

Isracard Ltd.

Registration Number: 510706153

To: Israel Securities Authority
To: Tel Aviv Stock Exchange Ltd.
Form Number: T136 (Public)
Broadcasted on MAGNA: 10/08/2025
Israel Securities Authority Email: www.isa.gov.il
Tel Aviv Stock Exchange Email: www.tase.co.il
Reference: 2025-01-059198

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

Regulation 37A(5) of the Securities Regulations (Periodic and Immediate Reports), 2006

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

1. Hereby submitted is a report on the approval of a transaction in accordance with Regulation 1B1 of the Companies Regulations (Relief in Transactions with Interested Parties), 2000.
2. Date of transaction approval by the Board of Directors: 10/08/2025.
3. Summary of the main points of the transaction and the main reasons of the Board of Directors and Audit Committee for approving the transaction:

Following the company's immediate report regarding the completion of the investment agreement between the company and DELEK GROUP LTD. (as published on July 24, 2025 (Reference: 2025-01-055097)), the company is honored to announce that on August 10, 2025, the company's Compensation Committee approved the inclusion of directors and officers of the company, who are among the controlling shareholders of the company or their relatives and/or for whom the controlling shareholders have a personal interest in their terms of office and employment, serving and/or as will serve from time to time, in the company's directors and officers liability insurance policy/policies, as will exist from time to time, in accordance with the provisions of the company's compensation policy and Regulation 1B1 of the Companies Regulations (Relief in Transactions with Interested Parties), 2000 ("the Relief Regulations") for a period of three (3) years. For details regarding the existing insurance policies in the company, see section 6.1 of the 'Corporate Governance Report, Additional Details and Appendices to the Annual Report', attached to the company's periodic report for 2024 (as published on March 12, 2025 (Reference: 2025-01-016300)).

The Compensation Committee approved that the inclusion approval as stated is at market terms and is not expected to materially affect the company's profitability, assets, or liabilities. The summary of the considerations and reasons for approving the said decision, as stated in the Compensation Committee:

- Providing insurance coverage to directors and officers, including directors and officers among the controlling shareholders, is customary in public companies in Israel and is for the benefit of the company, as it enables directors and officers to properly fulfill their roles, considering the risks involved in the company's activities and the personal liability imposed on them by law as part of their actions as officers in the company;
- The terms of the directors and officers liability insurance policies, as purchased from time to time by the company, are determined by the insurers, after consultation with the company's external and independent insurance consultants, considering the insurance terms customary in the market, in terms of their cost and deductible amounts, as of the date of the decision to purchase directors and officers liability insurance of the required type and scope, and taking into account the company's needs, circumstances, exposures, and the complexity and scope of its activities;
- The insurance coverage may reduce the expected financial cost to the company if it indemnifies the directors and officers according to indemnity letters granted/to be granted to them, thereby protecting the company's assets and reducing its liabilities;
- The terms of the insurance policies, as will be purchased from time to time, are and will be identical and uniform for all directors and officers in the company (including directors and officers among the controlling shareholders);
- The insurances are purchased from external insurers and after consultation with insurance consultants, within the liability limits set in the compensation policy, are in

the ordinary course of the company's business, at market terms, and do not materially affect the company's profitability, assets, or liabilities. Also, any extension of the validity of the existing policy/policies and any engagement in new policy/policies will be made under terms consistent with those set for this matter in the company's existing compensation policy and as stated above;

- In light of all the above, the approval of the inclusion of directors and officers among the controlling shareholders or their relatives and/or directors and officers for whom the controlling shareholders have a personal interest in their terms of office and employment, serving and/or as will serve in the company from time to time, in liability insurance policies, as will be purchased by the company from time to time, is for the benefit of the company. Also, the approval of the inclusion as stated does not include a distribution and there is no reasonable concern that engagements in such policies will prevent the company from meeting its existing and expected obligations when due.

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4. Main points of the Government Companies Authority's opinion and main points of the decision of the Ministerial Committee for Privatization or details of the alternative under which the exemption was granted:

Explanation: To be filled if this is an exceptional transaction of a public company controlled by the government.

5. Attached file: _____

Details of the authorized signatories on behalf of the corporation:

	Name of Signatory	Position
1	Adv. Noa Naveh	Other EVP, Chief Legal Counsel
2	Adv. Yotam Kweller	Company Secretary _____

Explanation: According to Regulation 5 of the Periodic and Immediate Reports Regulations (1970), a report submitted under these regulations shall be signed by those authorized to sign on behalf of the corporation. Staff 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):

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

Form structure update date: 06/08/2024

Short name: Isracard

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Phone: 03-6895166

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Email: ykweller@isracard.co.il

Company website: <http://digital.isracard.co.il>

Previous names of the reporting entity:

Electronic reporter name: Kweller Yotam Hillel

Position: Company Secretary

Employer company name:

Address: Bar Kochva 12, Bnei Brak; 2025, 5112001

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