

CLAL INSURANCE ENTERPRISES HOLDINGS LTD

Registry Number: 520036120

To: Israel Securities Authority
To: Tel Aviv Stock Exchange Ltd.
Form Number: T087 (Public)
Transmitted via MAGNA: 05/08/2025
Israel Securities Authority Email: www.isa.gov.il
Tel Aviv Stock Exchange Email: www.tase.co.il
Reference: 2025-01-058029

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

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:

Allocation of shares as a result of the exercise of options.

Explanation: 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, 1 NIS par value | 224014 | 100,000,000 | Last Report: 79,661,727 Current: 79,661,797 | 79,660,786 |
| Warrant A, Plan 06/2023 | 1198647 | 0 | Last Report: 1,155,074 Current: 1,155,074 | 0 |
| Warrant A, Plan 06/2024 | 1208552 | 0 | Last Report: 1,286,805 Current: 1,286,805 | 0 |
| Warrant A, Plan 06/2025 | 1223080 | 0 | Last Report: 130,000 Current: 130,000 | 0 |
| Warrant B, Plan 06/2025 | 1223098 | 0 | Last Report: 470,000 Current: 470,000 | 0 |
| Bonds Series 1 | 1193481 | 0 | Last Report: 899,100,000 Current: 549,100,060 | 549,100,060 |
| Bonds Series 2 | 1193499 | 0 | Last Report: 149,989,800 Current: 149,989,800 | 149,989,800 |
| Bonds Series 3 | 1201391 | 0 | Last Report: 850,000,000 Current: 850,000,000 | 850,000,000 |

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

2. The Corporation Announces That:

From date: 01/07/2025

To date: 31/07/2025

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: Allocation of shares as a result of the exercise of options.

Explanation: 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:** The Registration Company of the Tel Aviv Stock Exchange Ltd.
- **Type of identification number:** Number in the Israeli Companies Registrar
- **Identification number:** 515736817
- **Nature of the change:** Exercise of options
- **Date of change:** 02/07/2025
- **Executed via TASE clearing house:** Yes
- **Type and name of security affected:** Ordinary share, 1 NIS par value
- **Security number on TASE:** 224014
- **Holder's balance in the last report:** 79,660,716
- **Holder's balance after the change:** 79,660,786
- **Total quantity of securities increased/decreased:** 70
- **Is this a grant of rights to purchase shares:** No
- **Total consideration for allocated securities:** _____
- **Security number of the share resulting from the exercise:** _____
- **Number of shares resulting from full exercise/conversion:** _____
- **Total additional consideration from full exercise/conversion:** _____
- **Period during which the security can be exercised:** _____
- **From date:** _____ **To date:** _____
- **Allocated securities will be registered for trading:** _____
- **This allocation is a continuation of:** _____, published on: _____, reference number: _____
- ☒ The security has been fully paid and the consideration has been fully received.
- ☐ The security has been fully paid, but the consideration has not been fully received.
- ☐ Issued for ATM program
- ☐ Other: _____

Explanations:

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1. If the change affects more than one security, the effect of the change should be detailed in a separate row for each security.
2. Date of change – all changes of the same type, in the same security, made on one day, should be summarized in one row. For this purpose – changes made through the TASE clearing house should be separated from those made directly in the company's books.
3. For a decrease, add the sign "-".
4. In all quantity fields, the quantity of securities should 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 | _____ | _____ | _____ | _____ | _____ | _____ | _____ |

4. Attached is a file of the shareholder register in accordance with Section 130 of the Companies Law, 1999

[מניות_isa.pdf](#)

Alt: Shareholder register file as required by law

5. Attached is an updated file of the corporation's securities registers, including the register of warrant holders and the register of bondholders

[אופציות_isa.pdf](#)

Alt: Updated securities registers file including warrants and bonds

Authorized Signatories on Behalf of the Corporation:

| No. | Name of Signatory | Position |
|-----|-----------------------|---------------------|
| 1 | Adv. Adi Barkan Stern | Corporate Secretary |

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](#)

Free Text Section

The option plan is based on a mechanism whereby, upon exercise of options, shares are allocated to the exerciser only according to the value of the benefit (the difference between the market price and the exercise price (cashless exercise)).

The calculation of the number of shares resulting from the exercise of the options, as detailed below, is made under the theoretical maximum assumption of full exercise of all options into company shares at the company's share price set as the cap for the benefit value (for the 2023 plan, a cap price of NIS 113.58 per share was set; for the 2024 plan, a cap price of NIS 85.75 per share on average; and for the 2025 option plan, a cap price of NIS 156.80 per share was set). It should be emphasized that the above is only a theoretical assumption, as the actual number of shares allocated upon exercise will reflect the cash benefit value embedded in the options at the time of exercise, which will be lower.

Below are the exercise ratios of the options to shares as described above:

- Warrant A, Plan 06/2023: 0.487
- Warrant A, Plan 06/2024: 0.250
- Warrant A and B, Plan 06/2025: 0.375

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

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

Date of form structure update: 06/08/2024

Short Name: CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

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Previous names of the reporting entity:

Name of electronic reporter: Barkan Stern Adi

Position: Corporate Secretary

Employer company name: CLAL INSURANCE COMPANY LTD.

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