

Alrov Real Estate and Hotels Ltd.
(the “Shareholder” and/or “Alrov”)

[Position statement No. 3 out of 4 position statements of Alrov]

December 15, 2022

To

Clal Insurance Enterprises Holdings Ltd. (“Clal Ltd.”, the “Company”, “Clal”)

Dear Sir or Madam,

Re: **Position statement, pursuant to Regulation 6(C) of the Voting and Position Regulations¹**

Subject 5.5 for the annual general meeting: election and appointment of candidate Mr. David Granot

According to the Voting and Position Regulations:

A. Details pursuant to the Voting and Position Regulations

1. According to Regulation 8(A) of the Regulations, the position statement is drafted in clear, summary, simple and understandable language and contains no more than 500 words for each subject on the agenda.
2. According to Regulation 8(B) of the Regulations, a position statement is of the Shareholders of Alrov Real Estate and Hotels Ltd. (“**the Shareholder**” and/or “**Alrov**”), which, among other things, according to the report of Clal Insurance, dated October 12, 2022, holds 11,108,977 shares in Clal Insurance, and its holding rate of the capital and voting power in Clal Insurance is approximately 15%. The controlling shareholder of the shareholder Alrov is Mr. Alfred Akirov, as set forth in the reports of Clal Ltd., in the reports of the shareholder Alrov including see the breakdown in relation to Regulation 21A in the fourth chapter of the annual statement of Alrov published on March 29, 2022 [sic]. Mr. Akirov has no additional holdings in Clal Insurance, to the best of the knowledge of the shareholder Alrov.

B. Position statement – subject 5.5 of the meeting: election and appointment of candidate Mr. David Granot (serving director)

Alrov is of the position that it is necessary to vote **for Granot**, as set forth below:

3. On October 19, 2022, Clal’s board of directors recommended the reappointment of Mr. Granot for a range of reasons, as set forth in Section 4 (introduction) and 5 (Part A) of the summons to the meeting. There is no doubt that the office of Mr. Granot added significant value to the Company and will continue to add to and enhance it.
4. To the best of Alrov’s knowledge, Mr. Granot has materially fulfilled all of the conditions required of an “independent director” (including having no affiliation with Alrov).

¹ The Companies Regulations (Voting in Writing and Position Statements), 5765-2005 (the “**Voting and Position Regulations**” or the “**Regulations**”).

5. To promote the benefit of and improve the Company, it is important that directors from the core of the Company's fields be appointed: insurance, investments and finances. The board members (except for the serving director Granot, Alrov's candidate) have come from other disciplines.
6. Clal Ltd. also believed this in the summons to Clal's meeting dated December 16, 2022: "recommended profiles of candidates who should constitute the company's board of directors were examined and defined in accordance with the needs of the Company, the main ones being: 9.1 expertise in the insurance, pension and long-term saving field. 9.2 professional expertise in the investments, real estate and credit fields..." (the "**Recommended Profile**").
7. Entropy, in March 2019, also stated in relation to companies without a controlling core: "... *It would be expected for the company's board to include people with understanding in the company's field of activity, and ability to direct its business activity*".
8. Mr. Granot has rights in the insurance and finances fields, and in addition to his service at the company, served as: CEO of the First International Bank; Israel Discount Bank; Union Bank. As a member of the advisory committee on banking affairs of the Bank of Israel. As CEO and board member of Bank Leumi UK. As a member of the board of directors of Harel Insurance Investments and Harel Insurance. As a chairman of Bezeq (temporary) and Scorpio. As an outside director at Alrov. As a director of Ormat Technologies and Tempo.
9. Mr. Granot has a reputation, inter alia in the field of insurance, investments, finances, banking and credit. He has accounting or financing expertise. He has high expertise and understanding of business and accounting issues. He has familiarity with financial statements and accounting and internal reviewing. He has in-depth familiarity with insurance and banking regulations, compliance rules and corporate governance. He has managerial expertise and in-depth familiarity with the Company's business environment.
10. Mr. Granot, serving as a director, meets the Recommended Profile insofar as he fulfills almost all of the competencies set forth.
