

NOVA MEASURING INSTRUMENTS LTD  
Form SC 13D/A  
December 18, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Rule 13d-101  
Information to be Included in Statements Filed pursuant to Rule 13d-1(a)  
and Amendments Thereto Filed Pursuant to Rule 13d-2(a)  
**(Amendment No. 2)\***

NOVA MEASURING INSTRUMENTS LTD.

(Name of Issuer)

ORDINARY SHARES, PAR VALUE NIS 0.01 PER SHARE

(Title of Class of Securities)

M7516K103

(CUSIP Number)

Matti Tiber, Adv.  
Clal Electronics Industries Ltd.  
3 Azrieli Center, Triangle Tower  
Tel Aviv, 67023  
Tel: 972-3-6075794  
Israel

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 2, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note:

Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\*

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## SCHEDULE 13D

|                     |   |   |
|---------------------|---|---|
| CUSIP No. M7516K103 |   |   |
| 1                   | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br><br>Clal Electronics Industries Ltd. (no U.S. I.D. number) |   |
| 2                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *  | (a) <input checked="" type="checkbox"/><br><br>(b) <input type="checkbox"/> |
| 3                   | SEC USE ONLY  |   |
| 4                   | SOURCE OF FUNDS*<br><br>Not Applicable  |   |
| 5                   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E)   | <input type="checkbox"/>  |
| 6                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Israel  |   |
|                     | 7   | SOLE VOTING POWER<br><br>0  |

|   |   |  |                              |
|---|---|--|------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH   | 8   | SHARED VOTING POWER<br>2,823,584 shares      |                              |
|   | 9   | SOLE DISPOSITIVE POWER<br>0                  |                              |
|   | 10  | SHARED DISPOSITIVE POWER<br>2,823,584 shares |                              |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,823,584 shares  |  |                              |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*  |  | ..                           |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>18.60%  |  |                              |
| 14  | TYPE OF REPORTING PERSON*<br>CO   |  |                              |
| *SEE INSTRUCTIONS BEFORE FILLING OUT!   |   |  |                              |
| INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION. |   |  |                              |
| SCHEDULE 13D  |   |  |                              |
| CUSIP No. M7516K103   |   |  |                              |
| 1   | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br><br>Clal Industries and Investments Ltd. (no U.S. I.D. number) |  |                              |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *  | (a) <input checked="" type="checkbox"/>      | (b) <input type="checkbox"/> |
| 3   |   |  |                              |
| 4   | SOURCE OF FUNDS*<br><br>Not Applicable  |  |                              |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E)   |  | ..                           |
| CITIZENSHIP OR PLACE OF ORGANIZATION  |   |  |                              |

|   |   |                                       |
|---|---|---------------------------------------|
| 6   | Israel  |                                       |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7   | SOLE VOTING POWER<br>0                |
|   | 8   | SHARED VOTING POWER<br>2,823,584      |
|   | 9   | SOLE DISPOSITIVE POWER<br>0           |
|   | 10  | SHARED DISPOSITIVE POWER<br>2,823,584 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,823,584 |                                       |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*    | <input type="checkbox"/>              |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>18.60%              |                                       |
| 14  | TYPE OF REPORTING PERSON*<br>CO   |                                       |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

## SCHEDULE 13D

|                     |   |   |
|---------------------|---|---|
| CUSIP No. M7516K103 |   |   |
| 1                   | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br><br>IDB Development Corporation Ltd. (no U.S. I.D. number) |   |
| 2                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *  | (a) <input checked="" type="checkbox"/><br><br>(b) <input type="checkbox"/> |
| 3                   | SEC USE ONLY  |   |
| 4                   | SOURCE OF FUNDS*  |   |

|   |   |                                       |
|---|---|---------------------------------------|
|   | Not Applicable  |                                       |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E) | ..                                    |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Israel  |                                       |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7   | SOLE VOTING POWER<br>0                |
|   | 8   | SHARED VOTING POWER<br>2,823,584      |
|   | 9   | SOLE DISPOSITIVE POWER<br>0           |
|   | 10  | SHARED DISPOSITIVE POWER<br>2,823,584 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,823,584                 |                                       |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*                    | ..                                    |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>18.60%                              |                                       |
| 14  | TYPE OF REPORTING PERSON*<br>CO   |                                       |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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## SCHEDULE 13D

|                     |  |         |
|---------------------|--|---------|
| CUSIP No. M7516K103 |  |         |
| 1                   | NAME OF REPORTING PERSONS                          |         |
|                     | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS         |         |
|                     | IDB Holding Corporation Ltd. (no U.S. I.D. number) |         |
|                     |  | (a) ) x |

|   |   |                                       |
|---|---|---------------------------------------|
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *  | (b) ..                                |
| 3   | SEC USE ONLY  |                                       |
| 4   | SOURCE OF FUNDS*<br>Not Applicable  |                                       |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E) | ..                                    |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Israel  |                                       |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7   | SOLE VOTING POWER<br>0                |
|   | 8   | SHARED VOTING POWER<br>2,823,584      |
|   | 9   | SOLE DISPOSITIVE POWER<br>0           |
|   | 10  | SHARED DISPOSITIVE POWER<br>2,823,584 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,823,584                 |                                       |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*                    | ..                                    |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>18.60%                              |                                       |
| 14  | TYPE OF REPORTING PERSON*<br>CO   |                                       |

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## SCHEDULE 13D

|                     |   |  |
|---------------------|---|--|
| CUSIP No. M7516K103 |   |  |
|                     | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS |  |

|   |   |  |
|---|---|--|
| 1   | Nochi Dankner   |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *  | (a) <input checked="" type="checkbox"/> x<br>(b) <input type="checkbox"/> .. |
| 3   | SEC USE ONLY  |  |
| 4   | SOURCE OF FUNDS*<br>Not Applicable  |  |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E) | <input type="checkbox"/> ..  |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Israel  |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7   | SOLE VOTING POWER<br>0   |
|   | 8   | SHARED VOTING POWER<br>2,823,584   |
|   | 9   | SOLE DISPOSITIVE POWER<br>0  |
|   | 10  | SHARED DISPOSITIVE POWER<br>2,823,584  |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,823,584                 |  |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*                    | <input type="checkbox"/> ..  |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>18.60%                              |  |
| 14  | TYPE OF REPORTING PERSON*<br>IN   |  |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

|   |   |   |                              |
|---|---|---|------------------------------|
| CUSIP No. M7516K103   |   |   |                              |
| 1   | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br>Shelly Dankner-Bergman |   |                              |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *  | (a) <input checked="" type="checkbox"/> | (b) <input type="checkbox"/> |
| 3   | SEC USE ONLY  |   |                              |
| 4   | SOURCE OF FUNDS*<br>Not Applicable  |   |                              |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E)         |   | ..                           |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Israel  |   |                              |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7   | SOLE VOTING POWER<br>0                  |                              |
|   | 8   | SHARED VOTING POWER<br>2,823,584        |                              |
|   | 9   | SOLE DISPOSITIVE POWER<br>0             |                              |
|   | 10  | SHARED DISPOSITIVE POWER<br>2,823,584   |                              |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,823,584                         |   |                              |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*                            |   | ..                           |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>18.60%                                      |   |                              |
| 14  | TYPE OF REPORTING PERSON*<br>IN   |   |                              |

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## SCHEDULE 13D

|   |   |   |                              |
|---|---|---|------------------------------|
| CUSIP No. M7516K103   |   |   |                              |
| 1   | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br><br>Avraham Livnat |   |                              |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *  | (a) <input checked="" type="checkbox"/> | (b) <input type="checkbox"/> |
| 3   | SEC USE ONLY  |   |                              |
| 4   | SOURCE OF FUNDS*<br>Not Applicable  |   |                              |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E)     | <input type="checkbox"/>                |                              |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Israel  |   |                              |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7   | SOLE VOTING POWER<br>0                  |                              |
|   | 8   | SHARED VOTING POWER<br>2,823,584        |                              |
|   | 9   | SOLE DISPOSITIVE POWER<br>0             |                              |
|   | 10  | SHARED DISPOSITIVE POWER<br>2,823,584   |                              |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,823,584                     |   |                              |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*                        | <input type="checkbox"/>                |                              |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>18.60%                                  |   |                              |
| 14  | TYPE OF REPORTING PERSON*<br>IN   |   |                              |

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INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

## SCHEDULE 13D

|   |   |   |                              |
|---|---|---|------------------------------|
| CUSIP No. M7516K103   |   |   |                              |
| 1   | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br><br>Ruth Manor |   |                              |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *  | (a) <input checked="" type="checkbox"/> | (b) <input type="checkbox"/> |
| 3   | SEC USE ONLY  |   |                              |
| 4   | SOURCE OF FUNDS*<br><br>Not Applicable  |   |                              |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E) |   | <input type="checkbox"/>     |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Israel  |   |                              |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7   | SOLE VOTING POWER<br>0                  |                              |
|   | 8   | SHARED VOTING POWER<br>2,823,584        |                              |
|   | 9   | SOLE DISPOSITIVE POWER<br>0             |                              |
|   | 10  | SHARED DISPOSITIVE POWER<br>2,823,584   |                              |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,823,584                 |   |                              |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*                    |   | <input type="checkbox"/>     |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>18.60%                              |   |                              |
| 14  | TYPE OF REPORTING PERSON*<br>IN   |   |                              |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

This Amendment No. 2 amends Item 5 of the Statement on Schedule 13D, as amended, previously filed with the Securities and Exchange Commission by certain of the Reporting Persons with respect to the ordinary shares, par value New Israeli Shekel 0.01 per share, of Nova Measuring Instruments Ltd. Capitalized terms used in this Amendment No. 2 without definition have the meanings assigned to them in the Schedule 13D, as amended.

Item 5. Interest in Securities of the Issuer

(1) The Issuer advised the Reporting Persons that there were 15,182,348 Ordinary Shares outstanding as of December 10, 2003. The percentages of Ordinary Shares outstanding set forth above in this Item 5 are based on this number.

During the period from November 20, 2003 through December 10, 2003, Clal Electronics made the following sales of Ordinary Shares of the Issuer, totaling 255,500 Ordinary Shares, at prices ranging from \$6.500 to \$7.600 per share, all of which were made in open market transactions on the NASDAQ:

| <u>Date</u>       | <u>Amount of Ordinary Shares</u> | <u>Price Per Share (US \$)</u> |
|-------------------|----------------------------------|--------------------------------|
| November 20, 2003 | 25,000                           | 6.830                          |
| November 21, 2003 | 6,500                            | 6.500                          |
| November 21, 2003 | 1,000                            | 6.600                          |
| November 25, 2003 | 22,800                           | 6.500                          |
| November 25, 2003 | 800                              | 6.510                          |
| November 25, 2003 | 200                              | 6.550                          |
| November 26, 2003 | 600                              | 6.500                          |
| November 27, 2003 | 2,360                            | 6.500                          |
| December 1, 2003  | 1,619                            | 6.500                          |
| December 1, 2003  | 1,326                            | 6.520                          |
| December 1, 2003  | 487                              | 6.540                          |
| December 1, 2003  | 1,100                            | 6.560                          |
| December 1, 2003  | 100                              | 6.561                          |
| December 1, 2003  | 200                              | 6.620                          |
| December 1, 2003  | 100                              | 6.690                          |
| December 1, 2003  | 100                              | 6.700                          |
| December 2, 2003  | 17,800                           | 6.600                          |

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|                  |        |       |
|------------------|--------|-------|
| December 2, 2003 | 5,000  | 6.610 |
| December 2, 2003 | 600    | 6.620 |
| December 2, 2003 | 2,700  | 6.630 |
| December 2, 2003 | 1,600  | 6.640 |
| December 2, 2003 | 2,430  | 6.650 |
| December 2, 2003 | 10,100 | 6.660 |
| December 2, 2003 | 10,478 | 6.700 |
| December 2, 2003 | 9,406  | 6.720 |
| December 2, 2003 | 2,900  | 6.730 |
| December 2, 2003 | 400    | 6.640 |
| December 2, 2003 | 11,694 | 6.760 |
| December 2, 2003 | 10,600 | 6.900 |
| December 2, 2003 | 1,987  | 6.910 |
| December 2, 2003 | 3,400  | 6.920 |
| December 2, 2003 | 4,613  | 6.930 |
| December 2, 2003 | 5,000  | 6.960 |
| December 2, 2003 | 500    | 7.000 |
| December 3, 2003 | 20,000 | 7.034 |
| December 3, 2003 | 2,000  | 7.050 |
| December 3, 2003 | 3,000  | 7.100 |
| December 3, 2003 | 2,500  | 7.150 |
| December 3, 2003 | 2,000  | 7.200 |
| December 3, 2003 | 2,500  | 7.250 |
| December 3, 2003 | 2,000  | 7.300 |
| December 3, 2003 | 3,000  | 7.350 |
| December 3, 2003 | 3,000  | 7.400 |
| December 3, 2003 | 2,000  | 7.450 |
| December 3, 2003 | 10,330 | 7.500 |
| December 3, 2003 | 2,000  | 7.550 |
| December 3, 2003 | 670    | 7.600 |
| December 4, 2003 | 3,000  | 6.900 |
| December 4, 2003 | 2,000  | 6.950 |
| December 8, 2003 | 640    | 6.660 |
| December 8, 2003 | 620    | 6.650 |
| December 8, 2003 | 13,740 | 6.620 |
| December 8, 2003 | 6,100  | 6.570 |
| December 8, 2003 | 8,900  | 6.500 |

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As of December 10, 2003, Clal Electronics was the direct owner of 2,823,584 Ordinary Shares of the Issuer, constituting approximately 18.60% of the Ordinary Shares of the Issuer.

As of December 10, 2003, IDB Holding, IDB Development, Clal Industries and the Reporting Persons who are natural persons may be deemed to share the power to vote and dispose of the 2,823,584 Ordinary Shares held by Clal Electronics, constituting approximately 18.60% of the Ordinary Shares.

Signature

After reasonable inquiry and to the best of knowledge and belief of the undersigned, the undersigned hereby certify that the information set forth in this Statement is true, complete and correct.

Dated: December 2, 2003,

CLAL ELECTRONICS INDUSTRIES LTD.  
CLAL INDUSTRIES AND INVESTMENTS LTD.  
IDB DEVELOPMENT CORPORATION LTD.  
IDB HOLDING CORPORATION LTD.  
NOCHI DANKNER

SHELLY DANKNER-BERGMAN  
AVRAHAM LIVNAT  
RUTH MANOR

By: IDB HOLDING CORPORATION LTD.

By: S/

Zehavit Joseph and Arthur Caplan

Zehavit Joseph and Arthur Caplan, authorized signatories of IDB Holding Corporation Ltd. for itself and on behalf of Clal Electronics Industries Ltd., Clal Industries and Investments Ltd., IDB Development Corporation Ltd., Nochi Dankner, Shelly Dankner-Bergman, Avraham Livnat and Ruth Manor pursuant to the agreements annexed to Amendment No. 1 to Schedule 13D as exhibits 5-11, as filed.

Exhibit 1

(Information provided as of December 10, 2003 in response to Items 2 through 6 of Schedule 13D)  
Executive Officers and Directors of  
Clal Industries and Investments Ltd.

Address is: 3 Azrieli Center, Triangle Tower, Tel Aviv 67023, Israel  
(citizenship the same as country of residence unless otherwise noted)

| <u>Name and Address</u>   | <u>Position in Clal Industries</u> | <u>Principal Occupation</u>                                |
|---|------------------------------------|--|
| Nochi Dankner<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel             | Chairman of the Board              | Business Manager,<br>Chairman and Director of<br>Companies |
| Shelly Dankner-Bergman<br>12 Recanati St,<br>Ramat-Aviv Gimel<br>Tel-Aviv 69494, Israel | Director                           | Director of Companies                                      |

|   |                     |  |
|---|---------------------|--|
| Zvi Livnat<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel                  | Director and Co-CEO | Vice President of Taavura Holdings   |
| Avi Fischer<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel                 | Director and Co-CEO | Partner in Fischer, Behar, Chen & Co. law firm, Chairman of Ganden Tourism & Aviation Ltd., Vice-Chairman of Ganden Holdings Ltd., Director of Companies |
| Isaac Manor*<br>26 Hagderot St. Savion,<br>Israel   | Director            | Chairman of the Board of Automobile Companies  |
| Dori Manor*<br>18 Hareches St. Savion,<br>Israel  | Director            | CEO of Automobile Companies  |
| Lior Hannes<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel                 | Director            | CEO of Ganden Tourism & Aviation Ltd., Director of Companies   |
| Refael Bisker<br>46 Rothschild Blvd., 22 <sup>nd</sup><br>floor Tel-Aviv 66883,<br>Israel | Director            | CEO of Ganden Real Estate Ltd., Chairman & Director of Companies   |
| Darko Horvat**<br>20 Kensington Park<br>Gardens, London<br>W113HD, UK                     | Director            | Founder, owner and president of Aktiva group   |
| Mark Schimmel***<br>54-56 Euston St. London<br>NW1 U.K.                                   | Director            | Director of Companies  |
| Yecheskel Dovrat<br>1 Nachshon St. Ramat<br>Hasharon, Israel                              | Director            | Economics consultant & Director of Companies   |

|   |   |  |
|---|---|--|
| <p>Eliahu Cohen<br/>3 Azrieli Center,<br/>Triangular Tower,<br/>Tel Aviv, Israel</p>            | <p>Director</p>                               | <p>Director and Chief Executive<br/>Officer of IDB Holding and<br/>IDB Development</p> |
| <p>David Leviatan<br/>18 Mendele Street<br/>Herzelia, Israel</p>                                | <p>Director</p>                               | <p>Director of Companies</p>   |
| <p>Nachum Langental<br/>3a Jabotinski Street,<br/>Ramat Gan, Israel</p>                         | <p>External Director</p>                      | <p>Director of Companies</p>   |
| <p>Aliza Rotbard<br/>6, Rosenblum Street;<br/>#6101 Sea &amp; Sun<br/>Tel Aviv, Israel</p>      | <p>External Director</p>                      | <p>CEO of DOORS Information Systems, Inc.</p>  |
| <p>Azri Gonen<br/>3 Azrieli Center,<br/>Triangular Tower,<br/>Tel Aviv, Israel</p>              | <p>Executive Vice<br/>President</p>           | <p>Executive Vice President of Clal Industries</p>                                     |
| <p>Nitsa Einan<br/>3 Azrieli Center,<br/>Triangular Tower,<br/>Tel Aviv, Israel</p>             | <p>Vice President and<br/>General Counsel</p> | <p>General Counsel of Clal Industries</p>  |
| <p>Gil Milner<br/>3 Azrieli Center,<br/>Triangular Tower,<br/>Tel Aviv, Israel</p>              | <p>Vice President and<br/>Controller</p>      | <p>Controller of Clal Industries</p>   |
| <p>Gonen Bieber *****<br/><br/>3 Azrieli Center,<br/>Triangular Tower, Tel<br/>Aviv, Israel</p> | <p>Vice President and<br/>Finance Manager</p> | <p>Finance Manager<br/><br/>of Clal Industries</p>                                     |
| <p>Guy Rosen<br/>3 Azrieli Center,<br/>Triangular Tower,</p>                                    | <p>Special Assistant to<br/>the CEO</p>       | <p>Special Assistant to the CEO of Clal Industries</p>                                 |



Tel Aviv, Israel

Boaz Simons                      Special Assistant to      Special Assistant to the CEO of Clal Industries  
3 Azrieli Center,              the CEO  
Triangular Tower,  
Tel Aviv, Israel

- \* Mr. Isaac Manor and Mr. Dori Manor are dual citizens of Israel and France.
- \*\* Mr. Darko Horvat is a citizen of Slovenia.
- \*\*\* Mr. Mark Schimmel is a citizen of Great Britain.
- \*\*\*\* Mr. Gonen Bieber is a dual citizen of Israel and the Republic of Germany.

Based on the information provided to the Reporting Persons, during the past five years, none of the persons listed above has been convicted, or is subject to a judgment, decree or final order, in any of the legal proceedings enumerated in Items 2 (d) and 2 (e) of Schedule 13D.

Exhibit 2

(Information provided as of December 10, 2003 in response to Items 2 through 6 of Schedule 13D)

Executive Officers and Directors of  
Clal Electronics Industries Ltd.

Address is: 3 Azrieli Center, Triangle Tower, Tel Aviv 67023, Israel  
(citizenship the same as country of residence unless otherwise noted)

| <u>Name and Address</u>   | <u>Position</u>              | <u>Principal Occupation</u>        |
|---|------------------------------|------------------------------------|
| Gil Milner<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel  | Director and Controller      | Controller of Clal Industries      |
| Gonen Bieber *  | Director and Finance Manager | Finance Manager of Clal Industries |
| 3 Azrieli Center,<br>Triangular Tower, Tel Aviv,<br>Israel                |                              |                                    |
| Nitsa Einan<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel | General Counsel              | General Counsel of Clal Industries |

\* Mr. Gonen Bieber is a dual citizen of Israel and the Republic of Germany.

Based upon information provided to the Reporting Persons, during the past five years, none of the persons listed above has been convicted, or is subject to a judgment, decree or final order, in any of the legal proceedings enumerated in Items 2 (d) and 2 (e) of Schedule 13D.

## Exhibit 3

(Information provided as of December 10, 2003 in response

to Items 2 through 6 of Schedule 13D)

Executive Officers, Directors and Persons Controlling

IDB Holding Corporation Ltd.

Address is: 3 Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel

(citizenship the same as country of residence unless otherwise noted)

| <u>Name and Address</u>   | <u>Position</u>       | <u>Principal Occupation</u>   |
|---|-----------------------|---|
| Nochi Dankner<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel             | Chairman of the Board | Business Manager, Chairman<br>and Director of Companies   |
| Shelly Dankner-Bergman<br>12 Recanati St, Ramat-Aviv<br>Gimel Tel-Aviv 69494,<br>Israel | Director              | Director of Companies   |
| Zvi Livnat<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel                | Director              | Co-CEO of Clal Industries,<br>Vice President of Taavura<br>Holdings   |
| Avi Fischer<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel               | Director              | Co-CEO of Clal Industries,<br>Partner in Fischer, Behar, Chen<br>& Co. law firm, Chairman of<br>Ganden Tourism & Aviation<br>Ltd., Vice-Chairman of Ganden<br>Holdings Ltd., Director of<br>Companies |
| Isaac Manor*<br>26 Hagderot St. Savion,<br>Israel                                       | Director              | Chairman of the Board of<br>Automobile Companies  |
|   | Director              |   |

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|  |                      |  |
|--|----------------------|--|
| Dori Manor*<br>18 Hareches St. Savion,<br>Israel                                       |                      | CEO of Automobile<br>Companies   |
| Lior Hannes<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel              | Director             | CEO of Ganden Tourism &<br>Aviation Ltd., Director of<br>Companies     |
| Refael Bisker<br>46 Rothschild Blvd., 22 <sup>nd</sup><br>floor Tel-Aviv 66883, Israel | Director             | CEO of Ganden Real Estate<br>Ltd., Chairman & Director of<br>Companies |
| Darko Horvat**<br>20 Kensington Park<br>Gardens, London W113HD,<br>UK                  | Director             | Founder, owner and president<br>of Aktiva group                        |
| Jacob Schimmel***<br>54-56 Euston St. London<br>NW1 U.K.                               | Director             | Chairman & CEO of UKI<br>Investments                                   |
| Shaul Ben-Zeev<br>Taavura Junction, P.O.Box<br>320 Ramla 72102, Israel                 | Director             | CEO of Avraham Livnat Ltd.   |
| Eliahu Cohen<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel             | Director and CEO     | CEO of IDB Holding and IDB<br>Development                              |
| Daniel Doron<br>16 Levy Eshkol Street,<br>Tel Aviv, Israel                             | Independent Director | Business Consultant  |
| Shmuel Lachman<br>9a Kehilat Jatimir Street,<br>Tel Aviv, Israel                       | Independent Director | Information Technology Consultant                                      |
| Rolando Eisen<br>2A Geiger Street<br>Neveh Avivim, Tel Aviv,<br>Israel                 | Independent Director | Director of Companies  |

Meir Rosenne  
14 Aluf Simhony Street  
Jerusalem, Israel

Director

Attorney

Zehavit Joseph\*\*\*\*  
3 Azrieli Center,  
Triangular Tower,  
Tel Aviv, Israel

Executive Vice  
President and Chief Financial Officer

Executive Vice  
President and Chief Financial  
Officer of IDB Holding and  
IDB Development

Haim Tabouch  
3 Azrieli Center,  
Triangular Tower,  
Tel Aviv, Israel

Controller

Controller of IDB Holding and  
IDB Development

\* Mr. Isaac Manor and Mr. Dori Manor are dual citizens of Israel and France.

\*\* Mr. Darko Horvat is a citizen of Slovenia.

\*\*\* Mr. Jacob Schimmel is a citizen of Great Britain.

\*\*\*\* Dr. Zehavit Joseph is a dual citizen of Israel and the United States.

Based on the information provided to the Reporting Persons, during the past five years, none of the persons listed above has been convicted, or is subject to a judgment, decree or final order, in any of the legal proceedings enumerated in Items 2 (d) and 2 (e) of Schedule 13D.

Exhibit 4

(Information provided as of December 10, 2003 in response

to Items 2 through 6 of Schedule 13D)

Executive Officers and Directors of  
IDB Development Corporation Ltd.

Address is: 3 Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel

(citizenship is Israel, unless otherwise noted)

| <u>Name and Address</u>  | <u>Position</u>       | <u>Principal Occupation</u>                                |
|--|-----------------------|--|
| Nochi Dankner<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel                | Chairman of the Board | Business Manager,<br>Chairman and Director<br>of Companies |
| Shelly<br>Dankner-Bergman<br>12 Recanati St,<br>Ramat-Aviv Gimel<br>Tel-Aviv 69494, Israel | Director              | Director of Companies                                      |
| Zvi Livnat<br>3 Azrieli Center,<br>Triangular Tower,                                       | Director              | Co-CEO of Clal<br>Industries, Vice<br>President of Taavura |

| Tel Aviv, Israel  |                  | Holdings  |
|---|------------------|---|
| Isaac Manor*<br>26 Hagderot St. Savion,<br>Israel   | Director         | Chairman of the Board<br>of Automobile<br>Companies                 |
| Dori Manor*<br>18 Hareches St. Savion,<br>Israel  | Director         | CEO of Automobile<br>Companies                                      |
| Lior Hannes<br>46 Rothschild Blvd.,<br>22 <sup>nd</sup> floor Tel-Aviv<br>66883, Israel   | Director         | CEO of Ganden Tourism & Aviation Ltd.,<br>Director of companies     |
| Refael Bisker<br>46 Rothschild Blvd.,<br>22 <sup>nd</sup> floor Tel-Aviv<br>66883, Israel | Director         | CEO of Ganden Real Estate Ltd., Chairman &<br>Director of Companies |
| Darko Horvat**<br>20 Kensington Park<br>Gardens, London<br>W113HD, UK                     | Director         | Founder, owner and president of Aktiva group                        |
| Jacob Schimmel***<br>54-56 Euston St. London<br>NW1 U.K.                                  | Director         | Chairman & CEO of UKI Investments                                   |
| Shaul Ben-Zeev<br>Taavura Junction,<br>P.O.Box 320 Ramla<br>72102, Israel                 | Director         | CEO of Avraham Livnat Ltd.  |
| Eliahu Cohen<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel                | Director and CEO | CEO of IDB Holding and IDB<br>Development                           |
| Abraham Ben Joseph<br>87 Haim Levanon St.,<br>Tel Aviv, Israel                            | Director         | Director of Companies   |

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|  |   |   |
|--|---|---|
| Arnon Gafny<br>55 Moshe Kol St.,<br>Jerusalem, Israel                            | Independent Director  | Economist   |
| Rami (Avraham) Mardor<br>33 Haoranim St., Kfar<br>Shmariyahu, Israel             | Independent Director  | Director of Companies   |
| Zehavit Joseph****<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel | Executive Vice<br>President and<br>Chief Financial<br>Officer | Executive Vice<br>President and Chief Financial Officer of IDB Holding<br>and IDB Development |
| Haim Tabouch<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel       | Controller  | Controller of IDB Holding and IDB Development   |
| Avi Shani<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel          | Vice President,<br>Investments &<br>Chief Economist           | Vice President, Investments & Chief Economist of<br>IDB Development                           |

\* Mr. Isaac Manor and Mr. Dori Manor are dual citizens of Israel and France.

\*\* Mr. Darko Horvat is a citizen of Slovenia.

\*\*\* Mr. Jacob Schimmel is a citizen of Great Britain.

\*\*\*\* Dr. Zehavit Joseph is a dual citizen of Israel and the United States.

Based on the information provided to the Reporting Persons, during the past five years, none of the persons listed above has been convicted, or is subject to a judgment, decree or final order, in any of the legal proceedings enumerated in Items 2 (d) and 2 (e) of Schedule 13D.