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# Isracard Ltd.

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**Registration Number:** 510706153

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**To:** Israel Securities Authority

**To:** Tel Aviv Stock Exchange Ltd.

**Form Number:** T136 (Public)

**Sent via MAGNA:** 13/08/2025

**Israel Securities Authority Website:** [www.isa.gov.il](http://www.isa.gov.il)

**Tel Aviv Stock Exchange Website:** [www.tase.co.il](http://www.tase.co.il)

**Reference:** 2025-01-059989

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

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

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**Reference numbers of previous reports on the subject:** \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_.

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1. Hereby submitted is a report on the approval of a transaction in accordance with Regulation 1B of the Companies Regulations (Relief in Transactions with Interested Parties), 2000.
2. Date of transaction approval by the Board of Directors: 12/08/2025.
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 and 12, 2025, the Compensation Committee and the Board of Directors of the company, respectively, approved the payment of annual compensation and participation compensation to directors who are controlling shareholders of the company or their relatives and/or to whom the controlling shareholders have a personal interest in the payment of compensation, serving and/or as will serve from time to time in the company.

The compensation will be paid to the aforementioned directors under the same terms as the annual compensation and participation compensation paid to the other directors in the company (including external directors and independent directors, but excluding the Chairman of the Board). The validity of the decision regarding directors who are controlling shareholders or their relatives will be for a period of three (3) years, and the validity of the decision regarding directors to whom the controlling shareholders have a personal interest in granting compensation and who are not controlling shareholders or their relatives will be for a period of six (6) years, in accordance with the decision of the company's Audit Committee that such period is reasonable under the circumstances.

In this context, it should be noted that the compensation of directors in the company (including external and independent directors, but excluding the Chairman of the Board) is determined in accordance with the Companies Regulations (Rules regarding Compensation and Expenses for External Directors), 2000 (the "Compensation Regulations"), inter alia, in such a way that the annual compensation component and the participation compensation component for each meeting are set at the maximum amount for an external director or an expert external director, as applicable, according to the company's capital tier as per the Compensation Regulations, as may be from time to time. Also, directors in the company who also serve in Premium Express Ltd. ("Premium Express"), are entitled, for their service as directors there (and as long as it is wholly owned by the company), to compensation that includes a participation compensation component for each meeting, where such compensation is set according to the 'fixed amount' in the Compensation Regulations and according to the tier of Premium Express as per those regulations, provided that the total compensation a director is entitled to in a calendar year for service in Premium Express does not exceed that set in the Companies Regulations (Matters Not Constituting Affiliation), 2007 (i.e., does not exceed the maximum annual compensation component for an external director or expert external director, as applicable, according to the company's tier as per the Compensation Regulations). For details regarding the compensation of directors in the company, see section 5 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)).

Summary of the considerations and reasons for approving the aforementioned decision, as stated in the Compensation Committee and Board of Directors:

- The compensation to be paid to the aforementioned directors is reasonable, fair, and customary, and matches the amounts in the Compensation Regulations, and is identical to the compensation paid to all directors serving in the company, including external and independent directors (excluding the Chairman of the Board);
- The compensation to be paid to the aforementioned directors does not include a "distribution" and there is no reasonable concern that approving such compensation will prevent the company from meeting its existing and expected obligations when due;
- The approval of the Compensation Committee and the Board of Directors for the aforementioned compensation was made in accordance with the requirements of the Companies Law, 1999 and the Relief Regulations and is consistent with the provisions of the company's compensation policy and the relevant Proper Banking Management directives of the Banking Supervision Department.

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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.*

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5. Attached file: \_\_\_\_\_
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**Details of the authorized signatories on behalf of the corporation:**

	<b>Name</b>	<b>Position</b>
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 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](#).*

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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:** Isracard

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**Email:** [ykweller@isracard.co.il](mailto:ykweller@isracard.co.il)

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

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**Previous names of the reporting entity:**

**Electronic reporter name:** Yotam Hillel Kweller

**Position:** Company Secretary

**Employer company name:**

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

**Phone:** 03-6895166

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*No images were present in the original document.*