

CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

Registration number: 520036120

To:

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

Form number: T087 (Public)

Date transmitted on MAGNA: 21/12/2025

Reference: 2025-01-101585

Capital Status, Grant of Rights to Acquire Shares, and the Securities Registers of the Corporation 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:

Vesting of blocked share units - private allocation to the company's CEO

Explanation: Please briefly describe the nature of the change.

Reference Numbers of Previous Reports on the Subject:

_____, _____, _____.

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

Name and Class of Security	TASE Security Number	Amount in Registered Capital	Issued and Paid-up Capital	Latest Reported Quantity	Current Quantity	Quantity Registered in the Name of Nominee Company
Ordinary share, 1 NIS par value	224014	100,000,000		80,046,138	80,047,019	80,046,008
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
Government bonds Series 1	1193481	0		549,100,060	549,100,060	549,100,060
Government bonds Series 2	1193499	0		149,989,800	149,989,800	149,989,800
Government bonds Series 3	1201391	0		850,000,000	850,000,000	850,000,000
Clal Insurance RSU	1231869	0		10,572	9,691	0

Explanation: All securities of the company should be specified, including those not listed for trade.

2. The corporation announces that:

- On date: 21/12/2025
- There was a change in the quantity and registry of holders of the corporation's securities (including rights to acquire shares) as a result of:
 - Description of change: Vesting of blocked share units - private allocation to the CEO of the company

Explanation: Must provide all details of the transaction or action causing the change.

Section 1 - Details on the change

1. Registered holder affected by the change:

- Name: I.B.I. Trust Management
- Type of ID: Companies Registrar of Israel
- ID Number: 515020428
- Nature of change: Other - Vesting of blocked share units
- Change date: 18/12/2025
- Performed via stock exchange clearing: No
- Affected security name/type: Clal Insurance RSU
- Security number: 1231869
- Holder's securities balance in last report: 10,572
- Holder's balance after change: 9,691
- Total quantity increased/decreased: 881
- Is it a grant of rights to purchase shares: No
- Total consideration for securities allocated: _____
- Security number of shares resulting from exercising security: _____
- Amount of shares from exercise/full conversion: _____
- Total exercise proceeds from exercise/conversion: _____
- Period security can be exercised: _____ (From _____ to _____)
- Will the allocated securities be listed: _____
- The allocation is a continuation of: _____ published on _____, reference _____
- Security was fully paid in cash and consideration received: []
- Security was fully paid but consideration not fully received: []
- Issued for ATM program: []
- Other: [✓] - Vesting of blocked share units to CEO

2. Registered holder affected by the change:

- Name: Nominee Company of the Tel Aviv Stock Exchange Ltd.
- Type of ID: Companies Registrar of Israel
- ID Number: 515736817
- Nature of change: Other - Vesting of blocked share units
- Change date: 21/12/2025
- Performed via stock exchange clearing: Yes
- Affected security name/type: Ordinary share, 1 NIS par value
- Security number: 224014
- Holder's securities balance in last report: 80,045,127
- Holder's balance after change: 80,046,008
- Total quantity increased/decreased: 881
- Is it a grant of rights to purchase shares: No
- Total consideration for securities allocated: _____
- Security number of shares resulting from exercising security: _____
- Amount of shares from exercise/full conversion: _____
- Total exercise proceeds from exercise/conversion: _____
- Period security can be exercised: _____ (From _____ to _____)
- Will the allocated securities be listed: _____
- The allocation is a continuation of: _____ published on _____, reference _____
- Security was fully paid in cash and consideration received: []
- Security was fully paid but consideration not fully received: []
- Issued for ATM program: []
- Other: [✓] - The blocked share units were allocated to the CEO with no consideration, and vest gradually as detailed in the private placement report published on 24/10/2025, ref. 2025-01-079704. The CEO is required to hold the blocked share units and/or the resulting shares for at least two years from the allocation date via the trustee.

_Explanations:

1. If the change affects more than one security, the impact of the change should be detailed in a separate line for each security.
2. Date of change – all changes of the same type, in the same security, performed on the same day, are summed in one line.
Regarding this – distinguish between changes performed via the stock exchange clearing and those performed directly in the company's books.
3. For decreases indicate by adding the sign "-".
4. In all quantity fields, fill in the quantity of securities and not the par value in NIS._

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

No.	Registered Shareholder Name	Type of ID Number	ID Number	Security TASE Number	Type and Par Value of Shares	Shares Amount	Does Holder Hold as Trustee?
1	_____	_____	_____	_____	_____	_____	_____

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

[מניה_isa.pdf](#)

Alt: Attachment: Shareholders Registry (Hebrew filename)

5. Attached is an updated file containing all securities registers, including the register of option holders and bonds holders

[אופציה_isa.pdf](#)

Alt: Attachment: Options and Bonds Holders Registry (Hebrew filename)

Details of authorized signatories on behalf of the corporation:

No.	Name of Signatory	Role
1	Advocate Adi Barkan Stern	Company Secretary

Explanation: According to regulation 5 of the Periodic and Immediate Reports Regulations (1970), a report submitted under these regulations shall be signed by those authorized to sign on behalf of the corporation. Staff position available at the Authority's website: [Click here](#)

Additional Information:

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

Calculation of the number of shares underlying the option exercise, as detailed below, is performed under the maximum theoretical assumption of full exercise of all options to company shares, at a share price set as a cap for the benefit value (for the 2023 plan a cap price of 113.58 NIS per share has been set, for the 2024 plan an average cap of 85.75 NIS per share, and for the 2025 plan a cap of 156.80 NIS per share). It is emphasized that the above is only a theoretical assumption, as the actual allocated shares will reflect the true cash benefit embedded in the options at the exercise date and will be lower.

The following are the exercise ratios of the options to shares according to the above:

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

Previous document reference numbers on the subject (the mention does not constitute reference by way of incorporation):

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

Form structure update date: 06/08/2024

Short name: Clal Insurance Enterprises

Address: Raul Wallenberg 36, Tel Aviv, P.O. 37070 6136902
Phone: 03-6387575, 03-6387577
Fax: 03-6397011

Email: ClalMishpatit@clal-ins.co.il

Electronic signatory name:
Barkan Stern Adi
Role: Company Secretary
Company Name: Clal Insurance Company Ltd.

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

Previous names of the reporting entity: _____