

## **CERTIFICATION**

The undersigned, who is an Independent Director (within the meaning of Israel's Companies Law, 5759-1999 (the "**Law**")) and/or an External Director (within the meaning of the Law) and/or a nominee for the position of Independent Director and/or External Director of Gilat Satellite Networks Ltd., an Israeli company whose shares are traded on the NASDAQ Global Select Market and the Tel Aviv Stock Exchange Ltd. (the "**Company**"), hereby confirms as follows:

1. I am providing this certification in accordance with the requirements of the Law. I hereby confirm my consent to serve as an External director in the Company
2. I possess the necessary qualifications, and have sufficient time to devote, to fulfill my duties as a Director of the Company, taking into account the Company's size and special needs.
3. During the last five years, I have not been convicted of any of the following offenses:
  - (i) offenses under Sections 290-297, 392, 415, 418-420 or 422-428 of the Israeli Penal Law, 5737-1977, or under Sections 52C, 52D, 53(a) or 54 of the Israel Securities Law, 5728-1968;<sup>1</sup> or
  - (ii) offenses of bribery, fraud, other managers' offenses or insider trading offenses, in which the conviction was by a court of competent jurisdiction outside of Israel; or
  - (iii) any other offense that a court has determined disqualifies me from serving as a director in a public company.
4. I have never been declared bankrupt.
5. I am a citizen of Israel and a resident of Israel.
6. I am not a relative (as defined below) of a controlling shareholder of the Company, and neither I nor any of my relatives, partners, employers, supervisors or entities under my control, have or had since January 1, 2015 any affiliation (as defined below) with the Company or with a controlling shareholder of the Company or relatives of a controlling shareholder of the Company, or with the Chairman of the Company's Board of Directors, Chief Executive Officer or Chief Financial Officer or with a shareholder holding 5% or more of the Company's outstanding share capital or voting power.

For purposes of this Certification, a "*relative*" shall mean a spouse, sibling, parent, grandparent or descendent, or a spouse's descendant, sibling or parent or the spouse of any of the foregoing; and the term "*affiliation*" shall mean (i) an employment relationship, (ii) a business or professional relationship maintained on a regular basis, (iii) control, or (iv) service as an office holder.

7. a. Since January 1, 2014, neither I nor any of my family members, partners (if any), employers (if any), or corporations which are owned by me (if any), have had an employment relationship, any kind of business relationship, or served as an office holder of the Company

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<sup>1</sup> Alternatively, the director can simply confirm that he or she has never been convicted of any criminal offense.

(other than a director) or any parent or subsidiary of the Company, or any controlling shareholder of the Company or affiliate thereof;

b. Since January 1, 2014, neither I nor any person who is my family member has accepted any compensation in excess of \$120,000 from the Company or any subsidiary of the Company during any 12 consecutive month period, other than as director fee;

c. Neither I nor any person who is my family member is a partner in, or controlling shareholder or executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services since January 1, 2014, that exceed the greater of (a) 5% of the recipient's consolidated gross revenues for that year or (b) \$200,000;

d. Neither I nor any person who is my family member is employed as an executive officer of another entity where at any time since January 1, 2014, any of the executive officers of the Company serve or served on the compensation committee of such other entity;

e. Neither I nor any person who is my family member is a current partner, or was a former partner or employee, of Kost, Forer, Gabbay & Kasierer (a member of Ernst & Young Global) who worked on the Company's audit during the past three years.

For the purposes of this section 7:

(i) "*Family member*" shall mean a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.

(ii) "*Executive officer*" shall mean a president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a significant policy-making function, or any other person who performs similar policy-making functions for the Company. Officers of the Company's parent(s) or subsidiaries should be considered officers of the Company if they perform such policy-making functions for the Company.

8. None of my other occupations is expected to interfere with, or create a conflict of interests with, my proposed office as an External Director and/or Independent Director of the Company, and I do not have any other relationship (business, financial, professional, social or other) that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
9. I am neither (i) an employee of the Israel Securities Authority, nor (ii) an employee of the Tel-Aviv Stock Exchange Ltd.
10. a. I have not accepted directly or indirectly any consulting, advisory or other compensatory fee from the Company or any controlling shareholder of the Company;  
  
b. I am not (i) an affiliate of the Company or any subsidiary of the Company or any controlling shareholder of the Company or (ii) an executive officer, director who is also an employee, general partner or managing member of an affiliate, other than in my capacity as a member of the Company's board or board committees;  
  
c. I am not (i) a beneficial owner, directly or indirectly, of 10% or more of any class of the Company's voting equity securities or (ii) an executive officer of the Company or any controlling shareholder of the Company;



d. I have not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time since January 1, 2014;

e. I am able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement.

For the purposes of this section 9, "Affiliate" shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

11. I am currently a director of the following corporations (please specify if you are an External Director or an Independent Director of such corporations):

Independent Director at Formula Systems (1985)

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12. Neither I nor any of my relatives, partners, employers, supervisors or entities under my control, maintains a business or professional relationship (even if such relationship is not on a regular basis) with the Company or with a controlling shareholder of the Company or relatives of a controlling shareholder of the Company, or with the Chairman of the Company's Board of Directors, Chief Executive Officer or Chief Financial Officer or with a shareholder holding 5% or more of the Company's outstanding share capital or voting power.

13. If the Director may serve on the Company's Audit Committee as its "financial expert," such Director hereby certifies as to the following:

I have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience, as described below (specify, or indicate "none"; please attach copies of any relevant academic degrees, certificates, proof of experience, etc. not previously provided to the Company):  
Analyst, Investment manager, Treasurer, IR and I have BA in economics and MBA in accounting and finance and many years in the Business activities

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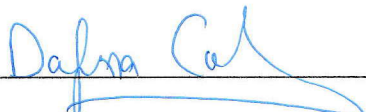
This includes:

- (i) an understanding of generally accepted accounting principles and financial statements;
- (ii) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
- (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the company's financial statements, or experience actively supervising one or more persons engaged in such activities;
- (iv) an understanding of internal control over financial reporting; and
- (v) an understanding of audit committee functions.

*Note: The Nasdaq regulations require that at least one member of the audit committee have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience. The Law also requires that at least one External Director must have financial expertise. The Board is to evaluate a director's financial expertise in light of his or her education, experience, and knowledge relating to (i) accounting and auditing issues that are typical of the field in which the company operates and of companies of the size and complexity of the company; (ii) the role and obligations of an auditor; and (iii) the preparation*

*and approval of financial statements. However, under relevant Israeli regulations a company is not required to comply with the Law requirement if it has an independent member of the audit committee that has past employment experience in finance or accounting as required by the Nasdaq regulations.*

After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law. In addition, I do not know of any other substantial detail that may affect my tenure as a director and/or the decision of the Company's audit committee as to my compliance with the eligibility conditions and tests to serve as an Independent Director and that had I known of any such detail, I would have indicated it in the declaration. If such detail is known to me, I will notify the Company immediately.

Signature: 

Name of Director/Nominee: Dafna Cohen

Date: November 6<sup>th</sup> 2017