

# DANYA CEBUS LTD. ("the Company")

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August 20, 2025

To:

Israel Securities Authority  
Via MAGNA

Tel Aviv Stock Exchange Ltd.  
Via MAGNA

Dear Sir/Madam,

**Subject: Immediate Report Regarding a Material Private Placement**

The Company is pleased to submit this immediate report in accordance with Regulation 21 of the Securities Regulations (Private Placement of Securities in a Listed Company), 2000 ("Private Placement Regulations") regarding a material private placement pursuant to the resolution of the Company's Board of Directors dated August 20, 2025.

**1. Identity of the Offerees**

The offeree is an entity from the Harel Group<sup>101</sup>, which are classified investors, as defined in Section 15A(b)(1) of the Securities Law, 1968 (hereinafter together and separately: "the Offeree").

The Offeree is expected to become an interested party in the Company as a result of the offer subject to this immediate report and is therefore a "related party" as defined in Section 270(5) of the Companies Law, 1999.

**2. Terms of the Offered Securities**

- **2.1** 1,216,546 ordinary shares of 1 NIS par value each (hereinafter: "Ordinary Share" or "Ordinary Shares", as applicable), which will be allotted to the Offeree in accordance with the terms detailed below (hereinafter: "the Offered Securities" or "the Allotted Shares"). After the allocation, the Allotted Shares will have identical rights to the existing ordinary shares in the Company's capital and will be allotted free and clear of any lien, attachment, pledge, or other third-party right, subject to the terms below. The Allotted Shares will constitute, after their allocation, 3.71% of the issued and paid-up share capital of the Company and of the voting rights in the Company (3.68% on a fully diluted basis).
- **2.2** The share price at which the Allotted Shares are offered is NIS 123.3 per Ordinary Share, for a total consideration of NIS 150,000,000.
- **2.3** On the day prior to the publication of this immediate report, the price per Ordinary Share of the Company on the Tel Aviv Stock Exchange Ltd. (hereinafter: "the Stock Exchange") was NIS 128.4. The ratio between the price per share at which the Allotted Shares are offered to the Offeree and the price per share on the Stock Exchange on the day prior to the publication of this report is approximately 96%.
- **2.4** The Allotted Shares will be registered in the name of Mizrahi Tefahot Registration Company Ltd. or another registration company that will replace it, through which all the Company's securities will be held, and from the date of their allocation, they will be equal in all respects to the existing ordinary shares in the Company's capital.

1,216,546 <sup>101</sup> shares allotted to the Israeli Equities Basket Partnership.

**3.** The Company's Issued Share Capital, the Quantity and Percentage of Holdings of the Offeree, Interested Parties in the Company, and the Total Holdings of Other Shareholders in the Issued and Paid-Up Capital and Voting Rights in the Company

**3.1** As of the date of the report, the Company's registered capital is 50,000,000 ordinary shares, its issued and paid-up capital is 31,574,605 ordinary shares, and its fully diluted issued capital is 31,860,841 ordinary shares.

**3.2** To the best of the Company's knowledge, the holdings of interested parties in the Company's shares, before and immediately after the allocation according to this report, are as detailed in Appendix A to this report.

**4.** Details of the Consideration and How It Was Determined

The consideration for the Allotted Shares was determined through negotiations between the Company and the Offeree and will be paid to the Company in cash concurrently with the allocation of the Allotted Shares.

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**5. Name of a Material Interested Party or Office Holder in the Company Who, to the Best of the Company's Knowledge, Has a Personal Interest in the Consideration and the Nature of Their Personal Interest**

To the best of the Company's knowledge, as of the date of this report, none of the material shareholders or office holders in the Company has a personal interest in the consideration for the allocation according to this report.

**6. Absence of Agreements Between the Offeree and Holders of the Company's Shares**

To the best of the Company's knowledge, as of the date of publication of this report, there are no agreements, whether written or oral, between the Offeree and holders of the Company's shares, or with others, regarding the purchase or sale of the Company's securities or regarding voting rights in the Company.

**7. Details of Any Restriction or Limitation on Transactions in the Offered Securities**

The Allotted Shares will be subject to restrictions under any law, including the Stock Exchange regulations and resale restrictions (lock-up provisions) as set forth in Section 15 of the Securities Law, 1968 and the regulations enacted thereunder.

**8. Required Approvals and Date of Allocation of the Offered Securities**

**8.1** The allocation of the Offered Securities is subject to the approval of the Stock Exchange for the listing for trading of the shares resulting from the exercise of the Offered Securities. Shortly after the publication of this immediate report, the Company will apply to the Stock Exchange for such approval.

**8.2** The Offered Securities will actually be allotted to the Offeree shortly after receiving the Stock Exchange approval as mentioned in Section 8.1 above.

Respectfully,

**DANYA CEBUS LTD.**

By:

Amir Doron, Chief Financial Officer

**Appendix A - Share Capital Table**

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Holder Name	Number and Percentage of Holdings in Capital and Voting Before the Allocation Subject of This Report				Number and Percentage of Holdings in Capital and Voting After the Allocation Subject of This Report			
	Number of Ordinary Shares		Percentage of Capital		Number of Ordinary Shares		Percentage of Capital	
			and Voting	and Voting (Fully Diluted)			and Voting	and Voting (Fully Diluted)
Africa Israel Investments <sup>(1)</sup>	21,612,899	68.45%	67.84%	21,612,899	65.91%	65.34%		
Ronen Ginzburg <sup>(2)</sup>	77,440	0.00%	0.24%	77,440	0.00%	0.23%		
CLAL INSURANCE ENTERPRISES HOLDINGS LTD.	2,617,174	8.29%	8.21%	2,617,174	7.98%	7.91%		
MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD. - Participating	1,237,477	3.92%	3.88%	1,237,477	3.77%	3.74%		
MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD. - Mutual Funds	360,738	1.14%	1.13%	360,738	1.10%	1.09%		
Harel Group	1,257,896	3.98%	3.95%	2,474,442	7.55%	7.48%		
Other Shareholders in the Company	4,697,217	14.22%	14.74%	4,697,217	13.69%	14.20%		

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(1) Controlling shareholder of the Company (2) CEO of the Company

**FOOTNOTE:**

<sup>101</sup> Note 101: Further details about the Harel Group and the Offeree.