

2024-06-03

Declaration of Candidate for Service as Independent Director

According to Section 224b of the Companies Law, 1999 (the Companies Law)

I, the undersigned, Ronen Peretz, holder of ID number 033023193, candidate to serve as an independent director in the company Migdal Shamir Holdings Ltd. (the Company), hereby declare and confirm as follows:

1.

I am not a relative of interested parties in the company.

2.

Neither I, nor my relatives, my partners, my employer, anyone to whom I am directly or indirectly subordinate, or a corporation in which I am the controlling shareholder, at the time of appointment or within the two years preceding the appointment, have any affiliation with the company, with the controlling shareholder of the company, with a relative of the controlling shareholder at the time of appointment or with any other corporation, except as detailed below.

With respect to the declaration according to this section:

Affiliation – existence of employment relations, general business or professional connections, or control, as well as serving as an officer, except for serving as a director appointed in order to serve as an external director in a company about to offer shares to the public for the first time, except as detailed in the Companies Regulations (Matters that do not Constitute Affiliation), 2006, and except for serving as a director in a company prior to being classified as an independent director.

Relative – spouse, brother or sister, parent, parent's parent, child, as well as a child, brother, sister or parent of the spouse or the spouse of any of these individuals.

3.

Without derogating from the contents of Section 2 above, neither I, my relatives, my partners, my employer, anyone to whom I am directly or indirectly subordinate, or a corporation in which I am the controlling shareholder, have business or professional ties with anyone to whom affiliation is forbidden in accordance with the provisions of Section 2 above, even if such ties are not general, except for negligible ties, and I have not received any compensation apart from director's fees and reimbursement of expenses for directors, which I am expected to receive as is customary in the company and in accordance with the provisions of the Companies Regulations (Rules Regarding Remuneration and Expenses for an External Director), 2000.

4.

My other positions or occupations do not create or are not likely to create a conflict of interest with my role as director and do not impair my ability to serve as a director.

5.

I do not serve as a director in another company in which an external director or independent director of the company is a director.

6.

I am not an employee of the Israel Securities Authority nor an employee of a stock exchange in Israel.

7.

I have not served as a director in the company for more than nine consecutive years.

With respect to Section 7 above, an interruption in service not exceeding two years shall not be considered to break the continuity of tenure.

8.

I do not hold securities of the company.

9.

I have the necessary qualifications and the ability to devote the proper time for the execution of the role of director in the company, considering, among other things, the special needs and size of the company.

10. I have not been convicted by a final judgment of any of the offenses under Sections 290 to 297, 392, 415, 418 to 420, and 422 to 428 of the Penal Law, 1977, and under Sections 52c, 52d, 53(a), and 54 of the Securities Law, 1968. I have not been convicted by a court outside of Israel of offenses of bribery, fraud, managerial offenses in a corporation, or insider trading offenses. I have not been convicted of any other offense where the court has determined that due to its nature, gravity, or circumstances I am unfit to serve as a director in a public company. I am not a minor, legally incompetent, nor have I been declared bankrupt.

11. No enforcement action has been imposed upon me by the Administrative Enforcement Committee, as such terms are defined in the Companies Law, that prohibits me from serving as a director in a public company.

12. In accordance with the Companies Regulations (Conditions and Criteria for an Accounting and Financial Expert Director and for a Professionally Qualified Director), 2005, and in light of Section 9 above, I hereby declare and confirm as follows:

Education:
Bachelor's degree in Law - Sha'arei Mada VeMishpat Academic Center.
Professional Experience:

- 2005-2013 – Owner of a law firm.
- 2013-2018 – Advisor to the Cabinet Secretary.
- 2019-2019 – Deputy Cabinet Secretary.
- 2019-2021 – Acting Director General of the Prime Minister's Office.
- 2021-2023 – Independent – Entrepreneurship.
- 2023-2025 – Director General of the Ministry of Interior.

13. I undertake to notify the company if any of the conditions stated in this declaration cease to exist, immediately after I become aware of it, and I am aware that my position as an independent director may terminate as of the date of such notice.

14. I am not aware of any other material detail that could affect my service as an independent director in the company, and if I were aware of such a detail, I would mention it in my declaration.

This is my name, this is my signature and the contents of this affidavit are true.

In witness whereof, I have hereunto signed:

Ronen Peretz
Date: 01.09.2025