

CELLCOM ISRAEL LTD.

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Registration Number: 511930125

To: Israel Securities Authority
To: Tel Aviv Stock Exchange Ltd.
Form Number: T087 (Public)
Transmitted via MAGNA: 13/08/2025
Israel Securities Authority Website: www.isa.gov.il
Tel Aviv Stock Exchange Website: www.tase.co.il
Reference: 2025-01-060323

Capital Structure, Grant of Rights to Purchase Shares, and Registers of the Corporation's Securities and Changes Therein

Regulation 31E of the Securities Regulations (Periodic and Immediate Reports), 1970
Regulation 31(a) of the Securities Regulations (Periodic and Immediate Reports), 1970
Regulation 31(b1) of the Securities Regulations (Periodic and Immediate Reports), 1970
Regulation 32 of the Securities Regulations (Periodic and Immediate Reports), 1970

Nature of the Change:

Grant of unregistered options according to a plan for employees.
Explanation: Please briefly describe the nature of the change.

Reference Numbers of Previous Reports on the Subject:

_____, _____, _____.

1. The Corporation's Securities Position After the Change:

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Name and Type of Security	Security Number on TASE	Quantity in Registered Capital	Issued and Paid-Up Capital	Quantity Registered in the Name of the Registration Company
Ordinary Share	1101534	300,000,000	Last Report: 168,015,280	72,720,788
			Current: 168,015,280	
Bond Series 10	1139245	_____	Last Report: 20,653,400	20,653,400
			Current: 20,653,400	
Bond Series 11	1139252	_____	Last Report: 142,126,800	142,126,800
			Current: 142,126,800	
Bond Series 12	1143080	_____	Last Report: 731,488,236	731,488,236
			Current: 731,488,236	
Bond Series 13	1189190	_____	Last Report: 470,169,250	470,169,250
			Current: 470,169,250	
Warrants for Shares (Unregistered)	1106038	_____	Last Report: 5,318,476	0
			Current: 7,972,811	
Restricted Share Units	1159052	_____	Last Report: 169,866	0
			Current: 169,866	

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Name and Type of Security	Security Number on TASE	Quantity in Registered Capital	Issued and Paid-Up Capital	Quantity Registered in the Name of the Registration Company
Commercial Papers 1	1203033	_____	Last Report: 200,000,000	200,000,000
			Current: 200,000,000	

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Explanation: All securities of the company must be detailed, including securities not listed for trading.

2. The Corporation Announces That:

On the date: 13/08/2025

A change occurred in the quantity and register of holders of the corporation's securities (including rights to purchase shares) as a result of:

Description of the nature of the change: Grant of unregistered options according to a plan for employees.

Explanation: Please describe all details of the transaction or action that caused the change in the corporation's securities.

Details:

- Name of registered holder affected by the change: I.B.I. Equity Compensation and Trusts (2004) Ltd.
- Type of identification number: Company Registrar Number in Israel
- Identification number: 513540070
- Nature of the change: Allocation to employees
- Date of change: 13/08/2025
- Executed via the TASE clearinghouse: Yes
- Type and name of security affected: Warrants for shares (unregistered)
- Security number on TASE: 1106038
- Holder's balance in the security in the last report: 5,318,476
- Holder's balance in the security after the change: 7,972,811
- Total quantity of securities increased/decreased: 2,654,335
- Is this a grant of rights to purchase shares: Yes
- Total consideration for the allocated securities: 0
- Security number on TASE of the share resulting from exercise: 1101534
- Number of shares resulting from full exercise/conversion: 2,654,335
- Total additional consideration from full exercise/conversion: The options will vest in four equal tranches: the exercise price for the first, second, third, and fourth tranches will be 29.36 NIS per share (for further details see section 2.5.2 of the plan).
- Period during which the securities can be exercised: As detailed in section 2.4.2 of the plan dated 09/02/2025 (Reference: 2025-01-009579).
- From: 13/08/2026 to: 13/08/2030
- The allocated securities will be registered for trading: No
- The allocation of these securities is pursuant to: Employee plan report published on 09/02/2025, reference number: 2025-01-009579
- Other: Allocation according to the plan dated 09/02/2025 (reference number: 2025-01-009579). Regarding the number of shares resulting from the exercise of the options - the actual number of shares allocated following the exercise of the options will reflect the monetary benefit embedded in the exercise at the time of exercise (Net Exercise).

Explanations:

- 1. If the change affects more than one security, the effect of the change must be detailed in a separate row for each security.
- 2. Date of change – all changes of the same type, in the same security, performed on the same day, will be summarized in one row. For this purpose – changes performed via the TASE clearinghouse must be separated from those performed directly in the company's books.
- 3. The change – for a decrease, add the sign "-".
- 4. In all quantity fields, the quantity of securities must be entered, not NIS par value.

3. Main Shareholder Register as of the Reporting Date:

No.	Name of Registered Shareholder	Type of ID Number	ID Number	Security Number on TASE	Type and Par Value of Shares	Number of Shares	Holds Shares as Trustee
1	_____	_____	_____	_____	_____	_____	No

- 4. Attached is a file of the shareholder register in accordance with Section 130 of the Companies Law, 1999:
[CELLCOM_Shareholder_Register_13-08-2025_isa.pdf](#)
Alt: CELLCOM Shareholder Register 13-08-2025 PDF
- 5. Attached is an updated file of the corporation's securities registers, including the option holders register and bond holders register:
[CELLCOM_Securities_Holders_Register_13-08-2025_isa.pdf](#)
Alt: CELLCOM Securities Holders Register 13-08-2025 PDF

Authorized Signatories for the Corporation:

No.	Name of Signatory	Position
1	Larisa Cohen	Other: VP Legal Counsel and Regulation

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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. Staff position on the matter can be found on the Authority's website: [Click here](#).

This report does not include reference to the exercise of warrants and restricted share units (RSU) into company shares and the expiration of warrants and RSUs by employees and office holders, which occurred during August 2025 (changes that cumulatively constitute less than 1% of the company's issued capital), and which will be reported in a summary report in the following month in accordance with legal requirements.

Reference numbers of previous documents on the subject (the mention does not constitute incorporation by reference):

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

Form structure update date: 06/08/2024

Short name:

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Previous names of the reporting entity:

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Position: VP Legal Counsel and Company Secretary

Employer company name:

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Fax: 09-8607986

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