

# CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

Registration Number: 520036120

To: Israel Securities Authority To: Tel Aviv Stock Exchange Ltd. Form Number: T087 (Public)  
Sent via MAGNA: 12/08/2025 Israel Securities Authority: [www.isa.gov.il](http://www.isa.gov.il) Tel Aviv Stock  
Exchange: [www.tase.co.il](http://www.tase.co.il) Reference: 2025-01-059897

## 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:

Allocation of shares as a result of a forced exercise of options following the vesting of the options and the options reaching the ceiling price of Warrant A, Plan 06/2023.

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, 1 NIS par value	224014	100,000,000	Last Report: 79,661,797 Current: 80,046,138	80,045,127
Warrant A, Plan 06/2023	1198647	0	Last Report: 1,155,074 Current: 425,957	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
Bond Series 1	1193481	0	Last Report: 549,100,060 Current: 549,100,060	549,100,060
Bond Series 2	1193499	0	Last Report: 149,989,800 Current: 149,989,800	149,989,800
Bond 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.

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## 2. The Corporation Announces That:

On the date: 11/08/2025

A change occurred in the quantity and in the 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 a forced exercise of options following the vesting of the options and the options reaching the ceiling price of Warrant A, Plan 06/2023.

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

### Section 1

1. Name of the 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: 11/08/2025
- Executed via the 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 security in the last report: 79,660,786
- Holder's balance in the security after the change: 80,045,127
- Total quantity of securities increased/decreased: 384,341
- Is this a grant of rights to purchase shares: No
- Total consideration for allocated securities: \_\_\_\_\_
- Security number on TASE of the share resulting from the exercise: \_\_\_\_\_
- Number of shares resulting from full exercise/conversion: \_\_\_\_\_
- Total additional consideration from full exercise/conversion: \_\_\_\_\_
- Period in which the security can be exercised: \_\_\_\_\_
- From: \_\_\_\_\_ To: \_\_\_\_\_
- Allocated securities will be registered for trading: \_\_\_\_\_
- Allocation of these securities is in continuation of: \_\_\_\_\_ published on: \_\_\_\_\_, reference number: \_\_\_\_\_
- ☒ The security was fully paid and the consideration was fully received.
- ☐ The security was fully paid, but the consideration was not fully received.
- ☐ Issued for ATM program
- ☐ Other: \_\_\_\_\_

2. Name of the registered holder affected by the change: I.B.I. Trust Management

- Type of identification number: Number in the Israeli Companies Registrar
- Identification number: 515020428
- Nature of the change: Exercise of options
- Date of change: 11/08/2025
- Executed via the TASE clearing house: Yes
- Type and name of security affected: Warrant A, Plan 06/2023
- Security number on TASE: 1198647
- Holder's balance in the security in the last report: 1,155,074

- Holder's balance in the security after the change: 425,957
- Total quantity of securities increased/decreased: 729,117
- Is this a grant of rights to purchase shares: No
- Total consideration for allocated securities: \_\_\_\_\_
- Security number on TASE of the share resulting from the exercise: \_\_\_\_\_
- Number of shares resulting from full exercise/conversion: \_\_\_\_\_
- Total additional consideration from full exercise/conversion: \_\_\_\_\_
- Period in which the security can be exercised: \_\_\_\_\_
- From: \_\_\_\_\_ To: \_\_\_\_\_
- Allocated securities will be registered for trading: \_\_\_\_\_
- Allocation of these securities is in continuation of: \_\_\_\_\_ published on: \_\_\_\_\_, reference number: \_\_\_\_\_
- ☐ The security was fully paid and the consideration was fully received.
- ☐ The security was fully paid, but the consideration was not fully received.
- ☐ Issued for ATM program
- ☒ Other: According to the terms of the plan, upon exercise of the warrants, shares are allocated to the offerees according to the monetary benefit embedded in the warrants at the time of exercise only, subject to adjustments. Some of the options were exercised in a forced manner due to the company's share price, all in accordance with the company's option outline.

Explanations:

- 1. If the change affects more than one security, the effect of the change must be detailed in a separate line for each security.
- 2. Date of change – all changes of the same type, in the same security, made on one day, will be summarized in one line. For this purpose – changes made through the TASE clearing house must be separated from changes made 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	Is the Holder a Trustee?
1	_____	_____	_____	_____	_____	_____	_____

- 4. Attached is a file of the shareholder register in accordance with Section 130 of the Companies Law, 1999: [120825מניה\\_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 bond holders: [120825אופציה\\_isa.pdf](#)

Alt: Updated file of securities registers, including warrants and bonds.

Details of the authorized signatories on behalf of the corporation:

No.	Name of Signatory	Position
1	Adv. Adi Barkan Stern	Company Secretary

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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](#).

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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 benefit ceiling (for the 2023 plan, a ceiling price of NIS 113.58 per share was set; for the 2024 plan, a ceiling price of NIS 85.75 per share on average; and for the 2025 option plan, a ceiling 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 will reflect the monetary benefit embedded in the options at the time of exercise, which will be lower.

Below are the exercise ratios of the options to shares as stated 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):

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

Short name: CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

Address: Raul Wallenberg 36, Tel Aviv, P.O. Box 37070, 6136902 Phone: 03-6387575, 03-6387577 Fax: 03-6397011 Email: [ClalMishpatit@clal-ins.co.il](mailto:ClalMishpatit@clal-ins.co.il)

Previous names of the reporting entity:

Name of electronic reporter: Barkan Stern Adi Position: Company Secretary Employer: CLAL INSURANCE COMPANY LTD. Address: Raul Wallenberg 36, Tel Aviv P.O. Box 37070, 6136902 Phone: 077-6387634 Fax: 03-7965879 Email: [AdiBark@clal-ins.co.il](mailto:AdiBark@clal-ins.co.il)

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