Tender / Extension / Exemption, etc.)
1	HaMeshakem Co. Ltd.	510001042	Cleaning Services	01/01/2024	31/12/2024	Annual	110,000 NIS including VAT	Extension of engagement	-	Issue public tender
2	HaMeshakem Co. Ltd.	510001042	Cleaning Services	01/01/2024	31/12/2024	Annual	110,000 NIS including VAT	Extension of engagement	-	Issue public tender
3	M.M.S Solutions Co. Ltd.	510014023	Cleaning Services	01/01/2024	31/12/2024	Annual	110,000 NIS including VAT	Extension of engagement	-	Issue public tender
4	M.M.S Solutions Co. Ltd.	510014023	Cleaning Services	01/01/2024	31/12/2024	Annual	110,000 NIS including VAT	Extension of engagement	-	Issue public tender
5	M.M.S Solutions Co. Ltd.	510014023	Cleaning Services	01/01/2024	31/12/2024	Annual	110,000 NIS including VAT	Extension of engagement	-	Issue public tender

Type	Activity Name / Program	Status	Resource Designation	Budget Regulation No. / Funding Source	Executing Body in Office / External Body	Budget Cost (in NIS thousands) Resource completion if missing / Budget Source	Target Group and Ages	Program Goal	Details and highlights regarding resource implementation (the program) in the locality in the local authority
Authority	"Yeadim" Project	Active	Employment and Career	Absorption and Education Department	Absorption and Education Department	-	Immigrants Employment and Career	-	Integrating immigrants into the workforce through individual and group guidance.

Type	Activity Name / Program	Status	Resource Designation	Budget Regulation No. / Funding Source	Executing Body in Office / External Body	Budget Cost (in NIS thousands) Resource completion if missing / Budget Source	Target Group and Ages	Program Goal	Details and highlights regarding resource implementation (the program) in the locality in the local authority
Authority	"Yeadim" Project	Active	Employment and Career	Absorption and Education Department	Absorption and Education Department	-	Immigrants Employment and Career	-	Integrating immigrants into the workforce through individual and group guidance.
Authority	Youth Activity	Active	Leisure and Recreation	Absorption and Education Department	Absorption and Education Department	-	Immigrant Youth	-	Youth Activity
Authority	Parent Workshops	Active	Parenting and Family	Absorption and Education Department	Absorption and Education Department	-	Immigrant Parents	-	Parent Workshops
Authority	Hebrew Ulpan	Active	Education	Absorption and Education Department	Absorption and Education Department	-	Immigrants	-	Hebrew Ulpan
Authority	Retirees Club	Active	Leisure and Recreation	Absorption and Education Department	Absorption and Education Department	-	Veteran Immigrants	-	Enrichment Activities

No.	Project/Body Name	Status	Date determination	Estimated budget source	Updated multi-year budget for 2024 (in NIS millions)	Actual utilization of 2024 budget to date (in NIS millions)	Engagement Details	Purpose of Engagement	Supplier/Consultant Name	Is there a civil service alternative?
1		-								
2		-								
3		-								
4		-								
5		-								
6		-								

Section	Entity Name	Address	ID Number	Type of right in property	Share in right	Special attachments	Area in sqm owned by the taxpayer	Property description	Use of property	Entity number in excerpt/contract
10	Amnon Ben Tzur	Moshav Ein Eiron 73	007551062	Leasehold	100%	1/2 of the total right	120	Agricultural land	=	Block 10118 Parcel 2

Amendment No. 1: Definition of 'Employee' - Amendment of the definition of 'employee' in the law to include freelance workers and certain service providers, based on current court tests regarding employer-employee relations, to ensure their social rights and protection under protective labor laws.

The duty of an employer or someone on their behalf to provide the employee with a written notice detailing the employee's terms of employment, no later than thirty days from the day the employee began working for the employer. Such notice shall detail the identity of the employer and employee, the start date of work and the duration of work (if a fixed period was agreed upon), the main duties of the employee, the name of the employee's direct supervisor, the total payments due to the employee as wages and the dates for payment of wages, the length of the regular workday or regular workweek of the employee, the employee's weekly day of rest, and details of the pension entities to which the employer transfers contributions for the employee.

An employer shall give the employee written notice of any change in the employment terms as detailed in the employee notice, within thirty days of becoming aware of the change.

Section 24a - An employer shall not harm an employee's wages, rights, or employment terms, and shall not fire them, because the employee filed a lawsuit against the employer or because they assisted another employee in a lawsuit against the employer, provided that the lawsuit or assistance was made in good faith.

Section 25b - The employer shall maintain a wage register that includes the employee's wage details in accordance with the provisions of the law.

These provisions shall also apply in the case of a change of employers at the workplace, and the new employer must provide a notice to the employee about employment terms and rights as if their employment had begun anew, except for rights accumulated based on seniority. In the event that the new employer does not assume all the previous employer's obligations toward the employee, the employee shall be considered as having been dismissed, and shall be entitled to severance pay and all other rights due by law for the termination of their employment.

The provisions of these sections shall also apply to contractor workers employed through manpower contractors or service contractors.

Application of the Law and Transitional Provisions

The provisions of this law shall apply to employers and employees, except for employees explicitly excluded in this law or any other law.

Obligation for sale and/or rental of housing units

Designation of public areas and registration in the name of the Municipality

The seller undertakes to ensure that the housing company/Israel Land Authority/Land Registry Office

The seller undertakes to ensure that the apartment area and the balcony/garden area as defined in the agreement

The seller undertakes to ensure that

Ultimately, the company and its investing public. Therefore, in the interest of the matter and to prevent the continuation of the harm to the shareholders, the company must act immediately to bring about the termination of the violations described in this letter, including ceasing any action that constitutes a violation of the disclosure and reporting duties imposed on it.

Insofar as the company refrains from doing so, the authorized parties, including the filing of a class action on behalf of the investing public. As already clarified above, the company and its board of directors bear full responsibility for any damage that will be caused or has already been caused to the investing public as a result of these violations. Therefore, the company is requested to notify within 14 days from the date of receipt of this letter of the steps it intends to take to correct the deficiencies detailed above, as well as the exact date on which it intends to complete the required corrections.

Nothing in this letter shall constitute a waiver of any claim and/or demand and/or right available to the investing public against the company and/or anyone on its behalf, whether by virtue of law or by virtue of agreement.

Sincerely,

It should also be noted that the company is required to report immediately on the receipt of this letter and its content, in accordance with the reporting duties applicable to it under the Securities Law and its regulations. If the company chooses not to report receipt of the letter, it will be exposed to the sanctions established by law for violation of reporting duties. Given the importance of the subject and its implications for the investing public, you are required to act with full transparency towards the investing public and ensure that all relevant information is brought to their attention without delay.

Copies: Israel Securities Authority; Tel-Aviv Stock Exchange Ltd.

This letter is a direct continuation of our previous letter and does not replace or detract from what is stated therein.

It should be emphasized that nothing in this letter shall prevent the taking of criminal or administrative proceedings as deemed appropriate by the authorized enforcement authorities. The company is required to cooperate fully with any investigation or examination that will be carried out on this subject and to provide all required documents as requested to do so.

Appointment of a subcommittee from among the Council members regarding the appointment of a legal advisor to the municipality

The Council decides to appoint the Mayor, Mr. Yair Revivo, Deputy Mayor Mr. Yossi Harush, and Opposition Leader Mr. Benny Regev as a subcommittee from among the Council members for the purpose of opening tender boxes, concentrating proposals and initial screening of candidates for the position of legal advisor to the municipality in public tender no. 45/2013 and submitting recommendations to the tenders committee for the selection of senior employees. The subcommittee will convene in the presence of the CEO.

The decision was passed unanimously.

(9) Approval of the Planning and Building Subcommittee minutes no. 2013020 dated 4/12/2013.

The Council's approval is hereby submitted for the Planning and Building Subcommittee minutes no. 2013020 dated 4/12/2013 which was placed on the Council's table. The Council decides by a majority of votes (13 in favor, 2 abstentions: Amram Ivgi and Yosef Kozashvili) to approve the Planning and Building Subcommittee minutes no. 2013020 dated 4/12/2013.

The decision was passed by a majority of votes.

(10) Approval of the Planning and Building Subcommittee minutes no. 2013021 dated 18/12/2013.

The Council decides unanimously to approve the Planning and Building Subcommittee minutes no. 2013021 dated 18/12/2013.

The decision was passed unanimously.

(11) Approval of a settlement agreement in Civil File 44102-01-13 "Yad Eliezer" Sports Club vs. Lod Municipality.

The Council decides unanimously to approve the settlement agreement as presented before it in Civil File 44102-01-13 "Yad Eliezer" Sports Club vs. Lod Municipality, according to which the Municipality will pay to "Yad Eliezer" Community Center (R.A.) a total of 150,000 NIS for the final and absolute settlement of the claim.

The decision was passed unanimously.

(12) Approval of a letter of authorization and supplement to the agreement regarding the extension of the validity of the Borders Committee - Emek Lod.

The Council decides unanimously to approve the letter of authorization for the agreement between Emek Lod Regional Council and Lod Municipality dated 3/1/2013 (hereinafter: "the Agreement"), which includes provisions regarding the continued transfer of funds from the Regional Council to the Municipality in respect of property tax (arnona) of industrial areas as well as the extension of the deadline for the completion of the work of the Borders Committee between the authorities as determined in the agreement, for an additional period of 15 months from 1.1.2014 until 31.3.2015. The Council approves Supplement No. 1 to the agreement according to which the parties agree that the stated in Section 17.5 of the agreement dated 3/1/2013 (financial claims of the Municipality against the Regional Council) will remain in effect mutatis mutandis until the date of the end of the term of the new Borders Committee. This arrangement is subject to the approval of the Ministry of Interior as may be required.

The decision was passed unanimously.

Change in the composition of members in the Municipality committees:

The Council decides unanimously to approve the following committee compositions:

1. Melah (Emergency) Committee: In place of Council Member Yoram Marciano, Council Member Amichai Langfeld will be appointed.
2. Security Committee: In place of Council Member Eli Saar, Council Member Amichai Langfeld will be appointed.

.3 [Cancelled.](#)

4. Written Scope of Activity

Written scope of activity.⁵

5. Obligation of Written Justification

⁵ Amendment No. 1: The validity of this paragraph is not conditioned on the other party signing this supplement. It is sufficient that the insurer or insurance agent detailed in writing the area in which the insurance policy is activated and the area in which it is not.

⁶ Section 17(c) of the Regulation of Investment Advice, Investment Marketing and Investment Portfolio Management Law, 1995 determines that a license holder managing investment portfolios for a client is obligated to justify in writing their recommendation regarding the execution of a transaction in securities for the client.

⁷ Amendment No. 1: Section 18(b) of the Law determines that a license holder managing investment portfolios for a client is obligated to justify in writing their recommendation regarding the execution of a transaction in securities for the client, if the client demanded it in writing; if the client did not demand it in writing, the license holder may justify the recommendation in writing or orally, at their choice. The amendment determines that the obligation of written justification will apply to every recommendation for executing a transaction in securities, regardless of the client's demand.

Subsection (a) - Authority to Issue the Order

To prevent severe harm to state security, the Minister of Defense may, with the consent of the Prime Minister, and regarding a broadcast prohibition of a foreign channel - also with the consent of the Minister of Communications, if convinced that the broadcasts of a foreign channel broadcasting in Israel significantly harm state security, order the actions detailed below, in an order:

Paragraph (1) - Instruction to Stop Foreign Channel Broadcasts

To instruct the cessation of broadcasts of the foreign channel;

To instruct the closure of the offices of the foreign channel located in Israeli territory;

Paragraph (2) - Instruction to Seize a Device Used for Providing Content

To instruct the seizure of a device used for providing the contents of the foreign channel, as defined in Section 1 of the Communications Law (Telecommunications and Broadcasting), 1982, which is not a terminal device used by the consumer to receive communication services;

To instruct the removal of the website of the foreign channel, if the server on which the website is stored is in Israel, or if the website is under the control of a person in Israel or under the control of a corporation registered in Israel;

After examining the version of the law, as well as the update regarding the existence of a security opinion by security officials establishing the required security grounds, we found that there is justification for granting the ministers' powers, subject to our comments below. We emphasize that these are powers that involve significant harm to freedom of expression and freedom of the press, which are fundamental principles in Israeli democracy. However, in the current state of war, and taking into account the immediate operational need to prevent broadcasts that significantly harm state security, we believe there is justification for granting these powers for a limited period. We emphasize that the power is conditioned on the existence of an up-to-date and clear security opinion establishing the significant harm to state security, and that the orders must undergo judicial review by the District Court within 24 hours of their issuance, as set out in Section 1(c) of the bill. In addition, the powers are limited in time, both in terms of the validity of the law as a temporary provision (Hora'at Sha'ah) and in terms of the duration of the validity of an order issued under it.

Subsection (b) - Obligation of Consultation

Prior to issuing the order, the Minister of Defense will consult with the relevant security officials, including the IDF, the Mossad (Institute for Intelligence and Special Operations), the ISA (General Security Service), and the National Cyber Directorate, and will also receive the professional opinion of professional officials in the Ministry of Communications.

In conclusion, we believe that the proposed version appropriately balances the urgent operational and security need to prevent broadcasts that harm state security and the preservation of the fundamental principles of freedom of expression and the press. The powers granted to the ministers are exceptional and far-reaching, but they are defined and limited in time and substance, and are subject to significant control and review. We recommend the committee adopt the version as presented before it, subject to the refinements and additions discussed during the deliberation.

- 1.1.2.8
- 1.1.2.9
- 1.1.2.10
- 1.1.2.11
- 1.1.2.12
- 1.1.2.13
- 1.1.2.14
- 1.1.2.15 They are legally able to exploit the business opportunity;⁹
- 1.1.2.16

1.1.3 Remedies for breach

8

9

- (d) The provisions of subsections (a) to (c) shall apply, mutatis mutandis, also to Israel lands on which a condominium was built.
- (e) The provisions of subsections (a) to (c) shall apply, mutatis mutandis, also to rights in Israel lands on which a condominium was built.

Ownership conditions of the property and execution of transactions in the property

Notwithstanding the provisions of Chapter H of the Land Law, regarding a property built on Israel lands, the Minister may determine in regulations, with the approval of the Knesset Economics Committee, provisions regarding the ownership conditions of the property and the execution of transactions in it, including provisions regarding the registration obligation of such transactions and the status of transactions that were not registered; such regulations may determine provisions different from the provisions of the Land Law.

Applicability of Section 179 of the Companies Law and applicability of the provisions of the Securities Law regarding registration of liens

Section 179 of the Companies Law and the provisions of the Securities Law regarding registration of liens shall apply to a property built on Israel lands, mutatis mutandis.

Supervision and enforcement powers of the Israel Land Authority regarding a property built on Israel lands

The Israel Land Authority shall have, regarding a property built on Israel lands, the supervision and enforcement powers granted to it under the Israel Land Law, 1960, and under the Public Lands (Eviction of Squatters) Law, 1981, mutatis mutandis.

Provisions regarding management and maintenance conditions of a property built on Israel lands

The Minister may determine in regulations, with the approval of the Knesset Economics Committee, provisions regarding the management and maintenance of a property built on Israel lands, including provisions regarding the obligations of a property owner as such in connection with the management and maintenance of the property, provided that such provisions shall not derogate from the obligations imposed on a property owner under any other law.

Authority to determine provisions regarding procedures for registration and management of rights in Israel lands

The Minister may determine in regulations provisions regarding procedures for registration and management of rights in Israel lands, including provisions regarding reports that the Israel Land Authority must provide to the Land Registrar regarding such procedures, provided that such provisions shall not derogate from the obligations imposed on the Israel Land Authority under any other law.

Reporting and publication obligation of the Israel Land Authority regarding a property built on Israel lands

The Israel Land Authority shall publish on its website information regarding properties built on Israel lands, including information regarding the registration and management procedures of rights in such properties.

Part B - Details of the Convening of the Meeting, the Required Majority, the Quorum and the Manner of Voting

4. Location of the Meeting, its Date, Quorum and Adjourned Meeting

- 4.1.** The meeting will convene on Thursday, June 18, 2026, at 17:00, at the Company's offices.

- 4.2.** A quorum shall be formed when there are present, in person or by proxy, a shareholder holding, or shareholders holding in aggregate, more than fifty percent (50%) of the voting rights, within half an hour of the time set for the opening of the meeting (hereinafter: "Quorum").

- 4.3.** If a quorum is not present at the end of half an hour from the time set for the start of the meeting, the meeting shall be adjourned for one week - to the same day, at the same time and at the same place without any obligation to notify the shareholders, or to another day, time and place, as determined by the Board of Directors in a notice to the shareholders (hereinafter: an "Adjourned Meeting").

At an adjourned meeting, a quorum shall be formed when there are present in person or by proxy, shareholders holding, or shareholders holding in aggregate, more than fifty percent (50%) of the voting rights, within half an hour from the time set for the start of the adjourned meeting. If a quorum is not present at the adjourned meeting, the meeting shall be canceled.

5. The Record Date for Eligibility

The date for determining the eligibility of shareholders to vote at the general meeting, as stated in Section 182 of the Companies Law, is the end of the trading day on the stock exchange on Sunday, April 19, 2026 (hereinafter: the "Record Date"). If no trading takes place on the Record Date, then the Record Date shall be the last trading day preceding this date.

6. Manner of Voting

- 6.1.** Anyone who is a shareholder of the Company on the Record Date is entitled to vote at the meeting, in person or by proxy or by means of a voting paper, subject to the provisions of the Company's articles of association and the provisions of the Companies Law. A shareholder who is not registered in the register of shareholders and whose shares are registered with a TASE member (hereinafter: an "Unregistered shareholder") may vote through the electronic voting system as detailed in Section **6.5** below.

6.2 A document appointing a proxy to vote (hereinafter: the "**Appointment Letter**") shall be in writing and signed by the appointer or by a person authorized in writing for this purpose, and if the appointer is a corporation, the appointment letter shall be in writing and signed in a manner that binds the corporation. The Secretary or whoever was authorized for this purpose by the Board of Directors may require that a written confirmation be delivered, to his satisfaction, regarding the authority of the signatories to bind the corporation. The appointment letter, or a copy thereof together with a lawful certificate of ownership for the shares by virtue of which the power of attorney was granted, shall be delivered to the company's offices at least 48 hours before the start of the general assembly, or the adjourned assembly, as the case may be.

6.3 In accordance with the Companies Regulations (Proof of Ownership of a Share for Voting at the General Meeting), 5760 - 2000 (hereinafter: the "**Ownership Proof Regulations**"), an unregistered shareholder who wishes to vote at the general meeting, may participate in said meeting himself or through a proxy for voting only if he provides the company, before the assembly, with a certificate from the TASE member regarding his ownership of the company's shares on the record date as required by said regulations (hereinafter: a "**Share Ownership Certificate**"). An unregistered shareholder is entitled to receive the share ownership certificate from the TASE member through which he holds his shares, at the TASE member's branch or by mail to his address for delivery fees only, if he so requested, and a request for this matter shall be given in advance for a specific securities account. It should be noted that in accordance with the Ownership Proof Regulations, an approved electronic message according to section 44J5 of the Securities Law, 1968, concerning the data of users of the electronic voting system - shall be treated as an ownership certificate regarding any shareholder included in it.

6.4 Voting via Voting Papers and Position Statements

In accordance with the Companies Regulations (Voting in Writing and Position Statements), 5765 - 2005 (hereinafter: the "**Voting Regulations**"), the shareholders of the company will be able to vote regarding the resolutions on the agenda as detailed in section 1 above via voting papers. The wording of the voting paper and position statements (if any) regarding said resolution can be found on the distribution site of the Securities Authority at: www.magna.isa.gov.il (hereinafter: the "**Distribution Site**") and on the TASE website at www.tase.co.il. Shareholders will be entitled to contact the company directly and receive from it the wording of the voting paper and position statements.

The TASE member shall send, free of charge, by electronic mail, a link to the wording of the voting paper and position statements (if any), on the Distribution Site, to every unregistered shareholder, unless the shareholder has announced that he is not interested in this, provided that the notice was given regarding a specific securities account and at a time prior to the record date. Voting will be done on the second part of the voting paper, as published on the Distribution Site.

An unregistered shareholder is entitled to receive the ownership certificate from the TASE member through which he holds his shares, at a branch of the TASE member or by mail to his address for delivery fees only, if he so requested, and that a request for this matter shall be given in advance for a specific securities account.

The voting paper and the documents to be attached to it as detailed in the voting paper, must be delivered¹¹ to the company's offices (including by registered mail) up to 4 hours before the time of the assembly meeting, i.e., until Thursday, June 18, 2026, at 13:00 as follows:

- A. In respect of an unregistered shareholder, the voting paper will be valid only if an ownership certificate is attached to it or if an ownership certificate was sent to the company via the electronic voting system.
- B. In respect of a registered shareholder (a shareholder registered in the company's shareholder register) the voting paper will be valid only if a photocopy of an ID card, passport or incorporation certificate of the registered shareholder is attached to it.

¹¹ For this matter, "Delivery Date" is the date on which the voting paper and the documents attached to it arrived at the company's offices.

A shareholder may contact the registered office of the company and after proving his identity, withdraw his voting paper and ownership certificate up to 24 hours before the time of the assembly meeting.

The deadline for delivering position statements to the company is up to 10 days before the time of the assembly meeting (i.e. - until April 7, 2026).

The deadline for delivering a position statement on behalf of the company that will include the response of the company's board of directors to the position statements on behalf of the shareholders is no later than 5 days before the time of the assembly meeting (i.e. - until April 12, 2026).

6.5. Voting via the Electronic Voting Paper

An unregistered shareholder may vote in respect of the resolutions on the agenda as detailed above, using the voting paper that will be transferred via the electronic voting system as defined in the Voting Regulations (hereinafter: the "**Electronic Voting Paper**").

Voting via the electronic voting system will open for voting at the end of the record date and will end 6 hours before the assembly time (namely, on Thursday, June 18, 2026, at 11:00), at which time the electronic voting system will be closed.

The electronic voting will be subject to change or cancellation until the closing time of the electronic voting system and it will not be possible to change it via the electronic voting system after this time. If a shareholder voted in more than one way, his later vote will be counted. For this matter, the vote of the shareholder himself or via a proxy shall be considered later than voting via the electronic voting paper.

7. Notice of Personal Interest

7.1. Cancelled

7.2. A shareholder wishing to participate in the vote must notify the company, including by way of marking in the place designated for this purpose in the voting paper, in the electronic voting paper and/or in the power of attorney, whether he is an interested party in the company, a senior officer, an institutional investor or not.

8. The Majority Required to Approve the Proposed Resolutions

8.1. The majority required to approve the resolutions as detailed in section 1.2 above (appointment of accountant/accountants) and in section 1.3 above (appointment of directors for an additional term; voting regarding each director separately), is an ordinary majority.

8.2. Cancelled

9. Changes to the Agenda / The Deadline for Delivering a Request to Include a Subject on the Agenda by a Shareholder

9.1. After the publication of this report there may be changes in the agenda, including the addition of subject(s) to the agenda, position statements may be published, and the updated agenda and position statements published in the company's reports can be viewed on the Distribution Site.

9.2. A shareholder, one or more, who has at least one percent (1%) of the voting rights in the general assembly, may request the Board of Directors up to 7 days after the assembly summons to include a subject on the agenda of the assembly, provided that the subject is suitable to be discussed in a general assembly.

9.3. If the Board of Directors finds that a subject requested to be included on the agenda is suitable to be discussed at the assembly, the company will prepare an updated agenda and an updated voting paper, as far as required, and publish them on the Distribution Site no later than 7 days after the deadline for delivering the request to include an additional subject on the agenda. It is clarified that the publication of the updated agenda does not change the record date as determined in the notice of the assembly summons.

10. Inspection of Documents and Company Representative regarding the Handling of this Report

This report and the full text of the proposed resolutions can be inspected at the company's offices - at 1 Azrieli Center, the Round Tower, 18th floor, Tel Aviv, after prior coordination with Adv. Ofir Saada, the company's representative for the handling of this report, by tel: 03-9282675 on Sundays-Thursdays between 10:00 and 15:00 until the date of the assembly meeting, as well as on the Distribution Site.

Sincerely,

Blue Square Real Estate Ltd.

By Moti Ben-Moshe, Chairman of the Board of Directors

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Appendix A - Declarations of Directors Candidates for an Additional Term

לכבוד
רבוע כחול נדל"ן בע"מ (להלן: "החברה")

הצהרה מטעם מועמד/ת לכהונת דירקטור/ית בחברה ציבורית
בהתאם לסעיף 224 לחוק החברות, התשנ"ט-1999 (להלן: "חוק החברות")

אני הח"מ, מוטי בן-משה, ת.ז. 032140121, מצהיר/ה בזאת כדלקמן:

- 1. ידוע לי כי החברה הינה חברה ציבורית, אשר ניירות הערך שלה רשומים למסחר בבורסה לניירות ערך בת"א בע"מ.
- 2. ידוע לי כי לפי הוראות חוק החברות, עלי למסור הצהרה זו לצורך מינוי כדירקטור/ית בחברה.
- 3. אני מודעת/ת לכך כי הצהרתי זו תישמר במשרדה הרשום של החברה ותהיה פתוחה לעיונו של כל אדם וכן תפורסם במסגרת דיווחי החברה אודות מינויי כדירקטור/ית.
- העתק הוראות סעיפי חוק הנזכרים בהצהרה זו בנוסחם נכון למועד הצהרה זו מצ"ב כנספח א', המהווה חלק בלתי נפרד מהצהרה זו.
- 4. ידוע לי כי בהתאם לסעיף 224 לחוק החברות, לא ימונה כדירקטור בחברה ציבורית ולא יכהן בה כדירקטור מי שאין לו הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקיד של דירקטור בחברה, בשים לב, בין השאר, לצרכיה המיוחדים של החברה ולגודלה.
- 5. הנני מצהיר/ה כי יש לי הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקידי, בהתבסס על הכישורים המפורטים להלן (בהתאם להוראת סעיף 224 לחוק החברות):

השכלה:

כמפורט בתקנה 26 לפרק ד' לדוח השנתי של החברה לשנת 2025

ניסיון מקצועי:

כמפורט בתקנה 26 לפרק ד' לדוח השנתי של החברה לשנת 2025

- 6. הנני מצהיר/ה בזאת כי לא הורשעתי במהלך חמש השנים האחרונות בפסק דין (כהגדרתו בסעיף 225 לחוק החברות) באחת מאלו:
 - 6.1 עבירות לפי סעיפים 290 עד 297, 392, 415, 418 עד 420 ו- 422 עד 428 לחוק העונשין, התשל"ז-1977, ולפי סעיפים 52ג, 52ד, 53א ו- 54 לחוק ניירות ערך, התשכ"ח-1968 (העתק סעיפי החוק האמורים כלול בנספח א').
 - 6.2 הרשעה בבית משפט מחוץ לישראל בעבירות שוחד, מרמה, עבירות מנהלים בתאגיד או עבירות של ניצול מידע פנים.
- 7. הנני מצהיר/ה כי לא הורשעתי בפסק דין בעבירה שאינה מנויה בסעיף 6 לעיל, אשר בית משפט קבע כי מפאת מהותה, חומרתה או נסיבותיה איננה ראויה לשמש כדירקטור/ית בחברה ציבורית.
- 8. הנני מצהיר/ה כי ועדת האכיפה המנהלית לא הטילה עלי אמצעי אכיפה האוסר עלי לכהן כדירקטור/ית בחברה ציבורית (המונחים "ועדת האכיפה המנהלית" ו-"אמצעי אכיפה", כהגדרתם בסעיף 225 לחוק החברות) (העתק סעיף החוק האמור כלול בנספח א').
- 9. הנני מצהיר/ה כי אינני קטין, פסול דין או מי שניתן לגביו צו לפתיחת הליכים כל עוד לא הופטר.
- 10. הנני מצהיר/ה כי לא נקבעה ע"י בית משפט הוראה לפיה אינני יכול/ה לשמש כדירקטור/ית בחברה, או שהוראה כזו איננה עוד בתוקף, בהתאם לסעיף 7 לחוק החברות.
- 11. הנני מצהיר/ה כי הפרטים אודות השכלתי וניסיוני המפורטים בקורות חיי ובמסמכים ובתעודות המצורפים אליהם, אותם העברתי לחברה עובר למועד תחילת כהונתי כדירקטור בחברה, הינם נכונים, אמיתיים ומדויקים.
- 12. הנני מצהיר/ה כי ככל שיחול שינוי בנתונים אלה ו/או ככל שיחדל להתקיים לגביי תנאי הדרוש לצורך כהונתי כדירקטור/ית או שתתקיים עילה לפקיעת כהונתי כדירקטור/ית, אודיע על כך מיד לחברה.
- 13. ידוע לי כי בהתאם לסעיף 234 לחוק החברות, דירקטור שהפר את חובת הגילוי כאמור לעיל (לפי סעיפים 225, 227א, 227ב, 232, 233 או 245 לחוק החברות), יראו אותו כמי שהפר את חובת האמונים לחברה (העתק סעיפי החוק האמורים כלול בנספח א').

הנני מצהיר/ה כי זהו שמי, זו חתימתי, ותוכן תצהירי לעיל אמת.

חתימה

מוטי בן-משה
שם

9.4.26
תאריך

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נספח א'

הוראות חוק המוזכרות בהצהרה

חוק העונשין, תשל"ז-1977

290. (א) עובד הציבור הלוקח שוחד בעד פעולה הקשורה בתפקידו, דינו – מאסר עשר שנים או קנס שהוא אחד מאלה, הגבוה מביניהם:
- (1) פי חמישה מהקנס האמור בסעיף 61(א)(4), ואם נעברה העבירה על ידי תאגיד – פי עשרה מהקנס האמור בסעיף 61(א)(4);
- (2) פי ארבעה משווי טובת ההנאה שהשיג או שהתכוון להשיג על ידי העבירה.
- (ב) בסעיף זה, "עובד הציבור" – לרבות עובד של תאגיד המספק שירות לציבור.
291. נותן שוחד לעובד הציבור כהגדרתו בסעיף 290(ב) בעד פעולה הקשורה בתפקידו, דינו – מאסר שבע שנים או קנס כאמור בסעיף 290(א).
- 291א. (א) הנותן שוחד לעובד ציבור זר בעד פעולה הקשורה בתפקידו, כדי להשיג, להבטיח או לקדם פעילות עסקית או יתרון אחר בנוגע לפעילות עסקית, דינו כדין נותן שוחד לפי סעיף 291.
- (ב) לא יוגש כתב אישום בעבירה לפי סעיף זה אלא בהסכמה בכתב של היועץ המשפטי לממשלה.
- (ג) בסעיף זה –
- "מדינה זרה" – לרבות כל יחידה שלטונית במדינה הזרה, ובכלל זה יחידה ארצית, מחוזית או מקומית, ולרבות ישות מדינית שאינה מדינה, לאבות המועצה הפלסטינית;
- "עובד ציבור זר" – כל אחד מאלה:
- (1) עובד המדינה הזרה וכל מי שנושא משרה ציבורית או ממלא תפקיד ציבורי מטעם המדינה הזרה, ובכלל זה מי שנושא משרה או ממלא תפקיד ברשות המחוקקת, ברשות המבצעת או ברשות השופטת של המדינה הזרה, בין בבחירה, בין במינוי ובין בהסכם;
- (2) נושא משרה ציבורית או ממלא תפקיד ציבורי מטעם גוף ציבורי שהוקם לפי חיקוק של מדינה זרה, או מטעם גוף הנמצא בשליטה ישירה או עקיפה של מדינה זרה;
- (3) עובד של ארגון ציבורי בין-לאומי, וכל מי שנושא משרה ציבורית או ממלא תפקיד ציבורי מטעם ארגון כאמור; לעניין זה, "ארגון ציבורי בין-לאומי" – ארגון שנוסד בידי שתי מדינות או יותר, או בידי ארגונים שנוסדו בידי שתי מדינות או יותר.
292. (א) הנותן שוחד בכוונה להשפיע על קיומן, מהלכן או תוצאותיהן של תחרות ספורט או תחרות אחרת שיש לציבור ענין בקיומן או בתוצאותיהן, דינו – מאסר שלוש שנים.
- (ב) לוקח השוחד דינו כדין נותן השוחד.
293. אין נפקא מינה בשוחד –
- (1) אם היה כסף, שווה כסף, שירות או טובת הנאה אחרת;
- (2) אם היה בעד עשיה או בעד חדילה, השהיה, החשה, האטה, העדפה או הפליה לרעה;
- (3) אם היה בעד פעולה מסויימת או כדי להטות למשוא פנים בדרך כלל;
- (4) אם היה בעד פעולה של הלוקח עצמו או בעד השפעתו על פעולת אדם אחר;
- (5) אם ניתן מידי הנותן או באמצעות אדם אחר; אם ניתן לידי הלוקח או לידי אדם אחר בשביל הלוקח; אם לכתחילה או בדיעבד; ואם הנהנה מן השוחד היה הלוקח או אדם אחר;
- (6) אם תפקידו של הלוקח היה של שררה או של שירות; אם היה קבוע או זמני ואם כללי או לענין מסויים; אם מילוי היה בשכר או בלי שכר, אם בהתנדבות או תוך קיום חובה;
- (7) אם נלקח על מנת לסטות מן השורה במילוי תפקידו או בעד פעולה שעובד הציבור היה חייב לעשותה על פי תפקידו.
294. (א) המבקש או המתנה שוחד, אף שלא נענה, כמוהו כלוקח שוחד.
- (ב) המציע או המבטיח שוחד, אף שנדחה, כמוהו כנותן שוחד.
- (ג) מי שמועמד לתפקיד אף שעדיין לא הוטל עליו, ומי שהוטל עליו תפקיד אף שעדיין לא התחיל במילוי, כמוהו כממלא את התפקיד.
- (ד) במשפט על שוחד לא ייזקק בית המשפט לטענה –
- (1) שהיה פגם או פסול בהטלת התפקיד על הלוקח, במינויו או בבחירתו;
- (2) שהלוקח לא עשה או אף לא התכוון או לא היה מוסמך או רשאי לעשות את הפעולה.
295. (א) המקבל כסף, שווה כסף, שירות או טובת הנאה אחרת על מנת לתת שוחד – דינו כאילו היה לוקח שוחד; ואין נפקא מינה אם ניתנה בעד תיווכו תמורה, לו או לאחר, ואם לאו, ואם התכוון לתת שוחד ואם לאו.

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(ב) המקבל כסף, שווה כסף, שירות או טובת הנאה אחרת על מנת שיניע, בעצמו או על ידי אחר, עובד הציבור כאמור בסעיף 290(ב) או עובד ציבור זר כאמור בסעיף 291א(ג) למשוא פנים או להפליה - דינו כאילו היה לוקח שוחד.

(1) (1) בעל השפעה ניכרת על בחירתו של מועמד לתפקיד ראש הממשלה, שר, סגן שר, חבר כנסת או ראש רשות מקומית (בסעיף קטן זה – מועמד), המקבל כסף, שווה כסף, שירות או טובת הנאה אחרת כדי שיניע, בעצמו או על ידי אחר, מועמד לעשות פעולה הקשורה לתפקידו, דינו – שלוש שנות מאסר; קיבל כאמור כדי להניע מועמד למשוא פנים או להפליה – דינו כאילו היה לוקח שוחד.
בסעיף קטן זה –

"בחירות מקדימות", "תרומה" – כהגדרתן בסעיף 28א לחוק המפלגות;

"בעל השפעה ניכרת" – מי שיש לו השפעה ניכרת על בחירת מועמד במפלגה או בסיעה, לרבות במסגרת בחירות מקדימות ולרבות בשל היותו אחד מאלה:

(1) חבר הנהלה, מוסד ביקורת או בית דין של מפלגה, או נושא תפקיד מקביל או דומה לאחד מאלה במפלגה;

(2) בעל זכות הצבעה בבחירות למועמד שבהן מספר בעלי זכות ההצבעה אינו עולה על חמשת אלפים;

(3) מי שפעל להתפקדות של מספר משמעותי, בנסיבות הענין, של בעלי זכות בחירה בבחירות למועמד; פעל אדם להתפקדות של חמישים או יותר בעלי זכות בחירה בבחירות למועמד, חזקה כי מתקיים בו האמור בפסקה זו, אלא אם כן הוכיח אחרת;

(4) אדם שתורם, גייס תרומות או הוציא כספים לשם קידום בחירתו של מועמד במפלגה או בסיעה, בשווי העולה על חמשת אלפים שקלים חדשים, או שתורם, גייס תרומות או הוציא כספים כאמור לטובת שני מועמדים לפחות באותה מערכת בחירות, בשווי העולה על חמישה עשר אלף שקלים חדשים.

"חוק המפלגות" – חוק המפלגות, התשנ"ב-1992;

"מפלגה" – כהגדרתה בחוק המפלגות;

"סיעה" – כהגדרתה בחוק מימון מפלגות, התשל"ג-1973.

(ג) הנותן כסף, שווה כסף, שירות או טובת הנאה אחרת למקבל כאמור בסעיפים קטנים (א) או (ב) – דינו כדין נותן שוחד ולמקבל כאמור בסעיף קטן (1), דינו – מחצית העונש הקבוע באותו סעיף קטן.

(ד) לענין סעיף זה, "קבלה" – לרבות קבלה בשביל אחר או על ידי אחר.

296. במשפט על עבירה לפי סימן זה רשאי בית המשפט להרשיע על יסוד עדות אחת, אף אם זו עדות של שותף לעבירה.

297. (א) הורשע אדם על עבירה לפי סימן זה, רשאי בית המשפט, נוסף על העונש שיטיל –

(1) לצוות על חילוט מה שניתן כשוחד ומה שבא במקומו;

(2) לחייב את נותן השוחד לשלם לאוצר המדינה את שווייה של התועלת שהפיק מן השוחד.

(ב) סימן זה אינו מוציא תביעה אזרחית.

392. חבר דירקטוריון או נושא משרה של תאגיד הגונב דבר שהוא נכס התאגיד, דינו - מאסר שבע שנים.

415. המקבל דבר במרמה, דינו - מאסר שלוש שנים, ואם נעברה העבירה בנסיבות מחמירות, דינו - מאסר חמש שנים.

418. המזייף מסמך, דינו - מאסר שנה; זייף מסמך בכוונה לקבל באמצעותו דבר, דינו - מאסר שלוש שנים; ואם נעברה העבירה בנסיבות מחמירות, דינו - מאסר חמש שנים.

419. המזייף מסמך שיש בו ידיעה על אדם או על תאגיד בכוונה לרמות, דינו - מאסר שלוש שנים; אין נפקא מינה, לענין זה, אם האדם או התאגיד היו קיימים או לא ואם התאגיד עמד להיווסד אך לא נוסד.

420. המגיש או מנפק מסמך מזויף או משתמש בו בדרך אחרת, בידעו שהוא מזויף, דינו כדין מזייף המסמך.

422. המשדל אדם במרמה לעשות מסמך או לחתום עליו או להשיג חתימת אדם אחר או חותמת על מסמך, דינו כדין מזייף ודין המסמך כדין מסמך מזויף; המשדל אדם במרמה להשמיד מסמך ויש בכך כדי לגרום לו הפסד דבר, דינו כדין המקבל דבר במרמה; אין הוראות אלה באות לגרוע מהוראות כל דין אחר בענין שידול.

423. מייסד, מנהל, חבר או פקיד של תאגיד, הרושם, או גורם לרישום, פרט כוזב במסמך של התאגיד, בכוונה לרמות, או נמנע מלרשום בו פרט אשר היה עליו לרשום, בכוונה לרמות, דינו - מאסר חמש שנים; לענין סעיף זה, וסעיפים 424 ו-425, "תאגיד" - לרבות תאגיד העומד להיווסד.

424. מנהל, מנהל עסקים או עובד אחר של תאגיד -

(1) שעשה ביודעין, בעסקי התאגיד או בנכסיו, דבר הפוגע ביכולתו של התאגיד לקיים את התחייבויותיו, דינו - מאסר חמש שנים או קנס מאה אלף לירות;

(2) שעשה ביודעין בעסקי התאגיד דבר בדרך הפוגעת בניהול תקין של עסקיו, דינו - מאסר שנה או קנס עשרים אלף לירות.

424. (א) נושא משרה בכיר בתאגיד שלציבור עניין בו, שעשה אחת מאלה:

(1) לא מסר לממונה הודעה נכונה על עסקה או אירוע שפרטיהם הגיעו לידיעתו בתוקף תפקידו בתאגיד, במטרה להטעותו וביודעו שהדבר עלול לפגוע פגיעה של ממש ביכולתו של התאגיד לקיים את התחייבויותיו;

(2) לא מסר לממונה, לפי דרישה כדין, מידע חיוני, או שמסר מידע מטעה בדבר עסקיו של התאגיד, נכסיו או התחייבויותיו, במטרה להטעותו, ביודעו שהמידע, או אי מסירתו, או מסירת המידע המטעה כאמור, יכולים

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לפגוע פגיעה של ממש ביכולתו של התאגיד לקיים את התחייבויותיו או להשפיע השפעה של ממש לרעה על מצבו העסקי של התאגיד, דינו - מאסר שלוש שנים או קנס.

(ב) אין באמור בסעיף קטן (א) כדי לפגוע בזכותו של נושא משרה בכיר שלא למסור מידע לפי כל דין.

(ג) דירקטור או נושא משרה בכיר בתאגיד שלציבור עניין בו המפרסם, בכוונה לרמות, הודעה שיש בה מידע או פרט מהותי לא נכון בדבר יכולתו של התאגיד לקיים את התחייבויותיו או הודעה כאמור שיש בה הטעיה משמעותית בדבר מצבו העסקי של התאגיד, דינו - מאסר שלוש שנים או קנס, אלא אם כן הוכיח שההודעה נמסרה שלא מיוזמתו ובמטרה להגן על ענייניו של התאגיד או על ענייניהם של לקוחותיו, ולא היה בה כדי להטעות משקיע סביר.

(ד) הורשע אדם בעבירה לפי סעיף זה ונוכח בית המשפט כי עקב ביצוע העבירה נגרם נזק לתאגיד, רשאי הוא, בנוסף לכל עונש אחר, לחייב את הנידון לפצות את התאגיד בשל הנזק שנגרם לו על ידי העבירה ובלבד שסכום הפיצוי לא יעלה על פי ארבעה מהסכום האמור בסעיף 77.

(ה) החיוב בפיצוי כאמור בסעיף קטן (ד) הוא, לכל דבר וענין, כפסק דין שניתן בתובענה אזרחית; בערעור על הרשעה שהביאה לידי החיוב כאמור מותר לכלול אף ערעור על אותו חיוב.

(ו) בסעיף זה -

"נושא משרה בכיר" - מנהל כללי, מנהל עסקים ראשי, משנה למנהל כללי, סגן מנהל כללי, חשב, מבקר פנימי, מזכיר התאגיד וכל מי שממלא תפקיד כאמור, יהא תואר משרתו אשר יהא;

"ממונה" - מי שנושא משרה בכיר כפוף להוראותיו במישרין, ובמנהל כללי - הדירקטוריון של החברה או מי שהוא קבע כממונה לענין סעיף זה; לא היה בתאגיד דירקטוריון, יהיה הממונה גוף או אדם הממלאים תפקידים דומים לשל דירקטוריון של חברה, או מי שהם קבעו;

"מפרסם" - לרבות המוסר מידע לגוף ציבורי;

"תאגיד שלציבור ענין בו" - אחד מאלה:

(1) תאגיד שניירות ערך שלו הוצעו לציבור על פי תשקיף ונמצאים בידי הציבור;

(2) תאגיד שניירות ערך שלו נסחרים בבורסה או רשומים בה למסחר;

(3) תאגיד אשר בהתאם לדו"חותיו הכספיים ליום 31 בדצמבר שקדם ליום ביצוע העבירה, סכום המכירות והשירותים שסיפק בשנה שאליה מתייחסים הדו"חות, עולה על מאה מיליון שקלים חדשים או שהונו העצמי עולה על עשרים מיליון שקלים חדשים או שהוא מעסיק מעל מאתיים עובדים; שר המשפטים, באישור ועדת החוקה, חוק ומשפט של הכנסת, רשאי לשנות בצו את הנתונים הנקובים בפסקה זו, כולם או מקצתם;

(4) חברה ממשלתית - כהגדרתה בחוק החברות הממשלתיות, תשל"ה-1975.

425. מנהל, מנהל עסקים או עובד אחר של תאגיד, או כונס נכסים, מפרק עסקים, מפרק עסקים זמני, מנהל נכסים או מנהל מיוחד של תאגיד, אשר נהג אגב מילוי תפקידו במרמה או בהפרת אמונים הפוגעת בתאגיד, דינו - מאסר שלוש שנים.

426. המעלים או משמיד או מוציא מרשותו מסמך או נכס בכוונה לרמות, דינו - מאסר שלוש שנים.

427. (א) המשתמש שלא כדין בכוח כדי להניע אדם לעשות מעשה או להימנע ממעשה שהוא רשאי לעשותו, דינו - מאסר שבע שנים; הביא השימוש בכוח לידי עשיית המעשה או המחדל, דינו - מאסר תשע שנים.

(ב) לענין סעיף זה, דין המאכיל או המשקה סמים או משקאות משכרים כדין המשתמש בכוח.

428. המאיים על אדם בכתב, בעל פה או בהתנהגות, בפגיעה שלא כדין בגופו או בגוף אדם אחר, בחירותם, ברכושם, בפרנסתם, בשמם הטוב או בצנעת הפרט שלהם, או מאיים על אדם לפרסם או להימנע מפרסם דבר הנוגע לו או לאדם אחר, או מטיל אימה על אדם בדרך אחרת, הכל כדי להניע את האדם לעשות מעשה או להימנע ממעשה שהוא רשאי לעשותו, דינו - מאסר שבע שנים; נעשו המעשה או המחדל מפני איום או הטלת אימה כאמור או במהלכם, דינו - מאסר תשע שנים.

חוק ניירות ערך, תשכ"ח-1968

52ג. (א) איש פנים בחברה לא יעשה שימוש במידע פנים.

(ב) איש פנים בחברה העושה שימוש במידע פנים המצוי בידו, בניגוד להוראות סעיף קטן (א), דינו - מאסר חמש שנים או קנס בשיעור פי חמישה מן הקנס הקבוע בסעיף 61(א)(4) לחוק העונשין, תשל"ז-1977 (להלן - חוק העונשין), ואם הוא תאגיד - קנס בשיעור פי עשרים וחמישה מהקנס הקבוע באותו סעיף.

52ד. (א) לא יעשה אדם שימוש במידע פנים אשר הגיע לידי, במישרין או בעקיפין, מאיש פנים בחברה.

(ב) העושה שימוש במידע פנים אשר הגיע לידי, במישרין או בעקיפין, מאיש פנים בחברה, בניגוד להוראות סעיף קטן (א), דינו - מאסר שנתיים או קנס בשיעור פי שניים וחצי מן הקנס הקבוע בסעיף 61(א)(3) לחוק העונשין, ואם הוא תאגיד - קנס בשיעור פי שנים עשר וחצי מהקנס הקבוע באותו סעיף.

53. (א) מי שעשה אחד מאלה, דינו - מאסר חמש שנים או קנס פי חמישה מן הקנס כאמור בסעיף 61(א)(4) לחוק העונשין, ואם הוא תאגיד - פי עשרים וחמישה מן הקנס כאמור באותו סעיף:

(1) הפר את הוראות סעיף 15 כדי להטעות משקיע סביר; לענין זה, מי שעשה הצעה לציבור בלא תשקיף שהרשות התירה פרסומו או שלא על פי טיוטת תשקיף לפי הוראות סעיף 15(א), או מי שמכר ניירות ערך לציבור שלא על פי תשקיף שהרשות התירה את פרסומו, עליו הראיה שלא עשה כן כדי להטעות משקיע סביר;

(2) גרם לכך שבטיוטת תשקיף או בתשקיף יהיה פרט מטעה ולא הוכיח שלא עשה כן כדי להטעות משקיע סביר;

(2א) גרם לכך כי במידע שנמסר באסיפה לפי סעיף 15א(6) יהיה פרט מטעה, כדי להטעות עובד סביר;

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(3) נתן חוות דעת, דו"ח או אישור שנכללו או נזכרו בתשקיף, בדוח, בהודעה או במפרט הצעת רכש בהסכמתו המוקדמת, ביוזעו שיש בהם פרט מטעה;

(4) לא קיים הוראה מהוראות סעיף 17(ג), הוראה מהוראות סעיף 35כד, הוראה מהוראות סעיף 36, הוראה של הרשות לפי סעיף 36א, הוראה החלה עליו מכוח סעיף 36ב או הוראה מהוראות סעיף 37, או תקנות לפי הסעיפים האמורים, או גרם לכך שבדוח, בהודעה, במסמך רישום או במפרט הצעת רכש, לפי חוק זה או תקנות לפיו שנמסרו לרשות או לבורסה יהיה פרט מטעה, והכל כדי להטעות משקיע סביר; לענין זה, אם לא הוגש דו"ח תקופתי או דו"ח כספי ביניים תוך חדשיים מהמועד האחרון הקבוע להגשתו או עברו למעלה משבעה ימים מהמועד שנקבע להגשת דו"ח מיידי או הודעה, והם לא הוגשו, או לא נמסרו בהתאם לדרישת הרשות, תהיה זאת ראייה לכאורה כי מי שחלה עליו החובה להגיש דו"ח או הודעה כאלה נמנע מהגשתם כדי להטעות;

(4א) כלל בדיווח בפרסום מטעמו או במידע אחר שהוא מוסר, פרט מטעה, כדי להטעות משקיע סביר, בניגוד להוראות סעיף 35מג(ב);

(5) כלל בדיווח, בפרסום במטעמו או במידע אחר שהוא מוסר, פרט מטעה, כדי להטעות לקוח סביר, בניגוד להוראות סעיף 44ז(ב).

54. (א) מי שעשה אחד מאלה, דינו - מאסר חמש שנים או קנס פי חמישה מן הקנס כאמור בסעיף 61(א)(4) לחוק העונשין, ואם הוא תאגיד - פי עשרים וחמישה מן הקנס כאמור באותו סעיף:

(1) הניע או ניסה להניע אדם לרכוש או למכור ניירות ערך ועשה זאת באמרה, בהבטחה או בתחזית - בכתב, בעל פה או בדרך אחרת - שידע או היה עליו לדעת שהן כוזבות או מטעות, או בהעלמת עובדות מהותיות;

(2) השפיע בדרכי תרמית על תנודות השער של ניירות ערך. לענין פסקה זו, חזקה כי מי שפעל לפי הוראות סעיף 56(א) לענין ייצוב מחיר ניירות ערך לא השפיע בדרכי תרמית כאמור.

(1א) גורם מפוקח או משקיע בניירות ערך שעשה אחד מאלה, יראו אותו, לענין פרק ח'4, כמי שביצע הפרה של הוראה המנויה בחלק ג' לתוספת השביעית:

(1) מסר לאדם אמרה, הבטחה או תחזית, בכתב, בעל פה או בדרך אחרת, שהיה עליו לדעת שהן כוזבות או מטעות, או העלים מאדם עובדות מהותיות, והיה עליו לדעת שיש במעשיו כדי להניע את אותו אדם לרכוש או למכור ניירות ערך;

(2) עשה עסקה עצמית בניירות ערך, עסקה מתואמת בניירות ערך או ייצוב של שער ניירות ערך.

(ב) בסעיף זה -

"ייצוב" - ביצוע פעולות רכישה ומכירה של ניירות ערך, בידי צד מעוניין, לפני פרסום תשקיף או לאחריו, אשר השפיע על שער ניירות הערך לטובת ההנפקה, והכל תוך העלמת מידע מהותי הנוגע לפעולות הייצוב במועד ביצוען;

"משקיע בניירות ערך" - מי שביצע, במהלך שלושת החודשים שקדמו למועד ההפרה, פעולות רכישה או מכירה של ניירות ערך, בבורסה, בכמות או בהיקף שאינם נמוכים מהכמות או מההיקף כמפורט להלן:

(1) 50 פעולות בממוצע בחודש או היקף פעולות חודשי ממוצע של 1,000,000 שקלים חדשים;

(2) 25 פעולות בממוצע בחודש או היקף פעולות חודשי ממוצע של 500,000 שקלים חדשים, ובלבד שיהיו, בעת ביצוע הפעולות כאמור, במשרה בתחום הפיננסי הדורשת ידע בהשקעות בניירות ערך או בנכסים פיננסיים כהגדרתם בחוק הייעוץ, וזאת אף אם לא כיהן במשרה כאמור במועד ההפרה;

"ניירות ערך" - כהגדרתם בסעיף 52;

"עסקה מתואמת בניירות ערך" - מכירה וקנייה של אותו נייר ערך, בידי שני אנשים או יותר, שנעשו תוך תיאום מראש בין הצדדים, והשפיעו על שער נייר הערך בבורסה, למעט עסקה תואמת, כמשמעותה בתקנון הבורסה, שבוצעה בהתאם להוראות לפי התקנון האמור;

"עסקה עצמית בניירות ערך" - מכירה וקנייה, בעת ובעונה אחת, של אותו נייר ערך, בידי אותו אדם או מי מטעמו, אשר השפיעה על שער נייר הערך בבורסה.

חוק החברות, תשנ"ט-1999

224א. לא ימונה לדירקטור בחברה ציבורית או בחברה פרטית שהיא חברת איגרות חוב ולא יכהן בחברה כאמור כדירקטור, מי שאין לו הכישורים הדרושים והיכולת להקדיש את הזמן הראוי, לשם ביצוע תפקיד של דירקטור בחברה, בשים לב, בין השאר, לצרכיה המיוחדים של החברה ולגודלה.

224ב. (א) בחברה ציבורית ובחברה פרטית שהיא חברת איגרות חוב לא תזומן אסיפה כללית שעל סדר יומה מינוי דירקטור, ולא ימונה דירקטור, אלא לאחר שהמועמד הצהיר כי יש לו הכישורים הדרושים והיכולת להקדיש את הזמן הראוי, לשם ביצוע תפקידו, ופירט את הכישורים כאמור, וכי לא מתקיימות לגביו ההגבלות הקבועות בסעיפים 226 ו-227, ולענין דירקטור בלתי תלוי - מתקיים בו גם האמור בפסקאות (1) ו-(2) להגדרה "דירקטור בלתי תלוי" שבסעיף 1 (בסעיף זה - הצהרה).

(ב) ההצהרה תובא בפני הממנה ויחולו עליה הוראות סעיף 241(ב) ו-(ג).

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;

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(2) אם הורשע בפסק דין בעבירה כאמור בסעיף 226(א1), וטרם חלפה התקופה שקבע בית המשפט לפי אותו סעיף קטן;

(3) אם ועדת האכיפה המינהלית 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) בסימן 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 המינהלית" – הוועדה שמונתה לפי סעיף 52לב(א) לחוק ניירות ערך;

"פסק דין" – פסק דין בערכאה ראשונה.

227. (א) לא ימונה לדירקטור קטין, פסול דין, יחיד שניתן לגביו צו לפתיחת הליכים כל עוד לא הופטר, וכן תאגיד שהחליט על פירוקו מרצון או שניתן לגביו צו פירוק או צו לפתיחת הליכים.

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

227. דירקטור שחדל להתקיים לגביו תנאי הדרוש לפי חוק זה לכהונתו כדירקטור או שמתקיימת לגביו עילה לפקיעת כהונתו כדירקטור יודיע על כך מיד לחברה, וכהונתו תפקע במועד מתן ההודעה.

232. הורשע דירקטור בפסק דין בעבירה כאמור בסעיף 226(א1) או (א1), יודיע על כך לחברה וכהונתו תפקע במועד מתן ההודעה, ובחברה ציבורית וכן בחברה פרטית שהיא חברת איגרות חוב, לא ניתן לשוב ולמנותו לכהונת דירקטור, אלא אם כן חלפה התקופה שבה אסור לו לכהן כדירקטור לפי סעיף 226.

232. החליטה ועדת האכיפה המינהלית להטיל על אדם אמצעי אכיפה האוסר עליו לכהן כדירקטור בכל חברה ציבורית, בכל חברה פרטית שהיא חברת איגרות חוב או בחברה שבה הוא מכהן, יודיע על כך לחברה וכהונתו תפקע במועד מתן ההודעה, ובחברה שלגביה חל האיסור כאמור לא ניתן לשוב ולמנותו לכהונת דירקטור, אלא אם כן חלפה תקופת האיסור כאמור.

234. דירקטור שהפר את חובת הגילוי לפי סעיפים 225, 227, 227(ב), 232, 232א או 245א, יראו אותו כמי שהפר את חובת האמונים לחברה.

241. (א) לא תזומן אסיפה כללית שעל סדר יומה מינוי דירקטור חיצוני אלא אם כן הצהיר המועמד כי מתקיימים בו התנאים הנדרשים למינויו כדירקטור חיצוני (להלן - ההצהרה).

(ב) ההצהרה תישמר במשרדה הרשום של החברה ותהיה פתוחה לעיונו של כל אדם.

(ג) השר רשאי לקבוע הוראות לענין ההצהרה.

245. דירקטור חיצוני שחדל להתקיים בו תנאי הדרוש לפי חוק זה לכהונתו כדירקטור חיצוני יודיע על כך מיד לחברה, וכהונתו תפקע במועד מתן ההודעה.

244. (א) דירקטור חיצוני זכאי לגמול ולהחזר הוצאות, כפי שיקבע השר בהתייעצות עם רשות ניירות ערך.

(ב) דירקטור חיצוני לא יקבל, נוסף על הגמול שלו הוא זכאי ולהחזר ההוצאות, כל תמורה, במישרין או בעקיפין, בשל כהונתו כדירקטור בחברה; לענין סעיף קטן זה לא יראו כתמורה מתן פטור, התחייבות לשיפוי, שיפוי או ביטוח לפי הוראות סימן ג' לפרק השלישי.

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To:

Blue Square Real Estate Ltd. (hereinafter: the "Company").

Declaration on behalf of a candidate for the office of director in a public company

In accordance with Section 224b of the Companies Law, 5759-1999 (hereinafter: the "Companies Law")

I, the undersigned, Oded Nagar, I.D. 023708738, hereby declare as follows:

- 1. I am aware that the Company is a public company, whose securities are listed for trading on the Tel Aviv Stock Exchange Ltd.
- 2. I am aware that according to the provisions of the Companies Law, I must provide this declaration for the purpose of appointment as a director in the Company.
- 3. I am aware that this declaration will be kept at the Company's registered office and will be open for inspection by any person, and will also be published as part of the Company's reports regarding my appointment as a director.

A copy of the provisions of the sections of the law mentioned in this declaration in their version correct as of the date of this declaration is attached as **Appendix A**, which constitutes an integral part of this declaration.
- 4. I am aware that in accordance with Section 224a of the Companies Law, no person shall be appointed as a director of a public company, nor shall he serve as a director, if he does not have the necessary qualifications and the ability to devote the appropriate amount of time to the performance of the role of director in the Company, taking into account, among other things, the special needs of the Company and its size.
- 5. I hereby declare that I have the necessary qualifications and the ability to devote the appropriate time for the performance of my duties, based on the qualifications detailed below (in accordance with the provision of Section 224b of the Companies Law):

Education:

As detailed in Regulation 26 of Chapter D of the Company's Annual Report for the year 2025

Professional Experience:

As detailed in Regulation 26 of Chapter D of the Company's Annual Report for the year 2025

- 6. I hereby declare that I have not been convicted during the last five years in a judgment (as defined in Section 225 of the Companies Law) of one of the following:
 - 6.1 Offenses under Sections 290 to 297, 392, 415, 418, 420 to 422 to 428 of the Penal Law, 5737-1977, and under Sections 52c, 52d, 53(a)(1)-54 of the Securities Law, 5728-1968 (a copy of the said sections of the law is included in Appendix A).
 - 6.2 A conviction in a court outside Israel for bribery, fraud, corporate management offenses, or insider information misuse offenses.
- 7. I hereby declare that I have not been convicted in a judgment of an offense not listed in Section 6 above, which a court has determined that due to its nature, severity, or circumstances, I am not fit to serve as a director in a public company.

8.

I hereby declare that the Administrative Enforcement Committee has not imposed on me an enforcement measure prohibiting me from serving as a director in a public company (the terms "Administrative Enforcement Committee" and "Enforcement Measure" are as defined in Section 225 of the Companies Law (a copy of the said section of the law is included in Appendix A).
9.

I hereby declare that I am not a minor, legally incompetent, or someone against whom a proceedings opening order has been issued as long as they have not been discharged.
10.

I hereby declare that no court order has been set according to which I cannot serve as a director in the Company, or that such an order is no longer in effect, in accordance with Section 7 of the Companies Law.
11.

I hereby declare that I possess accounting and financial expertise as defined in the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and for a Director with Professional Competence), 5765-2005 (a copy of the said regulations is included in Appendix A).
12.

I hereby declare that the details regarding my education and experience as detailed in my curriculum vitae and in the documents and certificates attached to them, which I provided to the Company prior to the date of commencement of my term as a director in the Company, are correct, true, and accurate.
13.

I hereby declare that as long as any change occurs in these details and/or as long as a condition necessary for my service as a director ceases to exist regarding me, or a cause for the termination of my service as a director occurs, I will immediately notify the Company.
14.

I am aware that in accordance with Section 234 of the Companies Law, a director who has violated the disclosure obligation as mentioned above (pursuant to Sections 225, 227a, 227(b), 232, 232a, or 245a of the Companies Law), shall be deemed to have breached the fiduciary duty to the Company (a copy of the said sections of the law is included in Appendix A).

I hereby declare that this is my name, this is my signature, and the content of my declaration above is true.

Date	<u>Oded Nagar</u> Name	 Signature
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Appendix A

Statutory Provisions Mentioned in the Declaration

Penal Law, 5737-1977

290.

(a) A public servant who takes a bribe for an action related to his position, shall be liable to – ten years' imprisonment or a fine which is one of these, the higher among them:

(1) Five times the fine stated in Section 61(a)(4), and if the offense was committed by a corporation – ten times the fine stated in Section 61(a)(4);

(2) Four times the value of the benefit obtained or intended to be obtained through the offense.

(b) In this section, "public servant" - including an employee of a corporation providing a service to the public.
291.

A person who gives a bribe to a public servant as defined in Section 290(b) for an action related to his position, shall be liable to – seven years' imprisonment or a fine as stated in Section 290(a).

291a. (a) A person who gives a bribe to a foreign public servant for an action related to his position, in order to obtain, ensure or promote business activity or another advantage regarding business activity, shall be liable to the same penalty as a bribe giver under Section 291.

(b) No indictment for an offense under this section shall be filed except with the written consent of the Attorney General.

(c) In this section –

"Foreign country" – including any governmental unit in the foreign country, including a national, provincial or local unit, and including a political entity that is not a country, including the Palestinian Council;

"Foreign public servant" – any one of these:

(1) An employee of the foreign country and any person who holds a public office or performs a public function on behalf of the foreign country, including anyone who holds a position or performs a function in the legislative branch, the executive branch or the judicial branch of the foreign country, whether by election, appointment or agreement;

(2) A person who holds a public office or performs a public function on behalf of a public body established under the laws of a foreign country, or on behalf of a body under the direct or indirect control of a foreign country;

(3) An employee of an international public organization, and any person who holds a public office or performs a public function on behalf of such an organization; in this regard, "international public organization" – an organization founded by two or more countries, or by organizations founded by two or more countries.

292. (a) A person who gives a bribe with the intention of influencing the existence, course or results of a sports competition or another competition in whose existence or results the public has an interest, shall be liable to - three years' imprisonment.

(b) The bribe taker shall be liable to the same penalty as the bribe giver.

293. It is irrelevant regarding bribery –

(1) Whether it was money, money's worth, service or another benefit;

(2) Whether it was for an action or for an omission, delay, haste, slowing down, preference or discrimination;

(3) Whether it was for a specific action or to incline toward bias in general;

(4) Whether it was for an action by the taker himself or for his influence on another person's action;

(5) Whether it was given by the giver or through another person; whether it was given to the taker or to another person for the taker; whether initially or retrospectively; and whether the beneficiary of the bribe was the taker or another person;

(6) Whether the taker's role was of authority or service; whether it was permanent or temporary and whether general or for a specific matter; whether its fulfillment was for pay or without pay, whether voluntarily or while fulfilling a duty;

(7) Whether it was taken in order to deviate from the proper course in the performance of his duties or for an action that the public servant was obliged to perform by virtue of his position.

294. (a) A person who requests or conditions a bribe, even if not responded to, is as one who takes a bribe.

(b) A person who offers or promises a bribe, even if rejected, is as one who gives a bribe.

(c) A person who is a candidate for a position even if it has not yet been assigned to him, and a person to whom a position was assigned even if he has not yet begun its fulfillment, is as one who fulfills the position.

(d) In a trial for bribery, the court shall not entertain the claim –

(1) That there was a defect or disqualification in the assignment of the position to the taker, in his appointment or in his election;

(2) That the taker did not perform or even did not intend or was not authorized or permitted to perform the action.

295. (a) A person who receives money, money's worth, service or another benefit in order to give a bribe - shall be liable as if he were taking a bribe; and it is irrelevant whether consideration was given for mediation, to him or to another, and whether or not, and whether he intended to give a bribe or not.

(b) A person who receives money, money's worth, service or another benefit in order to move, by himself or by another, a public servant as stated in Section 290(b) or a foreign public servant as stated in Section 291a(c) to bias or discrimination - shall be liable as if he were taking a bribe.

(b1) (1) A person with significant influence on the selection of a candidate for the office of Prime Minister, Minister, Deputy Minister, Member of Knesset or head of a local authority (in this subsection - candidate), who receives money, money's worth, service or another benefit so that he moves, by himself or by another, a candidate to perform an action related to his position, shall be liable to - three years' imprisonment; if he received as stated to move a candidate to bias or discrimination - he shall be liable as if he were taking a bribe.

In this subsection -

"Primary elections", "Contribution" - as defined in Section 28a of the Parties Law;

"Person with significant influence" - one who has significant influence on the choice of a candidate in a party or a faction, including within the framework of primary elections and including due to being one of these:

(1) A member of the management, audit institution or court of a party, or one who holds an equivalent or similar position to one of these in a party;

(2) A holder of voting rights in elections for a candidate in which the number of voting right holders does not exceed five thousand;

(3) A person who acted for the enrollment of a significant number, in the circumstances of the case, of voting right holders in the selection for a candidate; if a person acted for the enrollment of fifty or more voting right holders in elections for a candidate, it is presumed that the conditions of this paragraph apply to him, unless he proves otherwise;

(4) A person who contributed, raised contributions or spent funds for the purpose of promoting the election of a candidate in a party or a faction, in a value exceeding five thousand New Israeli Shekels, or who contributed, raised contributions or spent funds as stated in favor of at least two candidates in the same election campaign, in a value exceeding fifteen thousand New Israeli Shekels.

"Parties Law" - the Parties Law, 5752-1992;

"Party" - as defined in the Parties Law;

"Faction" - as defined in the Party Financing Law, 5733-1973.

(c) A person who gives money, money's worth, service or another benefit to a recipient as stated in subsections (a) or (b) - shall be liable as a bribe giver, and for a recipient as stated in subsection (b1), shall be liable - to half the penalty prescribed in that subsection.

(d) For the purpose of this section, "receipt" - including receipt for another or through another.

296. In a trial for an offense under this symbol, the court may convict on the basis of a single testimony, even if it is the testimony of an accomplice to the offense.

297. (a) If a person is convicted of an offense under this symbol, the court may, in addition to the penalty it imposes -

(1) Order the forfeiture of what was given as a bribe and what replaced it;

(2) Oblige the bribe giver to pay to the state treasury the value of the benefit he derived from the bribe.

(b) This symbol does not exclude a civil claim.

392. A member of the board of directors or an officer of a corporation who steals something that is a property of the corporation, shall be liable to - seven years' imprisonment.

415. A person who obtains something by fraud, shall be liable to - three years' imprisonment, and if the offense was committed under aggravating circumstances, he shall be liable to - five years' imprisonment.

418. A person who forges a document, shall be liable to - one year's imprisonment; if he forged a document with the intent to obtain something through it, he shall be liable to - three years' imprisonment; and if the offense was committed under aggravating circumstances, he shall be liable to - five years' imprisonment.

419. A person who forges a document that contains information about a person or a corporation with the intent to deceive, shall be liable to - three years' imprisonment; it is irrelevant, for this purpose, whether the person or the corporation existed or not and whether the corporation was about to be founded but was not founded.

420. A person who submits or issues a forged document or uses it in another way, knowing it is forged, shall be liable as a forger of the document.

422. A person who fraudulently induces a person to make a document or sign it or obtain the signature of another person or a stamp on a document, shall be liable as a forger and the document shall be deemed a forged document; a person who fraudulently induces a person to destroy a document and this may cause him loss of something, shall be liable as one who obtains something by fraud; these provisions do not come to derogate from the provisions of any other law regarding inducement.

423. A founder, director, member or official of a corporation, who records, or causes the recording of, a false detail in a document of the corporation, with the intent to deceive, or refrains from recording a detail therein which he was required to record, with the intent to deceive, shall be liable to - five years' imprisonment; for the purpose of this section, and sections 424 and 425, "corporation" - including a corporation about to be founded.

424. A director, business manager or other employee of a corporation -

(1) Who knowingly performed, in the corporation's business or assets, something that harms the ability of the corporation to fulfill its obligations, shall be liable to - five years' imprisonment or a fine of one hundred thousand liras;

(2) Who knowingly performed in the corporation's business something in a way that harms the proper management of its business, shall be liable to - one year's imprisonment or a fine of twenty thousand liras.

424a. (a) A senior officer in a corporation in which the public has an interest, who did one of these:

(1) Did not provide to the superior a correct notice of a transaction or event whose details came to his knowledge by virtue of his position in the corporation, with the aim of misleading him and knowing that this might significantly harm the corporation's ability to fulfill its obligations;

(2) Did not provide to the superior, upon lawful demand, essential information, or provided misleading information regarding the corporation's business, its assets or its obligations, with the aim of misleading him, knowing that the information, or its non-delivery, or the delivery of misleading information as stated, could

significantly harm the corporation's ability to fulfill its obligations or significantly influence for the worse the business situation of the corporation, shall be liable to - three years' imprisonment or a fine.

(b) Nothing in subsection (a) shall prejudice the right of a senior officer not to provide information according to any law.

(c) A director or senior officer in a corporation in which the public has an interest who publishes, with intent to deceive, a notice containing misleading information or a material detail about the corporation's ability to fulfill its obligations or such a notice containing significant deception about the corporation's business situation, shall be liable to - three years' imprisonment or a fine, unless he proved that the notice was given not at his initiative and for the purpose of protecting the corporation's affairs or its customers' affairs, and was not intended to mislead a reasonable investor.

(d) If a person is convicted of an offense under this section and the court is convinced that due to the commission of the offense damage was caused to the corporation, it may, in addition to any other punishment, require the convicted person to compensate the corporation for the damage caused to it by the offense, provided that the amount of compensation does not exceed four times the amount stated in Section 77.

(e) The obligation to pay compensation as stated in subsection (d) is, for all intents and purposes, as a judgment given in a civil action; in an appeal against a conviction that led to the said obligation, it is permitted to include an appeal against that obligation.

(f) In this section -

"Senior officer" - a general manager, chief business manager, deputy general manager, assistant general manager, controller, internal auditor, company secretary, and any person fulfilling such a role, whatever their title may be;

"Superior" - one to whom a senior officer is directly subordinate, and for a general manager - the board of directors of the company or whoever it appointed as superior for this section; if there was no board of directors in the corporation, the superior shall be a body or person fulfilling similar roles to those of a board of directors of a company, or whoever they appointed;

"Publisher" - including anyone who provides information to a public body;

"Corporation in which the public has an interest" - one of these:

- (1) A corporation whose securities were offered to the public according to a prospectus and are held by the public;
- (2) A corporation whose securities are traded on the Stock Exchange or listed for trading thereon;
- (3) A corporation which, according to its financial reports for December 31 preceding the date the offense was committed, the amount of sales and services it provided in the year to which the reports refer, exceeds one hundred million New Israeli Shekels or its equity exceeds twenty million New Israeli Shekels or it employs over two hundred workers; the Minister of Justice, with the approval of the Constitution, Law and Justice Committee of the Knesset, may change by order the figures stated in this paragraph, in whole or in part;
- (4) A government company - as defined in the Government Companies Law, 5735-1975.

425. A director, business manager or other employee of a corporation, or a receiver, liquidator, temporary liquidator, asset manager or special manager of a corporation, who acted during the performance of his duties with fraud or breach of trust that harms the corporation, shall be liable to - three years' imprisonment.

426. A person who conceals or destroys or removes from his possession a document or asset with intent to deceive, shall be liable to - three years' imprisonment.

427. (a) A person who unlawfully uses force to move a person to perform an act or to refrain from an act that he is entitled to do, shall be liable to - seven years' imprisonment; if the use of force led to the performance of the act or omission, he shall be liable to - nine years' imprisonment.

(b) For the purpose of this section, providing food or drink containing drugs or intoxicating beverages is equivalent to the use of force.

428. A person who threatens a person in writing, orally or by conduct, with unlawful injury to his body or the body of another person, to their liberty, property, livelihood, reputation or privacy, or threatens a person to publish or refrain from publishing something concerning him or another person, or intimidates a person in another way, all in order to move the person to perform an act or refrain from an act that he is entitled to do, shall be liable to - seven years' imprisonment; if the act or omission was done because of such threat or intimidation or during it, he shall be liable to - nine years' imprisonment.

Securities Law, 5728-1968

52c. (a) An insider in a company shall not make use of inside information.

(b) An insider in a company who makes use of inside information in his possession, in violation of the provisions of subsection (a), shall be liable to - five years' imprisonment or a fine in the rate of five times the fine prescribed in Section 61(a)(4) of the Penal Law, 5737-1977 (hereinafter - the Penal Law), and if it is a corporation - a fine in the rate of twenty-five times the fine prescribed in that section.

52d. (a) A person shall not make use of inside information which reached him, directly or indirectly, from an insider in the company.

(b) A person who makes use of inside information which reached him, directly or indirectly, from an insider in the company, in violation of the provisions of subsection (a), shall be liable to – two years' imprisonment or a fine in the rate of two and a half times the fine prescribed in Section 61(a)(3) of the Penal Law, and if it is a corporation – a fine in the rate of twelve and a half times the fine prescribed in that section.

53. (a) A person who has done one of the following, shall be liable to – five years' imprisonment or a fine five times the fine as stated in Section 61(a)(4) of the Penal Law, and if it is a corporation – twenty-five times the fine as stated in that section:

(1) Violated the provisions of Section 15 in order to mislead a reasonable investor; for this purpose, one who has made an offer to the public without a prospectus that the Authority permitted to publish or not according to a draft prospectus under the provisions of Section 15(a), or one who sold securities to the public not according to a prospectus that the Authority permitted to publish, the burden of proof is on him that he did not do so in order to mislead a reasonable investor;

(2) Caused a draft prospectus or a prospectus to contain a misleading detail and did not prove that he did not do so in order to mislead a reasonable investor;

(2a) Caused information provided in a meeting under Section 15a(a)(6) to contain a misleading detail, in order to mislead a reasonable employee;

(3) Provided an opinion, report or certification included or mentioned in a prospectus, report, notice or purchase offer specification with his prior consent, knowing that they contain a misleading detail;

(4) Did not fulfill a provision of the provisions of section 17(c), a provision of the provisions of section 35kd, a provision of the provisions of section 36, an instruction of the Authority under section 36a, a provision applying to him by virtue of section 36b or a provision of the provisions of section 37, or regulations under the said sections, or caused a report, notice, registration document or purchase offer specification, under this Law or regulations thereunder submitted to the Authority or the Stock Exchange to contain a misleading detail, and all in order to mislead a reasonable investor; for this purpose, if a Periodic report or interim financial report was not submitted within two months from the last date prescribed for its submission or more than seven days have passed from the date set for the submission of an immediate report or notice, and they were not submitted, or were not delivered in accordance with the Authority's requirement, this shall be prima facie evidence that whoever was under the obligation to submit such a report or notice refrained from submitting them in order to mislead;

(4a) Included a misleading detail in a report in a publication on his behalf or in other information he provides, in order to mislead a reasonable investor, contrary to the provisions of section 35mg(b);

(5) Included a misleading detail in a report, in a publication on his behalf or in other information he provides, in order to mislead a reasonable client, contrary to the provisions of section 44iz(b).

54. (a) Whoever did one of these, his sentence - five years imprisonment or a fine five times the fine as stated in section 61(a)(4) of the Penal Law, and if it is a corporation - twenty-five times the fine as stated in that section:

(1) Induced or tried to induce a person to purchase or sell securities and did so by a statement, promise or forecast - in writing, orally or in another way - that he knew or should have known were false or misleading, or by concealing material facts;

(2) Fraudulently influenced the price fluctuations of securities. For the purpose of this paragraph, it is presumed that whoever acted according to the provisions of section 56(a) regarding the stabilization of securities prices did not fraudulently influence as stated.

(a1) A supervised entity or an investor in securities who did one of these, shall be seen, for the purpose of Chapter H'4, as having committed a violation of a provision listed in Part C of the Seventh Schedule:

(1) Delivered to a person a statement, promise or forecast, in writing, orally or in another way, that he should have known was false or misleading, or concealed from a person material facts, and he should have known that his actions could induce that person to purchase or sell securities;

(2) Performed a self-transaction in securities, a coordinated transaction in securities or stabilization of the price of securities.

(b) In this section -

"Stabilization" - performing purchase and sale operations of securities, by an interested party, before the publication of a prospectus or after it, which influenced the price of the securities in favor of the issuance, and all while concealing material information regarding the stabilization operations at the time of their performance;

"Investor in securities" - someone who performed, during the three months preceding the date of the violation, purchase or sale operations of securities, on the stock exchange, in a quantity or volume not lower than the quantity or volume as detailed below:

(1) 50 operations on average per month or an average monthly volume of operations of 1,000,000 New Israeli Shekels;

(2) 25 operations on average per month or an average monthly volume of operations of 500,000 New Israeli Shekels, provided that he served, at the time of performing the said operations, in a position in the financial field requiring knowledge in investments in securities or financial assets as defined in the Advisory Law, even if he did not serve in such a position at the time of the violation;

"Securities" - as defined in section 52;

"Coordinated transaction in securities" - sale and purchase of the same security, by two or more people, performed through prior coordination between the parties, and influenced the price of the security on the stock exchange, except for a matching transaction, as defined in the TASE Regulations, performed in accordance with the provisions under the said Regulations;

"Self-transaction in securities" - sale and purchase, at one and the same time, of the same security, by the same person or someone on his behalf, which influenced the price of the security on the stock exchange.

Companies Law, 5759-1999

224a. A person shall not be appointed as a director in a public company or a private company that is a BONDS company and shall not serve in such a company as a director, who does not have the necessary qualifications and the ability to devote the appropriate time, for the purpose of performing the role of a director in the company, taking into account, among other things, the special needs of the company and its size.

224b. (a) In a public company and in a private company that is a BONDS company a general meeting whose agenda includes the appointment of a director shall not be convened, and a director shall not be appointed, unless the candidate has declared that he has the necessary qualifications and the ability to devote the appropriate time, for the purpose of performing his role, and detailed the said qualifications, and that the restrictions set forth in sections 226 and 227 do not apply to him, and regarding an independent director - that the provisions of paragraphs (1) and (2) of the definition of "independent director" in section 1 also apply to him (in this section - declaration).

(b) The declaration shall be brought before the appointor and the provisions of section 241(b) and (c) shall apply to it.

225. (a) Whoever is a candidate to serve as a director shall disclose to the appointor:

(1) If he was convicted in a judgment of an offense as stated in section 226(a), and the period during which he is prohibited from serving as a director under section 226 has not yet passed;

(2) If he was convicted in a judgment of an offense as stated in section 226(a1), and the period determined by the court under the same subsection has not yet passed;

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(3) If the Administrative Enforcement Committee imposed on him an enforcement measure prohibiting him from serving as a director in any public company or any private company that is a BONDS company, and the period determined by the Administrative Enforcement Committee in its said decision has not yet passed.

(b) In this sign -

"Enforcement measure" - an enforcement measure as stated in section 52nz of the Securities Law, imposed under Chapter H'4 of the Securities Law, under Chapter G'2 of the Regulation of Investment Advice, Investment Marketing and Investment Portfolio Management Law, 5755-1995, or under Chapter J'1 of the Joint Investment Trust Law, 5754-1994, as the case may be;

"Administrative Enforcement Committee" - the committee appointed under section 52lb(a) of the Securities Law;

"Judgment" - a judgment in the first instance.

227. (a) A minor, a legally incompetent person, an individual for whom an order to open proceedings has been granted as long as he has not been discharged, as well as a corporation that has decided on its voluntary liquidation or for which a liquidation order or an order to open proceedings has been granted, shall not be appointed as a director.

(b) A candidate for the position of director to whom the provisions of subsection (a) apply shall disclose this to the appointor.

227a. A director who ceases to meet a condition required under this Law for his tenure as a director or for whom a cause for the expiration of his tenure as a director applies shall immediately notify the company, and his tenure shall expire at the time of giving the notice.

232. If a director was convicted in a judgment of an offense as stated in section 226(a)(1) or (1a), he shall notify the company and his tenure shall expire at the time of giving the notice, and in a public company and also in a private company that is a BONDS company, he cannot be re-appointed to the position of director, unless the period during which he is prohibited from serving as a director under section 226 has passed.

232a. If the Administrative Enforcement Committee decided to impose on a person an enforcement measure prohibiting him from serving as a director in any public company, in any private company that is a BONDS company or in the company in which he serves, he shall notify the company and his tenure shall expire at the time of giving the notice, and in a company for which the said prohibition applies, he cannot be re-appointed to the position of director, unless the period of the said prohibition has passed.

234. A director who violated the disclosure obligation under sections 225, 227a, 227(b), 232, 232a or 245a, shall be considered as having violated the fiduciary duty to the company.

241. (a) A general meeting whose agenda includes the appointment of an external director shall not be convened unless the candidate has declared that he meets the conditions required for his appointment as an external director (hereinafter - the declaration).

(b) The declaration shall be kept at the registered office of the company and shall be open for inspection by any person.

(c) The Minister may prescribe provisions regarding the declaration.

245a. An external director who ceases to meet a condition required under this Law for his tenure as an external director shall immediately notify the company, and his tenure shall expire at the time of giving the notice.

244. (a) An external director is entitled to compensation and reimbursement of expenses, as determined by the Minister in consultation with the Securities Authority.

(b) An external director shall not receive, in addition to the compensation to which he is entitled and the reimbursement of expenses, any consideration, directly or indirectly, for his tenure as a director in the company; for the purpose of this subsection, the granting of an exemption, an undertaking to indemnify, indemnification or insurance under the provisions of Sign C of the Third Chapter shall not be considered as consideration.

Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and for a Director with Professional Competence), 5765-2005

1. A director with accounting and financial expertise is someone who, due to his education, experience and skills, has high skill and understanding in business - accounting matters and financial reports in a manner that allows him to understand in depth the company's financial reports and to spark a discussion regarding the manner of presentation of the financial data; the evaluation of the accounting and financial skill of a director shall be done by the Board of Directors, and the following shall be brought into the overall considerations, among others, his education, experience, and knowledge in these matters:

- (1) Accounting issues and accounting control issues typical of the industry in which the company operates and for companies of the size and complexity of the company;
- (2) The roles of the auditing accountant and the duties imposed on him;
- (3) Preparation of financial reports and their approval according to the Law and according to the Securities Law.

2. (a) A director with professional competence is someone who meets one of these conditions:

- (1) Holds an academic degree in one of these professions: economics, business administration, accountancy, law, public administration;
- (2) Holds another academic degree or has completed other higher education studies, all in the main field of business of the company or in the field relevant to the position;
- (3) He has at least five years of experience in one of the following, or he has cumulative experience of at least five years in two or more of these:
 - (a) In a senior position in the field of business management of a corporation with a significant volume of business;

- (b) In a senior public office or in a senior position in the public service;
- (c) In a senior position in the company's main fields of activity.

(b) The evaluation of the professional competence of a candidate to serve as a director as stated in sub-regulation (a) shall be done by the Board of Directors.

3. (a) In the declaration under section 241 of the Law, the candidate shall also declare regarding his education and experience, insofar as they are relevant, for the purpose of examining whether the conditions and tests under these regulations are met in him, and shall attach documents and certificates supporting his declaration.

(b) A director whose accounting and financial expertise the Board of Directors is required to evaluate for the purpose of meeting the minimum number determined under section 92(a)(12) of the Law, shall declare as detailed in sub-regulation (a).

לכבוד

רבוץ כחול נדל"ן בע"מ (להלן: "החברה")

הצהרה מטעם מועמד/ת לכהונת דירקטור/ית בחברה ציבורית
בהתאם לסעיף 224 לחוק החברות, התשנ"ט-1999 (להלן: "חוק החברות")

אני הח"מ, אלכס סורז'קו, ת.ז. 309095826, מצהיר/ה בזאת כדלקמן:

- ידוע לי כי החברה הינה חברה ציבורית, אשר ניירות הערך שלה רשומים למסחר בבורסה לניירות ערך בת"א בע"מ.
- ידוע לי כי לפי הוראות חוק החברות, עלי למסור הצהרה זו לצורך מינוי כדירקטור/ית בחברה.
- אני מודעת/לכך כי הצהרתי זו תישמר במשרדה הרשום של החברה ותהיה פתוחה לעיונו של כל אדם וכן תפורסם במסגרת דיווחי החברה אודות מינויי כדירקטור/ית.
- העתק הוראות סעיפי חוק הנזכרים בהצהרה זו בנוסחם נכון למועד הצהרה זו מצ"ב כנספח א', המהווה חלק בלתי נפרד מהצהרה זו.
- ידוע לי כי בהתאם לסעיף 224 לחוק החברות, לא ימונה לדירקטור בחברה ציבורית ולא יכהן בה כדירקטור מי שאין לו הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקיד של דירקטור בחברה, בשים לב, בין השאר, לצרכיה המיוחדים של החברה ולגודלה.
- הנני מצהיר/ה כי יש לי הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקידי, בהתבסס על הכישורים המפורטים להלן (בהתאם להוראת סעיף 224 לחוק החברות):

השכלה:

כמפורט בתקנה 26 לפרק ד' לדוח השנתי של החברה לשנת 2025

ניסיון מקצועי:

כמפורט בתקנה 26 לפרק ד' לדוח השנתי של החברה לשנת 2025

- הנני מצהיר/ה בזאת כי לא הורשעתי במהלך חמש השנים האחרונות בפסק דין (כהגדרתו בסעיף 225 לחוק החברות) באחת מאלו:
 - עבירות לפי סעיפים 290 עד 297, 392, 415, 418 עד 420 ו- 422 עד 428 לחוק העונשין, התשל"ז-1977, ולפי סעיפים 52ג, 52ד, 53א ו- 54 לחוק ניירות ערך, התשכ"ח-1968 (העתק סעיפי החוק האמורים כלול בנספח א').
 - הרשעה בבית משפט מחוץ לישראל בעבירות שוחד, מרמה, עבירות מנהלים בתאגיד או עבירות של ניצול מידע פנים.
- הנני מצהיר/ה כי לא הורשעתי בפסק דין בעבירה שאינה מנויה בסעיף 6 לעיל, אשר בית משפט קבע כי מפאת מהותה, חומרתה או נסיבותיה איננה ראויה לשמש כדירקטור/ית בחברה ציבורית.
- הנני מצהיר/ה כי ועדת האכיפה המנהלית לא הטילה עלי אמצעי אכיפה האוסר עלי לכהן כדירקטור/ית בחברה ציבורית (המונחים "ועדת האכיפה המנהלית" ו-"אמצעי אכיפה", כהגדרתם בסעיף 225 לחוק החברות) (העתק סעיף החוק האמור כלול בנספח א').
- הנני מצהיר/ה כי אינני קטין, פסול דין או מי שניתן לגביו צו לפתיחת הליכים כל עוד לא הופטר.
- הנני מצהיר/ה כי לא נקבעה ע"י בית משפט הוראה לפיה אינני יכול/ה לשמש דירקטור/ית בחברה, או שהוראה כזו איננה עוד בתוקף, בהתאם לסעיף 7 לחוק החברות.
- הנני מצהיר/ה כי הנני בעלת/מזכיר/ת מומחיות חשבונאית ופיננסית כהגדרתה בתקנות החברות (תנאים ומבחנים לדירקטור בעל מומחיות חשבונאית ופיננסית ולדירקטור בעל כשירות מקצועית), התש"ס-2005 (העתק התקנות האמורות כלול בנספח א').
- הנני מצהיר/ה כי הפרטים אודות השכלתי וניסיוני המפורטים בקורות חיי ובמסמכים ובתעודות המצורפים אליהם, אותם העברתי לחברה עובר למועד תחילת כהונתי כדירקטור בחברה, הינם נכונים, אמיתיים ומדויקים.
- הנני מצהיר/ה כי ככל שיחול שינוי בנתונים אלה ו/או ככל שיחול להחלפתם לגביי תנאי הדרוש לצורך כהונתי כדירקטור/ית או שתתקיים עילה לפקיעת כהונתי כדירקטור/ית, אודיע על כך מיד לחברה.
- ידוע לי כי בהתאם לסעיף 234 לחוק החברות, דירקטור שהפר את חובת הגילוי כאמור לעיל (לפי סעיפים 225, 227א, 227ב, 232, 233 או 245 לחוק החברות), יראו אותו כמי שהפר את חובת האמונים לחברה (העתק סעיפי החוק האמורים כלול בנספח א').

הנני מצהיר/ה כי זהו שמי, זו חתימתי, ותוכן תצהירי לעיל אמת.



חתימה

אלכס סורז'קו

שם

30.03.2026

תאריך

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To:
Blue Square Real Estate Ltd (hereinafter: "the Company")

Declaration on behalf of a candidate for the position of director in a public company pursuant to Section 224b of the Companies Law, 5759-1999 (hereinafter: "the Companies Law")

I, the undersigned, Alex Sorizky, I.D. 309095826, hereby declare as follows:

1. I am aware that the company is a public company, whose securities are listed for trading on the Tel Aviv Stock Exchange Ltd.
2. I am aware that according to the provisions of the Companies Law, I must provide this declaration for the purpose of my appointment as a director in the company.
3. I hereby declare that this declaration I have signed will be kept at the company's registered office and will be open for inspection by any person and will also be published within the framework of the company's reports regarding my appointment as a director.
A copy of the sections of the law mentioned in this declaration in their version as of the date of this declaration is attached as **Appendix A**, which forms an integral part of this declaration.
4. I am aware that according to Section 224a of the Companies Law, a person shall not be appointed as a director in a public company and shall not serve as a director who does not have the skills required and the ability to devote the appropriate time for the purpose of performing the role of director in the company, taking into account, among other things, the special needs of the company and its size.
5. I hereby declare that I have the skills required and the ability to devote the appropriate time for the purpose of performing the role, based on the skills detailed below (according to the provision of Section 224b of the Companies Law):

Education:

As detailed in Regulation 26 to Chapter D of the 2025 Periodic report of the company.

Professional Experience:

As detailed in Regulation 26 to Chapter D of the 2025 Periodic report of the company.

6. I hereby declare that I have not been convicted during the last five years in a final judgment (as defined in Section 225 of the Companies Law) of any of the following:
 - 6.1. Offenses under sections 290 to 297, 392, 415, 418, 420 and 422 to 428 of the Penal Law, 5737-1977, and sections 52g, 52h, 53(a)(1) to 54 of the Securities Law, 5728-1968 (a copy of the sections of the law mentioned is included in Appendix A).
 - 6.2. Conviction in a court outside Israel for offenses of bribery, fraud, corporate management offenses or offenses of use of inside information.
7. I hereby declare that I have not been convicted in a final judgment of an offense not listed in Section 6 above, which the court determined that because of its nature, gravity or circumstances, I am not suitable to serve as a director in a public company.
8. I hereby declare that the Administrative Enforcement Committee has not imposed on me an enforcement measure prohibiting me from serving as a director in a public company (the terms "Administrative Enforcement Committee" and "enforcement measure" as defined in Section 225 of the Companies Law) (a copy of the section of the law mentioned is included in Appendix A).
9. I hereby declare that I am not a minor, legally incompetent, or someone who has been declared bankrupt as long as he has not been discharged.
10. I hereby declare that no court order has been issued according to which I am unable/unfit to serve as a director in a company, or that such an order is no longer in force, according to Section 7 of the Companies Law.
11. I hereby declare that I have / do not have accounting and financial expertise as defined in the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and for a Director with Professional Competence), 5765-2005 (a copy of the mentioned regulations is included in Appendix A).

12. I hereby declare that the details regarding my education and professional experience detailed in my CV and the documents attached to them, which I provided to the company prior to the start of my term as a director in the company, are correct, accurate and precise.
13. I hereby declare that if there is a change in these details and/or as far as a condition required for my term as a director ceases to exist and/or a cause for the termination of my term as a director arises, I will notify the company immediately.
14. I am aware that according to Section 234 of the Companies Law, a director who has violated the disclosure obligation as aforesaid (according to Sections 225, 227a, 227(b), 232, 232a or 245a of the Companies Law), will be seen as one who has violated the duty of trust to the company (a copy of the sections of the law mentioned is included in Appendix A).

I hereby declare that this is my name, this is my signature, and the content of my declaration above is true.

30.03.2026	Alex Sorizky	
Date	Name	Signature

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