



Image alt: Company logo or title

August 27, 2025

To:

Israel Securities Authority
Via MAGNA

Tel Aviv Stock Exchange Ltd.
Via MAYA

Dear Sir/Madam,

MEGA OR HOLDINGS LTD (the "Company")

Notice Regarding Consideration of Debt Raising by Publishing a Shelf Offering Report

The Company is pleased to announce that it is considering the possibility of expanding the series of debentures (Series 9, registered in the name of units of 1 NIS par value each of the Company (hereinafter: "Series 9 Debentures") listed for trading on the Tel Aviv Stock Exchange Ltd. (hereinafter: "the Stock Exchange") by way of expanding the Series 9 Debentures, according to a shelf offering report that the Company will publish (if it does) pursuant to the Company's shelf prospectus published on October 30, 2024, dated October 31, 2024 ¹⁰¹ (hereinafter: "the Expansion").

The Company intends to hold, on Thursday, August 28, 2025, a tender to receive early commitments from classified investors, for the unit price (as defined in the Securities Regulations (Manner of Offering Securities to the Public), 2007) with an early commitment fee at a rate of 0.4% of the total consideration to be received for the units for which they undertake to submit orders as part of the public tender according to the shelf offering report.

The terms of the Series 9 Debentures to be offered to the public (if and to the extent they are offered) are detailed in the trust deed for Series 9 Debentures, which was attached as an appendix to the shelf offering report published by the Company on February 20, 2020 ¹⁰², as amended on the same day. ¹⁰³

This is an unofficial AI generated translation of the official Hebrew version and has no binding force. The only binding version is the official Hebrew version. For more information, please review the legal disclaimer.

It should be clarified that the aforementioned expansion (if and to the extent it takes place) is subject to receiving all required approvals by law, which have not yet been received as of the date of this report, including, inter alia, approval of the Company's Board of Directors, approval of the Stock Exchange for listing the Series 9 Debentures to be issued (if issued), and receipt of the rating company's approval regarding the expansion of the Series 9 Debentures.

Nothing stated above constitutes a commitment by the Company to carry out the expansion and/or constitutes an offer or invitation to purchase securities.

Respectfully,

MEGA OR HOLDINGS LTD

By: Zachi Nachmias, Co-CEO and Director
and Chaim Onfelos, CFO

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Image alt: Symbol/footer

FOOTNOTE:

¹⁰¹ Reference number 2024-01-612749.

¹⁰² Reference number 2020-01-017595.

¹⁰³ Reference number 2020-01-017673.