

September 28, 2023

To:  
Israeli Securities Authority  
[www.isa.gov.il](http://www.isa.gov.il)

To:  
Tel Aviv Stock Exchange Ltd.  
[www.tase.co.il](http://www.tase.co.il)

Dear Sir/Madam,

**Re: CION Investment Corporation (the "Company") - Private Placement to Qualified Investors of the Company's Bonds (Series A) by Way of Expansion of a Listed Series**

The Company hereby announces, that on September 27, 2023, the Board of Directors of the Company approved a Private Placement of Bonds (Series A) of the Company at par value of NIS 125,123,388 by way of expansion of a listed series (the "**Additional Bonds**") at the terms as detailed below (the "**Private Placement**"):

1. The Additional Bonds will be allotted to investors who, to the best of the Company's knowledge, are Qualified Investors who are listed in the first addendum to the Securities Law, 5728-1968 (the "**Securities Law**"), which are not interested parties (whether before or after the private placement), who are residents of Israel and not U.S. Persons as defined in Regulation S, which was enacted by virtue of the United States Securities Act of 1993 ("**US Persons**" and the "**Offerees**", respectively).
2. The Additional Bonds will be issued to Offerees at a Private Issuance, by way of expansion of a series, at a price of NIS 1.04 for every NIS 1 par value bonds (Series A) of the Company. The gross total of the issuance proceeds of the Private Placement (if and as long it is completed as detailed in this report) will be approximately NIS **130,128** thousands. All funds of the issuance proceeds received from the Offerees will be held at the Private Placement coordinator until the earlier of the fulfillment of all of the preconditions as described in Section 8 of this Immediate Report, or until October 2, 2023. If any of the said preconditions are not met until the said date, the Private Issuance coordinator will refund the Offerees the funds paid for the Private Placement, together with the funds that will accrue to the Special Account in which the proceeds of the Private Issuance will be deposited, and there will not be an allocation of the Additional Bonds.
3. As described above, the Additional Bonds by way of expansion of a listed series, which was first listed for trade on the TASE pursuant to a prospectus as of February 22, 2023 and the Deed of Trust for Bonds (Series A) of the Company as of February 20, 2023 (the "**Prospectus**" and the "**Deed of Trust**", respectively) between the Company and Mishmeret - Trust Services Company Ltd. The Private Placement will be made according to Section 2.11 of the Deed of Trust regarding the matter of expansion of a series of Bonds (Series A). As of the date of this report, the Private Placement as described in this Immediate Report is in compliance with the terms of Section 2.11 of the Deed of Trust, and the Company estimates that the series expansion

will not materially affect the Company's ability to fulfill its obligations to the Bonds (Series A) holders.

4. After the issuance of the Additional Bonds (as mentioned above, NIS 125,123,388 par value), the total amount of Bonds (Series A) of the Company will be NIS 421,006,388 par value. The Bonds (Series A) in circulation as of the date of this report (prior to the expansion) and the Additional Bonds, which will be issued as detailed in this report (if at all), will be, as of the date of the issuance of the Additional Bonds, one Series for all purposes, and the Deed of Trust will also apply for the Additional Bonds.
5. The Company approached the Israeli Tax Authority for an arrangement in the "green track" of the Israel Tax Authority (the "Taxation Decision") whereby the discount rate for the Bonds (Series A) will be calculated in accordance with the Taxation Decision. That is, according to a formula that weights the various discount rates in which the Bonds (series A) were issued (the "**Weighted Discount Rate**") as stated in the Taxation Decision. As of the end of the trading day on September 27, 2023, the adjusted value of the Bonds (Series A) is 105.68 Agorot for 1 ILS par value of Bonds (Series A).
6. The Bonds (Series A) were issued for the first time at its par value. The Additional Bonds (Series A) issued as stated in this report (if any) may be issued at a discount. Upon the fulfilment of all of the terms listed in Section 8 below the Company will file a report stating the discount rate (if at all) and the weighted average discount rate for its Series A Bonds.
7. The restrictions on re-sale as provided in Section 15C of the Securities Law and the Securities Regulations (Details According to Section 15A to 15C of the Law), 5760-2000 will apply to the Additional Bonds.
8. The Private Placement and the listing of the Additional Bonds are contingent upon all of the terms detailed as follows: (1) receipt of approval of the TASE for listing the Additional Bonds (Series A) for trade; and (2) receipt of all of the required approvals for a series expansion according to the terms of the Deed of Trust, including the approval of the rating company.
9. The distributors who participated in the Private Placement undertook that the offering of Additional Bonds by them or by their representatives will be executed in Israel only, and not to US. Persons. The distributors also undertook not to make "Intentional Selling Efforts" as defined in US securities laws in relation to the offering of securities in the Private Placement, and that the Private Placement is not part of a plan to avoid registration requirements under US securities laws.

Respectfully,

**CION Investment Corporation**

Signed By: Michael A. Reisner, co-CEO