

ADDITIONAL DATA ON THE CORPORATION



Additional Data on the Corporation

Regulation 9d: Report Regarding Liabilities of the Reporting Corporation and Consolidated Companies and/or Proportional Consolidation in the Financial Statements

The liabilities of consolidated companies of the reporting corporation, except such companies that are themselves a reporting corporation or an insurer are detailed hereinafter:

Credit received by the consolidated companies from banks in Israel.

	Principal payments					Gross interest payments (excl. tax deductions)
	NIS CPI-linked	NIS unlinked	Euro	USD	Other	
	In NIS thousand					
First year	--	9,805	460	9,073	63	19,401
Second year	--	5,539	--	--	--	5,539
Third year	--	--	--	--	--	--
Fourth year	--	--	--	--	--	--
Fifth year and on	--	--	--	--	--	--
Total	--	15,344	460	9,073	63	24,940

Regulation 10a: Condensed Quarterly Profit and Loss Statements**Consolidated Profit and Loss Statements of the Company**

	<u>1-3/13</u>	<u>4-6/13</u>	<u>7-9/13</u>	<u>10-12/13</u>	<u>Total 2013</u>
Unaudited in NIS thousands					
Gross premiums earned	2,514,084	2,379,693	2,404,434	2,774,363	10,072,574
Premiums earned by reinsurers	159,006	170,663	183,087	204,581	717,337
Premiums earned in retention	2,355,078	2,209,030	2,221,347	2,569,782	9,355,237
Net investment income, and financing income	1,927,448	1,198,881	2,977,807	3,281,291	9,385,427
Income from management fees	422,644	276,330	410,654	587,170	1,696,798
Income from commissions	81,497	85,097	89,788	103,728	360,110
Other income	7,147	9,237	8,937	10,125	35,446
Total income	4,793,814	3,778,575	5,708,533	6,552,096	20,833,018
Payments and change in liabilities in respect of insurance contracts and investment contracts, gross	3,934,254	3,094,057	4,924,841	5,623,937	17,577,089
Reinsurers' share in payments and in change in liabilities in respect of insurance contracts	65,996	71,449	69,229	127,995	334,669
Payments and change in liabilities in respect of insurance contracts and investment contracts in retention	3,868,258	3,022,608	4,855,612	5,495,942	17,242,420
Commissions, marketing expenses and other acquisition expenses	354,456	350,004	367,746	408,633	1,480,839
Administrative and general expenses	250,314	249,639	244,785	349,581	1,094,319
Other expenses	8,794	10,699	9,490	21,689	50,672
Financing expenses	6,503	19,154	18,227	8,439	52,323
Total expenses	4,488,325	3,652,104	5,495,860	6,284,284	19,920,573
Group's share in investees income treated according to the equity value method	17,397	27,726	3,482	22,169	70,774
Income before income tax	322,886	154,197	216,155	289,981	983,219
Income tax	115,874	55,765	90,772	104,095	366,506
Income for the period	207,874	98,432	125,383	131,211	616,713
<u>Attributed to:</u>	206,823	98,030	125,733	187,184	617,770
Company's shareholders					
Non-controlling interests	189	402	(350)	(1,298)	(1,057)
Income for the period	207,012	98,432	58,386	131,211	616,713

Regulation 10a: Condensed Quarterly Profit and Loss Statements

Company's Statement of Comprehensive Income

	<u>1-3/13</u>	<u>4-6/13</u>	<u>7-9/13</u>	<u>10-12/13</u>	<u>Total 2013</u>
	Unaudited – in NIS thousands				
Income for the period	207,012	98,432	125,383	185,886	616,713
Other comprehensive income (loss) items, which after initial recognition were transferred or will be transferred to P&L					
Net change in the fair value of available for sale financial assets credited to capital reserves	56,483	5,372	101,258	205,343	369,456
Net change in the fair value of available for sale financial assets recognized in P&L	(51,278)	(62,960)	(28,846)	(66,135)	(209,219)
Impairment of available for sale financial assets recognized in the P&L	12,808	8,345	10,160	4,170	35,483
Group's share in other comprehensive income (loss) of investees treated according to the equity value method	772	(74)	392	1,319	2,409
Exchange rate differences in respect of foreign activities	-	-	-	(7)	(7)
Tax effect	(6,794)	16,557	(36,349)	(54,102)	(80,688)
Total other comprehensive income (loss) items, which after initial recognition were transferred or will be transferred to P&L, net of tax	12,991	(32,760)	46,615	90,588	117,434
Other comprehensive income (loss) items, which will not be transferred to P&L					
Actuarial income (loss) in respect of defined benefit plans	4,425	(7,161)	1,333	3,077	1,674
Revaluation of fixed assets transferred to investment property	3,116	-	-	1,445	4,561
Tax effect	(2,499)	2,663	(201)	(1,461)	(1,498)
Total other comprehensive income (loss) for the period, which will not be transferred to P&L, net of tax	5,042	(4,498)	1,132	3,061	4,737
Total other comprehensive income (loss) for the period, net	18,033	(37,258)	47,747	93,649	122,171
Total comprehensive income for the period	225,045	61,174	173,130	279,535	738,884
<u>Attributed to:</u>					
Company's shareholders	224,840	60,785	173,433	280,836	739,894
Non-controlling interests	205	389	(303)	(1,301)	(1,010)
Comprehensive income for the period	225,045	61,174	173,130	279,535	738,884

Regulation 10c: Use of consideration of securities with reference to consideration designation as per the prospectus

None

Regulation 11: List of investments in subsidiaries and related companies as at the balance sheet date ¹

¹ The data regarding subsidiaries and related companies in the Periodic Report refer to active corporations only as of December 31st, 2013. These corporations are not traded on the TASE.

a. In the Company's books ¹

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements In NIS thousand	Balance of loans, bonds and capital notes In NIS thousand	Percentage of holdings in issued capital		
							In NIS 1 shares	In other type of shares	In capital
Migdal Insurance Company Ltd.	185,389,304 ²	Ordinary NIS 0.1	9,773,357	186,366,639.7 ²	4,553,418	--	100	100	100
Migdal Health and Quality of Life Ltd.		Ordinary NIS 0.1	20,870,000	2,087,000	(16,586)	40,023 ³	100	100	100
Migdal Capital Markets (1965) Ltd.	428,943,676 ⁴			428,943,676 ⁴	508,801	30,000 ⁵	100	100	100

² Including 105 shares held by subsidiaries of Migdal Insurance Company Ltd., a subsidiary of the Company (hereinafter: "Migdal") and 21 shares held by Migdal.

³ The balance is composed of capital notes issued to the Company as detailed below: a capital note in the amount of NIS 13,691 thousand, unlinked and bearing no interest, to be paid not before November 2017. The capital note was discounted as per generally accepted accounting rules, at a rate of 4.29%, and its balance as of December 31st, 2013 after discounting is NIS 11,623 thousand; a capital note in the amount of NIS 13,072 thousand, unlinked and bearing no interest, to be paid not before January 2017. The capital note was discounted as per generally accepted accounting rules, at a rate of 5.13%, and its balance as of December 31st, 2013 after discounting is NIS 11,251 thousand; a capital note in the amount of NIS 2,300 thousand, unlinked and bearing no interest, to be paid not before November 2017. The capital note was discounted as per generally accepted accounting rules, at 4.25%, and its balance as of December 31st, 2013 after discounting is NIS 1,956 thousand; a capital note in the amount of NIS 1,409 thousand, unlinked and bearing no interest, to be paid not before October 2017. The capital note was discounted as per generally accepted accounting rules, at a rate of 4.62%, and its balance as of December 31st, 2013 after discounting is NIS 1,183 thousand; a capital note in the amount of NIS 10,000 thousand, unlinked and bearing no interest, to be paid not before March 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 4.16%, and its balance as of December 31st, 2013 after discounting is NIS 8,423 thousand, and a loan extended by the Company in the amount of NIS 5,587 thousand, bearing 4% interest and CPI-linked, to be paid in monthly installments starting from June 2014.

⁴ Including 33,000 shares of NIS 1 held by Migdal Trust Funds Ltd. (hereinafter: "Migdal Funds") that is a sub-sub-subsidiary of Migdal Capital Markets (1965) Ltd. (hereinafter: "Migdal Capital Markets").

⁵ The balance is composed of a perpetual capital note issued to the Company.

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	Balance of loans, bonds and capital notes	Percentage of holdings in issued capital			
							In NIS thousand	In NIS 1 shares	In other type of shares	In capital
Migdal Management Services Ltd. ⁶	200			200	(2,924)	18,735 ⁷	100	100	100	100

⁶ On May 27th, 2013, the Company's name was changed from Mivtach Simon Agencies Management Ltd. to Migdal Management Services Ltd.

⁷ The balance is composed of capital notes issued to the Company as detailed below: a capital note in the amount of NIS 4,000 thousand, unlinked and bearing no interest, to be paid not before November 2017. The capital note was discounted as per generally accepted accounting rules, at a rate of 4.29%, and its balance as of December 31st, 2013 after discounting is NIS 3,393 thousand; a capital note in the amount of NIS 2,477 thousand, unlinked and bearing no interest, to be paid not before December 2017. The capital note was discounted as per generally accepted accounting rules, at a rate of 4.25%, and its balance as of December 31st, 2013 after discounting is NIS 2,104 thousand; a capital note in the amount of NIS 1,600 thousand, unlinked and bearing no interest, to be paid not before June 2017. The capital note was discounted as per generally accepted accounting rules, at a rate of 4.81%, and its balance as of December 31st, 2013 after discounting is NIS 1,358 thousand; a capital note in the amount of NIS 1,500 thousand, unlinked and bearing no interest, to be paid not before December 2016. The capital note was discounted as per generally accepted accounting rules, at a rate of 5.42%, and its balance as of December 31st, 2013 after discounting is NIS 1,286 thousand; a capital note in the amount of NIS 1,000 thousand, unlinked and bearing no interest, to be paid not before October 2017. The capital note was discounted as per generally accepted accounting rules, at a rate of 4.69%, and its balance as of December 31st, 2013 after discounting is NIS 837 thousand; a capital note in the amount of NIS 500 thousand, unlinked and bearing no interest, to be paid not before April 2017. The capital note was discounted as per generally accepted accounting rules, at a rate of 5.12%, and its balance as of December 31st, 2013 after discounting is NIS 425 thousand; a capital note in the amount of NIS 500 thousand, unlinked and bearing no interest, to be paid not before October 2017. The capital note was discounted as per generally accepted accounting rules, at a rate of 4.61%, and its balance as of December 31st, 2013 after discounting is 420 thousand, and a capital note in the amount of NIS 10,000 thousand, unlinked and bearing no interest, to be paid not before April 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.89%, and its balance as of December 31st, 2013 after discounting is NIS 8,488 thousand, and a capital note in the amount of NIS 500 thousand, unlinked and bearing no interest, to be paid not before March 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 4.01%, and its balance as of December 31st, 2013 after discounting is NIS 424 thousand.

b. In the books of a subsidiary, Migdal Insurance Company Ltd¹

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	In NIS thousand	In NIS thousand	In NIS 1 shares	In other type of shares	In capital	Percentage of holdings in issued capital
Migdal Insurance Capital Raising Ltd.		Ordinary NIS 0.01	1,000	10		--	--		100	100	100
Migdal Makefet Pension and Providence Fund Ltd.	2,034			2,034	612,150	--	--	100		100	100
Yozma Pension Fund for Self-Employed Ltd⁸	6,500,000			6,500,000	7,317	--	--	100		100	100
Migdal Holdings and Management of Insurance Agencies Ltd.	810 ⁹			810 ⁹	4,334	48,354 ¹⁰	100		100	100	100

⁸ The balance does not include the issue of 2,700,000 ordinary 1 NIS shares by Yozma Pension Fund for Self-Employed (hereinafter: "Yozma") on January 29th, 2014 in consideration of NIS 2,700 thousand.

⁹ Including five shares held by subsidiaries of Migdal and one share held by the Company.

¹⁰ The balance is composed of capital notes issued to Migdal in the amount of NIS 60,000 thousand, unlinked and bearing no interest, to be paid not before December 2017. The capital notes were discounted as per generally accepted accounting rules, at a rate of 5.54%. Their balance as of December 31st, 2013 after discounting is NIS 48,354 thousand.

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	Balance of loans, bonds and capital notes	Percentage of holdings in issued capital			
							In NIS	In NIS thousand	In NIS 1 shares	In other type of shares
Orlan Insurance Agency (1994) Ltd. ¹¹	60			60	6,712	633 ¹²	30	30	30	30
Ihud Insurance Agencies Ltd. ¹¹		Ordinary NIS 0.001	1,500,000 ¹³	1,500 ¹³	30,221	15,449 ¹⁴	100	100	100	100
Peltours Insurance Agencies Ltd. ¹¹		Ordinary NIS 0.01	18,760,002	187,600.02	16,472	715 ¹⁵	73.28	73.28	73.28	73.28
Ihud-David Berman Insurance Agency Ltd. ¹⁶		Foundation NIS 0.0001 Ordinary NIS 0.0001	100 50,900	5.1	2,149	--	73.27	73.27	73.27	73.27

¹¹ In the books of Migdal Holdings and Management of Insurance Agencies Ltd., a subsidiary of Migdal (hereinafter: "Migdal Agencies").

¹² The balance is composed of a loan extended by Migdal Agencies, bearing CPI-linking differences and/or interest, as per the highest of the following alternatives: linking differences plus interest rate of 3.5% per year or a nominal interest in the rate set forth in Regulation 2 (a) to the Income Tax Regulations updated every year (in 2013 the interest rate set forth in the Regulation is 4.10%), the loan is paid in equal monthly installments until January 2016.

¹³ Including one share held by Migdal.

¹⁴ The balance is composed of capital notes issued to Migdal Agencies as follows: a capital note in the amount of NIS 7,901 thousand, unlinked and interest-free, to be paid not before June 2014. The capital note was discounted as per generally accepted accounting rules, at a rate of 4%, and its balance as of December 31st, 2013 after discounting is NIS 7,748 thousand; a capital note in the amount of NIS 7,852 thousand, unlinked and bearing no interest, to be paid not before June 2014. The capital note was discounted as per generally accepted accounting rules, at a rate of 4%, and its balance as of December 31st, 2013 after discounting is NIS 7,701.

¹⁵ The balance is composed of a perpetual capital note issued to Migdal Agencies.

¹⁶ In the books of Peltours Insurance Ltd., a subsidiary of Migdal Agencies (hereinafter: "Peltours").

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	Balance of loans, bonds and capital notes	Percentage of holdings in issued capital			
							In NIS	In NIS thousand	In NIS 1 shares	In other type of shares
Ihud Peltours Diamonds Insurance Agency (2002) Ltd. ¹⁶		NIS 0.1	1,000	100	873	2,160 ¹⁷	73.27	73.27	73.27	73.27
Mivtach Simon Insurance Agencies Ltd. ¹¹		Ordinary NIS 0.001	1,000	1	(14,384)	117,500 ¹⁸	100	100	100	100
Amir Aloni Life Assurance Agency (1994) Ltd. ¹⁹	300			300	574	--	75	75	75	75
Eli Erlich Insurance Services (1999) Ltd. ¹⁹	2,000			2,000	8,232	--	100	100	100	100
B-Diyuk - - Implementation, Operation and Control Insurance Agency (2000) Ltd. ¹¹	200			200	5	--	100	100	100	100

¹⁷ The balance is composed of a loan extended by Peltours, CPI-linked, bearing 4.10% interest rate, with no repayment date.

¹⁸ The balance is composed of capital notes in the amount of NIS 100,000 thousand, issued to Migdal Eshkol Finansim B.M., a subsidiary of Migdal, unlinked, bearing no interest, to be paid not before December 2017, and a capital note for the amount of NIS 17,500 thousand, issued to Migdal Agencies, unlinked and bearing no interest, with no repayment date.

¹⁹ In the books of Mivtach Simon Insurance Agencies Ltd., a subsidiary of Migdal Agencies (hereinafter: "Mivtach Simon").

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	Balance of loans, bonds and capital notes	Percentage of holdings in issued capital			
							In NIS thousand	In NIS 1 shares	In other type of shares	In capital and power to appoint Directors
Municipalit Insurance Agency (2000) Ltd. ¹⁸	50			50	18	--	36.635		36.635	36.635
Makefet Financial Services – Insurance Agency (1998) Ltd. ¹⁹	1,000 ²⁰			1,000 ²⁰	8,663	--	100		100	100
Shaham Insurance Agencies (1977) Ltd. ¹¹	3,492	Preferred A shares	782	3,570.2	10,049	4,128 ²¹	100	43.88	100	100
Moshe Sofer Insurance Agency (1997) Ltd. ²²	55			55	614	--	35		35	35

²⁰ Including 450 shares of NIS 1 held by Proline Exclusive Ltd., a subsidiary of Mivtach Simon.

²¹The balance is composed of capital notes issued to Migdal Agencies in the following amounts: a capital note of NIS 2,000 thousand, unlinked, bearing no interest, to be paid not before July 2017. The capital note was discounted as per generally accepted accounting rules, at a rate of 4.76%, and its balance as of December 31st, 2013 after discounting is NIS 1,706 thousand; a capital note of NIS 2,250 thousand, unlinked, bearing no interest, to be paid not before December 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.53%, and its balance as of December 31st, 2013 after discounting is NIS 1,895 thousand; and a loan in the amount of NIS 527 thousand, bearing interest and/or linking differences as per the highest of the following alternatives: linking differences plus an annual interest rate of 4% per year or a nominal interest in the rate set forth in Regulation 2 (a) to the Income Tax Regulations updated every year (in 2013 the interest rate set forth in the Regulation is 4.10%). The loan is paid in quarterly installments until July 2015.

²² In the books of Shaham Insurance Agencies (1977) Ltd., a subsidiary of Migdal Agencies (hereinafter: "Shaham").

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	Balance of loans, bonds and capital notes	Percentage of holdings in issued capital			
							In NIS	In NIS thousand	In NIS 1 shares	In other type of shares
Shaham Weinstein (Netanya) Insurance Agencies Ltd. ²²		Ordinary Class A NIS 0.001 Ordinary Class B NIS 0.001	10,200 9,800	20	1,649	--	100	100	100	100
Isabel Ouda – Shaham – Insurance Agency ²²		--	--	--	2,116	--	70	70	70	70
Sagi Yogev Insurance Agencies (1988) Ltd. ¹¹	1,722	Profits NIS 1	2,000	3,722	12,318	4,429 ²³	100	100	100	100
Reshef Insurance Agency (2004) Ltd. ²⁴	60		60	60	1,030	--	50	50	50	50
Si-EI Insurance Agency (1995) Ltd. ²²	154		154	154	4,175	--	100	100	100	100

²³ The balance is composed of a loan extended by Migdal in the amount of NIS 1,914 thousand, CPI-linked, bearing 4.5% interest, paid in quarterly installments until November 2018, and a capital note in the amount of NIS 3,000 thousand, issued to Migdal Agencies, unlinked and interest-free, to be paid not before December 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.59%, and its balance as of December 31st, 2013 after discounting is NIS 2,515 thousand.

²⁴ In the books of Sagi Yogev Insurance Agencies (1988) Ltd., a subsidiary of Migdal Agencies (hereinafter: "Sagi Yogev").

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	Balance of loans, bonds and capital notes	Percentage of holdings in issued capital		
							In NIS	In NIS 1 shares	In other type of shares
Migdal Technologies Ltd. ²⁵		Ordinary NIS 0.001	101 ²⁶	0.101 ²⁶	--	--	100	100	100
Migdal Real Estate Holdings Ltd.		Ordinary NIS 0.0001	61,660,406 ²⁷	6,166.04 ²⁷	697,933	396,651 ²⁸	100	100	100
Migdal Claims Management Ltd. ²⁹		Ordinary NIS 0.001	2,000 ³⁰	2 ³⁰	--	--	100	100	100
Data Car Israel Ltd.		NIS 1 Class A	10,000						
		NIS 1 Class B	10,000						
		NIS 1 Class C	10,000	30,000	4,505	--	100	100	100
Migdal Eshkol Finansim B.M.	485,057 ³¹			485,057 ³¹	168,789	--	100	100	100

²⁵ Migdal Technologies Ltd. is a fully-owned subsidiary of Migdal, its entire activity is for Migdal, and it is entirely financed by it. The activity is recorded in Migdal's books and is included in its Financial Statements.

²⁶ Including three shares held by Migdal's subsidiaries.

²⁷ Including one share held by Migdal Claims Management Ltd., a subsidiary of Migdal (see Note 29 below).

²⁸ The balance is composed of capital notes in the amount of NIS 370,000 thousand, unlinked, bearing no interest, with no payment dates, and a loan in the amount of NIS 26,651 thousand, CPI-linked, bearing 4.10% interest and with no repayment date.

²⁹ Migdal Claims Management Ltd. is a subsidiary fully owned by Migdal; it operates and engages on its behalf, and all its activity is for Migdal and it is fully financed by it, and it is included in its Financial Statements.

³⁰ Including one share held by Migdal Real Estate Holdings Ltd., a subsidiary of Migdal (hereinafter: "Real Estate Holdings").

³¹ Including one share held by Migdal Agencies, a subsidiary of Migdal.

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	Balance of loans, bonds and capital notes	Percentage of holdings in issued capital			
							In NIS	In NIS thousand	In NIS 1 shares	In other type of shares
Migdal Credit Services Ltd. ³²	100 ³³			100 ³³	10,115	588 ³⁴	100	100	100	100
Migdal Leasing Ltd. ³²	100			100	20,808	--	100	100	100	100
Hamagen Properties Ltd.	6,090,837			6,090,837	215,345	--	100	100	100	100
Pel Hamagen House Ltd. ³⁵	14,066,596 ¹³			14,066,596 ¹³	215,350	--	100	100	100	100
Ramat Aviv Mail Ltd. ³⁶		Ordinary NIS 0.0001	965,579	96.5579	179,087	68,711 ³⁷	26.599	26.599	26.599	26.599
Avgad Yahalom Management and Services Ltd. ³⁶	475	Mgmt. NIS 1	47	522	--	--	47.5	47	47.5	47

³² In the books of Migdal Eshkol Finansim B.M., a subsidiary of Migdal (hereinafter: "Migdal Eshkol").

³³ Including two shares held by Migdal.

³⁴ The balance is composed of a loan extended by Migdal Eshkol, (hereinafter: "Aviv Mail") extended Migdal a loan in the total amount of NIS 64,000 thousand.

³⁵ In the books of Hamagen Properties Ltd., a subsidiary of Migdal.

³⁶ In the books of Real Estate Holdings.

³⁷ A capital note issued to Migdal in the amount of NIS 75,840 thousand, unlinked and bearing no interest, to be paid not before June 2014. The capital note is presented in its current value as of December 31st, 2013, at NIS 68,711 thousand; also, in November 2010 Aviv Mail Ltd. (hereinafter: "Aviv Mail") extended Migdal a loan in the total amount of NIS 64,000 thousand, CPI-linked and bearing 4.2% interest, to be paid in annual installments starting from November 2011 till November 2015. The balance of the loan as of December 31st, 2013 is NIS 27,317 thousand. In addition, in January 2013 Aviv Mail extended additional loans to Migdal, in the total amount of NIS 74,480 thousand, bearing an annual interest rate of prime + 0.6. and to be paid in one installment on June 30th, 2014. The balance of loans as of December 31st, 2013 is NIS 75,451 thousand. In the loan agreement, there may be early repayment under certain conditions set forth in it. After the date of the report, there was a partial early repayment in the amount of NIS 45,311 thousand.

c. In the books of a subsidiary, Migdal Management Services Ltd.

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	Balance of loans, bonds and capital notes	Percentage of holdings in issued capital			
							In NIS thousand	In NIS 1 shares	In other type of shares	In capital and power to appoint Directors
Arxcis Global Wealth Management Ltd.		Ordinary NIS 0.01	419,818	4,198.18	(617)	2,390 ³⁸	100	100	100	100
Pilat - Hi-Capital Group Ltd. ^{39 40}	116		116		(2,038)	7,933 ⁴¹	50	50	50	50
Talent HR Systems Ltd.	150 ⁴²			150 ⁴²	513	--	60	60	60	60
Yevulim Financial & Business Consultations Company Ltd. ⁴³	67		67		--	--	50	50	50	50

³⁸ The balance is composed of capital notes issued to Migdal Management Services Ltd. (hereinafter: "Migdal Management Services"), as detailed below: a capital note in the amount of NIS 500 thousand, unlinked and bearing no interest, to be paid not before December 2016; a capital note in the amount of NIS 500 thousand, unlinked and bearing no interest, to be paid not before April 2017; loans in the amount of NIS 1,140 thousand, bearing 4.10% interest with no payment date; and a loan in the amount of NIS 250 thousand, bearing 4.68% interest, with no payment date.

³⁹ On May 2nd, 2013 the company's name was changed from Hi Capital Ltd. to Pilat - Hi Capital Group Ltd. (hereinafter: "Pilat - Hi Capital Group").

⁴⁰ On February 6th, 2013, a loan in the amount of NIS 1,600 was converted from Hi Capital Ltd. to Pilat - Hi-Capital Group Ltd.'s shares, such that Migdal Management Services holds 116 shares of NIS 1 par value.

⁴¹ The balance is composed of loans extended by Migdal Management Services as detailed hereinafter: loans in the amount of NIS 1,588 thousand, unlinked, bearing 4.10% interest and with no payment date, loans in the amount of NIS 4,175 thousand, CPI-linked, bearing interest of 4%, to be paid starting from January 2015 in four equal annual payments, loans in the amount of NIS 1,870 thousand, CPI-linked and bearing 4% interest, to be paid starting from January 2016 in 60 equal monthly payments, and a loan in the amount of NIS 300 thousand, bearing 4% interest with no payment date.

⁴² 50 shares held by Migdal Management Services, and in addition there are 100 shares held by Pilat - Hi-Capital Group Ltd.

⁴³ In December 2013, a request for the liquidation of Yevulim Financial and Business Consultations Ltd. was filed, the Court hearing for the appointment of a liquidator is set for May 27th, 2014.

d. In the books of a subsidiary, Migdal Capital Markets (1965) Ltd.

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements In NIS thousand	Balance of loans, bonds and capital notes In NIS thousand	Percentage of holdings in issued capital		
							In NIS 1 shares	In other type of shares	In capital to appoint Directors
Migdal Underwriting and Business Initiative Ltd.	5,001,053			5,001,053	4,012	--	100	100	100
Migdal Capital Markets (Management Services) Ltd.		Ordinary NIS 0.001	50,000 ⁴⁴	50 ⁴⁴	(357)	6,718 ⁴⁵	100	100	100
Migdal Trust Funds Ltd. ⁴⁶	259,518,001 ⁴⁷			259,518,001 ⁴⁷	284,775	--	100	100	100
Migdal Investment Portfolio Management (1998) Ltd.	694,247 ⁴⁷			694,247 ⁴⁷	7,290	--	100	100	100
Migdal Stock Exchange Services (N.E.) Ltd.	259,506,540 ⁴⁷			259,506,540 ⁴⁷	347,364	71,426 ⁴⁸	100	100	100

⁴⁴ Including one share held by Migdal Funds.⁴⁵ The balance is composed of a loan which was extended by Migdal Capital Markets, bearing 4% interest rate, CPI-linked, with no repayment date.⁴⁶ In the books of Migdal Stock Exchange Services (N.E.) Ltd., a subsidiary of Migdal Capital Markets.⁴⁷ Including one share held by Migdal Capital Markets (Management Services) Ltd., a subsidiary of Migdal Capital Markets.⁴⁸ The balance is composed of loans in the following amounts, extended by Migdal Capital Markets: a loan in the amount of NIS 26,519 thousand, bearing 4.10% interest, to be paid on December 29th, 2021; a loan in the amount of NIS 15,038 thousand, bearing interest of 4.10%, to be paid on August 31st, 2021; a loan in the amount of NIS 23,348 thousand, bearing Bank of Israel interest rate plus 1.75%, to be paid on December 31st, 2021; and a loan in the amount of NIS 6,521 thousand, bearing an interest rate based on the average of banking on-call loans, with no payment date.

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	In NIS thousand	In NIS thousand	Percentage of holdings in issued capital		
								In NIS 1 shares	In other type of shares	In capital
Migdal Issuers Ltd. ⁴⁹	100			100	(3,904)	4,302 ⁵⁰	100	100	100	100
MCM Alternative Investments Ltd.	100			100	(865)	8,795 ⁵¹	100	100	100	100
Dragon Hedge Funds Management Ltd. ^{52,53}			NIS 0.01	6.2	6,721	879 ⁵⁴	70.9	70.9	70.9	70.9
MGTF Hedge Funds Management Ltd.	1,000			1,000	--	--	100	100	100	100
MGTF Hedge Investments Management Ltd.	1,000			1,000	--	--	100	100	100	100
Migdal L.B. Ltd.	1,000			1,000	(34)	--	100	100	100	100
Migdal Capital Markets - Finance Academy Ltd.	1,000			1,000	(4,926)	--	100	100	100	100

⁴⁹ In the books of Migdal Underwriting and Business Initiative Ltd., a subsidiary of Migdal Capital Markets.

⁵⁰ The balance is composed of capital notes issued to Migdal Capital Markets, in the total amount of NIS 4,768 thousand, unlinked, interest-free, to be paid not before February 2016. The capital notes were discounted as per generally accepted accounting rules, at a rate of 4.10%, and their balance as of December 31st, 2013 after discounting is NIS 4,302 thousand.

⁵¹ The balance is composed of capital notes issued to Migdal Capital Markets, in the total amount of NIS 9,086 thousand, unlinked, interest-free, to be paid not before January 2015. The capital notes were discounted as per generally accepted accounting rules, at a rate of 3.3%, and their balance as of December 31st, 2013 after discounting is NIS 8,795 thousand.

⁵² On January 13th, 2013 the company's name was changed from Tau Hedge Funds Management Ltd. to Dragon Hedge Funds Management Ltd.

⁵³ In the books of MCM Alternative Investments Ltd., a subsidiary of Migdal Capital Markets (hereinafter: "MCM Alternatives").

⁵⁴ The balance is composed of a loan extended by MCM Alternatives., unlinked, bearing 4% interest, to be paid on December 31st, 2014.

e. In the books of a subsidiary, Migdal Health and Quality of Life Ltd.

Company name	Ordinary shares of NIS 1 par value	Other type of share	No. of shares of other type	Total par value in NIS	Value in the separate Financial Statements	Balance of loans, bonds and capital notes	Percentage of holdings in issued capital		
	In NIS	In NIS	In NIS	In NIS thousand	In NIS thousand	In NIS thousand	In NIS 1 shares		
							In other type of shares		
							In capital		
							In voting and power to appoint Directors		
50 Plus Ltd.	9,080			9,080	6,939	23,781 ⁵⁵	100	100	100
Club 50 Insurance Agency Ltd. ⁵⁶	120			120	(909)	6,036 ⁵⁷	100	100	100
Informed Medical Sites Ltd.	1,530			1,530	6,833	6,078 ⁵⁸	71	71	71
B-Well Quality of Life Solutions Ltd. ⁵⁹		NIS 0.1	1,200	120	1,072	--	100	100	100

⁵⁵ The balance is composed of capital notes issued to Migdal Health as detailed below: a capital note in the amount of NIS 850 thousand, unlinked, interest free, to be paid not before September 2018. The capital note was discounted as per generally accepted accounting rules, at 4.15%, and its balance as of December 31st, 2013 after discounting is NIS 703 thousand; a capital note in the amount of NIS 450 thousand, unlinked, interest free, to be paid not before July 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.81%, and its balance as of December 31st, 2013 after discounting is NIS 380 thousand; a capital note in the amount of NIS 370 thousand, unlinked, interest free, to be paid not before October 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.81%, and its balance as of December 31st, 2013 after discounting is NIS 311 thousand; a capital note in the amount of NIS 350 thousand, unlinked, interest free, to be paid not before December 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.57%, and its balance as of December 31st, 2013 after discounting is NIS 297 thousand; a capital note in the amount of NIS 300 thousand, unlinked, interest free, to be paid not before August 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.73%, and its balance as of December 31st, 2013 after discounting is NIS 253 thousand; a capital note in the amount of NIS 250 thousand, unlinked, interest free, to be paid not before October 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.69%, and its balance as of December 31st, 2013 after discounting is NIS 211 thousand; a capital note in the amount of NIS 220 thousand, unlinked, interest free, to be paid not before June 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.83%, and its balance as of December 31st, 2013 after discounting is NIS 186 thousand; a capital note in the amount of NIS 200 thousand, unlinked, interest free, to be paid not before April 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.95%, and its balance as of December 31st, 2013 after discounting is NIS 170 thousand; a capital note in the amount of NIS 200 thousand, unlinked, interest free, to be paid not before May 2018. The capital note was discounted as per generally accepted accounting rules, at a rate of 3.78%, and its balance as of December 31st, 2013 after discounting is NIS 170 thousand, and capital notes in the total amount of NIS 21,100 thousand, unlinked, interest free, with no payment date.

⁵⁶ In the books of 50 Plus Ltd. (hereinafter: "50 Plus"), a subsidiary of Migdal Health.

⁵⁷ The balance is composed of capital notes issued to 50 Plus as detailed below: perpetual capital notes in the total amount of NIS 4,447 thousand, and capital notes in the total amount of NIS 1,598 thousand, unlinked and interest-free, to be paid during 2018.

⁵⁸ The balance is composed of a loan extended by Migdal Health, CPI-linked, bearing 4% interest, to be paid in monthly installments from June 2014.

⁵⁹ In the books of Informed Medical Sites Ltd., a subsidiary of Migdal Health.

Regulation 12: Changes in investments in subsidiaries and related companies in the reported period⁶⁰

Date of change	Nature of change	Name of company	Type of share	Total shares	Cost in NIS thousand
6.2.2013	Conversion of a loan to shares (in the books of Migdal Management Services Ltd.) ⁶¹	Pilat – Hi Capital Group Ltd.	Ordinary NIS 1	66	1,600
3.3.2013	Share allotment (in the books of Migdal Insurance Company Ltd.) ⁶²	Yozma Pension Fund for Self Employed Ltd.	Ordinary NIS 1	2,000,000	2,000
24.6.2013	Share allotment (in the books of Migdal Holdings and Management of Insurance Agencies Ltd.) ⁶³	Shaham Insurance Agencies (1977) Ltd.	Ordinary NIS 1	1,764	5,000
26.6.2013	Share transfer (in the books of Migdal Health and Quality of Life Ltd.) ⁶⁴	BrainSpa Ltd.	NIS 0.01	813,761	--
3.7.2013	Establishment of a company (in the books of MCM Alternative Investments Ltd.)	MGTF Hedge Funds Management Ltd.	Ordinary NIS 1	1,000	--
3.7.2013	Establishment of a company (in the books of MCM Alternative Investments Ltd.)	MGTF Investments Management Ltd.	Ordinary NIS 1	1,000	--
22.8.2013	Establishment of a company (in the books of MCM Alternative Investments Ltd.)	Migdal L.B Ltd.	Ordinary NIS 1	1,000	--
27.8.2013	Share acquisition (in the books of Migdal Health and Quality of Life Ltd.) ⁶⁵	Infomed Medical Sites Ltd.	Ordinary NIS 1	437	1,428

⁶⁰ The data regarding subsidiaries and related companies in the Periodic Report relate to active corporations only as of December 31st, 2013. These corporations are not traded on the Israeli Stock Exchange. Tvuna Life Assurance Agency (1998) Ltd., which was merged with and into Mivtach Simon, and Aviv Mall – Management and Holding Ltd., whose activity was transferred to Ramat Aviv Mall Ltd., were deleted from this list.

⁶¹ The conversion of a loan in the amount of NIS 1,600, that was extended to Hi Capital Ltd. in June 2012 to shares, such that Migdal Management Services Ltd. holds 70% of Pilat – Hi Capital Group Ltd.

⁶² On March 3rd, 2013, Yozma's General Meeting approved the issuance of 2,000,000 ordinary NIS 1 to Migdal, against a capital infusion from Migdal to Yozma in the amount of NIS 2000 thousand.

⁶³ On June 23rd, 2013 Shaham's BoD approved the allotment of 1,764 ordinary NIS 1 shares each to Migdal Agencies against a capital infusion in the amount of NIS 5,000 thousand from Migdal Agencies to Shaham, and the balance shall be a premium on shares.

⁶⁴ On June 26th, 2013 Migdal Health's BoD decided leaving BrainSpa by transferring BrainSpa's shares held by Migdal Health to Messrs. Isaac Herman and Roni Erez.

⁶⁵ On August 27th, 2013 Infomed's BoD approved the transfer of 437 Company NIS 1 shares to Migdal Health and Quality of Life against NIS 1,428 thousand, and the distribution of the consideration between the sellers and buyers is as per their share in the shares that are sold.

Regulation 13:		Income of subsidiaries and related companies and income of the Corporation thereof as at the balance sheet date, in NIS in thousands ⁶⁰					
Company name	Profit (loss) for the period ⁶⁶	Other comprehensive profit (loss) for the period ⁶⁶	Total comprehensive profit (loss) for the period ⁶⁶	Dividend	Mgmt. fees	Nominal interest	Date of interest payment
Migdal Insurance Company Ltd.	649,588	121,416	771,004	367,310 ⁶⁷	--	--	--
Migdal Health and Quality of Life Ltd.	(12,608)	159	(12,449)	--	--	333 ⁶⁸	Monthly
Migdal Capital Markets (1965) Ltd.	8,554	580	9,134	20,000 ⁶⁷	--	--	--
Migdal Management Services Ltd.	(8,036)	--	(8,036)	--	--	--	--
Migdal Holdings and Management of Insurance Agencies Ltd.	(26,909)	1,172	(25,737)	--	--	--	--
Peltours Insurance Agencies Ltd.	3,656	115	3,771	--	--	--	--
Sagi Yogev Life Assurance Agency (1988) Ltd.	(2,477)	157	(2,320)	--	120 ⁶⁹	--	--
Ihud Insurance Agencies Ltd.	1,792	552	2,344	--	240 ⁶⁹	--	--
Mivtach Simon Insurance Agencies Ltd.	(27,117)	293	(26,824)	--	--	--	--
Migdal Makefet Pension and Provident Funds Ltd.	55,158	1,045	56,203	--	--	--	--
Ihud – David Berman Insurance Agency Ltd.	16	--	16	--	520 ⁷⁰	--	--
Shaham Insurance Agencies (1977) Ltd.	(2,985)	355	(2,630)	--	120 ⁶⁹	44 ⁶⁹	Quarterly
Si-EI Insurance Agency (1995) Ltd.	718	--	718	--	300 ⁷¹	--	--
Migdal Technologies Ltd.	--	--	--	--	--	--	--
Migdal Claims Management Company Ltd.	--	--	--	--	--	--	--
Data Car Israel Ltd.	653	--	653	--	--	--	--
Migdal Real Estate Holdings Ltd.	71,203	--	71,203	--	--	4,962 ⁷²	Monthly

⁶⁶ Reflects the profits (losses) of the Corporation in full.

⁶⁷ Received in the Company.

⁶⁸ Recorded in the Company.

⁶⁹ Received in Migdal Agencies, a subsidiary of Migdal.

⁷⁰ Received in Peltours, a subsidiary of Migdal Agencies.

⁷¹ Received in Shaham, a subsidiary of Migdal Agencies.

⁷² Received in Migdal, a subsidiary of the Company.

Company name	Profit (loss) for the period ⁶⁶	Other comprehensive profit (loss) for the period ⁶⁶	Total comprehensive profit (loss) for the period ⁶⁶	Dividend	Mgmt. fees	Nominal interest	Date of interest payment
Migdal Eshkol Finansim B.M.	4,345	--	4,345	103,000 ⁷²	--	--	--
Yozma Pension Fund for Self-Employed Ltd.	145	39	184	--	11,157 ⁷²	--	--
Hamagen Properties Ltd.	7,945	--	7,945	--	--	--	--
Pel Hamagen House Ltd.	7,946	--	7,946	25 ⁷³	--	--	--
Migdal Credit Services Ltd.	948	--	948	13,000 ⁷⁴	--	2,543 שגיאה הסימניה אינה מוגדרת.	Monthly
Migdal Leasing Ltd.	638	--	638	--	--	--	--
Yevulim Financial & Business Consultations Company Ltd.	--	--	--	--	--	--	--
Pilat - Hi-Capital Group Ltd.	(5,667)	--	(5,667)	--	--	297 ⁷⁸	Quarterly
Talent HR Systems Ltd.	72	--	72	--	--	--	--
B-Diyuk - Pension Arrangements Operation Insurance agency Ltd.	--	--	--	--	--	--	--
Avgad Yahalom Management and Services Ltd. ⁷⁵	--	--	--	--	--	--	--
Reshef Insurance Agency (2004) Ltd.	1,664	(5)	1,659	925 ⁷⁶	--	--	--
Ihud Peltours Diamonds Insurance Agency (2002) Ltd.	866	--	866	--	150 ⁷⁰	85 ⁷⁰	Quarterly
Municipalit Insurance Agency (2000) Ltd.	47	--	47	30 ⁷⁰	600 ⁷⁰	--	--
Makefet Financial Services – Insurance Agency (1998) Ltd.	(98)	32	(66)	--	--	--	--
Shaham Weinstein (Netanya) Insurance Agencies Ltd.	(168)	--	(168)	--	--	--	--
Sofer Moshe Insurance Agency (1997) Ltd.	222	--	222	--	--	--	--
Amir Aloni Life Assurance Agency (1994) Ltd.	(13)	--	(13)	--	1,245 ⁷⁷	--	--
Arxcis Global Wealth Management Ltd.	(622)	--	(622)	--	--	52 ⁷⁸	Quarterly

⁷³ Received in Hamagen Properties, a subsidiary of Migdal.

⁷⁴ Received in Migdal Eshkol, a subsidiary of Migdal.

⁷⁵ Have not yet received the Financial Statements for 2013.

⁷⁶ Received in Sagi Yogev, a subsidiary of Migdal Agencies.

⁷⁷ Received in Mivtach Simon, a subsidiary of Migdal Agencies.

⁷⁸ Received in Migdal Management Services.

Company name	Profit (loss) for the period ⁶⁶	Other comprehensive profit (loss) for the period ⁶⁶	Total comprehensive profit (loss) for the period ⁶⁶	Dividend	Mgmt. Fees	Nominal interest	Date of interest payment
Eli Erlich Health Services (1999) Ltd.	805	20	825	2,064 ⁷⁸ שגיאה היסטורית אינה מוגדרת.	--	--	--
Ramat Aviv Mall Ltd.	97,684	--	97,684	17,024 ⁷⁹	--	--	--
Isabel Ouda – Shaham – Insurance Agency	413	--	413	--	--	8 ⁷¹	Quarterly
Migdal Underwriting and Business Initiative Ltd.	(1,999)	55	(1,944)	--	--	--	--
Migdal Capital Markets (Management Services) Ltd.	85	327	412	--	--	383 ⁸⁰	Quarterly
Migdal Investment Portfolio Management (1998) Ltd.	436	(83)	353	2,000 ⁸⁰	--	--	Quarterly
Migdal Stock Exchange Services (N.E.) Ltd.	(1,452)	257	(1,195)	30,000 ⁸⁰	--	2,779 ⁸⁰	Quarterly
Migdal Issuers Ltd.	(173)	--	(173)	--	--	173 ⁸¹	Quarterly
MCM Alternative Investments Ltd.	(345)	--	(345)	--	--	247 ⁸⁰	Quarterly
Dragon Hedge Funds Management Ltd.	45	--	45	--	--	--	--
Migdal Capital Markets - Finance Academy Ltd.	(2,547)	--	(2,547)	--	--	--	--
MGTF Hedge Funds Management Ltd.	--	--	--	--	--	--	--
MGTF Hedge Investments Management Ltd.	--	--	--	--	--	--	--
Migdal L. B Ltd.	(47)	--	(47)	--	--	--	--
50 Plus Ltd.	(4,406)	84	(4,322)	--	--	--	--
Club 50 Insurance Agency Ltd.	(2,233)	60	(2,173)	--	--	13 ⁸²	Annual
Infomed Medical Sites Ltd.	(948)	91	(857)	--	--	333 ⁸³	Monthly
B-Well Quality of Life Solutions Ltd.	(863)	43	(820)	--	--	--	--
Migdal Trust Funds.	(451)	67	(384)	7,000 ⁸⁰	--	--	--
Migdal Insurance Capital Raising Ltd.	--	--	--	--	--	--	--

⁷⁹ Received in Migdal Real Estate Holdings, a subsidiary of Migdal.

⁸⁰ Received in Migdal Capital Markets, a subsidiary of the Company.

⁸¹ Received in Migdal Underwriting and Business Initiative Ltd., a subsidiary of MCM.

⁸² Recorded in 50 Plus Ltd., a subsidiary of Migdal Health.

⁸³ Recorded in Migdal Health, a subsidiary of the Company.

Regulation 14: List of groups of balances of loans granted as at the balance sheet date, if the granting of loans was one of the main businesses of the Corporation

The Corporation does not grant loans

Regulation 20: Trading on the Stock Exchange - Securities listed for trading - Dates of and reasons for interruption of trading

In the report period, there were no interruptions of trading in the Company's securities

Regulation 21 Payments to Interested Parties and Executives

Following are the payments (in NIS thousands) made by Migdal Insurance Company Ltd., a subsidiary of the Company, or by other corporations in the Group, and all the undertakings for payment they took upon themselves, in NIS (excluding payroll tax and VAT) for each of the highest paid Executives serving in the Company and in the companies controlled by it in 2013, as well as to interested parties in the Company:

Name	Details of remuneration receiver			Benefits for services						Other benefits				
	Position	Extent of employment	Holding rate in capital of Company	Salary ⁸⁴	Grant	Share-based payment ⁸⁵	Mgmt. fees	Con-sultation fees	Comm.	Other	Interest	Rent	Other	Total
Yonel Cohen (1)	Company and Migdal Insurance CEO, and Migdal Health CoB (ended his position in the Company)	100%	0.132%	3,420	2,488 ⁸⁶	39	-	-	-	460	-	-	-	6,407
Jacob Weinstein (2)	Chief Investment Manager - Migdal Capital Markets	100%	0%	4,020	661	-	-	-	-	-	-	-	-	4,681
Aharon Fogel (3)	CoB of the Company, Migdal Insurance and MCM (ended his position in the Company)	Partial	0%	2,269	2,311	2	-	-	-	-	-	-	-	4,582
Arik Yogev (4)	Head of the Customers and Distribution Channels and Service Division in Migdal Insurance (ended his position in Migdal Insurance)	100%	0.003%	1,739	622	-	-	-	-	-	-	-	-	2,361
Eran Czerminski (5)	Company's Finances Division Manager and Finances and Actuarial Division Manager in Migdal Insurance	100%	0.031%	1,366	906 ⁸⁷	21	-	-	-	-	-	-	-	2,293
Directors' remuneration (6)														3,874

⁸⁴ The salary component includes management fees paid to a company controlled by him and includes a grant and/or a payment required by an agreement that does not depend on targets or judgment. Also, this component includes social provisions and fringe benefits such as car expenses, per diem etc. Grants such as an accommodation grant or persistency grant, if the Senior Officer is entitled to them, reflect the expenditure recognized this year as per the accounting rules.

⁸⁵ The amount set forth in the column "share-based payment" reflects the expenditure under accounting rules as recorded in the Financial Statements. The range of exercise prices of options exercisable to shares in 2013 was NIS 5.55 - 5.65 per option (in 2012 - NIS 5.66 - 5.97 per option, in 2011 - NIS 5.66 - 5.98 per option, in 2010 - NIS 5.82 - 6 per option).

⁸⁶ This amount includes a special grant in the amount of NIS 388,343, subject to the Company's General Meeting approval. See details in paragraph (1) below.

⁸⁷ This amount includes: (1) a special grant that was actually granted to the Senior Officer of NIS 156 thousand; and (2) a provision of approx. NIS 750 thousand in respect of the 2013 annual grant - the provision was made based on an estimate under generally accepted accounting rules, even though not all data on which the grant amount is determined has been received yet, and its actual granting has not been approved yet by the Company's authorized organs and is subject to their approval. See details in paragraph (5) regarding the relevant senior Officer.

(1) Mr. Yonel Cohen

Mr. Yonel Cohen has served as the CEO of the Company and of Migdal Insurance from June 15th, 2008 and until December 31st, 2013. He also held other positions in the Group, as CoB of Migdal Makefet Pension and Provident Funds Ltd., CoB of Migdal Health and Quality of Life, and recently, when Mr. Aharon Fogel resigned, he was appointed also as CoB of Migdal Capital Markets Ltd.

The salary set forth in the table includes the following components: monthly management fees totaling NIS 220,000 (CPI-linked in respect of June 2008), which, at the date of his resignation, amounted to NIS 252,423 before VAT. Within his terms of employment, Mr. Yonel Cohen was entitled to car maintenance and grossing up and other ancillary benefits, including annual leave, sick leave and reimbursement of per diem and entertainment necessary for fulfilling his position, etc. For further details about the CEO's terms of employment, see the Company's Immediate Report dated March 17th, 2009, Ref. No. 2009-01-059427.

The amount set forth in the "grant" column includes both the annual grant in respect of 2013 as well as a special grant, which is subject to the General Meeting approval, as detailed in the following paragraph:

- (a) On February 24th, 2014 the Company's BoD and Migdal Insurance BoD, after the approval of Migdal Insurance's Audit Committee and the Company's Compensation Committee on February 18th, 2014, approved granting an annual grant of NIS 2,100,000 to Mr. Cohen in respect of 2013 as per the remuneration policy, based on the General Meeting approval dated September 12th, 2013. For additional details see the Company's Immediate Report dated September 2nd, 2013, Ref. No. 2013-01-134847 as well as the report regarding the General Meeting results, dated September 13th, 2010, Ref. No. 2013-01-144555. The total grant was calculated as per the Company's business results based on the quarterly FS published by the Company on November 19th, 2013, as well as the score he had in the general evaluation component as set forth by the Company BoD. For additional details as to how the annual grant was calculated, see the Company's Immediate Report issued on February 25th, 2014, Reference No. 2014-01-046174.
- (b) In addition, as set forth above, on February 24th, 2014 the Company's BoD and Migdal Insurance's BoD, after the approval of Migdal Insurance's Audit Committee and the Company's Compensation Committee on December 3rd, 2013, approved granting a special two monthly salaries' grant to Mr. Cohen, i.e. NIS 388,343 plus VAT as due, as granted in the December 2013 salaries of all Company employees and Senior Officers in the Group companies, as a token of appreciation to all the Companies' employees for their achievements during the transition period in which the control in the Company was transferred. The approval of the special grant to Mr. Cohen is a deviation from the Company's remuneration policy and is subject to the approval of the General Meeting which will convene on April 1st, 2014. For additional details see the Company's Immediate Report issued on February 25th, 2014, Reference No. 2014-01-046174.

The engagement agreement between Mr. Cohen and the Company may be terminated by giving early notice of 90 days. Furthermore, as per his engagement agreement, upon terminating his office, Mr. Cohen is entitled to an adaptation grant equal to the monthly management fees in respect of 6 months, i.e. NIS 1,514,536, plus the payment of car usage and maintenance in the total amount of NIS 139,333, extended against an undertaking by the CEO not to practice and/or provide services, directly or indirectly, whether by himself or via a corporation controlled or held by him, in the Company's areas of activity during a period of six months from the moment he stopped rendering services to the Company. It should be noted that the adaptation grant was adjusted, with Mr. Cohen's consent, to the company's remuneration policy, even though the Company explicitly stated in the remuneration policy that the adoption of the Company's remuneration policy does not derogate from existing commitments. In light of Mr. Cohen's consent as set forth above, his adaptation grant is subject to: (1) the determination of the Compensation Committee that in light of Mr. Cohen's contribution to the Company, the time he served as the Company CEO, he is entitled to a 6-month adaptation period; (2) The adaptation grant shall be paid to Mr. Cohen, every month,

over a period of six months, until the end of the adaptation period or until he starts working and/or rendering services elsewhere, the early of the two (unlike the adaptation grant to which he was entitled as per his engagement agreement, which is paid at once and regardless of whether he starts rendering services and/or works elsewhere).

In addition, Mr. Cohen is entitled to payment in respect of a consultation and non-competition arrangement, which originated in the period he served in Mivtach-Simon Insurance Agencies Ltd. ("Mivtach Simon") signed between Mivtach Simon and a company owned by Mr. Cohen ("the previous agreement"), under which Mivtach Simon undertook that in the event that the agreement with Mr. Cohen is terminated, the company owned by him shall receive a CPI-linked monthly payment, in respect of consultation fees and non-competition with Mivtach Simon's businesses, for a period of 36 months from the termination of the previous agreement. It was also agreed that this period will be extended by two months in respect of each year from January 1st, 2004, in which Mr. Yonel Cohen will continue to render services to Mivtach Simon. In August 2009, after Mr. Cohen was appointed as the CEO of the Company and Migdal Insurance, a service agreement was signed with a company fully owned by Mr. Cohen, defining his terms of office (hereinafter: CEO agreement"). The CEO agreement replaced the previous agreement for all intent and purpose. Within the CEO agreement, an appendix was signed between Mivtach Simon and the company owned by the CEO, in which Mivtach Simon undertook to continue the undertaking as to consultation and non-competition with Mivtach-Simon's businesses under the previous service agreement as set forth above, until the termination of the CEO agreement, and accordingly, to continue the calculation of the payment period of consultation and non-competition within the previous agreement as set forth above, up until the termination of the CEO agreement, and accordingly, continue calculating the payment period of consultation fees and non-competition also in respect of the period in which the CEO served in the Company and in Migdal Insurance. Accordingly, this period shall be extended by two months in respect of each year also for the period in which Mr. Cohen served in the Company and in Migdal Insurance. In light of the above, the company owned by the CEO accrued a period of 20 months beyond the 36 months set forth in the previous service agreement, i.e. the total period for consultation and non-competition is 56 months., which equal the total amount of NIS 8,558 thousand, as of December 31st, 2013. The actual payment shall be linked to the CPI known on the payment date. The payments shall be made starting from the termination of the CEO agreement. The cost of the undertaking for 2013 is approx. NIS 460 thousand and it is included under the "Other" column in the table.

As at December 31st, 2013, Mr. Yonel Cohen holds 1,000,000 options allotted as per the 2009 share-based remuneration plan. The fair value of the options as at the granting date is approx. NIS 2,000 thousand. Mr. Cohen was allotted 1,131,684 eligibility deeds as per the 2010 long-term remuneration plan. The fair value of these eligibility deeds as at the granting date is approx. NIS 2,273 thousand. In respect of this plan, as of April 2013, Mr. Cohen still had 208,762 eligibility deeds (which, as of the date of this report, have already expired) and he was issued 192,096 shares, out of which 87,715 shares in respect of the persistency component and 104,381 shares in respect of the profitability component. The other eligibility deeds that were granted to him as set forth above were converted to cash. For further details about these remuneration plans, see the Company's Immediate Report dated August 18th 2009, Ref. No. 2009-01-200589 and the Company's Immediate Report dated September 5th 2010, Ref. No. 2010-01-612342, respectively. For further details, see also Note 33 to the FS.

(2) Mr. Jacob Weinstein

Since May 2006, Mr. Jacob Weinstein has been serving as Migdal Capital Markets' Chief Investments Manager, as well as the investments manager of certain mutual funds of Migdal Trust Funds Ltd. ("Migdal Trusts"), the manager of some portfolios of Migdal Investment Portfolio Management (1998) Ltd., and, since January 1st, 2013, also as the investment manager of Dragon Hedge Fund, managed by Tau Hedge Funds Management Ltd., controlled by Migdal Capital Markets.

As per his employment agreement with Migdal Funds dated May 2006 (amended in May 2007, May 2011 and May 2012), Mr. Weinstein is entitled to a monthly gross salary (as an employee) in

the amount of NIS 46,060, plus social provisions at the maximum rate recognized for tax purposes and cellular phone, at a total employer's cost of approx. NIS 58,000 per month. Furthermore, the company controlled by Mr. Weinstein shall receive the monthly amount of NIS 290,320 + VAT plus linkage differences (linked to March 2006 CPI), as well NIS 12,000 per month in respect of a monthly reimbursement of transportation expenses and car maintenance, against the services it provides to Migdal Funds as per the service agreement with him.

In addition, the company controlled by Mr. Weinstein is entitled to an annual bonus of 10% of the income in the funds managed by him (the funds were acquired in 2006 by Migdal Funds from a company controlled by him), as well as an annual bonus of 7.5% of the income from several other funds of Migdal Funds (funds not acquired by Migdal Funds from a company controlled by him) transferred to his management. Furthermore, the company controlled by him is entitled to a bonus of 7.5% from the management of investment portfolios of certain customers (customers actually managed by Mr. Weinstein or under his supervision, as well as customers who started being managed by Migdal Investment Portfolio Management (1998) Ltd. after the acquisition, in the past, of portfolio management activity from a company controlled by Mr. Weinstein). Migdal's funds managed by Mr. Weinstein, held in the customers' portfolios managed by him, are taken into account for the bonus calculation only once, within the calculation of bonus in respect of portfolio management and are neutralized from the bonus in respect of funds management. Accordingly, the total bonus paid to Mr. Weinstein in 2013 amounted to NIS 594 thousand. In addition, Mr. Weinstein received a special grant in the amount of approx. NIS 67 thousand, within the special grant paid in December 2013 salary to all Company employees and Senior Officers in Group companies, as a token of appreciation to all Group employees for their contribution to the Company's achievements in the transition period in which the control of the Company changed, pursuant to the approval of the Compensation Committee dated December 3rd, 2013, and the Company BoD's approval dated December 26th, 2013. For additional details see the Company's Immediate Report dated November 25th, 2013, Reference No. 2013-01-202638. The amount set forth in the "Grant" column reflects both amounts detailed above, to which Mr. Weinstein was actually entitled in respect of 2013 (the grant due to the remuneration mechanism set forth in his employment agreement and the special Group grant).

In respect of the investment management of certain Makefet provident funds (previously Migdal Platinum), Mr. Jacob Weinstein is entitled to an annual bonus in respect of achieving a yield objective compared with the benchmark set forth in the agreement, in an amount that shall not exceed NIS 80 thousand, as well as to an annual bonus as per Migdal Capital Markets' CEO's discretion, that should not exceed NIS 30 thousand. As of February 2013, Mr. Weinstein no longer manages investments of any Makefet (previously Migdal Platinum) provident funds, therefore he is not entitled to a remuneration in their respect.

The employment agreement is effective until May 15th, 2014, and it will not be extended. In general, as per the employment agreement, Migdal Funds may terminate it earlier by giving an early notice of 6 months, while Mr. Weinstein may not terminate the agreement before its termination, unless in extraordinary cases set forth in the agreement, with an early notice of 6 months.

In addition, corporations controlled by Mr. Jacob Weinstein conduct brokerage activity in their accounts at a sub-subsidiary of the Company, Migdal Stock Exchange Services (N.E) Ltd., for derivatives, futures and options on indices overseas against paying commissions to Migdal Stock Exchange Services, as common for other customers of his kind, depending on the scope of activity. This activity is not included in the employment agreement and/or in relation with his service as a Senior Officer in the Company.

(3) Mr. Aharon Fogel

Mr. Aharon Fogel has served as the CoB of the Company and Migdal Insurance, part-time, since December 1st, 2000 as per an agreement dated February 2001, as amended in February 2008. Since August 2011 he also served as the CoB of Migdal Capital Markets, as well as a Director in Migdal Health. On September 30th, 2013 Mr. Aharon Fogel terminated his office in these positions.

The monthly salary set forth in the table above includes the following components: monthly management fees in the amount of NIS 144,444, linked to the CPI published on December 2007 (NIS 170,112 as of the date of his resignation, September 30th, 2013), car grossing up and maintenance, daily newspaper, medical scanning test etc. The engagement agreement between Mr. Fogel and the Company could have been terminated with an early notice of 180 days. Also, as per the terms of the engagement agreement with him, upon the termination of his office Mr. Fogel was entitled to a one-time payment of 6 monthly management fees payments.

The amount set forth in the "grant" column includes the annual grant in respect of 2013 as well as a retirement grant, as detailed below:

(a) On October 10th, 2013 the Company General Meeting approved, after the approval of the Compensation Committee and the Company BoD, the payment to Mr. Fogel of an annual grant in respect of 2013, pro rata to the period in which he served in that year, in the amount of NIS 787,500. The grant is in compliance with the provisions of the Senior Officers' remuneration policy in the Company.

(b) Furthermore, in the same General Meeting, the General Meeting approved, after the approval of the Compensation Committee and the Company BoD, a retirement grant to Mr. Aharon Fogel, in the amount of 9 times the monthly management fees, i.e. NIS 1,523,528 plus VAT.

For additional details regarding Mr. Aharon Fogel's terms of retirement, including the annual grant and the retirement grant detailed above, see the Company's Immediate Report dated September 16th, 2013, Reference No. 2013-01-147438, and the Company's Immediate Report dated October 10th, 2013, Reference No. 2013-01-162804.

During 2013, Mr. Aharon Fogel held 650,000 options that were allotted pursuant to the share-based payment plan for 2009. The fair value of the options as at the granting date is approx. NIS 1,300 thousand. Mr. Aharon Fogel was allotted 679,997 eligibility deeds under the 2010 long-term remuneration plan. The fair value of these eligibility deeds as at the granting date is approx. NIS 1,366 thousand. In respect of this plan, as of April 2013, Mr. Fogel still had 125,422 eligibility deeds and he was issued 115,410 shares, out of which 52,699 shares in respect of the persistency component and 62,711 shares in respect of the profitability component, and the other eligibility deeds that were granted to him were converted to cash.

As of December 31st, 2013, Mr. Aharon Fogel does not hold any shares, options and/or eligibility deeds. Mr. Aharon Fogel exercised his options and sold his shares and the 125,422 eligibility deeds that he still had as set forth above expired on November 4th, 2013. For additional details about these remuneration plans, see the Company's Immediate Report dated August 18th 2009, Ref. No. 2009-01-200589 and the Company's Immediate Report dated September 5th 2010, Ref. No. 2010-01-612342, respectively, as well as Note 33 to the FS.

(4) Mr. Arik Yogev

On January 1st, 2011 Mr. Arik Yogev was appointed as Migdal Insurance's Customers, Distribution Channels and Service Division Manager, and he also served as the CEO of Migdal Agencies. On September 9th, 2013 Mr. Yogev terminated his office in Migdal Insurance and his other positions in Migdal Group. Prior to such appointment, Mr. Yogev served as Mivtach Simon and Migdal Agencies CEO, as well as Sagi Yogev CEO. In April 2010 a service agreement was signed with a company fully owned by him, replacing previous agreements, and it set Mr. Arik Yogev's terms of employment in the Group.

The aforesaid salary includes the following components: monthly management fees of NIS 173,120, linked to December 2009 CPI, car maintenance (in the value of a car at his service, the cost of grossing up and car maintenance expenses), telephone, per diem etc.

The engagement agreement between Mr. Yogev and the Company could be terminated upon giving early notice of 60 days. As per the terms of engagement with Mr. Yogev, he was entitled to a one-time payment of 6 monthly payments upon termination of the agreement, in the amount of NIS 134,755 per month (linked to December 2009 CPI), against an undertaking not to practice and/or provide services, directly or indirectly, whether by himself or via a corporation controlled or held by him in the Company's areas of activity during a period of six months from the moment the agreement is terminated, as well as a prohibition on addressing and soliciting the Company's customers and/or Migdal Agencies Group's customers, as per the definition of this term in the agreement, agents and/or employees in Migdal Group, during a period of two years after the end of the agreement ("non-competition remuneration").

The amount set forth in the "grant" column is part of a total retirement grant in the amount of NIS 150,000 approved by Migdal Insurance BoD on October 20th, 2013, after Migdal Insurance's Audit Committee approval on October 17th, 2013, inter alia, as a token of appreciation for his large contribution to the Company in the positions he filled throughout his years in the Group, and in settlement of all Migdal Insurance's liabilities towards him with respect to the termination of the engagement agreement with Mr. Yogev. The amount of approx. NIS 878 thousand out of the grant was provided in the previous Financial Statements with respect to the non-competition remuneration, and was not paid in addition to the retirement grant (the amount in the table reflects the difference between the overall grant received by Mr. Yogev and the non-competition remuneration provided in the previous Financial Statements under the service agreement with him).

During 2013, Mr. Yogev held 402,500 options allotted as per the 2009 share-based remuneration plan, and 424,781 eligibility deeds allotted as per the 2010 long-term remuneration plan. The fair value of the options and eligibility deeds as at the granting date is NIS 1,447 thousand. In April 2013 he was issued 33,022 shares in respect of the persistency component and shares in respect of the profitability component, and the other eligibility deeds he was granted were converted to cash.

Mr. Yogev exercised his options on October 10th, 2013, and as of December 31st, 2013 he holds 33,022 shares. For additional details about these remuneration plans, see the Company's Immediate Report dated August 18th 2009, Ref. No. 2009-01-200589 and the Company's Immediate Report dated September 5th, 2010, Ref. No. 2010-01-612342, respectively, as well as Note 33 to the FS.

(5) Mr. Eran Czerninski

Mr. Eran Czerninski serves as the CFO of the Company and the Finances and Actuarial Division Manager of Migdal Insurance since January 1st, 2013. Previously, he served as Migdal Insurance's Finances Discipline Manager and he assumed various positions in the Group starting from November 7th, 2002. It should be noted that since the end of February 2014 additional units report to the Finances and Actuarial Division, and accordingly, his authority and the areas of responsibility under his position have expanded, pursuant to the organizational change detailed in Clause 32.1 to Part D in the Corporation Businesses Description Chapter.

His terms of employment are pursuant to an employment agreement dated September 19th, 2002, which was amended for the last time in December 2013. On December 26th, 2013 the Company's BoD and Migdal Insurance's BoD, after the approval of the Company's Compensation Committee and Migdal Insurance's Audit Committee on December 23rd, 2013, approved the update of Mr. Czerninski's terms of employment: a salary raise of NIS 8,000, annual CPI-linking of his monthly salary, the cancellation of employer's provision to the educational fund, car grossing up of 90%, an extension of the early notice for termination clause in the agreement to 60 days and expansion of

the non-competition clause to include not soliciting employees, as detailed below, all the above effective retroactively from January 2013.

The salary set forth in the table above includes the following components after the update of Mr. Czerninski's terms of employment as set forth above: a monthly salary in the amount of NIS 78,000, Company car and 90% grossing up as set forth above, telephone, social rights (including annual leave, sick leave, provisions for pensionary insurance, recuperation pay), per diem and payments and/or one-time provisions such as provisions in respect of increases in salary for severance pay, annual leave etc.

The agreement is for an unlimited period and may be terminated with a written advance notice of 60 days. Upon The termination of the agreement with Mr. Czerninski, he will be entitled to a retirement grant of three monthly salaries, against an undertaking not to compete, directly or indirectly, with Migdal Group's businesses for 6 months after the termination of employment in the Company, and to refrain from soliciting Migdal Group employees for 12 months after the termination of employment in the Company.

The amount set forth in the "Grant" column includes: (1) the payment of a special grant to Mr. Czerninski in the amount of two monthly salaries, i.e. NIS 156 thousand, as granted in December 2013 salary to all Company employees and Senior Officers in Group companies, as a token of appreciation for contribution to the Company's achievements in the transition period in which the control of the Company changed, pursuant to the approval of the Compensation Committee dated December 3rd, 2013, and the Company BoD's approval dated December 26th, 2013. For additional details see the Company's Immediate Report dated November 25th, 2013, Reference No. 2013-01-202638. (2) a provision of approx. NIS 750 thousand in respect of 2013 annual grant, the actual granting of which has not yet been approved by the Company's authorized organs, therefore it has not yet been actually granted to Mr. Czerninski. The provision amount was based on an estimation that relies on the target grant approved for Mr. Czerninski by the authorized organs under the annual grants plan and the Company's remuneration policy, the plan's objectives (income in general insurance, income in areas of activity that are not general insurance, and compliance with the benchmark of minimal RoE, NBV and manager's evaluation) ("estimate amount"). This provision amount does not include the part of the 2013 grant which is deferred and to which he shall be entitled, if and when approved, as per the Company's remuneration policy, only in 2014-2015, therefore the provision amount is 88.3% of the estimate only. It should be emphasized that Mr. Czerninski's final entitlement for an annual grant in respect of 2013, full or partial, is subject to the Company's and Migdal insurance's authorized organs' approval. For additional details about the Company's remuneration policy and the annual grant plan, see Clause 32.6 to Part D in the Corporation Businesses Description Chapter.

As at December 31st, 2013, Mr. Czerninski holds 172,500 options allotted as per the 2009 share-based remuneration plan and 295,191 eligibility deeds allotted as per the 2010 long-term remuneration plan. The fair value of these eligibility deeds as at the granting date is approx. NIS 799 thousand. In April 2013 Mr. Czerninski had 89,238 eligibility deeds and he was issued 69,616 shares, out of which 24,997 shares in respect of the persistency component and 44,619 shares in respect of the profitability component, and the other eligibility deeds he was granted were converted to cash.

For further details about these remuneration plans, see the Company's Immediate Report dated August 18th, 2009, Ref. No. 2009-01-200589 and the Company's Immediate Report dated September 5th, 2010, Ref. No. 2010-01-612342, respectively, as well as Note 33 to the FS.

(6) Directors fees

The Company and its subsidiaries paid salary and ancillary expenses to the Company's Directors in respect of their serving as Directors in the Group, at a total sum of approx. NIS 3,874 thousand (excluding CoB remuneration).

On February 24th, 2014 the Company reported that Mr. Shlomo Eliahu, the Chairman of the Board of Directors, reported to the Company's BoD and to the BoD of the subsidiary, Migdal Insurance Company Ltd. ("Migdal Insurance"), that he waives any salary in relation with his position as the Company CoB and as a Director in Migdal Insurance, and shall not request any salary in their respect.

The Company's remuneration policy, which was approved on September 12th, 2013 (See Immediate Report dated September 12th, 2013, reference No. 2013-01-144555) includes the regulation of remuneration to the Company's CoB, including a fixed monthly salary of up to NIS 160,000 (CPI-linked), social provisions and various ancillary terms, as well as a variable component of an annual grant, subject to the approval of authorized organs, at a target amount of up to NIS 1.1 million, and which may reach the amount of NIS 1.5 million with the maximum score. The CoB remuneration as set forth above, as per the remuneration policy, waived by Mr. Shlomo Eliahu, is therefore at an annual amount of approx. NIS 3.9 million, and in the event of the maximum grant, up to approx. NIS 4.3 million, before the impact of Company payroll tax.

Regulation 21a: Control of the Corporation

The Company is controlled by Eliahu Insurance Company Ltd. since October 29th, 2012.

For additional details see Clause 4.3 – Details of material transactions performed by Company interested parties in the Corporation's shares, in Part A to the Corporation Businesses Description Chapter. .

Regulation 22: Transactions with controlling shareholders or in which the controlling shareholders have a personal interest

For details regarding the transactions, see Note 38 to the Consolidated Financial Statements.

Regulation 24: Shares and other securities held by interested parties and executive officeholders in the Corporation, subsidiary or related company, as close as possible to the report date (to the best of the Corporation's knowledge)**a. In the Corporation⁸⁸**

Name of interested party	Registered company no./ I.D. Number	Ordinary shares	Number of the securities in the Stock Exchange	Number of shares held on 10.3.2014	Rate of holding in capital ⁸⁹	Rate of holding in voting & right to appoint Directors ⁸⁹
Eliahu Insurance Company Ltd. ⁹⁰	520029851	NIS 0.01	1081165	729,168,309 ⁹¹	69.19	69.19
Migdal Insurance Company Ltd. ⁹²	52-000489-6	NIS 0.01	1081165	6,365		

For details regarding shares and other securities held by Executives in the Corporation as of **March 10th, 2014** (to the best of the Corporation's knowledge), see the Corporation's Immediate Report dated February 24th, 2014, Reference No. 2014-01-046069.

⁸⁸ For additional details regarding transactions performed in Company shares, during which Bank Leumi le-Israel Ltd. (which, as of December 31st, 2012 held approx. 9.8% of the Company's issued share capital) transferred shares in the Company, see Clause 4.3 to Part A in the Corporation Businesses Description Chapter.

⁸⁹ Theoretically assuming that all the options that were allocated pursuant to the plans for granting options and eligibility deeds, whose principles were approved in August 2009 and in October 2010, will be fully exercised.

⁹⁰ For details regarding the controlling shareholder of the Company, see Clause 2.1 to Part A in the Corporation Businesses Description Chapter.

⁹¹ For share transfers performed during the reported period, see Clause 4.3 to Part A in the Corporation Businesses Description Chapter.

⁹² Migdal holds the shares in trusteeship for those who were shareholders prior to July 31st, 1997. Migdal is fully owned by the Company.

b. In subsidiaries and related companies⁹³

Name of subsidiary/ related company	Name of interested party	Registered company No.	Name of security	No. of shares held as of 10.3.2014	Rate of holding in capital	Rate of holding in voting and right to appoint Directors
Migdal Insurance Capital Raising Ltd.	Migdal Insurance Company Ltd. ⁹⁴	52-000489-6	Ordinary NIS 0.01	1,000	100	100
Migdal Holdings and Management of Insurance Agencies Ltd.	Migdal Insurance Company Ltd. ⁹⁴	52-000489-6	Ordinary NIS 1	804	100	100
Peltours Insurance Agencies Ltd.	Migdal Holdings and Management of Insurance Agencies Ltd. ⁹⁵	52-001162-8	Ordinary NIS 0.01	18,760,002	73.27	73.27
Migdal Real Estate Holdings Ltd.	Migdal Insurance Company Ltd. ⁹⁴	52-000489-6	Ordinary NIS 0.0001	61,660,406	100	100
Migdal Eshkol Finansim B.M.	Migdal Insurance Company Ltd. ⁹⁴	52-000489-6	Ordinary NIS 1	485,056	100	100
Yozma Pension Fund for the Self-Employed Ltd.	Migdal Insurance Company Ltd. ⁹⁴	52-000489-6	Ordinary NIS 1	6,500,000	100	100
Ihud Insurance Agencies Ltd.	Migdal Holdings and Management of Insurance Agencies Ltd. ⁹⁵	52-001162-8	Ordinary NIS 0.001	1,499,999	100	100
Hamagen Properties Ltd.	Migdal Insurance Company Ltd. ⁹⁴	52-000489-6	Ordinary NIS 1	6,090,837	100	100
Pel Hamagen House Ltd.	Hamagen Properties Ltd. ⁹⁶	51-093969-7	Ordinary NIS 1	14,066,595	100	100
Shaham Insurance Agency (1977) Ltd.	Migdal Holdings and Management of Insurance Agencies Ltd. ⁹⁵	52-001162-8	Ordinary NIS 1	3,492	100	100
Shaham Insurance Agency (1977) Ltd.	Migdal Holdings and Management of Insurance Agencies Ltd. ⁹⁵	52-001162-8	Preferred shares Class A NIS 0.1	782	43.88	43.88

⁹³ The details are regarding held companies whose activity is material.

⁹⁴ Migdal is a company fully owned by the Company.

⁹⁵ Migdal Agencies is a company fully owned by Migdal.

⁹⁶ Hamagen Properties is a company fully owned by Migdal.

Name of subsidiary/ related company	Name of interested party	Registered company No.	Name of security	No. of shares held as of 10.3.2014	Rate of holding in capital	Rate of holding in voting and right to appoint Directors
Sagi Yogev Life Assurance Agency (1988) Ltd.	Migdal Holdings and Management of Insurance Agencies Ltd. ⁹⁵	52-001162-8	Ordinary NIS 1	1,722	100	100
Sagi Yogev Life Assurance Agency (1988) Ltd.	Migdal Holdings and Management of Insurance Agencies Ltd. ⁹⁵	52-001162-8	Profits NIS 1	2,000	100	100
Mivtach Simon Insurance Agencies Ltd.	Migdal Holdings and Management of Insurance Agencies Ltd. ⁹⁵	52-001162-8	Ordinary NIS 0.001	1,000	100	100
Migdal Makefet Pension and Provident Funds Ltd.	Migdal Insurance Company Ltd. ⁹⁴	52-000489-6	Ordinary NIS 1	2,034	100	100
Migdal Capital Markets (1965) Ltd.	Migdal Trust Funds Ltd. ⁹⁷	51-130366-1	Ordinary NIS 1	33,000	0.4	0.4
Migdal Underwriting and Business Initiative Ltd.	Migdal Capital Markets (1965) Ltd. ⁹⁸	52-003937-1	Ordinary NIS 1	5,001,053	100	100
Migdal Trust Funds Ltd.	Migdal Stock Exchange Services (N.E) Ltd. ⁹⁹	51-285221-1	Ordinary NIS 1	259,518,001	100	100
Migdal Trust Funds Ltd.	Migdal Capital Markets (Management Services) Ltd. ⁹⁹	51-098008-9	Ordinary NIS 1	1	--	--
Migdal Investment Portfolio Management (1998) Ltd.	Migdal Capital Markets (1965) Ltd. ⁹⁸	52-003937-1	Ordinary NIS 1	694,246	100	100
Migdal Investment Portfolio Management (1998) Ltd.	Migdal Capital Markets (Management Services) Ltd. ⁹⁹	51-098008-9	Ordinary NIS 1	1	--	--
Migdal Issuers Ltd.	Migdal Underwriting and Business Initiative Ltd. ¹⁰⁰	51-098780-3	Ordinary NIS 1	100	100	100

⁹⁷ Migdal Trust Funds is fully owned (indirectly) by Migdal Capital Markets.

⁹⁸ Migdal Capital Markets is fully owned by the Company.

⁹⁹ The Company is fully owned by Migdal Capital Markets.

¹⁰⁰ Migdal Underwriting is a company fully owned by Migdal Capital Markets.

Name of subsidiary/ related company	Name of interested party	Registered company No.	Name of security	No. of shares held as of 10.3.2014	Rate of holding in capital	Rate of holding in voting and right to appoint Directors
MCM Alternative Investments Ltd.	Migdal Capital Markets (1965) Ltd. ⁹⁸	51-405073-1	Ordinary NIS 1	100	100	100
Dragon Hedge Funds Management Ltd.	MCM Alternative Investments Ltd. ¹⁰¹	51-375858-1	Ordinary NIS 1	620	70.9	70.9
MGTF Hedge Funds Management Ltd.	MCM Alternative Investments Ltd. ¹⁰¹	51-494240-8	Ordinary NIS 1	1,000	100	100
MGTF Funds Management Ltd.	MCM Alternative Investments Ltd. ¹⁰¹	51-494239-0	Ordinary NIS 1	1,000	100	100
Migdal L.B Ltd.	MCM Alternative Investments Ltd. ¹⁰¹	51-496287-7	Ordinary NIS 1	1,000	100	100
Migdal Capital Markets – Finances Academy Ltd.	Migdal Capital Markets (1965) Ltd. ⁹⁸	52-003937-1	Ordinary NIS 1	1,000	100	1,000
Ramat Aviv Mall Ltd.	Migdal Real Estate Holdings Ltd. ¹⁰²	51-063389-4	Ordinary NIS 0.0001	965,579	26.599	26.599
50 Plus Ltd.	Migdal Health and Quality of Life Ltd. ¹⁰³	51-313729-9	Ordinary NIS 1	9,080	100	100
Club 50 – Organization for 50+ People	50 Plus Ltd. ¹⁰⁴	51-343880-4	Ordinary NIS 0.01	100	100	100
Club 50 Insurance Agency Ltd.	50 Plus Ltd. ¹⁰⁴	51-343880-4	Ordinary NIS 1	120	100	100
Infomed Medical Sites Ltd.	Migdal Health and Quality of Life Ltd. ¹⁰³	51-313729-9	Ordinary NIS 1	1,530	71	71
B-Well Quality of Life Solutions Ltd.	Infomed Medical Sites Ltd. ¹⁰⁵	51-288741-5	Ordinary NIS 1	1,200	71	71

¹⁰¹ MCM is a company fully owned by Migdal Capital Markets.

¹⁰² Migdal Real Estate Holdings is a company fully held by Migdal.

¹⁰³ Migdal Health is a company fully held by the Company.

¹⁰⁴ 50 Plus is a company fully held by Migdal Health.

¹⁰⁵ Infomed is a company fully held by Migdal Health.

Regulation 24a:: Authorized capital, issued capital and convertible securities of the Corporation

Authorized capital as of March 10th, 2014

NIS 15,000,000

Divided into 1,500,000,000 Ordinary NIS 0.01 shares

Issued capital as of March 10th, 2014

NIS 10,538,278.19

Divided into 1,053,827,819 Ordinary NIS 0.01 shares

The Corporation's convertible securities

For details regarding the Corporation's convertible securities see the Company's Immediate Report dated March 2nd, 2014, reference No. 2014-01-002310.

Regulation 24b: The Corporation's shareholders register

For details regarding the Corporation's shareholders register see the Company's Immediate Report dated March 2nd, 2014, reference No. 2014-01-002310.

Regulation 25a Registered address of the Corporation

The Corporation's registered address is 4, Ef'al Street, Kiryat Aryeh, Petach Tikva 4951229, Israel; P.O. Box 3063, Petach Tikva 49130, Israel
 Telephone No. 076-8868962, Facsimile No. 03-9238988.
 E-mail: migdalhold@migdal.co.il

Regulation 26: Directors of the Corporation as of March 18th, 2014

	Shlomo Elishu, CoB	Israel Elishu	Ronit Abramson	Eyal Ben Chelouche
Senior Officer's name:				
ID. No.:	43661602	27768969	54121108	57440638
Date of birth:	18.1.1936	16.5.1970	17.8.1957	15.12.1961
Address for documents:	6, Hadassah Street, Tel Aviv	12, Hish Street, Affeka, Tel Aviv	5, Shimshon Street, Jerusalem	148, Hashaked Street, Moshav Shores
Nationality:	Israeli	Israeli	Israeli	Israeli
Membership in Committees next to the BoD:	No	No	Audit Committee and Compensation Committee	Chairman of the Financial Statements Committee, member of the Audit Committee and the Compensation Committee
External Director:	No	No	No	Yes
Director with accounting and financial skills:	Yes	Yes	No	Yes
Director with expertise in insurance:				Yes
Employee of the Corporation, a subsidiary, a related company or an interested party:	No	No	No	No
Date of taking office as a Director:	29.10.2012	29.10.2012	25.2.2009	10.6.2008
Education and occupation during the past five years, and the Corporations in which he serves as a Director:	Chairman of Shlomo Elishu Holdings Ltd. and subsidiaries, Elishu Insurance Company Ltd, Director, entrepreneur and partner in Gan Hair Project Ltd. and subsidiaries and a partner in the control core in Union Bank. Director and Chairman of the Committee for the Preparation Towards Solvency II in Migdal Insurance Company Ltd. CoB of Migdal Claims Management Ltd and a director in Migdal Holdings and Management of Insurance Agencies Ltd. He served as the CoB of Migdal Insurance Company Ltd. until December 31 st , 2013.	B.A in Cinema and Television and Economy (Tel Aviv University), graduated courses for Executives, specialization in negotiations, mergers and acquisitions and family businesses (INSEAD), Director and CEO in Shlomo Elishu Holdings Ltd., Director in subsidiaries of Shlomo Elishu Holdings Ltd., Elishu Insurance Company Ltd. and subsidiaries and Migdal Insurance Company Ltd., Chairman of the Board of Migdal Capital Markets (1965) Ltd., Chairman of the Nostro Investments Committee in Elishu Insurance Company Ltd. and Migdal Insurance Company Ltd.	LL. B. (the Hebrew University), lawyer regarding business issues and Companies Laws. Director and member in Migdal Insurance Company Ltd.'s Audit Committee, Director and Chairman of Migdal Capital Markets (1965) Ltd.'s Audit Committee, External Director in Carmel Olefins Ltd., member of the Executive Committee of Jerusalem Fund and Shiluv Institute for Family and Couple therapy, and member of the Trustees Board of Beit Berl Academic College (registered association).	B.A. in Economics and Statistics, M.A. in Economics, (the Hebrew University). Member of the Investment Committee in Old Mivtachim Construction Workers Pension Fund, Hadassah Fund and Egged Fund, Chairman of the Investments Committee of Lawyers' Fund Under Special Administration, Director in Matrix-IT Ltd., Karnit Fund for the Compensation of Road Accident Casualties, Sapiens International Corporation N.V., Arcana Ltd. and BlueSky Energy Ltd. and their subsidiaries. External Director, Chairman of the Financial Statements Committee, member of the Audit Committee, Nostro Investments Committee and the Committee for the Deployment Towards Solvency II in Migdal Insurance Company.
Member of the family of another interested party in the Corporation	Yes, the father of Mr. Israel Elishu, a Director in the Corporation, and Ofer Elishu, Executive in the Corporation			

Regulation 26: Directors of the Corporation as of March 18th, 2014

	Yigal Bar Yossef	Jacob Dannon	Dr. Gabriel Picker
Senior Officer's name:			
ID. No.:	1543198	969014	05049302
Date of birth:	6.3.1947	11.1.1946	30.1.1950
Address for documents:	3, Adam Ha'Cohen Street, Tel Aviv	279, Ha'agam Street, Beit Zayit	32, Har Miron Street, Mevaseret Zion
Nationality:	Israeli	Israeli	Israeli
Membership in Committees next to the BoD:	Chairman of the Audit Committee, member of the Financial Statements Committee and the Compensation Committee	Chairman of the Compensation Committee, member of the Audit Committee and the Financial Statements Committee	No
External Director:	Yes	Yes	No
Director with accounting and financial skills:	Yes	Yes	No
Director with expertise in insurance:	Yes	No	No
Employee of the Corporation, a subsidiary, a related company or an interested party:	No	No	No
Date of taking office as a Director:	5.9.2007	5.10.2008	12.11.2013
Education and occupation during the past five years, and the Corporations in which he serves as a Director:	MBA (the Hebrew University). Director in Tidhar Investments Ltd. Member of the Board of Trustees of the Branco Weiss Institute for the Development of Thinking. General Manager in Globalism Ltd., External Director, Chairman of the Audit Committee, member of the Financial Statements Committee, Nostro Investments Committee and the Committee for the Preparation Towards Solvency II in Migdal Insurance Company Ltd.	B.A. in Economics MBA (the Hebrew University). External Director and member of the Audit Committee and Financial Statements Committee in Migdal Insurance Company Ltd., Chairman of the Audit Committee in the National Library Ltd. (a company for the public's benefit), Director in Malam-Team Ltd. and consultant to companies and organizations.	Dentist, D.M.D (the Hebrew University and Hadassah Jerusalem). Consultant regarding health and dental care insurance – trusted physician. Director in Migdal Insurance Company Ltd., Eliahu Insurance Company Ltd, the Israel Philharmonic Orchestra Foundation, associations in Heseq Fund Association, Infomed Medical Sites Ltd., B-Well Quality of Life Solutions Ltd., the Association of the Israeli Center for International Migration and Absorption, ICC Israel, the Thirteenth Way Ltd., Picker Fund and the Public Committee of the Kol Hamusica Festival in the Upper Galilee.
Member of the family of another interested party in the Corporation	No	No	No

Directors whose office ended during the reported period and thereafter, up to the publication date:

Name	ID. No.	Beginning of office	End of office
Ran Croll	50417245	6.11.2002	16.7.2013
Aharon Fogel	10176485	24.8.2000	30.9.2013
Ofer Eliahu	55444699	29.10.2012	7.10.2013
Samuel PENCHAS	6116891	27.8.2002	12.11.2013
Dan SUESSKIND	175810	6.11.2002	12.11.2013
Herzl Shalem	8429383	24.6.2008	12.11.2013
Moshe Habbah	46096988	30.7.2009	12.11.2013

Regulation 26a: Senior Officers of the Corporation as of March 18th, 2014 ¹⁰⁶

Senior Officer's name:	Anath Levin	Ofer Eliahu	Eran Czerninski
ID. No.:	69420867	55444699	57693236
Date of birth:	13.5.1963	28.8.1958	20.6.1962
Position held in the Corporation: Office held in a subsidiary or related company of the Corporation or in an interested party therein:	Company CEO CoB of Migdal Insurance Company Ltd., a subsidiary of the Corporation, Director in Migdal Capital Markets (1965) Ltd., a subsidiary of the Corporation	No position held in the Corporation CEO and the Head of Customers, Service and Distribution Channels Division of Migdal Insurance Company Ltd., a subsidiary of the Corporation, CoB of Sagi Yogeve Insurance Agencies (1988) Ltd., Director in Migdal Health and Quality of Life Ltd., in Migdal Claims Management Ltd., Migdal Holdings and Management of Insurance Agencies Ltd., Inud Insurance Agencies Net Ltd. and Shaham Insurance Agencies (1977) Ltd.	Company CFO Finance and Actuary Division Manager in Migdal Insurance Company Ltd., a subsidiary of the Corporation, CEO and CFO in Migdal Holdings and Management of Insurance Agencies Ltd. CFO and Director in Migdal Eshkol Finansim Ltd., Migdal Credit Services Ltd. and Migdal Leasing Ltd. Director in Migdal Real Estate Holdings Ltd., Hamagen Properties Ltd., Pel-Hamagen House Ltd., Migdal Technologies Ltd., Migdal Insurance and Capital Raising Ltd., Mivtach Simon Insurance Agencies Management Ltd. and Migdal Management Services Ltd.
Is he/she an interested party of the Corporation or member of the family of another senior officer or interested party:	No	Yes, the son of Mr. Shlomo Eliahu, the Corporation's CoB, and the brother of Mr. Israel Eliahu, a Director in the Corporation.	No
Education and business experience in the last five years:	B.A in Economics and Business Administration, (the Hebrew University), MBA (the Hebrew University). A member of the Executive Committee of Tel Aviv University, of the Advisory Committee of the Israeli Economic Council next to the Prime Minister's Office, of the Arison Think Tank that serves as the Advisory Committee to the Arison School of Business in IDC Herzliya and of the Advisory Committee for Master's Degree studies in Financial Economy in IDC. She served as Deputy to CEO and Manager of the Financial Markets Division in Bank HaPoalim Ltd. until November 30 th , 2013, and previously, she served as Deputy to CEO and Head of the Investments and Credit Discipline in Migdal Insurance Company Ltd., until May 15 th , 2010.	Specialization in General Insurance Studies in the Insurance College, 2-year program. Director in Eliahu Insurance Company Ltd. and subsidiaries, in Shlomo Eliahu Holdings Ltd. and subsidiaries, in Gan Ha'ir Project Ltd. and subsidiaries, Chairman of Research Fund regarding Insurance next to the Insurance Companies Association, registered association, and Chairman of the Insurance Companies Association in Israel. He served as a Director in the Company until October 7 th , 2013, he served as the CEO of Eliahu Insurance Company Ltd. until December 31 st , 2013, he served as the Manager of General Insurance and Reinsurance Business Division in Migdal Insurance until July 14 th , 2013, and since July 15 th , 2013 he serves as Head of Customers, Service and Distribution Channels Division.	B.A in Economics and Accounting (Tel Aviv University), CPA, a member in the professional committee of the Institute of Certified Public Accountants in Israel. Previously Chief Comptroller of the Company and Migdal Insurance Company Ltd. until March 31 st , 2009.
Date of taking office:	1.2.2014	11.2.2014	1.4.2009

¹⁰⁶ Since 2010 the Company classifies managers in the Company and in the Group's institutional entities with the title "Assistant to CEO" and who report directly to the CEO as "Senior Officers" pursuant to the Companies Law. Also, the classification includes managers who fulfill roles that as per their content and essence, including regarding institutional entities in consolidated companies as per the legislative arrangement that applies to them, roles that require subordination to the CEO or regarding which there are regulatory provisions testifying that they hold a position who, from the material aspect, are "Senior Officers". On the other hand, managers with the title "Assistant to the CEO" but who do not actually report to the CEO, and whose position does not match the title in its content and essence, are no longer perceived as "Senior Officers" by the Company pursuant to the Companies Law, in light of the examination of the content and essence attached to the types of positions in which these managers serve. There is no change in the managers included under "Senior Officers of the Corporation" as detailed in this Regulation, due to the above mentioned change in classification.

Regulation 26a: Senior Officers of the Corporation as of March 18th, 2014 ¹⁰⁶

Senior Officer's name:	Gil Yaniv	Shay Basson	Gideon Rozolio
ID. No.:	58451170	22091581	030250567
Date of birth:	16.11.1963	5.10.1965	20.8.1949
Position held in the Corporation:	No position held in the Corporation	No position held in the Corporation	No position held in the Corporation
Office held in a subsidiary or related company of the Corporation or in an interested party therein:	Head of LTS, Health and Quality of Life Businesses Division, and Strategy Discipline Manager in Migdal Insurance Company Ltd., a subsidiary of the Corporation, CEO of Migdal Health and Quality of Life Ltd, CoB of Migdal Technologies Ltd, B-Diyuk - Implementation, Operation and Control Insurance Agency (2000) Ltd., Mivtach Simon Insurance Agencies Ltd., Migdal Management Services Ltd. and Pilat – Hi Capital Ltd, Director in Migdal Holdings and Management of Insurance Agencies Ltd., Migdal Claims Management Ltd., 50 Plus Ltd, Infomed Medical Sites Ltd. and B-Well Quality of Life Solutions Ltd.	Technology and Resources Division, Manager, in charge of information security, Manager of IT and Business Continuity in Migdal Insurance Ltd., a subsidiary of the Corporation and in Migdal Makefet and Yozma, CEO of Migdal Technologies Ltd., a subsidiary of Migdal Insurance and Director in Mivtach Simon Insurance Agencies Ltd. and B-Diyuk Pension Arrangements Operation Insurance Agency (2000) Ltd.	Head of the General Insurance and Reinsurance Division in Migdal Insurance Company, Ltd., a subsidiary of the Corporation, CEO of Migdal Claims Management Ltd. and a Director in Data-Car Israel Ltd.
Is he/she an interested party of the Corporation or member of the family of another senior officer or interested party:	No	No	No
Education and business experience in the last five years:	B.A in Economics (Haifa University), MBA (Tel Aviv University). He served as the Head of Headquarters and Cross-Organization Resources Division in Migdal Insurance Company Ltd. until May 31 st , 2010.	B.A in Economics and Computer Sciences (Tel Aviv University), MBA (Tel Aviv University), M.A in Social Sciences (Haifa University), National Security (Haifa University). He served as Senior Assistant and Director in subsidiaries of Malam Systems until April 2010.	B.Sc. in Industrial Engineering and Management (Technion, Haifa). He served as the Reinsurance Discipline Manager until June 30 th , 2013, and previously, Head of the General Insurance and Reinsurance Division up to December 31 st , 2012, and previously, as Deputy to Migdal Claims Management Ltd.'s CEO until December 31 st , 2011.
Date of taking office:	1.6.2010	1.5.2010	1.7.2013

Regulation 26a: Senior Officers of the Corporation as of March 18th, 2014 ¹⁰⁶

Senior Officer's name:	Ilana Bar	Tali Cassif	Michal Leshem	Bezalel Zucker
ID. No.:	22190839	54677836	27862721	50671627
Date of birth:	7.11.1965	13.2.1957	30.7.1970	24.4.1951
Position held in the Corporation:	Company legal counsel	Company secretary	Company Internal Auditor	No position held in the Corporation
Office held in a subsidiary or related company of the Corporation or in an interested party therein:	Legal Counsel of Migdal Insurance Company Ltd., a subsidiary of the Corporation, and of Migdal Makefet and other companies in Migdal Insurance Group	Company secretary of Migdal Insurance Company Ltd., a subsidiary of the Corporation, of Migdal Health and Quality of Life Ltd. and other companies in Migdal Insurance Group.	Internal Auditor of Migdal Insurance Company Ltd, a subsidiary of the Corporation	CEO of Migdal Makefet Pension and Provident Funds Ltd. and Yozma Pension Fund for Self-Employed Ltd., subsidiaries of Migdal Insurance Company Ltd, a subsidiary of the Corporation, Director in Migdal Technologies Ltd.
Is he/she an interested party of the Corporation or member of the family of another senior officer or interested party:	No	No	No	No
Education and business experience in the last five years:	LL. B (Bar-Ilan University) and LL.M (Harvard University, U.S.A.). A lawyer	LL.B (Tel Aviv University). A lawyer.	MBA (the College of Administration), CPA (the College of Administration). She serves as an External Director in Matrix IT Ltd. She served as the Company's and Migdal Insurance's Head of SOX 404, Group Enforcement, Strategy, Business Development and Control Discipline until January 31 st , 2014,	CLU (Insurance College), Life Assurance Studies (Insurance College).
Date of taking office:	10.7.2001	18.3.1991	1.2.2014	CEO of Migdal Makefet Pension and Provident Funds Ltd. – 9.2.2009. CEO of Yozma Pension Fund for Self-Employed Ltd. – 1.12.2006

Regulation 26a: Senior Officers of the Corporation as of March 18th, 2014 ¹⁰⁶

Senior Officer's name:	Ronen Torem	Limor Dannah	Omer Kreizel ¹⁰⁷	Amos Rokach
ID. No.:	58890138	27392760	24342032	58456906
Date of birth:	3.9.1964	2.2.1975	2.4.1969	23.1.1964
Position held in the Corporation:	No position held in the Corporation	No position held in the Corporation	No position held in the Corporation	No position held in the Corporation
Office held in a subsidiary or related company of the Corporation or in an interested party therein:	CEO of Migdal Capital Markets (1965) Ltd. a subsidiary of the Corporation, CoB of Migdal Stock Exchange Services Ltd., Migdal Trust Funds Ltd., MCM Alternative Investments Ltd., Migdal Capital Markets (Management Services) Ltd., Director in Migdal Investment Portfolio Management Ltd., Migdal Capital Markets - Finance Academy Ltd. and Migdal L.B Ltd.	CIO of Real Investments, PE Activity, Credit and Nostro of Migdal Insurance Company Ltd., a subsidiary of the Corporation and companies in Migdal Group. Director in Migdal Real Estate Holdings Ltd., Hamagen Properties Ltd., Pel-Hamagen House Ltd., Migdal Eshkol Finansim Group Ltd., Migdal Credit Services Ltd, Migdal Leasing Ltd. and Migdal Insurance Capital Raising Ltd.	CIO of Members' Investments, Real Estate and Hedge Funds Investments Discipline of Migdal Insurance Company Ltd., a subsidiary of the Corporation and of Migdal Group's institutional entities. Director in Migdal Real Estate Holdings Ltd., Hamagen Properties Ltd., Pel-Hamagen House Ltd., Ramat Aviv Mall Ltd., the Company for the Development of Yefe Nof - Haifa Ltd., Aviv Mall - Management and Holding Ltd., IA Israel America Investments Ltd. and Panorama Center Services Ltd.	CEO of Mivtach Simon Insurance Agencies Ltd., a sub-subsubsidiary of Migdal Insurance Ltd., Ltd., a subsidiary of the Corporation, Director in Amir Aloni Life Assurance Agency (1994) Ltd., Yevulim Financial and Business Consultants Ltd, and Eli Erlich Insurance Services (1999) Ltd.
Is he/she an interested party of the Corporation or member of the family of another senior officer or interested party:	No	No	No	No
Education and business experience in the last five years:	B.A in Economics and Business Administration (Haifa University).	B.A. in Economics and Management (Tel Aviv College of Management), she served as Migdal Insurance Company Ltd.'s Nostro Discipline Manager until May 25 th , 2010.	B.A in Economics (Haifa University). He served as the CIO of Members' Investments Discipline in Migdal Insurance until May 25 th , 2010.	B.A in Economics (the Hebrew University). He served as the Agencies District Manager in Migdal Insurance Company Ltd. until December 31 st , 2012.
Date of taking office:	13.12.2006	25.5.2010	25.5.2010	1.1.2013

¹⁰⁷ On March 2nd, 2014, Mr. Kreizel announced his resignation from Migdal Insurance Company, a subsidiary of the Corporation and of institutional entities in Migdal Group. There is still no termination date.

Regulation 26a: Senior Officers of the Corporation as of March 18th, 2014 ¹⁰⁶

Senior Officer's name:	Itzhak Ben Menachem	Leybush Ulman	Assaf Ahkenazi
ID. No.:	23643836	16020752	38290698
Date of birth:	20.4.1968	27.2/1955	18.1.1976
Position held in the Corporation:	Company Risk Manager	No position held in the Corporation	No position held in the Corporation
Office held in a subsidiary or related company of the Corporation or in an interested party therein:	Risk Manager in Migdal Insurance Company Ltd. and additional companies in Migdal Insurance Group.	Chief actuary and appointed life assurance actuary in Migdal Insurance Company Ltd., a subsidiary of the Corporation.	Headquarters Manager, Head of Enforcement and Service Manager in Migdal Insurance Ltd., a subsidiary of the Corporation, and Service Manager in Makefet and Yozma.
Is he/she an interested party of the Corporation or member of the family of another senior officer or interested party:	No	No	No
Education and business experience in the last five years:	B.A in Economics and Statistics (the Hebrew University), M.A in Economics and MBA (the Hebrew University), until October 1 st , 2013 he served as Research VP in the Company.	Ph. D. in Actuarial Studies (University of Basle, Switzerland), M.A in Actuarial Studies (University of Basle, Switzerland), B.A in Mathematics and Statistics and Operations Research (University of Basle, Switzerland).	B.A in Industrial Engineering and Management (the Technion), MBA (Ben Gurion University) and LL.M (Bar Ilan University). He served as the Manager of Insurance Businesses and Distribution Headquarters in Migdal Insurance until February 24 th , 2014, and as the General Insurance Discipline Headquarters Manager in Migdal Insurance until May 31 st , 2013 and as Assistant to CEO and O&S Department, Regulation and Sox Manager and Compliance Officer in Eliahu Insurance Company Ltd. until December 31 st , 2012.
Date of taking office:	1.10.2013	1.12.2006	24.2.2014

Senior Officers whose office ended during the reported period and thereafter, up to the publication date:

Name	ID. No.	Beginning of office	End of office
Amir Shelah	55403950	1.1.2012	1.1.2013
Doron Sapir	56614688	1.6.2010	13.1.2013
Moshe Tamir	25108374	15.5.2006	31.3.2013
Shlomo Handel	77041739	1.3.2000	1.4.2013
Arik Yogev	51169605	1.1.2011	15.7.2013
Itamar Farbstein	58699075	1.2.2012	9.9.2013
Hava Salomon	9364670	1.5.2006	1.10.2013
Sigalit Raz	22843908	1.7.2011	20.11.2013
Yonel Cohen	14963268	15.6.2008	31.12.2013
Osnat Manor-Zisman	23096233	1.4.2013	31.1.2014

Regulation 26b: The signatories of the Corporation

The Corporation does not have independent signatories.

Regulation 27: The Auditors of the Corporation

Somekh Chaikin Accountants, 17, Ha'arba'a Street, Tel Aviv.

Kost, Forer Gabbay & Kasierer Accountants, 3, Aminadav Street, Tel Aviv.

Regulation 28: Amendments in Memorandum or in Articles of Association

None.

Regulation 29: Recommendations and Resolutions of the Board of Directors

(a) The recommendations of the Board of Directors to the General Meeting and their resolutions which do not require the approval of the General Meeting regarding:

(Regarding the BoD recommendations to the General Meeting, see details of the extraordinary General Meeting resolutions in (c) below):

1. Paying dividend (interim and final) and distribution of bonus shares: Yes
 - 25.4.2013
 - To approve the declaration of a dividend distribution of NIS 200 million, to be distributed on June 12th, 2013. The X-day will be May 29th, 2013. The distribution is from the surpluses accrued in the Company. The resolution requires the approval of the Company's General Meeting.
 - 30.9.2013
 - To approve the declaration of a dividend distribution of NIS 200 million, to be distributed on November 18th, 2013. The X-day will be November 4th, 2013. The distribution is from the surpluses accrued in the Company. The resolution requires the approval of the Company's General Meeting.
2. Changes in the Corporation's authorized or issued capital: None.
3. Changing the Corporation's memorandum or Articles of Association: None.
4. Redemption of shares: None.
5. Early redemption of bonds: None.
6. A transaction not according to the market conditions between the Corporation and an interested party therein: None. (See Note 38 to the FS regarding the absorption of new business of Eliahu Insurance Company Ltd. in Migdal Insurance Ltd., pursuant to Regulation 1 (5) to the Relief Regulations).

(b) Resolutions of the Extraordinary General Meeting regarding the issues detailed above that were made not pursuant to the BoD's recommendation: Yes.

- 6.3.2013 Not to approve the payment of NIS 70,760 (including VAT) to the Director Mr. Dan Suesskind, as an enhancement to the Directors' fees paid to him in respect of his office as a Director in 2011, in respect of his office on behalf of the Company in the BoD of a subsidiary and in Investments Committees of companies held by the Company in 2011.
- 6.3.2013 Not to approve the terms of employment of Mr. Ofer Eliahu, the son of Mr. Shlomo Eliahu, the Company's controlling shareholder, as Deputy to CEO, General and Reinsurance Businesses Division Manager in Migdal, at 90% position, including – a monthly salary of NIS 85,500, CPI-linked and ancillaries (recuperation pay, annual leave, sick leave, car maintenance, expense reimbursement, provisions for managers' insurance and/or pension fund, PHI insurance and adaptation remuneration).

(c) Resolutions of special General Meetings:

- 6.3.2013
- To approve the appointments of Messrs. Shlomo Eliahu, Ofer Eliahu and Israel Eliahu ("the new Directors") as Directors in the Company. It should be noted that the new Directors announced that they would serve in the Company's BoD without remuneration.
 - Not to approve the payment of NIS 70,760 (including VAT) to the Director Mr. Dan Suesskind, as an enhancement to the Directors' fees paid to him in respect of his office as a Director in 2011, in respect of his office on behalf of the Company in the BoD of a subsidiary and in Investments Committees of companies held by the Company in 2011.
 - Not to approve the terms of employment of Mr. Ofer Eliahu, the son of Mr. Shlomo Eliahu, the Company's controlling shareholder, as Deputy to CEO, General and Reinsurance Businesses Division Manager in Migdal, at 90% position, including – a monthly salary of NIS 85,500, CPI-linked and ancillaries (recuperation pay, annual leave, sick leave, car maintenance, expense reimbursement, provisions for managers' insurance and/or pension fund, PHI insurance and adaptation remuneration).
 - To approve the terms of employment of Mr. Eliahu Eliahu, the brother of Mr. Shlomo Eliahu, the Company's controlling shareholder, as the General Insurance Businesses manager in the Central District in Migdal, including - a monthly salary of NIS 50,000 and ancillaries (recuperation pay, annual leave, sick leave, car maintenance, expense reimbursement, provisions for managers' insurance and/or pension fund, PHI insurance and provisions to an educational fund). It should be noted that Mr. Eliahu Eliahu serves in his position free of charge starting from January 1st, 2013. His terms of employment are approved for the period from that date and onwards.
- 23.4.2013
- To approve for the CoB, Mr. Aharon Fogel, the part in the grant in respect of the judgment component for 2012 annual grant, in the amount of NIS 398,551 within the Company's 2012 short term remuneration plan.
 - To approve for the CEO, Mr. Yonel Cohen, the part in the grant in respect of the judgment component for 2012 annual grant, in the amount of NIS 786,219 within the Company's 2012 short term remuneration plan.
 - To approve the extension of the Company's engagement in a D & O liability insurance policy by another 4 months, such that the policies shall expire on July 31st, 2013 with an additional premium of USD 166,647.
- 21.5.2013
- To approve the distribution of a dividend of NIS 200 million, which, as of the date of the BoD resolution, constitute NIS 0.18 per share and 1898.248116% of the Company's issued and paid-up capital. The dividend will be paid to the Company shareholders who will be registered in the Company shareholders register by the end of the effective day (May 29th, 2013), which as per the TASE provisions, shall also be the X day. The payment will be made on June 12th, 2013.

- 2.7.2013
- To approve a framework for Migdal's engagements with Generali Group in facultative treaties in the area of general insurance starting from July 2013 till December 31st, 2014, pursuant to the conditions specified in the Company's Immediate Report dated May 28th, 2013, Reference No. 2013-01-075304, which is an integral part of the Minutes.
- 3.9.2013
- To approve the appointment of Mr. Yigal Bar Yossef for another tenure of three years starting on September 5th, 2013 as an External Director in the Company pursuant to the provisions of Clause 245 to the Companies Law.
 - To approve the appointment of Mr. Shlomo Eliahu as the Company's CoB starting on October 1st, 2013.
- 12.9.2013
- To approve the Company's remuneration policy as per its significance in Clause 267a (b) to the Companies Law.
 - To approve an annual grant in respect of 2013 for the Company's CEO, Mr. Yonel Cohen, whose amount shall be determined as per the conditions set forth in Clause 3.3 to the General Meeting invitation, and which shall not exceed the maximum amount of NIS 3,000,000.
- 30.9.2013
- To approve an engagement in the consideration agreement between a subsidiary of the Company – Migdal Insurance Company Ltd., and the Company's controlling shareholder – Eliahu Insurance Company Ltd. in an agreement for the absorption of Eliahu's general insurance new policies in effect from 2013 by Migdal, in consideration of NIS 260 million.
- 10.10.2013
- To approve the payment of an annual grant for the CoB, Mr. Aharon Fogel, who terminated his office on September 30th, 2013 (hereinafter: "CoB") in respect of 2013, pro rata to the period in which he served in that year, in the amount of NIS 787,500.
- 27.10.2013
- To approve the distribution of a dividend of NIS 200 million, which, as of the date of the BoD resolution, constitute NIS 0.18 per share and 1898.234254% of the Company's issued and paid-up capital. The dividend will be paid to the Company shareholders who will be registered in the Company shareholders register by the end of the effective day (November 4th, 2013), which as per the TASE provisions, shall also be the X day. The payment will be made on November 18th, 2013.

Regulation 29a: The Corporation's Resolutions

1. Approval of activities as per clause 255 to the Companies Law: None.
2. Action as per clause 254 (a) to the Companies Law which was not approved: None.
3. Extraordinary transactions requiring special approvals as per clause 270 (1) to the Companies Law:
 - On January 1st, 2013 the Company BoD decided to approve the engagement of the sub-subsidiary, Migdal Makefet Pension and Provident Funds Ltd. ("Makefet") with Leumi Capital Markets Services Ltd. ("Bank Leumi"), in an agreement for receiving operation services for all provident and educational funds managed by Makefet. At the time of the approval, Mr. Shlomo Eliahu's holdings in Bank Leumi, directly and indirectly (excluding Migdal Group holdings in Bank Leumi), were about 8.5%, and accordingly, he was perceived as having a "personal interest" in engagements with Bank Leumi. Furthermore, Mr. Shlomo Eliahu serves in the Company's BoD. The engagement in the agreement is during the Company's ordinary course of business, in market conditions and for the Company's benefit. However, for the sake of caution only, the engagement was classified as material, therefore as an "extraordinary transaction".
 - On May 28th, 2013, the Company's BoD decided to approve the transaction for the acquisition of 20% of Edgar Polin shares. The transaction was brought to the approval of the Audit Committee and the BoD for the sake of caution, since Mr. Jonathan Ironi, Migdal Group's Credit Committee Chairman, served as an External Director in Edgar Investments. The transaction is during the Company's ordinary course of business, is not material, but since there are no similar transactions on the market, it is impossible to compare the investment terms, therefore it is impossible to determine that it is in market conditions. In light of the above, the transaction was approved as an extraordinary transaction, thus it was brought to the BoD as well for approval, pursuant to Clauses 270 (1) and 277 to the Companies Law.
 - On December 26th, 2013 the Company BoD decided to approve the engagement of the Company with Comtec in an agreement for the acquisition of a software for the management of marine insurance. The transaction was brought for approval because Mr. Jacob Dannon, an External Director in the Company and in the subsidiary, Migdal Insurance, also serves as an External Director in Malam-Team, Comtec's parent company, with which the engagement was signed. The transaction is in the ordinary course of business and not material, but it was brought to the BoD for approval as an extraordinary transaction, since this is a unique product on the IT market, which, as of the date upon which the transaction was carried out, existed only at Comtec, therefore it is impossible to examine the transaction's market conditions.
4. A release, insurance or obligation to indemnify Senior Officers effective on the Report's date:
 - 1) **Letters of indemnification until 2006**
 - a. The Company gave letters of indemnification to Senior Officers of investee companies and other Corporations in which they serve in their capacity as Senior Officers in the consolidated company as well as to a few employees in the Group, according to which Migdal will indemnify them, in the scope, limits and circumstances detailed in the letters of indemnification, in respect of a financial liability that will be imposed on them, in connection with any actions carried out as Senior Officers of the said Corporations, or in respect of actions detailed in the letters of indemnification.
 - b. The Company gave letters of exemption to Senior Officers of investee companies and other Corporations in which they serve in their capacity as Senior Officers in Migdal Insurance Company Ltd., a subsidiary of the Company (hereinafter: "Migdal") and in subsidiaries of Migdal, according to which, the Company waived claims against Senior Officers, to the extent and under the circumstances and restrictions specified in the letters of waiver, in connection with any actions and/or omissions carried out as Senior Officers of the said Corporations.

- c. The Company gave letters of indemnification to Senior Officers of Migdal, of Migdal's subsidiaries and of investee companies, according to which it will indemnify them to the extent, under the circumstances and restrictions specified in the letters of indemnification, in respect of financial liabilities which may be imposed on them in connection with the following:
- (1) The prospectus of the Company from 1996.
 - (2) Obligations of the Company and/or companies of the Migdal Group in respect of the Company being a company whose shares are held by the public and listed for trading on the Stock Exchange, only insofar as the obligation to indemnify will apply solely to liabilities resulting from activities carried out during a period of up to one year from the date of the prospectus.
- d. The Company gave letters of waiver and a commitment to dismiss claims to Senior Officers of Corporations owned by Migdal Group, according to which, the Company waived all claims against such Senior Officers, to the extent and under the circumstances and restrictions specified in the letters of exemption, in connection with any actions and/or omissions carried out as Senior Officers of any of the Corporations, including an action related with any of the following areas:
- (1) The prospectus of the Company from 1996.
 - (2) Obligations of the Corporation in respect of the Company being a company whose shares are held by the public and listed for trading on the Stock Exchange. Furthermore, the Company undertook, under the circumstances and restrictions specified in the letters of exemption and commitment, to dismiss any claim it filed against the Corporations or any of them, if resulting from such a claim, Senior Officers will be sued by any of the Corporations in a claim which will not be dismissed in limine.

2) Letters of exemption and indemnification given in 2006

- e. In November 2006, the extraordinary General Meeting of the Company resolved to release Senior Officers of the Company from responsibility and undertook to indemnify them.

Subsequently, the Company informed the Senior Officers of the following:

Undertaking for exemption – the Company exempts the Senior Officers in the Company of any liability towards it, as much as this is allowed by the law, for any damage that was incurred and/or will be incurred, if it was incurred and/or will be incurred due to a breach of the duty of care of the Senior Officers in acting in good faith by virtue of being Senior Officers in the Company and/or in another company in Migdal Group and/or as a representative of the Company and as per its request in another corporation in which the Company holds rights, directly or indirectly, or is an interested party (hereinafter: “the other company”) as detailed in the exemption and indemnification letter given to the Senior Officers.

Undertaking for indemnification - the Company undertakes in advance to indemnify the Senior Officers in the Company, including Senior Officers in the other company as per the wording of the exemption and indemnification letter given to the Senior Officers. As per the indemnification letter and subject to the provisions of the law, the Company will undertake to indemnify the Senior Officers for any liability or expense as detailed in the indemnification letter that will be imposed on them or will be incurred due to activities they performed (including activities prior to the date of the indemnification warrant) and/or that will be performed by virtue of them being Senior Officers in the Company and/or other company, as long as the activities are related, directly or indirectly, to one or more of the types of events detailed in the addendum to the indemnification letter, and as long as the maximum total aggregate amount of indemnification in respect of Clause 2.1.1 to the indemnification letter that will be paid by the Company to all the Senior Officers in

aggregate as per all the indemnification letters that were issued and/or will be issued by the Company shall not exceed an aggregate amount that equals 25% of the Company's equity (consolidated) as per the Company's last annual consolidated Financial Statements before actually granting the indemnification, for each of the Senior Officers and jointly, for a single event and in aggregate, in addition to the amounts that will be received from the insurance company, if they are received, within the insurance acquired by the Company.

3) Limiting the exemption from liability and undertaking for indemnification given in 2011

In November 2011 the Company's Audit Committee decided to limit by November 30th, 2020 the period of events in which the existing exemption and indemnification arrangements in the Company shall apply, provided they are not replaced by other arrangements, as well the letters of exemption or indemnifications that will be given from time to time by the Company as per the existing exemption and indemnification arrangements in the Company, regarding Senior Officers in the Company that the controlling shareholder in the Company may be perceived as having a personal interest in giving the exemption and indemnification letters to them, serving or who would serve from time to time, see the Company's Immediate Report issued on November 29th, 2011 (Reference No. 2011-01-344328).

4) Updated letters of indemnification given in 2012

On February 7th, 2012, the Company's General Meeting approved:

- Granting updated letters of indemnification to Directors serving in the Company upon the approval date, and as appointed from time to time. The update of existing letters of indemnification includes, inter alia, reference to the following main issues:
 - a. An undertaking to indemnify in advance in respect of a financial liability imposed on the Senior Officer for paying to victims of a violation in an administrative procedure, as well as expenses incurred by a Senior Officer in relation to an administrative procedure in his/her respect, including reasonable litigation fees, including legal fees, all subject to the coming into effect of the Administrative Enforcement Law and the Amendment to the Securities Law – 1968 ("Securities Law"), and as per the Increase in Enforcement in the Capital Market Law (Legislative Amendments), 2011.
 - b. The maximum indemnification amount that will be paid to Senior Officers in the entire Migdal Group, within all letters of indemnification that were issued and will be issued from time to time, has not changed, however it was amended not to exceed the amount that equals 25% of the Company's equity (consolidated) as per the last Financial Statements published by the Company before the actual date of indemnification (instead of setting forth that it should be as per the last annual reports published by the Company before the actual date of indemnification).
 - c. There was a clarification that the undertaking for indemnification also applies to other positions held by the owner of the letter of indemnification in Migdal Group Corporations and/or in another Corporation in which he/she serves on behalf of Migdal Group.
 - d. There was a clarification that the undertaking for indemnification applies to events that occurred in Israel as well as events that occurred outside of Israel.

Furthermore, in light of the developments in the business environment in which the Company operates and in the regulation that applies to it, the list of events in respect of which the Company may give an undertaking for indemnification was expanded, such that it includes, inter alia, reference to the following events: risk management,

investments policy, SOX procedures and controls, the preparation of financial reports and other reports and the management of customers' monies.

The provisions of the updated letters of indemnification shall apply, subject to the provisions of the Law, also to actions made prior to their amendment.

- To grant updated letters of indemnification for Senior Officers in the Company, in whose indemnification the controlling shareholder may have personal interest, as set forth below, as appointed from time to time ("certain Senior Officers"). The updated letters of indemnification that will be granted to the certain Senior Officers are identical to the letters of indemnification that will be granted to Directors, whose version is attached. The provisions of the updated letters of indemnification that will be granted to the certain Senior Officers shall apply, subject to the provisions of the Law, also to actions made prior to their amendment.
- It should be noted that the granting of letters of indemnification to senior Officers serving in the Company, and they are the controlling shareholder and/or other Senior Officers in which the controlling shareholder has a personal interest (Shlomo Eliahu and his relatives serving in the Company as Senior Officers, Ofer Eliahu and Israel Eliahu) have not been brought for approval, and therefore as of the date of the Report, they do not yet have a letter of indemnification from the Company.

For additional information regarding these letters of indemnification, see the Company's Immediate Report dated December 28th, 2011, Reference No. 2011-01-378141, Immediate Report issued on February 2nd, 2012, Reference No. 2012-01-032109, and Immediate Report dated February 7th, 2012, Reference No. 2012-01-036555.

5) Senior Officers insurance

- a. On April 24th, 2012, the extraordinary General Meeting of the Company approved the Company's engagement in D & O insurance policies for all the Senior Officers in the Company, in subsidiaries and related companies of the Company, as they are from time to time, for the period from April 1st, 2012 till March 31st, 2013 with a liability limit of USD 100 million per event and for the period. The total Group premium is USD 447,225.
- b. On April 23rd, 2013, the extraordinary General Meeting of the Company approved the extension of the Company's engagement period in D & O insurance policies by another 4 months, such that the policies shall expire on July 31st, 2013, with an additional premium of USD 166,647.
- c. On August 13th, 2013 the Company BoD, as per the provisions of the Companies Regulations (Reliefs with interested parties) – 2000, decided to approve the renewal of engagement in a D & O insurance policy in the Group for Senior Officers in the Group, including for the controlling shareholder and his relatives serving as Senior Officers in the Company for a period of 17 months starting from August 1st, 2013 and up to December 31st, 2014 with a liability limit of USD 100 million per event and for the period, against an annual premium of USD 731,413, subject to the approval of the Company's remuneration policy. See Immediate Report dated August 13th, 2013, reference No. 2013-01-116520.

Migdal Insurance and Financial Holdings Ltd.

The names and functions of the signatories

Shlomo Eliahu
Chairman of the Board of Directors

Anath Levin
CEO

Date: 18.3.2014

108

Corporate governance questionnaire

Within this questionnaire, please note:-

- (1) The questionnaire was prepared in such a manner that the answer "correct" to any question is a positive indication for the existence of proper corporate governance, and the opposite. The answer "correct" shall be marked in the relevant square with —
- (2) And the answer "incorrect" shall be marked with an X; For the removal of doubt, it should be specified that the questionnaire does not exhaust all the aspects of corporate governance relevant to the Corporation, but it deals with only several aspects; in order to receive additional information (and whenever relevant), please peruse the Corporation's current reports.
- (3) "The reported year" means from January 1st, 2013 to December 31st, 2013 that preceded the publication date of the Periodic Report, unless specifically specified otherwise.
- (4) Besides each question, the normative framework is stated. If the question refers to a mandatory provision, this is stated explicitly;
- (5) If a corporation would like to add information that may be important for reasonable investors in relation with their answers in the questionnaire, they may do so within the final comments to the questionnaire, with a reference from the relevant question.

It should be clarified that the answers in this questionnaire do not include a reference to subsidiaries, unless specified otherwise.

¹⁰⁸ Footnotes that are not built-in in the questionnaire of the ISA's instruction are in **Bold**.. The Company did not adopt the first addendum – Recommended Corporate Governance Provisions ("recommended provisions"). Therefore, in questions whose normative origin is the recommended provisions, the answer was given based on the actual situation.

BOD INDEPENDENCE		Correct	Incorrect	Normative framework
1.	<p>In every reported year, two External Directors or more served in the Corporation. In this question, you may answer "correct" if the period in which two external Directors did not serve, does not exceed 90 days, as set forth in Clause 363a(b) (10) to the Companies Law, however, in any answer (Correct / Incorrect), the period (in number of days) in which two External Directors or more did not serve in the Corporation (including also an office period that was approved a-posteriori, with a differentiation between the various External Directors):</p> <p>Director A: Yigal Bar Yossef Director B: Eyal Ben Chelouche Director C: Jacob Dannon</p> <p>The number of External Directors serving in the Corporation as of the date of this questionnaire: 3</p>	✓		<p>Mandatory provision</p> <p>Clause 239 to the Companies Law</p>
2.	<p>a. The number of independent External Directors¹⁰⁹ serving in the Corporation as of the date of this questionnaire: 0</p> <p>b. As of the date of this questionnaire -</p> <ul style="list-style-type: none"> - In a corporation with a controlling shareholder or with someone holding a controlling block (in this Clause – the controlling shareholder) – at least one third are independent BoD members. In the Company there are three External Directors. In this questionnaire, whenever "independent Directors" is mentioned, the answer shall be as if it states "independent Directors, including External Directors: - In a corporation with no controlling shareholder – the majority are independent BoD members. 	<p>_____</p> <p>_____</p> <p>✓</p>	<p>_____</p> <p>_____</p>	<p>The Companies Law – Clause 1 to the first addendum (Recommended Corporate Governance Provisions) and Regulation 10 (b) (9a) and 48 (c) (9a) to the Reports' Regulations</p>

¹⁰⁹ Except "External Director" as defined in the Companies Law.

BOD INDEPENDENCE		Correct	Incorrect	Normative framework
c.	<p>The Corporation set forth in its Articles of Association that a minimal rate¹¹⁰ / number of independent Directors will serve therein.</p> <p>If your answer is "Correct", please note-</p> <p>The rate/number of independent Directors set forth in the Articles of Association: _____</p> <p>The Corporation complied with the provisions of the Articles of Association in the reported year (regarding independent Directors):</p> <p><input type="checkbox"/> Yes</p> <p><input type="checkbox"/> No</p> <p>(Please mark x in the relevant square)</p>		x	

¹¹⁰ In this questionnaire, "rate" – a certain rate of Directors. For example, in a Corporation in which there should be one-third of independent Directors, please specify 1/3.

BOD INDEPENDENCE		Correct	Incorrect	Normative framework
3.	In the reported year there was an examination with External Directors (and independent Directors), and we found that in the reported year they complied with the provisions of Clause 240 (b) and (f) to the Companies Law regarding the lack of affiliation of External Directors (and independent Directors) serving in the Corporation, and that they comply with the pre-requisites for the office of an External Director (or independent Director). If your answer is "Correct" – please note the entity that conducted that examination: approved by the BoD	✓		Clauses 240 (b), 241, 245a and 246 to the Companies Law
4.	All the Directors who served in the Corporation during the reported year <u>do not</u> report ¹¹¹ to the CEO, directly or indirectly (except a Director representing the employees, if there is employees representation in the Corporation) If your answer is "Incorrect" (i.e., the Director reports to the CEO, as set forth above) – the number of Directors who <u>do not</u> comply with such restriction should be set forth: For the sake of caution, as of January 1 st , 2013 and up to October 7 th , 2013, a Director in the Company (Mr. Ofer Eliahu) served as a Senior Officer in its subsidiary.		✗ ¹¹¹	The Companies Law – Clause 3 to the first addendum (Recommended Corporate Governance Provisions)
5.	All the Directors who informed that they have a personal interest in the approval of an issue on the agenda did not attend the deliberation and did not participate in such vote (except a deliberation and/or vote in circumstances as per Clause 278 (b) to the Companies Law). If your answer is "Incorrect" a. Was it in order to present a certain issue by him/her as per the provisions of Clause 278 (a) to the Companies Law, final section ___ Yes ___ No b. The rate of meetings in which such Directors attended the deliberation and/or participated in the vote, except under circumstances set forth in paragraph a <i>(please add additional rows as per the number of deliberations/meeting in the reported year)</i>	✓		Mandatory provision Clause 278 to the Companies Law

¹¹¹ The mere service as a Director in a held Corporation shall not be perceived as "reporting" as to this question. On the other hand, the service of a Director in a corporation that serves as a Senior Officer (except Director) and/or an employee in a corporation held/controlled by the Corporation shall be perceived as "reporting" for this question.

BOD INDEPENDENCE		Correct	Incorrect	Normative framework
6.	<p>The controlling shareholder (including a relative and / or anyone on his/her behalf), who is <u>not</u> a Director or any other executive Senior Officer in the Corporation, <u>did not attend</u> the BoD meetings that convened in the reported year.</p> <p>If your answer is "Incorrect" (i.e., the controlling shareholder and / or his/her relative and / or anyone on his / her behalf who is not a BoD member and / or executive Senior Officer in the Corporation attended the BoD meetings) – the following details as to the attendance of the additional person in the BoD meetings as set forth above should be specified:</p> <p>Identity: _____</p> <p>Position: in the Corporation (if any) _____</p> <p>Details of the affiliation to the controlling shareholder (if the attending person is not the controlling shareholder himself / herself): _____</p> <p>Was it for the presentation of a certain topic? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(Please mark x in the relevant square)</i></p> <p>Attendance rate¹¹² in BoD meetings that were held in the reported year: _____ In order to present a certain issue: _____ Other attendance: _____</p> <p><input type="checkbox"/> Irrelevant (there is no controlling shareholder in the Corporation)</p>	✓		<p>Clause 106 to the Companies Law</p>

¹¹² Please separate between the controlling shareholder and his/her relative and/or anyone on his/her behalf.

DIRECTORS' ELIGIBILITY AND SKILLS			
		Correct	Incorrect
			Normative framework
7.	In the Corporation's Articles of Association there is <u>no</u> provision that restricts the possibility to terminate immediately the service of all Directors in the Corporation who are not external directors (<i>for this matter – a decision by simple majority is not perceived as a restriction</i>). If your answer is "Incorrect" (i.e., there is such restriction), please note –	✓	Clauses 85 and 222 to the Companies Law, Clause 46b to the Securities Law
	a. The period for a Director's office set forth in the Articles of Association: _____		
	b. The required majority for the termination of a Director's office set forth in the Articles of Association: _____		
	c. The quorum for the termination of a Director's office set forth in the Articles of Association of the General Meeting: _____		
	d. The required majority for amending these provisions in the Articles of Association: _____		

DIRECTORS' ELIGIBILITY AND SKILLS		Correct	Incorrect	Normative framework
8.	<p>All the Directors who served in the Corporation in the reported year declared, prior to the convening of the General Meeting on the agenda of which their appointment was about to be deliberated, that they have the required skills (with details) and the ability to dedicate the required time in order to perform their office, and that the restrictions set forth in Clauses 226 and 227 to the Companies Law do not apply to them, and for independent Directors – that the content of paragraphs (1) and (2) to the definition "independent Director" in Clause 1 to the Companies Law applies to them.</p> <p>If your answer is "Incorrect" – please note the name of Directors to whom the above <u>does not</u> apply: _____</p>	✓		<p>Mandatory provision</p> <p>Clauses 224a and 224b to the Companies Law</p>
9.	<p>The Corporation has a training program for new Directors, regarding corporation businesses and the Law that applies to the Corporation and the Directors, as well as a continuation program for the training of current Directors, that matches, inter alia, the role that the Director fulfills in the Corporation.</p> <p>If your answer is "Correct" – please note whether the program was implemented in the reported year:</p> <p><input type="checkbox"/> Yes</p> <p><input checked="" type="checkbox"/> No</p> <p><i>(Please mark x in the relevant square)</i></p>	✗ ¹¹³		<p>The Companies Law – Clause 4 (a) to the first addendum (Recommended Corporate Governance Provisions)</p>

¹¹³ Pursuant to the Procedure regarding the BoD Work, every new Director has meetings with the Executives and senior position holders set forth in the Procedure, in order to get acquainted with the Company, the regulatory environment, the corporate governance array in it, etc. Also, from time to time, the Company conducts trainings for Senior Officers and / or Directors regarding topics and contents that the Company deems should be examined thoroughly, or requested by the Directors from time to time.

DIRECTORS' ELIGIBILITY AND SKILLS		Correct	Incorrect	Normative framework
10.	<p>The CoB (or any other person appointed by the BoD) is in charge of integrating the corporate governance provisions that apply to the Corporation, and strived towards updating the Directors regarding issues related to corporate governance during the reported year.</p> <p>If the BoD appointed another person to be in charge (instead of the CoB), please note his/her name and position: _____</p>	✓ ¹¹⁴		<p>The Companies Law – Clause 4 (b) to the first addendum (Recommended Corporate Governance Provisions)</p>
11.	<p>a. In the Corporation, there is a minimal number of Directors in the BoD, who must have an accounting and financial expertise. If your answer is "Correct" – please note the minimal number set forth: 3</p> <p>b. In the reported year, in addition to the External Director with accounting and financial expertise, additional Directors with accounting and financial expertise, in the number set forth by the BoD, served in the Corporation. In this question, you may answer "Yes" if the period in which there were no additional Directors with accounting and financial expertise does not exceed 60 days, however in any answer (Correct), please note the period (in days) in which such Directors did not serve in the Corporation: _____</p>	✓		<p>Mandatory provision Clause 92 (a) (12) to the Companies Law</p> <p>Mandatory provision Clause 219 (d) to the Companies Law</p>

¹¹⁴ Accompanied by an array of position holders headed by the CEO, the Enforcement Manager, the Auditor and other position holders along with Division Managers.

DIRECTORS' ELIGIBILITY AND SKILLS			
	Correct	Incorrect	Normative framework
<p>c.</p> <p>The number of Directors who served in the Corporation during the reported year:</p> <p>With accounting and financial skills: See Table below</p> <p>With professional skills: See Table below</p> <p>If there were changes in the number of such directors in the reported year, please provide the lowest number (except during a period of 60 days after the change) of Directors of any kind who served in the reported year.</p> <p><u>Directors with accounting and financial (some Directors resigned during the reported year. For details see Clause 14b and Regulation 26)</u></p> <p>Eyal Ben Chelouche Yigal Bar Yossef Jacob Dannon Shlomo Eliahu Ofer Eliahu Israel Eliahu Aharon Fogel Moshe Habbah Dan Sueskind Ran Croll Herzi Shalem</p> <p><u>Directors with professional skills</u></p> <p>Eyal Ben Chelouche Yigal Bar Yossef</p>	<p>_____</p>	<p>_____</p>	<p>Clauses 92 (a) (12), 219 (d), 240 (a1) to the Companies Law, Regulation 10 (b) 9 (a) and 48 (c) (9) to the Reports' Regulations</p>

DIRECTORS' ELIGIBILITY AND SKILLS			
		Correct	Incorrect
		Correct	Incorrect
12.	a.	✓	
			Normative framework
			Mandatory provision
			Clause 239 (d) to the Companies Law
	b.	✓	
			Normative framework
			Mandatory provision
			The Companies Law – Clause 2 to the first addendum (Recommended Corporate Governance Provisions)
	c.		
			Normative framework
			Mandatory provision
			The number of Directors of each gender serving in the Corporation's BoD as of the publication of this questionnaire: Men: 6; Women: 1

BOD MEETINGS (AND GENERAL MEETINGS)		Correct	Incorrect	Normative framework
13.	<p>a. The number of BoD meetings held during each quarter in the reported year: 2013 First quarter: 5 (9.1.2013, 14.1.2013, 29.1.2013, 28.2.2013, 19.3.2013) Second quarter: 2 (25.4.2013, 28.5.2013) Third quarter: 7 (15.7.2013, 18.7.2013, 7.8.2013, 13.8.2013, 22.8.2013, 9.9.2013, 30.9.2013) Fourth quarter: 5 (20.10.2013, 19.11.2013, 25.11.2013, 26.12.2013, 30.12.2013)</p> <p>b. Next to the name of Directors who served in the Corporation during the reported year, you may see the participation rate in BoD meetings (in this paragraph – including the meetings of Committees next to the BoD in which they are members, and as set forth below) that were held during the reported year (in reference to their tenure): (Please add lines according to the number of Directors)</p>	—	—	Clauses 97, 98 and 224a to the Companies Law

BOD MEETINGS (AND GENERAL MEETINGS)								Correct	Incorrect	Normative framework
			Participation rate in BoD meetings (19 meetings)	Participation rate in Audit Committee Meetings (for Directors who are members in this Committee) (18 meetings)	Participation rate in the meetings of the Financial Statements Committee (for Directors who are members in this Committee) (6 meetings)	Participation rate in the meetings of the Compensation Committee (21 meetings)	Participation rate in the meetings of the Nestro Investments Committee (10 meetings)	Participation rate in the meetings of the Computerization Strategy Committee (4 meetings)	Participation rate in the meetings of the Committee for the Accompaniment of the general insurance portfolio transaction (21 meetings)	
	Aharon Fogel (resigned on 30.9.2013)	100%	100%			100%	100%	100%		
	Ronit Abramzon	95%	100%			90%		100%	100%	
	Yigal Bar Yossef	100%	100%	100%	100%	100%		100%	100%	
	Eyal Ben Chelouche	100%	100%	100%	100%	95%	100%		100%	
	Jacob Dannon	100%	100%	100%	100%	100%		100%	100%	

BOD MEETINGS (AND GENERAL MEETINGS)										Normative framework	
								Correct	Incorrect		
	Director name	Participation rate in BoD meetings (19 meetings)	Participation rate in Audit Committee meetings (for Directors who are members in this Committee) (18 meetings)	Participation rate in the meetings of the Financial Statements Committee (for Directors who are members in this Committee) (6 meetings)	Participation rate in the meetings of the Compensation Committee (21 meetings)	Participation rate in the meetings of the Meetings of the Investments Committee (10 meetings)	Participation rate in the meetings of the Computerization Strategy Committee (4 meetings)	Participation rate in the meetings of the Committee for the Accompaniment of the general insurance portfolio transaction (21 meetings)			
	Moshe Habbah (resigned on 12.11.2013)	93%									
	Herzl Shalem (resigned on 12.11.2013)	100%		60%							
	Dan Suesskind (resigned on 12.11.2013)	53%		80%							

BOD MEETINGS (AND GENERAL MEETINGS)											
								Correct	Incorrect	Normative framework	
		Participation rate in BoD meetings (19 meetings)	Participation rate in Audit Committee meetings (for Directors who are members in this Committee) (18 meetings)	Participation rate in the meetings of the Financial Statements Committee (for Directors who are members in this Committee) (6 meetings)	Participation rate in the meetings of the Compensation Committee (21 meetings)	Participation rate in the meetings of the Nostro Investments Committee (10 meetings)	Participation rate in the meetings of the Strategy Committee (4 meetings)	Participation rate in the meetings of the Committee for the Accompaniment of the general insurance portfolio transaction (21 meetings)			
	Ran Croll (resigned on 16.7.2013)	88%				100%					
	Samuel Penchas (resigned on 12.11.2013)	80%	88%		90%	80%	100%	100%			
	Gabriel Picker (entered office on 12.11.2013)	100%									

BOD MEETINGS (AND GENERAL MEETINGS)											
								Correct	Incorrect	Normative framework	
		Participation rate in BoD meetings (19 meetings)	Participation rate in Audit Committee meetings for Directors who are members in this Committee (18 meetings)	Participation rate in the meetings of the Financial Statements Committee for Directors who are members in this Committee (6 meetings)	Participation rate in the meetings of the Compensation Committee (21 meetings)	Participation rate in the meetings of the Nosiro Investments Committee (10 meetings)	Participation rate in the meetings of the Computerization Strategy Committee (4 meetings)	Participation rate in the meetings of the Committee for the Accompaniment of the general insurance portfolio transaction (21 meetings)			
	Shlomo Eliahu	84%									
	Ofer Eliahu (resigned on 7.10.2013)	78%					50%				
	Israel Eliahu	68%				80%					

BOD MEETINGS (AND GENERAL MEETINGS)				
		Correct	Incorrect	
			Normative framework	
14.	In the reported year, the BoD held at least one meeting regarding the management of Corporation businesses by the CEO and Senior Officers reporting to him, without their presence, after they were given the opportunity to express their opinion.		✘	The Companies Law – Clause 5 to the first addendum (Recommended Corporate Governance Provisions)
15.	In the reported period, the General Meeting convened (and no later than after the end of fifteen months since the last General Meeting).	✓		Mandatory provision Clause 60 to the Companies Law

SEPARATION BETWEEN THE OFFICES OF CEO AND COB		Correct	Incorrect	Normative framework
16.	In the entire reported year, a CoB served in the Corporation. <i>Regarding this question, you may answer "Correct" if the period in which a CoB did not serve in the Corporation does not exceed 60 days as set forth in Clause 363 a (2) to the Companies Law, however, in any answer (Correct/Incorrect) the period (in days) in which no CoB served in the Corporation should be specified: _____</i>	✓		Mandatory provision Clause 94 (a) to the Companies Law
17.	In the entire reported year, a CEO served in the Corporation. <i>Regarding this question, you may answer "Correct" if the period in which a CEO did not serve in the Corporation does not exceed 90 days as set forth in Clause 363 a (6) to the Companies Law, however, in any answer (Correct/Incorrect) the period (in days) in which no CEO served in the Corporation should be specified: _____</i>	✓		Mandatory provision Clause 119 to the Companies Law
18.	In a Corporation in which the CoB also serves as the Corporation CEO and / or exercises his/her powers, the duplicity was approved pursuant to the provisions of Clause 121 (c) to the Companies Law. If you answered "Correct" – please refer to the Immediate Report regarding the General Meeting that approved the duplicity and / or the exercise of powers, as set forth above: _____ ✓ Irrelevant (if there is no such duplicity in the Corporation)			Mandatory provision Clauses 95 and 121 to the Companies Law

SEPARATION BETWEEN THE OFFICES OF CEO AND COB		Correct	Incorrect	Normative framework
19.	The CEO <u>is not</u> a relative of the CoB. If you answered "Incorrect" (i.e., the CEO is a relative of the CoB)	✓		
	<p>a. State the relation between the parties: _____</p> <p>b. The office was approved pursuant to Clause 121 (c) to the Companies Law: <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(Please mark x in the relevant square)</i></p>	_____	_____	Clauses 95 and 121 to the Companies Law
20.	<p>A controlling shareholder or a relative thereof <u>does not</u> serve as the CEO or as an Executive Senior Officer in the Corporation, except as a Director. Mr. Ofer Eliahu, the son of Mr. Shlomo Eliahu, the Company's controlling shareholder, served as an Executive Senior Officer in the Company and in Migdal Insurance <input type="checkbox"/> Irrelevant (in the Corporation there is no controlling shareholder).</p>		x	Clause 106 to the Companies Law

AUDIT COMMITTEE		Correct	Incorrect	Normative framework
21.	All the External Directors were members of the Audit Committee during the reported year.	✓		Mandatory provision Clause 115 to the Companies Law
22.	The Chairman of the Audit Committee is an External Director.	✓		Mandatory provision Clause 115 to the Companies Law
23.	In the Audit Committee, the following <u>did not</u> serve in the reported year -	_____	_____	Mandatory provision Clause 115 to the Companies Law
	a. The controlling shareholder or a relative thereof. <input type="checkbox"/> Irrelevant (in the Corporation there is no controlling shareholder).	✓		
	b. CoB.	✓		
	c. A Director employed by the Corporation or by the controlling shareholder in the Corporation or by a corporation controlled by him/her.	✓		

AUDIT COMMITTEE		Correct	Incorrect	Normative framework
	<p>d. A Director providing services on a regular basis to the Corporation or to the controlling shareholder or a Corporation controlled by him/her.</p> <p>e. A Director whose main livelihood relies on the controlling shareholder. <input type="checkbox"/> Irrelevant (in the Corporation there is no controlling shareholder).</p>	<p>✓</p> <p>✓</p>		
24.	<p>Whoever is not entitled to be a member of the Audit Committee, including the controlling shareholder or a relative thereof, did not attend the Audit Committee meetings in the reported year, except pursuant to the provisions of Clause 115 (e) to the Companies Law.</p>	<p>✓</p>		<p>Mandatory provision</p> <p>Clause 115 (e) to the Companies Law</p>
25.	<p>The quorum for the deliberation and decision-making in all Audit Committee meetings that were held in the reported year was the majority of Committee members, and the majority of attendants were independent Directors and at least one of them was an External Director.</p> <p>If your answer is "Incorrect" – please note the rate of meetings in which this request was not met as set forth above: _____</p>	<p>✓</p> <p>✓</p>		<p>Mandatory provision</p> <p>Clause 116a to the Companies Law</p>

AUDIT COMMITTEE		Correct	Incorrect	Normative framework
26.	In the reported year the Audit Committee held at least one meeting with the attendance of the Internal Auditor and the Auditing CPA, as the case may be, and without the attendance of senior Officers in the Corporation who are not members of the Committee, regarding flaws in the Corporation's business management.		x ¹¹⁵	Mandatory provision Clause 6 to the first addendum (Recommended Corporate Governance Provisions)
27.	In all the meetings of the Audit Committee in which whoever is not entitled to be a Committee member attended, this was with the approval of the Chairman of the Committee and / or as per the Committee's request (regarding the legal counselor and the Corporation secretariat who is not the controlling shareholder or a relative thereof).	✓		Mandatory provision Clause 115 (e) to the Companies Law

115 Pursuant to Clause 117 (1) to the Companies Law, such a deliberation should be held if the Audit Committee found a material flaw in the Company's business management.

THE ROLES OF THE FINANCIAL STATEMENTS COMMITTEE (HEREINAFTER – THE COMMITTEE) IN ITS PRELIMINARY WORK FOR THE FS APPROVAL		Correct	Incorrect	Normative framework
28.	<p>a. The number of days set forth by the BoD as a reasonable time for submitting the recommendations before the BoD meeting in which the Periodic or Quarterly Reports will be approved: 2 days</p> <p>b. The period (in days) actually elapsed between the day upon which the recommendations were transferred to the BoD and the date upon which the FS were approved:</p> <p style="margin-left: 20px;">First quarter FS (2013) 2 days Second quarter FS 2 days Third quarter FS 2 days 2013 annual FS 5 days</p> <p>c. The number of days actually elapsed between the day upon which the FS drafts were transferred to the BoD and the date upon which the FS were approved:</p> <p style="margin-left: 20px;">First quarter FS (2013) 2 days Second quarter FS 5 days Third quarter FS 5 days 2013 annual FS 5 days</p>	<p>_____</p> <p>_____</p> <p>_____</p>	<p>_____</p> <p>_____</p> <p>_____</p>	<p>Mandatory provision</p> <p>Regulation 2 (3) to the FS Approval Regulations</p>
29.	<p>The Corporation's Auditing CPA was invited to all the meetings of the Committee and the BoD, and the Internal Auditor received notifications about the convening of such meetings, in which the Corporation's FS relevant to the periods included in the reported period were deliberated.</p>	<p>✓</p>		<p>Mandatory provision</p> <p>Clause 168 to the Companies Law, Regulation 2 (2) to the FS Approval Regulations</p>

THE ROLES OF THE FINANCIAL STATEMENTS COMMITTEE (HEREINAFTER – THE COMMITTEE) IN ITS PRELIMINARY WORK FOR THE FS APPROVAL		Correct	Incorrect	Normative framework
30.	In the Committee, in the entire reported year, all the following conditions were met:	_____	_____	
a.	The number of its members was not less than three (at the time of the deliberation in the Committee and FS approval, as set forth above)	✓		
b.	All the conditions set forth in Clause 115 (b) and (c) to the Companies Law (regarding the tenure of Audit Committee members) were met.	✓		
c.	The Chairman of the Committee is an External Director.	✓		
d.	All its members are Directors, and the majority are independent Directors.	✓		
e.	All its members are able to read and understand FS and at least one of the independent Directors has accounting and financial expertise.	✓		
f.	The Committee members gave a declaration prior to their appointment.	✓		
				Mandatory provision Regulation 3 to the FS Approval Regulations.

THE ROLES OF THE FINANCIAL STATEMENTS COMMITTEE (HEREINAFTER – THE COMMITTEE) IN ITS PRELIMINARY WORK FOR THE FS APPROVAL				Normative framework
	Correct	Incorrect		
g.	✓		The quorum for the deliberation and decision-making in the Committee was the majority of its members, provided the majority of those attending were independent Directors, including at least one External Director.	
	_____	_____	If your answer is "Incorrect" regarding one or more of these sub-clauses of this question, please detail which of the conditions set forth above was not met:_____	

AUDITING CPA			
		Correct	Incorrect
31.	<p>The Audit Committee (and/or the Committee for the Examination of FS) is satisfied that the scope of the Auditing CPA's work in respect of audit services in the reported year, and his fees for that scope of work in the reported year, are adequate for the execution of proper audit work.</p>	✓	
32.	<p>Before the appointment of the Auditing CPA, the Audit Committee (and / or the Committee for the Examination of the FS) submitted its recommendations regarding the Auditing CPA's scope of work and fees to the relevant organ in the Corporation.</p> <p>Irrelevant (in the reported year an Auditing CPA was not appointed).</p> <p>If your answer is "Correct" – please note whether the relevant organ in the Corporation acted pursuant to the recommendations of the Audit Committee (and / or the Committee for the Examination of the FS):</p> <p style="padding-left: 20px;"> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (if the answer is "No", please detail in the final comments to the questionnaire how the relevant organ (specifying its identity) is satisfied in regards with the Auditing CPA's scope of work and salary). (Please mark x in the relevant square). </p>	✓	
			<p>Clause 117 (5) to the Companies Law</p> <p>Clause 117 (5) to the Companies Law</p>

AUDITING CPA			
	Correct	Incorrect	Normative framework
33.	✓		Securities Law and Regulations thereof (regarding "Properly audited FS")
34.	✓		Regulation 2 to the FS Approval Regulations, The Companies Law – Clause 6 to the first addendum (Recommended Corporate Governance Provisions)
35.	✓		Securities Law and Regulations thereof (regarding "Properly audited FS")
36.	—	—	Securities Law and Regulations thereof (regarding "Properly audited FS")

AUDITING CPA		Correct	Incorrect	Normative framework
	<p>The handling partner in Ernst & Young is Mr. Moshe Shahaf, CPA, and he has served in this position for two years.</p> <p>The handling partner in KPMG is Mr. Avraham Fruchtman, CPA, and he has served in this position for two years (in the current tenure, after a break of five years).</p>			
37.	<p>In the reported year, the Auditing CPA participated in all the meetings of the Committee for the Examination of the FS, to which he was invited.</p>	✓		<p>Clause 168 (b) to the Companies Law, Regulation 2 to the FS Approval Regulations</p>

TRANSACTIONS WITH INTERESTED PARTIES				
		Correct	Incorrect	Normative framework
38.	The Corporation adopted a procedure, that was approved by the Audit Committee, regarding transactions with interested parties, in order to make sure that such transactions are duly approved.	✓ ¹¹⁶		Clauses 117, 253, 255, 270-278 to the Companies Law
39.	<p>The controlling shareholder or his/her relative (including a Company controlled by him/her) is not employed by the Corporation, nor he/she supplies management services to it.</p> <p>If your answer is "Incorrect" (i.e., the controlling shareholder or his/her relative is employed by the Corporation or he/she supplies management services to it) please specify –</p> <ul style="list-style-type: none"> - The number of persons (including the controlling shareholder) employed by the Corporation (including companies controlled by them) and / or via management companies – 2. Employed by Migdal insurance and 2¹¹⁷ serve as Directors. - Were the employment agreements and / or management services agreements as set forth above approved by the organs set forth by the Law: 		x	Clause 270 (4) to the Companies Law

¹¹⁶ In the reported year, a policy regarding the conflict of interests and transactions with interested parties was adopted.

¹¹⁷ Mr. Ofer Eliahu, Migdal Insurance CEO, an Executive Senior Officer, and Mr. Eliahu Eliahu.

TRANSACTIONS WITH INTERESTED PARTIES			
	Correct	Incorrect	Normative framework
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <i>(Please mark x in the relevant square)</i> <input type="checkbox"/> Irrelevant (in the Corporation there is no controlling shareholder)._____			
40 To the best knowledge of the Corporation, the controlling shareholder does not have additional businesses in the Corporation's areas of activity (in one or more areas). If your answer is "Incorrect" – please specify whether there is an arrangement for the delimitation of activities between the Corporation and the controlling shareholder: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	<input checked="" type="checkbox"/> ¹¹⁸	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Clause 254 to the Companies Law, Clause 36 to the Securities Law (Important Particular for the Reasonable Investor)

¹¹⁸ Mr. Shlomo Eliahu, the controlling shareholder, is the owner and CoB of Eliahu Insurance Company Ltd., he has holdings in Bank Leumi and Union Bank as detailed in the FS, and he also owns half of Gan Ha'ir Project, which includes a mall, a hotel and a housing project, he owns real estate assets that are Eliahu Building in Tel Aviv and real estate assets that serve as branches of Eliahu Insurance Company Ltd. He serves as a Director in companies in Gan Ha'ir Group and the CoB of companies in Shlomo Eliahu Holdings Group. As of January 1st, 2013, Eliahu Insurance Company Ltd. transferred all its activity in life assurance to Harel, and discontinued the sale of new insurance policies in the area of general insurance, and it only engages in the dissolution of liabilities in general insurance, written until the end of 2012. In Union Bank, the controlling shareholder may not participate in the management or operation of means of control, therefore these are passive capital holdings for realization only, within a period of up to 3-4 years.

TRANSACTIONS WITH INTERESTED PARTIES			
	Correct	Incorrect	Normative framework
<p><i>(Please mark x in the relevant square)</i></p> <p><input type="checkbox"/> Irrelevant (in the Corporation there is no controlling shareholder).</p> <p>Mr. Shlomo Eliahu, the Company's controlling shareholder, serves as the CoB of the Company without remuneration.</p> <p>Mr. Ofer Eliahu, Mr. Shlomo Eliahu's son, serves as Migdal Insurance's CEO. Previously, he served, as of January 29th, 2013, as Deputy to Migdal Insurance's CEO, first as the General Insurance Businesses and Reinsurance Division Manager, and then as the Manager of the Customers, Distribution Channels and Service Division in Migdal Group, During 2013 Mr. Ofer Eliahu did not receive any remuneration from the Company and/or Migdal insurance in respect of his office in Migdal Insurance as set forth above. The Company convened a General Meeting, and Mr. Ofer Eliahu's terms of employment as Migdal Insurance CEO are on its agenda.</p> <p>Mr. Israel Eliahu, Mr. Shlomo Eliahu's son, serves as a Director in the Company and in Migdal Insurance, and as CoB of Migdal Capital Markets. Mr. Israel Eliahu is entitled to Directors' remuneration for his office in the Company and in Migdal Insurance. The Directors' remuneration received by Mr. Israel Eliahu was approved by the authorized organs set forth by the Law.</p> <p>Mr. Eliahu Eliahu, Mr. Shlomo Eliahu's brother, serves as Migdal Insurance's General Insurance Businesses Manager in the Central District. Mr. Eliahu Eliahu's terms of office were approved by the authorized organs set forth by the Law.</p>			

CoB: _____ Chairman of the Audit Committee: _____ Chairman of the Financial Statements Committee: _____

Signature's date: March 18th, 2014