

F.I.B.I. Holdings Ltd.
(the Company)

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

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

Immediate Report on Transaction with Controlling Shareholder or Director Not Requiring General Meeting Approval

Summary of Main Points of the Transaction

On December 14, 2025, the Audit Committee, which also serves as the Compensation Committee, approved entering into Directors and Officers Insurance (hereinafter: the Policy), in accordance with Regulation 1B1 of the Companies Regulations (Reliefs in Transactions with Interested Parties), 2000 (hereinafter: the Reliefs Regulations) (and for this matter, the circumstances of the reliefs set forth in Regulations 1A1 and 1B(5) of the Reliefs Regulations also existed), through an Israeli insurer by joining a policy to be purchased by First International Bank of Israel Ltd. (hereinafter: the Bank), a subsidiary controlled by the Company, for itself, other companies in the Bank's group, and the Company (the Bank approved entering into the Policy on December 8, 2025). The aforesaid Policy applies to all officers of the Company, as have served and/or will serve in the Company from time to time, including the CEO and the directors, including officers who are controlling shareholders and/or their relatives and/or those for whom the controlling shareholders may have a personal interest in their inclusion in the insurance policy. The Policy was also approved in accordance with the Company's compensation policy for officers, according to which the purchase of directors' and officers' liability insurance, including by joining such a policy to be purchased by the Bank, under the conditions detailed in the compensation policy, does not require approval of the Company's general meeting, and may be approved solely by the Compensation Committee in accordance with the Reliefs Regulations.

The main terms of the approved Policy are: 12 months insurance period from January 1, 2026 until December 31, 2026; liability limits for the entire group – 120 million USD per claim or in aggregate (plus reasonable legal defense expenses above the liability limit); deductible of 350 thousand USD or 500 thousand USD for derivative suits or claims filed in the USA and Canada (the directors and officers do not bear the deductible themselves); insurance premiums for the entire group will not exceed 750 thousand USD for a 12-month period, so that the Company's share of the insurance premiums for the insurance period, which, according to the terms of the Company's compensation policy, stands at 10% of the premiums for the entire group, is expected to be up to 75 thousand USD for a 12-month period.

Summary of the Audit and Compensation Committee's Grounds for Approving the Transaction:

1.
Directors and Officers Liability Insurance is a common practice in companies of a similar size to that of the Company and is necessary for the Company's operations and to allow officers and directors to act freely in the Company's interest, taking into consideration the risk involved in the officers' activities in these areas.

2024-06-05

The activities of the company group, their scope, the company being a holding corporation of a banking corporation and a public company.

2.

In light of the above, the insurance premiums are reasonable under the circumstances for this type of insurance policy. The insurance policy terms reflect market conditions as of the date of renewal, and entering into it is not expected to have a material effect on the company's profitability, property or liabilities.

3.

Entering into a group policy allows the group to maintain or even expand coverage limits while reducing insurance premium costs.

4.

The allocation of insurance premiums among the group companies is in accordance with the compensation policy terms.

5.

The terms of the insurance policy for the company's CEO and for a controlling shareholder or their relative who are company officers, or for any officer in whom the controlling shareholder may have a personal interest in their inclusion in the insurance policy, are identical to the terms for the other company officers. The aforesaid insurance policy is made in the ordinary course of business, reflects market terms, and is not expected to have a material effect on the company's profitability, assets, or liabilities. In view of the above, entering into the insurance policy is in the company's interest and does not constitute a distribution within the meaning of the Companies Law.

Sincerely,

F.I.B.I. Holdings Ltd.

Signed by: Kobi Sit, the company's CEO