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F.I.B.I. HOLDINGS LTD

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Registration Number: 520029026

To: Israel Securities Authority
To: Tel Aviv Stock Exchange Ltd.
Form Number: T121 (Public)
Transmitted via MAGNA: 21/09/2025
Israel Securities Authority: www.isa.gov.il
Tel Aviv Stock Exchange: www.tase.co.il
Reference: 2025-01-071423

Immediate Report for General Material Information

Explanation: Do not use this form when there is a form tailored to the reported event.

This reporting form is intended for material reports for which there is no suitable dedicated form.

Results of an issuance should be reported on form T20 and not on this form.

Reporting on bond ratings or corporate ratings should be submitted using form T125.

Nature of the Event:

Report regarding ISRAEL DISCOUNT BANK LTD. entering into an agreement to sell all its holdings in Israel Credit Card Company Ltd.

Reference numbers of previous reports on the subject: _____, _____, _____.

The First International Bank of Israel Ltd. (hereinafter: "the Bank") reported today (21 September 2025), that from a report published by ISRAEL DISCOUNT BANK LTD. (hereinafter: "Discount") on 19 September 2025, it appears that on that date Discount entered into an agreement with Union Investments and Development Ltd. and Harel Insurance Investments and Financial Services Ltd. (hereinafter together: "the Purchasers") for the sale of all of Discount's holdings in Israel Credit Card Company Ltd. (hereinafter: "ICC"). As of this date, Discount holds approximately 79% of the voting rights and approximately 71.8% of the equity rights in ICC, and the Bank holds approximately 21% of the voting rights and approximately 28.2% of the equity rights in ICC.

According to the main points of Discount's report:

1. In exchange for the sale of all of Discount's holdings in ICC, the Purchasers will pay Discount an amount of up to approximately NIS 2,873 million, which includes an immediate component of approximately NIS 2,694 million to be paid in full in cash at the time of completion of the transaction (hereinafter: "the Immediate Consideration" and "the Completion Date", respectively), which will take place shortly after all the conditions for completion detailed below are met. The Immediate Consideration will be adjusted for dividend distributions and certain transaction expenses, and after six months from the signing date will begin to bear interest at a rate set until the completion date.
2. Subject to meeting a threshold condition derived from ICC's business performance, a variable component dependent on ICC's business performance will be added to the Immediate Consideration, to be paid over a period of two years, for each of the years 2027 and 2028, up to approximately NIS 180 million (hereinafter: "the Contingent Consideration").
3. The final date for completion of the transaction will be six months from the signing date, which under certain conditions can be extended by an additional approximately four and a half months in total.
4. Completion of the transaction is subject to the fulfillment of conditions precedent set forth in the agreement, including obtaining a controlling shareholder permit (and holding, as applicable) from the Supervisor of Banks, approval from the Competition Commissioner, and approvals from third parties.
5. In light of the conditions precedent upon which the agreement is contingent, there is no certainty regarding the completion of the transaction or its timing, nor is there certainty regarding the fulfillment of the conditions for full or partial payment of the Contingent Consideration.

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According to the shareholders' agreement in ICC, between the Bank and Discount, the Bank holds various rights in connection with the Bank's holdings in ICC. As of the Bank's reporting date, the Bank has not yet received notice from Discount regarding Discount's entry into the aforementioned transaction. The Bank will consider its steps in connection with the transaction as stated, including in accordance with its rights under the shareholders' agreement.

For details regarding the Bank's holding in ICC, see pages 38-39 of the Board of Directors' report included in the company's quarterly report for the second quarter of 2025, as published by the company on 20 August 2025 (Reference number: 2025-01-061855).

Attached file: _____

The company is not a shell company as defined in the Stock Exchange regulations.

The date the corporation first became aware of the event: 21/09/2025
At: 13:20

Details of the authorized signatories on behalf of the corporation:

#	Name	Position
1	Yaakov Sit	CEO

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. The staff's position on the matter can be found on the Authority's website: [Click here](#).

Reference numbers of previous documents on the subject (the mention does not constitute incorporation by reference):

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

Form structure update date: 06/08/2024

Short name: F.I.B.I.

Address: 4 He Be'Iyar St., Tel Aviv-Yafo 6209302

Phone: 03-6950649

Fax: 03-6091753

Email: kobi@fibiholdings.co.il

Previous names of the reporting entity:

Electronic reporter name: Hanoach Ofer

Position: External Legal Advisor

Employer company name: Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co., Law Offices

Address:

Phone:

Fax:

Email: ofer@gkh-law.com