Delek Drilling

2019

INTERIM FINANCIAL STATEMENTS AS OF 30.9.19

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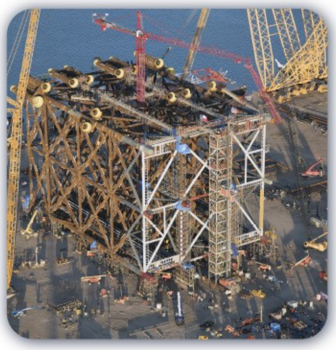


Table Of Contents

2019

Delek Drilling

Partnership Description

2019

Update to Description of the Partnership's Business

in the 2018 Periodic Report

<u>of Delek Drilling – Limited Partnership (the "Partnership")</u>[1]

1. **<u>Section 7.4.5(a) of the Periodic Report – plan for development of the Leviathan reservoir</u>**

   a. Upon receipt of approval of the Ministry of Environmental Protection for the running-in plan for the Leviathan rig, on November 19, 2019, the running-in period of the Leviathan rig systems and the infrastructures related thereto began. Accordingly, in the Partnership's estimation, commencement of piping of natural gas from the Leviathan rig to the local market and for export is expected during December 2019.

      <u>Caution regarding forward-looking information</u> – The above estimate regarding the date of commencement of the piping of natural gas from the Leviathan reservoir, as aforesaid, constitutes forward-looking information, within the meaning thereof in Section 32A of the Securities Law, 5728-1968 (the "**Securities Law**"), which is based on estimates of the Partnership and the operator in the Leviathan reservoir, based on a range of factors, including the results of the running-in actions for the Leviathan rig, receipt of regulatory approvals, and more. This estimate may not materialize or may materialize in a materially different manner if changes and/or delays occur in the range of factors as specified above, including geopolitical and/or regulatory changes and/or due to operating and technical conditions in the Leviathan reservoir and/or due to unpredictable factors relating to the production and marketing of oil and natural gas.

   b. Further to the provisions of Section 7.4.5(c) of the Periodic Report and Section 7(b) of the report of Q2 2019, regarding a decrease in the Phase 1A budget for the development of the Leviathan reservoir (the "**Development Budget**"), as was estimated at the time of approval of the Development Budget, in the aggregate amount of approx. $95 million (100%), on October 15, 2019 Noble Energy Mediterranean Ltd. ("**Noble**") announced an additional decrease in the Development Budget in the sum of approx. $57 million (100%), such that as of the

[1] The update includes material news or changes that occurred in the Partnership's business during Q3 2019 until shortly before the date of this report on any matter that is required to be described in the periodic report, with the exception of updates that were included in the first quarter report of March 31, 2019, as released on May 15, 2019 (Ref. No.: 2019-01-041607) and in the second quarter report as of June 30, 2019, as released on August 29, 2019 (Ref. No.: 2019-01-075699) (the "**Q2 2019 Report**"). The update refers to the section numbers in Chapter A (Description of the Partnership's Business) in the 2018 periodic report, as released on March 24, 2019 (Ref. No.: 2019-01-023982) (the "**Periodic Report**"), unless stated otherwise.

date of this report, the reduction in the Development Budget totaled approx. $152 million (100%).

2. **<u>Sections 7.5 and 7.27.14 of the Periodic Report – the 399/"Royee" license (the "Royee License")</u>**

On August 29, 2019, Ratio Oil Exploration (1992) – Limited Partnership ("**Ratio**") announced that in view of the fact that it is not possible to complete the transfer of 24.99% of Ratio's working interests to the Partnership, due to the decision of the Competition Commissioner regarding the non-granting of an exemption from approval of a restrictive arrangement in the Royee License dated July 28, 2019 (for details, see the Partnership's immediate report of July 28, 2019 (Ref. No.: 2019-01-064914)) and in view of the withdrawal notice of the Royee License operator, Edison International SpA, of July 30, 2019, it is unable to adopt a final drilling decision and is acting to find additional partners for the Royee License, including an international operator.

3. **<u>Sections 7.6, 7.7 and 7.27.15 of the Periodic Report – the 405/"New Ofek" and 406/"New Yahel" licenses (jointly below, the "Licenses")</u>**

With regard to the closing of a transaction for purchase of the working interests at the rate of 25% (of 100%) in each one of the Licenses, see immediate report of October 15, 2019 (Ref. No.: 2019-01-103372), the information appearing in which is incorporated herein by reference. Note that on November 5, 2019 the Petroleum Commissioner announced that the transfer of the interests as aforesaid was registered in the Petroleum Register.

4. **<u>Section 7.8 of the Periodic Report – interests in Cyprus</u>**

With respect to the signing of an amendment to the franchise agreement that was signed between the partners in the "Aphrodite" natural gas reservoir within the area of Block 12 in Cyprus (the "**Aphrodite Reservoir**") and the Government of Cyprus, and with regard to the granting of a production and exploitation license and approval of a development and production plan for the Aphrodite Reservoir, see immediate report dated September 7, 2019 (Ref. No.: 2019-01-095574), the information appearing in which is incorporated herein by reference.

5. **<u>Section 7.9 of the Periodic Report – License 367/Alon D ("Alon D License")</u>**

Further to Section 7.9.3 of the Periodic Report regarding compliance with the terms of the work plan in the Alon D License, including the application of the operator of Alon D License to the Petroleum Commissioner in connection with the performance of the environmental survey, it is noted that on November 19, 2019, in-principle approval was received from the Petroleum Commissioner to the performance of the environmental survey in the Alon D License.

6. **<u>Sections 7.10 and 7.27.16 of the Periodic Report – the I/16 "Tanin" and I/17 "Karish" leases and an agreement to sell the Partnership's interests in the Leases</u>**

On November 4, 2019, Energean Oil and Gas plc (which, to the best of the Partnership's knowledge, is the holder of control in Energean Israel Limited) ("**Energean Oil and Gas**") released[2] a notification on the appraisal work in the "Karish North" well within the area of the I/17 "Karish" lease, that includes a report regarding confirmation of resources natural gas in the scope of approx. 0.9 TCF (25 BCM) and of light crude oil/condensate in the scope of 34 million barrels and all according to the best estimate. This report joins the previous reports of Energean Oil and Gas regarding resources of natural gas and light crude oil/condensate in the Karish and Tanin reservoirs as follows: 2P reserves in the scope of 2.2 TCF natural gas and 31.8 million barrels of light crude oil/condensate; 2C contingent resources in the scope of 0.2 TCF and 1 million barrels of light crude oil/condensate; and additional quantities of prospective resources.

It is clarified that the information provided above with regard to the results of the appraisal work that was performed in the Karish North well, is based on a public release of Energean Oil and Gas that does not include an independent resources evaluator report, which, to the best of the Partnership's knowledge, is not prepared according to the rules of the PRMS and the Third Schedule to the Securities Regulations (Prospectus Details and Draft Prospectus – Structure and Format) 5729-1969, and the veracity of which the Partnership is unable to confirm independently.

For details on a very material valuation regarding the royalties right of the Partnership from the Karish and Tanin Leases, see Note N to the financial statements as of September 30, 2019 that are attached below and Annex B to the board of directors' report as of September 30, 2019.

7. **<u>Section 7.13.4(a)(4) of the Periodic Report –agreement between the Tamar partners and the Israel Electric Corporation Ltd. (the "IEC")</u>**

With regard to the Partnership's response to the immediate reports that were released by some of the Tamar partners (Tamar Petroleum Ltd. ("**Tamar Petroleum**", Isramco Negev 2 – Limited Partnership, Dor Gas Exploration - Limited Partnership, and Everest Infrastructures - Limited Partnership, jointly: "**Some of the Tamar Partners**") with regard to negotiations conducted between them and the IEC in connection with a possible amendment to the agreement on supply of natural gas between the Tamar partners and the IEC (the "**Amendment to the Agreement**"), see immediate report of September 24, 2019 (Ref. No.: 2019-01-082437), the information appearing in which is incorporated herein by reference.

[2] A link to the notice of Energean Oil and Gas is as follows: https://maya.tase.co.il/reports/details/1260983/2/0

It is noted that as of the date of approval hereof, there is a dispute between the Partnership and Noble and Some of the Tamar Partners with respect to the ability of Some of the Tamar Partners to require the Partnership and Noble to agree to the terms and conditions of the Amendment to the Agreement, and that further thereto, on November 20, 2019, Some of the Tamar Partners applied to the Competition Commissioner with the aim, *inter alia*, of clarifying that the Partnership and Noble are obligated to agree to joint marketing of gas from the Tamar lease to a new customer or to an amendment to a gas agreement from the Tamar lease to an existing customer, including the amendment to the IEC Agreement, under the terms and conditions that were agreed by Some of the Tamar Partners without the involvement of the Partnership and Noble. It is clarified that it is the Partnership's position that Some of the Tamar Partners are not barred from amending the agreement with the IEC in respect of the gas quantities owned thereby that are supplied to the IEC, but they are unable to require the Partnership to amend the agreement in respect of the gas quantities owned thereby, and that the entire purpose of the application of Some of the Tamar Partners as aforesaid is to thwart the outcome of the competitive process for the supply of natural gas to the IEC which was won by the Leviathan partners (see Section 8(a) below), and to nullify the decision of the District Court on the matter (see Section 13(d) below).

8. **Sections 7.13.4(a)(4) and 7.13.4(b) of the Periodic Report – competitive process for the supply of natural gas to the IEC; Agreements for the sale of natural gas from the Leviathan project**

a. With respect to the fulfillment of the closing conditions to the taking effect of an agreement for the supply of natural gas from the Leviathan project between the Leviathan partners and the IEC, see immediate report of October 29, 2019 (Ref. No.: 2019-01-091575), the information appearing in which is incorporated herein by reference.

b. During Q3/2019, the Partnership, together with its other partners in the Leviathan reservoir, entered into several agreements for the sale of natural gas from the Leviathan reservoir, both for export (see Section 9 below) and to private electricity producers and to industrial customers in the local market, including with I.P.P. Delek Sorek Ltd. (as stated in Section 14 below), Phenicia Glass Works Ltd., Ashdod Energy Ltd. and Ramat Negev Energy Ltd., such that the total scope of all of the agreements for the sale of gas from the Leviathan reservoir that were signed until the date of this report, including the gas sale agreements that were signed this quarter, is approx. 143 BCM.

9. **Sections 7.13.5(a)2 and 7.13.5(b)(2) of the Periodic Report – agreements for the export of natural gas from the Tamar project and from the Leviathan project to Egypt between the Partnership and Noble and Dolphinus Holdings Limited ("Dolphinus")**

Further to the aforesaid regarding agreements for the export of natural gas from the Tamar project and from the Leviathan project that were signed between the Partnership and Noble and Dolphinus (the "**Original Dolphinus Agreements**"), on September 26, 2019, the signing of two agreements for the amendment of the Original Dolphinus Agreements was completed. One agreement was signed between the Tamar partners and Dolphinus and a second agreement was signed between the Leviathan partners and Dolphinus (jointly below, the "**Updated Dolphinus Agreements**"). For further details see the Partnership's immediate report of October 2, 2019 (Ref. No.: 2019-01-100243), the information appearing in which is incorporated herein by reference. Simultaneously with the signing of the Updated Dolphinus Agreements, an agreement was signed between the Partnership and Noble and the Tamar partners and the Leviathan partners in connection with the allocation of capacity in the transmission system from Israel to Egypt (for details see the Partnership's immediate report dated October 2, 2019 (Ref. no. 2019-01-100249)). Note that on November 6, 2019, the closing condition in the Updated Dolphinus Agreements with regard to the closing of the EMG transaction was fulfilled (for details see Section 12 below).

10. **Section 7.22 of the Periodic Report – financing**

a. Further to the provisions of Section 16(a) of the Update to the Partnership's Business included in the Q2 2019 Report, it is noted that the Partnership met the financial covenants to which it committed in the loans (within the definition thereof in that section), as specified below:

Financial covenant	The ratio checked as of September 30, 2019	The ratio checked as of the report release date
A financial ratio of no less than 3.5 to 1 (3.5:1) between the value of the Partnership's assets and the outstanding debt*	5.3	5.2

* In this regard, the value of the "Partnership's assets" will be calculated based on the discounted cash flow figures of the Partnership's resources, subject to adjustments that were specified in the loans, and the amount of the "outstanding debt" includes the net outstanding balance of the Loans and the Series A bonds of the Partnership.

b. Series A Bonds of the Partnership

(1) Further to the provisions of Section 7.22.2(a) of the Periodic Report, it is noted that the Partnership has met the financial covenants to which it committed in the context of the public offering of the Partnership's Series A bonds as stated in Section 7.22.1(e) of the Periodic Report, as specified below:

Financial covenant	The ratio checked as of September 30, 2019 and as of the report date
Economic capital of the Partnership	Approx. 4,037
Economic capital to debt ratio	Approx. 7
Distribution	-

(2) With regard to a current rating report of the Partnership's Series A Bonds, see immediate report of the Partnership dated October 7, 2019 (Ref. No.: 2019-01-087210), the information appearing in which is incorporated herein by reference.

c. Further to the provisions of Section 7.22.2(b) of the Periodic Report, it is noted that the Partnership has met the financial covenants to which it committed in the context of the agreement for the financing of the Partnership's share in the balance of the investment in the development of the Leviathan reservoir, as stated in Section 7.22.1(a) of the Periodic Report, as specified below:

Financial covenant	The ratio checked as of September 30, 2019	The ratio checked as of October 23, 2019 – the drawdown date, and as of the report release date [3]
Required debt coverage ratio	2.8	2.8

11. **Section 7.24.4 of the Periodic Report – policy on management of environmental risks**

a. Further to the aforesaid with regard to the update by Noble, whereby it submitted a new application for a permit for emission into the air for the Leviathan rig, under the Clean Air Law, 5768-2008 (the "**Emission Permit Application**"), note that on November 6, 2019 Noble received an air emission permit for the Leviathan rig, effective for 7 years, until 2026 (the "**Emission Permit**"). The Emission Permit includes, *inter alia*, instructions regarding maximum emissions from any emission source on the Leviathan rig, implementation of the best available technology, and instructions regarding monitoring, sampling, control and reporting to the Ministry of Environmental Protection.

Noble estimates that the scope of investments required to meet the Emission Permit requirements is included in the Development Budget.

[3] According to the provisions of Section 7.22.1(a) of the Periodic Report, compliance with the required debt coverage ratio will be measured, *inter alia*, at the time of each drawdown. From August 29, 2019 (the date of release of the Q2 2019 Report) until the date of release of this report, the Partnership performed one drawdown, which was performed on October 23, 2019. In the said drawdown, the Partnership met the required ratio.

Caution concerning forward-looking information: the above estimation regarding the scope of investments required in order to comply with the instructions of the Emission Permit and the possibility of complying with the instructions and the dates stipulated in the Emission Permit are forward looking information within the meaning thereof in Section 32A of the Securities Law. The above information is based on Noble's estimation, based on a variety of factors, including estimation of the type of investments required to meet the Permit's requirements and their cost, which are influenced by external factors, including providers of know-how, equipment and services. Such estimation may not materialize, *inter alia*, if the type of investments required changes and/or if their cost estimate changes.

b. On August 28, 2019, a petition was filed by the Homeland Guards association (the "**Petitioner**") with the Jerusalem District Court against the Ministry of Environmental Protection and functionaries therein and against Noble and the Ministry of Energy, in which it sought to order the Ministry of Environmental Protection and functionaries therein to obligate Noble or the Ministry of Energy to produce various items of information that are required, according to the Petitioner, in order to reach a decision in the Emission Permit Application; to release all of the information to the public and to allocate a period of 45 days for the purpose of submission of comments; and to refrain from issuance of an emission permit for the rig until the hearing of the petition. A motion for a temporary restraining order and an interim order designed to prevent the issuance of the emission permit until the hearing of the petition was filed concurrently with the Petition. On September 5, 2019 after the filing of responses on behalf of the Respondents, the court rejected the motion for an interim order. In an additional decision dated September 25, 2019 (that was issued in the Petitioner's motion to schedule an urgent hearing) the Court accepted Noble's argument that the petition is premature and ruled that it should therefore be summarily dismissed. However, prior to the dismissal of the petition, the Court allowed the Petitioner to file, by November 11, 2019, arguments on the question of whether the petition had been premature upon the filing thereof. The Petitioner filed update notices in which it provided an update, *inter alia*, on the granting of the emission permit. On November 19, 2019, the Petitioner filed another motion for an interim order to prevent actions in the running-in period of the Leviathan rig pending investigation of the petition. On November 21, 2019, responses were filed to the motion for an interim order. On November 24, 2019, the court denied the motion for an interim order. The date for the filing of preliminary responses to the petition was scheduled for December 10, 2019. The hearing of the petition is scheduled for December 19, 2019.

c. On November 21, 2019, a petition was served on Noble that was filed by the Zichron Yaakov Local Council, Zalul Environmental Association, the Jisr az-Zarqa Local Council, the Megiddo Regional Council, the Pardes Hanna-Karkur Local Council and the

Hefer Valley Regional Council against the Head of the Air Quality Division at the Ministry of Environmental Protection and against Noble, with the Jerusalem District Court. The petition moves to order the nullification of the Emission Permit and to rule that no activity that entails the emission of gases be conducted on the Leviathan rig. Alternatively, the court was moved to rule that approval of the running-in plan of the rig be revoked. An interim order was also sought for prevention of activity on the rig that requires an emission permit.

12. **Section 7.27.7 of the Periodic Report – agreements for the purchase of shares of East Mediterranean Gas Limited ("EMG") and for the purchase of rights in the EMG pipeline**

With regard to the Partnership's updates on the EMG transaction (within the definition thereof in Section 7.27.7 of the Periodic Report), including its announcement that there are no more closing conditions to the EMG transaction, see immediate reports of August 28, 2019, October 2, 2019 and November 3, 2019 (Ref. No.: 2019-01-074862, 2019-01-100249 and 2019-01-093438, respectively), the information appearing in which is incorporated herein by reference. It is noted that upon the transfer of the entire amount of the proceeds from the trustees to the sellers (within the definition thereof in Section 7.27.7 of the Periodic Report) on November 6, 2019, the EMG transaction was closed.

13. **Section 7.28 of the Periodic Report – legal proceedings**

a. Further to the provisions of Section 7.28.1 of the Periodic Report, regarding a class certification motion filed by a consumer of the IEC (the "**Petitioner in the Certification Motion**") against the Tamar partners on June 18, 2014 with the Tel Aviv District Court, it is noted that on August 20, 2019 summations were filed on behalf of Tamar Petroleum, and on September 5, 2019 summations were filed on behalf of the Attorney General. The Petitioner in the Certification Motion is expected to file responding summations on his behalf by December 15, 2019.

b. With regard to the summary dismissal of a derivative suit certification motion filed by a holder of participation units of the Partnership against the Partnership, the Partnership's General Partner and the Royalty Interest Owners, the directors of the Partnership's General Partner, the CEO of the Partnership's General Partner, and the Partnership's auditors, in connection with payment of royalties to the Royalty Interest Owners, see immediate report of September 25, 2019 (Ref. No.: 2019-01-099031), the information appearing in which is incorporated herein by reference.

c. Further to the provisions of Section 7.28.6(b) of the Periodic Report, regarding a complaint and a motion for a provisional order filed by the Supervisor against the Partnership, the Partnership's General Partner and the Royalty Interest Owners in connection with the investment recovery date in the Tamar project (the "**Supervisor's Claim**"), it is noted that on October 2, 2019, the answers on behalf of the Partnership and the General Partner were filed – both an answer with respect to the Supervisor's Claim and an answer with respect to the counter-claim that was filed by the Royalty Interest Owners – arguing that both claims together ought to be rejected. On October 6, 2019 a pretrial hearing was held in which it was decided that replications on behalf of the Supervisor and the Royalty Interest Owners will be filed by November 15, 2019 and that a mutual discovery proceeding will be conducted within 30 days from the date of filing of the replications as aforesaid. On November 7, 2019 the Court instructed, at the request of the supervisors and the Royalty Interest Owners, that the date for filing of replications thereby will be postponed by 30 days until December 15, 2019.

d. Further to the provisions of Section 13(b) of the Description of the Partnership's Business included in the Q2 2019 Report, note that on August 19, 2019, Some of the Tamar Partners (the "**Appellants**") filed an appeal with the Supreme Court from the judgment of the Tel Aviv District Court which rejects the administrative petition that they filed against the IEC and the Leviathan partners, in connection with the selection of the Leviathan partners' bid as the winner in the competitive process for the supply of natural gas to the IEC (below in this section, the "**Appeal**"). For details, see immediate report of August 20, 2019 (Ref. No.: 2019-01-072006), the information appearing in which is incorporated herein by reference. The Appellants are expected to file a summary of their arguments by December 1, 2019, the respondents (including the Leviathan partners) are expected to file a summary of their arguments by February 2, 2020, and the Appellants shall be entitled to file responding summations on their behalf by February 27, 2020. A hearing on the Appeal was scheduled for May 4, 2020.

e. Further to the provisions of Section 18(b) of the Description of the Partnership's Business included in the Q2 2019 Report, on the decision of the Competition Commissioner (the "**Commissioner**"), pursuant to Section 20(b) of the Economic Competition Law, 5748-1988, that permits the acquisition of the interests in the EMG pipeline, note that on September 8, 2019, Lobby 99 Ltd. (CIC) and Hatzlacha (R.A.) ("**Lobby 99**" and "**Hatzlacha**" respectively and jointly, the "**Administrative Appellants**") filed an administrative appeal against the Commissioner (as a respondent) and against Pipeline B.V. EMED ("**EMED**") and EMG (as formal respondents), with the Competition Court at the Jerusalem District Court, from the Commissioner's approval as aforesaid, in which the Court was moved to cancel or change the Commissioner's decision. On November 13, 2019, EMED and EMG filed their replications to the administrative appeal.

14. **<u>Regulation 22(d)(3) of Chapter D of the Periodic Report – engagements in agreements for supply of natural gas with affiliates</u>**

On September 19, 2019 an agreement for the supply of natural gas was signed between the Leviathan partners (the "**Sellers**") and I.P.P. Delek Sorek Ltd. (the "**Buyer**"), a company that is (indirectly) controlled by Delek Group Ltd., the (indirect) control holder of the General Partner in the Partnership (the "**Delek Sorek Agreement**"). In the Delek Sorek Agreement the Sellers undertook to supply natural gas to the Buyer in the total scope of up to approx. 0.24 BCM per year, in accordance with the terms and conditions specified in the Delek Sorek Agreement. The supply period according to the Delek Sorek Agreement is expected to begin upon the date of commencement of piping of the gas from the Leviathan project and expire after 9 years from the date of commercial operation of the Leviathan project (the "**Supply Agreement Period**"), while the Buyer has the right to extend the Delek Sorek Agreement by five additional years, by dispatch of a notice to the Sellers that it wishes to do so, no later than after the seventh year from the date of commercial operation of the Leviathan project. The Buyer undertook to take or pay for a minimum annual gas quantity in such scope and in accordance with such mechanism as is determined in the Delek Sorek Agreement (the "**Minimum Commitment Quantity**"). The gas price determined in the Delek Sorek Agreement shall be linked to the electricity production tariff, as the same will be determined from time to time by the Electricity Authority ("**PUA-E**"), and includes a "floor price". The Partnership estimates that the amount of the aggregate revenues from the sale of natural gas to the Buyer (with respect to 100% of the interests in the Leviathan project) in the period of the Delek Sorek Agreement (based on an estimate with regard to the price and quantity of the natural gas that will be purchased in the Supply Agreement Period) may amount to approx. US $600 million in the Supply Agreement Period. It is clarified that the actual revenues will be derived from an entirety of factors, including the gas quantities that will actually be purchased by the Buyer, the electricity production tariff and the shekel-dollar exchange rate. The aforesaid engagement was approved on September 19, 2019 by the board of directors of the General Partner in the Partnership, after the audit committee classified the engagement in the Delek Sorek Agreement as a non-irregular transaction, within the definition thereof in the Companies Law, 5759-1999.

<u>Caution concerning forward-looking information</u> – the aforesaid estimates with respect to the overall financial scope of the supply agreement and the quantity of natural gas to be purchased constitute forward-looking information, within the meaning thereof in the Securities Law, with respect to the materialization of which, in whole or in part, there is no certainty, and which may materialize in a materially different manner, due to various factors, including changes in the scope, rate and timing of consumption of the natural gas by the Buyer.

15. **<u>Below is a table that includes natural gas and condensate production data in the first three quarters of 2019 in the Tamar project:</u>**[4] [5]

		Q1		Q2		Q3	
		Natural Gas	**Condensate**	**Natural Gas**	**Condensate**	**Natural Gas**	**Condensate**
Total output (attributed to the holders of the equity interests of the Partnership) in the period (in MMCF for natural gas and in thousands of barrels for condensate)		20,500	26.43	18,860	24.6	21,461	28
Average price per output unit (attributed to the holders of the equity interests of the Partnership) (Dollar per MCF and per barrel)		5.53	58.25	5.29	58.59	5.52	52.1
Average royalties (any payment derived from the output of the producing asset including from the gross income from the petroleum asset) paid per output unit (attributed to the holders of the equity interests of the Partnership) (Dollar per MCF and per Barrel)	The State	0.61	6.43	0.58	6.41	0.62	5.85
	Third Parties	0.1	1	0.1	1	0.09	0.91
	Interested Parties	0.39	4.08	0.39	4.07	0.39	3.7
Average production costs per output unit (attributed to the holders of the equity interests of the Partnership) (Dollar per MCF and per barrel)[6]		0.47	2.58	0.57	3.1	0.40	2.17
Average net proceeds per output unit (attributed to the holders of the equity interests of the Partnership) (Dollar per MCF and per barrel)		3.96	44.16	3.65	44.01	4.02	39.47

Date: November 24, 2019

Delek Drilling – Limited Partnership
via Delek Drilling Management (1993) Ltd., General Partner
Signed by: Assi Bartfeld, Chairman of the Board
and Yossi Abu, CEO

[4] The data presented in the table above with respect to the rate attributed to the holders of the equity interests of the Partnership at an average price per output unit, in the royalties paid, in the production costs and in the income, net, was rounded off to two digits after the decimal point.

[5] The production data include the Partnership's direct holding in the Tamar project at the rate of 22%. For details regarding the change in the accounting treatment of the Partnership's investment in Tamar Petroleum's shares, see Note 4O to the financial statements as of September 30, 2019, that are attached below.

[6] It is emphasized that the average production costs per output unit include current production costs only, and do not include the reservoir's exploration and development costs and tax payments that will be made in the future by the Partnership.

Delek Drilling

Board of Directors Report on the State of the Partnership's Affairs

2019

This report is a translation of Delek Drilling - Limited Partnership's Hebrew-language Board of Directors' Report of the General Partner. It is prepared solely for convenience purposes. Please note that the Hebrew version constitutes the binding version, and in any event of discrepancy, the Hebrew version shall prevail.

November 24, 2019

Delek Drilling Limited Partnership

Report of the Board of Directors of the General Partner for the Period Ended September 30, 2019

The board of directors of Delek Drilling Management (1993) Ltd. (the "**General Partner"**) hereby respectfully submits the board of directors' report for the nine-month and three-month periods ended September 30, 2019 (the "**Report Period**").

Part One – Explanations of the Board of Directors on the State of the Partnership's Business

1. Main figures from the description of the Partnership's business

Delek Drilling – Limited Partnership (the "**Partnership**" or "**Delek Drilling**") was founded on July 1, 1993 according to a partnership agreement between the trustee, Delek Drilling Trusts Ltd., as limited partner of the first part, and Delek Drilling Management (1993) Ltd. as general partner of the second part.

Main changes that occurred in the Report Period:

For a comprehensive description of the main changes in the Partnership's business in the Report Period, see the updates to Chapter A (the Description of the Partnership's Business) of the periodic report for 2018, the condensed interim financial statements as of March 31, 2019, the condensed interim financial statements as of June 30, 2019, and the condensed interim financial statements as of September 30, 2019 (which are attached below).

2. Results of operations

A. General

As of the date of approval of the condensed interim financial statements, the Partnership's primary business is exploration, development and production of natural gas, condensate and oil, as well as the promotion of the use of infrastructures for the export of natural gas, with the purpose of increasing the volume of natural gas sales. The Partnership is also promoting several alternatives for the sale of its remaining direct holdings in the Tamar I/12 and Dalit I/13 leases (jointly: "**Tamar and Dalit**"), in accordance with the provisions of the Gas Framework (see Note 1G and Note 12J1 to the annual financial statements), including the incorporation of an SPV which would offer debt and equity, to be listed on a foreign stock exchange and/or on the Tel Aviv Stock Exchange, and/or sale to a third party and/or by means of a split of the Partnership's assets, such that all of the Partnership's assets and liabilities, other than the assets and liabilities attributed to the Tamar and Dalit leases, would be transferred to a foreign SPV whose shares will be distributed by the Partnership as a distribution in kind to the Partnership's participation unit holders. For further details, see Note 23A to the annual financial statements.

The Partnership's net profit in the Report Period amounted to approx. $145.3 million, compared with approx. $225.9 million in the same period last year.

The decrease in profit in the Report Period, compared with the same period last year, mainly derives from an adjustment of the value of investment in a company accounted for at equity to the market value thereof, in the sum of approx. $36.6 million which was carried out in Q1/2019, in view of the resignation of the CEO of the General Partner of the Partnership from the board of directors of the company accounted for at equity (see Note 4O to the financial statements attached below), from expenses in the amount of approx. $6.9 million that were recorded due to an arbitration award regarding a dispute pertaining to linkage of the electricity production tariff to the natural gas price between the Partnership together with some of the Tamar partners and OPC Mishor Rotem Ltd. (see Note 4S to the financial statements attached below), from an increase in the depreciation expenses in the amount of approx. $15.6 million which mainly derived from an update to the cost of retirement of the Yam Tethys project assets, from an increase in the gas production cost and from a decrease in net financial income, as explained below.

The net profit in Q3/2019 amounted to approx. $60.5 million, compared with approx. $74.1 million in the same period last year. The decrease in net profit derives mainly from an increase in the depreciation expenses, from decrease in the Partnership's share of earnings of company accounted for at equity and from an increase in the production cost which was partially offset by an increase in the financing income as aforesaid.

The profit in Q3, net of the revaluation of amounts receivable in respect of Karish and Tanin, and of an update of the oil and gas asset retirement obligations in the Yam Tethys project, in the Report Period and in the same period last year, is approx. $60 million and approx. $65.2 million, respectively.

B. Analysis of statements of comprehensive income

Below are main figures with regards to the Partnership's statements of comprehensive income (Dollars in thousands):

	1-3/2019	4-6/2019	7-9/2019	1-9/2019	1-9/2018	7-9/2018	2018
Revenues							
From natural gas and condensate sales	117,739	102,360	119,837	339,936	344,648	124,579	457,982
Net of royalties	23,380	20,055	24,295	67,730	67,154	25,087	91,333
	94,359	**82,305**	**95,542**	**272,206**	**277,494**	**99,492**	**366,649**
Expenses and costs:							
Cost of gas and condensate production	9,980	13,416	8,534	31,930	22,653	6,745	32,720
Depreciation, depletion and amortization expenses	10,953	16,649	22,504	50,106	34,526	12,955	45,058
Oil and gas exploration expenses, and other direct expenses	3,344	3,112	3,217	9,673	6,269	2,684	9,720
G&A expenses	2,517	3,208	2,441	8,166	7,631	2,348	9,811
Total expenses and costs	**26,794**	**36,385**	**36,696**	**99,875**	**71,079**	**24,732**	**97,309**
Other expenses	(474)	-	-	(474)	(514)	-	(561)
Partnership's share of earnings (losses) of company accounted for at equity, net	(36,640)	-	-	(36,640)	5,380	6,352	10,542
Operating income	**30,451**	**45,920**	**58,846**	**135,217**	**211,281**	**81,112**	**279,321**
Financial expenses	(11,037)	(11,143)	(14,095)	(36,275)	(45,005)	(13,905)	(57,432)
Financial income	21,500	10,695	15,482	47,677	62,239	7,577	59,149
Financial expenses, net	10,463	(448)	1,387	11,402	17,234	(6,328)	1,717
Profit before levy	**40,914**	**45,472**	**60,233**	**146,619**	**228,515**	**74,784**	**281,038**
Petroleum and gas profit levy	(922)	(696)	304	(1,314)	(2,622)	(641)	(4,205)
Net profit	**39,992**	**44,776**	**60,537**	**145,305**	**225,893**	**74,143**	**276,833**
Other comprehensive profit (loss):							
For items which may subsequently be reclassified to profit or loss:							
Profit (loss) in respect of cash flow hedging transactions	(1,641)	(4,575)	29	(6,187)	-	-	-
Carried to profit or loss in respect of cash flow hedging transactions	(594)	(627)	(50)	(1,271)	(1,866)	(678)	(2,721)
Amounts which will not be subsequently reclassified to profit or loss:							
Loss in respect of investment in equity instruments designated for measurement at fair value through other comprehensive income	(3,249)	(24,350)	(8,817)	(36,416)	-	-	-
Total other comprehensive loss for the period	(5,484)	(29,552)	(8,838)	(43,874)	(1,866)	(678)	(2,721)
Total comprehensive income	**34,508**	**15,224**	**51,699**	**101,431**	**224,027**	**73,465**	**274,112**
Gas sales in BCM[1]	**2.6**	**2.4**	**2.8**	**7.8**	**7.8**	**2.8**	**10.5**
Condensate sales in thousands of barrels[2]	**120**	**112**	**127**	**359**	**360**	**133**	**477**

[1] Figures refer to natural gas sales (100%) in the Tamar project and the Yam Tethys project, rounded off to one tenth of the BCM.

[2] Figures refer to condensate sales (100%) in the Tamar project, rounded off to thousands of barrels.

Revenues net of royalties in the Report Period amounted to approx. $272.2 million, compared with approx. $277.5 million in the same period last year. The decrease in the revenues, net, derived mainly from the receipt of an arbitration award regarding a dispute pertaining to the electricity production tariff between the Partnership together with some of the Tamar partners and OPC Mishor Rotem Ltd. For further details, see Note 4S to the financial statements attached below.

Revenues net of royalties in Q3/2019 amounted to approx. $95.5 million, compared with approx. $99.5 million in the same period last year.

The cost of production of gas and condensate mainly includes management and operating expenses of the Tamar project which include, *inter alia*, expenses of haulage and transport, salaries, consulting, maintenance and insurance. The cost of production of gas and condensate in the Report Period amounted to approx. $31.9 million, compared with approx. $22.7 million in the same period last year. The increase in the Report Period compared with the same period last year mainly derives from expenses in connection with maintenance work on equipment on the Tamar platform which started in H2/2018.

The cost of production of gas in Q3/2019 amounted to approx. $8.5 million, compared with approx. $6.7 million in the same period last year. The increase derives primarily from the performance of equipment maintenance work as provided above.

Depreciation, depletion and amortization expenses in the Report Period amounted to approx. $50.1 million, compared with approx. $34.5 million in the same period last year. Depreciation expenses in the Report Period include depletion depreciation in the Tamar and Yam Tethys projects. The increase derives primarily from an update of retirement costs in the Yam Tethys project in the sum of approx. $17 million recorded in the quarter.

Depreciation, depletion and amortization expenses in Q3/2019 amounted to approx. $22.5 million, compared with approx. $13 million in the same period last year. The increase derives primarily from the reason stated above.

Oil and gas exploration expenses in the Report Period amounted to approx. $9.7 million, compared with approx. $6.3 million in the same period last year and they include, *inter alia*, salary expenses of geologists, engineers and consulting, and G&A expenses of the Leviathan project operator. The increase derives primarily from an increase in the amount of activity at the Leviathan project and administrative expenses attributed to the aforesaid project.

Oil and gas exploration expenses in Q3/2019 amounted to approx. $3.2 million, compared with approx. $2.7 million in the same period last year.

G&A expenses in the Report Period amounted to approx. $8.2 million, compared with approx. $7.6 million in the same period last year, and include, *inter alia*, expenses for professional services, employee payroll expenses and management fees to the General Partner. Furthermore, G&A expenses include expenses in the amount of approx. $1.5 million (in the same period last year: approx. $1.5 million), which were recorded against a capital reserve for transactions between a corporation and a controlling interest holder thereof and which mainly derive from costs that are financed by the General Partner, which according to the partnership agreement, are not borne by the Partnership.

G&A expenses in Q3/2019 amounted to approx. $2.4 million, compared with approx. $2.3 million in the same period last year.

Other expenses in the Report Period amounted to approx. $0.5 million, similarly to the same period last year, and they derive from the update of other long-term assets.

The Partnership's share of earnings (losses) of company accounted for at equity, net in the Report Period amounted to a loss of approx. $36.6 million, compared with a profit of approx. $5.4 million in the same period last year. The loss in the Report Period mainly derives from an adjustment of the value of the investment in Tamar Petroleum to the market value thereof, as specified above. For further details, see also Note 4O to the financial statements attached below.

Financial expenses in the Report Period amounted to approx. $36.3 million, compared with approx. $45 million in the same period last year. Most of the financial expenses derived from interest in respect of bonds in the sum of approx. $51.8 million and credit from banking corporations in the sum of approx. $3 million, out of which the Partnership capitalized financial expenses in the amount of approx. $25.1 million attributed to the development of the Leviathan project. In addition, in the Report Period, the Partnership capitalized financial expenses in respect of specific credit from banking corporations for the Leviathan project, in the sum of approx. $83.9 million. The decrease in financial expenses in the Report Period, compared with the same period last year, derives primarily from the repayment of the 2018 Tamar Bond Series in August 2018.

Financial expenses in Q3/2019 amounted to approx. $14.1 million, compared with approx. $13.9 million in the same period last year.

Financial income in the Report Period amounted to approx. $47.7 million, compared with approx. $62.2 million in the same period last year. The decrease in financial income mainly derives from a revaluation of royalties receivable from the Karish and Tanin leases (jointly: "**Amounts Receivable**"), in the sum of approx. $31.2 million, compared with approx. $53.7 million in the same period last year. For further details with respect to the Amounts Receivable, see Note 4N to the financial statements attached below. It is noted that in the Report Period, a dividend was received from Tamar Petroleum in the amount of approx. $6.8 million, which was recorded in the financial income item in view of the change in the manner of the accounting treatment of the investment, as aforesaid.

Financial income in Q3/2019 amounted to approx. $15.5 million, compared with approx. $7.6 million in the same period last year. The increase derives primarily from a revaluation of Amounts Receivable as aforesaid.

Petroleum and gas profit levy in the Report Period amounted to an expense of approx. $1.3 million, compared with the sum of $2.6 million in the same period last year. The amount of the levy in the Report Period is comprised of a levy for the Partnership's revenues from the Yam Tethys project.

3. Financial position, liquidity and financing sources

A. Financial position

Below is a specification of the main changes in the condensed interim statement of financial position as of September 30, 2019, compared with the statement of financial position as of December 31, 2018:

Total condensed statement of financial position as of September 30, 2019 amounts to approx. $4,326 million, compared with approx. $3,771.4 million as of December 31, 2018.

Current assets of the Partnership as of September 30, 2019 amount to approx. $385.5 million, compared with approx. $474.7 million as of December 31, 2018, as specified below:

1) **Cash and cash equivalents** as of September 30, 2019 total approx. $148.9 million, compared with approx. $143.9 million as of December 31, 2018. During the Report Period, funds were withdrawn from the current deposits that serve as a safety cushion for the bonds of Tamar Bond, a loan was received from banking corporations (see Note 4J to the financial statements attached below) and dispositions were made of short-term investments which were used primarily for investments in the Leviathan project, for investment in the EMG transaction (as provided in Note 3B1 to the financial statements attached below) and for distribution of profits to the participation unit holders.

2) **Short-term investments** as of September 30, 2019 total approx. $85.1 million, compared with approx. $186.2 million as of December 31, 2018, the decrease derives from the disposition of the investments for the current operations and investments of the Partnership as specified in Paragraph 1 above. The balance includes, *inter alia*, corporate bonds, short-term deposits, and a deposit serving as a safety cushion for the bonds of Tamar Bond.

3) **Trade receivables item** as of September 30, 2019 total approx. $52.1 million, compared with approx. $45.5 million as of December 31, 2018. The item primarily includes current debts of Partnership's customers at the Tamar reservoir.

4) **Trade and other receivables item** as of September 30, 2019 total approx. $99.3 million, compared with approx. $99.2 million as of December 31, 2018.

Non-current assets of the Partnership as of September 30, 2019 amount to approx. $3,940.6 million, compared with approx. $3,296.7 million on December 31, 2018, as specified below:

1) **Investments in petroleum and gas assets** as of September 30, 2019 total approx. $3,287.7 million, compared with approx. $2,805.4 million as of December 31, 2018. The increase mainly derives from investments in the development of the Leviathan project in the sum of approx. $495 million. Conversely, the Partnership recorded depletion depreciation and amortization expenses in respect of the Tamar and Yam Tethys projects in the sum of approx. $50.1 million.

2) **Other long-term assets** as of September 30, 2019 totaled approx. $550.9 million, compared with approx. $306.8 million as of December 31, 2018. The assets mainly include Amounts Receivable in respect of the sale of the Karish and Tanin leases in the sum of approx. $205.7 million, other receivables in respect of the construction of infrastructures for the export of gas in the sum of approx. $61.5 million, sums for advance payments in connection with costs in the EMG transaction in the sum of approx. $191 million (see Note 3B1 to the financial statements attached below), advance payments on account of royalties paid to the State, to related parties and to third parties in the sum of approx. $35 million and financial assets available for sale in the sum of approx. $51 million.

3) **Long-term deposits in banks** that serve as a safety cushion for the bonds of Tamar Bond amount as of September 30, 2019 to approx. $101.9 million, compared with approx. $60.3 million as of December 31, 2018.

4) **Investment in a company accounted for at equity** as of December 31, 2018, included the investment in shares of Tamar Petroleum Ltd. in the sum of approx. $124.3 million. In the Report Period, the Partnership classified its holdings in shares of Tamar Petroleum in the other long-term assets item and began to record them according to market value as provided in Section 4O of the financial statements attached below.

Current liabilities as of September 30, 2019 amount to approx. $182.5 million, compared with approx. $196.5 million as of December 31, 2018, as specified below:

1) **Trade and other payables** as of September 30, 2019 amounted to approx. $182.5 million, compared with approx. $161.8 million as of December 31, 2018 and include primarily interest expenses payable in connection with bonds and loans from banking corporations, liabilities in connection with cash flow hedging transactions in connection with the financing of the Leviathan project in the amount of approx. $6.2 million (see Note 5C to the financial statements attached below), and payables in the context of joint ventures in the amount of approx. $114.4 million.

2) **Declared profits for distribution** as of December 31, 2018 amounted to approx. $34.7 million and were paid in January 2019.

Non-current liabilities as of September 30, 2019 amount to approx. $3,341.5 million, compared with approx. $2,719.8 million as of December 31, 2018, as specified below:

1) **Bonds** – as of September 30, 2019 amounted to approx. $1,350 million compared with the sum of approx. $1,347.6 million as of December 31, 2018, and consist of Series A Bonds in the sum of approx. $396.8 million (net of issue expenses) and bonds of Tamar Bond in the sum of approx. $953.2 million (net of issue expenses) (see Part Four below).

2) **Long-term liabilities to banking corporations** as of September 30, 2019 amounted to approx. $1,795.6 million compared with approx. $1,238.1 million as of December 31, 2018 and they include a loan in relation to the financing of the Leviathan project in the sum of approx. $1,599.3 million (net of raising costs) as well as a loan in the sum of approx. $196.3 million (net of raising costs) as provided in paragraph C below and in Note 4J to the financial statements attached below.

3) **Other long-term liabilities** as of September 30, 2019 total approx. $195.9 million, compared with approx. $134 million as of December 31, 2018, and include mainly gas and petroleum asset retirement obligations in the Yam Tethys, Tamar and Leviathan projects in the amount of approx. $164.7 million and tax payment liabilities on account of the tax owed by the holders of the Partnership's participation units in the sum of approx. $19 million which derived from capital gain from the sale of 9.25% of the interests in Tamar and Dalit to Tamar Petroleum and a provision made for balancing payments due to previous years in the amount of approx. $12.2 million, as provided in Note 4T to the financial statements attached below.

The capital of the limited partnership as of September 30, 2019 totals approx. $802 million, compared with approx. $855.1 million as of December 31, 2018. The change in capital mainly derives from the comprehensive income in the Report Period, in the sum of approx. $101.4 million. On the other hand, the Partnership distributed profits to participation unit holders in the sum of approx. $150.3 million.

B. <u>Cash flow</u>

Cash flows generated by the Partnership from operating activities amounted in the Report Period to approx. $188.5 million, compared with approx. $188.3 million in the same period last year.

Cash flows used for investment activities amounted in the Report Period to approx. $537.7 million, compared with cash flows used for investment activities in the sum of approx. $438.4 million in the same period last year. In the Report Period, the Partnership invested approx. $467.3 million in oil and gas assets mainly in the Leviathan project, a sum of approx. $198.1 million primarily in the EMG transaction and a sum of approx. $40.9 million in a long-term deposit that serves as a safety cushion for bonds of Tamar Bond. On the other hand, a change was recorded due to the operator of the joint ventures in the sum of approx. $50.8 million, a decrease in short-term investments of approx. $102.5 million as well as a repayment of a loan that was provided in the sum of approx. $15.3 million in the context of the transfer of rights in the Karish and Tanin leases to Energean.

Cash flows generated from financing activities in the Report Period total approx. $354.2 million, compared with approx. $215.3 million in the same period last year. Cash flows generated from the financing activities in the Report Period mainly derived from the receipt of loans from banking corporations in the sum of approx. $560.3 million. Conversely, the Partnership distributed profits in the sum of approx. $185 million and paid advance tax payments for the participation unit holders in the sum of approx. $27.4 million.

C. Financing

On August 1, 2019 the Partnership executed two loan agreements with a bank consortium headed by HSBC Bank Plc and J.P. Morgan Limited and participated by Citibank N.A. Israel Branch and Goldman Sachs Bank USA, regarding the provision of two credit facilities in a total amount of $300 million, in two loans, one in a total of up to $75 million and the second in a total of up to $225 million, from which the Partnership can withdraw funds until December 31, 2019. In the Report Period, the Partnership performed a withdrawal from the aforesaid credit facility in the sum of $200 million. For further details, see Note 4J to the financial statements attached below.

D. Profit distributions

1. On January 14, 2019, the Partnership distributed approx. ILS 130 million (ILS 0.11075 per participation unit), which were approved by the board of directors of the General Partner and the trustee on December 24, 2018.

2. On September 5, 2019, the Partnership distributed approx. ILS 150 million (ILS .012779 per participation unit), which were approved by the board of directors of the General Partner and the trustee on August 13, 2019.

Part Two – Exposure to and Management of Market Risks

Over the course of the reported period, no change occurred in the areas of the Partnership's exposure or in the market risks, as reported in the board of directors' report for 2018, except as stated below:

1. Report on linkage bases in Dollars in thousands, as of September 30, 2019

	Financial Balances				
	In dollars or dollar-linked	**In non-linked ILS**	**Non-linked**	**Non-financial balances**	**Total**
Assets					
Cash and cash equivalents	142,925	6,024	-	-	148,949
Short-term investments	84,885	217	-	-	85,102
Trade receivables	52,110	-	-	-	52,110
Other receivables	51,188	-	-	48,101	99,289
Investments in gas and petroleum assets	-	-	-	3,287,718	3,287,718
Long-term bank deposits	101,939	-	-	-	101,939
Other long-term assets	208,273	-	51,195	291,444	550,912
Total assets	**641,320**	**6,241**	**51,195**	**3,627,263**	**4,326,019**
Liabilities					
Trade and other payables	163,213	167	-	19,120	182,500
Bonds	1,350,016	-	-	-	1,350,016
Long-term liabilities to banking corporations	1,795,564	-	-	-	1,795,564
Other long-term liabilities	-	-	-	195,939	195,939
Total liabilities	**3,308,793**	**167**	**-**	**215,059**	**3,524,019**
Total net assets	**(2,667,473)**	**6,074**	**51,195**	**3,412,204**	**802,000**

2. Report on linkage bases in Dollars in thousands, as of December 31, 2018

	Financial Balances			
	In dollars or dollar-linked	In non-linked ILS	Non-financial balances	Total
Assets				
Cash and cash equivalents	105,370	38,515	-	143,885
Short-term deposits and investments	185,979	174	-	186,153
Trade receivables	45,481	-	-	45,481
Other receivables	96,487	-	2,684	99,171
Investments in gas and petroleum assets	-	-	2,805,352	2,805,352
Long-term deposits	60,281	-	-	60,281
Investment in company accounted for at equity	-	-	124,250	124,250
Other long-term assets	201,560	-	105,242	306,802
Total assets	**695,158**	**38,689**	**3,037,528**	**3,771,375**
Liabilities				
Trade and other payables	142,383	78	19,366	161,827
Declared profits for distribution	-	-	34,685	34,685
Bonds	1,347,575	-	-	1,347,575
Long-term liabilities to banking corporations	1,238,143	-	-	1,238,143
Other long-term liabilities	-	-	134,041	134,041
Total liabilities	**2,728,101**	**78**	**188,092**	**2,916,271**
Total net assets	**(2,032,943)**	**38,611**	**2,849,436**	**855,104**

3. Sensitivity tests

In accordance with Amendment of Y/5767 to the provisions of the Second Schedule to the Securities Regulations (Immediate and Periodic Reports) 5730-1970, the Partnership performed tests of sensitivity to changes in risk factors affecting the fair value of “sensitive instruments”.

Sensitivity analysis of the value of contingent proceeds in connection with royalties and receivables in connection with the Debt Component from the sale of the Karish and Tanin leases to changes in the cap rate ($ in thousands):

Sensitive instrument	Profit/(Loss) from Changes		Fair Value	Profit/(Loss) from Changes	
	2%	1%		-1%	-2%
Royalties receivable	(17,575)	(9,237)	139,800	10,268	21,719
Amounts receivables in connection with the sale of the Karish and Tanin leases	(4,872)	(2,502)	80,698	2,643	5,437
Total	**(22,447)**	**(11,739)**	**220,498**	**12,911**	**27,156**

Sensitivity analysis of the value of contingent proceeds in connection with royalties from the sale of the Karish and Tanin leases to changes in the natural gas price ($ in thousands):

Sensitive instrument	Profit/(Loss) from Changes		Fair Value	Profit/(Loss) from Changes	
	10%	5%		-5%	-10%
Royalties receivable	6,336	4,608	139,800	(1,295)	(5,645)

Tests of sensitivity to changes in the Dollar/ILS exchange rate ($ in thousands)

Sensitive instrument	Profit/(Loss) from Changes		Fair Value	Profit/(Loss) from Changes	
	10%	5%		-5%	-10%
	3.830	**3.656**	**3.482**	**3.308**	**3.134**
Cash and cash equivalents	(602)	(301)	6,024	301	602
Bank deposits	(22)	(11)	217	11	22
Trade and other payables	17	8	(167)	(8)	(17)
Total	**(607)**	**(304)**	**6,074**	**304**	**607**

Tests of sensitivity to changes in the LIBOR curve ($ in thousands):

Dollar Interest	Profit/(Loss) from Changes		Fair Value	Profit/(Loss) from Changes	
	10%	5%		-5%	-10%
Foreign bonds	(7)	(3)	8,695	3	7
Liabilities to banking corporations	(4,258)	(2,129)	(1,881,770)	2,128	4,254
Financial derivatives	1,787	894	(6,209)	(895)	(1,790)
Total	**(2,478)**	**(1,238)**	**(1,879,284)**	**1,233**	**2,464**

Tests of sensitivity to changes in the prices of securities ($ in thousands):

Dollar Interest	Profit/(loss) from the changes		Fair value	Profit/(loss) from the changes	
	10%	5%		-5%	-10%
Investment in shares	5,120	2,560	51,195	(2,560)	(5,120)

Part Three – Disclosure in connection with the Corporation's Financial Reporting

1. Subsequent events

For material events after the date of the condensed statement of financial position, see Note 6 to the financial statements as of September 30, 2019, which are attached below.

2. Critical accounting estimates

No material change occurred in the Report Period compared with the reports for 2018, except as stated in Note 2 to the financial statements in relation to the first-time application of new accounting standards.

Part Four – Details of bonds issued by Delek & Avner (Tamar Bond) Ltd.[3] (in Dollars in thousands) and the issue of bonds by the Partnership (in ILS in thousands)

Bond Series[4 5]	2020	2023	2025
Par value on issue date	400,000	400,000	400,000
Issue date	May 19, 2014	May 19, 2014	May 19, 2014
Par value as of September 30, 2019	320,000	320,000	320,000
Linked par value as of September 30, 2019	320,000	320,000	320,000
Value in the Partnership's books as of September 30, 2019	,319276	,317535	,316374
Market cap as of September 30, 2019[6]	328,576	332,768	335,136
Fixed annual interest rate	4.435%	5.082%	5.412%
Principal payment date	December 30, 2020	December 30, 2023	December 30, 2025
Interest payment dates	Semiannual interest payable on every June 30th and every December 30th as of the issue date in 2014-2020	Semiannual interest payable on every June 30th and every December 30th as of the issue date in 2014-2023	Semiannual interest payable on every June 30th and every December 30th as of issue date in 2014-2025
Linkage base: base index[7]	None		
Conversion right	None		
Right to prepayment or mandatory conversion[8]	Right to prepayment		
Guarantee for payment of the liability	See Note 10B to the annual financial statements		
Name of the trustee	HSBC BANK USA, NATIONAL ASSOCIATION		
Name of person in charge at the trust company	Susie Moy		

[3] A company wholly-owned by the Partnership (the "**Bond Company**").
[4] $80 million were repaid in each one of the series as part of the sale of 9.25% (out of 100%) of the Partnership's interests in the Tamar lease.
[5] On August 31, 2018, the Partnership prepaid the Series 2018 Bonds.
[6] The bonds are traded in Israel on "TACT-Institutional" on TASE.
[7] The principal and interest of the bonds are in dollars.
[8] The Partnership is entitled to prepay the loan, in whole or in part, at any time, subject to a prepayment fee. Prepayment following events set forth in the bonds may be effected without a prepayment fee.

Trustee's address and e-mail	HSBC Bank USA, National Association, as TRUSTEE 452 5th Avenue, 8E6 New York, NY 10018 CTLANYDealManagement@us.hsbc.com
Rating as of the issue date[9]	Moody's: Baa3 S&P: BBB- Midroog Ltd: Aa2 Standard & Poor's Maalot: ilAA
Rating as of the report date[10]	Moody's: Baa3 S&P: BBB Midroog Ltd: Aa2 Standard & Poor's Maalot: ilAA
Has the company fulfilled, up to September 30, 2019 and during the three months then ended, all of the conditions and obligations under the indenture	Yes
Is the bonds series material[11]	Yes
Have any conditions establishing cause for acceleration of the bonds been met	No
Pledges to secure the bonds	See Note 10B to the annual financial statements.

[9] See the Partnership's immediate reports of May 29, 2014 (Ref. No. 2014-01-077676), June 8, 2014 (Ref. No: 2014-01-084870) and June 17, 2014 (Ref. No. 2014-01-093135, 2014-01-093132), the information appearing in which is incorporated herein by reference.

[10] Since the bond issue date, no change has occurred in the rating in relation to the initial rating report. See the report dated March 5, 2019 (Ref. No.: 2019-01-019092), as well as the immediate reports dated July 16, 2019 (Ref. No. 2019-01-061536 and 2019-01-061539), the information appearing in which is incorporated herein by reference.

[11] The series of bond certificates will be deemed material if the total liabilities of the corporation thereunder at the end of the report year, as presented in the financial statements, constitute five percent or more of the total liabilities of the corporation.

The Bonds	**Series A**
Par value on the issue date in ILS in thousands	1,528,533
Issue date	December 26, 2016
Par value as of September 30, 2019 in ILS in thousands	1,528,533
Linked par value as of September 30, 2019 in ILS in thousands	1,393,650
Value in the Partnership's books as of September 30, 2019 in ILS in thousands	1,386,094
Market cap as September 30, 2019 in ILS in thousands	1,339,606
Fixed annual interest rate	4.5%
Principal payment date	December 31, 2021
Interest payment dates	Semiannual interest payable on every June 30th and every December 31st from the issue date in 2017-2021
Linkage base: base index	The bond is stated in ILS. The principal and interest are linked to a dollar rate of 3.819
Conversion right	None
Right to prepayment or mandatory conversion[12]	Right to prepayment
Guarantee for payment of the liability	See Note 10D to the annual financial statements.
Name of the trustee	Reznik Paz Nevo Trusts Ltd.
Name of person in charge at the trust company	Adv. Michal Avtalion-Rishony
Trustee's address and e-mail	14 Yad Harutzim St., Tel Aviv, michal@rpn.co.il
Rating as of the issue date[13]	A1 stable
Rating as of the report date[14]	A1 negative
Has the company fulfilled, by September 30, 2019 and in the three months ending on such date, all of the conditions and obligations under the indenture	Yes
Have any conditions establishing cause for acceleration of the bonds been fulfilled	No
Pledges to secure the bonds	See Note 10D to the annual financial statements.
The Partnership's financial equity as of September 30, 2019, as defined in the indenture[15]	$4,037 thousand
The financial equity to debt ratio as of September 30, 2019, as defined in the indenture[13]	Approx. 7
Is it material[16]	Yes

[12] The Partnership has the right to prepay the bonds at any time, in whole or in part, all in accordance with the terms and conditions of the indenture.

[13] See the Partnership's immediate report of December 22, 2016 (Ref. No. 2016-01-090873), the information appearing in which is incorporated herein by reference.

[14] For an updated rating report, see the Partnership's immediate report of October 7, 2019 (Ref. No.: 2019-01-087210), the information appearing in which is incorporated herein by reference.

[15] In accordance with the Partnership's undertaking on the date of the issue of the bonds. For further details, see Note 10D to the annual financial statements. The ratio was calculated, *inter alia*, based on the discounted cash flows of the Tamar project and of the Leviathan project as of December 31, 2018 that are included in Chapter A (Description of the Partnership's Business) of the Partnership's Periodic Report for 2018.

[16] The series of bond certificates will be deemed material if the total liabilities of the corporation thereunder at the end of the report year, as presented in the financial statements, constitute five percent or more of the total liabilities of the corporation.

Additional information

The board of directors of the General Partner expresses its appreciation of the management of the General Partner of the Partnership, the officers and the entire team of employees for their dedicated work and their significant contribution to the promotion of the Partnership's business.

Sincerely,

Assi Bartfeld	**Yossi Abu**
Chairman of the Board of Directors	CEO

Delek Drilling Management (1993) Ltd.
On behalf of: Delek Drilling – Limited Partnership

Annex A to the Board of Directors' Report

Figures regarding Delek Avner (Tamar Bond) Ltd.

Further to Note 10B to the financial statements for 2018 and to the provisions of Part Four of the Board of Director's Report and following a tax ruling received by the Partnership immediately prior to the bond issuance, below are financial figures which will be disclosed to the holders of bonds of Delek & Avner (Tamar Bond) Ltd.

Statements of Financial Position (Expressed in US$ Thousands)

	30.9.2019	30.9.2018	31.12.2018
	Unaudited	Unaudited	Audited
Assets:			
Current Assets:			
Short term Bank deposits	74,832	32,824	37,158
Interest receivable	11,943	11,943	-
Related parties	-	67,176	2,561
	86,775	111,943	39,719
Noncurrent Assets:			
Loans to shareholders	958,842	958,807	958,822
Long term bank deposits	101,939	-	60,281
	1,060,781	958,807	1,019,103
	1,147,556	1,070,750	1,058,822
Liabilities and Equity:			
Current Liabilities:			
Interest payable	11,943	11,943	-
Related parties	76,771	-	-
	88,714	11,943	-
Noncurrent Liabilities:			
Bonds	960,000	960,000	960,000
Loans from shareholders	100,000	100,000	100,000
	1,060,000	1,060,000	1,060,000
Equity	(1,158)	(1,193)	(1,178)
	1,147,556	1,070,750	1,058,822

Statements of Comprehensive Income (Expressed in US$ Thousands)

	For the Nine Months Ended 30.09.2019	For the Nine Months Ended 30.09.2018	For the Three Months Ended 30.09.2019	For the Three Months Ended 30.09.2018	For the Year Ended 31.12.2018
	Unaudited	**Unaudited**	**Unaudited**	**Unaudited**	**Audited**
Financial expenses	37,628	48,167	12,000	17,490	60,570
Financial income	(37,648)	(48,570)	(12,000)	(17,682)	(60,988)
	(20)	(403)	- *	(192)	(418)

* The income due to application of IFRS 9 was less than $1,000 for the three-month period ended September 30, 2019.

SPONSOR FINANCIAL DATA REPORT[17]

Cash flow for the period from July 1, 2019 – September 30, 2019

	Item	Quantity/Actual Amount (In thousands)
A.	Total Offtake (BCM) (100%)[18]	2.8
B.	Tamar Revenues (100%)[18]	548,384
C.	Loss Proceeds, if any, paid to Revenue Accounts	-
D.	Sponsor Deposits, if any, into Revenue Accounts	-
E.	Gross Revenues (before Royalties)	119,444
F.	Overriding Royalties	
	(a) Statutory Royalties	(13,747)
	(b) Third Party Royalties	(11,589)
G.	Net Revenues	94,108
H.	Costs and Expenses:	
	(a) Fees Under the Financing Documents – (Interest Income)	184
	(b) Taxes	-
	(c) Operation and Maintenance Expenses	(8,425)
	(d) Capital Expenditures	(4,217)
	(e) Payments under the Tamar FUA	-
	(f) Insurance	3
I.	Total Costs and Expenses (sum of Items H(a), (b), (c), (d), (e) and (f))	(12,455)
J.	Total Cash Flows Available for Debt Service (Item G minus Item H)	81,653
K.	Total Debt Service	-

[17] The aforesaid report is delivered to the trustee for the bonds on a quarterly and annual basis and represents the cash flow deriving for the Partnership from the Tamar project relative to the amounts required for the debt service in such period.

[18] Sections A and B are based on 100% of Tamar partners.

Annex B to the Board of Directors' Report

Summary of Data on the Valuation of Royalties from the Karish and Tanin Leases

Following are details of a highly material valuation with respect to the profit from the revaluation of royalties from the sale of the Partnership’s interests in the Karish and Tanin leases (for further details, see Note 4N to the condensed interim financial statements and the valuation attached below):

Identification of the object of the valuation:	Royalties in respect of the sale of all of the interests in the Karish and Tanin leases.
Timing of the valuation:	September 30, 2019.
Value of the object of the valuation shortly before the date of the valuation, if GAAP, including depreciation and amortization, did not warrant a change in its value according to the valuation:	Not applicable.
Value of the object of the valuation determined according to the valuation:	A sum of approx. U.S. $139.4 million, which is included under other long-term assets of the Partnership.
Identification of the valuator and his/its characteristics, including education, experience in the preparation of valuations for accounting purposes in reporting corporations and in scopes similar to or exceeding those of the reported valuation, and dependence on the party commissioning the valuation, including reference to indemnification agreements with the valuator:	GSE Financial Advisory Ltd. is a subsidiary of Giza Singer Even Ltd. (jointly: the “**Valuator**”), which is a leading financial consulting and investment banking firm in Israel. The firm has vast experience in supporting the largest companies, the most prominent privatizations and the most important transactions in the Israeli market, which experience was gained thereby over the course of its thirty years of activity. Giza Singer Even is active in three segments, through autonomous and independent business divisions: economic consulting; investment banking; analytical research and corporate governance. The work was performed by a team headed by CPA Eitan Cohen, partner and Head of the Economic Department at Giza Singer Even, who has more than ten years of experience in economic and business consulting, company valuations and financial instruments. Eitan is an accountant holding a B.A. in Economics and Business Administration from the Ben Gurion University and an M.A. in Financial Mathematics from the Bar Ilan University. The Valuator has no personal interest in and/or dependence on the Partnership

	and/or the General Partner of the Partnership, other than the fact that it received a fee for the valuation. Furthermore, the Valuator has confirmed that its fee is not contingent on the results of the valuation.
The valuation model applied by the Valuator:	Discounting expected cash flows while adjusting the discount rates to the risks entailed by the cash flow forecasts.
The assumptions based on which the Valuator prepared the valuation according to the valuation model:	The key assumptions underlying the valuation are as follows: 1. Dates of production of gas from the Karish reservoir: January 1, 2022 to January 1, 2037; 2. Average annual production rate from the Karish reservoir: approx. 4.6 BCM of natural gas; condensate production rate from the Karish reservoir according to a ratio of approx. 18.0 condensate barrels per 1 mmcf of natural gas produced from the reservoir; 3. Dates of production of gas from the Tanin reservoir: April 1, 2035 to January 1, 2041; 4. Average annual production rate from the Tanin reservoir: approx. 3.6 BCM of natural gas; condensate production rate from the Tanin reservoir according to a ratio of approx. 5.4 condensate barrels per 1 mmcf of natural gas produced from the reservoir; 5. Royalty component discount rate: 11.5%; 6. Effective Royalty rate to be paid to the State for the gas and the condensate: 11.5%; 7. Gas price formula: The basic price in the contracts according to which the valuation was prepared was estimated based on the formula specified in the price mechanism between Energean and ICL and ORL and between Energean and

	OPC; 8. Condensate price: The condensate price forecast was estimated based on a long-term oil price forecast average by the World Bank[19] and the EIA[20] and based on the assumption that the condensate price will derive from the Brent price with adjustments to oil quality differences; 9. On November 4, 2019, Energean reported that the gas quantity discovered in the exploration drilling that commenced in the beginning of March 2019 at Karish North is approx. 25 BCM. The quantity of condensate was updated according to approx. 44.6 MMBBL, while using the hydrocarbon liquids ratio as specified by the appraiser of the Karish Reservoir reserves, for reasons of conservatism. 10. Petroleum profit levy: According to the Petroleum Profit Taxation Law, 5771-2011; 11. Corporate tax rate: 23%, according to the statutory tax rate throughout the years of the forecast.

[19] A World Bank Quarterly Report: Commodity Markets Outlook, October 2019.
[20] U.S Energy Information Administration: Annual Energy Outlook 2019.

Delek Drilling

Condensed Interim financial statements 30.9.19

November 24, 2019

To

The Board of Directors of the General Partner of Delek Drilling – Limited Partnership (the "Partnership")

<u>19 Abba Eban, Herzliya</u>

Dear Sir/Madam,

Re: <u>Consent given simultaneously with the release of a periodic report in connection with the shelf prospectus of the Partnership (the "Offering Document")</u>

We hereby notify you that we agree to the inclusion (including by way of reference) in the above referenced Offering Document of our report that is specified below:

Review report of November 24, 2019 on condensed financial information of the Partnership as of September 30, 2019, and for the nine- and three-month periods then ended.

Kost Forer Gabbay & Kasierer Certified Public Accountants	Ziv Haft Certified Public Accountants

Delek Drilling – Limited Partnership

Condensed Interim Financial Statements as of September 30, 2019

in U.S. Dollars in Thousands

Unaudited

This report is a translation of Delek Drilling - Limited Partnership's Hebrew-language Condensed Interim Financial Statements as of September 30, 2019. It is prepared solely for convenience purposes. Please note that the Hebrew version is the binding version and shall prevail in any event of discrepancy.

Delek Drilling – Limited Partnership

Condensed Interim Financial Statements as of September 30, 2019

in U.S. Dollars in Thousands

Unaudited

Contents

Auditors' review report to the partners of Delek Drilling – Limited Partnership

Introduction

We have reviewed the accompanying financial information of Delek Drilling – Limited Partnership (the "**Partnership**") which includes the Condensed Statement of Financial Position as of September 30, 2019 and the Condensed Statements of Comprehensive Income, Changes in the Partnership's Equity and Cash Flows for the nine- and three-month periods then ended. The board of directors and management of the Partnership's General Partner are responsible for the preparation and presentation of financial information for these interim periods in accordance with IAS 34 "Interim Financial Reporting", and they are responsible for the preparation of financial information for these interim periods under Chapter D of the Securities Regulations (Periodic and Immediate Reports), 5730-1970. Our responsibility is to express a conclusion on financial information for these interim periods based on our review.

Scope of Review

We conducted our review in accordance with Review Standard 1 of the Institute of Certified Public Accountants in Israel – "Review of Interim Financial Statements by the Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Generally Accepted Auditing Standards in Israel, and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying financial information has not been prepared, in all material respects, in accordance with IAS 34.

In addition to the statements in the previous paragraph, based on our review, nothing has come to our attention which causes us to believe that the accompanying financial information does not meet, in all material respects, the disclosure provisions under Chapter D of the Securities Regulations (Periodic and Immediate Reports), 5730-1970.

Tel Aviv, November 24, 2019

Kost Forer Gabbay & Kasierer	**Ziv Haft**
Certified Public Accountants	**Certified Public Accountants**

Delek Drilling – Limited Partnership

Condensed Interim Statements of Financial Position (Dollars in thousands)

	30.9.2019	30.9.2018	31.12.2018
	Unaudited	**Unaudited**	**Audited**
Assets:			
Current assets:			
Cash and cash equivalents	148,949	120,111	143,885
Short-term investments	85,102	216,173	186,153
Trade receivables	52,110	56,596	45,481
Trade and other receivables	99,289	95,135	99,171
	385,450	488,015	474,690
Non-current assets:			
Investments in petroleum and gas assets	3,287,718	2,618,188	2,805,352
Investment in a company accounted for at equity	-	119,089	124,250
Long-term deposits in banks	101,939	-	60,281
Other long-term assets	550,912	312,820	306,802
	3,940,569	3,050,097	3,296,685
	4,326,019	3,538,112	3,771,375
Liabilities and equity:			
Current liabilities:			
Declared profits for distribution	-	-	34,685
Trade and other payables	182,500	165,069	161,827
	182,500	165,069	196,512
Non-current liabilities:			
Bonds	1,350,016	1,346,761	1,347,575
Long-term liabilities to banking corporations	1,795,564	1,062,479	1,238,143
Other long-term liabilities	195,939	119,975	134,041
	3,341,519	2,529,215	2,719,759
Equity:			
Partnership's equity	154,791	154,791	154,791
Capital reserves	(21,371)	21,575	21,010
Retained earnings	668,580	667,462	679,303
	802,000	843,828	855,104
	4,326,019	3,538,112	3,771,375

The accompanying notes are an integral part of the Condensed Interim Financial Statements.

November 24, 2019			
Date of approval of the financial statements	Assi Bartfeld Chairman of the Board Delek Drilling Management (1993) Ltd. General Partner	Yossi Abu CEO Delek Drilling Management (1993) Ltd. General Partner	Yossi Gvura Deputy CEO Delek Drilling Management (1993) Ltd. General Partner

Delek Drilling – Limited Partnership

Condensed Interim Statements of Comprehensive Income (Dollars in thousands)

	For the nine-month period ended		For the three-month period ended		For the year ended
	30.9.2019	30.9.2018	30.9.2019	30.9.2018	31.12.2018
	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Revenues:					
From natural gas and condensate sales	339,936	344,648	119,837	124,579	457,982
Net of royalties	67,730	67,154	24,295	25,087	91,333
	272,206	277,494	95,542	99,492	366,649
Expenses and costs:					
Cost of production of natural gas and condensate	31,930	22,653	8,534	6,745	32,720
Depreciation, depletion and amortization expenses	50,106	34,526	22,504	12,955	45,058
Petroleum and gas exploration expenses and other direct expenses	9,673	6,269	3,217	2,684	9,720
G&A	8,166	7,631	2,441	2,348	9,811
Total expenses and costs	99,875	71,079	36,696	24,732	97,309
Other expenses	(474)	(514)	-	-	(561)
Partnership's share of earnings (losses) of company accounted for at equity, net (Note 4O)	(36,640)	5,380	-	6,352	10,542
Operating income	135,217	211,281	58,846	81,112	279,321
Financial expenses	(36,275)	(45,005)	(14,095)	(13,905)	(57,432)
Financial income	47,677	62,239	15,482	7,577	59,149
Financial income (expenses), net	11,402	17,234	1,387	(6,328)	1,717
Profit before levy	146,619	228,515	60,233	74,784	281,038
Petroleum and gas profit levy	(1,314)	(2,622)	304	(641)	(4,205)
Net profit	145,305	225,893	60,537	74,143	276,833
Other comprehensive income (loss):					
Amounts which may subsequently be reclassified to profit or loss:					
Profit (loss) from cash flow hedging transactions	(6,187)	-	29	-	-
Carried to profit or loss for cash flow hedging transactions	(1,271)	(1,866)	(50)	(678)	(2,721)
	(7,458)	(1,866)	(21)	(678)	(2,721)
Amounts which shall not subsequently be reclassified to profit or loss:					
Loss from investment in equity instruments designated for measurement at fair value through other comprehensive income	(36,416)	-	(8,817)	-	-
Total other comprehensive loss	(43,874)	(1,866)	(8,838)	(678)	(2,721)
Total comprehensive income	101,431	224,027	51,699	73,465	274,112
Basic and diluted profit per participation unit (in dollars)	0.124	0.192	0.052	0.063	0.236
The weighted number of participation units for the purpose of said calculation (in thousands)	1,173,815	1,173,815	1,173,815	1,173,815	1,173,815

The accompanying notes are an integral part of the Condensed Interim Financial Statements.

Delek Drilling – Limited Partnership
Condensed Interim Statements of Changes in the Partnership's Equity (Dollars in thousands)

	The Partnership's equity	Capital reserve for redemption of participation units	Capital reserve for transactions between a corporation and a control holder thereof	Capital reserve for equity instruments and cash flow hedging transactions	Retained earnings	Total
	Unaudited					
For the nine-month period ended September 30, 2019:						
Balance as of January 1, 2019 (audited)	154,791	1,631	15,002	4,377	679,303	855,104
Net profit	-	-	-	-	145,305	145,305
Other comprehensive loss	-	-	-	(43,874)	-	(43,874)
Total comprehensive income (loss)	-	-	-	(43,874)	145,305	101,431
Profits distributed	-	-	-	-	(150,355)	(150,355)
Provision made for balancing payments due to previous years (see Note 4T)	-	-	-	-	(12,200)	(12,200)
Reimbursement of tax advances on account of the tax for which the holders of the participation units are liable	-	-	-	-	6,527	6,527
Capital reserve for benefits from a control holder	-	-	1,493	-	-	1,493
Balance as of September 30, 2019	154,791	1,631	16,495	(39,497)	668,580	802,000

	The Partnership's equity	Capital reserve for redemption of participation units	Capital reserve for transactions between a corporation and a control holder thereof	Capital reserve for financial assets available for sale and cash flow hedging transactions	Retained earnings	Total
	Unaudited					
For the nine-month period ended September 30, 2018:						
Balance as of January 1, 2018 (audited)	154,791	1,631	13,166	9,198	439,692	618,478
Effect of initial application of IFRS 9	-	-	-	(2,100)	2,114	14
Balance as of January 1, 2018 subsequently to application of said changes	154,791	1,631	13,166	7,098	441,806	618,492
Net profit	-	-	-	-	225,893	225,893
Other comprehensive loss	-	-	-	(1,866)	-	(1,866)
Total comprehensive income (loss)	-	-	-	(1,866)	225,893	224,027
Profits distributed	-	-	-	-	(6)	(6)
Tax advances on account of the tax for which the holders of the participation units are liable	-	-	-	-	(231)	(231)
Capital reserve for benefits from a control holder	-	-	1,546	-	-	1,546
Balance as of September 30, 2018	154,791	1,631	14,712	5,232	667,462	843,828

The accompanying notes are an integral part of the Condensed Interim Financial Statements.

Delek Drilling – Limited Partnership
Condensed Interim Statements of Changes in the Partnership's Equity (Dollars in thousands) (Cont.):

	The Partnership's equity	Capital reserve for redemption of participation units	Capital reserve for transactions between a corporation and a control holder thereof	Capital reserve for equity instruments and cash flow hedging transactions	Retained earnings	Total
	Unaudited					
For the three-month period ended September 30, 2019:						
Balance as of July 1, 2019	154,791	1,631	15,937	(30,659)	770,260	911,960
Net profit	-	-	-	-	60,537	60,537
Other comprehensive loss	-	-	-	(8,838)	-	(8,838)
Total comprehensive income (loss)	-	-	-	(8,838)	60,537	51,699
Profits distributed	-	-	-	-	(150,017)	(150,017)
Provision made for balancing payments due to previous years (see Note 4T)	-	-	-	-	(12,200)	(12,200)
Capital reserve for benefits from a control holder	-	-	558	-	-	558
Balance as of September 30, 2019	154,791	1,631	16,495	(39,497)	668,580	802,000

	The Partnership's equity	Capital reserve for redemption of participation units	Capital reserve for transactions between a corporation and a control holder thereof	Capital reserve for cash flow hedging transactions	Retained earnings	Total
	Unaudited					
For the three-month period ended September 30, 2018:						
Balance as of July 1, 2018	154,791	1,631	14,475	5,910	593,319	770,126
Net profit	-	-	-	-	74,143	74,143
Other comprehensive loss	-	-	-	(678)	-	(678)
Total comprehensive income (loss)	-	-	-	(678)	74,143	73,465
Capital reserve for benefits from a control holder	-	-	237	-	-	237
Balance as of September 30, 2018	154,791	1,631	14,712	5,232	667,462	843,828

The accompanying notes are an integral part of the Condensed Interim Financial Statements.

Delek Drilling – Limited Partnership
Condensed Interim Statements of Changes in the Partnership's Equity (Dollars in thousands) (Cont.):

	The Partnership's equity	Capital reserve for redemption of participation units	Capital reserve for transactions between a corporation and a control holder thereof	Capital reserve for financial assets available for sale and cash flow hedging transactions	Retained earnings	Total
	Audited					
For the year ended December 31, 2018:						
Balance as of January 1, 2018	154,791	1,631	13,166	9,198	439,692	618,478
Effect of initial application of IFRS 9	-	-	-	(2,100)	2,114	14
Balance as of January 1, 2018 subsequently to application of said change	154,791	1,631	13,166	7,098	441,806	618,492
Net profit	-	-	-	-	276,833	276,833
Other comprehensive loss	-	-	-	(2,721)	-	(2,721)
Total comprehensive income (loss)	-	-	-	(2,721)	276,833	274,112
Profits distributed	-	-	-	-	(274)	(274)
Declared profits for distribution	-	-	-	-	(34,446)	(34,446)
Tax advances on account of the tax for which the holders of the participation units are liable	-	-	-	-	(4,616)	(4,616)
Capital reserve for benefits from a control holder	-	-	1,836	-	-	1,836
Balance as of December 31, 2018	154,791	1,631	15,002	4,377	679,303	855,104

The accompanying notes are an integral part of the Condensed Interim Financial Statements.

Delek Drilling – Limited Partnership
Condensed Interim Statements of Cash Flows (Dollars in thousands)

	For the nine-month period ended		For the three-month period ended		For the year ended
	30.9.2019	30.9.2018	30.9.2019	30.9.2018	31.12.2018
	Unaudited				Audited
Cash flows – operating activity:					
Net profit	145,305	225,893	60,537	74,143	276,833
Adjustments for:					
Depreciation, depletion and amortization	51,553	36,512	23,069	13,541	47,518
Change in fair value of financial derivatives, net	21	-	10	-	-
Update of asset retirement obligations	4,353	2,061	1,832	691	5,070
Revaluation of short-term and long-term investments and deposits	(2,181)	2,623	(591)	2,108	2,603
Expenses (income) due to revaluation of share-based payment	(165)	113	(187)	237	(221)
Benefit from a control holder included in expenses against a capital reserve	1,493	1,546	558	237	1,836
Revaluation of other long-term assets	(31,356)	(54,086)	(10,898)	(4,916)	(48,804)
Partnership's share of losses (earnings) of company accounted for at equity, net	36,640	(5,380)	-	(6,352)	(10,542)
Changes in assets and liabilities items:					
Decrease (increase) in trade receivables	(6,629)	(10,090)	(1,442)	(5,357)	1,025
Decrease (increase) in trade and other receivables	(14,255)	587	(11,963)	(1,557)	446
Decrease (increase) in other long-term assets	1,406	(1,366)	(104)	(547)	(2,114)
Increase (decrease) in trade and other payables	4,414	(10,064)	20,056	17,870	(15,503)
Increase (decrease) in other long-term liabilities	(2,065)	(1)	(143)	2	(1)
	43,229	(37,545)	20,197	15,957	(18,687)
Net cash deriving from current operations	188,534	188,348	80,734	90,100	258,146
Cash flows - investment activity:					
Investment in petroleum and gas assets	(467,335)	(570,371)	(151,764)	(205,849)	(744,186)
Investment in other long-term assets	(198,102)	(10,868)	(173,786)	(2,803)	(15,930)
Repayment of a loan given	15,342	10,850	-	-	10,850
Decrease (increase) in short-term investments, net	102,502	61,399	(2,852)	135,613	91,159
Dividend received from company accounted for at equity	-	7,237	-	-	16,125
Deposit in long-term deposits in banks	(40,928)	-	-	-	(60,000)
Maturity of long-term deposits in banks	-	100,000	-	100,000	100,000
Change in respect of the operator of the joint ventures	50,855	(36,655)	119,270	(18,466)	(52,590)
Net cash deriving from investment activity (used for operations)	(537,666)	(438,408)	(209,132)	8,495	(654,572)
Cash flows - financing activity:					
Receipt of long-term loans from banking corporations	560,283	600,126	233,749	220,040	775,384
Profits distributed	(185,040)	(61,091)	(150,017)	-	(61,359)
Tax advances paid for holders of participation units, net	(27,417)	(3,699)	(20,724)	12,532	(33,310)
Returns received from Income Tax for previous years, net	6,370	-	-	-	24,761
Repurchase of Tamar bonds	-	(10,103)	-	-	(10,103)
Repayment of Tamar bonds	-	(309,897)	-	(309,897)	(309,897)
Net cash deriving from financing activity (used for operations)	354,196	215,336	63,008	(77,325)	385,476
Increase (decrease) in cash and cash equivalents	5,064	(34,724)	(65,390)	21,270	(10,950)
Cash and cash equivalents balance at the beginning of the period	143,885	154,835	214,339	98,841	154,835
Cash and cash equivalents balance at the end of the period	148,949	120,111	148,949	120,111	143,885
Annex A – Financing and investment activity not involving cash flow:					
Investments in petroleum and gas assets against liabilities	135,021	111,296	135,021	111,296	127,110
Declared profits for distribution	-	-	-	-	34,446
Provision made for balancing payments due to previous years	12,200	-	12,200	-	-
Dividend declared by a company accounted for at equity	-	8,887	-	8,887	-
Annex B – Further information on cash flow:					
Interest paid (including capitalized interest)	104,792	76,864	26,775	18,161	129,117
Interest received	5,833	7,973	1,040	3,427	10,205
Dividend received	6,780	-	-	-	-

The accompanying notes are an integral part of the Condensed Interim Financial Statements.

Note 1 – General:

A. Delek Drilling – Limited Partnership (the "**Partnership**") was founded according to a limited partnership agreement of July 1, 1993 between Delek Drilling Management (1993) Ltd. as general partner (the "**General Partner**") of the first part, and Delek Drilling Trusts Ltd. as limited partner (the "**Trustee**") of the second part.

The Trustee serves as trustee for the holders of the participation units, under the supervision of the supervisors, CPA Micha Blumenthal, together with Fahn Kanne & Co., CPAs, and Gissin & Keidar (jointly: the "**Supervisors**"). The Supervisors were granted certain supervision powers in the partnership agreement and in the Partnerships Ordinance.

The parent company of the General Partner in the Partnership is Delek Energy Systems Ltd. (the "**Parent Company**", "**Delek Energy**") and the Partnership's ultimate parent company is Delek Group Ltd. ("**Delek Group**").

The participation units of the Partnership are listed on the Tel Aviv Stock Exchange (TASE) and traded thereon since 1993.

The address of the Partnership's registered office is 19 Abba Eban Boulevard, Herzliya.

B. As of the date of approval of the Condensed Interim Financial Statements, the Partnership's primary business is exploration, development and production of natural gas, condensate and petroleum, as well as the promotion of the use of infrastructures for the export of natural gas, aiming to increase the sales volume of natural gas. The Partnership is also promoting several alternatives for the sale of its remaining direct holdings in the Tamar I/12 and Dalit I/13 leases (jointly: "**Tamar and Dalit Leases**"), in accordance with the provisions of the Gas Framework (see Note 1G and Note 12J1 to the Annual Financial Statements), including by way of establishing an SPV which will offer debt and equity, to be listed on a foreign stock exchange and/or on the TASE and/or sale to a third party and/or through split of the Partnership's assets, such that all of the Partnership's assets and liabilities, other than the assets and liabilities attributed to the Tamar and Dalit leases, shall be transferred to a foreign SPV whose shares will be distributed by the Partnership as a distribution in kind to the Partnership's participation unit holders. For further details, see Note 23A to the Annual Financial Statements.

C. The Partnership's Condensed Interim Financial Statements should be read together with the Partnership's Financial Statements as of December 31, 2018 (the "**Annual Financial Statements**"). Accordingly, notes regarding updates that are insignificant relatively to information that was already reported in the notes to the Annual Financial Statements were not presented in these Condensed Interim Financial Statements.

D. The Condensed Interim Financial Statements comply with the provisions of IAS 34.

E. The Condensed Interim Financial Statements fulfill the disclosure provisions pursuant to Chapter D of the Securities Regulations (Periodic and Immediate Reports), 5730-1970.

Note 2 - Significant Accounting Policies:

The Condensed Interim Financial Statements were prepared according to the same accounting policy and same calculation methods that were used in the Annual Financial Statements, except as stated below:

A. Financial instruments:

Further to Note 2L1 to the Annual Financial Statements regarding financial assets, dividend income from investments in equity instruments designated for measurement at fair value through other comprehensive income and loss is recognized on the record date for entitlement to the dividend in the income statement.

B. International Financial Reporting Standard No. 16 (“**IFRS 16**”):

Further to Note 2L to the Annual Financial Statements regarding the first-time application of IFRS 16 regarding leases, the Partnership reached the conclusion that in view of the nature of the operator’s engagement with the lessors, and after examination of the JOAs signed by the various participants in the projects, the contracts in which the operator engages in the context of the joint ventures, and the JOAs, such agreements do not meet the definition of a lease according to the provisions of IFRS 16 from the Partnership’s perspective.

Disclosure on new IFRS in the period preceding application thereof:

Amendments to International Financial Reporting Standard 9 Financial Instruments:

In September 2019, the IASB published amendments to International Financial Reporting Standard 9 Financial Instruments, to International Financial Reporting Standard 7 Financial Instruments: Disclosures, and to International Accounting Standard 39 Financial Instruments: Recognition and Measurement (the “**Amendment**”).

In view of regulatory changes occurring worldwide, no few countries are considering replacing the benchmark interest rates IBORs (Interbank Offered Rates) (one of the common examples of which interest rate is the LIBOR interest rate which is determined by banks in London) with an alternative risk-free interest rate (RFRs) which is based, to a greater extent, on the data of the specific transactions. This reform in interest rates is leading to uncertainty with respect to the dates and the amounts relevant to future cash flows which relate both to hedging instruments and to hedged items, which are based on the existing IBORs.

Under the provisions of the existing accounting standardization according to IFRS 9 and IAS 39, for entities that have hedging transactions as aforesaid, the uncertainty prevailing in respect of the interest rate reform may affect both the entity’s ability to continue meeting the hedging effectiveness requirements for existing transactions and to meet the hedging requirements for future transactions. In order to resolve the existing uncertainty with respect to the interest rate reform, the IASB published the Amendment in order to provide temporary relief for entities that apply hedge accounting that is based on the IBORs. Such Amendment is a first stage in a project which shall include, in the future, also additional amendments in this context.

Notes to the Condensed Interim Financial Statements as of September 30, 2019 (Dollars in thousands)

Note 2 - Significant Accounting Policies (Cont.):
Disclosure on new IFRS in the period preceding application thereof: (Cont.):
Amendments to International Financial Reporting Standard 9 Financial Instruments (Cont.):

The Amendment includes relief with respect to the application of the hedge accounting and the effectiveness tests in the period of the transition from the IBORs to risk-free interest rates (RFRs). This relief assumes that the benchmark interest rate used as a basis for the hedging does not change, despite the expected interest rate reform. This relief will be in effect indefinitely, unless one of the events stated in the Amendment occurs. The Amendment further requires entities to make specific disclosures regarding use made thereby of the relief.

The Amendment will be applied retrospectively from the annual period commencing on January 1, 2020 or thereafter. Early application is possible.

The Partnership at this stage estimates that application of the Amendment will allow it to continue treating the existing hedging transactions as hedge accounting transactions.

Note 3 – Investments in Petroleum and Gas Assets:

A. Composition:

	30.9.2019	30.9.2018	31.12.2018
	Unaudited	Unaudited	Audited
Appraisal and exploration assets	115,855	114,747	114,952
Petroleum and gas assets	3,171,863	2,503,441	2,690,400
Total	3,287,718	2,618,188	2,805,352

B. Developments in investments in petroleum and gas assets:

1. Further to Note 7C3 to the Annual Financial Statements, on July 1, 2019, the Partnership announced that the process of the technical due diligence of the EMG pipeline has ended successfully and that the due diligence findings showed that the pipeline is in good working order and fit for piping of natural gas in a planned capacity of approx. 7 BCM per year.

On July 31, 2019, the decision of the Competition Commissioner was issued, permitting a merger between EMED Pipeline B.V. and EMG for the purchase of the EMG pipeline, in the context of which the Partnership and Noble Energy Mediterranean Ltd. ("**Noble**") undertook to fulfill the conditions set forth in the aforesaid decision (see Note 4X below).

Note 3 – Investments in Petroleum and Gas Assets (Cont.):

B. Developments in investments in petroleum and gas assets (Cont.):

1. (Cont.)

On November 6, 2019 (after the date of the Statement of Financial Position), the EMG transaction was closed with the transfer of the full consideration in the sum of approx. $520 million (100%) to the sellers. It is noted that by the date of the closing of the transaction, the letters of waiver of the sellers in the EMG transaction were deposited in connection with the arbitration proceedings, the purchased shares of EMG were transferred from the sellers to EMED, and share deeds were issued in the name of EMED accordingly. The Partnership estimates that the EMG pipeline and the Egyptian transmission system will be fit for commercial gas flow at the time of commencement of the Leviathan partners' obligation to supply natural gas to Dolphinus Holdings Limited ("**Dolphinus**") under the gas supply agreement, as specified in Note 4A below. As of the date of approval of the Condensed Interim Financial Statements, the total costs in the EMG transaction, including costs of due diligence on the EMG pipeline and the related facilities, amounted to the sum of approx. $191 million.

Further to Note 7C2B to the Annual Financial Statements with regard to a decrease of approx. $50 million (100%) in the drilling budget which is included in the budget of phase 1A of the development of Leviathan reservoir (the "**Development Budget**"). During the period of the Condensed Interim Financial Statements, Noble reported to the Leviathan partners an additional decrease in the Development Budget as estimated upon approval of the Development Budget, in the amount of approx. $102 million (100%). The total decrease in the Development Budget, as of the date of the Condensed Interim Financial Statements totals approx. $152 million (100%, the Partnership's share approx. $62 million). It is noted that upon receipt of approval of the Ministry of Environmental Protection for the running-in plan for the Leviathan rig, on November 19, 2019 (after the date of the Statement of Financial Position), the running-in period of the Leviathan rig systems and the infrastructures related thereto began. In the Partnership's estimation, commencement of piping of the natural gas to the local market and for export is expected during December 2019. This estimate may not materialize or materialize in a materially different manner, *inter alia* based on a range of unpredictable factors relating to the production and marketing of natural gas.

2. Further to Note 7C2 to the Annual Financial Statements, with regard to examining various alternatives for increasing the scope of the production from the Leviathan reservoir (transition to phase 1A), on July 29, 2019, the Partnership engaged together with the other Leviathan partners in two separate interim agreements with FLNG services and technology providers, with the first interim agreement being for purposes of examining the suitability of a generic Front End Engineering and Design (FEED) which is performed thereby for construction of an FLNG facility for the Leviathan project in Israel's EEZ (the "**Facility**") and for purposes of a detailed engineering planning of the Facility, and the second interim agreement being for the purpose of performing a designated FEED for the Leviathan project and detailed engineering planning for construction of the Facility.

Note 3 – Investments in Petroleum and Gas Assets (Cont.):
B. Developments in investments in petroleum and gas assets (Cont.):

3. Further to Note 7C9C to the Annual Financial Statements regarding a mediation arrangement in the Eran license, it is noted that on April 11, 2019, a judgment was entered on the mediation arrangement, according to which the Tamar South West reservoir, which is in the area of the Tamar I/12 lease (the "**Tamar SW Reservoir**"), will be divided between the area of the Tamar lease (78%) and the area of the Eran license (22%), and the right in the area of the Eran license will be divided at a ratio of 76% to the State and 24% to the rights holders in the Eran license prior to its expiration.

As of the date of approval of the Condensed Interim Financial Statements, the parties are continuing to work to formulate the agreements required for the implementation of the mediation arrangement, as specified above.

It is noted that on March 25, 2019, the Tamar partners notified the Energy Minister that they were withdrawing the appeal from the decision of the Petroleum Commissioner with respect to approval of the development plan for the Tamar SW Reservoir.

4. Further to Note 7C6 to the Annual Financial Statements, on July 9, 2019, Noble announced that it wishes to withdraw its notice on exiting the Alon license and to continue holding its rights in the license and acting as the operator therein. Accordingly, and after the Partnership agreed to Noble's request and received the consent of Ithaca Energy Inc[1] ("**Ithaca**"), the Transaction was cancelled, such that the rates of the holding in the rights in the Alon license remained as they were, i.e., the Partnership will hold 52.941% of the rights and Noble will hold 47.059% of the rights.

In addition, on November 19, 2019 (after the date of the Statement of Financial Position), the in-principle approval of the Petroleum Commissioner was received for the performance of an environmental survey in the Alon D license.

5. The Michal-Matan and Yam Tethys Joint Ventures:

a. In view of the security situation and in accordance with the decision of the Energy Minister, on May 5, 2019, production from the Tamar and Yam Tethys reservoirs was halted for approx. 24 hours. The halting of production as aforesaid did not have a material effect on the Partnership's income from the sale of natural gas for Q2/2019.

b. In May 2019, the operator of the Joint Venture Yam Tethys notified the rest of the partners in the Yam Tethys project, including the Partnership, of the halting of the production of natural gas from the Mari-B reservoir. Since May 2019, the Tamar partners supply natural gas to the customers of the Yam Tethys project in accordance with the principles set forth in the commercial and operating regulation between the projects. For further details on the commercial regulation and the method of accounting, see Note 7C5A to the Annual Financial Statements.

[1] In May 2019, the general meeting of the holders of the Partnership's participation units approved Ithaca's joining the license as the operator in lieu of Noble at the rate of 25% of the rights in the license (the "**Transaction**").

Note 3 – Investments in Petroleum and Gas Assets (Cont.):

B. Developments in investments in petroleum and gas assets (Cont.):

6. Block 12 in Cyprus:

Further to Note 7C4 to the Annual Financial Statements regarding the natural gas reservoir 'Aphrodite', in block 12 in Cyprus (the "**Aphrodite Reservoir**" or the "**Reservoir**" and "**Block 12**" or the "**Petroleum Asset**", respectively), and the Production Sharing Contract that was signed with the Cypriot government, which confers rights for the performance of oil and gas exploration, appraisal, development and production actions in the area of Block 12 (the "**PSC**"), on November 7, 2019 (after the date of the Statement of Financial Position) the Partnership announced as follows:

a. On November 7, 2019, an amendment to the PSC was signed between the holders of the interests in the Petroleum Asset (the "**Partners**") and the Cypriot government, which modified, *inter alia*, the mechanism for distribution of the natural gas output from the Reservoir between the Partners and the Republic of Cyprus. Concurrently, the Partners were granted an exploitation license (the "**Exploitation License**"), and a development and production plan was approved for the Reservoir (the "**Development Plan**").

b. In the amendment to the PSC (the "**Amendment**"), the Partners undertook, *inter alia*, to meet the main milestones for promotion of development of the Reservoir, as follows:

1. Drilling of an appraisal / development well in the area of Block 12 in accordance with the Development Plan, and completion thereof within 24 months from the date of receipt of the Exploitation License;

2. Completion of the Front-End Engineering Design ("**FEED**"), delivery of the products in accordance with the Development Plan, and adoption of a final investment decision (FID) for development of the Reservoir within 48 months from the date of receipt of the Exploitation License.

The agreement determines circumstances in which the Partners will be entitled to receive an extension for purposes of meeting the said milestones, with the deadline for adoption of an FID being 6 years after the date of receipt of the Exploitation License. It is noted that failure to meet the milestones defined in the PSC will constitute grounds for termination of the PSC, unless this derives from "*force majeure*" (as defined in the PSC).

It is noted that in the Amendment, other changes and updates were made to the PSC, *inter alia* with respect to the transfer of rights by the parties, approval of an annual budget and work plan, the manner of approval of changes to plans and budgets, the manner of calculation of the various expenses, changes in connection with grounds for termination of the PSC, arrangements with respect to ensuring the plugging, dismantling and removal of wells and facilities at the end of the term of the PSC, and more.

Note 3 – Investments in Petroleum and Gas Assets (Cont.):

B. Developments in investments in petroleum and gas assets (Cont.):

6. Block 12 in Cyprus (Cont.):

c. On the date of the signing of the Amendment, the Cypriot government approved the Development Plan and granted an Exploitation License for a period of 25 years with an option for extension by up to 10 additional years. The Development Plan, which is subject to updates in view of the results of the FEED and the progress in the commercial and financial aspects of the project, includes the construction of a floating independent production facility in the area of the Aphrodite Reservoir, with an estimated maximum production capacity of approx. 800 MMCF per day, through 5 production wells at the initial stage, and export of natural gas to the Egyptian market. In accordance with the Operator's current appraisal, which was delivered to the partners and to the Cypriot government before completion of the technical-economic feasibility tests, including performance of the FEED, the estimated cost of the Development Plan, excluding the cost of construction of the pipelines to the target markets, is estimated at a sum of approx. $2.5-3.5 billion (in 100% terms). The estimated budget for the work plan until the date of adoption of an FID is approx. $150-200 million (in respect of 100%). Formulation of the Development Plan and reaching the stage of adoption of an FID for development of the Aphrodite Reservoir are subject, *inter alia*, to the drilling of another appraisal / development well and to the FEED, commercial arrangements for the development of the pipelines for export, the signing of agreements for the supply of natural gas, and fulfillment of the closing conditions in such agreements, regulatory approvals and performance of financing arrangements. If the closing conditions specified above are fulfilled, commencement of the supply of natural gas from the Aphrodite Reservoir may occur during 2025.

Note 4 – Additional Information:

A. Engagement in Binding Agreements for the Export of Natural Gas to Egypt:

Further to Notes 12C1C and 12C2D to the Annual Financial Statements regarding agreements for the export of natural gas from the Tamar project and the Leviathan project, signed between the Partnership and Noble Energy Mediterranean Ltd. ("**Noble**") and Dolphinus Holdings Limited ("**Dolphinus**" or the "**Buyer**" and the "**Original Export Agreements**", respectively), which were endorsed, respectively, to the partners of the Tamar project and the partners of the Leviathan project, it is noted that during September 2019, two agreements were signed for the amendment of the Original Export Agreements. One agreement was signed between the partners of Tamar and Dolphinus ("**Amendment to the Tamar Agreement**") and the other agreement was signed between the partners of Leviathan and Dolphinus (the "**Amendment to the Leviathan Agreement**" and jointly with the Amendment to the Tamar Agreement, the "**Updated Export Agreements**" or the "**Agreements**").

Note 4 – Additional Information (Cont.):
A. Engagement in Binding Agreements for the Export of Natural Gas to Egypt (Cont.):

1. **Amendment to the Leviathan Agreement:**

   The total contractual quantity of gas which the Leviathan partners undertook to supply to the Buyer under the Amendment to the Leviathan Agreement is on a firm basis and has increased substantially to approx. 60 BCM (compared with 32 BCM according to the Original Export Agreement (the "**Total Contractual Quantity in the Leviathan Agreement**").

   Supply according to the Amendment to the Leviathan Agreement shall commence from January 1, 2020 until December 31, 2034, or until the supply of the Total Contractual Quantity in the Leviathan Agreement, whichever is earlier ("**Date of Termination of the Leviathan Agreement**").

   According to the Amendment to the Leviathan Agreement, the Leviathan partners undertook to supply annual quantities of gas to the Buyer, as follows: (i) approx. 2.1 BCM per year for the period commencing on January 1, 2020 and ending on June 30, 2020; (ii) approx. 3.6 BCM per year for the period commencing on July 1, 2020 and ending on June 30, 2022; and (iii) approx. 4.7 BCM per year for the period commencing on July 1, 2020 and ending on the Date of Termination of the Leviathan Agreement.

2. **Amendment to the Tamar Agreement:**

   The supply of gas to the Buyer under the Amendment to the Tamar Agreement is on a firm basis (compared with supply under the Original Export Agreement which was on an interruptible basis with an option for the Tamar partners to transition to a firm basis).
   The total contractual quantity of gas which the Tamar partners undertook to supply to the Buyer under the Amendment to the Tamar Agreement is approx. 25.3 BCM (the "**Firm Total Contractual Quantity in the Tamar Agreement**") (compared with 32 BCM according to the Original Export Agreement which was, as aforesaid, on an interruptible basis).

   The supply according to the Amendment to the Tamar Agreement shall commence on June 30, 2020 and end on December 31, 2034 or until the supply of the Firm Total Contractual Quantity in the Tamar Agreement, whichever is earlier (the "**Date of Termination of the Tamar Agreement**").

   According to the Amendment to the Tamar Agreement, the Tamar partners undertook to supply annual quantities of gas to the Buyer, as follows: (i) approx. 1 BCM per year for the period commencing on June 30, 2020 and ending on June 30, 2022; and (ii) approx. 2 BCM per year for the period commencing on July 1, 2022 and ending on the Date of Termination of the Tamar Agreement.

Note 4 – Additional Information (Cont.):

A. Engagement in Binding Agreements for the Export of Natural Gas to Egypt (Cont.):

3. Additional details regarding the Updated Export Agreements:

(a) The Buyer undertook to Take or Pay for annual quantities, in accordance with the mechanism determined in the Agreements.[2]

(b) The gas price to be supplied to the Buyer under the Agreements shall be determined according to a formula based on the Brent oil barrel price and includes a "floor price". The Agreements include a mechanism for updating the price at a rate of up to 10% (increase or decrease) after the fifth year and after the tenth year of the Agreements upon the fulfillment of specific conditions set forth in the Agreements.

(c) It is noted that actual revenues will be derived from a gamut of factors, including the quantities of gas that will actually be purchased by the Buyer and the Brent prices at the time of sale.

(d) The Updated Export Agreements include customary provisions relating to the termination of the Agreements, and also provisions in the event of termination of one of the Agreements (Tamar or Leviathan) as a result of its breach, and the non-consent of the parties to the other agreement, to supply the quantities stated in the Agreements, and include compensation mechanisms in such an event.

(e) All of the closing conditions as determined in the Original Export Agreements were fulfilled, including all of the approvals required in Egypt, other than the following closing conditions set forth in the Updated Export Agreements: (a) obtaining an export approval from the Petroleum Commissioner at the Ministry of Energy and obtaining the Tax Authority's approval of the Updated Export Agreements, which, the Partnership estimates, are expected to be received by the date of commencement of the commercial gas flow from the Leviathan project; and (b) the closing of the EMG transaction (see Note 3B1 above). If the closing conditions are not fulfilled by December 15, 2019, the parties will have the right to terminate the agreements, which will continue to apply if not terminated as aforesaid.

B. Capacity Allocation Agreement ("Capacity Allocation Agreement"):

Concurrently with the signing of the Updated Export Agreements (as specified in Section A above), and further to Note 7.C.3.5 to the Annual Financial Statements, the Partnership and Noble signed an agreement with the Tamar partners and the Leviathan partners in connection with the allocation of capacity in the transmission system from Israel to Egypt.

The distribution of capacity in the transmission system from Israel to Egypt (EMG pipeline and the transmission pipeline in Israel) shall be on a daily basis, in order of precedence, as follows:

(a) First layer – Up to 350,000MMbtu per day in favor of the Leviathan partners.

(b) Second layer – The capacity beyond the primary layer, up to 150,000MMbtu per day until June 30, 2022 ("**Date of Increase of Capacity**") and 200,000MMbtu per day after the Date of Increase of Capacity – shall be allocated in favor of the Tamar partners.

(c) Third layer – Any additional capacity beyond the second layer shall be allocated in favor of the Leviathan partners.

[2] The Agreements determine that if the Buyer does not purchase the total contractual quantity set forth in each one of the Agreements, each party shall be entitled to extend the supply period by another two years.

Note 4 – Additional Information (Cont.):
B. Capacity Allocation Agreement ("Capacity Allocation Agreement") (Cont.):

At the date of closing of the EMG transaction, the Leviathan partners shall pay an amount of $200 million ("**Leviathan Participation Fees**") and the Tamar partners shall pay an amount of $50 million ("**Tamar Participation Fees**") out of the total consideration amount, see Note 3B1 above, in exchange for an undertaking to allow natural gas flow from the Leviathan and Tamar reservoirs and to ensure capacity in the EMG pipeline and all for the realization of the Updated Export Agreements. It is noted that the final Leviathan Participation Fees and Tamar Participation Fees will be determined by June 30, 2022, in accordance with the proportion of gas quantities actually supplied by the Leviathan partners and the Tamar partners through the EMG pipeline up to such date (including gas quantities not yet supplied and paid for under the Take or Pay undertaking). The Partnership's share in the Tamar and Leviathan Participation Fees amounts to approx. $102 million, and are included in the 'other long-term assets' item.

The Capacity Allocation Agreement also determined arrangements for participation in the costs of the EMG transaction, additional costs in connection with the transmission of gas, as well as investments that will be required for the maximum utilization of the EMG pipeline capacity, to be paid in an allocation between the Leviathan partners and the Tamar partners.

The Capacity Allocation Agreement also determines principles for a "backup" arrangement between the Tamar partners and the Leviathan partners whereby from the date of commercial gas flow from the Leviathan reservoir until the Date of Increase of Capacity, if the Tamar partners are unable to supply the quantities they undertook to supply to Dolphinus, the Leviathan partners shall supply the Tamar partners with the required quantities.

The term of the Capacity Allocation Agreement is until the termination of the Updated Export Agreements, unless terminated earlier in the following cases: a breach of payment obligation which is not remedied by the breaching party; EMG's share purchase agreement has been revoked prior to its completion; in the event that the Competition Authority has not approved the extension of the Capacity Lease & Operatorship Agreement in accordance with the decision of the Competition Commissioner. Each party will also have the right to terminate its share in the Capacity Allocation Agreement insofar as its export agreement is revoked.

C. Further to Note 12C3 to the Annual Financial Statements regarding the tender for the supply of natural gas to the IEC, on July 7, 2019, the District Court issued a judgment denying the administrative petition that was filed by some of the Tamar partners (the "**Appellants**") against the Israel Electric Corporation Ltd. (the "**IEC**") and the Leviathan partners in connection with the election of the Leviathan partners' bid as the winner of the competitive process for the supply of natural gas to the IEC (the "**Tender**"). On August 19, 2019, the Appellants filed an appeal with the Supreme Court from the District Court's judgment, denying the administrative petition filed against the IEC and the Leviathan partners in connection with the election of the Leviathan partners' bid as the winner of the competitive process for the supply of natural gas to the IEC (in this section: the "**Appeal**"). The Appellants are expected to file a summary of their arguments by December 1, 2019, the respondents (including the Leviathan partners) are expected to file a summary of their arguments by February 2, 2020, and the Appellants shall be entitled to file responding summations on their behalf by February 27, 2020. A hearing on the Appeal was scheduled for May 4, 2020.

Note 4 – Additional Information (Cont.):

D. On June 12, 2019 an agreement to supply natural gas was signed between the Leviathan Partners and the IEC whereby the IEC shall purchase natural gas based on available capacity (the "**Supply Agreement**") in the overall quantity during the Term of the Supply Agreement (as defined below) which is estimated at approx. 4 BCM. The term of the Supply Agreement shall commence from October 1, 2019, or from the date of commencement of gas production from the Leviathan reservoir, whichever is later, and expire on June 30, 2021, or the date of commencement of gas production from the "Karish" reservoir, whichever is earlier, unless the term of the Supply Agreement will expire earlier according to the terms and conditions of the Supply Agreement (the "**Term of the Supply Agreement**"). Insofar as on June 30, 2021 gas production from "Karish" reservoir shall not have begun, the parties shall be entitled to extend the Term of the Supply Agreement with mutual consent. The Supply Agreement sets forth a gas price that is not linked. On October 29, 2019 (after the date of the Statement of Financial Position), the Leviathan partners announced that all of the closing conditions for the taking into effect of the Agreement, were fulfilled (see also Note C above).

E. Further to Note 12C1B to the Annual Financial Statements regarding a possible amendment to the IEC agreement, it is noted that in these Condensed Interim Financial Statements, the Partnership did not apply the amendment to the agreement in view of the Partnership's estimation that the signing of the possible amendment to the agreement is uncertain, *inter alia*, in view of the long time taken by the process for obtaining the required approvals.

F. During September 2019, the Tamar partners announced that they do not hold the Leviathan project, that they are in negotiations with the IEC in connection with an amendment to the IEC agreement (the "**IEC Agreement**"). The negotiations with the IEC were conducted without the involvement of the Partnership and Noble the partnership also in the Tamar project. During September 2019, the said Tamar partners contacted the Partnership and Noble to present a possible amendment to the agreement.

It is noted that as of the date of approval of the Condensed Interim Financial Statements, there is a dispute between the Partnership and Noble and some of the Tamar partners with respect to the ability of some of the Tamar partners to require the Partnership and Noble to agree to the terms and conditions of the amendment to the agreement, and that further thereto, on November 20, 2019, some of the Tamar partners applied to the Competition Commissioner with the aim, *inter alia*, of clarifying that the Partnership and Noble are obligated to agree to joint marketing of gas from the Tamar lease to a new customer or to an amendment to a gas agreement from the Tamar lease to an existing customer, including the amendment to the IEC Agreement, under the terms and conditions that were agreed by some of the Tamar partners without the involvement of the Partnership and Noble. It is clarified that it is the Partnership's position that some of the Tamar partners are not barred from amending the agreement with the IEC in respect of the gas quantities owned thereby that are supplied to the IEC, but they are unable to require the Partnership to amend the agreement in respect of the gas quantities owned thereby, and that the entire purpose of the application of some of the Tamar partners as aforesaid is to thwart the outcome of the competitive process for the supply of natural gas to the IEC which was won by the Leviathan partners (see Paragraph D above), and to nullify the decision of the District Court on the matter (see Paragraph C above).

Note 4 – Additional Information (Cont.):

G. Engagements in agreements for the supply of natural gas:

A. Further to Note 12C2A to the Annual Financial Statements, and in addition to the Dolphinus agreement (Section A above) and the Delek Sorek Agreement (Section H below), the Partnership signed, during Q3/2019, together with its other partners in the Leviathan reservoir, several additional agreements for the sale of natural gas from the Leviathan reservoir to private electricity producers and to an industrial customer in the local market in a total amount of approx. 0.39 BCM per year. The term of the agreements with the electricity producers is until the earlier of: the date of commencement of piping from the Karish Tanin reservoirs or 10 years from the date of commercial operation of the Leviathan project; and the term of the agreement with an industrial customer is 7 years from the date of commercial operation of the Leviathan project. Each one of the buyers undertook to take or pay for a minimum annual quantity of gas in the amount and according to the mechanism set forth in each one of the agreements.
The gas price determined in the gas agreements with the electricity producers will be linked, *inter alia*, to the electricity production tariff, and the gas price determined with an industrial customer will be linked to the TAOZ. There is a "floor price" in each one of the agreements.

B. Further to Note 12C1A2 to the Annual Financial Statements with regard to signing an amendment to the agreement with Dalia Power Energies Ltd., it is noted that in May 2019 all of the closing conditions to the taking effect of the aforesaid amendment were fulfilled.

H. Engagements in an Agreement for the Supply of Natural Gas with a Related Party:

On September 19, 2019, an agreement was signed for the supply of natural gas between the Leviathan partners (the "**Sellers**") and I.P.P. Delek Sorek Ltd. (the "**Buyer**"), a company controlled (indirectly) by Delek Group Ltd., the controlling shareholder (indirectly) of the General Partner in the Partnership (the "**Delek Sorek Agreement**"). In the Delek Sorek Agreement, the Sellers undertook to supply the Buyer with natural gas in a total quantity of up to approx. 0.24 BCM per year, in accordance with the terms and conditions set forth in the Delek Sorek Agreement. The supply period according to the Delek Sorek Agreement is expected to begin upon the commencement of the gas flow from the Leviathan project and shall end at the end of 9 years from the commercial operation of the Leviathan project (the "**Term of the Supply Agreement**"), where the Buyer is given the right to extend the Agreement by another five years, and no later than by the end of the seventh year from the commercial operation of the Leviathan project. The Buyer undertook to take or pay for a minimum annual quantity of gas in the volume and in accordance with the mechanism set forth in the agreement (the "**Minimum Commitment Quantity**"). The gas price stipulated in the agreement will be linked to the electricity production tariff, as being determined from time to time by the Electricity Authority, and includes a "floor price".

Note 4 – Additional Information (Cont.):

I. On May 28, 2019, an agreement was signed between Israel Natural Gas Lines Ltd. ("**INGL**") and Noble signed an agreement for the provision of interruptible transmission services ("**INGL Agreement**") in connection with the piping of natural gas from the Tamar reservoir and from the Leviathan reservoir to EMG's terminal in Ashkelon. From this terminal, the gas will be piped to Egypt via the EMG pipeline. This Agreement constituted one of the closing conditions to the Tamar-Dolphinus agreement and the Leviathan-Dolphinus agreement. The payment according to the Agreement will be made based on the quantity of gas that is actually piped in INGL's transmission system, subject to Noble's undertaking to payment for minimum quantities, as specified in the INGL Agreement. INGL's gas transmission undertaking will not apply in certain cases that were determined in the INGL Agreement, and mainly a lack of available capacity in the transmission system. The INGL Agreement shall be in effect from the date of signing thereof until January 1, 2023.

J. On August 1, 2019, the Partnership signed two loan agreements with a banking consortium headed by HSBC Bank Plc and J.P. Morgan Limited and with the participation of Citibank N.A. Israel Branch and Goldman Sachs Bank USA (the "**Lenders**" and "**Agreements**", respectively), regarding the provision of two credit facilities in the total amount of $300 million, in two loans, one of up to $75 million and the other of up to $225 million (the "**First Loan**" and the "**Second Loan**", and jointly: the "**Loans**", respectively), from which the Partnership may draw-down money until December 31, 2019.

Drawdown of the Loans is subject to the fulfillment of the closing conditions as stipulated by the Agreements, primarily the registration of the liens listed in Sections (a)-(c) (inclusive) below.

Note 4 – Additional Information (Cont.):

J. (Cont.):

The Loans shall be repaid in one installment in December 2020, and will carry a variable annual interest to be paid every three months and calculated according to LIBOR plus a margin of an effective rate (including fees) of approx. 4%. Furthermore, the Partnership undertook to pay a commitment fee for the unused credit facility at a rate of 35% of the interest margin that will apply to the Loans. To secure repayment of the Loans, the Partnership undertook to pledge in favor of the Lenders: (a) its holdings in the shares of Tamar Petroleum Ltd. and the rights thereunder (the "**Tamar Petroleum Shares**"); (b) the right to receive the balance of the consideration from the sale of the Partnership's rights in the Karish and Tanin Leases to Energean Israel Limited ("**Energean**" and "**Energean Debt**", respectively), as specified in Note 8B to the Annual Financial Statements; (c) the Partnership's rights in the bank account to which the Partnership deposits retained earnings from the revenues of I/12 "Tamar" Lease according to the terms and conditions of the bonds issued to accredited investors as described in Note 10B to the Annual Financial Statements (the "**Tamar Bonds**", "**Tamar Lease**" and "**Tamar Project**", respectively); (d) the Partnership's rights to receive royalties from the I/17 "Karish" and I/16 "Tanin" Leases (the "**Pledge of Royalties**"); and (e) the Partnership's rights in a bank account in which the Partnership will deposit retained earnings from the revenues received from the Leviathan leases according to the financing conditions of the Leviathan project, as described in Note 10C to the Annual Financial Statements (the "**Leviathan Loans**" and "**Leviathan Leases**", respectively). Furthermore, the Partnership gave a negative pledge on the remaining existing assets of the Partnership as of the date of signing of the Agreements. If the approval of the Petroleum Commissioner for the registration of the Pledge of Royalties is not received by the end of six months from the date of signing of the Agreements, the interest margin of the Loans will increase by 1%, until the date on which the approval of the Commissioner is received *de facto*. Failure to register the Pledge of the Royalties within nine months from the date of signing of the Agreements, will be deemed as a default event.

According to common practice in such type of financing transactions, the Agreements include restrictions and undertakings of the Partnership, primarily as follows:

a. The Loans are contingent on compliance with a financial ratio no less than 3.5 to 1 (3.5:1) between the value of the Partnership's assets and the outstanding debt. In this respect, the value of the "Partnership's assets" shall be calculated on the basis of the discounted cash flow figures of the Partnership's resources, subject to the adjustments as specified in the Agreements, and the amount of the "outstanding debt" includes the net balance to be discharged in respect of the Loans and the Series A Bonds of the Partnership.

b. In addition, the Agreements determine several other common restrictions such as: a restriction in respect of changing the field of activity; restrictions on restructuring which may have a material adverse effect; restriction on taking additional financing which are not listed among the permitted types of financing defined in the Agreements and so forth.

Note 4 – Additional Information (Cont.):

J. (Cont.):

c. The Agreements include provisions whereby under certain conditions, primarily as specified below, the Loans may be fully or partially accelerated:

c.1. Full mandatory acceleration of both Loans may be required: (1) in the event of change of control[3]; (2) in the event of the refinancing of the Leviathan Loans; and (3) if a distribution of profits is performed, other than a "permitted distribution", which was defined as distribution of a total amount of up to 300 million dollars ("**Permitted Distribution**"). Furthermore, pledge of the Partnership's rights in the petroleum asset "Aphrodite" may require full acceleration of the Second Loan only.

c.2. Partial mandatory acceleration of the balance of the First Loan shall be required: (1) upon the sale of any one of the Partnership's assets existing on the date of signing of the Agreements; (2) if the payments of Energean to the Partnership in respect of the Energean Debt are accelerated; (3) if insurance benefits are received in respect of the Tamar Project (upon the occurrence, if any, of a acceleration event under the terms and conditions of the Tamar Bonds and after the repayment of the Tamar Bonds); and (4) in the event of increase or refinancing of the Tamar Bonds for purposes other than for the repayment thereof. The amount of the partial acceleration in each one of the aforesaid events shall be equal to the net revenues, or a part thereof, as prescribed by the Agreements.

c.3. Partial mandatory acceleration of the balance of the Second Loan shall be required in each one of the following events: (1) the sale of each one of the Partnership's assets existing on the date of signing of the Agreements; (2) funds received by the Partnership from the sale of shares or operating assets in one of the companies held by EMED Pipeline B.V. which was established for the purpose of the EMG transaction, as specified in Note 7C3 to the Annual Financial Statements and in Note 3B1 above; and (3) receipt of insurance benefits in respect of the Leviathan Project (upon the occurrence, if any, of a acceleration event under the terms and conditions of the Leviathan Loans and after the repayment thereof).

The Partnership has the right to prepayment of any one of the Loans, at any time, with no make whole fee. The Agreements define default events, the occurrence of which shall confer on the Lenders a right to accelerate the Loans, including, *inter alia*, the following main events: non-payment; failing to comply with the financial covenant specified above; cross default of another financial liability; insolvency events, including of a material subsidiary; and other standard stipulations such as the breach of a representation or undertaking, cessation of business, material deterioration, law suits and attachments, governmental moratorium which affects the Loans and so forth; all subject to the conditions and reservations and/or the remediation periods as determined by the Agreements.

[3] In this respect, "**Change of Control**" shall mean the non-holding by Delek Group Ltd., directly or indirectly, of: (1) at least 25% of the Partnership's participation units; or (2) more than 50% of the capital of the General Partner in the Partnership.

Note 4 – Additional Information (Cont.):
J. (Cont.):

The Agreements stipulate, *inter alia,* that if the restructuring and split process, which is mentioned in Note 1B above, is carried out, the First Loan shall remain with the Partnership, and the Second Loan, including any and all collateral therefor, shall be assigned to the new corporation to which the assets will be transferred within the split. The Agreements include various provisions regarding the terms and conditions of the Loans after the split, *inter alia* with respect to the repayment date of the First Loan, the collateral, the financial covenant that would apply after the split in respect of each one of the Loans and more. Full details of such instructions will be provided separately, if and insofar as the split transaction is submitted for the approval of the meeting of the Partnership's unit holders. It is noted that in view of fulfillment of the closing conditions for drawdown of the Loans, a draw down in the sum of $200 million was made. As of the date of these Condensed Interim Financial Statements, the Partnership meets the financial covenants determined in the financing agreements.

K. Royalties to the State:

Further to Notes 15B3 and 15B4 to the Annual Financial Statements, it is noted that in March 2019, letters were received from the Ministry of Energy, regarding payments of royalties advances in the Tamar and Yam Tethys projects for 2019 according to which it was determined that the effective rate of royalty to be paid as advances in 2019 shall be 11.3% and 9.36%, respectively.

L. On May 16, 2019, the general meeting of the holders of the Partnership's participation units approved, *inter alia*, a transaction for the acquisition of the rights in the 405/"New Ofek" and 406/"New Yahel" licenses and participation in oil and/or gas exploration and production in such licenses. For further details, see Note 23N to the Annual Financial Statements. On October 10, 2019 (after the date of the Statement of Financial Position) the transaction for the purchase of such rights was closed. In November 2019, the Petroleum Commissioner announced that the transfer of such rights had been registered in the Petroleum Register.

M. Further to Note 7C8 to the Annual Financial Statements, on May 16, 2019, the general meeting of holders of the Partnership's participation units approved the transaction for acquisition of interests in the "Royee"/399 License and participation in oil and/or gas exploration and production in such license. On July 28, 2019, the Competition Commissioner issued a decision not to grant an exemption from approval of a restrictive arrangement in the Royee license. Note that the approval of the Competition Commissioner is one of the closing conditions to the closing of the transaction. The Partnership is studying the Commissioner's ruling, with the assistance of its legal counsel, and is considering filing an appeal therefrom with the Competition Court.

N. Further to Note 8B to the Annual Financial Statements regarding an agreement for the sale of rights in the I/17 Karish and I/16 Tanin leases (hereinafter jointly: the "**Leases**"), on April 15, 2019 Energean announced a natural gas discovery in the exploration well drilled in the "North Karish" prospect in the I/17 "Karish" lease area (the "**Well**"). On November 4, 2019 (after the date of the Statement of Financial Position) Energean announced evaluation actions in the Well that substantiate resources of natural gas of approx. 25 BCM and of light crude oil/condensate of approx. 34 million barrels.

Note 4 – Additional Information (Cont.):
N. (Cont.):

The financial income item for the three-month and nine-month period ended September 30, 2019, includes a total sum of approx. $10.9 million and approx. $31.2 million, respectively, deriving primarily from updating the value of the royalties from holdings due to the announcement and from updating the receivables in connection with the loan to Energean.

Below are the primary parameters out of the valuations used to measure the royalties and receivables: The cap rate for receivables is estimated at 7.5%; The cap rate for the royalties item is estimated at 11.5%; Production rate forecast; The total amount of contingent resources of natural gas and of hydrocarbon liquids used in the valuation for the measurement of royalties is estimated at approx. 92 BCM and approx. 49MMBBL, respectively.

O. In view of the resignation of the General Partner's CEO from his office as a director of Tamar Petroleum Ltd. ("**Tamar Petroleum**") (as stated in Note 6G to the Annual Financial Statements), effective from March 6, 2019, and considering the rate of the voting rights of the Partnership in Tamar Petroleum, the Partnership no longer has material influence over Tamar Petroleum, and hence the Partnership has stopped treating its investment in Tamar Petroleum as an investment treated according to the equity method, and begun treating it as a financial asset designated for measurement at fair value through other comprehensive income.

The Partnership recorded a loss in the sum of approx. $36.6 million in the item "Partnership's share of earnings (losses) of a company accounted for at equity, net" in the nine-month period ended September 30, 2019, which mainly derived from the recording of the holding in Tamar Petroleum at fair value on the date of the resignation, which includes deduction of the balance of the surplus cost that was attributed to oil and gas assets. From the date of the resignation, any change in market value is classified as other comprehensive income (loss), with the exception of dividend income, which will be recognized in the income statement. It is noted that the market value of the financial asset in the Partnership's books as of the date of the resignation as aforesaid is approx. $87.6 million, and as of September 30, 2019 approx. $51.2 million, which is presented in the 'other long-term assets' item.

P. On July 10, 2019 the general meeting of the holders of the Partnership's participation units approved an updated compensation policy for officers of the Partnership and the Partnership's General Partner.

Q. Terms and conditions of employment and office of Mr. Yossi Abu, CEO of the General Partner ("**Mr. Abu**"):

Mr. Abu has served as CEO of the General Partner in a full-time position (100%) since April 1, 2011. Since July 3, 2018 Mr. Abu has served as CEO of the Partnership's General Partner in an 80%-position, simultaneously serving as the CEO of Delek Energy in a 20%-position. When Mr. Abu's office as CEO of Delek Energy in a 20%-position comes to an end, he will resume a full-time position (100%) in the office of CEO of the General Partner.

Note 4 – Additional Information (Cont.):

Q. Terms and conditions of employment and office of Mr. Yossi Abu, CEO of the General Partner (“Mr. Abu”): (Cont.):

On July 10, 2019, the general meeting of the holders of the Partnership’s participation units approved the terms of office and employment of Mr. Abu, according to which, *inter alia*, the term of his employment will be extended by an additional 3 years, i.e. until April 30, 2024; his total monthly salary from May 1, 2019 is ILS 160 thousand (in gross terms) (100%) (the “**Monthly Salary**”), updated according to changes in the Consumer Price Index (positive only) once every three months; the CEO will be entitled to the related benefits standard in the market among executives; the CEO will be entitled to an annual bonus every calendar year and a special one-time bonus, in accordance with the compensation policy; in the event that his employment comes to an end, the CEO will be entitled to an adjustment bonus and to a retirement bonus, in accordance with the Compensation Policy. The CEO is entitled to 2,742,231 phantom units (whose underlying asset is a participation unit conferring a working interest in the rights of the limited partner in the Partnership (hereinafter, in this section: the “**Participation Units**”)) (subject to adjustments as specified in the Employment Agreement) (the “**Phantom Units**”). The said Phantom Units are in addition to the existing phantom units. The Phantom Units shall vest in three installments (the “**Overall Package**”), with each one of the installments included in the Overall Package exercisable from the vesting date of such installment until the lapse of one year from the vesting date of the third installment (i.e. June 1, 2023).

The above exercise prices and/or number of Phantom Units are subject to adjustments under circumstances of profit distribution and/or under circumstances of tax advances paid by the General Partner on account of the tax for which the Participation Unit holders are liable and/or under circumstances of distribution of bonus securities and/or under circumstances of split and consolidation of equity and/or under circumstances of structural changes and/or under circumstances of offerings of securities by way of rights and/or under circumstances of mergers and acquisitions. The maximum benefit to derive for the CEO from the exercise of each Phantom Unit shall not exceed 100% of the exercise price that was determined for the Phantom Unit included in the exercised installment on the grant date.

The fair value of the Phantom Units which were granted to the CEO as of July 10, 2019 is approx. ILS 5.4 million (the fair value appraisal was prepared using the binomial model). The main assumptions on which the aforesaid valuation relies are as follows: (1) exercise price of ILS 10.79 for the first installment, with an addition of 5% each year; (2) Participation Unit price of approx. ILS 9.96; (3) standard deviation rate of 32.2%; (4) risk-free interest rate of 0.71%; (5) contractual life of approx. 3.9 years; (6) rate of abandonment after the vesting period 0%; (7) limitation of the benefit as specified above.

In addition, on May 1, 2019 the compensation committee and the board of directors of the General Partner of the Partnership approved an annual bonus for the CEO of the General Partner for 2018 in the amount of ILS 1,650 thousand (of which approx. ILS 165 thousand were paid by Delek Energy and the balance of the bonus was paid by the General Partner).

Note 4 – Additional Information (Cont.):

R. Further to Note 12J3 to the Annual Financial Statements, in November 2019 (after the date of the Statement of Financial Position), the Partnership provided, in accordance with the terms of the lease deeds, additional autonomous bank guarantees of approx. $11.3 million for its interests in the Leviathan Leases.

S. Further to Note 12C1A8 to the Annual Financial Statements regarding a dispute in connection with the Electricity Production Tariff between the Partnership together with some of the Tamar partners and OPC Mishor Rotem Ltd. (collectively: the "**Parties**"), it is noted that in July 2019, an arbitration award was received, rejecting the arguments of some of the Tamar project partners. Due to the outcome of the arbitration proceeding, an expense in the sum total of approx. $9 million, net, was recorded. It is noted that in view of such decision, on July 31, 2019, the Partnership approached Delek Energy and Delek Group requesting reimbursement of royalties that had been overpaid in the sum of approx. $0.3 million, due to an update of the investment recovery date which derived from the arbitrator's decision. On August 6, 2019, Delek Group and Delek Energy announced that they object to the claims in the letter of demand and deny the Partnership's demand for reimbursement of royalties as aforesaid, and therefore, on the very same day, the Partnership notified the Royalty Interest Owners that on the next royalty payment date, it will offset the reimbursement amount. On August 11, 2019, Delek Royalties notified the Partnership that it denies the Partnership's right to perform such setoff. It is noted that such setoff was made by the Partnership.

T. Further to Note 20C5 to the Annual Financial Statements, in December 2017 the General Partner filed an appeal with the Supreme Court from the judgment that was issued by the Tel Aviv Jaffa District Court with regard to the interpretation and manner of implementation of Section 19 of the Taxation of Profits from Natural Resources Law, 5771-2011 ("**Section 19**"). On July 28, 2019, the judgment of the Supreme Court was issued, rejecting the aforesaid appeal. The Supreme Court upheld the judgment of the District Court and ruled, *inter alia*, that an arrangement in whose context the Partnership will bear the full tax rate of the partners, individuals and corporations alike, as required by Section 19, and alongside or further thereto will make balancing payments to partners that are corporations, does not constitute a "distribution" as defined in the law, but a result that is mandated by the fact that payments were made from the profits on account of the tax. However, the Supreme Court clarified that it does not purport to recommend or set hard and fast rules with regard to the method of the balancing payments.

As of the date of approval of the Condensed Interim Financial Statements, the Partnership is looking into how and when to perform a balancing in respect of 2019 forward, including by way of balancing distributions (in accordance with the Maximum Gross-Up Distribution Approach, as defined below), as made by the Partnership for the years 2017 and 2018, the estimated amount of which for the period January to September 2019 is expected to total approx. $20 million.

Note 4 – Additional Information (Cont.):
T. (Cont.):

It is noted that the balancing, as made in respect of the years 2017 and 2018, and as may be made in respect of 2019, does not necessarily fully balance between the payment deriving from the tax rate imposed on the partners who are individuals and the payment deriving from the tax rate imposed on partners which are corporations, because to the extent that there is a difference between the estimated taxable income and the final tax assessment issued to the Partnership, the Partnership will be required to pay the Tax Authority or receive therefrom the tax derived from such difference.

Given the lack of clarity as to the balancing method for the years 2015-2016 (the "**Past Period**") and the mere possibility of performing the same, considering the fact that some of the holders of the participation units on the effective dates for payment of the tax, i.e. December 31 of each one of the years 2015-2016 (the "**Relevant Dates**") do not hold participation units today, the Partnership intends to approach the court and present thereto several alternatives in connection with the Past Period in order that it decide between them. Among the various alternatives are alternatives of payment of amounts to holders that are corporations which had holdings on the Relevant Dates (the "**Holder Corporations**"), including a possibility for payment in the sum of the "surplus" amount that was paid for individual holders in these years, in the sum of approx. $12.2 million (the "**Surplus Payment to Individuals Approach**"), a possibility for payment in the sum of the amount that would have been paid to the Holder Corporations, had a balancing distribution been made on the Relevant Dates, in the sum of approx. $68 million (the "**Maximum Gross-Up Distribution Approach**"), a possibility for payment according to a combined approach (which takes into account that some of the Holder Corporations no longer have holdings, the "**Combined Approach**"), and other alternatives.

In the Partnership's estimation, based on an opinion of its legal counsel, the chances that the Partnership will be required to make a payment due to the Past Period in accordance with one of the said three approaches (the surplus payment approach, the Maximum Gross-Up Distribution Approach and the Combined Approach) are greater than the possibility that one of the other alternatives will be adopted, and therefore, in its estimation, there is a more than 50% chance that the Partnership will be required to pay an amount of $12.2 million at least, although in view of the lack of clarity regarding the court's decision in connection with the Past Period, and in view of the disadvantages of each one of the said alternatives, and considering the gamut of circumstances and considerations, as well as the complexity of the case, the Partnership and its legal advisors are unable to estimate the probability that any one of the said alternatives will be adopted by the court, and therefore they are unable to estimate the probability that the Partnership will be required to pay an amount exceeding $12.2 million. Accordingly, the Partnership recognized a provision in the sum of approx. $12.2 million, which was recorded against the balance of the profits in the Partnership's equity.

Note 4 – Additional Information (Cont.):
T. (Cont.):

It is noted that the estimated amount of such balancing distributions for the tax years 2015 and 2016 are based on tax reports in respect of which disputes have arisen between the Partnership and the Tax Authority. For further details, see Notes 20A4 and 20A13 to the Annual Financial Statements. It is noted that the decisions on such disputes might materially change the Partnership's taxable income for 2016, and, accordingly – the balancing sums. Moreover, the estimated amount of the balancing distribution for the period of January-September 2019 is based on a merely preliminary assessment of the Partnership's estimated taxable income for such period and based on the (unaudited) Condensed Interim Financial Statements, which assessment may materially change and be affected, *inter alia*, by the total revenues and expenses of the Partnership for tax purposes for the year 2019, by accounting and taxation implications which are unknown as of the date of approval of the Condensed Interim Financial Statements, by the final determination of the Partnership's income for tax purposes for the tax years 2016, 2017 and 2018, and by the effect of changes in the Dollar-Shekel exchange rate.

U. Further to Note 12I5B to the Annual Financial Statements regarding a complaint and a motion for a provisional injunction filed by the Supervisors against the Partnership, the Partnership's General Partner and the royalty interest owners (which include Delek Group Ltd., Delek Energy Systems Ltd., and Delek Royalties (2012) Ltd. (collectively: the "Royalty Interest Owners")), in which it was asserted, inter alia, that the Investment Recovery Date in the Tamar project has not yet arrived (the "Supervisors' Claim"), on April 4, 2019, the Royalty Interest Owners filed an answer in the Supervisors' Claim, as well as a counter-complaint against the Partnership, the Partnership's General Partner and the Supervisors (the "Counterclaim"). In the Counterclaim, the Royalty Interest Owners assert, inter alia, that the calculation of the Investment Recovery Date in the Tamar project, which was made by the Partnership, included expenses which were loaded onto the calculation, and inter alia, the financial expenses of the Partnership itself, future expenses, the sum of which is uncertain, of removal and clearing of facilities, HQ expenses of the Partnership and any expense intended for the stages of the project after the "wellhead". According to the Royalty Interest Owners, discounting such expenses, the Investment Recovery Date in the Tamar project occurred already in August 2015, or alternatively in 2016, or alternatively in 2017.

Accordingly, the Royalty Interest Owners are moving the court to declare which expenses should be taken into account in the calculation of the Investment Recovery Date, and to order that the Partnership is required to make a new calculation of the Investment Recovery Date based on the aforesaid, as well as of the royalties that the Royalty Interest Owners are entitled to receive, and to deliver the calculation to the Royalty Interest Owners. The Royalty Interest Owners further claim that according thereto, the issue of the Investment Recovery Date ought to be referred to arbitration and not heard in court, and that if the Supervisors' Claim is referred to arbitration, the hearing of the Counterclaim should also be referred to arbitration.

It is noted that further to the hearing that was held at the court on the motion for a provisional remedy (as specified in Note 12I5 to the Annual Financial Statements), on April 2, 2019, the court sanctioned as a decision an arrangement between the Royalty Interest Owners and the Supervisors regarding the granting of a letter of undertaking to be given by Delek Energy Systems Ltd. This decision obviated the Supervisors' motion for a provisional injunction.

Note 4 – Additional Information (Cont.):
U. (Cont.):

It is further noted that on June 23, 2019, a hearing was held on the motion which was filed on behalf of the Partnership and the Partnership's General Partner for a stay of proceedings in the Supervisor's Claim due to the existence of a binding arbitration clause in the rights transfer agreement between the Partnership and the Royalty Interest Owners of August 2, 1993, and that on June 24, 2019, the motion was denied, and hence the claim will continue to be heard before the court and not before an arbitrator.

On October 2, 2019 (after the date of the Statement of Financial Position), the answers were filed by the Partnership and the General Partner, both an answer in relation to the Supervisors' Claim and answer to the Counterclaim filed by the Royalty Interest Owners, in which it was argued that both claims should be denied. On November 7, 2019, the court ordered, per the request of the Supervisors and the Royalty Interest Owners, that replications in the case be filed by December 15, 2019. In the Partnership's estimation, based on an opinion of its legal advisors, the Partnership's exposure to additional expenses from the Counterclaim is lower than 50% and the provision made in the Annual Financial Statements is sufficient.

V. Further to Note 12I5A to the Annual Financial Statements regarding a motion for approval of a derivative suit, a judgment of the Tel Aviv District Court was issued on September 24, 2019, ordering the summary dismissal of the motion to approve a derivative suit in connection with the issue of the investment recovery date in the Tamar Project in accordance with the Partnership's request.

Note 4 – Additional Information (Cont.):

W. Further to the filing of a new application by Noble for the receipt of a permit for emission into the air for the Leviathan rig, under the Clean Air Law, 5768-2008 (the "**Emission Permit Application**"), it is noted that on November 6, 2019 (after the date of the Statement of Financial Position), Noble received an air emission permit for the Leviathan rig, effective for 7 years, until 2026 (the "**Emission Permit**"). The Emission Permit includes, *inter alia*, instructions regarding maximum emissions from any emission source on the Leviathan rig, implementation of the best available technology, and instructions regarding monitoring, sampling, control and reporting to the Ministry of Environmental Protection. In this context it is noted that on August 28, 2019, a petition was filed by the Homeland Guards association (the "**Petitioner**") with the Jerusalem District Court against the Ministry of Environmental Protection and functionaries therein and against Noble and the Ministry of Energy (the "**Respondents**"), in which it sought to order the Ministry of Environmental Protection and functionaries therein to obligate Noble or the Ministry of Energy to produce various items of information that are required, according to the Petitioner, in order to reach a decision in the Emission Permit Application; to release all of the information to the public and to allocate a period of 45 days for the purpose of submission of comments; and to refrain from issuance of an emission permit for the rig until the hearing of the petition. A motion for a temporary restraining order and an interim order designed to prevent the issuance of the emission permit until the hearing of the petition was filed concurrently with the petition. On September 5, 2019 after the filing of responses on behalf of the Respondents, the court rejected the motion for an interim order. In an additional decision dated September 25, 2019 (that was issued in the petitioner's motion to schedule an urgent hearing) the court accepted Noble's argument that the petition is premature, and ruled that it should therefore be summarily dismissed. However, prior to the dismissal of the petition, the court allowed the Petitioner to file, by November 11, 2019, arguments on the question of whether the petition had been premature upon the filing thereof. The Petitioner filed update notices in which it provided an update, *inter alia*, on the granting of the emission permit. The court ruled that a hearing of the petition would be held on December 19, 2019 and that preliminary responses to the petition would be filed by December 10, 2019.

In addition, on November 21, 2019, a petition was served on Noble that was filed by the Zichron Yaakov Local Council, Zalul Environmental Association, the Jisr az-Zarqa Local Council, the Megiddo Regional Council, the Pardes Hanna-Karkur Local Council and the Hefer Valley Regional Council against the Head of the Air Quality Division at the Ministry of Environmental Protection and against Noble, with the Jerusalem District Court. The petition moves to order the nullification of the Emission Permit and to rule that no activity that entails the emission of gases be conducted on the Leviathan rig. Alternatively, the court was moved to rule that approval of the running-in plan of the rig be revoked. An interim order was also sought for prevention of activity on the rig that requires an emission permit.

Note 4 – Additional Information (Cont.):

X. Further to Note 7C3 to the Annual Financial Statements on the decision of the Competition Commissioner (the "**Commissioner**"), pursuant to Section 20(b) of the Economic Competition Law, 5748-1988, that permits the acquisition of the interests in the EMG pipeline, note that on September 8, 2019, Lobby 99 Ltd. (CIC) and Hatzlacha (R.A.) ("**Lobby 99**" and "**Hatzlacha**", respectively, and jointly: the "**Appellants**") filed an administrative appeal against the Commissioner (as a respondent) and against EMED Pipeline B.V. ("**EMED**") and EMG (as formal respondents), with the Competition Court at the Jerusalem District Court, from the Commissioner's approval as aforesaid, in which the court was moved to cancel or change the Commissioner's decision. On November 13, 2019, EMED and EMG filed their answers to the administrative appeal.

Y. Further to Note 13E to the Annual Financial Statements, the Partnership released a shelf prospectus on May 14, 2019.

Z. On August 13, 2019, the board of directors of the General Partner and the Trustee approved a profit distribution of $150 million ($0.12779 per participation unit) which was made in September 2019.

Note 5 – Financial Instruments:

Fair value of financial instruments:

A. The fair value of the financial instruments presented in the financial statements is at or around their book value, with the exception of issued bonds whose fair value, as of September 30, 2019, is approx. $1,381 million (as of December 31, 2018: approx. $1,356 million, as of September 30, 2018: approx. $1,368 million), and whose book value is approx. $1,366 million (as of December 31, 2018: approx. $1,348 million, as of September 30, 2018: approx. $1,363 million).

Notes to the Condensed Interim Financial Statements as of September 30, 2019 (Dollars in thousands)

Note 5 – Financial Instruments (Cont.):
Fair value of financial instruments (Cont.):

B. Set forth below are figures regarding the fair value hierarchy of the financial instruments measured at fair value which were recognized in the Condensed Interim Statements of Financial Position:

	September 30, 2019			
	Level 1	Level 2	Level 3	Total
	Unaudited			
Financial assets at fair value through profit or loss:				
- Bonds	9,241	-	-	9,241
- Royalties receivables from Karish and Tanin leases (See Note 4N above)	-	-	139,800	139,800
- Loan to Energean from the sale of the Karish and Tanin leases (See Note 8B to the Annual Financial Statements)	-	80,698	-	80,698
Total financial assets at fair value through profit or loss	9,241	80,698	139,800	229,739
Financial assets at fair value through other comprehensive income:				
- Investments in equity instruments designated for measurement at fair value through other comprehensive income	51,195	-	-	51,195
Total financial assets	60,436	80,698	139,800	280,934
Financial liabilities at fair value through other comprehensive income:				
Cash flow hedging transactions in connection with financing interest for the Leviathan project	-	-	6,208	6,208
Total financial liabilities	-	-	6,208	6,208

Notes to the Condensed Interim Financial Statements as of September 30, 2019 (Dollars in thousands)

Note 5 – Financial Instruments (Cont.):
Fair value of financial instruments (Cont.):
B. (Cont.):

	September 30, 2018			
	Unaudited			
	Level 1	**Level 2**	**Level 3**	**Total**
Financial assets at fair value through profit or loss:				
- Bonds	85,774	-	-	85,774
- Structured deposits	25,283	-	24,794	50,077
- Royalties receivable from the Karish and Tanin leases (See Note 4G above)	-	-	120,100	120,100
- Loan to Energean from the sale of Karish and Tanin leases (See Note 8B to the Annual Financial Statements).	-	89,900	-	89,900
ETFs	24,494	-	-	24,494
Total financial assets	135,551	89,900	144,894	370,345

	December 31, 2018			
	Level 1	**Level 2**	**Level 3**	**Total**
	Audited			
Financial assets at fair value through profit or loss:				
- Bonds	78,720	-	-	78,720
- Royalties receivables from Karish and Tanin leases (See Note 8B to the Annual Financial Statements)	-	-	113,100	113,100
- ETFs	28,136	-	-	28,136
- Structured deposits	25,483	-	4,974	30,457
- Loan to Energean in the context of the sale of Karish and Tanin leases (See Note 8B to the Annual Financial Statements)	-	91,500	-	91,500
	132,339	91,500	118,074	341,913

Notes to the Condensed Interim Financial Statements as of September 30, 2019 (Dollars in thousands)

Note 5 – Financial Instruments (Cont.):
Fair value of financial instruments (Cont.):
B. (Cont.):

Adjustment for fair value measurements classified as Level 3 in the fair value hierarchy of financial instruments:

	For the nine-month period ended September 30, 2019			
	Structured deposits	Royalties based on future production	Cash flow hedging transactions	Total
	Unaudited			
Balance as of January 1, 2019 (audited)	4,974	113,100	-	118,074
Remeasurement recognized in profit or loss	26	26,700	(21)	26,705
Remeasurement recognized in other comprehensive income	-	-	(6,187)	(6,187)
Dispositions/revenues	(5,000)	-	-	(5,000)
Balance as of September 30, 2019	-	139,800	(6,208)	133,592

	For the three-month period ended September 30, 2019			
	Structured deposits	Royalties based on future production	Cash flow hedging transactions	Total
	Unaudited			
Balance as of July 1, 2019	-	130,400	(6,227)	124,173
Remeasurement recognized in profit or loss	-	9,400	(10)	9,390
Remeasurement recognized in other comprehensive income	-	-	29	29
Balance as of September 30, 2019	-	139,800	(6,208)	133,592

Notes to the Condensed Interim Financial Statements as of September 30, 2019 (Dollars in thousands)

Note 5 – Financial Instruments (Cont.):
Fair value of financial instruments (Cont.):
B. (Cont.):

Adjustment for fair value measurements classified as Level 3 in the fair value hierarchy of financial instruments: (Cont.):

	For the nine-month period ended September 30, 2018			
	Structured deposits	Royalties based on future production	Loan to Energean in the context of the sale of the Karish and Tanin leases	Total
	Unaudited			
Balance as of January 1, 2018 (audited)	44,888	88,600	78,500	211,988
Remeasurement recognized in profit or loss	(94)	31,500	19,050	50,456
Transfers out of level 3	-	-	(86,700)	(86,700)
Acquisitions	15,000	-	-	15,000
Dispositions/revenues	(35,000)	-	(10,850)	(45,850)
Balance as of September 30, 2018	24,794	120,100	-	144,894

	For the three-month period ended September 30, 2018		
	Structured deposits	Royalties based on future production	Total
	Unaudited		
Balance as of July 1, 2018	24,740	117,000	141,740
Remeasurement recognized in profit or loss	54	3,100	3,154
Balance as of September 30, 2018	24,794	120,100	144,894

Notes to the Condensed Interim Financial Statements as of September 30, 2019 (Dollars in thousands)

Note 5 – Financial Instruments (Cont.):
Fair value of financial instruments (Cont.):
B. (Cont.):

Adjustment for fair value measurements classified as Level 3 in the fair value hierarchy of financial instruments: (Cont.):

	For the year ended December 31, 2018			
	Structured deposits	Royalties based on future production	Loan to Energean in the context of the sale of the Karish and Tanin leases	Total
	Audited			
Balance as of January 1, 2018	44,888	88,600	78,500	211,988
Remeasurement recognized in profit or loss	86	24,500	19,050	43,636
Acquisitions	15,000	-	-	15,000
Dispositions/revenues	(55,000)	-	(10,850)	(65,850)
Transfers out of level 3	-	-	(86,700)	(86,700)
Balance as of December 31, 2018	4,974	113,100	-	118,074

C. Cash flow hedging transactions:

Further to Note 22F2 to the Annual Financial Statements, as of the date of the Condensed Interim Statement of Financial Position, the Partnership has 7 IRS agreements in the sum total of approx. $702 million, according to which the Partnership receives variable interest and pays fixed interest at the rate determined in the agreement. The exchange transaction is used to hedge the exposure to changes in the fair value in the cash flow of a variable interest loan used to finance the construction of the Leviathan project.

Most of the increase in the fair value of the exchange transaction liability in the nine-month period ended September 30, 2019 in the net sum of approx. $6,194 thousand (in the three-month period ended September 30, 2019, a decrease of approx. $64 thousand, net) was recognized against a capital reserve as part of the other comprehensive income. The ineffective amount recognized in profit or loss in the report period was immaterial.

Note 6 – Events Subsequent to the Date of the Condensed Interim Statements of Financial Position:

A. For details regarding fulfillment of the closing conditions for the EMG transaction and commencement of the running-in period for the Leviathan rig, see Note 3B1.

B. For details regarding an environmental survey in the Alon D license, see Note 3B4.

C. For details regarding the signing of an amendment to the PSC between the Partnership and the Cypriot government, see Note 3B6.

D. For details regarding the agreement for supply to the IEC, see Note 4D.

E. For details regarding fulfillment of the closing conditions in the Ofek and Yahel licenses, see Note 4L.

F. For details regarding an update of resources in the Karish and Tanin leases, see Note 4N.

G. For details regarding provision of additional guaranties for the holding in the Leviathan leases, see Note 4R.

H. For details regarding the filing of the answers in connection with the claim of the Supervisors and the Royalty Interest Owners, see Note 4U.

I. For details regarding the receipt of the emission permit in the Leviathan rig, see Note 4W.

Delek Drilling

Report on the Effectiveness of Internal Controls for Financial Reporting and Disclosure

2019

This report is a translation of Delek Drilling - Limited Partnership's Hebrew-language Quarterly Report on the Effectiveness of Internal Control over Financial Reporting and Disclosure pursuant to Regulation 38C(a) of the Securities Regulations (Immediate and Periodic Reports), 5730-1970. It is prepared solely for convenience purposes. Please note that the Hebrew version constitutes the binding version, and in any event of discrepancy, the Hebrew version shall prevail.

Quarterly Report on the Effectiveness of Internal Control over Financial Reporting and Disclosure pursuant to Regulation 38C(a) of the Securities Regulations (Immediate and Periodic Reports), 5730-1970:

The management, under the supervision of the board of directors of the general partner in Delek Drilling – Limited Partnership (the "**General Partner**" and the "**Partnership**", respectively), is responsible for setting and maintaining proper internal control over financial reporting and disclosure at the Partnership.

For this purpose, the members of management are:

1. Assi Bartfeld, Chairman of the Board of the General Partner;
2. Yossi Abu, CEO of the General Partner;
3. Yossi Gvura, Deputy CEO and Market Risk Manager;
4. Yaniv Friedman, Deputy CEO.

Internal control over financial reporting and disclosure consists of controls and procedures existing at the Partnership, designed by, or under the supervision of, the CEO and the most senior financial officer, or by anyone actually performing such functions, under the supervision of the board of directors of the General Partner, and which are designed to provide reasonable assurance regarding the reliability of the financial reporting and the preparation of the reports according to the provisions of the law, and to ensure that information which the Partnership is required to disclose in reports released thereby according to the law is gathered, processed, summarized and reported within the time frames and in the format set forth by the law.

Internal control includes, *inter alia*, controls and procedures designed to ensure that information which the Partnership is thus required to disclose, is gathered and transferred to the management of the General Partner, including the CEO and the most senior financial officer, or anyone actually performing such functions, in order to enable the timely decision making in reference to the disclosure requirements.

Due to its inherent limitations, internal control over financial reporting and disclosure is not designed to provide absolute assurance that misrepresentation or omission of information in the reports will be avoided or discovered.

In the quarterly report regarding the effectiveness of internal control over financial reporting and disclosure, which was attached to the quarterly report for the period ended on June 30, 2019 (the "**Most Recent Quarterly Report on Internal Control**"), the internal control was found effective.

Until the date of the report, no occurrence or issue were brought to the knowledge of the board or management of the General Partner, which may change the evaluation of the effectiveness of the internal control, as found in the Most Recent Quarterly Report on Internal Control;

As of the date of the report, based on the statements made in the Most Recent Quarterly Report on Internal Control, and based on information which was brought to the knowledge of the management and board of the General Partner as aforesaid, the internal control is effective.

Statement of CEO pursuant to Regulation 38C(d)(1):

Statement of Managers

Statement of CEO

I, Yossi Abu, CEO of the General Partner, represent that:

(1) I have reviewed the quarterly report of Delek Drilling – Limited Partnership (the "**Partnership**") for Q3/2019 (the "**Reports**");

(2) To my knowledge, the Reports do not contain any misrepresentation nor an omission of a material fact required for the representations included therein, given the circumstances under which such representations were included, not to be misleading with regard to the period of the Reports;

(3) To my knowledge, the financial statements and other financial information included in the Reports adequately reflect, in all material respects, the financial position, operating results and cash flows of the Partnership for the periods and as of the dates covered by the Reports;

(4) I have disclosed to the Partnership's auditors, the board of directors and the audit and financial statements review committees of the General Partner in the Partnership, based on my most current evaluation of internal control over financial reporting and disclosure:

(a) Any and all significant flaws and material weaknesses in the setting or maintaining internal control over financial reporting and disclosure which may reasonably adversely affect the Partnership's ability to gather, process, summarize or report financial information in a manner which casts a doubt on the reliability of the financial reporting and preparation of the financial statements in conformity with the provisions of the law; and –

(b) Any fraud, either material or immaterial, which involves the CEO or anyone reporting to him directly or which involves other employees who play a significant role in internal control over financial reporting and disclosure;

(5) I, myself or jointly with others in the General Partner of the Partnership:

(a) Have set controls and procedures, or confirmed, under my supervision, the setting and maintaining of controls and procedures, which are designed to ensure that material information in reference to the Partnership is brought to my knowledge by others in the Partnership, particularly during the preparation of the Reports; and –

(b) Have set controls and procedures, or confirmed, under my supervision, the setting and maintaining of controls and procedures, which are designed to reasonably ensure reliability of financial reporting and preparation of the financial statements in conformity with the provisions of the law, including in conformity with GAAP;

(c) No occurrence or issue have been brought to my attention that occurred during the period between the date of the most recent report (the quarterly report for June 30, 2019) and the date hereof, which can change the conclusion of the board of directors and the management of the Partnership's General Partner with regard to the effectiveness of internal control over Partnership's financial reporting and disclosure.

The aforesaid does not derogate from my responsibility or from the responsibility of any other person, pursuant to any law.

November 24, 2019	Yossi Abu, CEO

Statement of the most senior financial officer pursuant to Regulation 38C(d)(2):

Statement of Managers

Statement of the most senior financial officer

I, Yossi Gvura, Deputy CEO, represent that:

(1) I have reviewed the interim financial statements and the other financial information included in the interim reports of Delek Drilling – Limited Partnership (the "**Partnership**") for Q3/2019 (the "**Reports**" or the "**Interim Reports**");

(2) To my knowledge, the interim financial statements and the other financial information included in the Interim Reports do not contain any misrepresentation nor omission of a material fact required for the representations included therein, given the circumstances under which such representations were included, not to be misleading with regard to the period of the Reports;

(3) To my knowledge, the interim financial statements and the other financial information included in the Interim Reports adequately reflect, in all material respects, the financial position, operating results of operations and cash flows of the Partnership for the periods and as of the dates covered by the Reports;

(4) I have disclosed to the Partnership's auditors and to the board of directors and the audit and financial statement review committees of the General Partner in the Partnership, based on my most current evaluation of internal control over financial reporting and disclosure:

(a) Any and all significant flaws and material weaknesses in the setting or maintaining internal control over financial reporting and disclosure, insofar as it relates to the interim financial statements and the other financial information included in the Interim Reports, which may reasonably adversely affect the Partnership's ability to gather, process, summarize or report financial information in a manner which casts doubt on the reliability of the financial reporting and preparation of the financial statements in conformity with the provisions of the law; and –

(b) Any fraud, either material or immaterial, which involves the CEO or anyone reporting to him directly or which involves other employees who play a significant role in internal control over financial reporting and disclosure;

(5) I, myself or jointly with others in the General Partner of the Partnership:

(a) Have set controls and procedures, or confirmed, under my supervision, the setting and maintaining of controls and procedures, which are designed to ensure that material information in reference to the Partnership is brought to my knowledge by others at the Partnership, particularly during the preparation of the Reports; and

(b) Have set controls and procedures, or confirmed, under my supervision, the setting and maintaining of controls and procedures, which are designed to reasonably ensure reliability of financial reporting and preparation of the financial statements in conformity with the provisions of the law, including in conformity with GAAP;

(c) No occurrence or issue have been brought to my attention, that occurred during of the period between the date of the most recent report (the quarterly report for June 30, 2019) and the date hereof, pertaining to the interim financial statements and any other financial information included in the Interim Reports, which could, in my opinion, change the conclusion of the board of directors and the management of the Partnership's General Partner with regard to the effectiveness of internal control over the Partnership's financial reporting and disclosure.

The aforesaid does not derogate from my responsibility or from the responsibility of any other person, pursuant to any law.

November 24, 2019	Yossi Gvura, CPA Deputy CEO

Delek Drilling

Valuation

Delek Drilling – Limited Partnership

Valuation of Royalties

From the sale of the I/16 “Tanin” and I/17 “Karish” Leases

****

November 2019

This document is a translation of the original Hebrew-language document of Giza Singer Even Ltd. of November 2019. It is prepared solely for convenience purposes. Please note that the Hebrew version constitutes the binding version, and in any event of discrepancy – the Hebrew version shall prevail.

Table of Contents

1. Introduction and Limitation of Liability

1.1 General

This work (the "**Work**" and/or the "**Opinion**") was prepared by GSE Financial Advisory Ltd. ("**GSE**") for the purpose of valuation of the royalties to which the limited partnership Delek Drilling[1] ("**Delek Drilling**" and/or the "**Partnership**") is entitled for the sale of its rights in the I/16 "Tanin" and I/17 "Karish" Leases (the "**Leases**") as of September 30, 2019 (the "**Valuation Date**") according to the management's requirement. We are aware that the Work is intended to be used by Delek Drilling, *inter alia*¸ for quarterly and periodic financial statements, and therefore we agree that the Work will be referred to and/or included in any report released by the Partnership and the interested parties therein, according to the Securities Law, 5728-1968 and the regulations thereunder, all as specified in the engagement letter of January 29, 2018.

For the preparation of the Work we relied, *inter alia*, on representations, forecasts and explanations (the "**Information**") which we received from the Partnership and/or anyone on its behalf. GSE assumes that this Information is reliable and it does not carry out an independent examination of the Information, nor have we become aware of anything which could indicate it being unreasonable. The Information was not examined independently, and therefore the Work furnished to you does not constitute verification to the correctness, integrity and accuracy of this Information. An economic valuation is supposed to reflect in a reasonable and fair manner a given situation at a certain time, based on known data and while referring to basic assumptions and forecasts which were evaluated.

This Opinion includes a description of the methodology and the main assumptions and analyses which were used for the determination of the fair value of the consideration to which the Partnership is entitled. However, the description does not purport to be a full and detailed description of all of the procedures which we implemented upon the formulation of the Opinion.

This Work does not constitute a due diligence inspection and does not replace it. Furthermore, the Work is also not intended to determine the value of the consideration for the specific investor and it does not constitute legal advice or opinion.

The Work does not include accounting auditing regarding the compliance with the accounting principles. GSE Financial Advisory is not responsible for the manner of accounting presentation of the financial statements of the Partnership regarding the accuracy and integrity of the data and the implications of such accounting presentation, if any.

Should the Information and data on which GSE relied, be incomplete, inaccurate or unreliable, the results of this Work may change. We reserve the right for ourselves, to re-update the Work in view of new data which were not presented to us. For the avoidance of doubt, this Work is valid as of the date of signing hereof only.

[1] On May 17, 2017, Delek Drilling merged with the partnership Avner Oil Exploration – Limited Partnership ("**Avner**", hereinafter jointly: the "**Partnerships**") and as a result, Avner partnership was stricken off with no dissolution.

It is emphasized that the Information specified in this Work, including with respect to forecasts and the primary commercial terms in the agreement for the sale of the reservoirs, its total financial scope, the rights transferred thereunder, the royalties agreed therein, and the fulfilment of the conditions precedent therein, constitutes forward-looking information in the meaning thereof in the Securities Law, 5728-1968, of which there is no certainty that it will materialize, in whole or in part, in the said manner or otherwise. The actual performance of the said Information may differ materially due to various factors such as delays in the timetables for the development of the reservoirs, etc.

We shall further note that upon our valuation of the consideration, we relied on the assumption that the transaction for the sale of rights in the Karish and Tanin Leases was made at market conditions between a willing buyer and seller, and we were not presented with any information which might contradict this assumption.

We hereby confirm that we have no personal interest and/or dependence on the Partnership and/or on the general partner in the Partnership, apart from the fact that we are receiving a fee for this Work. Furthermore, we confirm that our fee is not dependent on the results of the Work.

Neither GSE nor any company controlled thereby directly and/or indirectly as well as any controlling shareholder, officer and employee therein, are responsible for any damage, loss or expense whatsoever, including direct and/or indirect, which will be incurred by anyone relying on the contents of this Work in whole or in part.

1.2 Sources of Information

<u>The main sources of information used in the preparation of the Opinion are specified below:</u>

- Financial statements of the Partnership
- Information regarding the terms of the transaction for the sale of the Partnership's rights in the I/16 Tanin and I/17 Karish leases
- Prospectus released by Energean Oil & Gas plc (the parent company of Energean Israel Limited) of March 16, 2018 (the "**Prospectus**") including the resource report prepared by Netherland Sewell and Associate Inc. ("**NASI**") which is included in the prospectus
- Agreement for the sale of the rights in the Karish and Tanin Leases
- Immediate reports of publicly traded companies and public information released on websites (including Energean's website), journalistic articles or other public sources
- Internal sources and databases of Giza Singer Even
- Meetings and/or phone calls with office holders at the Partnership

1.3 Details of the valuating company

GSE Financial Advisory Ltd. Is a subsidiary of Giza Singer Even Ltd., which is a leading financial advisory and investment banking firm in Israel. The firm has extensive experience in the advising of the large companies, the prominent privatizations and the important transactions in the Israeli market, which it accrued over its thirty years of operation. Giza Singer Even operates in three fields, through independent business divisions: financial advisory; investment banking; analytical research and corporate governance.

The Work was carried out by a team headed by CPA Eitan Cohen, a partner and head of the economic department at Giza Singer Even with experience of over ten years in the fields of economic and business advisory, company valuations and financial instruments. In the past he served as the head of the economic department in an entrepreneurial company in the field of infrastructures and as a manager at the economic department of KPMG (Somekh Chaikin). Eitan is an accountant, holds a BA in economics and business administration from the Ben Gurion University and an MSc in Financial Mathematics from Bar Ilan University.

Sincerely,

GSE Financial Advisory Ltd.

GSE Financial Advisory

November 24, 2019

2. Executive Summary

2.1 Background

Delek Drilling is a public limited partnership (in the meaning thereof in the Partnerships Ordinance) listed on the Tel Aviv Stock Exchange (TASE). The Partnership engages in the exploration, development and production of petroleum, natural gas and Condensate.

During the years 2012 and 2013 the Partnership reported to TASE that the Tanin and Karish gas reservoirs constitute natural gas discoveries. Following are the quantities of natural gas and hydrocarbon liquids (Condensate and natural gas liquids) at the Karish and Tanin reservoirs (100%) as released in the Prospectus of Energean Oil & Gas plc, the parent company of Energean Israel Limited[2] ("**Energean**" and/or the "**Purchaser**") of March 16, 2018[3]:

Lease	Reserves and Contingent Resources	
	Natural Gas (BCM)	Hydrocarbon Liquids (MMBBL)
Karish	70*	44.6*
Tanin	21.7	4.1
Total	**83.7**	**48.7**

* The quantity of natural gas in the Karish reservoir (70 BCM), includes an additional 25 BCM according to the Energean's report of November 4, 2019 on the results of the exploration well in the Karish North reservoir[4]. The amount of hydrocarbon liquids in the reservoir was updated according to approx. 44.6 MMBBL.

Following the decision of the Israeli government on a framework for the increasing of the amount of natural gas produced from the Tamar natural gas field and the quick development of the Leviathan, Karish and Tanin natural gas fields and other natural gas fields (the "**Gas Framework**"), the Partnerships and Noble Energy Mediterranean ("**Noble**") were required, *inter alia*, to sell their holdings in the Karish and Tanin reservoirs in order to comply with the conditions which would entitle them to an exemption from several provisions of the Restrictive Trade Practices Law, 5748-1988 (the "**Restrictive Trade Practices Law**"). On August 16, 2016, an agreement was executed for the sale of all of the rights in Karish and Tanin between Delek Drilling and Avner Oil Exploration - Limited Partnership ("**Avner**") (jointly, the "**Partnerships**") and Energean, within which the Partnerships are entitled to consideration in the amount of $148.5 million, comprising cash payment of $40 million (paid on the date of the transaction closing) and $108.5 million which will be paid spread into 10 annual equal payments plus interest, with this amount depending on the Purchaser's decision to develop the reservoir (the "**Debt Component**"). Furthermore, the Partnerships will be entitled to royalties from the revenues generated for the Purchaser from the sale of natural gas

[2] Formerly Ocean Energean Oil and Gas Ltd.

[3] According to the NSAI resource report attached to Energean Prospectus, Net Resources.

[4] On November 4, 2019, Energean announced the completion of the exploration drilling which was performed at Karish North. According to the report, approx. 25BCM additional natural gas and approx. 15.9 MMBBL of additional hydrocarbon liquids were found in the reservoir (the additional amount of hydrocarbon liquids was updated using the ratio of the hydrocarbon liquids as previously reported by the resource assessor of Energean with respect to the Karish Reservoir, for reasons of conservatism).

and Condensate produced from the Leases, at the rates of 7.5% (before the payment of petroleum profit levy) and 8.25% (after payment of petroleum profit levy), net of the rate of the existing royalties[5], by which the Partnership is charged regarding the original share of Delek Drilling and Avner in the Leases (the "**Royalties**'). On December 27, 2016, the Partnerships announced that the closing conditions for the transaction were fulfilled. On March 27, 2018, Energean notified the Partnership of the adoption of an investment decision for the development of the Karish reservoir.

2.2 Result of the valuation

The valuation of the consideration was performed in the Discounted Cash Flow (DCF) method. According to the assumptions specified in the Work itself, the value of the Royalties in the transaction as of the Valuation Date is estimated at approx. $139.8 million.

Below is the sensitivity analysis for the value of the Royalties in relation to the cap rate and the changes in the natural gas prices (U.S. $ in millions):

		Change in the Natural Gas Price Vector (U.S. $ per MMBTU)						
		(1.50)	(1.00)	(0.50)	–	0.50	1.00	1.50
Change in Cap Rates (in Base Points)	+250bp	97.7	104.0	111.6	118.3	125.3	132.2	140.5
	+150bp	104.3	111.0	119.1	126.3	133.8	141.1	150.0
	+50bp	111.6	118.7	127.4	135.0	143.1	151.1	160.5
	-	115.5	122.9	131.9	**139.8**	148.2	156.4	166.1
	-50bp	119.7	127.3	136.6	144.8	153.5	162.1	172.1
	-150bp	128.7	136.9	146.9	155.6	165.1	174.4	185.1
	-250bp	138.7	147.5	158.3	167.7	178.0	188.2	199.6

[5] As defined in the reports of Delek Drilling and Avner to the TASE on December 25, 2016.

3. Description of the Partnership's Business

3.1 Description of the Partnership

Delek Drilling is a limited partnership (within the meaning thereof in the Partnerships Ordinance) listed on the TASE. The Partnership engages in the exploration, development and production of petroleum, natural gas and Condensate. Following is a description of the overriding royalties' mechanisms due to offshore petroleum assets applicable to the Partnership as of the date hereof with respect to its original share in the Karish and Tanin Leases (approx. 52.9%):

For 50% of the Revenues from the Karish and Tanin Leases	For 50% of the Revenues from the Karish and Tanin Leases
3% before the Investment Recovery Date[6]	6%
13% after the Investment Recovery Date	

3.2 Description of the business field

3.2.1 General

As aforesaid, the main field of business of the Partnership is the exploration, development and production of petroleum, natural gas and Condensate, in Israel and in Cyprus and the review of various infrastructure alternatives for natural gas flow to other target markets. The nature resources exploration, development and production activity in Israel is subject to the provision of approvals under the Petroleum Law, 5712-1952 (the "**Petroleum Law**") which controls the regulation in the field and defines the type of approvals given to defined field blocks and subject to the approval of a work plan for the performance of exploration and production work as specified below:

- "Preliminary Permit" is intended to allow the permit holders a sufficient time margin to carry out inspections in order to estimate the chances of discovering hydrocarbons (except for exploration wells) and it is granted for a period of up to 18 months.

[6] The term "**Investment Recovery Date**" means the date after the signing of the agreement for the transfer of rights between the Partnership and Delek Energy Systems and Delek Israel (now Delek Group) which was signed in 1993 (as amended from time to time) according to which the Net Proceeds Value which the Partnership received or is entitled to receive for petroleum and/or gas and/or other valuable materials which were produced and used from the Petroleum Asset (i.e. – license or lease) where the finding is located, calculated in Dollars shall reach an amount which is equal to the full Value of All of the Partnership's Expenses in such Petroleum Asset calculated in Dollars.
The term "**Net Proceeds Value**" means the value of all of the proceeds as shall be approved by the accountants of the Partnership for petroleum and/or gas and/or other valuables which were produced and used from the Petroleum Asset (i.e. – license or lease) (the "**Gross Proceeds Value**") after the deduction of all of the production costs thereof and royalties paid in respect thereof.
The term the "**Value of All of the Partnership's Expenses**" means all of the expenses incurred by the Partnership in the Petroleum Asset (i.e. – license or lease) where the petroleum and/or the gas and/or the other valuables are produced but excluding expenses (up to the Net Proceeds Value) which were deducted from the Gross Proceeds Value for the determination of the amount of the all of the Net Proceeds Value and as they shall be approved by the Partnership's accountants.
For details and elaboration regarding agreements pertaining to the payment of royalties to the State and to interested parties in and to third parties of in Partnership, see Section 7.27.12 of the periodic report for 2018 of Delek Drilling.

- "License" grants the license holder a right to explore natural gas and petroleum in the license area and to drill exploration wells. The license is granted for a period of up to 7 years.

- "Lease" grants the receiver of the lease the right to explore and produce natural gas and petroleum and is valid for a period of 30 years with an option for an extension of 20 additional years.

In addition, the Natural Gas Sector Law, 5760-2000 regulates mainly the issue of transmission, distribution and marketing of natural gas in Israel.

The natural gas sector in Israel began developing upon the discoveries of the natural gas reservoirs Noa and Mari B in the years 1999-2000, these discoveries allowed companies in the market, headed by the Israel Electric Corporation, to transition to more extensive use of natural gas instead of the use of more expensive contaminating fuels such as coal, diesel oil and fuel oil. The development of the sector was accelerated upon the discovery of the Tamar and Leviathan reservoirs in the years 2009 and 2010 respectively. These discoveries materially affect the energetic independence of Israel and the development and expansion of uses of natural gas in the Israeli market.

3.2.2 Exploration and development of natural gas reservoirs

Exploration and development of natural gas reservoirs is a long and complex process, characterized by extensive uncertainty and significant capital investments throughout the entire stages of the process. There are material differences between the exploration and development of natural gas reservoirs onshore which are considered relatively simple and exploration and development offshore, which require larger money inputs and unique technologies, under more complex and dangerous conditions.

A typical process of exploration, development and production of natural gas in any area may include, *inter alia*, the following stages: Initial analysis of existing geological and geophysical data, for the selection of areas presenting exploration potential; Performance of geophysical surveys; the drilling of an exploration well and other tests (at this stage there is a possibility of discovering a dry well and cessation of the process); final analysis of the results of the drilling and, in the event of a natural gas finding, performance of an analysis of financial data and initial evaluation of the format and cost of development; formulation of a development plan and preparation of a financial plan for the project; final analysis of the data and making a decision whether the finding (the discovery) is commercial (at this stage too it is possible that the survey results will indicate that the finding is not commercial and the development of the reservoir will be ceased); performance of the reservoir's development work, including the drilling of production wells, laying pipelines, building treatment facilities etc.; regular operation and maintenance.

The natural gas market in Israel is young relative to other gas markets in the world, and for the purpose of developing it in the best effective manner, cooperation is required with multi-national companies which will provide the local players resources, knowledge and experience. In this context we shall emphasize that multi-national companies can invest and operate throughout the world, and they naturally weight, within the calculation of their cost-effectiveness, the potential profitability and the actual profitability in different locations around the world compared with the restrictions, costs and risks derived from the geopolitical condition and the regulatory environment in each area.

3.2.3 Benefits

The use of natural gas holds many benefits for the Israeli market, including:

- **Saving of energy costs in industry and in electricity production –** The low price of natural gas compared with currently common alternative fuels such as diesel oil and fuel oil, leads to significant saving of production costs, and thereby also to a decrease in the final product prices whose production costs mainly consist of the costs of electricity. Most of the power plants constructed in recent years in Israel operate by means of natural gas turbines and are characterized by low construction costs[7], shorter construction time, smaller areas of land[8] and many operational advantages. In addition to the relatively low price, natural gas is a more efficient energetic source than other fuels and it allows power plants and enterprises to reach a high energetic efficiency level which is also ultimately reflected in cost saving[9]. According to the estimates of the Natural Gas Authority[10], the transition to natural gas in the years 2004-2018 saved the Israeli market an estimated total of approx. ILS 63.7 billion. Most of such saving derives from the electricity sector, total consumption by which in 2018 amounted to approx. 9.1 BCM, which represents 83% of the demand for natural gas. The rest of the amount saved due to the transition to use of natural gas is primarily attributed to industrial plants, total consumption by which in 2018 amounted to approx. 2.02 BCM.

- **Clean energy** – The main substances emitted from the burning of natural gas are carbon dioxide and water vapor. Since coal and petroleum are more complex fuels, with a higher ratio of Carbon and Nitrogen and Sulphur components, then upon their combustion contaminants at higher contamination levels are released, including ash particles of materials which are not burned but are present in the atmosphere and add to the air pollution. The natural gas combustion on the other hand, releases a small quantity of contaminants while reducing air pollution and maintaining a cleaner and healthier environment.

- **Energetic independence** – The geopolitical characteristics of Israel make it an energetic island which cannot import fuels from neighboring countries and forced it to rely for many years on costly fuels import from Europe. Israel’s energetic isolation was somewhat reduced between the years 2008 and 2012 upon the commencement of supply of natural gas from Egypt, however, the sudden cut of supply illustrated the importance of the development of local energy sources. The development of the natural gas market in Israel will provide the Israeli industry energetic security in the long term and will reduce its dependence on international energy prices.

- **Natural gas as a governmental source of income through taxation -** The Israeli natural gas market is expected to benefit the local economy also directly through governmental revenues from the taxation of the companies and from the VAT from sales to the ultimate

[7] About one half of the cost of a coal power plant, about a third of the cost of a nuclear power plant and about 15% of a wind energy operated plant.
[8] The natural gas is transported by an underground pipe and unlike other fuels, requires no storage areas.
[9] A combined cycle power plant combining a gas turbine and a steam turbine is more efficient and uses 55% of the energy. Cogeneration stations utilizing the thermal energy produced in the production process reach an efficiency level of approx. 80%.
[10] https://www.gov.il/BlobFolder/reports/ng_2018/he/ng_2018.pdf.

consumer. Moreover, the Israeli market has a few unique taxation systems which apply to the natural gas sector and similarly to all of the other fuel products, the natural gas is also subject to excise tax. Furthermore, according to the Petroleum Law, the State is entitled to charge royalties at a rate of up to. 12.5% of the total sales of natural gas at the wellhead. Moreover, following the conclusions of the Sheshinski Committee the State is entitled to proceeds of petroleum and gas profits levy at a rate of approx. 20%-50% (depending, *inter alia*, on the corporate tax rate) of the revenues of the holders of the petroleum rights, net of royalties, operation costs and development costs.

3.2.4 Customers

The natural gas market in Israel comprises several layers of consumers differentiated from each other in the nature of their activity and the characteristics of the natural gas consumption:

- **Israel Electric Corporation** (IEC) – The IEC constitutes for the Tamar project partners a very important anchor customer, *inter alia*, for the obtaining of financing for the construction of infrastructure for production of natural gas and development of the reservoirs. In fact, without the existence of the transaction for the sale of natural gas to the IEC, it might not have been possible to secure the financing required for the development of the Tamar project. The IEC is a governmental company supervised by the Electricity Authority ("PUA-E"), *inter alia*, regarding the costs of inputs for electricity production, particularly, the costs of natural gas.

  In 2018, the IEC purchased approx. 4.66 BCM of natural gas from the Tamar partnership. The rate of electricity produced by the IEC through natural and liquefied gas is estimated at approx. 56.5% (an increase of approx. 3% with respect to 2017).

  In 2018, consumption of natural gas for electricity production constituted approx. 83%[11] of the total natural gas consumption in the market, similarly to 2017. The share of the IEC represented approx. 61% of the natural gas consumption for electricity production in 2018, compared with approx. 63% in 2017, approx. 61% in 2016 and approx. 65% in 2015. The remaining demand is by private electricity producers.

- **Private electricity producers** – In terms of the volume of natural gas consumption, the tier of private electricity producers ("**PEPs**") is second to the IEC in importance. In 2018, consumption by PEPs totaled approx. 3.25 BCM[12], representing approx. 32% of the total natural gas consumption in 2018.

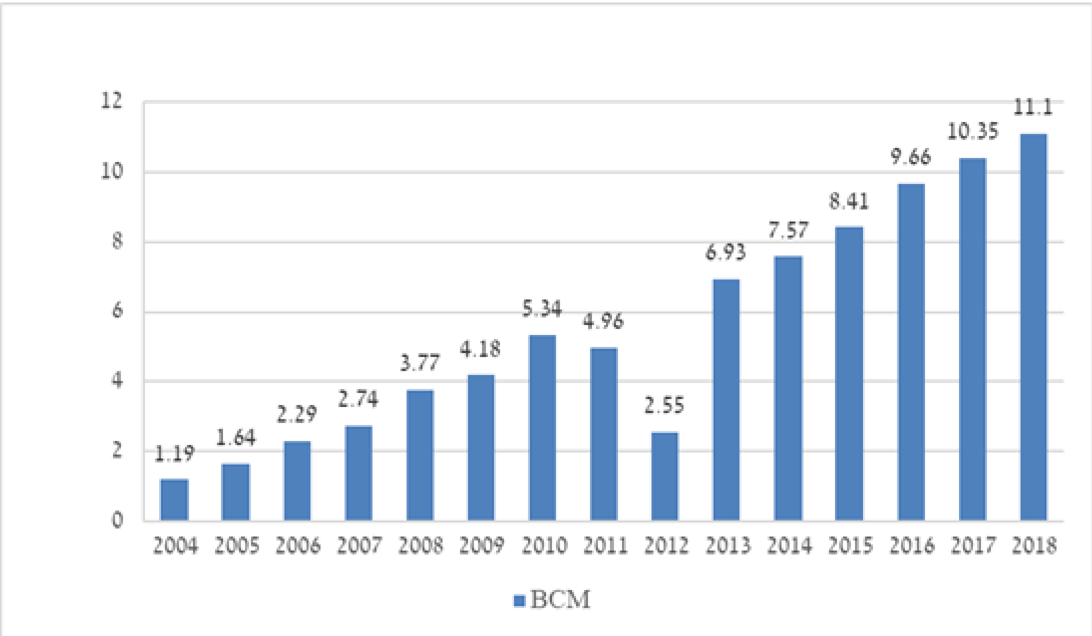
  Private electricity producers are divided into several types, according to the production technology which they use: conventional PEP, cogeneration facilities, pumped energy, renewable energies PEPs and large enterprises that constructed power plants for themselves for which they received a self-production license. As to the status of the PEPs in the natural gas sector, Section 93 of the Natural Gas Sector Law defines that natural gas sold to a PEP is a product subject to control under the Control of Prices of Commodities and Services Law, 5756-1996.

[11] https://www.gov.il/BlobFolder/reports/ng_2018/he/ng_2018.pdf
[12] Including gas consumption by industrial plants for electricity production purposes.

- **Large industry consumers** – This tier of consumers comprises several significant consumers, which are essential to the development of the Israeli gas sector. Consumers with significant power and reputation in the Israeli market, having extensive experience and knowledge pertaining to the operations of Israeli industry in general and the operations of the natural gas sector in Israel in particular. Most of the large industrial enterprises in the market executed agreements for the purchase of natural gas within the construction of private power plants at the enterprise's premises, for the supply of the enterprise's electricity needs, constituting only part of the production capacity of the power plant, and the sale of the produced electricity to external consumers or to the IEC. Accordingly, the natural gas purchase agreements signed by most of the large industrial enterprises thus far also have the characteristics of agreements with private power plants. In 2018, total natural gas consumption by the industry sector amounted to approx. 2.02 BCM, an increase of 12% compared with 2017. The increase chiefly derives from the connection of new consumers to the distribution network.[13]

- **Medium and small consumers** – The distribution networks' consumers sector which includes mainly medium and small enterprises and businesses, such as laundries and bakeries, is a relatively new sector in the natural gas sector which began executing agreements for purchase and infrastructure conversion performance only in recent years. These consumers typically consume low gas pressure, at a relatively small amount, non-continuous over a whole day (24 hours), some of which not yet connected to the onshore transmission systems, or the distribution, and therefore consuming Condensed Natural Gas (CNG) – a temporary and not optimal solution, since the cost of consumption can reach twice the cost of the natural gas which is transmitted through the distribution system.

- **Chart 1 – Natural gas consumption in the years 2004-2018 (Source: the Natural Gas Authority for the years 2004-2018)**



[13] Excluding gas consumption by industrial plants for electricity production purposes.

3.2.5 Demand forecast

Below are the main factors expected to motivate growth in natural gas demand:

- **Transition to the use of natural gas by private electricity producers and industrial plants** – In 2013, private electricity producers started using natural gas. In addition, the demand in the industrial sector grew and in recent years there is significant conversion from use of petroleum distillates in the industry to use of natural gas. There is also a trend of connecting additional industrial plants to the natural gas distribution network.

- **Increasing the demands in the electricity sector -** In recent years a trend is apparent for the conversion from using petroleum and coal distillates at the IEC power plants to the use of natural gas (in December 2015, the Minister of Energy, Dr. Yuval Steinitz decided of the reduction of 15% use of coal for electricity production in 2016 compared with 2015). Commencing in 2017 another reduction of 5% occurred and in total, a reduction of 20% compared with the use made in 2015.

  In August 2016, the Minister of Energy announced his decision to shut down four coal production units of IEC upon the connection of three gas reservoirs to the shore and the construction of new natural gas operated power plants within up to six years. Following that, in September 2016, emission permits were received by the IEC under the Clean Air Law, 5768-2008 with respect to its coal power plants sites, which included, *inter alia,* an obligation to continue installing emission reduction measures, as well as the shutdown of units 1-4 in the coal power plant at the “Rabin Lights” site, no later than January 1, 2022. On May 28, 2017, the website of the Ministry of Energy released a notice regarding the decision of the Minister of Energy according to which the private sector will construct the natural gas operated power plants instead of the coal units 1-4 at the “Rabin Lights”, *inter alia,* in order to ensure compliance with the timetables that he prescribed for the cessation of coal use at these units.

  In November 2017, the Minister of Energy decided of principles of policy on the issue of minimal operation of coal production units, according to which natural gas electricity production shall be granted preference at any time to electricity production with coal, while operating the coal units at a minimal load which allows flexibility and reliability of the supply to the market.

  In January 2018, the Minister of Energy announced that he had decided to instruct the IEC to reduce the use of coal for electricity production at a rate of 30% compared with 2015. According to the announcement of the Ministry of Energy and the Ministry of Environmental Protection, this decision will lead to significant reduction of air pollution from the coal power plants and is expected to increase demand for natural gas in the market. According to the announcement of the Ministries, these steps, which were approved by the Minister of Energy, as well as power plants according to the Clean Air Law, 5768-2008 led to more than 70% of the electricity production in the market relying on natural gas and renewable energies in the end of 2018.

  In March 2018, the Finance Committee of the Knesset and thereafter the Plenum of the Knesset approved the orders, in which it was provided, *inter alia*, that commencing on March 15, 2019 the excise tax on coal will be increased by approx. 125% in view of the government's policy to gross up external costs of fuels and encourage the expansion of use of natural gas.

In addition, it was decided that from January 1, 2024, the excise tax on compressed natural gas (CNG) will increase gradually, subject to the existence of no less than 25 CNG fueling stations that shall receive all of the approvals required for operation. It was further determined that from May 1, 2018, the reimbursement of excise on diesel oil, which is used mainly for transportation purposes, will gradually be cancelled. On February 20, 2019, the Minister of Finance signed an order postponing the expected rise in excise on coal, from March 2019 to 2021, in order to reduce the increase in electricity prices of January 2019.

On June 3, 2018, the government approved a reform in the electricity sector and at the IEC (the "**Reform**"). The Reform includes, *inter alia*, the following steps which will be carried out in the course of the next eight years:

a. The IEC will sell, during the next 5 years, around 19 production units, which it currently holds, at 5 different sites, which constitute approx. one half of the production of electricity using gas: (a) Alon Tavor – within 18 months from the date of approval of the Reform; (b) Ramat Hovav – within two and a half years from the date of approval of the Reform; (c) Reading – within three years from the date of approval of the Reform; (d) eastern Hagit – within four years from the date of approval of the Reform; (e) Eshkol – within five years from the date of approval of the Reform.

b. The IEC will build two modern production units using natural gas at Orot Rabin, as part of the trend to reduce the use of coal in the electricity production process, as was expressed also in the notice of the Minister of Energy of January 3, 2018, as specified above, in lieu of the coal units 1 to 4 which are expected to close down .This activity will be incorporated in a wholly-owned subsidiary of the IEC.

Further to the foregoing approval of the Reform, on July 29, 2018 the government approved cessation of the current operation of the (coal-fired) electricity production units 1 to 4 at the Orot Rabin power plant, subject to fulfillment of conditions precedent (connection of three natural gas suppliers to the shore and commencement of operation of a first CCGT (combined cycle power plant) with a capacity of approx. 600 watts which will be built by a subsidiary of the IEC) from June 2022.

On October 9, 2018, the Minister of Energy presented a plan whose purpose is to lead to a reduction in the use of polluting energy, the principle of which is to decrease the use of polluting fuel products by 2030. According to the plan, targets have been set for the following sectors:

a. The electricity sector – Electricity production by means of using 80% natural gas and 20% renewable energies as of 2030, with a final shutdown of the coal-based power plants in Hadera and in Ashkelon in 2028.

b. The industry sector – Production of 95% of the energy and steam required by the industry by means of natural gas as of 2030.

c. The transportation sector – A gradual transition to electric cars and natural gas trucks and the imposition of an absolute ban on the import of cars that operate on polluting fuels as of 2030.

The aforesaid has several main advantages, including, *inter alia*, the reduction of electricity production costs, since the natural gas is a more efficient energy source compared with the main energy sources currently used by the IEC (coal, diesel oil and fuel oil). Natural gas is also a cleaner source of energy compared with the sources of energy mentioned above, thereby increasing the demand for natural gas on account of more contaminating sources of energy.

- **Improvement in the diplomatic relations with neighboring countries** – Recently, the relations with several neighboring countries, the business relations with which are strategic for the State of Israel in general and for the gas companies in particular, have demonstrated a trend of improvement. In this context we shall note the export agreement signed on September 26, 2016 between the Leviathan partners and the Jordanian electric corporation (NEPCO), for the supply of up to 45 BCM of natural gas for a period of about 15 years (we note that the closing conditions in the agreement have been fulfilled, and that the construction of the gas transmission pipeline has been completed), and the agreements signed on February 19, 2018 between the partners in the Tamar project and the Leviathan project and the Egyptian Dolphinus, for the supply of approx. 64 BCM of natural gas for a period of about 10 years. On September 26, 2019 these agreements were updated to approx. 85.3 BCM for a period of about 15 years.

- It is noted that on November 6, 2019, a transaction was closed for the acquisition of 39% of EMG, which owns a subsea pipeline for the transport of gas between Israel and Egypt to EMED (a company held by Delek Drilling (25%), Noble Energy (25%) and the East Gas Company (50%)), in the context of which, the capacity and operation rights in connection with the EMG pipeline were transferred to the purchaser (EMED), for execution of the agreements with Dolphinus, as described above.

- According to publications by the Ministry of Energy, the amount of natural gas consumed in the market in 2018 totaled approx. 11.1 BCM, an increase of more than 7% compared with 2017. Total natural gas consumption for electricity production was estimated at approx. 9.1 BCM, representing approx. 83% of the total natural gas consumption. Furthermore, natural gas consumption by the industry sector was estimated at approx. 2.02 BCM.

  The natural gas demand forecast released by the Gas Authority[14] is based, *inter alia*, on continued growth of electricity consumption with a multi-annual average of approx. 3%, with minimal use of diesel oil and fuel oil, reliance on coal plants at a similar scope to the current scope, except for the construction of new plants (assuming that coal units at the Rabin Lights power plant will not be converted to the use of natural gas), transition to natural gas as a primary fuel for electricity production commencing in 2014 and gradual assimilation of renewable energies. Furthermore, the forecast takes into account gradual conversion into use of natural gas in transportation, as well as local production of methanol and ammonia in the petrochemical industry.

[14] Source: http://energy.gov.il/Subjects/NG/Pages/GxmsMniNGEconomy.aspx.

According to forecasts that were published by various entities in the market, including forecasts which were included in the Tamar reservoir's partners reports to TASE, the level of demand for natural gas at the local Israeli market in the years 2020 and 2025 will be approx. 14 BCM and close to approx. 20 BCM, respectively.

3.2.6 Regulatory environment

The production of natural gas from reservoirs in the territorial waters of the State of Israel and the sale thereof are subject to regulatory restrictions pertaining to the amount of gas produced and restrictions on exporting the gas outside of Israel and pertaining to the gas prices. In addition, the production and sale of natural gas from the Tamar, Leviathan, Karish and Tanin reservoirs and/or another reservoir, are subject to further regulatory restrictions, as specified below:

- **Royalties to the State of Israel** – Under the Petroleum Law, a lease holder is charged with a royalty of 12.5% of the amount of natural gas or petroleum produced in the lease and the lease holder will pay the State the market value of the royalty at the wellhead. The manner of calculation of the value at the wellhead for the Tamar reservoir is under discussion between the Petroleum Commissioner and the partners in the Tamar reservoir and the manner of calculation has not been set yet. Currently the partners in the Tamar project pay advance payments on account of royalties at the rate of 11.3% of the Tamar project revenues. The manner of calculation of the royalties for the Leviathan, Karish and Tanin reservoirs has not been determined yet.

- **Taxation of profits from Natural Resources Law** – The Resources Taxation Law prescribes a levy on petroleum and gas profits according to a mechanism which relates the rate of the levy and the ratio of the net accrued revenues from the petroleum and gas production project and the total accrued investments for the initial exploration and development of the reservoir ("**Investment Coverage Ratio**"). The minimal levy at a rate of 20% will be charged when the Investment Coverage Ratio will reach 1.5 and will increase gradually to a rate of 50% (depending, *inter alia*, on the Corporate Tax rate) when the Investment Coverage Ratio shall reach 2.3. The levy will be calculated and imposed on each reservoir separately.

- **Antitrust and exemption from the provisions of the Economic Competition Law** – In August 2015, a government resolution was made regarding a framework for the regulation of the natural gas market in Israel including with respect to the rights of the Partnership in the natural gas reservoirs Tamar, Leviathan, Karish and Tanin which took effect on December 17, 2015 upon the grant of an exemption from several provisions of the Economic Competition Law, 5748-1988 (the "**Gas Framework**").

  The Gas Framework grants an exemption to Delek Drilling, Noble and Ratio from the restrictive arrangements pertaining to the Leviathan reservoir. Furthermore, The Gas Framework grants an exemption from Delek Drilling and Noble being the holders of a monopoly with respect to the Tamar and Leviathan reservoirs (the "**Exemption**"). The grant of the Exemption as described above is subject, *inter alia*, to the fulfillment of the following conditions:

  - The sale of the rights of Delek Drilling and Noble in the Karish and Tanin reservoirs to a third party, not related to any of them, within 14 months from the date of grant of the Exemption or from the date of release of a new regulation draft by the Petroleum Commissioner pertaining to the qualifying conditions for an operator, whichever is later. We shall note that on August 16, 2016, an agreement was executed for the sale of all of the rights in the Karish and Tanin Leases between Delek Drilling and Energean.

- The sale of the entire rights of Delek Drilling in Tamar Reservoir to a third party unrelated thereto or to any of the holders of rights in the Leviathan, Karish and Tanin reservoirs as well as restriction of the rights of Noble in the Tamar reservoir to a maximum 25% rate within 72 months. As of the date of the Work, the Partnership holds directly 22% of the Tamar reservoir. Furthermore, we shall note that in January 2018 Noble sold Tamar Petroleum Ltd. 7.5% of its rights in the Tamar reservoir, and as a result, it went down to a 25% holding rate in the Tamar reservoir.

- The imposition of restrictions on new agreements to be executed for the supply of gas from the Tamar and Leviathan reservoirs, such as a prohibition on limitations on purchase from other suppliers, in certain cases granting the consumers the right to unilaterally set the period of engagement and granting a unilateral option to the consumers to change the scope of supply in the agreement.

- **Stable regulatory environment** – In the original framework, the Israeli government undertook to maintain “regulatory stability” in the context of natural gas exploration and production for a period of 10 years. In March 2016, HCJ ruled that the issue of the regulatory stability in the Gas Framework in the existing version was illegal. In May 2016, the government re-adopted its resolution on the Gas Framework while setting an alternative arrangement pertaining to a “regulatory stable environment” in order to ensure a regulatory environment which encourages investments in the natural gas exploration and production sector.

- **Price control** – In the period between the taking effect of the Gas Framework until the fulfilment of the entire conditions of the Exemption, the price control in the natural gas sector by virtue of the Restrictive Trade Practices Law will be limited to the imposition of reporting requirements regarding profitability and the gas price, provided that during this period the holders of rights in Tamar and Leviathan shall offer potential consumers a price based on the weighted average price of the prices in the agreements existing in the reservoirs or prices in export agreements. Following is a summary of the price and linkage alternatives released within Government Resolution 476 of August 16, 2015:

  - **Alternative 1** – A price which will be set and updated according to the formula P(T) = R(T-2)/Q(T-2). With P(T) being the base price; R(T-2) being the amount of revenues from the total sales of natural gas carried out in the quarter preceding the quarter which preceded the date of execution of the agreement by the holder of a lease; and Q(T-2) being the aggregate amount of natural gas, supplied to the consumers in the quarter preceding the quarter which preceded the date of execution of the agreement by a holder of a lease. The base price will be updated based on the result obtained from the calculation according to the aforesaid formula.

  - **Alternative 2** – A price which will be set according to the price of a Brent oil barrel, as calculated according to the formula optimal for the consumer prevailing on the date of resolution, in agreements of the lease holders for supply from the “Tamar” field.

- **Alternative 3** – The holders of rights in the leases will offer the potential consumers who are Private Electricity Producers (PEP) holding a license for installed capacity of 20 Megawatt or more per site, in addition also the alternative which includes linkage to the weighted production tariff published by the PAU-E as specified below:

    - **Conventional electricity producers** – simple average of the prices set in the contracts of the three large PEPs, and of the linkage under such contracts;

    - **Cogeneration electricity producers –** simple average of the prices set on the date of the government resolution in the cogeneration contracts linked to the weighted production tariff and the linkage under such contracts;

  The aforesaid averages will be calculated by the Natural Gas Authority according to data provided thereto by the holders of rights in the leases. Following are the linkage formulas for private electricity producers as set within the Gas Framework[15]:

  Conventional Private Electricity Producer

  CP$ = 5.71 * (53.3%* Pt/Pt0 + 46.7%* Pt/Pt0 * Ns0/Ns)

  Cogeneration Private Electricity Producer

  CP$ = 5.81 * (90%* Pt/Pt0 + 10%* Pt/Pt0 * Ns0/Ns)

  Whereby:

CP$	-	Indexed monthly price in $ per MMBTU
Pt	-	Production component tariff known on the last date of the month preceding the month of calculation of the price
Pt0	-	Base production component tariff = ILS 0.3463 per kilowatt per hour
Ns	-	Monthly average of Shekel-Dollar exchange rate as of the month of calculation of the price
Ns0	-	Dollar base rate = ILS 3.65 per Dollar

The lease holders will offer the consumer a floor price according to the offering in the existing agreements according to increments of $5.2 per MMBTU, $5 per MMBTU and $4.7 per MMBTU and the update mechanism will begin according to the last change which occurred in the production component. As of September 2019, the floor price is $4.7 per MMBTU.

[15]According to Chapter D of Government Decision no. 476 of August 16, 2015, the Natural Gas Authority releases a quarterly update of the basis price and a simple average of prices for private electricity producers. The valid basis price for Q3/2019 (as of June 2019) is $5.51. The price average for a conventional producer is $4.83 and for a cogeneration producer it is $4.89.

- The option to choose among the price alternatives specified above will be made available to the Purchaser only just before the engagement in a contract. Furthermore, the holders of rights in the leases will be entitled to offer the potential consumers a discount on prices deriving from the alternatives specified above. In addition, the parties to the agreement will be entitled to elect any method of updating the base price, provided that it will be reasonable and accepted in the natural gas agreements in Israel or worldwide. In such case, the base price will be updated according to the linkage method selected.

3.2.7 Transactions for the purchase of natural gas from the Karish and Tanin gas reservoirs

In December 2017 an agreement was executed for the sale of natural gas between Energean and 3 companies held by the Israeli Corporation Ltd. (Israel Chemicals ("**ICL**"), Oil Refineries Ltd. ("**ORL**") and OPC Energy Ltd.[16] ("**OPC**") which is the second largest natural gas consumer in Israel after IEC, at a total scope of approx. 39 BCM for 15 years. We shall note that Energean signed agreements for the supply of natural gas with other customers, but the price formula therein was not published and therefore they were not taken into account in the structuring of the gas price forecast.

The price mechanism between Energean and ICL and ORL[17], which are the main purchasers in the transaction (purchased 30 BCM of the total amount) is set as follows:

<u>When PT is larger than 43.47</u>:

$CP = 3 + ((P_0 * PT/PT_0) * 0.5)$

<u>When PT is smaller than 43.47</u>:

$CP = P_0 * PT/PT_0$

Whereby:

P0	-	$3.975 per MMBTU of natural gas
PT0	-	Equal to 28.8
PT	-	The weighted average of the production component tariff as published from time to time by the PAU-E
Ns	-	Monthly average of Shekel-Dollar exchange rate as of the month of calculation of the price

In Addition, within the aforesaid agreements, there is a floor price of $3.975 per MMBTU of natural gas.

[16] On November 17, 2019, OPC reported on the amendment to the natural gas supply agreement between Rotem (a subsidiary of OPC) and Energean. According to the amendment to the agreement, the annual quantity to be consumed by Rotem shall increase by 50% and the term of the agreement was updated to 10 years in lieu of the 15 years in the original agreement, such that the overall quantity in the agreement shall remain unchanged.
[17] Source: immediate report of the Israel Corporation Ltd. of December 31, 2017.

The price mechanism between Energean and OPC is set as follows:

CP = P0 * PT/PT0

Whereby:

P0	-	$3.975 per MMBTU of natural gas
PT0	-	Equal to 28.0 when PT is higher than 26.4
		Equal to 26.4 when PT is lower than or equal to 26.4
PT	-	The weighted average of the production component tariff as published from time to time by the PAU-E

Furthermore, within the aforesaid agreements, there is a floor price of $3.975 per MMBTU of natural gas when PT is larger than or equal to 26.4 and a floor price of $3.8 per MMBTU of natural gas when PT is smaller than 26.4.

3.2.8 Risk and uncertainty factors

The exploration and findings development operations of petroleum and natural gas involves significant monetary expenses in conditions of uncertainty resulting in a very high financial risk level. Following is a specification of risk and uncertainty factors with significant effect on the operations of the Purchaser of the Karish and Tanin reservoirs and the proceeds expected therefrom:

- **Changes in the electricity production tariff, price indices, alternative energy sources prices** – The prices paid by the consumers for the natural gas derive, *inter alia*, from the electricity production tariff, the Shekel/US Dollar exchange rate, the US consumer price index and the prices of fuels alternative to gas such as fuel oil, diesel oil and Brent. Furthermore, a significant change in alternative energy sources could lead to a change in the use model of the IEC such that priority shall be granted to power plants operated by energy sources alternative to gas. A decline in tariffs can adversely affect also the prices which will be obtained from the Karish and Tanin reservoirs and the economic merit in the development thereof.

- **Geopolitical risk** - The security and economic situation in Israel as well as the political situation in the Middle East may affect the willingness of states and foreign bodies, including in the Middle East, to engage in business relations with Israeli bodies and/or international bodies acting in Israel. Therefore, any deterioration in the geopolitical situation in the Middle East and/or deterioration in the relations between Israel and its neighbors, for security and/or political and/or economic reasons, may undermine the ability of the companies in the Israeli gas and oil market to promote their business with such states and bodies and export gas to neighboring states.

- **Competition on gas supply** – In recent years, several significant gas reservoirs were discovered in the Israeli waters in amounts which significantly exceed the estimates of the Ministry of Energy regarding the needs of the local market, including the Gaza Marine reservoir. Moreover, Israel carried out several tenders for other offshore exploration blocks, which could lead to further discoveries [and further thereto even granted licenses].

In addition, in 2015, a material natural gas reservoir was discovered in Egypt ("**Zohar**") and in 2018, a natural gas reservoir was discovered in Block 6 in Cyprus, these reservoirs could have a negative effect on the capacity of natural gas export from Israel on the one hand, and they could lead to an increase in competition in the natural gas market in Israel by increasing the supply (through import) on the other hand. Also, further findings may be discovered in the future, both in Israel and in other countries in the eastern Mediterranean Basin, whose development could lead to the entrance of other competitors on the supply of natural gas to the local market and to neighboring countries, and thus increase the scope of competition in the sector.

- **Restrictions on export** – Limiting the amount of exportable gas may have adverse effects in the form of surplus supply in the domestic market and reduced tariffs which may also adversely affect the prices obtained from the Karish and Tanin reservoirs and the economic merit in the development thereof. In this context, it is noted that, according to the Adiri Committee's draft recommendations of July 2018, the gas export quotas as determined in Government Resolution 442 shall remain unchanged. However, according to the Committee's recommendations, the formula for calculating the export quota shall be changed, such that it will be higher relative to the formula determined by Government Resolution 442, solely for gas reservoirs that have not yet been discovered.

- **Dependence on the proper working order of the Israeli National Transmission System** – The ability to supply gas which will be produced from the reservoirs to the potential consumers is dependent, *inter alia*, on the proper working order of the Israeli National Transmission System for the supply of gas and of the regional distribution networks.

- **Dependence on contractors and on professional services and equipment providers –** As of the date hereof**,** there are in Israel no contractors that are performing most of the actions required for the construction and operation of natural gas and oil reservoirs, and therefore there is a dependence of the companies working in the sector on foreign contractors for the performance of such work. Furthermore, the number of facilities that are capable of drilling and performing development activities offshore, in general, and in deep-water, in particular, is relatively small and there is a chance that no suitable facility will be found for performing the aforesaid actions on the dates to be scheduled therefor. Consequently, the aforesaid actions may entail high costs and/or considerable delays may be caused in the schedule determined for the performance of the work.

- **Operational risks and lack of sufficient insurance coverage** – Petroleum and gas exploration and production activities are exposed to a variety of risks, such as uncontrolled eruption of liquids and gas from the well, explosion, collapse of the well and other events which could affect the functioning of the production and transmission system, each of which could cause destruction or damage to petroleum or gas wells, the transmission and production facilities, exploration equipment etc. There is also a risk of liability for damage deriving from contamination due to the eruption and/or leakage of liquid and/or a gas leak. Despite the insurance existing in the market, not all of the possible risks are covered or are coverable.

- **Solely estimated costs and timetables and the option of lack of means** – Estimated costs for the performance of exploration and development activities and estimated timetables for the performance thereof are based solely on general estimates and could deviate significantly. The exploration plans could significantly change, *inter alia*, following failures and/or findings which will be obtained during the performance of such actions and lead to significant gaps in the timetables and the estimated costs of such activities. In certain cases, the Purchaser could also waive the performance of certain activities required according to the work plan of the reservoirs and lose its rights therein as a result.

- **Regulatory changes** – The operating segment requires many regulatory approvals, mainly by the entities authorized under the Petroleum Law and the Natural Gas Sector Law, as well as related approvals of the State's authorities (including the Ministry of Energy, the Ministry of Defense, the Ministry of Environmental Protection, the tax authorities, the Competition Authority and the various planning authorities). In recent years several proposals were made for amendments of laws and/or regulations and/or directives relevant to the operating segment and several resolutions, laws and directives were released, the implementation of which could have a negative effect on the companies operating in the field.

- **Environmental regulation** – The companies that operate in the natural gas sector are subject to a range of laws, regulations and directives on the issue of environmental protection, which relate to various matters such as: leaking of oil, natural gas or of other pollutants into the marine environment, the release into the sea of polluting substances and waste of various types (wastewater, residues of drilling equipment, drilling mud, slurry, etc.), chemical substances used at the various work stages, emission of pollutants into the air, light and noise nuisances, construction of piping infrastructures on the seabed and related facilities. In addition, the companies are required, through the operators of the projects, to obtain approvals from entities authorized under the Petroleum Law, the Natural Gas Sector Law and other laws (such as environmental protection laws) for the purpose of their activity.

- **Further risk factors** – There are other factors which contribute to the uncertainty prevailing in the operating segment including difficulties in obtaining financing, information security risks, dependence on material customers, dependence on weather and sea conditions, cancellation or expiration of rights and Petroleum Assets and more.

3.2.9 Developments in the market

- **Raising senior debt from a lenders' consortium** - On March 2, 2018, an agreement for the raising of senior debt in the amount of approx. $1.275 billion[18] was executed between Energean Oil & Gas plc and a consortium of local and international lenders towards the development of the Karish reservoir.

- **The offering of Energean on the London Stock Exchange** – On March 15, 2018, the parent company of Energean, Energean Oil & Gas plc completed an initial public offering on the London Stock Exchange, within that offering, it raised approx. $460 million, designated to be used, *inter alia*, for the development of the Karish reservoir.

[18] See page 289 of Energean's Prospectus of March 22, 2018.

- **Adoption of an investment decision** – On March 27, 2018, Energean notified the Partnership of the adoption of an investment decision for the development of the Karish reservoir, and in March 2018 and March 2019 it paid the Partnership the first and second payments in the amount of $10.85 million and $15.34 million, respectively.

- **Drilling of an exploration well** – On June 25, 2018, Energean announced that the company's board of directors had approved the drilling of an exploration well in the Karish lease, which commenced in March 2019.

  On March 4, 2019, Energean announced commencement of the execution of the drilling plan in Israel, which includes the drilling of 3 production wells in the Karish reservoir, and an exploration drilling in the North Karish reservoir, which is intended to verify the presence of approx. 1.3 TCF of natural gas, with a 69% chance of success. A notice has not been published yet on behalf of Energean regarding the completion of the drilling plan. However, according to a report of Energean of September 12, 2019, the drilling in the three production wells (Karish main) are expected to be completed in the end of 2019 (see below regarding gas discovery in the North Karish well).

- **Resource classification** – On August 16, 2018, Energean notified that approx. 92% of the contingent resources of natural gas and hydrocarbon liquids in the best estimate category (2C) in the Karish and Tanin reservoirs were classified as reserves (2P), with no change in the total of all contingent resources (2C) and reserves (2P) together. It is noted that Energean has not released a third party resource report that is updated in a manner consistent with the aforesaid release.

- **Listing of Energean on the Israeli stock exchange** – On October 29, 2018, trading of Energean's parent company, Energean Oil & Gas plc, was launched on the Tel Aviv Stock Exchange as a cross-listed company whose shares are additionally also premium-listed on the London Stock Exchange.

- **Commencement of manufacture of Energean's floating production facility** – On November 27, 2018, Energean announced commencement of manufacture, in China, of the floating rig (FPSO) that is due to be used by the Karish and Tanin reservoirs, and which is expected to be transferred to the Karish gas field in late 2020. In the beginning of October 2019 Energean conveyed that the body of the floating rig (the Hull) was lowered to the water at a dockyard in China, towards the continued building and installation of the above-ground structure expected in the end of 2019 in Singapore according to Energean's report. The floating rig is expected to leave towards Israel in the end of 2020. The rig is intended to treat the natural gas to be produced at the Karish-Tanin project in Israel's EEZ The process of production and treatment of gas will be carried out at the wellhead, at a distance of approx. 90 km from the shore.

- **Signing of an agreement for the sale of gas with IPM Beer Tuvia Ltd.** – On January 2, 2019, Energean announced the signing of an agreement for the sale of up to 5.5 BCM of gas for a period of 19 years to IPM Beer Tuvia, subject to receipt of approvals and to the success of the 4 wells that are expected to be drilled in 2019, the first of which will be an exploration well in "Karish North", which commenced in March 2019.

- **Winning a tender for the sale of gas to the IEC by the Leviathan partners** – On April 7, 2019, Delek Drilling announced that the Leviathan partners' proposal to the IEC for the supply of a total amount of approx. 4 BCM starting from October 1, 2019 until the earlier of June 30, 2021 or the commencement of production of gas from the Karish reservoir, was chosen as the winner of the competitive process conducted by the IEC. The agreement for the sale of the gas was signed by and between the parties on June 12, 2019. It is estimated that the gas to be supplied under such agreement between IEC and the Leviathan reservoir partners, is expected to supply the IEC's gas consumption over and above the quantities undertaken in the IEC-Tamar agreement. The gas supplied from Leviathan is priced lower than the current pricing vis-à-vis the Tamar reservoir.

- **A new gas discovery in the Karish North reservoir** – On April 15, 2019, Energean announced a natural gas discovery in the exploration drilling which was performed in the Karish North prospect. On November 4, 2019, Energean announced the completion of the exploration drilling at Karish North. According to the report, approx. 25BCM additional natural gas and approx. 34 million barrels of hydrocarbon liquids (light crude oil/condensate) were found in the reservoir (best estimate recoverable resources). Note that the ratio of the hydrocarbon liquids to natural gas stated in the Energean report is a ratio which is higher than the ratio which was reported in the past by Energean's resources assessor regarding Karish reservoir.

- **Settlement Agreement signed between the IEC and the Egyptian gas companies** – On June 16, 2019, the IEC signed a settlement agreement with the Egyptian gas companies (EMG, EGAS and EGCP) in connection with an arbitration proceeding for amounts to which the IEC is entitled from such companies. Under such settlement agreement, the Egyptian gas companies will pay the IEC a sum of $500 million over a period of approx. 8.5 years, of which $60 million will be paid on the agreement closing date.

- **Agreement signed between INGL and Energean for the construction and delivery of the eastern segment of the infrastructure for gas transmission from the Leases** – On June 25, 2019, Energean announced that it signed an agreement with Israel Natural Gas Lines Ltd. ("**INGL**"), whereby it will build and transfer to INGL the eastern segment of the gas infrastructure, which includes an offshore segment at a distance of approx. 10 km from the shore and an onshore segment. In consideration therefor, INGL will pay Energean approx. ILS 369 million.

  Note that in view of a lack of public information with respect to the effect of the income expected from INGL on the amount of the costs of development of the Leases, in the valuation it was assumed that this agreement has no effect on the cost of development of the Leases, and accordingly, on the Sheshinski levy that shall apply thereto. Insofar as new information shall be released in the future that pertains to the income from INGL, we will check the same for purposes of examination of the scope of the costs of development of the Leases.

- **Selection of a winner in the tender for the sale of the Alon Tavor site** – on July 2, 2019, the IEC reported that the tender for the sale of the Alon Tavor site was won by the MRC Alon Tavor Power Ltd. group ("**MRC**"), the members of which are Rapac Energy Ltd., Mivtach Shamir Holdings Ltd. and China Harbour Engineering Company Ltd., in consideration for approx. ILS 1.9 billion. The consideration will be paid to the IEC by the date of the transfer of possession of the site (the IEC needs to transfer possession by December 3, 2019). The site will be purchased without the transfer of the gas contract of the IEC vis-à-vis the Tamar reservoir.

On November 21, 2019, Rapac Energy Ltd. reported that on November 20, 2019, MRC engaged in an agreement for the supply of natural gas to the combined cycle power plant on the site. According to the agreement, which will be effective until the 15th anniversary of the engagement therein, Energean will sell MRC natural gas, starting from the commencement of natural gas flow from the Karish field, in an annual amount of approx. 0.5 BCM (and in total up to 8 BCM throughout the natural gas supply period). The closing of the agreement is contingent upon the closing of the site purchase transaction.

- **Acquisition of Edison by Energean** – On July 4, 2019, Energean announced its acquisition of Edison, the Italian energy company. The amount of the transaction is approx. $750 million, with another $100 million to be paid subject to the flow of gas from the Cassiopeia reservoir situated in Italy's exclusive economic zone (EEZ) (expected in 2022). As part of the transaction, Energean is acquiring from Edison active assets in Egypt, Italy, Algeria, the U.K. North Sea, Croatia and assets for development in Egypt, Italy and Norway. On October 14, 2019, Energean engaged in a contingent sale agreement with Neptune Energy Group Holdings Limited, for the sale of Edison's assets in Britain and Norway in consideration for $250 million in cash and an additional sum of $30 million constituting contingent consideration. The sale agreement is contingent upon the closing of the transaction for the purchase of Edison by Energean.

- **Energean's winning 4 additional licenses for exploration of natural gas and oil in Israel's EEZ** – on July 31, 2019 Energean announced the winning thereby of 4 licenses for natural gas and oil exploration in Israel's EEZ – within a competitive process which was published in November 2018 by the Ministry of Energy. Energean attended the tender together with "Israeli Opportunity" whose rate of participation in the licenses is 20%. The licenses were granted for Cluster D which is located at approx. 45 km from the shore and include blocks 55, 56, 61 and 62. The licenses were received from the Petroleum Commissioner at the Ministry of Energy, on October 28, 2019. The four licenses won by the Company within the current process join 5 exploration licenses which were granted to the Company within the first competitive process of the Ministry of Energy from 2017 and the development of the Karish Tanin project.

4. Description of the Transaction of Sale of Rights in the Karish and Tanin Leases

4.1 The sold rights

On February 7, 2012, and on May 22, 2013, the Partnerships reported to TASE that the Tanin and Karish gas Leases, respectively, constitute natural gas discoveries. The share of each of the Partnerships in each of the Leases is 26.4705% (the share of Noble – 47.059%). It is noted that in May 2017, Delek Drilling merged with Avner and consequently the Avner partnership was stricken off without dissolution.

On August 16, 2015, a government resolution was made regarding a framework for the regulation of the natural gas market in Israel including with respect to the rights of the Partnership in the natural gas reservoirs Tamar, Leviathan, Karish and Tanin (the "**Gas Framework**" or the "**Framework**"). Within the Framework the gas and petroleum corporations active in the gas market in Israel, including the Partnerships, were granted an exemption from several provisions of the Restrictive Trade Practices Law given compliance with several conditions, including the sale of Karish and Tanin Leases within 14 months.

On November 14, 2015, the Partnerships announced that they purchased from Noble the right to sell the share of Noble in the Karish and Tanin Leases, in equal parts, in consideration for a total amount of approx. $67 million. According to the agreement between the Partnerships and Noble, the latter will not be entitled to any further consideration for the sale of the rights to a third party.

On August 16, 2016, an agreement was executed for the sale of all of the rights in the Karish and Tanin Leases between Delek Drilling and Avner and Energean Israel Ltd. (formerly Ocean Energean Oil and Gas Ltd.), a company registered in Cyprus which is a subsidiary of Energean E&P Holdings Ltd. ("**Energean**" and/or the "**Purchaser**")[19]. The main activity of the Purchaser is exploration, development and production of gas and petroleum reservoirs in Greece and other countries in the Balkan and Middle East area.

On December 27, 2016, the Partnerships announced that the closing conditions for the transaction were fulfilled. On March 27, 2018, Energean notified the Partnership of the adoption of an investment decision for the development of the Karish reservoir.

Following is a specification of the amounts of natural gas and hydrocarbon liquids (Condensate and natural gas liquids) at the Karish and Tanin reservoirs (100%) which were released in the Energean Prospectus of March 16, 2018[20]:

Lease	Reserves and Contingent Resources	
	Natural Gas (BCM)	Hydrocarbon Liquids (MMBBL)
Karish	70*	44.6*
Tanin	21.7	4.1
Total	**91.7**	**48.7**

[19] Energean Israel Ltd. serves as the operational arm of Energean E&P Holdings Ltd. in Israel.
[20] According to reports received by Energean from NSAI, Net Resources.

* The quantity of natural gas in the Karish reservoir (70 BCM), includes an additional 25 BCM according to Energean's report of November 4, 2019 on the results of the exploration well in the Karish North reservoir. The condensate amount was updated according to approx. 44.6 MMBBL while using the ratio of hydrocarbon liquids as specified by the reserve assessor for Karish reservoir for conservatism reasons.

4.2 The consideration

Following is a description of the consideration components in the purchase agreement:

a. The Purchaser will purchase from Delek Drilling (the "**Seller**") all of the rights of the Seller and of Noble in Karish and Tanin Leases (the "**Sold Rights**").

b. In consideration for the Sold Rights, the Purchaser will pay the Seller a total amount of $148.5 million which will be received in the following manner:

   i. Cash payment of $10 million which was paid to the Seller on the transaction closing date;

   ii. An additional payment of $30 million which was paid to the Seller on the transaction closing date;

   iii. The consideration balance, in an amount of $108.5 million, will be paid to the Seller in ten annual equal installments plus interest according to the mechanism set in the agreement. These payments will be made immediately after the date on which a Final Investment Decision (FID) will be adopted regarding the development of the Leases, or on the date which the total expenses of the Purchaser in relation to the development of the Leases will exceed $150 million, whichever is earlier;

   iv. Note that on March 27, 2108, Energean notified the Partnership of the adoption of an investment decision for the development of the Karish reservoir, and in March 2018 and March 2019 it paid the Partnership the first and second payments, respectively.

   v. The Purchaser will transfer to the Seller royalties for natural gas and Condensate which will be produced from the Leases at a rate of 7.5% before payment of a petroleum profits levy by virtue of the Natural Resources Taxation Law (the "**Levy**") and 8.25% after the commencement of payment of the Levy, net of the rate of the existing royalties[21] borne by the Partnerships in respect of their original share in the Leases.

[21] As defined in the reports of Delek Drilling and Avner to the TASE on December 25, 2016.

5. Valuation of Royalties

5.1 Methodology

According to IFRS 3, contingent consideration is defined as: "…*an obligation of the acquirer to transfer additional assets or equity interests to the former owners of an acquiree as part of the exchange for control of the acquiree if specified future events occur or conditions are met.*"

As specified in Chapter 4 above, the consideration to which the Partnership is entitled includes a possibility of receiving future proceeds, in addition to the amounts to be received in cash ($40 million), which are contingent upon the occurrence of future events as specified below:

i. Consideration in the amount of $108.5 million which will be paid to the Seller in ten equal annual payments plus interest commencing from the date on which the Purchaser made a FID or the Purchaser invested in the development of the reservoir an aggregate sum exceeding $150 million (the "**Investment Decision**"), whichever is earlier. Therefore, this consideration component is similar in its nature to a financial debt of the Purchaser to the Seller, which is contingent upon the development of the Leases, whether by a FID or the actual performance of the investment (the "**Debt Component**").

   Note that on March 27, 2018, Energean notified the Partnership of the adoption of an Investment Decision for the development of the Karish reservoir, and therefore the Debt Component is defined as deferred consideration.

ii. Royalties from revenues (net of existing royalties[22]) which will be paid to the Seller at rates of 7.5% before the Levy and 8.25% after the Levy. Therefore, the royalties are also contingent upon the development of the Leases and the ability of the Purchaser to produce revenues from natural gas and Condensate from the reservoirs (the "**Royalties**").

According to the characteristics of the consideration components specified above and in view of our estimate of the materialization of the transaction and development of the reservoirs, the value of the Royalties in the transaction for the sale of Karish and Tanin Leases is assessed through the Discounted Cash Flow method, while adjusting the cap rates to the risks involved in the development of the reservoirs and the cash flow.

5.2 Work assumptions

5.2.1 General

The main work assumptions as specified below are based on market data from public sources, information appearing in the Prospectus released by Energean on March 16, 2018, and the financial model of holdings which was received from the Partnership and whose main assumptions were examined by us and were found to be reasonable. **It is emphasized that**

[22] The Sold Rights will be transferred to the Purchaser together with the existing royalties in the Leases borne by each of the Sellers, with respect to their original share (26.4705%).

the assumptions and information specified below, including with respect to forecasts and the main commercial conditions in the agreement for the sale of the reservoirs, as well as regarding the types of the hydrocarbon liquids which will be produced from the reservoirs and in respect of which royalties will be paid to the Partnership, constitute forward-looking information in the meaning thereof in the Securities Law, 5728-1968, which there is no certainty of the materialization thereof, in whole or in part, in the said manner or in any other manner.

5.2.2 The Valuation Date

The valuation was carried out as of September 30, 2019.

5.2.3 Timetable

Within our Work we assumed that in order to develop the Leases and supply the amounts of gas assumed, Energean will be required to execute agreements for the sale of natural gas. The agreements executed between Energean and the Israeli Corporation, Dorad, Rapak, Edeltech and IPM Beer Tuvia reflect the sale of most of the natural gas resources in the reservoirs and support the reasonability and feasibility of the estimate that the reservoirs will be developed.

Note that the development of the natural gas reservoirs Karish and Tanin is a strategic move for the State of Israel with respect to the variation of the gas supply sources and redundancy regarding the infrastructures of transporting natural gas onshore. Therefore, in our estimation, there is high probability that the State of Israel will act so that the reservoirs will be developed by the removal of possible barriers on the way to the development of the reservoirs.

On March 22, 2018, Energean notified of the adoption of an Investment Decision for the development of the Karish and Tanin reservoirs, and as a result of the purchase agreement, the first and second payments for the Debt Component were received in March 2018 and March 2019 (the other annual payments are expected to be received on March 31 of each of the years 2020-2027). Furthermore, it was assumed that the development of the reservoirs will be done gradually, such that the commencement of the production from the Tanin lease will begin towards the completion of the production from the Karish lease.

5.2.4 Quantity forecast and annual production rate

From an analysis of the demand forecast in the local market as released on the MAYA system by the Partnership, it arises that the total projected annual demand in the market during the running-in period and in the beginning of the commercial operation period in 2022, is expected to be approx. 15-18 BCM with the main demand deriving from an increase in electricity production (as a result of natural growth) and as a result of the conversion of coal plants to the use of natural gas (as specified in Section 3.2.5 above).

According to the development plan of the reservoirs released by Energean in the Prospectus, Energean estimates that it is expected to sell approx. 5.0 BCM on average throughout the years of the forecast, out of which approx. 3.3 BCM to 3.8 BCM are within the Take or Pay mechanisms included in the agreements with its customers. Therefore, and in view of the additional amount of natural gas discovered in the Karish North reservoir, as a result of which discovery the agreement between Energean and IPM Beer Tuvia is expected to be consummated (in addition to future agreements that are expected to be signed as a result of the discovery in Karish North), we assumed a natural gas production rate of approx. 3.0 BCM in the first year of operation, with a gradual increase up to a rate of maximal annual natural gas sale rate of approx. 5.0 BCM from the fourth year of operation onwards, with the annual Condensate quantity deriving from the ratio between the overall Condensate quantity and the overall natural gas quantity, in each reservoir, and based on the work assumption that all of the hydrocarbon liquids which will be produced are of the Condensate type (for a specification of the annual production rate forecast see Annex A).

Following is a summary of the assumptions regarding the date of commencement of production and annual production with respect to each of the Leases:

Lease	Karish	Tanin
Operation period commencement	1/2022	4/2035
Operation period end	3/2037	3/2041
<u>Natural Gas</u>		
Average annual production rate (BCM)	4.59	3.62
Total (BCM)	70***	21.7
<u>Condensate</u>		
Production ratio*	18.04	5.35
Total (MMBBL)	44.6	4.1

* bbl of Condensate per 1 mmcf of natural gas

**The quantity of natural gas in the Karish reservoir (70 BCM), includes an additional 25 BCM according to Energean's report of November 4, 2019 on the results of the exploration well in the Karish North reservoir. The condensate amount was updated according to approx. 44.6 MMBBL while using the hydrocarbon liquids ratio as specified by the reserve assessor for the Karish reservoir for conservatism reasons.

5.2.5 Natural gas prices forecast

The natural gas prices forecast relied on the following assumptions:

- The base price in the contracts under which the valuation was carried was estimated through the formulas specified in the price mechanism between Energean and ICL and ORL, and between Energean and OPC, and the parameters specified below:

  i. **The Production Component Tariff**: as of the Valuation Date, the production component tariff is 29.09 Agorot, as determined commencing from January 2019. Throughout the other forecast years, it was assumed that the production component tariff would change according to the IEC's expected expenses in respect of electricity production, which are affected, *inter alia*, by the prices of natural gas, coal, and by other production costs. According to our forecasts, the production component tariff is expected to range between approx. 26.6 and 30.4 Agorot throughout 2019-2037.

  ii. **ICL and ORL** – floor price of US$3.975 per MMBTU according to an agreement between the company and ICL and ORL.

iii. **OPC** – floor price of US$3.975 per MMBTU when the production component is larger or equal to 26.4 Agorot, and a floor price of US$3.8 per MMBTU when the production component is lower than 26.4 according to an agreement between the company and OPC.

- It was assumed that the gas amount which will be sold will be equally distributed between Private Electricity Producers (contracts such as the contract with OPC) and industrial producers (contracts such as the contracts with ICL and ORL).

5.2.6 Condensate prices forecast

The Condensate prices forecast was estimated based on the average of the long-term petroleum prices forecast of the World Bank[23] and the EIA[24] and based on the Partnership's assumption that the Condensate price will be derived from the Brent price while corresponding to the differences in the petroleum quality.

5.2.7 The royalties rate

The rate of the royalties to be paid to the State was set, according to the Petroleum Law, at 12.5% of the value of the gas at the wellhead. The actual royalties' rate is lower as a result of deduction of expenses for the transmission systems and the treatment of the gas up to the gas delivery point on shore. According to the Partnership's estimates, it was assumed that the effective royalty rate which will be paid to the State for the gas and Condensate is 11.5%. Furthermore, the rate of the existing royalties in the Leases, borne by each of the Partnerships were similarly adjusted. We shall note that the actual rate of royalties could change and is not final.

5.2.8 Petroleum profits levy

The Petroleum Profits Levy is a progressive levy which is set according to a mechanism which connects the rate of the levy to the ratio of the net accrued revenues from the petroleum and gas production project and the total accrued investments for the exploration and initial development of the reservoir (the "**Investment Coverage Ratio**"). The minimal levy at a rate of 20% will be charged when the Investment Coverage Ratio will reach 1.5 and rise gradually to a rate of 50% (according to the corporate tax rate[25]) with the Investment Coverage Ratio reaching 2.3. The levy will be calculated and imposed for every reservoir separately.

Within the cash flow forecast for the Royalties, we deducted the levy from the net royalties (after offsetting the existing royalties) which will be received by the Partnership from each lease, based on the rate of the levy calculated in the financial model of each of the Leases.

5.2.9 Royalties cap rate

We estimated the royalties cap rate at approx. 11.5% (before tax) and it was calculated in the following manner:

[23] A world Bank Quarterly Report: Commodity Markets Outlook, October 2019.
[24] U.S Energy Information Administration: Annual Energy Outlook 2019.
[25] Corporate tax of 23% was assumed according to the historical tax rate known as of the Valuation Date.

- We estimated the operating cap rate derived from the Leviathan reservoir as of December 31, 2018 through a comparison of the following: (1) the present value of the cash flow forecast (before tax) attributed to Ratio's share in the Leviathan reservoir (the forecast was released on February 28, 2018), with (2) the asset value of Ratio (the average market value of the participation units and the bonds of Ratio in the three months ended December 31, 2018, plus the net financial debt balances (excluding the bond balances) of Ratio as of September 30, 2018), based on the assumption that the value of Ratio mainly reflects the value of its share in the Leviathan reservoir. The calculated cap rate is estimated at approx. 13.25% (before tax).

- In view of the fact that the cap rate that was calculated above derives, *inter alia*, from forecasts that were released around 12 months ago, and in view of the expected decrease in the level of the natural gas prices relative to the projected level of the prices which prevailed at the time of the forecast (February 2018), and in view of the decline that was recorded in the oil price forecast, from which the Condensate price directly derives, and in view of other parameters that changed between the periods, we examined the effect of the changes in the forecasts on the deriving cap rates for the reservoir, through examination of the gap between the cap rate of the Tamar reservoir, as derives from the asset value of Isramco in proximity to the date of release of the updated forecasts[26] of the Tamar reservoir of February 10, 2019 (using a methodology similar to the calculation of the cap rate for the Leviathan reservoir as described above), and based on the updated forecasts for the projected cash flows which were released by Isramco on February 10, 2019, compared with the previous forecasts of February 7, 2018. The gap in the calculated cap rates between the said forecasts was estimated at approx. 1.5%. Accordingly, we deducted this rate from the operating cap rate calculated for Leviathan above (13.25%). Consequently, we estimated the standardized operating cap rate for Leviathan at approx. 11.75% (before tax).

- We performed an adjustment in respect of the royalties risk level: the cap rate deriving from the asset value and the forecast as aforesaid is a cap rate which reflects the risk level of the operating cash flow. For the purpose of adjusting the operating cap rate to the cap rate of the royalties, whose risk level is the same as the risk level of the income, a deduction of approx. 1.25% was performed, which reflects the surplus risks that apply to the operating cash flow, including unexpected operating expenses, exposure to losses, working capital and a discrepancy in income and expenses linked to indices and exchange rates. This rate is estimated through a calculation of the gap between the operating cap rate and the royalties cap rate, which derive from the Tamar reservoir (using a methodology similar to the calculation of the cap rate for the Leviathan reservoir as described above) as of December 31, 2018. This gap is estimated through a calculation of the difference between the average cap rates, which derive from the asset value of Isramco and Tamar Petroleum (reflecting the operating risk of the Tamar reservoir) and the cap rate deriving from the asset value of Delek Royalties (reflecting the royalties risk of the Tamar reservoir).

[26] Average asset value over a period of 10 days before and 10 days after the date of release of the forecasts.

- We added a 1% premium in view of the surplus risks inherent in the Karish and Tanin reservoirs relative to Leviathan as aforesaid.

- In accordance with the aforesaid, the calculated royalties cap rate for the Karish and Tanin reservoirs is estimated at approx. 11.5% (before tax).

5.3 Results of the valuation

According to the assumptions specified in the Work itself, the value of the Royalties is estimated at approx. $139.8 million.

5.4 Sensitivity analyses

Following is an analysis of the sensitivity of the royalties' value to the cap rate and to changes in the natural gas prices, in millions of U.S. $:

		Change in the Natural Gas Price Vector (U.S. $ per MMBTU)						
		(1.50)	(1.00)	(0.50)	–	0.50	1.00	1.50
Change in Cap Rates (in Base Points)	+250bp	97.7	104.0	111.6	118.3	125.3	132.2	140.5
	+150bp	104.3	111.0	119.1	126.3	133.8	141.1	150.0
	+50bp	111.6	118.7	127.4	135.0	143.1	151.1	160.5
	-	115.5	122.9	131.9	**139.8**	148.2	156.4	166.1
	-50bp	119.7	127.3	136.6	144.8	153.5	162.1	172.1
	-150bp	128.7	136.9	146.9	155.6	165.1	174.4	185.1
	-250bp	138.7	147.5	158.3	167.7	178.0	188.2	199.6

Following is an analysis of the sensitivity of the royalties' value to the cap rate and to changes in the annual production quantity, in millions of U.S. $:

		Change in the Annual Production Rate of Natural Gas (BCM)						
		(1.00)	(0.50)	(0.25)	–	0.25	0.50	1.00
Change in Cap Rates (in Base Points)	+250bp	101.9	112.6	115.5	118.3	121.9	122.6	126.4
	+150bp	109.2	120.4	123.4	126.3	130.0	130.6	134.4
	+50bp	117.4	129.1	132.1	135.0	138.8	139.3	143.2
	-	121.9	133.9	136.9	**139.8**	143.6	144.1	147.9
	-50bp	126.6	138.9	141.9	144.8	148.6	149.1	152.9
	-150bp	136.9	149.8	152.7	155.6	159.6	159.9	163.7
	-250bp	148.5	162.1	164.9	167.7	171.8	171.9	175.7

Following is an analysis of the sensitivity of the royalties' value to the cap rate and to changes in the Condensate prices, in millions of U.S. $:

		Change in the Condensate Price Vector (U.S. $ per bbl)						
		(15.00)	(10.00)	(5.00)	-	5.00	10.00	15.00
Change in Cap Rates (in Base Points)	+250bp	116.4	115.2	116.7	118.3	119.9	121.6	123.2
	+150bp	124.2	122.9	124.5	126.3	128.0	129.7	131.4
	+50bp	132.8	131.5	133.2	135.0	136.9	138.7	140.5
	-	137.5	136.1	137.9	**139.8**	141.6	143.5	145.4
	-50bp	142.4	141.0	142.8	144.8	146.7	148.6	150.6
	-150bp	153.0	151.6	153.5	155.6	157.7	159.7	161.8
	-250bp	164.9	163.4	165.5	167.7	169.9	172.1	174.3

Annex A – Cash Flow Forecast (Nominal)

Year	Unit	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
Production													
Gas production - Karish	*bcm/y*	-	-	-	*3.00*	*3.50*	*4.00*	*5.00*	*5.00*	*5.00*	*5.00*	*5.00*	*5.00*
Gas production - Tanin	*bcm/y*	-	-	-	-	-	-	-	-	-	-	-	-
Condensate production - Karish	*bbl/y m*	-	-	-	*1.91*	*2.23*	*2.55*	*3.18*	*3.18*	*3.18*	*3.18*	*3.18*	*3.18*
Condensate production - Tanin	*bbl/y m*	-	-	-	-	-	-	-	-	-	-	-	-
Prices													
Natural gas price	*US$*	-	-	-	*3.98*	*4.01*	*4.01*	*4.10*	*4.14*	*4.19*	*3.99*	*3.98*	*3.99*
Condensate Price	*US$*	-	-	-	*64.34*	*66.96*	*70.38*	*73.46*	*77.08*	*80.51*	*83.59*	*86.68*	*89.77*
Revenues													
Karish - Revenues													
Natural Gas Revenues	*US$ MM*	-	-	-	*429.1*	*505.5*	*576.5*	*737.1*	*744.6*	*753.5*	*717.8*	*715.6*	*717.8*
Condensate Revenues	*US$ MM*	-	-	-	*122.9*	*149.3*	*179.3*	*233.9*	*245.5*	*256.4*	*266.2*	*276.0*	*285.9*
Total Gross Revenues	*US$ MM*	-	-	-	*552.0*	*654.7*	*755.8*	*971.0*	*990.0*	*1,009.9*	*983.9*	*991.7*	*1,003.7*
Tanin - Revenues													
Natural Gas Revenues	*US$ MM*	-	-	-	-	-	-	-	-	-	-	-	-
Condensate Revenues	*US$ MM*	-	-	-	-	-	-	-	-	-	-	-	-
Total Gross Revenues	*US$ MM*	-	-	-	-	-	-	-	-	-	-	-	-
K&T - Total Gross Revenues	*US$ MM*	-	-	-	*552.0*	*654.7*	*755.8*	*971.0*	*990.0*	*1,009.9*	*983.9*	*991.7*	*1,003.7*
Delek Drilling - Transaction Revenues													
*Transaction ORRI, Net**	*US$ MM*	-	-	-	*26.0*	*30.8*	*35.6*	*22.1*	*19.9*	*20.8*	*16.9*	*15.6*	*15.8*
Total Discounted Transaction Revenues	*US$ MM*	**-**	**-**	**-**	***19.3***	***20.5***	***21.2***	***11.8***	***9.5***	***9.0***	***6.5***	***5.4***	***4.9***

*Net of Existing ORRI net of Petroleum Tax

Year	Unit	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041
Production												
Gas production - Karish	*bcm/y*	*5.00*	*5.00*	*5.00*	*5.00*	*4.81*	*4.33*	*0.36*	*-*	*-*	*-*	*-*
Gas production - Tanin	*bcm/y*	*-*	*-*	*-*	*-*	*0.19*	*0.67*	*4.64*	*5.00*	*5.00*	*5.00*	*1.20*
Condensate production - Karish	*bbl/y m*	*3.18*	*3.18*	*3.18*	*3.18*	*3.06*	*2.76*	*0.23*	*-*	*-*	*-*	*-*
Condensate production - Tanin	*bbl/y m*	*-*	*-*	*-*	*-*	*0.04*	*0.13*	*0.88*	*0.94*	*0.94*	*0.94*	*0.23*
Prices												
Natural gas price	*US$*	*4.01*	*4.02*	*4.05*	*4.10*	*4.15*	*4.20*	*4.26*	*4.26*	*4.26*	*4.26*	*4.26*
Condensate Price	*US$*	*92.92*	*96.10*	*99.31*	*102.55*	*105.84*	*109.16*	*112.50*	*115.85*	*119.23*	*122.64*	*126.07*
Revenues												
Karish - Revenues												
Natural Gas Revenues	*US$ MM*	*720.8*	*724.0*	*729.2*	*737.5*	*718.0*	*654.5*	*55.8*	*-*	*-*	*-*	*-*
Condensate Revenues	*US$ MM*	*295.9*	*306.0*	*316.2*	*326.6*	*324.1*	*300.8*	*26.1*	*-*	*-*	*-*	*-*
Total Gross Revenues	*US$ MM*	*1,016.7*	*1,030.0*	*1,045.4*	*1,064.0*	*1,042.2*	*955.4*	*81.9*	*-*	*-*	*-*	*-*
Tanin - Revenues												
Natural Gas Revenues	*US$ MM*	*-*	*-*	*-*	*-*	*28.6*	*101.7*	*710.3*	*766.1*	*766.1*	*766.1*	*183.9*
Condensate Revenues	*US$ MM*	*-*	*-*	*-*	*-*	*3.8*	*13.9*	*98.5*	*109.4*	*112.6*	*115.9*	*28.6*
Total Gross Revenues	*US$ MM*	*-*	*-*	*-*	*-*	*32.4*	*115.6*	*808.9*	*875.6*	*878.7*	*882.0*	*212.4*
K&T - Total Gross Revenues	*US$ MM*	*1,016.7*	*1,030.0*	*1,045.4*	*1,064.0*	*1,074.6*	*1,071.0*	*890.7*	*875.6*	*878.7*	*882.0*	*212.4*
Delek Drilling - Transaction Revenues												
*Transaction ORRI, Net**	*US$ MM*	*16.0*	*16.2*	*16.5*	*16.8*	*18.0*	*20.5*	*28.8*	*15.2*	*13.9*	*13.9*	*3.3*
Total Discounted Transaction Revenues	*US$ MM*	***4.5***	***4.0***	***3.7***	***3.4***	***3.2***	***3.3***	***4.2***	***2.0***	***1.6***	***1.5***	***0.3***

*Net of Existing ORRI net of Petroleum Tax

Definitions

Delek Drilling Limited/the Partnership	Delek Drilling Limited Partnership
Avner	Avner Oil Exploration - Limited Partnership
Natural Gas	A gas mixture containing mainly Methane, used mainly for the production of electricity and as a source of energy for industry
The Purchaser/Energean	Energean E&P Holdings Ltd. through Energean Israel Limited (Formerly Ocean Energean Oil and Gas Ltd.).
The Partnerships/Sellers	Delek Drilling and Avner
The Petroleum Law	The Petroleum Law, 5712-1952
The Gas Framework or the Framework	The resolution of the Israeli government on the creation of a framework for increasing the amount of natural gas produced from the Tamar natural gas field and the quick development of the Leviathan, Karish and Tanin natural gas fields as well as other gas fields
Noble	Noble Energy Mediterranean Ltd**.**
Condensate	Hydrocarbon liquid created during the production of natural gas, used as raw material for the production of fuels and constitutes a petroleum substitute
Petroleum Asset	A lease with a preliminary permit, license or lease by virtue of the Petroleum Law in Israel or a right of similar meaning granted by the entity authorized therefor outside Israel
Ratio	Ratio Oil Exploration (1992), Limited Partnership
Isramco	Isramco Negev 2, Limited Partnership
BCM	Billion Cubic Meters
DCF	Discounted Cash Flows
FID	The date on which the Purchaser adopted a decision for the investment for the development of Karish and Tanin natural gas reservoirs
LNG	Liquid Natural Gas
MMBTU	A Million BTU – an energy unit used as a basis for the determination of natural gas prices