

CLAL INSURANCE ENTERPRISES HOLDINGS LTD

Company Registry Number: 520036120

To: Israel Securities Authority | www.isa.gov.il

To: Tel Aviv Stock Exchange Ltd. | www.tase.co.il

Form Number: T087 (Public) **Filed on MAGNA:** 05/01/2026

Reference Number: 2026-01-001320

Statement of Capital, Grant of Rights to Purchase Shares and Securities Registry of the Corporation and Changes Therein

Regulation 31E to Securities Regulations (Periodic and Immediate Reports), 1970

Regulation 31(a) to Securities Regulations (Periodic and Immediate Reports), 1970

Regulation 31(b1) to Securities Regulations (Periodic and Immediate Reports), 1970

Regulation 32 to Securities Regulations (Periodic and Immediate Reports), 1970

Nature of the Change:

Lapse of options granted to employees who ended their employment with the company before the options vested, with no changes in the register.

Explanation: Briefly describe the nature of the change.

Previous Reference Numbers on the Subject:

_____, _____, _____.

1. The Corporation's Securities Situation after the Change:

Name and Type of Security	Security Number	Quantity in Registered Capital	Issued and Paid Up Capital (Last Reported / Current)	Quantity Recorded in Name of Registration Company
Ordinary share, 1 NIS par value	224014	100,000,000	80,047,019 / 80,047,019	80,046,008
Warrant A, Program 06/2023	1198647	0	425,957 / 425,957	0
Warrant A, Program 06/2024	1208552	0	1,286,805 / 1,286,805	0
Warrant A, Program 06/2025	1223080	0	130,000 / 130,000	0
Warrant B, Program 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
Clal Insurance RSU	1231869	0	9,691 / 9,691	0

Explanation: All company securities must be specified, including those not listed for trading.

2. The corporation notifies that:

From date: 01/10/2025 **To date:** 04/01/2026

- A change occurred only in the register of securities holders of the corporation (**without a change in the number of the corporation's securities**) as a result of:

Description of the Nature of the Change: Lapse of options granted to employees who ended their employment with the company before the options vested, under programs 2023,2024,2025, without changes in the register.

Explanation: Describe all details of the transaction or action resulting in a change in the register.

Details per Holder Affected by the Change:

4. Attached: [Shareholder Register file in line with Section 130 of the Companies Law, 1999](#)
Alt: PDF file with the shareholder register in accordance with Israeli Companies Law, 1999.
5. Attached: [Updated file of the corporation's securities registers, including the options and bondholder ledgers](#)
Alt: PDF file with updated registrar for the corporation's securities, including the options and bonds ledgers.

Details of Authorized Signatories on Behalf of the Corporation:

#	Signatory Name	Position
1	Adv. Adi Barkan Stern	Company Secretary

Explanation: According to Regulation 5 of the Periodic and Immediate Reports Regulations (1970), reports filed under these regulations must be signed by those authorized to sign on behalf of the corporation. Staff position can be found on the authority's website: [Click here](#)

Additional Explanations:

1. If the change affects more than one security, the impact of the change should be specified in a separate line for each security.
2. Change Date - all changes of the same type in the same security executed on one day shall be summarized in one row. For this matter - distinguish between changes made via the TASE clearing house versus those made directly in the company's books.
3. Negative change should have a "-" sign.
4. In all quantity fields, specify the number of securities, not NIS par value.

Option Plan Mechanism

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

The calculation of the number of shares from option exercise, as detailed below, is made under the maximal theoretical assumption of all options being exercised into company shares at the share price set as a ceiling for the benefit's value (for the 2023 program, a ceiling price of NIS 113.58 per share; for the 2024 program, an average ceiling price of NIS 85.75 per share; and for the 2025 options program, a ceiling price of NIS 156.80 per share). It is emphasized that the above is only a theoretical assumption, as the actual number of shares allocated will reflect the financial benefit embedded in the options at the exercise date, which will be lower.

The following are the option-to-shares exercise ratios as described above:

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

Additional Information

- **Reference Numbers of previous related documents (the mention does not constitute incorporation by reference):**
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Additional Footer Details

- **Securities of the corporation are listed for trading on the Tel Aviv Stock Exchange.**
- **Short Company Name:** CLAL INSURANCE ENTERPRISES HOLDINGS LTD
- **Address:** 36 Raul Wallenberg, Tel Aviv, P.O. Box 37070, Zip: 6136902
- **Phone:** 03-6387575 / 03-6387577
- **Fax:** 03-6397011
- **Email:** ClalMishpatit@clal-ins.co.il
- **Name of Electronic Filer:** Barkan Stern Adi
- **Position:** Company Secretary
- **Employer:** CLAL INSURANCE COMPANY LTD
- **Phone:** 077-6387634
- **Fax:** 03-7965879
- **Email:** AdiBark@clal-ins.co.il
- **Previous names of reporting entity:** (none listed)
- **Form structure update date:** 06/08/2024