

4/1/2024

CLAL INSURANCE COMPANY LTD.
PROPOSAL
FOR

DIRECTORS' AND OFFICERS' LIABILITY AND COMPANY
REIMBURSEMENT

NOTICE: THIS IS A PROPOSAL FOR A CLAIMS-MADE POLICY. THE POLICY FOR WHICH THIS PROPOSAL IS MADE, SUBJECT TO ITS TERMS AND CONDITIONS, IS LIMITED TO LIABILITY FOR ACTS FOR WHICH CLAIMS ARE FIRST MADE DURING THE PERIOD OF INSURANCE AND DULY PURCHASED DISCOVERY PERIOD.

THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS SHALL BE REDUCED AND MAY BE EXHAUSTED BY AMOUNTS INCURRED AS LEGAL EXPENSES, WHICH SHALL BE APPLIED TO THE RETENTIONS.

SIGNING OF THIS PROPOSAL DOES NOT BIND THE COMPANY TO OFFER, NOR THE PROPOSER TO ACCEPT INSURANCE, BUT IT IS AGREED THAT THIS PROPOSAL SHALL BE THE BASIS OF ANY INSURANCE ISSUED. NO INFERENCE SHOULD BE MADE, HOWEVER, FROM THE INCLUSION OF ANY QUESTION IN THIS PROPOSAL THAT THE SUBJECT MATTER TO WHICH THAT QUESTION RELATES WILL BE COVERED

UNDER THE POLICY. THE POLICY TERMS ARE ONLY AS STATED IN THE POLICY WHICH SHOULD BE READ CAREFULLY.

GENERAL INSTRUCTIONS FOR COMPLETING THIS PROPOSAL FORM

1. Please type or print in ink.
2. Please read carefully and answer all questions. If a question is not applicable, state so explicitly. If space is insufficient to answer any question fully, attach a separate sheet.
3. The Chairman of the Board or the President of the Company must sign and date this Proposal.
4. The original signed form must be submitted.
5. This Proposal and all its attachments shall be held in confidence.

SECTION I

1. GENERAL INFORMATION:

1.1. Name of Company
Ginegar Plastic products ltd

Principal Address kibbutz Ginegar Israel

1.2 Name of Company in English
Ginegar Plastic products ltd

1.3 Registration No.: 512416991

1.4 Date of Establishment -1970

1.5 Business Activities of the Company & its Subsidiaries:

Manufacturing and marketing plastic sheets for agriculture and industrial purposes.

2. REQUESTED COVERAGE:

2.1. Limit of Liability similar to the existing policy 10,000,000 USD

3. DETAILS OF OWNERSHIP:

3.1. Is the Company:

☐ Private ☒ Public ☐ Governmental
☐ Non-Profit ☐ Cooperative Society ☐ Partnership

3.2. Are the shares of the company or any of its Subsidiaries publicly traded? ☒ Yes ☐ No.

If Yes, please specify the exchange(s) on which they are listed. – Tel Aviv

(if the Company has any of its shares in an Unsponsored American Depositary Receipt (ADR) programme, please indicate.)

3.3. Name(s) of shareholder(s) owning more than 10% of shares

Name(s) of shareholder(s)	Percentage of Ownership	Percentage of Voting rights
<u>Public company please see attached</u>		

4. **SUBSIDIARY INFORMATION:**

4.1. Does the Company have any Subsidiaries as defined by law? ☒ Yes
☐ No.

4.2. Is coverage to include all Subsidiaries? ☒ Yes ☐ No.

If Yes, give a complete list of all Subsidiaries.

NAME	NATURE OF BUSINESS	PERCENTAGE OWNED	COUNTRY OF REGISTRATION	DATE OF ESTABLISHMENT OR ACQUISITION
Ginegar Markting ltd	Providing, marketing and logistics services in Israeli market	100%	Israel	Established 1998
<u>Ginegar Plastics Inc.</u>	Providing sales marketing and logistics services in the USA market.	100%	USA	Established 2010
Polysack Industrias LTDA	Manufacturing and marketing nets for agriculture purposes in Brazil.	100%	Brazil	Acquired October 2012
Ginegar Iberica S.L	Providing sales marketing and logistics services in the Spanish market and neighbor countries	100%	Spain	Established March 2019
Ginegar Holding Company SRL	Holding Flextech S.r.l.	100%	Italy	Established May 2017
Flextech S.r.l	Manufacturing plastic sheets for industrial purposes in Italy and marketing in Italy and other countries.	60%	Italy	Acquired May 2017
Ginegar Specialty Plastic Private Limited-India	Providing sales marketing and logistics services in the Indian market and in other countries.	100%	India	Established 2017

NOTE THAT THE POLICY DOES NOT PROVIDE COVERAGE FOR ANY FORMER

SUBSIDIARY OR THEIR DIRECTORS AND OFFICERS.

5. FINANCIAL INFORMATION

- 5.1 Please provide a full English translation of the "Contingent Liabilities" section in the Notes to the Financial Statements and any explanation of "Extraordinary Items" and attach to this Proposal Form.
- 5.2 Has the Company or any of its Subsidiaries at any time over the last five years been in breach of any of its debts, covenants or loan agreements? ☐ Yes ☒ No.

If Yes, please give full details.

- 5.3. Has any official inquiry been undertaken by any regulatory, governmental, professional or other authorised body into the activities of any or all of the Directors and/or Officers in any capacity? ☐ Yes ☒ No.
If Yes, please give full details.

6. COMPANY'S ACTIVITIES:

- 6.1. Has the name of the Company been changed in the last 5 years? ☐ Yes ☒ No.
- 6.2. Has the Company or any Subsidiary been acquired, or has there been any attempted threat? ☐ Yes ☒ No.
- 6.3. Has the capital structure been changed or are any acquisition, merger or any material change in business activities being contemplated? ☐ Yes ☒ No.
- 6.4. In the last year has the Company discharged any staff or severed relationships with any bank, consultant, attorney or accountant or is such discharge or severance being contemplated? ☐ Yes ☒ No.
Please explain all "Yes" responses:
- 6.5. Has the Company filed in the past 18 months, or contemplated filing within the next 12 months, any registration statement with any governmental authority for an offering of securities and/or issued any shares otherwise? ☐ Yes ☒ No.

If Yes, please give details and attach applicable prospectus.

7. NORTH AMERICAN EXPOSURE:

(Please complete only if coverage is required with respect to claims made in the United States of America or Canada or claims made elsewhere arising out of the Company's operations in the United States of America or Canada.)

- 7.1. Please give the total gross assets of the Company and any Subsidiaries domiciled in 1) the United States of America and 2) Canada.

1) Fixed assets 200,000 NIS , inventory between 8 – 9 million \$

2) none

- 7.2. Does the Company or any of its Subsidiaries have any shares, bonds, debt or equity instruments in the United States of America and/or Canada not previously indicated in Question 3.2)? ☐ Yes ☒ No.

If Yes, on what date was the last offering made?

- 7.3. Was the offer subject to Regulation A with respect to Canada and/or The United States Securities Act of 1933 and/or The United States Securities Act of 1934 and/or any amendments thereto? ☐ Yes ☒ No.
If Yes, please attach full details.

8. PREVIOUS INSURANCE:

- 8.1. Has the Company or any Subsidiary previously held or have they now any Directors' and Officers' Liability Insurance or similar insurance? ☒ Yes ☐ No.

If Yes, provide the following details:

<u>INSURER</u>	<u>*LIMIT</u>	<u>*EXCESS</u>	<u>PERIOD</u>	<u>*PREMIUM</u>
CLAL				

* Please specify currency(ies).

- 8.2. Provide details of any prior claims under such insurance (if none, please state).

none

- 8.3. Has any Insurer cancelled or refused to renew any Directors' and Officers' Liability Insurance or similar insurance within the past 3 years? ☐ Yes ☒ No.

If Yes, provide complete details.

- 8.4. Has the Company and or its Subsidiaries been involved at any time over the last 5 years in any policy dispute with any of its Insurers (for any class of business)? ☐ Yes ☒ No.

If Yes, provide complete details.

9. PREVIOUS EXPERIENCE:

- 9.1. Has the Company, or anyone for whom this insurance is intended, been involved in the following:

- (a) any antitrust, price-fixing, copyright or patent litigation? ☐ Yes ☒ No.
- (b) any civil or criminal action and/or Governmental, Regulatory or administrative proceeding and/or proceedings alleging a violation of any security law or regulation relating to securities? ☐ Yes ☒ No.
- (c) any representative actions, class actions, or derivative suits? ☐ Yes ☒ No.

If Yes to any of the above, attach details.

- 9.2. Are there any pending claims against anyone for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect? ☐ Yes ☒ No.

If Yes, attach complete details.

- 9.3. Has anyone for whom this insurance is intended given notice under the provisions of any other previous or

current similar insurance policy of any facts or circumstances which may give rise to a claim being made against the Company and/or any Director and/or Officer?

☐ Yes ☒ No.

If Yes, attach complete details.

IT IS UNDERSTOOD AND AGREED THAT IF ANY SUCH CLAIMS EXIST, OR ANY SUCH FACTS OR CIRCUMSTANCES EXIST WHICH COULD GIVE RISE TO A CLAIM, THEN THOSE CLAIMS AND ANY OTHER CLAIMS ARISING FROM SUCH FACTS OR CIRCUMSTANCES ARE EXCLUDED FROM THIS PROPOSED INSURANCE.

10. PRIOR KNOWLEDGE:

Does anyone for whom this insurance is intended have any knowledge or information of any act, error, omission, fact or circumstance which may give rise to a claim which may fall within the scope of this proposed insurance? ☐ Yes ☒ No.

If Yes, attach complete details.

IT IS UNDERSTOOD AND AGREED THAT IF SUCH KNOWLEDGE OR INFORMATION EXISTS, ANY CLAIM ARISING THEREFROM IS EXCLUDED FROM THIS PROPOSED INSURANCE.

11. INFORMATION REQUESTED:

As an attachment to this Proposal Form, please include the following (where applicable):

- A. Most recent Report and Accounts, Annual Report, and Form 20-F filing with the USA regulatory authorities (if applicable).
- B. Latest available interim Financial Statements.
- C. The notice to shareholders and Proxy Statement for both the last and next scheduled annual meeting.
- D. Most recent prospectus, Form F-1 and/or Form F-6 filing

with the USA regulatory authorities (if applicable).

- E. Complete list of all Directors and Officers to be covered including their names and positions.

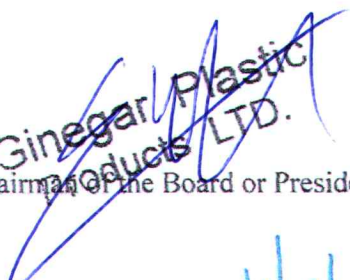
THE UNDERSIGNED DECLARES THAT TO THE BEST OF HIS OR HER KNOWLEDGE AND BELIEF THE STATEMENTS SET FORTH HEREIN AND ATTACHED HERETO ARE TRUE IT IS UNDERSTOOD AND AGREED THAT ANY STATEMENTS MADE IN THIS PROPOSAL OR IN ANY MATERIALS SUBMITTED HERewith ARE DEEMED TO BE MATERIAL TO THE ACCEPTANCE OF THE RISK ASSUMED BY THE INSURER AND THAT ANY INSURANCE SUBSEQUENTLY PROVIDED AS A RESULT THEREOF IS ISSUED IN RELIANCE UPON THE TRUTH OF SAID STATEMENTS IN THE EVENT THERE IS ANY MATERIAL CHANGE IN THE ANSWERS TO THE QUESTIONS CONTAINED HEREIN PRIOR TO THE EFFECTIVE DATE OF THE POLICY, THE APPLICANT WILL NOTIFY UNDERWRITERS AND, AT THE SOLE DISCRETION OF UNDERWRITERS, ANY OUTSTANDING QUOTATIONS MAY BE MODIFIED OR WITHDRAWN.

SIGNING OF THE PROPOSAL FORM DOES NOT BIND THE UNDERSIGNED TO COMPLETE THIS INSURANCE, BUT IT IS AGREED THAT THIS PROPOSAL FORM TOGETHER WITH ANY INFORMATION SUBMITTED HERewith (WHICH SHALL BE RETAINED ON FILE BY THE INSURER AND SHALL BE DEEMED TO BE ATTACHED HERETO) SHALL BE THE BASIS OF A CONTRACT SHOULD A POLICY BE ISSUED AND SHALL BE DEEMED TO BE ATTACHED TO AND FORM PART OF THE POLICY. THE LIMIT(S) OF LIABILITY AVAILABLE TO PAY JUDGEMENTS OR SETTLEMENTS SHALL BE REDUCED AND MAY BE EXHAUSTED BY AMOUNTS INCURRED FOR LEGAL DEFENCE. FURTHER NOTE THAT THE AMOUNTS INCURRED FOR LEGAL DEFENCE SHALL BE APPLIED AGAINST THE EXCESS AMOUNT. THE UNDERSIGNED CONFIRMS BY HIS OR HER SIGNATURE HEREUNDER THAT THE COMPANY SEEKING COVERAGE FOR ITS DIRECTORS AND OFFICERS HAS BEEN MADE AWARE OF THE NEW COMPANIES LAW - 1999 AND HAS COMPLIED WITH

THE LEGAL REQUIREMENTS THEREIN, AS A CONDITION PRECEDENT TO THE
VALIDITY OF THE POLICY.

DATE_

SIGNATURE


Ginegar Plastic
Products LTD.
(Chairman of the Board or President)

4/11/2021.