# Clal Insurance Enterprises Holdings Ltd.

# As of March 31, 2019

**This report is an unofficial translation from the Hebrew language and is intended for convenience purposes only.**

**The binding version of the report is in the Hebrew language only.**

## Table of Contents

The Board of Directors' Report regarding the state of the corporation's affairs for the period ended March 31, 2019 (hereinafter: the "**Board of Directors' Report**") reviews the principal changes which occurred in the operations of Clal Insurance Enterprises Holdings Ltd. (hereinafter: the "**Company**") in the first three months of 2019 (hereinafter: the "**Reporting Period**").

The Board of Directors' Report was prepared in accordance with the Securities Regulations (Periodic and Immediate Reports), 1970. The Board of Directors' Report with respect to insurance business operations was prepared in accordance with the Insurance Business Control Regulations (Particulars of Report), 1998, and in accordance with circulars issued by the Commissioner of the Capital Markets, Insurance and Savings (hereinafter: the **"Commissioner"**).

## 1. Description of the Company's Controlling Shareholders

Presented below are details regarding the principal shareholders of the Company, whose shares are listed for trade on the stock exchange. The principal shareholders and their approximate holding rates are as follows:

| | As of March 31, 2019 | | Proximate to the publication date of the report | |
|---|---|---|---|---|
| | Holding of voting rights | Holding of voting rights at full dilution [1)] | Holding of voting rights | Holding of voting rights at full dilution [1)] |
| Shareholder | % | | | |
| IDB Development Corporation Ltd. | 25.32 | 25.18 | 20.33 | 20.22 |

It is noted that IDB Development holds shares of the Company, directly and indirectly, through a trustee who was appointed to hold the Company's control shares. The investment in the Company includes, in addition to the aforementioned holding, also an investment through swap transactions at a rate of approximately 24%.
For additional details regarding IDB Development's holdings in the Company, and regarding IDB Development's obligation to sell its shares, see Note 1 to the interim financial statements.

[1] The fully diluted holding rate was presented based on the theoretical assumption that all options granted by the Company would be exercised. For additional details, see Note 41 to the annual financial statements.

## 2. Material Developments and Changes in the Macroeconomic Environment During the Reporting Year

The total impact of the market developments specified below on the Group's results during the reporting period was reflected in increases in the capital markets and in a decrease of the interest rates which are used to calculate insurance liabilities. For additional details, see Note 8(a) to the interim financial statements.

| Parameter | Data for the period |
|---|---|
| **Developments in the Israeli economy and employment rate** | According to the preliminary estimate of the Central Bureau of Statistics, GDP increased by 5.2% in the first quarter (in annual terms), at fixed prices and after deducting the effects of seasonality. This increase was subsequent to the increases of 3.9% and 2.8% in the fourth and third quarters of 2018, respectively. The increase of GDP in the first quarter of the year reflects an increase in personal consumption expenditure and in fixed capital investment, which were affected by the significant increase in vehicle imports in the first quarter of 2019.<br>According to the labor force survey of the Central Bureau of Statistics for the first quarter of 2019 (as compared with the fourth quarter of 2018):<br>• Unemployment rate from the labor force among persons aged 15 or older: 4.1% (4.2% in the previous quarter).<br>• Participation rate in the labor force among persons aged 15 or older: 64.1% (64.0% in the previous quarter).<br>• Employment rate among persons aged 15 or older: 61.5% (61.3% in the previous quarter).<br>• Unemployment rate in the labor force among persons aged 25-64: 3.6% (as compared with 3.7% in the previous quarter).<br>• Participation rate in the labor force among persons aged 25-64: 80.7% (80.3% in the previous quarter).<br>• Employment rate among persons aged 25-64: 77.7% (77.4% in the previous quarter). |
| **Inflation data** | Since the beginning of the year, the known consumer price index decreased at a rate of 0.3%.<br>During the last twelve months (March 2019 vs. March 2018), the consumer price index increased by 1.4%.<br>After the reporting date, the price index for April was published, which rose by approximately 0.3%. |
| **Exchange rates** | In the first quarter of 2019, the NIS increased vs. the USD by approximately 3%, and vs. the EUR by approximately 5%. Foreign currency balances in the Bank of Israel at the end of March 2019 amounted to approximately USD 118 billion, as compared with approximately USD 115 billion in 2018. |
| **Development of the interest rate and yields** | For details the impact of the low interest rate environment, see Note 8(a) to the financial statements.<br>The Bank of Israel interest rate is currently 0.25%.<br>According to the assessment of the Bank of Israel's research division, which was conducted in April, the Bank of Israel interest rate is expected to be increased to 0.5% towards the end of 2019. |
| **Developments in the capital market in Israel and around the world (in terms of local currency)** | See table below.<br>For additional details, see Note 5 to the interim financial statements.<br>For details regarding the effects on the financial results, see section 3 below. |
| **Global economic developments** | The global economy is continuing a trend of growth, although a certain trend of moderation has been apparent in recent months.<br>**United States** - In the first quarter of 2019, the American economy grew by approximately 3.2% (in annual terms). The Fed changed direction and reversed the restrictive monetary policy which it had adopted in 2018 - the interest rate increases were stopped at a level of 2.25%-2.5%, and it was also announced that the balance sheet reduction plan would be stopped later in the year. In the early months of 2019, negotiations have been conducted towards resolving the trade disputes between the United States and China. It should also be noted that the labor market is continuing to present a very positive trend.<br>**Europe** - The European economy grew at a rate of 1.2% in the first quarter of 2019 (in annual terms). The weakness of the European economy in early 2019 was due to several factors, including the deceleration of global growth and the decrease in global trade, political problems in the Euro bloc (e.g., Brexit), and regulatory changes in the vehicle industry, which resulted in a decline in industrial activity. On the other hand, the labor market in Europe continued on a positive trend, which was reflected in the decreased unemployment rate and in increased salaries. The interest rate remained unchanged.<br>**China** - The economy of China grew in the first quarter of the year at a rate of 6.4% (in annual terms), similarly to the previous quarter. This growth rate is the lowest in the last 10 years, in light of the structural changes which are due to the transition from an export-driven economy to an economy driven by local demand. During this period, the Chinese government incentivized the Chinese economy by fiscal and monetary means, in order to maintain keep growth rates high. |

Developments in the capital market in Israel and around the world (in terms of local currency):

| In percent | Q1 | | For the year |
|---|---|---|---|
| **Stock indices in Israel** | **2019** | **2018** | **2018** |
| Tel Aviv 35 | **5.4** | (4.9) | (3.0) |
| Tel Aviv 90 | **10.2** | (1.7) | (3.0) |
| Tel Aviv 125 | **6.4** | (3.9) | (2.3) |
| Tel Aviv Growth | **15.4** | (0.8) | (15.6) |
| **Bond indices in Israel** | | | |
| General | **3.3** | (0.1) | (1.5) |
| Telbond CPI-linked | **3.8** | (0.3) | (0.7) |
| Telbond NIS-linked | **3.7** | (1.1) | (4.3) |
| Government CPI-linked | **3.5** | 0.3 | (1.4) |
| Government NIS-linked | **2.3** | 0.2 | (1.2) |
| **Global stock indices** | | | |
| Dow Jones | **11.8** | (2.8) | (6.2) |
| NASDAQ | **17.2** | 1.6 | (4.5) |
| Nikkei Tokyo | **6.0** | (7.1) | (12.1) |
| CAC - Paris | **13.1** | (2.3) | (11.0) |
| FTSE - London | **8.2** | (7.7) | (12.5) |
| DAX - Frankfurt | **9.2** | (6.1) | (18.3) |
| MSCI WORLD | **12.7** | (2.8) | (11.2) |

# 3. Board of Directors' Remarks Regarding the Corporation's Business Position

## 3.1 Financial information by operating segments (for details regarding operating segments, see Note 4 to the interim financial statements).

### A. Reporting period

Gross premiums earned in the reporting period amounted to a total of approximately NIS 2,411 million, as compared with a total of approximately NIS 2,475 million in the corresponding period last year. The decrease in premiums was primarily due to the conclusion of the engagement with Maccabi health fund regarding collective long-term care insurance (in the corresponding period last year, premiums were recorded in the amount of approximately NIS 183 million from that agreement). On the other hand, an increase was recorded in premiums earned in life insurance, relative to last year.

Comprehensive income after tax attributable to company shareholders during the reporting period amounted to a total of approximately NIS 209 million, as compared with comprehensive loss of approximately NIS 116 million in the corresponding period last year. Return on equity in annual terms during the reporting period amounted to a rate of 17.1%, as compared with a negative rate of 9.2% in the corresponding period last year.

Comprehensive income in the reporting period was primarily affected by the increase in capital market returns, which were higher than the returns in the corresponding period last year, and which were reflected in the increase of investment income, which resulted, inter alia, in closing the liability to policyholders with respect to the collection of variable management fees[2], and also resulted in the collection of variable management fees in the amount of approximately NIS 170 million, as compared with collection in the amount of approximately NIS 13 million last year.

The results in the reporting period and in the corresponding period last year included, inter alia, the following detailed effects[3]:

| NIS in millions | Q1 2019 Unaudited | Q1 2018 Unaudited | For the year 2018 Audited |
|---|---|---|---|
| **Life insurance** - Low interest rate environment and LAT: | | | |
| Change in the discount interest rate used in the calculation of the liability to supplement the annuity and paid pension reserves | **(27)** | 7 | 85 |
| Change in the liability to supplement annuity reserves (K factor) | - | (34) | 135 |
| Liability adequacy test (LAT) | **(76)** | (112) | 75 |
| **Total life insurance** | **(103)** | (139) | 295 |
| **Non-life insurance** - Impact of the Winograd committee's recommendations[4] | **(25)** | 27 | 52 |
| **Long-term care insurance in the health segment** - Liability adequacy test (LAT) | **(36)** | (63) | - |
| Amortization of goodwill - provident funds | - | - | (115) |

In the operating segment, other than the effects of the capital market, and the effects described above, a deterioration was recorded in health insurance, due to the negative development in claims, which was reflected in the actuarial model relative to the corresponding period last year.

2 "Liabilities to policyholders with respect to the collection of variable management fees" - cumulative negative returns during the reporting period, which will be deducted, for the purpose of calculating management fees, from positive returns in subsequent periods. As of December 31, 2018, there was a liability with respect to the collection of variable management fees in the amount of approximately NIS 87 million, which fully closed during the reporting period.

3 For details regarding additional effects on the results of the operating segments, see section C below.

4 For additional details, see Note 39(e)(e2)(4)(f) to the annual financial statements.

# 3. Board of Directors' Remarks Regarding the Corporation's Business Position

## 3.1 Financial information by operating segments (for details regarding operating segments, see Note 4 to the financial statements).

### B. Developments subsequent to the reporting period

For details regarding the Group's intention of publishing shelf prospectuses for the Company and for Clalbit Finance, and for details regarding a merger between the companies Clal Consumer Credit, Clal Credit and Finance, HaClal HaRishon and Clal Insurance subsequent to the reporting date, see Note 8.

### C. Additional primary details and additional primary effects, by segments

**Presented below are details regarding the main components included in comprehensive income:**

| | | Q1 | | For the year |
|---|---|---|---|---|
| | | 2019 | 2018 | 2018 |
| NIS in millions | Item | Unaudited | | Audited |
| Life insurance | 3.1.1.1 | **119** | (155) | 144 |
| Pension | 3.1.1.3 | **1** | 2 | (16) |
| Provident | 3.1.1.3 | **5** | 3 | (105) |
| Total long term savings division | | **125** | (150) | 23 |
| Non-life insurance | 3.1.2 | **70** | 73 | 47 |
| Health | 3.1.3 | **25** | (42) | (165) |
| Financing expenses | 3.1.6 | **29** | 27 | 132 |
| Other and items not included in the insurance branches | 3.1.4 | **127** | (34) | (34) |
| Total comprehensive income (loss) before tax | | **318** | (180) | (261) |
| Taxes (tax benefit) on comprehensive income | | **107** | (65) | (117) |
| Total comprehensive income (loss) for the period, net of tax | | **211** | (115) | (144) |
| Attributable to Company shareholders | | **209** | (116) | (148) |
| Attributable to non-controlling interests | | **1** | 1 | 4 |
| Return on equity in annual terms (in percent) *) | | **17.1** | (9.2) | (2.9) |

***)** Return on equity is calculated by dividing the profit for the period attributable to the Company's shareholders, by the equity as of the beginning of the period attributable to the Company's shareholders.

# 3. Board of Directors' Remarks Regarding the Corporation's Business Position (Cont.)

## 3.1 Financial information by operating segments (Cont.)

### 3.1.1. Long term savings

### 3.1.1.1. Life insurance operations

| Life insurance | Q1 2019 | Q1 2018 | Note |
|---|---|---|---|
| Gross premiums earned | **1,498** | 1,408 | For additional details, see section 3.1.1.2 below. |
| Comprehensive income (loss) | **119** | (155) | The transition to income during the reporting period was primarily due to the increase in investment income during the reporting period, relative to the corresponding period last year.<br><br>During the reporting period, gross real returns were achieved in profit sharing policies at a rate of 5.41%, as compared with a rate of 0.38% last year, such that, during the reporting period, the liability to policyholders with respect to the collection of variable management fees variable management fees was closed, and additionally, variable management fees were collected in the amount of approximately NIS 170 million, as compared with a total of approximately NIS 13 million last year. The financial margin in life insurance amounted to a total of approximately NIS 405 million, as compared with a total of approximately NIS 162 million last year.<br><br>Additionally, during the reporting period, the reserves increased due to the low interest rate environment and LAT in the amount of approximately NIS 103 million, as compared with an increase of the reserves in the amount of approximately NIS 139 million in the corresponding period last year. |
| The redemption rates of life insurance policies from the average reserve, in annual terms | **1.8%** | 2.0% | |
| Investment income applied to policyholders after management fees | **2,476** | (109) | |

### 3.1.1.2 Data regarding premiums earned, management fees and financial margin in life insurance:

| NIS in millions | Q1 2019 | Q1 2018 | For the year 2018 |
|---|---|---|---|
| Variable management fees | **170** | 13 | 3 |
| Fixed management fees | **113** | 105 | 433 |
| **Total management fees** | **284** | 118 | 436 |
| **Total financial margin and management fees** | **405** | 162 | 515 |
| Current premiums | **1,314** | 1,342 | 5,388 |
| Non-recurring premiums | **184** | 66 | 459 |
| **Total gross premiums earned** | **1,498** | 1,408 | 5,847 |
| Current premiums | **14** | 17 | 69 |
| Non-recurring premiums | **111** | 74 | 368 |
| **Total premiums with respect to pure savings** | **125** | 91 | 437 |

# 3. Board of Directors' Remarks Regarding the Corporation's Business Position (Cont.)

## 3.1 Financial information by operating segments (Cont.)

### 3.1.1. Long term savings (Cont.)

#### 3.1.1.2 Data regarding premiums earned, management fees and financial margin in life insurance: (Cont.)

Details regarding the rates of return in profit-sharing policies *)

| In percent | Policies issued during the years 1992 to 2003 (Fund J) | | | Policies issued beginning in 2004 (New Fund J) | | |
|---|---|---|---|---|---|---|
| | Q1 | | Year | Q1 | | Year |
| | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 |
| Real return before payment of management fees | **5.41** | 0.38 | (1.13) | **5.33** | 0.31 | (1.71) |
| Real return after payment of management fees | **4.75** | 0.20 | (1.70) | **5.06** | 0.04 | (2.78) |
| Nominal return before payment of management fees | **5.10** | 0.08 | 0.05 | **5.02** | 0.01 | (0.53) |
| Nominal return after payment of management fees | **4.44** | (0.10) | (0.52) | **4.75** | (0.26) | (1.62) |

*) For details regarding the change in the consumer price index, see Note 2 to the interim financial statements.

#### 3.1.1.3 Pension and provident

| | Provident | | Pension | |
|---|---|---|---|---|
| | Q1 | | Q1 | |
| | 2019 | 2018 | 2019 | 2018 |
| **Comprehensive income** | **5** | 3 | **1** | 2 |
| **Contributions** | **510** | 388 | **1,465** | 1,412 |

### 3.1.2 Non-life insurance - Presented below is the distribution of premiums and comprehensive income:

| Non-life insurance | Q1 2019 | Q1 2018 | Note |
|---|---|---|---|
| Gross premiums | **687** | 681 | |
| Comprehensive income | **70** | 73 | The results during the reporting period were affected, inter alia, by an increase in the provision with respect to the Winograd committee's recommendations in the amount of approximately NIS 25 million, as compared with a decrease of the provision in the amount of approximately NIS 27 million in the corresponding period last year. On the other hand, during the reporting period, an increase was recorded in surplus investment income over the income required to cover the increase in insurance liabilities due to discounting and linkage, relative to the corresponding period last year. Apart from these effects, during the reporting period, loss was recorded in the third-party branch, while on the other hand, an improvement was recorded in claims in the fire and property and comprehensive apartment branches, relative to the corresponding period last year. |
| **Motor property** | | | |
| Gross premiums | **216** | 222 | |
| Comprehensive income before tax | **14** | 12 | |
| Gross LR | **70%** | 68% | |
| LR on retention | **70%** | 69% | |
| Gross CR | **96%** | 94% | |
| CR on retention | **97%** | 95% | |
| **Compulsory motor** | | | |
| Gross premiums | **144** | 144 | |
| Comprehensive income | **38** | 42 | Reporting period - An increase was recorded in the provision with respect to the Winograd committee's recommendations in the amount of approximately NIS 12 million, as compared with a decrease of the provision in the amount of approximately NIS 15 million in the corresponding period last year. On the other hand, during the reporting period, an increase was recorded in surplus investment income over the income required to cover the increase in insurance liabilities due to discounting and linkage, relative to the corresponding period last year. |

# 3. Board of Directors' Remarks Regarding the Corporation's Business Position

## 3.1 Financial information by operating segments (Cont.)

### 3.1.2 Non-life insurance - presented below is the distribution of premiums and comprehensive income (Cont.)

| | Q1 2019 | Q1 2018 | Note |
|---|---|---|---|
| **Property and others branches** | | | |
| Gross premiums | **209** | 195 | |
| Comprehensive income (loss) | **8** | (3) | The transition to income during the reporting period was primarily due to the improvement of claims in fire and property and comprehensive apartment branches. |
| Gross LR | **40%** | 51% | |
| LR on retention | **37%** | 60% | |
| Gross CR | **70%** | 82% | |
| CR on retention | **95%** | 109% | |
| **Credit insurance** | | | |
| Gross premiums | **27** | 27 | |
| Comprehensive income | **11** | 8 | The increase in income during the reporting period was primarily due to the increase in surplus investment income over the required income, which were partly offset by the deterioration in claims during the reporting period relative to last year. |
| LR on retention | **33%** | 16% | |
| CR on retention | **60%** | 35% | |
| **Liability branches** | | | |
| Gross premiums | **92** | 93 | |
| Comprehensive income | - | 15 | During the reporting period, an increase was recorded in the provision with respect to the Winograd committee's recommendations in the amount of approximately NIS 13 million, as compared with a decrease of the provision in the amount of approximately NIS 12 million in the corresponding period last year, and losses were recorded in the third party branch, relative to the corresponding period last year. On the other hand, during the reporting period, an increase was recorded in surplus investment income over the income required to cover the increase in insurance liabilities due to discounting and linkage, relative to the corresponding period last year. |

### 3.1.3. Health insurance

| | Q1 2019 | Q1 2018 | Note |
|---|---|---|---|
| **Gross premiums earned** | 339 | 505 | The decrease in premiums was primarily due to the conclusion of the engagement with Maccabi health fund regarding collective long-term care insurance. For additional details, see Note 43(d) to the annual financial statements. |
| **Comprehensive income (loss)** | 25 | (42) | The transition to income during the reporting period was primarily due to the increase in surplus investment income over the income required to cover the increase in insurance liabilities, relative to the corresponding period last year. Additionally, during the reporting period, the provision with respect to the liability adequacy test (LAT) increased, which affected comprehensive income in the amount of approximately NIS 36 million, as compared with a provision of approximately NIS 63 million last year.<br><br>The improvement in results was partly offset by the negative development in collective long-term care claims, which was reflected in the actuarial model. |

Details regarding the investment income which was applied to policyholders in health insurance policies of the profit-sharing long-term care type:

| NIS in millions | Profit sharing long-term care policies of the individual and collective types – Q1 2019 | Q1 2018 | For the year 2018 |
|---|---|---|---|
| Investment income applied to policyholders | **55** | (6) | (37) |

# 3. Board of Directors' Remarks Regarding the Corporation's Business Position (Cont.)

## 3.1 Financial information by operating segments (Cont.)

### 3.1.4. Other and items not included in the insurance branches

| NIS in millions | Q1 2019 | Q1 2018 | Note |
|---|---|---|---|
| Total comprehensive income (loss) before tax | **127** | (34) | Reporting period - The increase in income during the reporting period was primarily due to investment income in the amount of approximately NIS 142 million during the reporting period, as compared with investment loss in the amount of approximately NIS 14 million in the corresponding period last year. |

### 3.1.5 General and administrative expenses

General and administrative expenses amounted to a total of approximately NIS 224 million, as compared with a total of approximately NIS 225 million last year.

### 3.1.6. Financing expenses in operations which are not allocated to segments

The Group's financing expenses are primarily affected by changes in the known consumer price index (for additional details, see Note 2 to the interim financial statements) and by raisings and repayments of debt.
Financing expenses in the reporting period amounted to a total of approximately NIS 29 million, as compared with approximately NIS 27 million in the corresponding period last year.

## 3.2 Principal data from the consolidated statements of financial position

### 3.2.1. Assets

| NIS in millions | As of March 31 2019 | As of March 31 2018 | Rate of change % |
|---|---|---|---|
| Other financial investments [1)] | **31,737** | 31,234 | 2 |
| Assets managed for others (non-nostro) in the Group (NIS in millions): | | | |
| For investment-linked insurance contracts and investment contracts | **66,222** | 64,773 | 2 |
| For provident fund members [1)] | **34,341** | 33,277 | 3 |
| For pension fund members *) | **69,977** | 62,783 | 11 |
| Total assets managed for others | **170,540** | 160,833 | 6 |
| Total managed assets | **202,277** | 192,067 | 5 |
| *) Out of this amount, total assets managed by Atudot Havatika | **10,552** | 10,129 | 4 |

1. The consolidated financial statements do not include the assets managed in provident funds (except for a provident fund regarding which Clal Insurance accepted upon itself an undertaking to deliver minimum guaranteed annual returns) and pension funds. For additional details, see Note 3(a)(2) to the annual financial statements.

### 3.2.2. Financial liabilities

As of the reporting date, the Group has no balances of debt which are not for capital purposes in the insurance companies.

# 3. Board of Directors' Remarks Regarding the Corporation's Business Position (Cont.)

## 3.2 Principal data from the consolidated statements of financial position (Cont.)

### 3.2.3. Capital and capital requirements

**A. Capital requirements in accordance with the provisions for implementation of an economic solvency regime [1).]**

The Group's insurance companies are subject to the provisions of the Solvency II-based economic solvency regime. In accordance with the Commissioner's directives, the insurance companies in the Group calculated the economic solvency ratio as of December 31, 2017, and are expected to calculate the economic solvency ratio as of December 31, 2018, by July 15, 2019.

It is noted that the calculation of the economic solvency ratio is based on data and models which may differ from those used by Clal Insurance in the financial reports, and which are based, inter alia, on forecasts and assumptions which rely, for the most part, on past experience. In particular, and as specified in the economic solvency regime circular, the calculation of the economic solvency ratio is significantly based on the embedded value calculation model. For additional details regarding the capital requirements which apply to the Group's member companies, and regarding restrictions on dividends, see Note 6 to the interim financial statements.

See also the economic solvency ratio report as of December 31, 2017 on the Group's website at https://www.clalbit.co.il/aboutclalinsurance/financialstatementsandpressrelease.

**1. Solvency ratio -**

| Equity for the purpose of the solvency capital requirement | As of December 31 | |
|---|---|---|
| | 2017 | 2016 |
| NIS in millions | Unaudited and unreviewed | |
| **Without taking into account the provisions for the distribution period, and including adjustment of the stock scenario:** | | |
| Equity for the purpose of the solvency capital requirement | 9,575 | 8,866 |
| Solvency capital requirement | 8,823 | 7,969 |
| Surplus [3)] | 752 | 897 |
| Solvency ratio | 109% | 111% |
| **Fulfillment of milestones, in consideration of the provisions for the distribution period and the adjustment of the stock scenario: [2)]** | | |
| Equity for the purpose of the solvency capital requirement | 8,773 | 7,887 |
| Solvency capital requirement | 5,196 | 4,418 |
| Surplus (deficit) | 3,577 | 3,469 |

**2. Minimum capital requirement (MCR)**

| Equity for the purpose of the solvency capital requirement | As of December 31 | |
|---|---|---|
| | 2017 | 2016 |
| NIS in millions | Unaudited and unreviewed | |
| Equity for the purpose of the minimum capital requirement | 6,514 | 6,009 |
| Minimum capital requirement (MCR) | 1,692 | 1,655 |

1) The capital requirement applies to Clal Insurance, including the consolidation of Clal Credit Insurance.
2) In accordance with the provisions during the distribution period, the solvency capital requirement as of December 31, 2017 and 2016 amounts to 65% and 60%, respectively, of the solvency capital requirement which is calculated in accordance with the adjustment of the stock scenario.
3) Subsequent to the reporting date, and until the publication date of the solvency ratio report, recognized Tier 2 capital decreased in the amount of approximately NIS 24 million, which resulted in an immaterial decrease in the solvency ratio.

# 3. Board of Directors' Remarks Regarding the Corporation's Business Position (Cont.)

## 3.2 Principal data from the consolidated statements of financial position (Cont.)

The Board of Directors of Clal Insurance has not yet determined the solvency ratio target based on the provisions of the economic solvency regime, as stated above. This determination constitutes a precondition for a dividend distribution. The foregoing may have a significant impact on the Company's ability to distribute dividends, which primarily depends on dividend distributions from Clal Insurance to the Company.

**B. For additional details regarding the capital requirements in accordance with the accounting solvency regime, see Note 6 to the interim financial statements.**

## 3.3. Financing sources

The Company considers it highly important to maintain and hold sufficient cash balances, in a manner that will allow it to repay its current liabilities, guarantees and letters of indemnity which it provided for the liabilities of wholly owned investee companies (see Note 39(d)(1) to the annual financial statements), and also to support, insofar as required, the capital needs of Clal Insurance and the liquidity needs with respect to the operations of other investee companies in the Group. Additional financing sources include, inter alia, dividend distributions from investee companies and the option to dispose investments in investee companies, debt raisings from the banking system and/or from the public, and capital raisings.

### 3.3.1. Liquid resources and credit facilities *)

The following are data regarding the principal liquid resources of the Company:

| NIS in millions | Balance as of March 31, 2019 | Proximate to the publication date of the report |
|---|---|---|
| Liquid resources of the Company (solo) | 48 | 48 |

*) As of the reporting period, the Company has no credit facilities.

### 3.3.2. Financing characteristics

A. The Company, due to its status as a holding company, evaluates, within the context of financing and liquidity, the value of its assets against its liabilities, as well as the existence of liquid resources available to it, and also evaluates the reasonable accessibility of those resources, as required to continue its operations.

B. The Company's operations (investments, general and administrative expenses and dividend distributions) are generally financed by dividends received from investee companies, by loans from banking corporations, and by considerations received from the sale of assets.

C. For details regarding the main financial movements in the Company (solo), see the interim cash flow data attributed to the Company itself (solo), which are included in the interim report.

D. For details regarding the Company's distributable earnings, which are adjusted to the Company's capital requirements, and regarding capital and capital requirements in the consolidated institutional entities and other companies in the Group, see Note 6 to the interim financial statements.

# 4. Restrictions and Supervision of the Corporation's Business

This chapter includes a review of highly significant laws, regulations, circulars, and position papers, or drafts of highly significant laws, regulations, circulars, and position papers, which apply to the activities of the Group's member companies and which are material to their activities, which were published by the Knesset, the Government, or the Commissioner of Capital Markets, Insurance and Savings, as applicable, after the date of publication of the annual financial statements.

## 4.1. General

### 4.1.1 Policy regarding the issuance of a permit for the holding of the means of control of an institutional entity without a controlling shareholder to entities which manage customers funds

Further to that stated in section 10.3.1.1(d) of the description of the corporation's business in the Company's financial report for 2018, in connection with the obligation to obtain a permit for the holding of an institutional entity's means of control from the Commissioner, in April 2019, a draft was published entitled "policy regarding the issuance of a permit for the holding of the means of control of an institutional entity without a controlling shareholder to entities which manage customer funds" (hereinafter: the "Draft Policy"). The draft policy is intended to set forth conditions which, when fulfilled, will allow the issuance of a holding permit (for holdings over 5% of a certain type of means of control) for institutional entities, mutual funds or ETF's which seek a permit for holding an institutional entity without a controlling shareholder. According to the draft policy, such a permit may be given in cases where the holding rate of the entity receiving the holding permit does not exceed 7.5% of the means of control of an institutional entity without a controlling shareholder, provided that its holdings which are not for its customers are less than 5%, with no requirement for present additional documents on behalf of the permit requestor.

### 4.1.2 Board of directors of institutional entities

Further to that stated in section 10.2.4 of the description of the corporation's business in the Company's financial report for 2018, in connection with the board of directors circular and its provisions, regarding the possibility of conducting joint board meetings for an institutional entity and for other corporations, in April 2019, a draft was published entitled "announcement of issues for discussion in joint meetings", which includes a list of issues regarding which the board members of an institutional entity may hold joint meetings with the board members of the institutional entity's parent company, or of an institutional entity controlled by the parent company, or controlled by the institutional entity, except if there is any concern of a conflict of interest or risk of significant harm to the independence of the board's discussion.

### 4.1.3 Consultation paper - easements regarding investment in InsurTech ventures

In May 2019, the Authority published a consultation paper on the subject of easements regarding investment in InsurTech ventures, which is intended to identify barriers to investment by insurance companies in ventures and infrastructure developments in the InsurTech branch, and to discuss possible methods of addressing such barriers. In the paper, the Authority presented several possible easements in the economic solvency regime and in the Investment Rules Regulations, which are intended to help overcome the aforementioned barriers, and sought to discuss the extent of their effectiveness, and the appropriate mechanism for their acceptance, as well as the existence of other possible easements.
The Company is studying the implications of the aforementioned consultation paper.

## 4. Restrictions and Supervision of the Corporation's Business (Cont.)

### 4.1. General (Cont.)

#### 4.1.4 Circular regarding customer service in institutional entities

In May 2019, a **second draft amendment was published to the circular regarding customer service in institutional entities**, which is intended to improve the quality of service given to customers of institutional entities. The draft sets forth, inter alia, provisions regarding details of which must be included in notices sent by an institutional entity to customers (including notices regarding financial charges); A requirement to provide human telephone response to customers within 5 minutes after the routing process, given by a representative who speaks the customer's language (including, as a minimum, the following languages: Hebrew, Arabic or Russian); A requirement stipulating that an institutional entity must respond to the customer using the means of communication by which the customers contacted it, unless requested otherwise by the customer; A requirement to document telephone calls with customers. The draft also includes the possibility of deviating from the waiting time by a maximum of 10%, out of all inquiries which were received, according to an annual average.

The draft circular regarding customer service in institutional entities, insofar as it becomes a binding circular, is expected to have broad operational consequences on the customer service processes in the Group's institutional entities, for the purpose of complying with the arrangements set forth in the draft; however, the Company is unable to estimate the full implications of the aforementioned draft, due to the uncertainty regarding the final version which will be published.

### 4.2 Health insurance

#### 4.2.1 Standard surgery policy

Further to that stated in Note 8.1.2.1 of the chapter "description of the corporation's business" in the Company's financial statements for 2018, in connection with a petition which was filed by the Israel Medical Association with the Supreme Court, against the Health Chapter in the Economic Plan Law (Legislative Amendments Regarding Implementation of the Economic Policy for Budget Years 2015 and 2016), 2015, which included, inter alia, provisions regarding the determination stating that the standard surgery policy which is marketed by all insurance companies in Israel must include coverage for surgery which will be performed only through a service provider that has an arrangement with the insurer, and that, in general, the insurance company will pay according to the standard surgery policy, with respect to a surgery, to the physician or medical institution which performed the surgery, according to the surgery arrangement only, and will not pay to the patient a monetary reimbursement or payment for the surgery, and further to the sections in the petition in which it was asserted, inter alia, that the aforementioned reform adversely affects the patients' possibility of access to physicians, which constitutes a breach of Basic Law: Human Dignity and Liberty, since it revokes from the citizens the possibility of choosing the best medical treatment in their perspective - in May 2019, the Court dismissed the petition.

## 4. Restrictions and Supervision of the Corporation's Business (Cont.)

## 4.3 Non-life insurance

### 4.3.1 Circular regarding certificates of insurance

Further to that stated in section 7.4.1 in the chapter "description of the corporation's business" in the Company's financial statements for 2018, in May 2019, the circular regarding certificates of insurance was published (hereinafter: the "**Circular Regarding Certificates of Insurance**"), which regulates the conduct of insurance companies upon issuance of certificates of insurance, and dictates a binding phrasing for the provision of such certificates. The circular regarding certificates of insurance determines, inter alia, that an insurance company will not issue an approval or an undertaking pertaining to the policy except in accordance with the provisions of the circular, and in accordance with the wording of the approval which was attached as an annex to the circular.

According to the Company's estimate, the circular regarding certificates of insurance may result in increased operational efficiency on all matters associated with the issuance of certificates of insurance, and lead to standardization and certainty on all matters associated with the scope of insurance coverage.

**The Company's estimate in connection with the provisions of the draft circular regarding certificates of insurance constitutes forward looking information, which is based on the information which is available to the Group as of the reporting date. Actual results may differ from the forecasted results, which depend, inter alia, on the conduct of policyholders, entities requesting approval and competitors.**

### 4.3.2 Draft circular regarding garages and loss adjusters

In May 2019, the Commissioner published a second draft regarding an "**amendment to the provisions of the consolidated circular - provisions in the motor property branch**" (hereinafter: the "**Draft Circular Regarding Garages and Loss Adjusters**"), which regulates the loss adjustment method for insurance claims in the motor property branch, with respect to the engagement with loss adjusters and with garages, as well as various provisions regarding the processes of policy marketing and loss adjustment.

The draft includes, inter alia, provisions which provide the possibility, for each garage which undertakes to fulfill the principles which have been determined by the insurer, and which signs a contractual agreement with it, to serve as an agreed-upon garage, and to provide service to its policyholders, or to a third party (hereinafter: "**Agreed-Upon Garage**"); The insurer is required to conduct negotiations, on an egalitarian basis, between garages with similar characteristics, and once it has signed an agreement with an agreed-upon garage, it must allow any other garage with similar characteristics to sign an agreement in the same wording; The price per work hour will be determined by agreement between the agreed-upon garage and the insurer; The cost of replacement parts will be determined according to a discount which the agreed-upon garage will undertake to grant to the insurer, or the agreed-upon garage will undertake that the price of the replacement parts that it will provide will not exceed the price of the replacement part which the insurer purchased, or which it may provide, in accordance with an agreement between the insurer and the garage; An agreed-upon garage will not commence the repair of the vehicle unless approval has been given by the insurance company and the vehicle owner.

With respect to loss adjusters, it was proposed to determine, inter alia, that in case of selection of a loss adjuster from the database of loss adjusters offered by the insurer (a loss adjuster whose decision is binding towards the insurance company, subject to a limited appeal process which was determined by a deciding loss adjuster), the insurer will be obligated to make use of the database of loss adjusters, which will be open to all loss adjusters who meet the criteria specified in the draft. The loss adjuster will be chosen from the database by the policyholder, out of a list of three loss adjusters which will be selected at random (hereinafter: the "**Database Loss Adjuster Mechanism**"). It was further determined that if the plaintiff decides to contact a private loss adjuster (by means other than the loss adjusters database mechanism), the insurance company will be entitled to make such choice dependent on the condition of examining the vehicle before repair, and that the proposed repair or loss adjustment in the foregoing case will be the effective proposed repair and loss adjustment, unless the insurance company has presented, in writing, a contrary proposed repair and loss adjustment, and has announced its intention to appeal the proposed repair and loss adjustment before a deciding loss adjuster, through a restricted mechanism, as stated above.

# 4. Restrictions and Supervision of the Corporation's Business (Cont.)

## 4.3 Non-life insurance (Cont.)

The insurance company will be obligated to offer to policyholders a program in which any garage may be chosen (as opposed to an agreed-upon garage), with no effect on the deductible amount which will be paid by the policyholder;

It is further proposed to determine various provisions regarding disclosure, transparency and service level, including the publication of policyholder satisfaction rates with respect to the agreed-upon garages, and extensive provisions regarding disclosure, both before the policy purchase date, and on the claim date. Clal Insurance is studying the provisions of the draft.

## 5. Exposure to and Management of Market Risks

**Effect of market risks on business results**

According to the Securities Regulations (Immediate and Periodic Reports), 1970, reports regarding the exposure to and management of market risks refer to the exposures of the Company and its consolidated companies, excluding insurers in Israel.

No material changes took place in the Company's exposure to market risks or in the methods for the management of those risks during the reporting period, as compared with the annual financial statements.

**Linkage bases report - as of March 31, 2019**

| | Israeli currency | | Foreign currency | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| NIS in thousands | Unlinked | CPI-linked | USD | EUR | GBP | Other | Other non-monetary items | Insurance company in Israel | Total |
| Intangible assets | - | - | - | - | - | - | 48,891 | 1,262,576 | 1,311,467 |
| Deferred tax assets | - | - | - | - | - | - | 8,016 | 2,282 | 10,298 |
| Deferred acquisition costs | - | - | - | - | - | - | - | 1,994,639 | 1,994,639 |
| Property, plant and equipment | - | - | - | - | - | - | 13,611 | 203,775 | 217,386 |
| Right-of-use asset | - | - | - | - | - | - | 107,578 | 452,202 | 559,780 |
| Investments in associates | - | - | - | - | - | - | - | 226,724 | 226,724 |
| Investment property for investment-linked contracts | - | - | - | - | - | - | - | 2,988,136 | 2,988,136 |
| Other investment property | - | - | - | - | - | - | - | 1,259,584 | 1,259,584 |
| Reinsurance assets | - | - | - | - | - | - | - | 3,104,360 | 3,104,360 |
| Current tax assets | - | 1,298 | - | - | - | - | - | 122,814 | 124,112 |
| Other accounts receivable | 12,808 | - | 199 | - | - | - | 1,740 | 1,008,235 | 1,022,982 |
| Outstanding premiums | 1,922 | - | - | - | - | - | - | 889,260 | 891,182 |
| Financial investments for investment-linked contracts | - | - | - | - | - | - | - | 58,323,067 | 58,323,067 |
| Other financial investments | | | | | | | | | |
| Marketable debt assets | 72 | 15,999 | - | - | - | - | - | 5,174,990 | 5,191,061 |
| Non-marketable debt assets | 457 | 2,130 | - | - | - | - | - | 22,466,350 | 22,468,937 |
| Stocks | - | - | - | - | - | - | 295 | 1,467,510 | 1,467,805 |
| Other | - | - | - | - | - | - | 145 | 2,608,581 | 2,608,726 |
| Cash and cash equivalents for investment-linked contracts | - | - | - | - | - | - | - | 3,874,042 | 3,874,042 |
| Other cash and cash equivalents | 166,093 | - | 209 | 265 | 4 | - | - | 1,032,446 | 1,199,017 |
| **Total assets** | 181,352 | 19,427 | 408 | 265 | 4 | - | 180,276 | 108,461,573 | 108,843,305 |

## 5. Exposure to and Management of Market Risks (Cont.)

**Effect of market risks on business results (Cont.)**

**Linkage bases report - as of March 31, 2019 (Cont.)**

| | Israeli currency | | Foreign currency | | | | | Insurance company | |
|---|---|---|---|---|---|---|---|---|---|
| **NIS in thousands** | **Unlinked** | **CPI-linked** | **USD** | **EUR** | **GBP** | **Other** | **Non-monetary items** | **in Israel** | **Total** |
| **Liabilities** | | | | | | | | | |
| Liabilities with respect to non-investment-linked insurance contracts and investment contracts | - | - | - | - | - | - | - | 30,861,971 | 30,861,971 |
| Liabilities with respect to investment-linked insurance contracts and investment contracts | - | - | - | - | - | - | - | 65,392,277 | 65,392,277 |
| Deferred tax liabilities | - | - | - | - | - | - | - | 473,369 | 473,369 |
| Liabilities with respect to employee benefits, net | 21,525 | - | - | - | - | - | - | 60,412 | 81,937 |
| Lease liabilities | - | 42,250 | 75,215 | - | - | - | - | 487,784 | 605,249 |
| Other accounts payable | 74,328 | - | - | - | - | - | - | 2,874,595 | 2,948,923 |
| Current tax liabilities | - | 136 | - | - | - | - | - | - | 136 |
| Financial liabilities | - | - | - | - | - | - | - | 3,334,210 | 3,334,210 |
| **Total liabilities** | 95,853 | 42,386 | 75,215 | - | - | - | - | 103,484,618 | 103,698,072 |
| **Total exposure** | 85,499 | (22,959) | (74,807) | 265 | 4 | - | 180,276 | 4,976,955 | 5,145,233 |

# 6. Disclosure Regarding the Corporation's Financial Reporting

## 6.1. Report concerning critical accounting estimates

For details regarding the use of estimates and judgment in the preparation of the financial statements, see Note 2(b) to the interim financial statements.

## 6.2. Contingent liabilities

The auditors' report to the Company's shareholders includes reference to that stated in Note 7 to the interim financial statements, regarding the exposure to contingent liabilities.

## 6.3 Effectiveness of internal control over financial reporting and disclosure

### 6.3.1. The Securities Regulations

In December 2009, The Securities Regulations (Periodic and Immediate Reports) (Amendment no. 3), 2009, were published, which deal with the system of internal controls over financial reporting and disclosure in a corporation, which are intended to improve the quality of financial reporting and disclosure in reporting corporations.

In an amendment dated July 7, 2011, it was stipulated that a corporation which consolidates, or proportionately consolidates, a banking corporation or institutional entity, may choose to apply, with respect to the internal control over that banking corporation or institutional entity only, the framework for the evaluation of the effectiveness of internal control as set forth in the other legal provisions which apply to them in this regard, insofar as a framework of this kind exists for the quarterly report.

Accordingly, in addition to the executive certifications and the report regarding the effectiveness of internal control, which are provided as part of this quarterly report, executive disclosures and certifications are attached, which refer to the internal control in the consolidated institutional entities, which are subject to the Commissioner's directives.

### 6.3.2 The Commissioner's directives regarding internal control over financial reporting and disclosure

The Commissioner published, in recent years, several circulars (hereinafter: the "**Commissioner's Circulars**") which are intended to implement the provisions of Section 302 and Section 404 of the SOX Act in insurance companies, in managing companies of pension funds and provident funds, in pension funds, and in provident funds (hereinafter: the "**Institutional Entities**").

Accordingly, Clal Insurance and the consolidated institutional entities included the information subject to the provisions of the law, in reports filed by the dates set forth in the aforementioned provisions.

### 6.3.3. Section 302 and section 404 of the SOX Act - Management's responsibility for internal control over financial reporting and disclosure

In accordance with the circulars published by the Commissioner, which are based on section 302 and section 404 of the SOX Act, and as described in the previous Board of Directors' reports of Clal Insurance, Clal Insurance acted and routinely acts to implement the process required in accordance with the foregoing provisions, including an evaluation of the work processes and internal controls which are implemented, in accordance with the stages and dates set forth in the circulars. In accordance with foregoing, Clal Insurance adopted the internal control model of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), which constitutes a defined and recognized framework for the evaluation of internal control.

## 6. Disclosure Regarding the Corporation's Financial Reporting (Cont.)

The management of Clal Insurance (the institutional entity), in collaboration with the CEO, the Executive VP of Clal Insurance, the Financial Division Manager and the Senior VP Comptrollership Division Manager of Clal Insurance have evaluated, as of the end of the period covered in this report, the effectiveness of the controls and procedures regarding the institutional entity's disclosure. Based on this evaluation, the CEO, the Executive VP of Clal Insurance and Financial Division Manager and the Senior VP Comptrollership Division Manager of Clal Insurance have concluded that, as of the end of the aforementioned period, the controls and procedures involving the disclosures made by Clal Insurance are effective for the purpose of recording, processing, summarizing and reporting the information which Clal Insurance is required to disclose in the quarterly report, in accordance with the provisions of the law, and the reporting directives which were issued by the Commissioner, and by the date specified in those directives.

During the quarter ended March 31, 2019, no change took place in the institutional entity's internal control over financial reporting which could have materially influenced, or which could have been reasonably expected to materially influence, the institutional entity's internal control over financial reporting.

**6.3.3. <u>Section 302 and section 404 of the SOX Act - Management's responsibility for internal control over financial reporting and disclosure</u> (Cont.)**

The Company continues working to improve and increase the efficiency of various work processes, including with reference to aspects of internal control and customer service, and as part of the above, it is continuing the process of developing, upgrading and/or replacing several information systems.

Executive certifications regarding the effectiveness of internal control over financial reporting and disclosure, with reference to the relevant processes, in accordance with the Commissioner's circulars, are attached to the report.

**The Board of Directors would like to express its appreciation to the employees, managers and agents of the Group's member companies for their contribution to the Group's achievements.**

| | | |
|---|---|---|
| **Danny Naveh**<br>**Chairman of the Board** | | **Yoram Naveh**<br>**Chief Executive Officer** |

**Tel Aviv, May 28, 2019**

# Table of Contents

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**Independent Auditors' Review Report to the Shareholders of Clal Insurance Enterprises Holdings Ltd.**

**Introduction**

We have reviewed the enclosed financial information of Clal Insurance Enterprises Holdings Ltd. and its subsidiaries (hereinafter: the "**Group**"), which includes the condensed interim consolidated statement of financial position as of March 31, 2019, as well as the condensed interim consolidated statements of income, comprehensive income, changes in equity and cash flows for the periods of three months then ended. The Board of Directors and Management are responsible for preparing and presenting the financial information for this interim period, in accordance with IAS 34, "Interim Financial Reporting", and in accordance with the disclosure requirements set by the Commissioner of Capital Markets, Insurance and Savings, pursuant to the Control of Financial Services Law (Insurance), 1981, and are also responsible for compiling financial information for this interim period in accordance with Chapter IV of the Securities Regulations (Periodic and Immediate Reports), 1970, to the extent that these regulations apply to a corporation which consolidates insurance companies. Our responsibility is to express a conclusion with respect to this interim financial information, based on our review.

We have not reviewed the condensed interim financial information of an associate company which is accounted by the equity method, the investment in which amounted to approximately NIS 16 million as of March 31, 2019, and where the Group's share in its income amounted to approximately NIS 89 thousand for the three month period then ended. The condensed interim financial information of that company was reviewed by other auditors, whose review report was provided to us, and our conclusion, insofar as it pertains to the amounts which were included with respect to that company, is based on the review report which was prepared by the other auditors.

**Scope of the Review**

We have conducted our review in accordance with Review Standard 1 of the Institute of Certified Public Accountants in Israel, "Review of Financial Information for Interim Periods Prepared by the Entity's Auditor." A review of financial information for interim periods consists of inquiries, mainly with the people responsible for financial and accounting matters, and of the application of analytical and other review procedures. This review is significantly limited in scope compared to an audit prepared according to generally accepted auditing standards in Israel, and therefore does not allow us to achieve certainty that we have become aware of all material issues that may have be identified in an audit. Accordingly, we do not express an audit opinion.

**Conclusion**

Based on our review, and on the review report which was prepared by other auditors, we have not become aware of anything which would have caused us to believe that the aforementioned financial information has not been not prepared, in all material aspects, in accordance with IAS 34, and in accordance with the disclosure requirements set forth by the Commissioner of Capital Markets, Insurance and Savings, pursuant to the Control of Financial Services (Insurance) Law, 1981.

In addition to that stated in the previous paragraph, based on our review and on the review report which was prepared by other auditors, we have not become aware of any information which would cause us to believe that the aforementioned financial information is not compliant, in all material respects, with the disclosure provisions of Chapter IV of the Securities Law Regulations (Periodic and Immediate Statements), 1970, to the extent to which these regulations apply to a corporation which consolidates insurance companies.

**Bold paragraph regarding** (reference)

Without qualifying our aforementioned conclusion, we would like to draw attention to that stated in Note 7 to the interim consolidated financial statements, concerning the exposure to contingent liabilities.

Tel Aviv,
May 28, 2019

Kost Forer Gabbay and Kasierer
Certified Public Accountants

Somekh Chaikin
Certified Public Accountants

Joint Auditors

## Interim Consolidated Statements of Financial Position

| NIS in thousands | Note | As of March 31 2019 | As of March 31 2018 | As of December 31 2018 |
|---|---|---|---|---|
| | | Unaudited | Unaudited | Audited |
| Assets | | | | |
| Intangible assets | | **1,311,467** | 1,379,861 | 1,342,759 |
| Deferred tax assets | | **10,298** | 8,275 | 6,554 |
| Deferred acquisition costs | | **1,994,639** | 1,971,700 | 1,973,539 |
| Property, plant and equipment | | **217,386** | 222,930 | 225,160 |
| Right-of-use asset | 3 | **559,780** | - | - |
| Investments in investee companies accounted by the equity method | | **226,724** | 294,958 | 214,504 |
| Investment property for investment-linked contracts | | **2,988,136** | 2,931,870 | 3,000,340 |
| Other investment property | | **1,259,584** | 1,240,486 | 1,266,895 |
| Reinsurance assets | | **3,104,360** | 2,809,159 | 2,979,379 |
| Current tax assets | | **124,112** | 205,978 | 259,338 |
| Other accounts receivable | | **1,022,982** | 977,826 | 1,213,327 |
| Outstanding premiums | | **891,182** | 1,010,315 | 876,856 |
| Financial investments for investment-linked contracts | 5 | **58,323,067** | 56,583,659 | 58,185,233 |
| Other financial investments: | 5 | | | |
| Marketable debt assets | | **5,191,061** | 5,003,624 | 5,231,862 |
| Non-marketable debt assets | | **22,468,937** | 22,274,627 | 21,990,343 |
| Stocks | | **1,467,805** | 1,379,406 | 1,416,975 |
| Others | | **2,608,726** | 2,576,187 | 2,862,377 |
| **Total other financial investments** | | **31,736,529** | 31,233,844 | 31,501,557 |
| Cash and cash equivalents for investment-linked contracts | | **3,874,042** | 4,085,699 | 3,648,899 |
| Other cash and cash equivalents | | **1,199,017** | 1,161,853 | 1,298,286 |
| **Total assets** | | **108,843,305** | 106,118,413 | 107,992,626 |
| **Total assets for investment-linked contracts** | 5 | **66,221,609** | 64,772,580 | 66,121,248 |

The accompanying notes to the interim consolidated financial statements are an integral part thereof.

## Interim Consolidated Statements of Financial Position

| NIS in thousands | Note | As of March 31 2019 | As of March 31 2018 | As of December 31 2018 |
|---|---|---|---|---|
| | | Unaudited | | Audited |
| Capital | | | | |
| Share capital | | **143,382** | 143,381 | 143,382 |
| Premium on shares | | **1,011,681** | 1,004,859 | 1,009,801 |
| Capital reserves | | **714,500** | 607,509 | 587,118 |
| Retained earnings | | **3,225,500** | 3,174,710 | 3,157,874 |
| Total capital attributable to Company shareholders | | **5,095,063** | 4,930,459 | 4,898,175 |
| Non-controlling interests | | **50,170** | 45,407 | 48,745 |
| Total capital | | **5,145,233** | 4,975,866 | 4,946,920 |
| Liabilities | | | | |
| Liabilities with respect to non-investment-linked insurance contracts and investment contracts | | **30,861,971** | 30,119,135 | 30,646,995 |
| Liabilities with respect to investment-linked insurance contracts and investment contracts | | **65,392,277** | 64,027,050 | 65,366,897 |
| Deferred tax liabilities | | **473,369** | 452,355 | 401,903 |
| Liabilities with respect to employee benefits, net | | **81,937** | 84,375 | 80,757 |
| Lease liabilities | 3 | **605,249** | - | - |
| Other accounts payable | | **2,948,923** | 2,782,867 | 3,000,165 |
| Current tax liabilities | | **136** | 2,301 | 5,290 |
| Financial liabilities | 5 | **3,334,210** | 3,674,464 | 3,543,699 |
| Total liabilities | | **103,698,072** | 101,142,547 | 103,045,706 |
| **Total capital and liabilities** | | **108,843,305** | 106,118,413 | 107,992,626 |

The accompanying notes to the interim consolidated financial statements are an integral part thereof.

| May 28, 2019 | | | | |
|---|---|---|---|---|
| Approval date of the financial statements | Danny Naveh<br>Chairman of the Board | Yoram Naveh<br>Chief Executive Officer | Eran Cherninsky<br>Executive VP Finance Division Manager | Tal Cohen<br>Senior VP Comptrollership Division Manager |

## Interim Consolidated Statements of Income

| NIS in thousands | For the period of three months ended March 31 | | For the year ended December 31 |
|---|---|---|---|
| | 2019 | 2018 | 2018 |
| | Unaudited | | Audited |
| Gross premiums earned | **2,411,036** | 2,475,118 | 10,275,018 |
| Premiums earned by reinsurers | **309,779** | 334,460 | 1,380,033 |
| Premiums earned on retention | **2,101,257** | 2,140,658 | 8,894,985 |
| Income from investments, net, and financing income | **3,392,909** | 295,523 | 1,244,869 |
| Income from management fees | **395,418** | 233,508 | 884,197 |
| Income from commissions | **74,124** | 77,174 | 291,346 |
| Other income | **6** | 19 | 75 |
| Total income | **5,963,714** | 2,746,882 | 11,315,472 |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts, gross | **5,396,413** | 2,372,741 | 9,350,694 |
| Share of reinsurers in payments and change in liabilities with respect to insurance contracts | **(289,131)** | (235,855) | (1,106,784) |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts on retention | **5,107,282** | 2,136,886 | 8,243,910 |
| Commissions, marketing expenses and other acquisition costs | **467,093** | 468,120 | 2,020,065 |
| General and administrative expenses | **224,141** | 224,595 | 910,230 |
| Impairment of intangible assets | - | - | 114,824 |
| Other expenses | **3,345** | 4,399 | 10,697 |
| Financing expenses | **34,002** | 30,080 | 157,931 |
| Total expenses | **5,835,863** | 2,864,080 | 11,457,657 |
| Share in the results of investee companies accounted by the equity method, net | **(2,021)** | 1,345 | (25,668) |
| Income (loss) before taxes on income | **125,830** | (115,853) | (167,853) |
| Taxes on income (tax benefit) | **40,783** | (42,030) | (81,692) |
| **Income (loss) for the period from continuing operations** | **85,047** | (73,823) | (86,161) |
| Attributable to: | | | |
| Company shareholders | **84,245** | (75,141) | (91,445) |
| Non-controlling interests | **802** | 1,318 | 5,284 |
| Income (loss) for the period | **85,047** | (73,823) | (86,161) |
| Earnings (loss) per share attributable to Company shareholders: | | | |
| Basic earnings (loss) per share (in NIS) | **1.52** | (1.35) | (1.65) |
| Diluted earnings (loss) per share (in NIS) | **1.52** | (1.35) | (1.65) |
| Number of shares used to calculate earnings per share: | | | |
| Basic | **55,579** | 55,576 | 55,577 |
| Diluted | **55,579** | 55,576 | 55,577 |

The accompanying notes to the interim consolidated financial statements are an integral part thereof.

## Interim Consolidated Statements of Comprehensive Income

| | For the period of three months ended March 31 | | For the year ended December 31 |
|---|---|---|---|
| | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited |
| Income (loss) for the period | **85,047** | (73,823) | (86,161) |
| Other comprehensive income: | | | |
| Components of other comprehensive income which, following initial recognition in comprehensive income, have been or will be transferred to profit and loss: | | | |
| Foreign currency translation differences for foreign operations applied to capital reserves | **(8,205)** | 7,669 | 28,640 |
| Foreign currency translation differences applied to the statement of income | **-** | - | 92 |
| Change, net, in the fair value of available for sale financial assets applied to capital reserves | **306,033** | 12,000 | 116,209 |
| Change, net, in the fair value of available for sale financial assets transferred to profit and loss | **(104,078)** | (95,239) | (287,850) |
| Impairment loss with respect to available for sale financial assets transferred to profit and loss | **2,034** | 9,275 | 41,051 |
| Other comprehensive income (loss) for the period which has been or will be transferred to profit and loss, before tax | **195,784** | (66,295) | (101,858) |
| Tax (tax benefit) with respect to available-for-sale financial assets | **69,618** | (25,304) | (44,646) |
| Tax (tax benefit) with respect to other components | **(1,868)** | 1,763 | 6,574 |
| Tax (tax benefit) with respect to components of other comprehensive income for the period which have been or will be transferred to profit and loss | **67,750** | (23,541) | (38,072) |
| Other comprehensive income (loss) which, following initial recognition under comprehensive income, have been or will be transferred to profit and loss, net of tax | **128,034** | (42,754) | (63,786) |
| Components of other comprehensive income (loss) which will not be transferred to profit and loss: | | | |
| Other comprehensive income for the period, before tax | **(3,116)** | 1,809 | 8,281 |
| Tax (tax benefit) with respect to components of other comprehensive income which will not be transferred to profit and loss | **(911)** | 438 | 2,448 |
| Other comprehensive income (loss) which will not be transferred to profit and loss, net of tax | **(2,205)** | 1,371 | 5,833 |
| Other comprehensive income (loss) for the period | **125,829** | (41,383) | (57,953) |
| **Total comprehensive income (loss) for the period** | **210,876** | (115,206) | (144,114) |
| Attributable to: | | | |
| Company shareholders | **209,451** | (116,231) | (148,477) |
| Non-controlling interests | **1,425** | 1,025 | 4,363 |
| **Total comprehensive income (loss) for the period** | **210,876** | (115,206) | (144,114) |

The accompanying notes to the interim consolidated financial statements are an integral part thereof.

## Interim Consolidated Statements of Changes in Equity

| NIS in thousands | Attributable to Company shareholders: Share capital | Premium on shares | Translation reserve | Capital reserve with respect to available for sale assets | Other capital reserves | Capital reserve from transactions with non-controlling interests | Retained earnings | Total | Non-controlling interests | Total capital |
|---|---|---|---|---|---|---|---|---|---|---|
| **For the period of three months ended March 31, 2019 (unaudited)** | | | | | | | | | | |
| **Balance as of January 1, 2019 (Audited)** | **143,382** | **1,009,801** | **(2,271)** | **448,369** | **180,329** | **(39,309)** | 3,157,874 | **4,898,175** | **48,745** | **4,946,920** |
| **Effect of the initial adoption of IFRS 16** | - | - | - | - | - | - | (12,598) | **(12,598)** | - | **(12,598)** |
| **Income for the period** | - | - | - | - | - | - | 84,245 | 84,245 | 802 | 85,047 |
| Components of other comprehensive income (loss): | | | | | | | | | | |
| Foreign currency translation differences for foreign operations applied to capital reserves | - | - | **(8,205)** | - | - | - | - | **(8,205)** | - | **(8,205)** |
| Change, net, in the fair value of available for sale financial assets applied to capital reserves | - | - | - | **305,001** | - | - | - | **305,001** | **1,032** | **306,033** |
| Change, net, in the fair value of available for sale financial assets transferred to profit and loss | - | - | - | **(104,036)** | - | - | - | **(104,036)** | **(42)** | **(104,078)** |
| Impairment loss with respect to available for sale financial assets transferred to profit and loss | - | - | - | **2,033** | - | - | - | **2,033** | **1** | **2,034** |
| Actuarial losses from defined benefit plan | - | - | - | - | - | - | (3,072) | **(3,072)** | **(44)** | **(3,116)** |
| **Tax benefit (tax) with respect to components of comprehensive income (loss)** | - | - | **1,868** | **(69,279)** | - | - | 896 | **(66,515)** | **(324)** | **(66,839)** |
| **Other comprehensive income (loss) for the period, net of tax** | - | - | **(6,337)** | **133,719** | - | - | (2,176) | **125,206** | **623** | **125,829** |
| **Total comprehensive income (loss) for the period** | - | - | **(6,337)** | **133,719** | - | - | 82,069 | **209,451** | **1,425** | **210,876** |
| Transactions with shareholders which were applied directly to equity: | | | | | | | | | | |
| Exercise and expiration of warrants for senior employees | - | **1,880** | - | - | - | - | (1,880) | - | - | - |
| Share-based payments | - | - | - | - | - | - | 35 | **35** | - | **35** |
| **Balance as of March 31, 2019** | **143,382** | **1,011,681** | **(8,608)** | **582,088** | **180,329** | **(39,309)** | 3,225,500 | **5,095,063** | **50,170** | **5,145,233** |

## Interim Consolidated Statements of Changes in Equity (Cont.)

| NIS in thousands | Share capital | Premium on shares | Translation reserve | Capital reserve with respect to available for sale assets | Other capital reserves | Capital reserve from transactions with non-controlling interests | Retained earnings | Total | Non-controlling interests | Total capital |
|---|---|---|---|---|---|---|---|---|---|---|
| | Attributable to Company shareholders | | | | | | | | | |
| **For the period of three months ended March 31, 2018 (unaudited)** | | | | | | | | | | |
| **Balance as of January 1, 2018 (Audited)** | 143,367 | 1,001,880 | (24,429) | 533,373 | 180,329 | (39,309) | 3,251,608 | 5,046,819 | 44,382 | 5,091,201 |
| **Income for the period** | - | - | - | - | - | - | (75,141) | (75,141) | 1,318 | (73,823) |
| **Components of other comprehensive income (loss):** | | | | | | | | | | |
| Foreign currency translation differences for foreign operations applied to capital reserves | - | - | 7,669 | - | - | - | - | 7,669 | - | 7,669 |
| Change, net, in the fair value of available for sale financial assets applied to capital reserves | - | - | - | 12,196 | - | - | - | 12,196 | (196) | 12,000 |
| Change, net, in the fair value of available for sale financial assets transferred to profit and loss | - | - | - | (94,977) | - | - | - | (94,977) | (262) | (95,239) |
| Impairment loss with respect to available for sale financial assets transferred to profit and loss | - | - | - | 9,273 | - | - | - | 9,273 | 2 | 9,275 |
| Actuarial losses from defined benefit plan | - | - | - | - | - | - | 1,800 | 1,800 | 9 | 1,809 |
| Tax with respect to components of comprehensive income (loss) | - | - | (1,763) | 25,147 | - | - | (435) | 22,949 | 154 | 23,103 |
| **Other comprehensive income (loss) for the period, net of tax** | - | - | 5,906 | (48,361) | - | - | 1,365 | (41,090) | (293) | (41,383) |
| **Total comprehensive income for the period** | - | - | 5,906 | (48,361) | - | - | (73,776) | (116,231) | 1,025 | (115,206) |
| **Transactions with shareholders which were applied directly to equity:** | | | | | | | | | | |
| Exercise and expiration of warrants for senior employees | 14 | 2,979 | - | - | - | - | (2,993) | - | - | - |
| Share-based payments | - | - | - | - | - | - | (129) | (129) | - | (129) |
| **Balance as of March 31, 2018** | 143,381 | 1,004,859 | (18,523) | 485,012 | 180,329 | (39,309) | 3,174,710 | 4,930,459 | 45,407 | 4,975,866 |

The accompanying notes to the interim consolidated financial statements are an integral part thereof.

## Interim Consolidated Statements of Changes in Equity (Cont.)

| NIS in thousands | Share capital | Premium on shares | Translation reserve | Capital reserve with respect to available for sale assets | Other capital reserves | Capital reserve from transactions with non-controlling interests | Retained earnings | Total | Non-controlling interests | Total capital |
|---|---|---|---|---|---|---|---|---|---|---|
| | Attributable to Company shareholders | | | | | | | | | |
| **For the year ended December 31, 2018 (Audited)** | | | | | | | | | | |
| **Balance as of January 1, 2018** | 143,367 | 1,001,880 | (24,429) | 533,373 | 180,329 | (39,309) | 3,251,608 | 5,046,819 | 44,382 | 5,091,201 |
| **Income for the period** | - | - | - | - | - | - | (91,445) | (91,445) | 5,284 | (86,161) |
| **Components of other comprehensive income (loss):** | | | | | | | | - | | - |
| Foreign currency translation differences for foreign operations applied to capital reserves | - | - | 28,640 | - | - | - | - | 28,640 | - | 28,640 |
| Foreign currency translation differences for foreign operations applied to profit and loss | - | - | 92 | - | - | - | - | 92 | - | 92 |
| Change, net, in the fair value of available for sale financial assets applied to capital reserves | - | - | - | 117,006 | - | - | - | 117,006 | (797) | 116,209 |
| Change, net, in the fair value of available for sale financial assets transferred to profit and loss | - | - | - | (287,181) | - | - | - | (287,181) | (669) | (287,850) |
| Impairment loss with respect to available for sale financial assets transferred to profit and loss | - | - | - | 41,012 | - | - | - | 41,012 | 39 | 41,051 |
| Actuarial gains from defined benefit plan | - | - | - | - | - | - | 8,252 | 8,252 | 29 | 8,281 |
| Tax with respect to components of comprehensive income (loss) | - | - | (6,574) | 44,159 | - | - | (2,438) | 35,147 | 477 | 35,624 |
| **Other comprehensive income (loss) for the period, net of tax** | - | - | 22,158 | (85,004) | - | - | 5,814 | (57,032) | (921) | (57,953) |
| **Total comprehensive income for the period** | - | - | 22,158 | (85,004) | - | - | (85,631) | (148,477) | 4,363 | (144,114) |
| **Transactions with shareholders which were applied directly to equity:** | | | | | | | | | | |
| Exercise and expiration of warrants for senior employees | 15 | 7,921 | - | - | - | - | (7,936) | - | - | - |
| **Share-based payments** | - | - | - | - | - | - | (167) | (167) | - | (167) |
| Balance as of December 31, 2018 | 143,382 | 1,009,801 | (2,271) | 448,369 | 180,329 | (39,309) | 3,157,874 | 4,898,175 | 48,745 | 4,946,920 |

The accompanying notes to the interim consolidated financial statements are an integral part thereof.

**Interim Consolidated Statements of Cash Flows**

| NIS in thousands | | For the period of three months ended March 31 2019 | For the period of three months ended March 31 2018 | For the year ended December 31 2018 |
|---|---|---|---|---|
| | | Unaudited | Unaudited | Audited |
| Cash flows from operating activities | | | | |
| Before taxes on income | (A) | **154,216** | (582,721) | (550,845) |
| Income tax received (paid) | | **96,217** | (25,841) | (72,799) |
| Net cash from operating activities | | **250,433** | (608,562) | (623,644) |
| Cash flows from investing activities | | | | |
| Consideration from disposal of property, plant and equipment | | **4** | 5 | 217 |
| Consideration from disposal of investments in other investee companies | | - | - | 50,090 |
| Consideration from disposal of investment in available for sale financial assets by companies which are not insurance and finance companies | | - | 15,598 | 26,098 |
| Investment in available for sale financial assets by companies that are not insurance and finance companies | | - | (15,054) | (15,054) |
| Repayment of investment (investment) in shares and loans in investee companies | | **(25,090)** | 6,375 | - |
| Investment in property, plant and equipment | | **(2,144)** | (1,279) | (20,699) |
| Investment in intangible assets | | **(25,231)** | (39,433) | (282,004) |
| Net cash used in investing activities | | **(52,461)** | (33,788) | (241,352) |
| Cash flows from financing activities | | | | |
| Repayment of deferred liability notes | | - | (15,008) | (50,899) |
| Repayment of principal with respect to lease liability | | **(16,989)** | - | - |
| Interest paid on bonds and deferred liability notes | | **(41,085)** | (41,953) | (115,981) |
| Net cash used in financing activities | | **(58,074)** | (56,961) | (166,880) |
| Impact of exchange rate fluctuations on cash and cash equivalent balances | | **(14,024)** | 11,554 | 43,752 |
| Net increase (decrease) in cash and cash equivalents | | **125,874** | (687,757) | (988,124) |
| Cash and cash equivalents at beginning of period | (B) | **4,947,185** | 5,935,309 | 5,935,309 |
| Cash and cash equivalents at end of period | (C) | **5,073,059** | 5,247,552 | 4,947,185 |

The accompanying notes to the interim consolidated financial statements are an integral part thereof

## Interim Consolidated Statements of Cash Flows (Cont.)

| NIS in thousands | For the period of three months ended March 31 2019 | 2018 | For the year ended December 31 2018 |
|---|---|---|---|
| | Unaudited | | Audited |
| **(A) Cash flows from operating activities before taxes on income [1] [2]** | | | |
| Income (loss) for the period | **85,047** | (73,823) | (86,161) |
| Items not involving cash flows: | | | |
| The Company's share in the income of investee companies accounted by the equity method | **2,021** | (1,345) | 25,668 |
| Dividends received from investee companies accounted by the equity method | **9,404** | - | 19,253 |
| Changes in liabilities with respect to non-investment-linked insurance contracts and investment contracts | **214,976** | (65,157) | 462,703 |
| Change in liabilities with respect to investment-linked insurance contracts and investment contracts | **25,380** | 680,971 | 2,020,818 |
| Change in deferred acquisition costs | **(21,100)** | (27,126) | (28,965) |
| Change in reinsurance assets | **(124,981)** | (7,383) | (177,603) |
| Depreciation of property, plant and equipment and right-of-use asset | **22,360** | 10,006 | 41,593 |
| Amortization of intangible assets | **56,523** | 51,325 | 216,174 |
| Impairment of intangible assets | **-** | - | 114,824 |
| Loss (income) from sale of property, plant and equipment | **13** | 8 | 98 |
| Interest and linkage differences accrued with respect to deferred liability notes | **29,310** | 27,020 | 132,553 |
| Interest accrued and revaluation of liabilities to banking corporations and others | **(191,543)** | 265,527 | 118,418 |
| Change in fair value of investment property for investment-linked contracts | **14,334** | (19,614) | (55,422) |
| Change in fair value of other investment property | **1,597** | (6,315) | (8,932) |
| Share-based payment transactions | **35** | (129) | (167) |
| Net loss (profit) from financial investments for insurance contracts and investment contracts, from and investment-linked contracts | **(2,592,760)** | 474,634 | 1,985,142 |
| Taxes on income (tax benefit) | **40,783** | (42,030) | (81,692) |
| Net loss (profit) from other financial investments: | | | |
| Marketable debt assets | **10,779** | (13,621) | (30,741) |
| Non-marketable debt assets | **(89,362)** | (109,542) | (266,560) |
| Stocks | **(51,720)** | (30,632) | (72,831) |
| Others | **(121,829)** | 42,536 | 203,108 |
| Financial investments and investment property for investment-linked contracts: | | | |
| Acquisition of investment property | **(2,130)** | (42,289) | (74,951) |
| Acquisitions net of financial investments | **2,454,926** | (827,332) | (3,939,414) |
| Receipts (investments) from the sale of (investment in) available for sale financial assets and investment property in insurance business operations: | | | |
| Marketable debt assets | **207,347** | 517,229 | 138,969 |
| Non-marketable debt assets | **(389,880)** | (333,682) | 106,440 |
| Stocks | **22,394** | (35,870) | (28,711) |
| Others | **380,308** | 110,420 | (239,162) |
| Acquisition of other investment property | **(837)** | (17,173) | (29,545) |

1) Cash flows from operating activities include cash flows with respect to acquisitions and net sales of financial investments and investment property derived from activities with respect to insurance contracts and investment contracts.

2) Cash flows from operating activities include cash flows with respect to received dividends and interest, as specified in Annex E.

The accompanying notes to the interim consolidated financial statements are an integral part thereof.

**Interim Consolidated Statements of Cash Flows (Cont.)**

| | For the period of three months ended March 31 | | For the year ended December 31 |
|---|---|---|---|
| | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited |
| **(A) Cash flows from operating activities before taxes on income (Cont.)** | | | |
| Changes in other items in the statement of financial position, net | | | |
| Securities held for trading by consolidated companies which are not insurance companies | **634** | 2,002 | 3,605 |
| Other accounts receivable | **216,893** | (470,737) | (706,238) |
| Outstanding premiums | **(14,326)** | (116,473) | 16,986 |
| Other accounts payable | **(38,444)** | (526,058) | (334,888) |
| Liabilities with respect to employee benefits, net | **(1,936)** | 1,932 | 4,786 |
| Total cash flows from operating activities before taxes on income | **154,216** | (582,721) | (550,845) |
| **(B) Cash and cash equivalents at beginning of period:** | | | |
| Cash and cash equivalents for investment-linked contracts | **3,648,899** | 4,529,446 | 4,529,446 |
| Other cash and cash equivalents | **1,298,286** | 1,405,863 | 1,405,863 |
| Balance of cash and cash equivalents at beginning of period | **4,947,185** | 5,935,309 | 5,935,309 |
| **(C) Cash and cash equivalents at end of period:** | | | |
| Cash and cash equivalents for investment-linked contracts | **3,874,042** | 4,085,699 | 3,648,899 |
| Other cash and cash equivalents | **1,199,017** | 1,161,853 | 1,298,286 |
| Balance of cash and cash equivalents at end of period | **5,073,059** | 5,247,552 | 4,947,185 |
| **(D) Cash flows with respect to interest and dividends received, included under operating activities:** | | | |
| Interest received | **416,502** | 433,892 | 2,222,119 |
| Dividend received | **92,464** | 121,315 | 455,819 |
| **(E) Operations which are not associated with cash flows** | | | |
| Investment in assets against other accounts payable | **-** | - | 14,699 |

The accompanying notes to the interim consolidated financial statements are an integral part thereof.

## Note 1: General

A. **Reporting entity**

Clal Insurance Enterprises Holdings Ltd. (hereinafter: the "**Company**") is a company registered in Israel, and incorporated in Israel, whose official address is 36 Raul Wallenberg Rd., Tel Aviv. The Company's securities are listed for trading on the Tel Aviv Stock Exchange.

The condensed consolidated financial statements as of March 31, 2019 (hereinafter: the "**Financial Statements**") include the statements of the Company and its subsidiaries (hereinafter, jointly: the "**Group**"), as well as the Group's interests in joint ventures and associates.

As of the reporting date, approximately 15.3% of the Company's issued share capital and voting rights are held on behalf of IDB Development Corporation Ltd. ("**IDB Development**"), through the trustee, Mr. Moshe Terry (the "**Trustee**"), who was appointed as the trustee for the aforementioned shares and voting rights (see section 1(b)(1) below). In addition to the holding through the trustee, IDB Development directly holds approximately 5% of the Company's issued capital, and a total of approximately 20.33% of the Company's issued capital[1] (approximately 20.22% at full dilution).

IDB Development also engaged in swap transactions with various banking institutions, with respect to shares in the Company which it sold to third parties (hereinafter: the "**Buyers**" and the "**Swap Transactions**", as applicable), which, as of the publication date of the report, amounted to a rate of approximately 24%. IDB Development clarified that, in accordance with the terms of the swap transactions, it is unaware of the buyers' identity. For details regarding the swap transactions, see Note 1(B)(2)(i) below[2].

To the best of the Company's knowledge, as of the publication date of the report, IDB Development is a private company wholly owned by Dolphin Netherlands B.V. ("**Dolphin Netherlands**"), a private company incorporated in the Netherlands, which is a corporation under the control of Mr. Eduardo Elsztain (through corporations under his control). IDB Development constitutes a reporting corporation, due to the fact that its bonds are listed for trading on the Tel Aviv Stock Exchange.

**B. Developments during the reporting period with respect to the Company's controlling shareholders**

1. Appointment of a trustee for the controlling shareholder's holdings in the Company's shares, and the director appointment process in the Group

On August 21, 2013, in accordance with the Commissioner's demand, IDB Development submitted an irrevocable power of attorney to Mr. Moshe Terry, who was appointed by the Commissioner as the trustee for approximately 51% of the issued share capital and voting rights in the Company, which were held on the foregoing date by IDB Development (hereinafter: the "**Means of Control**"), and transferred the shares to the trust account, under the name of the trustee, for the purpose of exercising the authorities conferred by virtue of the means of control, in accordance with the provisions of the deed of trust, and with the aim of disconnecting the Company and the institutional entities in the Group from any possible influence due to the struggle for control of the IDB Group.

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1 On March 22, 2017, IDB Development reported that it had pledged approximately 4.99% (4.87% at full dilution, which constitute as of the present date approximately 4.98% and approximately 4.95% at full dilution) of the Company's shares which are held by IDB Development in favor of the trustee for the bondholders (Series K) of IDB Development. For details regarding the issuance of bonds (Series K) of IDB Development, see section 3(B) below.

2 It is noted that IDB Development announced that, in accordance with legal position number 101-22, which was published by the Israel Securities Authority on February, 28, 2019 (the "Authority's Position"), and for the sake of prudence, it is considered (in accordance with the Authority's position) as holding approximately 44.3% of the Company's issued and paid-up share capital, whereby, with respect to approximately 24%, IDB Development is considered as the holder jointly with third parties, whose identity is not known to it, in accordance with the terms of the swap transactions.
The staff of the Israel Securities Authority clarified to the Company that, as stated in its position, the position entered into effect beginning on its date of publication, and therefore, it does not apply to existing transactions which have not yet concluded, and whose commencement date was before the publication date of the position.

## Note 1: General (Cont.)

### B. Developments during the reporting period with respect to the Company's controlling shareholders (Cont.)

1. Appointment of a trustee for the controlling shareholder's holdings in the Company's shares, and the director appointment process in the Group (Cont.)

On February 20, 2017, the trustee transferred to IDB Development shares of the Company which constitute approximately 1% of its issued share capital and voting rights, which were pledged by it as specified in footnote 1 above, and on May 3, 2017, August 31, 2017, January 1, 2018 and May 3, 2018, August 30, 2018, January 2, 2019 and May 3, 2019, shares of the Company were sold which together constitute approximately 34.5% of the Company's shares, as specified in section 3 below, such that, as of the publication date of the report, IDB Development holds, directly and through the trustee, a total of approximately 20.33% of the Company's issued capital[1] (approximately 20.22% at full dilution).

For details regarding the establishment of an outline over time for the sale of IDB Development's control and holdings in the Company, and regulation of the relationship between IDB Development and its controlling shareholders, and the Company, see below.

The deed of trust which was signed by IDB Development formalizes the trustee's authorities. In accordance with the deed of trust, the trustee will exercise all of the authorities which are conferred upon him by virtue of the means of control in favor of IDB Development, and in accordance with the Commissioner's directives, insofar as any will be issued to him, from time to time, in order to ensure the proper management of Clal Insurance Company Ltd. (hereinafter: "**Clal Insurance**"), Clal Credit Insurance Ltd. and Clal Pension and Provident Funds Ltd. (hereinafter, jointly: the "**Clal Entities**"), including with respect to raising capital in favor of the Clal entities, in any manner considered appropriate in his judgment. The transfer of the means of control to the trustee will not prejudice the right of IDB Development to receive dividends from the Company, insofar as any dividend distribution will be decided upon. Additionally, in case of a sale, transfer or pledge of the means of control, the trustee will act in accordance with the instructions of IDB Development, provided that advance written approval has been received for this purpose from the Commissioner. The trusteeship will end on the date of the actual transfer by the trustee of all of the means of control, or upon the issuance of approval by the Commissioner. The Commissioner also formalized the trustee's activities in letters and guidelines.

During the period since the appointment of a trustee, clarifications from the Commissioner were received by the Company regarding the relationship between IDB Development and its controlling shareholders, and the Company and entities under its control, pertaining to a prohibition on IDB Development and its controlling shareholders from directing the Company's activities, in which the Commissioner's position was clarified, and rules were established, regarding meetings and the transfer of information between the Company, the institutional entities and agents of the corporation which is under its control, and IDB Development and its controlling shareholders, in a manner which will prevent IDB Development and its controlling shareholders from taking any action which constitutes, directly or indirectly, direction of the Company's business operations or representatives of the institutional entities or agents of the corporation which is owned by the Company. Said instructions were also received with respect to the relationship between the trustee and the Company and entities under its control, and the Company is acting in accordance with the aforementioned instructions, clarifications and agreements which are given on the matter, from time to time.

**Appointment of directors** - In the Commissioner's letter dated December 30, 2014, regarding the outline for the sale of IDB's control and holding of the Company (see section 1(b)(2) below) (hereinafter: the "**Outline**"), it was clarified, inter alia, that during the trustee's period of tenure, the appointment of directors in the Company and in Clal Insurance will be performed by the committee for the appointment of directors in an insurer with no controlling shareholder, as defined in the Control of Financial Services (Insurance) Law, 1981. Insofar as it will not be possible to appoint directors by the aforementioned committee, the appointment of directors in these companies will be performed by another committee, which will be appointed by the Minister of Finance or by the Commissioner, or by any other means, as instructed by the Commissioner.

# Note 1: General (Cont.)

## B. Developments during the reporting period with respect to the Company's controlling shareholders (Cont.)

1. Appointment of a trustee for the controlling shareholder's holdings in the Company's shares, and the director appointment process in the Group (Cont.)

   During the period since the appointment of the trustee, various directives have been received from the Commissioner regarding the appointment of directors in the Group, including through a committee which was appointed for this purpose.

   Directors and outside directors of the Company and of Clal Insurance were appointed, from time to time, in accordance with the appointed committee's recommendations.

2. Establishment of an outline over time for the sale of IDB Development's control and holdings in the Company, regulation of the relationship between IDB Development and its controlling shareholders, and the Company, and legal proceedings

   Further to the request of IDB Development's controlling shareholders from June 2014, to receive a permit for the control of the Company and of institutional entities under its control, on December 30, 2014, a letter was received from the Commissioner, addressed to IDB Development and its controlling shareholders, which included, inter alia, an outline over time for the sale of IDB Development's control of and holdings in the Company, as specified below, as well as provisions regarding the continued tenure of the trustee.

   The Commissioner's letter specifies the sale outline, and includes the involvement of IDB Development and the trustee in the sale process, and its primary provisions are as follows:

   A. IDB Development will work to sell the control of the Company, in a manner whereby it will no longer be part of the chain of control in the Company. It was specified in the control policy document that the minimum holding rate required to hold control of the Company, as of the date of the aforementioned letter, amounts to 30% of the total means of control.

      The sale of control, as stated above, will be performed according to the conditions and dates which were specified in the Commissioner's letter, including that IDB Development will sign an agreement for the sale of control vis-à-vis a potential buyer, and if such an agreement is signed, the potential buyer will have the option to complete the process of receiving a control permit from the Commissioner by and no later than June 30, 2016.

   B. In the event that any of the conditions specified in section (a) above have not been fulfilled, by the dates specified therein, or if the control has been sold to a potential buyer, and IDB Development keeps the means of control (hereinafter: "**Terminating Event**"), then in any of the foregoing cases, IDB Development will act to sell all of the means of control in the Company which are held by it, excluding a rate which is permitted by law for the holding of an insurer without a permit from the Commissioner, including by way of the sale of the means of control on the stock exchange or through over the counter transactions, in accordance with the outline specified below, and no later than the following dates:

      1. During the period of four months beginning from the occurrence of the terminating event, IDB Development sells at least 5% of the means of control in the Company.

      2. During any of the additional subsequent periods, of four months each, IDB Development sells, in each period, at least an additional 5% of the means of control in the Company.

      3. During a certain four month period, more than 5% of the means of control in the Company have been sold, in which case, the rate of the means of control which were sold beyond the aforementioned limit will be offset from the rate required in the subsequent period.

## Note 1: General (Cont.)

### B. Developments during the reporting period with respect to the Company's controlling shareholders (Cont.)

2. Establishment of an outline over time for the sale of IDB Development's control and holdings in the Company, regulation of the relationship between IDB Development and its controlling shareholders, and the Company, and legal proceedings (Cont.)

   C. If IDB Development does not fulfill all of its undertakings as specified in section (B) above, the trustee will be entitled to act according to the aforementioned outline in its place, in accordance with all of the authorities which have been conferred upon him by virtue of the provisions of the deed of trust that will be entrusted to him. The consideration with respect to the aforementioned sale will be transferred to IDB Development. The expenses involved in the execution of the sale of the means of control will apply exclusively to IDB Development.

   D. Notwithstanding the provisions of sections (a) and (b) above, insofar as the control has been sold to a potential buyer, who has received a control permit from the Commissioner, and IDB Development remains in possession of the means of control in the Company, at a rate which by law requires a holding permit, IDB Development will be able to file an application for the receipt of a permit for the holding of the means of control which are in its possession; however, the provisions of this section will not constitute advance approval for the receipt of the aforementioned permit. If IDB Development has not received a holding permit, as stated above, by six months after the date of issuance of the control permit to the potential buyer, this date will be considered a terminating event, and the provisions of sections (b) and (c) above will apply, mutatis mutandis.

   E. At the end of each quarter, or upon demand from the Commissioner, or from the trustee, IDB Development will submit to the Commissioner or to the trustee, as applicable, a status report regarding the progress on the sale outline.

   F. It was further noted in the letter that, in theory, the Commissioner does not consider it necessary to restrict IDB Development from selling the control also to any or all of its controlling shareholders at the time (independently or together with another third party); however, in the letter it was emphasized that any application for the receipt of a control permit, including an application by any of the controlling shareholders in IDB Development at the time, will be evaluated, inter alia, also in light of the provisions of the Law to Promote Competition and Reduce Concentration, 2013 (the "**Concentration Law**"), and that the provisions of the Commissioner's letter do not constitute approval for the performance of the sale, as stated above, in accordance with the provisions of the Concentration Law.

   G. The Commissioner's letter clarifies that there is no practical possibility, from the Commissioner's perspective, of concurrently evaluating several applications for control permits in the Clal Group, and insofar as applications will be filed in the future which require such evaluation, an evaluation of such applications will not be performed concurrently.

   H. As required according to the Commissioner's letter, IDB Development signed an amended deed of trust (in the version which was attached to the Commissioner's letter). Additionally, it was clarified in the letter that so long as the Commissioner has not issued another directive, the following provisions will continue to irrevocably apply:

      1. The trustee will continue serving in his position, so long as IDB Development holds, without a permit, the means of control of the Company, according to the rate which by law requires a permit, or alternatively, until the Commissioner instructions, in writing, the discontinuation of the trustee's service.
      2. During the period of the trustee's service, IDB Development and its controlling shareholders will not exercise the voting rights which are attached to the means of control in the Company and in member companies in Clal Group, as specified in the Commissioner's letter, including Clal Insurance ("Member Companies in Clal Group"), and will refrain from taking any action which constitutes, either directly or indirectly, the direction of the business operations of the Company or of member companies in Clal Group, including by way of tenure as a corporate officer in the Company or in member companies of Clal Group.
      3. It was further clarified that during the period of the trustee's service, the appointment of directors in the Company and in member companies of Clal Group will be performed in accordance with the mechanisms specified in Note 1(b)(1) above.

## Note 1: General (Cont.)

### B. Developments during the reporting period with respect to the Company's controlling shareholders (Cont.)

2. Establishment of an outline over time for the sale of IDB Development's control and holdings in the Company, regulation of the relationship between IDB Development and its controlling shareholders, and the Company, and legal proceedings (Cont.)

   I. Subject to the fulfillment of the conditions and restrictions specified in sections (a) to (f) above, and in section (h) above, and subject to the receipt of the written consent of IDB Development for all of the terms which are specified in the aforementioned letter, the Commissioner will not consider the continued holding of the means of control in IDB Development and in member companies of Clal Group, as a holding which is in breach of the provisions of the law.

   In accordance with the above, on December 31, 2014, the Board of Directors of IDB Development approved the provision of IDB Development's consent to all of the conditions which are included in the Commissioner's letter, and the signing by IDB Development on an amended deed of trust, which sets forth the terms of the aforementioned letter. An amended deed of trust was signed by IDB Development and by the trustee on January 6, 2015.

   On January 7, 2016, after the failure of the sale process which IDB conducted in 2015, the Commissioner announced to IDB Development and to Mr. Eduardo Elsztain that in accordance with the Commissioner's outline of December 30, 2014, on January 7, 2016, a "terminating event", as defined in the aforementioned outline, had effectively occurred, and as a result, from that date onwards, IDB Development is required to act in accordance with the provisions of the outline (see section 2(b) above, which requires, in general, the sale of the means of control on the stock exchange, or in over the counter transactions, at a minimum rate of 5% in each four month period), and subject to the timetables specified therein.

   On July 13, 2016, following correspondence between IDB Development, the Commissioner and the trustee, in connection with the outline, the trustee filed with the District Court of Tel Aviv-Yafo an urgent motion to issue orders (the "**Motion**").

   On April 5, 2017, the Court issued its ruling (the "Ruling"), in which the Court ordered the trustee to sell 5% of the Company's shares which were in his possession (the "Sold Shares"), within 30 days.

   In the ruling, it was determined that the trustee is subject, in his actions, to the instructions of the Commissioner with respect to the sale of the Company's shares, and that the judgment which was exercised by the Commissioner, by ordering the trustee to work towards selling 5% of the Company's shares in accordance with the outline, constituted reasonable and proportional judgment. It was further determined that the sale of the shares, as stated above, must be done by the trustee at the best price which can be obtained for them on the sale date (and on this matter, the Court accepted the position of the trustee, according to which the best way is to sell the shares by way of a tender). Additionally, in the ruling, it was clarified that it applies to the instruction to sell 5% of the aforementioned shares only, where after such sale, the Commissioner will be required to exercise judgment again, 4 months later (and at that time as well, the Commissioner will be required to take into account all of the relevant considerations, as listed by the Court, as well as the changes in circumstances, if any). IDB Development filed with the Supreme Court an appeal against the ruling, which was dismissed without ordering expenses.

   On May 1, 2017, IDB Development filed a motion with the Court, with the consent of the trustee (in connection with the method for sale of the shares, as specified below), regarding the method for sale of the sold shares (the "Motion"). In the motion, the Court was requested to approve that the sale of the sold shares will be done by way of a "swap transaction" (instead of sale through a tender, as ordered by the Court in the ruling), in which the sold shares will be sold in a full sale (without reservations, without conditions, and without right of recourse), by IDB Development to a third party in a transaction which will be performed through a banking institution, in accordance with the price which was determined by agreement between IDB Development and the third party, by May 4, 2017. The Commissioner's position was attached to the motion, in which she stated that she does not object to the implementation of the aforementioned swap transaction.

## Note 1: General (Cont.)

### B. Developments during the reporting period with respect to the Company’s controlling shareholders (Cont.)

2. Establishment of an outline over time for the sale of IDB Development’s control and holdings in the Company, regulation of the relationship between IDB Development and its controlling shareholders, and the Company, and legal proceedings (Cont.)

I. (Cont.)

Accordingly, on May 3, 2017, after the Court approved the aforementioned motion, and on August 31, 2017, January 1, 2018, May 3, 2018 and August 30, 2018 (in accordance with the instructions which were issued by Commissioner to the trustee, shortly before each aforementioned sale, to continue working according to the outline, in place of IDB Development, to sell 5% of the means of control), IDB Development sold Company shares which together constitute approximately 25% of the Company’s shares (5% on each of the dates), and engaged, in parallel with each sale, in a swap transaction with a banking institution, according to which, at the end of a period which will end no later than 24 months after the date of each sale transaction (the “**Swap Period**”), each of the swap transactions will expire, and a settling of accounts will be performed between IDB Development and the banking institution, with respect to the difference between the selling price of the sold shares to the relevant third party, and the value of the sold shares, as of the date of settling of accounts (which will be determined according to the price at which the sold shares will be sold on that date by the third party), where IDB Development and a related party thereof will be estopped from acquiring the sold shares. For details regarding an additional swap transaction in which IDB Development engaged with respect to some of the Company’s shares which it sold to Bank Hapoalim Ltd. (hereinafter: “**Bank Hapoalim**”), see section 5 below.

As part of IDB Development’s understandings vis-à-vis the Commissioner from December 18, 2018, IDB Development undertook to avoid, in the future, entering into any additional swap transactions beyond those which currently apply to the Company’s shares, as specified above, and to avoid extending the existing swap transactions in connection with the Company’s shares.[3]

Additionally, in accordance with the aforementioned understandings with the Commissioner, on January 2, 2019, IDB Development sold shares which constitute approximately 4.5% of the Company’s issued capital, which were held by the trustee, through an over the counter transaction. Additionally, and further to the aforementioned understandings which were reached with the Commissioner, on January 2, 2019, the swap transaction concluded which had been implemented in May 2017, with respect to shares which constitute 1% of the Company’s issued capital. The terms of the swap transaction continued to apply with respect to the other shares of the Company which form the subject of this swap transaction, and which constitute approximately 4% of the Company’s issued capital.

On April 16, 2019, the trustee for the bondholders (Series I) of IDB Development (the “Trustee for the Bondholders (Series I)”) sent a letter to the Commissioner, in which the trustee for the bondholders (Series I) requested the Commissioner to instruct the suspension of the sale of the Company’s shares by the trustee.

On April 17, 2019, the Commissioner instructed the trustee to continue working in accordance with the provisions of the outline, and to sell 5% of the means of control in the Company which are held by the trustee by May 4, 2019 (the “Commissioner’s Instruction”).

On April 30, 2019, the Trustee for the Bonds (Series I) filed with the District Court of Jerusalem (the “Court”) an urgent administrative petition against the Commissioner, the trustee and IDB Development, in which the Court was requested, inter alia, to order the Commissioner and the trustee to suspend the sale of the Company’s shares, until a determination has been reached regarding the request for a control permit which the controlling shareholder of IDB Development submitted to the Commissioner, with respect to the Company (see below), or until another date, as determined by the Court; or alternatively, to order the Commissioner to reconsider his instruction to the trustee, while taking into account, inter alia, and in addition to considerations involving the insurer’s stability, also considerations involving the interests of the creditors of IDB Development and of the institutional entities which hold bonds of IDB Development.

[3] For details regarding the Authority's position, see footnote 2 above.

## Note 1: General (Cont.)

### B. Developments during the reporting period with respect to the Company's controlling shareholders (Cont.)

2. Establishment of an outline over time for the sale of IDB Development's control and holdings in the Company, regulation of the relationship between IDB Development and its controlling shareholders, and the Company, and legal proceedings (Cont.)

I. (Cont.)

In parallel with the petition, the trustee for the bondholders (Series I) also filed an urgent motion for the issuance of an interim injunction and a provisional injunction (on an ex parte basis) (the "Motion for an Interim Injunction"), in which the Court was requested to order the Commissioner and the trustee to refrain from executing the Commissioner's instructions until a determination has been reached regarding the petition. On May 2, 2019, the Court dismissed the motion for an interim injunction, and on May 7, 2019, at the request of the trustee for the bondholders (Series I), the Court ordered that the motion be struck out.

In accordance with the Commissioner's instructions, on May 2, 2019 IDB Development engaged in agreements with two third parties which are unrelated to IDB Development (the "Buyers"), according to which each of the buyers will acquire Company shares in the Company 4.99% of its issued capital, in consideration of a cash payment of NIS 47.7 per share (the "Price Per Share"). Additionally, one of the buyers was given an option to acquire additional shares, which constitute approximately 3% of the Company's issued capital, for a period of 120 days, subject to the receipt of a holding permit, in consideration of a cash payment of NIS 50 per share. As of the reporting date, the aforementioned option has not yet been exercised. Additionally, IDB Development engaged in an agreement with a third buyer, which is unrelated to IDB Development, and which will acquire the shares through a special purpose company (the "Additional Buyer"), according to which the additional buyer will receive from IDB Development an option, valid for a period of 50 days, to acquire shares which constitute 4.99% of the Company's issued capital (and no less than 3% of its issued capital), in consideration of a cash payment of NIS 47.7 per share. As of the reporting date, the aforementioned option has not been exercised. Subject to the exercise of the option by the additional buyer, the consideration with respect to the option shares will be paid by the additional buyer, in a manner whereby 10% of the consideration will be paid in cash, and the remainder will be paid through a loan which will be provided to the additional buyer by IDB Development and/or by an affiliated entity thereof, or alternatively, by a banking corporation and/or financial institution in their place (the "Loan"), under the following conditions, inter alia: assuming full exercise of the option, the loan will amount to a total of approximately NIS 118 million. The loan will bear fixed annual interest at a rate of 4%, and will be repaid (principal and interest) in a single payment at the end of 5 years after the provision date of the loan (subject to prepayments, including in case of dividend distributions by the Company). The Company's shares which will be acquired as part of the exercise of the option will not be pledged in favor of IDB Development; however, the buyer undertook to create a negative pledge in favor of IDB Development (viz., that the only activity of the abovementioned special purpose company will be the holding of the Company's shares, that it will not engage in any other activity and/or transaction whatsoever, that it will not take any other loan or debt whatsoever, and that it will not sell and/or pledge and/or convey any other right to its shares and to the Company's shares which it will acquire during the loan period, except if determined otherwise in the agreement). Restrictions were also established on the sale of the Company's shares which will be acquired as part of the exercise of the aforementioned option (the agreements with the buyers and the agreement with the additional buyer shall hereinafter be referred to as: the "Agreements"). The agreements include, inter alia, an undertaking by one of the buyers and by the additional buyer not to sell the acquired shares during agreed upon periods.

It is hereby clarified that each of the buyers and the additional buyer undertook, towards IDB Development, that no arrangements or understandings whatsoever exist between them and the other buyers and/or the additional buyer (as applicable), regarding the joint holding of the Company's shares which form the subject of the agreements.

The total scope of the Company's shares which may be acquired by the aforementioned three buyers, insofar as the three agreements will be completed, and the option thereunder exercised, amounts to approximately 18% of the Company's issued capital.

# Note 1: General (Cont.)

## B. Developments during the reporting period with respect to the Company's controlling shareholders (Cont.)

2. Establishment of an outline over time for the sale of IDB Development's control and holdings in the Company, regulation of the relationship between IDB Development and its controlling shareholders, and the Company, and legal proceedings (Cont.)

I. (Cont.)

Accordingly, on May 2, 2019, the swap transaction concluded which was commenced in May 2017, in connection with the Company's shares which constitute approximately 4% of its issued capital, through a sale to one of the buyers (**the "Second Buyer"**). On May 3, 2019, a sale was completed of the Company's shares which constitute approximately 4.99% of its issued capital, which were held by the trustee, to the first buyer, and on May 5, 2019, the swap transaction concluded which was commenced in August 2017, in connection with shares in the Company which constitute 1% of the Company's shares, through a sale to the second buyer. The terms of the swap transaction will continue to apply with respect to the other shares of the Company which form the subject of the aforementioned swap transaction, and which constitute approximately 4% of the Company's issued capital.

For details regarding IDB Development's holding rate in the Company's shares as of the reporting date, after the execution of the aforementioned sales, see section 1(a) above.

3. Proceedings involving the sale of control of the Company and request for a control permit

A. Proceedings involving the sale of control of the Company and request for a control permit

On December 18, 2018, IDB Development announced that the Board of Directors and management of IDB Development will continue evaluating various alternatives for the sale of the control of the Company (through methods other than the sale of tranches of Company shares in accordance with the outline) to various entities (the "Sale Of Control"), including by contacting Discount Investment Corporation Ltd. ("DIC"), a company which is controlled by the controlling shareholder of IDB Development, regarding the evaluation of such a sale, and subject to the provisions of the law, the approval of the competent organs of IDB Development (and, as relevant, also the approval of the competent organs of DIC), and the required regulatory approvals, including the Commissioner's approval, and that there is no certainty that the sale of control, whether to a third party or to DIC, will be completed, inter alia, due to the non-receipt of the required approvals.

In December 2018, the Board of Directors of IDB Development appointed an independent committee, whose members include its currently serving outside directors and the independent director, for the purpose of formulating an offer for the sale of the control of the Company to DIC, and to discuss the terms of the said transaction (the "Independent Committee").

On January 17, 2019, the independent committee contacted DIC's Chairman of the Board via letter, in which DIC offered to commence a process of negotiations towards the acquisition of the control of the Company (the "Letter"). It is noted that, in the letter, IDB Development did not offer any terms for the transaction, and to the best of the Company's knowledge, as of the publication date of the report, DIC's response to the letter has not yet been received.

On March 28, 2019, the controlling shareholder of IDB Development, Mr. Eduardo Elsztain, (the "Controlling Shareholder of IDB Development"), submitted to the Commissioner a request for a permit (the "Request") for control of the Company and of Clal Insurance. The request pertains to shares in the Company which are held by IDB Development, and to additional Company shares, regarding which IDB Development engaged in the aforementioned swap transactions (all or some).

It is noted that the request pertains to the receipt of a permit for the control of Clal Insurance through a subsidiary SPV which will be formed by corporations controlled by the controlling shareholder of IDB Development, which will acquire from IDB Development its holdings in the Company. The request also addresses other possible alternatives for the means of holding the Company, IDB Development or through DIC (which will acquire from IDB Development its holdings in the Company).

## Note 1: General (Cont.)

### B. Developments during the reporting period with respect to the Company's controlling shareholders (Cont.)

3. Proceedings involving the sale of control of the Company and request for a control permit (Cont.)

A. Proceedings involving the sale of control of the Company and request for a control permit (Cont.)

It is hereby clarified that there is no certainty that the motion will be approved by the Commissioner, and in any case, there is no certainty regarding any of the various alternatives for the aforementioned holding structure, some of which depend on the receipt of various approvals (including approval from the competent organs of IDB Development, of DIC and of the relevant corporations which are controlled by the controlling shareholder of IDB Development, insofar as may be required), and on compliance with other financial and regulatory requirements. It is further clarified that, as of the present date, no understandings or agreements whatsoever have been reached between IDB Development and the controlling shareholder of IDB Development and/or corporations under his control.

B. Pledge on Company shares

(1) On March 22, 2017, IDB Development reported that it had pledged approximately 4.99% (4.87% at full dilution, which constitute as of the present date approximately 4.98% and approximately 4.94% at full dilution) of the Company's shares which are held by IDB Development in favor of the trustee for the bondholders (Series K) of IDB Development.

(2) On February 16, 2017, IDB Development issued bonds (Series M), and pledged in favor of the holders of the aforementioned bonds the consideration in cash which will result from the Company's shares which are held by the trustee for the control shares (the "Base Shares"). The current number of base shares is 8,536,317 (constituting approximately 15.4% of the Company's issued and paid-up capital).

4. The Concentration Law

The Concentration Law was published in December 2013, and is intended to reduce the level of concentration in the Israeli economy, through several central processes, including, inter alia, the imposition of restrictions on incorporation through a pyramid structure, the imposition of increased corporate governance rules on pyramid companies, creating a separation between holdings of significant real operations and of significant financial operations, and establishing a "insurer with no controlling shareholder" mechanism.

- In accordance with the provisions of the Concentration Law, a pyramid holding structure is restricted to two tiers only[4]. Notwithstanding the above, the transitional provisions of the Concentration Law determine that a company which was a second tier company at the time of the law's publication, and for as long as it remains as such, is entitled to continue holding control of another tier company until six years after the publication date (December 2019), if it held control of that company before the publication date (the "Transition Period"). The Concentration Law prescribes provisions in case of control of a reporting corporation, which constitutes an other tier company, in breach of the law, which primarily include depositing the means of control of the other tier company with a trustee, for the sake of selling them in accordance with the instructions which the court's instructions to the trustee. As of the present date, IDB Development is considered a "first tier company", the Company is considered as "second tier company", and Clalbit Finance - a reporting corporation controlled by Clal Insurance - is considered an "other (third) tier company", as these terms are defined in the Concentration Law.

  Therefore, if Clalbit Finance continues to be considered as another tier company after the end of the transition period, the Company and/or Clal Insurance may be required to appoint a trustee or to perform actions which result in Clalbit Finance not being considered another tier company, and Clal Insurance may, inter alia, transfer its shares in Clalbit Finance to a third party, or merge Clalbit Finance into Clal Insurance, or merge Clal Insurance into the Company.

[4] A tier company is a company which constitutes a reporting corporation, in accordance with the definitions of the Concentration Law. The terms tier company, second tier company and other tier company are as defined in the Concentration Law.

## Note 1: General (Cont.)

### B. Developments during the reporting period with respect to the Company's controlling shareholders (Cont.)

4. The Concentration Law (Cont.)

- In accordance with the transitional provisions which were prescribed in the Concentration Law, beginning in December 2019, a significant real corporation, or the controller of such a corporation, may not hold control of a significant financial entity, and may not hold over 10% of a certain type of means of control in the aforementioned entity, and may not hold over 5% of a significant financial entity which has no controlling shareholder.[5]

  Beginning in May 2015, a list of the concentration entities has been published in the Official Gazette from time to time, as well as a list of the significant real corporations and a list of the significant financial entities. In accordance with the provisions of the Concentration Law, the following will be considered as a concentration entity, inter alia: a significant financial entity, a significant real corporation, and any entity which belongs to a business group (a corporation, an entity holding control of a corporation, and a corporation under the control of any of the above), which includes a significant financial entity or a significant real corporation. IDB Development is a significant real corporation, and accordingly, the Group's member companies which are not institutional entities were also included in the list of concentration entities, and were classified as significant real corporations. Clal Insurance and additional institutional entities in the Group were also included in the list of significant financial entities.

  Therefore, the continued control by Dolphin Netherlands, the controlling shareholder of IDB Development, of significant real corporations, may affect the ability of IDB Development to hold control of the Group's institutional entities, or to hold more than 10% of a certain type of the means of control of the Group's institutional entities (or more than 5% of a certain type of the means of control, in case the Company or the institutional entities are considered an insurer with no controlling shareholder), without derogating from the restrictions applicable to IDB Development's continued control of the Company, in accordance with the Commissioner's instructions, as stated above.

  Additionally, insofar as the Company will continue being considered as a concentration entity, and therefore as a significant real corporation, this may affect its ability to hold the control of the Group's institutional entities or to hold the means of control therein, as stated above, beginning in December 2019, and may also affect the ability to appoint corporate officers in significant real corporations of the Group, as directors in financial entities of the Group.

5. Agreement between IDB Development and Bank Hapoalim Ltd. -

   Until November 8, 2018, Bank Hapoalim held 9.47% of the Company's shares.

   For details regarding an agreement between IDB Development and Bank Hapoalim from March 1999, with respect to approximately 9.47% of the Company's shares (the "Sold Shares"), in which, inter alia, IDB Development was given the right of first refusal upon the sale of Company shares (all or some) by Bank Hapoalim, see the notes to holder no. 1 in the report regarding interested parties and corporate officers with respect to the corporation's securities, which was published by the Company on October 9, 2018 (reference number 2018-01-094068).

   On October 17, 2018, IDB Development reported that it had signed an agreement with Bank Hapoalim (the "**Agreement**"), according to which IDB Development was given a for the purpose of finding several buyers, with whom Bank Hapoalim will engage, subject to any applicable law, in transactions for the sale of (all of) the sold shares, at a price of NIS 62 per share, in unconditional over the counter transactions, and which will be completed on a single day, and no later than November 10, 2018 (the "**Acquisition Date**").

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[5] It is noted that, during the transition period, a prohibition applies against increasing the effective sales turnover or the effective credit of the real corporation, or the total asset value of the financial entity, as a result of the acquisition of another real corporation or financial entity, a merger with such a corporation or entity, or an acquisition of the operations of such a corporation or entity.

## Note 1: General (Cont.)

### B. Developments during the reporting period with respect to the Company's controlling shareholders (Cont.)

5. Agreement between IDB Development and Bank Hapoalim Ltd. (Cont.)

On November 8, 2018, IDB Development reported that it had notified Bank Hapoalim that, in accordance with the terms of the agreement, IDB Development had found several buyers with whom Bank Hapoalim would engage in over the counter transactions for the sale of (all of) the sold shares, in unconditional over the counter transactions, and that the acquisition of the shares had been performed by them at that time. In accordance with the terms of the agreement, the shareholders agreement was terminated.

IDB Development also reported that it had engaged in a swap transaction with a banking institution in connection with 2,771,309 of the sold shares, which constitute approximately 5% of the Company's shares, according to a base price of NIS 62 per share, in accordance with the same principles as those which applied in previous swap transactions which were performed by IDB Development with respect to the Company's shares which it held, as stated in subsection 2(i) above.

6. Implications

As of the reporting date, the Company is unable to estimate the entire impact of the results of the aforementioned events on them, which may result in additional changes in the holding and control of the Company, and may also result in the sale of the control core shares of the Company (including as a result of the implementation of the Commissioner's directives with respect to the application of the mechanism for an insurer with no controlling shareholder), and which may affect, inter alia, the reputation and ratings of the Company and of the Group's member companies.

Additionally, the transfer of the control shares in the Company from the trustee may affect clauses in certain agreements of member companies in the Group with third parties (including reinsurers), which may require, upon the fulfillment of circumstances involving the above change in control, negotiations with these third parties in order to keep the agreements in force.

For details regarding the implications of the Concentration Law, see subsection 4 above.

# Note 2: Basis for Preparation of the Interim Reports

## A. Statement of compliance with international financial reporting standards

The interim reports were prepared in accordance with IAS 34, "Interim Financial Reporting", and in accordance with the disclosure requirements established by the Insurance Commissioner, pursuant to the Control of Financial Services (Insurance) Law, 1981, and do not include all of the information which is required in complete annual financial statements. These should be read in conjunction with the consolidated financial statements as of and for the year ended December 31, 2018 (hereinafter: the "**Annual Financial Statements**"). Furthermore, these financial statements were compiled in accordance with the provisions of Chapter IV of the Securities Regulations (Periodic and Immediate Reports), 1970, to the extent to which these regulations apply to a corporation that consolidates insurance companies.

## B. Use of estimates and judgment

In preparing the interim reports in accordance with IFRS and in accordance with the Control Law and regulations enacted by virtue thereof, the directives of the Commissioner and the provisions of Chapter IV of the Securities Regulations (Periodic and Immediate Reports), 1970, insofar as they are relevant, company management is required to exercise judgment in making estimates, approximations and assumptions which affect the implementation of the accounting policy and the amounts of assets and liabilities, revenues and expenses. It is hereby clarified that actual results may differ from these estimates.

The discretion exercised by management in applying the Group's accounting policy and the main assumptions used for estimates involving uncertainty, are consistent with those used in the annual financial statements.

In this context, see Note 8(a) below for details regarding the updates to actuarial estimates, inter alia, due to the low interest environment and its impact on the discount rate used in the calculation of reserves in life and long term care life insurance.

## C. Details of changes in the Consumer Price Index and in the representative EUR, USD and GBP exchange rates:

| | Index in lieu | Known index | Representative EUR exchange rate | Representative USD exchange rate | Representative GBP exchange rate |
|---|---|---|---|---|---|
| | % | | | | |
| For the period of three months ended | | | | | |
| March 31, 2019 | **0.5** | **(0.3)** | **(5.0)** | **(3.1)** | **(1.3)** |
| March 31, 2018 | (0.1) | (0.3) | 4.2 | 1.4 | 5.6 |
| For the year ended December 31, 2018 | 0.8 | 1.2 | 3.3 | 8.1 | 2.4 |

| | Representative EUR exchange rate | Representative USD exchange rate | Representative GBP exchange rate |
|---|---|---|---|
| As of March 31, 2019 | 4.216 | 3.627 | 4.739 |
| As of March 31, 2018 | 4.157 | 3.529 | 4.736 |
| As of December 31, 2018 | 4.153 | 3.467 | 4.682 |

## Note 3: Significant Accounting Policies

The Group's accounting policy, as applied in the interim financial statements, was unchanged relative to the accounting policy which was applied in the annual reports, excluding:

**A. Standards adopted for the first time**

**International Financial Reporting Standard (IFRS) 16, Leases**

Beginning on January 1, 2019 (hereinafter: the "Date Of Initial Adoption"), the Group is adopting International Financial Reporting Standard (IFRS) 16, Leases (in this section: **"IFRS 16"** or the "Standard"), which replaced International Accounting Standard (IAS) 17, Leases (in this section: **"IAS 17"** or the "Previous Standard").

The main effect of the adoption of the standard is reflected in the cancellation of the current demand for lessees to classify a lease as an operating (off-balance sheet) or finance lease, and the presentation of a standard model for lessees' accounting treatment of all leases, similarly to the method of accounting for finance leases according to the previous standard. Until the adoption date of the standard, the Group classified most of the leases in which it is the lessee as operating leases, since it did not substantially bear all risks and returns from the assets. Leased assets which were classified as finance leases primarily included office buildings, backup sites and vehicles.

In accordance with the standard, regarding agreements in which the Group is the lessee, the Group recognizes a right-of-use asset and a lease liability on the commencement date of the lease contract, for all leases in which the Group has the right to control the use of the identifiable assets for a defined time period, excluding the exceptions specified in the standard. Accordingly, the Group recognizes depreciation and amortization expenses with respect to the right-of-use asset, assesses the need to record impairment with respect to the right-of-use asset, in accordance with the provisions of **IAS 36**, and recognizes financing expenses with respect to the lease liability. Therefore, beginning on the date of the standard's initial adoption, rent payments pertaining to assets which are leased under an operating lease, which were presented under the item for general and administrative expenses in the statement of income, are recognized as assets, and the depreciation expenses with respect thereto are presented as depreciation and amortization expenses.

The Group chose to adopt the easement in the transitional provisions, which stipulates that lease liabilities will be calculated according to the present value of the future lease payments, discounted by the incremental interest as of the date of initial adoption, and in parallel, will recognize an identical amount in liabilities in a right-of-use asset, except for leases of buildings and sites, for which the Group will recognize, on the date of initial adoption, a right-of-use asset at book value, as if the standard had been adopted as from the lease commencement date. In other words, with respect to buildings and sites, the Group will measure the value which would have been obtained had the requirements of the standard been adopted on the date of engagement, while determining the right-of-use asset at amortized cost as of the date of initial adoption. As a result, the adoption of the standard resulted in an adjustment of retained earnings on the date of initial adoption.

Additionally, as part of its adoption of the standard, the Group also chose to adopt the following easements:

(1) To adopt the practical easement regarding the recognition and measurement with respect to leases of assets of low value, for each lease separately.
(2) Not to separate non-lease components from lease components, and to treat all components as a single lease component.
(3) To use a standard discount rate for a portfolio of leases with similar characteristics;

# Note 3: Significant Accounting Policies

**A. Standards adopted for the first time (Cont.)**

International Financial Reporting Standard **(IFRS) 16**, Leases (Cont.)

The following table presents the cumulative effects of the sections which were affected by the initial adoption in the statement of financial position as of January 1, 2019:

| NIS in millions | According to IAS 17 (Audited) | Change (Unaudited) | According to IFRS 16 (Unaudited) |
|---|---|---|---|
| Right-of-use asset | - | 568 | 568 |
| Leasing expenses payable | (26) | 26 | - |
| Deferred tax assets | 6 | 6 | 12 |
| Lease liabilities | - | (613) | (613) |
| Retained earnings | (3,158) | 13 | (3,145) |

**Impact of the adoption of the standard during the reporting period**

Impact on operating results due to the adoption of **IFRS 16**, in connection with leases which were classified as operating leases according to **IAS 17** during the reporting period:

Instead of recognizing the leasing expenses with respect to the aforementioned leases, the Group recognized depreciation expenses and financing expenses in immaterial amounts.

Presented below are the main changes to the accounting policy following the adoption of the standard, beginning on January 1, 2019:

(1) Determining whether an arrangement contains a lease

On the date of engagement in the lease, the Group determines whether the arrangement constitutes a lease or contains a lease, including assessing whether the arrangement involves a transfer of the right to control the use of an identifiable asset for a certain period of time, in exchange for payment. When assessing whether an arrangement involves a transfer of the right to control the use of an identifiable asset, the Group evaluates whether it has the following two rights throughout the lease period:

(A) The right to essentially obtain all of the economic benefits from the use of the identifiable asset; And:

(B) The right to direct the use of the identifiable asset.

For lease contracts which include non-lease components, such as services or maintenance, that are associated with the lease component, the Group chose to account for the contract as a single lease component, without separating the components.

(2) Leased assets and lease liabilities

Contracts which give the Group the right to use a leased asset for a certain period of time in exchange for a consideration, are treated as leases. Upon initial recognition, the Group recognizes a liability in the amount of the present value of the future lease payments (such payments do not include certain variable lease payments), and in parallel, the Group recognizes a right-of-use asset in the amount of the lease liability, adjusted with respect to lease payments which were paid in advance or which accrued, plus direct costs which materialized in the lease.

Since it is not possible to easily determine the interest rate implicit in the Group's leases, the Group used, for the purpose of measuring the lease liability, nominal discount rates according to the yield curve which is used for loans in the rating group of Clal Insurance, the relevant lifetime of the various leases. Following initial recognition, the right-of-use asset is treated at cost, and is amortized throughout the lease period or the asset's useful lifetime, whichever is earlier.

## Note 3: Significant Accounting Policies

### A. Standards adopted for the first time (Cont.)

International Financial Reporting Standard **IFRS 16**, Leases (Cont.)

**Impact of the adoption of the standard in the reporting period (Cont.)**

Presented below are the main changes to the accounting policy following the adoption of the standard, beginning on January 1, 2019: (Cont.)

(3) Lease period

The lease period is determined as the period during which the lease is not cancelable, together with periods which are covered by an option to extend or cancel the lease, if the lessee is reasonably certain to exercise or not exercise the option, respectively.

(4) Variable lease payments

Variable lease payments which are linked to an index or exchange rate are initially measured using the index or rate which applies on the lease commencement date, and are included in the measurement of the lease liability. When changes have occurred to the cash flows of future lease fees, which are due to changes in the index or exchange rate, the balance of the liability is updated against the right-of-use asset.

Other variable lease payments which are not included in the measurement of the liability are applied to the statement of income on the date when the conditions for those payments have materialized.

(5) Amortization of right-of-use asset

After the lease commencement date, the right-of-use asset is measured at cost less accumulated amortization, and less accrued impairment losses, and is adjusted with respect to remeasurements of the lease liability. The amortization is calculated on a straight line basis throughout the useful lifetime or the contractual lease period, whichever is earlier, as follows:

| | |
|---|---|
| • Land for telecommunication sites | 6-15 years |
| • Buildings | 7-20 years |
| • Vehicles | 3 years |

(6) Re-assessment of lease liability

Upon the occurrence of a significant event or a significant change in circumstances, which is under the Group's control, and which affected the decision of whether it is reasonably certain that the Group will exercise an option, which was not previously included in the determination of the lease period, or that it will not exercise an option which was previously included in the determination of the lease period, the Group remeasures the lease liability according to the updated lease payments, using an updated discount rate. The change in the liability's book value is recognized against the right-of-use asset, or is recognized in profit and loss if the book value of the right-of-use asset has been amortized in its entirety.

(7) Assets leased by the Group

Operating leases

Leases which do not involve a transfer of substantially all of the risks and benefits associated with the ownership of the underlying asset are classified as operating leases.

The Group recognizes lease payments from operating leases as income on a straight line basis throughout the lease period.

Initial direct costs which materialized in the process of obtaining operating leases are added to the book value of the underlying asset, and are recognized as an expense throughout the lease period, on the same basis as the income from the lease.

**B. Use of estimates and judgment**

**Critical estimates**

Legal claims which are not in the ordinary course of business -

If the hearing of a legal claim (it is hereby clarified, for the avoidance of doubt, that the hearing of a claim does not include determinations regarding motions to recognize class actions and other interim motions) in a certain instance is determined against the Group's member companies, a provision will be recognized or updated in the financial statements which are published for the first time after the date of the determination, even if, in the opinion of group management, based on the opinion of its legal counsel, the result in an appeal to a higher instance will be different, and that at the end of the proceedings, the Group will not be charged (except in cases where the appeal is highly likely to be accepted).

# Note 4: Segmental Reporting

## A. General

The Group is engaged in the following operating segments:

### 1. Long term savings

The long term savings segment includes life insurance, accompanying coverages (riders) and management of pension funds and provident funds. The segment includes long term savings (within the framework of the various types of insurance policies, pension funds and provident funds, including study funds), as well as insurance coverage for various risks, including death, disability, loss of working capacity, health insurance policies sold as riders to life insurance policies, and others. According to the Commissioner's directives, the long term savings segment includes the following branches: provident funds, pension funds, and life insurance.

### 2. Health insurance

The health insurance segment includes the Group's operations in the health insurance branches. The segment includes long term care insurance, medical expenses insurance, surgeries, transplants, personal accidents (long term health branch), international travel, dental insurance, foreign workers, and more.

### 3. Non-life insurance

The non-life insurance segment in Israel includes the liability and property insurance, credit insurance, personal accidents and other insurance branches.

According to the Commissioner's directives, the non-life insurance segment in Israel is divided into the following branches: compulsory motor, motor property, property and others branches, and other liability branches, as specified below:

- **Compulsory motor branch**
  The compulsory motor insurance branch focuses on coverage whose acquisition by the vehicle owner or driver is compulsory by law, and provides coverage for bodily injuries (to the driver of the vehicle, to the passengers in the vehicle or to pedestrians), as a result of the use of the motor vehicle.

- **Motor property branch**
  The motor property insurance branch focuses on coverage for damages caused to the policyholder's vehicle, and on property damages caused to a third party by the policyholder's vehicle.

- **Property and others branches**
  The remaining property branches other than motor, liability and other insurance branches, such as guarantees and personal accident insurance (short term health branch).

- **Credit insurance through a consolidated company**
  Credit insurance branches and foreign trade risks.

- **Other liability branches**
  The liability branches cover the liabilities of policyholders with respect to damages caused to third parties. These branches include third party liability, employers' liability, professional liability, and product liability.

### 4. Other

Including operating segments which do not meet the quantitative thresholds for reporting, credit and financing operations, and insurance agencies.

### 5. Operations which were not allocated to segments

This operation includes the Group's headquarters, which primarily includes capital, liabilities that are not a part of insurance operations, and assets held against them in Clal Insurance, as well as the Company's separate balances and results.

## Note 4: Segmental Reporting (Cont.)

### B. Seasonality

#### 1. Long-term savings segment

In general, revenue from premiums in life insurance, and income from management fees in pension funds and provident funds, are not characterized by seasonality, and therefore, seasonality is not a factor with respect to claims.

However, due to the timing of the end of the tax year, a certain degree of seasonality exists with respect to deposits from premiums/benefits contributions to pension savings products in December, since substantial amounts are deposited during that month by employees and self-employed persons who initiate deposits that are not in the framework of their wages, with the intention of making full use of the tax benefits, as well as by employers completing obligations with respect to the tax year or making one-time deposits, usually with respect to a severance pay tenure debt. There are also certain months, which vary from year to year, in which the scope of premiums/contributions could be higher, this being mainly due to one-time payments made by employers to workers, in respect of which contributions are provided.

#### 2. Non-life insurance segment

In general, premium revenue in non-life insurance in Israel is not characterized by clear seasonality. However, premiums in the first quarter of the year are higher than premiums in other quarters, mainly due to renewals of insurance contracts by business policyholders, and to renewals of large vehicle fleets at the start of the calendar year, which have a certain degree of seasonality. The effect of this seasonality on reported income is neutralized by the unearned premium reserve.

There is no clear seasonality in the other expense components, such as claims, and in other income components, such as income from investments. However, it should be noted that in the winter seasons an increase in claims is sometimes seen in the first or fourth quarters of the year, or in both of them, mainly in the property branches, and as a result reported income for the period decreases.

# Note 4: Segmental Reporting (Cont.)

## C. Report on operating segments

| | Long term savings | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Provident | | | Pension | | | Life insurance [1] | | | Total | | |
| | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 |
| | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited |
| Gross premiums earned | - | - | - | - | - | - | 1,497,986 | 1,407,611 | 5,845,913 | 1,497,986 | 1,407,611 | 5,845,913 |
| Premiums earned by reinsurers | - | - | - | - | - | - | 38,728 | 45,137 | 135,807 | 38,728 | 45,137 | 135,807 |
| Premiums earned on retention | - | - | - | - | - | - | 1,459,258 | 1,362,474 | 5,710,106 | 1,459,258 | 1,362,474 | 5,710,106 |
| Income (loss) from investments, net, and financing income | 25,207 | 25,828 | 158,559 | (97) | 367 | 2,634 | 3,167,129 | 212,028 | 802,520 | 3,192,239 | 238,223 | 963,713 |
| Income from management fees | 43,391 | 45,078 | 175,627 | 68,249 | 70,301 | 271,359 | 283,526 | 117,863 | 436,111 | 395,166 | 233,242 | 883,097 |
| Income from commissions | - | - | - | - | - | - | 8,379 | 15,061 | 28,213 | 8,379 | 15,061 | 28,213 |
| Other income | - | - | - | (5) | - | - | - | - | - | (5) | - | - |
| Total income | 68,598 | 70,906 | 334,186 | 68,147 | 70,668 | 273,993 | 4,918,292 | 1,707,426 | 6,976,950 | 5,055,037 | 1,849,000 | 7,585,129 |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts, gross | 24,506 | 24,257 | 152,437 | - | - | - | 4,599,178 | 1,594,577 | 5,815,721 | 4,623,684 | 1,618,834 | 5,968,158 |
| Share of reinsurers in payments and change in liabilities with respect to insurance contracts | - | - | - | - | - | - | (31,081) | (20,615) | (81,589) | (31,081) | (20,615) | (81,589) |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts on retention | 24,506 | 24,257 | 152,437 | - | - | - | 4,568,097 | 1,573,962 | 5,734,132 | 4,592,603 | 1,598,219 | 5,886,569 |
| Commissions, marketing expenses and other acquisition costs | 14,417 | 14,299 | 56,488 | 26,477 | 25,167 | 106,356 | 168,503 | 179,581 | 742,225 | 209,397 | 219,047 | 905,069 |
| General and administrative expenses | 23,916 | 26,778 | 107,633 | 43,122 | 41,964 | 177,013 | 95,802 | 95,237 | 381,421 | 162,840 | 163,979 | 666,067 |
| Impairment of intangible assets | - | - | 114,824 | - | - | - | - | - | - | - | - | 114,824 |
| Other expenses | 899 | 2,928 | 7,854 | 1,331 | 416 | 1,365 | - | 118 | 184 | 2,230 | 3,462 | 9,403 |
| Financing expenses (income) | - | (4) | (2) | 21 | (27) | 4 | 6,818 | (306) | 2,322 | 6,839 | (337) | 2,324 |
| Total expenses | 63,738 | 68,258 | 439,234 | 70,951 | 67,520 | 284,738 | 4,839,220 | 1,848,592 | 6,860,284 | 4,973,909 | 1,984,370 | 7,584,256 |
| Share in the results of investee companies accounted by the equity method, net | - | - | - | (227) | (454) | (1,281) | 4 | (203) | (8,929) | (223) | (657) | (10,210) |
| **Income (loss) before taxes on income** | 4,860 | 2,648 | (105,048) | (3,031) | 2,694 | (12,026) | 79,076 | (141,369) | 107,737 | 80,905 | (136,027) | (9,337) |
| Other comprehensive income (loss) before taxes on income | - | - | - | 4,118 | (597) | (3,707) | 40,282 | (13,479) | 35,885 | 44,400 | (14,076) | 32,178 |
| Total comprehensive income (loss) before taxes on income | 4,860 | 2,648 | (105,048) | 1,087 | 2,097 | (15,733) | 119,358 | (154,848) | 143,622 | 125,305 | (150,103) | 22,841 |

| | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited |
| Liabilities with respect to non-investment-linked insurance contracts and investment contracts | 2,358,477 | 2,319,153 | 2,355,594 | - | - | - | 19,603,021 | 19,269,532 | 19,509,798 | 21,961,498 | 21,588,685 | 21,865,392 |
| Liabilities with respect to investment-linked insurance contracts and investment contracts | - | - | - | - | - | - | 64,236,403 | 59,790,989 | 60,985,176 | 64,236,403 | 59,790,989 | 60,985,176 |
| 1) Total premiums (including pure savings premiums (investment contracts) which were applied directly to reserve). | | | | | | | 1,622,780 | 1,498,569 | 6,282,926 | 1,622,780 | 1,498,569 | 6,282,926 |

# Note 4: Segmental Reporting (Cont.)

## C. Report on operating segments (Cont.)

| | Health | | | Non-life | | | Other | | |
|---|---|---|---|---|---|---|---|---|---|
| | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 |
| | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited |
| Gross premiums earned | **338,515** | 504,508 | 2,106,995 | **575,087** | 563,454 | 2,324,119 | **-** | - | - |
| Premiums earned by reinsurers | **20,819** | 73,245 | 300,418 | **250,232** | 216,078 | 943,808 | **-** | - | - |
| Premiums earned on retention | **317,696** | 431,263 | 1,806,577 | **324,855** | 347,376 | 1,380,311 | **-** | - | - |
| Income from investments, net, and financing income | **86,941** | 6,516 | 11,461 | **55,314** | 25,742 | 135,505 | **1,055** | 832 | 4,553 |
| Income from management fees | **-** | - | - | **-** | - | - | **-** | 1,494 | 5,974 |
| Income (expenses) from commissions | **916** | 2,060 | 8,760 | **49,498** | 47,638 | 201,612 | **34,285** | 31,689 | 134,315 |
| Other income | **-** | - | - | **14** | 19 | 73 | **-** | - | 2 |
| Total income | **405,553** | 439,839 | 1,826,798 | **429,681** | 420,775 | 1,717,501 | **35,340** | 34,015 | 144,844 |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts, gross | **355,099** | 423,333 | 1,822,451 | **418,157** | 330,892 | 1,562,129 | **-** | - | - |
| Share of reinsurers in payments and change in liabilities with respect to insurance contracts | **(68,452)** | (82,866) | (471,418) | **(189,598)** | (132,374) | (553,777) | **-** | - | - |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts on retention | **286,647** | 340,467 | 1,351,033 | **228,559** | 198,518 | 1,008,352 | **-** | - | - |
| Commissions, marketing expenses and other acquisition costs | **118,887** | 113,975 | 520,420 | **131,193** | 128,418 | 572,422 | **26,402** | 25,744 | 103,404 |
| General and administrative expenses | **17,932** | 17,609 | 73,487 | **20,300** | 16,304 | 73,377 | **4,616** | 4,286 | 20,032 |
| Impairment of intangible assets | **-** | - | - | **-** | - | - | **-** | - | - |
| Other expenses (income) | **115** | - | - | **-** | - | 10 | **876** | 940 | 849 |
| Financing expenses (income) | **573** | 239 | 12,318 | **(2,557)** | 3,364 | 11,325 | **282** | 58 | 388 |
| Total expenses | **424,154** | 472,290 | 1,957,258 | **377,495** | 346,604 | 1,665,486 | **32,176** | 31,028 | 124,673 |
| Share in the results of investee companies accounted by the equity method, net | **2** | (156) | (5,039) | **464** | 2,085 | (9,159) | **-** | - | - |
| Income (loss) before taxes on income | **(18,599)** | (32,607) | (135,499) | 52,650 | 76,256 | 42,856 | 3,164 | 2,987 | 20,171 |
| Other comprehensive income (loss) before taxes on income | **44,055** | (9,573) | (29,613) | **17,047** | (2,950) | 3,847 | **(1,485)** | 650 | 1,170 |
| Total comprehensive income (loss) before taxes on income | **25,456** | (42,180) | (165,112) | **69,697** | 73,306 | 46,703 | **1,679** | 3,637 | 21,341 |

| | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 |
|---|---|---|---|---|---|---|---|---|---|
| | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 |
| | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited |
| Liabilities with respect to non-investment-linked insurance contracts and investment contracts | **2,695,291** | 2,141,451 | 2,675,508 | **6,206,153** | 6,389,439 | 6,107,310 | **-** | - | - |
| Liabilities with respect to investment-linked insurance contracts and investment contracts | **1,175,631** | 4,256,635 | 4,401,472 | **-** | - | - | **-** | - | - |

# Note 4: Segmental Reporting (Cont.)

## C. Report on operating segments (Cont.)

| | Not allocated to segments | | | Adjustments and offsets | | | Total | | |
|---|---|---|---|---|---|---|---|---|---|
| | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 |
| | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited |
| Gross premiums earned | - | - | - | **(552)** | (455) | (2,009) | **2,411,036** | 2,475,118 | 10,275,018 |
| Premiums earned by reinsurers | - | - | - | - | - | - | **309,779** | 334,460 | 1,380,033 |
| Premiums earned on retention | - | - | - | **(552)** | (455) | (2,009) | **2,101,257** | 2,140,658 | 8,894,985 |
| Income from investments, net, and financing income | **57,628** | 24,296 | 130,090 | **(268)** | (86) | (453) | **3,392,909** | 295,523 | 1,244,869 |
| Income from management fees | - | - | - | **252** | (1,228) | (4,874) | **395,418** | 233,507 | 884,197 |
| Income (expenses) from commissions | - | - | - | **(18,954)** | (19,274) | (81,554) | **74,124** | 77,174 | 291,346 |
| Other income | - | - | - | **(3)** | - | - | **6** | 19 | 75 |
| Total income | **57,628** | 24,296 | 130,090 | **(19,525)** | (21,043) | (88,890) | **5,963,714** | 2,746,881 | 11,315,472 |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts, gross | - | - | - | **(527)** | (318) | (2,044) | **5,396,413** | 2,372,741 | 9,350,694 |
| Share of reinsurers in payments and change in liabilities with respect to insurance contracts | - | - | - | - | - | - | **(289,131)** | (235,855) | (1,106,784) |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts on retention | - | - | - | **(527)** | (318) | (2,044) | **5,107,282** | 2,136,886 | 8,243,910 |
| Commissions, marketing expenses and other acquisition costs | - | - | - | **(18,786)** | (19,064) | (81,250) | **467,093** | 468,120 | 2,020,065 |
| General and administrative expenses | **19,313** | 20,252 | 83,250 | **(860)** | 2,165 | (5,983) | **224,141** | 224,595 | 910,230 |
| Impairment of intangible assets | - | - | - | - | - | - | - | - | 114,824 |
| Other expenses (income) | **124** | (727) | 29 | - | 724 | 406 | **3,345** | 4,399 | 10,697 |
| Financing expenses (income) | **28,834** | 26,820 | 132,048 | **31** | (64) | (472) | **34,002** | 30,080 | 157,931 |
| Total expenses | **48,271** | 46,345 | 215,327 | **(20,142)** | (16,557) | (89,343) | **5,835,863** | 2,864,080 | 11,457,657 |
| Share in the results of investee companies accounted by the equity method, net | **(2,264)** | 73 | (1,260) | - | - | - | **(2,021)** | 1,345 | (25,668) |
| Income (loss) before taxes on income | **7,093** | (21,976) | (86,497) | **617** | (4,486) | 453 | **125,830** | (115,853) | (167,853) |
| Other comprehensive income (loss) before taxes on income | **88,544** | (39,458) | (103,406) | **107** | 921 | 2,247 | **192,668** | (64,486) | (93,577) |
| Total comprehensive income (loss) before taxes on income | **95,637** | (61,434) | (189,903) | **724** | (3,565) | 2,700 | **318,498** | (180,339) | (261,430) |
| | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 |
| | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 |
| | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited |
| Liabilities with respect to non-investment-linked insurance contracts and investment contracts | - | - | - | **(971)** | (440) | (1,215) | **30,861,971** | 30,119,135 | 30,646,995 |
| Liabilities with respect to investment-linked insurance contracts and investment contracts | - | - | - | **(19,757)** | (20,574) | (19,751) | **65,392,277** | 64,027,050 | 65,366,897 |

## Note 4: Segmental Reporting (Cont.)

D. Additional information regarding the main insurance branches included in the non-life insurance segment

| | Liability branches | | | | | |
|---|---|---|---|---|---|---|
| | Compulsory motor | | | Liabilities and others branches [1] | | |
| | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 |
| | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited | Unaudited | | Audited |
| Gross premiums | **143,531** | 143,618 | 466,725 | **91,613** | 93,371 | 333,907 |
| Reinsurance premiums | **90,261** | 82,848 | 281,482 | **24,666** | 25,042 | 119,565 |
| Premiums on retention | **53,270** | 60,770 | 185,243 | **66,947** | 68,329 | 214,342 |
| Change in unearned premium balance, on retention | **(10,923)** | (3,237) | 25,270 | **(15,120)** | (16,698) | (2,850) |
| Premiums earned on retention | **42,347** | 57,533 | 210,513 | **51,827** | 51,631 | 211,492 |
| Income from investments, net, and financing income | **24,723** | 11,129 | 58,708 | **20,860** | 8,118 | 43,132 |
| Income from commissions | **15,334** | 11,986 | 55,791 | **3,202** | 3,215 | 12,852 |
| Total income | **82,404** | 80,648 | 325,012 | **75,889** | 62,964 | 267,476 |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts, gross | **97,490** | 75,905 | 422,470 | **114,223** | 42,482 | 342,604 |
| Share of reinsurers in payments and change in liabilities with respect to insurance contracts | **(65,691)** | (54,336) | (222,708) | **(59,623)** | (18,251) | (91,090) |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts on retention | **31,799** | 21,569 | 199,762 | **54,600** | 24,231 | 251,514 |
| Commissions, marketing expenses and other acquisition costs | **15,937** | 14,140 | 75,823 | **24,130** | 22,687 | 96,960 |
| General and administrative expenses | **3,461** | 2,287 | 10,818 | **2,090** | 1,485 | 7,471 |
| Other expenses | **-** | - | - | **-** | - | - |
| Financing expenses (income) | **(545)** | 1,436 | 3,563 | **(61)** | 44 | 394 |
| Total expenses | **50,652** | 39,432 | 289,966 | **80,759** | 48,447 | 356,339 |
| Share in the profits (losses) of associate companies, net | **223** | 1,001 | (4,396) | **148** | 667 | (2,932) |
| Income (loss) before taxes on income | 31,975 | 42,217 | 30,650 | (4,722) | 15,184 | (91,795) |
| Other comprehensive income (loss) before taxes on income | **5,657** | (404) | 4,582 | **4,771** | (287) | 3,422 |
| Total comprehensive income before taxes on income | **37,632** | 41,813 | 35,232 | **49** | 14,897 | (88,373) |

| | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 |
|---|---|---|---|---|---|---|
| | 2019 | 2018 | 2018 | 2019 | 2018 | 2018 |
| | **Unaudited** | | Audited | **Unaudited** | | Audited |
| Gross | **2,286,282** | 2,316,838 | 2,284,274 | **2,382,701** | 2,427,284 | 2,328,034 |
| Reinsurance | **647,707** | 430,544 | 575,942 | **916,489** | 1,007,000 | 877,243 |
| Retention | **1,638,575** | 1,886,294 | 1,708,332 | **1,466,212** | 1,420,284 | 1,450,791 |

1) Other liability branches primarily include the results of the third party liability and employers' liability insurance branches, the activity in which, in the reporting period, in the corresponding period last year and in the year ended December 31, 2018, constitutes approximately 71%, approximately 73% and approximately 66%, respectively, of total premiums in those branches.

## Note 4: Segmental Reporting (Cont.)

D. Additional information concerning the main insurance branches included in the non-life insurance segment (Cont.)

| | Property branches | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Motor property | | | Credit insurance | | | Property and others branches [1] | | | Total | | |
| | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 | For the period of three months ended March 31 | | For the year ended December 31 |
| | **2019** | 2018 | 2018 | **2019** | 2018 | 2018 | **2019** | 2018 | 2018 | **2019** | 2018 | 2018 |
| **NIS in thousands** | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited |
| Gross premiums | **215,624** | 222,417 | 713,301 | **26,992** | 26,636 | 109,793 | **209,296** | 194,555 | 727,652 | **687,056** | 680,597 | 2,351,378 |
| Reinsurance premiums | **380** | 573 | 1,952 | **13,411** | 13,268 | 54,675 | **145,455** | 137,794 | 554,786 | **274,173** | 259,525 | 1,012,460 |
| Premiums on retention | **215,244** | 221,844 | 711,349 | **13,581** | 13,368 | 55,118 | **63,841** | 56,761 | 172,866 | **412,883** | 421,072 | 1,338,918 |
| Change in unearned premium balance, on retention | **(41,647)** | (44,916) | 7,152 | **144** | 47 | (307) | **(20,482)** | (8,892) | 12,128 | **(88,028)** | (73,696) | 41,393 |
| Premiums earned on retention | **173,597** | 176,928 | 718,501 | **13,725** | 13,415 | 54,811 | **43,359** | 47,869 | 184,994 | **324,855** | 347,376 | 1,380,311 |
| Income from investments, net, and financing income | **6,295** | 2,553 | 13,804 | **(708)** | 1,921 | 9,375 | **4,144** | 2,021 | 10,486 | **55,314** | 25,742 | 135,505 |
| Income from commissions | **-** | - | - | **3,816** | 4,632 | 16,823 | **27,146** | 27,805 | 116,146 | **49,498** | 47,638 | 201,612 |
| Other income | **-** | - | - | **14** | 19 | 73 | **-** | - | - | **14** | 19 | 73 |
| Total income | **179,892** | 179,481 | 732,305 | **16,847** | 19,987 | 81,082 | **74,649** | 77,695 | 311,626 | **429,681** | 420,775 | 1,717,501 |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts, gross | **121,643** | 121,469 | 462,293 | **13,327** | 5,610 | 23,762 | **71,474** | 85,426 | 311,000 | **418,157** | 330,892 | 1,562,129 |
| Share of reinsurers in payments and change in liabilities with respect to insurance contracts | **97** | 599 | 236 | **(8,782)** | (3,455) | (13,779) | **(55,599)** | (56,931) | (226,436) | **(189,598)** | (132,374) | (553,777) |
| Payments and changes in liabilities with respect to insurance contracts and investment contracts on retention | **121,740** | 122,068 | 462,529 | **4,545** | 2,155 | 9,983 | **15,875** | 28,495 | 84,564 | **228,559** | 198,518 | 1,008,352 |
| Commissions, marketing expenses and other acquisition costs | **40,748** | 41,913 | 182,935 | **2,529** | 2,459 | 9,640 | **47,849** | 47,219 | 207,064 | **131,193** | 128,418 | 572,422 |
| General and administrative expenses | **5,198** | 3,542 | 16,535 | **4,985** | 4,685 | 18,129 | **4,566** | 4,305 | 20,424 | **20,300** | 16,304 | 73,377 |
| Other expenses | **-** | - | - | **-** | - | 10 | **-** | - | - | **-** | - | 10 |
| Financing expenses (income) | **(154)** | 77 | 1,013 | **(1,435)** | 666 | 3,180 | **(362)** | 1,141 | 3,175 | **(2,557)** | 3,364 | 11,325 |
| Total expenses | **167,532** | 167,600 | 663,012 | **10,624** | 9,965 | 40,942 | **67,928** | 81,160 | 315,227 | **377,495** | 346,604 | 1,665,486 |
| Share in the profits (losses) of associate companies, net | **42** | 188 | (824) | **-** | - | - | **51** | 229 | (1,007) | **464** | 2,085 | (9,159) |
| Income (loss) before taxes on income | **12,402** | 12,069 | 68,469 | **6,223** | 10,022 | 40,140 | **6,772** | (3,236) | (4,608) | **52,650** | 76,256 | 42,856 |
| Other comprehensive income (loss) before taxes on income | **1,303** | (92) | 1,476 | **4,480** | (2,143) | (6,831) | **836** | (24) | 1,198 | **17,047** | (2,950) | 3,847 |
| Total comprehensive income before taxes on income | **13,705** | 11,977 | 69,945 | **10,703** | 7,879 | 33,309 | **7,608** | (3,260) | (3,410) | **69,697** | 73,306 | 46,703 |

| | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 | As of March 31 | | As of December 31 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | **2019** | 2018 | **2018** | **2019** | 2018 | 2018 | **2019** | 2018 | 2018 | **2019** | 2018 | 2018 |
| **NIS in thousands** | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited | Unaudited | | Audited |
| **Liabilities with respect to insurance contracts** | | | | | | | | | | | | |
| Gross | **523,780** | 557,709 | 495,220 | **56,140** | 78,864 | 63,741 | **957,250** | 1,008,744 | 936,041 | **6,206,153** | 6,389,439 | 6,107,310 |
| Reinsurance | **511** | 653 | 684 | **27,166** | 41,866 | 31,979 | **636,889** | 615,898 | 620,069 | **2,228,762** | 2,095,961 | 2,105,917 |
| Retention | **523,269** | 557,056 | 494,536 | **28,974** | 36,998 | 31,762 | **320,361** | 392,846 | 315,972 | **3,977,391** | 4,293,478 | 4,001,393 |

1) Property and other branches primarily include the results of the business property insurance and apartment insurance branches, the activity in which during the reporting period, in the corresponding period last year and in the year ended December 31, 2018, constitutes approximately 74%, approximately 72% and approximately 77%, respectively, of the total premiums in these branches.

## Note 4: Segmental Reporting (Cont.)

E. Additional information regarding the life insurance and long-term savings segment

**Data for the three month period ended March 31, 2019 (unaudited)**

| NIS in thousands | Life insurance policies which include a savings component (including riders) by policy issuance date | | | | Life insurance policy without a risk savings component which is sold as a single policy | | |
|---|---|---|---|---|---|---|---|
| | | | From 2004 | | | | |
| | Until 1990 1) | Until 2003 | Non-investment-linked | Investment-linked | Individual | Collective | Total |
| Gross premiums: | **53,136** | **405,114** | **536** | **878,622** | **141,486** | **19,736** | **1,498,631** |
| Receipts with respect to investment contracts charged directly to insurance reserves | **-** | **-** | **-** | **124,794** | **-** | **-** | **124,794** |
| Financial margin including management fees 2) | **123,387** | **225,768** | **343** | **55,464** | **-** | **-** | **404,962** |
| Payments and changes in liabilities with respect to insurance contracts, gross | **345,085** | **2,390,483** | **(1,321)** | **1,698,272** | **75,443** | **16,108** | **4,524,071** |
| Payments and changes in liabilities with respect to investment contracts | **-** | **-** | **14** | **75,096** | **-** | **-** | **75,110** |
| **Total comprehensive income** | **(32,231)** | **141,339** | **1,237** | **14,863** | **(12,029)** | **6,179** | **119,358** |

**Data for the three month period ended March 31, 2018 (unaudited)**

| NIS in thousands | Life insurance policies which include a savings component (including appendices) by policy issue date | | | | Life insurance policy without a risk savings component which is sold as a single policy | | |
|---|---|---|---|---|---|---|---|
| | | | From 2004 | | | | |
| | Until 1990 1) | Until 2003 | Non-investment-linked | Investment-linked | Individual | Collective | Total |
| Gross premiums: | 58,725 | 432,956 | 2,033 | 735,451 | 155,657 | 22,520 | 1,407,342 |
| Receipts with respect to investment contracts charged directly to insurance reserves | - | - | - | 90,958 | - | - | 90,958 |
| Financial margin including management fees 2) | 45,587 | 67,187 | (455) | 50,145 | - | - | 162,464 |
| Payments and changes in liabilities with respect to insurance contracts, gross | 307,353 | 526,244 | 648 | 686,318 | 60,751 | 14,313 | 1,595,628 |
| Payments and changes in liabilities with respect to investment contracts | - | - | 428 | (1,480) | - | - | (1,052) |
| **Total comprehensive income** | (84,732) | (43,769) | 654 | (36,051) | 6,416 | 2,633 | (154,848) |

## Note 4: Segmental Reporting (Cont.)

E. Additional information regarding the life insurance and long-term savings segment (Cont.)

**Data for the year ended December 31, 2018 (Audited)**

| | Life insurance policies which include a savings component (including riders) by policy issuance date | | | | Life insurance policy without a risk savings component which is sold as a single policy | | |
|---|---|---|---|---|---|---|---|
| | | | From 2004 | | | | |
| NIS in thousands | Until 1990 [1] | Until 2003 | Non-investment-linked | Investment-linked | Individual | Collective | Total |
| Gross premiums: | 225,225 | 1,668,439 | 6,367 | 3,253,148 | 611,943 | 81,573 | 5,846,695 |
| Receipts with respect to investment contracts charged directly to insurance reserves | - | - | - | 437,013 | - | - | 437,013 |
| Financial margin including management fees [2] | 77,978 | 221,280 | 2,785 | 212,603 | - | - | 514,646 |
| Payments and changes in liabilities with respect to insurance contracts, gross | 1,032,393 | 1,594,873 | 1,087 | 2,884,899 | 253,321 | 67,813 | 5,834,386 |
| Payments and changes in liabilities with respect to investment contracts | - | - | 126 | (18,792) | - | - | (18,665) |
| **Total comprehensive income** | 179,263 | 88,209 | 10,332 | (161,447) | 19,969 | 7,296 | 143,622 |

Notes:

(1) Products which were issued until 1990 (including enlargements in respect thereof) were primarily guaranteed-return, and are primarily/partially backed by designated bonds.

(2) The financial margin includes profit (loss) from investments charged to other comprehensive income, and does not include the Company's additional income charged as a percentage of the premium, and is calculated before deduction of investment management expenses.
The financial margin in guaranteed-return policies is based on income from actual investments for the reporting year, less a multiple of the guaranteed rate of return per year, times the average reserve for the year in the various insurance funds.
The financial margin in investment-linked contracts is the total of fixed and variable management fees, calculated based on a reduction in the credit to savings in the Company's systems.

F. Additional details regarding the health insurance segments

**Data for the three month period ended March 31, 2019 (unaudited)**

| | Long term care | | Health other [2] | | |
|---|---|---|---|---|---|
| NIS in thousands | **Individual** | **Collective [3]** | **Long term** | **Short term** | **Total** |
| Gross premiums | **66,245** | **44,745** | **210,619 [1]** | **17,067 [1]** | **338,676** |
| Payments and changes in liabilities with respect to insurance contracts, gross | **110,816** | **134,442** | **100,040** | **9,801** | **355,099** |

1) Of which, individual premiums in the amount of NIS 189,869 thousand, and collective premiums in the amount of NIS 37,817 thousand.
2) The most material coverage included in other long term health insurance is medical expenses; with respect to short term, it is international travel.
3) For details regarding the conclusion of the engagement with Maccabi health fund, see Note 43(d) to the annual financial statements.

## Note 4: Segmental Reporting (Cont.)

### F. Additional details regarding the health insurance segments (Cont.)

**Data for the three month period ended March 31, 2018 (unaudited)**

| NIS in thousands | Long term care | | Health other 2) | | Total |
|---|---|---|---|---|---|
| | Individual | Collective | Long term | Short term | |
| Gross premiums | 63,616 | 222,773 | 199,268 1) | 20,553 1) | 506,210 |
| Payments and changes in liabilities with respect to insurance contracts, gross | 112,968 | 208,048 | 89,751 | 12,566 | 423,333 |

1) Of which, individual premiums in the amount of NIS 176,748 thousand, and collective premiums in the amount of NIS 43,073 thousand.
2) The most material coverage included in other long term health insurance is medical expenses; with respect to short term, it is international travel.

**Data for the year ended December 31, 2018 (audited)**

| NIS in thousands | Long term care | | Health other 2) | | Total |
|---|---|---|---|---|---|
| | Individual | Collective | Long term | Short term | |
| Gross premiums | 256,634 | 919,513 | 812,682 1) | 118,946 1) | 2,107,775 |
| Payments and changes in liabilities with respect to insurance contracts, gross | 244,235 | 1,103,958 | 419,689 | 54,569 | 1,822,451 |

1) Of which, individual premiums in the amount of NIS 725,433 thousand, and collective premiums in the amount of NIS 206,195 thousand.
2) The most material coverage included in other long term health insurance is medical expenses; with respect to short term, it is international travel.

## Note 5: Financial Instruments

### A. Assets for Investment-Linked Contracts

#### 1. Composition:

| | As of March 31 | | As of December 31 |
|---|---|---|---|
| | 2019 | 2018 | 2018 |
| **NIS in thousands** | Unaudited | | Audited |
| Investment property *) | **2,988,136** | 2,931,870 | 3,000,340 |
| Financial investments | | | |
| Marketable debt assets | **26,019,878** | 25,381,050 | 26,681,982 |
| Non-marketable debt assets | **6,142,314** | 6,602,618 | 6,236,989 |
| Stocks | **11,064,578** | 9,873,493 | 10,553,676 |
| Other financial investments | **15,096,297** | 14,726,498 | 14,712,586 |
| Total financial investments *) | **58,323,067** | 56,583,659 | 58,185,233 |
| Cash and cash equivalents | **3,874,042** | 4,085,699 | 3,648,899 |
| Other **) | **1,036,364** | 1,171,352 | 1,286,776 |
| **Total assets for investment-linked contracts** | **66,221,609** | 64,772,580 | 66,121,248 |

*) Measured at fair value through profit and loss.
**) The balance primarily includes outstanding premiums, reinsurer balances, collateral with respect to activities with futures contracts, and transactions with securities which have not yet been settled as of the date of the financial statements.

## Note 5: Financial Instruments (Cont.)

A. Assets for investment-linked contracts (Cont.)

2. Additional information regarding fair value

A. Fair value of financial assets, classified by levels

| | As of March 31, 2019 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| NIS in thousands | Unaudited | | | |
| Financial investments: | | | | |
| Marketable debt assets | **22,563,421** | **3,456,457** | **-** | **26,019,878** |
| Non-marketable debt assets | **-** | **6,017,835** | **124,479** | **6,142,314** |
| Stocks | **10,342,486** | **-** | **722,092** | **11,064,578** |
| Other financial investments *) | **9,481,514** | **2,383,502** | **3,231,281** | **15,096,297** |
| Total financial investments | **42,387,421** | **11,857,794** | **4,077,852** | **58,323,067** |
| *) Of which, with respect to derivatives | **235,219** | **165,438** | **-** | **400,657** |

During the period, there were no significant transfers between level 1 and level 2.

| | As of March 31, 2018 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| NIS in thousands | Unaudited | | | |
| Financial investments: | | | | |
| Marketable debt assets | 22,430,519 | 2,950,531 | - | 25,381,050 |
| Non-marketable debt assets | - | 6,476,434 | 126,184 | 6,602,618 |
| Stocks | 9,285,358 | - | 588,135 | 9,873,493 |
| Other financial investments *) | 9,197,109 | 2,794,256 | 2,735,133 | 14,726,498 |
| Total financial investments | 40,912,986 | 12,221,221 | 3,449,452 | 56,583,659 |
| *) Of which, with respect to derivatives | 212,996 | 76,266 | - | 289,262 |

During the period, there were no significant transfers between level 1 and level 2.

| | As of December 31, 2018 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| NIS in thousands | Audited | | | |
| Financial investments: | | | | |
| Marketable debt assets | 23,419,841 | 3,262,141 | - | 26,681,982 |
| Non-marketable debt assets | - | 6,111,400 | 125,589 | 6,236,989 |
| Stocks | 9,895,056 | - | 658,620 | 10,553,676 |
| Other financial investments *) | 9,176,074 | 2,319,475 | 3,217,037 | 14,712,586 |
| Total financial investments | 42,490,971 | 11,693,016 | 4,001,246 | 58,185,233 |
| *) Of which, with respect to derivatives | 220,212 | 168,962 | - | 389,174 |

During the period, there were no significant transfers between level 1 and level 2.

## Note 5: Financial Instruments (Cont.)

A. Assets for investment-linked contracts (Cont.)

2. Additional information regarding fair value (Cont.)

B. Financial assets measured at fair value level 3

| | Non-marketable debt assets | Stocks | Other financial investments | Total |
|---|---|---|---|---|
| NIS in thousands | | Unaudited | | |
| Balance as of January 1, 2019 (Audited) | **125,589** | **658,620** | **3,217,037** | **4,001,246** |
| Total income (loss) recognized in the statement of income | **746** | **2,232** | **(45,736)** | **(42,758)** |
| Acquisitions | **-** | **82,818** | **203,250** | **286,068** |
| Sales | **-** | **-** | **(139,927)** | **(139,927)** |
| Redemptions | **(406)** | **-** | **-** | **(406)** |
| Interest and dividend receipts | **(1,450)** | **(21,578)** | **(3,343)** | **(26,371)** |
| Balance as of March 31, 2019 | **124,479** | **722,092** | **3,231,281** | **4,077,852** |
| Total income (loss) for the period included under the income statement with respect to held financial assets as of March 31, 2019 | **746** | **2,232** | **(45,212)** | **(42,234)** |

| | Non-marketable debt assets | Stocks | Other financial investments | Total |
|---|---|---|---|---|
| NIS in thousands | | Unaudited | | |
| **Balance as of January 1, 2018 (Audited)** | 138,451 | 560,179 | 2,609,200 | 3,307,830 |
| Total income recognized in the statement of income | 3,348 | 18,894 | 123,816 | 146,058 |
| Acquisitions | 5,269 | 9,062 | 81,836 | 96,167 |
| Sales | (243) | - | (76,778) | (77,021) |
| Redemptions | (17,946) | - | - | (17,946) |
| Interest and dividend receipts | (2,695) | - | (2,941) | (5,636) |
| **Balance as of March 31, 2018** | 126,184 | 588,135 | 2,735,133 | 3,449,452 |
| Total income for the period included under the income statement with respect to held financial assets as of March 31, 2018 | 3,105 | 18,894 | 123,816 | 145,815 |

| | Non-marketable debt assets | Stocks | Other financial investments | Total |
|---|---|---|---|---|
| NIS in thousands | | Audited | | |
| Balance as of January 1, 2018 | 138,451 | 560,179 | 2,609,200 | 3,307,830 |
| Total income recognized in the statement of income | 8,588 | 84,528 | 419,064 | 512,180 |
| Acquisitions | 6,010 | 42,415 | 553,174 | 601,599 |
| Sales | - | - | (353,347) | (353,347) |
| Redemptions | (38,109) | - | - | (38,109) |
| Interest and dividend receipts | (5,313) | (28,502) | (11,054) | (44,869) |
| Transfers to level 3 *) | 15,962 | - | - | 15,962 |
| Balance as of December 31, 2018 | 125,589 | 658,620 | 3,217,037 | 4,001,246 |
| Total income for the period included under profit and loss with respect to held financial assets as of December 31, 2018 | 8,562 | 84,528 | 418,975 | 512,065 |

*) With respect to debt assets for which the use of quotes was discontinued, and which were transferred to level 3.

# Note 5: Financial Instruments (Cont.)

## B. Other financial investments

1. Non-marketable debt assets - composition and fair value*)

| | As of March 31, 2019 | |
|---|---|---|
| | Book value | Fair value |
| NIS in thousands | Unaudited | |
| Government bonds | | |
| HETZ bonds and treasury deposits | **16,352,671** | **24,271,432** |
| Other non-convertible debt assets | **5,366,701** | **5,946,137** |
| Deposits in banks | **749,565** | **870,041** |
| Total non-marketable debt assets | **22,468,937** | **31,087,610** |
| Impairment applied to income statement (cumulative) | **82,250** | |

| | As of March 31, 2018 | |
|---|---|---|
| | Book value | Fair value |
| NIS in thousands | Unaudited | |
| Government bonds | | |
| HETZ bonds and treasury deposits | 16,084,722 | 24,067,225 |
| Other non-convertible debt assets | 5,370,022 | 5,962,934 |
| Deposits in banks | 819,883 | 933,752 |
| Total non-marketable debt assets | 22,274,627 | 30,963,911 |
| Impairment applied to income statement (cumulative) | 102,922 | |

| | As of December 31, 2018 | |
|---|---|---|
| | Book value | Fair value |
| NIS in thousands | Audited | |
| Government bonds | | |
| HETZ bonds and treasury deposits | 15,775,836 | 22,256,270 |
| Other non-convertible debt assets | 5,454,217 | 5,888,428 |
| Deposits in banks | 760,290 | 843,219 |
| Total non-marketable debt assets | 21,990,343 | 28,987,917 |
| Impairment applied to income statement (cumulative) | 85,256 | |

*) The fair value of designated bonds was calculated according to the repayment dates of guaranteed-return liabilities. The fair value of treasury deposits was calculated according to the contractual repayment date.

# Note 5: Financial Instruments (Cont.)

## B. Other financial investments (Cont.)

2. Additional information regarding fair value

A. Fair value of financial assets, classified by levels

The table below presents an analysis of assets measured at fair value on a periodic basis, using an assessment method based on the various levels of the hierarchy. For details regarding the levels of the hierarchy, see Note 2(e)(3) to the annual financial statements.

| | **As of March 31, 2019** | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| NIS in thousands | Unaudited | | | |
| Financial investments: | | | | |
| Marketable debt assets | **4,850,802** | **340,259** | **-** | **5,191,061** |
| Non-marketable debt assets | **-** | **3,430** | **-** | **3,430** |
| Stocks | **1,173,249** | **-** | **294,556** | **1,467,805** |
| Other financial investments *) | **816,798** | **117,572** | **1,674,356** | **2,608,726** |
| Total financial investments | **6,840,849** | **461,261** | **1,968,912** | **9,271,022** |
| *) Of which, with respect to derivatives | 983 | 63,156 | - | 64,139 |

During the period, there were no significant transfers between level 1 and level 2.

| | As of March 31, 2018 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| NIS in thousands | Unaudited | | | |
| Financial investments: | | | | |
| Marketable debt assets | 4,791,447 | 212,177 | - | 5,003,624 |
| Non-marketable debt assets | - | 4,540 | - | 4,540 |
| Stocks | 1,120,355 | - | 259,051 | 1,379,406 |
| Other financial investments *) | 1,172,752 | 39,130 | 1,364,305 | 2,576,187 |
| Total financial investments | 7,084,554 | 255,847 | 1,623,356 | 8,963,757 |
| *) Of which, with respect to derivatives | 3,871 | 9,352 | 903 | 14,126 |

During the period, there were no significant transfers between level 1 and level 2.

| | As of December 31, 2018 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| NIS in thousands | Audited | | | |
| Financial investments: | | | | |
| Marketable debt assets | 4,905,717 | 326,145 | - | 5,231,862 |
| Non-marketable debt assets | - | 3,411 | - | 3,411 |
| Stocks | 1,125,733 | - | 291,242 | 1,416,975 |
| Other financial investments *) | 1,118,082 | 82,034 | 1,662,261 | 2,862,377 |
| Total financial investments | 7,149,532 | 411,590 | 1,953,503 | 9,514,625 |
| *) Of which, with respect to derivatives | 34,557 | 26,564 | - | 61,121 |

During the period, there were no significant transfers between level 1 and level 2.

# Note 5: Financial Instruments (Cont.)

## B. Other financial investments (Cont.)

2. Additional information regarding fair value (Cont.)

B. Assets measured at fair value level 3

| NIS in thousands | Stocks | Other financial investments | Total |
|---|---|---|---|
| | | Unaudited | |
| Balance as of January 1, 2019 (Audited) | **291,242** | **1,662,261** | **1,953,503** |
| Total income (loss) which was recognized: | | | |
| Under profit and loss | **3,206** | **24,522** | **27,728** |
| Under other comprehensive income | **(3,690)** | **(33,566)** | **(37,256)** |
| Acquisitions | **6,370** | **84,048** | **90,418** |
| Sales | **-** | **(62,670)** | **(62,670)** |
| Interest and dividend receipts | **(2,572)** | **(239)** | **(2,811)** |
| Balance as of March 31, 2019 | **294,556** | **1,674,356** | **1,968,912** |
| Total income for the period included under the income statement with respect to held financial assets as of March 31, 2019 | **3,206** | **24,530** | **27,736** |

| NIS in thousands | Stocks | Other financial investments | Total |
|---|---|---|---|
| | | Unaudited | |
| **Balance as of January 1, 2018 (Audited)** | 253,539 | 1,306,606 | 1,560,145 |
| Total recognized income: | | | |
| Under profit and loss | 925 | 11,375 | 12,300 |
| Under other comprehensive income | 1,509 | 20,764 | 22,273 |
| Acquisitions | 4,078 | 85,215 | 89,293 |
| Sales | - | (59,518) | (59,518) |
| Interest and dividend receipts | (1,000) | (137) | (1,137) |
| Balance as of March 31, 2018 | 259,051 | 1,364,305 | 1,623,356 |
| Total income for the period included under the income statement with respect to held financial assets as of March 31, 2018 | 925 | 11,375 | 12,300 |

# Note 5: Financial Instruments (Cont.)

## B. Other financial investments (Cont.)

2. Additional information regarding fair value (Cont.)

B. Assets measured at fair value level 3 (Cont.)

| NIS in thousands | Stocks | Other financial investments | Total |
|---|---|---|---|
| | | Audited | |
| Balance as of January 1, 2018 | 253,539 | 1,306,606 | 1,560,145 |
| Total recognized income: | | | |
| Under profit and loss | 12,464 | 46,284 | 58,748 |
| Under other comprehensive income | 20,342 | 158,343 | 178,685 |
| Acquisitions | 17,506 | 345,425 | 362,931 |
| Sales | - | (193,450) | (193,450) |
| Interest and dividend receipts | (12,609) | (947) | (13,556) |
| Balance as of December 31, 2018 | 291,242 | 1,662,261 | 1,953,503 |
| Total income for the period included under profit and loss with respect to held financial assets as of December 31, 2018 | 12,464 | 48,089 | 60,553 |

C. Financial liabilities

1. Composition of fair value:

| | As of March 31 | | | | As of December 31 | |
|---|---|---|---|---|---|---|
| | 2019 | | 2018 | | 2018 | |
| | Book value | Fair value | Book value | Fair value | Book value | Fair value |
| NIS in thousands | Unaudited | | | | Audited | |
| Financial liabilities resented at fair value through profit and loss: | | | | | | |
| Liabilities with respect to derivative financial instruments and short sales *) | **128,298** | **128,298** | 448,834 | 448,834 | 333,884 | 333,884 |
| Deferred liability notes | **3,205,912** | **3,343,368** | 3,225,630 | 3,474,306 | 3,209,815 | 3,347,438 |
| Total financial liabilities | **3,334,210** | **3,471,666** | 3,674,464 | 3,923,140 | 3,543,699 | 3,681,322 |
| *) Of which, with respect to investment-linked liabilities | **110,007** | **110,007** | 338,325 | 338,325 | 239,423 | 239,423 |

## Note 5: Financial Instruments (Cont.)

C. Financial liabilities (Cont.)

2. Fair value of financial liabilities, classified by levels

The table below presents an analysis of assets measured at fair value on a periodic basis, using an assessment method based on the various levels of the hierarchy. For details regarding the levels of the hierarchy, see Note 2(e)(3) to the annual financial statements.

| | As of March 31, 2019 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| NIS in thousands | Unaudited | | | |
| Derivatives | **5,554** | **122,744** | **-** | **128,298** |
| Total financial liabilities | **5,554** | **122,744** | **-** | **128,298** |

| | As of March 31, 2018 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| NIS in thousands | Unaudited | | | |
| Derivatives | 2,807 | 446,027 | - | 448,834 |
| Total financial liabilities | 2,807 | 446,027 | - | 448,834 |

| | As of December 31, 2018 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| NIS in thousands | Audited | | | |
| Derivatives | 27,386 | 306,498 | - | 333,884 |
| Total financial liabilities | 27,386 | 306,498 | - | 333,884 |

D. Valuation techniques and valuation processes implemented in the Company

**Non-marketable debt assets *)**

Fair value is calculated according to a model which is based on the present value obtained by discounting the cash flows, according to the discount interest rate.

The fair value of HETZ bonds is calculated according to the actuarial average lifetime, and according to the forecasted discounted cash flow, based on the risk-free interest curve.

*) The discount rates used to calculate the fair value of non-marketable debt assets, which is determined by discounting the estimated expected cash flows with respect to them, are based principally on the yields of government bonds and the margins of corporate bonds, as measured on the Tel Aviv Stock Exchange. The price quotes and interest rates which were used for discounting are determined by the Mirvach Hogen group, a company which provides price quotes and interest rates to institutional entities for the revaluation of non-marketable debt assets.

The model of Mirvach Hogen is based on the distribution of the trading market into deciles, according to the yield to maturity of the debt assets, and the determination of the location of the non-marketable asset in those deciles, according to the risk premium which is derived from prices of transactions / issuances on the non-trading market.

For additional details, see Notes 3(f)(1) and 14(f)(3) and (4) to the annual financial statements.

# Note 6: Capital Management and Requirements

## A. Dividends and management of the Company's capital requirements

Further to that stated in Note 16(b) and (c) to the annual statements, the balance of distributable earnings as of the reporting date, in accordance with the Companies Law, and in accordance with the undertakings regarding capital supplementation which were given by the Company within the framework of the permits for control of institutional entities which are held by the Company (without taking into account the cancellation of the control permit on May 8, 2014, and the implications thereof, as specified in Note 16(e)5 to the financial statements), amounts to approximately NIS 2 billion. The possibility of distributing dividends is also affected by the investee companies' ability to distribute dividends subject to their capital requirements and liquidity needs. For details regarding the capital requirements for the Group's insurance companies, see section B below.

## B. Capital requirements for insurance companies in the Group

1. Presented below are details regarding the capital requirements which apply to consolidated companies that are insurance companies, in accordance with the accounting solvency regime:

| | As of March 31, 2019 | | As of December 31, 2018 | |
|---|---|---|---|---|
| | Clal Insurance | Clal Credit Insurance | Clal Insurance | Clal Credit Insurance |
| NIS in thousands | Unaudited | | Audited | |
| Minimum capital: | | | | |
| Amount required pursuant to the amended Capital Regulations [a)] | **4,588,563** | **17,656** | 4,729,358 | 33,924 |
| Current amount as calculated pursuant to the Capital Regulations: | | | | |
| Basic Tier 1 capital | **4,905,499** | **247,068** | 4,705,180 | 240,111 |
| Tier 2 subordinated capital [b)] | **22,106** | **-** | 22,186 | - |
| Tier 2 hybrid capital | **3,027,692** | **-** | 3,002,663 | - |
| Tier 3 capital | **111,938** | **-** | 111,938 | - |
| Total Tier 2 and Tier 3 capital | **3,161,736** | **-** | 3,136,787 | - |
| Total current capital, calculated according to the Capital Regulations [c)] | **8,067,235** | **247,068** | 7,841,967 | 240,111 |
| Surplus | **3,478,672** | **229,412** | 3,112,609 | 206,187 |
| The investment amount which is mandatory for provision against retained earnings, in accordance with the Commissioner's directives, or which is actually held against retained income, and therefore constitutes non-distributable retained earnings | **131,784** | **-** | 138,267 | - |
| Capital reduction required with respect to original difference | **112,537** | **-** | 112,356 | - |
| Tax reserve with respect to the acquisition of provident funds | **32,340** | **-** | 27,246 | - |
| Surplus in consideration of operations which were performed subsequent to the reporting date and after deducting tied-up surplus | **3,266,691** | **229,412** | 2,889,232 | 206,187 |
| A) Total required amount, including capital requirements with respect to: | | | | |
| Non-life insurance operations / required Tier 1 capital | **458,631** | **13,786** | 470,653 | 30,147 |
| Long term care insurance operations | **110,242** | **-** | 128,155 | - |
| Extraordinary risks in life insurance | **441,939** | **-** | 438,816 | - |
| Deferred acquisition costs in life insurance and illness and hospitalization insurance | **1,415,898** | **-** | 1,417,276 | - |
| Requirements with respect to guaranteed return plans | **455** | **-** | 1,039 | - |
| Non-recognized assets, as defined in the Capital Regulations | **41,773** | **78** | 47,198 | 247 |
| | **499,955** | **-** | 512,273 | - |
| Investment in consolidated insurance and managing companies (including acquired management operations) | | | | |
| Capital reduction required with respect to original difference | **(112,537)** | **-** | (112,356) | - |
| Capital required with respect to investments | **1,240,704** | **1,182** | 1,335,257 | 1,329 |
| Catastrophe risks in non-life insurance | **99,691** | **-** | 102,833 | - |
| Operational risks | **288,811** | **2,610** | 289,401 | 2,201 |
| Guarantees | **103,001** | **-** | 98,813 | - |
| Total required capital | **4,588,563** | **17,656** | 4,729,358 | 33,924 |

B) Issued until December 31, 2009.

C) See section B(2) below.

# Note 6: Capital Management and Requirements (Cont.)

**B. Capital requirements for insurance companies in the Group (Cont.)**

2. **Economic solvency regime**

Further to that stated in Note 16(e)(3)(a) to the annual financial statements, Clal Insurance performed a calculation of recognized equity and of the solvency capital requirement. According to the results of the calculation as of December 31, 2017, Clal Insurance has a capital surplus, both in consideration of the provisions during the distribution period, and without the provisions during the distribution period. For additional details, see section 3.2.2 of the Board of Directors' Report.

The data presented above have not been audited or reviewed by the auditors as part of the review of the financial reports.

## Note 7: Contingent Liabilities and Claims

Presented below are details regarding claims which are not in the ordinary course of business, as follows: material claims[6] whose filing as class actions was approved; Pending motions to approve class action status for material claims; Material and immaterial class actions which concluded during the reporting period, until its signing date, other material claim and derivative claims against the Group's member companies.

The following claim amounts are presented at amounts that are correct as of the date of their filing, and as specified by the plaintiffs, unless noted otherwise.

### A. Class action claims

In recent years, as part of a general trend in the markets in which the Group operates, a significant increase has occurred in the number of motions filed for the approval of class action status for claims against the Group's member companies, and also in the number of claims filed against the Group's member companies which have been recognized by the Court as class actions. The trend described above, which is due, inter alia, to the enactment of the Class Action Law, 2006 (hereinafter: the "**Law**"), the multiplicity of lawsuits, and the approach of the Courts, significantly increases the Company's potential exposure to losses with respect to rulings issued against the Group's member companies in class actions which are filed against them.

A class action lawsuit, as defined in the Law, is a lawsuit which is managed on behalf of an anonymous class of people who did not grant power of attorney in advance to the class action plaintiff, and which raises material questions regarding facts or law that apply to all class members.

The procedure begins with a written motion submitted by the single plaintiff to the Court with which the plaintiff's personal claim has been filed, in which he requests approval of class action status for his claim. Only in the event that the motion to approve the claim as a class action is accepted does the claim's definition change to a "class action", with the plaintiff becoming a "class action plaintiff".

A class action can only be filed for claims which meet the conditions set forth in law, or on a matter regarding which a legal provision specifically states that a class action may be filed. It should be noted that, from 2006 onwards, the definition of a claim due to which a motion for approval as a class action may be filed against the Group's member companies is a broad definition, and includes any matter which may arise between a company and a customer, whether or not they have engaged in a transaction.

In order for a claim to be approved as a class action, the plaintiff must prove the following, inter alia: (1) the existence of a "personal cause of action" for the specific plaintiff; (2) That the cause of action is sufficiently well-established as to constitute a "prima facie cause of action". At this point, the Court evaluates whether the plaintiff has a prima facie chance of eventually wining the claim in court; (3) That the cause of action gives rise to significant questions of fact or law which are shared by a certain group; (4) That there is a reasonable possibility that the common questions in the claim will be determined in favor of the Group; (5) That the class action is the most efficient and fair method of resolving the dispute which is the subject of the claim, in light of the circumstances; (6) The suitability of the plaintiff to serve as the class action plaintiff, and of his attorney to represent him in the claim.

In general, the process of evaluating a claim as a class action may include 4 stages: Stage A - Filing of the motion to recognize the claim as a class action in the first instance; Stage B - Appeal in the Authority to a higher instance regarding the decision reached by the first instance; Stage C - Hearing the claim on the merits before the first instance (generally before the same judge who heard the motion in the first instance); Stage D - Appeal to a higher instance regarding the decision on the merits.

[6] It is noted that, in general, in this note, a claim will be considered material, and will be described in accordance with the estimate which is performed by the Company on the date when the claim is received, insofar as the actual exposure amount, net of tax, assuming the claim is found to be justified, and without addressing the claim's chances, or the amount specified therein, per se, exceeds the Group's significance threshold (see Chapter D in section 13(f) of the financial statements for 2018) with respect to income, according to the calculation of forecasted comprehensive loss, divided by the average annual comprehensive income or comprehensive loss in the last three years, calculated based on the last 12 quarters for which audited or reviewed financial statements were published; It is hereby clarified that the income/loss which is attributed to the event, and the income/loss in each quarter, are calculated according to their absolute values. A claim may also be considered material for the purpose of such disclosure when the Company is unable to estimate the total exposure.

## Note 7: Contingent Liabilities and Claims (Cont.)

**A. Class action claims (Cont.)**

It should be noted that the scope and content of the hearing of a class action on its own merits is affected by the ruling regarding the approval of the claim as a class action. A decision approving class action status for a claim generally refers to the causes of action which were approved, and those which were not approved; The remedies which were approved and which were not approved; etc.

The law provides a set procedure and restrictions for all matters relating to settlement arrangements in class actions, which causes difficulty in instating settlement arrangements regarding class actions. The law also provides a requirement involving due disclosure to the Court with regard to all material details involved in the settlement arrangement, as well as a right available to the Attorney General and to additional entities listed in the Law to file an objection to the proposed settlement arrangement, and a requirement that an examiner be nominated with respect to the settlement arrangement.

The motions to approve class action status for the claims specified below are in various stages of the procedural hearing; some have been approved, while others are in appeal proceedings.

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

### A1. Material claims for which class action status was approved

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 1. | 4/2008<br><br>Regional Labour Court of Jerusalem | Clal Insurance and additional insurance companies | The plaintiff contends that the defendants determined, in the managers' insurance policy, that the annuity factor which will be used for the payment of insurance benefits to female policyholders upon reaching retirement age, will be lower than that used for male policyholders, due to the longer life expectancy of women. However, on the other hand, the defendants collected and continue to collect from female policyholders a risk premium which is identical to male policyholders, in spite of the fact that the mortality rates of women are lower than those of men. According to the plaintiff, in 2001, or proximate thereto, the defendants amended the policies; however, this amendment applied to new policies only. | To order that:<br>A. The discrimination practiced by the defendant is in contravention of the law, and any provision in the policy and/or any action taken by virtue of such discrimination is hereby null and void.<br>B. Allowing the class members to choose between: (1) Comparing the annuity factors for a female policyholder to a male policyholder, and, in case of a one-time payment instead of a pension, increasing it. (2) Reducing, retrospectively and prospectively, the risk premium amounts which were charged, where the amounts which will be reduced will be added to the accrual and savings amounts. | All women who acquired managers insurance policies from the defendant, in which a distinction was made between men and women regarding the pension payment, although a distinction was not made between the genders regarding the risk premium. | In August 2014, the Regional Labor Court of Jerusalem accepted the motion to approve class action status, while determining that the elements required to accept the motion at this preliminary stage of the hearing had been fulfilled.. The Court emphasized that, at this stage, it is not hearing the claim on its own merits, and that from its perspective, it was not an "unfounded claim" for the purpose of approving the motion.<br>In April 2015, the National Labor Court granted leave to appeal the decision to approve the claim as a class action, and a hearing on the case before a board was scheduled. In February 2016, a hearing was held in the National Labour Court, in which the Court stated that, in light of the circumstances of the matter, questions arise which have not been evaluated in depth by the Court, and which may have an impact regarding the cause of action and the approval thereof, regarding the reasonable chances of winning the claim, and regarding the most efficient and fair method of conducting the class action. In December 2016, the position of the Attorney General of Israel was submitted (which he also repeated in the Court hearing which was held in April 2017) which, in general, supported the position of the defendants, and determined, inter alia, that a class action is not the most efficient and fair way of resolving the dispute, in light of the circumstances, and that the chances of the process are such that there is no reasonable possibility that the relevant question will be determined in favor of the class, since no unlawful discrimination was involved. The parties are awaiting the ruling. | The plaintiff did not specify the damage amount which was caused to her, and in the absence of the data required to estimate the exact scope of damages, she estimated the total amount of damages caused to the class members as hundreds of millions of NIS. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A1. Material claims for which class action status was approved (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 2. | 3/2010<br><br>District - Center | Clal Insurance | The plaintiff contends that Clal Insurance unlawfully and wrongfully took advantage of the Control of Financial Services (Provident Funds) Law, 2008 ("Amendment No. 3"), which determined that funds which are deposited in provident funds beginning from 2008, will be withdrawable as an annuity only, and not as a capital withdrawal (withdrawal in a one-time amount). The plaintiff contends that at the time of conversion of the capital policies which were owned by a policyholder, prior to Amendment No. 3, for non-annuity paying policies, Clal Insurance was required to attach to the policy the annuity factor which was guaranteed to the policyholder under the fixed-payment policy owned by him, while in practice, Clal Insurance chose to attach to the converted capital policy a new annuity factor, in accordance with the life expectancy as of 2009. | To order Clal Insurance to attach to the capital policies of its policyholders the same annuity factor which they had in the fixed-payment policy prior to Amendment No. 3. Alternatively, to order Clal Insurance and the other class members to provide the entire amount of the pension savings funds, retroactively beginning after the date of the entry into effect of Amendment No. 3 (January 2008), and from now on, to the fixed-payment policy with the preferential annuity factor. Alternatively, to order Clal Insurance to compensate the plaintiff and the other class members in the amount of damage which was incurred. | Any person who owned, prior to the entry into effect of Amendment No. 3, both a capital policy and a fixed-payment policy of Clal Insurance (whether of Clal Insurance or of another insurance company), and to whom, following the aforementioned amendment to the law, a annuity factorF18[7] was not guaranteed in the capital policy, or to whom an annuity factor was guaranteed in the capital policy which was worse than the annuity factor specified in his fixed-payment policy. | In June 2011, the Commissioner's position was submitted, through the Attorney General of Israel, according to which an insurance company is not required to provide annuity factors which were determined in the past, or to transfer policyholders' funds to the fixed-payment policy which they had in the past. It was further noted, with respect to the question of whether it is possible to change the amount used to calculate deposits up to the amount of the salary, it was determined that the matter depends on the particular terms of each policy, and that the plaintiff's policy does not include any provision which requires Clal Insurance to change the deposit amounts or the deposit rates.<br>In September 2015, the District Court decided to accept the motion to approve against Clal Insurance, in which it was determined that the entitled class members include any policyholder who owned, prior to Amendment No. 3, both a capital policy and a fixed-payment policy (whether of Clal Insurance or of another insurance company), and who, following the aforementioned amendment, did not receive an annuity factor in the capital policy, or who received an annuity factor which was worse than the factor in his fixed-payment policy, provided that the capital policy was managed by Clal Insurance. The parties filed pleadings and conducted investigations regarding the claim, and an examiner was appointed regarding the case, who filed his opinion in July 2017. The proceedings are currently in the claim handling stage. | The plaintiff estimates the number of the class members as 37,752 members, and accordingly, the monetary compensation to all of the class members is estimated as NIS 107 million, in each year.[8] |

[7] The annuity factor is the factor representing life expectancy which is used by the insurer, at retirement age, to convert the savings amount accrued by the policyholder into a monthly annuity.
[8] The specified amount refers to the estimated claim with respect to one damage year only. It is noted that the claim was filed in March 2010, with respect to a legislative amendment from 2008.

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A1. Material claims for which class action status was approved

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 3. | 4/2010<br><br>District - Center | Clal Insurance and additional insurance companies | The plaintiffs contend that in case of discontinuation of insurance during a certain month, after the insurance premium with respect to that month was collected by the defendants in advance, the defendants do not reimburse to policyholders the surplus relative share of the insurance premium with respect to that month, or alternatively, reimburse the insurance premium at nominal values only. | The reimbursement of the surplus premium amounts which were unlawfully collected from the class members and/or the reimbursement of unlawful revaluation differences, with the addition of duly calculated linkage differentials, as well as a mandamus order instructing the defendants to change their conduct. | Anyone who is and/or was a policyholder of one or more of the defendants, under any insurance policy, excluding a property insurance policy, or the inheritor of such a policyholder, where the insurance policy was discontinued for any reason, whether due to its cancellation by the policyholder, or due to the occurrence of the insurance event. | In June 2015, the Court issued a decision to dismiss the motion to approve against all of the defendants with respect to the primary claims, including: (A) proportional reimbursement of premiums should be performed in case of the occurrence of the insurance event; (B) proportional reimbursement of premiums should be performed in case of cancellation of the policy, where the wording of the policy does not stipulate section 10 of the Insurance Contract Law, 1981, as phrased, during the period relevant to the claim; (C) the reimbursed premiums should be linked only to a positive index, and not to a negative index; (D) the premiums should be reimbursed with the addition of special interest. Additionally, a dismissal was issued with respect to the motion to approve against Clal Insurance only, regarding a claim of non-payment of relative premiums in insurance policies which include a stipulation of section 10 of the Insurance Contract Law, in which it was determined that the cancellation of the policy will enter into effect immediately, in the absence of an evidential infrastructure (hereinafter: the "**Proportional Reimbursement Claim**"). The motion to approve the claim as a class action was accepted against all of the defendants, with respect to anyone who is or who was the holder of an insurance policy, except for a property insurance policy, who canceled an insurance contract, or whose insurance policy was canceled due to the occurrence of the insurance event, from April 2003 until March 14, 2012, and from whom premiums were collected with respect to the months following the cancellation month, which were reimbursed to him according to their nominal value, without linkage differentials and interest in accordance with the Insurance Contract Law (hereinafter: the "**Nominal Return Claim**").<br>In September 2016, a settlement arrangement was filed with the District Court (the "Settlement Arrangement"), according to which the defendants undertook to donate to public causes amounts which were overcollected, by virtue of the proportional reimbursement claim, and additional amounts by virtue of the nominal reimbursement claim, according to partial rates which were determined in the settlement agreement, and according to the determination of an examiner who will be appointed by the Court within the framework of the settlement agreement.<br>In February 2017 and March 2017, the positions of the Israel Consumer Council and the Attorney General of Israel, respectively, were received, who did not object to the settlement arrangement in its entirety, but rather proposed amendments to the settlement arrangement, inter alia, with respect to the method used to reimburse funds to the class, and with respect to the types of policies to which the settlement will apply.<br>In June 2017, the Court appointed an examiner for the case to examine the settlement arrangement.<br>The settlement agreement is subject to the approval of the Court, the provision of which is uncertain. | The amount claimed by all of the plaintiffs against all of the defendants in the claim is NIS 225 million, with respect to a period of ten years. The plaintiffs have not specified the amount claimed from Clal Insurance only, if the claim is approved as a class action. |

Note 7: Contingent Liabilities and Claims (Cont.)

## A. Class action claims (Cont.)

### A1. Material claims for which class action status was approved

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 4. | 5/2013<br><br>District - Tel Aviv | Clal Insurance and additional insurance companies | The plaintiff contends that the defendants breach their obligation to attach linked interest and duly calculated linkage differentials, with respect to the insurance benefits which they pay. According to the claim, the date from which the interest and linkage differentials should be calculated is beginning on the date of the occurrence of the insurance event, until the actual payment date. Alternatively, linkage differentials should be paid from the date of the occurrence of the insurance event until the actual payment date, as well as interest starting 30 days after the filing date of the claim, until the actual payment date of the insurance benefits. | To order the defendants to pay to the class members linkage differentials and interest with respect to the underpayment which was performed. Additionally, and/or alternatively, the Court is requested to order the provision of compensation in favor of the public, in its discretion. | Any person who received, during the 7 years prior to the filing of the claim and/or who will receive, until a ruling has been given on the claim, insurance benefits from the defendants, to which duly calculated interest (the "**First Class**") and duly calculated linkage differentials (the "**Second Class**") were not added.<br>In January 2019, the plaintiff petitioned for the expansion of the class of represented plaintiffs, as defined in the Court's decision to approve from August 2015, such that it will also include all policyholders of Clal who received and/or will receive insurance benefits to which duly calculated interest was not added, from the date of the claim's approval as a class action, until a final ruling has been given on the matter. The Court determined it would reach a determination regarding the motion as part of the ruling. | In August 2015, the District Court decided to dismiss the motion to approve against the defendants, regarding the claim of non-payment of linkage differentials, and to accept the motion to approve against the defendants with respect to the claim regarding the underpayment of interest on insurance benefits, and it was determined that the entitled class members include any policyholder, beneficiary or third party who, during the period from three years prior to the filing of the claim, until the date of the claim's approval as a class action, received from the defendants, and not through any ruling which was given between them, insurance benefits to which duly calculated interest was not added, within 30 days after the date of submission of the claim to the insurer (and not from the date of submission of the last document required by the insurer to evaluate the liability), until the actual payment date. In October 2016, the defendants withdrew, with the approval of the Supreme Court, a motion for leave to appeal which was filed by them in October 2015, which primarily involved an objection to the determination of the District Court, according to which a previous settlement arrangement into which the Company entered regarding a similar question does not constitute final judgment which blocks the filing of the motion to approve, and does not afford protection to the defendants, and the parties reserved all of their claims with respect to the main proceedings. The proceedings are currently in the claim handling stage. | The plaintiff estimates the cumulative amount for the first class in the amount of NIS 518 million (if it is ruled that the interest should be calculated beginning from the date of the occurrence of the insurance event), and in the amount of NIS 210 million (if it is ruled that the interest should be calculated beginning from 30 days after the date of the claim's submission to the insurance company).<br>The plaintiff estimates the cumulative amount for the second class, for which the motion to approve was dismissed, with respect to linkage differentials, in an additional amount of NIS 490 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A1. Material claims for which class action status was approved (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 5. | 1/2008 District - Tel Aviv | Clal Insurance and additional insurance companies | According to the plaintiff, the defendants charge sub-annual installments, a payment which is collected in life insurance policies wherein the insurance tariff is determined as an annual amount, though the payment is executed in several installments (hereinafter: "**Sub-Annual Installments**"), in excess of the permitted amount, with such charges being implemented, allegedly, in a number of ways: collection of sub-annual installments with regard to the "policy factor", collection of Sub-Annual Installments at a rate higher than that permitted according to the Control of Insurance circulars, collection of sub-annual installments with respect to the savings component in life insurance policies, and collection of sub-annual installments with regard to non-life insurance policies. | Repayment of all amounts unlawfully collected by the defendants, and a mandamus order requiring the defendants to change their ways of action with regard to the matters listed in the claim. | Any person who engaged in an insurance contract with any of the defendants, and from whom payment was collected with respect to the sub-annual installments component, in circumstances or in an amount which deviated from what is permitted. | The Commissioner filed his position on the case, in which he accepted the position of the insurance companies.<br>In February 2014, the Court ordered the petitioners to announce, within thirty days, whether they intend to withdraw the motion. In April 2014, the petitioners announced that they were not withdrawing the motion to approve.<br>In July 2016, the Court approved the claim as a class action. The Group which was approved includes anyone who engaged with the defendants, or with any one of them, in an insurance contract, and from whom sub-annual installments were collected with respect to the following components: with respect to the savings component in life insurance of the "hybrid" type, which were sold by Clal Insurance in the past, with respect to the "policy factor", which is a fixed monthly amount that is added to the premium, and which is intended to cover expenses, and with respect to health, disability, critical illness, loss of working capacity and long-term care policies (the "Collection Components").<br>The Court's decision was given despite the position of the Commissioner of Insurance which was submitted at the request of the Court, as stated above. The cause of action for which the claim was approved as a class action is unlawful collection of sub-annual installments with respect to the collection components. The requested remedy is the reimbursement of the amounts which were unlawfully collected during the seven years preceding the filing of the claim and thereafter, i.e., from January 2001, and a mandamus order ordering the defendants to rectify their conduct.<br>In December 2016, the defendants filed with the Supreme Court a motion for leave to appeal against the decision to approve the claim as a class action (the "Motion for Leave to Appeal"), and in May 2018, the Supreme Court accepted Motion for Leave to Appeal, heard it as an appeal, and gave a ruling in which the appeal was accepted, and the claim accordingly dismissed. In June 2018, the plaintiffs filed a motion to hold an additional hearing regarding the ruling, with respect to some of the determinations specified therein. | In February 2010, the parties reached a procedural arrangement according to which the following would be erased from the Motion and the claim: the plaintiff's claims stating that Clal Insurance had collected a rate of sub-annual installments higher than that permitted for policies issued before 1992, and the claim that Clal Insurance had collected the maximum rate of sub-annual installments, even when the number of installments was lower than twelve. Accordingly, the amount claimed from Clal Insurance was changed and set at approximately NIS 398.2 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

## A. Class action claims (Cont.)

### A1. Material claims for which class action status was approved (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 6. | 5/2011<br><br>District - Center | Clal Insurance and additional insurance companies | According to the plaintiff, in life insurance, the defendants collect from policyholders, without any basis in the policies and without consent, amounts which at times reach a significant part of the premiums paid by the policyholders, and which are known as the "policy factor" and/or "other management fees") (hereinafter: the "**Policy Factor**"), unlawfully and without any appropriate contractual provision, despite the fact that, in principle, the defendants were allowed, in accordance with the Commissioner's circulars, to collect a policy factor in life insurance policies.<br>The plaintiffs contend that in April 2011, the Court with which the current claim was filed, approved class action status for a motion to recognize a claim against another insurance company (hereinafter: the "**Other Motion**"), which is identical to this claim. It is noted that following the motion for leave to appeal, which was filed by the other insurance company with the Supreme Court, the hearing regarding the other motion to approve was returned to the District Court to be heard again. | Payment of the compensation / reimbursement amount equal to the policy factor amount which was actually collected from the class members, with the addition of the returns which were withheld from them with respect to this amount due to the fact that the amount which was deducted from the premium for the policy factor was not invested for them, and changing the method of action with respect to the collection of the policy factor. | Anyone who was and/or is a policyholder of any or all of the defendants, and from whom any amount was collected as the policy factor. | In June 2015, a settlement arrangement and a motion to approve it were filed with the Court, in which it was requested to order the defendants to pay a total of NIS 100 million with respect to the past (of which, the share of Clal Insurance is approximately NIS 26.5 million), and to provide a discount of 25% of the actual future collection of the policy factor.<br>In November 2016, the Court decided to dismiss the motion to approve the settlement arrangement, since it believed that the foregoing does not constitute an adequate, reasonable and fair arrangement for the affairs of the class members.<br>Additionally, the Court decided to partially approve the conducting of the claim as a class action, only with respect to life insurance policies combined with savings which were prepared between the years 1982 and 2003 (with respect to Clal Insurance, in policies of the "Adif", "Meitav" and "Profile" types), where the savings which accrued in favor of the policyholders in those policies were affected due to the collection of the policy factor, on the grounds of breach of the insurance policy, due to the collection of the policy factor, in a manner which harmed the savings which accrued in favor of the policyholders, with respect to the period beginning seven years before the filing date of the claim, in April 2011. The claim was not approved with respect to other types of policies (hereinafter, jointly: the "**Decision**").<br>The claimed remedies, as defined in the Court's decision, include curing the breach by implementing an update to the savings which accrued in favor of the policyholders, in the amount of the additional savings which would have accrued for them had a policy factor not been collected, or compensation of the policyholders in the aforementioned amount, and discontinuation of the collection of the policy factor from that point forward. Additionally, payment of professional fees was ruled for the plaintiff's representative, and for the objectors to the settlement arrangement and their representatives, in immaterial amounts.<br>Insofar as the claim will be approved on the merits, the total potential of the claim, with respect to the savings component in the relevant policies is estimated in the amount of approximately NIS 700 million, for four of the defendants who engaged in the settlement arrangement (including Clal Insurance), with respect to the period from 2004 to 2012 (inclusive), based on an estimate which is based on the assessment of the Court which was given based on the opinion of the examiner who was appointed on its behalf. This amount does not include the period until the date of the decision, and the collection amounts with respect to the policy factor, which were received from 2012 onwards, and are supposed to be received in the future. In May 2017, the defendants filed a motion for leave to appeal the Court's decision, both with respect to the non-approval of the settlement arrangement, and with respect to the partial approval of the claim as a class action.<br>In February 2019, the defendants withdrew the motion for leave to appeal, in accordance with the Supreme Court's suggestion, and therefore, the claim will continue being heard on its own merits, before the District Court. | The plaintiffs' claim pertains to the policy factor which was collected from them from 2004. According to various estimates and assumptions which were performed by the plaintiffs with respect to the collection of the policy factor, during the seven years preceding the filing date of the claim, by the defendants, and the relevant annual returns, the amount claimed for the class members, against all of the defendants, was estimated by the plaintiffs, as of the filing date of the claim, as a nominal total of approximately NIS 2,325 million. Out of this amount, a total of approximately NIS 661.9 million is attributed to Clal Insurance, according to its alleged market share. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A1. Material claims for which class action status was approved (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 7. | 7/2014<br><br>District - Center | Clal Insurance | According to the plaintiff, Clal Insurance overcollects premiums in compulsory and/or third party and/or policies of the "Specified Driver" type (hereinafter: the "**Policy**"), in cases where the youngest driver who is expected to use the vehicle on a routine basis (hereinafter: the "**Driver**") is expected to reach, during the insurance period, an age and/or driving experience level at which Clal Insurance begins collecting reduced premiums (hereinafter, respectively: "**Eligible Age**" and "**Eligible Experience Level**"). The plaintiff contends that Clal Insurance should be required to calculate the premiums by other means, also in case of renewal of the policy after a previous insurance period, and that Clal Insurance should be required to initiate disclosure to the holders of motor policies, of any kind whatsoever, regarding various items of information. | To declare and determine that Clal Insurance is required to calculate the premiums with respect to the policies in the manner specified in the motion; To order Clal Insurance to initiate disclosure of various items of information, as specified in motion; To prohibit Clal Insurance from collecting administrative expenses or any other payment from the policyholder with respect to the issuance of new compulsory certificates of insurance, in cases where the new issuance is required for reasons not originating from the policyholder; To order Clal Insurance to compensate the class members with respect to the damages which they incurred, with the addition of duly calculated linkage differentials and interest from the date of overcollection until the date of compensation and/or actual reimbursement; To order Clal Insurance to reimburse to the class members the entire amount by which Clal Insurance was enriched at the expense of the class members. To order the provision of any other remedy in favor of the classes, or compensation to the public, as considered appropriate by the Court, in light of the circumstances. | Anyone who purchased and/or renewed and/or who will purchase and/or renew the policy from the defendant during the seven years which preceded the filing of the claim, until the date of issuance of a final ruling, and where, during the insurance period, the youngest driver who is expected to use the vehicle reached and/or will reach the age and/or driving experience level at which he is entitled to a reduction of the premiums, and who in practice did not receive the entire reduction to which he was entitled, as well as anyone who is included in the aforementioned class, and whose comprehensive and/or third party insurance is of the "all drivers" type. | In January 2017, a decision was given by the Court in which the plaintiff's claims were dismissed, except with respect to the claim regarding the existence of a conventional practice regarding the update to the policies and the reimbursement of excess premiums, regarding which the motion to conduct the claim as a class action was approved.<br>The class members, as determined in the decision, include "the holders of the respondent's compulsory, comprehensive and third party motor insurance policies during the last seven years, who reached, during the insurance period, the age bracket and/or driving experience bracket which confers an entitlement to a reduction of insurance premiums, and regarding whom the respondent refrained from acting in accordance with the conventional practice, as a result of which, they did not receive the reduction."<br>The proceedings are currently in the claim handling stage. | The total claim amount was estimated by the plaintiff in the amount of approximately NIS 26 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A1. Material claims for which class action status was approved (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 8. | 11/2014<br><br>District - Economic Department of Tel Aviv | Bank of Jerusalem ltd. (hereinafter: "**Bank of Jerusalem**") and several additional defendants who served as directors in Clal Finance Batucha Investment Management Ltd. ("**Clal Batucha**") from 2007 until the sale of Clal Batucha to Bank of Jerusalem in December 2013. | The plaintiff contends that Clal Batucha, which merged with and into Bank of Jerusalem, in its function as portfolio manager, performed, on behalf of its customers, transactions with securities of member companies in the IDB Group, in a manner which gave preference to its interests and to the interests of various member companies of the IDB Group over the interests of its customers, in violation of the law.<br>The plaintiff contends that Clal Batucha breached its obligation to inform its customers regarding any conflict of interests which it has in the performance of the aforementioned actions, and to receive their consent.<br>The plaintiff further contends that the directors of the defendants breached their duty of care towards the class members. | To issue an order against Clal Batucha and against the other defendants to provide details and information regarding the damages which were (allegedly) incurred by each of the class members, and to order the defendants to compensate the class members for the entire damages which they incurred, or alternatively, to determine another remedy in favor of all or some of the class members. | Any person who received from Clal Batucha investment management services, in which they acquired securities which were issued by member companies of the "IDB conglomerate", without giving their advance approval with respect to each transaction, and who incurred damages as a result of the said acquisition. On this matter, the plaintiff includes under the "IDB conglomerate" all corporations which were held (directly or indirectly) by IDB Holding and IDB Development. | In January 2017, the Court approved the handling of the claim as a class action against Clal Batucha, and dismissed the motion with respect to the directors.<br>The class members, as determined in the decision, include "anyone who received investment management services from Clal Finance Batucha Investment Management Ltd. (liquidated due to merger) ("Batucha"), on whose behalf, within the framework of the portfolio management activity, Batucha (or any other party on its behalf) acquired securities, as defined in the Regulation of Investment Advice, Investment Marketing and Investment Portfolio Management Law, 1995, (hereinafter: the "**Advice Law**"), which were issued by any of the corporations which were included, at the time of the acquisition, in the IDB Conglomerate (as defined below), from whom advance approval was not received regarding each aforementioned transaction, and who incurred damages due to the aforementioned acquisition."<br>In this regard, the IDB Conglomerate was defined as including "all corporations which were held or controlled, directly or indirectly (including through concatenation) by the companies or IDB Holding Corporation Ltd. (hereinafter: "**IDB Holding**") and IDB Development Corporation Ltd. (hereinafter: "**IDB Development**"), including IDB Holding and IDB Development. For the avoidance of doubt, this definition includes all of the subsidiaries, second tier subsidiaries, and third tier subsidiaries (and so on) of IDB Holding, as well as any other corporation held by them, directly or indirectly."<br>It was further determined in the decision that the class will include anyone in whose account acquisitions of securities were performed, during a period of up to 7 years before the filing of the motion to approve, until the date of completion of the merger transaction of Clal Batucha into Bank of Jerusalem.<br>The cause of action which was approved in the decision is breach of statutory duty by virtue of section 63 of the Civil Wrongs Ordinance, together with section 15(a) of the Advice Law.<br>The Company is not party to the claim; however it received notice regarding the filing of the claim, and the demand for indemnification by Bank of Jerusalem, in accordance with the agreement for the sale of Clal Batucha to Bank of Jerusalem, according to which the Company has an undertaking to indemnify. The aforementioned undertaking to indemnify may be activated if and insofar as Bank of Jerusalem will be obligated, by law, in connection with the aforementioned claim, and subject to the terms of the agreement between the parties[9].<br>The proceedings are currently in the claim handling stage. | The plaintiff's personal claim amount amounts to a total of approximately NIS 18,624. According to the statement of claim, the damage claimed for all class members cannot be estimated at this stage. |

[9] The Company reported the claim to the insurers of the professional liability insurance policies under which it is covered. The Company is unable, at this stage, to estimate the amount of damages and the scope of insurance coverage.

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A1. Material claims for which class action status was approved (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 9. | 6/2013<br><br>District - Tel Aviv | Clal Insurance | The plaintiff, who is a holder of collective long term care insurance through a comprehensive pension fund, and who was recognized as requiring long term care, contends that Clal Insurance pays to its policyholders reduced and insufficient insurance benefits, in a manner which does not include the addition of linkage differentials and interest. | Motion to issue a declaratory ruling and a reimbursement order, for the payment of duly calculated linkage differentials and interest, from the date of the occurrence of the insurance event until the date of actual payment, in accordance with section 28 of the Insurance Contract Law, 1981; and the prospective correction of the omission. | Anyone who received, during the 7 years prior to the filing of this claim and/or who will receive, until a ruling has been given on the claim, insurance benefits from Clal Insurance, where duly calculated interest and linkage differentials were not added to the insurance benefits. | In October 2015, the State Attorney filed its position with the Court, according to which it supports the position of Clal Insurance on the aforementioned matter.<br>In February 2017, the Court approved the claim as a class action. The Group which was approved includes all beneficiaries in the original and renewed collective insurance policy of Makefet policyholders, who received from the respondent, during the 7 years prior to the filing of the motion to approve, insurance benefits with no additional linkage differentials. The requested remedy is payment of the entire linkage differentials to which the class members are entitled.<br>The Court's decision was given despite the position of the Commissioner of Insurance which was submitted regarding the case, at the request of the Court, which supports the position of Clal Insurance on the aforementioned subject.<br>In June 2018, the parties filed with the Court a motion to approve a settlement arrangement. In accordance with the settlement arrangement, partial compensation will be paid to the class members in whose name the claim was filed, and who meet the conditions specified in the settlement agreement. The Attorney General of Israel filed a position with respect to the proposed settlement arrangement, in which it was stated that he did not consider it appropriate to object to the proposed settlement. The Court decided to appoint an examiner to evaluate the proposed settlement arrangement. The settlement arrangement's entry into effect is conditional upon the receipt of approval from the Court, the provision of which is uncertain. | The total damage claimed for all of the class members against Clal Insurance amounts, in the plaintiff's estimate, to a total of approximately NIS 473.8 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A1. Material claims for which class action status was approved (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 10. | 2/2014<br><br>District - Tel Aviv | Clal Insurance | The plaintiff contends that Clal Insurance abuses the fact that the policyholder does not pay, for a certain period, the savings component in a life insurance policy which includes a savings component and a risk component, and fundamentally and grossly violates the policy terms by implementing unilateral changes to the policy (shortening the policy period, changing the insurance commencement date and increasing the policyholder's age at the start of insurance coverage), which leads to an unlawful increase in the real premium cost, although the premium for the risk component in the policy has been paid in full. According to the plaintiff, Clal Insurance thereby causes policyholders to incur damages in significant amounts. | To order Clal Insurance to pay the excess premium amounts which it collected by first moving the insurance commencement date until the date when the claim was approved as a class action, with the addition of the maximum linkage differentials and interest permitted by law.<br>To receive an order prohibiting Clal Insurance from continuing its collection of premiums at rates higher than the rate specified in the policy.<br>Alternatively, to order Clal Insurance to pay an appropriate and adequate amount in favor of the entire public, in an amount equal to the collection fees which were collected and not reimbursed to the payer, with the addition of duly calculated linkage differentials and interest. | Any person who obtained and/or who was insured by a life insurance policy, and who did not pay the savings component in this policy in its entirety, from the policy preparation date until the date of entitlement for a monthly annuity according to the policy, and from whom premiums were unlawfully overcollected, due to the change in the insurance commencement date. | In December 2017, the Court approved the claim as a class action.<br>The class which was approved includes anyone who engaged in, and/or who was covered by, a life insurance policy which includes a savings component and a risk component, and who did not pay one of the policy components in full, from the policy preparation date until the date of eligibility for a monthly stipend under the policy, or until the settlement or expiration of the policy, whose insurance start date was "moved forward" by the respondent. The claim was approved with the causes of action of breach of contract, deception and unjust enrichment.<br>The claimed remedies include reimbursement of the excess premium amounts which were collected by Clal Insurance, as alleged by the plaintiffs, beyond the amounts specified in the policy, and an order prohibiting Clal Insurance from continuing its collection of premiums at rates higher than the rate specified in the policy.<br>The proceedings are currently in the claim handling stage. | The total damage claimed for all of the class members against Clal Insurance amounts, in the plaintiff's estimate, to a total of approximately NIS 20 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

### A1. Material claims for which class action status was approved (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 11. | 5/2015<br><br>District - Jerusalem | Clal Insurance and an additional insurance company | According to the plaintiff, after years during which his deceased mother was insured under a collective life insurance policy, which Clal Insurance sold to the association of pensioners under the "Nativ - Southern and Central Region" pension fund (hereinafter: the "**Association**" and the "**Policy**", respectively), and who paid premiums as required, Clal Insurance unilaterally and unlawfully canceled the policy, because the policy was a losing policy, and did not reimburse the premiums which it had charged. The plaintiff also contends that Clal Insurance illegally collected premiums from policyholders with respect to June 2014, after the date when the policy was canceled. | To order Clal Insurance to pay to each of the class members who did not receive the benefits of the policy, the entire premiums which were collected from them with respect to the policy over the years when they were insured, with the addition of duly calculated interest and linkage. | Anyone who was insured by Clal Insurance in a policy which was canceled on March 2, 2014, as well as all policyholders under the policy from whom Clal Insurance collected premiums in June 2014. | In May 2019, the Court dismissed the claim for reimbursement of all premiums which were paid with respect to the policy over the years. The Court approved the claim as a class action against Clal Insurance and against the association, on the grounds of breach of the provisions of the Insurance Contract Law, 1981, the Control of Insurance Business Regulations (Collective Life Insurance), 1999, the provisions of the policy and on grounds of negligence, and determined that Clal Insurance had not properly alerted the policyholders of the cancellation of the insurance contract, and that the association had breached, inter alia, the fiduciary duty and duty of care which applied to it as the "policyholder". The approved class includes the beneficiaries of the retirees who are covered under the collective insurance contract, who passed away since the cancellation date of the insurance contract until the termination date of the insurance period specified in the insurance contract (a two year period).<br>The claimed remedy is payment of insurance benefits to the class members. | The total damage claimed for all of the class members from Clal Insurance amounts, in the plaintiff's estimate, to a total of NIS 90 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

### A2. Pending motions to approve class action status for material claims

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 1. | 11/2012<br><br>District - Tel Aviv | Clal Insurance | The plaintiff contends that Clal Insurance modifies the terms of the life insurance policy when transferring an employee policyholder from one employer to another, by way of changing the component known as "sub-annual installments", which the plaintiff contends were collected with respect to the interest to which the insurance company was allegedly entitled in circumstances wherein the premium is paid in installments throughout the year, and not as a lump sum at the start of the year (hereinafter: "**Sub-Annual Installments**"). The plaintiffs contend that this change was made by Clal Insurance unilaterally and with no contractual foundation, and therefore constitutes a breach of the policy terms. | The reimbursement of overcollected amounts with respect to the sub-annual installments component which was performed until the date of approval of the claim as a class action, and discontinuation of the overcollection of this component in the future. | All customers of Clal Insurance, employers and/or employees, from whom sub-annual installments were collected in life insurance policies, which were higher than the rates that had been agreed upon in the policy, following a change of ownership of the policy. In the petitioners' estimation, this involves 10,000 policyholders in the last 30 years. | In May 2015, a motion to approve a settlement agreement regarding the claim (hereinafter: the "**Settlement Agreement**") was filed with the Court. As part of the settlement agreement, the Court was requested to order the amendment of the motion to approve regarding the definition of the Group and the expansion thereof to include all policyholders where the rate of sub-annual installments charged from them was increased without their consent. In accordance with the settlement agreement, Clal Insurance will repay, to the class members who will be included in the settlement agreement, various rates out of the amount of the addition that was charged from them with respect to the increase of sub-annual installments, in accordance with the circumstances in which the rate of paid sub-annual installments was increased, and with reference to various periods which were defined in the settlement agreement; Additionally, Clal Insurance will send notice to the paying entity, in which Clal Insurance will allow the paying entity to choose regarding the future premium payment terms, and the associated cost from this point onwards.<br>In November 2015, the position of the Attorney General of Israel regarding the settlement agreement was filed, according to which he does not object to the settlement agreement, subject to certain remarks.<br>In September 2016, the parties filed a joint motion for an addendum to the settlement agreement, and the addition of a third group, including all policyholders of the respondent in life insurance policies which include a sub-annual installments component, and which are of the "individual insurance" and "pure risk" types, including "compensation for the self-employed", as well as all policyholders of the respondent who are covered under health and long-term care insurance policies which include a sub-annual installments component, for whom, until the effective date, the respondent raised the rate of sub-annual installments in their policy.<br>In December 2015, the Court appointed an examiner for the settlement agreement, who submitted his opinion, both regarding the settlement agreement and regarding the aforementioned addendum to the settlement agreement.<br>The settlement agreement and the aforementioned additions are subject to the approval of the Court, and there is no certainty that such approvals will be received, nor that the suspensory conditions will be fulfilled. | The total damage claimed for all of the class members against Clal Insurance amounts, in the plaintiff's estimate, to a total of NIS 120 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 2. | 7/2014 | Clal Pension and Provident Funds Ltd. and against four additional managing companies of pension funds | According to the plaintiffs, two associations which claim that their purpose is to assist the senior population, the defendants increased the management fees which are charged from retirees of the pension funds which are managed by them, during the annuity receipt stage, to the maximum management fees permitted for collection by law (0.5% of the accrued balance), while abusing the fact that the retirees are a "hostage population", although active members pay, on average, significantly lower management fees. It was further claimed that the defendants do not disclose to their members that immediately when they become pensioners, the management fees which they pay to the defendants will be increased to the maximum management fees. | Reimbursement of the excess management fees which were unlawfully collected from the class members, with the addition of interest and linkage; To order the defendants to reduce the management fees which are charged from the pensioners, in a manner whereby the management fees which were collected prior to the commencement of the retirement of each one of them, will not increase; To prohibit the defendants from increasing the management fees for members proximate to their retirement. | Any person who is a member of a new comprehensive pension fund which is managed by one of the defendants, and who is entitled to receive an old age pension and/or who will be entitled to receive an old age pension in the future. | In September 2015, the plaintiffs filed a reply to the defendants' response to the motion to approve (the "Plaintiffs' Reply"), in which, inter alia, a new claim was raised, according to which the defendants did not send to their members advance notice regarding the increased management fees, as required in accordance with the provisions of the law. At the request of the Court, in September 2017, the Commissioner's answers were given, which determined, inter alia, that it was possible to collect, during the annuity receipt period, management fees at a rate of less than 0.5%, and that the defendants were not obligated to announce changes in management fees once the members reached retirement age. The parties are conducting mediation proceedings. | The plaintiffs estimate that the management fees which were unlawfully collected by the defendants from current pensioners amount to NIS 48 million, that the management fees which will be unlawfully collected in the future from current pensioners amount to NIS 152 million, and that the management fees which will be unlawfully collected in the future by the defendants from future pensioners, with respect to accrual which was performed until now, amount to NIS 2,800 million. The aforementioned amounts are claimed with respect to all of the defendants. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 3. | 11/2014<br><br>District - Center | Clal Insurance, Tmura Insurance Agency (1987) Ltd. (hereinafter: "**Tmura**"), an additional insurance company and an additional insurance agency. | According to the plaintiffs, the holders of credit cards from Isracard and Israel Credit Cards Ltd. ("CAL"), who called in order to activate the basic policy of the credit cards, which is provided free of charge, they were sold, during the call, a product which is not an extension, addition or increase of the basic policy, but rather an ordinary policy, sold at full price, in a manner whereby that person was insured twice, from the first Shekel, on all matters pertaining to the overlapping coverages in the two policies. | To order the defendants to repay to the class members the excess premiums which were paid by the class members during the seven years which preceded the filing of the claim; To order the defendants to take into account, as part of the sale of the policies, the economic value of the basic policies, and to collect premiums which will take into account that value; To provide full and adequate disclosure to those calling the call center; To allow the holders of Isracard and CAL credit cards to activate the basic policy by means other than the call center; Alternatively, to order any other remedy in favor of the class, including the issuance of instructions regarding supervision, and execution of the ruling. | The holders of Isracard and CAL credit cards who were entitled to receive international travel insurance, at no extra charge, and who purchased, in the last seven years, international travel insurance from the defendants through the call centers operated by the defendants. | In April 2019, the parties filed with the Court a motion to approve a settlement arrangement. In accordance with the settlement arrangement, Clal Insurance will provide to the class members, as defined in the settlement agreement, a database of international travel insurance days free of charge, which may be used in accordance with the provisions of the settlement agreement. The settlement arrangement's entry into effect is conditional upon the receipt of approval from the Court, the provision of which is uncertain. | The total damage claimed for all of the class members from Clal Insurance amounts, in the plaintiff's estimate, to a total of approximately NIS 70 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 4. | 7/2015<br><br>District - Tel Aviv | Clal Insurance | The plaintiff contends that Clal Insurance calculates the rights for payment of stipends and/or for the discounting of stipends which are owed to policyholders who freeze the payment of premiums (in full or in part) temporarily for a certain period and/or who do not pay the premiums for a number of months, in breach of the provisions of the law, in breach of the provisions of the policy and the required formula for the calculation of the stipend, as included in the policy (hereinafter: the "**Required Formula**"), and also asserted that Clal Insurance refuses to deliver information to its policyholders. | To order Clal Insurance to reimburse the monthly stipend and/or the discounting of the stipend, in accordance with the provisions of the required formula, and to order Clal Insurance to pay to the class members who already incurred damages, the stipend differences or the stipend discounting differences which are owed to them, with the addition of duly calculated linkage differentials and interest. Alternatively, the plaintiff is petitioning for the issuance of a declaratory order stating that Clal Insurance is in breach of the policy provisions. | Regarding the non-monetary remedies - all policyholders of Clal Insurance who hold policies which are similar to the plaintiff's policies (the "**Policyholders**"), who, during a certain period or periods, did not pay, temporarily, the premiums under the policy. Regarding the monetary remedies: all of the policyholders who began receiving from Clal Insurance a monthly stipend which is lower than the monthly stipend which would have been paid in accordance with the required formula, as well as policyholders who chose discounting of the stipend, and where the calculation used to discount their stipend was lower than the discounting of their stipend which would have been paid in accordance with the required formula. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. In June 2016, the motion of the parties to transfer the hearing to a board which is hearing an additional claim by the plaintiff, on the subject of the calculation of the rights in life insurance policies, where the policyholder does not pay the full premiums, as specified in section 7(a)(a1)(10) above, was approved. | The total damage claimed for all of the class members, in the plaintiff's estimate, to a total of no less than NIS 25 million. |
| 5. | 9/2015<br><br>District - Center | Clal Insurance and four other insurance companies | The plaintiffs contend that the defendants, when giving points for the "continence" action, as part of the evaluation of insurance benefits in long term care policies, adopted an interpretation according to which, in order to recognize a policyholder's claim with respect to "incontinence", the condition must result from a urological or gastroenterological illness or impairment only, instead of giving points also when the policyholder's medical condition and impaired functioning which have caused his "incontinence", may be due to an illness, accident or health impairment which are not urological or gastroenterological in nature. | To order the defendants to compensate the class members for all damages which they incurred due to their alleged beaches of the agreement, and to fulfill the agreement from this point forward, or alternatively, to order the provision of any other remedy considered appropriate by the Court, in light of the applicable circumstances. | Any person who held a long term care insurance policy which was sold by the defendants (or his inheritors, as applicable), and who suffered from a health condition and impaired functioning as a result of an illness or accident or health condition, which caused them to be incontinent and/or to require the permanent use of a stoma or catheter in the bladder, or diapers or absorbent pads of various kinds, and notwithstanding the foregoing, who did not receive from the defendants (as applicable) points with respect to the "continence" component, in a manner which injured his rights. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The plaintiffs contend that the damage cannot be estimated at this stage, but estimate it at tens or even hundreds of millions of NIS. The personal damage claimed by the plaintiff from Clal Insurance, as alleged, amounts to a total of approximately NIS 32,500 (without linkage differentials and interest). |

## Note 7: Contingent Liabilities and Claims (Cont.)

## A. Class action claims (Cont.)

### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 6. | 9/2015<br><br>District - Tel Aviv | Clal Pension and Provident Funds Ltd. and four additional managing companies of pension funds | The plaintiffs, members of pension funds managed by the defendants, contend that the mechanism for the compensation, by commission, of agents and brokers, as a percentage of the management fees which are charged from members, as was practiced by the defendants, constitutes a breach of fiduciary duty towards the members of provident funds managed by the defendants, and results in the defendants' collection of management fees in amounts which are higher than appropriate. | To order the defendants to change the mechanism for compensation of agents, and to repay to the members the management fees which were overcollected from them. | Members of provident funds managed by the defendants, from whom management fees were collected while providing a commission to agents which was derived from the amount of management fees. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The plaintiffs estimate the total damage incurred by all of the class members as approximately NIS 2 billion, reflecting damage at a rate of approximately NIS 300 million per year since 2008. |
| 7. | 10/2015<br><br>District - Center | Clal Insurance | The plaintiff brings claims against the definition of "disability" in accidental disability policies, which allegedly create uncertainty, and against the policy terms, which require the receipt of reasonable proof within one year after the date of the accident. In this regard, it was claimed that despite the fact that the Company received "reasonable proof" regarding the permanent disability of policyholders as a result accidents which occurred since June 2009, it paid to them reduced insurance benefits, or rejected their claims for insurance benefits due to disability. The claim also includes assertions regarding the calculation of disability rates in the payment of insurance benefits in the event that the policyholder has more than one disability, as well as assertions regarding the revaluation of insurance benefits with respect to linkage differentials and interest. | To order Clal Insurance to pay to the class members insurance benefits with respect to permanent disability as a result of an accident, in accordance with the terms of the policy, and to order it to cease its unlawful conduct. | Any person who was insured by Clal Insurance in accidental disability policies, where, despite the fact that Clal Insurance received "reasonable proof" of the permanent disability due to an accident which occurred beginning in June 2009, paid reduced insurance benefits with respect to his disability, or rejected his claim for insurance benefits due to his disability, for the reasons specified in the claim (in whole or in part). | In July 2016, following the announcement of the class action plaintiff, who agreed to the summary dismissal of the claim, and withdrew his claim, the Court summarily dismissed the claim.<br>In September 2016, an appeal was filed with the Supreme Court on behalf of the class action plaintiff against the ruling, in which the claim was summarily dismissed. In November 2017, the Supreme Court revoked the ruling, insofar as it pertains to the summary dismissal of the claim, and ordered the plaintiff to file a clarification notice with the District Court, regarding the question of based on which causes of action the claim is requested to be conducted, and which of the plaintiff's assertions meets the requirement of personal cause of action, and the plaintiff filed the foregoing clarification notice, and in April 2018, the District Court instructed the plaintiff to file an amended motion for approval of the claim as a class action, according to the specific causes of action which it specified. A motion for leave to appeal which was filed by the plaintiff with the Supreme Court against the aforementioned decision was dismissed. | The petitioner estimates the damage incurred by the class at a total of NIS 90 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 8. | 12/2015<br><br>District - Tel Aviv | Clal Insurance and an additional insurance company | The plaintiffs contend that the defendants charged, from holders of life insurance policies which were issued beginning on August 1, 1982, in which the sub-annual installments component was reduced, where the premium is paid in installments during the year (hereinafter: "**Sub-Annual Installments**"), an effective interest rate which is higher than the maximum interest rate which the Insurance Commissioner allowed insurance companies to charge with respect to the sub-annual installments component. According to the plaintiffs, this collection is in breach of the law, policy and common practice in the finance segment, and ignores the monthly premium payment date, and the fact that the annual premiums gradually decrease during the year. | To order the defendants to change the method used to calculate the sub-annual installments component, in a manner whereby it will be calculated in consideration of the actual premium payment dates, and in consideration of the reduction of the annual premiums for each payment. To reimburse to the class members the amounts of the sub-annual installments component which were overcollected from them, beginning on the date when the sub-annual installments component was charged to the policyholders, until a ruling has been given on the claim, or alternatively, in the seven years prior to the plaintiff's claim, until a ruling has been given on the claim. Alternatively, the plaintiff is petitioning for the issuance of a declaratory ruling, according to which the method used by Clal Insurance to calculate the sub-annual installments component is illegal, or for the issuance of another declaratory ruling considered appropriate by the Court, in light of the circumstances. | Holders of life insurance policies which were issued beginning on August 1, 1982, and in which a sub-annual installments component was collected, where the premium is paid in installments throughout the year. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The total damage claimed for all of the class members, in the plaintiffs' estimate, amounts to a total of no less than NIS 50 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 9 | 1/2016<br><br>Regional Court of Tel Aviv | Clal Pension and Provident Funds, and three additional managing companies of pension and provident funds | According to the plaintiffs, the defendants invested in low rated bonds, in a manner which deviated from the investment rate which was permitted, at the time, in accordance with Regulation 41(d)(2) of the Income Tax Regulations (Rules for Approval and Management of Provident Funds), 1964, and that despite these deviations, the defendants collected management fees from the plaintiffs, in breach of the provisions of the law. | The remedies requested by the plaintiffs include, inter alia, reimbursement of the management fees which were collected by the defendants in case of deviation from the investment restrictions, compensation of the class members with respect to the deviation from the investment restrictions, as well as any other remedy in favor of the class, in whole or in part, or in favor of the public, as considered appropriate and just in the Court's discretion, in light of the circumstances. | All persons who were members of the pension funds and provident funds which were managed by the defendants during the period from January 1, 2009 to July 4, 2012. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | According to the plaintiff, the direct damages which it incurred amounts to NIS 76 (and the damage incurred by all plaintiffs with respect to the collection of management fees allegedly amounts to NIS 563), with the addition of linkage differentials and interest. In the claim, it was stated that the claim amount for all of the class members cannot be estimated[10]. |
| 10. | 2/2016<br><br>District - Center Lod | Clal Pension and Provident Funds Ltd. and four additional managing companies of pension funds | According to the plaintiff, an association which alleges that its purpose is to act on behalf of weak population groups and persons with special needs, the defendants charge, from recipients of disability and survivor annuities, management fees at the maximum rate permitted by law, while exploiting the fact that they are not permitted to transfer their monies to another fund. | To order the defendants to reimburse, to all recipients of disability and/or survivor annuities, all of the management fees which were unlawfully collected from them, with the addition of interest, or alternatively, to reimburse to the pension fund the management fees which were and/or which will be unlawfully collected from recipients of disability and/or survivor annuities, and to implement a just and fair distribution of the funds. | Any person who receives and/or who has the right to receive a disability annuity, as well as any person who receives and/or who has the right to receive a survivor annuity, and any person who is a member of a pension fund managed by the defendants, and who incurred damage as a result of the collection of management fees in connection with the disability and survivor annuities. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The amount of the class action claim was not quantified in the statement of claim; however, in accordance with an actuarial opinion which was attached to the motion, the damages caused to the class members was estimated, according to an initial estimate, as a total of approximately NIS 1 billion, against all of the defendants. |

[10] The claim also alleges that the plaintiff incurred additional damage, in an unspecified amount, due to the exception from the investment, with reference to bonds of companies which faced insolvency situations.

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 11. | 8/2016 Regional Court - Tel Aviv (1)<br><br>10/2016 Regional Labor Court of Jerusalem (2)<br><br>11/2016 Regional Court of Jerusalem (3)<br><br>12/2016 Regional Court - Tel Aviv (4) | Clal Pension and Provident Funds<br><br>Clal Insurance | The four claims involve the assertion that the defendants collect from members in the pension funds, in the Tamar provident funds, and in the study funds which are managed by it, and in managers' insurance policies, in addition to the management fees, also "investment management expenses" (hereinafter: "**Direct Expenses**"), although there is no contractual provision which allows them to collect those expenses, and in breach of the fund regulations. | The plaintiffs in the four claims request to order the defendants to reimburse the investment management amounts which were overcollected from them.<br><br>Additionally, some of the plaintiffs request to order the defendants to pay the additional difference of returns which would have been generated by the amounts which were overcollected had they been invested in the pension fund, while some request to order the defendant to pay the duly calculated NIS interest difference, from the date of overcollection until the date of actual payment. | Members of the pension funds, the study fund, and the provident fund "Clal Tamar" which are managed by the defendant, and holders of managers' insurance policies, from whom investment management expenses were collected during the seven years preceding the filing of the relevant claim. | In May 2018, the position of the Capital Market, Insurance and Savings Authority was filed, within the framework of the proceedings which are being conducted before the Regional Labor Court of Jerusalem, which, in general, supported the position of Clal Pension and Provident Funds.<br>In June 2018, the Authority's responses to the questions which had been addressed to it were filed, within the framework of the proceedings which are being conducted before the Regional Labor Court of Tel Aviv.<br>The proceedings are currently in the stage of hearing the motions to approve the claims as class actions. | In claim 1, which refers to the pension funds, the amount of the class action was set as NIS 341 million, with respect to the years 2009-2015, plus the investment management expenses which were collected by the defendant from the Group members in 2016, and plus the returns which would have been earned by the funds which were deducted as investment management expenses.<br><br>In claim 2, which refers to the study fund, the amount of the class action was set, on an estimation basis, as a total of approximately NIS 53 million.<br><br>In claim 3, which refers to the Tamar provident fund, the amount of the class action was set, on an estimation basis, as a total of approximately NIS 181 million.<br><br>In claim 4, which refers to managers' insurance policies, the amount of the class action was set, on an estimation basis, as a total of approximately NIS 404 million, plus the investment management expenses which the defendant charged to the class members in 2016, as well as interest and linkage. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 12. | 9/2016<br><br>District - Tel Aviv | Clal Insurance and three other insurance companies | The claim involves the assertion that the defendants allegedly collected and continues to collect from the holders of health insurance policies premiums with respect to unnecessary coverages which the policyholders do not need, and that the respondents allegedly sold to the policyholders, knowingly and deliberately, health insurance policies which include coverages for which the policyholders had no need, since they have supplementary health insurance from the health fund to which they belong, and that they also made one service conditional upon another, with no possibility to acquire a limited policy, which includes only coverages which are not included in the supplementary health insurance policies of the health funds, thereby creating "double insurance". | Reimbursement of the excess premium amounts which were allegedly unlawfully overcollected, issuance of a mandamus order instructing the defendants to change their method of action, as described in the claim, as well as any other additional remedy which may be considered appropriate by the Court, in light of the circumstances. | Anyone who is insured, or was insured, by any or all of the defendants in any of the health insurance policies which include coverages which overlap, either fully or partially, with the coverages which are included in the supplementary health insurance policies of the health funds. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The amount of the class action against the defendants was set as a total nominal amount of NIS 4.45 billion, where the share of Clal Insurance out of that total, as calculated by the plaintiffs, was set as NIS 995 million. |
| 13. | 9/2016<br><br>Regional Labor Court of Tel Aviv | Clal Insurance | The claim involves the assertion that Clal Insurance makes the release of the severance pay component which has accrued in managers insurance policies (hereinafter: the "**Policies**"), by virtue of the Extension to Compulsory Pension Ordinance (hereinafter: the "**Extension Order**") conditional upon the employer's consent. Clal Insurance thereby collaborates with the employer, allows the employer, over years, to argue against the transfer to the accrued severance pay to the employees, and during that time, continues collecting management fees out of the funds which remain accrued in the policies. | Declaratory relief, primarily determining that the class members are entitled to receive the accrued severance pay for which the employer made deposits in their name to the pension arrangement by virtue of the extension order, without any condition or restriction whatsoever. The plaintiff is also petitioning to order Clal Insurance to notify the class members regarding their right to withdraw the severance pay component unconditionally, and to determine the manner by which the notice will be given to the Group members. | All those covered by pension insurance in Clal Insurance, in whose favor severance pay accumulated in the pension arrangement beginning on January 1, 2008, the application date of the extension order, who concluded their employment, and to whom the employer's approval was not given to release the accrued severance pay funds which are recorded under their names. The plaintiff estimates the number of class members as 70,500 policyholders. | In December 2017, the Court gave its decision, that the Attorney General of Israel, the Histadrut and the Coordinating Bureau of Economic Organizations will file with the Court their positions on the case. In April 2018, the Attorney General's position regarding the case was filed, including the attachment of a position paper on a similar matter, which was heard in another case, and which, in general, supported the position of Clal Insurance in its response. In July 2018, the position of the Manufacturers Association of Israel, which also supported the position of Clal Insurance, was also filed with the Court. The proceedings were stayed by the Court at the request of the plaintiff's representative, who sought, following the amendment to the Control of Financial Products Law (Provident Funds), 2005, to evaluate whether the aforementioned amendment made the proceedings unnecessary. In May 2019, the class action plaintiff filed with the Regional Labor Court of Tel Aviv a motion to strike the claim, without ordering expenses. | The amount of the class action against the defendant amounts to a total of approximately NIS 479 million. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 14. | 11/2016 District - Tel Aviv (1)<br><br>09/2016 District Tel Aviv (2) | Clal Insurance and an additional insurance company | The claims involve the assertion that due to "lack of knowledge" because of the non-provision and publication of a students personal accidents insurance policy (the "Policy") for the policyholders and their families, the policyholder avoid exercising their right to compensation by virtue of the policy. | The plaintiffs in claim (1) request the issuance of orders against the defendants and the Commissioner of Insurance, and request, inter alia, the appointment of a committee, with the participation of external representatives, which will be authorized to discuss and determine all of the claims, and the transfer of the burden of proof to the insurer.<br><br>The plaintiffs in claim (2) request, inter alia, the issuance of mandamus orders for compensation with respect to the hassle and cost of printing, in a total amount of NIS 1.5 for each class member, and an extension of the prescription period, including a determination stating that the prescription period was suspended in September 2006. | The plaintiff in claim (1) classified the plaintiffs into several groups, with respect to students who were born after October 25, 1995, and who, from ages 3 to 19 (the period of their studies in Israel, from kindergarten until the end of high school in 12th or 13th grade), went through an accident, due to which they suffered a physical injury, and who did not receive insurance benefits under the policy, as follows: (1) the "tooth fracture" group, (2) the "medical expenses" group, (3) the "disability" group, (4) and the "cases of death" group.<br>The plaintiff further requests the establishment of an additional sub-group for each of the Groups of plaintiffs mentioned above, whose members are people and/or their parents and/or their heirs who were born and/or who studies in Israel between the years 1974 and 1995, and who were injured after 1992, and who claimed that they were not aware of the scope of the policy, and on behalf of all policyholders - all students and their parents from September 1992 until now - who were injured.<br><br>The plaintiff in claim (2) requests to represent all students, at school or at home or at kindergarten, in the State of Israel, who were covered under a policy and who did not receive it at their house, beginning with the school year beginning in September 2006 and/or any student whose cause of action against the insurance company prescribed, beginning in September 2006. | In April 2018, following the plaintiffs' joint motion regarding the two claims, it was determined that the two claims would be consolidated into a single claim, and that the parties will file a joint motion to approve the class action.<br>The proceedings are currently in the stage of hearing the motions to approve the claims as class actions. | According to the plaintiffs in claim (1), their alleged personal damages are in the range from NIS 150 to NIS 6,260. The plaintiffs estimate the alleged damage for the members of the "tooth fracture", "medical expenses" and "all defendants" groups together, as a total of approximately NIS 1.439 billion. The plaintiffs have not specified an estimate regarding the damage caused to the other groups.<br><br>According to the plaintiffs in claim (2), the damage claimed for all class members amounts to a total of approximately NIS 23 million, plus interest and linkage, beginning with the school year of September 2006. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 15. | 4/2017<br><br>Regional Labor Court of Tel Aviv | Tmura Insurance Agency (1987) Ltd. (hereinafter: "**Tmura**"), a second-tier subsidiary of the Company, which is an insurance agency which manages pension arrangements, and against three additional insurance agencies. | According to the plaintiffs, the defendants provided services with respect to the regulation of social / pension provisions, for both employers and employees; however, they charged the consideration from the employees only, without their knowledge or consent, and in breach of the duties which apply to them by law. | To order the defendants to compensate the class members for the damages which they incurred (each defendant with respect to its relevant class members), or alternatively, to order any other remedy in favor of the Group. | Any person who is included among the group of customers of the defendants while the defendants provided, to their employers, pension arrangement management services, during a period beginning defendants before the filing date of the new motion, until the date when the employer began bearing, out of its own resources, the costs of operating the employee's pension arrangement. | In November 2016, the Court approved a motion to withdraw a previous similar claim which had been filed by the Financial Justice Association in February 2016, inter alia, in light of its non-fulfillment of the conditions prescribed in the Class Action Law.<br>In September 2018, the motion was transferred to a hearing before the Labor Court.<br>In February 2019, the defendants filed a motion to add the employer's organizations to the motion as additional defendants.<br>The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The amount claimed with respect to the damages incurred by all of the class members amounts to a total of approximately NIS 357 million against all of the defendants, of which, approximately NIS 88 million was attributed to Tmura. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 16. | 7/2017<br><br>District - Tel Aviv | Clal Insurance | The plaintiffs contend that Clal Insurance unilaterally implemented changes to managers insurance policies of the “Adif” type (hereinafter: the “**Policies**”) by reducing the savings component and increasing the risk component, while transferring the ownership of the policy to a new employer, at the end of the “temporary risk” period, and thereby caused the policyholders in the class to incur damages. | To order Clal Insurance to supplement the savings up to the amount which would have been accumulated in the policies if not for the aforementioned unilateral change, and to prohibited it from unilaterally changing the policy terms in the future. Alternatively, to pay compensation to the class members for the damage which they incurred, according to the difference between the savings amounts which would have accumulated in the policies if not for the unilateral changes, and the savings amounts which actually accrued in the policies, or to order Clal Insurance to pay an adequate and appropriate amount to the public interest. | All of “Adif” policyholders for whom Clal Insurance unilaterally reduced the savings component and increased the risk component while transferring the ownership of the policy to a new employer at the end of the “temporary risk” period. | In May 2019, the parties filed with the District Court of Tel Aviv a motion to approve a settlement arrangement (hereinafter: the “Settlement Arrangement”), according to which Clal Insurance undertook to pay, to the members of the class which was defined in the settlement arrangement, compensation according to the amounts and rates which were determined in the settlement arrangement. The settlement arrangement includes provisions regarding the method used to effect the payment to the class members, regarding the sending of notices, and a future arrangement regarding the which form the subject of the settlement. The settlement arrangement’s entry into effect is conditional upon the receipt of court approval, the provision of which is uncertain. | The plaintiffs estimate, based on various assumptions which they performed, that the damage incurred by the class members amounts to approximately NIS 343 million. |

Note 7: Contingent Liabilities and Claims (Cont.)

## A. Class action claims (Cont.)

### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 17. | 9/2017<br><br>District - Jerusalem | Clal Insurance and additional insurance companies | The plaintiffs contend that the defendants do not duly apply section 5(b) of the Adjudication of Interest and Linkage Law, 1961 (hereinafter: the "**Adjudication of Interest and Linkage Law**"), and do not pay, as a matter of policy, the required interest and linkage pursuant to that law, with respect to any debt which was ruled against them by a judicial authority, and which was not paid by them on the date set for its payment. | Declaratory relief with respect to the breach of the provisions of the law, compensation to the class members with respect to the alleged damages which they incurred, and ordering the defendants to correct the policy from this point forward. | Anyone to whom amounts were paid by the defendants which were ruled in their favor by a judicial authority, without the addition of linkage differentials and/or interest and/or linked interest to the ruled amount. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action.<br>The parties are conducting mediation proceedings between them. | The amount of personal damages alleged by the plaintiff against Clal Insurance amounted to NIS 56.47. The plaintiffs, in the absence of accurate data regarding the aggregate damage incurred by the class, estimate the damage as a minimum of tens of millions of NIS, if not more. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 18. | 1/2018<br><br>District - Jerusalem | Clal Insurance, two additional insurance companies, Clalit Health Services and Maccabi Health Services. | The plaintiffs contend that the defendants refuse, allegedly, to cover with long-term care insurance people who are on the autistic spectrum, or set impossible and unreasonable conditions for them, without providing any explanation or justification for their actions. | Issuance of a declarative order stating that the defendants have breached, by their conduct, Part H of the Equal Rights for Persons with Disabilities Law, 1998, the Equal Rights for Persons with Disabilities Regulations (Notice of Insurer Regarding Provision of Different Treatment for a Person or Regarding Refusal to Insure a Person), 2016 (the "**Equality Law**"), and additional legislation; the issuance of a mandamus order requiring the defendants to stop discriminating against the class members, and to establish clear work policies regarding individual and equal treatment, without prejudice, of persons with disabilities; the issuance of a mandamus order requiring the defendants to retroactively insure the class members, who will be found qualified to receive long-term care insurance, following an egalitarian underwriting process, in accordance with the aforementioned policies. | People with disabilities on the autistic spectrum who request to be covered under long-term care insurance at any of the defendants, and who unlawfully received from the defendants different and discriminatory treatment, due to the fact that they are people with disabilities, whereby the decision was not based on reliable and relevant statistical, actuarial and medical data regarding the specific insurance risk, and/or for which no reason was given, as required in accordance with the Equal Rights Law and other provisions of the law, during the seven years preceding the filing of the motion to approve. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The plaintiffs have not quantified the damage for all of the class members, and have estimated the personal damage incurred by the plaintiffs as tens of thousands of NIS per plaintiff. |
| 19. | 1/2018<br><br>District - Center | Clal Insurance and five additional insurance companies. | The plaintiff, Public Trust, a Public Benefit Company, contends that the defendants unlawfully avoid paying to their policyholders and/or to third parties the VAT component which applies to the cost of the damage, when the damage was not actually repaired. | To order the defendants to pay the VAT component, according to the rate which applies to the damage amount, to the class members; to determine and declare that the defendants' avoidance of payment of insurance benefits and/or indemnification with respect to the VAT component which applies to the amendment, in cases where the damage was not actually repaired, is done in violation of the law; to issue a mandamus order requiring the defendants, from this point forward, to include in the insurance benefits which they pay also the VAT which applies to the cost of the repair, including if the damage has not been actually repaired, and as a result, also in case the policyholder or a third party receives insurance benefits at "reimbursement value", and not at "reinstatement value", and to order the defendants to pay to them insurance benefits with respect to the full amount of damage, including VAT. | Any policyholder and/or beneficiary and/or third party, in any insurance type whatsoever, who, as of the filing date of the insurance claim, has not repaired the damage which he claimed, and who received from the insurance company insurance benefits and/or reimbursement with respect to the damage, and where the insurance benefits did not include the VAT component which applies to the repair. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action.<br>It is noted that a claim and a motion to approve it as a class action, based on the same cause of action, were filed in the past against the Company and three additional insurance companies, and were struck out on procedural grounds. | The plaintiff estimates the damages owed to the class members by Clal Insurance, with respect to each year, at a total of NIS 17,732,580. The plaintiff is petitioning for the payment of damages with respect to the beginning on since June 4, 2001, or alternatively, for a period of 7 years since the filing date of the previous claim, or alternatively, for a period of 7 years since the filing date of the claim in question. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 20. | 3/2018<br><br>Regional Labor Court of Tel Aviv | Clal Pension and Provident Funds Ltd. and five additional managing companies of pension funds. | According to the plaintiffs, members of pension funds which are managed by the defendants, the defendants collect survivor premiums from members who join the pension funds which are managed by them, who have no survivors, without actively attempting to disclose and explain to such members that they should avoid purchasing and paying for survivors insurance coverage, and without clarifying to members who have chosen to waive survivors insurance coverage, shortly before the end of the waiver period, that the waiver is about to expire. | Issuance of a mandamus order instructing the defendants to credit, to the savings fund of the class members, all of the funds which were paid by them and applied to survivor premiums, plus the returns which those funds would have received had they been credited to the savings funds on the date of their payment to the pension fund, as well as the issuance of a mandamus order instructing the defendants to duly disclose, clarify and explain to anyone who joins or is added to the fund, that if they do not have survivors, they would benefit from waiving the purchase of survivors insurance. | Anyone who does not have survivors, who joined or was added to a pension fund which is managed by any of the defendants, and from whom the fund collected survivors insurance premiums, despite the fact that they have no survivors, as this term is defined in the directives of the Authority of Capital Markets, Insurance and Savings. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | In the statement of claim, it was stated that the plaintiffs are unable to estimate, at this point, the rate of cumulative damages incurred by all of the class members. |
| 21. | 5/2018<br><br>District - Tel Aviv | Clal Insurance and an additional insurance company | The plaintiffs contend that the defendants overcollect insurance premiums with respect to comprehensive motor insurance, which are calculated according to a value of the vehicle which is greater than the actual value of the vehicle, as weighted by them upon the occurrence of a total loss insurance event, in different situations wherein the value of the vehicle is reduced due to “special variables” or “special components”, in a manner whereby the “true value” of the insured vehicle is significantly lower than its value for the purpose of insurance (before weighing the “special variables”), and particularly, when the vehicle was purchased from a rental company or leasing company. | To order the defendants to reimburse the amounts which were unlawfully overcollected from the policyholders, plus duly calculated interest; To declare that the defendants are not entitled to collect premiums based on a vehicle value which does not include the deduction of the “special component” from the vehicle value; To issue an injunction prohibiting the defendants from continuing their aforementioned practice of overcollection, as well as any remedy which the Court considers fair and just in light of the circumstances. | All policyholders who acquired from the defendants, with respect to a vehicle to which special variables apply under the policy, and whose insurance policy states that, in case of an insurance event of the “total loss” type or “constructive total loss” type, a certain rate will be deducted from the vehicle value, without reducing the premiums accordingly, during the seven years preceding the filing date of the claim. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The total alleged personal damage claimed by the plaintiff against Clal Insurance was estimated at a total of NIS 650. The aggregate damage incurred by the class members, during the last seven years, was estimated in the total amount of approximately NIS 50 million, for both defendants. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 22. | 5/2018<br><br>Regional Labor Court of Tel Aviv | Clal Pension and Provident Funds | According to the plaintiff, a member of the comprehensive pension fund and supplementary pension fund which are managed by Clal Pension and Provident Funds, Clal Pension and Provident Funds retroactively collects, from the members of the pension funds which it manages, costs of insurance coverage for disability and mortality risks, with respect to periods regarding which, allegedly, she does not and cannot bear any insurance risk. | To order Clal Pension and Provident Funds to compensate the plaintiff and the class members with respect to the damages which they incurred, and to reimburse them for the amounts which were collected from them in the alleged circumstances, in the amount of their damages, and as a minimum, in the amount estimated in the claim; to order the provision of any other remedy in favor of the class. | Anyone who was a member of the pension funds which are managed by Clal Pension and Provident Funds during the last seven years, and from whom insurance coverage costs were retroactively collected. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The cumulative damage incurred by the class members was estimated by the defendant at a total of NIS 21,415,031. |
| 23. | 5/2018<br><br>Regional Labor Court of Tel Aviv | Clal Insurance | The plaintiffs contend that Clal Insurance raised the management fees in managers' insurance policies, beyond the management fee rate which was agreed upon in the insurance policies, and in violation of the law. | Reimbursement of the full amounts which were collected by Clal Insurance with respect to management fees, beyond the rate specified in the managers' insurance policies and/or in breach of the directives of the competent authority and/or in violation of the provisions of the law, as if they had been deposited originally, with the addition of linkage differentials and interest. Alternatively, they request any other remedy in the Court's discretion. | All customers of Clal Insurance who purchased managers' insurance policies, and from whom management fees were collected at a rate which was higher than the rate specified in the policies and/or in violation of the directives issued by the Insurance Commissioner at the Ministry of Finance and/or in violation of the law. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The plaintiffs did not specify the cumulative damages incurred by all class members. The personal damage of one plaintiff was estimated as a total of NIS 597, with the addition of linkage differentials and interest, and the damages incurred by the second plaintiff were not specified. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 24. | 8/2018<br><br>Regional Labor Court of Tel Aviv | Clal Insurance | The plaintiff contends that Clal Insurance paid, to holders of guaranteed-return insurance policies which were issued between the years 1962 and 1990 (“**Guaranteed-Return Policies**”), interest according to rates which were lower than the rates which it was required to pay in accordance with the publication issued by the Authority of Capital Markets, Insurance and Savings (hereinafter: the “Capital Market Authority”), and as a result, that it performed unjust enrichment at the expense of policyholders. It was further asserted that Clal Insurance did not pay interest in arrears to policyholders in cases involving arrears in the redemption of funds from guaranteed-return policies. | The payment of the difference between the interest rate which Clal Insurance actually paid to holders of guaranteed-return policies, and the interest rate which it would have been required to pay in accordance with the publication of the Capital Market Authority, and the update to unredeemed guaranteed-return policies, in accordance with the interest rate which were published by the Capital Market Authority. The plaintiff is also petitioning for payment of duly calculated linkage and interest in arrears in case of arrears in the redemption of funds by virtue of guaranteed-return policies. | Holders of guaranteed-return policies to whom interest was not paid with respect to these policies, according to the rates which were published by the Capital Market Authority, and holders of guaranteed-return policies to whom duly calculated interest in arrears was not paid with respect to the delay in the redemption of the policy funds. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The plaintiff did not specify the cumulative damage incurred by all class members (however, it was asserted that the damage exceeds NIS 2.5 million). The plaintiff’s personal damage was estimated at a total of NIS 133,657. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 25. | 9/2018<br><br>District - Tel Aviv | Clal Insurance | The plaintiffs contend that Clal Insurance unilaterally changed the terms of life, accident, illness and disability insurance policies, against the policyholder's interests, without the policyholders' express consent. | Declaratory relief determining that Clal Insurance is required to cancel the unilateral amendments which it made to the policies, and to restore the policies to their original terms, as well as monetary relief ordering Clal Insurance to reimburse to the class members the value of the economic damage which was incurred due to the unilateral amendments. | Holders, during the 7 years preceding the filing date of the claim, of life, accident, illness and disability insurance policies, and whose policy terms were changed for the worse following the unilateral decision of Clal Insurance, without their express consent. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The plaintiffs contend that the average damage incurred by the plaintiffs amounts to a total of NIS 1,649 from March 2017, and the cumulative damage incurred by all of the class members is estimated by the plaintiffs at NIS 4,947,000. The plaintiffs assert that, after receiving all of the relevant data from Clal Insurance, they will be able to accurately estimate the extent of the alleged overcollection. |
| 26. | 11/2018<br><br>District - Center | Clal Insurance | The plaintiffs contend that Clal Insurance breaches its contractual obligation under the policy, and allegedly refuses to pay, to holders of comprehensive motor insurance policies for vehicles weighing over 3.5 tons, compensation with respect to the vehicle's loss of value as a result of the insurance event, although the policy covers the "damage" caused to the vehicle, while affecting the assessments which are prepared by the arrangement loss adjusters. | Declaratory relief; Ordering Clal Insurance to indemnify all of its policyholders who were covered under the policy, and whose vehicles suffered and/or will suffer loss value as a result of the insurance event, as well as any other remedy considered by the Court to be appropriate and just, in light of the circumstances. | All policyholders of Clal Insurance who acquired and/or will acquire from Clal Insurance comprehensive motor insurance for vehicles weighing up to 3.5 tons, and whose vehicles, as a result of the insurance event, as defined in the policy, suffered and/or will suffer damage in the form of loss of value. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The plaintiff estimates the amount of damages incurred by the class members at approximately NIS 75 million. The plaintiff's personal damage was estimated at a total of NIS 21,605. |

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A2. Pending motions to approve class action status for material claims (Cont.)

| Serial number | Date and instance | Defendants | Main claims and causes of action | Main remedies | Represented class | Status / additional details | Claim amount |
|---|---|---|---|---|---|---|---|
| 27. | 1/2019<br><br>District - Jerusalem | Clal Insurance and two additional insurance companies | The plaintiffs contend that the defendants unlawfully hold funds originating from the dispatch of unredeemed checks, and which were sent to policyholders, whose eligibility for insurance benefits or for reimbursement of premiums has been recognized by the defendants. | Payment of the insurance benefits or reimbursement of the premiums, plus linkage and interest from the date when they were recognized by the defendants, through the payment methods which are held by the defendants; Additionally, to order the defendants to perform, in the future, insurance payments using the same payment method as that which is used by the policyholder to pay the premiums; And to order the defendants that if it is not possible to locate the class members, the Guardian General should be contacted and informed of the funds which are held by them. | Anyone who meets one or more of the following conditions:<br>(1) Policyholders of the defendants, whose eligibility for insurance benefits or for the reimbursement of insurance premiums was recognized by the defendants, and to whose registered address checks were sent which had not been redeemed by the policyholders, for any reason whatsoever;<br>(2) Policyholders of the defendants regarding whom, on the date of dispatch of the aforementioned checks, or thereabouts, the defendants had details of their bank account or debit card, through which and/or from which premiums were collected by the defendants, or regarding whom the defendants had the possibility to find such details. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The claim does not include calculation of the aggregate damage incurred by the class members; however, this amount was estimated as exceeding NIS 2.5 million. |
| 28 | 3/2019<br><br>District-<br><br>Jerusalem | Clal Insurance | The plaintiffs contend that the defendant issues personal accident policies to its policyholders upon their purchase of international travel insurance, without their consent, and in a misleading manner. | An order to reimburse the funds which were collected by the defendant to each of the class members, with respect to the payment of a personal accidents insurance policy during the last seven years | Any policyholder who, when purchasing an international travel insurance policy, was also added at that time, without their consent, to personal accidents insurance, and who was unlawfully charged monthly premium payments up to 7 years before the filing date of the claim. | The proceedings are currently in the stage involving an evaluation of the motion to approve the claim as a class action. | The plaintiffs estimate the damage incurred by the class members at approximately NIS 17 million. The personal damage claimed by the defendant amounts to NIS 1,044. |

# Note 7: Contingent Liabilities and Claims (Cont.)

## A. Class action claims (Cont.)

**A3. Material class actions and motions to approve class action status for material claims which concluded during the reporting period, until its signing[11].**

**None.**

[11] The foregoing includes claims which concluded during the reporting year, and which were not reported in the financial statements for 2018, and also applies to claims in which a decision was made to strike out the claim, or in which a ruling was given, including a ruling to approve a settlement arrangement. The foregoing does not refer to followup on the implementation of the arrangements (including changes made thereunder) which were determined in the aforementioned decisions, and which may continue over time.

## Note 7: Contingent Liabilities and Claims (Cont.)

**A. Class action claims (Cont.)**

**A4. Presented below are additional details regarding exposure to immaterial class actions which have not yet been filed and to additional expenses**

1. In addition to the material class actions which are described in Note 7(a)(a1), the pending motions for the approval of class action status for material claims, as described in Note 7(a)(a2), and the motions to approve class action status for material claims which were withdrawn during the reporting period, as described in Note 7(a)(a3), there are pending against the Company and/or its subsidiaries motions to approve class actions which, according to the Company's estimate, are immaterial[12], and regarding which a detailed description was therefore not included in the financial statements. As of the reporting date, 18 claims of this kind are being conducted against the Company and/or its subsidiaries, where the total amount specified by the plaintiffs in the aforementioned claims amounts to approximately NIS 432 million[13].

2. In addition to the aforementioned legal proceedings, from time to time, potential exposures exist which, at this stage, cannot be estimated or quantified, with respect to alerts regarding the intention to file class actions on certain matters, or legal proceedings and specific petitions which may in the future develop into class actions or third party notices against the Group's member companies, and potential exposure also exists, which at this stage cannot be estimated or quantified, to the possibility that additional class actions will be filed against the Group's member companies due to the complexity of the companies' insurance products, along with the complexity of the regulations that apply to the member companies' activities, which may result in disputes regarding the interpretation of the provisions of the law or of an agreement, or regarding the manner of implementation of the provisions of the law or an agreement, or the method by which claims are settled in accordance with an agreement, as these apply to the relationship between the Group's member companies and the customer.

   This exposure is particularly increased in the long term savings and long term health insurance branches, in which Clal Insurance is engaged, inter alia, due to the fact that, in those areas, some of the policies were issued decades ago, whereas today, due to significant regulatory changes, and due to the development in case law and in the Commissioner's position, the aforementioned policies may retroactively be interpreted differently, and may be subject to different interpretations than those which were in practice at the time when they were written. Moreover, the policies in the aforementioned segments have been in effect for decades, meaning that exposure exists to the possibility that in cases where the customer's claim is accepted and a new interpretation is provided for the terms of the policy, the future profitability of the Company in question will be affected by the existing policy portfolio. This is in addition to compensation that may be provided to customers with respect to past activity.

[12] See note 6 above regarding the significance threshold.

[13] The foregoing number includes one claim in which Clal Insurance is a formal defendant, and no remedies are requested against it, and three claims in which the amount claimed was not attributed to the Company only, but to additional companies as well. The aforementioned amount does not include one claim in which the plaintiff specified an amount of NIS 6 to 100 million, as well as one claim in which the plaintiff did not specify the claim amount, but estimated it at tens of millions of NIS. For additional information regarding all class actions, see Note 7(c) below.

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A4. Presented below are additional details regarding exposure to immaterial class actions which have not yet been filed and to additional expenses (Cont.)

2. (Cont.)

The 2015 amendment to the Control of Financial Services (Insurance) Law, 1981, which reflects a significant reform in the field of approval of insurance plans and supplementary arrangements which were published, set forth various provisions and restrictions with respect to provisions which should or should not be included in insurance plans, and address a reduction of the exceptions which may be included in the policies (hereinafter, jointly: "**Insurance Plan Reform**"). The insurance plan reform allows the sale of insurance products after they have been submitted in advance to the Commissioner, with no need for explicit approval, and also allows the Commissioner, under certain conditions, to order an insurer to discontinue its provision of insurance plans or to order an insurer to implement a change in an insurance plan, including with respect to policies which have already been marketed by the insurer. It is not possible to predict in advance and to what degree the insurers are exposed to claims with respect to the policy's provisions, to the manner of application of the Commissioner's authorities in accordance with the insurance plan reform, nor its implications, which may be raised, inter alia, through the procedural mechanism set forth in the Class Action Law.

There is also exposure, which at this stage cannot be estimated or quantified, to errors in the methods used to operate products in the long term savings and health segments. It is not possible to predict in advance all types of claims which may be brought in this context and/or the possible exposure due to them which may be brought up, inter alia, by means of the procedural mechanism for class actions and/or industry-wide decisions of the Commissioner.

Such exposure is due, inter alia, to the complexity of the aforementioned products, which are characterized by a very lengthy lifetime, and are subject to frequent, complex and material changes, including changes in regulatory and taxation directives. The complexity of the changes, and the application thereof over a large number of years, creates increased operational exposure, also due to the multiplicity and limitations of the automation systems used in the Group's institutional entities, due to additions / changes to the basic product structure, and due to multiple, frequent changes implemented over the product's lifetime, including by regulatory authorities, customers (employees) and/or by employers and/or by other parties acting on their behalf, with respect to insurance coverages and/or with respect to savings deposits.

The abovereferenced complexity and changes affect, inter alia, the volume and amounts of deposits, the various components of the product, the manner in which funds are associated with employees (including due to inconsistencies between the employer's reports and the policy data), products and components, their charging dates, the identification of arrears in deposits and the handling of such cases, and the employment, personal and underwriting status of customers, and affects, inter alia, the information which is given to them. The aforementioned complexity is increased in light of the large number of parties acting vis-a-vis the companies in the Group regarding the management and operation of the products, including, inter alia, distributing entities, employers, customers and reinsurers, including as regards the ongoing interface with them, and contradictory instructions which may be received from them, or from their representatives. The member institutional entities in the Group routinely investigate, identify and handle issues which may arise due to the aforementioned complexities, both with respect to individual cases, and with respect to customer types and/or product types.

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A4. Presented below are additional details regarding exposure to immaterial class actions which have not yet been filed and to additional expenses (Cont.)

2. (Cont.)
The entry into effect of the Control of Financial Services Regulations (Provident Funds) (Payments to Provident Funds), 2014, which were replaced by the circular regarding the method for depositing of payments in provident funds (the "Payment Regulations"), intensify and increase, in the short term, the aforementioned complexity, and even resulted in delays in the fund intake process, although in the long term, they are expected to reduce it with respect to deposits which will be performed beginning from the application date of the regulations. In the short term, as reflected in the market and in the Group's institutional entities, a delay was caused in the distribution of some of the deposits, particularly due to inconsistencies between the reports of employers and the policy data, and specific inconsistencies arose regarding which, at this stage, it is not possible to predict their cumulative implications, with respect to the relevant periods. The process of implementing the handling of the issue in the systems of the institutional entities during the reporting year resulted in an improvement in the scope of pension monies which were received in the Company from employers and associated in the systems to members and policyholders, relative to the previous period; however, institutional entities in the Group are still in the process of implementing and addressing the issues which come up as part of the adoption of the circular regarding the payment deposit method. The implementation of the Payment Regulations also resulted in possible temporary delays in reporting to members, in difficulties in identifying arrears, for the purpose of making direct contact with employers and operating entities, and in an increase of operating and automation expenses. The Group's institutional entities are still in the process of implementing and handling the issues which come up during the implementation of the Payment Regulations, and are working to reduce the aforementioned gaps, including through improvements in the automation system and in the work processes. However, it is noted that the entry into effect of the directive regarding the reporting requirement on the level of the policyholder, as part of the employers interface (as opposed to reporting on the level of each pension product), is expected to add operational difficulty to the association of the deposits to the various pension products of policyholders and members.

Following the Commissioner's audit report, which was received by Clal Insurance and which noted deficiencies, mostly pertaining to the manner of implementation of the Payment Regulations, Clal Insurance submitted to the Commissioner a response to address the findings of the report, which, subject to the Commissioner's satisfaction, will allow the continued marketing of pension products by Clal Insurance. Clal Insurance began implementing work plan, as part of the timetables which were formulated for its implementation. The Company is currently holding discussions with the Commissioner regarding the implementation of the plan.

Additionally, further to the provisions of the Commissioner's circular from November 2012, regarding data with respect to members' rights (institutional entities circular 2014-9-13) (the "**Circular**"), which obligated the institutional entity to cleanse the data which confer rights upon members, in order to ensure that the recording of members' rights in the information systems is as reliable, complete, accessible and retrievable as possible, until the middle of 2016. The Group's institutional entities implemented, after the publication of the circular, in 2013, a gap survey with respect to the members and policyholders who manage policies and/or accounts in the Group's institutional entities ("**Cleansing Tasks**"), and also worked during the reporting period on the implementation of a comprehensive process of data cleansing with respect to the systems in the long-term savings segment. In general, as of the publication date of the report, most of the tasks involving the cleansing of data regarding accrued balances of policyholders have been completed. The Group's institutional entities are continuing their data cleansing activities with respect to members and policyholders, including with reference to additional gaps which are identified from time to time, including as regards the automation of classification of funds, in accordance with the layers of the regulatory directives, over the years, and these are in the final stages of handling. At this stage, the institutional entities in the Group are unable to estimate the scope, cost, and full implications of the aforementioned activities, or the scope of the future gaps in data cleansing, which may result from regulatory changes, due, inter alia, to the complexity of the products, the fact that they are long term products, and due to the multiplicity of automation systems in the segment, and their limitations. The Group's institutional entities update their insurance liabilities from time to time, as required.

## Note 7: Contingent Liabilities and Claims (Cont.)

### A. Class action claims (Cont.)

#### A4. Presented below are additional details regarding exposure to immaterial class actions which have not yet been filed and to additional expenses (Cont.)

2. (Cont.)
There is also exposure, which at this stage cannot be estimated or quantified, to changes and to significant regulatory intervention in the various insurance and savings segments, including, inter alia, those which are intended for the direct or indirect reduction of premiums and management fees, the intervention in sale processes, including different use of various regulatory tools, which may affect the process of engagement, the structure of engagement and the reciprocal relationships between institutional entities, agents, employers and customers, in a manner which could affect loads, operating expenses and profitability, on the retention of current products, including with respect to the business model of the branch and the current portfolio of products.

The exposure to unfiled claims of member companies in the Group is brought to the Company's attention in several ways. This is performed, inter alia, through requests from customers, employees, providers or other parties on their behalf to entities in the companies, and particularly to the ombudsman in member companies in the Group, through customer complaints to the public appeals unit in the Office of the Commissioner, through (non-class action) claims which are filed with the Court, and through position papers issued by the Commissioner.

It is noted that insofar as the customer's complaint is submitted to the public appeals unit in the Office of the Commissioner, in addition to the risk that the customer will choose to bring its claims also within the framework of a class action, the member companies in the Group are also exposed to the risk than the Commissioner will reach a determination regarding the complaint by way of a sector-wide determination, which will apply to a broad group of customers. In recent years, an increase has occurred in the exposure to the aforementioned risk, due to the increasing involvement by the Commissioner in customer complaints which are received by the Authority, including in light of the fact that, from time to time, the Commissioner tends to determine positions in principle by way of industry-wide determinations, position papers and draft position papers which are published by him. For additional details regarding industry-wide determinations and position papers, see section D below.

On this matter, it is noted that in November 2016, an amendment was published to the circular regarding the investigation and settlement of claims and the handling of public appeals, according to which, in cases where the public inquiry indicates a systemic and significant deficiency, which may be repeated, in the conduct of an institutional entity, the institutional entity must work to identify similar cases in which a similar deficiency took place, and insofar as similar cases are identified - it must conduct a lesson learning process, and rectify the defects within a reasonable period of time, and submit a report on the matter to the Commissioner once per year. This amendment may expand the Group's exposure to the broad implications with respect to such deficiencies, and in the future may have a significant effect; however, at this stage, it is not possible to estimate its implications.

The member companies in the Group are unable to predict in advance whether a customer claim which has been brought to the companies' attention will eventually lead to the filing of a class action, or will lead to an industry-wide determination, or will have industry-wide implications, even in cases where the customer threatens to do so, and additionally, the member companies in the Group are unable to estimate the potential exposure that may be created due to the aforementioned claims, insofar as these may be heard and found justified by a competent authority.

## Note 7: Contingent Liabilities and Claims (Cont.)

### B. Material claims and derivative claims

#### B1. Current or concluded material claims which are not in the ordinary course of business or exposure to such claims

Clal Insurance engaged, from January 2004 to June 2013, with Hadassah Medical Organization (hereinafter: "**Hadassah**"), in a renewing annual agreement with respect to second layer professional liability insurance, providing insurance coverage for claims in an amount exceeding the self-insurance amount, which was given by Hadassah (hereinafter: the "**First Layer**"). The liability limit which was given by Clal Insurance in the second layer was changed over the insurance years, where the insurance liability in the last insurance period, which began in January 2012 and concluded in June 2013, was with respect to a claim whose amount was over approximately NIS 8.8 million, and up to a total of approximately NIS 18 million per event and approximately NIS 36 million for all policyholders with respect to that insurance period (the aforementioned amounts are linked to the consumer price index from January 1, 2012). In February 2014, Hadassah filed with the District Court of Jerusalem a motion to issue a stay of proceedings and for the appointment of a trustee for the purpose of formulating a recovery plan and creditors' settlement in accordance with sections 350b(d)(1) and 350(d) of the Companies Law (hereinafter: the "**Motion**"). As part of the proceedings which were conducted within the framework of the motion, claims were heard alleging that the insurance companies which provided professional liability insurance to Hadassah, including Clal Insurance, should bear the monetary costs which may be imposed in the first layer, beyond the amount of the designated deposit which Hadassah deposited for this purpose, in case Hadassah does not pay the claims itself. Clal Insurance clarified to the trustee that its position is different, and that it is responsible for the second layer only. In May 2014, a motion to approve the recovery plan was filed with the Court, which includes one-time assistance by the State to Hadassah in the amount of NIS 140 million, as well as routine support, which are together intended to supplement the accrued reserve in Hadassah up to the amount of Hadassah's actuarial liabilities with respect to outstanding claims on the first layer, for the period until December 31, 2013. To the best of the Company's knowledge, on May 22, 2014, the recovery plan was approved by the Court, and the stay of proceedings was lifted.

Further to that stated in Note 42(b)(b1) to the annual financial statements, in May 2019, a motion for leave to appeal was struck out, with the petitioner's consent, with respect to a decision to dismiss (which was given in September 2018) a claim which had been filed with the District Court of Tel Aviv-Yafo for the cancellation of a ruling against Clal Finance Batucha Investment Management Ltd. and Clal Finance Management Ltd. (companies which were previously under the Company's control, hereinafter, jointly: the "**Clal Finance Companies**"). The dismissed claim pertained to the cancellation of a ruling which was given in February 2009, in which an arbitration award was canceled, which was given with respect to a dispute between the plaintiffs and the Clal Finance companies, in connection with actions which were performed by the Clal Finance companies with respect to the plaintiff's investment portfolio, in which the Clal Finance companies were ordered to pay to the plaintiffs, through arbitration, a total amount of approximately NIS 95 million, plus linkage differentials and interest, from the date of the arbitrator's decision until the date of actual payment.

The Company is not party to the aforementioned proceedings; however, it received notice regarding the filing of the claim from Bank of Jerusalem Ltd., in accordance with the agreement for the sale of Clal Finance Batucha Investment Management Ltd. to Bank of Jerusalem, according to which the Company has an undertaking to indemnify. It is noted, in this regard, that in accordance with the provisions of the agreement from October 2002, in which Clal Finance Batucha Investment Management Ltd. was acquired, IDB Development Corporation Ltd. and Discount Investment Corporation Ltd. are required to indemnify the Company for any direct damage, expense or loss which the Company (or any of its subsidiaries) has incurred, including due to claims or demands whose cause of action materialized before the date specified in the aforementioned agreement.

## Note 7: Contingent Liabilities and Claims (Cont.)

### B. Material claims and derivative claims (Cont.)

#### B2. Immaterial derivative claims

| Serial number | Date and instance | Defendants | Main claims and causes of action | Status / additional details | Claim amount |
|---|---|---|---|---|---|
| 1. | 2/2017<br><br>District - Tel Aviv | DIC, directors and corporate officers of DIC, and certain other shareholders of DIC who were associated with IDB Development or with the controlling shareholders of DIC at that time. including Clal Holdings and Clal Finance (all, jointly: the "**Respondents**") F25[14] | Claim regarding an unlawful dividend distribution by DIC. It is noted that the amounts attributed to the Company and to Clal Finance, who held DIC shares, and who therefore received dividends, are primarily amounts which were received for customers of the Group's member companies. | This derivative claim was filed further to the decision of the Court from September 2016, according to which a previous motion to approve a derivative claim was struck out, which had been filed by the plaintiffs, after it was determined that it would be appropriate to file a new derivative claim on the matter, while removing IDB Development Corporation Ltd. as a respondent from the proceeding, in light of the anti-suit injunction which was given regarding it. In the claim, assertions were raised which were similar to those raised in the previous motion to approve, which was struck out, as stated above, which pertained to assertions against dividend distributions which were announced by DIC, during the period from May 2010 up to and including March 2011.<br>After the claim was struck out for procedural reasons, In July 2017, the plaintiffs filed with the arrangement court a motion to issue orders, to approve the filing of a derivative claim which is mostly identical to the claim which was struck out, as stated above, and subsequently, a motion to summarily dismiss was filed by some of the defendants (hereinafter: the "**Motion To Dismiss**"). In accordance with the Court's decision, a response to the motion to dismiss was filed by the Company, stating that it is joining the motion to dismiss.<br>The proceedings are currently in the stage of hearing the motion to approve the claim as a derivative claim. | The claim amount attributed to the Company, to Clal Finance and to two additional shareholders who are associated with IDB Development or with the controlling shareholders of DIC, amounts to approximately NIS 44 million, including the amounts which were distributed as dividends, as stated above, and interest on the aforementioned amounts until the filing date of the motion (the aforementioned amount was not divided among the shareholders of the defendants). |

[14] The Company and Clal Finance are defendants, due to their status as shareholders of DIC during the relevant period.

## Note 7: Contingent Liabilities and Claims (Cont.)

### C. Summary details regarding exposure to claims

Presented below are details concerning the total amount claimed in class action suits, both material and immaterial, which were approved for filing as class actions, in pending motions to approve claims as class actions, in pending motions to approve derivative claims and other materials claims, as specified by the plaintiffs in their claims (nominally) within the framework of the statements of claim which were filed against companies in the Group. It is noted that in most of the cases the amount claimed by the plaintiffs is an estimated amount only, and that the exact amount will be decided within the framework of the legal proceedings. It is noted that the above amount does not include claims for which the representative plaintiff has not stated an amount. Furthermore, it is hereby clarified that the claimed amount does not necessarily constitute quantification of the Company's actual exposure amount, which may eventually turn out to be lower or higher[15].

| Type of claim | Number of claims | Amount claimed in millions of NIS |
|---|---|---|
| | Unaudited | |
| A. Claims approved as class actions | | |
| 1. Amount pertaining to the Company specified | 7 | 2,678 |
| 2. The claim was filed against a number of entities, with no specific amount attributed to the Company | 1 | 225 |
| 3. Claim amount not specifiedF27[16] | 2 | - |
| 4. Annual amount specified (and accordingly, the total amount is period-dependent)F28[17] | 1 | 107 |
| B. Pending motions to approve claims as class actions | | |
| 1. Amount pertaining to the Company specified | 30 | 3,927 |
| 2. The claim was filed against a number of entities, with no specific amount attributed to the CompanyF29[18] | 8 | 4,689 |
| 3. Claim amount not specified / possible range specified F30[19] | 11 | - |
| C. Derivative claims | | |
| 1. Amount pertaining to the Company specified | - | - |
| 2. The claim was filed against a number of entities, with no specific amount attributed to the Company | 1 | 44 |
| 3. Claim amount not specified | - | - |
| D. Material claims which are not class action or derivative claims | | |
| 1. Amount pertaining to the Company specified | - | |
| 2. The claim was filed against a number of entities, with no specific amount attributed to the Company | - | |
| 3. Claim amount not specified | - | |

In addition to the details provided in Notes 7(a) and 7(b) above, the Company and/or the consolidated companies are also party to other legal proceedings, which are not in the ordinary course of business, and which are not material claims, which were initiated by customers, former customers and various third parties, for a total sum of approximately NIS 65 million (a total of approximately NIS 70 million as of December 31, 2018). The causes of action claimed against the Company and/or the consolidated companies in these proceedings are multiple and varied.

15 It is further noted that the specified amounts do not include amounts demanded by the plaintiffs with respect to compensation to the class action plaintiff, and legal fees for his representative.

16 In one of the motions, the plaintiff did not specify a claim amount, although an estimate was given of hundreds of millions of NIS.

17 The specified amount refers to an estimation of the claim with respect to one damage year only. It is noted that the claim was filed in March 2010, with respect to a legislative amendment from 2008.

18 Includes one claim in which Clal Insurance is a formal defendant, and no remedies are requested against it.

19 These motions include the following: one motion to add as a formal defendant, one motion in which the plaintiff did not specify the claim amount, but estimated it as many millions of NIS, a second motion which was estimated at hundreds of millions of NIS, three motions which were estimated as tens of millions of NIS, and one motion in which the claim amount was estimated in the range of NIS 6 to 100 million.

## Note 7: Contingent Liabilities and Claims (Cont.)

### D. Exposure due to regulatory provisions and position papers

Additionally, and in general, in addition to the overall exposure to which the institutional entities in the Company's group are exposed, with respect to future claims, as set forth in Note 7(a)(a4)(2) above, from time to time, including due to complaints by policyholders, audits and requests for information, there is also exposure to alerts concerning the Insurance Commissioner's intention to impose on the above entities financial sanctions and/or directives issued by the Commissioner regarding correction and/or repayment and/or performance of certain actions with respect to a policyholder or a group of policyholders, and/or exposure with respect to industry-wide decisions, through which the Commissioner is also authorized to order the performance of a repayment to customers or other remedies with respect to the deficiencies which are referenced in the alerts or determinations and/or position papers published by supervisory entities, and whose status and degree of impact are uncertain. Additionally, from time to time, the institutional entities are involved in the hearing and/or discussion stages vis-à-vis the Commissioner concerning notices and/or determinations, and at times, enforcement authorities are implemented against them, including the imposition of financial sanctions.

The institutional entities in the Group are evaluating the need to perform provisions in the financial statements, in connection with the aforementioned proceedings, based on the opinion of their legal counsel and/or are currently evaluating the significance of the aforementioned proceedings, as required and as appropriate.

Presented below are details regarding the Commissioner's positions or draft positions, or determinations in principle which have or may have an impact on the class, as follows:

1. In April 2016, an industry-wide determination in principle was published regarding the method for marketing of personal accidents policies (hereinafter: "**Determination**"). The determination referred to the holders of individual personal accident policies for periods exceeding one year, who acquired personal accident insurance from the insurers, after they had a previous health insurance policy at that insurer, beginning in January 2014, and in accordance with the terms which were determined in the determination (hereinafter, respectively: the "**Insurance**" and the "**Policyholders**" or the "**Policyholder**"). According to the determination, the insurance company was required to conduct, an evaluation which will include evaluating the method by which the insurance is marketed, and according to its results, to contact policyholders by telephone, and to receive their express consent for the continuation of their coverage under the aforementioned insurance, and to cancel the insurance coverage and to reimburse the premiums which were paid, with the addition of duly calculated linkage differentials and interest, if the policyholder has not approved (the "Obligation to Verify Consent"). Clal Insurance performed the aforementioned evaluation, and submitted its results to the Commissioner, who also requested data. In November 2017, Clal Insurance received a final determination on the matter (hereinafter: the "**Determination**"), according to which Clal Insurance was obligated to verify consent, with respect to some of the policyholders to whom personal accident insurance was sold (even if they did not previously have a health product). According to the determination and the subsequently approved outline, the Company is required to contact policyholders who were added to personal accidents insurance from January 1, 2014 until the end of 2016, through certain marketing centers which were specified therein, and to verify that those policyholders are aware of the existence of the personal accidents insurance. Insofar as a policyholder has announced that he is not aware of the aforementioned insurance, Clal Insurance is required to give him an option to cancel the insurance, and to receive reimbursement for the premiums which he paid, from the date of their addition, plus duly calculated linkage differentials and interest.

   At this stage, the Company has begun implementing the outline, in parallel with discussions which are being held with the Commissioner regarding the manner of implementation of the outline, and it is still unable to estimate its full implications, which depend, inter alia, on the conduct of policyholders, and on the effective framework for implementation.

## Note 7: Contingent Liabilities and Claims (Cont.)

**D. Exposure due to regulatory provisions and position papers (Cont.)**

2. The Company held discussions with the Commissioner, in connection with the draft determination regarding it, with respect to one-time deposits of policyholders in guaranteed return policies (hereinafter: the "**Policies**"). In accordance with the draft, the Company is obligated to take certain actions with respect to policyholders whose actual rate of deposits, which bore the returns of the portfolio of investment-linked insurance contracts, was equal to or greater than the returns guaranteed in the policies, and certain actions with respect to policyholders whose actual one-time deposit returns were lower than the guaranteed returns. Therefore, at this stage, in light of the fact that the final wording of the draft is not known, if and insofar as it will be received, the Company is unable to assess its implications and the degree of its impact on the Company, if and insofar as it will be published.

**E.** With respect to the costs that may arise due to the claims and exposures described in Note 7(a), (b), (c) and (d) above, provisions are made in the financial statements of the relevant consolidated companies, only if it is more likely than not (i.e., probability of over 50%) that a payment liability due to past events will materialize, and that the liability amount will be quantifiable or estimable within a reasonable range. The executed provision amounts are based on an estimate of the risk level in each of the claims as of a date proximate to the publication date of this report (excluding the claims which were filed during the last two quarters, regarding which, due to their preliminary stages, it is not possible to estimate their chances of success). On this matter, it is noted that events which take place during the litigation process may require a re-evaluation of this risk. Insofar as the Company has a right of indemnification from a third party, the Company recognizes such right if it is virtually certain that the indemnification will be received in the event that the Company settles the obligation.

The assessments of the Company and of the consolidated companies concerning the estimated risk in the claims which are being conducted are based on the opinions of their legal counsel and/or on the estimates of the relevant companies, including concerning the amounts of the settlement arrangements, which the management of the Company and of the consolidated companies expect are more likely than not to be paid by them.

It is hereby emphasized that, in the attorneys' opinion, concerning the majority of motions to approve class action status with respect to which no provision was made, the attorney's evaluation refers to the chances of the motion to approve class action status, and does not refer to the chances of the claim on the merits, in the event that it is approved as a class action. This is due, inter alia, to the fact that the scope and content of hearing of the actual claim, once granted class action status, would be affected by the Court's decision with respect to the granting of class action status, which usually refers to the causes of action that were approved or not approved, to reliefs that were approved or not approved, etc.

It is not possible, at this preliminary stage, to estimate the chances of the motions to approve class actions which are specified in Notes 7(a)(a2)(28) and 7(a)(a2)(29) above, and therefore, a provision with respect to these motions was not included in the financial statements.

The provision which is included in the financial statements as of March 31, 2019, with respect to all of the legal claims and exposures mentioned in Notes 7(a), 7(b), 7(c) and 7(d) above, amounted to a total of approximately NIS 152 million (a total of approximately NIS 154 million as of December 31, 2018).

## Note 8: Additional Events During and After the Reporting Period

### A. Actuarial estimates

1. Changes to insurance reserves in light of changes in the interest rate environment and their impact on the discount rates in life and long-term care insurance

Further to that stated in Note 39(e)(e1)(d)(1) to the annual financial statements, regarding the strengthening of insurance reserves in light of the low interest rate environment, and its impact on the discount rates in life and long-term care insurance, and the Commissioner's directives regarding the liability adequacy test (LAT), during the reporting period, an decrease occurred in the risk-free interest rate curve, as well as a change in the estimated rate of return in the portfolio of assets held against insurance liabilities. In light of the foregoing, the actuary of Clal Insurance updated the interest rates on free assets which are used to discount the liabilities for paid pensions, and the results of the liability adequacy test (LAT) were updated.

| | As of March 31 | | As of December 31 |
|---|---|---|---|
| | 2019 | 2018 | 2018 |
| | Unaudited | | Audited |
| K factors used by the Company: | | | |
| For guaranteed-return policies | **0.0%** | 0.0% | 0.0% |
| For investment-linked policies | **0.96%** | 0.86% | 0.96% |
| Discount rates which are used by the Company | **2.3%-2.79%** | 2.3%-2.79% | 2.6%-2.79% |

The impact on the financial results is specified below:

| | For the period of three months ended March 31 | | For the year ended December 31 |
|---|---|---|---|
| | 2019 | 2018 | 2018 |
| **NIS in millions** | Unaudited | | Audited |
| Life insurance | | | |
| Change in the discount interest rate used in the calculation of the liability to supplement the annuity and paid pension reserves | **(27)** | 7 | 85 |
| Change in pension reserves following the decreased forecast of future income (K factor) | **-** | (34) | 135 |
| Liability adequacy test (LAT) | **(76)** | (112) | 75 |
| **Life insurance - Impact of interest rate changes on insurance reserves**[20] | **(103)** | (139) | 295 |
| **Liability adequacy test (LAT) with respect to policies** | | | |
| **Long term care insurance in the health segment** | **(36)** | (63) | - |
| **Total income (loss) before tax** | **(139)** | (202) | 295 |

[20] The impact of the interest rate changes on insurance reserves includes the impact of the interest rate change on the liability to supplement annuity reserves, including changes to the K factor, liabilities for paid pensions in life insurance, and as part of the liability adequacy test (LAT).

## Note 8: Additional Events During and After the Reporting Period (Cont.)

**A. Actuarial estimates (Cont.)**

2. Changes in estimates with respect to the calculation of outstanding claims in non-life insurance

Discount rate for National Insurance annuities

Further to that stated in Note 39(e)(e2)(4)(f) to the annual financial statements, the Company increased the insurance liabilities in the three month period ended on the reporting date, in the compulsory motor and liabilities branches, in the amount of approximately NIS 25 million. in the corresponding period last year, the Company decreased the insurance liabilities in the amount of approximately NIS 27 million before tax, and in the amount of approximately NIS 52 million on retention in all of 2018.

As of March 31, 2019, the balance of the provision amounts to a total of approximately NIS 192 million.

**B. Intention to publish a shelf prospectus of the Company and of Clalbit Finance**

Subsequent to the reporting date, approval was received for the submission of a draft for publication of a shelf prospectus based on the Company's financial statements as of March 31, 2019, and a shelf prospectus of Clalbit Finance, based on the financial statements of Clalbit Finance as of March 31, 2019.

The publication of the shelf prospectuses depends on the receipt of approval from the required organs, and approval from the relevant authorities.

**C. Merger of companies into Clal Insurance**

Further to that stated in Note 9(c)(2) to the annual financial statements, subsequent to the reporting date, approval was given for a merger of the companies Clal Consumer Credit Ltd., Clal Credit and Finance Ltd. and HaClal HaRishon Ltd. into Clal Insurance Company Ltd. The merger will apply retroactively, beginning on January 1, 2019, and is not expected to have a significant impact on the financial statements.

Additionally, the companies Clal Factoring and Clal Business Credit were distributed as a payment in kind dividend from Clal Credit and Finance

## Annex - Details of Assets for Investment-Linked Contracts and Other Financial Investments of Consolidated Insurance Companies Registered in Israel

### 1. Assets for investment-linked contracts

Below are details of assets held against investment-linked insurance contracts and investment contracts:

| | As of March 31 | | As of December 31 |
|---|---|---|---|
| | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited |
| Investment property *) | **2,988,136** | 2,931,870 | 3,000,340 |
| Financial investments | | | |
| Marketable debt assets | **26,019,878** | 25,381,050 | 26,681,982 |
| Non-marketable debt assets | **6,142,314** | 6,602,618 | 6,236,989 |
| Stocks | **11,064,578** | 9,873,493 | 10,553,676 |
| Other financial investments | **15,096,297** | 14,726,498 | 14,712,586 |
| Total financial investments *) | **58,323,067** | 56,583,659 | 58,185,233 |
| Cash and cash equivalents | **3,874,042** | 4,085,699 | 3,648,899 |
| Other **) | **1,036,364** | 1,171,352 | 1,286,776 |
| Total assets for investment-linked contracts | **66,221,609** | 64,772,580 | 66,121,248 |

*) Presented at fair value through profit and loss.

**) The balance primarily includes outstanding premiums, reinsurer balances, collateral with respect to activities with futures contracts, and transactions with securities which have not yet been settled as of the date of the financial statements.

### 2. Details of other financial investments

| | As of March 31, 2019 | | | |
|---|---|---|---|---|
| NIS in thousands | Fair value through profit and loss | Available for sale | Loans and receivables | Total |
| Marketable debt assets (a) | **113,902** | **5,061,088** | **-** | **5,174,990** |
| Non-marketable debt assets (b) | **3,430** | **-** | **22,465,826** | **22,469,256** |
| Stocks (c) | **-** | **1,467,510** | **-** | **1,467,510** |
| Others (d) | **110,335** | **2,498,246** | **-** | **2,608,581** |
| Total other financial investments | **227,667** | **9,026,844** | **22,465,826** | **31,720,337** |

| | As of March 31, 2018 | | | |
|---|---|---|---|---|
| NIS in thousands | Fair value through profit and loss | Available for sale | Loans and receivables | Total |
| Marketable debt assets (a) | 107,730 | 4,868,839 | - | 4,976,569 |
| Non-marketable debt assets (b) | 4,540 | - | 22,271,414 | 22,275,954 |
| Stocks (c) | - | 1,379,361 | - | 1,379,361 |
| Others (d) | 121,907 | 2,454,280 | - | 2,576,187 |
| Total other financial investments | 234,177 | 8,702,480 | 22,271,414 | 31,208,071 |

| | As of December 31, 2018 | | | |
|---|---|---|---|---|
| NIS in thousands | Fair value through profit and loss | Available for sale | Loans and receivables | Total |
| Marketable debt assets (a) | 128,088 | 5,087,775 | - | 5,215,863 |
| Non-marketable debt assets (b) | 3,411 | - | 21,986,582 | 21,989,993 |
| Stocks (c) | - | 1,416,905 | - | 1,416,905 |
| Others (d) | 166,784 | 2,695,537 | - | 2,862,321 |
| Total other financial investments | 298,283 | 9,200,217 | 21,986,582 | 31,485,082 |

## Annex - Details of Assets for Investment-Linked Contracts and Other Financial Investments of Consolidated Insurance Companies Registered in Israel

**2. Details of other financial investments (Cont.)**

**A. Marketable debt assets - composition**

| | As of March 31, 2019 | |
|---|---|---|
| | Book value | Amortized cost [1)] |
| NIS in thousands | Unaudited | |
| Government bonds | **3,123,584** | **3,027,629** |
| Other debt assets | | |
| Other non-convertible debt assets | **2,051,406** | **2,005,508** |
| | **2,051,406** | **2,005,508** |
| Total marketable debt assets | **5,174,990** | **5,033,137** |
| Impairment applied to income statement (cumulative) | **15,727** | |

| | As of March 31, 2018 | |
|---|---|---|
| | Book value | Amortized cost [1)] |
| NIS in thousands | Unaudited | |
| Government bonds | 3,218,326 | 3,121,749 |
| Other debt assets | | |
| Other non-convertible debt assets | 1,758,243 | 1,727,770 |
| | 1,758,243 | 1,727,770 |
| Total marketable debt assets | 4,976,569 | 4,849,519 |
| Impairment applied to income statement (cumulative) | 1,240 | |

| | As of December 31, 2018 | |
|---|---|---|
| | Book value | Amortized cost [1)] |
| NIS in thousands | Audited | |
| Government bonds | 3,179,217 | 3,190,229 |
| Other debt assets | | |
| Other non-convertible debt assets | 2,036,646 | 2,061,600 |
| | 2,036,646 | 2,061,600 |
| Total marketable debt assets | 5,215,863 | 5,251,829 |
| Impairment applied to income statement (cumulative) | 17,148 | |

1) Amortized cost - Cost less principal payments plus (less) cumulative amortization using the effective interest method of any difference between the cost and the repayment amount, and less any amortization with respect to impairment applied to profit and loss.

## Annex - Details of Assets for Investment-Linked Contracts and Other Financial Investments of Consolidated Insurance Companies Registered in Israel

### 2. Details of other financial investments (Cont.)

### B. Non-marketable debt assets - composition *)

| | As of March 31, 2019 | |
|---|---|---|
| | **Book value** | Fair value |
| NIS in thousands | Unaudited | |
| Government bonds | | |
| HETZ bonds and treasury deposits | **16,352,671** | **24,271,432** |
| Other non-convertible debt assets, excluding deposits in banks | **5,367,020** | **5,946,456** |
| Deposits in banks | **749,565** | **870,041** |
| Total non-marketable debt assets | **22,469,256** | **31,087,929** |
| Impairment applied to income statement (cumulative) | **65,266** | |

| | As of March 31, 2018 | |
|---|---|---|
| | **Book value** | Fair value |
| NIS in thousands | **Unaudited** | |
| Government bonds | | |
| HETZ bonds and treasury deposits | 16,084,722 | 24,067,225 |
| Other non-convertible debt assets, excluding deposits in banks | 5,371,349 | 5,964,261 |
| Deposits in banks | 819,883 | 933,752 |
| Total non-marketable debt assets | 22,275,954 | 30,965,238 |
| Impairment applied to income statement (cumulative) | 85,000 | |

| | As of December 31, 2018 | |
|---|---|---|
| | **Book value** | Fair value |
| NIS in thousands | **Audited** | |
| Government bonds | | |
| HETZ bonds and treasury deposits | 15,775,836 | 22,256,270 |
| Other non-convertible debt assets, excluding deposits in banks | 5,453,867 | 5,888,078 |
| Deposits in banks | 760,290 | 843,219 |
| Total non-marketable debt assets | 21,989,993 | 28,987,567 |
| Impairment applied to income statement (cumulative) | 68,325 | |

*) The fair value of designated bonds was calculated according to the repayment dates of guaranteed-return liabilities.

## Annex - Details of Assets for Investment-Linked Contracts and Other Financial Investments of Consolidated Insurance Companies Registered in Israel (Cont.)

**2. Details of other financial investments (Cont.)**

**C. Stocks**

| | As of March 31, 2019 | |
|---|---|---|
| | Book value | Cost |
| NIS in thousands | Unaudited | |
| Marketable stocks | 1,172,954 | 1,086,238 |
| Non-marketable stocks | 294,556 | 311,400 |
| Total stocks | 1,467,510 | 1,397,638 |
| Impairment applied to income statement (cumulative) | 131,912 | |

| | As of March 31, 2018 | |
|---|---|---|
| | Book value | Cost |
| NIS in thousands | Unaudited | |
| Marketable stocks | 1,120,312 | 1,041,280 |
| Non-marketable stocks | 259,049 | 290,744 |
| Total stocks | 1,379,361 | 1,332,024 |
| Impairment applied to income statement (cumulative) | 129,737 | |

| | As of December 31, 2018 | |
|---|---|---|
| | Book value | Cost |
| NIS in thousands | Audited | |
| Marketable stocks | 1,125,663 | 1,080,466 |
| Non-marketable stocks | 291,242 | 304,336 |
| Total stocks | 1,416,905 | 1,384,802 |
| Impairment applied to income statement (cumulative) | 148,232 | |

## Annex - Details of Assets for Investment-Linked Contracts and Other Financial Investments of Consolidated Insurance Companies Registered in Israel (Cont.)

### 2. Details of other financial investments (Cont.)

#### D. Other financial investments [1)]

| | As of March 31, 2019 | |
|---|---|---|
| | **Book value** | **Cost** |
| **NIS in thousands** | **Unaudited** | |
| Marketable financial investments | **869,550** | **811,589** |
| Non-marketable financial investments | **1,739,031** | **1,309,828** |
| Total other financial investments | **2,608,581** | **2,121,417** |
| Impairment applied to income statement (cumulative) | **84,418** | |

| | As of March 31, 2018 | |
|---|---|---|
| | Book value | Cost |
| NIS in thousands | **Unaudited** | |
| Marketable financial investments | 1,200,784 | 1,128,014 |
| Non-marketable financial investments | 1,375,403 | 1,108,808 |
| Total other financial investments | 2,576,187 | 2,236,822 |
| Impairment applied to income statement (cumulative) | 76,504 | |

| | As of December 31, 2018 | |
|---|---|---|
| | **Book value** | Cost |
| NIS in thousands | **Audited** | |
| Marketable financial investments | 1,171,473 | 1,139,247 |
| Non-marketable financial investments | 1,690,848 | 1,268,509 |
| Total other financial investments | 2,862,321 | 2,407,756 |
| Impairment applied to income statement (cumulative) | 85,994 | |

1. Other financial investments primarily include investments in basket certificates, participation certificates in mutual funds, investment funds, financial derivatives, futures contracts, options and structured products.

## Table of Contents

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Attn.:
Shareholders of Clal Insurance Enterprise Holdings Ltd.

**Re: Auditors' Special Report Regarding the Separate Financial Information in Accordance with Regulation 9C of the Securities Regulations (Periodic and Immediate Reports), 1970**

**Introduction**

We have reviewed the separate interim financial information presented pursuant to Regulation 38D of the Securities Regulations (Periodic and Immediate Reports), 1970, of Clal Insurance Enterprises Holdings Ltd. (hereinafter: the "Company"), as of March 31, 2019, and for the three month period then ended. The Company's Board of Directors and Management are responsible for the separate interim financial information. Our responsibility is to express a conclusion regarding the separate interim financial information, based on our review.

**Scope of the Review**

We have conducted our review in accordance with Review Standard 1 of the Institute of Certified Public Accountants in Israel, "Review of Financial Information for Interim Periods Prepared by the Entity's Auditor." A review of separate interim financial information consists of inquiries, mainly with the people responsible for financial and accounting matters, and of the application of analytical and other review procedures. This review is significantly limited in scope compared to an audit prepared according to generally accepted auditing standards in Israel, and therefore does not allow us to achieve certainty that we have become aware of all material issues that may have be identified in an audit. Accordingly, we do not express an audit opinion.

**Conclusion**

Based on our review, we have not become aware of any matter which would have caused us to believe that the above separate interim financial information has not been presented, in all material respects, in accordance with the provisions of Regulation 38D of the Securities Regulations (Periodic and Immediate Reports), 1970.

Tel Aviv,
May 28, 2019

Kost Forer Gabbay and Kasierer
Certified Public Accountants

Somekh Chaikin
Certified Public Accountants

Joint Auditors

## Interim Data Regarding the Financial Position

| | As of March 31 | | As of December 31, 2018 |
|---|---|---|---|
| | 2019 | 2018 | |
| NIS in thousands | Unaudited | | Audited |
| Assets | | | |
| Investments in investee companies | **5,052,686** | 4,894,202 | 4,855,501 |
| Loans and balances of investee companies | **49** | 14 | 14 |
| Other accounts receivable | **54** | 103 | 67 |
| Other financial investments: | | | |
| Marketable debt assets | **14,937** | 25,774 | 14,864 |
| Stocks | **294** | 45 | 70 |
| Total other financial investments | **15,376** | 25,819 | 14,990 |
| Cash and cash equivalents | **32,741** | 17,661 | 33,441 |
| Total assets | **5,100,906** | 4,937,799 | 4,904,013 |
| | | | |
| Capital | | | |
| Share capital | **143,382** | 143,381 | 143,382 |
| Premium on shares | **1,011,681** | 1,004,859 | 1,009,801 |
| Capital reserves | **714,500** | 607,509 | 587,118 |
| Retained earnings | **3,225,500** | 3,174,710 | 3,157,874 |
| Total capital | **5,095,063** | 4,930,459 | 4,898,175 |
| | | | |
| Liabilities | | | |
| Other accounts payable | **5,667** | 7,340 | 5,657 |
| Balances of investee companies | **176** | - | 181 |
| Total liabilities | **5,843** | 7,340 | 5,838 |
| **Total capital and liabilities** | **5,100,906** | 4,937,799 | 4,904,013 |

The attached supplementary information constitutes an inseparable part of the Company's separate interim financial data.

| May 28, 2019 | | | | |
|---|---|---|---|---|
| Approval date of the financial statements | Danny Naveh<br>Chairman of the Board | Yoram Naveh<br>Chief Executive Officer | Eran Cherninsky<br>Executive VP<br>Finance Division Manager | Tal Cohen<br>Senior VP,<br>Comptrollership Division Manager |

## Interim Data Regarding Income

| | For the period of three months ended March 31 | | For the year ended December 31 |
|---|---|---|---|
| | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited |
| Company's share in the income (loss) of investee companies, net of tax | **84,949** | (74,302) | (89,475) |
| Others | **4** | 23 | 255 |
| Total income | **84,953** | (74,279) | (89,220) |
| | | | |
| General and administrative expenses | **613** | 862 | 2,890 |
| Other expenses | **95** | - | (665) |
| Total expenses | **708** | 862 | 2,225 |
| Income (loss) before taxes on income | **84,245** | (75,141) | (91,445) |
| Taxes on income (tax benefit) | - | - | - |
| Income (loss) for the period | **84,245** | (75,141) | (91,445) |

The attached supplementary information constitutes an inseparable part of the Company's separate interim financial data.

## Interim Data Regarding Comprehensive Income

| | For the period of three months ended March 31 | | For the year ended December 31 |
|---|---|---|---|
| | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited |
| Income (loss) for the period | **84,245** | (75,141) | (91,445) |
| Other comprehensive income: Components of other comprehensive income which, following initial recognition in comprehensive income, have been or will be transferred to profit and loss: | | | |
| Change, net, in the fair value of available-for-sale financial assets applied to capital reserves | **372** | 80 | 28 |
| Change, net, in the fair value of available-for-sale financial assets transferred to profit and loss | **-** | (39) | (39) |
| Other comprehensive income (loss) with respect to investee companies which has been or will be transferred to profit and loss, net of tax | **127,010** | (42,496) | (62,835) |
| Other comprehensive income (loss) for the period which has been or will be transferred to profit and loss, before tax | **127,382** | (42,455) | (62,846) |
| Taxes (tax benefit) with respect to other components of comprehensive income (loss) | **-** | - | - |
| Other comprehensive income (loss) for the period which following initial recognition in comprehensive income has been or will be transferred to profit and loss, net of tax | **127,382** | (42,455) | (62,846) |
| Components of other comprehensive income which will not be transferred to profit and loss: | | | |
| Other comprehensive income with respect to investee companies which will not be transferred to profit and loss, net of tax | **(2,176)** | 1,365 | 5,814 |
| Other comprehensive income for the period which will not be transferred to profit and loss, net of tax | **(2,176)** | 1,365 | 5,814 |
| Other comprehensive income (loss) for the period | **125,206** | (41,090) | (57,032) |
| Total comprehensive income for the period | **209,451** | (116,231) | (148,477) |

The attached supplementary information constitutes an inseparable part of the Company's separate interim financial data.

## Interim Data Regarding Cash Flows

| | For the period of three months ended March 31 | | For the year ended December 31 |
|---|---|---|---|
| | 2019 | 2018 | 2018 |
| NIS in thousands | Unaudited | | Audited |
| Cash flows from operating activities | | | |
| Income (loss) for the period | **84,245** | (75,141) | (91,445) |
| Adjustments: | | | |
| Company's share in the income (loss) of investee companies | **(84,949)** | 74,302 | 89,475 |
| Dividends from investee companies | **-** | 1,400 | 9,038 |
| Interest accrued with respect to liabilities to banking corporations | **-** | - | - |
| Income from other financial investments | **(14)** | 311 | 588 |
| | **(84,963)** | 76,013 | 99,101 |
| Changes to other items in the data regarding financial position, net: | | | |
| Change in other accounts receivable | **13** | 48 | 84 |
| Change in other accounts payable | **10** | 37 | (1,646) |
| | **23** | 85 | (1,562) |
| Cash which were received during the period for: | | | |
| Net cash from operating activities with respect to transactions with investee companies | **(5)** | (492) | (349) |
| Net cash from operating activities | **(700)** | 465 | 5,745 |
| Cash flows from investing activities | | | |
| Investment in available for sale financial assets | **-** | (15,054) | (15,054) |
| Consideration from sale of available for sale financial assets | **-** | 15,598 | 26,098 |
| Net cash from (used in) investing activities | **-** | 544 | 11,044 |
| Increase (decrease) in cash and cash equivalents | **(700)** | 1,009 | 16,789 |
| Cash and cash equivalents at beginning of period | **33,441** | 16,652 | 16,652 |
| Cash and cash equivalents at end of period | **32,741** | 17,661 | 33,441 |

**Additional information**

## 1. General

The separate interim financial information is presented pursuant to Regulation 38D to the Securities Regulations (Periodic and Immediate Reports), 1970, and does not contain all of the information which is required according to Regulation 9C and the Tenth Addendum to the Securities Regulations (Periodic and Immediate Reports), 1970, regarding a corporation's separate financial information. The separate interim financial information should be read in conjunction with the separate financial information as of and for the year ended December 31, 2018, and with the condensed consolidated interim financial statements as of March 31, 2019 (hereinafter: the "**Consolidated Interim Statements**").

## 2. Dividends

The Company's ability to distribute dividends primarily depends on dividend distributions from Clal Insurance. The Board of Directors of Clal Insurance has not yet determined the solvency ratio target based on the provisions of the economic solvency regime, as stated above. This determination constitutes a precondition for a dividend distribution. The foregoing may have a significant impact on the Company's ability to distribute dividends, which primarily depends on dividend distributions from Clal Insurance to the Company.
For additional details, see Note 6(b)(2) to the financial statements.

**Quarterly Report Regarding the Effectiveness of Internal Control over Financial Reporting and Disclosure Pursuant to Regulation 38c(a)**

Management, under the supervision of the Board of Directors of Clal Insurance Enterprises Holdings Ltd. (hereinafter: the "**Corporation**") is responsible for establishing and implementing adequate internal control over financial reporting and disclosure in the corporation.

For this purpose, the members of management include:

1. Yoram Naveh, CEO of the Company and of Clal Insurance, and CEO of Clal Finance Ltd.;
2. Eran Cherninsky, Executive VP of Clal Insurance, Financial Division Manager;
3. Yossi Dori, Executive VP of Clal Insurance, Investments Division Manager and CEO of Canaf;
4. Hadar Brin Weiss, Executive VP of Clal Insurance, Legal Counsel;
5. Eran Shahaf, Executive VP of Clal Insurance, Internal Auditor;
6. Moshe Ernst, Executive VP of Clal Insurance, Long Term Savings Division Manager;
7. Elite Caspi, Executive VP of Clal Insurance, Non-Life Insurance Division Manager;
8. David Arnon, Executive VP of Clal Insurance, Health Insurance Division Manager;
9. Yaron Shamay, Executive VP of Clal Insurance, Customers and Distribution Division Manager;
10. Nis Agmon, Executive VP of Clal Insurance, Resources Division Manager;
11. Liat Strauss, Senior VP of Clal Insurance, Service and Operations Unit Manager;
12. Dror Sessler, Executive VP of Clal Insurance, Claims Unit Manager;
13. Shlomi Taman, Executive VP of Clal Insurance, Business Unit Manager;
14. Hila Conforti, Executive VP of Clal Insurance, Chief Risk Officer;
15. Ofer Brandt, Executive VP of Clal Insurance, Chief Actuary; Requires update vis-à-vis Adi Barkan Stern
16. Adi Kaplan, Executive VP of Clal Insurance, CEO of Clalbit Systems Ltd.;
17. Galli Schved, Senior VP of Clal Insurance, Marketing, Strategy and Spokesmanship Division Manager;

Internal control over financial reporting and disclosure includes controls and policies which are currently established in the corporation, which were planned by the CEO and the most senior corporate officer in the finance department, or under their supervision, or by the individuals who effectively perform the aforementioned positions, under the supervision of the corporation's Board of Directors, which were intended to provide a reasonable measure of assurance regarding the reliability of financial reporting and the preparation of the reports in accordance with the provisions of the law, and to ensure that the information which the corporation is required to disclose in the reports which it publishes in accordance with the provisions of the law was collected, processed, summarized and reported in accordance with the deadline and framework prescribed in law.

Internal control includes, inter alia, controls and policies which are intended to ensure that the information which the corporation is required to disclose, as stated above, is accumulated and transferred to the management of the corporation, including to the CEO and to the most senior corporate officer in the finance department, or to the person who effectively performs the aforementioned positions, in order to allow the reaching of decisions on the appropriate date, with respect to the disclosure requirement.

Due to its inherent limitations, internal control over financial reporting and disclosure is not intended to provide absolute assurance that the presentation is incorrect, or that any omission of information in the reports will be prevented or discovered.

Clal Insurance Company Ltd. ("Clal Insurance"), a subsidiary of the corporation, is an institutional entity, which is subject to the directives of the Commissioner of the Capital Markets, Insurance and Savings Division in the Ministry of Finance, with respect to the evaluation regarding the effectiveness of internal control over financial reporting.
With respect to internal control in the aforementioned subsidiary, the corporation implements the following provisions: institutional entities circular 2009-9-10, regarding "responsibility of management for internal control over financial reporting", institutional entities circular 2010-9-6, regarding "responsibility of management for internal control over financial reporting - amendment", and institutional entities circular 2010-9-7, regarding "internal control over financial reporting - certifications, reports and disclosures".

In the annual report regarding the effectiveness of internal control over financial reporting and disclosure, which was attached to the periodic report for the period ended December 31, 2018 (hereinafter: the "**Last Annual Report Regarding Internal Control**"), the Board of Directors and management evaluated the internal control in the corporation;

Based on this evaluation, the Company's Board of Directors and Management have concluded that the internal control described above, as of December 31, 2018, is effective.

Until the reporting date, no event or matter was brought to the attention of the Board of Directors and management which could have changed the assessment regarding the effectiveness of internal control, as presented in the annual report regarding internal control.

As of the reporting date, based on the evaluation of the effectiveness of internal control in the last annual report regarding internal control, and based on the information which was brought to the attention of management and Board of Directors, as stated above: internal control is effective.

**Executive Certification**
**Certification of the CEO**

I, Yoram Naveh, hereby certify the following:

1. I have evaluated the quarterly report of Clal Insurance Enterprises Holdings Ltd. (hereinafter: the "**Corporation**") for the first quarter of 2019 (hereinafter: the "**Reports**").

2. To the best of my knowledge, the reports do not include any incorrect representation of any material fact, and do not lack any representation of any material fact which is required in order for the representations which are included therein to not be misleading with respect to the period of the reports;

3. To the best of my knowledge, the financial statements and the other financial information included in the reports adequately reflect, in all material respects, the corporation's financial position, results of operations and cash flows as of the dates and for the periods to which the reports refer;

4. I have disclosed to the corporation's auditor, to the Board of Directors and to the balance sheet committee of the Company's Board of Directors, based on my most current assessment regarding internal control over financial reporting and disclosure:

   A. All material deficiencies and material weaknesses in the establishment or implementation of internal control over financial reporting and disclosure, which may reasonably have an adverse effect on the corporation's ability to collect, process, summarize or report financial information in a manner which could cast doubt on the reliability of the preparation of financial reporting and the preparation of the financial reports in accordance with the provisions of the law; and:

   B. Any fraud, whether material or immaterial, in which the CEO or any of his direct subordinates are involved, or in which are involved employees who have significant positions in the Company's financial reporting control over financial reporting.

5. I, alone or together with others in the corporation:

   A. I have established controls and policies, or have verified the establishment and implementation, under my supervision, of controls and policies which are intended to ensure that material information pertaining to the corporation, including its consolidated companies, as defined in the Securities Regulations (Annual Financial Statements), 2010, is brought to my attention by others in the corporation and in the consolidated companies, particularly during the preparation period of the reports; and:

   B. I have established controls and policies, or have verified the establishment and implementation, under my supervision, of controls and policies which are intended to reasonably ensure the reliability of financial reporting and the preparation of the financial statements in accordance with the provisions of the law, including in accordance with generally accepted accounting principles.

   C. I have not been made aware of any event or matter which occurred during the period between the date of the periodic report and the date of this report, which could change the conclusion reached by the Board of Directors and management with respect to the effectiveness of internal control over financial reporting and disclosure in the corporation.

The foregoing does not derogate from my liability, or from the liability of any other person, in accordance with any applicable law.

May 28, 2019

_____________
Yoram Naveh
CEO

**Executive Certification**
**Certification of the Most Senior Position Holder in the Finance Department**

I, Eran Cherninsky, hereby certify the following:

1. I have evaluated the financial statements and the other financial reports which is included in the interim reports of Clal Insurance Enterprises Holdings Ltd. (hereinafter: the "**Corporation**") for the first quarter of 2019 (hereinafter: the "**Reports**").

2. To the best of my knowledge, the interim financial statements and the other interim financial information which is included in the reports do not include any incorrect representation of any material fact, and do not lack any representation of any material fact which is required in order for the representations which are included therein to not be misleading with respect to the period of the reports;

3. To the best of my knowledge, the interim financial statements and the other financial information which is included in the interim reports adequately reflect, in all material respects, the Company's financial position, results of operations and cash flows as of the dates and for the periods to which the reports refer;

4. I have disclosed to the corporation's auditor, to the Board of Directors and to the balance sheet committee of the Company's Board of Directors, based on my most current assessment regarding internal control over financial reporting and disclosure:

   A. All material deficiencies and material weaknesses in the establishment or implementation of internal control over financial reporting and disclosure insofar as it pertains to the interim financial statements and to the other financial information which is included in the interim reports, which may reasonably have an adverse effect on the corporation's ability to collect, process, summarize or report financial information in a manner which could cast doubt on the reliability of the preparation of the financial reports and the preparation of the financial reports in accordance with the provisions of the law; and:

   B. Any fraud, whether material or immaterial, in which the CEO or any of his direct subordinates are involved, or in which are involved employees who have significant positions in the Company's financial reporting control over financial reporting.

5. I, alone or together with others in the corporation:

   A. I have established controls and policies, or have verified the establishment and implementation, under our supervision, of controls and policies which are intended to ensure that material information pertaining to the corporation, including its consolidated companies, as defined in the Securities Regulations (Annual Financial Statements), 2010, is brought to my attention by others in the corporation and in the consolidated companies, particularly during the preparation period of the reports; and:

   B. I have established controls and policies, or have verified the establishment and implementation, under our supervision, of controls and policies which are intended to reasonably ensure the reliability of financial reporting and the preparation of the financial statements in accordance with the provisions of the law, including in accordance with generally accepted accounting principles.

   C. I have not been made aware of any event or matter which occurred during the period between the date of the periodic report and the date of this report, which pertains to the interim financial statements and to any other financial information which is included in the interim period, which could change, in my assessment, the conclusion of the Board of Directors and management with respect to the effectiveness of internal control over financial reporting and disclosure in the corporation.

The foregoing does not derogate from my liability, or from the liability of any other person, in accordance with any applicable law.

May 28, 2019

_________________
Eran Cherninsky
Executive VP of Clal Insurance
Finance Division Manager

**Executive Certification**
**Certification of the Comptrollership Division Manager**

I, Tal Cohen, hereby certify the following:

1. I have evaluated the financial statements and the other financial reports which is included in the interim reports of Clal Insurance Enterprises Holdings Ltd. (hereinafter: the "**Corporation**") for the first quarter of 2019 (hereinafter: the "**Reports**").

2. To the best of my knowledge, the interim financial statements and the other interim financial information which is included in the reports do not include any incorrect representation of any material fact, and do not lack any representation of any material fact which is required in order for the representations which are included therein to not be misleading with respect to the period of the reports;

3. To the best of my knowledge, the interim financial statements and the other financial information which is included in the interim reports adequately reflect, in all material respects, the Company's financial position, results of operations and cash flows as of the dates and for the periods to which the reports refer;

4. I have disclosed to the corporation's auditor, to the Board of Directors and to the balance sheet committee of the Company's Board of Directors, based on my most current assessment regarding internal control over financial reporting and disclosure:

   A. All material deficiencies and material weaknesses in the establishment or implementation of internal control over financial reporting and disclosure insofar as it pertains to the interim financial statements and to the other financial information which is included in the interim reports, which may reasonably have an adverse effect on the corporation's ability to collect, process, summarize or report financial information in a manner which could cast doubt on the reliability of the preparation of the financial reports and the preparation of the financial reports in accordance with the provisions of the law; and:

   B. Any fraud, whether material or immaterial, in which the CEO or any of his direct subordinates are involved, or in which are involved employees who have significant positions in the Company's financial reporting control over financial reporting.

5. I, alone or together with others in the corporation:

   A. I have established controls and policies, or have verified the establishment and implementation, under our supervision, of controls and policies which are intended to ensure that material information pertaining to the corporation, including its consolidated companies, as defined in the Securities Regulations (Annual Financial Statements), 2010, is brought to my attention by others in the corporation and in the consolidated companies, particularly during the preparation period of the reports; and:

   B. I have established controls and policies, or have verified the establishment and implementation, under our supervision, of controls and policies which are intended to reasonably ensure the reliability of financial reporting and the preparation of the financial statements in accordance with the provisions of the law, including in accordance with generally accepted accounting principles.

   C. I have not been made aware of any event or matter which occurred during the period between the date of the periodic report and the date of this report, which pertains to the interim financial statements and to any other financial information which is included in the interim period, which could change, in my assessment, the conclusion of the Board of Directors and management with respect to the effectiveness of internal control over financial reporting and disclosure in the corporation.

The foregoing does not derogate from my liability, or from the liability of any other person, in accordance with any applicable law.

May 28, 2019

________________________

Tal Cohen
Senior VP
Comptrollership Division Manager

**Certifications Regarding Controls and Policies with Respect to Disclosure in the Financial Statements of Clal Insurance Company Ltd.**

**Clal Insurance Company Ltd.**
**Certification**

I, Yoram Naveh, hereby certify the following:

1. I have reviewed the quarterly report of Clal Insurance Company Ltd. (hereinafter: the "**Company**") for the quarter ended March 31, 2019 (hereinafter: the "**Report**").

2. Based on my knowledge, the report does not include any incorrect representation of any material fact, and does not lack any representation of any material fact which is required in order for the representations which are included therein, in light of the circumstances in which those representations were included, to not be misleading with respect to the period which is covered in the report.

3. Based on my knowledge, the quarterly financial statements and the other financial information which is included in the report adequately reflect, in all material respects, the Company's financial position, results of operations, changes in equity and cash flows as of the dates and with respect to the periods covered in the report.

4. I, and others in the Company who are making this certification, are responsible for the establishment and implementation of controls and policies with respect to the disclosure and control over financial reporting in the Company; and:

   A. We have established the aforementioned controls and policies, or have caused the establishment of the aforementioned controls and policies under our supervision, which are intended to ensure that material information pertaining to the Company, including its consolidated companies, is brought to our attention by others in the Company and in those companies, and particularly during the preparation period of the report;

   B. We have established internal control over financial reporting, or have overseen the establishment of internal control over financial reporting, which is intended to provide a reasonable measure of assurance regarding the reliability of the financial reporting, and that the financial statements have been prepared in accordance with IFRS and the directives of the Commissioner of Capital Markets;

   C. We have evaluated the effectiveness of controls and policies with respect to the Company's disclosure, and we have presented our conclusions regarding the effectiveness of the controls and policies with respect to the disclosure, as of the end of the period covered in the report, based on our evaluation; and:

   D. We have disclosed in the report any change in the Company's internal control over financial reporting which occurred during this quarter, and materially influenced, or which could have been reasonably expected to materially influence, the Company's internal control over financial reporting; and:

5. I, and others in the Company who are making this certification, have disclosed to the auditor, to the Board of Directors and to the balance sheet committee of the Company's Board of Directors, based on our most current assessment regarding internal control over financial reporting:

   A. All material deficiencies and material weaknesses in the determination or implementation of internal control over financial reporting, which can reasonably be expected to harm the Company's ability to record, process, summarize and report financial information; and:

   B. Any fraud, whether material or immaterial, in which management is involved, or in which are involved employees who have significant positions in the Company's financial reporting control over financial reporting.

The foregoing does not derogate from my liability, or from the liability of any other person, in accordance with any applicable law.

May 28, 2019

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Yoram Naveh
CEO

**Clal Insurance Company Ltd.**
**Certification**

I, Eran Cherninsky, hereby certify the following:

1. I have reviewed the quarterly report of Clal Insurance Company Ltd. (hereinafter: the "**Company**") for the quarter ended March 31, 2019 (hereinafter: the "**Report**").

2. Based on my knowledge, the report does not include any incorrect representation of any material fact, and does not lack any representation of any material fact which is required in order for the representations which are included therein, in light of the circumstances in which those representations were included, to not be misleading with respect to the period which is covered in the report.

3. Based on my knowledge, the quarterly financial statements and the other financial information which is included in the report adequately reflect, in all material respects, the Company's financial position, results of operations, changes in equity and cash flows as of the dates and with respect to the periods covered in the report.

4. I, and others in the Company who are making this certification, are responsible for the establishment and implementation of controls and policies with respect to the disclosure and control over financial reporting in the Company; and:

   A. We have established the aforementioned controls and policies, or have caused the establishment of the aforementioned controls and policies under our supervision, which are intended to ensure that material information pertaining to the Company, including its consolidated companies, is brought to our attention by others in the Company and in those companies, and particularly during the preparation period of the report;

   B. We have established internal control over financial reporting, or have overseen the establishment of internal control over financial reporting, which is intended to provide a reasonable measure of assurance regarding the reliability of the financial reporting, and that the financial statements have been prepared in accordance with IFRS and the directives of the Commissioner of Capital Markets;

   C. We have evaluated the effectiveness of controls and policies with respect to the Company's disclosure, and we have presented our conclusions regarding the effectiveness of the controls and policies with respect to the disclosure, as of the end of the period covered in the report, based on our evaluation; and:

   D. We have disclosed in the report any change in the Company's internal control over financial reporting which occurred during this quarter, and materially influenced, or which could have been reasonably expected to materially influence, the Company's internal control over financial reporting; and:

5. I, and others in the Company who are making this certification, have disclosed to the auditor, to the Board of Directors and to the balance sheet committee of the Company's Board of Directors, based on our most current assessment regarding internal control over financial reporting:

   A. All material deficiencies and material weaknesses in the determination or implementation of internal control over financial reporting, which can reasonably be expected to harm the Company's ability to record, process, summarize and report financial information; and:

   B. Any fraud, whether material or immaterial, in which management is involved, or in which are involved employees who have significant positions in the Company's financial reporting control over financial reporting.

The foregoing does not derogate from my responsibility or from the responsibility of any other person in accordance with any applicable law.

May 28, 2019

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Eran Cherninsky
Executive VP of Clal Insurance
Finance Division Manager

**Clal Insurance Company Ltd.**
**Certification**

I, Tal Cohen, hereby certify the following:

1. I have reviewed the quarterly report of Clal Insurance Company Ltd. (hereinafter: the "**Company**") for the quarter ended March 31, 2019 (hereinafter: the "**Report**").

2. Based on my knowledge, the report does not include any incorrect representation of any material fact, and does not lack any representation of any material fact which is required in order for the representations which are included therein, in light of the circumstances in which those representations were included, to not be misleading with respect to the period which is covered in the report.

3. Based on my knowledge, the quarterly financial statements and the other financial information which is included in the report adequately reflect, in all material respects, the Company's financial position, results of operations, changes in equity and cash flows as of the dates and with respect to the periods covered in the report.

4. I, and others in the Company who are making this certification, are responsible for the establishment and implementation of controls and policies with respect to the disclosure and control over financial reporting in the Company; and:

   A. We have established the aforementioned controls and policies, or have caused the establishment of the aforementioned controls and policies under our supervision, which are intended to ensure that material information pertaining to the Company, including its consolidated companies, is brought to our attention by others in the Company and in those companies, and particularly during the preparation period of the report;

   B. We have established internal control over financial reporting, or have overseen the establishment of internal control over financial reporting, which is intended to provide a reasonable measure of assurance regarding the reliability of the financial reporting, and that the financial statements have been prepared in accordance with IFRS and the directives of the Commissioner of Capital Markets;

   C. We have evaluated the effectiveness of controls and policies with respect to the Company's disclosure, and we have presented our conclusions regarding the effectiveness of the controls and policies with respect to the disclosure, as of the end of the period covered in the report, based on our evaluation; and:

   D. We have disclosed in the report any change in the Company's internal control over financial reporting which occurred during this quarter, and materially influenced, or which could have been reasonably expected to materially influence, the Company's internal control over financial reporting; and:

5. I, and others in the Company who are making this certification, have disclosed to the auditor, to the Board of Directors and to the balance sheet committee of the Company's Board of Directors, based on our most current assessment regarding internal control over financial reporting:

   A. All material deficiencies and material weaknesses in the determination or implementation of internal control over financial reporting, which can reasonably be expected to harm the Company's ability to record, process, summarize and report financial information; and:

   B. Any fraud, whether material or immaterial, in which management is involved, or in which are involved employees who have significant positions in the Company's financial reporting control over financial reporting.

The foregoing does not derogate from my responsibility or from the responsibility of any other person in accordance with any applicable law.

May 28, 2019

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Tal Cohen
Senior VP
Comptrollership Division Manager