Aminit Ltd.

Annual Report

For the year ended December 31, 2009





Table of Contents

Decard of Divertoral Depart	Page
Board of Directors' Report	5
Description of the General Development of the Company's Business	7
Economic Environment and the Effect of External Factors on the Company's Operations	8
Operational Data	12
Profit and Profitability	13
Developments in Balance-Sheet Items	16
Description of the Company's Business by Operating Segments	18
Financial Information on the Company's Operating Segments	26
Intangible Assets	31
Service Providers	31
Other Matters	32
Financing	32
Taxation	33
Restrictions and Supervision of the Company's Operations	33
Legal Proceedings	37
Contingent Liabilities	37
Objectives and Business Strategy	37
Risk Management Policy	37
Prevention of Money Laundering and Terrorism Financing	43
Significant Accounting Policies	44
Discussion of Risk Factors	45
Disclosure Regarding the Internal Auditor	50
Disclosure Regarding the Procedure for Approval of the Financial Statements	51
The Board of Directors	52
Senior Members of Management	58
Controls and Procedures	62
Wages and Benefits of Officers	64
Remuneration of Auditors	64
Basel II, Pillar III	65
Management's Review	88



CEO Certification	109
Chief Accountant Certification	111
Report of the Board of Directors and Management on the Internal Control of Financial Reporting	113
Financial Statements	115

Aminit Ltd.

Board of Directors' Report

For the Year Ended December 31, 2009



Board of Directors' Report on the Financial Statements as of December 31, 2009

At the meeting of the Board of Directors held on February 25, 2010, it was resolved to approve and publish the audited financial statements of Aminit Ltd. ("the Company" or "Aminit") for the year 2009.

Description of the General Development of the Company's Business

The Company was established and incorporated in Israel in 1979 as a private company by Bank Hapoalim B.M. ("Bank Hapoalim"), and is a company under its full ownership.

The Company is a credit-card company and an "auxiliary corporation," according to the definition of this term in the Banking Law (Licensing), 5741-1981 ("auxiliary corporation"). The Company has no subsidiaries or other investee companies.

The Company issues, acquires, and operates Visa credit cards issued for use in Israel and abroad under a license granted to the Company by the Visa International Service Association ("Visa Association").

The Company's operations are conducted through three operating segments: the Issuance Segment, which handles cardholders; the Acquiring Segment, which handles merchants; and the Travelers' Checks Segment.

Credit-card systems consist of an issuer, an acquirer, a merchant, and a customer (the cardholder). In some cases, the acquirer is also the issuer of the credit card, whereas in other cases the acquirer and the issuer are not the same entity.

Ms. Irit Izakson has served as Chairperson of the Board of Directors of the Company as of October 2008.

In February 2009, Mr. Dov Kotler took office as Chief Executive Officer of the Company. Mr. Kotler replaced Mr. Haim Krupsky, who served as CEO of the Company starting in 1994. Mr. Krupsky's service as Deputy Chairperson of the Board of Directors ended at the end of October 2009.

Contractual engagement between the Company and Isracard Ltd. – Under an agreement between the Company and Isracard Ltd. ("Isracard"), a sister company, Isracard administers and operates the Company's credit-card issuance activity, acquiring activity in Israel of transactions executed with merchants using Visa cards, and travelers' checks activity, on behalf of the Company ("the Arrangement"). The Company participates in all costs common to Isracard and the Company, based on its relative share of the activity in question. In return for Isracard's activity in the operation of the Arrangement, the Company pays a fee and other payments to Isracard, as agreed between the parties.



Dividend distribution – The Company has not distributed dividends since its incorporation.

Dividend distribution by the Company is subject to provisions of the law, including (without exclusions) limitations arising from Proper Conduct of Banking Business No. 311, according to which the capital of an auxiliary corporation incorporated in Israel and controlled by a banking corporation shall not be less than 9% of the weighted amount of risk-adjusted assets in its balance-sheet assets and in off-balance-sheet items, and limitations arising from guidelines under the Basel II directives concerning capital-adequacy ratios. In addition, pursuant to the Banking Order, 1941 ("the Banking Order"), the Company is subject to supervision and auditing by the Supervisor of Banks.

Economic Environment and the Effect of External Factors on the Company's Operations

Developments in the Global Economy

The deep global recession has been checked over the last year, due to factors including the expansive economic policies applied globally. The International Monetary Fund estimates that global GDP contracted by 0.8% in 2009 compared to the preceding year, while GDP of the developed countries diminished by 3.2%. The emerging economies helped temper the decline in global activity; particularly notable were China and India, with growth rates of 8.7% and 5.6% respectively. The majority of the world's economies moved into growth trajectories in the second half of 2009, although a substantial part of this growth is accounted for by stimulus measures applied by governments and by the renewal of inventories, so that it is difficult to ascertain to what extent the growth has solidified. The recovery has not yet taken the form of new job creation, and unemployment rates in the US and in Europe have risen to about 10%. The deep recession and the support granted by governments to the economy and financial markets have enlarged budget deficits and government debts, which are now an obstacle to development in the near term. The sharp increase in budget deficits damaged the stability of several Euro zone countries, primarily Greece, whose debt rating was downgraded. There are no signs of inflation in the near term in the developed countries, allowing expansive monetary policies to be applied. However, several countries whose damage from the crisis was moderate have started to raise interest rates.

Israel – Economic Activity

The damage sustained by the Israeli economy as a result of the global economic crisis was moderate both relative to advance estimates and relative to other developed countries. The main negative impact for the Israeli economy took the form of a sharp drop in exports and damage to Israeli companies whose operations are focused overseas, particularly in the real-estate sector. The contraction of Israeli GDP was moderate and lasted only two quarters, the fourth quarter of 2008 and the first quarter of 2009. Growth resumed in the second quarter of 2009, with a sharp increase in exports and improved consumption. The growth rate rose during the year and reached all sectors

Aminit Ltd. | 8 |

of the economy. According to early estimates by the Central Bureau of Statistics, Israel's GDP grew by 0.5% in 2009 as compared to the preceding year. The turnaround in economic activity during the year is particularly impressive in view of the fact that hardly any government stimulus programs such as those used in other countries were applied. However, monetary policy was highly expansive and made a substantial contribution to the improvement. The low interest rate increased demand in the housing market and contributed to the steep gains in the financial markets, serving to temper the negative effects of the global crisis. The improvement in activity was also reflected in the labor market, as the rise in unemployment was arrested during the second half of 2009; a decrease has actually been apparent in the last few months, with unemployment down to 7.4% in November 2009. It should be noted that the good condition of the labor market is guite surprising, given the brief period of time from the renewal of growth to the beginning of the decrease in unemployment. Estimates indicate that the Israeli economy is very well positioned going into 2010; the crisis has not increased the volume of public debt, and the financial systems remain stable. The Israeli economy is benefiting from the global tailwinds and the expansive monetary policy. Israel's economic standing has greatly improved following the global crisis, and its scheduled accession to the OECD during the year will further boost the attractiveness of its financial markets. The major risks remain the possible implications of a renewed global crisis.

Inflation and Exchange Rates

The consumer price index rose by 3.9% in 2009. The large increase in prices is partly attributed to the increases in indirect taxation, which contributed an estimated 1.2%. The effect of the expansive monetary policy was apparent in the continued increase of approximately 18% in home prices for homeowners, while the housing item of the consumer price index, which is based on rent prices, rose by 5.6%. The increase in rent prices slowed during the last quarter of 2009. There are also indications of falling demand for new homes; we estimate that the increase in housing prices is decelerating.

The shekel depreciated by 2.7% during 2009. The shekel traded on a downward trend against the currency basket until mid-May, and on an upward trend from mid-May 2009 on. The Bank of Israel continued to intervene in trading during 2009. The BOI continued to perform daily foreign-currency purchases of USD 100 million until August 10; it then announced that it would cease the regular purchases, but would intervene in cases in which "the fluctuations in the exchange rate are incongruent with basic economic conditions." The BOI purchased foreign currency on several additional occasions after that date, and foreign-currency reserves reached USD 60.6 billion by the end of 2009.

Fiscal and Monetary Policy

Following the crisis and the decrease in tax revenues, the budget deficit target for 2009 was raised to 6.0% of GDP. During the second half of 2009, with the transition to growth, tax revenues recovered and indirect taxation rates were raised. As a result, tax revenues were higher than the assumptions in the budget, and the budget deficit amounted to 5.2% of GDP. Israel is one of the only countries where the ratio of government debt to GDP did not rise substantially over the last year.

The Bank of Israel applied a highly expansive monetary policy in 2009, including reduction of the interest rate to 0.5%. In addition, the BOI applied a policy of "quantitative easing," in which it increased its balance sheet by purchasing foreign currency and government bonds, while



expanding liquidity in the markets. During the second half of 2009, with the transition to growth, the BOI began to reduce liquidity; the purchases of government bonds stopped first, foreign-currency purchases were reduced, and in September the interest rate began to rise. The BOI interest rate was 1.0% in December, rising to 1.25% in January 2010. As a mirror image to the low interest rate, means of payment rose by a steep 51% in 2009. This increase was influenced by factors including the redirection of deposits to current-account balances due to the low interest rates. The current interest rate is very low relative to the growth rate of the economy. However, we estimate that the trajectory for the interest rate going forward will depend to a substantial extent on trends overseas, and that as long as central banks globally are applying expansive policies, interest-rate hikes in Israel will be moderate. The decrease in the interest rate has a negative effect on the financing income of the Company.

The Credit-Card Industry in Israel

As of the report date, the following companies operate in the area of credit-card issuance and acquiring in Israel: (1) the Company, which as noted above, issues and acquires Visa credit cards; (2) Isracard and Europay (Eurocard) Israel Ltd., a subsidiary of Isracard ("Europay"), which issue and acquire Isracard and MasterCard credit cards, respectively; (3) Poalim Express Ltd., a sister company ("Poalim Express"), which issues and acquires American Express credit cards; (4) Leumi Card Ltd. ("Leumi Card"), which, to the best of the Company's knowledge, issues and acquires Visa and MasterCard credit cards; (5) Cartisei Ashrai Leisrael Ltd. ("CAL"), which, to the best of the Company's knowledge, issues and acquires Visa and MasterCard credit cards; and (6) Diners Club Israel Ltd. ("Diners"), to the best of the Company's knowledge a subsidiary of CAL, which issues and acquires Diners credit cards.

The credit-card companies in Israel issue and acquire the international credit cards noted above (Visa, MasterCard, American Express, and Diners) under licenses granted by the relevant international organizations.

In recent years, two notable trends have been evident in the credit-card issuance sector in Israel: (1) issuance of non-bank credit cards by credit-card companies, usually linked to customer clubs or consumer or other entities; (2) expansion of the range of services offered by credit-card companies in the area of credit and financing to cardholders and merchants, including through the issuance of "revolving credit" credit cards, which allow cardholders to determine debit amounts and dates according to their needs and ability.

The credit-card industry in Israel is characterized by high, dynamic regulatory intervention in the business of the companies operating in this area, both due to the fact that each of the companies is an "auxiliary corporation," and in relation to their activity in the area of credit cards. This regulation includes the Charge Cards Law, 5746-1986 (the "Charge Cards Law") and the derived regulations; the Banking Law (Customer Service), 5741-1981 (the "Banking Law (Customer Service)"); and the Anti-Money Laundering Law, 5760-2000 (the "Anti-Money Laundering Law") and the order issued under its power by the Bank of Israel. In addition, various directives of the Supervisor of Banks apply to credit-card companies in Israel, including Proper Conduct of Banking Business Directive No. 470, which regularizes the activity of credit-card companies, as well as guidelines derived from the Basel II Accord, which establish risk-management standards aimed at reinforcing the financial robustness and stability of banking systems worldwide.

Aminit Ltd. | 10 |

For further details, and with regard to various directives in the area of cross-acquiring of Visa and MasterCard credit cards imposed on credit-card companies in Israel by the Antitrust Commissioner, and with regard to the Antitrust Commissioner's declaration of Isracard as the holder of a monopoly in acquiring Isracard and MasterCard credit cards in May 2005 – see the section "Restrictions and Supervision of the Company's Operations," below.



Operational Data

Number of credit cards (in thousands)

Number of valid credit cards as of December 31, 2009

	Active cards	Inactive cards	Total
Bank cards	17	7	24

Number of valid credit cards as of December 31, 2008

	Active cards	Inactive cards	Total
Bank cards	19	8	27

Volume of transactions in credit cards issued by the Company (in NIS millions)

	For the year ended December 31				
2009 2008					
Bank cards	487	480			

Definitions:

Valid credit card: A card issued and not cancelled by the last day of the reported period.

Active credit card: A credit card valid at the end of the reported period, which was used to execute transactions during the last quarter of the reported period.

Bank credit card: A card in which customer debits are performed in accordance with the Company's agreements with banks; debits related to the card are under the responsibility of the relevant bank.

Transaction volume: The volume of transactions executed in the Company's cards during the reported period.

Aminit Ltd. | 12 |

Profit and Profitability

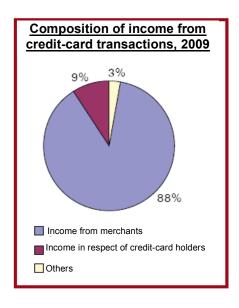
The Company's net profit totaled NIS 1.1 million in 2009, compared with NIS 0.8 million in 2008, an increase of 38%.

The increase in the Company's net profit as compared to 2008 mainly resulted from an increase in the volume of transactions in the credit cards acquired by the Company.

Net return on average equity reached 4.8% in 2009, compared with 8.4% in 2008. The decrease in the rate of return resulted from an increase in the equity capital of the Company at the end of 2008.

Developments in Income and Expenses

Income totaled NIS 87.5 million, compared with NIS 63.2 million in 2008, an increase of 38%. For an explanation of this increase, see the section "Income from credit-card transactions," below.



Income from credit-card transactions totaled NIS 84.8 million, compared with NIS 61.8 million in 2008, an increase of 37%. The increase resulted from the following factors:

- Income from merchants totaled NIS 74.2 million, compared with NIS 51.4 million in 2008. This increase resulted from an increase in the number of merchants with acquiring agreements with the Company.
- Income in respect of credit-card holders totaled NIS 7.7 million, similar to 2008.
- Other income totaled NIS 2.9 million, compared with NIS 2.7 million in 2008.

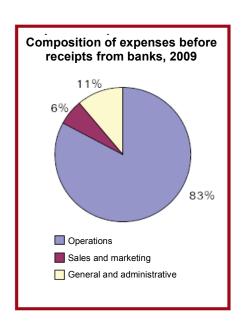


Profit from financing activity before provision for doubtful debts totaled NIS 2.6 million, compared with NIS 1.2 million in 2008, an increase of 117%, resulting from an increase in the volume of the Company's activity.

Other income totaled NIS 0.1 million, compared with NIS 0.2 million in 2008, a decrease of 50%.

Expenses including receipts from banks totaled NIS 86.1 million, compared with NIS 62.2 million in 2008, an increase of 38%, which resulted from an increase in the volume of the Company's activity.

The provision for doubtful debts totaled NIS 0.4 million.



Operating expenses, including interchange fees to other issuers, totaled NIS 72.2 million, compared with NIS 53.8 million in 2008, an increase of 34%. The increase resulted from the following factors:

- ♦ An increase in interchange fees paid to other issuers, due to the increase in volumes of transactions in credit cards acquired by the Company and issued by other local issuers.
- ♦ An increase in the volume of the Company's acquiring activity.

Aminit Ltd. | 14 |

Expenses for interchange fees to other issuers totaled NIS 54.1 million, compared with NIS 39.5 million in 2008, an increase of 37%.

Sales and marketing expenses totaled NIS 5.6 million, compared with NIS 7.5 million in 2008, a decrease of 25%, resulting from savings on advertising expenses.

General and administrative expenses totaled NIS 9.3 million, compared with NIS 6.4 million in 2008, an increase of 45%, resulting from the increase in the volume of the Company's activity.

Net receipts from banks – Receipts from banks, net of payments to banks (according to the payment arrangements with the banks), totaled NIS 1.4 million in 2009, compared with NIS 5.6 million in 2008.

Operating profit before taxes totaled NIS 1.4 million, compared with NIS 1.0 million in 2008, an increase of 40%.

The return of operating profit before taxes on average equity reached 6.1%, compared with 10.5% in 2008.

The provision for taxes on operating profit totaled NIS 0.3 million, compared with NIS 0.2 million in 2008. The effective rate of tax out of total operating profit before taxes reached 21%, compared with 20% in 2008.



Developments in Balance-Sheet Items

The balance sheet as of December 31, 2009 totaled NIS 647.6 million, compared with NIS 472.2 million on December 31, 2008.

Developments in the principal balance-sheet items:

December 31							
	2009	2008	Change				
	NIS m	illions	NIS millions	%			
Total balance sheet	647.6	472.2	175.4	37			
Debtors in respect of credit-card activity	591.0	432.0	159.0	37			
Cash on hand and deposits with banks	55.6	39.1	16.5	42			
Travelers' checks in circulation	12.6	13.5	(0.9)	(7)			
Creditors in respect of credit-card activity	542.6	406.5	136.0	33			
Subordinated notes	3.5	_	3.5	100			
Other liabilities	65.2	29.6	35.7	121			
Shareholders' equity	23.7	22.6	1.1	5			

Debtors in respect of credit-card activity totaled NIS 591.0 million on December 31, 2009, compared with NIS 432.0 million at the end of 2008. This amount mainly includes sales slips in respect of transactions executed by credit-card holders and not yet repaid at the balance-sheet date.

Cash on hand and deposits with banks totaled NIS 55.6 million on December 31, 2009, compared with NIS 39.1 million at the end of 2008.

Travelers' checks in circulation totaled NIS 12.6 million on December 31, 2009, compared with NIS 13.5 million at the end of 2008. The decrease resulted from redemptions of travelers' checks.

Creditors in respect of credit-card activity totaled NIS 542.6 million on December 31, 2009, compared with NIS 406.5 million at the end of 2008. This amount mainly includes balances payable to merchants where credit-card holders' transactions were executed but not yet repaid at the balance-sheet date. The significant increase resulted from an increase in the number of merchants who have entered into acquiring agreements with the Company.

Aminit Ltd. | 16 |

Subordinated notes were issued on December 31, 2009. The subordinated notes totaled NIS 3.5 million at the balance-sheet date.

Other liabilities totaled NIS 65.2 million on December 31, 2009, compared with NIS 29.6 million at the end of 2008. The increase mainly resulted from an increase in the amount of debt to Isracard.

Shareholders' equity totaled NIS 23.7 million on December 31, 2009, compared with NIS 22.6 million at the end of 2008. The increase in shareholders' equity resulted from an increase in the Company's net profit.

The ratio of shareholders' equity to the balance sheet reached 3.7% on December 31, 2009, compared with 4.8% on December 31, 2008.

The ratio of capital to risk-adjusted assets according to Proper Conduct of Banking Business Directive No. 311 reached 19.4% on December 31, 2009, compared with 22.8% on December 31, 2008 (see Note 15).

The ratio of capital to risk-adjusted assets according to the Basel II directives reached 10.9% on December 31, 2009.

The minimum capital ratio required by the Bank of Israel is 9%.



Description of the Company's Business by Operating Segments

The Credit-Card Issuance Segment

General

The credit-card company issues credit cards to its customers (credit-card holders). Credit-card holders use the card as a means of payment to merchants, and the merchants provide the credit-card holders with goods or services. Customers join the credit-card system by signing a credit-card contract with the issuer and receiving the credit card. Credit-card holders make a commitment to repay amounts owed arising from their use of the credit card.

The issuer collects various fees from the customer (the cardholder) and interchange fees or merchant fees from the acquirer or merchant, respectively, for card issuance and operational services.

As of the date of the report, several companies issuing bank and non-bank credit cards operate in the credit-card issuance sector in Israel: the Company, Isracard, Europay, Poalim Express, Leumi Card, CAL, and Diners. This field is characterized by a high level of competition.

Bank cards issued by the Company are bank cards distributed to owners of accounts at banks with which the Company has agreements, including Bank Hapoalim, Bank Yahav for Government Employees Ltd., Bank Massad Ltd., and Bank Otsar Hahayal Ltd. (jointly, the "Banks Under Arrangement").

As noted, Isracard administers and operates issuance activity, credit-card acquiring activity, and travelers' checks activity on behalf of the Company.

Critical success factors in the operating segment. In the opinion of the Company, the main critical success factors in the Issuance Segment are the following: (1) the ability to issue credit cards under international licenses; (2) brand image; (3) the collaboration with Bank Hapoalim in the distribution of credit cards, and collaborations with additional banking corporations, as noted above, for the distribution of credit cards, including the integration of a bank card in the credit card issued to the customer; (4) high-quality, experienced human capital; (5) quality of customer service; (6) a supporting operational system including information systems, technologies, communications, and advanced infrastructures; (7) a technological level allowing response to changes and the development of new products; (8) a risk management system and credit controls; and (9) the ability to recruit and retain customers through a supporting marketing system.

Key entry barriers in the operating segment. The key entry barriers in the provision of credit-card issuance services are the following: (1) the need to obtain a license from an international

Aminit Ltd. | 18 |

organization to issue the brand and receive the right to use its logo, which may involve high monetary costs; (2) compliance with certain qualifications as a condition of receiving an issuer's license; (3) the need for shareholders' equity, broad financial resources, and extensive knowledge in order to carry out the investments necessary to issue cards and the investments in technological infrastructures, including a supporting operational system, sophisticated information and communications systems, a risk-management and credit-control system, information security, advertising, and widely deployed sales and marketing; (4) the structure of the credit-card industry in Israel, which has a high penetration rate; and (5) the need for shareholders' equity in order to comply with the directives of the Supervisor of Banks regarding the ratio of capital to risk-adjusted assets.

Substitutes for the products of the operating segment. Alternative means of payment such as cash, electronic bank transfers, checks, and gift certificates constitute substitutes for the services provided by credit-card companies in Israel. In addition, credit and loan services offered by various parties in the economy, either through banks or through other financial agents, constitute substitute products to credit and financing services.

Products and Services

The Company issues Visa credit cards for use in Israel and abroad. The cards are issued as bank cards, and used as means of payment for transactions and to withdraw cash, locally and internationally.

The various products and services offered through Isracard include various credit plans based on Credit plans; special-purpose loans for private and corporate clients; various all-purpose loans based on credit facilities in credit cards; various options for spreading payments; and information services and certifications.

Segmentation of Income from Products and Services

All income and expenses related to customer recruitment and routine handling are allocated to the Issuance Segment.

The main income items derived by the Company from the Credit-Card Issuance Segment are: (1) interchange fees paid by acquirers to issuers in respect of transactions executed in credit cards issued by the issuer and acquired by the acquirer; (2) card fees – payments collected from cardholders according to a fee list, varying based on the type of card and on various promotional campaigns and exemptions; (3) deferred-debit fees – fees collected from cardholders in respect of transactions in which the merchant spreads the amount of the purchase into installments, or when the merchant defers the charge for the transaction beyond the nearest debit date; and (4) fees from transactions overseas – fees collected for transactions executed overseas in currencies other than NIS, for which cardholders are debited in NIS.

The main expenses associated with this segment are marketing, advertising, issuance and delivery of cards and attachments, and production and delivery of debit statements.



For details regarding the segmentation of income from credit-card transactions, see Note 21 to the financial statements. In addition, with regard to data on bank cards, see "Operational Data," above.

Contractual Engagements with Banking Corporations

In general, the various agreements of the Company with the Banks Under Arrangement grant each bank the authority to determine which of its customers are entitled to register for the credit-card arrangement of the Company, and to recommend the customer's registration for the card arrangement to the Company. As a rule, each such bank is responsible for accepting all sales slips and debits performed by the customer on the day of presentation of the sales slips or debits to the bank. The aforesaid various agreements also include payment arrangements and the relevant terms with each of the Banks Under Arrangement.

Customers – Cardholders

The credit cards issued by the Company serve customers in various sectors. As of the date of the report, there are no cardholders whose rate of the volume of transactions executed in the Company's credit cards constituted 10% or more of the total volume of transactions in the Company's credit cards in 2009.

Marketing and Distribution

The Company's marketing activity in the Credit-Card Issuance Segment is administered and operated by Isracard, on several levels: joint activity with the Banks Under Arrangement in the issuance of bank cards, operation of a loyalty program, and marketing and sales promotion, including through marketing campaigns, joint offers with leading entities in the various sectors, the operation of a telemarketing center, direct mail, salespeople, a website, and more. See also risk factors with regard to the "Cessation of Activity of a Bank in Israel" and "Competition."

Competition

The credit-card issuance field is characterized by a very high level of competition, which has intensified in recent years, encompassing all areas of activity and population segments relative to this sector.

Competition over cardholders is apparent on several levels: registration of new customers (who do not own credit cards or who own credit cards of competing companies) for a credit-card arrangement with the Company, and the retention of existing customers and prevention of desertion to competitors, which requires the investment of efforts and resources; and competition for cardholders' "wallet" (which may hold charge cards issued by several companies) with the aim of

Aminit Ltd. | 20 |

leading customers to carry out the major portion of their routine consumption using credit cards issued by the Company (rather than cash and checks), while increasing the mix of products issued by the Company and/or increasing the volume of use of such products.

For details regarding the credit-card companies operating in Israel, see the section "The Credit-Card Industry in Israel," above.

In order to cope with the competition in this sector, the Company, through Isracard, which administers and operates credit-card issuance activity on behalf of the Company, takes the following main actions: investment of resources to improve service to cardholders, retain cardholders as customers, and increase customer loyalty; reinforcement of status and image through advertising, benefits, and various offers for cardholders; marketing and sales promotion activity, including through the contractual engagements with the Banks Under Arrangement; and innovation – responding to customers' needs by developing new products and services to supply the requirements of the Company's customer segments and market needs, and development of alternative products and services to compete with prevalent means of payment such as cash and checks.

Positive factors affecting the Company's competitive standing include the following, among others: the licensing agreement with the Visa Organization for the issuance and acquiring of credit cards; the arrangement with Isracard for the management and operation of credit-card issuance and acquiring activity; the Company's image and brand; the Company's system of agreements with banks in Israel; human capital; the products and services offered to various types of customers; an advanced service system allowing a high quality of customer service; and professional, skilled, experienced human capital.

Negative factors affecting the Company's competitive standing include, among others, technological improvements that create the possibility of development of alternative means of payment in areas such as cellular phones, which may cause a decline in the demand for credit-card issuance; and the entry of retail and other entities into the issuance field and/or expansion of activity of existing competitors, including through strategic ventures and collaborations for card issuance.

The Credit-Card Acquiring Segment

General

In acquiring services, the acquiring credit-card company makes a commitment to merchants that subject to compliance with the terms of the agreement between them, the debits incurred by holders of cards acquired by the acquirer when purchasing goods or services from the merchants will be settled by the acquirer. The acquirer accumulates debits for transactions executed using the credit cards acquired by the acquirer with a particular merchant that has signed an acquiring agreement with it, in return for a fee (called the "merchant fee"), and secures and transfers to the merchant the payments incurred by the credit-card holders who executed transactions using credit cards with that merchant.

As of the date of the report, several credit-card companies operate in the credit-card acquiring segment in Israel: the Company, Isracard, Europay, Poalim Express, Leumi Card, CAL, and Diners. Competition in this field is intense, encompassing all areas of activity within the segment.



The Company has acquiring agreements with merchants in various industries. In addition to acquiring services, it offers merchants various financial services, advance payments, and discounting.

As noted, Isracard administers and operates issuance activity, credit-card acquiring activity, and travelers' checks activity on behalf of the Company.

As of June 2007, following the Cross-Acquiring Arrangement and the start of operation of a common local technical interface, all credit-card companies authorized to issue Visa and MasterCard cards and acquire transactions executed in the said cards are able to acquire Visa and MasterCard cards, each according to its authorizations. Merchants may switch acquirers of these brands at their discretion.

Critical success factors in the operating segment, and changes therein. In the opinion of the Company, the main critical success factors in the Acquiring Segment are the following: (1) the ability to acquire credit cards under an international license; (2) available sources of financing for investment in new technological infrastructures necessary in order to provide acquiring services and upgrades of existing infrastructures; (3) specification and development of suitable acquiring systems and maintaining a high technological level; (4) high-quality, experienced human capital; (5) quality of service to customers of the Acquiring Segment – merchants – and the ability to recruit and retain merchants through a supporting sales and marketing system; (6) provision of incidental services to merchants, including various marketing, financial, and operational services; (7) accumulated experience in the area of acquiring credit cards; and (8) available sources of financing.

Key entry barriers in the operating segment. The key entry barriers in the provision of credit-card acquiring services are the following: (1) the need for financial means, experience, and extensive knowledge in order to carry out the necessary investments in technological infrastructures, an operational system, and large-scale advertising and marketing, with large investments; (2) the need to obtain a license from international organizations to acquire the brands under their ownership, while continually complying with the terms stipulated in each license and with the rules of the relevant organization; (3) deployment of the communications system to allow acquiring, or an agreement with Automatic Bank Services, which operates such a system in Israel; (4) the need to perform acquiring services on a large scale in order to recover the investment in infrastructures, acquiring systems, and other costs; (5) development of a reliable information system for account settlement; and (6) a sales, recruitment, and customer service system.

Substitutes for the products of the operating segment. Alternative means of payment such as cash, standing orders, bank transfers, and checks constitute substitutes for payment by credit card. Bank credit, discounting, and credit from additional non-bank sources in its various forms constitute substitute products to the financial services provided by the Company.

Aminit Ltd. | 22 |

Products and Services

As an acquirer, the Company has agreements with various merchants, under which it acquires sales slips of transactions, including domestic transactions and transactions by incoming tourists, executed using credit cards (issued by the Company and/or by other credit-card companies) with merchants with which the Company has entered into acquiring agreements. In consideration for the acquiring services, the Company mainly collects a merchant fee.

In addition to acquiring services, the Company offers merchants financial services, such as loans, discounting services for credit-card sales slips, advance payments and advances, flexible crediting dates, and options for payment in installments. The Company also offers marketing and operational services, such as the incorporation of coupons and personal messages in debit statements for cardholders, sales-promotion campaigns, information regarding credits of the merchant, business cards, joint advertising campaigns, unique marketing information, and benefits, all at a high quality of service backed by advanced technological infrastructures. In addition, the Company offers acquiring of gift certificates and gift cards which it issues.

Segmentation of Income from Products and Services

All income from merchants and from cash withdrawals by tourists in Israel were allocated to the Acquiring Segment.

The main income items in the Acquiring Segment include fees from merchants, net of interchange fees, which are allocated to the Issuance Segment, as well as financing income (net). The main expenses associated with this segment include expenses for recruitment and retention of merchants, joint advertising with merchants, acquiring of sales slips, and production and delivery of credit statements.

For details regarding the segmentation of income from credit-card transactions, see Note 21 to the financial statements.

Customers

The Company's customers in the Acquiring Segment are numerous, varied merchants that have entered into agreements with it, as well as discounting companies, which enter into three-fold agreements: agreements with the Company, as an acquirer, for the provision of discounting services, and concurrently, agreements with merchants, which also have acquiring agreements with the Company. For this purpose, the discounting company is a customer of the Company for the provision of acquiring services, like any other merchant, and is counted quantitatively along with the merchants that have acquiring agreements with the Company.

As of the date of the report, the Company did not derive revenues from any particular merchant constituting 10% or more of its total revenues in 2009.



Marketing and Sales

The Company's marketing and sales activity in the Credit-Card Acquiring Segment is administered and operated by Isracard, based on the principle of focusing on merchants' needs, and is conducted through a targeted sales and support system.

The key objectives of marketing activity in this area are: (1) to recruit new merchants and expand the Company's operations through new business activities, including credit granting; (2) to strengthen the Company's image; and (3) to retain merchants as customers by providing marketing, financial, and operational services, including information regarding past and future credits of the merchant, advertising campaigns and unique marketing information, benefits, and programs at a high level of service.

Competition

The credit-card acquiring field is characterized by a very high level of competition, due to factors including the operation of the local interface for cross-acquiring of transactions in Visa and MasterCard credit cards in June 2007, which led to a reduction in fees and heightened competition.

For a list of credit-card companies operating in this area in Israel, see "The Credit-Card Industry in Israel," above. Competition in the acquiring sector is focused on recruiting new merchants for acquiring agreements with the Company, retaining existing merchants as customers of the Acquiring Segment, and preventing desertion to competitors, which requires the investment of extensive efforts and resources and high sales and marketing expenses.

Another aspect of competition in the acquiring sector is focused on the development of financial and operational products and services for merchants, to increase the volume and/or amounts of transactions executed with each merchant. Credit-card companies have expanded the mix of products and services offered to merchants by offering marketing and financial services.

In order to cope with the competition in this sector, the Company, including through Isracard, which administers and operates credit-card acquiring activity on behalf of the Company, takes the following main actions: (1) a competitive, prudent rate policy (merchant fees); (2) increased collaborations with merchants; (3) investment of resources to improve service, retain merchants as customers, and increase customer loyalty, while adapting products and services to each merchant's unique needs; (4) operation of a professional, experienced, skilled sales and marketing system specializing in providing solutions for the various merchants, and an experienced, professional, skilled service system supported by advanced technological systems. The Company's dynamism and its ability to respond to merchants' changing needs and offer them a broad range of services, such as financing and loan services and marketing and operational services, provide a competitive response in the market and serve as an additional element in reinforcing merchants' loyalty and preference of the acquiring service provider, and in formulating the overall perception of the Company by merchants.

Aminit Ltd. | 24 |

Positive factors affecting the Company's competitive standing include the following, among others: (1) the licensing agreement with the Visa Organization for the issuance and acquiring of credit cards; (2) the arrangement with Isracard for the management and operation of credit-card issuance and acquiring activity; (3) a supporting marketing, sales, and service system specializing in providing suitable solutions to merchants, and containing professional, skilled, experienced personnel; (4) a brand with presence and power; and (5) an advanced technological infrastructure allowing response to the needs of the various merchants.

Negative factors affecting the Company's competitive standing include, among others, technological improvements that create the possibility of development of alternative means of payment in areas such as cellular phones, which may cause a decline in the demand for credit-card acquiring; and merchants' ability to switch acquirers in Visa and MasterCard brands at their discretion.

For details regarding regulatory restrictions applicable to the Company under antitrust laws, see the section "Restrictions and Supervision of the Company's Operations."

The Travelers' Checks Segment

Within this segment, the Company acquires Visa travelers' checks, mainly denominated in US dollars, issued prior to January 1, 2008, at an insignificant volume. The issuance of Visa travelers' checks was terminated by the Company as of that date, due to the policy of Visa International. The main income item in this segment is interest income arising from deposits of funds from the sale of checks not yet redeemed. The main expenses in this segment are expenses for the operation of the acquiring system.

Seasonality

Given that credit-card transactions are primarily based on private consumption in Israel, seasonality in the issuance and acquiring of credit cards is mainly derived from the seasonality of private consumption in Israel.



Financial Information on the Company's Operating Segments

Quantitative Data on Operating Segments

Reported amounts

In NIS millions

	For the year ended December 31, 2009					
Profit and loss information:		Acquiring Segment		Other ⁽¹⁾	Total	
Income						
Fees from externals	7.7	77.1	-	-	84.8	
Intersegmental fees	0.5	(0.5)	-	_	-	
Total	8.2	76.6	-	-	84.8	
Profit from financing activity before provision for doubtful debts	-	2.2	0.4	-	2.6	
Other income	-	-	-	0.1	0.1	
Total income	8.2	78.8	0.4	0.1	87.5	
Expenses						
Provision for doubtful debts	-	0.4	-	-	0.4	
Operation	3.2	68.6	0.4	-	72.2	
Sales and marketing	2.6	3.0	-	-	5.6	
General and administrative	0.8	8.5	-	-	9.3	
Payments to banks (Receipts from banks)	0.3	(1.8)	(*-)	0.1	(1.4	
Total expenses	6.9	78.7	0.4	0.1	86.1	
Operating profit (loss) before taxes	1.3	0.1	(*-)	*-	1.4	
Provision for taxes on operating profit	0.3	*-	(*-)	*-	0.3	
Net profit (loss)	1.0	0.1	(*-)	*-	1.1	
Return on equity (percent net profit out of average capital)	4.3	0.4	_	_	4.7	
Average balance of assets	71.4	470.1	14.4	0.2	556.1	
Average balance of liabilities	8.2	510.8	14.2	0.2	533.4	
Average balance of risk-adjusted assets	15.0	457.5	2.9	(*-)	475.4	

^{*} Amount lower than NIS 50 thousand.

Aminit Ltd. | 26 |

⁽¹⁾ Results of other activities which are examined separately by Management and the Board of Directors in order to make decisions regarding resource allocation and evaluate the performance of such activities, but do not meet the definition of a reportable segment due to non-fulfillment of quantitative conditions.

Financial Information on the Company's Operating Segments (cont.)

Quantitative Data on Operating Segments (cont.)

Reported amounts

In NIS millions

	For the year ended December 31, 2008					
Profit and loss information:	Issuance Segment	Acquiring Segment	Travelers' checks	Other ⁽¹⁾	Total	
Income						
Fees from externals	7.7	54.1	_	_	61.8	
Intersegmental fees	1.2	(1.2)	-	-	_	
Total	8.9	52.9	-	-	61.8	
Profit from financing activity before provision for doubtful debts	_	0.5	0.7	_	1.2	
Other income	-	-	-	0.2	0.2	
Total income	8.9	53.4	0.7	0.2	63.2	
Expenses						
Provision for doubtful debts**	_	0.1	-	-	0.1	
Operation**	**3.1	**50.3	0.4	-	53.8	
Sales and marketing	4.7	2.8	-	-	7.5	
General and administrative	0.7	5.7	_	_	6.4	
Payments to banks (Receipts from banks)	**(0.6)	**(5.3)	0.2	0.1	(5.6)	
Total expenses	7.9	53.6	0.6	0.1	62.2	
Operating profit (loss) before taxes	1.0	(0.2)	0.1	0.1	1.0	
Provision for taxes on operating profit	0.2	(0.1)	0.1	_	0.2	
Net profit (loss)	0.8	(0.1)	*_	0.1	0.8	
Return on equity (percent net profit out of average capital)	8.7	(1.0)	_	0.5	8.2	
Average balance of assets	61.3	286.1	14.5	(*-)	361.9	
Average balance of liabilities	5.4	333.6	14.3	0.2	353.5	
Average balance of risk-adjusted assets	14.9	281.0	3.0	(*-)	298.9	

^{*} Amount lower than NIS 50 thousand.

^{**} Reclassified.

⁽¹⁾ Results of other activities which are examined separately by Management and the Board of Directors in order to make decisions regarding resource allocation and evaluate the performance of such activities, but do not meet the definition of a reportable segment due to non-fulfillment of quantitative conditions.



Financial Information on the Company's Operating Segments (cont.)

Quantitative Data on Operating Segments (cont.)

Reported amounts

In NIS millions

	For the year ended December 31, 2007					
Profit and loss information:	Issuance Segment	Acquiring Segment	Travelers' checks	Other ⁽¹⁾	Total	
Income						
Fees from externals	4.7	13.3	_	-	18.0	
Intersegmental fees	0.2	(0.2)	-	-	-	
Total	4.9	13.1	-	-	18.0	
Profit from financing activity before provision for doubtful debts	-	(8.0)	1.1	-	0.3	
Other income	-	-	-	-	-	
Total income	4.9	12.3	1.1	-	18.3	
Expenses						
Provision for doubtful debts**	*_	-	_	-	*-	
Operation**	2.6	12.6	1.3	-	16.5	
Sales and marketing	2.7	2.3	_	-	5.0	
General and administrative	0.7	1.4	_	-	2.1	
Payments to banks (Receipts from banks)	(1.7)	(3.8)	(0.2)	-	(5.7)	
Total expenses	4.3	12.5	1.1	-	17.9	
Operating profit (loss) before taxes	0.6	(0.2)	(*-)	-	0.4	
Provision for taxes on operating profit	0.2	(0.1)	_	_	0.1	
Net profit (loss)	0.4	(0.1)	(*-)	-	0.3	
Return on equity (percent net profit out of average capital)	6.1	(1.8)	(0.1)	-	4.2	

^{*} Amount lower than NIS 50 thousand.

Aminit Ltd. | 28 |

^{**} Reclassified.

⁽¹⁾ Results of other activities which are examined separately by Management and the Board of Directors in order to make decisions regarding resource allocation and evaluate the performance of such activities, but do not meet the definition of a reportable segment due to non-fulfillment of quantitative conditions.

Developments in Operating Segment Items

Profit and Profitability - Issuance Segment

The segment's net profit totaled NIS 1.0 million, compared with NIS 0.8 million in 2008, an increase of 25%.

Net return on average equity in the segment reached 4.3%, compared with 8.4% in 2008. The decrease in the rate of return resulted from an increase in the Company's equity capital at the end of 2008.

Developments in Income and Expenses

The segment's income totaled NIS 8.2 million, compared with NIS 8.9 million in 2008, a decrease of 8%.

Expenses, including receipts from banks, totaled NIS 6.9 million, compared with NIS 7.9 million in 2008, a decrease of 13%.

Operating expenses totaled NIS 3.2 million, compared with NIS 3.1 million in 2008, an increase of 3%.

Sales and marketing expenses totaled NIS 2.6 million, compared with NIS 4.7 million in 2008, a decrease of 45%, resulting from savings on advertising expenses.

General and administrative expenses totaled NIS 0.8 million, compared with NIS 0.7 million in 2008, an increase of 14%.

Net payments to (receipts from) banks: A total of NIS 0.3 million was paid to banks in 2009, compared with receipts from banks in the amount of NIS 0.6 million in 2008.

Operating profit before taxes totaled NIS 1.3 million, compared with NIS 1.0 million in 2008, an increase of 30%.

The rate of return of operating profit before taxes on average equity reached 5.6%, compared with 10.5% in 2008. The decrease in the rate of return resulted from an increase in the Company's equity capital at the end of 2008.

The provision for taxes on operating profit totaled NIS 0.3 million, compared with NIS 0.2 million in 2008.



Profit and Profitability – Acquiring Segment

The segment's net profit totaled NIS 0.1 million, compared with a loss in the amount of NIS 0.1 million in 2008.

Net return on average equity in the segment reached 0.4% in 2009.

Developments in Income and Expenses

The segment's income totaled NIS 78.8 million, compared with NIS 53.4 million in 2008, an increase of 48%, mainly resulting from an increase in the volume of transactions in credit cards acquired by the Company.

Operating income totaled NIS 76.6 million, compared with NIS 52.9 million in 2008, an increase of 45%.

Profit from financing activity before provision for doubtful debts totaled NIS 2.2 million, compared with NIS 0.5 million in 2008.

Expenses, including receipts from banks, totaled NIS 78.7 million, compared with NIS 53.6 million in 2008, an increase of 47%, resulting from an increase in the volume of the Company's activity.

Operating expenses, including interchange fees to other issuers, totaled NIS 68.6 million, compared with NIS 50.3 million in 2008, an increase of 36%. The increase resulted from the following factors:

- An increase in payments of interchange fees to other issuers, due to the increase in the volume of transactions in credit cards acquired by the Company and issued by foreign and local issuers.
- An increase in the volume of the Company's activity.

Sales and marketing expenses totaled NIS 3.0 million, compared with NIS 2.8 million in 2008, an increase of 7%.

General and administrative expenses totaled NIS 8.5 million, compared with NIS 5.7 million in 2008, an increase of 49%, resulting from an increase in the volume of the Company's activity.

Net receipts from banks totaled NIS 1.8 million in 2009, compared with NIS 5.3 million in 2008.

Operating profit before taxes totaled NIS 0.1 million, compared with an operating loss in the amount of NIS 0.2 million in 2008.

The rate of return of operating profit before taxes on average equity reached 0.4%.

Aminit Ltd. | 30 |

The provision for taxes on operating profit totaled less than NIS 50 thousand, compared with tax income in the amount of NIS 0.1 million in 2008.

Profit and Profitability – Travelers' Checks Segment

The segment's loss totaled less than NIS 50 thousand, compared with profit in an amount lower than NIS 50 thousand in 2008.

Developments in Income and Expenses

The segment's income totaled NIS 0.4 million, compared with NIS 0.7 million in 2008, a decrease of 43%.

The segment's expenses totaled NIS 0.4 million, compared with NIS 0.6 million in 2008, a decrease of 33%.

The decrease in income and expenses resulted from the fact that the Company ceased issuing travelers' checks on January 1, 2008. The Company continues to acquire travelers' checks issued before that date.

Intangible Assets

The Company holds a long-term license from the Visa Organization for the issuance and acquiring of Visa cards, and for the acquiring of Visa travelers' checks. In addition, as a member of the Visa Organization, the Company has a general right to use the brands owned by the Visa Organization.

In the course of its operations, the Company is subject to the provisions of the Protection of Privacy Law, 5741-1981 and the regulations enacted under that law, including the duty to register a database (as defined in the Protection of Privacy Law) in accordance with the requirements of the law and in accordance with its agreements.

Service Providers

As noted, under an arrangement between the Company and Isracard, Isracard administers and operates credit-card issuance and acquiring activity and travelers' checks activity on behalf of the Company. For further details, see "Contractual engagement between the Company and Isracard," above.



Automatic Bank Services Ltd. ("ABS") – ABS serves as a communications channel between merchants and acquirers. To the best of the Company's knowledge, ABS operates a system for collecting transactions executed using credit cards in Israel, collates information regarding transactions executed with the various merchants, sorts the transactions by the identity of the relevant acquirer with which the merchant has an agreement, and transmits electronic messages to the acquirers for approval of execution of the transaction. In addition, ABS operates transactions between credit-card companies on their behalf in connection with cross-transactions and acquiring transactions. The Company, like the other credit-card companies in Israel, is materially dependent upon the services provided by ABS. Failure to receive such services from ABS could cause significant damage to the Company's operations.

Beeri Printers – The Company, through Isracard, has contracted with Beeri Printers for the provision of production, printing, and binding services of the list of debits and credits sent by the Company to cardholders and merchants on a monthly basis. In the event of cancellation of the contractual engagement with Beeri Printers for an unforeseen reason, it would be difficult for the Company to obtain this service at the level currently provided. However, in the opinion of the Company, it would be possible to arrange to receive similar services from other companies.

Other Matters

The Company carries out daily backups of critical systems not processed by the central computer of the Company, saved at the backup site of Bank Hapoalim.

Further to a resolution of the Company in late 2008, an immediate backup site for these systems will be established at the backup site of Bank Hapoalim. This process will be completed during 2010, and is contingent upon an upgrade of the logistical maintenance at the backup site.

Until that date, the Company is prepared to set up an alternative infrastructure, in a gradual process over the course of three months from the occurrence of a catastrophic event, according to a hierarchy of criticalness of the systems in this environment.

Financing

The Company finances its operations mainly through its own means and through current credit from Isracard.

Among other matters, the directives of the Supervisor of Banks include restrictions affecting the ability of banking corporations in Israel to extend credit beyond certain volumes, including limitations

Aminit Ltd. | 32 |

referring to the total indebtedness of a "single borrower" or of a "group of borrowers" (as these terms are defined in the directives), and to the total indebtedness of the six largest borrowers of a banking corporation. The Company, as part of the Bank Hapoalim Group, may be limited from time to time in receiving credit from other banking corporations due to these directives. According to the Company's estimates as of the date of the report, it has no effective restriction in receiving credit under the aforesaid directives.

Taxation

Reduction of Tax Rates

On July 25, 2005, the Knesset approved the Income Tax Ordinance Amendment Law (No. 147), 5765-2005, which among other matters sets forth a gradual reduction of the corporation tax rate, to 25% from the tax year 2010 forward.

On July 14, 2009, the Knesset passed the Economic Efficiency Law (Legislative Amendments for the Implementation of the Economic Plan for 2009 and 2010), 5769-2009, which among other matters set forth an additional gradual reduction of the corporation tax rate, to 18% from the tax year 2016 forward.

In accordance with the aforesaid amendments, the corporation tax rates applicable from the tax year 2009 forward are as follows: 26% in the tax year 2009, 25% in the tax year 2010, 24% in the tax year 2011, 23% in the tax year 2012, 22% in the tax year 2013, 21% in the tax year 2014, 20% in the tax year 2015, and 18% from the tax year 2016 forward.

The implementation of these legislative amendments has no material impact on these financial statements. For details regarding the taxation status of the Company, see Note 26 to the financial statements.

Restrictions and Supervision of the Company's Operations

As a company engaged in issuing and acquiring charge cards, laws and directives related to its activity apply to the Company. The charge-card laws impose duties and restrictions on the operation of credit-card companies, including the Company, in the areas of the issuance and acquiring of charge cards. In addition, various directives issued by the Supervisor of Banks and applicable to credit-card companies apply to the Company, such as Proper Conduct of Banking Business Directive No. 470 (Charge Cards), which regularizes the operation of credit-card companies that are auxiliary banking corporations and of banking corporations with regard to the operation of charge-card systems. In addition, additional Proper Conduct of Banking Business Directives apply to the Company.

In addition, the Company is an "auxiliary corporation" under the Banking Law (Licensing). As a credit-card company and as an auxiliary corporation, a further system of rules, orders, and regulations applies to the Company, including: the Banking Law (Licensing); the Bank of Israel Law,



5714-1954; the Banking Ordinance; the Banking Law (Customer Service), 5741-1981 and the derived secondary legislation; and a system of directives, guidelines, and position statements of the Supervisor of Banks at the Bank of Israel.

The aforesaid laws and directives extensively affect the manner of management of the Company's business (similar to other credit-card companies), including its contractual engagements, its manner of conduct, and the management of its financial resources.

In addition to the laws relevant to the Company's activity as an auxiliary corporation and as a credit-card company, various items of legislation apply to the Company which regularize its routine operations, including the Restrictive Trade Practices Law, 5748-1988 (the "Restrictive Trade Practices Law"); the Interest Law, 5717-1957; the Agency Law, 5725-1965; the Control of Prices of Commodities and Services Law, 5718-1957; the Control of Commodities and Services Law, 5756-1996; and the Protection of Privacy Law, 5741-1981 and the subsequent regulations.

Antitrust Issues

Following talks held between the Company, Isracard Ltd., which provides operational services to the Company, and the credit-card companies Leumi Card and CAL (the four companies jointly, hereinafter: the "Credit-Card Companies"), and the Antitrust Commissioner (hereinafter: the "Commissioner"), the Credit-Card Companies reached an arrangement among themselves (hereinafter: the "Arrangement"), with the Commissioner's support, under which the Credit-Card Companies will enter into a detailed Domestic Agreement among themselves regarding full local acquiring in Israel, including the operation of an appropriate technical interface (hereinafter: the "Technical Interface"), of transactions in Visa and MasterCard credit cards. This Arrangement also includes matters that require approval of a restrictive arrangement from the Antitrust Tribunal.

The Credit-Card Companies, together with the banks that control each of them – respectively, Bank Hapoalim, Bank Leumi LeIsrael B.M., Israel Discount Bank Ltd., and First International Bank of Israel Ltd. – filed a request to approve a restrictive arrangement with the Tribunal on October 30, 2006, under the terms formulated and agreed upon with the Antitrust Commissioner. According to its terms, the Arrangement will be in effect from the date of its approval by the Tribunal, and will expire on July 1, 2013. Objections to the aforesaid request have been submitted. The Tribunal has granted a temporary permit for the Arrangement, in effect until June 30, 2010.

The terms of the Arrangement include, *inter alia*: the establishment of interchange-fee rates (the fee paid by acquirers of credit-card transactions to the issuers of the credit cards), which gradually decrease during the term of the Arrangement; commitment by the parties to petition the Tribunal for approval of an interchange fee for the period following the end of the Arrangement, should the parties wish to continue cross-acquiring; the obligation of the Company, under certain conditions, to set identical fees for the same merchant for acquiring transactions in Isracard and MasterCard cards; and various rules of conduct to apply to the Credit-Card Companies in their agreements with merchants to enter into acquiring arrangements with them, including a prohibition on ligation of different cards and various prohibitions on discrimination; and in addition, a commitment by the banks listed above to apply the aforesaid rules of conduct to themselves as well, and to undertake

Aminit Ltd. | 34 |

rules of conduct in their relationships with credit-card holders and with merchants that accept credit cards, essentially prohibitions on discrimination, ligation, or influence in manners prohibited in the Arrangement with regard to transferring to a particular credit card or acquiring with any of the Credit-Card Companies.

On November 11, 2007, in the discussion of the petition to approve a restrictive arrangement, the Tribunal ruled that before it gave a verdict on the petition, an expert would be appointed to establish the components included in the principles set forth with regard to the calculation of interchange fees by the Tribunal in a different proceeding between some of the Credit-Card Companies, to which the Company was not a party. An expert was subsequently appointed; the expert submitted his interim report to the Tribunal in January 2009. The expert was to have continued to formulate his final opinion, but before he had completed the preparation of the final opinion, the Commissioner gave notice that due to an appointment undertaken by the expert, he would be barred from completing the opinion.

The Company cannot estimate whether or when the request for permanent approval of the Arrangement will be granted.

In May 2007, the Company signed a domestic agreement regularizing the interaction between acquirers and issuers for the purposes of acquiring in Israel of Visa and MasterCard cards, under temporary interchange-fee terms, as approved by the Antitrust Tribunal for other acquirers, and a permanent interchange fee, to be approved, for the acquiring of the aforesaid cards.

In June 2007, the Credit-Card Companies began direct acquiring in Israel through the Technical Interface of transactions executed using MasterCard and Visa credit cards, according to the credit cards handled by each company.

Additional Regulation

- 1. In April 2009, a private bill was submitted to Knesset concerning the separation of ownership of credit-card companies from banks. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation, and if so, the implications of such legislation for the Company, if any.
- 2. A private bill was submitted to Knesset in April 2009, and a government bill was passed in the first reading in January 2010, both concerning the postponement of debits for cardholders who enter into ongoing transactions for medical services or emergency medicine. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation. If the bill results in legislation, it will have an impact on the Company, but the Company estimates that its extent is immaterial.
- 3. A private bill was submitted to Knesset in May 2009 concerning the right of a credit-card holder to instruct the credit-card company to cease debits due to a flaw in the basic transaction between the cardholder and the merchant with which the transaction was executed. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation. If the bill



results in legislation, it will have an impact on the Company, but at this stage the Company cannot estimate the extent of this impact.

- 4. A private bill was submitted to Knesset in May 2009 concerning the duty to note approvals and material terms of uniform contracts. The bill gained preliminary approval on July 8, 2009 and was transferred to the Constitution, Law, and Justice Committee to be prepared for a first reading. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation. If the bill results in legislation, it will have an impact on the Company, but the Company estimates that its extent is immaterial.
- 5. A private bill was submitted to Knesset in May 2009, according to which setting a minimum rate for linkage constitutes a depriving condition in a uniform contract. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation, and if so, its implications for the Company, if any.
- 6. A private bill was submitted to Knesset in February 2010 according to which credit-card companies must note extensive details of merchants in their reports to cardholders. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation, and if so, its implications for the Company, if any.
- 7. Measurement and Disclosure of Impaired Debts, Credit Risk, and Provision for Credit Losses

In December 2007, the Supervisor of Banks issued a circular on the subject of "Measurement and Disclosure of Impaired Debts, Credit Risk, and Provision for Credit Losses" (the "Circular" or the "Directive"). The original directive is based on American accounting standards (mainly FAS 5 and FAS 114) and on the related regulatory directives of banking supervision agencies and of the Securities and Exchange Commission in the United States, among other sources. The guiding principles of the Circular represent a substantial change relative to the current directives on the classification of problematic debts and the measurement of provisions for credit losses in respect of such debts. A circular amending the original Circular of December 2007 was issued on February 21, 2010, along with other directives, which among other matters postpones the initial implementation date to January 1, 2011. For further details, see Note 2V(4) to the Annual Financial Statements.

Aminit Ltd. | 36 |

Legal Proceedings

Several legal claims have been filed against the Company, arising from the ordinary course of its business, in immaterial amounts. Based on the opinion of its legal advisors, the Company estimates that the probability of acceptance of the claimants' arguments is low; therefore, no provision was made in respect of these claims.

Contingent Liabilities

Indemnification of directors: The Company has undertaken a commitment to indemnify directors of the Company. The amount of the indemnification to be provided by the Company under this commitment to all directors of the Company in aggregate in respect of one or more indemnity events shall not exceed 50% of its shareholders' equity, according to its financial statements published most recently at the date of the actual indemnification.

Objectives and Business Strategy

The Company's key objectives and strategies are the following:

- Improving the level of revenues and profitability.
- 2. Expansion of the distribution and sales-promotion base.
- 3. Extending collaborations with merchants.
- 4. Ongoing improvement in the quality of service.
- 5. Targeted actions to create customer preference for the credit cards issued by the Company.
- 6. Expansion in the area of credit and financing for merchants.

Risk Management Policy

The Company's activity involves various financial risks: credit risks, which represent the risk that a client or merchant will default on scheduled payments as defined in the agreement with the borrower; market risks deriving from exposure to changes in exchange rates and inflation; and liquidity risks. In addition, the Company is exposed to operational risks, which refer to losses arising from faulty processes, human actions, system failures, and external events.

Risks are managed pursuant to Proper Conduct of Banking Business Directive No. 339 and in compliance with the Basel II directives.



According to a decision of Management, each member of Management manages operational risk in the area of activity for which he or she is responsible. In addition, the Head of Finance and Administration is responsible for market and liquidity risks, and the Head of Credit and Financial Services is responsible for credit risks. In August 2009, the Company appointed a Head of Risk Management, with the status of a member of Management. In addition, the organizational structure of the risk management function was updated in the format outlined by the Bank of Israel. In order to manage and minimize risks, the Company makes use of supporting computerized systems, among other means. For further details, see the section on Basel II.

Operational Risks

The Company has established a policy for the management of operational risks, as required by the Bank of Israel.

Within operational risk management, the organizational structure supporting the management of operational risks has been defined, including the roles of the Board of Directors and the Management Committee on Risk Management headed by the CEO. In addition, the Subcommittee on Operational Risk Management has been established, headed by the Chief Risk Controller; members of the committee include controllers from all departments of the Company and other officers such as the Compliance Officer, the officer responsible for money-laundering prevention, and the Head of Data Security.

As part of the management and control of operational risks, and as part of the compliance with the Basel II directives in this area, the following steps have been taken:

- Operational risks identified in new processes and products.
- Appropriate controls established.
- Operational risk management and control system updated routinely.
- Business continuity plan and emergency preparedness plan established.
- All emergency procedures at the Company updated.

Market and Liquidity Risks

1. Market Risk Exposure and Management

The business activity of the Company is exposed to market risks arising from volatility in exchange rates, the consumer price index, and prices of securities.

Aminit Ltd. | 38 |

The Company does not actively create exposure to market risks. Ongoing management of these risks is therefore aimed at monitoring of the risks in relation to the policies established by the Company.

The Company's market risk management policy for 2009 was adjusted to the Basel II directives and approved by the Board of Directors of the Company. This policy includes limitations on financial exposures. The limitations are aimed at reducing the damage that may be caused by changes in the various markets of foreign currency and the CPI.

Market risks at the Company are managed by the Head of Finance and Administration. The formulation of risk management policy, exposure management, and reporting are under the responsibility of the Finance and Administration Division at the Company.

In order to implement the requirements of its market risk management policy, Isracard, which as noted above, administers and operates the activity of the Company, has purchased an asset and liability management system, which is currently in the final stages of implementation at the Finance and Administration Division.

A. Currency exposure (including CPI)

Exposure to currencies and to the consumer price index is expressed as the loss that may occur as a result of the effect of changes in currency exchange rates (US dollar and euro) and in rates of the consumer price index on the difference between the value of assets and liabilities.

The Company applies a comprehensive policy for the management of market risk in Israeli and foreign currency, designed to support the achievement of business objectives while assessing and limiting the losses that may arise from exposure to market risks. For further details, see the section "Credit Risk Minimization (CRM) – Hedging of External Exposures."

B. Interest-rate exposure

Exposure to changes in the interest rate arises from the gap between maturity dates and dates of interest changes of assets and liabilities in each of the linkage segments. For the purposes of interest rate risk management, gaps between assets and liabilities in future periods are examined, and comparisons of terms to maturity of assets, liabilities, and capital in the shekel segment are performed.

Interest-rate exposure exists in the shekel segment, but the Company believes that its exposure to changes in interest rates is immaterial.



Fair value of financial instruments of the Company, excluding non-monetary items

	December 31, 2009 In NIS millions					
	Israeli currency		Foreign currency			
	Unlinked	CPI-linked	USD	Other	Total	
Financial assets	620.2	4.1	20.5	1.5	646.3	
Financial liabilities	594.7	7.8	20.2	0.6	623.3	
Net fair value of financial instruments	25.5	(3.7)	0.3	0.9	23.0	

C. Liquidity risk

Liquidity is defined as the ability of a corporation to finance an increase in assets and settle its liabilities. The ability to withstand liquidity risk involves uncertainty with regard to the possibility of raising resources and/or realizing assets, unexpectedly and within a short timeframe, without incurring material losses.

The Company applies a comprehensive policy for the management of liquidity risk in Israeli and foreign currency, designed to support the achievement of business objectives while assessing and limiting losses that may arise from exposure to liquidity risks.

This policy is attained by conducting ongoing monitoring of the liquidity position of the Company. Isracard, which as noted above, administers and operates the activity of the Company, is in the process of implementing a computerized system for the administration of monitoring of the liquid means under its ownership and the liquidity risk to which it is exposed at any time.

The liquidity position of the Company is examined by measuring the liquidity gap between total liquid assets and total liquid liabilities, primarily in the short term, and the existence of the means to bridge this gap, mainly through loans from Isracard.

During the period, the Company usually invested its disposable capital in deposits with banks in shekels and in marketable bonds of the Israeli government.

D. Exposure to prices of securities

The Company's policy states that no activity for the purpose of trading in securities shall be conducted.

Aminit Ltd. | 40 |

E. Derivative financial instruments

The only activity in derivative financial instruments permitted to the Company is for the purposes of hedging. The Company's policy states that no activity for the purpose of trading in derivative financial instruments shall be conducted.

2. Policy Execution and Control of Market-Risk Management

The Company's existing exposure to market risks, as described in Section 1 above, is immaterial, and no significant changes are expected in the manner of management of risks as a result of these preparations.

Credit Risks

Credit risk is the possibility that borrowers or counterparties may default on their obligations under the agreed terms.

The Company's credit policy for 2009 was approved by the Board of Directors of the Company.

The credit policy addresses principles for granting credit, the type of exposure in each segment of activity, quantitative and qualitative exposure limitations, credit concentration, pricing and collateral, handling customers experiencing difficulties, and the hierarchy of credit authorizations.

The credit-management system relies on the delegation of credit authority at different levels. The overall responsibility for direct handling of customers rests with several authorized parties, leading to improved capability to manage credit risks and monitor and control the credit-granting process. The Company routinely monitors and tracks borrowers through tracking reports generated at various cross-sections and frequencies.

The Company regularly invests resources in training employees responsible for making decisions and assessing risks in the area of credit, and in improving the computerized control tools and information systems available to them.

The Company also carries out routine control of internal and regulatory limitations on the level of indebtedness of a single borrower and of a group of borrowers, in accordance with the requirements of Proper Conduct of Banking Business Directive 313 of the Bank of Israel.

The Company's credit-risk management is based on several statistical models, which are used to establish a score for each customer or merchant. This score is used to support decisions regarding the type of credit, volume of credit, and interest rate set for the customer or merchant. The models are tested periodically for quality and calibration and are established in accordance with regulatory requirements.



Credit Control Unit

The Company receives services for the purposes of credit control from Isracard, under the responsibility of the Head of Credit and Financial Services.

Provision for Doubtful Debts

The provision for doubtful debts includes a specific provision. The specific provision reflects the loss inherent in debts created, the collection of which is in doubt. In determining the amount of the provision, the Company relies, among other factors, on information available to it regarding debtors' financial position and volume of activity, an evaluation of collateral received from them, and past experience. The Company is also preparing for the implementation of the Public Reporting Directives on the subject of the measurement and disclosure of impaired debts, credit risk, and provision for credit losses.

Credit Exposure to Foreign Financial Institutions

The Company has immaterial exposure to the international organization Visa Inc. in respect of balances of volumes of transactions executed by tourists in Israel, less balances of volumes of transactions executed by Israelis abroad in respect of which the Company has not yet been credited by the international organization.

Capital Adequacy

The Company assesses its capital adequacy routinely. Starting with the financial statements as of December 31, 2009, the Company also presents the standard approach to the calculation of capital adequacy, in accordance with the Basel II directives.

The capital adequacy in the financial statements is presented in accordance with Directive 311, Minimum Capital Ratio, of the Proper Conduct of Banking Business Directives and in accordance with the Basel II directives.

The assessment is performed by a summation of capital and sorting of assets by risk rates (each directive contains different definitions for asset weighting) and market-risk evaluations, with the addition of operational risk, in a calculation referring to the capital adequacy ratio under the Basel II directives only. Capital adequacy is determined by calculating the rate of capital out of total assets, weighted by the risk rate, as noted above, plus the market risk and the operational risk (in the calculation according to Basel II only).

Aminit Ltd. | 42 |

Basel II

The Basel II guidelines were published in July 2006 by the Basel Committee. The objectives of these guidelines are, among other things, to define capital-adequacy requirements in relation to the level of the various risks at the company; to establish a system of risk management and control; and to expand disclosure requirements, in order to help bring regulatory capital closer to the economic capital necessary in order to absorb losses and ensure the robustness and resilience of the corporation.

Towards that end, the Bank of Israel issued a directive according to which banking corporations are required to implement the Basel II recommendations for the first time in 2009. In August 2007, the Bank of Israel applied the Basel II directives to credit-card companies as well, for the first time. During 2008, the Bank of Israel issued more detailed directives with regard to the implementation of the first two pillars of Basel II.

The Basel II recommendations consist of three pillars:

- Pillar I: Minimum capital adequacy, with reference to levels of credit risks, market risks, and operational risks.
- Pillar II: Establishment of a system for management and control of the various risks, including supporting systems, risk management policy documents, and internal assessment of capital adequacy against the aggregate risks involved in the activity of the corporation.
- Pillar III: Disclosure requirements under the Basel II directives.

In the first stage, a quantitative survey was performed to assess the capital allocation required in order to implement the recommendations under various assumptions (QIS5), and a qualitative gap survey was performed for the implementation of Pillars I and II of the recommendations. As of December 2009, the Company has implemented the Basel II directives, as established by the Supervisor of Banks in the circulars and implementation guidelines. The Company has adopted the standard approach to the management and control of the various risks.

During 2009, current calculations were performed for Pillar I in the format of Basel II, and reported to the Bank of Israel. The calculations as of December 31, 2009 are attached to these financial statements. In addition, steps are being taken to comply with the reporting terms according to Pillar II. For disclosures under Pillar III, see the section on Basel II, Pillar III, below.

Prevention of Money Laundering and Terrorism Financing

The legislation applicable to credit-card companies in Israel with regard to the prohibition of money laundering and terrorism financing is the following:

- The Money Laundering Prohibition Law, 5760-2000.
- The Money Laundering Prohibition Order (Identification, Reporting, and Record-Keeping Duties of Banking Corporations for the Prevention of Money Laundering and Terrorism Financing), 5761-2001.



 Proper Conduct of Banking Business No. 411 of the Bank of Israel, Prevention of Money Laundering and Terrorism Financing and Identification of Customers (this directive has recently been updated).

During 2009, the Company expanded the means used in the past in order to improve the efficiency of the Company's actions as required by law.

In the area of merchants, in the first quarter the Company continued to work to complete the process of receiving information and documents required under the Money Laundering Prohibition Order from merchants whose accounts were opened prior to the inception of the Order. Activity with merchants who did not complete this process by March 12, 2009, as required by the Order, was blocked, and funds owed to these merchants are detained at the Company until completion of this process.

The Company expanded its activity in the area of control with regard to customers and merchants defined as high risk.

The Company routinely operates controls to ensure that it has all of the information and documents required by law, and acts to eliminate any localized gaps discovered.

The training system has been expanded and improved, and employees of the Company are required to maintain current knowledge in this area through a computerized tutorial. In addition, specific training sessions were held for the marketing and commercial departments.

The reporting system, which is the basis for reports to the Israel Money Laundering Prohibition Authority, has been expanded, and new reports have been defined on the system for alerts of unusual transactions.

The Company's procedures were updated and expanded in order to fully cover all topics in accordance with legal requirements.

Routine reports were submitted to the Israel Money Laundering Prohibition Authority regarding ordinary transactions (pursuant to the directives of the Order) and unusual transactions.

Significant Accounting Policies

The financial statements of the Company are prepared in accordance with generally accepted accounting principles and in accordance with the directives of the Supervisor of Banks, the main points of which are described in Note 2 to the Financial Statements, in the section concerning the implementation of accounting principles. When preparing the financial statements, the Management of the Company uses assumptions, estimates, and evaluations that affect the reported amounts of assets and liabilities (including contingent liabilities), and the results reported by the Company.

Aminit Ltd. | 44 |

Some of these estimates and evaluations involve uncertainty, and may be affected by possible future changes.

The Management of the Company is of the opinion that the estimates and evaluations applied during the preparation of the financial statements are fair, and were made to the best of its knowledge and professional judgment, as of the date of preparation of the financial statements.

The following is the main area in which estimates and evaluations were used, and which accordingly is considered by the Company to be a critical accounting matter:

Provision for doubtful debts – the financial statements include specific provisions for doubtful debts. The specific provisions fairly reflect, according to the assessment by Management, the loss inherent in debts whose collection is in doubt. In determining the fairness of the provision, Management relies, among other factors, on a risk assessment based on the information available to it with regard to debtors' financial condition and volume of activity, an evaluation of the collateral received from debtors, and past experience.

Discussion of Risk Factors

The main risk factors to which the Company is exposed have been mapped. This mapping and the assessment of the risks and of the effects thereof are subjective estimates by the Management of the Company.

Risk factor Brief description		Brief description	Effect
1.	Overall effect of credit risks	Risk arising from borrowers' failure to fulfill their obligations to the Company. The credit portfolio is a significant component of the Company's asset portfolio; therefore, deterioration in the stability of the various borrowers may have an adverse effect on the Company's asset value and profitability. To minimize this risk, the Company has a defined credit policy and exposure limitations with regard to borrowers/sectors in the various segments of activity, by risk level.	Minor
1.1.	Risk in respect of the quality of borrowers and collateral	Deterioration in the quality of borrowers and in the value of collateral provided to the Company to secure credit may have an adverse effect on the probability of collecting the credit. The Company has a credit policy and exposure limitations with regard to different types of borrowers in the various segments of activity and products, and a process is in place for the control of compliance with these limitations.	Minor



Risk	factor	Brief description	Effect	
1.2.	Risk in respect of sectoral concentration	Risk arising from a high volume of credit granted to borrowers belonging to a particular sector of the economy. Deterioration in business activity in such an economic sector may lead to damage to repayment capability and to the value of collateral provided by some borrowers belonging to the sector.	Minor	
1.3.	Risk in respect of concentration of borrowers/ borrower groups	Present or future risk arising from deterioration in the condition of a large borrower or group of borrowers relative to the credit portfolio, which may cause an adverse effect on the probability of collecting the credit. The Bank of Israel has set limitations on the maximum exposure to borrowers and groups of borrowers, and control of compliance with these limitations is carried out routinely.	Minor	
2.	Effect of market risks: interest rate / inflation / exchange rate risks	Present or future risk to the Company's income and capital arising from changes in interest rates, currency exposures, and exceptional changes in the consumer price index. Such changes may cause the Company to suffer losses and/or a reduction in income.	Minor	
3.	Liquidity risk	Present or future risk to the Company's income and capital arising from an inability to supply its liquidity needs. In exceptional demand and supply situations in the financial markets, unplanned costs may be incurred in raising resources. The Company has taken action to diversify its liquidity sources.	Minor	

Aminit Ltd. | 46 |

Ris	k factor	Brief description	Effect
4.	Operational risk	Present or future risk to the Company's income and capital that may arise from failed or faulty internal processes, human actions, system malfunctions, or external events. This includes the risk of embezzlement and fraud as well as legal risk, but does not include strategic risk and risk to reputation. Failures related to one of the aforesaid factors may cause possible damage to profitability. The Company has an operational risk management policy, and operates units, procedures, and systems in the areas of human resources, information security, security, process control, survivability and recovery, and more.	Minor
5.	Legal risk	Present or future risk to the Company's income and capital resulting from unexpected events such as legal claims, including class-action suits, inability to enforce contracts, or rulings against the Company, which may cause damage to the Company's profitability. The Company is aided by a system of legal counsel.	Minor
6.	Reputation risk	Damage to the Company's reputation as a stable, credible credit-card company in the eyes of customers, business partners, and regulatory agencies may lead to the transfer of customers' activity to other companies, causing damage to the Company's activity and profitability.	Minor
7.	Competition	The credit-card industry in Israel is characterized by a high level of competition, both in the area of bank cards and in the area of non-bank cards, as reflected, among other things, in the loss of customers or reduction of customers' activity volumes, including the termination of the contractual engagement with one of the Banks Under Arrangement, and entails extensive, constant investments in customer recruitment and retention (cardholders and merchants). The operation of the Technical Interface led to an increase in competition in the acquiring segment, as it allows merchants to switch acquirers in the MasterCard and Visa brands at their discretion.	Medium



Risk	factor	Brief description	Effect
8.	Regulation and legislation	Present or future risk to the Company's income and capital arising from legislation and/or directives of various regulatory agencies that cause changes to the Company's business environment. Such changes may occasionally influence the Company's activity, income, and ability to offer certain services, and/or may obligate the Company to carry out technological and other investments at considerable cost, while disrupting schedules for development of other planned services. Also see the section "Restrictions and Supervision of the Company's Operations," above.	Major
9.	Condition of the Israeli and global economy	A possible slowdown in the local and global economic and financial markets may damage the standard of living, households' income, the condition of some businesses, the level of economic activity, and the unemployment rate. An economic slowdown or recession may cause a decrease in private consumption and in merchants' volume of activity, and may have an adverse impact on the Company's activity and business results.	Medium
10.	Political / security risk	Deterioration in the political and security situation in Israel may, among other effects, cause a slowdown in economic activity, affect the level of private consumption (the quantity of products and/or services purchased, and/or revenues), and exert an adverse impact on the Company's activity and results.	Medium
11.	Cessation of operation of a bank in Israel	The cessation of operation of a bank in Israel, in particular one of the Banks Under Arrangement, including due to collapse as a result of insolvency, could lead to a situation in which that bank is unable to meet its obligations under its agreements with the Company, and may lead to a situation in which the Company is unable to fully or partially collect debits owed to it by customers of the relevant bank.	Major

Aminit Ltd. | 48 |

Risk	factor	Brief description	Effect
12.	Cessation of operation of an international credit-card organization	The cessation of operation of the Visa organization may materially impair the Company's operations and financial results. In addition, collapse or insolvency of the Company and/or of Bank Hapoalim could lead to a situation in which the Company is obliged to bear debts, damages, and liabilities in amounts that may be material, leading to damage to its financial results.	Major
13.	Technological changes	Technological changes leading to material developments in the areas of issuance and/or acquiring, or the development of new products in these areas, may change the Company's business model and exert an adverse effect on its business results. Failure to keep up with the pace of technological changes could reduce the use of the Company's credit cards and lead to damage to its income.	Minor
14.	Dependence on a material supplier	The Company, like the other credit-card companies in Israel, is materially dependent on ABS, which operates a system for the collection of transactions executed in credit cards in Israel for these companies, operates the local interface, and operates the Inter-Bank Settlement Center (Masav).	Major
15.	Dependence on Isracard	The Company is materially dependent on Isracard, which manages and operates credit-card issuance and acquiring activity on behalf of the Company, in accordance with the arrangement between the parties. The Company does not possess systems for the operation of credit-card issuance and acquiring activities. Termination of the contractual engagement with Isracard would require the Company to contract with another entity for the provision of services, or to perform material monetary investments in the acquisition and development of operational systems.	Major



Disclosure Regarding the Internal Auditor

The Company receives internal audit services from Bank Hapoalim B.M. (hereinafter: "the Bank").

Mrs. Orit Lerer resigned her appointment as Chief Internal Auditor of the Company on January 1, 2010, due to her appointment to the position of the head of an area on the Board of Management of Bank Hapoalim. She was replaced by Mr. Jacob Orbach, who has served as Chief Internal Auditor of the Company as of January 1, 2010.

The appointment of the Internal Auditor was approved by the Board of Directors of the Bank on December 29, 2009, following the recommendation and approval of the Audit Committee of the Bank, of December 29, 2009.

The following report refers to the term of service of Mrs. Orit Lerer as the Internal Auditor of the Company.

Mrs. Lerer has worked at the Bank since 1977, and is employed there full-time. She holds a B.A. degree in Economics from Tel Aviv University and has experience in the areas of banking and auditing. Mrs. Lerer meets the conditions stipulated in Section 3(A) of the Internal Audit Law.

Mrs. Lerer is not an interested party of the Company or its subsidiaries, and holds no other office in addition to her position as Chief Internal Auditor of the Bank and Internal Auditor of some of the subsidiaries in the Group, including the Company, as required under Section 146(B) of the Companies Law and Section 8 of the Internal Audit Law.

Internal audit employees comply with the directives of Section 8 of the Banking Rules (Internal Audit), 5753-1992.

The Internal Auditor reported the findings of audit reports to the Chairman of the Board of Directors, the Chairman of the Audit Committee of the Board of Directors, and the CEO of the Company.

Mrs. Lerer was not remunerated by the Company. Auditing is supplied through outsourcing, and the Company pays for the internal auditing services based on the number of work days of the auditors. In the opinion of the Board of Directors, the aforesaid payments are not such that would affect the professional judgment of the Internal Auditor.

Approximately 3 auditor positions were invested at the Company in 2009. The volume of manpower in internal auditing is determined according to a multi-year work plan, which is based on a risk survey.

Internal auditing operates in accordance with an annual work plan and a three-year long-term work plan. The work plan for 2009 was derived from the multi-year work plan, which is based on the following, among other things: risk assessment at audited units; audit rounds; and findings discovered in previous audits.

Aminit Ltd. | 50 |

The audit work plan was formulated by Internal Audit and submitted to the Audit Committee for discussion, then discussed and approved by the Board of Directors, taking note of the Audit Committee's recommendations.

The Internal Auditor has the discretion to diverge from the work plan in response to changing, unexpected needs. The work plan includes resource allocation for audits of special events and unplanned audits, including audits by demand of authorized parties, such as the Board of Directors, the Audit Committee, parties in the management of the Company, or regulators. Material changes to the work plan are brought before the Audit Committee and the Board of Directors for approval.

Internal auditing operates under laws, regulations, directives and guidelines of the Supervisor of Banks, professional standards, professional guidelines of the Institute of Internal Auditors in Israel, and guidelines of the Board of Directors' Audit Committee and of the Board of Directors.

Having examined the internal audit work plan and the actual execution of said plan, the Board of Directors and the Audit Committee believe that internal auditing at the Company complies with the requirements established in the professional standards and in the directives of the Supervisor of Banks.

Internal auditing is performed by auditors who are employees of the Bank. Internal Audit has unrestricted access to all information at the Company, including constant unmediated access to the Company's information systems, including financial data, as necessary to perform its duties.

Internal audit reports, including periodic summaries, are submitted in writing. Upon publication, audit reports are presented to the Chairman of the Board of Directors, the CEO of the Company, the Chairman of the Audit Committee, and the members of the Audit Committee. Audit reports are discussed by the Audit Committee.

In the opinion of the Board of Directors and of the Audit Committee, the volume, nature, continuity of activity, and work plan of internal auditing are reasonable under the circumstances, and are sufficient to realize the Company's internal audit objectives.

A summary of internal audit activity for 2008 was submitted to the Audit Committee on April 6, 2009 and discussed by the committee on June 25, 2009. A summary of audit activity for 2009 is expected to be submitted during the first quarter of 2010.

Disclosure Regarding the Procedure for Approval of the Financial Statements

The Board of Directors of the Company is the organ charged with overarching control at the Company. As part of the procedure for approval of the Company's financial statements by the Board of Directors, a draft of the financial statements and a draft of the Board of Directors' report are delivered for perusal by the members of the Board of Directors several days prior to the meeting scheduled for the approval of the reports. The CEO of the Company reviews the ongoing activity of the Company and the effect of this activity on its results, and highlights material issues for the members of the Board of Directors.



During the meeting of the Board of Directors in which the financial statements are discussed and approved, the Head of Finance and Administration reviews main items in the financial statements, material issues in financial reporting, material evaluations and critical estimates implemented in the financial statements, the plausibility of the data, including an analysis of the results in relation to the results of the corresponding period in the previous year and in relation to the budget, and material changes in the accounting principles applied.

This meeting is attended by representatives of the Company's external auditors, who add their comments and insights with regard to the financial statements and with regard to any clarification required by the members of the Board of Directors.

Any significant flaws discovered in the establishment or operation of the internal control of financial reporting are also presented to the Audit Committee and to the Board of Directors.

The reports are signed by the Chairman of the Board, the CEO of the Company, and the Chief Accountant.

The Board of Directors

In 2009, the Board of Directors of the Company continued to set forth the Company's policy and the guiding principles for its activity and establish directives on various matters.

7 meetings of the Board of Directors and 11 meetings of the Audit Committee were held in 2009.

Directors with Accounting and Financial Expertise

Pursuant to the Public Reporting Directives of the Supervisor of Banks, the Company must specify the minimum number of directors with "accounting and financial expertise" which it has determined should serve on the Board of Directors and the Audit Committee. The Board of Directors of the Company has determined that the appropriate minimum number of directors with accounting and financial expertise on the Board of Directors and the Audit Committee is one.

Note that at the reporting date, the number of directors with accounting and financial expertise, according to their education, qualifications, and experience, is four.

Aminit Ltd. | 52 |

Members of the Board

Irit Izakson

Acting Chairperson of the Company as of October 1, 2008.

Also serves as Acting Chairperson of Isracard, Europay, and Poalim Express.

Member of the Board of Directors of Bank Hapoalim as of December 27, 1999.

Chairperson of the following Board Committees at Bank Hapoalim: the Balance Sheet Committee, and the Risk Management and Control and Basel II Implementation Committee.

Member of the following Board Committees at Bank Hapoalim: the Credit Committee, the Expense Control and Streamlining Committee, and the New Products Committee.

Also a member of the board of directors of the following companies: Arison Holdings (1998) Ltd., Arison Investments Ltd., Housing and Construction Holdings Ltd., and I.D.B. Development Ltd.

Member of the Board of Trustees of Ben-Gurion University and of the Van Leer Jerusalem Institute.

In the last five years, or during part of that period, served as a director at the following companies: Israel Corp. Ltd., Israel Chemicals Ltd., Dead Sea Bromine Company Ltd., Bromine Compounds Ltd., Koor Industries Ltd., Meshulem Levinstein Ltd., Eurocom Communications Ltd., and Nisko Industries Ltd. (external director), and as a member of the Public Council of the Drug Fund established by the Israel Corp. Ltd. Group; however, she no longer serves at these companies.

MSc. in Operational Research, School of Business Administration, Tel Aviv University.

B.A. in Economics, Tel Aviv University.

Director with accounting and financial expertise.

To the best of the knowledge of the Company and of Ms. I. Izakson, she is not a family member of another interested party of the corporation.

Avi Idelson

Senior human resources consultant for mergers and acquisitions and global systems, and a director of companies.

Member of the Board of Directors of the Company as of January 31, 2010.

External director of the Company under Proper Conduct of Banking Business Directive No. 301 of the Supervisor of Banks.

Also a member of the board of directors of the following companies: Isracard, Europay, Poalim Express, and Mehadrin Ltd.



Member of the IT Committee of the Board of Directors of Isracard.

In the last five years or during part of that period, served as head of human resources and special consultant at the BSG Investments Group; member of the governing board of the Bank of Israel and head of human resources and administration; and a consultant to companies in the area of human resources for mergers and acquisitions and global systems.

Previously served as VP of human resources at Amdocs, and served in a series of positions at Bank Hapoalim B.M.: head of the Planning Research and Development Department; head of the Human Resources Management Department; and various positions in the areas of training, operations, and human resources.

B.A. in Sociology and Education Administration, Tel Aviv University.

M.A. studies in the Department of Labor Studies at Tel Aviv University, specialized in human resources management and organizational development (did not receive a degree due to non-completion of thesis).

Courses in banking at Bank Hapoalim.

Various courses and seminars in the areas of option plans, mergers and acquisitions, integration processes, and strategy, at E&Y, Mercer, and Harvard University.

To the best of the knowledge of the Company and of Mr. A. Idelson, he is not a family member of another interested party of the corporation.

Amiel Gurt

Retiree and attorney in independent practice.

Member of the Board of Directors of the Company as of July 28, 1981.

Employed as an attorney at Bank Hapoalim B.M. until December 31, 2004.

Member of the Administrative Board of the Israel – Australia, New Zealand, and Oceania Chamber of Commerce.

Member of the Administrative Board of the Gurt Foundation.

LL.M., Hebrew University of Jerusalem.

To the best of the knowledge of the Company and of Mr. A. Gurt, he is not a family member of another interested party of the corporation.

Jacky Wakim

Member of the Board of Directors of the Company as of March 12, 2009.

External director of the Company under Proper Conduct of Banking Business Directive No. 301 of the Supervisor of Banks.

Member of the Audit Committee of the Board of Directors of the Company.

Aminit Ltd. | 54 |

Also a member of the board of directors of the following companies: Mifal Hapayis, Local Government Economic Services Insurance Agency (1992) Ltd., Local Government Economic Services Ltd., Europay, and Poalim Express Ltd. Member of the Advisory Council to the Bank of Israel.

Also a member of the audit committee and IT committee of the board of directors of Isracard, and a member of the audit committee of the board of directors of Europay and Poalim Express.

In the last five years or during part of that period, served as a director at MTM – Scientific Industries Center Haifa Ltd.; however, he no longer serves there.

M.B.A., Thames Valley University.

B.A. in Economics and Accounting, Haifa University.

L.L.B., Ono Academic College.

C.P.A.

Director with accounting and financial expertise.

To the best of the knowledge of the Company and of Mr. J. Wakim, he is not a family member of another interested party of the corporation.

Eldad Kahana

Attorney, Head of Central Legal Counsel, Bank Hapoalim B.M.

Member of the Board of Directors of the Company as of November 15, 2006.

Member of the Audit Committee of the Board of Directors of the Company.

Also a member of the board of directors of Isracard and Europay, and of the audit committees of these companies.

L.L.B., Hebrew University of Jerusalem.

To the best of the knowledge of the Company and of Mr. E. Kahana, he is not a family member of another interested party of the corporation.

Shmuel Lachman

Member of the Board of Directors of the Company as of May 21, 2009.

External director of the Company under Proper Conduct of Banking Business Directive No. 301 of the Supervisor of Banks.

Member of the Audit Committee of the Board of Directors of the Company.

CEO of Shiral 10 Ltd.

Also a member of the board of directors of the following companies: Isracard, Europay, Poalim Express, Pangaea Israel (T.R.) Ltd., S.I.R.N. (2002) from the Founder of the Association for Soldiers Ltd., Shiral 10 Ltd.; Chairman of the Finance Committee and Member of the Governing Board of Shenkar College.



Also a member of the audit committee and IT committee of the board of directors of Isracard, and a member of the audit committee of the board of directors of Europay and Poalim Express.

In the last five years or during part of that period, served as a member of the board of directors of the following companies: Dafron Ltd., One System Integration Ltd., IDB Holdings Ltd.; however, he no longer serves at these companies.

M.Sc., Industry and Management, Technion.

B.Sc., Industry and Management, Technion.

Courses abroad, mainly at the IBM training center in Brussels, on management, marketing, balance sheet analysis, and strategic management of companies.

Director with accounting and financial expertise.

To the best of the knowledge of the Company and of Mr. S. Lachman, he is not a family member of another interested party of the corporation.

Ran Oz

Member of the Board of Management of Bank Hapoalim B.M., Head of Finance, CFO as of April 16, 2009.

Member of the Board of Directors of the Company as of July 26, 2009.

Also a member of the board of directors of the following companies: Isracard, Europay, Poalim Express, Diur B.P., Sure-Ha International Ltd., Poalim Capital Markets Investments Ltd., Poalim Capital Markets Investment and Holdings Ltd.

In the last five years or during part of that period, served in the following positions: CFO of Intouch Insurance BV; Deputy CFO and CFO at Bezeq the Israel Telecommunications Corp. Ltd.; CFO and Corporate VP at NICE Systems Ltd.; however, he no longer serves at these companies.

Also served, in the last five years or during part of that period, on the board of directors of the following companies: Bezeq International, Pelephone Communications, DBS Satellite Services (1998) Ltd., Bezeq Zahav Holdings Ltd., Walla, NICE Systems GmbH, NICE CTI Systems UK Ltd., NICE Systems Canada Ltd., NICE Technologies Ltd., IEX Corp BV, FAST Video Security (UK) Ltd., NICE Switzerland AG, NICE Systems Asset Management LLC, NICE APAC Ltd., NICE Interactive Solutions India Private Ltd., NICE Systems (Singapore) PTE Ltd., NICE Systems Australia PTY, NICEeye Ltd., NICE Systems Inc., IEX Corp., and NICE Systems Latin America Inc.; however, he no longer serves at these companies.

M.A. in Economics and Business Administration, Hebrew University of Jerusalem.

Aminit Ltd. | 56 |

B.A. in Accounting and Economics, Hebrew University of Jerusalem.

Director with accounting and financial expertise.

To the best of the knowledge of the Company and of Mr. R. Oz, he is not a family member of another interested party of the corporation.

Ronny Shaten

Chairman and member of the boards of directors of various companies.

Member of the Board of Directors of the Company as of September 28, 2005.

External director of the Company under Proper Conduct of Banking Business Directive No. 301 of the Supervisor of Banks.

Chairman of the Audit Committee of the Board of Directors of the Company.

Also a member of the board of directors of the following companies: Isracard, Europay, Poalim Express.

Member and chairman of the audit committees of the boards of directors of Isracard, Europay, and Poalim Express.

Chairman of the board of directors of Super Plast Ltd.

In the last five years or during part of that period, served as chairman of the board at A.M.S. Electronics Ltd. and as a member of the board of directors of the following companies: UTI Logistics Israel Ltd., Exel – Multi Purpose Logistics Ltd., Overseas Commerce Ltd., Exel M.P.L. – A.V.B.A. Ltd., and (I.Z.) Queenco Ltd.; however, he no longer serves at these companies.

Studied Business Administration.

To the best of the knowledge of the Company and of Mr. R. Shaten, he is not a family member of another interested party of the corporation.

Dan Dankner

Served as a member of the Board of Directors of the Company from December 30, 2002 to August 2, 2009. Served as Chairman of the Board of Directors of the Company in the period from October 30, 2002 to December 30, 2008.

Tamar Ben-David

Served as an external director on the Board of Directors of the Company under Proper Conduct of Banking Business Directive No. 301 of the Supervisor of Banks and as a member of the Audit Committee of the Board of Directors of the Company from September 28, 2005 to March 17, 2009.

Haim Krupsky

Served as a member of the Board of Directors of the Company from August 15, 1994 to November 25, 2009. Served as Deputy Chairman of the Board of Directors of the Company in the period from February 1,



2009 to November 25, 2009. Also served as CEO of the Company from September 1, 1994 to January 31, 2009.

Senior Members of Management

Dov Kotler

Chief Executive Officer of the Company as of February 1, 2009.

Also serves as of February 1, 2009 as CEO of the following credit-card companies: Isracard, Europay, and Poalim Express.

Chairman of the board of directors of the following companies: Isracard (Nechasim) 1994 Ltd. and Isracard Mimun Ltd.

Member of the board of directors of Amir Marketing and Investments in Agriculture Ltd.

In the last five years or during part of that period, served as CEO of Union Bank Ltd. and as CEO of Prisma Investment House, and was self-employed.

M.B.A., Financing Section, Tel Aviv University.

B.A. in Economics, studies in International Relations, Tel Aviv University.

AMP (Advanced Management Program), Harvard University.

To the best of the knowledge of the Company and of Mr. D. Kotler, he is not a family member of another interested party of the corporation.

Eli Burg

Member of the Management of the Company as of March 1998.

Head of Trade and Sales.

B.A. in Economics and Political Science, Bar Ilan University.

To the best of the knowledge of the Company and of Mr. E. Burg, he is not a family member of another interested party of the corporation.

Ronen Zaretsky

Member of the Management of the Company as of December 18, 2005.

Head of Information Technology and Operations.

In the last five years or during part of that period, commanded the IDF Manpower Computing Center and held the rank of Colonel.

M.A. in Public Administration, Bar Ilan University.

B.A. in Computer Science, Economics, and Criminology, Bar Ilan University.

Aminit Ltd. | 58 |

IDF Center of Computing and Information Systems (Mamram), Computer School Track: programming, systems analysis, project management, technician, practical engineer.

To the best of the knowledge of the Company and of Mr. R. Zaretsky, he is not a family member of another interested party of the corporation.

David Cohen

Member of the Management of the Company as of March 1998.

Head of Customer Relations.

To the best of the knowledge of the Company and of Mr. D. Cohen, he is not a family member of another interested party of the corporation.

Alberto Langa

Member of the Management of the Company as of August 1976.

Head of Security and Risk Management.

Member of the board of directors of Global Factoring Ltd.

Executive Development Program, Comptroller Section, Tel Aviv University, Faculty of Management, L. Recanati Graduate School of Business Administration.

To the best of the knowledge of the Company and of Mr. A. Langa, he is not a family member of another interested party of the corporation.

Pinhas Shalit

Member of the Management of the Company as of March 1991.

Head of Finance and Administration.

Serves as a member of the board of directors of the following companies: Isracard (Nechasim) 1994 Ltd., Isracard Mimun Ltd.

M.A. in Economics and Business Administration (specialized in financing), Bar Ilan University.

C.P.A.

B.A. in Economics and Accounting, Bar Ilan University.

To the best of the knowledge of the Company and of Mr. P. Shalit, he is not a family member of another interested party of the corporation.

Ami Alpan

Member of the Management of the Company as of February 27, 2007.

Head of Strategic Planning.

Serves as a member of the board of directors of the following companies: I.M.T. (as of December 25, 2008), Life Style Customer Loyalty Club Ltd., and Life Style Financing Ltd. (as of January 6, 2009).

M.B.A., Tel Aviv University.

B.A. in Management and Economics, Tel Aviv University.



To the best of the knowledge of the Company and of Mr. A. Alpan, he is not a family member of another interested party of the corporation.

Ron Cohen

Member of the Management of the Company as of February 27, 2007.

Head of Credit and Financial Services.

Serves as a member of the board of directors of the following companies: Global Factoring Ltd. (as of August 13, 2009), Kidum Mivne Iguach Ltd. (as of October 14, 2009).

Served as Head of Customer Relations at the Corporate Area, Bank Hapoalim B.M.

M.A. in Business Administration, Marketing, and Financing, Hebrew University of Jerusalem.

B.A. in Economics and International Relations, Hebrew University of Jerusalem.

To the best of the knowledge of the Company and of Mr. R. Cohen, he is not a family member of another interested party of the corporation.

Moshe Livnat

Member of the Management of the Company as of March 1998.

Head of Marketing and Public Relations.

B.A. in Economics and Business Administration, Haifa University.

To the best of the knowledge of the Company and of Mr. M. Livnat, he is not a family member of another interested party of the corporation.

Ayala Tidhar

Member of the Management of the Company as of February 27, 2007.

Head of Advertising, Head of Local Cards Unit.

B.A. in Hebrew Language and Literature, Bar Ilan University.

Diploma in Interior Decorating, Technion.

Arieli School of Marketing and Advertising.

To the best of the knowledge of the Company and of Ms. A. Tidhar, she is not a family member of another interested party of the corporation.

Haim Krupsky

Served as CEO of the Company from September 1, 1994 to January 31, 2009, and as CEO of the credit-card companies Isracard, Europay, and Poalim Express, and as a director of the Company from August 15, 1994 to November 25, 2009. Served as Deputy Chairman of the Board of Directors of the Company in the period from February 1, 2009 to November 2009.

Aminit Ltd. | 60 |

David Doron

Served as a Member of Management of the Company and Head of Human Resources and Organization from August 1989 to the end of October 2009.



Controls and Procedures Regarding Disclosure and Internal Control of Financial Reporting

In accordance with the Public Reporting Directives of the Supervisor of Banks, the Chief Executive Officer and the Chief Accountant of the Company must each separately sign a declaration regarding their responsibility for the establishment and application of controls and procedures concerning disclosure and the Company's internal control of financial reporting, pursuant to the provisions of Sections 302 and 404 of the law known as the "Sarbanes-Oxley Act," enacted in the United States.

The provisions of these two sections of the law were consolidated by the Supervisor of Banks in a Proper Conduct of Banking Business Directive (Directive 309) in September 2008, and the Public Reporting Directives were adjusted accordingly in June 2009.

The two directives of the aforesaid law have been implemented at the Company since their inception dates:

- The directive in Section 302 regarding the responsibility for the establishment and application of controls and procedures concerning disclosure has been implemented quarterly as of the financial statements for June 30, 2007.
- The directive in Section 404 regarding the responsibility for the Company's internal control of financial reporting has been implemented at year end, as of the financial statements for December 31, 2008.

As part of the implementation of the directives of Section 404 for the end of 2008, the Company, with the assistance of a consulting firm, mapped and documented all material work processes, based on the directives of the SEC (the Securities and Exchange Commission in the United States), using the prevalent methodologies. In addition, in accordance with the requirements, the Company carried out a test of the effectiveness of the procedures for internal control of financial reporting, through an examination of the main controls in practice.

During the year, the mapping and documentation of the processes, including new material processes, were updated, using the prevalent methodologies; and the effectiveness of the procedures for the internal control of financial reporting was tested through a renewed examination of the main controls for 2009.

Evaluation of Controls and Procedures Regarding Disclosure

The Management of the Company, in cooperation with the Chief Executive Officer and the Chief Accountant of the Company, have assessed the effectiveness of the controls and procedures regarding disclosure at the Company as of the end of the period covered by this report. Based on this assessment, the Chief Executive Officer and the Chief Accountant of the Company have concluded that, as of the end of this period, the controls and procedures regarding disclosure at the Company are effective in order to record, process, summarize, and report the information which the

Aminit Ltd. | 62 |

Company is required to disclose in its annual report, in accordance with the Public Reporting Directives of the Supervisor of Banks, on the date stipulated in these directives.

Internal Control of Financial Reporting

During the fourth quarter ended on December 31, 2009, there was no change in the Company's internal control of financial reporting that had a material impact, or could reasonably be expected to have a material impact, on the Company's internal control of financial reporting.



Wages and Benefits of Officers

As part of the Company's participation in joint costs of Isracard and the Company, the Company also bears the relative cost of the wages of officers.

This cost is charged to the Company as a general amount, and cannot be attributed specifically to individual officers. The payment of wages to the officers is performed by Isracard, which operates the activity of the Company, as noted.

Remuneration of Auditors (1)(2)

	2009	2008
	In NIS th	nousands
For audit activities ⁽³⁾ :		
Joint auditors	46	10
For tax services ⁽⁴⁾ :		
Joint auditors	-	1
Total remuneration of auditors	46	11

- (1) Report by the Board of Directors to the annual general meeting on the remuneration of auditors for audit activities and for services in addition to the audit, pursuant to Sections 165 and 167 of the Companies Law, 5759-1999.
- (2) Includes remuneration paid and remuneration accrued.
- (3) Audits of annual financial statements and reviews of interim reports, including an audit of the internal control of financial reporting (SOX 404).
- (4) Includes tax adjustment reports, tax assessment law, and tax consulting.

Aminit Ltd. | 64 |

Basel II, Pillar III

On December 31, 2009, the Company adopted the working framework for capital measurement and adequacy, as published by the Supervisor of Banks based on the Basel II directives. The directive applies new capital allocation requirements for various types of risk. In addition, the directive changes the manner of calculation of regulatory capital.

In October 2009, the Supervisor of Banks issued the "Temporary Order – Implementation of Certain Disclosure Requirements According to Pillar III of the Basel II Directives." The objective of Pillar III of the directive is to encourage market discipline by providing market participants with the option of publishing key items of information regarding the capital adequacy of banks through a mechanism of disclosure requirements.

The following table surveys the required disclosures under Pillar III:

Table number	Subject	Qualitative disclosure	Quantitative disclosure
		Pa	age
1.	Application	67	_
2.	Capital structure	67	68
3.	Capital adequacy	69	69
4.	Credit risk – general disclosure requirements	70	74
5.	Credit risk	76	_
6.	Credit risk – disclosure in portfolios treated using IRB approaches (not relevant to the Company)	_	_
7.	Credit risk mitigation (CRM)	77	78
8.	General disclosure regarding exposures related to counterparty credit risk	79	-
9.	Securitization (not relevant to the Company)	-	-
10.	Disclosure by companies using the standard approach	79	82
11.	Disclosure by companies using the internal models approach in respect of market risk in trading books (not relevant to the Company)	_	-
12.	Operational risk	82	82
13.	Disclosure regarding positions in shares in the banking book	84	-
14.	Interest-rate risk in the banking book	85	85

Effect of Initial Implementation of Basel II Directives

As of December 31, 2009, the measurement method of the ratio of capital to risk-adjusted assets has been changed. The following is a comparison of the calculation of the capital ratio according to the directives of Basel II with the calculation according Directives 311 and 341 of the Supervisor of



Banks, "Minimum Capital Ratio" and "Capital Allocation in Respect of Exposure to Market Risks." Data as of December 31, 2009 according to Basel I are presented in order to clarify the effect of the change in the measurement method of the ratio of capital to risk-adjusted assets and allow comparisons to previous periods.

	Dec. 3	Dec. 31, 2009	
		NIS millions	
1. Capital for the calculation of the capital ratio	Basel II	Basel I	Basel I
Tier 1 capital, after deductions	23.7	23.7	22.6
Tier 2 capital, after deductions	3.5	3.5	-
Total overall capital	27.2	27.2	22.6

2. Weighted balances of risk- adjusted assets	Dec. 31, 2009				Dec. 31, 2008	
	Bas	el II	Bas	el I	Bas	el I
	Weighted balances of risk-adjusted assets	Capital requirement	Weighted balances of risk-adjusted assets	Capital requirement	Weighted balances of risk-adjusted assets	Capital requirement
Credit risk:						
Credit risk	205.1	18.5	139.1	12.5	98.7	8.9
Market risks – foreign currency exchange rate risk	1.4	0.1	1.4	0.1	0.3	*_
Operational risk	42.6	3.8	-	-	-	
Total weighted balances of risk- adjusted assets	249.1	22.4	140.5	12.6	99.0	8.9

Aminit Ltd. | 66 |

3. Ratio of capital to risk-adjusted assets	Dec. 3	Dec. 31, 2008	
		Percent	
	Basel II	Basel I	Basel I
Ratio of tier 1 capital to risk-adjusted assets	9.5	16.9	22.8
Ratio of overall capital to risk-adjusted assets	10.9	19.4	22.8
Minimum overall capital ratio required by the Supervisor of Banks	9	9	9

The ratio of capital to risk-adjusted assets in accordance with the Basel II directives was 10.9%, as compared to 19.4% under Proper Conduct of Banking Business Directive No. 311 ("Minimum Capital Ratio") and 341 ("Capital Allocation in Respect of Exposure to Market Risks"). The decrease resulted from an increase in the amount of NIS 108.6 million in the weighted total of risk-adjusted assets.

The weighted total of risk-adjusted assets as of December 31, 2009 under the Basel II directives amounted to approximately NIS 249.1 million, compared to NIS 140.5 million under Proper Conduct of Banking Business Directive 311 ("Minimum Capital Ratio") and 341 ("Capital Allocation in Respect of Exposure to Market Risks"), an increase of approximately NIS 108.6 million.

The increase in the balance of risk-weighted assets resulted from the allocation, for the first time, of risk-adjusted assets in the amount of approximately NIS 42.6 million in respect of operational risk, and an increase in risk-weighted assets in respect of credit risk, in the amount of approximately NIS 66.0 million. The increase in the balance of weighted assets attributed to credit risk mainly resulted from unutilized credit facilities.

Application

The Basel II requirements apply to the Company. In addition, Aminit Ltd. is consolidated by Bank Hapoalim, which is also subject to the Basel II requirements.

In general, the capital requirements of the Company are based on its financial statements, which are prepared in accordance with Israeli GAAP and the directives and guidelines of the Supervisor of Banks.

Structure of Capital

Structure of Regulatory Capital

Under the Basel II directives, banking corporations must maintain a ratio of capital to risk-adjusted assets no lower than 9% of the weighted total risk-adjusted assets in their balance-sheet assets and off-balance-sheet items.



The measurement of capital for the purposes of this directive is based on the division of capital into tier I capital and tier II capital.

Tier I capital includes shareholders' equity (excluding unrealized profits in respect of the presentation of securities available for sale at fair value).

"Lower" tier II capital consists of subordinated notes with the following main characteristics: term to maturity of no less than five years; issued without guarantees; rights are subordinate to claims of other creditors of the bank; of the amount recognized as tier II capital, as noted, 20% is subtracted at the beginning of each of the last five years before the maturity date (in the case of a subordinated note maturing in installments, such a deduction is to be carried out with respect to each installment).

Limitations on the Capital Mix

The directive establishes limitations on the capital mix, in each tier. The main limitations with regard to the Company are the following:

- ◆ Total core capital shall constitute at least 70% of tier I capital after the required deductions from the capital of this tier only.
- ♦ Total tier II capital and tier III capital shall not exceed 100% of the total tier I capital, after the required deductions from the capital of this tier only.
- The subordinated notes included in lower tier II capital shall not exceed 50% of the tier I capital not allocated to market risks (to the extent that the banking corporation holds tier III capital) after the required deductions from tier I capital only.

The following table shows the composition of capital for the purpose of calculating the capital ratio:

	In NIS millions
Tier I capital	
Paid-up common share capital	*_
Retained earnings	23.7
Total core capital	23.7
Total tier I capital	23.7
Tier II capital	3.5
Overall eligible capital	27.2

^{*} Amount lower than NIS 50 thousand.

Aminit Ltd. | 68 |

Capital Adequacy

The Company applies the standard approach to the assessment of its regulatory capital adequacy (for credit risks, market risks, and operational risks).

The Company conducts an internal process of assessment of its capital adequacy, within which a multi-year plan has been formulated for compliance with capital adequacy targets. This plan takes into consideration the existing and future capital needs of the Company, in accordance with its strategic plans, against the available sources of capital. The plan refers to all present and future risk-adjusted assets of the Company, according to the allocation requirements under Basel II, against capital adequacy targets and risk appetite. The Company also intends to test these objectives under various extreme scenarios in order to ensure compliance with capital adequacy limitations even under exceptional conditions.

The following table lists risk-adjusted assets and capital requirements in respect of credit risk, market risk, and operational risk, as of December 31, 2009.

	Weighted balances of risk-adjusted assets	Capital requirement
	In NIS millions	
Credit risk:		
Banking corporations	194.8	17.5
Corporations	4.2	0.4
Small businesses	5.3	0.5
Other assets	0.8	0.1
Total credit risk	205.1	18.5
Market risks – foreign currency exchange rate risk	1.4	0.1
Operational risk	42.6	3.8
Total weighted balances of risk-adjusted assets/capital requirements	249.1	22.4
Overall capital ratio and tier I capital ratio		
Capital for the calculation of the capital ratio	•••••••••••••••••••••••••••••••••••••••	27.2
Ratio of tier I capital to risk-adjusted assets		9.5%
Ratio of overall capital to risk-adjusted assets		10.9%
Minimum capital ratio required by the Supervisor of Banks, Pillar I		8%
Minimum capital ratio required by the Supervisor of Banks, Pillar II		1%
Overall minimum capital ratio required by the Supervisor of Banks		9%



Credit Risk - General Disclosure Requirements

In the course of the activity of the Company in granting credit to customers, doubtful debts and bad debts occasionally arise, with regard to the credit under the responsibility of the Company.

Manner of Establishing the Provision for Doubtful Debts

The Company performs a specific provision for doubtful debts.

Specific Provision

The Company performs provisions for doubtful debts in respect of debts of merchants which are under the responsibility of the Company. The Company carries out extensive efforts to collect the debts. The Company restructures and re-spreads debts, as necessary. A provision for doubtful debts is performed in respect of debts in arrears for more than 90 days, in accordance with the Company's estimates regarding the probability of collection, at the level of the individual debt (in material amounts). The estimate of the probability of collection is performed following a detailed analysis of the data regarding the debt, along with contact with the customer. Concurrently, the Company continues its collection efforts, including through legal and other functions.

Bad Debts

From time to time, the Company classifies doubtful debts as bad debts, after all collection proceedings have been exhausted, including legal processes, and after approval by the authorized functions at the Company.

Loans in arrears – Debts where more than 30 days have elapsed from the date on which the Company was entitled to receive a payment. Debts are in arrears when either principal or interest has not been paid. The state of the arrears is established according to the type of instrument.

Impaired debts – Debts examined on an individual basis and more than 90 days in arrears, unless well secured and in the process of collection, as well as any other debt where the Company has determined that collection is in doubt.

Management of Credit Risks

Credit risk is one of the risks managed, monitored, and controlled by the Company, as required by the nature of its activity as a company engaged in extending credit. The Company is in the process of improving its credit risk management policy and corporate governance, in accordance with Pillar

Aminit Ltd. | 70 |

II of Basel II. The credit risk management process helps the Company examine risk according to the component product mix.

Activity of the Company in the Area of Credit Risk Management

- The Company sets limitations for credit granting according to credit ratings, with segmentation by credit products (according to risk weightings), in order to avoid damage to the quality of the credit portfolio of the Company, and thereby reduce credit risk arising from borrower quality.
- The Company carries out internal control over credit risk management by assigning a risk weighting to each credit product, according to its derived risk. For example, in certain cases the type of product sold by the merchant and the supply times are taken into consideration. The longer the supply time of the product, the greater the probability of a failure to deliver the product to the customer.
- The Company has set sectorial limitations in order to prevent sectorial concentration in its credit portfolio.
- The Company acts in accordance with the guidelines of the Bank of Israel in Directive 313, Sole Borrowers and Borrower Groups. Operating according to this directive reduces the risk of borrower concentration.

Principles of Credit Concentration Risk Management

- Within Pillar II of Basel II, the Company is preparing to calculate the internal capital allocation required against concentration risks.
- Borrower concentration Routine monitoring of the major borrowers of the Company, compliance with limitations according to the requirements of Proper Conduct of Banking Business Directive 313 (Sole Borrowers and Borrower Groups) of the Bank of Israel. In addition, the Company reports to the Bank of Israel each quarter, according to the provisions of the directive.
- Diversification over a range of credit products The Company's credit portfolio is composed of a variety of credit products with different risk levels. These credit products are: credit through credit cards, loans through credit cards, loans to private individuals, loans to merchants, and advances and early payments to merchants.

Determining Customers' Risk Rating Based on Statistical Models

- The Company routinely invests in models for rating credit risk (for the purpose of risk management, rather than capital allocation) of private and corporate customers. These models are adjusted to the credit products, economic conditions, and target population of the credit.
- The models are divided as follows:



- 1. The A.S. (Application Scoring) model, for new customers.
- 2. The B.S. (Behavior Scoring) model, a behavioral model for customers of the Company.
- 3. The S.M.E. (Small-Medium Enterprises) model, a model for business customers.
- Risk rating models are used as the basis for the support of decisions regarding the type of credit, volume of credit, and rate of interest to be established for the customer/merchant.
- Developments of risk ratings in the credit portfolio are routinely controlled and monitored.
- Models are periodically tested for optimization and calibration.

Establishment of Authorization Hierarchy in Credit Granting

The hierarchy is established in order to protect the quality of the Company's credit portfolio, while supervising credit authorizations in accordance with the appropriate professional authority. Credit is granted by the Company according to a hierarchy of authorizations, including:

- Authorization for maximum exposure according to the authority of the function handling the credit (based on a risk rating model).
- Definition of authorizations to exceed limitations for exceptional transactions, according to the authority of the function handling the credit.
- Definition of a hierarchy of authorizations in establishing the interest rate of the credit.

Exposure to Financial Institutions

The Company's activity entails exposure to financial institutions, in Israel and globally:

- Credit-card companies in Israel and globally Cross-acquiring activity is conducted between the Company and credit-card companies in Israel; in addition, exposure exists to global creditcard companies.
- Banks in Israel Credit-card activity is conducted with customers' accounts with banks in Israel.
- Foreign financial institutions Activity with foreign countries or activity of foreigners in Israel: foreign-currency deposits with financial institutions overseas. The Company's exposure is not material.

Credit exposure to financial institutions arises from:

Aminit Ltd. | 72 |

- Transactions in credit cards issued by banks with which the Company has arrangements The exposure arises when the Company uses its own funds to finance the time gap from the date of crediting of the merchant to the date of the transfer of payments by the Banks Under Arrangement. In the event that a bank becomes insolvent, there is a risk that the funds may not be transferred to the Company, which will sustain losses from its equity capital.
- ◆ Deposits with banks Deposits with banks performed by the Company create automatic exposure to the bank.

Independent Supervision

The Chief Risk Officer conducts independent supervision of the manner of management of credit risks at the Company. This supervision includes:

- Examination of the compliance with the directives of the credit policy and the guidelines of the Bank of Israel.
- Active involvement in establishing credit policy, including credit limitations; control of the implementation of credit policy.
- Identification of new risks and emerging risks.
- Reporting the results of the monitoring to senior management and the Board of Directors.
- Monitoring risk-assessment models.

Reports to Management and the Board of Directors and Compliance with Policies and Procedures

- ◆ The Company's credit policy is updated and approved by the Board of Directors each year, according to developments at the Company, in the industry, and in the economy.
- ♦ The Management of the Company is provided with data on the Company's credit portfolio mix each month. This mix presents the segmentation of the portfolio in terms of credit products, sectors, risk ratings, geographical distribution, compliance with regulatory and internal limitations, risk-return analyses, and more.
- The credit portfolio mix is presented to the Board of Directors of the Company each quarter.
- ♦ The Chief Risk Officer submits an independent report on the control of credit risk management at the Company each month.
- The Chief Risk Officer submits an independent report to the Board of Directors each quarter.
- Working procedures at the Company are regularly updated by various departments.



Off-Balance-Sheet Exposures

The Company used a credit conversion factor (CCF) to convert its off-balance-sheet credit exposures into credit exposures under the Basel II directives, as detailed below:

- ♦ Unutilized credit facilities in credit cards for retail cardholders 10%*.
- ◆ Other off-balance-sheet exposures, including unutilized credit facilities in credit cards for non-retail cardholders, for a period of up to one year − 20%.
- ◆ Other off-balance-sheet exposures, including unutilized credit facilities in credit cards for non-retail cardholders, for a period of over one year − 50%.
- * With regard to unutilized credit facilities in credit cards for holders of retail cards, the repayment ability of retail cardholders is monitored effectively, using various control tools, including the use of behavioral ranking models and monitoring activities performed routinely by the Security Department.
 - With regard to unutilized credit facilities in credit cards for holders of retail cards issued by the Banks Under Arrangement, approvals were obtained from the banks regarding the existence of effective monitoring of the repayment ability of the retail cardholders.

Credit Exposures

The following tables present details of the credit exposure by risk weightings, with segmentation of the exposure by counterparty (segments), before and after credit risk mitigation.

The following table shows the segmentation of gross credit risks, by main types of credit exposure (after deduction of the provision for doubtful debts):

Exposure	Credit risk	Type of exposure	Credit risk exposure
			In NIS millions
Retail	Balance sheet	Credit	47.0
	Off balance sheet	Credit facility	45.6
Small business	Balance sheet	Credit	14.0
	Off balance sheet	Credit facility	5.5
Corporation	Balance sheet	Credit	4.4
	Off balance sheet	Credit facility	0.5
Bank	Balance sheet	Credit	525.7
	Balance sheet	Deposits	55.6
	Off balance sheet	Credit facility	*_
Other assets	Balance sheet	Other assets	0.9

^{*} Amount lower than NIS 50 thousand.

Aminit Ltd. | 74 |

The following table shows the segmentation of average gross credit risks, by main types of credit exposure (after deduction of the provision for doubtful debts):

Exposure	Credit risk	Type of exposure	Average credit risk exposure ⁽¹⁾	
			In NIS millions	
Retail	Balance sheet	Credit	45.1	
	Off balance sheet	Credit facility	24.9	
Small business	Balance sheet	Credit	9.8	
	Off balance sheet	Credit facility	2.5	
Corporation	Balance sheet	Credit	9.9	
	Off balance sheet	Credit facility	0.2	
Bank	Balance sheet	Credit	470.6	
	Balance sheet	Deposits	42.0	
	Off balance sheet	Credit facility	*_	
Government	Balance sheet	Bonds	5.5	
Other assets	Balance sheet	Credit	0.8	

⁽¹⁾ Average exposure calculated on a quarterly basis.

^{*} Amount lower than NIS 50 thousand.

Exposure	Credit risk	Type of exposure	Problematic debt ⁽¹⁾	Delinquent debt ⁽²⁾	Provision for doubtful debts
				NIS millions	
Corporation	Balance sheet	Credit	0.4	-	0.4

⁽¹⁾ Problematic debts – More than 90 days in arrears.

⁽²⁾ Delinquent debts – More than 60 days in arrears.



Segmentation of the Portfolio by Remaining Contractual Term to Maturity

The following table shows the segmentation of gross credit exposure (after deducting the provision for doubtful debts) by contractual term to maturity (the last period) according to the principal types of financial instruments.

	December 31, 2009					
	E	xpected fu	ash flows -	ash flows –		
					Balance-sheet balance	
	Up to 1 year	Over 1 year to 2 years	2 years to 3 years	Total cash flows	No maturity period	Total
Cash and deposits with banks	55.6	_	_	55.6	_	55.6
Credit:						
Debtors in respect of credit cards	51.9	1.8	0.4	54.1	_	54.1
Credit to merchants	9.4	0.3	_	9.7	0.6	10.3
Companies and international credit-card organization	517.2	6.3	2.4	525.9	(0.1)	525.8
Income receivable and others	0.8	_	_	0.8	_	0.8
Other assets	0.2	_	_	0.2	0.2	0.4
Non-monetary assets	-	_	-	-	0.6	0.6

Credit Risk

Credit Risk Weighting

The Company implements the standard approach to determine risk weightings to apply to the counterparty. The standard approach requires the use of independent ratings by international rating agencies.

Aminit Ltd. | 76 |

Credit rating agencies used:

Credit rating agency	Used for
Moody's	Corporations, banks
S&P	Corporations, banks
Fitch	Banks

Adjustment of each agency's scale to risk groups: The Company uses standard mapping.

Credit Risk Mitigation (CRM)

The Company has repayment sources (means of repayment of customers' debts) which are not recognized under Basel II for the purpose of minimizing credit risks, in the calculation of the capital allocation required according to the standard approach in Pillar I. However, in its routine operations the Company considers these repayment sources as existing permanent flows, and uses them to manage credit risks (for risk management purposes, rather than for capital allocation).

No collateral exists against non-bank credit to cardholders.

Corporate credit is mainly based on the turnovers of the merchant, and the credits owed to it serve as the repayment source for cases in which the credit is not repaid.

This activity is conducted in accordance with credit policies. The amount of the credit is established according to the rating of the business, the type of credit product, and the turnovers of the merchant. In addition, loans to merchants are conditional upon the receipt of a personal guarantee from the owner.

In order to calculate the capital allocation of the Company against credit risks, the Company uses agreements signed with the Banks Under Arrangement as a means of mitigating credit risk (CRM), using the simple approach, such that the credit risk of the cardholder is replaced by the credit risk of the bank under the arrangement.



Amounts of exposure after risk mitigation treated using the standard approach

Credit risk weighting

The following table shows details of the credit exposure (after deducting the provision for doubtful debts) according to risk weightings, before and after credit risk mitigation:

Risk weighting	Rating	Exposure before CRM	Exposure after CRM
		In NIS n	nillions
0%	Unrated	*-	*_
20%	Rated	56.1	82.0
	Unrated	413.3	413.8
50%	Rated	-	77.2
	Unrated	111.9	114.0
75%	Unrated	112.1	7.1
100%	Unrated	5.7	5.0

^{*} Amount lower than NIS 50 thousand.

Exposure	Credit risk	Type of exposure	Credit risk exposure	Of which: Banks Under Arrangement responsible
			In	NIS millions
Retail	Balance sheet	Credit	47.1	47.1
	Off balance sheet	Credit facility	45.6	45.6
Small business	Balance sheet	Credit	14.0	6.9
	Off balance sheet	Credit facility	5.5	5.5
Corporation	Balance sheet	Credit	4.4	0.2
	Off balance sheet	Credit facility	0.5	0.5
Bank	Balance sheet	Credit	525.7	_
	Balance sheet	Deposits	55.6	_
	Off balance sheet	Credit facility	*_	-
Other assets	Balance sheet	Other assets	0.9	-

^{*} Amount lower than NIS 50 thousand.

Aminit Ltd. | 78 |

_		Type of	5 1444		
Exposure	Credit risk	exposure	RWA	Allocated capital	
			In NIS millions		
Small business	Balance sheet	Credit	5.3	0.5	
Corporation	Balance sheet	Credit	4.2	0.4	
	Balance sheet	Credit	154.0	13.9	
	Balance sheet	Deposits	15.0	1.4	
	Off balance sheet	Credit facility	25.8	2.3	
Other assets	Balance sheet	Other assets	0.8	0.1	

General Disclosure Regarding Exposures Related to Counterparty Credit Risk

Hedging Interest-Rate Exposures

The financial activity of the Company is characterized by a parallel between the maturity dates of assets and those of short-term liabilities; i.e. short-term routine activity in credit cards with customers versus short-term liabilities to merchants. However, the Company also extends credit for the medium term, some at fixed interest rates (usually up to two or three years), but does not take deposits. The activity in credit at fixed interest rates creates a gap in durations and generates exposure to changes in interest rates during the routine course of the Company's operations. This exposure is also present in investments in government bonds.

Disclosure by Companies Using the Standard Approach

General

The Company accounts for all of its assets and liabilities using the standard measurement approach, as defined in the Basel II directives. The Company does not have a portfolio for trading, and all of its assets and liabilities are part of the banking book.

Strategy and Processes

The Board of Directors of the Company defines and approves the market risk management policy of the Company on an annual basis. The Board of Directors is involved in risk management, particularly in setting limitations and restrictions for the volume of activity and exposures.



The Company's strategy in the management of market risks is to minimize market risks arising from its main areas of activity (issuance, acquiring, and credit); the Company has a very low "risk appetite" for market risks.

Within this strategy, the Board of Directors and Management of the Company approve the Company's policy document, on an annual basis. The policy document is based on the following key principles:

- ♦ Organization and control A central market and liquidity risk management function headed by the Head of Finance and Administration; an internal investment committee headed by the Head of Market Risks; the Chief Risk Controller; and the Audit Committee.
- Procedures and policies The areas of responsibility and authority in the area of risk management assigned to Management, the Board of Directors, the Audit Committee, and specialized functions such as the Risk Manager are formalized in clear, accessible documentation, with the aim of ensuring uniform implementation in the organization.
- ◆ Risk management processes Processes are in place for the routine identification of exposures, risk assessment, examination of controls, and risk minimization processes (including limitations).
- ◆ **Tools and technologies** Applications exist to support risk assessment, risk management, reporting, monitoring, and planning.
- Reporting and monitoring of risks Reports from each business line of the Company to the central Market and Liquidity Risk Management Unit in a structured process, in which exposures are reported to Management and to the Board of Directors; proper intra-organizational communication channels ensure real-time reporting of issues that need to be addressed.

Structure and Organizational of Market Risk Management Function

The market risk management system of the Company is based on an integrative system for the management of exposures, composed of the following functions:

Market Risk Manager

The Head of Finance and Administration is the manager of market and liquidity risks at the Company.

Within this framework, he is responsible for the formulation, implementation, and absorption of a comprehensive policy for the management of all market and liquidity risks to which the Company is exposed (currency, CPI, interest rate, securities, liquidity), including:

Aminit Ltd. | 80 |

- Responsibility for financial exposures at the Company, subject to limitations approved by the Board of Directors.
- Procedures for monitoring and control on matters related to exposure management.
- Conducting a weekly financial meeting to organize activity and reporting, within the internal investment committee.
- Quarterly reports on market and liquidity risk, including proprietary activity, to the Board of Directors.
- Management of foreign currency risks, including decisions regarding hedging of long-term foreign currency exposures.
- Asset and liability management.
- Routine measurement and control of the market and liquidity risk indices of the Company.
- Preparation of reports on interest-rate risks.
- Analysis of results and preparation of findings for discussion by Management and the Board of Directors.

Chief Risk Officer

The Chief Risk Officer of the Company is responsible, as part of his duties, among other matters, for control of the market risks of the Company. Within this framework, he is responsible for controlling the Company's market risk management policies and processes.

The Chief Risk Officer assists the Board of Directors of the Company in approving and examining the market risk management strategy and the policy rules in this area, with reference to new products and processes at the Company.

The Chief Risk Officer assists Management in the control of the market risk strategy approved by the Board of Directors by examining compliance with policies and procedures for the identification, measurement, monitoring, and control of market risks. The Chief Risk Officer reports directly to the CEO of the Company and performs independent control of the exposure to market risks.

Nature and Volume of Risk Reporting and Measurement Systems

An RMS (Risk Management System) has been acquired and is in advanced stages of implementation at the Company. The RMS serves as a strategic instrument for the management of market risks to which the Company is exposed as a result of gaps between the nature of assets and liabilities.

Risks are measured in the following reports:



ALM reports – Fair value, duration, internal rate of return, gap interest rate, cash flows.

Stress reports – Tests of the sensitivity of the portfolio to changes in risk factors.

Risk Monitoring and Minimization Policy

Interest-Rate Exposure Management

Exposure is monitored through reports on the effect of changes in interest rates. In the event that an exception from the limitations established is identified, the exposure is reduced by considering fixed-rate credit granting activity and considering the purchase of interest-rate hedging transactions.

Foreign Currency Exposure Management

Transactions are hedged using derivative and other financial instruments at banks.

The Company's policy is to bring foreign currency exposure to zero. However, immaterial exposures form as a result of differences in timing between the dates of calculation and the dates of accounts settlement in foreign-currency transactions. The Company monitors these differences and buys and sells foreign currency in order to hedge the exposure.

Capital requirements in respect of foreign currency exchange rate risk

	Capital requirement (in NIS millions)
Market risks – Foreign currency exchange rate risk	0.1

Operational Risk

The management of operational risks at the Company is intended to minimize losses by establishing orderly processes aimed at minimizing the operational risks to which the Company is exposed. In this process, authority and responsibility frameworks are established, and a culture of operational risk management is instilled in all managers and employees.

	Capital requirement (in NIS millions)
Operational risk	3.8

Aminit Ltd. | 82 |

The Company has a policy for the management of operational risks, which includes the following objectives:

- ◆ To manage operational risks as an integral part of the working processes of the Company, including the introduction of new products and processes.
- To maintain effective controls of risks according to risk ratings.
- To ensure effective identification of operational risks in all of the main processes at the Company.
- To create a work culture that encourages an organizational culture of risk management.
- To report loss events on a regular basis, according to the rules defined in the policy.
- To comply with legal and regulatory requirements regarding operational risks.
- To manage and allocate capital optimally in respect of operational risks.
- To establish a business continuity and emergency preparedness plan.

Within its operational risk management policy, the Company has defined the supporting organizational structure in detail, including the duties and responsibilities of the Board of Directors, Management, the Chief Risk Officer, the Information Systems Division, the division risk controllers, and the various business units.

Once every three years, the Company performs a survey of operational risks, as follows:

- Full mapping of all operational processes at the Company.
- Classification of the processes into groups, according to the Basel II classification methodology.
- Mapping of all controls relevant to each risk, including residual risk, and additional recommended controls if necessary.
- Rating of risk levels in each process on a scale of the level of damage / expected frequency.
- Implementation of a multi-year action plan to reduce material risks and increase controls where necessary.

Each quarter, the Chief Risk Officer reports to Management and the Board of Directors on operational risks, as follows:

Material damage events and consequent actions taken.



- New operational processes at a high level of risk and actions taken to increase controls and minimize risk.
- Approval of changes in operational risk policy.

All events of damage at the Company are collected into a single database. All material events (the materiality threshold as of December 2009 is NIS 10,000) are reported on a quarterly basis to Management and the Board of Directors. The events are analyzed in order to ensure that a relevant operational process exists and the existing controls are sufficient in order to reduce the risk of an additional event. If necessary, additional controls are added to the process.

Material operational risks are mitigated by:

- Adding controls for identification and prevention, according to risk level.
- Acquiring appropriate insurance, including property insurance, professional insurance, and insurance against fraud, embezzlement, and computer crimes.

Disclosure Regarding Positions in Shares in the Banking Book

From time to time, the Company invests in areas of activity synergetic with its operations or complementary to its core activity. These investments are of a strategic nature, and are not performed as financial holdings. According to the Company's policies, no activity is to be performed for the purpose of trading in securities.

Aminit Ltd. | 84 |

Interest Rate Risk in the Banking Book

Exposure by segments	Israeli c	Foreign currency			
	Unlinked	Linked	and foreign currency linked		
	In NIS millions				
Assets (fair value, NIS millions)	620	4	22		
Liabilities (fair value, NIS millions)	595	8	21		
Total exposure in the segment (fair value, NIS millions)	25	(4)	1		
Duration of assets	0.14	0.13	0.40		
Duration of liabilities	0.14	4.36	0.02		
Duration of capital	0.16	9.03	7.03		
Profit (loss) in respect of capital assigned to the segment* (fair value, NIS millions)	(0.04)	0.33	(0.08)		
Overall exposure					
Positions (fair value, NIS millions)	23		***************************************		
Loss relative to capital* (fair value, NIS millions)	0.21				
Loss relative to capital*	0.91%				

^{*} As a result of a 1% increase in the interest rate.

Interest-rate risk is defined as the exposure to loss due to possible changes in interest rates on the fair value of assets and liabilities of the Company. The existence of a gap between the duration of assets and the duration of liabilities may cause erosion of the equity capital of the Company.

Duration measures the sensitivity to change (profit or loss) of equity capital in percent as a result of change in the interest rate. Data on exposure to changes in interest rates indicate that a 1% change in the interest rate would cause a change of 0.91% in equity capital. The duration of assets and the duration of liabilities in the unlinked Israeli currency segment are similar. There is an insignificant gap between the duration of assets and the duration of liabilities in the foreign currency and foreign currency linked segment. Sensitivity to change in the interest rate is relatively high in the CPI-linked Israeli currency segment, due to the duration of capital in this segment. A decrease in the interest rate would cause a loss in the equity capital of the Company.

Interest-rate risks are managed by the manager of market and liquidity risks – the Head of Finance and Administration, with the assistance of the Asset and Liability Management Unit. This management is also performed through monthly reports submitted to the Board of Directors. The reports include analyses of sensitivity to changes of one percent in the interest rate. The goal of interest-rate exposure management is to manage interest-rate risks derived from the routine activity of the Company in the different linkage segments, and to take steps, if necessary, to hedge the exposure, according to estimates regarding the market, and subject to limitations.

| 85 |



The Company has reduced its exposure to changes in interest rates by shortening durations and transitioning from fixed interest rates to floating interest rates in some financial instruments.

Irit Izakson Dov Kotler

Chairperson of the Board of Directors

Chief Executive Officer

Tel Aviv, February 25, 2010

Aminit Ltd. | 86 |

Aminit Ltd.

Management's Review

For the Year Ended December 31, 2009





Table of Contents

	Page
Addendum 1: Balance Sheets – Multi-Period Data	91
Addendum 2: Statements of Profit and Loss – Multi-Period Data	92
Addendum 3: Rates of Income and Expenses	93
Addendum 4: Exposure to Changes in Interest Rates – Multi-Quarter Data	101
Addendum 5: Balance Sheets as of the End of Each Quarter – Multi-Quarter Data	105
Addendum 6: Quarterly Statements of Profit and Loss – Multi-Quarter Data	107

Balance Sheets – Multi-Period Data

Addendum 1

Reported amounts

In NIS millions

	December 31			
	2009	2008	2007	2006
Assets				
Cash on hand and deposits with banks	55.6	39.1	25.9	22.6
Debtors in respect of credit-card activity	591.0	432.0	215.7	10.7
Securities	*_	*_	_	4.3
Computers and equipment	*_	0.1	0.1	_
Other assets	1.0	1.0	0.9	0.8
Total assets	647.6	472.2	242.6	38.4
Liabilities				
Liabilities				
Liabilities Credit from banking corporations	*_	*_	*_	0.9
	*- 12.6	*- 13.5	*- 15.8	
Credit from banking corporations				18.8
Credit from banking corporations Travelers' checks in circulation, net	12.6	13.5	15.8	18.8
Credit from banking corporations Travelers' checks in circulation, net Creditors in respect of credit-card activity	12.6 542.6	13.5	15.8	18.8 3.4
Credit from banking corporations Travelers' checks in circulation, net Creditors in respect of credit-card activity Subordinated notes	12.6 542.6 3.5	13.5 406.5 -	15.8 198.7 -	0.9 18.8 3.4 - 8.8 31.9
Credit from banking corporations Travelers' checks in circulation, net Creditors in respect of credit-card activity Subordinated notes Other liabilities	12.6 542.6 3.5 65.2	13.5 406.5 - 29.6	15.8 198.7 - 21.3	18.8 3.4 - 8.8
Credit from banking corporations Travelers' checks in circulation, net Creditors in respect of credit-card activity Subordinated notes Other liabilities	12.6 542.6 3.5 65.2	13.5 406.5 - 29.6	15.8 198.7 - 21.3	18.8 3.4 - 8.8

^{*} Amount lower than NIS 50 thousand.



Statements of Profit and Loss – Multi-Period Data

Addendum 2

Reported amounts

In NIS millions

	For the year ended December 31			
	2009	2008	2007	2006
Income				
From credit-card transactions	84.8	61.8	**18.0	6.2
Profit from financing activity before provision for doubtful debts	2.6	1.2	0.3	0.2
Others	0.1	0.2	**_	-
Total income	87.5	63.2	18.3	6.4
Expenses				
Provision for doubtful debts**	0.4	0.1	*_	*_
Operating expenses**	72.2	53.8	16.5	4.5
Sales and marketing expenses	5.6	7.5	5.0	0.7
General and administrative expenses	9.3	6.4	2.1	0.9
Payments to banks (receipts from banks)	(1.4)	(5.6)	(5.7)	(0.2)
Total expenses	86.1	62.2	17.9	5.9
Operating profit before taxes	1.4	1.0	0.4	0.5
Provision for taxes on operating profit	0.3	0.2	0.1	0.2
Net profit	1.1	0.8	0.3	0.3
Basic and diluted net profit per common share (in NIS)**	190	312	141	148

^{*} Amount lower than NIS 50 thousand.

Aminit Ltd. | 92 |

^{**} Reclassified.

Rates of Income and Expenses

Addendum 3

Reported amounts

Unlinked Israeli Currency

	For the year ended December 31, 2009			
	Average balance ⁽¹⁾	Financing income (expenses)	Rate of income (expenses) ⁽²⁾	
	NIS m	NIS millions		
Assets	535.7	2.0	0.37	
Total assets	535.7	2.0	0.37	
Liabilities	509.1	(0.3)	(0.06)	
Total liabilities	509.1	(0.3)	(0.06)	
Interest-rate gap			0.31	

CPI-Linked Israeli Currency

	For the year ended December 31, 2009			
	Average balance ⁽¹⁾	Financing income (expenses)	Rate of income (expenses) ⁽²⁾	
	NIS m	NIS millions		
Assets	3.4		-	
Total assets	3.4	-	-	
Liabilities	3.3		_	
Total liabilities	3.3	-	-	

⁽¹⁾ Based on balances at the start of each month, after deducting the average balance-sheet balance of the specific provision for doubtful debts.

Note: Full data regarding the rates of income and expenses in each segment, by balance-sheet item, will be provided upon request.

⁽²⁾ Annualized.



Addendum 3 (cont.)

Reported amounts

Foreign Currency

	For the ye	ar ended	December	31, 2009
	Average balance ⁽¹⁾		g income nses)	Rate of income (expenses) ⁽²⁾
	NIS mi	llions		Percent
Assets	15.9		(1.8)	(11.32)
Total assets	15.9		(1.8)	(11.32)
Liabilities	20.4		2.7	13.24
Total liabilities	20.4		2.7	13.24
Interest-rate gap				1.91
Total				
	Fo	r the year	ended Dec	ember 31, 2009
		erage ance ⁽¹⁾	Financing income (expenses	income
		NIS mi	llions	Percent
Monetary assets generating financing	ng income ⁽³⁾	555.0	0.2	0.04
Total assets		555.0	0.2	0.04
Monetary liabilities generating finan	cing expenses	532.8	2.4	0.45
Total liabilities		532.8	2.4	0.45
Interest-rate gap				0.49
Profit from financing activity			2.6	

⁽¹⁾ Based on balances at the start of each month, after deducting the average balance-sheet balance of the specific provision for doubtful debts.

Note: Full data regarding the rates of income and expenses in each segment, by balance-sheet item, will be provided upon request.

Aminit Ltd. | 94 |

⁽²⁾ Annualized.

⁽³⁾ The average balance of unrealized profits from adjustments to fair value of bonds, in an amount lower than NIS 50 thousand, was deducted from the average balance of bonds available for sale.

Addendum 3 (cont.)

Reported amounts

Total

	For the year ended December 31, 2009
	Average balance ⁽¹⁾
	NIS millions
Monetary assets generating financing income	555.0
Other monetary assets	0.3
Total monetary assets	555.3
Monetary liabilities generating financing expenses	532.8
Other monetary liabilities	-
Total monetary liabilities	532.8
Total surplus of monetary assets over monetary liabilities	22.5
Non-monetary assets	0.8
Non-monetary liabilities	0.1
Total capital means	23.2

⁽¹⁾ Based on balances at the start of each month, after deducting the average balance-sheet balance of the specific provision for doubtful debts.

Note: Full data regarding the rates of income and expenses in each segment, by balance-sheet item, will be provided upon request.



Addendum 3 (cont.)

Foreign Currency – Nominal in USD

	For the year ended December 31, 2009			
	Average balance ⁽¹⁾	Financing income (expenses)	Rate of income (expenses) ⁽²⁾	
	USD r	nillions	Percent	
Monetary assets in foreign currency generating financing income	4.0	(0.5)	(12.50)	
Total assets	4.0	(0.5)	(12.50)	
Monetary liabilities in foreign currency	F 0	0.7	12.40	
generating financing expenses Total liabilities	5.2 5.2	0.7 0.7	13.46 13.46	
Interest-rate gap			0.96	

⁽¹⁾ Based on balances at the start of each month, after deducting the average balance-sheet balance of the specific provision for doubtful debts.

Note: Full data regarding the rates of income and expenses in each segment, by balance-sheet item, will be provided upon request.

Aminit Ltd. | 96 |

⁽²⁾ Annualized.

Addendum 3 (cont.)

Reported amounts

Unlinked Israeli Currency

		Data of incom	
	Average balance ⁽¹⁾	Financing income (expenses)	Rate of incom (expenses) ⁽²⁾
	NIS m	Percent	
Assets	346.3	1.9	0.55
Total assets	346.3	1.9	0.55
Liabilities	335.7	(0.3)	(0.09)
Total liabilities	335.7	(0.3)	(0.09)
Interest-rate gap			0.46

CPI-Linked Israeli Currency

	For the year ended December 31, 2008			
	Average balance ⁽¹⁾	Financing income (expenses)	Rate of income (expenses) ⁽²⁾	
	NIS m	NIS millions		
Assets	1.8		-	
Total assets	1.8	-	-	
Liabilities	1.5		_	
Total liabilities	1.5	-	-	

⁽¹⁾ Based on balances at the start of each month, after deducting the average balance-sheet balance of the specific provision for doubtful debts.

Note: Full data regarding the rates of income and expenses in each segment, by balance-sheet item, will be provided upon request.

⁽²⁾ Annualized.



Addendum 3 (cont.)

Reported amounts

Foreign Currency

	For the year ended December 31, 2008			
	Financing income Average balance ⁽¹⁾ (expenses)		Rate of income (expenses) ⁽²⁾	
	NIS m	Percent		
Assets	12.9	4.3	33.33	
Total assets	12.9	4.3	33.33	
Liabilities	16.2	(4.7)	(29.01)	
Total liabilities	16.2	(4.7)	(29.01)	
Interest-rate gap			4.32	

Total

	For the year ended December 31, 2008				
	Average balance ⁽¹⁾	Financing income (expenses)	Rate of income (expenses) ⁽²⁾		
	NIS n	nillions	Percent		
Monetary assets generating financing income	361.0	6.2	1.72		
Total assets	361.0	6.2	1.72		
Monetary liabilities generating financing expenses	353.4	(5.0)	(1.41)		
Total liabilities	353.4	(5.0)	(1.41)		
Interest-rate gap			0.31		
Profit from financing activity		1.2			

⁽¹⁾ Based on balances at the start of each month, after deducting the average balance-sheet balance of the specific provision for doubtful debts.

Aminit Ltd. | 98 |

⁽²⁾ Annualized.

Note: Full data regarding the rates of income and expenses in each segment, by balance-sheet item, will be provided upon request.

Rates of Income and Expenses (cont.)

Addendum 3 (cont.)

Reported amounts

Total

	For the year ended December 31, 2008
	Average balance ⁽¹⁾
	NIS millions
Monetary assets generating financing income	361.0
Other monetary assets	0.2
Total monetary assets	361.2
Monetary liabilities generating financing expenses	353.4
Other monetary liabilities	-
Total monetary liabilities	353.4
Total surplus of monetary assets over monetary liabilities	7.8
Non-monetary assets	0.7
Non-monetary liabilities	0.1
Total capital means	8.4

⁽¹⁾ Based on balances at the start of each month, after deducting the average balance-sheet balance of the specific provision for doubtful debts.

Note: Full data regarding the rates of income and expenses in each segment, by balance-sheet item, will be provided upon request.



Addendum 3 (cont.)

Foreign Currency - Nominal in USD

	For the year ended December 31, 2008				
	Average balance ⁽¹⁾	Financing income (expenses)	Rate of income (expenses) ⁽²⁾		
	USD r	nillions	Percent		
Monetary assets in foreign currency generating financing income	3.6	1.2	33.33		
Total assets	3.6	1.2	33.33		
Monetary liabilities in foreign currency generating financing expenses	4.5	(1.3)	(28.89)		
Total liabilities	4.5	(1.3)	(28.89)		
Interest-rate gap			4.44		

⁽¹⁾ Based on balances at the start of each month, after deducting the average balance-sheet balance of the specific provision for doubtful debts.

Note: Full data regarding the rates of income and expenses in each segment, by balance-sheet item, will be provided upon request.

Aminit Ltd. | 100 |

⁽²⁾ Annualized.

Exposure of the Company to Changes in Interest Rates as of December 31, 2009

Addendum 4

Reported amounts

	Upon demand and up to 1 month	Over 1 month and up to 3 months	Over 3 months and up to 1 year	Over 1 year and up to 3 years	Over 3 years and up to 5 years
		l	NIS millions	5	-
Unlinked Israeli currency					
Financial assets:					
Financial assets	387.4	119.9	101.4	8.1	2.7
Total fair value	387.4	119.9	101.4	8.1	2.7
Financial liabilities:					
Financial liabilities	387.5	101.4	94.5	7.6	2.7
Total fair value	387.5	101.4	94.5	7.6	2.7
Financial instruments, net			***************************************		
Exposure to changes in interest rates in the segment	(0.1)	18.5	6.9	0.5	-
Cumulative exposure in the segment	(0.1)	18.4	25.3	25.8	25.8
Linked Israeli currency					
Financial assets:					
Financial assets	2.6	0.8	0.6	0.1	-
Total fair value	2.6	0.8	0.6	0.1	-
Financial liabilities:					
Financial liabilities	2.3	0.6	0.7	0.6	0.3
Total fair value	2.3	0.6	0.7	0.6	0.3
Financial instruments, net					
Exposure to changes in interest rates in the segment	0.3	0.2	(0.1)	(0.5)	(0.3)
Cumulative exposure in the segment	0.3	0.5	0.4	(0.1)	(0.4)



Effective average duration No maturity period Over 5 Total fair Internal rate value of return years In percent In years 0.7 620.2 1.32 0.14 0.7 620.2 1.32 0.14 1.0 594.7 1.30 0.14 1.0 594.7 1.30 0.14 (0.3)25.5 25.8 4.1 1.26 0.13 4.1 1.26 0.13 3.3 7.8 2.38 4.36 7.8 3.3 2.38 4.36 (3.7)(3.3)(3.7)

Aminit Ltd. | 102 |

Exposure of the Company to Changes in Interest Rates as of December 31, 2009 (cont.)

Addendum 4 (cont.)

Reported amounts

	Upon demand and up to 1 month	Over 1 month and up to 3 months	Over 3 months and up to 1 year	Over 1 year and up to 3 years	Over 3 years and up to 5 years
		l	NIS millions	s	
Foreign currency					
Financial assets:					
Financial assets	9.3	-	12.7	-	-
Total fair value	9.3	-	12.7	-	-
Financial liabilities:					
Financial liabilities	19.4	0.5	-	-	-
Total fair value	19.4	0.5	-	-	-
Financial instruments, net					
Exposure to changes in interest rates in the segment	(10.1)	(0.5)	12.7	_	_
Cumulative exposure in the segment	(10.1)	(10.6)	2.1	2.1	2.1
Total exposure to changes in interest rates					
Financial assets:					
Financial assets	399.3	120.7	114.7	8.2	2.7
Total fair value	399.3	120.7	114.7	8.2	2.7
Financial liabilities:					
Financial liabilities	409.2	102.5	95.2	8.2	3.0
Total fair value	409.2	102.5	95.2	8.2	3.0
Financial instruments, net					
Exposure to changes in interest rates in the segment	(9.9)	18.2	19.5	_	(0.3)
Cumulative exposure in the segment	(9.9)	8.3	27.8	27.8	27.5



Effective Internal rate Over 5 No maturity **Total fair** average period duration years value of return In percent In years 22.0 1.27 0.40 22.0 1.27 0.40 0.9 20.8 1.28 0.02 0.9 20.8 1.28 0.02 (0.9)1.2 1.2 0.7 646.3 1.32 0.15 0.7 646.3 1.32 0.15 4.2 1.0 623.3 1.52 0.18 4.2 1.0 623.3 1.52 0.18 (0.3)23.0 (4.2)23.3

Aminit Ltd. | 104 |

Balance Sheets as of the End of Each Quarter – Multi-Quarter Data

Addendum 5

Reported amounts

In NIS millions

		200)9	
	Q4	Q3	Q2	Q1
Assets	•			
Cash on hand and deposits with banks	55.6	33.7	34.4	44.3
Debtors in respect of credit-card activity	591.0	559.5	511.7	476.2
Securities	*_	7.9	14.0	*_
Computers and equipment	*_	0.1	0.1	0.1
Other assets	1.0	0.8	0.6	3.5
Total assets	647.6	602.0	560.8	524.1
Liabilities Credit from banking corporations	*_	*_	0.5	0.4
	*_	*_	0.5	0.4
Travelers' checks in circulation, net	12.6	12.8	13.5	14.6
Creditors in respect of credit-card activity	542.6	510.3	477.2	448.2
Subordinated notes	3.5	_	_	_
Other liabilities	65.2	55.5	46.3	38.1
Total liabilities	623.9	578.6	537.5	501.3
Shareholders' equity	23.7	23.4	23.3	22.8
Total liabilities and capital	647.6	602.0	560.8	524.1

^{*} Amount lower than NIS 50 thousand.



Balance Sheets as of the End of Each Quarter – Multi-Quarter Data (cont.)

Addendum 5 (cont.)

Reported amounts

In NIS millions

	2008				
	Q4	Q3	Q2	Q1	
Assets					
Cash on hand and deposits with banks	39.1	25.7	21.3	32.9	
Debtors in respect of credit-card activity	432.0	**430.0	**333.1	**280.2	
Securities	*_	*_	*_	*	
Computers and equipment	0.1	0.1	0.1	0.1	
Other assets	1.0	**0.7	**0.9	**1.7	
Total assets	472.2	456.5	355.4	314.9	
Liabilities					
Credit from banking corporations	*_	*_	*_	*	
Travelers' checks in circulation, net	13.5	12.6	12.8	13.9	
Creditors in respect of credit-card activity	406.5	**403.8	**310.6	**266.3	
Other liabilities	29.6	**32.8	**24.9	**27.7	
Total liabilities	449.6	449.2	348.3	307.9	
Shareholders' equity	22.6	7.3	7.1	7.0	
Total liabilities and capital	472.2	456.5	355.4	314.9	

^{*} Amount lower than NIS 50 thousand.

Aminit Ltd. | 106 |

^{**} Reclassified.

Quarterly Statements of Profit and Loss – Multi-Quarter Data

Addendum 6

Reported amounts

In NIS millions

		2009			
	Q4	Q3	Q2	Q1	
Income					
From credit-card transactions	22.5	23.3	20.5	**18.5	
Profit from financing activity before provision for doubtful debts	0.8	0.8	0.7	0.3	
Others	0.1	-	-	**_	
Total income	23.4	24.1	21.2	18.8	
Expenses					
Provision for doubtful debts	*_	_	*_	0.4	
Operating expenses	19.2	19.2	17.7	16.1	
Sales and marketing expenses	1.7	1.6	1.2	1.1	
General and administrative expenses	2.5	2.6	2.3	1.9	
Net receipts from banks	(0.4)	0.4	(0.4)	(1.0)	
Total expenses	23.0	23.8	20.8	18.5	
Operating profit before taxes	0.4	0.3	0.4	0.3	
Provision for taxes on operating profit	0.1	*_	0.1	0.1	
Net profit	0.3	0.3	0.3	0.2	
Basic and diluted net profit per common share (in NIS)	51	49	50	33	

^{*} Amount lower than NIS 50 thousand.

^{**} Reclassified.



Quarterly Statements of Profit and Loss – Multi-Quarter Data (cont.)

Addendum 6 (cont.)

Reported amounts

In NIS millions

	2008			
	Q4	Q3	Q2	Q1
Income				
From credit-card transactions	17.7	**17.6	**14.8	**11.7
Profit from financing activity before provision for doubtful debts	0.7	0.4	0.1	*_
Others	-	*/**_	**_	**0.2
Total income	18.4	18.0	14.9	11.9
Expenses				
Provision for doubtful debts	0.1	_	_	_
Operating expenses	15.3	15.0	13.1	10.4
Sales and marketing expenses	1.9	1.6	2.4	1.6
General and administrative expenses	1.9	2.2	1.3	1.0
Net receipts from banks	(1.1)	(1.1)	(2.1)	(1.3)
Total expenses	18.1	17.7	14.7	11.7
Operating profit before taxes	0.3	0.3	0.2	0.2
Provision for taxes on operating profit	*_	0.1	0.1	*-
Net profit	0.3	0.2	0.1	0.2
Basic and diluted net profit per common share (in NIS)	66	97	50	100

^{*} Amount lower than NIS 50 thousand.

Aminit Ltd. | 108 |

^{**} Reclassified.

Certification

- I, Dov Kotler, hereby declare that:
- 1. I have reviewed the annual report of Aminit Ltd. (hereinafter: the "Company") for 2009 (hereinafter: the "Report").
- Based on my knowledge, the Report contains no incorrect presentation of a material fact, and there is no presentation of a material fact missing from the Report that is necessary so that the presentations included therein, in light of the circumstances under which such presentations were included, are not misleading with regard to the period covered by the Report.
- 3. Based on my knowledge, the financial statements and other financial information included in the Report fairly reflect the financial position, results of operations, changes in shareholders' equity, and cash flows of the Company, in all material aspects, for the dates and periods covered in the Report.
- 4. I, and others at the Company making this declaration, are responsible for the establishment and application of controls and procedures regarding the Company's disclosure¹ and internal control of financial reporting¹; furthermore:
 - A. We have established such controls and procedures, or caused such controls and procedures to be established under our supervision, aimed at ensuring that material information pertaining to the Company is brought to our knowledge by others at the Company, in particular during the preparation of the Report;
 - B. We have established such internal control of financial reporting, or caused such internal control of financial reporting to be established under our supervision, intended to provide a reasonable degree of confidence with regard to the reliability of the financial reporting, and that the financial reports for external purposes are prepared in accordance with generally accepted accounting principles and with the directives and guidelines of the Supervisor of Banks;
 - C. We have assessed the effectiveness of the controls and procedures concerning disclosure at the Company, and we have presented our conclusions with regard to the effectiveness of the controls and procedures concerning disclosure, as of the end of the period covered in the Report, based on our assessment; and
 - D. We have disclosed in the Report any change in the internal control of financial reporting at the Company that occurred during the fourth quarter, and that had a material effect, or could reasonably be expected to have a material effect, on the internal control of financial reporting at the Company; and
- 5. I, and others at the Company making this declaration, have disclosed to the auditors, to the Board of Directors, and to the Audit Committee of the Board of Directors of the Company, based on our most current assessment of the internal control of financial reporting:



- A. Any significant deficiencies and material weaknesses in the establishment or application of internal control of financial reporting that can reasonably be expected to impair the Company's ability to record, process, summarize, or report financial information; and
- B. Any fraud, whether material or immaterial, in which Management was involved, or in which other employees were involved who have a significant role in the internal control of financial reporting at the Company.

The aforesaid shall not detract from my responsibility, or from the responsibility of any other person, under any law.

¹ As defined in the Public Reporting Directives, "Board of Directors' Report."	
	Dov Kotler
Tel Aviv, February 25, 2010	Chief Executive Officer

Aminit Ltd. | 110 |

Certification

- I, Sigal Barmac, hereby declare that:
- 1. I have reviewed the annual report of Aminit Ltd. (hereinafter: the "Company") for 2009 (hereinafter: the "Report").
- Based on my knowledge, the Report contains no incorrect presentation of a material fact, and there is no presentation of a material fact missing from the Report that is necessary so that the presentations included therein, in light of the circumstances under which such presentations were included, are not misleading with regard to the period covered by the Report.
- 3. Based on my knowledge, the financial statements and other financial information included in the Report fairly reflect the financial position, results of operations, changes in shareholders' equity, and cash flows of the Company, in all material aspects, for the dates and periods covered in the Report.
- 4. I, and others at the Company making this declaration, are responsible for the establishment and application of controls and procedures regarding the Company's disclosure¹ and internal control of financial reporting¹; furthermore:
 - A. We have established such controls and procedures, or caused such controls and procedures to be established under our supervision, aimed at ensuring that material information pertaining to the Company is brought to our knowledge by others at the Company, in particular during the preparation of the Report;
 - B. We have established such internal control of financial reporting, or caused such internal control of financial reporting to be established under our supervision, intended to provide a reasonable degree of confidence with regard to the reliability of the financial reporting, and that the financial reports for external purposes are prepared in accordance with generally accepted accounting principles and with the directives and guidelines of the Supervisor of Banks;
 - C. We have assessed the effectiveness of the controls and procedures concerning disclosure at the Company, and we have presented our conclusions with regard to the effectiveness of the controls and procedures concerning disclosure, as of the end of the period covered in the Report, based on our assessment; and
 - D. We have disclosed in the Report any change in the internal control of financial reporting at the Company that occurred during the fourth quarter, and that had a material effect, or could reasonably be expected to have a material effect, on the internal control of financial reporting at the Company; and
- 5. I, and others at the Company making this declaration, have disclosed to the auditors, to the Board of Directors, and to the Audit Committee of the Board of Directors of the Company, based on our most current assessment of the internal control of financial reporting:



- A. Any significant deficiencies and material weaknesses in the establishment or application of internal control of financial reporting that can reasonably be expected to impair the Company's ability to record, process, summarize, or report financial information; and
- B. Any fraud, whether material or immaterial, in which Management was involved, or in which other employees were involved who have a significant role in the internal control of financial reporting at the Company.

The aforesaid shall not detract from my responsibility, or from the responsibility of any other person, under any law.

¹ As defined in the Public Reporting Directive	es, "Board of Directors' Report."
	Sigal Barmac
Tel Aviv, February 25, 2010	Manager of Finance and Accounting Department, Chief Accountant

Aminit Ltd. | 112 |

Report of the Board of Directors and Management on the Internal Control of Financial Reporting

The Board of Directors and the Management of Aminit Ltd. (hereinafter: the "Company") are responsible for the establishment and application of adequate internal control of financial reporting (as defined in the Public Reporting Directives concerning the "Board of Directors' Report"). The system of internal control at the Company was designed to provide a reasonable degree of confidence to the Board of Directors and Management of the Company with regard to the adequate preparation and presentation of the financial statements, which are published in accordance with generally accepted accounting principles and the directives and guidelines of the Supervisor of Banks. Regardless of the quality of planning of the internal control systems, any such system has inherent limitations. Thus, even if we determine that these systems are effective, such systems can provide only a reasonable degree of confidence with regard to the preparation and presentation of the financial statements.

Management, under the supervision of the Board of Directors, maintains a comprehensive system of controls aimed at ensuring that transactions are executed in accordance with Management's authorizations, that assets are protected, and that accounting records are reliable. In addition, Management, under the supervision of the Board of Directors, applies measures to ensure that information and communication channels are effective and monitor performance, including the performance of internal control procedures.

The Management of the Company, under the supervision of the Board of Directors, assessed the effectiveness of the Company's internal control of financial reporting as of December 31, 2009, based on the criteria established in the internal control model of the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, Management believes that as of December 31, 2009, the Company's internal control of financial reporting is effective.

The effectiveness of the Company's internal control of financial reporting as of December 31, 2009 was audited by the Company's external auditors, Somekh Chaikin Certified Public Accountants (Isr.) and Ziv Haft Certified Public Accountants (Isr.), as noted in their report on page 119. The auditors' report includes an unqualified opinion with regard to the effectiveness of the Company's internal control of financial reporting as of December 31, 2009.

-	-	
Irit Izakson	Dov Kotler	Sigal Barmac
Chairperson of the Board of Directors	Chief Executive Officer	Manager of Finance and Accounting Department, Chief Accountant

Tel Aviv, February 25, 2010

Aminit Ltd.

Financial Statements

For the year ended December 31, 2009





Table of Contents

	Page
Auditors' Report – Internal Control of Financial Reporting	119
Auditors' Report – Annual Financial Statements	121
Balance Sheets	123
Statements of Profit and Loss	124
Reports on Changes in Shareholders' Equity	125
Statements of Cash Flows	126
Notes to the Financial Statements	127





Auditors' Report to the Shareholders of Aminit Ltd. – Internal Control of Financial Reporting

We have audited the internal control over financial reporting of Aminit Ltd. (hereinafter – "the Company") as of December 31, 2009, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's Board of Directors and Management are responsible for maintaining effective internal control over financial reporting and for their assessment of the effectiveness of internal control over financial reporting, included in the accompanying Directors' and Management's reports on internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States), as adopted by the Supervisor of Banks. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

The internal control of the Company over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in Israel (Israeli GAAP) and directives and guidelines of the Supervisor of Banks. The internal control of a company over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Israeli GAAP and directives and guidelines of the Supervisor of Banks, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with accepted auditing standards in Israel, including those prescribed under the Auditors' Regulations (Auditor's Mode of Performance), 1973, and certain auditing standards applied in the audit of credit-card companies as determined by guidelines of the Supervisor of Banks, the balance sheets of the Company as of December 31, 2009 and 2008, and the statements of profit and loss, statements of changes in shareholders' equity, and statements of cash flows of the Company for each of the years in the three-year period ended on December 31, 2009, and our report dated February 25, 2010 expressed an unqualified opinion on the said financial statements.

Somekh Chaikin

Ziv Haft

Certified Public Accountants (ISR)

Certified Public Accountants (ISR)

Tel Aviv, February 25, 2010







Auditors' Report to the Shareholders of Aminit Ltd. - Annual Financial Statements

We have audited the balance sheets of Aminit Ltd. (hereinafter: "the Company") as of December 31, 2009 and 2008 and the statements of profit and loss, reports on changes in shareholders' equity, and statements of cash flows of the Company for each of the three years in the period ended on December 31, 2009. These financial statements are at the responsibility of the Company's Board of Directors and of its Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Generally Accepted Auditing Standards in Israel, including standards prescribed by the Auditors Regulations (Manner of Auditor's Performance), 1973, and certain auditing standards the application of which in auditing banking corporations was determined in the directives and guidelines of the Supervisor of Banks. Such standards require that we plan and perform the audit to obtain reasonable assurance that the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Board of Directors and by the Management of the Company, as well as evaluating the fairness of the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2009 and 2008 and the results of operations, changes in shareholders' equity, and cash flows of the Company for each of the three years in the period ended on December 31, 2009, in conformity with Generally Accepted Accounting Principles in Israel. Furthermore, in our opinion, these financial statements have been prepared in accordance with the directives and guidelines of the Supervisor of Banks.

We have also audited, in accordance with standards prescribed by the Public Company Accounting Oversight Board (United States) (PCAOB), as adopted by the Supervisor of Banks, the internal control of the Company over financial reporting as of December 31, 2009, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 25, 2010, expressed an unqualified opinion.

Somekh Chaikin Ziv Haft

Certified Public Accountants (Isr.)

Certified Public Accountants (Isr.)

Tel-Aviv, February 25, 2010





Balance Sheets

Reported amounts

In NIS millions

		Decem	ber 31
	Note	2009	2008
Assets			
Cash on hand and deposits with banks	3	55.6	39.1
Debtors in respect of credit-card activity	4, 5, 6	591.0	432.0
Securities	7	*_	*_
Computers and equipment	8	*_	0.1
Other assets	9	1.0	1.0
Total assets		647.6	472.2
Credit from banking corporations	10	*_	*_
Cradit from banking cornerations	10	*	*
Travelers' checks in circulation, net	11	12.6	13.5
Creditors in respect of credit-card activity	12	542.6	406.5
Subordinated notes	13	3.5	_
Other liabilities	14	65.2	29.6
Total liabilities		623.9	449.6
Contingent liabilities and special agreements	18		
Shareholders' equity	15	23.7	22.6
Total liabilities and capital		647.6	472.2

^{*} Amount lower than NIS 50 thousand.

The accompanying notes are an integral part of the financial statements.

Irit Izakson	Dov Kotler	Sigal Barmac
Chairman of the Board of Directors	Chief Executive Officer	Manager of Finance and Accounting Department, Chief Accountant
Tel Aviv, February 25, 2010		

^{**} Reclassified.



Statements of Profit and Loss

Reported amounts

In NIS millions

	Note		For the year ended December 31		
		2009	2008	2007	
Income					
From credit-card transactions ⁽¹⁾	21	84.8	61.8	**18.0	
Profit from financing activity before provision for doubtful debts	22	2.6	1.2	0.3	
Others		0.1	0.2	**_	
Total income		87.5	63.2	18.3	
Expenses					
Provision for doubtful debts**	5	0.4	0.1	*_	
Operating expenses**	23	72.2	53.8	16.5	
Sales and marketing expenses	24	5.6	7.5	5.0	
General and administrative expenses	25	9.3	6.4	2.1	
Net receipts from banks	18G	(1.4)	(5.6)	(5.7	
Total expenses		86.1	62.2	17.9	
Operating profit before taxes		1.4	1.0	0.4	
Provision for taxes on operating profit	26	0.3	0.2	0.1	
Net profit		1.1	0.8	0.3	
Basic and diluted net profit per common share (in NIS)		190	312	141	
Number of shares used in calculation**		6,000	2,481	2,000	

⁽¹⁾ Income from merchant fees is stated without offsetting fees to other issuers, which are stated separately as part of operating expenses (see Note 23). See also Note 2 – "Accounting Policies."

The accompanying notes are an integral part of the financial statements.

Aminit Ltd. | 124 | Financial Statements

^{*} Amount lower than NIS 50 thousand.

^{**} Reclassified.



Report on Changes in Shareholders' Equity

Reported amounts

In NIS millions

	Share capital	Premium on shares	Adjustments in respect of presentation of securities available for sale at fair value	Total share capital and capital reserves	Retained earnings	Total shareholders' equity
Balance as of Jan. 1, 2007	0.8	-	-	0.8	5.7	6.5
Net profit	_	_	_	-	0.3	0.3
Benefit for share-based payment transactions						
Balance as of Dec. 31, 2007	0.8	-	-	0.8	6.0	6.8
Net profit	_	_	_	_	0.8	0.8
Share issuance	*_	15.0	-	15.0	_	15.0
Adjustments in respect of presentation of securities available for sale at fair value, net	-	-	_	_	-	-
Balance as of Dec. 31, 2008	0.8	15.0	-	15.8	6.8	22.6
Net profit	_	-	-	-	1.1	1.1
Adjustments in respect of presentation of securities available for sale at fair value, net	_	_	-	_	-	-
Adjustments in respect of presentation of securities available for sale reclassified to profit and loss statement	***************************************	_	-	_	_	-
Effect of related tax	-	-	-	-	-	-
Balance as of Dec. 31, 2009	0.8	15.0	-	15.8	7.9	23.7

^{*} Amount lower than NIS 50 thousand.

The accompanying notes are an integral part of the condensed financial statements.

Aminit Ltd. | 125 | Financial Statements



Statement of Cash Flows

Reported amounts

In NIS millions

	For the yea	For the year ended December			
	2009	2008	2007		
Cash flows from operating activity					
Net profit for the year	1.1	0.8	0.3		
Adjustments required to present operating cash flows:					
Revaluation of deposits from banking corporations	0.1	0.2	1.5		
Depreciation	**_	**_	**-		
Profit from realization and adjustment of securities available for sale	(0.6)	-	**-		
Deferred taxes, net	(0.1)	**_	(0.1)		
(Increase) decrease in other assets	0.1	(0.1)	(**-)		
Increase in other liabilities	35.6	8.3	12.5		
Net cash from operating activity	36.2	9.2	14.2		
Cash flows for activity in assets					
Deposits deposited with banks*	(13.9)	(17.3)	(15.1)		
Withdrawal of deposits from banks*	14.8	19.6	12.3		
Purchase of securities available for sale	(21.6)	_	(0.1)		
Proceeds of realization of securities available for sale	22.1	_	4.3		
(Increase) in debtors in respect of credit-card activity, net	(159.0)	(216.4)	(205.0)		
Net cash for activity in assets	(157.6)	(214.1)	(203.6)		
Cash flows from activity in liabilities					
Short-term credit from banking corporations, net	**_	(**-)	(0.8)		
Decrease in travelers' checks in circulation	(0.9)	(2.2)	(3.1)		
Increase in creditors in respect of credit-card transactions, net	136.1	207.8	195.3		
Increase in subordinated notes, net	3.5	_	_		
Issuance of share capital	-	15.0	-		
Net cash from activity in liabilities	138.7	220.6	191.4		
Increase in cash and cash equivalents	17.3	15.7	2.0		
Balance of cash and cash equivalents at beginning of year	25.5	9.8	7.8		
Balance of cash and cash equivalents at end of year	42.8	25.5	9.8		

^{*} For an original period of more than 3 months.

The accompanying notes are an integral part of the financial statements.

Aminit Ltd. | 126 | Financial Statements

^{**} Amount lower than NIS 50 thousand.

Note 1 - General

- A. Aminit Ltd. ("**the Company**") was established in 1979 and is under the full ownership of Bank Hapoalim B.M. The Company is an auxiliary corporation under the Banking Law (Licensing), 5741-1981.
- B. The Company issues and acquires Visa credit cards. Isracard Ltd. ("Isracard"), a sister company, operates the Company's credit-card system on behalf of the Company. An agreement is in place between the Company and Isracard for that purpose, regularizing the manner of account settlement between the parties (see Note 18F).
- C. Until December 2007, the Company acquired and issued Visa travelers' checks, mainly denominated in US dollars. In September 2007, the Visa Organization notified the Company that its board of directors had decided to terminate the travelers' check sale program, effective September 30, 2008.

Following this decision, the Company also decided to terminate the issuance of travelers' checks as of January 1, 2008. The Company continues to acquire travelers' checks issued prior to that date.

D. The financial statements were prepared in accordance with Israeli GAAP and with the directives and guidelines of the Supervisor of Banks with regard to financial reporting by credit-card companies.

Note 2 – Reporting Rules and Significant Accounting Policies

A. Definitions

In these financial statements:

- 1. The Company Aminit Ltd.
- 2. The Parent Company Bank Hapoalim B.M.
- 3. Related parties As defined in Opinion Statement No. 29 of the Institute of Certified Public Accountants in Israel.
- 4. Interested parties As defined in Paragraph (1) of the definition of an "interested party" of a corporation in Section 1 of the Securities Law.
- 5. Controlling shareholders As defined in the Securities Regulations (Presentation of Transactions between a Corporation and its Controlling Shareholder in Financial Statements), 5756-1996.
- 6. CPI The consumer price index published by the Central Bureau of Statistics.
- 7. USD United States dollar.

Aminit Ltd. | 127 |



A. Definitions (cont.)

- 8. Adjusted amount Nominal historical amount adjusted in accordance with the directives of Opinion Statements No. 23 and 34 and Opinion Statements No. 36 and 37.
- 9. Reported amount Amount adjusted to the transition date (December 31, 2003), with the addition of amounts in nominal values added subsequent to the transition date, and subtracting amounts deducted subsequent to the transition date.
- 10. Adjusted financial reporting Financial reporting in values adjusted to changes in the general purchasing power of Israeli currency, in accordance with the directives of the Opinion Statements of the Institute of Certified Public Accountants in Israel.
- 11. Nominal financial reporting Financial reporting based on reported amounts.
- 12. Operating currency The currency of the main economic environment in which the company operates; usually, the currency of the environment in which the corporation derives and expends most of its cash.

B. Financial Statements in Reported Amounts

- 1. In October 2001, the Israel Accounting Standards Board published Accounting Standard No. 12, "Discontinuance of Adjustment of Financial Statements for Inflation." In accordance with this standard, and in accordance with Accounting Standard No. 17 of December 2002, the adjustment of financial statements for inflation ceased as of January 1, 2004. Until December 31, 2003, the Company continued to prepare adjusted financial statements, in accordance with Opinion Statement 36 of the Institute of Certified Public Accountants in Israel. The Company applied the directives of the standard, and accordingly ceased adjusting its financial statements as of January 1, 2004, as noted above, subject to transitional directives established for this purpose by the Supervisor of Banks. Note 28 includes information regarding the Company's data in historical nominal values.
- 2. The amounts of non-monetary assets do not necessarily represent the exercise value or the current economic value; they reflect only the reported amounts of those assets.
- 3. In the financial statements, "cost" refers to cost in reported amounts.

C. Operating Currency and Presentation Currency

The operating currency and the presentation currency of the Company and of the investee companies of the Company is the New Israeli Shekel (NIS). The financial statements are presented in NIS, rounded to the nearest hundred thousand.

Aminit Ltd. | 128 |

D. Reporting Principles

1. Balance sheets

- (A) Non-monetary items are presented in reported amounts.
- (B) Monetary items are presented in the balance sheet at nominal historical values at the balance-sheet date. With regard to the presentation of securities, see Section H below.

2. Statements of profit and loss

- (A) Income and expenses arising from non-monetary items or from provisions included in the balance sheet are derived from the difference between the reported amount at the opening balance and the reported amount at the closing balance.
- (B) Other components of the statement of profit and loss are presented in nominal values.

E. Linkage and Foreign Currency

Transactions in foreign currency are translated into the operating currency at the exchange rate published by the Bank of Israel, in effect at the date of the transactions. Monetary assets and liabilities denominated in foreign currency at the reporting date are translated into the operating currency at the exchange rate in effect on that date. Exchange-rate differences in respect of monetary items are the difference between the depreciated cost in the operating currency at the beginning of the period, adjusted for the effective interest rate and payments during the period, and the depreciated cost in foreign currency translated at the exchange rate at the end of the period. Non-monetary assets and liabilities denominated in foreign currencies and measured at fair value are translated into the operating currency at the exchange rate in effect on the date on which the fair value was determined.

Assets and liabilities linked to the CPI were included according to the linkage terms established for each balance.

The following table shows data regarding the consumer price index (2006 base = 100) and exchange rates and their rates of change during the accounting period:

	December 31			
	2009	2008	2007	
Consumer price index (in points)	110.6	106.4	102.5	
United States dollar exchange rate (in NIS per 1 USD)	3.775	3.802	3.846	



		Percent change in the year ended December 31		
	2009	2008	2007	
Consumer price index	3.9	3.8	3.4	
USD exchange rate	(0.7)	(1.1)	(9.0)	

Effect of Changes in Foreign Currency Exchange Rates

The Company implements Accounting Standard 13, "Effects of Changes in Exchange Rates of Foreign Currencies." The standard addresses the translation of transactions in foreign currency and the translation of financial statements of external activities for the purpose of integration with the financial statements of the Company. Transactions denominated in foreign currency are recorded upon initial recognition at the exchange rate on the date of the transaction. Exchange-rate differences arising from the extinguishment of monetary items or from reporting of monetary items of the Company at exchange rates different from those used for the initial recording during the period, or different from those reported in prior financial statements, were allocated to the statement of profit and loss.

F. Use of Estimates

The preparation of the financial statements in conformity with Israeli GAAP and with the directives and guidelines of the Supervisor of Banks requires the Management of the Company to exercise judgment and use estimates, evaluations, and assumptions that affect the implementation of policies and the amounts of assets and liabilities and the amounts of income and expenses. It is hereby clarified that actual results may differ from such estimates.

In formulating the accounting estimates used in the preparation of the financial statements of the Company, the Management of the Company is required to make assumptions regarding circumstances and events that involve significant uncertainty. In exercising its judgment to establish estimates, the Management of the Company relies on past experience, various facts, external factors, and reasonable assumptions, according to the relevant circumstances for each estimate.

The estimates and the underlying assumptions are routinely reviewed. Changes in accounting estimates are recognized in the period in which the estimates were amended and in all affected future periods.

Aminit Ltd. | 130 |

G. Cash on Hand and Deposits with Banks

Cash on hand and deposits with banks include, among other things, cash and deposits with banks with an original term of deposit of no more than three months.

H. Securities

Securities held by the Company are classified by the Company as securities available for sale. Accordingly, the securities are presented in the balance sheet at fair value, which is usually based on stock-market rates. Accrued interest, linkage and exchange-rate differences, premium reduction and discounting (according to the effective interest method), and losses from other-than-temporary impairment are allocated to the statement of profit and loss. Unrealized profits or losses from adjustment to fair value net of tax are recorded directly in a separate item within shareholders' equity, and are transferred to the statement of profit and loss upon realization or redemption.

I. Debtors and Creditors in Respect of Credit-Card Transactions

Upon capture of a credit-card transaction, the Company includes, in its balance sheet, a debt of the cardholder, if it is the issuing company, or a debt of another issuing company, against a liability to pay the merchant. If the merchant does not receive acquiring services from the Company, the Company records a liability to pay another acquiring company.

J. Offsetting Financial Instruments

Financial assets and financial liabilities are stated in the balance sheet in net amounts only when the Company has the enforceable legal right to offset them, and the intention to settle the asset and the liability on a net basis, or to realize the asset and settle the liability simultaneously.

K. Transfers and Servicing of Financial Assets and Extinguishment of Liabilities

The Company applies the measurement and disclosure rules set forth in the American accounting standard FAS 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities," for differentiation between transfers of financial assets to be recorded as sales and other transfers. Accordingly, the principle was adopted under which a financial asset transferred shall be presented in the balance sheet of the party controlling the asset, whether it is transferring or receiving the asset. For this purpose, tests of control were established that refer to transactions for the transfer of financial assets (e.g. repurchase transactions, securities lending, securitization of loans, and sale of and participation in loans).



K. Transfers and Servicing of Financial Assets and Extinguishment of Liabilities (cont.)

The amendments to the Public Reporting Directives apply to the Company with regard to securities lending transactions, repurchase of securities, securitization of financial assets, other transfers of financial assets, provision of services for financial assets, and extinguishment of liabilities executed after December 31, 2006 which are administered in accordance with management rules, including the management of margin deposits, established on this subject in the United States, as published in the draft Proper Conduct of Banking Business Directive of the Supervisor of Banks. Transactions that do not comply with the said management rules were treated in accordance with the Public Reporting Directives from before the adoption of the rules of FAS 140. Securities sold under repurchase agreements or purchased under resale agreements, securities borrowed or lent, and other financial instruments transferred or received by the Company in which the Company has not lost control of the asset transferred or has not acquired control of the asset received, are treated as secured debt.

The Company subtracts a liability only if the liability has been extinguished; i.e., if one of the following conditions has been met: (A) The Company has paid the lender and has been released from its obligation in respect of the liability; or (B) the Company has been legally released in a legal proceeding, or with the consent of the lender, from being the principal debtor in respect of the liability.

L. Provision for Doubtful Debts

The financial statements include specific provisions for doubtful debts that fairly reflect, according to the assessment by Management, the loss inherent in debts whose collection is in doubt. In determining the fairness of the provisions, Management relies, among other factors, on a risk assessment based on the information available to it with regard to debtors' financial position and volume of activity, an evaluation of collateral received from debtors, and past experience. Doubtful debts which Management believes there is no chance of collecting are written off, according to Management's decision.

M. Computers and Equipment

- 1. Computers and equipment are recognized at cost, less accumulated depreciation. Depreciation is calculated according to the "straight-line method," based on the estimated useful life of the assets.
- 2. The annual rate of depreciation is:

Software costs - 25%

Aminit Ltd. | 132 |

Note 2 – Significant Accounting Policies (cont.)

M. Buildings and Equipment (cont.)

3. Costs of the development of software for internal use are handled in accordance with Standard 30, "Intangible Assets." Costs of the development of software for internal use are capitalized after completion of the preliminary planning stage, when the expectation is that the project will be completed and the software will be used to fulfill its intended objectives.

Capitalization is terminated when the software is essentially completed and ready for its intended use. Capitalized software development costs are depreciated using the "straight-line method," based on the estimated useful life of the software.

N. Impairment of Assets

The book value of non-monetary assets of the Company, excluding deferred tax assets, and including monetary assets which are equity-basis investments, is examined at each reporting date in order to determine whether signs exist to indicate impairment. If such signs exist, an estimate of the recoverable amount of the asset is calculated. In periods subsequent to the first recognition date, the Company assesses, once annually on a fixed date for each asset, the recoverable amount of intangible assets with an undefined lifetime, or which are unavailable for use; or more frequently if signs of impairment exist.

The recoverable amount of an asset or of a cash-generating unit is the higher of the use value and the net sale value (fair value net of selling expenses). In determining use value, the Company capitalizes the estimated future cash flows according to a pretax capitalization rate reflecting market estimates regarding the time value of the money and the specific risks related to the asset. For the purpose of examining impairment, assets which cannot be examined individually are aggregated into the smallest group of assets that generates cash flows from ongoing use, which are essentially non-dependent on other assets and groups (a "cash-generating unit"). Losses from impairment are recognized when the book value of the asset or of the cash-generating unit to which the asset belongs exceeds the recoverable value, and are charged to profit and loss.

O. Taxes on Income

Expenses for taxes on income include current and deferred taxes. Current and deferred taxes are allocated to the statement of profit and loss, unless the tax arises from a transaction or event recognized directly in shareholders' equity. In such cases, the expense for taxes on income is allocated to shareholders' equity. Current tax is the amount of tax expected to be paid (or received) on the taxable income for the year, calculated according to the applicable tax rates under laws legislated or legislated in practice at the balance-sheet date, including changes in tax payments referring to previous years.



O. Taxes on Income (cont.)

The Company allocates taxes in respect of temporary differences. Temporary differences are differences between the value of assets and liabilities for tax purposes and their book value. The aforesaid tax allocation is performed in respect of differences related to assets whose consumption or reduction may be deducted for tax purposes.

Balances of deferred taxes (asset or liability) are calculated using the liability method, according to the tax rates that will apply at the time of utilization of the deferred taxes or at the time of exercise of the tax benefits, based on the tax rates and tax laws legislated or the legislation of which has been essentially completed by the balance-sheet date.

P. Share-Based Payments

The Company has implemented Accounting Standard No. 24, "Share-Based Payment" (hereinafter: the "Standard"), as of January 1, 2006. Pursuant to the directives of the Standard, the Company recognizes share-based payment transactions in its financial statements, including transactions with employees or other parties settled in capital instruments, in cash, or in other assets. Share-based payment transactions in which goods or services are received in consideration for the payment are recorded at fair value.

With regard to transactions settled in capital instruments, the Standard applies to allocations performed after March 15, 2005, but not yet vested by January 1, 2006. The Standard similarly applies to changes in the terms of transactions settled in capital instruments and executed after March 15, 2005, even if the allocations in respect of which the changes were executed occurred prior to that date. The Standard also applies to liabilities arising from share-based payment transactions existing on January 1, 2006.

The Company records the benefit created by the allocation of option notes to employees as a wage expense, against a capital reserve, according to the fair value of the options at the allocation date, using the Black & Scholes model. In accordance with this policy, the benefit generated is spread over the vesting period of the option notes, based on the Company's estimates regarding the number of options expected to vest, other than forfeitures resulting from noncompliance with market conditions.

Q. Employee Rights

Appropriate reserves according to law, customary practice, and Management expectations exist in respect of all liabilities due to employee-employer relations. Certain liabilities are calculated on an actuarial basis.

Aminit Ltd. | 134 |

Q. Employee Rights (cont.)

Severance-pay and pension liabilities are mostly covered by amounts funded deposited with provident funds for pension allowances and severance pay and with senior employees' insurance policies. A provision is included in the financial statements in respect of amounts of liabilities not covered in the aforesaid manner.

R. Revenue Recognition

- 1. Income from acquiring fees is included in the statement of profit and loss at the date of capture of the transaction at the Company, on a cumulative basis, upon completion of the service. In transactions in installments funded by the merchants, income is allocated as a separate transaction for each payment.
- 2. The Company applies the directives of Clarification No. 8 of the Israel Accounting Standards Board, "Reporting Income on a Gross or Net Basis," and accordingly presents income from acquiring fees on a gross basis, while fees to other issuers are presented under expense items.
- Income from card fees, operating fees, and deferred-debit fees collected from cardholders are included in the statement of profit and loss on a cumulative basis. (The collection of operating fees ceased as of July 2008, pursuant to an amendment to the Banking Law (Customer Service)).
- 4. Income from interest is recorded on a cumulative basis and recognized according to the interest method, with the exception of income from interest on debts in arrears; such interest is allocated to the statement of profit and loss based on actual collection.
- 5. Securities see Section H above.

S. Earnings Per Share

The Company presents basic and diluted earnings per share data with regard to its common share capital. Basic earnings per share are calculated by dividing the profit or loss attributed to holders of the common shares of the Company by the weighted average number of common shares in circulation during the period. Diluted earnings per share are established by adjusting the profit or loss attributed to holders of the common shares and adjusting the weighted average of the common shares in circulation for the effects of all of the potential diluting common shares, which include, among others, notes exercisable into shares, options for shares, and options for shares granted to employees.

T. Segmental Reporting

Segmental reporting is presented in accordance with the directives of the Supervisor of Banks – see also Note 27.



U. Statement of Cash Flows

The statement of cash flows is presented with classification into cash from operating activity, activity in assets, and activity in liabilities and capital. Cash flows from activity in assets and in liabilities and capital are presented net, with the exception of changes in securities for investment and in non-monetary assets. The "cash and cash equivalents" item includes cash and deposits with banks for an original period of up to three months.

V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation

In July 2006, the Israel Accounting Standards Board published Accounting Standard
No. 29, "Adoption of International Financial Reporting Standards (IFRS)" (hereinafter:
the "Standard"). The Standard stipulates that entities subject to the Securities Law,
5728-1968 and required to report under its regulations shall prepare their financial
statements according to IFRS for periods starting January 1, 2008.

The aforesaid does not yet apply to banking corporations and credit-card companies whose financial statements are prepared according to the directives and guidelines of the Supervisor of Banks. With regard to the manner of implementation of the Standard by banking corporations, the Supervisor of Banks has stated, among other matters, that in the second half of 2009 he will announce his decision regarding the implementation date of IFRS pertaining to the core business of banking. In June 2009, the Supervisor of Banks issued a circular concerning "Reporting by Banking Corporations and Credit-Card Companies in Israel in Accordance with International Financial Reporting Standards (IFRS)," which establishes the expected manner of adoption of IFRS by banking corporations and credit-card companies.

Therefore, until the target dates for the adoption of IFRS, as noted above, the financial statements of banking corporations and credit cards will continue to be prepared according to the directives and guidelines of the Supervisor of Banks.

Pursuant to the circular, the deadlines for reporting according to IFRS by banking corporations and credit-card companies are as follows:

On matters not related to the core business of banking – As of January 1, 2011. From that date forward, banking corporations and credit-card companies will be required to update the accounting treatment of these matters routinely, pursuant to the transitional directives in the new international standards to be published on these matters, and in accordance with the clarifications to be issued by the Supervisor of Banks.

Aminit Ltd. | 136 |

V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

On matters related to the core business of banking – As of January 1, 2011. During 2011, the Supervisor of Banks intends to reach a final decision on this matter. The final decision will be made taking into consideration the schedule established in the United States and the progress of the convergence process between international and American standards.

The circular clarifies that subsequent to the completion of the process of adjusting the directives to the international standards, the Supervisor of Banks will retain the authority to set forth binding clarifications with regard to the manner of implementation of the requirements of the international standards, and to set forth additional directives in cases in which it is necessary due to the requirements of the supervisory agencies in developed countries globally, or on matters not addressed by the international standards. In addition, the Supervisor of Banks will retain the authority to establish disclosure and reporting requirements.

Thus, until the target dates for the adoption of IFRS, as noted above, the financial statements of banking corporations and credit-card companies will continue to be prepared in accordance with the directives and guidelines of the Supervisor of Banks. At this stage, no directives have been established with regard to the transitional directives to apply at the initial adoption of the international standards. For information regarding the adoption of certain IFRS, see Note U.4.(C).

2. In December 2006, the Israel Accounting Standards Board issued Accounting Standard No. 23, "Accounting Treatment of Transactions between an Entity and its Controlling Party" (the "Standard"). The Standard replaces the Securities Regulations (Statement of Transactions between a Corporation and its Controlling Party in Financial Statements), 5756-1996, as adopted in the Public Reporting Directives of the Supervisor of Banks. The Standard stipulates that assets and liabilities with regard to which a transaction has been executed between an entity and its controlling party shall be measured at the date of the transaction, at fair value, and the difference between the fair value and the consideration allocated in the transaction shall be allocated to shareholders' equity. A negative difference constitutes a dividend and therefore reduces the balance of retained earnings. A positive difference constitutes an owner investment, and shall therefore be presented in a separate item under shareholders' equity, entitled "capital reserve from a transaction between the entity and its controlling party."



V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

The Standard addresses three issues related to transactions between an entity and its controlling party, as follows: (1) transfer of an asset to the entity from the controlling party, or alternatively, transfer of an asset from the entity to the controlling party; (2) the undertaking of a liability of the entity towards a third party, in full or in part, by the controlling party, indemnification of the entity by its controlling party for an expense, or a waiver by the controlling party of a debt owed to it by the entity, in full or in part; and (3) loans given to the controlling party or received from the controlling party. The standard further stipulates the disclosure to be made in the financial statements with regard to transactions between the entity and its controlling party during the period.

In May 2008, the Supervisor of Banks issued a letter indicating that the rules to apply to banking corporations and credit-card companies with regard to the treatment of transactions between entities and their controlling parties are being reexamined.

According to the letter, the Supervisor of Banks intends to establish the following rules to apply to transactions between a banking corporation or a credit-card company and its controlling party, and to transactions between a banking corporation and a company under its control:

- International Financial Reporting Standards;
- In the absence of a specific reference in the International Financial Reporting Standards, generally accepted accounting principles in the United States (US GAAP) applicable to banking corporations in the United States will apply, provided that they do not contradict International Financial Reporting Standards;
- In the absence of a reference in US GAAP, the sections of Standard 23 will apply, provided that they do not contradict International Financial Reporting Standards and US GAAP, as noted above.

As of the date of publication of the financial statements, the Supervisor of Banks has not yet issued directives with regard to the adoption of specific rules on this subject or with regard to the initial implementation thereof.

3. In May 2009, the FASB issued the US accounting standard FAS 166, "Accounting for Transfers of Financial Assets" (an amendment of FAS 140). FAS 166 cancels the principle of Qualified Special Purpose Entities (QSPE), establishes stricter terms for accounting treatment as a sale with regard to the transfer of part of a financial asset, including clarifications of the terms for subtraction of financial assets, amends measurement rules for the first-time recognition of retained interests, and cancels reclassification rules in guaranteed mortgage securitization.

Aminit Ltd. | 138 |

V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

The FASB concurrently issued the US accounting standard FAS 167, "Amendments to FASB Interpretation No. 46(R)," which amends the rules set forth in FIN 46(R), "Consolidation of Variable Interest Entities." FAS 167 mandates an examination of the consolidation requirement with regard to all entities previously defined as QSPEs, updates the criteria for the identification of Variable Interest Entities (VIEs), changes the method of establishing the identity of the primary beneficiary (from an approach based on quantitative examinations to a qualitative examination to identify the control of financial rights), and requires reporting corporations to reexamine the requirement to consolidate VIEs more frequently.

In addition, FAS 166 and FAS 167 establish new disclosure requirements to be included in annual and interim financial statements.

Pursuant to the circular of the Supervisor of Banks of September 6, 2009, banking corporations and credit-card companies (hereinafter: "Banking Corporations") are required to implement the rules set forth in FAS 166 and FAS 167, including the disclosure requirements established therein, from January 1, 2010 forward, in accordance with the transitional directives established in those standards. In general, the transitional directives require the following:

The recognition and measurement requirements in the standard are to be implemented with regard to transfers of financial assets performed as of January 1, 2010.

The examination, from January 1, 2010 forward, of entities defined as QSPEs under the former rules, to determine whether consolidation is required pursuant to FAS 167.

In addition, companies are permitted not to disclose comparison figures for 2009 with regard to disclosure requirements added for the first time due to the circular of the Supervisor of Banks.

The expected effect of the first-time implementation of FAS 166 and FAS 167 is not material.

4. A circular of the Supervisor of Banks on the subject of "Measurement and Disclosure of Impaired Debts, Credit Risk, and Provision for Credit Losses" (the "Circular" or the "Directive") was issued on December 31, 2007. The Circular is based, among other things, on US accounting standards and the related regulatory directives of bank supervision agencies and the Securities and Exchange Commission in the United States. The guiding principles of the Circular represent a substantial departure from the current directives on the classification of problematic debts and the measurement of provisions for credit losses in respect of such debts.



V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

According to the Circular, the Company is required to make provisions for credit losses at an appropriate level in order to cover estimated credit losses with respect to its credit portfolio. In addition to the aforesaid, according to the Circular, provisions must be made in a separate liability account at an appropriate level to cover estimated credit losses related to off-balance-sheet credit instruments, such as contractual engagements to provide credit and guarantees.

The required provision to cover estimated credit losses with respect to the credit portfolio is to be assessed by one of two methods: "individual provisions" and "group provisions." "Individual provisions for credit losses" are to be applied for all debts where the contractual balance (without deducting accounting write-offs that do not involve accounting waivers, unrecognized interest, provisions for credit losses, and collateral) is NIS 1 million or more, and for other debts identified by the company for individual assessment and for which the provision for decline in value is not included in the "specific provision for credit losses estimated on a group basis." The individual provision for credit losses is to be assessed based on the expected future cash flows, discounted at the effective interest rate of the debt; or, for debts contingent upon collateral, or when the company determines that seizure of an asset is expected, according to the fair value of the collateral placed under lien to secure the credit. "Specific provisions for credit losses estimated on a group basis" are to be applied in provisions for the decline in value of large homogenous groups of small debts, and in respect of debts examined individually and found to be unimpaired. The specific provision for credit losses in respect of debts evaluated on a group basis is to be calculated in accordance with the rules stipulated in US accounting standard FAS 5, "Accounting for Contingencies," based on a current estimate of the rate of past losses in respect of each homogenous group of debts with similar risk characteristics. The required provision in respect of offbalance-sheet credit instruments is to be assessed in accordance with the rules stipulated in FAS 5.

The Directive further establishes various definitions and classifications of balance-sheet and off-balance-sheet credit risk, rules for the recognition of interest income from impaired debts, and rules for accounting write-offs of problematic debts. Among other things, the Circular states that accounting write-offs should be performed for any individually examined debt thought to be uncollectible, of such low value that its retention as an asset is unjustified, or debts in respect of which the company has carried out prolonged collection efforts.

The Directive is to be implemented in the financial statements of banking corporations and credit-card companies from the statements as of January 1, 2011 (hereinafter: the "First Implementation Date") forward. The Directive is not to be implemented retroactively in financial statements for previous periods. Alternatively, at the First Implementation Date, banking corporations and credit-card companies will be required, among other things, to:

Aminit Ltd. | 140 |

V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

- Perform accounting write-offs of all debts meeting the conditions for accounting write-offs on that date;
- Classify all debts meeting the conditions for such classification as under special supervision, inferior, or impaired;
- Cancel all accrued unpaid interest income in respect of all debts meeting the relevant conditions on that date; and
- Examine the need to adjust the balance of current and deferred taxes receivable and payable. Adjustments of the balance of the provision for credit losses in respect of credit to the public and in respect of off-balance-sheet credit instruments as of January 1, 2010 to the requirements of this Directive, including the requirements to establish provisions and the documentation requirements, are to be included directly in the "retained earnings" item within shareholders' equity.

In this connection, it has been clarified that despite the definition according to which restructured problematic debt is impaired debt, banking corporations and credit-card companies are not required to classify as impaired debts restructured prior to January 1, 2007, provided that the debt is not impaired based on the conditions stipulated in the restructuring agreement.

The implementation of the Directive is expected to have implications for the future relationship between the Company and its clients, arising from the requirement to implement principles suitable for the business environment in the United States in the existing business environment in Israel. The stricter documentation requirements and the requirement for assessment and execution of provisions for estimated credit losses in respect of classified debts and off-balance-sheet credit exposures are expected to have an adverse effect on the reported results and financial position of the Company.

In addition, the implementation of the Directive requires material preparations and changes to existing information systems, which are currently not adapted to reporting according to the proposed principles. In addition, the effect on the balance of credit in the group track cannot be estimated without building an information system to establish parameters for the creation of the homogenous groups with similar risk characteristics. For the reasons noted above, the Management of the Company cannot estimate, at this stage, the effects of the initial implementation of the Directive on its future financial results.

Further to the original Directive of December 31, 2007, on February 21, 2010 the Supervisor of Banks issued a circular (hereinafter: the "Circular") which mainly contains updates and clarifications of the guidelines provided in the original Directive, as well as updates of certain guidelines included in the Proper Conduct of Banking Business Directives, in order to adjust the existing rules and terminology to the new terminology and guidelines in the original Directive.



V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

The Circular amends the transitional directives for 2010-2011. Under these amendments:

- ♦ It is clarified that the inception date of the new directives is January 1, 2011.
- ♦ In order to simplify the rules for the measurement of provisions for credit losses on a group basis, which requires the use of complex statistical models and historical data concerning accounting write-offs that do not exist in the banking system, a final version of the temporary order concerning "Group Provisions for Credit Losses in 2011-2012" is included; the temporary order will expire on January 1, 2013.
- A requirement is included for banking corporations and credit-card companies to include a pro-forma note in Note 2 of their financial statements as of December 31, 2010 referring to the effect that the new directives would have on the principal balance-sheet items in the reports as of December 31, 2010, if these directives were implemented on that date.
- A requirement is included for banking corporations and credit-card companies to include a discussion, in their board of directors' reports for the period ended December 31, 2010, of the effect that the new directives would have on the principal balance-sheet items in the reports as of December 31, 2010, and on the quality of credit, if these directives were implemented on that date.
- ♦ In addition, the disclosure to be given in the reports as of March 31, 2011 of the effect of the initial adoption of the new directives was clarified, including a format for the statement of changes in shareholders' equity and the change in the balance of the provision for credit losses as of March 31, 2011.

Implementation of the requirements of the Directive necessitates the upgrade and/or setup of a computerized infrastructure system in order to ensure a process of assessment and execution of provisions for credit losses, including internal control systems to examine the adequate implementation of the Directive and validate the effectiveness of the method of calculating the provision. The Company is performing the following steps towards implementation of the Directive:

- Development of the required changes to information systems.
- Acceptance testing of system developments.
- Production of data for 2010 for presentation in the financial statements.

The steps noted above are scheduled for completion by the end of the first quarter of 2010.

The implementation of the aforesaid Directive may have an impact on the Company's reported results; however, at this stage it is not possible to estimate the strength and extent of such impact.

Aminit Ltd. | 142 |

V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

5. Fair value measurements, the fair value option, and the adoption of certain IFRS

On December 31, 2009, the Supervisor of Banks issued a circular regarding, "Fair Value Measurements, the Fair Value Option, and the Adoption of Certain IFRS" (hereinafter: the "Circular"). The Circular adopts:

- (A) US Financial Accounting Standard 157, "Fair Value Measurements" (hereinafter: "FAS 157");
- (B) US Financial Accounting Standard 159, "The Fair Value Option for Financial Assets and Financial Liabilities" (hereinafter: "FAS 159");
- (C) Certain IFRS.

(A) FAS 157 - Fair Value Measurements

FAS 157 defines fair value and establishes a consistent working framework for the measurement of fair value by defining fair value assessment techniques with regard to assets and liabilities, and by establishing a fair value hierarchy and detailed implementation instructions. In addition, FAS 157 expands the disclosure requirements for measurements of fair value.

FAS 157 will apply from January 1, 2011 forward, and will be adopted for the first time in a limited format of retroactive implementation. Consequently, FAS 157 will be implemented from this point forward, with the exception of financial instruments measured prior to the initial implementation of FAS 157.

At the first implementation date, the difference between the balance-sheet balances of the aforesaid financial instruments and the fair values of those instruments shall be recognized as a cumulative effect in the opening balance of retained earnings as of January 1, 2011, which will be presented separately. The new disclosure requirements, including the disclosure required in annual reports only, will be implemented in the first quarter of 2011, with no obligation to implement the aforesaid disclosure requirements for financial statements for periods presented before the initial implementation of FAS 157.



V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

In order to determine the amount of the adjustment to be recorded as a cumulative effect in the opening balance of retained earnings as of January 1, 2011, and to ensure the adaptation of the assessment methods of the banking corporation to the exit price principle and the guidelines established in FAS 157, the Company shall be required to reexamine its assessment methods for the measurement of fair value, taking into consideration the relevant circumstances for the various transactions, including prices of recent transactions in the market, indicative prices of assessment services, and the results of back-testing of similar types of transactions.

In light of the foregoing, the Company is examining the effects of the adoption of the standard on the financial statements; at this stage, the Company cannot estimate the expected effect of the initial implementation of FAS 157.

(B) FAS 159 - The Fair Value Option for Financial Assets and Financial Liabilities

The purpose of FAS 159 is to allow reduced fluctuations in reported profits arising from the measurement of hedged assets and hedged liabilities and hedging derivative instruments using different measurement bases.

FAS 159 allows the Company to choose, at defined dates, to measure financial instruments and certain other items (the eligible items) at fair value, which under Public Reporting Directives are not required to be measured at fair value. Unrealized profits and losses in respect of changes in the fair value of the items for which the fair value option is selected shall be reported in the statement of profit and loss for each consecutive reporting period. In addition, prepaid costs and fees related to the items for which the fair value option is selected shall be recognized in profit and loss on the date of creation, rather than deferred. The choice to apply the fair value option, as noted above, shall be made instrument by instrument, and cannot be cancelled. In addition, FAS 159 establishes presentation and disclosure requirements aimed at facilitating comparisons between banking corporations that choose different measurement bases for similar types of assets and liabilities.

Despite the aforesaid, the Circular clarifies that the fair value option shall not be chosen unless the Company has developed knowledge, systems, procedures, and controls at a high level, in advance, which will enable it to measure the item at a high degree of reliability. Thus, the fair value option shall not be chosen with regard to any asset classified in level 2 or level 3 of the fair value hierarchy, or with regard to any liability, unless advance approval to do so is received from the Supervisor of Banks.

Aminit Ltd. | 144 |

Note 2 – Reporting Rules and Significant Accounting Policies (cont.)

V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

FAS 159 will apply from January 1, 2011 forward. Implementation through retroactive adoption or implementation through early adoption are prohibited. The transitional directives of the Supervisor of Banks refer to the implementation with regard to eligible assets existing at the inception date, and to securities available for sale and securities held to maturity, as follows:

- Implementation for eligible items existing at the inception date: The Company is permitted to choose the fair value option for eligible items existing at the inception date. In these cases, the balance-sheet balances of these eligible items shall be adjusted to fair value, and the effect of the initial re-measurement at fair value shall be allocated as an adjustment in respect of the cumulative effect to the opening balance of retained earnings.
- Securities available for sale and securities held to maturity: Securities available for sale and securities held to maturity held at the inception date are eligible for the fair value option at that date. If the fair value option is chosen for any of these securities at the inception date, accrued profits and losses not yet realized at that date shall be included in the adjustment in respect of the cumulative effect, and the security in question shall be reported as of that date as a security held for trading. In addition, separate disclosure shall be given to the amount of unrealized profits and losses reclassified from cumulative other comprehensive profit, and to the amount of unrealized profits and losses not previously recognized. The choice of the fair value option for an existing security held to maturity at the initial adoption shall not cast doubt on the Company's intention to hold other bonds to maturity in the future.

The Company is examining the implications of the adoption of the standard on the financial statements; at this stage, the Company cannot estimate the expected effect of the initial implementation of FAS 159.

(C) Adoption of Certain IFRS

In accordance with the Circular, certain IFRS were adopted which address matters not related to the core business of banking. Specifically, the Circular adopts IFRS in the areas listed below:

- (1) IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors;
- (2) IAS 21, The Effects of Changes in Foreign Exchange Rates;
- (3) IAS 33, Earnings Per Share;
- (4) IFRS 2, Share-Based Payment;



Note 2 – Reporting Rules and Significant Accounting Policies (cont.)

V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

- (5) IAS 29, Financial Reporting in Hyperinflationary Economies;
- (6) IAS 34, Interim Financial Reporting;
- (7) IFRS 3R, Business Combinations;
- (8) IAS 27 (2008), Consolidated and Separate Financial Statements;
- (9) IAS 28, Investments in Associates;
- (10) IAS 36, Impairment of Assets;
- (11) IAS 17, Leases;
- (12) IAS 16, Property, Plant and Equipment;
- (13) IAS 40, Investment Property.

The IFRS listed above and the related interpretations of the IFRIC (International Financial Reporting Interpretations Committee) are to be adopted according to the following principles:

- ◆ In cases in which material matters are not specifically addressed by the standards or interpretations, or there are a number of alternatives for the treatment of a material matter, banking corporations shall act according to specific implementation instructions established by the Supervisor;
- In cases in which a material issue arises which is not resolved in the IFRS or in the implementation instructions of the Supervisor, banking corporations shall treat the issue according to GAAP at US banks specifically applicable to these matters;
- Where an IFRS contains a reference to another IFRS adopted in the Public Reporting Directives, the banking corporation shall act in accordance with the IFRS:
- Where an IFRS contains a reference to another IFRS not adopted in the Public Reporting Directives, the banking corporation shall act in accordance with the Reporting Directives and with Israeli GAAP;
- Where an IFRS contains a reference to a definition of a term defined in the Public Reporting Directives, the reference to the definition in the Directives shall replace the original reference.

Aminit Ltd. | 146 |

Note 2 – Reporting Rules and Significant Accounting Policies (cont.)

V. Disclosure of the Effect of New Accounting Standards in the Period Prior to Implementation (cont.)

Banking corporations shall implement the IFRS listed above and the IFRIC interpretations related to the implementation of these standards from January 1, 2011 forward. The first-time implementation of the IFRS adopted in this Circular shall be performed in accordance with transitional directives established in these IFRS, including the retroactive adjustment of comparison figures when necessary. As of January 1, 2011, banking corporations shall routinely update the accounting treatment of the matters addressed in the Circular, according to the inception dates and transitional directives established in new IFRS to be issued on these matters, and according to the adoption principles and clarifications of the Supervisor of Banks.

The Company is examining the implications of the adoption of the IFRS on its financial statements; at this stage, it cannot estimate the expected effect of the first-time implementation thereof.



Note 3 – Cash on Hand and Deposits with Banks

Reported amounts

In NIS millions

	December 31	
	2009	2008
Cash on hand	42.4	24.9
Deposits with banks for an original term of up to 3 months	0.4	0.6
Total cash and cash equivalents	42.8	25.5
Other deposits with banks	12.8	13.6
Total	55.6	39.1

Aminit Ltd. | 148 |

Note 4 - Debtors in Respect of Credit-Card Activity

Reported amounts

In NIS millions

			Decem	oer 31
	Average annual interest rate 2009		2009	2008
	For daily balance	For transactions in the last month		
	%	%		
Debtors in respect of credit cards ^{(1) (2)}	_	_	54.1	50.3
Credit to merchants (3)	4.25	4.37	10.7	3.8
Total			64.8	54.1
Less: Provision for doubtful debts			(0.4)	(0.1)
Total debtors and credit to merchants			64.4	54.0
Companies and international credit-card organization			525.8	375.5
Income receivable			0.1	0.1
Others			0.7	2.4
Total debtors in respect of credit-card activity			591.0	432.0

- (1) Under the responsibility of banks.
- (2) Debtors in respect of credit cards non-interest bearing. Includes balances in respect of ordinary transactions, transactions in installments at the expense of the merchant, and other transactions.
- (3) Includes advance payments to merchants in the amount of NIS 9.7 million as of December 31, 2009 (Dec. 31, 2008: NIS 3.8 million).
- * Reclassified.



Note 5 – Provision for Doubtful Debts⁽¹⁾

Reported amounts

In NIS millions

	Specific provision	
Balance of provision as of January 1, 2008	_	
Net provisions for 2008	0.1	
Balance of provision as of December 31, 2008	0.1	
Net provisions for 2009	0.3	
Balance of provision as of December 31, 2009	0.4	

^{*} Does not include a provision for interest on doubtful debts after the debts were classified as doubtful.

Aminit Ltd. | 150 |

⁽¹⁾ Bad debts in the amount of NIS 0.1 million were included in the statement of profit and loss.

Note 6 - Debtors in Respect of Credit-Card Activity by Size of Borrowers' Indebtedness

	December 31, 2009 Debtors in respect of credit-card activity		
	Number of borrowers ⁽²⁾	Total ⁽¹⁾	Of which: under responsibility of banks
		NIS million	s
Credit ceiling (in NIS thousands)		***************************************	
Borrower balances up to 5	12,337	20.2	19.5
Borrower balances over 5 and up to 10	2,412	17.0	16.0
Borrower balances over 10 and up to 15	705	8.6	7.7
Borrower balances over 15 and up to 20	255	4.3	3.7
Borrower balances over 20 and up to 30	231	5.6	4.0
Borrower balances over 30 and up to 40	59	2.0	1.5
Borrower balances over 40 and up to 80	61	3.3	1.7
Borrower balances over 80 and up to 150	8	0.8	_
Borrower balances over 150 and up to 300	4	1.0	-
Borrower balances over 300 and up to 600	2	1.0	-
Borrower balances over 600 and up to 1,200	2	1.5	-
Borrower balances over 200,000 and up to 400,000	2	524.9	-
Total	16,078	590.2	54.1
Income receivable and other debtors		0.8	_
Total	16,078	591.0	54.1

⁽¹⁾ After deducting specific provisions for doubtful debts.

⁽²⁾ Number of borrowers by total debtors and credit risk.



Note 6 – Debtors in Respect of Credit-Card Activity by Size of Borrowers' Indebtedness (cont.)

	December 31, 2008 Debtors in respect of credit-card activity		
	Number of borrowers ⁽²⁾	Total ⁽¹⁾	Of which: under responsibility of banks
		NIS million	s
Credit ceiling (in NIS thousands)			
Borrower balances up to 5	24,045	19.9	18.3
Borrower balances over 5 and up to 10	2,095	13.4	12.3
Borrower balances over 10 and up to 15	577	6.5	5.9
Borrower balances over 15 and up to 20	224	3.6	3.3
Borrower balances over 20 and up to 30	144	3.2	3.0
Borrower balances over 30 and up to 40	67	2.2	2.0
Borrower balances over 40 and up to 80	53	2.9	2.7
Borrower balances over 80 and up to 150	14	1.4	1.3
Borrower balances over 150 and up to 300	4	0.8	0.7
Borrower balances over 300 and up to 600	2	0.9	0.8
Borrower balances over 40,000 and up to 200,000	2	374.7	-
Total	27,227	429.5	50.3
Income receivable and other debtors		2.5	_
Total	27,227	432.0	50.3

⁽¹⁾ After deducting specific provisions for doubtful debts.

Aminit Ltd. | 152 |

⁽²⁾ Number of borrowers by total debtors and credit risk.

Note 7 - Securities

Reported amounts

In NIS millions

	Decen	December 31	
	2009	2008	
Composition:			
Visa International shares	*-	*_	
Total	*_	*-	

 ^{*} Amount lower than NIS 50 thousand.

In October 2007, Visa Inc. decided to carry out a structural change in which the Visa International Association, Visa U.S.A., and Visa Canada became its subsidiaries. As part of this structural change, an initial allocation of shares to members of the organization was performed, in which 1,956 shares of several types were allocated to Aminit, comprising approximately 0.0002% of all shares of the organization at that time. The shares were allocated to Aminit based on its membership in the organization as an issuer of Visa travelers' checks, starting in March 1982. The shares are non-transferable, except in certain cases established in the rules of the organization.

Visa Inc. issued Class A shares to the public on the stock market in the United States in March 2008. As part of this process, on March 17, 2008, the shares allocated to the Company as described above were converted by Visa Inc. into 2,040 Common Stock (Series I) C shares. On March 28, 2008, Visa Inc. redeemed 1,147 of the aforesaid Class C shares from the Company for a consideration of USD 49 thousand (approximately NIS 173 thousand). The Company has 893 of the aforesaid Class C shares remaining. Class C shares are not issued to the public and do not confer voting rights, except on certain matters. Furthermore, the shares are non-transferable for three years, with the exception of certain cases established in the rules of the organization.

Visa Inc. decided to allow members of the organization who held the aforesaid shares and who gave notice of their wish to exercise this right during the third quarter of 2009 to release up to 30% of the shares under their ownership from the blockage and to sell these shares at any time, after converting them to Class A shares, at a ratio of 1 to 1. The Company exercised its right to remove the block and sell the shares. On October 22, 2009, the Company sold 267 shares for a consideration of USD 20,008.77.



Note 8 – Computers and Equipment

Reported amounts

In NIS millions

	Computers and peripheral equipment
Cost:	
As of December 31, 2008	0.1
Additions	-
As of December 31, 2009	0.1
Accrued depreciation:	
As of December 31, 2008	*_
Additions	0.1
As of December 31, 2009	0.1
Depreciated balance as of December 31, 2009	*_
Depreciated balance as of December 31, 2008	0.1
Average weighted depreciation rate in 2009	25.0%
Average weighted depreciation rate in 2008	25.0%

Aminit Ltd. | 154 |

Note 9 - Other Assets

Reported amounts

In NIS millions

	Decen	nber 31
	2009	2008
Deferred taxes receivable, net (see Note 26)	0.2	0.1
Surplus of advance income-tax payments over current provisions	*_	0.1
Other debtors and debit balances:	18.100.00 TO	
Prepaid expenses	0.6	0.7
Related companies	*_	*_
Other debtors	0.2	0.1
Total other debtors and debit balances	0.8	0.8
Total other assets	1.0	1.0

^{*} Amount lower than NIS 50 thousand.

Note 10 – Credit from Banking Corporations

	2009		Decem	nber 31
	Average annual interest rate		2009	2008
	For daily balance	For transactions in the last month	Reported	l amounts
	%	%	NIS m	illions
Credit in current drawing accounts	3.5	3.5	*_	*-



Note 11 - Travelers' Checks in Circulation, Net

Reported amounts

In NIS millions

A. Composition:

	Decen	December 31	
	2009	2008	
Travelers' checks in USD	12.2	13.1	
Travelers' checks in GBP	0.1	0.1	
Travelers' checks in EUR	0.3	0.3	
Total	12.6	13.5	

- B. The amount constitutes the net balance of travelers' checks not yet presented for redemption.
- C. The Company has contingent liabilities in foreign currency related to the loss of travelers' checks in the amount of NIS 6.5 million (December 31, 2008: NIS 6.5 million). The Company included an appropriate provision in its financial statements for the aforesaid lost travelers' checks.

Aminit Ltd. | 156 |

Note 12 - Creditors in Respect of Credit-Card Activity

Reported amounts

In NIS millions

	December 31	
	2009	2008
Merchants (1)	541.9	406.1
Liabilities in respect of deposits	0.1	0.1
Prepaid income	0.2	0.1
Others	0.4	0.2
Total creditors in respect of credit-card activity	542.6	406.5

- (1) Net of balances in respect of the discount of sales slips for merchants in the amount of NIS 64.9 million as of December 31, 2009 (Dec. 31, 2008: NIS 18.2 million).
- * Reclassified.

Note 13 - Subordinated Notes

Reported amounts

In NIS millions

	Average duration ⁽¹⁾	Internal rate of return ⁽²⁾	Decen	nber 31
	%	%	2009	2008
Subordinated notes:				
In CPI-linked Israeli currency	8.4	4	3.5	-

Subordinated notes in the amount of NIS 3.5 million were issued on December 31, 2009. The notes are linked to the consumer price index and bear annual interest of 4%. The subordinated notes serve as secondary capital for the purpose of complying with the minimum capital ratio. In addition, the Company can issue any subordinated note, until December 31, 2012, up to a total amount of NIS 24,000,000.

- (1) Average duration is the average payment period weighted by the flow, capitalized at the internal rate of return.
- (2) The internal rate of return is the interest rate discounting the expected cash flow to the balance-sheet balance included in the financial statements.



Note 14 – Other Liabilities

Reported amounts

In NIS millions

	December 31		
	2009	2008	
Other creditors and credit balances:	***************************************	••••	
Expenses payable in respect of wages and related expenses	0.3	0.3	
Suppliers of services and equipment	0.3	0.5	
Expenses payable	4.4	2.6	
Isracard Ltd. (a related party)	59.8	25.7	
Institutions	0.1	0.1	
Others	0.3	0.4	
Total other liabilities	65.2	29.6	

Note 15A – Shareholders' Equity

Composition:

	December 31, 2009 and 2008			
	Registered	Issued and paid-up		
	In NIS			
Common shares of par value NIS 1 each	15,002,000	6,000		

Aminit Ltd. | 158 |

Note 15B - Capital Adequacy According to the Directives of the Supervisor of Banks

A. Company Data

	Dec. 3	Dec. 31, 2008	
1. Capital for the calculation of the capital ratio	Basel II ⁽¹⁾	Basel I ⁽²⁾	Basel I ⁽²⁾
Tier 1 capital, after deductions	23.7	23.7	22.6
Tier 2 capital, after deductions	3.5	3.5	-
Total overall capital	27.2	27.2	22.6

2. Weighted balances of risk-adjusted assets		Dec. 3	Dec. 31, 2008					
	Basel II (1) Basel I (2)		el I ⁽²⁾	²⁾ Basel				
	NIS millions							
	Weighted balances of risk-adjusted assets	Capital requirement	Weighted balances of risk-adjusted assets	Capital requirement	Weighted balances of risk-adjusted assets	Capital requirement		
Credit risk:								
Credit risk	205.1	18.5	⁽³⁾ 139.1	12.5	⁽³⁾ 98.7	8.9		
Market risks – foreign currency exchange rate risk	1.4	0.1	1.4	0.1	0.3	*_		
Operational risk	42.6	3.8	-	-	-	-		
Total weighted balances of risk- adjusted assets	249.1	22.4	140.5	12.6	99.0	8.9		

^{*} Amount lower than NIS 50 thousand.

3. Ratio of capital to risk-adjusted assets	Dec. 3	Dec. 31, 2008	
	Basel II ⁽¹⁾	Basel I ⁽²⁾	Basel I ⁽²⁾
Ratio of tier 1 capital to risk-adjusted assets	9.5	16.9	22.8
Ratio of overall capital to risk-adjusted assets	10.9	19.4	22.8
Minimum overall capital ratio required by the Supervisor of Banks	9	9	9



Note 15B – Capital Adequacy According to the Directives of the Supervisor of Banks (cont.)

B. Capital Components for the Calculation of the Capital Ratio

	Dec. 3	Dec. 31, 2009				
1. Tier 1 capital		NIS millions				
	Basel II ⁽¹⁾	Basel I ⁽²⁾	Basel I ⁽²⁾			
Shareholders' equity	23.7	23.7	22.6			
Total tier 1 capital	23.7	23.7	22.6			

2. Tier 2 capital	Basel II ⁽¹⁾	Basel I ⁽²⁾	Basel I ⁽²⁾
Lower tier 2 capital	***************************************		
Subordinated notes	3.5	3.5	-
Total tier 2 capital	3.5	3.5	-

- 1. As implemented according to the temporary order, "A Working Framework for Capital Measurement and Adequacy," of December 31, 2008.
- 2. As implemented according to Directives No. 311 and 341 of the Supervisor of Banks, "Minimum Capital Ratio" and "Capital Allocation in Respect of Exposure to Market Risks." The titles of certain terms established in these directives and certain interim summaries presented in this note in reports published in the past were adjusted and reclassified according to the disclosure format for the current year.
 - Data as of December 31, 2009 under Basel I, as implemented according to the directives of the Supervisor of Banks, are presented in order to clarify the effect of the change in the measurement method of the ratio of capital to risk-adjusted assets and in order to allow comparisons with previous periods.
- 3. Bank Hapoalim B.M. (the Parent Company) has provided an indemnification letter for certain assets of the Company, in order for the Company to comply with the terms of the limitations of the minimum capital ratio, in accordance with Proper Conduct of Banking Business Directive No. 311 of the Supervisor of Banks. The indemnification is conditional upon its existence being required for the company to comply with the capital ratio limitations.

C. Qualitative Disclosure

The weighted total of risk-adjusted assets as of December 31, 2009 under the Basel II directives amounted to approximately NIS 249.1 million, versus NIS 140.5 million under Proper Conduct of Banking Business Directive 311 ("Minimum Capital Ratio") and 341 ("Capital Allocation in Respect of Exposure to Market Risks"), an increase of approximately NIS 108.6 million.

The increase in the balance of risk-weighted assets resulted from the allocation, for the first time, of risk-adjusted assets in the amount of approximately NIS 42.6 million in respect of operational risk, and an increase in risk-weighted assets in respect of credit risk, in the amount of approximately NIS 66.0 million. The increase in the balance of weighted assets attributed to credit risk mainly resulted from unutilized credit facilities at banks.

Aminit Ltd. | 160 |

Note 16 – Assets and Liabilities by Linkage Base

Reported amounts

In NIS millions

		December 31, 2009						
	Israeli cu	Israeli currency		eign ency*	Non-			
	Unlinked	CPI- linked	USD	Other	monetary items	Total		
Assets					•••			
Cash on hand and deposits with banks	34.6	_	19.7	1.3	— ••••••••••••••••••••••••••	55.6		
Debtors in respect of credit-card activity	586.1	4.0	0.9	_	-	591.0		
Securities	_	-	**_	_	_	**_		
Computers and equipment	_	-	-	_	**_	**_		
Other assets	0.4	-	-	-	0.6	1.0		
Total assets	621.1	4.0	20.6	1.3	0.6	647.6		
Liabilities					***************************************			
Credit from banking corporations	**_	-	_	_	-	**_		
Travelers' checks in circulation	_	-	12.2	0.4	-	12.6		
Creditors in respect of credit-card activity	530.9	3.8	7.7	_	0.2	542.6		
Subordinated notes	_	3.5	_	_	-	3.5		
Other liabilities	65.0	**-	0.2	-	-	65.2		
Total liabilities	595.9	7.3	20.1	0.4	0.2	623.9		
Difference	25.2	(3.3)	0.5	0.9	0.4	23.7		

^{*} Including foreign-currency linked.

^{**} Amount lower than NIS 50 thousand.



Note 16 – Assets and Liabilities by Linkage Base (cont.)

Reported amounts

In NIS millions

	December 31, 2008						
	Israeli cu	Israeli currency		eign ency*	Non-		
	Unlinked	CPI- linked	USD	Other	monetary items	Total	
Assets							
Cash on hand and deposits with banks	22.6	-	16.0	0.5	_	39.1	
Debtors in respect of credit-card activity	429.0	2.2	0.8	**_	_	432.0	
Securities	_	_	**_		_	**_	
Computers and equipment	_	_	_		0.1	0.1	
Other assets	0.3	0.1	**_	-	0.6	1.0	
Total assets	451.9	2.3	16.8	0.5	0.7	472.2	
Liabilities					************************************		
Credit from banking corporations	**_	-	_	_	_	**_	
Travelers' checks in circulation	_	-	13.1	0.4	_	13.5	
Creditors in respect of credit-card activity	401.2	2.0	3.2	_	0.1	406.5	
Other liabilities	29.4	-	0.2	-	-	29.6	
Total liabilities	430.6	2.0	16.5	0.4	0.1	449.6	
Difference	21.3	0.3	0.3	0.1	0.6	22.6	

^{*} Including foreign-currency linked.

Aminit Ltd. | 162 |

^{**} Amount lower than NIS 50 thousand.

Note 17 – Assets and Liabilities by Linkage Base and by Term to Maturity

Reported amounts

In NIS millions

			Decembe	er 31, 2009	
		Expecte	ed future co	ntractual cas	h flows
	Upon demand and up to 1 month	Over 1 month and up to 3 months	Over 3 months and up to 1 year	Over 1 year and up to 2 years	Over 2 years and up to 3 years
Unlinked Israeli currency					
Assets	387.3	119.8	102.2	8.3	2.8
Liabilities	387.6	101.5	95.3	7.7	2.8
Difference	(0.3)	18.3	6.9	0.6	
CPI-linked Israeli currency					
Assets	2.5	0.8	0.6	0.1	_
Liabilities	2.3	0.6	0.7	0.1	0.1
Difference	0.2	0.2	(0.1)	-	(0.1)
Foreign currency (3)					
Assets	9.2	0.4	12.3	-	-
Liabilities	19.5	0.6	0.2	-	-
Difference	(10.3)	(0.2)	12.1	-	_
Non-monetary items					
Assets	_	-	_	-	_
Liabilities		_	_	_	_
Difference	_	_	_	_	_
Total					
Assets	399.0	121.0	115.1	8.4	2.8
Liabilities	409.4	102.7	96.2	7.8	2.9
Difference	(10.4)	18.3	18.9	0.6	(0.1)

⁽¹⁾ Expected future contractual cash flows in respect of asset and liability items by linkage base, according to remaining contractual terms to maturity of each flow. Data presented net of provisions for doubtful debts.

⁽²⁾ As included in Note 16, "Assets and Liabilities by Linkage Base."

⁽³⁾ Including foreign-currency linked.

⁽⁴⁾ The contractual rate of return is the interest rate discounting the expected contractual future cash flows presented in this note in respect of monetary items to their balance-sheet balance.



Note 17 – Assets and Liabilities by Linkage Base and by Term to Maturity (cont.)

		Balance-shee	t balance ⁽²⁾	
Over 5 years and up to 10 years	Total cash flows ⁽¹⁾	No maturity date	Total	Contractual rate of return ⁽⁴⁾
	620.4	0.7	621.1	0.04%
-	594.9	1.0	595.9	0.35%
_	25.5	(0.3)	25.2	_
_	4.0	-	4.0	0.00%
3.5	7.3	-	7.3	0.00%
(3.5)	(3.3)	_	(3.3)	-
_	21.9	_	21.9	0.00%
_	20.3	0.2	20.5	0.00%
-	1.6	(0.2)	1.4	_
_	_	0.6	0.6	-
_	_	0.2	0.2	-
_	_	0.4	0.4	_
_	646.3	1.3	647.6	0.04%
3.5	622.5	1.4	623.9	0.31%
(3.5)	23.8	(0.1)	23.7	-

Aminit Ltd. | 164 |

Note 17 – Assets and Liabilities by Linkage Base and by Term to Maturity (cont.)

Reported amounts

In NIS millions

		Expecte	ed future co	ntractual cas	h flows	
	Upon demand and up to 1 month	Over 1 month and up to 3 months	Over 3 months and up to 1 year	Over 1 year and up to 2 years	Over 2 years and up to 3 years	
Unlinked Israeli currency						***************************************
Assets	290.1	88.1	70.1	3.0	0.6	***************************************
Liabilities	277.8	80.6	68.1	3.2	0.8	
Difference	12.3	7.5	2.0	(0.2)	(0.2)	
CPI-linked Israeli currency						
Assets	1.6	0.4	0.3	*_	*_	
Liabilities	1.4	0.3	0.3	*_	*_	
Difference	0.2	0.1	_	_	_	
Foreign currency (3)						
Assets	3.7	(0.1)	13.7	-	_	
Liabilities	16.7	*_	0.1	_	_	
Difference	(13.0)	(0.1)	13.6	_	_	
Non-monetary items						
Assets	_	_	_	_	_	***************************************
Liabilities	_	_	_	_	_	
Difference						***************************************
Total						
Assets	295.4	88.4	84.1	3.0	0.6	
Liabilities	295.9	80.9	68.5	3.2	0.8	
Difference	(0.5)	7.5	15.6	(0.2)	(0.2)	

⁽¹⁾ Expected future contractual cash flows in respect of asset and liability items by linkage base, according to remaining contractual terms to maturity of each flow. Data presented net of provisions for doubtful debts.

⁽²⁾ As included in Note 16, "Assets and Liabilities by Linkage Base."

⁽³⁾ Including foreign-currency linked.

^{*} Amount lower than NIS 50 thousand.



Note 17 – Assets and Liabilities by Linkage Base and by Term to Maturity (cont.)

	Balance-sheet balance ⁽²⁾				
	Total cash flows ⁽¹⁾	No maturity date	Total		
	451.9	*_	451.9		
	430.5	0.1	430.6		
***************************************	21.4	(0.1)	21.3		
	2.3	_	2.3		
	2.0	-	2.0		
	0.3	-	0.3		
	17.3	_	17.3		
	16.8	0.1	16.9		
	0.5	(0.1)	0.4		
	-	0.7	0.7		
	_	0.1	0.1		
		0.6	0.6		
	471.5	0.7	472.2		
	449.3	0.3	449.6		
	22.2	0.4	22.6		

Aminit Ltd. | 166 |

A. Off-Balance-Sheet Financial Instruments

Reported amounts

In NIS millions

	December 31		
	2009	2008	
Unutilized credit-card credit lines:	***************************************		
Credit risk on banks	513.7	710.4	

In 2008, credit lines for current transactions for holders of bank credit cards were provided by banks that are members of the Aminit Arrangement (see also Note 18G below), and are the responsibility of each banking corporation that has provided its customer such a credit line.

B. Antitrust Issues and Recommendations for Additional Regulation

1. Following talks held between the Company; its sister company Isracard Ltd., which provides operational services to the Company; and the credit-card companies Leumi Card Ltd. and Cartisei Ashrai LeIsrael Ltd. (the four companies jointly, hereinafter: the "Credit-Card Companies"), and the Antitrust Commissioner (hereinafter: the "Commissioner"), the Credit-Card Companies reached an arrangement among themselves (hereinafter: the "Arrangement"), with the Commissioner's support, under which the Credit-Card Companies will enter into a detailed Domestic Agreement among themselves regarding full local acquiring in Israel, including the operation of an appropriate technical interface (hereinafter: the "Technical Interface"), of transactions in Visa and MasterCard credit cards. This Arrangement also includes matters that require approval of a restrictive arrangement from the Antitrust Tribunal.

The Credit-Card Companies, together with the banks that control each of them – respectively, Bank Hapoalim B.M., Bank Leumi LeIsrael B.M., Israel Discount Bank Ltd., and First International Bank of Israel Ltd. – filed a request to approve a restrictive arrangement with the Tribunal on October 31, 2006, under the terms formulated and agreed upon with the Antitrust Commissioner. According to its terms, the Arrangement will be in effect from the date of approval by the Tribunal, and will expire on July 1, 2013. Objections to the aforesaid request have been submitted. The Tribunal has granted a temporary permit for the Arrangement, in effect until June 30, 2010.



B. Antitrust Issues and Recommendations for Additional Regulation (cont.)

The terms of the Arrangement include, inter alia: the establishment of interchange-fee rates (the fee paid by acquirers of credit-card transactions to the issuers of the credit cards), which gradually decrease during the term of the Arrangement; commitment by the parties to petition the Tribunal for approval of an interchange fee for the period following the end of the Arrangement, should the parties wish to continue crossacquiring; the obligation of the Company, under certain conditions, to set identical fees for the same merchant for acquiring transactions in Isracard and MasterCard cards: and various rules of conduct to apply to the Credit-Card Companies in their agreements with merchants to enter into acquiring arrangements with them, including a prohibition on ligation of different cards and various prohibitions on discrimination; and in addition, a commitment by the banks listed above to apply the aforesaid rules of conduct to themselves as well, and to undertake rules of conduct in their relationships with credit-card holders and with merchants that accept credit cards, essentially prohibitions on discrimination, ligation, or influence in manners prohibited in the Arrangement with regard to transferring to a particular credit card or acquiring with any of the Credit-Card Companies.

On November 11, 2007, in the discussion of the petition to approve a restrictive arrangement, the Tribunal ruled that before it ruled on the petition, an expert would be appointed to establish the components included in the principles set forth with regard to the calculation of interchange fees by the Tribunal in a different proceeding between some of the Credit-Card Companies, to which the Company was not a party. An expert was subsequently appointed; the expert submitted his interim report to the Tribunal in January 2009, and is continuing to formulate his final opinion. Discussions before the Tribunal will resume following the submission of the final opinion.

The Company cannot estimate whether or when the request for permanent approval of the Arrangement will be granted.

In May 2007, the Company signed the Domestic Agreement, which regularizes the interaction between acquirers and issuers for the purpose of acquiring in Israel of Visa and MasterCard cards, under temporary interchange-fee terms, as approved by the Antitrust Tribunal for other acquirers, and a permanent interchange fee, to be approved, for the acquiring of the aforesaid cards.

In June 2007, the Credit-Card Companies began direct acquiring in Israel through the Technical Interface of transactions executed using MasterCard and Visa credit cards, according to the credit cards handled by each company.

Aminit Ltd. | 168 |

B. Antitrust Issues and Recommendations for Additional Regulation (cont.)

- In April 2009, a private bill was submitted to Knesset concerning the separation of ownership of credit-card companies from banks. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation, and if so, the implications of such legislation for the Company, if any.
- 3. A private bill was submitted to Knesset in April 2009, and a government bill was passed in the first reading in January 2010, both concerning the postponement of debits for cardholders who enter into ongoing transactions for medical services or emergency medicine. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation. If the bill results in legislation, it will have an impact on the Company, but the Company estimates that its extent is immaterial.
- 4. A private bill was submitted to Knesset in May 2009 concerning the right of a credit-card holder to instruct the credit-card company to cease debits due to a flaw in the basic transaction between the cardholder and the merchant with which the transaction was executed. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation. If the bill results in legislation, it will have an impact on the Company, but at this stage the Company cannot estimate the extent of this impact.
- 5. A private bill was submitted to Knesset in May 2009 concerning the duty to note approvals and material terms of uniform contracts. The bill gained preliminary approval on July 8, 2009 and was transferred to the Constitution, Law, and Justice Committee to be prepared for a first reading. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation. If the bill results in legislation, it will have an impact on the Company, but the Company estimates that its extent is immaterial.
- 6. A private bill was submitted to Knesset in May 2009, according to which setting a minimum rate for linkage constitutes a depriving condition in a uniform contract. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation, and if so, its implications for the Company, if any.
- 7. A private bill was submitted to Knesset in February 2010 according to which credit-card companies must note extensive details of merchants in their reports to cardholders. At this stage, the Company cannot estimate whether the aforesaid bill will result in legislation, and if so, its implications for the Company, if any.



C. Legal Proceedings

Several legal claims have been filed against the Company, arising from the ordinary course of its business, in immaterial amounts. Based on the opinion of its legal advisors, the Company estimates that the probability of acceptance of the claimants' arguments is low.

D. Travelers' Checks

Details regarding the cessation of issuance of travelers' checks were provided in the annual report for 2008. As noted therein, the Company continues to acquire travelers' checks issued in the past.

E. Indemnification of Directors

The Company has undertaken a commitment to indemnify directors of the Company. The cumulative amount of the indemnification to be provided by the Company, pursuant to the commitment, to all directors in respect of one or more indemnification events shall not exceed 50% (fifty percent) of its shareholders' equity according to its financial statements published most recently prior to the date of the actual indemnification.

F. Agreement with Isracard Ltd.

The Company has an agreement with Isracard Ltd. (hereinafter: "Isracard"), a sister company, for the operation of the Company's credit-card issuance activity, acquiring in Israel of transactions executed with merchants using Visa cards, and the operation of travelers' checks activity.

The Company participates in all costs common to Isracard and the Company, according to its relative share of the activity. In return for Isracard's part in the operation of these activities, the Company pays a fee and other payments to Isracard, as agreed between the parties.

Aminit Ltd. | 170 |

G. Contractual Engagements with Banking Corporations

The Company has entered into various agreements with the banks listed below for the registration of customers for the Company's credit-card arrangement: Bank Hapoalim B.M. (the Parent Company), Bank Yahav for Government Employees Ltd., Bank Massad Ltd., and Bank Otsar Hahayal Ltd. (jointly, the "Banks Under Arrangement"). The agreements with the Banks Under Arrangement grant each bank the authority to determine which of its customers are entitled to register for the credit-card arrangement of the Company, and to recommend the customer's registration for the credit-card arrangement to the Company. Each such bank is responsible for accepting all sales slips and debits performed by its customer on the day of presentation of the sales slips or debits to the bank. The banks are also responsible for any loss caused by loss, theft, or cancellation of credit cards used by unauthorized parties. The bank's responsibility for such damages expires after a certain period. Under the agreements, the Banks Under Arrangement are entitled to payments, according to a formula established in the agreements.



Note 19 – Fair Value of Financial Instruments

Balances and Fair-Value Estimates of Financial Instruments

1. Fair value of financial instruments

This note includes information concerning the assessment of the fair value of financial instruments.

A "market price" cannot be quoted for the Company's financial instruments, because no active market exists in which they are traded, with the exception of securities. In view of the foregoing, the fair value of the majority of the financial instruments is estimated using prevalent pricing models, such as the present value of future cash flows discounted by a discount interest rate reflecting the risk level inherent in the financial instrument. The estimate of fair value using assessments of future cash flows and the setting of a discount interest rate on the basis of the rates close to the balance-sheet date are subjective. For the majority of financial instruments, therefore, the assessment of fair value presented below is not necessarily an indication of the disposal value of the financial instrument on the balancesheet date. Fair-value assessments are performed, as noted above, according to the interest rates close to the balance-sheet date, and do not take interest-rate volatility into account. Under the assumption of other interest rates, fair values would be obtained that may differ materially. This mainly applies to financial instruments that bear a fixed rate of interest or that do not bear interest. In addition, fees to be received or paid in the course of business activity were not taken into account in determining fair values, and tax effects are not included. Moreover, the difference between the balance-sheet balance and fair-value balances may not be realized, as in the majority of cases the financial instrument may be held to maturity. Due to all these factors, it should be emphasized that the data included in this note do not indicate the value of the Company as a going concern. In addition, due to the broad spectrum of assessment techniques and estimates that can be applied in assessing fair value, caution should be exercised when comparing fair values between different companies.

2. Principal methods and assumptions used to calculate estimates of the fair value of financial instruments

Deposits with banks – By discounting future cash flows according to the interest rates at which the Company performed similar transactions close to the balance sheet date.

Debtors in respect of credit-card activity – By discounting future cash flows, according to the interest rate at which the Company raised similar credit close to the balance-sheet date.

Securities – Tradable securities: at market value. Nontradable securities: at cost.

Creditors in respect of credit-card activity - By discounting cash flows according to the interest rate at which the Company raises credit.

Aminit Ltd. | 172 |

Note 19 – Fair Value of Financial Instruments (cont.)

Reported amounts

In NIS millions

3. Balances and fair-value estimates of financial instruments

	December 31, 2009			December 31, 2008			8	
	Balance-sheet balance Fair		Fair	Balance-sheet balance			Fair	
	(1)	(2)	Total	value	(1)	(2)	Total	value
Financial assets:								
Cash on hand and deposits with banks	42.8	12.8	55.6	55.5	25.5	13.6	39.1	38.8
Debtors in respect of credit-card activity	_	591.0	591.0	589.9	**_	**432.0	432.0	430.4
Securities	_	_	_	_	_	*_	*_	*_
Other financial assets	_	0.9	0.9	0.9	**-	**1.0	1.0	0.2
Total financial assets	42.8	604.7	647.5	646.3	25.5	446.6	472.1	469.4
Financial liabilities:								
Credit from banking corporations	*_	_	*_	*_	*_	-	*_	*_
Travelers' checks in circulation	12.6	-	12.6	12.6	13.5	_	13.5	13.5
Creditors in respect of credit-card activity	-	542.5	542.5	541.3	**_	**406.5	406.5	404.8
Subordinated notes	_	3.5	3.5	4.0	_		_	_
Other financial liabilities	-	65.4	65.4	65.4	**-	**29.6	29.6	29.6
Total financial liabilities	12.6	611.4	624.0	623.3	13.5	436.1	449.6	447.9

⁽¹⁾ Financial instruments whose balance-sheet balance is the estimated fair value; instruments presented in the balance sheet at market value.

⁽²⁾ Other financial instruments.

^{*} Amount lower than NIS 50 thousand.

^{**} Reclassified.



Note 20 - Interested and Related Parties

Reported amounts
In NIS millions

A. Balances

	December 31, 2009				
	Interested parties		Related	l parties	
	Controlling shareholders		Oth	ners	
	Year-end balance	Highest balance during the year	Year-end balance	Highest balance during the year	
Assets		•			
Cash on hand and deposits with banks	55.6	55.6	_	_	
Debtors in respect of credit-card activity ⁽¹⁾	0.5	2.2	_	_	
Securities					
Debtors and debit balances	*_	*_	*_	2.5	
Liabilities					
Credit from banking corporations	*_	1.5	-	_	
Creditors in respect of credit-card activity	_	_	20.0	21.7	
Other liabilities	-	-	51.7	57.0	
Shares (included in shareholders' equity)	*_	*_	_	_	
Guarantees given by banks	53.3	53.3	-	-	

⁽¹⁾ All transactions with related parties were performed in the ordinary course of business, at terms similar to those of transactions with entities unrelated to the Company.

Aminit Ltd. | 174 |

Note 20 – Interested and Related Parties (cont.)

Reported amounts

In NIS millions

A. Balances (cont.)

	December 31, 2008					
	Interested parties		Related parties			
	Controlling shareholders		Oth	ners		
	Year-end balance	Highest balance during the year	Year-end balance	Highest balance during the year		
Assets	***************************************	•				
Cash on hand and deposits with banks	39.1	40.2	_	_		
Debtors in respect of credit-card activity ⁽¹⁾	2.2	3.1	_	_		
Securities	_	_	_	_		
Debtors and debit balances	*_	*_	<u>-</u>			
Liabilities						
Credit from banking corporations	*_	2.1	_	_		
Creditors in respect of credit-card activity	_	_	16.3	19.4		
Other liabilities	*_	*_	25.7	32.3		
Shares (included in shareholders' equity)	*_	*_	_	_		
Guarantees given by banks	49.0	49.0	_	-		

⁽¹⁾ All transactions with related parties were performed in the ordinary course of business, at terms similar to those of transactions with entities unrelated to the Company.

^{*} Amount lower than NIS 50 thousand.



Note 20 – Interested and Related Parties (cont.)

Reported amounts

In NIS millions

B. Summary of Results of Business with Interested and Related Parties

	For the year ended December 31, 2009			
	Interested parties	Related parties		
	Controlling shareholders	Others		
Income from credit-card transactions	0.1	_		
Profit (loss) from financing activity	0.7	(0.3)		
Operating expenses	_	_		
General and administrative expenses	_	(5.4)		
Receipts from banks ⁽¹⁾	(1.5)			
Total	2.3	(5.7)		

	For the year ended December 31, 2008			
	Interested parties	Related parties		
	Controlling shareholders	Others		
Income from credit-card transactions	0.1	0.1		
Profit (loss) from financing activity	1.9	(0.5)		
Operating expenses	_	_		
General and administrative expenses	_	(4.0)		
Receipts from banks ⁽¹⁾	(5.7)	-		
Total	7.7	(4.4)		

⁽¹⁾ See Note 18G.

C. Interested and Related Parties

See Note 18 regarding contractual engagements with banking corporations.

D. Indemnification Letter

See Note 15 regarding the indemnification letter provided to the Company by the Parent Company.

Aminit Ltd. | 176 |

^{*} Amount lower than NIS 50 thousand.

Note 21 – Income from Credit-Card Transactions

Reported amounts

In NIS millions

	For the year ended December 31			
	2009	2008	2007	
Income from merchants:				
Merchant fees	74.1	51.4	10.6	
Other income	0.1	*_		
Total gross income from merchants	74.2	51.4	10.6	
Income in respect of credit-card holders:				
	4.7	**4.9	**2.5	
Issuer fees	4.7 1.7	**4.9 **1.6	**2.5 **1.1	
Issuer fees Service fees				
	1.7	**1.6	**1.1	
Issuer fees Service fees Fees from transactions abroad	1.7	**1.6 **1.2	**1.1 **1.1	

^{*} Amount lower than NIS 50 thousand.

^{**} Reclassified.



Note 22 – Profit from Financing Activity before Provision for Doubtful Debts

Reported amounts

In NIS millions

	For the y	ear ended De	cember 31
	2009	2008	2007
A. Financing income in respect of assets:			
From deposits with banks	0.7	1.7	1.5
From bonds (see also Section C below)	0.2	_	0.1
Total in respect of assets	0.9	1.7	1.6
B. Other:	110001000010100001000000000000000000000	***	
Other financing income	1.7	1.3	0.3
Other financing expenses	*_	(1.8)	(1.6)
Total other	1.7	(0.5)	(1.3)
Total profit from financing activity before provision for doubtful debts ⁽¹⁾	2.6	1.2	0.3
(1) Of which: exchange-rate differences, net	*_	*_	*_
C. Details of results of operations in investments in bonds			
	For the y	year ended De	ecember 31
	2009	2008	2007
Financing income on an accrual basis from bonds:			
Available for sale	0.2	_	0.1
Total included in profit from financing activity in assets	0.2	_	0.1
Profits from sale of bonds available for sale	0.4	_	(*-)

^{*} Amount lower than NIS 50 thousand.

Aminit Ltd. | 178 |

Note 23 – Operating Expenses

Reported amounts

In NIS millions

	For the y	ear ended Dec	ember 31
	2009	2008	2007
Wages and related expenses**	5.3	4.3	1.8
Data processing and computer maintenance**	2.9	1.7	0.4
Automatic Bank Services (ABS)**	1.2	1.0	0.3
Operating expenses for incoming and outgoing tourism	4.0	3.5	2.1
Operating expenses for travelers' checks	0.4	0.4	1.3
Fees to other issuers	54.1	39.5	9.0
Amortization and depreciation	*-	*_	*_
Communications	0.2	0.2	0.1
Production and delivery**	2.0	1.9	1.2
Damages from abuse of credit cards**	0.6	0.2	0.1
Rent and building maintenance	1.2	0.9	0.2
Others**	0.3	0.2	*_
Total operating expenses	72.2	53.8	16.5

^{*} Amount lower than NIS 50 thousand.

^{**} Reclassified.



Note 24 – Sales and Marketing Expenses

Reported amounts

In NIS millions

	For the year ended December 31			
	2009	2008	2007	
Wages and related expenses	2.9	3.0	2.1	
Advertising	1.3	3.0	1.9	
Customer retention and recruitment	0.2	0.3	0.2	
Gift campaigns for credit-card holders	0.2	0.2	0.1	
Travel insurance for credit-card holders	_	_	*_	
Others	1.0	1.0	0.7	
Total sales and marketing expenses	5.6	7.5	5.0	

^{*} Amount lower than NIS 50 thousand.

Note 25 – General and Administrative Expenses

Reported amounts

In NIS millions

	For the year ended December 31			
	2009	2008	2007	
Wages and related expenses	1.3	0.5	0.1	
Payments to Isracard (1)	5.3	4.0	1.4	
Professional services	0.3	0.2	*_	
Others	2.4	1.7	0.6	
Total general and administrative expenses	9.3	6.4	2.1	

⁽¹⁾ See Note 18F.

Aminit Ltd. | 180 |

^{*} Amount lower than NIS 50 thousand.

Note 26 – Provision for Taxes on Operating Profit

Reported amounts

In NIS millions

	For the year ended December 31			
	2009	2008	2007	
1. Item composition:				
Current taxes for the accounting year	0.4	0.2	0.2	
Deferred taxes for the accounting year	(0.1)	*_	(0.1)	
Provision for taxes on income	0.3	0.2	0.1	

2. Adjustment of the theoretical amount of tax that would apply if operating profits were taxed at the statutory tax rate applicable to banking corporations in Israel, to the provision for taxes on operating profit as allocated to the statement of profit and loss:

	For the year ended December 31			
	2009	2008	2007	
Tax rate applicable to the Company in Israel	26%	27%	29%	
Tax amount based on statutory rate	0.4	0.3	0.1	
Tax increment (saving) in respect of:				
Temporary differences for which no deferred taxes were allocated	-	-	*_	
Exempt income	(*-)	(*-)	(*-)	
Addition (deduction) due to inflation	_	_	(*-)	
Loss from securities according to income tax	_	(0.1)	_	
Loss carried forward from previous years	*_	_	_	
Change in balance of deferred taxes	(0.1)	*_	*_	
Taxes for previous years	(*-)		-	
Provision for taxes on income	0.3	0.2	0.1	



Note 26 – Provision for Taxes on Operating Profit (cont.)

Reported amounts

In NIS millions

3. Final tax assessments have been issued to the Company up to and including the tax year 2004, including tax assessments considered to be final under the Income Tax Ordinance.

4. Deferred Tax Balances

	Decem	December 31	
	2009	2008	
From provision for doubtful debts	0.1	*_	
From provision for pensions	0.1	0.1	
Total	0.2	0.1	

^{*} Amount lower than NIS 50 thousand.

5. Reduction in Tax Rates

On July 25, 2005, the Knesset approved the Income Tax Ordinance Amendment Law (No. 147), 5765-2005, which among other matters sets forth a gradual reduction of the corporation tax rate, to 25% from the tax year 2010 forward.

On July 14, 2009, the Knesset passed the Economic Efficiency Law (Legislative Amendments for the Implementation of the Economic Plan for 2009 and 2010), 5769-2009, which among other matters set forth an additional gradual reduction of the corporation tax rate, to 18% from 2016 forward.

In accordance with the aforesaid amendments, the corporation tax rates applicable from the tax year 2009 forward are as follows: 26% in the tax year 2009, 25% in the tax year 2010, 24% in the tax year 2011, 23% in the tax year 2012, 22% in the tax year 2013, 21% in the tax year 2014, 20% in the tax year 2015, and 18% from the tax year 2016 forward.

The implementation of these legislative amendments has no material impact on these financial statements.

Aminit Ltd. | 182 |

Note 27 – Operating Segments

Quantitative Data on Operating Segments

Reported amounts

In NIS millions

	For the year ended December 31, 2009				
Profit and loss information:		Acquiring Segment	Travelers' checks	Other ⁽¹⁾	Total
Income					
Fees from externals	7.7	77.1	-	-	84.8
Intersegmental fees	0.5	(0.5)	-	-	-
Total	8.2	76.6	-	-	84.8
Profit from financing activity before provision for doubtful debts	-	2.2	0.4	-	2.6
Other income	-	-	-	0.1	0.1
Total income	8.2	78.8	0.4	0.1	87.5
Expenses					
Provision for doubtful debts	-	0.4	-	-	0.4
Operation	3.2	68.6	0.4	-	72.2
Sales and marketing	2.6	3.0	-	-	5.6
General and administrative	0.8	8.5	-	-	9.3
Payments to banks (receipts from banks)	0.3	(1.8)	(*-)	0.1	(1.4)
Total expenses	6.9	78.7	0.4	0.1	86.1
Operating profit (loss) before taxes	1.3	0.1	(*-)	*_	1.4
Provision for taxes on operating profit	0.3	*_	(*-)	*_	0.3
Net profit (loss)	1.0	0.1	(*-)	*-	1.1
Return on equity (percent net profit out of average capital)	4.3	0.4		_	4.7
Average balance of assets	71.4	470.1	14.4	0.2	556.1
Average balance of liabilities	8.2	510.8	14.2	0.2	533.4
Average balance of risk-adjusted assets	15.0	457.5	2.9	(*-)	475.4

^{*} Amount lower than NIS 50 thousand.

⁽¹⁾ Results of other activities which are examined separately by Management and the Board of Directors in order to make decisions regarding resource allocation and evaluate the performance of such activities, but do not meet the definition of a reportable segment due to non-fulfillment of quantitative conditions.



Note 27 – Operating Segments (cont.)

Quantitative Data on Operating Segments (cont.)

Reported amounts

In NIS millions

	For the year ended December 31, 2008				
Profit and loss information:		Acquiring Segment	Travelers checks	Other ⁽¹⁾	Total
Income					
Fees from externals	7.7	54.1	-	-	61.8
Intersegmental fees	1.2	(1.2)	-	-	-
Total	8.9	52.9	-	-	61.8
Profit from financing activity before provision for doubtful debts	-	0.5	0.7	-	1.2
Other income	-	-	-	0.2	0.2
Total income	8.9	53.4	0.7	0.2	63.2
Expenses					
Provision for doubtful debts**	-	0.1	-	-	0.1
Operation**	**3.1	**50.3	0.4	-	53.8
Sales and marketing	4.7	2.8	-	_	7.5
General and administrative	0.7	5.7	-	_	6.4
Payments to banks (receipts from banks)	**(0.6)	**(5.3)	0.2	0.1	(5.6
Total expenses	7.9	53.6	0.6	0.1	62.2
Operating profit (loss) before taxes	1.0	(0.2)	0.1	0.1	1.0
Provision for taxes on operating profit	0.2	(0.1)	0.1		0.2
Net profit (loss)	0.8	(0.1)	*_	0.1	0.8
Return on equity (percent net profit out of average capital)	8.7	(1.0)	_	0.5	8.2
Average balance of assets	61.3	286.1	14.5	(*-)	361.9
Average balance of liabilities	5.4	333.6	14.3	0.2	353.5
Average balance of risk-adjusted assets	14.9	281.0	3.0	(*-)	298.9

^{*} Amount lower than NIS 50 thousand.

Aminit Ltd. | 184 |

^{**} Reclassified.

⁽¹⁾ Results of other activities which are examined separately by Management and the Board of Directors in order to make decisions regarding resource allocation and evaluate the performance of such activities, but do not meet the definition of a reportable segment due to non-fulfillment of quantitative conditions.

Note 27 – Operating Segments (cont.)

Quantitative Data on Operating Segments (cont.)

Reported amounts

In NIS millions

	For the year ended December 31, 2007				
Profit and loss information:		Acquiring Segment		Other ⁽¹⁾	Total
Income					
Fees from externals	4.7	13.3	_	_	18.0
Intersegmental fees	0.2	(0.2)	-	-	-
Total	4.9	13.1	-	-	18.0
Profit from financing activity before provision for doubtful debts	-	(0.8)	1.1	-	0.3
Other income	-	-	-	-	-
Total income	4.9	12.3	1.1	-	18.3
Expenses Provision for doubtful debts**	*-				*_
Operation**	2.6	12.6	1.3	_	16.5
Sales and marketing	2.7	2.3	-	_	5.0
General and administrative	0.7	1.4	-	-	2.1
Payments to banks (receipts from banks)	(1.7)	(3.8)	(0.2)	-	(5.7)
Total expenses	4.3	12.5	1.1	-	17.9
Operating profit (loss) before taxes	0.6	(0.2)	(*-)	-	0.4
Provision for taxes on operating profit	0.2	(0.1)	-	_	0.1
Net profit (loss)	0.4	(0.1)	(*-)	-	0.3
Return on equity (percent net profit out of average capital)	6.1	(1.8)	(0.1)	-	4.2

^{*} Amount lower than NIS 50 thousand.

^{**} Reclassified.

⁽¹⁾ Results of other activities which are examined separately by Management and the Board of Directors in order to make decisions regarding resource allocation and evaluate the performance of such activities, but do not meet the definition of a reportable segment due to non-fulfillment of quantitative conditions.



Note 28 – Information Based on Historical Nominal Data for Tax Purposes

Reported amounts

In NIS millions

	Decer	December 31	
	2009	2008	
Total assets	647.6	472.2	
Total liabilities	623.9	449.6	
Shareholders' equity	23.7	22.6	
Nominal net profit	1.1	0.8	

Aminit Ltd. | 186 |