

### **Declaration of an External Director**

I, the undersigned Caprice Weber, the holder of United States of America Passport number 591398485 after being warned that I must state the truth and that in the event that I shall fail to do so I will be liable to the penalties prescribed by law, hereby declare, as follows:

1. This affidavit is given in connection with my appointment as an external director with Chamoss International Limited (hereinafter: "**the Company**").
2. I have the necessary qualifications and the ability to devote the proper time, in order to execute the position of a director with the Company, inter alia, while taking into account the special needs of the Company and its magnitude, as required according to the provisions of the Companies Law, 1999 ("**the Companies Law**") and the regulations installed on its strength.
3. I am not a relative of the shareholder in control; I do not, nor do my relatives, partners, employees, anyone that I am subordinated to directly or indirectly or a corporation that I am the holder in control thereof - upon the date of my appointment as an external director with the Company or during the two years preceding the date of the appointment – have any linkage to the Company, the shareholder in control of the Company or a relative of the holder in control, as of the date of the appointment, or to another corporation. For the purpose of this section:

"**Linkage**" – the existence of work relations, the existence of business or professional connections, generally or through control, as well as the office as an officer, excluding the office of a director, who was appointed to serve as an external director with a company, which is intending to execute an initial public offering.

"**Another Corporation**" – a corporation in which the shareholder in control, upon the appointment date or during the two years preceding the appointment date, is the Company or the shareholder in control thereof.

"**A Relative**" – a spouse, a sibling, a parent, a grandparent, a child and also a child, a sibling or a parent of the spouse or the spouse of any of the foregoing.

4. Without prejudice to that stated in Section 3 above, I do not, nor do my relatives, partners, employees, anyone that I am subordinated to directly or indirectly or a corporation that I am the holder in control thereof– have any business or professional connections with anyone that linkage to whom is prohibited, as stated in Section 4 above, even if such connections are not in general, as stated, with the exception of negligible connections, and also that I did not receive nor do I receive any consideration in contrast with the provisions of Section 244(b) of the Companies Law.
5. My other positions or engagements do not create or are liable to create a conflict of interests with my position as an external director in the Company, and they may not undermine my ability to serve as an external director in the Company.
6. In the event that I also serve as a director with another company ("**the Other Company**"), I hereby approve that there is no other individual, who serves both as a director with the Company and as an external director with the Other Company.
7. I am not an employee of the Securities Authority or an employee of the stock exchange in Israel.

8. I am qualified to be appointed as a director with the Company, and I am not under any restriction by law to do so, including according to Chapter G1 of the Execution Law, 1967, Section 42 of the Bankruptcy Ordinance (New Version), 1980, Section 7 of the Companies Law, and that stated in Mark B of the First Chapter in the Sixth Part of the Companies Law; without prejudice to that stated above, I hereby approve that I was not declared bankrupt and/or insolvent and/or exempted, and also that I was not convicted in a judgment of the first or another instance ("**the Judgment**") in any of the following offenses:

- a. Offenses according to Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 1977, and according to Sections 52c, 52d, 53a and 54 of the Securities Law, 1968 ("**the Securities Law**");
- b. A conviction in a court outside of Israel in offenses of bribery, fraud, corporate executive offenses or offenses of misuse of inside information;
- c. A conviction in a judgment of another offense, which the court determined that due to its nature, severity or circumstances I am rendered unsuitable to serve as a director with a public or private company, which is a Debentures Company (according to its definition hereunder).

**"Debentures Company"** – a company whose debentures are registered for trade on the stock exchange or that they were offered to the public, according to a prospectus, as per its meaning in the Securities Law, or offered to the public outside of Israel, according to an instrument of an offering to the public, required according to the law outside of Israel, and held with the public.

9. I am not a minor, legally incapacitated, and I was not declared bankrupt.

10. The administrative enforcement committee, appointed according to Section 52.32(a) of the Securities Law, did not impose upon me an Enforcement Measure (according to its definition hereunder) prohibiting me to serve as a director with a public or private company, which is a Debentures Company (according to its definition above).

**"Enforcement Measures "** – measures of enforcement, as stated in Section 52.56 of the Securities Law, imposed according to Chapter H4 of the Securities Law, Chapter G2 of the Arrangement of Engagement in Investment Consultation and Management of Investment Portfolios Law, 1995 or according to Chapter J1 of the Joint Investments Trust Law, 1994, as the case may be.

11. Taking into account that stated in Section 2 above, the following are the details of my aforementioned qualifications:

Education:

Academic Degree	Disciplinary	Name of Academic Institution
Bachelor of Science	Psychology	Duke University
Master of Science	Psychology	University of Miami

Other education and professional certification:

Extensive participation in corporate, legal and development courses and seminars and Committee Chair and speaker at numerous events for the Urban Land Institute and National Association of Home Builders.

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Professional experience:

<b>Position Held</b>	<b>Place of Employment</b>	<b>Period held the Position</b>
<i>Vice President and Managing Director</i>	Douglas Elliman Real Estate	<i>Present-2016</i>
<i>,Broker of Record President</i>	Baker Real Estate	<i>2015-2011</i>
<i>Broker Associate</i>	Prudential/ ECI Florida Realty	<i>2010-2005</i>
<i>President</i>	Centerpoint, LLC	<i>2004-2000</i>
<i>New Business Development Manager</i>	Stiles Corporation	<i>1997-1999</i>
<i>Vice President Industrial and Investment Sales</i>	Trammell Crow	<i>1996-1991</i>
<i>Mergers &amp; Acquisitions</i>	Paine Webber & Company	<i>1990-1986</i>

12. The Company conveyed to me all the details with respect to the fee of external directors, customary with the Company, and I consent thereto.
13. I am hereby obligated that in the event that any of the aforementioned declarations will change up until the date of approval of my office as an external director, and also after approval of my office, as stated, I shall bring this fact to the knowledge of the Company immediately upon such a change.



Caprice Weber  
Name of Candidate and Signature

2/27/19  
Date

February 26, 2019

To  
Chamoss International Limited

Dear Sir/Madam,

Re: **Chamoss International Limited (the "Company") Officers' obligations in connection with the Company's securities issuance to the public in Israel**

Upon its/his signature on this letter of obligation, each of the Company's Officers (whose name is detailed in this letter of obligation) hereby undertake irrevocably (as applicable), as follows:

1. Not to raise contentions against the applicability, validity or the manner of implementation of Section 39a of the Securities Law, 5728-1968 (the "**Securities Law**");
2. Not to object to an application of the Company's Debentures (Series A)'s trustee (the "**Trustee**" and the "**Debentures (Series A)**", respectively) and/or the Debentures (Series A) Holders, which would be filed with a court in Israel, pursuant to the application of the Israeli Law with respect to a settlement or arrangement and insolvency, if any; not to initiate an application with a court outside of Israel, in order to receive protection against any proceedings assumed by the Trustee and/or the holders of the Debentures (Series A) of the Company; not to object if a court in Israel shall seek to apply the Israeli law in the matter of settlement or arrangement and insolvency in connection with the Company (including liquidation); not to raise claims against the local jurisdiction of the court in Israel with regards to proceedings to be filed against the Company by the Trustee and/or the Debenture Holders (Series A) of the Company, including class action and derivative claim; and not to sign on any agreement, including with the Company's employees, unless in which it is determined that proceedings in connection with settlement, arrangement and insolvency (including liquidation) against the Company will take place only in an Israeli court and according to Israeli law.
3. Not to initiate a proceeding of insolvency according to any foreign law;
4. Not to raise claims against the authority of the Securities Authority and/or the Israeli Administrative Enforcement Committee in connection with financial sanctions and/or administrative means of enforcement that will be imposed on the Company and/or its Controlling Shareholders and/or its Office Holders (Who are not residents of the State of Israel) by the Securities Authority and/or the Israeli Administrative Enforcement Committee, pursuant to Chapter H3 and/or Chapter H4 of the Securities Law; and to comply with the decisions of the Securities Authority and/or the Israeli Administrative Enforcement Committee, *inter alia*, without derogating from the generality of the foregoing, to pay financial sanctions and/or payments that will be imposed on it (if any) to victims of violations, and to take actions to remedy such violations and prevent recurrence thereof;
5. Not to raise claims against the right of the Debentures (Series A) Holders to file a derivative lawsuit and/or class action lawsuit.
6. Starting from the end of three (3) months after the date of the Debentures (Series A)'s issuance for the first time and as long as the Debentures (Series A) are in circulation, at least two external directors will serve on the Company's Board.
7. If an external director of the Company informs the Company that a condition to his office under the Companies Law, 1999 (the "**Companies Law**") has ceased to exist, then the undersigned will act in accordance with the articles of association of the Company for the convening of an urgent meeting of the shareholders or of the directors (as the case may be), which agenda shall be a resolution to terminate immediately the office of such director and that he will vote for such Resolution;
8. If any of the directors notified the Company, of his/her conviction of an offense as aforesaid in Sections 226(a)(1) or 226(a1) of the Companies Law, or that the Administrative Enforcement Committee has resolved to impose on him/her means of enforcement preventing him/her from holding office as a director in a private company which is a Debentures Company, then the undersigned will

act in accordance with the articles of association of the Company in order to convene a meeting of the shareholders or the directors (as the case may be), which agenda shall include a resolution to terminate immediately the office of such director and that he will vote for such Resolution.

Upon his signature on this letter of obligation, each of the Company's Officers (whose name detailed in this letter of obligation) hereby approve the Company's authorized electronic signatory to electronically file this letter of obligation to the Israeli Securities Authority.



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**Caprice Weber**