

Nomination and Remuneration Committee Charter

The Nomination and Remuneration Committee (the “**Committee**”) of Leejam Sports Company (the “**Company**”) has been established by the authority of the Company’s general assembly of shareholders (the “**General Assembly**”) pursuant to the Company’s Bylaws and shall operate in accordance with this charter (this “**Charter**”).

1. Purpose and Role

1.1 The purpose of the Committee is to assist the board of directors (the “**Board**” and each member of the Board, a “**Director**”) of the Company in fulfilling its oversight responsibilities and to perform the duties, responsibilities and authorities described in this Charter.

1.2 The primary role of the Committee is to: (i) lead the process of nominating and evaluating the Directors and senior executives of the Company; (ii) ensure the effectiveness and soundness of the Company’s Board and executive management structures and the relevant internal policies and procedures; and (iii) assist the Board in the review and determination of the remuneration of Directors, members of the committees of the Board, and senior executives of the Company.

2. Organization and Membership

2.1 The Committee shall be composed of at least three and no more than five members (each a “**Member**” and collectively, the “**Members**”), who shall be appointed by [the Board] for a term not exceeding [three years].

2.2 The term of service of the Members who are also Directors shall not exceed their respective terms of service as Directors.

2.3 Executive Directors may not be appointed as Members, and at least one Member shall be an independent Director.

2.4 The Committee shall appoint, from amongst the Members who are independent Directors, a chairman of the Committee (the “**Chairman**”) who shall preside over the meetings of the Committee. The Chairman of the Board, if a Member, may not be appointed as the Chairman. The Chairman (or his/her delegate from amongst the Members) shall attend all meetings of the General Assembly to address any questions raised by the Company’s shareholders. The term of service of the Chairman shall coincide with his/her term of service as a Member. The Chairman shall be subject to removal at any time by the Members.

2.5 The Committee shall appoint, from amongst the Members or others, a secretary to the Committee (the “**Secretary**”) who shall attend all meetings of the Committee and record the minutes and resolutions of the Committee. The term of service of the Secretary shall be specified by the Members. If the Secretary is also a Member, his/her term of service shall not exceed his/her term of service as a Member. The Secretary shall be subject to removal at any time by the Members.

2.6 All Members shall be subject to removal at any time by the Board. In the event that the membership of any Member is terminated for any reason prior to the expiry of that Member’s term, the Board shall appoint a replacement Member as soon as practicable. The term of service of such replacement Member shall extend to the term of service of his/her predecessor.

2.7 The Capital Market Authority shall be notified of the name, position and independence status of each Member, and any changes thereto, within a period of five business days from the date on which a Member is appointed or removed, or a change in any of the foregoing occurs.

3. Meetings and Proceedings

- 3.1** The Committee shall meet at least once each fiscal year. Additional meetings may be held from time to time and may be convened at the request of the Board or any of the Members.
- 3.2** A meeting of the Committee shall be convened by written notice being given by the Secretary at the request of the Chairman to each Member (and invitee, as appropriate) not less than [five business days] prior to the date set for the meeting, except in cases of urgency, when a meeting may be convened on shorter notice upon approval by a majority of the Members. The notice shall include the date, time and location of the meeting and shall be accompanied by a meeting agenda and appropriate briefing materials. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities.
- 3.3** The meetings of the Committee may be convened in person, by telephone or video teleconference, or by any other method approved by the Committee and which allows the Members to hear each other.
- 3.4** Only the Members and the Secretary will be entitled to attend meetings of the Committee. However, others may attend such meetings at the invitation of the Members.
- 3.5** In order for meetings of the Committee to reach quorum, it shall be necessary for a majority of the Members to be present. All decisions and actions of the Committee shall be approved by a resolution passed by the affirmative vote of the majority of the Members attending the meeting of the Committee at which the resolution is approved. The Chairman shall have a casting vote in the event of a tie. No Member shall be entitled to vote on any matter in which he/she has a direct or indirect interest.
- 3.6** In the absence of the Chairman, and an appointed deputy, the remaining Members present shall elect, from amongst themselves, a Member to chair the meeting from those who would qualify under this Charter to be appointed to that position.
- 3.7** The Committee may adopt resolutions by circulating the proposed resolutions in writing or in electronic format to all the Members for their approval and signature (and a scanned copy of the Member's signature will be deemed to constitute an acceptable form thereof). Written resolutions shall be passed with the approval of the majority of the Members, with the Chairman having a casting vote in the event of a tie.
- 3.8** Promptly following the conclusion of each meeting of the Committee or the adoption of a written resolution, the Secretary shall distribute the meeting minutes and/or the resolutions of the Committee to the Board and to each Member. Minutes of meeting shall be signed by the Secretary and all Members present at the relevant meeting.

4. Duties and Responsibilities

- 4.1** The Committee shall perform its primary role described in Section 1 above by undertaking at least the following duties and responsibilities:

(a) Nomination:

- (i) prepare, recommend to the Board, and oversee policies and criteria in relation to the appointment of Directors and members of the Company's executive management;
- (ii) interview all Board candidates and ensure that all necessary and appropriate inquiries are made into the backgrounds and qualifications of such candidates before recommending them to the Board for nomination;

- (iii) recommend to the Board candidates for nomination (or re-nomination) to the Board in accordance with the applicable laws, regulations, rules and policies (including this Charter);
- (iv) at least annually review, assess, and recommend to the Board the skills, qualifications, and credentials required for membership in the Board and the Company's executive management, including setting the time commitment required for such membership and the job specifications for executive, non-executive, and independent Directors and members of the Company's executive management;
- (v) verify on an annual basis the independence of each independent Director in accordance with the applicable laws, regulations, and rules and the absence of any conflict of interest in case a Director also serves as a member of the board of directors of another company;
- (vi) periodically review and make recommendations to the Board concerning the succession plans for Directors and senior executives, taking into account the challenges and opportunities facing the Company, as well as the skills and expertise required in the future with executive management and on the Board;
- (vii) evaluate and recommend to the Board potential candidates for executive management positions in the Company and, in particular, assist the Board in selecting, developing, and evaluating potential candidates for the position of Chief Executive Officer; and
- (viii) develop, and periodically review, procedures for filling vacancies in the Board and the Company's executive management, and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancies.

(b) Review and Assessment:

- (i) regularly review the structure, size, composition, strengths, and weaknesses of the Board (including the skills, knowledge, and experience) and the Company's executive management; make appropriate recommendations to the Board that are compatible with the interests of the Company;
- (ii) develop and oversee an induction program for new Directors and a continuing education program for current Directors; periodically review these programs and update them as necessary; and
- (iii) develop, recommend to the Board, and oversee an annual self-evaluation process for the Directors and certain senior executives of the Company.

(c) Remuneration:

- (i) prepare, recommend to the Board, and oversee the implementation and disclosure of a policy for the remuneration of Directors, executives of the Company, and members of the committees of the Board (the "**Remuneration Policy**"), which shall be presented before the General Assembly for approval;
- (ii) prepare an annual report on the remuneration and other payments (in cash or in kind) received by Directors, executive management and members of the Board committees, and the relation between the remuneration received and the Remuneration Policy (including a description of any significant departures from the Remuneration Policy) (the "**Annual Report on Remuneration**"), for presentation before the Board for consideration;

- (iii) regularly review and assess the effectiveness and appropriateness of the Remuneration Policy and make recommendations to the Board in relation to the same;
- (iv) recommend to the Board the form and amount of remuneration to be granted to the Directors, senior executives of the Company, and members of the Board committees, in accordance with the approved Remuneration Policy;
- (v) review and make recommendations to the Board regarding the Company's incentive plans for Directors and employees, including in relation to adopting, amending, and terminating such plans; and
- (vi) prepare any disclosures required under the policies of the Company and any laws, regulations, or rules to which the Company is subject, including, at a minimum, disclosures relating to the Remuneration Policy and the Annual Report on Remuneration, and disclosures regarding remuneration in the annual report of the Board.

(d) Corporate Governance

- (i) Overseeing and reviewing the Company's governance policies, rules, practices and procedures and making recommendations thereon to the Board of Directors, including identifying best practices, and making recommendations of any amendments thereto to the Board of Directors, including the Company's Articles of Association and the Company's Internal Governance Regulations, on an annual basis at least.
- (ii) Monitoring and verifying the company's compliance with the company's internal governance regulations, internal governance policies, and applicable governance requirements under the relevant laws, regulations, and rules.
- (iii) Developing and reviewing rules of professional conduct that represent the company's values, and other internal policies and procedures to meet the company's needs and consistent with the statutory requirements and best practices, and making recommendations to the Board of Directors in this regard.
- (iv) Informing the members of the Board of Directors regularly of the essential changes in the applicable governance requirements and developments in the field of corporate governance and best practices.

(e) Miscellaneous:

- (i) perform such other related activities as requested by the Board.

4.2 While performing the Committee's oversight role, the Committee will be mindful of the division of responsibilities between the Committee, the Board, and the Company's management. [In the event of a conflict between the Committee's recommendations and the resolutions of the Board, the Board must include in its report a summary of the relevant recommendations of the Committee and the reasons for not adopting such recommendations.]

5. Authorities

5.1 The Committee shall have the authority necessary to perform its duties and responsibilities. In particular, the Committee shall have:

- (a) unrestricted access to all documents and records of the Company that are necessary for the Committee to perform its duties and responsibilities;

- (b) unrestricted access to the management and employees of the Company (including Directors and executive officers), all of whom shall cooperate fully with the Committee and shall answer promptly and fully any questions raised by the Committee;
- (c) the right to establish subcommittees consisting of one or more Members to carry out such duties as the Committee may delegate and as are permitted pursuant to this Charter;
- (d) the right to appoint, retain, and terminate outside counsel, advisors, or other specialists to advise or assist the Committee, as necessary (which appointment, including the name of the retained party and any relations it has with the Company or its executive management, shall be recorded in the relevant minutes of meeting of the Committee); and
- (e) the right to undertake any other actions that the Committee reasonably considers necessary to satisfactorily perform its duties and responsibilities and satisfy its obligations under this Charter.

6. Remuneration

- 6.1** Any remuneration to be granted to the Members shall be in the form and amount in accordance with the laws, regulations, resolutions, and instructions to which the Company is subject.

7. Entry into Effect and Review

- 7.1** This Charter shall be adopted by a resolution of the General Assembly, following a recommendation by the Board, and shall enter into effect from the date on which it is approved by the General Assembly.
- 7.2** The Committee shall periodically review the provisions of this Charter and recommend any amendments thereto to the Board.
- 7.3** Any amendments to this Charter shall be adopted in the same manner in which this Charter was adopted.