

HAREL INSURANCE INVESTMENTS & FINANCIAL SERVICES LTD

Registry Number: 520033986

To:

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

Form T121 (Public)

Filed via MAGNA: 30/12/2025

Reference: 2025-01-105049

The corporation has scheduled the publication of the report for 30/12/2025, 17:35.

Immediate Report Regarding Material General Information

Explanation: Do not use this form if a customized form exists for the reported event.

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

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

Reporting on the rating of bonds or rating of a corporation must be submitted using Form T125.

Nature of Event:

Engagement in a transaction that is not a "non-ordinary transaction"

Reference Numbers for Previous Reports on This Matter:

_____, _____, _____.

Main Announcement:

Harel Insurance Investments & Financial Services Ltd. (the "Company") is pleased to report as follows:

In January 2011, the Company entered into an agreement to receive architectural services from Mr. Miki Kornhauser, who is the brother of the wife of Mr. Yair Hamburger, the controlling shareholder and Chairman of the Board of Directors of the Company (the "Agreement" and/or the "Engagement"). The Agreement has been updated from time to time.

As part of the Agreement, Mr. Kornhauser provides ongoing architectural services to the Company and its subsidiaries, including within complex and large-scale projects of the Company. On December 28, 2025, and December 30, 2025, the Audit Committee and the Board of Directors of the Company, respectively, approved an addendum to the Agreement, according to which the term of the Engagement will be extended until December 31, 2026, and the monthly payment for architectural services shall remain at NIS 28,000. The provision in the Agreement that allows either party to terminate it by giving 60 days' advance notice remains unchanged, as do all other terms of the Agreement.

Pursuant to the provisions of Section 117(1a) of the Companies Law, 1999 (the "Companies Law"), the Audit Committee has determined that the Engagement, including the addendum, is within the ordinary course of the Company's business, at market terms, and its amount is not material to the Company. Accordingly, the Audit Committee has determined that the transaction is not to be considered a "non-ordinary transaction" as defined by the Companies Law. Therefore, and as per Section 270(1) of the Companies Law, the Engagement was approved by the Company's Audit Committee, and for the sake of caution, also by the Board of Directors.

Rationale of the Audit Committee and Board for approving the Engagement: The Engagement is in the ordinary course of the Company's business and at market terms. It is noted that the determination that the Engagement is at market terms is based, among other factors, on the fact that the compensation paid under the Agreement is at accepted market rates, according to price quotes received by the Company from leading architectural firms. The Agreement between the Company and Mr. Yair Hamburger's relative is a standard agreement for the provision of ongoing architectural services, as is common in large companies of the Company's type.

The monthly compensation paid under the Agreement is negligible for the Company and even negligible relative to the costs of projects in which the controlling shareholder's relative provides architectural services. Given that Mr. Kornhauser has accompanied the planning of the Company's main projects in Ramat Gan (Harel House and M.A.H House) for years, there is importance to the continuity and architectural consistency, which dictates the preference to continue the engagement with Mr. Kornhauser himself.

The compensation to be paid to Mr. Kornhauser during the period of engagement is reasonable and fair and is even lower than market rates. This Engagement is beneficial for the Company and in its best interests.

Attached File: _____

The company **is not** a shell company as defined in the TASE bylaws.

Date the corporation first became aware of the event: 30/12/2025 at 10:15

Authorized signatories for the corporation:

Name	Position
Gilad Shapira	Legal Advisor of the Company

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. Staff position on this can be found on the authority's website: [Click here](#).

The company's securities are registered for trading on the Tel Aviv Stock Exchange

Short name: Harel Investments

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Email: giladsh@harel-ins.co.il

Company website: www.harel-group.co.il

Former names of the reporting entity: Harel Insurance Investments and Finance Ltd., Harel Insurance Investments and Finance Ltd., Harel Insurance Investments Ltd., Harel Hamashmer Investments Ltd.

Electronic signatory: Shapira Dov Gilad

Position: Legal Advisor

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No images were present in the source document.