THIS DOCUMENT IS AN ENGLISH TRANSLATION OF THE HEBREW VERSION OF THE COMPANY'S FINANCIAL STATEMENTS AND THE MANAGEMENT DISCUSSION AND ANALYSIS FOR THE FIRST QUARTER OF 2023 (THE "REPORTS"). THE HEBREW VERSION OF THE REPORTS IS THE BINDING VERSION AND THE ONLY VERSION HAVING LEGAL EFFECT. THE ENGLISH TRANSLATION HAS BEEN CREATED FOR THE PURPOSE OF CONVENIENCE ONLY. THE APPROVAL OF THE COMPANY'S BOARD OF DIRECTORS WAS GIVEN TO THE HEBREW VERSION ONLY AND NO SUCH APPROVAL HAS BEEN GIVEN TO THE ENGLISH TRANSLATION. THE ENGLISH TRANSLATION WAS NOT PUBLISHED AND HAS NOT BEEN SUBMITTED TO THE ISRAELI SECURITIES AUTHORITY FOR ITS REVIEW.

City

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G CITY LTD.

Directors' Report to the Shareholders
For the period ended March 31, 2023

The Board of Directors of G City Ltd. (the "Company") is pleased to present the Directors' Report of the Company for the period ended March 31, 2023 (the "Reporting Date). The scope of this report is limited and is prepared under the assumption that the Company also has the periodic report of the Company for the year ended December 31, 2022 which was published on March 28, 2023 (reference number: 2023-01-033831) (the "Periodic Report").

It is clarified that the description in this report includes only information which, in the Company's opinion, is material information. However, in some cases, for the sake of completeness, additional information is included which is not necessarily material information.

1. The Company and its Operations

1.1. Overview

The Company, directly and through its public and private investees[1] (collectively: the "**Group**"), engages in acquisition, improvement, development and operating of income-producing properties for mixed-use, including retail, office and residential located in in North America, Israel, Brazil, Northern, Central and Eastern Europe with the focus on densely populated urban cities. In addition, the Company evaluates opportunities within its core business and similar fields in other regions.

The Company's shares are listed on the Tel Aviv Stock Exchange Ltd. ("**TASE**" or "**Tel Aviv Stock Exchange**") under the "**GCT**" ticker.

The Group's strategy is reducing holdings in public companies and focusing on properties which have a potential for value appreciation and cash flows growth by proactive management, improvement, addition of uses, development and redevelopment, while simultaneously, the Group also takes measures to sell non-core properties which it believes have a limited growth potential and/or are in regions in which the Group intends to reduce its activity, whether by selling an individual property and/or group of properties, and/or via selling part of its holdings in the companies that own properties in these areas.

Currently, the Group operates mainly through its wholly-owned private subsidiaries that are consolidated in its financial statements and in which the Company exclusively outlines the strategy, and oversees their operations. These operations are conducted through the Company (the Company's activity in the field of real estate in Israel will hereinafter be referred to as "**G- Israel**"), through G City Europe Limited., which operates in Central and Eastern Europe, through the Company's subsidiaries in Brazil ("**Gazit Brasil**"), through Gazit Horizons Inc. ("**Gazit Horizons**") in the U.S.A and a subsidiary operating in Canada ("**Gazit Canada**"), including through partnership "Gazit Tripllle"

Also, Public entity operates under the Company's control in Northern Europe with a similar strategy, in which the Company is the largest shareholder. These operations are conducted through Citycon Oyj. ("**CTY**").

[1] Reference to investees includes, unless stated otherwise, companies that are fully consolidated by the Company and companies that are presented according to the equity method.

In accordance with the group's strategy to focus on urban properties, while strengthening capital and reducing leverage, the company has taken several significant proactive actions during the quarter leading up to the publication of this report, including:

a. Execution of non-core properties or properties that the company has fully appreciated. As part of this, during the quarter and up to the publication of this report, the company and its fully owned subsidiaries completed the sale of properties totaling NIS 1.4 billion and entered into binding agreements for the sale of properties, including the sale of the entire property portfolio of the group in Russia (for further details, see section 3b3 below).

b. Private placement of capital totaling NIS 150 million. This placement involved several leading institutional bodies, as well as the parent company and controlling shareholder.

c. On March 28, 2023, and May 22, 2023, the company's board of directors decided not to distribute dividends to the company's shareholders for the first and second quarters of 2023, respectively. The company's board of directors will review and consider the dividend distribution policy for the upcoming quarters of 2023, considering the progress of the asset implementation plan, as announced by the company on October 25, 2022, and as updated from time to time, as well as other considerations, and subject to the distribution tests stipulated in the Companies Law, 1999.

On October 25, 2022, the company published a property implementation plan for non-core group properties, which was updated in December 2022 and May 2023, totaling NIS 6.3 billion ("the Property Implementation Plan"). According to the Property Implementation Plan, the company intends to implement properties with a total value of NIS 6.3 billion in Europe, Brazil, the United States and Israel. As of the publication date of this report, the company and its fully owned subsidiaries have entered into binding agreements for the sale of properties totaling NIS 2.5 billion, at book values (excluding the sale of assets in Russia). Additionally, the company's management and fully owned subsidiaries are in advanced negotiations (including the signing of non-binding framework agreements) for the sale of properties totaling NIS 1.4 billion, and additional properties with a value of NIS 2.4 billion are being prepared for sale (some of which are in advanced marketing stages). The actual implementation scope of the properties and the group's progress in their implementation, including the pace of property preparation for sale in different territories where the group operates, are dynamic and executed in accordance with market conditions in these territories and the company's management discretion, while considering macroeconomic factors and specific considerations for the company, striking a balance between the company's needs and the properties' value.

Furthermore, a fully owned subsidiary of the company entered into an agreement to receive secured funding for a property in Europe in the amount of EUR 112 million, and the company and its fully owned subsidiary are working to obtain secured funding for debt-free properties (primarily in Europe) totaling EUR 235 million.

The company's estimations regarding the sale of properties, including the scope of properties to be implemented, the consideration to be received, implementation timelines, and funding receipt, as described above, are forward-looking statements as defined in the Securities Law, 1968. Such estimations are not guaranteed, may not materialize, and are dependent, among other things, on the economic and real estate market conditions in the various markets where the properties are located and where the company operates. Changes in market conditions may result in delays in property implementation beyond what is detailed above.

1.2. Group Properties as of March 31, 2023

	Country of operation	Holding interest	Income-producing property	Properties under development	Other assets	GLA (sq.m thousands)
CTY	Finland, Norway, Sweden, Estonia and Denmark	52.1%	33	1	-	1,013
G Europe	Poland, Czech Republic, and Russia	100.0%	21	-	-	625
Gazit Brasil	Brazil (Sao Paulo)	100.0%	7	-	1	176
G Israel	Israel	100.0%	13	-	-	161
Gazit Horizons	USA	100.0%	11	3	1	67
Gazit Canada	Canada	100.0%	1	-	-	18
Total carrying amount			**86**	**4**	**2**	**2,060**
Jointly controlled properties (proportionate consolidation)			9	-	-	102
Total			**95**	**4**	**2**	**2,162**

		Investment property and investment property under development			
		Income-producing property	Properties under development [1]	Land	Total
	Country of operation	NIS millions			
CTY	Finland, Norway, Sweden, Estonia and Denmark	15,692	24	-	15,716
G Europe	Poland, Czech Republic, and Russia	7,817	517	493	8,827
Gazit Brasil	Brazil (Sao Paulo)	2,624	-	64	2,688
G Israel	Israel	3,526	750	512	4,788
Gazit Horizons	USA	1,649	845	173	2,667
Gazit Canada	Canada	190	-	-	190
Total carrying amount		**31,498**	**2,136**	**1,242**	**34,876**
Jointly controlled properties (proportionate consolidation)		2,154	208	-	2,362
Total		**33,652**	**2,344**	**1,242**	**37,238**

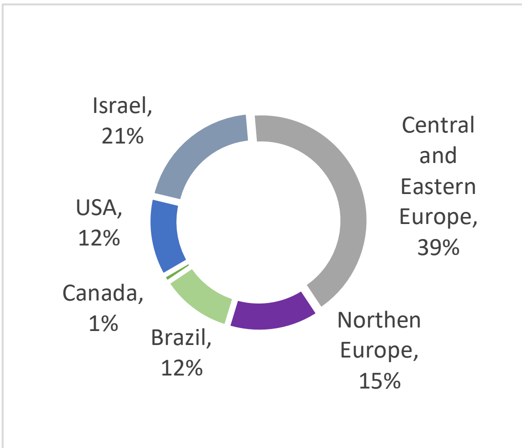
1. Including the expansion of income-producing properties

Below is a breakdown of the properties classified as assets held for sale included in the group properties as of March 23, 2023:

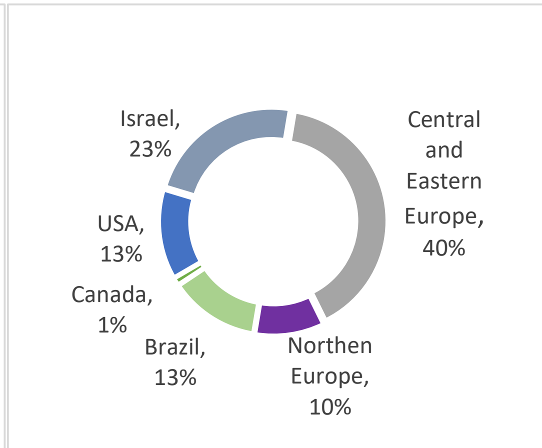
	Country	Number of Properties	Carry amount in NIS
G Europe	Poland	7	1,134
	Czech Republic	1	
Gazit Horizons	USA	1	531
G Brasil	Brazil (Sao Paulo)	1	36
Total carrying amount			**1,701**

1.3. Breakdown of the Company's investments by regions (on an expanded Solo basis) as of March 31, 2023:

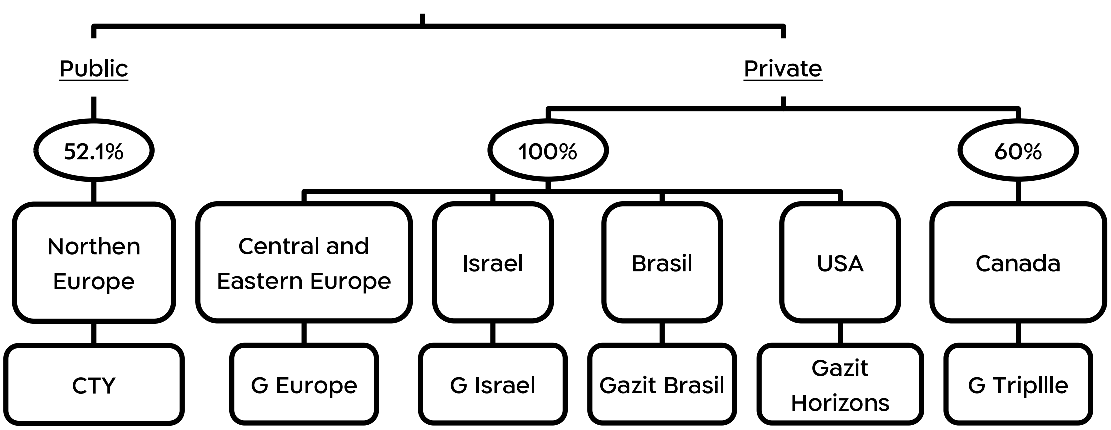
Carrying amount



Market Value



1.4. The Company's Major Holdings (holding structure and interests as of March 31, 2023):



1.5. Highlights – First Quarter of 2023 (the "Quarter")

(NIS in millions, other than per share data)	March 31, 2023	December 31, 2022	
Net debt to total assets (Expanded Solo)	68.0%	67.6%	-
Net debt to total assets (Consolidated)[1]	61.0%	60.0%	-
Equity attributable to equity holders of the Company	5,066	5,016	-
Equity per share attributable to equity holders of the Company (NIS)	28.4	30.1	-

	3 months ended March 31,		
	2023	2022	Change
Rental income and others	604	557	8.4%
NOI [3]	410	380	7.9%
NOI adjusted for exchange rates	410	401	2.2%
Proportionately consolidated NOI [4]	343	306	12.1%
Proportionately consolidated NOI adjusted for exchange rates	343	321	6.9%
Cash flow from operating activities per share- Expanded Solo (NIS) [5]	0.51	0.44	15.9%
FFO [6]	92	64	43.8%
FFO per share (NIS) [6]	0.54	0.41	31.7%
FFO adjusted for exchange rates	92	73	26.0%
FFO per share adjusted for exchange rates (NIS)	0.54	0.46	17.4%
Number of shares used in calculating the FFO per share (in thousands)	171,570	159,096	7.8%

Acquisition, construction and development of investment property	574	534	-
Disposition of investment property	339	499	-
Fair value gain from investment property and investment property under development, net	155	45	-
Net income (loss) attributable to equity holders of the Company	(509)	(321)	-
Diluted net earnings (loss) per share (NIS)	(2.99)	(2.03)	-
Cash flows provided by (used in) operating activities	235	89	-

1 For details regarding net debt to total assets (Consolidated) including interest bearing debt, refer to Section 7 below
2 Refer to section 2.5 below.
3 NOI ("Net Operating Income") – Rental income and others, net of property operating expenses and others.
4 The Company's proportionate share in the NOI of the Group's companies in accordance with its interest in the equity of each of the Group companies, refer to section 2.4 below.
5 Refer to section 2.2 below.
6 The FFO is presented according to the management approach and in accordance with the EPRA rules. For the FFO calculation, refer to section 2.3 below.

1.5. <u>Highlights – First Quarter of 2023 (the "Quarter”) (Cont.)</u>

- As of March 31, 2023, the company and its consolidated companies have liquid balances and unused credit lines for immediate withdrawal in the amount of NIS 4.5 billion (of which NIS 2.4 billion in the company and its wholly owned subsidiaries, which include cash and cash equivalents, marketable securities and deposits for a short time in the amount of NIS 0.8 billion).
- In the quarter, the company issued, through a private placement, 11.83 million shares to institutional entities, and to the company's controlling owner, Norstar Holdings Inc. ("Norstar") and its controlling shareholder, Mr. Chaim Katzman (through a private company under his control), in total amount of NIS 150 million.
- As a result of fluctuations in currency exchange rates of the US dollar, the Euro, the Brazilian real and the Canadian dollar against the NIS, the equity attributable to the Company's equity holders increased in the Quarter by NIS 341 million (net of the effect of cross-currency swap transactions).
- In general, fluctuations in the exchange rates of the US dollar, the Euro, the Brazilian real and the Canadian dollar against the shekel have the following effect:

- The appreciation of these currencies against the shekel has a positive effect on the Company's assets, shareholders' equity, NOI and economic FFO due to the translation of the foreign currency into shekels at higher rates. On the other hand, the appreciation will result in a negative impact on the Company's net income through the increase in financing expenses due to the revaluation loss on the hedging instruments (the financial derivatives).
- A devaluation of these currencies against the shekel has a negative effect on the on the Company's assets, shareholders' equity, NOI and Economic FFO and, on the other hand, a positive effect on the Company's net income through the decrease in financing expenses due to the revaluation gain on the hedging instruments.

2. Additional Information Concerning the Company's Assets and

2.1. Summary of the Company's Holdings as of March 31, 2023:

Name of company	Type of security/ property	Amount (millions)	Holding interest (%)	Book value (NIS in millions)	Market value as of 31.3.2023 (NIS in millions)
CTY	Shares (OMX)	87.6	52.1	3,189	2,167
Israel	Income-producing property and land	-	-	4,781	-
Brazil	Income-producing property and land	-	-	2,652	-
USA[1]	Income-producing property and land	-	-	2,622	-
Canada[1]	Income-producing property			233	
Europe[1]	Income-producing property and land	-	-	8,457	-
Total assets		-	-	**21,934**	-

Set forth below are the Company's monetary balances (including balances of its privately-held subsidiaries) ("expanded solo basis") as of March 31, 2023:

	NIS in millions
The Company's Debentures	8,094
G Europe's Debentures	2,710
Debts to financial institutions	6,830
Total debentures and debts to financial institutions (*)	**17,634**
Other monetary liabilities	1,082
Total monetary liabilities	**18,716**
Less - monetary assets[2]	3,643
Less - other investments[3]	157
Monetary liabilities, net[4]	**14,916**

Year	The Company's Debentures	G Europe's Debentures	Financial Institutions		Mortgages	Total	%
			Secured	Unsecured			
2023	994	-	176	292	543	2,005	11
2024	1,212	-	673	36	110	2,031	12
2025	1,122	1,570	473	36	377	3,578	20
2026	1,149	-	14	36	826	2,025	11
2027	1,318	1,140	25	217	793	3,493	20
2028	1,164	-	33	-	268	1,465	8
2029	803	-	40	-	158	1,001	6
2030	-	-	48	-	830	878	5
2031 onwards	332	-	405	-	421	1,158	7
Total	**8,094**	**2,710**	**1,887**	**617**	**4,326**	**17,634**	**100**

1 Includes investment in properties through a joint venture presented in the financial statements using the equity method.

2 Including cash and cash equivalents, shirt term traded securities and deposits in the amount of NIS 0.8 billion, properties held for sale in the amount of NIS 1.7 billion, loans and recievables in the amount of NIS 0.7 billion and derivatives financial instruments in the amount of NIS 0.2 billion.

3 Comprises primarily the investment in participation units in private equity funds and other investments.

4 Excludes G Europe's hybrid debentures in the amount of NIS 1,329 million, deferred tax liability in the amount of NIS 401 million with respect to investment property and other investments and NIS 222 million in non-controlling interestsin part of the company's properties.

2.2 Cash flows from operating activities - expanded Solo:

Following the completion of the merger with ATR during the quarter, cash flow from operating activity (expanded solo) includes the cash flow from operating activity of ATR and not only the Company's share in ATR's dividends.

	Three months ended March 31,		Year ended December 31,
	2023	2022	2022
	NIS in millions (except for per share data)		
Dividends from public investees	42	40	158
EBITDA from private companies, net of Capex and other income *	200	174	799
Total income	**242**	**214**	**957**
General and administrative expenses	(19)	(18)	(71)
Interest expenses, net	(135)	(118)	(487)
Taxes	(1)	(9)	(16)
Total expenses	**(155)**	**(145)**	**(574)**
Cash flows from operating activity	**87**	**69**	**383**
Cash flows from operating activity per share	**0.51**	**0.44**	**2.33**

* Including capital expenditures (CAPEX) in the amount of NIS 48 million for the year 2022, NIS 12 million in the quarter and the correspondent quarter last year.

2.3. FFO (EPRA Earnings)

As is the practice in the real estate industry, the Company customarily publishes information regarding the results of its operating activities in addition to, and without detracting from, the income statement prepared according to accounting principles. In European countries where the financial statements are prepared in accordance with International Financial Reporting Standards (**"IFRS"**), it is customary for income-producing property companies to publish a measure for presenting the operating results of a company that are attributable to its equity holders, in line with the position paper of the European Public Real Estate Association (**"EPRA"**), the objective of which is to promote greater transparency, uniformity and comparability of the financial information reported by property companies (**"EPRA Earnings"**). This measure is not based on generally accepted accounting principles. Furthermore, pursuant to the draft securities regulations for anchoring the disclosure provisions for investment property activity, issued by the Israel Securities Authority in December 2013, FFO (Funds from Operations) is to be presented in the "Description of the Company's Business" section of the annual report of investment property companies, similar to the manner of calculating FFO under EPRA rules.

EPRA Earnings (or **"Nominal FFO"**) are calculated as the net income (loss) attributable to the equity holders of a company after excluding non-recurring income and expenses (including gains or losses from revaluations of properties to their fair value), changes in the fair value of financial instruments through profit and loss, gains or losses on the disposition of properties, and other types of gains and losses.

The Adjusted EPRA Earnings (or **"FFO according to the management approach"**) is calculated as EPRA Earnings with such additional adjustments being made as a company considers necessary in order to present an operating income measure that is comparable with previous periods and with the results of similar companies This measure is customarily used to review the performance of income-producing property companies. The required adjustments to the accounting net income (loss) are presented in the table below.

The Company believes that the Adjusted EPRA Earnings measure fairly reflects the operating results of the Company, since it provides a better basis for the comparison of the Company's operating results in a particular period with those of previous periods and provides a uniform financial measure for comparing the Company's operating results with those published by other European property companies.

As clarified in the EPRA position papers, the EPRA Earnings and the Adjusted EPRA Earnings measures do not represent cash flows from operating activities according to accepted accounting principles, nor do they reflect the cash held by a company or its ability to distribute that cash, and they are not a substitute for the reported net income (loss). Furthermore, it is clarified that these measures are not audited by the Company's independent auditors.

The table below presents the calculation of the Company's Economic FFO, calculated according to the recommendations of EPRA and the draft securities regulations for investment property activity, and its Economic FFO per share for the stated periods*:

	For the 3 months ended March 31,		For the ended December 31,
	2023	2022	2022
	NIS in millions (other than per share data)		
Net income (loss) attributable to equity holders of the Company for the period	(509)	(321)	(1,340)
Adjustments:			
Fair value gain from investment property and investment property under development, net	(155)	(45)	450
Capital loss on sale of investment property	518	48	116
Changes in the fair value of financial instruments, including derivatives, measured at fair value through profit or loss	69	380	988
Adjustments with respect to equity-accounted investees	29	(1)	47
Deferred taxes and current taxes with respect to disposal of properties	(38)	(142)	(340)
Acquisition costs recognized in profit or loss	-	-	1
Non-controlling interests' share in above adjustments	89	23	(86)
Nominal FFO (EPRA Earnings)	3	(58)	(176)
Additional adjustments:			
CPI linkage and exchange rate differences	111	125	539
Depreciation and amortization	5	5	20
Other adjustments(1)	1	16	139
FFO according to the management approach (Adjusted EPRA Earnings)	120	88	522
FFO per share according to the management approach (in NIS)	0.70	0.55	3.18
Coupon per hybrid debentures	(28)	(24)	(98)
FFO according to the management approach (Adjusted EPRA Earnings)	92	64	424
FFO per share according to the management approach (in NIS)	0.54	0.41	2.59
FFO adjusted for exchange rates according to the management approach	92	73	
FFO per share adjusted for exchange rates according to the management approach (in NIS)	0.54	0.46	
Number of shares used in the FFO per share calculation (in thousands)(2)	171,570	159,096	164,362

* As of this report, the company stopped neutralizing from the FFO calculation the profit/loss component from early repayment of interest-bearing debt, and this in light of the large-scale realization plan the company announced (as stated in section 1.1 above) and the company's plan to use part of the proceeds for repurchases of the Group's debentures, which are traded at a significant discount in relation to the pledged value (in accordance with the company's own purchase plan). The FFO data shown above in relation to the comparison periods has been adjusted to the updated method of calculation.

1 Income and expenses adjusted against the net income (loss) for the purpose of calculating FFO, which include non-recurring expenses including expenses arising from the termination of engagements with senior Group officers, expenses from reorganization of the Group's companies, share-based compensation expenses and the adjustment of expenses and income from extraordinary legal proceedings.

2 Weighted average for the period.

2.4. Additional information is presented below regarding the Company's pro rata share in the value of income-producing properties owned by the Group as of March 31, 2023, based on capitalization of net operating income ("**NOI**"). The information below is based on a methodology that is generally accepted in the markets in which the Group operates and is intended to provide an additional method of analyzing the value of the Company's properties on the basis of the Company's financial results for the quarter. This information is not intended to represent the Company's estimate of the present or future value of its assets or shares.

	3 months ended March 31,		Year ended December 31,
	2023	**2022**	**2022**
	NIS in millions		
Rental income	604	557	2,303
Property operating expenses	194	177	720
NOI for the period	410	380	1,583
Less - minority's share in NOI	(87)	(84)	(345)
Add - Company's share in NOI of associate and jointly controlled companies	20	10	63
NOI for the period - the Group's proportionate share[1]	**343**	**306**	**1,301**
Annual NOI - the Group's proportionate share	**1,372**	**1,224**[1]	**1,301**

1 Calculated by multiplying the NOI for the quarter by four. For clarification, the data is not an annual NOI forecast.

New properties, properties under development and land, which are not yet income-producing and which are presented at their fair values in the Group's books (according to the proportionate consolidation method) as of March 31, 2023, amounted to NIS 3,575 million.

The Group's monetary liabilities, net of monetary assets (according to the proportionate consolidation method) as of March 31, 2023, amounted to NIS 23,009 million.

2.5. Net Asset Value (EPRA NAV, EPRA NTA and EPRA NDV)

As is customary in the European countries in which the Group operates, and in line with the EPRA position paper, the objective of which is to promote greater transparency, uniformity and comparability of the financial information reported by real estate companies, the Company publishes net asset value data (EPRA NRV), which is a measure that reflects the net asset value of the Company, as reflected by the Company's statement of financial position with certain adjustments, e.g., the exclusion of deferred taxes with respect to the revaluation of investment properties and investment properties under development to their fair value and the exclusion of the fair value of financial derivatives (with the exception of financial derivatives used for currency hedging with respect to which the difference between the fair value and intrinsic value is excluded); the Company also publishes EPRA NNNAV data, which is another measure reflecting net asset value (EPRA NAV), adjusted for the fair value of financial liabilities, as well as certain adjustments to the provision for deferred taxes with respect to the revaluation of investment properties and investment properties under development to their fair value, and certain additional adjustments to the fair value of the above-referenced financial derivatives.

The Company considers that the presentation of the EPRA NAV and the EPRA NNNAV data enables the Company's net asset value data to be compared to those of other European real estate companies. At the same time, such data does not constitute a valuation of the Company and does not replace the data presented in the financial statements; rather, such data provides an additional mechanism for evaluating the Company's net asset value (NAV) in accordance with the EPRA recommendations. Such data is not audited by the Company's independent auditors.

Presented below is the calculation of the EPRA NAV, EPRA NTA and EPRA NDV:

	March 31,		December 31,
	2023	2022	2022
	NIS in millions		
EPRA NRV			
Equity attributable to the equity holders of the Company, per the financial statements	5,066	5,897	5,016
Exclusion of deferred tax liability on revaluation of investment property to fair value (net of minority's share) [1]	934	1,265	988
Fair value asset adjustment for derivatives, net[2]	(178)	(200)	(221)
EPRA NRV	**5,822**	**6,962**	**5,783**
EPRA NRV per share (in NIS)	**32.6**	**42.1**	**34.7**
EPRA NTA			
Equity attributable to the equity holders of the Company, per the financial statements	5,066	5,897	5,016
Exclusion of deferred tax liability on revaluation of investment property to fair value (net of minority's share) [1]	529	706	559
Goodwill adjustment attributable to assets	(227)	(245)	(226)
Fair value asset adjustment for derivatives, net[2]	(178)	(200)	(221)
EPRA NTA	5,190	6,158	5,128
EPRA NTA per share (in NIS)	29.0	37.2	30.7
EPRA NDV			
Equity attributable to the equity holders of the Company, per the financial statements	5,066	5,897	5,307
Goodwill adjustment attributable to assets	(227)	(245)	(1,355)
Fair value asset adjustment for derivatives, net	3,329	(245)	3,952
EPRA NDV	8,168	5,407	7,495
EPRA NDV per share (in NIS)	45.7	32.7	44.9
Issued share capital of the Company used in the calculation (in thousands of shares)[3]	178,687	165,533	166,864

1 Net of goodwill generated in business combinations against deferred tax liability. In EPRA NTA calculation 50% of the tax reserve is taken.

2 Represents the fair value less the intrinsic value of currency hedging transactions.

3 Represents the diluted number of issued shares (in thousands), excluding treasury shares held by the Company.

3. Discussion by the Board of Directors for the Company's Business Position, its Results of Operations, its Equity and its Cash Flows

3.1. Investments and realizations of investment real

- In January 2023, the company signed a binding agreement for the sale of the G Yavne shopping center for NIS 154 million, the sale was completed on March 31, 2023.
- In February 2023, G Europe sold the Atrium Molo shopping center, which is located in the city of Szczecin in northern Poland, for EUR 46.3 million (NIS 175 million), at a price similar to its book value
- In May 2023, G Europe sold the Palace Pardubice shopping center, located in the city of Pardubice, a secondary city in the eastern Czech Republic, for EUR 123.8 million (NIS 496 million), at a price similar to its book value. The property is free of debt or encumbrance and the proceeds of the sale will be used to further reduce the company's financial debt.

  The company provided a bridging loan to the seller in the amount of EUR 67.5 million until the time when the buyer completes the bank escort position and in any case for a period not exceeding 5 years. The seller's loan carries an initial interest rate of 6.27% and includes an interest rate increase mechanism over time that will encourage the buyer to pay off the seller's loan early. Until the loan is fully repaid, the company was granted a first-class mortgage on the property and the shares of the property company.
- In April 2023, G Europe sold its entire property portfolio in Russia, in exchange for EUR 131 million (NIS 524 million). The gross proceeds constitute 52% of the value of the assets in the company's books as of December 31, 2022, and it was determined in accordance with the local regulation adopted by the Russian government in connection with the realization of foreign investments in the country. The property portfolio in Russia included seven income-producing properties and two plots of land for rent of 238 thousand square meters. The assets sold are free of any debt or encumbrance and the cash flow that will result to the company from their sale after tax payments in the amount of EUR 15 million will be used by the company to reduce the financial debt. Following the sale of the assets, the company recorded a loss in the amount of EUR 136 million (NIS 518 million).
- In April 2023, G Europe completed a combined process of acquiring the partner's share (25%) in the Arkady Pankrac property located in the city of Prague, Czech Republic and receiving financing for the entire property. G Europe acquires 25% of the shopping center for EUR 60 million (NIS 240 million) when, at the same time as the purchase of the shopping center, G Europe received guaranteed financing in the amount of EUR 112 million (NIS 448 million) for the period of about 5 years from a local bank, so that the free flow that will be generated from the completion of the move is EUR 52 million (about 208 million NIS).

Property activities

3.2. Highlights of operational data:

	Income producing properties[1]	GLA (in thousands of square meters)	Occupancy rate	
			31.03.2023	31.03.2022
G Israel	13	161	98.0%	98.1%
Gazit Brasil	7	176	94.3%	92.8%
Gazit Horizons	13	81	94.6%	91.1%
CTY	34	1,059	95.4%	94.4%
G Europe	22	647	94.0%	93.1%

	Average basic monthly rent per square meter		Change in same property NOI[2]	NOI (million)	
	31.03.2023	31.03.2022	Quarter	Q1. 2023	Q1. 2022
G Israel	NIS120.4	NIS 111	8.3%	NIS 52.8	NIS 44.6
Gazit Brasil	R$ 73.5	R$ 70.0	4.3%	R$55.8	R$52.7
Gazit Horizons	$ 58.0	$ 51.2	19.6%	$ 5.1	$ 4.4
CTY	€ 24.4	€ 23.4	9.4%	€ 48.0	€ 49.1
G Europe	€ 16.9	€ 14.9	22.6%	€ 30.9	€ 30.2

1 Includes jointly controlled properties.

2 Change in same property NOI in the quarter compared with the corresponding period last year.

3) Effect of the Macro-Economic Environment on the Group's Activity

The Group's activity is also affected by the macro-economic environment (inter alia, an increase/decrease in population, private consumption volumes, the unemployment rate and the level of demand) in the various countries in which it operates. These parameters to a certain degree impact the occupancy rates at properties, the level of rents, the Group's ability to increase its revenues over time, and the scope and potential of the investments and development.

Presented below are macro-economic data for the countries where the Group operates[1]:

	Growth (GDP)				
	2023 forecast	2023	Rate of unemployment	Yield on government debentures (10 years)	Debt rating (S&P)
Israel	2.90%	6.50%	3.90%	3.540%	AA-
Poland	0.70%	4.90%	5.40%	5.704%	A-
Finland	(0.30%)	2.00%	7.20%	2.897%	AA+
Norway	1.00%	3.30%	3.60%	3.154%	AAA
Brazil	0.90%	2.90%	9.10%	11.772%	BB-
Czech Republic	0.00%	2.50%	2.90%	4.289%	AA-
Russia	(0.70%)	2.70%	7.80%	2.155%	AAAu
Sweden	1.10%	2.10%	3.80 %	3.474%	AA+u
USA	0.90%	3.40%	5.60%	2.875%	AAA
Canada	2.90%	6.50%	3.90%	3.540%	AA-

International debt rating of Group companies:

Rating Agency	G City[1]	CTY	G Europe
Moody's	[2]ilA3/ CW Negative	Baa3/ Negative	B1/ Stable
S&P	[2] ilA-/ Negative	BBB-/ Stable	-

1. Data source: Bloomberg – May 2023.

2. The Company's secured debentures (Series O), rated by S&P Maalot and Midroog at a rating level of 'ilA' and 'A2.il', respectively.

The company's income from rent in the group's active countries, with the exception of the USA, is mostly linked (over 90%) to the increase in the consumer price index and contributes to the growth of its income as well as the value of its assets, respectively. At the same time, most of the company's debt is not linked to the consumer price index (after the effect of the exchange transactions), 67% of the total debt. The increase in the index increases the Group's part of the debt linked to the index financing expenses. The rent linking mechanisms are a long-term financial protection against the increase in the company's financing expenses due to the index linking, when in relation to the debt balance linked to the index (against which there is no income linked to the consumer price index in Israel) the company carries out protection in currency exchange transactions that also include index protection. Additionally, most of the Group's debt is long-term debt with fixed interest rate (87% of the total debt, after hedging transactions) and therefore, in the short term, the company does not expect the economy rise in interest rates will significantly affect the company's financing expenses. At the same time, the company estimates the debt raising costs will grow in line with the growth in economy interest rates. The company is unable to assess the future effects of the macroeconomic changes on its activities, and to the extent that such changes lead to a global recession, they may have a negative impact on the group's activities and results. For further details, see the risk factors chapter in the company's periodic report for 2022.

3.2. Material Events at the Group During the quarter

A. In the quarter, the Company issued 11.83 million shares to institutional entities, to Norstar, which controls the Company, and to its controlling owner, Mr. Chaim Katzman (through a private company under his control), in consideration of NIS 150 million.

B. For details regarding buyback of the Company's debentures in the amount of EUR 77 million, refer to Note 3a1 to the financial statements.

C. For details regarding buyback of debentures and hybrid debentures of CTY in the amount of EUR 36 million and EUR 27 million, refer to notes 3a2 and 3a3 to the financial statements.

D. For details regarding buyback of G Europe's debentures in the amount of EUR 3 million, refer to Note 3a4 to the financial statements.

E. On May 2, 2023, CTY entered into a credit line agreement with a syndicate of banks in the amount of EUR 650 million, which will replace CTY's current credit line in the amount of EUR 500 million. The credit agreement consists of a revolving credit line of EUR 400 million and a loan of EUR 250 million and is secured by a lien on CTY's assets (one asset in Finland and four assets in Norway). The credit period is for three years, with an option to extend it for an additional period of one year. The credit bears interest, which is subject to changes according to CTY's rating, as well as according to CTY's compliance with sustainability goals.

3.3. Dividend Distribution Policy

On March 28, 2023 and May 22, 2023, the Company's Board of Directors decided not to distribute a dividend to the Company's shareholders in the first and second quarters of 2023. The Company's Board of Directors will convene and review the Company's dividend distribution policy for the following quarters of 2023, including based on progress in the execution of the plan for disposal of properties announced by the Company on October 25, 2022 and as updated on December 19, 2022, and additional considerations, subject to the distribution tests set out in the Companies Law, 1999.

3.4. Financial Position

Current assets

The balance of current assets, as of March 31, 2023, total NIS 3.3 billion, compared with NIS 3.7 billion as of December 31, 2022. The decrease in current assets derives mainly from a decrease in cash and cash equivalents which used to repay interest-bearing debt. The aforementioned decrease was offset by an increase in assets held for sale.

Equity-accounted investees

The balance of equity-accounted investees amounted to NIS 1.7 billion as of March 31, 2022, similar to NIS 1.7 billion as of December 31, 2022. The balance of the equity-accounted investees is primarily comprised of investments in property through joint ventures as recorded in the books of CTY, G Europe, Gazit Horizons and Gazit Canada.

Non- current Financial derivatives

The balance of financial derivatives primarily arises from cross-currency swap transactions, entered into as part of the Group's policy to correlate as closely as possible the currency in which properties are acquired and the currency in which the liabilities are undertaken to finance the respective acquisitions of such properties are incurred (on a proportionately consolidated basis), and are presented at fair value (refer to Section 4 above). The balance of the financial derivatives is presented net of amounts received under CSA (Credit Support Annex) agreements entered into with certain financial institutions that establish settlement mechanisms between the Company and the banking institution with which the swap transaction is being carried out with respect to the value of the financial derivatives (CSA agreement). As of March 31, 2023, the aforesaid balance of financial derivatives amounted to NIS 191 million, compared to NIS 186 million as of December 31, 2022.

Investment property and investment property under development

Investment property and investment property under development (including assets held for sale that are presented under current assets), as of March 31, 2023, amounted to NIS 34.8 billion, compared to NIS 33.8 billion as of December 31, 2022.

The increase in these balances during the quarter is primarily due from fluctuation in exchange rates.

Intangible assets, net

Intangible assets, net, as of March 31, 2022, totaled NIS 435 million, compared to NIS 433 million as of December 31, 2022. The intangible assets primarily consist of goodwill relates to properties in Norway own by CTY.

Current liabilities

Current liabilities, as of March 31, 2023, totalled NIS 4.3 billion, compared to NIS 4.4 billion as of December 31, 2022. The balance mainly includes short-term credit from banks and others and current maturities of long-term liabilities, in the amount of NIS 2.9 billion, compared to NIS 3.0 billion as of December 31, 2022.

Non-current liabilities

Non-current liabilities, as of March 31, 2023, totaled NIS 23.3 billion, compared to NIS 23.0 billion as of December 31, 2022. The increase in non-current liabilities is primarily due from fluctuation in exchange rates.

Equity attributable to the equity holders of the Company

Equity attributable to the equity holders of the Company, as of March 31, 2023, amounted to NIS 5,066 million, compared to NIS 5,016 million as of December 31, 2022.

The increase is due to the issuance of the Company's shares and options in the amount of NIS 150 million and from an increase in capital reserves in the amount of NIS 409 million (mainly from foreign currency translation reserve). The aforesaid increase was offset by a loss attributed to the Company's shareholders in the amount of NIS 509 million.

The equity per share attributable to the equity holders of the Company as of March 31, 2023 totaled NIS 28.4 per share, compared to NIS 30.1 per share as of December 31, 2022.

Non-controlling interests

Non-controlling interests, as of March 31, 2023, amounted to NIS 7.1 billion, compared to NIS 7.0 billion as of December 31, 2022. The balance primarily comprised of interests of CTY's other shareholders at a rate of 47.9% of CTY's equity as well as CTY's and g Europe's hybrid debentures.

The increase in non-controlling interests in the Quarter is primarily due to the portion of other shareholders in the amount of NIS 0.3 billion. The aforesaid decrease was offset by net income attributed to non-controlling interest in the amount of NIS 0.2 billion.

3.5 Results of Operations and Analysis

A. Results of operations are as follows:

	Three months ended March 31,		Year ended December 31,
	2023	2022	2022
	Unaudited		Audited
	NIS in millions (except for per share data)		
Rental income and others	604	557	2,303
Property operating expenses and others	194	177	720
Net operating rental income	410	380	1,583
Fair value gain (loss) from investment property and investment property under development, net	155	45	(450)
General and administrative expenses	(88)	(98)	(374)
Other income	5	4	14
Other expenses	(522)	(52)	(130)
Company's share in earnings (losses) of equity-accounted investees, net	(46)	8	(51)
Operating income (loss)	(86)	287	592
Finance expenses	(387)	(721)	(2,263)
Finance income	39	57	117
Profit (loss) before taxes on income	(434)	(377)	(1,554)
Taxes on income (tax benefit)	(36)	(131)	(318)
Net income (loss)	(398)	(246)	(1,236)
Attributable to:			
Equity holders of the Company	(509)	(321)	(1,340)
Non-controlling interests	111	75	104
	(398)	(246)	(1,236)
Net earnings (loss) per share attributable to equity holders of the Company (NIS):			
Basic net earnings (loss)	(2.98)	(2.03)	(8.15)
Diluted net earnings (loss)	(2.99)	(2.03)	(8.15)

The statement of comprehensive income is as follows:

	Three months ended March 31,		Year ended December 31,
	2023	2022	2022
	Unaudited		Audited
	NIS in millions		
Net income (loss)	(398)	(246)	(1,236)
Other comprehensive income (loss) (net of tax effect):			
Amounts that will not be reclassified subsequently to profit or loss			
Net gains (losses) on financial assets at fair value through other	-	(1)	2
Items that are or will be reclassified to profit or loss			
Exchange differences on translation of foreign operation	577	572	1,008
Net gains (losses) on cash flow hedges	(10)	59	146
Total other comprehensive income (loss)	567	630	1,156
Total comprehensive income (loss)	169	384	(80)
Attributable to:			
Equity holders of the Company	(133)	214	(553)
Non-controlling interests	302	170	473
	169	384	(80)

B. Analysis of results of operations for the first quarter of 2023

Rental income and others

Excluding the average exchange rates the rental income and others in the Quarter increased by 2.5% compared with the corresponding quarter the prior year. The increase is primarily due to operation of completed development assets, investments in assets during the past 12 months, and an increase in income from identical properties.

The aforesaid increase was offset from the sale of non-core assets during the past 12 months.

Rental income and others increased by 8.4% to NIS 604 million in the Quarter, compared with NIS 557 million in the corresponding quarter the prior year.

Property operating expenses and others

Property operating expenses and others totaled NIS 194 million in the Quarter, representing 32.1% of total rental income and others, compared with NIS 177 million, representing 31.8% of total rental income and others in the corresponding quarter the prior year.

Net operating income (NOI)

Excluding the change in the average exchange rates, the net operating rental income in the Quarter increased by 2.2% compared with the corresponding quarter in the prior year. The increase in net operating income is due to the reasons described in income from rental income and others above.

Net operating rental income increased by 7.9% to NIS 410 million in the Quarter (67.9% of total rental income), compared with NIS 380 million (68.2% of rental income) in the corresponding quarter in the prior year.

Fair value gain (loss) from investment property and investment property under development, net

The Group applies the fair value model, as prescribed in IAS 40 (Revised), *Investment Property*. As a result of implementing this standard, the Company and its subsidiaries recognized in the Quarter a fair value gain on its properties in a net amount of NIS 155 million compared to fair value gain of NIS 45 million in the corresponding quarter the prior year. The increase in fair value in the quarter is primarily due to the assets in Northern Europe, resulting from an increase in cash flow from those properties.

General and administrative expenses

General and administrative expenses totaled NIS 88 million (14.6% of total income) in the Quarter, compared to NIS 98 million (17.6% of total income) in the corresponding quarter in the prior year. The increase in general and administrative expenses is due to non-recurring expenses implemented by G Europe.

Company’s share in earnings (losses) of equity-accounted investees, net

The item amounted to a loss of NIS 46 million in the quarter (gain of NIS 8 million was recorded in the corresponding quarter in the prior year) and primarily comprised of the Group’s shares in the net loss of comprehensive companies CTY, Gazit Horizons, G Europe and Gazit Canada (Gazit Tripllle).

Other Expenses

Other expenses in the quarter primarily comprises to a loss of NIS 518 million resulting from the sale of the group's assets in Russia after the reporting period. For further details, please refer to Note 3b3 to the financial reports.

Finance expenses

Finance expenses amounted to NIS 387 million in the Quarter, compared to NIS 721 million in the corresponding quarter in the prior year. The decrease in finance expenses in the quarter compared to the corresponding quarter in the prior year is primarily due to a loss from revaluation of financial instruments derivatives in the amount of NIS 62 million compared to a loss from revaluation of financial instruments in the corresponding quarter in the prior year in the amount of NIS 413. The average interest rate on the company's interest bearing liabilities at the extended solo level is 3.69%.

Finance income

Finance income totaled NIS 39 million in the Quarter, compared to NIS 57 million in the corresponding quarter in the prior year. Finance income in the Quarter primarily comprises from dividends and revaluation of marketable securities and in the amount of NIS 2 million (an income of NIS 41 million was recorded in the corresponding quarter in the prior year) and interest income in the amount of NIS 14 million (an income of NIS 13 million was recorded in the corresponding quarter in the prior year).In addition, financing income in the corresponding quarter in the prior year included early redemption of interest-bearing debt in the amount of about NIS 22 million.

Taxes on income (tax benefit)

Tax income totaled NIS 36 million in the Quarter, compared with tax expenses of NIS 131 million in the corresponding quarter the prior year. Tax income in the Quarter comprises primarily of deferred tax income of NIS 50 million, arising mainly from net changes in the temporary differences between the tax base and fair value of investment property and investment property under development, including disposition of properties (in the corresponding quarter in the prior year, net deferred tax expenses of NIS 125 million arising primarily as the net changes in the temporary differences between the tax base and the fair value of investment property and investment property under development, including disposition of properties). In the Quarter, the Group companies recorded current tax expenses in an amount of NIS 18 million, compared with current tax expenses of NIS 37 million in the corresponding Quarter in the prior year. In addition, in the corresponding Quarter in the prior year tax income was recorded with respect to prior years in the amount of NIS 4 million.

3.6. Liquidity and Capital Resources

The Company and its subsidiaries have a policy of maintaining an adequate level of liquidity that enables the pursuit of business opportunities in its activities, as well as flexibility in accessibility to sources of finance.

The sources of liquidity of the Company and its subsidiaries are the cash generated from its income-producing properties, issuing of debentures, hybrid debentures, capital raising, credit facilities and long-term loans (including loans secured property), which is used primarily for the acquisition, development and redevelopment of income-producing properties, the settlement of liabilities, investments in investees and other investments.

As of March 31, 2023, the Company and its subsidiaries have liquidity, including undrawn[1] long-term credit facilities available for immediate drawdown and liquid balances totaling NIS 4.5 billion (of which NIS 2.4 billion of the Company and it's wholly-owned subsidiaries) which includes cash and cash equivalents in the amount of NIS 0.9 billion (of which NIS 0.8 billion of the Company and it's wholly-owned subsidiaries) and have binding undrawn long term credit facilities available for immediate drawdown of NIS 3.6 billion.

Additionally, as of March 31, 2023, the Company and its subsidiaries have unencumbered investment property and investment property under development, which is carried on the financial statements at a fair value of NIS 22.9 billion (65.7% of the total investment property and investment property under development).

Furthermore, the company has unencumbered properties in an expanded solo to the of NIS 8.9 billion (NIS 6.7 billion in G Europe, NIS 1 billion in the USA, NIS 0.8 billion in the Brazil and NIS 0.4 billion in Israel) and the company is working to obtain guaranteed financing for some of these properties.

For further details regarding the strategy of disposal of properties to increase liquidity, see section 1.1 above.

As of March 31, 2023, the Company had a negative working capital balance of NIS 0.9 billion under its separate reports (solo), and NIS 2.0 billion, respectively, and positive cash flow from operating activities, in addition, the Company's (expanded solo) has a positive cash flow from operating activities, refer to Section 2.2 above. On the other hand, the Company has approved long-term credit facilities[1], available for immediate drawdown on a consolidation basis and on an expanded solo basis (including in companies that are fully owned by the Company), in the amount of NIS 3.6 billion and NIS 1.6 billion, respectively. The policy of the Company is to finance its operations with revolving credit facilities and by raising long-term debt from time to time, depending on market conditions. The Board of Directors has concluded that, in view of the resources that are available to the Group and to the Company, including non-pledged assets, as described above, and considering the positive cash flow from operating activities on consolidation and on expanded solo, including forecast cash flow, its existence is not indicative of a liquidity problem in the Company or its subsidiaries.

[1] Signed credit lines with financial institutions pursuant to which these institutions are obligated to provide the Group with the aforesaid credit, subject to complying with the terms prescribed in the agreements, and with respect to which the Group companies pay various commissions, including commitment fees.

3.7. Cash flows

Cash flow generated from operating activity in the Quarter totalled NIS 235 million compared with NIS 89 million in the corresponding quarter in the prior year.

During the quarter, the Company and its subsidiaries financed their operations through issuance of shares and share options in net amount of NIS 150 million and through disposal of investment properties in a net amount of NIS 114 million. These cash flows were primarily used for repayment of debentures in net amount of NIS 134 million, for investments in financial properties in the amount of NIS 235 million and for loan repayments in the net amount of NIS 123 million.

3.8. Repurchase Program

A. On March 28, 2023, the Company's Board of Directors resolved to adopt a new buyback program for the Company's debentures (in place of the previous program) with a par value of up to NIS 450 million, in relation to all the outstanding series of debentures, the program is in effect until March 31, 2024. Purchases will be made under the program from time to time and at the discretion of the Company's Management. The program is in place of the previous program. By the time of publication of the report, the company had purchased debentures with a par value of NIS 96 million under this program.

B. On March 31, 2023, a buyback program of the company's shares, in the amount of up to 250 million NIS, which was adopted by the company in March 2022, has expired. The program wasn't executed.

4. Exposure to Market Risks and their Management

4.1. The individuals responsible for managing and reporting the Company's market risks are the Company's CEO and Executive Vice President and CFO. The Group operates globally and is consequently exposed to currency risks resulting from fluctuations in exchange rates of various currencies (primarily the euro, U.S. dollar and the Brazilian real). Since March 28, 2023, the approval date of the Company's annual report for 2022, there has not been any material changes in the management or nature of the market risks to which the Company is exposed.

4.2. During the period from January 1, 2023 through the date of the approval of the financial statements, the CEO and Executive Vice President and CFO have held and continue to hold regular discussions concerning the exposure to market risks, including changes in exchange rates and interest rates. Furthermore, during such period, the Company's Board of Directors discussed the foregoing risks and the Company's policy regarding them at meetings in which the financial statements as of December 31, 2022 and March 31, 2023 were approved.

4.3. Changes in foreign currency exchange rates – during the period from January 1, 2023 through March 31, 2023, the NIS depreciated against the Euro the Brazilian real, the Canadian dollar and the U.S. dollar by 4.8%, by 6.6% , by 2.7%and by 2.7%, respectively. With regard to the impact of exchange rate changes on the Company's equity, as of March 31, 2023, refer to Appendix A of the Directors' Report. In addition, as of March 31, 2023 until immediately prior to the date of approval of this report, the NIS depreciated against the Euro, the U.S. dollar, the Canadian dollar and the Brazilian real by 0.5%, by 1.0%, by 1.4% and by 2.5%, respectively.

In addition, some of the Company's liabilities (primarily with respect to operations in Israel) are linked to changes in the Israeli consumer price index. During the period from January 1, 2023 through March 31, 2023, the Israeli consumer price index (known index) rose by 1.1%. In addition, as of March 31, 2023, until immediately prior to the date of approval of this report, the Israeli consumer price index (known index) rose by 1.2%.

4.4. The Company maintains a correlation between the mix of its properties in the various functional currencies and the exposure of its equity to those currencies, by conducting hedging transactions to manage the currency exposure, in order to protect its economic capital. Also, the company's management examines the currency linkage balance on an ongoing basis and reacts accordingly to developments in the exchange rates. As part of the company's liquidity risk management and in light of the relatively high volatility of the exchange rates of the NIS against the US dollar and the euro, the company has recently worked to reduce the sensitivity of the derivatives portfolio to the possibility of cash deposits due to the necessity of CSA agreements by entering into forward transactions, with a greater exposure of the equity to the euro and the US dollar.

For details regarding the scope of the Company's exposure to each of the functional currencies (the euro, the U.S. dollar, the Canadian dollar, the NIS and the Brazilian real), with respect to which linkage basis and cross-currency swaps have been transacted and loans taken in the various currencies, and regarding the scope of the remaining exposure after transacting cross-currency swaps, as of the date of publication, refer to the table attached as Appendix A of the Directors' Report.

5. Corporate Governance Aspects

Donations

The Group has undertaken to assist the communities in which it operates in accordance with the donation policy approved by the Company’s Management. During the Reporting Period, the Group made donations to a variety of projects in the areas of education, culture, welfare, and health in the various countries in which the Company operates.

A. The majority of the Group’s donations in the Reporting Period was directed to the field of education for the benefit of the “Supporting the South” initiative, which was established by the Company eight years ago. Within the framework of the initiative, the Company supports the educational systems of periphery towns in the Negev, including providing support to elementary and high schools, as well as to several nursery schools and preschool centers.

B. Communal involvement – the Group supports a variety of volunteer organizations in the fields of welfare, health and culture.

During the Quarter, the Group’s donations amounted to NIS 0.9 million.

6. Disclosure Regarding the Financial Reporting of the Company

Subsequent events

A. For details regarding the buyback of the Company’s debentures in the amount of NIS 77 million, refer to Note 5a to the financial statements.

B. For details regarding the buyback of G Europe’s debentures in the amount of EUR 16 million, refer to Note 5b to the financial statements.

7. Details Concerning the Company’s Publicly-Held Debt Certificates

A. The Company’s commitments pursuant to the debentures (Series O) are secured by a first fixed charge on the rights relating to properties, as set out in section 4.6 of the Company’s shelf prospectus published on October 22, 2020 (reference no. 2020-01-106162) with the information contained therein being hereby presented by means of this reference. The value of the foregoing pledged property as of December 31, 2022 is NIS 556 million. There was no substantial change in the values of the said pledged assets as of March 31, 2023 compared to values on December 31, 2022. For details regarding the Company's right to issue additional debentures from the series and to exchange, sell or release the pledged assets for the benefit of Series O debenture holders subject to certain conditions being met, including compliance with a weighted ratio, as defined in the trust deed (Series O), which is lower or equal to -1, and everything as specified in sections 5.6 to 5.9 of the trust deed, attached to the Company’s shelf prospectus published on October 22, 2020 (Reference No. 2020-01-106162), which is stated therein, is included below by way of reference.

For further details regarding the foregoing pledged properties, as required pursuant to the regulations of the Israel Securities Authority regarding investment property activity, refer to the update to the description of the company’s business of this report.

The trust deeds, by virtue of which the debentures were issued, do not impose any restrictions on the Company regarding the creation of further charges on the Company’s assets or regarding the Company’s powers to issue additional commitment certificates other than the negative charge undertaking in the deed of trust of debentures (Series M, N and O).

B. The Company’s commitments pursuant to the debentures (Series P) are secured by a first-degree fixed lien on account of the pledged shares (G Europe shares) and all the rights of the lien company in the account of the pledged shares which as of this date holds 146 million G Europe shares. For details regarding a parallel debt agreement between the Company and the Trustee, as well as a control agreement signed between the Company, the Trustee and the custodian in connection with the account of the pledged shares, as well as further details regarding the Treasury Trust Fund's provisions, as set out in sections 5.6-5.11 of the trust deed attached to the Company's shelf offer report published on August 22, 2021 (Reference No. 2021-01-068740) in which the information contained herein is hereby incorporated by reference. The trust deed also includes mechanisms for adding, removing, selling or exchanging liens and delisting the pledged shares from trading as well as the Company's right to issue additional debentures (Series P) as detailed in sections 5.6-5.11 to the trust.

For further details regarding G Europe, refer to G Europe 's financial statements of March 31, 2023 published in the Immediate report of the company on May 11, 2023 (Reference No. 2023-01-050424) in which the information contained herein is hereby incorporated by reference.

C. The trust deeds by virtue of which the debentures were issued in circulation, do not impose restrictions on the Company on the creation of additional liens on the Company's assets or in connection with the Company's authority to issue additional debentures other than a negative current liability (series M, N and O|).

D. The principal covenants attaching to the debentures (Series K, L, M,N ,O and P) of the Company are as follows:

Financial ratio	Covenants	As of March 31, 2023
Minimum shareholders' equity (less non-controlling interests) (dollars in millions)	Series K-Higher than 500, during 4 consecutive quarters Series L-Higher than 650, during 3 consecutive quarters Series M-Higher than 800, during 3 consecutive quarters Series N, O and P -Higher than 850, during 3 consecutive quarters	1,401
Minimum shareholders' equity (less non-controlling interests) during one quarter (dollars in millions)	Series M,N,O - Higher than 400 Series P – Higher than 450	1,401
Ratio of net interest-bearing debt to total consolidated assets And	Series K and L-lower than 80%, during 4 consecutive quarters Series M-lower than 75%	[1]61.4%
Minimum rating of the debentures	Series K,L and M-'ilBaa3'/'ilBBB-'	'ilA3'/ 'ilA-'
Ratio of net interest-bearing debt to total consolidated assets	Series N,O and P -lower than 75%	61.0%
Minimum rating of the debentures	Series N,O -'ilBaa3'/'ilBBB-'	'ilA3'/ 'ilA-'

As of March 31, 2023 and as of the approval of the financial statements, the Company complied with the covenants in respect of its debentures.

May 22, 2023		
Date of Approval of Directors' Report	Ehud Arnon Chairman of the Board of Directors	Chaim Katzman Vice Chairman of the Board of Directors and CEO

[1] The ratio of net interest bearing debt to balance sheet, the net interest bearing debt includes the accrued interest as presented in the financial statements.

Appendix A of the Directors' Report

Additional Information regarding Currency Exposure

As of March 31, 2023

The information below sets forth the scope of the Company's currency exposure (the euro, the U.S. dollar, the Canadian dollar, the NIS and the Brazilian real) in connection with the cross-currency swaps which have been transacted, and the scope of the exposure remaining after taking into account the cross-currency swaps, as of March 31, 2023. The following table presents the assets and the liabilities presented in the Company's statement of financial position (in the original currency and in NIS[1]) and the percentages they represent out of the total assets and liabilities, respectively, on a proportionately consolidated basis[2], and the total financial adjustments made by the Company by means of cross-currency swap transactions, in order to correlate, to the extent possible, the Company's equity to the Company's assets (from a currency perspective). As illustrated by the table, the assets and liabilities for each currency do not fully correlate, and the exposure reduction to each such currency is reflected in the differences, as presented in the table. For details regarding cash exposure that is affected by the fair value change of swap transactions as a result of the sharp fluctuations from the Corona virus outbreak, refer to section 4.4 below.

Data presented in millions	NIS	U.S.$	EUR	C$	BRL	Total in NIS
Assets in original currency	4,802	989	4,478	115	3,966	-
Assets in NIS	4,802	3,576	17,610	308	2,822	29,118
% of total assets	**17**	**12**	**60**	**1**	**10**	**100**
Liabilities in original currency	10,226	445	2,508	75	837	-
Cross-currency swap transactions in original currency	765	(1)	(63)	-	-	-
Liabilities in original currency	9,461	446	2,571	75	837	-
Liabilities in NIS adjusted for swaps	9,461	1,612	10,110	200	596	21,979
% of total liabilities	**43**	**7**	**46**	**1**	**3**	**100**
Total equity in original currency	(4,659)	543	1,907	40	3,129	-
Total economic equity[3] in NIS	(4,659)	1,964	7,500	108	2,226	7,139
% of total equity	**(65)**	**27**	**105**	**2**	**31**	**100**

1 According to currency exchange rates as of March 31, 2023.

2 The Company's statement of financial position presented on a proportionately consolidated basis has not been prepared in conformance with generally accepted accounting principles, but rather according to the Company's interest in each of the investees at the stated date.

3 Represents the equity attributable to the equity holders of the Company after excluding the provision for deferred taxes with respect to revaluation of investment property.

UPDATE TO THE DESCRIPTION OF THE COMPANY'S BUSINESS FOR THE 2022 PERIODIC REPORT OF G CITY LTD.

Pursuant to Regulation 39A of the Israeli Securities Regulations (Periodic and Immediate Reports), 1970, details are presented below concerning material changes and developments that have taken place in the Company's business since the publication of the Company's Periodic Report for 2022 (the "Periodic Report"), for each matter required to be described in the Periodic Report.

Update to Section 1 – The Company's operations and its business development

A. As part of the company's strategic plan for strengthening the company's capital and liquidity, in October 2022 the company announced an asset realization plan in the amount of NIS 5.3 billion[1] (the "asset realization plan") and regarding its actions to obtain guaranteed financing in specific assets, as detailed in section 1.2 of the periodic report and after the company completed (or signed a binding agreement) for the sale of assets in the amount of NIS 2.5 billion from November 2022 until now (similar to the values in the company's books (with the exception of the sale of assets in Russia, as specified in section 7 below). On May 10, 2023, the company announced on expanding the asset realization plan to the extent of NIS 6.3 billion and updating the status of the asset realization plan and asset financing, as follows:

Up to the date of publication of the asset realization plan, in which the company announced its intention to sell 5.3 billion NIS of its assets, the company and its wholly owned subsidiaries (hereinafter in this section "the group") realized assets totaling NIS 2.5 billion, representing 45% from the realization plan, and as of this date the group is in advanced negotiation procedures for the sale of an asset in Brazil in the amount of NIS 400 million.

Below is a breakdown of the status of the asset realization plan (in millions of NIS)[2]:

	Completed or under binding agreements	in advanced stages of negotiation	Marketing	Total
G Europe	874,8	2,073	1,025	1,780
Israel	299	145	-	154
Gazit Horizons	528	-	-	528
Gazit Brasil	641	241	400	-
Total	**6,346**	**2,459**	**1,425**	**2,462**

B. In addition, the company is actively seeking secured financing for specific assets in Europe, representing debt-free properties. Adjacent to the publication date of this report, G City Europe Ltd., a wholly-owned subsidiary of the company ("G Europe"), completed financing arrangements of EUR 112 million for a property in the Czech Republic. Additionally, a commitment for financing of EUR 125 million for a property in Poland, subject to certain suspensive conditions, was obtained from a local bank, with completion expected in the third quarter of 2023. Furthermore, the subsidiary company is pursuing financing for an additional property in the amount of EUR 110 million. Overall, as of the current date, the group is actively seeking secured financing for assets totaling NIS 940 million.

Please note that the above translation is a disclaimer regarding the company's estimates and expectations regarding the sale of assets and funding received for them. It states that these estimates are future-oriented information and are subject to uncertainty and external factors beyond the company's control, such as economic conditions and real estate market fluctuations. Changes in market conditions may lead to variations or delays in the execution of the assets beyond what has been mentioned.

[1] For details, please refer to the immediate reports from October 25 and December 19, 2022 (reference: 2022-01-129403 and 2022-01-152350, respectively).

[2] For further details regarding the asset implementation plan, please refer to section 1.2 of the periodic report.

UPDATE TO THE DESCRIPTION OF THE COMPANY'S BUSINESS

Update to Section 2 – Investment in the company's capital and transactions in its shares in the last two year

A. In the quarter, the company issued 11.83 million shares to institutional entities, to Norstar Holdings Inc., the controlling entity of the company, and to its controlling shareholder, Mr. Chaim Katzman (through a private company under his control), in exchange for NIS 150 million.

B. As of January 1, 2023, up to the publication date of this report, the company issued 9,620 shares to employees of the company as part of their employment conditions, following the allocation of securities designated for them.

Update to Section 6 – Acquisition, development and operation of shopping centers in Northern Europe

On May 2, 2023, CTY announced that it has entered into a credit agreement with a syndicate of banks in the amount of 650 million euros, which will replace the current credit line of CTY in the amount of 500 million euros, set to mature in May 2024. The credit agreement consists of a renewed credit line of 400 million euros and a loan of 250 million euros. It is secured by assets of CTY, including one asset in Finland and four assets in Norway. The credit period is three years, with an option for an additional one-year extension. The credit carries an interest rate that is subject to changes based on CTY's rating and its performance against the existing targets.

Update to Section 7 – Acquisition, development and operation of shopping centers in Central and Eastern Europe

A. On April 25, 2023, G Europe completed a transaction to sell all of its assets portfolio in Russia for NIS 524 million NIS gross (EUR 131 million[3]) in cash, with the consideration received from outside Russia. The asset portfolio in Russia, which was sold in its entirety, included seven income-producing properties and two land plots for lease totaling 238,000 square meters. The sold properties were free from any debt or liens. The gross consideration represented approximately 52% of the book value of the sold assets as of December 31, 2022, and it was determined in accordance with the local regulations adopted by the Russian government regarding the implementation of foreign investments in the country[4]. The gross consideration also included tax payments totaling EUR 15 million. The company chose to enter into a binding agreement to sell the asset portfolio in Russia under these conditions due to the economic and regulatory uncertainties and risks associated with the Russian economy, as part of its strategic plan to divest non-core assets.

B. On May 5, 2023, G Europe completed a transaction to sell its ownership of a commercial center (Palac Pardubice) in Pardubice, Czech Republic, for NIS 496 million gross (EUR 123.8 million), reflecting the asset's book value as of December 31, 2022 (IFRS). The sale of the property was made in cash (EUR 46 million), and the remaining amount was paid through a loan from the buyer, which G Europe agreed to until the buyer completes the banking financing, or for a period not exceeding 5 years, with the buyer having the option to prepay it. The loan carries an initial interest rate of 6.27% and includes an interest rate escalation mechanism over time, which incentivizes the buyer to prepay it earlier. The loan is secured by a first mortgage ranking on the property for the benefit of the company and by shares of the property company. The property is free from any debt or liens, and the proceeds from the sale will be used to further reduce the company's financial debt.

C. Further to the information provided in section 7.10.2 of the periodic report, it was stated that the renewed credit line of G Europe in the amount of EUR 300 million will mature in May 2023.

Update to Section 8 – G Israel

On March 30, 2023, the company completed a transaction for the sale of the G Yavne commercial center, owned by the company, for a consideration of approximately 154 million NIS gross (equivalent to its value in the company's books). The entire proceeds from the sale were used by the company to reduce its financial debt, specifically a debt related to a specific asset amounting to approximately 95 million NIS.

[3] The sale consideration was determined in rubles. The aforementioned consideration is based on the exchange rates as of the date of this report.

[4] For further details, see section 7.2 of the periodic report.

UPDATE TO THE DESCRIPTION OF THE COMPANY'S BUSINESS

Disclosure regarding effectiveness of assets in accordance with Chapter VI for guidance disclosure regarding investment property activity

G Savion

	First Quarter of 2023	2023
Value of property income producing (NIS in 000's)	81,312	81,148
Value of reserved property (NIS in 000's)	127,170	118,306
Value of property (NIS in 000's)	208,482	199,454
NOI in the period (NIS in 000's)	1,278	4,306
Revaluation gains (losses) in the period (NIS in 000's)	-	34,307
Average occupancy rate in the period	100%	99.3%
Actual rate of return (%)	6.3%	5.3%
Average annual rental per sq. meter (NIS)	147.8	145.8
Average annual rental per sq. meter in leases signed in the period (NIS)	-	114

G Rothschild (Company's share of property 51%)

	First Quarter of 2023	2022
Value of property income producing (NIS in 000's)	116,849	116,309
Value of property construction rights (NIS in 000's)	4,647	4,647
Value of property (NIS in 000's)	121,496	120,956
NOI in the period (NIS in 000's)	1,776	5,892
Revaluation gains (losses) in the period (NIS in 000's)	-	(1,134)
Average occupancy rate in the period	97.3%	94.6%
Actual rate of return (%)	6.1%	5.1%
Average annual rental per sq. meter (NIS)	99.8	98.96
Average annual rental per sq. meter in leases signed in the period (NIS)	91.6	53

G Kohav Hatzafon

	First Quarter of 2023	2022
Value of property (NIS in 000's)	105,115	105,090
NOI in the period (NIS in 000's)	1,422	4,537
Revaluation gains (losses) in the period (NIS in 000's)	-	(922)
Average occupancy rate in the period	100%	100%
Actual rate of return (%)	5.4%	4.3%
Average annual rental per sq. meter (NIS)	271	267.7
Average annual rental per sq. meter in leases signed in the period (NIS)	-	318

G Horev Center (Company's share of property 50%)

	First Quarter of 2023	2022
Value of property income producing (NIS in 000's)	119,892	119,418
Value of reserved property (NIS in 000's)	12,750	12,750
Value of property (NIS in 000's)	132,642	132,168
NOI in the period (NIS in 000's)	1,046	7,056
Revaluation gains (losses) in the period (NIS in 000's)	-	4,902
Average occupancy rate in the period	93.9%	94.7%
Actual rate of return (%)	3.5%	5.9%
Average annual rental per sq. meter (NIS)	118.8	116.7
Average annual rental per sq. meter in leases signed in the period (NIS)	-	127

G CITY LTD.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As of March 31, 2023

Unaudited

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AUDITORS' REVIEW REPORT TO THE SHAREHOLDERS OF G CITY LTD.

Introduction

We have reviewed the accompanying financial information of G City Ltd. and subsidiaries ("the Company"), which comprises the condensed consolidated statement of financial position as of March 31, 2023 and the related condensed consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the three months periods then ended. The Company's board of directors and management are responsible for the preparation and presentation of interim financial information for these interim periods in accordance with IAS 34, "Interim Financial Reporting" and are responsible for the preparation of this interim financial information in accordance with Chapter D to the Securities Regulations (Periodic and Immediate Reports), 1970. Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of review

We conducted our review in accordance with Review Standard (Israel) 2410 of the Institute of Certified Public Accountants in Israel, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards in Israel and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

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

In addition to the abovementioned, based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information does not comply, in all material respects, with the disclosure requirements of Chapter D to the Securities Regulations (Periodic and Immediate Reports), 1970.

Tel-Aviv, Israel
May 22, 2023

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	March 31, 2023	March 31, 2022	December 31, 2022
	Unaudited	Unaudited	Audited
	NIS in millions		
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	613	1,385	1,374
Short-term investments and loans	197	28	128
Financial assets	58	979	172
Financial derivatives	62	115	52
Trade receivables	126	187	122
Other accounts receivable	475	467	418
Current taxes receivable	60	9	52
	1591	3,170	2,318
Assets classified as held for sale	1,722	447	1,341
	3,313	3,647	3,659
NON-CURRENT ASSETS			
Equity-accounted investees	1,701	1,499	1,667
Other investments, loans and receivables	497	381	590
Financial assets	201	161	194
Financial derivatives	191	509	186
Investment property	30,248	29,213	28,236
Investment property under development	2,873	4,128	4,208
Fixed assets, net	156	159	161
Intangible assets, net	435	471	433
Deferred taxes	65	59	61
	36,367	36,580	35,736
	39,680	40,227	39,395

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	March 31, 2023	March 31, 2022	December 31, 2022
	Unaudited	Unaudited	Audited
	NIS in millions		
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Credit from banks and others	624	168	952
Current maturities of non-current liabilities	2,238	1,948	2,055
Financial derivatives	4	327	2
Trade payables	118	90	168
Other accounts payable	645	747	655
Current taxes payable	35	5	44
	3,664	3,285	3,876
Liabilities attributable to assets held for sale	594	76	482
	4,258	3,361	4,358
NON-CURRENT LIABILITIES			
Debentures	15,898	16,871	15,865
Interest-bearing loans from banks and others	5,308	4,858	4,941
Financial derivatives	222	143	198
Other liabilities	381	380	458
Deferred taxes	1,447	1,789	1,530
	23,256	24,041	22,992
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			
Share capital	231	217	219
Share premium	4,669	4,464	4,529
Retained earnings	3,131	4,852	3,674
Foreign currency translation reserve	(4,314)	(4,862)	(4,702)
Other reserves	1,350	1,227	1,297
Treasury shares	(1)	(1)	(1)
	5,066	5,897	5,016
Non-controlling interests	7,100	6,928	7,029
Total equity	12,166	12,825	12,045
	39,680	40,227	39,395

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

May 22, 2023			
Date of approval of the financial statements	Ehud Arnon Chairman of the Board	Chaim Katzman CEO and Vice Chairman of the Board	Adi Jemini Executive Vice President and CFO

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three months ended March 31,		Year ended December 31,
	2023	2022	2022
	Unaudited		Audited
	NIS in millions (except for per share data)		
Rental and other income	604	557	2,303
Property operating and other expenses	194	177	720
Net operating rental income	410	380	1,583
Fair value gain (loss) from investment property and investment property under development, net	155	45	(450)
General and administrative expenses	(88)	(98)	(374)
Other income	5	4	14
Other expenses	(522)	(52)	(130)
Company's share in earnings (loss) of equity-accounted investees, net	(46)	8	(51)
Operating income (loss)	(86)	287	592
Finance expenses	(387)	(721)	(2,263)
Finance income	39	57	117
Income (loss) before taxes on income	(434)	(377)	(1,554)
Taxes on income (tax benefit)	(36)	(131)	(318)
Net income (loss)	(398)	(246)	(1,236)
Attributable to:			
Equity holders of the Company	(509)	(321)	(1,340)
Non-controlling interests	111	75	104
	(398)	(246)	(1,236)
Net earnings (loss) per share attributable to equity holders of the Company			
Total basic net earnings (loss)	(2.98)	(2.03)	(8.15)
Total diluted net earnings (loss)	(2.99)	(2.03)	(8.15)

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three months ended March 31,		Year ended December 31,
	2023	2022	2022
	Unaudited		Audited
	NIS in millions		
Net income (loss)	(398)	(246)	(1,236)
Other comprehensive income (loss) (net of tax effect):			
<u>Amounts that will not be reclassified subsequently to profit or loss:</u>			
Net gains (losses) on financial assets at fair value through other comprehensive income	-	(1)	2
<u>Amounts that will be or that have been reclassified subsequently to profit or loss:</u>			
Exchange differences on translation of foreign operations	577	572	1,008
Net gains (losses) on cash flow hedges	(10)	59	146
Total other comprehensive income (loss)	567	630	1,156
Comprehensive income (loss)	169	384	(80)
Attributable to:			
Equity holders of the Company (1)	(133)	214	(553)
Non-controlling interests	302	170	473
	169	384	(80)

(1) Breakdown of total comprehensive income (loss) attributable to equity holders of the Company:

Net income (loss)	(509)	(321)	(1,340)
Exchange differences on translation of foreign operations	388	491	651
Net gains on cash flow hedges	(12)	46	135
Net gains (losses) on financial assets at fair value through OCI	-	(2)	1
	(133)	214	(553)

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Equity attributable to equity holders of the Company								
	Share capital	Share premium	Retained earnings	Foreign currency translation reserve	Other reserves	Treasury shares	Total	Non-controlling interests	Total equity
	Unaudited								
	NIS in millions								
Balance as of December 31, 2022 (audited)	219	4,529	3,674	(4,702)	1,297	(1)	5,016	7,029	12,045
Loss	-	-	(509)	-	-	-	(509)	111	(398)
Other comprehensive income	-	-	-	388	(12)	-	376	191	567
Total comprehensive income	-	-	(509)	388	(12)	-	(133)	302	169
Issuance of shares	12	138	-	-	-	-	150	-	150
Exercise and expiration of Company's share options into Company shares	(* -	2	-	-	(2)	-	(* -	-	(* -
Cost of share-based payment	-	-	-	-	1	-	1	2	3
Buyback of hybrid debentures from non-controlling interests	-	-	-	-	32	-	32	(135)	(103)
Interest on hybrid debentures paid to non-controlling interests	-	-	-	-	-	-	-	(60)	(60)
Reclassification of realized financial assets at fair value through other comprehensive income reserve to retained earning	-	-	(34)	-	34	-	-	-	-
Dividend to non-controlling interests	-	-	-	-	-	-	-	(38)	(38)
Balance as of March 31, 2023	231	4,669	3,131	(4,314)	1,350	(1)	5,066	7,100	12,166

*) Represents an amount of less than NIS 1 million.

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Equity attributable to equity holders of the Company								
	Share capital	Share premium	Retained earnings	Foreign currency translation reserve	Other reserves	Treasury shares	Total	Non-controlling interests	Total equity
	Unaudited								
	NIS in millions								
Balance as of December 31, 2021 (audited)	204	4,078	5,226	(5,352)	1,152	(1)	5,307	8,248	13,555
Net income	-	-	(321)	-	-	-	(321)	75	(246)
Other comprehensive income	-	-	-	491	44	-	535	95	630
Total comprehensive income	-	-	(321)	491	44	-	214	170	384
Issuance of shares and warrants net of issuance expenses	13	371	-	-	19	-	403	-	403
Exercise and expiration of Company's share options into Company shares	*) -	15	-	-	(15)	-	*) -	-	*) -
Cost of share-based payment	-	-	-	-	4	-	4	3	7
Buyback of hybrid debentures from non-controlling interests	-	-	-	-	-	-	-	(24)	(24)
Interest on hybrid debentures paid to non-controlling interests	-	-	-	-	-	-	-	(56)	(56)
Dividend declared	-	-	(53)	-	-	-	(53)	-	(53)
Acquisition of non-controlling interests	-	-	-	(1)	23	-	22	(1,144)	(1,122)
Dividend to non-controlling interests	-	-	-	-	-	-	-	(269)	(269)
Balance as of March 31, 2022	217	4,464	4,852	(4,862)	1,227	(1)	5,897	6,928	12,825

*) Represents an amount of less than NIS 1 million.

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Equity attributable to equity holders of the Company								
	Share capital	Share premium	Retained earnings	Foreign currency translation reserve	Other reserves	Treasury shares	Total	Non-controlling interests	Total equity
	NIS in millions								
Balance as of January 1, 2022	204	4,078	5,226	(5,352)	1,152	(1)	5,307	8,248	13,555
Loss	-	-	(1,340)	-	-	-	(1,340)	104	(1,236)
Other comprehensive income	-	-	-	651	136	-	787	369	1,156
Total comprehensive loss	-	-	(1,340)	651	136	-	(553)	473	(80)
Issuance of shares and warrants net of issuance expenses	15	431	-	-	22	-	468	-	468
Exercise and expiration of Company's share options into	*) -	20	-	-	(20)	-	*) -	-	*) -
Cost of share-based payment	-	-	-	-	7	-	7	9	16
BuyBack of hybrid debentures from non-controlling interests	-	-	-	-	4	-	4	(28)	(24)
Interest on hybrid debentures paid to non-controlling interests	-	-	-	-	-	-	-	(145)	(145)
Dividend declared	-	-	(212)	-	-	-	(212)	-	(212)
Acquisition of non-controlling interests	-	-	-	(1)	(4)	-	(5)	(1,149)	(1,154)
Dividend to non-controlling interests	-	-	-	-	-	-	-	(379)	(379)
Balance as of December 31, 2022	219	4,529	3,674	(4,702)	1,297	(1)	5,016	7,029	12,045

*) Represents an amount of less than NIS 1 million.

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three months ended March 31,		Year ended December 31,
	2023	2022	2022
	Unaudited		Audited
	NIS in millions		
Cash flows from operating activities:			
Net income (loss)	(398)	(246)	(1,236)
Adjustments required to present cash flows from operating activities:			
Adjustments to the profit or loss items:			
Finance (income) expenses, net	348	664	2,146
Company's share in earnings of equity-accounted investees, net	46	(8)	51
Fair value gain from investment property and investment property under development, net	(155)	(45)	450
Depreciation and amortization	6	6	24
Taxes on income (tax benefit)	(36)	(131)	(318)
Capital loss, net	517	48	106
Cost of share-based payment	3	7	16
	729	541	2,475
Changes in assets and liabilities items:			
Increase in trade receivables and other accounts receivable	(52)	(19)	61
Increase (decrease) in trade and other accounts payable	121	(69)	(139)
	69	(88)	(78)
Net cash provided by operating activities before interest, dividend and taxes	400	207	1,161
Cash received and paid during the period for:			
Interest paid	(146)	(156)	(687)
Interest received	21	15	118
Dividend received	5	11	83
Taxes paid	(45)	(34)	(73)
Taxes received	-	46	46
	(165)	(118)	(513)
Net cash provided by operating activities	235	89	648

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three months ended March 31,		Year ended December 31,
	2023	2022	2022
	Unaudited		Audited
	NIS in millions		
Cash flows from investing activities:			
Investment and loans to investees	-	-	(215)
Acquisition, construction and development of investment property	(574)	(534)	(1,359)
Investments in fixed assets and other assets	(12)	(7)	(23)
Proceeds from sale of investment property, net of tax paid	339	499	1,918
Grant of long-term loans	(123)	-	(123)
Collection of long-term loans	-	-	13
Investment in financial assets	-	(482)	(852)
Proceeds from sale of financial assets and deposits withdrawal, net of tax paid	114	229	1,230
Net cash provided by (used in) investing activities	(256)	(295)	589
Cash flows from financing activities:			
Issuance of shares and warrants net of issuance expenses	150	403	468
Exercise of share options into Company's shares	(* -	(* -	(* -
Acquisition of non-controlling interests and equity issuance in a subsidiary	-	(1,100)	(1,100)
Dividend paid to equity holders of the Company	(53)	(46)	(204)
Dividend paid to non-controlling interests	(38)	(269)	(379)
Receipt of long-term loans	369	-	157
Repayment of long-term loans	(7)	(10)	(195)
Receipt (Repayment) of long-term credit facilities from banks and	(970)	(690)	(617)
Receipt (Repayment) of short-term credit from banks and others, net	187	(14)	702
Repayment and early redemption of debentures and convertible	(211)	(172)	(2,082)
Issue of debentures	-	174	174
BuyBack of hybrid debentures from non-controlling interests	(103)	(24)	(24)
Interest on hybrid debentures paid to non-controlling interests	(60)	(56)	(145)
Net cash provided by (used in) financing activities	(736)	(1,804)	(3,245)
Exchange differences on balances of cash and cash equivalents	(4)	22	9
Increase (decrease) in cash and cash equivalents	(761)	(1,988)	(1,999)
Cash and cash equivalents at the beginning of the period	1,374	3,373	3,373
Cash and cash equivalents at the end of the period	613	1,385	1,374

*) Represent an amount of less than NIS 1 million.

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three months ended March 31, 2023	Three months ended March 31, 2022	Year ended December 31, 2022
	Unaudited	Unaudited	Audited
	NIS in millions		
(a) Significant non-cash transactions:			
Sale of investment property against receivables	-	-	94
Dividend payable to equity holders of the Company	-	53	53
Payable dividend to non-controlling interests	-	10	-
(b) Additional information:			
Tax paid included under investing and financing activities	-	98	98

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

NOTE 1:- GENERAL

a. These consolidated financial statements have been prepared in a condensed format as of March 31, 2023 and for the three months then ended (the "Reporting Period") (collectively: "Interim consolidated financial statements"). These condensed interim consolidated financial statements should be read in conjunction with the Company's annual financial statements as of December 31, 2022 and for the year then ended and accompanying notes, that were authorized by the Board of Directors on March 28, 2023 ("annual financial statements").

b. As of March 31, 2023 (the "Reporting Date") the consolidated company ("the Group") has a working capital deficit of NIS 0.9 billion. The group has approved unutilized credit facilities amounting to NIS 3.6 billion available for immediate drawdown. The Company's management is of the opinion that those sources, in addition to the positive cash flow from operation activities, will allow each of the group's companies to repay their current liabilities.

c. Company's business and liquidity status:

The Company long term policy is to maintain proper level of liquidity to allow the Company to meet its liabilities, take opportunities in its business, and be flexible with financial resources. This is achieved by issuing equity and taking long-term financing, including through the issuance of debentures, hybrid bonds, bank loans and mortgages, to invest in long term assets.

First, it should be mentioned that the Company and its wholly owned subsidiaries have positive operating cash flows and dividend cash flow from a traded subsidiary. It should be clarified that there are no restrictions to transfer cash from the wholly owned subsidiaries in numbers of ways, including dividend distributions or loans.

In addition, given the state of the capital and unsecured debt markets, in order to maintain its financial strength and to reduce the dependence on the capital and debt markets, the Company maintain binding credit facilities (some of which are not utilized) with financial institutions in significant amounts, which the Company and/or its wholly owned subsidiaries can utilize credit for different periods, as required. As of March 31, 2023, and immediately prior to the publication date of this report, the Company and its wholly subsidiaries have revolving credit facilities from several local and international banks and financial institutions in the amount of NIS 3.0 billion, out of which NIS 1.4 billion were utilized as of these dates.

These credit facilities are with financial institution the Company has long term relationships and they are renewed from time to time for periods of 3-4 years, as of this date, their mature in 2023-2025. In light of past experience and following communication with some of the financial institutions, the Company expects it could extend the credit facilities when they are due.

The Company’s and its subsidiaries credit facilities contain financial covenants which include, inter alia, minimal equity, leverage rate, utilized debt ration to collateral value and more as detailed in note

20d to the annual financial statements, as of March 31,2023, and immediately prior to the publication date of this report, the Company and its subsidiaries are in compliance with all the financial covenants.

In October 25, 2022 the Company published a plan for the disposal of Group non-core assets, which was updated in December 2022 and May 2023, to a total value of NIS 6.3 billion (the “Plan for Disposal of Properties”). Under the plan for disposal of properties, the Company intends to sell properties to a total value of NIS 6.3 billion in Europe, Brazil, USA and Israel. up until date of publication of this Report, Group companies engaged in binding agreements for the sale of properties to the total value of NIS 2.5 billion on its fair value (excluding Russia) .In addition, the Group companies are currently in advanced negotiation for a sale of NIS 1.4 billion, and asset with a total value of NIS 2.4 billion are up for sale (Some of them are in advanced marketing procedures).

The pace of disposal of the properties and the Group’s progress in executing them as aforesaid, including the pace of placing the properties up for sale according to the various countries in which the Group operates is dynamic and is carried out according to the market conditions in each country in which the Group operates, and at the discretion of the Company’s management, by taking into account macro-economic and Company specific considerations and the balance between the needs of the Company and achieving the value of these properties.

In addition, a wholly owned subsidiary of the company entered into an agreement to obtain financing secured by an asset in Europe in the amount of EUR 112 million. Also, the Company and wholly owned subsidiaries of the company are working to obtain financing secured by debt-free assets (mainly in Europe), in an amount of EUR 235 million.

In light of the above, the Company's management and the Board of Directors believe that the Company will be able to repay its current liabilities and expected liabilities when they are due.

d. Definitions in these financial statements

The Company	-	G City Ltd. (previously: Gazit-Globe Ltd.)
G Europe	-	G City Europe Limited, consolidated entity (previously: Atrium European Real Estate)
CTY	-	Citycon Oyj, consolidated entity.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation of the interim condensed consolidated financial statements

The condensed consolidated interim financial statements have been prepared in accordance with IAS 34, "Interim Financial Reporting", and in accordance with the disclosure requirements of Chapter D of the Israeli Securities Regulations (Periodic and Immediate Reports), 1970.

The significant accounting policies and methods of computation adopted in the preparation of the condensed interim consolidated financial statements are consistent with those followed in the preparation of the annual financial statements.

b. First time adoption of amendments to IFRS standards

1. Amendment to IAS 8, "Accounting Policies, Changes to Accounting Estimates and Errors"

In February 2021, the IASB issued an amendment to IAS 8, "Accounting Policies, Changes to Accounting Estimates and Errors" ("the Amendment"), in which it introduces a new definition of "accounting estimates".

Accounting estimates are defined as "monetary amounts in financial statements that are subject to measurement uncertainty". The Amendment clarifies the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors.

The Amendment is to be applied prospectively for annual reporting periods beginning on or after January 1, 2023 and is applicable to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Early application is permitted.

The initial application of the Amendment did not have a material impact on the Company's consolidated interim financial statements.

2. Amendment to IAS 1, "Presentation of Financial Statements"

In February 2021, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" ("the Amendment"), which replaces the requirement to disclose 'significant' accounting policies with a requirement to disclose 'material' accounting policies. One of the main reasons for the Amendment is the absence of a definition of the term 'significant' in IFRS whereas the term 'material' is defined in several standards and particularly in IAS 1.

The Amendment is effective for annual periods beginning on or after January 1, 2023.

The above Amendment did not have an effect on the Company's interim consolidated financial statements, but the company is examining the effect of this Amendment on the disclosures of accounting policies in the Company's annual consolidated financial statements.

3. Amendment to IAS 12, "Income Taxes":

In May 2021, the IASB issued an amendment to IAS 12, "Income Taxes" ("IAS 12"), which narrows the scope of the initial recognition exception under IAS 12.15 and IAS 12.24 ("the Amendment").

According to the recognition guidelines of deferred tax assets and liabilities, IAS 12 excludes recognition of deferred tax assets and liabilities in respect of certain temporary differences arising from the initial recognition of certain transactions. This exception is referred to as the "initial recognition exception". The Amendment narrows the scope of the initial recognition exception and clarifies that it does not apply to the recognition of deferred tax assets and liabilities arising from transactions that are not a business combination and that give rise to equal taxable and deductible temporary differences, even if they meet the other criteria of the initial recognition exception.

The Amendment applies for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. In relation to leases and decommissioning obligations, the Amendment is to be applied commencing from the earliest reporting period presented in the financial statements in which the Amendment is initially applied. The cumulative effect of the initial application of the Amendment should be recognized as an adjustment to the opening balance of retained earnings (or another component of equity, as appropriate) at that date.

The initial application of the Amendment did not have a material impact on the Company's consolidated interim financial statements.

NOTE 3:- SIGNIFICANT EVENTS DURING THE REPORTING PERIOD

a. Debt raising and redemption by the group

1. During the reporting period, the Company purchased NIS 83 million par value debentures (Series K, L, M, N, P) for a consideration of NIS 77 million. Following the purchases, the company recognized gain from early redemption of NIS 15 million. The debentures were cancelled and delisted.

2. During the reporting period, CTY purchased EUR 43.7 million par value debentures for a consideration of EUR 36.3 million, partly by a tender offer**.** Following the purchases, CTY recognized gain from early redemption of EUR 1 million.

3. During the reporting period, CTY purchased, by a tender offer, EUR 36.2 million par value hybrid debentures for a consideration of EUR 26.8 million. Following the purchases, CTY recognized gain from early redemption of EUR 16 million. The Company's share is NIS 31 million was recorded as an increase in capital reserves.

4. During the reporting period, G Europe purchase EUR 4 million par value debentures for a consideration of EUR 3 million. Following the purchases, the company recognized gain from early redemption of EUR 1 million.

b. Other events

1. On January 29, 2023, the Company's Board of Directors approved a private issuance to institutional investors of 7.42 million ordinary shares of NIS 1 par value. The shares were issued soon atter.
   In addition, the Company's Board of Directors approved a private issuance to the Company's controlling shareholder, Norstar, an allotment of 3.62 million ordinary shares and private issuance to a private company controlled by Mr. Katzman of 0.79 million shares on the same terms as for the institutional investors.
   These issues are subject to the approval of the Company's General Meeting (by a majority of minority shareholders) which was received on March 9, 2023. The shares were issued in March 2023.
   The total consideration of all the above issuances was NIS 150 million, net of issuance expenses.

2. In March 2023, Moody's rating company downgraded the debenture series of G Europe from 'Ba2' to 'B1', with Stable outlook.
3. In April 2023, G Europe completed the sale of all equity holdings, and related financing, of its property portfolio in Russia, including 7 commercial centers, adjacent land, and a management company. As of the reporting date, these assets and liabilities are classified as held for sale.
   As part of the transaction, the activity was valued at fair value by external valuers as of March 31, 2023. The valuation was accepted by the Russian authorities, and in order to approve the sale, in according with the local legislation adopted by the Russian government regarding realization of foreign investments in Russia, the gross consideration set by the authorities was 52% of the assets value recorded in the Company's financial statements as of December 31, 2022. As a result the sale price was set at RUB 11.7 billion (NIS 495 million). In accordance with the accounting rules, the agreement is considered a onerous contract, and losses of EUR 136.3 (NIS 518 million), including transaction costs, was recognized in the group's profit or loss statement, as other expenses.

NOTE 4:- FINANCIAL INSTRUMENTS

a. Fair value of financial instruments

The carrying amount of certain financial assets and liabilities including cash, trade receivables, other receivables, investments in marketable securities, short-term credit and loans, trade payables and other payables approximate their fair value.

The carrying amount and fair value of other financial liabilities (including current maturities), all of which are measured at amortized cost, are disclosed in the table below:

	March 31, 2023		March 31, 2022		December 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
	NIS in million					
Debentures	17,326	14,157	18,208	18,877	17,148	14,452
Interest bearing loans from banks and others	6,118	5,479	5,469	5,491	5,713	5,261
	23,444	19,636	23,677	24,368	22,861	19,713

b. Classification of financial instruments by fair value hierarchy

During the Reporting Period, there was no material change in the classification of financial assets and liabilities measured in the financial statements at their fair value, as compared with their classification as of December 31, 2022. In addition, there were no transfers or reclassifications with respect to fair value measurement in the financial statements of financial instruments between Level 1 and Level 2, and there were no transfers to or from Level 3 with respect to the fair value measurement of financial instruments.

NOTE 5:- EVENTS AFTER THE REPORTING DATE

a. After the reporting date, the Group purchased NIS 88 million par value debentures (Series K, L, M, N, P) for a consideration of NIS 77 million. Following the purchases, the company recognized gain from early redemption of NIS 20 million.

b. After the reporting date, G Europe purchased EUR 6 million par value debentures (Series 2025 and 2027) for a consideration of EUR 5 million. Following the purchases, G Europe recognized gain from early redemption of EUR 1 million

NOTE 6:- OPERATING SEGMENTS

The Company reports five reportable segments according to the management approach of IFRS 8.
The Northern European segment is under a public subsidiary controlled by the Company, the other segments are wholly owned by the Company.

	Northern Europe	Central-Eastern Europe	Israel	Brazil	United States	Other segments	Consolidation adjustments	Total
	Unaudited							
	NIS in millions							
For the Three months ended March 31, 2023								
Segment revenues	293	188	71	46	34	8	(36)	604
Segment net operating income	188	127	53	38	23	4	(23)	410
Segment operating profit	150	(405)	49	33	19	3	65	(86)
Finance expenses, net								(348)
Loss before taxes on income								(434)

	Northern Europe	Central-Eastern Europe	Israel	Brazil	United States	Other segments	Consolidation adjustments	Total
	Unaudited							
	NIS in millions							
For the Three months ended March 31, 2022								
Segment revenues	273	181	62	39	28	9	(35)	557
Segment net operating income	181	116	47	32	18	5	(19)	380
Segment operating profit	101	87	41	28	11	3	16	287
Finance income, net								(664)
Income before taxes on income								(377)

NOTE 6:- OPERATING SEGMENTS (Cont.)

	Northern Europe	Central-Eastern Europe	Israel	Brazil	United States	Other segments	Consolidation adjustments	Total
	Audited							
	NIS in millions							
Year ended December 31, 2022								
Segment revenues	1,113	731	263	174	127	33	(138)	2,303
Segment net operating income	744	479	195	148	83	15	(81)	1,583
Segment operating profit	520	359	158	130	56	8	(639)	592
Finance expenses, net								(2,146)
Income before taxes on income								(1,554)

Segment assets

	Northern Europe	Central-Eastern Europe	Israel	Brazil	United States	Other segments	Consolidation adjustments	Total
	Unaudited							
	NIS in millions							
March 31, 2023	17,281	9,677	4,825	2,771	3,349	375	1,402	39,680
March 31, 2022	16,890	9,928	4,434	2,812	2,528	396	3,239	40,227
December 31, 2022 (Audited)	16,710	9,745	4,483	2,598	3,174	367	2,318	39,395

G CITY LTD. (previously: GAZIT-GLOBE LTD.)

Financial Data from the Condensed Consolidated Interim Financial Statements Attributable to the Company

As of March 31, 2023

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To
The Shareholders of G CITY Ltd.

Dear Sirs/Mmes.,

Re: **Special review report of the separate interim financial information in accordance with Regulation 38d of the Securities Regulations (Periodic and Immediate Reports), 1970**

Introduction

We have reviewed the separate interim financial information disclosed in accordance with Regulation 38d to the Securities Regulations (Periodic and Immediate Reports), 1970 of G City Ltd. ("the Company") as of March 31, 2023 for the three months periods then ended. The Company's board of directors and management are responsible for the separate interim financial information. Our responsibility is to express a conclusion on the separate interim financial information based on our review.

Scope of review

We conducted our review in accordance with Review Standard (Israel) 2410 of the Institute of Certified Public Accountants in Israel, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards in Israel and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying separate interim financial information is not prepared, in all material respects, in accordance with Regulation 38d to the Securities Regulations (Periodic and Immediate Reports), 1970.

Tel-Aviv, Israel
May 23, 2023

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

G CITY LTD. (previously: GAZIT-GLOBE LTD.)

Financial data and financial information from the consolidated interim financial statements attributable to the Company

Below are separate financial data and financial information from the Group's condensed consolidated interim financial statements as of March 31, 2023, published as part of the interim reports ("consolidated financial statements") attributable to the Company, presented in accordance with the Israeli Regulation 38d of the Securities Regulations (Periodic and Immediate Reports), 1970.

The significant accounting policies applied for presentation of these financial data were set forth in Note 2 to the annual consolidated financial statements.

Subsidiaries - as defined in Note 1 to the annual consolidated financial statements.

Financial information from the Condensed Consolidated Statements of Financial Position attributed to the Company

	March 31,		December 31,
	2023	2022	2022
	Unaudited		Audited
	NIS in millions		
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	213	128	296
Short term loans and current maturities of long-term loans to subsidiaries	-	14	12
Financial assets	42	165	65
Financial derivatives	48	112	41
Other accounts receivable	93	54	87
Trade receivables	34	40	29
Income taxes receivable	2	2	2
	432	515	532
Assets held for sale	-	3	152
Total current assets	432	518	684
NON-CURRENT ASSETS			
Financial assets	34	8	32
Financial derivatives	-	434	1
Investment property	3,483	3,687	3,473
Investment property under development	1,261	578	790
Other investments, loans and receivables	108	106	219
Loans to subsidiaries	2,505	2,778	2,444
Investments in subsidiaries	10,569	11,528	11,022
Fixed assets and other assets, net	39	39	39
Total non-current assets	17,999	19,158	18,020
Total assets	18,431	19,676	18,704

The accompanying additional information constitutes an integral part of the separate financial data and financial information.

Financial information from the Condensed Consolidated Statements of Financial Position attributed to the Company

	March 31,		December 31,
	2023	**2022**	**2022**
	Unaudited		**Audited**
	NIS in millions		
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Credit from banks and others	-	168	-
Current maturities of non-current liabilities	1,877	1,283	1,736
Short-term loans from subsidiaries	402	-	779
Financial derivatives	4	311	-
Trade payables	38	26	26
Other accounts payable	67	70	69
Dividend payable	-	53	53
Total current liabilities	2,388	1,911	2,663
NON-CURRENT LIABILITIES			
Loans from banks and others	2,531	2,270	2,422
Long-term loans from subsidiaries	1,231	1,481	1,195
Debentures	6,941	7,769	7,101
Financial derivatives	221	111	196
Other liabilities	53	-	111
Deferred taxes	-	237	-
Total non-current liabilities	10,977	11,868	11,025
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			
Share capital	231	217	219
Share premium	4,669	4,464	4,529
Retained earnings	3,131	4,852	3,674
Foreign currency translation reserve	(4,314)	(4,862)	(4,702)
Other reserves	1,350	1,227	1,297
Treasury shares	(1)	(1)	(1)
Total equity	5,066	5,897	5,016
Total liabilities and equity	18,431	19,676	18,704

The accompanying additional information constitutes an integral part of the separate financial data and financial information.

May 22, 2023			
Date of approval of the financial statements	Ehud Arnon Chairman of the Board	Chaim Katzman CEO and Vice Chairman of the Board	Adi Jemini Executive Vice President and CFO

Financial information from the Condensed Consolidated Statements of Income attributed to the Company

	Three months ended March 31,		Year ended December 31,
	2023	2022	2022
	Unaudited		Audited
	NIS in millions		
Rental and other income	71	61	262
Property operating and other expenses	18	16	67
Total gross profit	53	45	195
Fair value gain from investment property and investment property under development, net	(8)	-	51
General and administrative expenses	(15)	(16)	(66)
Other income, net	-	-	(8)
Management fees from related companies	1	1	2
Income from subsidiaries, net	(284)	91	(266)
Operation income	(253)	121	(92)
Finance expenses	(253)	(617)	(1,626)
Finance income	15	5	7
Finance expenses from subsidiaries, net	(3)	(4)	(19)
Income (loss) before taxes on income	(494)	(495)	(1,730)
Taxes on income (tax benefit)	15	(174)	(390)
Net income (loss) attributed to the Company	(509)	(321)	(1,340)

The accompanying additional information constitutes an integral part of the separate financial data and financial information.

Financial Information from the Consolidated Statements of Comprehensive Income attributed to the Company

	Three months ended March 31,		Year ended December 31,
	2023	2022	2022
	Unaudited		Audited
	NIS in millions		
Net income (loss) attributable to the Company	(509)	(321)	(1,340)
Other comprehensive income (loss) attributable to the Company (net of tax effect):			
<u>Amounts that will be or that have been reclassified subsequently to profit or loss:</u>			
Exchange differences on foreign currency translation	61	(84)	(318)
Other comprehensive income (loss) attributed to the Company	61	(84)	(318)
Other comprehensive income (loss) attributed to subsidiaries (net of tax effect)	315	619	1,105
Total other comprehensive income (loss) attributed to the Company	376	535	787
Total comprehensive income (loss) attributed to the Company	(133)	214	(553)

The accompanying additional information constitutes an integral part of the separate financial data and financial information.

Financial information from the Condensed Consolidated Statements of Cash Flows attributed to the Company

	Three months ended March 31,		Year ended December 31,
	2023	**2022**	**2022**
	Unaudited		**Audited**
	NIS in millions		
Cash flows from operating activities of the Company			
Net income (loss) attributed to the Company	(509)	(321)	(1,340)
Adjustments required to present net cash provided by operating activities of the Company:			
Adjustments to profit and loss items of the Company:			
Depreciation and amortization	1	1	3
Finance expense (income), net	241	616	1,638
Fair value gain from investment property and investment property under development, net	8	-	(51)
Income from subsidiaries, net	284	(91)	266
Cost of share-based payment	-	1	3
Taxes on income (Tax benefit)	15	(174)	(390)
	549	353	1,469
Changes in assets and liabilities of the Company:			
Decrease (increase) in other accounts receivable	(9)	22	13
Increase (decrease) in trade payables and other accounts payable	145	(16)	(8)
	136	6	5
Cash paid and received during the year by the Company for:			
Interest paid	(60)	(89)	(352)
Interest received from subsidiaries, net	28	16	113
Taxes refund received	-	46	46
Dividend received from subsidiaries	27	39	142
	(5)	12	(51)
Net cash provided by (used in) operating activities of the Company	171	50	83

The accompanying additional information constitutes an integral part of the separate financial data and financial

	Three months ended March 31,		Year ended December 31,
	2023	2022	2022
	Unaudited		Audited
	NIS in millions		
Cash flows from investing activities of the Company			
Investment in fixed and other assets	-	-	(1)
Acquisition, construction, and development of investment property	(363)	(132)	(255)
Proceeds from sale of investment property	152	-	-
Merger of G Israel into the Company	495	-	507
Loans repaid by (granted to) subsidiaries, net	(360)	(571)	304
Proceeds from sale (investment) of marketable securities, net	16	(50)	(6)
Net cash provided by (used in) investment activities of the Company	(60)	(753)	549
Cash flows from financing activities of the Company:			
Issue of capital, net of issue expenses	150	403	468
Exercise of stock options into shares	(* -	*) -	(* -
Repayment of short term credit from bank and others, net	-	-	(168)
Dividend paid to equity holders of the Company	(53)	(46)	(204)
Issue of debentures less issuance expenses	-	174	174
Repayment and early redemption of debentures	(77)	-	(869)
Receipt (repayment) of long-term credit facilities from banks, net	(580)	(754)	(593)
Repayment of long-term loans	(7)	(6)	(178)
Receipt of long-term loans	369	-	-
Net cash provided by (used in) financing activities of the Company	(198)	(229)	(1,370)
Exchange differences on balance of cash and cash equivalents	4	(13)	(39)
Increase (decrease) in cash and cash equivalents	(83)	(945)	(777)
Cash and cash equivalents at the beginning of period	296	1,073	1,073
Cash and cash equivalents at the end of period	213	128	296
Significant non-cash activities of the Company:			
Dividend payable to equity holders of the Company	-	53	53

*) Represents an amount of less than NIS 1 million.

The accompanying additional information constitutes an integral part of the separate financial data and financial

QUARTERLY REPORT REGARDING EFFECTIVENESS OF INTERNAL CONTROL OVER THE FINANCIAL REPORTING AND THE DISCLOSURE

a. General

1. This separate financial information as of March 31, 2023 and for the three-month periods then ended have been prepared in a condensed format in accordance with the provisions of Regulation 38d of the Israeli Securities Regulations (Periodic and Immediate Reports), 1970. This separate financial information should be read in conjunction with the financial information in the annual financial statements as of December 31, 2022 and for the year then ended and the accompanying notes thereto, that were authorized by the Board of Directors on March 28, 2023 and with the financial information in the interim condensed consolidated financial statements as of as of March 31, 2023.

2. As of March 31, 2023 (the "Reporting Date"), the Company has a working capital deficiency of NIS 2.0 billion. The Company and its wholly-owned subsidiaries have approved unutilized credit facilities amounting to NIS 1.6 billion available for immediate drawdown and assets held for sale in a wholly-owned subsidiaries of the company amounting to NIS 1.7 billion. The Company's management believes that these sources will allow the Company to repay its current liabilities when due.

b. Material events during the period

1. During the reporting period, the Company purchased NIS 83 million par value debentures (Series K, L, M, N, P) for a consideration of NIS 77 million. Following the purchases, the company recognized gain from early redemption of NIS 15 million. The debentures were cancelled and delisted.

2. On January 29, 2023, the Company's Board of Directors approved a private issuance to institutional investors of 7.42 million ordinary shares of NIS 1 par value. The shares were issued soon atter.
In addition, the Company's Board of Directors approved a private issuance to the Company's controlling shareholder, Norstar, an allotment of 3.62 million ordinary shares and private issuance to a private company controlled by Mr. Katzman of 0.79 million shares on the same terms as for the institutional investors.
These issues are subject to the approval of the Company's General Meeting (by a majority of minority shareholders) which was received on March 9, 2023. The shares were issued in March 2023.
The total consideration of all the above issuances was NIS 150 million, net of issuance expenses.

3. On February 27, 2023, the Company signed an agreement to sell approximately 19 million CTY shares held directly by the Company, to a wholly-owned subsidiary.
Pursuant to the agreement, the transaction price set as the average CTY share price per the day of payment (VWAP). The shares were transferred on March 2023, for a consideration of NIS 495 million.

c. IFRS 7 - Financial Instruments

1. Fair value of financial instruments

The carrying amount of certain financial assets and liabilities including cash, trade receivables, other receivables, investments in marketable securities, short-term credit and loans, trade payables and other payables approximate their fair value.
The carrying amount and fair value of other financial liabilities (including current maturities), all of which are measured at amortized cost, are disclosed in the table below:

	March 31, 2023		March 31, 2022		December 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
	NIS in million					
Debentures	8,094	6,383	8,563	9,087	8,099	5,913
Loans from banks and others	3,255	2,896	2,759	2,775	3,160	2,940
	11,349	9,279	11,322	11,862	11,259	8,853

2. Classification of financial instruments by fair value hierarchy

During the Reporting Period, there was no material change in the classification of financial assets and liabilities measured in the financial statements at their fair value, compared to their classification as of March 31, 2023. In addition, there were no transfers or reclassifications with respect to fair value measurement in the financial statements of financial instruments between Level 1 and Level 2, and there were no transfers to or from Level 3 with respect to fair value measurement of financial instruments.

Quarterly Report regarding Effectiveness of the Internal Control over the Financial Reporting and the Disclosure

In accordance with Israeli Securities' Regulation 38C(a)

Quarterly Report regarding Effectiveness of the Internal Control over the Financial Reporting and the Disclosure in accordance with Israeli Securities' Regulation 38C(a)

Management, under the supervision of the Board of Directors of G City Ltd. (the "Corporation"), is responsible for determining and maintaining proper internal control over the Corporation's financial reporting and disclosure.

For the purposes of this matter, the members of management are:

1. Chaim Katzman, CEO and Vice Chairman of the Board of Directors;
2. Adi Jemini, Executive Vice President and CFO;
3. Rami Vaisenberger, Vice President and Controller;
4. Revital Kahlon, Vice President and Legal Counsel;

Internal control over financial reporting and disclosure includes the Corporation's existing controls and procedures, which were designed by the President and the most senior officer in the finance area or under their supervision, or by a party actually executing the said functions, under the supervision of the Corporation's Board of Directors, which aims to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements in accordance with the provisions of the law, and to ensure that information the Corporation is required to disclose in the statements it publishes under the provisions of the law is gathered, processed, summarized and reported on the date and in the format prescribed by the law.

Internal control includes, among other things, controls and procedures that were designed to ensure that information the Corporation is required to disclose, as stated, was accumulated and transferred to the Corporation's management, including to the CEO and to the most senior officer in the finance area or to a party actually executing the said functions, in order to enable decisions to be made at the appropriate time, with respect to disclosure requirements.

Due to its inherent limitations, internal control over the financial reporting and disclosure does not aim to provide complete assurance that a misrepresentation or omission of information in the statements will be avoided or discovered.

In the Annual Report regarding Effectiveness of the Internal Control over the Financial Reporting and the Disclosure, which was attached to the Periodic Report for the period ended December 31, 2022 (the "Last Annual Report regarding Internal Control"), the Board of Directors and management evaluated the internal control at the Corporation. Based on this evaluation, the Corporation's Board of Directors and management reached the conclusion that the aforesaid internal control, as of December 31, 2022, is effective.

Through the date of the report, no event or matter had been brought to the attention of the Board of Directors and the management that would be enough to change the evaluation of the effectiveness of the internal control, as expressed within the framework of the Last Annual Report regarding Internal Control.

As of the date of the report, based on the evaluation of the effectiveness of the internal control in the Last Annual Report regarding Internal Control and based on information brought to the attention of the management and the Board of Directors, as referred to above, the internal control is effective.

Officers' Declarations

A) Declaration of the Chief Executive Officer in accordance with Israeli Securities' Regulation 38C(d)(1):

Officers' Declaration

Declaration of the Chief Executive Officer

I, Chaim Katzman, declare that:

(1) I have examined the quarterly report of G City Ltd. (the "Corporation") for the first quarter of 2023 (the "Statements");

(2) As far as I am aware, the Statements do not include any misrepresentation of a material fact and no representation of a material fact that is required has been omitted, so that the representations included therein, in light of the circumstances in which such representations were included, will not be misleading with reference to the period covered by the Statements;

(3) As far as I am aware, the financial statements and other financial information included in the Statements properly reflect, in all material respects, the Corporation's financial position, results of operations and cash flows as of the dates and for the periods to which the Statements relate;

(4) I have disclosed to the Corporation's auditors, the Board of Directors and the Audit Committee of the Board of Directors, based on my most up-to-date evaluation with respect to internal control over the Corporation's financial reporting and disclosure:

(A) All significant deficiencies and material weaknesses in the determination or operation of internal control over financial reporting and disclosure, which could reasonably have an adverse impact on the Corporation's ability to gather, process, summarize or report financial information in such a manner that could cause doubt with respect to the reliability of the financial reporting and preparation of the financial statements in accordance with the provisions of the law; and-

(B) Any fraud, whether or not significant, wherein the Chief Executive Officer is involved or a party under his direct supervision or other employees are involved that have a significant function in internal control over financial reporting and disclosure ;

(5) I, alone or together with others in the Corporation :

(A) Have determined controls and procedures, or have verified the determination and existence under my supervision of controls and procedures, which are designed to ensure that significant information relating to the Corporation, including subsidiaries as defined in the Israeli Securities Regulations (Annual Financial Statements), 2010, is brought to my attention by others in the Corporation and the subsidiaries, particularly during the period of preparation of the Statements; and-

(B) Have determined controls and procedures, or have verified the determination and existence under my supervision of controls and procedures, which are designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements in accordance with the provisions of the law, including in accordance with generally accepted accounting principles.

(C) No event or matter has been brought to my attention that occurred during the period between the date of the last periodic report and the date of this report, which would be enough to change the conclusion of the Board of Directors and the management with regard to the effectiveness of the internal control over the financial reporting and the disclosure of the Corporation.

Nothing stated above detracts from my responsibility or the responsibility of any other person under any law.

May 23, 2023

Chaim Katzman, CEO and Vice
Chairman of the Board of Directors

B) Declaration of the most senior officer in the finance area in accordance with Israeli Securities' Regulation 38C(d)(2):

Officers' Declaration

Declaration of the most senior officer in the finance area

(1) I, Adi Jemini, declare that:

(2) I have examined the interim financial statements and other financial information included in the interim period statements of G City Ltd. (the "Corporation") for the first quarter of 2023 (the "Statements" or the "Statements for the Interim Period");

(3) As far as I am aware, the financial statements and the other financial information included in the Statements for the Interim Period do not include any misrepresentation of a material fact and no representation of a material fact that is required has been omitted, so that the representations included therein, in light of the circumstances in which such representations were included, will not be misleading with reference to the period covered by the Statements;

(4) As far as I am aware, the interim financial statements and the other financial information included in the Statements for the Interim Period properly reflect, in all material respects, the Corporation's financial position, results of operations and cash flows as of the dates and for the periods to which the Statements relate;

(5) I have disclosed to the Corporation's auditors, the Board of Directors and the Audit Committee of the Board of Directors, based on my most up-to-date evaluation with respect to internal control over the Corporation's financial reporting and disclosure:

(A) All significant deficiencies and material weaknesses in the determination or operation of internal control over financial reporting and disclosure to the extent it relates to the interim financial statements and the other financial information included in the Statements for the Interim Period, which could reasonably have an adverse impact on the Corporation's ability to gather, process, summarize or report financial information in such a manner that could cause doubt with respect to the reliability of financial reporting and preparation of the financial statements in accordance with the provisions of the law; and-

(B) Any fraud, whether or not significant, wherein the President is involved or a party under his direct supervision or other employees are involved that have a significant function in internal control over financial reporting and disclosure;

(6) I, alone or together with others in the Corporation:

(A) Have determined controls and procedures, or have verified the determination and existence under our supervision of controls and procedures, which are designed to ensure that significant information relating to the Corporation, including subsidiaries as defined in the Israeli Securities Regulations (Annual Financial Statements), 2010, to the extent it is relevant to the financial statements and to other financial information included in the Statements, is brought to my attention by others in the Corporation and the subsidiaries, particularly during the period of preparation of the Statements; and-

(B) Have determined controls and procedures, or have verified the determination and existence under my supervision of controls and procedures, which are designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements in accordance with the provisions of the law, including in accordance with generally accepted accounting principles;

(C) No event or matter has been brought to my attention that occurred during the period between the date of the last periodic report and the date of this report, which would be enough to change the conclusion of the Board of Directors and the management with regard to the effectiveness of the internal control over the financial reporting and the disclosure of the Corporation.

Nothing stated above detracts from my responsibility or the responsibility of any other person under any law.

May 22, 2023

Adi Jemini, Executive Vice President and Chief Financial Officer