

Date: April 21, 2024

To: Phoenix Holdings Ltd. (the “**Company**”)

Attention: Adv. Menachem Neeman, Executive Vice President, Chief Legal Counsel

Dear Meni,

**Re: The Capital Market, Insurance and Savings Authority has granted the Funds a Permit to Hold Means of Control of the Company**

Gallatin Point Capital LLC and CCP III Cayman GP Ltd. (the “**Funds**”), the indirect controlling entities of Belenus Lux S.à.r.l. (“**Belenus**”), respectfully wish to inform you as follows:

1. The Funds and their ultimate shareholders hold a permit to control and hold means of control in the Company (the “**Control Permit**”) dated May 20, 2021, which was granted to them by the Commissioner of Capital Market, Insurance and Savings (the “**Commissioner**”), and hold approximately 31.16% of the Company’s shares as of the date hereof (and 30.64% on a fully diluted basis).
2. On April 21, 2024, the Commissioner granted the Funds and the ultimate shareholders of the Funds a conditional permit to hold means of control of the Company and the insurers controlled by the Company (the “**Insurers**” and the “**Holding Permit**” respectively) allowing them to hold up to 10% of the means of control of the Company. The Holding Permit will enter into effect on the date in which the Funds’ holdings in the Company (through Belenus) fall below 30% on a fully diluted basis (the “**Commencement Date**”).
3. The permit sets out that the Commencement Date must commence no more than 16 months from the date in which the permit was granted. If the Funds Holding does not fall below 30% within 16 months, the Holding Permit will expire and the Control Permit will remain in force. In addition, the permit sets out a two-year transition period (which the Commissioner may extend for an additional year) from the Commencement Date in which time the Funds’ holdings of means of control in the Company must fall to no more than 10%.
4. On the Commencement Date, upon the Holding Permit entering into force and effect, the Control Permit will expire.
5. The Holding Permit contains various provisions, including terms regarding the composition of the board of directors of the Company and the subsidiaries of the Company which are regulated by the Capital Market, Insurance and Savings Authority: (a) provisions regarding the preservation of the holding and control structure of the Funds (including the ultimate managing partner of the Funds), and regarding the holding and control structure of the entities in the chain of control and their holdings in the Company and the Insureds; (b) provisions regarding the sale or transfer of means of control in the Company by Belenus; (c) requiring directors serving on the board of directors of the Company or the Insurers, who are shareholders of the Funds or who are engaged with one of the entities under the control of the Funds, to resign from such boards of directors within 90 days of the Commencement Date (the “**Resigning Directors**”). The Resigning Directors may be reappointed as directors by the general meeting, subject to the Commissioner’s instructions; (d) in

connection with the tenure of directors of Phoenix Holdings, to the extent that a framework is determined regarding the control structure of Phoenix Insurance, it will be clarified as part of the framework that the chairman of the board of directors of Phoenix Holdings will be entitled to continue to serve in his position upon the commencement of the transition period, and he will not be counted as a director who was nominated by the holding group; (e) barring the Funds, from the Commencement Date, from using their voting power for the appointment and removal of directors of the Company at a rate that exceeds 10% of the Company's share capital; (f) the Holding Permit also includes restrictions on the Funds and their shareholders in connection with transactions and holdings, for certain time periods, in regards to the Company and competing entities; and (g) cancelling, as of the Commencement Date, the Funds' undertaking to satisfy the Insurer's minimum capital requirement, including the obligation to place 4.5% of the Company's share capital in trust for the purpose of satisfying the minimum capital requirements, to the extent that the Phoenix Insurance Company Ltd. does not comply with its capital requirements.

Sincerely,

Belenus Lux S.a.r.l.

---

Name:

Position:

---

Name:

Position: