

ITEM 6 **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

A. Directors and Senior Management

The following table lists our current directors and executive officers:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Tvzi Shukhman.....	42	Chairman of the Board of Directors and Chief Executive Officer
J. Francois Crepin.....	56	President, Member of the Office of the CEO and Director
Ofer Lavie.....	58	Chief Financial Officer
Ronen Avron	46	Vice President, International Sales
Daniel Manor	33	Vice President, Marketing
Aviva Gatt	49	Vice President, Human Resources
Guy Shochet.....	36	Vice President, Wireless Products
Shmulik Shemesh	34	Vice President, Operations
David Pereg	34	Vice President, Engineering
John Camagna	35	Vice President, Engineering
Avi Nudler	39	Vice President, Business Development
Uzi Rozenberg.....	43	Director
Efi Shenhar	47	Director
Sarit Weiss-Firon.....	37	Director
Joe Markee.....	50	Director
Syrus Madavi.....	53	Director
Meir Bar-El.....	59	Director

Tzvi Shukhman, a co-founder of our company, has served as our Chief Executive Officer and Chairman of our Board of Directors from our inception in 1992. Prior to May 1999, Mr. Shukhman also served as our President. From March 1989 until March 1993, Mr. Shukhman served as an independent consultant for RAD Data Communications and ECI. Prior thereto, Mr. Shukhman served in the Israel Defense Forces where he founded a group involved in digital signal processing applications. Mr. Shukhman has an M.Sc. from The Technion, Israel Institute of Technology.

J. Francois Crepin has served as our President, Member of the Office of the CEO, since January 2001 and as a director since May 1999. Since May 1999 until December 2000 Mr. Crepin served as our President and Chief Operating Officer. From February 1997 to April 1999, Mr. Crepin served as President of Bandwidth Communications Management, a privately held consulting company focusing on semiconductor companies. From January 1986 to February 1997, Mr. Crepin held

different Vice President positions at Level One, including marketing and sales and business development. Prior to joining Level One, Mr. Crepin served as Director of Strategic Planning for Information Communications for LSI Logic Corporation. Mr. Crepin holds a B.Sc. in mathematics from Grenoble University and an M.B.A. from the University of Paris.

Ofer Lavie has served as our Chief Financial Officer since November 1999. Mr. Lavie has also served as a member of the board of Ophir Tours Ltd since August 2001. Prior thereto from April 1991, Mr. Lavie served as Chief Financial Officer of Electro-Optics Industries Ltd., a company engaged in research and development and production of military systems and other commercial business areas. From October 1990 to March 1991, Mr. Lavie served as the President and Chief Executive Officer of GMA Communications Ltd., a company engaged in the manufacture of telephone key systems. From November 1984, to September 1990, Mr. Lavie held different corporate positions at Tadiran Electronics Ltd. Mr. Lavie has a B.Sc. in economics from Tel Aviv University.

Ronen Avron has served as our Vice President of International Sales since May 2002. From September 1999 till April 2002, Mr. Avron served as Regional Director in Gilat Satellite Networks Ltd having business and sales responsibility for all of the Pacific area. Prior thereto during the years 1995-1999, Mr. Avron was stationed in Seoul Korea, managing the Korean and Taiwanese offices of Rafael Armaments Development Authority of the state of Israel with responsibility for Sales, Marketing and Business Development for that territory. Previous to that during the years 1993- 1995 Mr. Avron was the Sales and Marketing Manager for Asia and Pacific Rim of RND Ltd of the RAD Group. Mr. Avron served in the Israeli Air Force as a pilot for 7 years, 1975-1982. Mr. Avron holds degrees of BSEE from Tel Aviv University, and MBA from Boston University (London Branch).

Daniel Manor has served as our Vice President, Marketing since October 2001, and as Associate Vice President, Marketing – Networking Solutions since March 2001. From July 2000 to February 2001, Mr. Manor served as Director of Marketing in Tioga Technologies Ltd. From 1995 to 2000, Mr. Manor held different marketing and research and developments positions in Orkit Communications Ltd. Mr. Manor holds a B.Sc. Degree in Math and Physics from the Jerusalem Hebrew University.

Aviva Gatt has served as our VP Human Resources since March, 2000. From 1998 to 2000 Ms. Gatt served as Director of Human Resources for Texas Instruments Cable Broadband Communications. From 1994 to 1998 Ms. Gatt served as Director of Human Resources at Nice Systems. From 1991 to 1998 Ms. Gatt served as recruitment manager at Tadiran Telecommunications. Ms. Gatt holds a Bachelors in Social Work from Jerusalem's Hebrew University and an MBA from New York's Polytechnic University.

Guy Shochet has served as our Vice President of Wireless Prodcuts since June 2002. Mr. Shochet has been at Metlalink since 1993, holding several R&D positions, including a position of Associate Vice President, Engineering, Networking Solutions since 2001. Prior to Metalink, Mr. Shochet was a member of the technical staff in the Israel Communications Force from 1984 to 1990. Mr. Shochet holds a

Master in Business Administration from Boston University and a B.S.E.E. from the University of New-Haven.

Shmulik Shemesh has served as Vice President of Operations at Metalink since June 2002. Mr. Shemesh held various positions at Metalink since 1998, including Director of Quality & Reliability and Director of Products & Test Engineering. Between 1990 and 1997 Mr. Shemesh served as a project officer in the Israel Defense Forces. Mr. Shemesh holds an M.Sc. in Quality Assurance & Reliability and a B.S.E.E. from the Technion.

David Pereg has served as our Vice President of Engineering since June 2002. Mr. Pereg has been at Metalink since 1999, holding several R&D positions including a position of Associate Vice President for DSL Modem from 2001 to 2002. Between 1990 and 1998 Mr. Pereg served as a project officer in the Israel Defense Forces. Mr. Pereg holds a B.S.E.E. and an M.S.E.E. from Tel Aviv University.

John Camagna has served as our Vice President of Engineering since June 2002. Mr. Camagna joined us in 1999 as Director of Engineering, North America and since then held several managerial R&D positions in the company. Before coming to Metalink Mr. Camagna was a Design Manager at Level One Communications. Prior to that he held positions at Crystal Semiconductr/Cirrus Logic and at Applied Signal Technology. Mr. Camagna has a B.S. and an M.S. from the University of California at Berkley.

Avi Nudler has served as our Vice President Business Development since September 2002. Between 2001 and 2002 Mr. Nudler has served as Entrepreneur in Resident at Benchmark VC. During 1999 to 2001 Mr. Nudler was the CEO of TelesciCom. From 1985 to 1999 Mr. Nudler held several executive positions at an elite R&D Unit in the Israeli Intelligence Corps. Mr. Nudler holds a B.Sc. and M.Sc. from the Tel Aviv University.

Uzi Rozenberg, a co-founder of our company, has served as a director from 1992 until 1997 and since August 1999. Mr. Rozenberg is also the founder and Chief Executive Officer of USR Electronics Ltd. since February 1987. Mr. Rozenberg served as a director of Orbot Ltd. from 1992 to 1996 and as a director of Gibor Sport Ltd. from 1993 to 1997. Mr. Rozenberg and Mr. Shenhar are brothers.

Efi Shenhar has served as a director since July 1995. From March 1987 until February 1999, Mr. Shenhar has served as a Vice President of USR Electronics Systems (1987) Ltd., an electronic manufacturing services company. Mr. Shenhar has a B.A. in accounting and economics from Tel Aviv University and an M.B.A. from Herriot Watt University. Mr. Shenhar is a certified public accountant. Mr. Shenhar and Mr. Rozenberg are brothers.

Sarit Weiss-Firon has served as a director since October 2000. Ms. Weiss-Firon currently serves as the Chief Financial Officer of P-Cube, Inc. since 2000. From 1997 to 1999 Ms. Weiss-Firon served as Chief Financial Officer of Radcom. From 1995 to 1996, Ms. Weiss-Firon served as vice-comptroller at Rad Company for six months before being appointed comptroller. From 1992 to 1994, Ms. Weiss-Firon was an intern at Kesselmann & Kesselman Accountants. Ms. Weiss Firon has a B.A. in Accounting and Economics from Tel Aviv University.

Joe Markee has served as a director since July 2001. Mr. Markee currently serves as a member of the board of directors of Copper Mountain Networks. Mr. Markee is the Founder and was Chairman of the Board of Copper Mountain. Prior to founding Copper Mountain, Mr. Markee was a co-founder of Primary Access, a leading remote access server company acquired by 3Com Corporation in 1995. At 3Com/Primary Access, Mr. Markee was a member of the senior management team, serving as Vice President of Operations and Vice President of Support. Mr. Markee began his career in product management and engineering capacities at General Instrument Corporation and M/A-Com Linkabit. Mr. Markee holds a B.S. Degree in Electrical Engineering and Computer Science from the University of California at Davis.

Syrus Madavi has served as a director since October 2001. Mr. Madavi currently serves as Chief Operating Officer and President of JDS Uniphase Corporation. From April 2002 to July 2002 Mr. Madavi served as chairman of the Board, and executive chairman for ON Semiconductor Corporation. From September 2000 to March 2002 Mr. Madavi served as a senior vice president of Texas Instruments Corporation. Until August 2000, Mr. Madavi was Chairman, CEO and President of Burr-Brown Corporation. During September 2000, Burr-Brown was acquired by Texas Instruments Corporation. Prior to joining Burr-Brown, Mr. Madavi was President of Raytheon Semiconductor Corporation. Mr. Madavi's professional engineering work experience includes employment with General Electric as well as several other engineering positions. Mr. Madavi has a BSEE degree and a Masters degree in Computer Science from Stevens Institute of Technology, as well as an MBA from UCLA in Finance.

Meir Bar-El has served as a director since November 2002. Mr. Bar-El currently serves as the Deputy General Director, and Director of the General Division of the Manufacturers' Association of Israel, a General Director of the Israeli Plastics & Rubber Industry, and a General Director of the Israeli Furniture Industries Association. Mr. Bar-El also has served as External Director for Mifalkey Etz Carmiel Ltd since June 1998, External Director for Ophir Tours Ltd since August 1998, and as a Director for the Wood Products & Furniture Export Economic Company. Mr. Bar-El has a B.A. in Economics from Jerusalem University.