

To:

**XTL BIOPHARMACEUTICALS LTD.**

**Declaration of Director's Qualification**

(Section 224(b) of the Israeli Companies' Law - 1999 (the "Law"))

I, the undersigned, Alexander Rabinovich, I.D 014122568 hereby states, declares and undertakes to XTL BIOPHARMACEUTICALS Ltd. (the "Company") as follows:

1. I have the necessary qualifications and ability to devote appropriate time to perform the position of a director in the Company, taking into account, among other things, the Company's special needs.
2. With accordance to paragraph 1 above, the following are details regarding my skills:
  - 2.1 Education-(Field of education, institution, academic degree, certificate or professional license)

B.A degree in Economics and Accounting from Haifa University
  - 2.2 Practice and Professional Experience- (Job description, employer details, duration of service)

February 2019 until today: CEO of Intercure Ltd.  
2016 until today: CEO of Green Fields Capital Ltd.  
2009 until today: CEO of Green Forest Holdings Ltd.  
2013 until today: CEO of Green Forest Global  
2009 until 2014: CEO of Eurocom Holdings and Investments Ltd. & Eurocom Investments LP.
  - 2.3 Companies in which I serve or served as a director in the past 5 years-(Job description, company's name, duration of service)

2018 until today: Intercure Ltd.  
2018 until today: Canndoc Ltd.  
2011 until today: Green Fields Capital Ltd.  
2009 until today: Green Forest Holdings Ltd.  
2013 until today: Green Forest Global  
2013 until today: D.I.M Investments / D.I.M Risk Management Ltd.
3. I have not been convicted by a final judgment of one or more offences specified under sections 290 to 297, 392, 415, 418 to 428 to the Israel Penal Law 5737-1997; or under sections 52C, 52D, 53(a) and 54 to the Securities Law, 5728-1968 ("Securities Law"); and in any additional offences to those set forth above, as prescribed by the Minister of Justice from time to time.

4. I have not been convicted by a final judgment in a court outside of Israel for bribery, fraud, directors' offenses involving misuse of inside information.
5. I have not been convicted by a final judgment of any other offense in which a court determined that due to its nature, severely or circumstances I do not deserve the serve as director/director of a public company.
6. I was not imposed by an administrative enforcement commission, appointed under section 52(32)(a) of the Securities Law, with means of enforcement, as provided in section 52 of the Securities Law, or imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of Investment Counseling and Investment Portfolio Management Law, 1995 or under Chapter J1 to the Joint Investment Trust Law, 1994, as applicable.
7. I am not a minor, incompetent, and was not declared insolvent.
8. To this time, I maintain/do not maintain (Please delete the unnecessary) securities of the company or of a subsidiary and/or related company of the company.

Below are my stated Holdings:

Name, type and series of Security	Quantity of Securities	The rate of Holdings		The rate of Holdings (strong/full dilution)	
		Capital	Vote	Capital	Vote
ADR	661,394				
Ordinary shares	62,149,487				
<b>Total:</b>	<b>128,288,887</b>	<b>23.54%</b>	<b>23.54%</b>	<b>22.31%</b>	<b>22.31%</b>

9. I hereby declare that if any change shall apply in the above listed information in a way that shall prevent the continuation of my service as director of the Company, I shall inform the company about the change immediately and my service as a director shall terminate immediately. I am fully aware that the Company relied on the declaration of this statement during the approval of my tenure as director of the Company.
10. I am aware that non-disclosure of information as mentioned above shall be considered as a breach of my fiduciary duty to the Company.
11. I hereby declare that I shall meet all the law requirements regarding service as a director of a public company, and serve for the benefit of the Company.

Signature: /s/ Alexander Rabinovich

Date: June 6, 2024

To:

**XTL BIOPHARMACEUTICALS LTD.**

**Declaration of Director's Qualification**

(Section 224(b) of the Israeli Companies' Law – 1999 (the "Law"))

I, the undersigned, Shlomo Shalev, I.D 057708422 hereby states, declares and undertakes to XTL BIOPHARMACEUTICALS Ltd. (the "Company") as follows:

1. I have the necessary qualifications and ability to devote appropriate time to perform the position of a director in the Company, taking into account, among other things, the Company's special needs.
2. With accordance to paragraph 1 above, the following are details regarding my skills:

2.1 Education- (Field of education, institution, academic degree, certificate or professional license)

הקלד טקסט או כתובת אתר או תרגום מסמך.

האם התכוונת ל: מלא את הפרטים בהצהרת של הדירקטורים

BA Ben Gurion University, Israel

MBA San Francisco University, CA USA

2.2 Practice and Professional Experience- (Job description, employer details, duration of service)

\_\_\_\_\_ Chairman of the Board, GFC Green Fields Capital (TASE) 2015-Current

CEO GFC Green Fields Capital (TASE) 2014-2015

Active Chairman of the Board, Intercure (TASE) 2015-2018

Active Chairman of the Board Micronet (TASE) 2011-2013

Active Chairman of the Board NetformX 2007-2010

Senior VP Investments, Ampal (NASDAQ) 1998-2006

Consul for Economic Affairs, United States Northwestern Region 1994-1998

Economic Advisor to the Director General, Ministry of Industry and Trade

1992-1994

2.3. Companies in which I serve or served as a Director in the past 5 years- (Job description, company's name, duration of service)

GFC Green Fields Capital – 2015-current

Micronet 2017-2019

Intercure 2015-2018

Tigi Solar – 2021-Current

SaverOne – 2020 - Current

3. I have not been convicted by a final judgment of one or more offences specified under sections 290 to 297, 392, 415, 418 to 428 to the Israel Penal Law 5737-1997; or under sections 52C, 52D, 53(a) and 54 to the Securities Law, 5728-1968 (“**Securities Law**”); and in any additional offences to those set forth above, as prescribed by the Minister of Justice from time to time.
4. I have not been convicted by a final judgment in a court outside of Israel for bribery, fraud, directors’ offenses involving misuse of inside information.
5. I have not been convicted by a final judgment of any other offense in which a court determined that due to its nature, severely or circumstances I do not deserve the serve as director/director of a public company.
6. I was not imposed by an administrative enforcement commission, appointed under section 52(32)(a) of the Securities Law, with means of enforcement, as provided in section 52 of the Securities Law, or imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of Investment Counseling and Investment Portfolio Management Law, 1995 or under Chapter J1 to the Joint Investment Trust Law, 1994, as applicable.
7. I am not a minor, incompetent, and was not declared insolvent.
8. To this time, I maintain/do not maintain (Please delete the unnecessary) securities of the company or of a subsidiary and/or related company of the company.

Below are my stated Holdings:

Name, type and series of Security	Quantity of Securities	Treasury Securities	The rate of Holdings		The rate of Holdings (strong/full dilution)	
			Capital	Vote	Capital	Vote
Shares	3,019,309					

9. I hereby declare that if any change shall apply in the above listed information in a way that shall prevent the continuation of my service as director of the Company, I shall inform the company about the change immediately and my service as a director shall terminate immediately. I am fully aware that the Company relied on the declaration of this statement during the approval of my tenure as director of the Company.
10. I am aware that non-disclosure of information as mentioned above shall be considered as a breach of my fiduciary duty to the Company.
11. I hereby declare that I shall meet all the law requirements regarding service as a director of a public company, and serve for the benefit of the Company.

Signature: /s/ Shlomo Shalev

Date: June 5, 2024

To:

**XTL BIOPHARMACEUTICALS LTD.**

**Declaration of Director's Qualification**

(Section 224(b) of the Israeli Companies' Law – 1999 (the "Law"))

I, the undersigned, **Doron Turgeman, I.D 023568389** hereby states, declares and undertakes to XTL BIOPHARMACEUTICALS Ltd. (the "company") as follows:

1. I have the necessary qualifications and ability to devote appropriate time to perform the position of a director in the Company, taking into account, among other things, the Company's special needs.
2. With accordance to paragraph 1 above, the following are details regarding my skills:

2.1 Education-(Field of education, institution, academic degree, certificate or professional)

B.A. Economics and Accounting, Hebrew University of Jerusalem, Israel

2.2. Practice and Professional Experience-(Job description, employer details, duration of service)

**Since 2020** : Independent financial advisor that provide management services, debts restructuring consulting, and board services to public companies in Israel. Currently serves as board member at 6 public companies which trade on TASE.

**October 2011 - February 2021** (10 years): CEO of Internet Gold which is publicly-traded company dual-listed on Nasdaq and TASE.

**From October 2011 until January 2019** I served in addition, as CEO of B Communications which is publicly-traded company dual-listed on Nasdaq and TASE.

**2008-October 2011** (3 years): Deputy CEO and CFO, Internet Gold. In tandem, VP of Eurocom Panasonic, the sole distributor of Panasonic in Israel and CFO of Eurocom Communications between 2012-2015.

2.3. Companies in which I serve or served as a Director in the past 5 years-(Job description, company's name, duration of service)

Since November 2021: Board member of Effi Capital real estate, a public company which trade on TASE.

Since October 2019: Board member of Alon Ribua Kahol, one of the largest Israeli holding companies.

Since February 2016: Board member of The Klein International Group Limited, BVI company which raised bonds on TASE.

Since June 2020: Board member of M.V Investments, Israeli real estate company which raised bonds on TASE.

Since September 2020: Board member of Encore Group Limited, BVI company which raised bonds on TASE.

Between February 2018 until December 2019: Board member of BEZEQ, the largest Israeli telecoms company.

Between November 2021 until September 2022: Board member of Erica Carmel, which trade on TASE.

3. I have not been convicted by a final judgment of one or more offences specified under sections 290 to 297, 392, 415, 418 to 428 to the Israel Penal Law 5737-1997; or under sections 52C, 52D, 53(a) and 54 to the Securities Law, 5728-1968 (“**Securities Law**”); and in any additional offences to those set forth above, as prescribed by the Minister of Justice from time to time.
4. I have not been convicted by a final judgment in a court outside of Israel for bribery, fraud, directors’ offenses involving misuse of inside information.
5. I have not been convicted by a final judgment of any other offense in which a court determined that due to its nature, severely or circumstances I do not deserve the serve as director/director of a public company.
6. I was not imposed by an administrative enforcement commission, appointed under section 52(32)(a) of the Securities Law, with means of enforcement , as provided in section 52 of the Securities Law, or imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of Investment Counseling and Investment Portfolio Management Law, 1995 or under Chapter J1 to the Joint Investment Trust Law, 1994, as applicable.
7. I am not a minor, incompetent, and was not declared insolvent.
8. To this time, I maintain/do not maintain (Please delete the unnecessary) securities of the company or of a subsidiary and/or related company of the company.

Below are my stated Holdings:

Name, type and series of Security	No. of Security on the stock exchange	Quantity of Securities	Treasury Securities	The rate of Holdings		The rate of Holdings (strong/full dilution)	
				Capital	Vote	Capital	Vote
XTL ADR	3,400						

9. I hereby declare that if any change shall apply in the above listed information in a way that shall prevent the continuation of my service as director of the Company, I shall inform the company about the change immediately and my service as a director shall terminate immediately. I am fully aware that the Company relied on the declaration of this statement during the approval of my tenure as director of the Company.
10. I am aware that non-disclosure of information as mentioned above shall be considered as a breach of my fiduciary duty to the Company.
11. I hereby declare that I shall meet all the law requirements regarding service as a director of a public company, and serve for the benefit of the Company.

Signature: /s/ Doron Turgeman

Date: June 5, 2024

To:

**XTL BIOPHARMACEUTICALS LTD.**

**Declaration of Director's Qualification**

(Section 224(b) of the Israeli Companies' Law – 1999 (the "Law"))

I, the undersigned, Tal Klinger, I.D 204008411 hereby states, declares and undertakes to XTL BIOPHARMACEUTICALS Ltd. (the "Company") as follows:

1. I have the necessary qualifications and ability to devote appropriate time to perform the position of a director in the Company, taking into account, among other things, the Company's special needs.
2. With accordance to paragraph 1 above, the following are details regarding my skills:

2.1 Education- (Field of education, institution, academic degree, certificate or professional license)

- Master of Laws – LLM, Specialty in international l commercial transaction from College of Law and Business.
- Bachelor of Laws – LLB, Law specialty in Commercial Law from College of Law and Business.
- Bachelor Degree Business Administration and Management from College of Law and Business.

הקלד טקסט או כתובת אתר או תרגום מסמך.

האם התכוונת ל: מלא את הפרטים בהצהרת של הדירקטורים

2.2. Practice and Professional Experience-(Job description, employer details, duration of service)

- March 2023 until today: Manager, ALIGN TECHNOLOGIES AND DATA, UNIPESSOAL LDA.
- January 2020 until today: CEO, director and founder, "The Social Proxy Ltd".
- April 2021 until today: CEO, director and president. "The Social Proxy Inc."
- June 2019 until June 2021: Co-Founder and CEO at Lychee, Lychee Digital Group.
- April 2019 until September 2020: Growth Hacker, Adecco Middle East.

2.3. Companies in which I serve or served as a Director in the past 5 years-(Job description, company's name, duration of service)

- January 2020 until today: Director, The Social Proxy Ltd.
- April 2021 until today: Director, The Social Proxy Inc.

3. I have not been convicted by a final judgment of one or more offences specified under sections 290 to 297, 392, 415, 418 to 428 to the Israel Penal Law 5737-1997; or under sections 52C, 52D, 53(a) and 54 to the Securities Law, 5728-1968 (“**Securities Law**”); and in any additional offences to those set forth above, as prescribed by the Minister of Justice from time to time.
4. I have not been convicted by a final judgment in a court outside of Israel for bribery, fraud, directors’ offenses involving misuse of inside information.
5. I have not been convicted by a final judgment of any other offense in which a court determined that due to its nature, severely or circumstances I do not deserve the serve as director/director of a public company.
6. I was not imposed by an administrative enforcement commission, appointed under section 52(32)(a) of the Securities Law, with means of enforcement, as provided in section 52 of the Securities Law, or imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of Investment Counseling and Investment Portfolio Management Law, 1995 or under Chapter J1 to the Joint Investment Trust Law, 1994, as applicable.
7. I am not a minor, incompetent, and was not declared insolvent.
8. To this time, I do not maintain securities of the company or of a subsidiary and/or related company of the company.

Below are my stated Holdings:

Name, type and series of Security	No. of Security on the stock exchange	Quantity of Securities	Treasury Securities	The rate of Holdings		The rate of Holdings (strong/full dilution)	
				Capital	Vote	Capital	Vote
Shares		Upon the consummation of the Transaction as detailed in Company’s Form 6-K, dated June 5, 2024, 258,687,265 represented by 2,586,873 ADS of the Company,					

9. I hereby declare that if any change shall apply in the above listed information in a way that shall prevent the continuation of my service as director of the Company, I shall inform the company about the change immediately and my service as a director shall terminate immediately. I am fully aware that the Company relied on the declaration of this statement during the approval of my tenure as director of the Company.
10. I am aware that non-disclosure of information as mentioned above shall be considered as a breach of my fiduciary duty to the Company.
11. I hereby declare that I shall meet all the law requirements regarding service as a director of a public company, and serve for the benefit of the Company.

Signature: /s/ Tal Klinger

Date: June 11, 2024



To:

**XTL BIOPHARMACEUTICALS LTD.**

**Declaration of Director's Qualification**

(Section 224(b) of the Israeli Companies' Law – 1999 (the "Law"))

I, the undersigned, Yair Redl, Israeli I.D No. 0-5828652-7 hereby states, declares and undertakes to XTL BIOPHARMACEUTICALS Ltd. (the "Company") as follows:

1. I have the necessary qualifications and ability to devote appropriate time to perform the position of a director in the Company, taking into account, among other things, the Company's special needs.
2. With accordance to paragraph 1 above, the following are details regarding my skills:

2.1 Education-

BA degree in Mathematics, minor Physics from Queens College

MSc – operation research from Columbia University

הקלד טקסט או כתובת אתר או תרגום מסמך.

האם התכוונת ל: **עלא** את הפרטים בהצהרת של הדירקטורים

2.2. Practice and Professional Experience-(Job description, employer details, duration of service)

- January 2019 until today: Managing Partner, owner, "Moore Management Consulting".
- January 2023 until today: Chairman of the Board, "NRN Norm".
- January 2022 until today: Chief financial officer and Chairman of the Board, "The Social Proxy Ltd".
- January 2019 until today: Chairman of the Board, "A.Y.Mavlet Technologies".
- May 2008 until December 2018: Managing partner, "ICG -Integra Consulting Group".
- June 2003 until December 2004: Director of immigration (Aliyah) Division at "The Jew Agency for Israel"
- March 2003 until October 2005: Partner & CEO, Deloitte.
- March 2003 until October 2005: CIO, Director of Recovery Process, "Leumit Health Fund (HMO).

2.3. Companies in which I serve or served as a Director in the past 5 years-(Job description, company's name, duration of service)

- January 2023 until today: Chairman of the Board - NRN Norm.
- January 2022 until today: Director - The Social Proxy Ltd.
- January 2024 until today: Director -The Social Proxy Inc.

3. I have not been convicted by a final judgment of one or more offences specified under sections 290 to 297, 392, 415, 418 to 428 to the Israel Penal Law 5737-1997; or under sections 52C, 52D, 53(a) and 54 to the Securities Law, 5728-1968 (“**Securities Law**”); and in any additional offences to those set forth above, as prescribed by the Minister of Justice from time to time.
4. I have not been convicted by a final judgment in a court outside of Israel for bribery, fraud, directors’ offenses involving misuse of inside information.
5. I have not been convicted by a final judgment of any other offense in which a court determined that due to its nature, severely or circumstances I do not deserve the serve as director/director of a public company.
6. I was not imposed by an administrative enforcement commission, appointed under section 52(32)(a) of the Securities Law, with means of enforcement, as provided in section 52 of the Securities Law, or imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of Investment Counseling and Investment Portfolio Management Law, 1995 or under Chapter J1 to the Joint Investment Trust Law, 1994, as applicable.
7. I am not a minor, incompetent, and was not declared insolvent.
8. To this time, I do not maintain securities of the company or of a subsidiary and/or related company of the Company.

Below are my stated Holdings:

Name, type and series of Security	No. of Security on the stock exchange	Quantity of Securities	Treasury Securities	The rate of Holdings		The rate of Holdings (strong/full dilution)	
				Capital	Vote	Capital	Vote
Shares		Upon the consummation of the Transaction as detailed in Company’s Form 6-Kk dated June 5, 2024, 28,041,700 represented by 280,417 ADS of the Company, indirectly through A.Y Augmented Management					

9. I hereby declare that if any change shall apply in the above listed information in a way that shall prevent the continuation of my service as director of the Company, I shall inform the company about the change immediately and my service as a director shall terminate immediately. I am fully aware that the Company relied on the declaration of this statement during the approval of my tenure as director of the Company.
10. I am aware that non-disclosure of information as mentioned above shall be considered as a breach of my fiduciary duty to the Company.
11. I hereby declare that I shall meet all the law requirements regarding service as a director of a public company, and serve for the benefit of the Company.

Signature: /s/ Yair Redl

Date: June 11, 2024