

TEFRON LTD
("the Company")

November 25, 2024

To
The Securities Authority
www.isa.gov.il

To
The Tel Aviv Stock Exchange Ltd.
www.tase.co.il

Dear Sir/Madam,

Re: Immediate Report Concerning the Convening of an Annual General Meeting

In accordance with the Provisions of the Companies Law – 1999 (hereinafter: "**the Law**" or "**the Companies Law**") and in accordance with the Securities Regulations (Periodic and Immediate Reports) – 1970 (hereinafter: "**the Reporting Regulations**"), the Company is pleased to hereby announce the convening of an Annual General Meeting of the Company, which will take place on Wednesday, December 25, 2024 at 12:00 PM (Israeli time) at the offices of the Firon Law Firm, 2 Hashlosa Street, Tel Aviv.

1. The topics on the agenda and the full text of the proposed resolutions:

- a. **Discussion of the audited financial reports of the Company for the year ended December 31, 2023.**

Text of the proposed resolution:

The General Meeting took note of the audited financial reports of the Company for the year ended December 31, 2023.

- b. **The reappointment of the accounting firm of Deloitte Brightman Almagor Zohar and Co., as the auditor of the Company and authorizing the Board of Directors to determine the fees thereof.**

For details regarding the scope of work and the fees of the Company's auditor for 2023, for the auditing services as well as other services, see Clause 12 of the Board of Directors Report for 2023, which constitutes as an integral part of the Company's Periodic Report for 2023, which was published on March 17, 2024, Reference Number 2024-01-022690 (hereinafter: the "**Periodic Report**").

The Audit Committee of the Company has held a discussion regarding the auditing services rendered by the auditor, and afterwards provided the Company's Board of Directors with its recommendation to the reappointment of the accounting firm Deloitte Brightman Almagor Zohar and Co., as the auditor of the Company. The aforementioned discussion in the Audit Committee included various aspects of the auditor's work, during which the Committee discussed, among other things, the types of services provided by the auditor to the Company, the experience and expertise of the auditor in auditing corporations similar to the Company in terms of type and size, while taking into account

the scope and areas of activity thereof as well as the risks inherent in its activity , the terms of the contract with him, his independence, his commitment to the quality of the audit and the inputs dedicated to the audit procedure considering the size of the Company and its nature.

In addition, the Audit Committee was satisfied that the fees to be paid to the auditor in respect of his activities in 2024, based on the scope of the auditing process and its complexity, is reasonable, proportionate, and acceptable. The fee for the year 2024 is determined in accordance with the scope of expected working hours based on the scope and complexity of the auditing process and following negotiations between the Company's management and the auditor.

In addition, the Company's management provided the Audit Committee with a review regarding the current interface used by the auditor, the working methods, the nature of the discussions, the cooperation with other external consultants and his ability to identify the risks and material issues as well as the solutions provided by him as part of the audit.

In accordance with the Audit Committee's recommendation, and following a discussion on the matter, the Company's Board of Directors decided to recommend to the General Meeting of the Company's shareholders to approve the reappointment of the auditor.

Text of the proposed resolution:

To reappoint the accounting firm of Deloitte Brightman Almagor Zohar and Co., as the auditor of the Company until the next Annual General Meeting of the Company and to authorize the Board of Directors to determine the fees thereof.

- c. **Reappointment of the following serving directors, who are not external directors: Messrs. Chairman Yossi Shachak, Ben Lieberman, Martin Lieberman and Eytan Stiassnie, until the next Annual General Meeting of the Company.** These directors together with the external directors will constitute the Company's Board of Directors.

The directors' statements, as required under Section 224b of the Law, are attached to this Immediate Report.

The vote on the appointment of each director will be conducted separately.

There has been no change in the details provided in respect of the directors Ben Lieberman, Martin Lieberman and Yossi Shachak, according to Regulation 26 of the Reporting Regulations, since the publication of the Periodic Report. With respect to the director Eytan Stiassnie, see additional details regarding his activities in 2024 in his signed statement, attached to this immediate report.

Text of the Proposed Resolution:

To reappoint the following serving directors, who are not external directors: Messrs. Chairman Yossi Shachak, Ben Lieberman, Martin Lieberman and Eytan Stiassnie, until the next Annual General Meeting of the Company.

2. The Quorum for Holding the Meeting and Deferred Meeting

The quorum for opening the discussion at the General Meeting is two (2) shareholders or more (whose shares have been fully paid), attending the meeting in person or via a proxy, as applicable, and holding at least twenty five (25%) of the voting rights in the Company.

If half an hour has passed from the time that was scheduled for the meeting and a quorum hasn't been established, the meeting shall be deferred for the exact same day and hour in the forthcoming week, or to a different day, hour and place as determined by the Chairman of the meeting, with the agreement of the majority of the holders of the voting rights attending the meeting in person or via a proxy, or via a voting card and voting in the matter of the date of the deferred meeting. The Company shall announce the deferral of the meeting and date thereof through an immediate report. The quorum in the deferred meeting shall be two (2) shareholders attending the meeting in person or via a proxy, as applicable, and holding at least twenty five (25%) of the voting rights in the Company.

3. The Required Majority for the Approval of the Resolutions on the Agenda

The required majority at the General Meeting for the purpose of approving the resolutions set forth above, which are on the agenda of the meeting, is an ordinary majority of the votes of the shareholders who are present at the meeting, who are entitled to vote and have voted thereat.

It should be noted that the rate of holdings of the controlling shareholders in the Company's shares will give the controlling shareholders the majority required to decide on the resolutions on the agenda.

4. The Meeting and Voting Procedures

a. The Record Date for Determining the Eligibility of the Shareholders to Participate and Vote at the General Meeting

The record date for determining the eligibility of a shareholder of the Company to participate and vote at the General Meeting, is the end of the trade day on Wednesday, December 11, 2024 (hereinafter: **“the Record Date”**).

If you are an owner of an “American Share”, meaning: a Company’s share that is not an “Israeli Share”, as this term is defined as follows, in order to vote at the meeting, please see the voting instructions detailed on the voting card which can be found on the Company’s internet site whose address is: www.tefron.com.

“An Israeli Share”- A Company’s share that fulfills one of the following: (a) The share is registered on the Company’s Israeli shareholder register (for the purpose of clarity, a Company’s share which is registered on the Company’s American shareholder register, that is managed by the American Stock Transfer & Trust Company, is not “an Israeli Share”); or (b) The share is registered in favor of the shareholder pursuant to Section 177(1) of the Companies Law, meaning, the share is registered with a member of the

Stock Exchange (Tel Aviv Stock Exchange Ltd.) and the aforesaid share is included in the shares registered on the Company's Israeli shareholder register in the name of the Registration Company of Bank Hapoalim Ltd. (hereinafter: "**Unregistered Shareholder**").

b. The Manner of Voting

The Shareholders are entitled to vote regarding the resolution which is on the Meeting's agenda, in person or via a proxy and via an electronic voting card that will be transferred to the Company through the electronic voting system at the address <http://votes.isa.gov.il>, which operates according to Article Two of Chapter Seven "B" of the Securities Law, 1968 ("**Electronic Voting**", "**Electronic Voting System**" and "**Electronic Voting Card**", respectively).

(1) A Proxy to the Voting

A shareholder is entitled to appoint a proxy to vote in his place, who is not necessarily a shareholder of the Company. The letter of authorization regarding the appointment of the proxy must be conducted in accordance with the Company's regulations. The letter of authorization must be delivered to the Chairman of the meeting or to the Company's offices (to the CFO of the Company, Mr. Gregory Davidson), while making sure the aforementioned letter of authorization would arrive to the Company's offices at least two hours prior to the convening of the meeting. The Chairman of the meeting shall have the authority to receive letters of authorization which shall be delivered even after the aforementioned appointed time and till the beginning of the meeting.

(2) An Electronic Voting Card

As aforementioned, an Unregistered Shareholder is also entitled to vote through the Electronic Voting System. Voting via an Electronic Voting Card shall be permitted from the end of the Record date and up to six hours prior to the convening of the General Meeting (or until an earlier date which shall be determined by the Securities Authority, as long as it is no more than 12 hours prior to the convening of the meeting) (the "**System Lock Date**"). the Electronic Voting may be changed or canceled until the System Lock Date, and no one shall be able to change it through the system after this date.

(3) General Provisions

It should be noted that in accordance with Section 83(d) of the Companies Law, if a shareholder has voted in more ways than one, the later vote shall be counted, while concerning this matter a vote of a shareholder in person or via a proxy shall be considered as a later vote to the vote submitted through the Electronic Voting System.

c. Proof of Ownership

An Unregistered Shareholder shall be entitled to attend the General Meeting only if he will provide the Company, prior to the General Meeting, with an original proof of ownership from the member of the Stock Exchange with whom his right to the share is registered, regarding his ownership of the Company's shares on the Record Date, in accordance with the form in the Schedule to the Companies Regulations (Proof of Ownership of a Share for

Voting at a General Meeting), 2000 ("**Proof of Ownership**") or alternatively by sending the Company a Proof of Ownership through the Electronic Voting System, in this matter, it shall be noted that an electronic message approved in accordance with Section 44k5 of the Securities Law concerning the Electronic Voting System's user data – shall be viewed as a Proof of Ownership for each shareholder included therein.

An Unregistered Shareholder is entitled to receive the Proof of Ownership from the member of the Stock Exchange through whom he holds his shares, at the branch of the member of the Stock Exchange or by mail to his address, paying only the postage fees, if he has asked for it. A request in this matter would be given in advance for a specific securities account. In addition, an Unregistered Shareholder may instruct that his Proof of Ownership be sent to the Company through the Electronic Voting System.

d. Adding an Item to the Agenda

A shareholder, one or more, who holds at least one percent of the voting rights at the General Meeting, may ask the Board, up to 3 days after the date of the convening of the meeting, to include an item on the agenda of the General Meeting provided that the item is an appropriate item to be discussed at the General Meeting. In such a case the Company shall publish an amended immediate report and this no later than seven days after the last date for submitting a shareholder's request for adding an item to the agenda, as stated above.

5. Reviewing the Documents

A copy of this immediate report together with the addendums thereto shall be made available for review at the Company's offices, at the Industrial Area of Teradion, Misgav, Sunday to Thursday during normal working hours, after making prior arrangement through telephone: 04-9900870; and this until the date of the convening of the meeting, as well as on the Securities Authority's website at the address: www.magna.isa.gov.il.

Respectfully,
Tefron Ltd.

Signed by:

Mr. Ben Lieberman, CEO
Mr. Gregory Davidson, CFO



הצהרת מועמד למשרת דירקטור בחברה ציבורית
לפי סעיף 224 לחוק החברות, התשנ"ט – 1999

אני הח"מ, יוסי שחק, מס' ת.ז. 008025009, מצהיר בזה, בקשר עם מועמדותי לכהן כיו"ר דירקטוריון בתפרון בע"מ ("החברה"), ובהתאם לסעיף 224 לחוק החברות, התשנ"ט – 1999 ("החוק"), כדלקמן:

א. יש לי את הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקידי כדירקטור בחברה, בין היתר, בשים לב לצרכיה המיוחדים של החברה ולגודלה. השכלתי, כישורי וניסיוני המקצועי בעבר ובהווה מעניקים לי את הכישורים לשם ביצוע תפקידי כדירקטור בחברה, בין היתר, כמפורט להלן:
השכלה: תואר בוגר בחשבונאות, האוניברסיטה העברית; רואה חשבון מוסמך.
עיסוקים עיקריים בחמש השנים האחרונות: דירקטור בחברות ציבוריות ופרטיות ויועץ כלכלי לתאגידים שונים.

ב. לא הורשעתי בפסק דין חלוט בעבירות שלהלן: עבירות לפי סעיפים 290 עד 297, 392, 415, 418 עד 420, ו-422 עד 428, לחוק העונשין, התשל"ז-1977, ולפי סעיפים 52ג, 52ד, 53(א) ו-54 לחוק ניירות ערך, התשכ"ח – 1968 (להלן: "חוק ניירות ערך").

ג. לא הורשעתי בבית משפט מחוץ לישראל בעבירות שוחד, מרמה, עבירות מנהלים בתאגיד או עבירות של ניצול מידע פנים.

ד. לא הורשעתי בעבירה אחרת אשר בית משפט קבע כי מפאת מהותה, תומרתה או נסיבותיה אין אני ראוי לשמש כדירקטור בחברה ציבורית.

ה. לא הטילה עלי ועדת האכיפה המנהלית שמונתה לפי סעיף 52(לב) לחוק ניירות ערך, אמצעי אכיפה כאמור בסעיף 52 לחוק ניירות ערך, שהוטל לפי פרק 4 לחוק ניירות ערך, או לפי פרק 2 לחוק הסדרת העיסוק בייעוץ השקעות, בשיווק השקעות ובניהול תיקי השקעות, התשנ"ה – 1995, או לפי פרק 1 לחוק השקעות משותפות בנאמנות, התשנ"ד – 1994, לפי העניין, האוסר עלי לכהן כדירקטור בחברה ציבורית.

ו. אינני קטין, פסול דין או פושט רגל.

ז. הנני מצהיר ומתחייב בזאת בפני החברה, כי במידה ויחדל להתקיים לגבי תנאי מהתנאים הקבועים בחוק בקשר עם כהונתי כדירקטור בחברה, או שתתקיים לגבי עילה לפקיעת כהונתי כדירקטור כקבוע בחוק, אודיע על כך מיד לחברה, וכהונתי תפקע במועד מתן ההודעה.

ח. ידוע לי כי החברה תסתמך על האמור בהצהרתי זו בעת אישור כהונתי כדירקטור בחברה ותצטרף הצהרתי זו לדו"ח המיידני לזימון האסיפה הכללית שעל סדר יומה מינויי לתפקיד דירקטור בחברה, בהתאם לתקנה 36(א)(10) לתקנות ניירות ערך (דו"חות תקופתיים ומיידיים), התש"ל - 1970.

יוסי שחק

תאריך: 6.11.2024

To: Tefron Ltd. (the "Company")

Re: Declaration of a Nominee to serve as a Director in a Public Company in Accordance with the Companies Law, 5759-1999 (the "Law")

I, the undersigned, Ben Lieberman, I.D. No. SIN 238 104 541, a resident of Canada whose address is 4 Fallbrook Hampstead Qc H3X 3W7, Canada, after being warned that I must state the truth and that I will be subject to the punishment provided by law if I do not do so, declare and commit as follows:

1. I hereby give my consent to serve as a director of the Company, which is a public company that was incorporated in Israel, and whose securities are traded on the Tel Aviv Stock Exchange Ltd.
2. I am qualified to serve as a director of the Company pursuant to the requirements of Sections 225 – 227 of the Law as in effect on the date hereof. An unofficial translation of these Sections, on the date hereof, is attached hereto as **Annex A** and constitutes an integral part of this declaration.
3. I have the necessary skills and the ability to devote the appropriate amount of time in order to perform the role of a director of the Company with respect to the Company's special needs and its size.
4. I have the education, qualification, academic degrees and business experience as detailed in the CV which is attached hereto as **Annex B** and constitutes an integral part of this declaration. The documents evidencing these positions are attached hereto as **Annex C** and are an integral part of this declaration.
5. I hereby undertake to fulfill all the requirements provided by law, for a director in the Company. I shall fulfill my duty as a director of the Company in the best possible way and for the benefit of the Company. Should a concern arise that I will be aware of and/or that will be brought to my attention, pursuant to which I will no longer fulfill one or more of the requirements and/or the declarations set forth above, or should there be a concern, that I have breached my fiduciary

duty towards the Company (as defined under Section 254 of the Law), I shall notify the Company and the Company's Chairman of the Board immediately, in accordance with Section 227A of the Law as set forth in Annex A to this declaration.

6. Please mark **X** in the applicable box:

I possess professional expertise in accordance with Section 2 of the Companies Regulations (Conditions and Tests for a Director having Accounting and Financial Expertise and a Director having Professional Qualifications), 5766-2005, (hereinafter: the "**Companies Regulations**").

I possess accounting and financial expertise in according with the Companies Regulations.

An unofficial translation of the Companies Regulations, as in effect as of the date hereof, is attached hereto as Annex D and constitutes an integral part of this declaration.

7. I am aware of the duty I have to comply with Section 227A of the Law and I undertake to fulfill it as required. An unofficial translation of Section 227A, as in effect as of the date hereof, is attached hereto as Annex A and constitutes an integral part of this declaration.

8. I am aware that this declaration shall be brought before the appointing organ of the Company prior to my appointment as a director and shall be used by it in considering whether or not I qualify to serve as a director of the Company and in particular whether or not I meet the qualifications and criteria of the Law and the Companies Regulations. I am also aware that this declaration shall be kept in the Company's registered office and shall be open for inspection by any person, and will be published in the Company's public reports.

9. This is my name, this is my signature and the facts stated above are true and correct.

DocuSigned by:
Ben Lieberman
7625358D628E45C

Ben Lieberman

6.11.2024

Date

Annex A - Articles 225-227A of the Companies Law, 5759-1999

**Duty of
Disclosure**

225. (a) A person who is a candidate to hold office as a director shall disclose to the person appointing him:
(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;
(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;
(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

(b) In this section:

"enforcement measure" – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, or under chapter J1 to the Joint Investment Trust Law, as applicable;

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

"Conclusive judgment" – judgment of court of first instance.

**Restriction on
Appointment
Due to
Conviction**

226. (a) A person convicted by a conclusive judgment regarding one of the following offenses shall not hold office as a Director in a public company unless five years have passed since the date on which the judgment by which he was convicted was given:

1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;

2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;

3) (deleted)

(a1) A person convicted by a conclusive judgment, in offense that not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company or a private company which is a Debenture Company for period that the court determined which shall not exceed five years from the judgment.

(b) The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that despite his conviction of offenses as laid down in subsections (a), and taking into account, *inter alia*, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company or a private company which is a Debenture Company or the period in which he is precluded from holding office as

director of public company or a private company which is a Debenture Company will be shorter than five years.

(c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).

(d) The court, or court of appeal – if one submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and in terms it deems fit.

Restriction on Appointment Due to Administrative Enforcement Committee decision

226A. Administrative Enforcement Committee has imposed on person enforcement measure that precluded him from holding office as director of a public company or a private company which is a Debenture Company, that person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure.

Limitation of Appointment

227. (a) A minor, a legally incompetent, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.

(b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

Duty of Notice **227A.** A director which no longer fulfills one of the requirements for his office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

Annex B - CV

1. Bachelor of Science McGill University 1975
2. Graduate Diploma in Public Accounting 1978
3. CPA 1980

Annex C - Documentation evidencing business experience

- 1) CEO, Tefron Ltd.
- 2) President, The Lamour Hosiery Mfg. Inc., Montreal
- 3) Vice President, Terramar Sports Inc., New York
- 4) President, Lamour Global Inc., Montreal
- 5) Vice President, BMHL Equities Inc., Montreal
- 6) Vice President, Trimfit Global Inc., Delaware
- 7) Vice President, B.L. Intimates Apparel Canada Inc., Montreal
- 8) President, Lamour Group Inc., Montreal

Annex D

Regulations 1-3 of the Companies Regulations (Conditions and Tests for a Director having Accounting and Financial Expertise and a Director having Professional Qualifications), 5766- 2005

Director who has Accounting and Financial Expertise

1. A Director who has accounting and financial expertise is a director who due to his/her education, his/her experience and his/her qualifications, has a high level of skill and understanding in business - accounting manners and financial reports in such a manner which allows him/her to fully understand the financial reports of the company, and to commence discussions in connection with the presentation of the financial data; the assessment of the financial and accounting expertise of a Director shall be made by the Board of Directors which will take into account, *inter alia*, all considerations, including, his/her education, his/her experience and knowledge in the following areas:

- (1) generally accepted accounting principles and audit principles which are typical in the field in which the Company and companies of size and complexity similar to the Company operate;
- (2) The duties and the responsibilities of an accountant;
- (3) Preparation of financial reports and their approval pursuant to the Law and the Securities Law.

Director who has Professional Qualifications

2. (a) A Director who has professional qualifications must comply with one of the following:
- (1) Holds an academic degree in one of the following fields: Economics, Business Administration, Accounting, Law, Public Administration;

- (2) Holds a different academic degree or has completed other higher education all in the area of the Company's business or another relevant field.
- (3) Has at least five years of experience in one of the following, or has aggregate experience of at least five years in two of the following:
 - (i) a senior business management position in a company with significant business activity;
 - (ii) a senior public position or a senior position in the public service;
 - (iii) a senior position in the primary business of the company.

(b) The assessments of the professional qualification of the nominee to serve as a director as stated in the aforementioned subsection (a) shall be made by the Board of Directors.

Declaration

3. (a) The declaration of the nominee pursuant to Section 241 of the Law shall include the nominee's education and experience, as they are relevant, in order to review whether the conditions and criterions according to these regulations apply and shall attach the documentation and certifications which support his/her declaration.

(b) A Director that the Board of Directors is required to assess his accounting and financial expertise, in order to comply with the minimum amount set forth in Section 92(a)(12) of the Law, shall declare as set forth in subsection (a).

To: Tefron Ltd. (the "Company")

Re: Declaration of a Nominee to serve as a Director in a Public Company in Accordance with the Companies Law, 5759-1999 (the "Law")

I, the undersigned, Martin Lieberman, I.D. No. SIN 246 433 635, a resident of Canada whose address is 50 Harrow Road, Hampstead, Quebec H3X 3W8, Canada, after being warned that I must state the truth and that I will be subject to the punishment provided by law if I do not do so, declare and commit as follows:

1. I hereby give my consent to serve as a director of the Company, which is a public company that was incorporated in Israel, and whose securities are traded on the Tel Aviv Stock Exchange Ltd.
2. I am qualified to serve as a director of the Company pursuant to the requirements of Sections 225 – 227 of the Law as in effect on the date hereof. An unofficial translation of these Sections, on the date hereof, is attached hereto as **Annex A** and constitutes an integral part of this declaration.
3. I have the necessary skills and the ability to devote the appropriate amount of time in order to perform the role of a director of the Company with respect to the Company's special needs and its size.
4. I have the education, qualification, academic degrees and business experience as detailed in the CV which is attached hereto as **Annex B** and constitutes an integral part of this declaration. The documents evidencing these positions are attached hereto as **Annex C** and constitute an integral part of this declaration.
5. I hereby undertake to fulfill all the requirements provided by law, for a director in the Company. I shall fulfill my duty as a director of the Company in the best possible way and for the benefit of the Company. Should a concern arise that I will be aware of and/or that will be brought to my attention, pursuant to which I will no longer fulfill one or more of the requirements and/or the declarations set forth above, or should there be a concern, that I have breached my fiduciary

duty towards the Company (as defined under Section 254 of the Law), I shall notify the Company and the Company's Chairman of the Board immediately, in accordance with Section 227A of the Law as set forth in Annex A to this declaration.

6. Please mark **X** in the applicable box:

I possess professional expertise in accordance with Section 2 of the Companies Regulations (Conditions and Tests for a Director having Accounting and Financial Expertise and a Director having Professional Qualifications), 5766-2005, (hereinafter: the "**Companies Regulations**").

I possess accounting and financial expertise in according with the Companies Regulations.


An unofficial translation of the Companies Regulations, as in effect as of the date hereof, is attached hereto as Annex D and constitutes an integral part of this declaration.

7. I am aware of the duty I have to comply with Section 227A of the Law and I undertake to fulfill it as required. An unofficial translation of Section 227A, as in effect as of the date hereof, is attached hereto as Annex A and constitutes an integral part of this declaration.

8. I am aware that this declaration shall be brought before the appointing organ of the Company prior to my appointment as a director and shall be used by it in considering whether or not I qualify to serve as a director of the Company and in particular whether or not I meet the qualifications and criteria of the Law and the Companies Regulations. I am also aware that this declaration shall be kept in the Company's registered office and shall be open for inspection by any person, and will be published in the Company's public reports.

9. This is my name, this is my signature and the facts stated above are true and correct.

DocuSigned by:



4289035932624DA...
Martin Lieberman

6.11.2024

Date

Annex A - Articles 225-227A of the Companies Law, 5759-1999

**Duty of
Disclosure**

225. (a) A person who is a candidate to hold office as a director shall disclose to the person appointing him:
(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;
(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;
(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

(b) In this section:

"enforcement measure" – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, or under chapter J1 to the Joint Investment Trust Law, as applicable;

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

"Conclusive judgment" – judgment of court of first instance.

**Restriction on
Appointment
Due to
Conviction**

226. (a) A person convicted by a conclusive judgment regarding one of the following offenses shall not hold office as a Director in a public company unless five years have passed since the date on which the judgment by which he was convicted was given:

1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;

2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;

3) (deleted)

(a1) A person convicted by a conclusive judgment, in offense that not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company or a private company which is a Debenture Company for period that the court determined which shall not exceed five years from the judgment.

(b) The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that despite his conviction of offenses as laid down in subsections (a), and taking into account, *inter alia*, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company or a private company which is a Debenture Company or the period in which he is precluded from holding office as

director of public company or a private company which is a Debenture Company will be shorter than five years.

(c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).

(d) The court, or court of appeal – if one submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and in terms it deems fit.

Restriction on Appointment Due to Administrative Enforcement Committee decision

226A. Administrative Enforcement Committee has imposed on person enforcement measure that precluded him from holding office as director of a public company or a private company which is a Debenture Company, that person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure.

Limitation of Appointment

227. (a) A minor, a legally incompetent, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.

(b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

Duty of Notice **227A.** A director which no longer fulfills one of the requirements for his office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

Annex B - CV

1. Bachelor of Commerce Honours in Economics McGill University 1975
2. Juris Doctor, Benjamin Cardozo School of Law, Yeshiva University 1980

Annex C - Documentation evidencing business experience

- 1) Secretary, B.L. Intimates Apparel Canada Inc. Montreal
- 2) Vice President, The Lamour Hosiery Mfg. Inc., Montreal
- 3) President, Trimfit Global Inc. Delaware
- 4) President, Terramar Sports, Inc., New York
- 5) Vice President, Mercer Lamour Brands Inc. Montreal
- 6) Vice President, Lamour Global Inc., Montreal
- 7) Vice President, Lamour Group Inc
- 8) Vice President, BMHL Equities Inc., Montreal

Annex D

Regulations 1-3 of the Companies Regulations (Conditions and Tests for a Director having Accounting and Financial Expertise and a Director having Professional Qualifications), 5766- 2005

Director who has Accounting and Financial Expertise

1. A Director who has accounting and financial expertise is a director who due to his/her education, his/her experience and his/her qualifications, has a high level of skill and understanding in business - accounting manners and financial reports in such a manner which allows him/her to fully understand the financial reports of the company, and to commence discussions in connection with the presentation of the financial data; the assessment of the financial and accounting expertise of a Director shall be made by the Board of Directors which will take into account, *inter alia*, all considerations, including, his/her education, his/her experience and knowledge in the following areas:

- (1) generally accepted accounting principles and audit principles which are typical in the field in which the Company and companies of size and complexity similar to the Company operate;
- (2) The duties and the responsibilities of an accountant;
- (3) Preparation of financial reports and their approval pursuant to the Law and the Securities Law.

Director who has Professional Qualifications

2. (a) A Director who has professional qualifications must comply with one of the following:

- (1) Holds an academic degree in one of the following fields: Economics, Business Administration, Accounting, Law, Public Administration;

- (2) Holds a different academic degree or has completed other higher education all in the area of the Company's business or another relevant field.
- (3) Has at least five years of experience in one of the following, or has aggregate experience of at least five years in two of the following:
 - (i) a senior business management position in a company with significant business activity;
 - (ii) a senior public position or a senior position in the public service;
 - (iii) a senior position in the primary business of the company.

(b) The assessments of the professional qualification of the nominee to serve as a director as stated in the aforementioned subsection (a) shall be made by the Board of Directors.

Declaration

3. (a) The declaration of the nominee pursuant to Section 241 of the Law shall include the nominee's education and experience, as they are relevant, in order to review whether the conditions and criteria according to these regulations apply and shall attach the documentation and certifications which support his/her declaration.

(b) A Director that the Board of Directors is required to assess his accounting and financial expertise, in order to comply with the minimum amount set forth in Section 92(a)(12) of the Law, shall declare as set forth in subsection (a).

הצהרת מועמד למשרת דירקטור בחברה ציבורית
לפי סעיף 224ב לחוק החברות, התשנ"ט – 1999

אני הח"מ, איתן שטיאסני, מס' ת.ז. 054307194, מצהיר בזה, בקשר עם מועמדותי לכהן כדירקטור בתפרון בע"מ ("החברה"), ובהתאם לסעיף 224ב לחוק החברות, התשנ"ט – 1999 ("החוק"), כדלקמן:

- א. יש לי את הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקידי כדירקטור בחברה, בין היתר, בשים לב לצרכיה המיוחדים של החברה ולגודלה. השכלתי, כישורי וניסיוני המקצועי בעבר ובהווה מעניקים לי את הכישורים לשם ביצוע תפקידי כדירקטור בחברה, בין היתר, כמפורט להלן:
השכלה: תואר בוגר בהנדסת תעשייה וניהול, התמחות במערכות מידע, הטכניון.
עיסוקים עיקריים בחמש השנים האחרונות:
2024 – בחלק מהשנה מנכ"ל רושדי תעשיות מזון בע"מ.
2021 – 2023 – מנכ"ל חברת אקולוגיה לקהילה מוגנת בע"מ.
2019 – 2020 – מנכ"ל עיריית חיפה.
- ב. יש לי היכולת לקרוא ולהבין דוחות כספיים, כנדרש לפי תקנות החברות (הוראות ותנאים לעניין הליך אישור הדוחות הכספיים), תשי"ע - 2010. ניסיוני הרלבנטי לכך מפורט בסעיף אי לעיל.
- ג. לא הורשעתי בפסק דין חלוט בעבירות שלהלן: עבירות לפי סעיפים 290 עד 297, 392, 415, 418 עד 420, ו-422 עד 428, לחוק העונשין, התשל"ז-1977, ולפי סעיפים 52ג, 52ד, 53(א) ו-54 לחוק ניירות ערך, התשכ"ח – 1968 (להלן: "חוק ניירות ערך").
- ד. לא הורשעתי בבית משפט מחוץ לישראל בעבירות שוחד, מרמה, עבירות מנהלים בתאגיד או עבירות של ניצול מידע פנים.
- ה. לא הורשעתי בעבירה אחרת אשר בית משפט קבע כי מפאת מהותה, חומרתה או נסיבותיה אין אני ראוי לשמש כדירקטור בחברה ציבורית.
- ו. לא הטילה עלי ועדת האכיפה המנהלית שמונתה לפי סעיף 52לב(א) לחוק ניירות ערך, אמצעי אכיפה כאמור בסעיף 52ג לחוק ניירות ערך, שהוטל לפי פרק ח' 4 לחוק ניירות ערך, או לפי פרק ז' 2 לחוק הסדרת העיסוק בייעוץ השקעות, בשיווק השקעות ובניהול תיקי השקעות, התשנ"ה – 1995, או לפי פרק י" 1 לחוק השקעות משותפות בנאמנות, התשנ"ד – 1994, לפי העניין, האוסר עלי לכהן כדירקטור בחברה ציבורית.
- ז. אינני קטין, פסול דין או פושט רגל.
- ח. הנני מצהיר ומתחייב בזאת בפני החברה, כי במידה ויחדל להתקיים לגבי תנאי מהתנאים הקבועים בחוק בקשר עם כהונתי כדירקטור בחברה, או שתתקיים לגבי עילה לפקיעת כהונתי כדירקטור כקבוע בחוק, אודיע על כך מיד לחברה, וכהונתי תפקע במועד מתן ההודעה.
- ט. ידוע לי כי החברה תסתמך על האמור בהצהרתי זו בעת אישור כהונתי כדירקטור בחברה ותצרך הצהרתי זו לדו"ח המידי לזימון האסיפה הכללית שעל סדר יומה מינויי לתפקיד דירקטור בחברה, בהתאם לתקנה 36ב(א)(10) לתקנות ניירות ערך (דו"חות תקופתיים ומידיים), התש"ל - 1970.


איתן שטיאסני

תאריך: 6.11.2024