

Clal Insurance Enterprises Holdings Ltd

Registry number: 520036120

To:

- Israel Securities Authority (www.isa.gov.il)
- Tel Aviv Stock Exchange Ltd. (www.tase.co.il)

Form T087 (Public) Sent via MAGNA: 19/11/2025
Reference: 2025-01-089323

Share Capital, Allocation of Rights to Purchase Shares, the Corporation’s Securities Registry, and Changes Therein

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

Nature of the change:
Allocation of restricted stock units – Private allocation to the Company CEO

Explanation: Please briefly describe the nature of the change.

Reference numbers of previous reports on this subject:

____ , ____ , ____ .

1. The Corporation’s Register of Securities After the Change

Name & Type of Security	Security Number	Quantity in Registered Capital	Issued & Paid-Up Capital (Last Reported)	Issued & Paid-Up Capital (Current)	Quantity Registered in Depository Nominee
Ordinary share, 1 NIS par value	224014	100,000,000	80,046,138	80,046,138	80,045,127
Warrant Series A, Plan 06/2023	1198647	0	425,957	425,957	0
Warrant Series A, Plan 06/2024	1208552	0	1,286,805	1,286,805	0
Warrant Series A, Plan 06/2025	1223080	0	130,000	130,000	0
Warrant Series B, Plan 06/2025	1223098	0	470,000	470,000	0
BONDS Series 1	1193481	0	549,100,060	549,100,060	549,100,060
BONDS Series 2	1193499	0	149,989,800	149,989,800	149,989,800
BONDS Series 3	1201391	0	850,000,000	850,000,000	850,000,000
Restricted stock units	000000	0	0	10,572	0

Explanation: Please list all the company’s securities, including those not listed for trading.

2. The Corporation Announces That:

On the date: 19/11/2025

There has been a change in the quantity and registry of holders of the securities (including rights to purchase shares) of the corporation as a result of:

Description of the nature of the change:
Allocation of restricted stock units – Private allocation to the Company CEO

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

Details:

- Name of registered holder affected by the change: I.B.I. Trust Management
- ID Type: Israeli Companies Registrar Number
- ID Number: 515020428
- Nature of change: Private allocation
- Date of change: 19/11/2025
- Executed via stock exchange clearinghouse: No
- Type and name of security affected: Restricted stock units
- Number of security on exchange: 000000
- Holder’s balance of the security in last report: 0
- Holder’s balance after the change: 10,572
- Total securities increase/decrease: 10,572
- Is this a grant of rights to purchase shares? Yes
- Total proceeds for securities issued: 0
- Exchange security number of share resulting from exercise: 224014
- Quantity of shares upon full exercise/conversion: 10,572
- Total exercise proceeds upon full exercise/conversion: 10,572
- Period exercisable: The CEO is required to hold the restricted stock units and/or the exercise shares for at least two years from the grant date
- Exercise period: 19/11/2025 to 19/11/2027
- Will the allocated securities be listed for trading? No
- Allocation is pursuant to: Private Offer Report published on 24/10/2025 (ref: 2025-01-079704)
- ☐ Security was paid in full and consideration received
- ☐ Security was paid in full but the consideration was not received in full
- ☐ Issued for ATM program
- ☒ Other: Allocation of restricted stock units to CEO

3. Main Points of the Shareholders Register as of the Report Date:

(not populated in the provided source)

A copy of the updated shareholders register is attached according to section 130 of the Companies Law, 1999: *[מניה_isa.pdf]*

A copy of the updated registry of the corporation’s securities holders, including the options and BONDS holders register is attached: *[אופציה_isa.pdf]*

Authorized signatories for the corporation:

#	Name	Title
1	Adv. Adi Barkan Stern	Corporate Secretary

Explanation: According to regulation 5 of the Periodic and Immediate Reports Regulations (1970), a report filed under these regulations must be signed by authorized signatories of the corporation. The ISA staff's position can be found on the authority's website: [Click here](#)

Option Plan Description (from the free text field)

The option plan is based on a mechanism whereby, when options are exercised, shares are allocated to the exerciser only corresponding to the benefit value (the gap between the market price and the exercise price (cashless exercise)).

The calculation of the number of shares to be received upon exercise of the options, as detailed below, is based on the theoretical maximum assumption of full exercise of all options into company shares at the company share price determined as the benefit cap (for the 2023 plan, a cap price of NIS 113.58 per share; for the 2024 plan, a cap of NIS 85.75 average per share; for the 2025 option plan, a cap of NIS 156.80 per share). It is further emphasized that the above is under the theoretical assumption only, since the actual exercise shares that will be allocated will reflect the cash benefit embedded in the options at the exercise date, and will be lower.

Conversion ratios of options to shares are as follows:

- Warrant Series A, Plan 06/2023: 0.487
- Warrant Series A, Plan 06/2024: 0.250
- Warrants Series A & B, Plan 06/2025: 0.375

Abbreviated name: Clal Insurance Enterprises

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- Tel: 03-6387575, 03-6387577
- Fax: 03-6397011
- Email: ClalMishpatit@clal-ins.co.il

Signatory Name: Barkan Stern Adi

Position: Corporate Secretary

Employer: Clal Insurance Company Ltd.

- Address: 36 Raul Wallenberg St., Tel Aviv, P.O. Box 37070, 6136902
- Tel: 077-6387634
- Fax: 03-7965879
- Email: AdiBark@clal-ins.co.il

Previous names of the reporting entity: (not filled)

All corporate securities are listed for trading on the Tel Aviv Stock Exchange.