

Date: 21/12/21

To: Brack Capital Properties N.V.
(the "**Company**")

Re: Declaration of an External Director in a Public Company

In accordance with the provisions of Section 241 of the Companies Law, 1999 (the "**Companies Law**"), I, the undersigned, W.J.A. Rouweler, ID/passport number IVR80HB35, hereby declare that:

1. I qualify to act as an "External Director" of the Company in accordance with the standards set out in Sections 224A, 224B, 240 and 241 of the Companies Law and in accordance with the Companies Regulations (Additional Types of Companies in which External Directors Who Are Not Residents of Israel May Be Appointed), 5766 – 2016.
2. For the purpose of this Declaration, defined terms shall have the meaning assigned to them below:

- "Affiliation"** –
- Work relationship, ongoing business or professional relationship or Control, position as an office holder, excluding a position of a director who was appointed as an external director in a company which is about to initiate an initial public offering of shares.
- "Another Corporation(s)"**
- A corporation which, at the relevant date of appointment, or during the two years preceding such date, is or was controlled by the Company or by the Controlling Shareholder(s) of the Company.
- "Company"**
- Brack Capital Properties N.V
- "Control"**
- The ability to direct the activities of a company, excluding an ability which is derived solely from performing the position of a director or other office holder in the company, and a person shall be presumed to have control over a company if such person holds 50% or more of either the voting rights in the general meeting of shareholders in the company or the rights to appoint directors or the general manager of the Company
- "Controlling Shareholder(s)"**
- A person who is capable of directing the operations of a corporation, except for an ability deriving solely from fulfilment of the position of a director or other office holder in the corporation, and a person who holds half or more of a certain type of means of control in the corporation, shall be presumed as having control of the corporation.

“Company Group and Affiliates” – (1) The Company, (2) The Controlling Shareholder of the Company, (3) A Relative of the Controlling Shareholder of the Company at the time of appointment, (4) Another Corporation(s), (5) The Chairman of the Board of Directors of the Company at the time of appointment, (6) The Chief Executive Officer of the Company at the time of appointment, (7) A shareholder of the Company who holds 5% or more of the issued share capital or voting rights in the Company at the time of appointment, or (8) The most senior officer of the Company in the financial area at the time of appointment.

“Relative” – Spouse, brother or sister, parent, parent’s parent, offspring as well as an offspring, brother, sister or parent of the spouse or the spouse of each of the foregoing.

"Related or Competing Shareholder" – A person who fulfils both of the following conditions in a cumulative manner: (a) The shareholder who proposed the appointment or a substantial shareholder in the company (5% or more), (b) The shareholder or its Controlling Shareholder if such shareholder is a corporation, or a company under its control has business relations with the Company or they are competitors of the Company.

3. I have the ability to devote the appropriate amount of time for serving as a director in the Company, with due attention, inter alia, to the Company's special requirements and to its size. My education, qualifications and professional experience, past and present, provide me the professional qualifications required to perform my duties as director in the Company, inter alia, as set forth hereunder:

3.1. Academic education (degree, field and name of institution) including other education and professional certificates:

<u>Degree/Academic Diploma</u>	<u>Name of academic institution</u>
M.Sc.I.E.M. - Master of Science in Industrial Engineering and Management Science	Eindhoven University of Technology, TUE.
Bc – Bachelor of Industrial Engineering and Management	Saxion University of Applied Science, Enschede

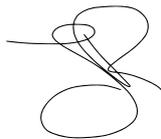
3.2. Principal occupations during the past five years (including previous positions in the Company and tenure as director in other corporations) – position, workplace name and field of operation and lengths of time in the position:

<u>Position</u>	<u>Name of Work Place</u>
Head of Integrated Business Planning. Aug-21 to present	WEPA Nederland B.V.
Management Consultant Nov-19/ present	Rouweler Consultancy
Head of Planning & Logistics. Jun’14 to Oct’19.	Essity Netherlands B.V.

4. A declaration regarding Accounting and Financial Expertise / Professional Qualifications and supporting documents and certificates are attached as **Appendix A** to this Declaration
5. I am not a Relative of a Controlling Shareholder of the Company.
6. I do not hold any shares and/or convertible securities or securities exercisable into shares, of the Company or of a subsidiary of the Company or of an Affiliate of it or of an interested party.
7. At the time of my appointment to the Board of Directors of the Company, and during the two years preceding my appointment, neither I, nor my Relative(s), partner(s), employer(s), any person or entity to which I am directly or indirectly subordinated, or a corporate body in which I am a Controlling Shareholder, has or had any Affiliation to the Company Group and Affiliates.
8. Without limiting the generality of Section 7 above, at the time of my appointment to the Board of Directors of the Company, and during the two years preceding my appointment neither I, nor my Relative(s), partner(s), employer(s), any person or entity to which I am directly or indirectly subordinated, nor a corporate body in which I am a Controlling Shareholder, has or had any business or professional relationship with the Company Group and Affiliates or with a Related or Competing Shareholder, even if such relationships that are not ordinarily carried on, but excluding negligible relations, and I did not receive any remuneration in contravention of the provisions of Section 244(b) of the Companies Law.
9. My other positions and activities do not and are not likely to create a conflict-of-interests with my position as a director of the Company or to otherwise adversely affect my ability to serve as a director of the Company.
10. I hereby declare that in the past 5 years, I have not been convicted in a court judgment of any of the following offenses:
 - 10.1. Offenses under the Penal law 5737 – 1977 (the "**Penal Law**"):
 - 10.1.1. Sections 290 to 297 of the Penal Law dealing with bribery offenses;
 - 10.1.2. Section 392 of the Penal Law dealing with theft by an officer;
 - 10.1.3. Section 415 of the Penal Law dealing with obtaining anything by deceit;
 - 10.1.4. Sections 418 to 420 of the Penal Law dealing with forgery of documents, the presentation or issuance of a forged document or other use of such document in the knowledge that such document is forged ;
 - 10.1.5. Sections 422 to 428 of the Penal Law dealing with inducement by deceit, registering false records in corporate documents, offenses by an officer or employee of a company, concealment of information and the publication of misleading information by a senior office holder of the company, deceit and breach of trust towards a company, deceptive concealment, blackmail with use of force and or by means of threats.
 - 10.2. Offenses under the Securities Law 5728 - 1968 (the "**Securities Law**"):
 - 10.2.1. Section 52C of the Securities Law dealing with the use of inside information by an insider;

- 10.2.2. Section 52D of the Securities Law dealing with the use of inside information which was originated by an insider;
 - 10.2.3. Section 53(a) of the Securities Law dealing with the contravention of provisions regarding the publication of a prospectus containing a misleading detail;
 - 10.2.4. Section 54 of the Securities Law dealing with fraud in connection with securities (fraud includes any action which is intended to wrongly influence trading).
11. In the past 5 years, I have not been convicted:
- 11.1. By a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporation or offenses involving misuse of inside information;
 - 11.2. Of any other offense, that due to the substance, gravity or circumstances, a court has found me to be unfit to serve as a director in a public company or a debenture company.
12. I do not serve as a director of any other corporation, whose external directors, or any one of them, serve as a director of the Company.
13. I am not an employee of the Israeli Securities Authority or the Tel Aviv Stock Exchange.
14. I hereby declare that I am aware of the Companies Regulations (Rules Regarding Remuneration and Expenses for an External Director), 5760-2000 (hereinafter: the "**Remuneration Regulations**") and that:
- 14.1. I am aware that the annual remuneration and participation remuneration I shall be entitled to from the Company shall be up to the maximum amounts in accordance with the level at which the Company is classified and as specified in the Remuneration Regulations, to be determined by the Company from time to time;
 - 14.2. I have been informed of the amounts prescribed under section 14.1 above prior to providing my consent to serve in the position of an external director.
15. To the best of my knowledge, there is no other legal restriction in respect of my appointment or service as an external director of the Company.
16. I hereby undertake to immediately notify the Company if any of the aforesaid conditions in this declaration will cease to exist, and I am aware that my service as an external director of the Company shall expire on the date of providing such notice.
17. I acknowledge that the Company relied on the contents of this declaration upon confirmation of my service as external director in the Company, and that this declaration will be placed in the registered office of the Company for review by any person.

Yours faithfully,



[W.J.A. Rouweler]

Appendix A
Declaration of a Director with Accounting and Financial Expertise and / or Professional Qualifications

In accordance with the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and a Director with Professional Qualification), 5766-2005 ("**Expertise and Qualifications Regulations**"), the Company's Board of Directors is required to assess whether you are a director with "Accounting and Financial Expertise" and/or "Professional Qualifications".

In accordance with the provisions of the Expertise and Qualifications Regulations, a director shall be deemed to have "Accounting and Financial Expertise" if, due to his education, experience and qualifications, he has a high level of proficiency and understanding of business-accounting issues and financial statements that enables him to understand in depth the financial statements of the Company and to stimulate discussion of the presentation of the financial data.

Among the considerations for assessing the accounting and financial skills, the director's education, experience and knowledge will be presented, inter alia, in the following matters:

1. Accounting issues and accounting control issues that are characteristic of the sector in which the Company operates and of companies of the size and complexity of the Company;
2. The functions of the auditor and the duties imposed on him;
3. Preparation and approval of financial statements under the Companies Law, 5759-1999 and the Securities Law, 5728-1968.

The Expertise and Qualifications Regulations also prescribe that a director shall be deemed to have "Professional Qualifications", insofar as one of the following applies:

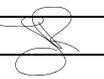
1. He has an academic degree in one of the following subjects: Economics, Business Administration, Accounting, Law, Public Administration;
2. He has a different academic degree or has completed other higher education studies, all in the main field of the Company or in a relevant field for the position;
3. He has at least five years' experience in one of these, or has accumulated experience of five years in two or more of the following:
 - a. In a senior position in the field of business management of a corporation with a significant scope of business;
 - b. In a senior public office or in a senior position in the public service;
 - c. In a senior position in the Company's main field of operations.

In view of the above, please specify below your education, experience and skills in the relevant subjects, and attach documents and certificates supporting your statement.

I, the undersigned, W.J.A. Rouweler , holder of ID [IVR80HB35], hereby declare that:

1. I have an academic degree in the following subjects: as specified in the declaration to which this Appendix is attached.
2. I have completed other higher education studies in the field: as specified in the declaration to which this Appendix is attached.

Attached are documents and certificates supporting the above declaration.

Name: W.J.A. Rouweler
 Signature: 
 Date: 20th December 2021