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BIG SHOPPING CENTERS LTD

Registry Number: 513623314

To: Israel Securities Authority
To: Tel Aviv Stock Exchange Ltd.
Form Number: T136 (Public)
Transmitted via MAGNA: 18/08/2025
Israel Securities Authority Website: www.isa.gov.il
Tel Aviv Stock Exchange Website: www.tase.co.il
Reference: 2025-01-061096

Immediate Report on a Transaction with a Controlling Shareholder or Director Not Requiring General Meeting Approval

Regulation 37A(5) of the Securities Regulations (Periodic and Immediate Reports), 2006

Reference numbers of previous reports on the subject: _____, _____, _____.

1. Hereby submitted is a report on the approval of a transaction in accordance with Regulation 1B of the Companies Regulations (Relief in Transactions with Interested Parties), 2000.
2. Date of approval of the transaction by the Board of Directors: 17/08/2025.
3. Summary of the main points of the transaction and the main reasons of the Board of Directors and Audit Committee for approving the transaction:

On August 17, 2025, the Company's Board of Directors (after receiving the approval of the Compensation Committee), in accordance with Regulations 1B(3) and (5) of the Companies Regulations (Relief in Transactions with Interested Parties), 2000, approved that Ms. Eden Kobi Naftali (daughter of Mr. Yehuda Naftali) shall be entitled, for her service as a director, to an annual compensation and participation compensation, according to the maximum amount as defined in the Second and Third Addenda to the Companies Regulations (Rules Regarding Compensation and Expenses for External Directors), 2000, according to the Company's equity level, identical to the compensation paid to the other directors in the Company. In addition, the inclusion of Ms. Eden Kobi Naftali in the Company's directors and officers liability insurance policy/policies, as may be from time to time, was approved, under which the liability of directors and officers in the Company will be insured, with the terms applicable to her being identical to the insurance terms applicable to the other directors and officers in the Company. Below is a summary of the reasons of the Compensation Committee and the Board of Directors for the above decisions:

- i. Engagements in directors and officers liability insurance policies are standard in public companies, and the continued existence of insurance coverage for officers is essential for the proper conduct of the Company and is for the benefit of the Company;
 - ii. The insurance terms that will apply to the officers as mentioned will be identical to the terms that will apply to all officers in the Company, as may be from time to time;
 - iii. The engagement in the insurance policy/policies is at market terms and is not expected to materially affect the Company's profitability, assets, or liabilities;
 - iv. The terms of the insurance policy are in accordance with the provisions of the Company's compensation policy;
 - v. The aforementioned compensation is identical to the compensation paid to the other directors in the Company (except for the Chairman of the Board).
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4. Main points of the Government Companies Authority's opinion and main points of the decision of the Ministerial Committee for Privatization or details of the alternative under which the exemption was granted:

Explanation: To be filled if this is an exceptional transaction of a public company controlled by the government.

5. Attached file: _____

Details of the authorized signatories on behalf of the corporation:

#	Name	Position
1	Assaf Nagar	Other (Deputy CEO and Head of Finance)

Explanation: According to Regulation 5 of the Periodic and Immediate Reports Regulations (1970), a report submitted under these regulations must be signed by those authorized to sign on behalf of the corporation. The staff's position on the matter can be found on the Authority's website: [Click here](#).

Securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Short name: BIG

Address: Allied Cities Tower, 26th Floor, 0, Ramat Hasharon, 4713402

Phone: 073-2600420, 073-2600442

Fax: 073-2600426

Email: assaf@bigcenters.co.il

Company website: www.bigcenters.co.il

Previous names of the reporting entity: BIG SHOPPING CENTERS (2004) LTD

Electronic reporter name: Hayut Marek Efrat

Position: Legal Advisor and Company Secretary

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Address: Allied Cities Tower, 26th Floor, 0, Ramat Hasharon, 4713402
Phone: 073-2600407
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Reference numbers of previous documents on the subject (the mention does not constitute inclusion by way of reference):

Form structure update date: 06/08/2024