

2024-06-18

To: November 17, OPC Energy Ltd.
2025

Subject: Declaration Regarding Eligibility to Serve as an Independent Director According to Section 224B of the Companies Law

I, the undersigned, __Itay Makov____, holder of ID no. _023052517, agree to serve as a director in OPC Energy Ltd. (the Company), as of the date my reappointment is approved by the annual general meeting of the Company’s shareholders, and declare, according to Section 224B and 249B of the Companies Law, 1999 (the Companies Law) and according to the terms and definitions stipulated in the Companies Law, that the conditions for my classification as an independent director of the Company are met, as detailed in my declaration below:

- 1.
During the five years preceding the date of this declaration, I have not been convicted:
 - 1.1.
By a final court ruling for offenses under Sections 290 to 297, 392, 415, 418 to 420, and 422 to 428 of the Penal Code, 1977, and under Sections 52C, 52D, 53(a), and 54 of the Securities Law, 1968;
 - 1.2.
Conviction in a court outside Israel, for bribery, fraud, corporate management offenses or insider trading offenses;
 - 1.3.
Of another offense where the court ruled that due to its nature, severity, or circumstances, I am not fit to serve as a director in a public company or a private company that is a bond company.
- 2.
No enforcement measures that prohibit serving as a director in a public company or a private company that is a bond company were imposed on me by the Administrative Enforcement Committee.
- 3.
I am an adult resident of Israel, I have not been declared legally incompetent or bankrupt, nor has an insolvency order been issued against me or insolvency proceedings begun with respect to me, and to the best of my knowledge, there is no restriction preventing my appointment as an independent director of the Company.
- 4.
I am not a relative of the controlling shareholder of the Company, and neither I, my relatives, my partners, my employer, anyone to whom I am subordinate directly or indirectly, nor any corporation that I am the controlling shareholder of, at the time of appointment or in the two years preceding the appointment, have any connection to the Company, its controlling shareholder, a relative of its controlling shareholder, or to another corporation¹.
- 5.
Neither I, my relatives, my partners, my employer, anyone to whom I am subordinate directly or indirectly, nor any corporation for which I am the controlling shareholder, have business or professional ties to the Company, its controlling shareholder or any relative of the controlling shareholder, or to another corporation¹, even if such ties are not routine, and I have not received and, to my knowledge, am not entitled to receive, any consideration contrary to the provisions of Section 244(b) of the Companies Law².

¹
Other corporation - A corporation whose controlling shareholder, at the time of appointment or in the two years preceding the time of appointment, is the company or its controlling shareholder.

²
Consideration contrary to the provisions of Section 244(b) of the Companies Law means that no consideration shall be received other than the compensation to which a director is entitled and reimbursement of expenses,
any consideration directly or indirectly, for serving as a director of the company; for the purposes of this section, granting of an exemption, undertaking to indemnify or insurance according to the provisions of Sign C of Chapter Three of the Companies Law shall not be regarded as consideration;
I hereby confirm that I am aware of the Companies Regulations (Rules regarding Compensation and Expenses to an External Director), 2000, and that I have been informed of the annual compensation and participation compensation before accepting my consent to serve in the position.

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6.
My other roles or occupations do not create and are not likely to create a conflict of interest with my role as a director in the company, and they do not restrict and/or adversely affect my ability to serve as a director in the company and/or as a member of a board committee(s).
7.
To the extent that I also serve as a director in another company, I hereby confirm that no person serves both as a director in the company and as an external director in the other company in a manner that does not comply with Section 240(d) of the Companies Law.
8.
I am not an employee of the Israel Securities Authority or of a stock exchange in Israel.
9.
I have not served as a director in the company for more than nine consecutive years.
10.
I possess the necessary qualifications and ability to dedicate the appropriate time to fulfill the role of a director in the company, considering, among other things, the special needs of the company and its size. This is, among other reasons, based on my qualifications, education, experience and employment background – see detailed information in the notice of meeting report to which this declaration is attached as an appendix.
11.
In light of my education, past and present employment experience, and my qualifications, and based on the above, I possess:
[V] Accounting and financial expertise
[V] Professional competence
12.
I confirm that this declaration will be kept at the company's registered office and will be published as part of its public reports.
13.
I am aware that the company is relying on this declaration, and if and to the extent that any change occurs in the above, including if a required condition for my eligibility to serve as an independent director in the company ceases to apply, I undertake to notify the company immediately.

Name:
