

# BIG SHOPPING CENTERS LTD

Registration Number: 513623314

To:

- Israel Securities Authority ([www.isa.gov.il](http://www.isa.gov.il))
- The Tel-Aviv Stock Exchange Ltd. ([www.tase.co.il](http://www.tase.co.il))
- Form T136 (Public)
- Sent via MAGNA: 05/11/2025
- Reference: 2025-01-084248

## Immediate Report on a Transaction with a Controlling Shareholder or Director that Does Not Require Approval by the General Assembly

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

Reference Numbers of Previous Reports on the Subject:

(none listed)

1. Report is hereby submitted regarding approval of a transaction under Regulation 1B to the Companies Regulations (Relief for Transactions with Interested Parties), 2000.
2. Date of Approval of the Transaction by the Board of Directors: 05/11/2025
3. Summary of the Main Points of the Transaction and Main Arguments of the Board of Directors and the Audit Committee for Approval:

On November 5, 2025, the company's board of directors (after receiving the compensation committee's approval), in accordance with Regulations 1B(3) and (5) of the Companies Regulations (Relief for Transactions with Interested Parties), 2000, approved that Ms. Noa Naftali (daughter of Mr. Yehuda Naftali) will be entitled, for her service as a director, to annual compensation and participation compensation, in accordance with the maximum amount as defined in the second and third addendums to the Companies Regulations (Rules on Compensation and Expenses for External Directors), 2000 ("Director Compensation Regulations"), according to the company's equity tier, which is the same as the compensation paid to the other directors of the company. Furthermore, the inclusion of Ms. Eden Kobi Naftali in the company's directors and officers liability insurance policy(ies), as may be from time to time, was approved—the coverage for directors and officers in the company, with the same insurance terms as apply to the other directors and officers in the company.

Following is a summary of the compensation committee and board of directors' arguments for these decisions:

- a. The compensation (the annual compensation and participation compensation) is identical to the compensation paid to the other directors in the company (excluding the chairman of the board), is at market terms, and is not likely to materially affect the company's profitability, property, or liabilities.
- b. Engagement in directors and officers liability insurance policies is standard in public companies and is essential for proper management of the company and is for the benefit of the company; the insurance conditions applying to Ms. Naftali will be identical to those applying to all company officers from time to time; the engagement in the insurance policy(ies) is at market terms and is not likely to materially affect the company's profitability, property, or liabilities.
- c. The said terms of office do not include a distribution, as defined in the Companies Law, 1999, and there is no reasonable concern that these terms will prevent the company from meeting its existing and expected obligations when they become due.
- d. The terms of office comply with the provisions of the company's compensation policy.
- e. In light of the aforementioned, approving the conditions of service for Ms. Naftali is fair and reasonable under the circumstances and for the benefit of the company.

**4. Key Points from the Government Companies Authority Opinion and Main Decisions of the Ministerial Privatization Committee or Details of the Exemption Alternative**

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	Role
1	Assaf Nagar	Deputy CEO and responsible for the finance area

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. Staff position on the matter can be found at 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

Telephone: 073-2600420, 073-2600442 Fax: 073-2600426 Email: [assaf@bigcenters.co.il](mailto:assaf@bigcenters.co.il) Company Website: [www.bigcenters.co.il](http://www.bigcenters.co.il)

Previous Legal Entity Name: BIG Shopping Centers (2004) Ltd

Electronic Reporter Name: Efrat Hayut Marek Role: Legal Advisor and Company Secretary Company: [unspecified] Address: Allied Cities Tower, 26th Floor, 0, Ramat Hasharon, 4713402 Telephone: 073-2600407 Fax: 073-2600507 Email: [efratm@bigcenters.co.il](mailto:efratm@bigcenters.co.il)