

September 25, 2025

To:

Israel Securities Authority  
Via MAGNA

TEL AVIV STOCK EXCHANGE LTD  
Via MAGNA

Dear Sir/Madam,

**Subject: MELISRON LTD. (the "Company") - Signing of Agreement to Purchase Rights in the "Gold Mall" in Rishon LeZion**

The Company is pleased to announce that on September 25, 2025, an agreement (the "Agreement") was signed between it and companies from the Migdal Insurance Group, according to which, subject to the fulfillment of a suspensive condition of obtaining the approval of the Competition Authority (the "Suspensive Condition"), the Company will purchase from the Migdal Insurance Group and/or other owners in the real estate (the "Sellers") between 51% and 70% of the ownership rights in the real estate in which the "Gold Mall" in Rishon LeZion is located<sup>101</sup> (the "Real Estate" and the "Mall", respectively) as detailed below (so that after completion of the transaction, the Mall will be held by the Company and by companies from the Migdal Group), and in addition, the Company will hold all management rights and obligations of the Mall.

According to the provisions of the Agreement, the consideration for the purchase of 51% of the rights in the real estate is expected to amount to approximately NIS 818 million, plus VAT as required by law, which will be paid at the completion date, as well as an additional future consideration in connection with an area of approximately 7,000 square meters for lease, which is in the process of being converted for commercial use, which will be paid after it is leased and calculated based on the actual leasing results. In addition, the Company will bear the applicable purchase tax.

Within the framework of the Agreement, the Company will be granted an option for a period of five years to purchase from Migdal an additional 9% of the rights in the real estate, which will come into effect upon the fulfillment of conditions set in the Agreement and no later than 20 months from the completion date, for consideration to be determined according to an appraisal to be conducted at the time of exercising the option, subject to adjustments set in the Agreement, thereby reaching a holding of 60% in the real estate (the "Option").

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Alternatively, if at the completion date the purchase of the rights is made from Migdal only, the Company and Migdal will act to purchase additional rights in the real estate so that after such purchase, the Company's holding in the real estate will be 70%.

Additionally, the Agreement includes provisions regarding the parties' rights in the real estate and the operation of the joint venture, arrangements regarding the allocation of certain expenses, payments to the Company for services, as well as customary provisions, inter alia, regarding decision-making processes and the Company's authorities in managing the Mall.

It should be noted that the Gold Mall is one of the oldest and most well-known malls in Israel, built on an area of approximately 26.8 dunams with a built-up area for lease of approximately 34,700 square meters.

**It is emphasized that the completion of the transaction is subject to the fulfillment of the Suspensive Condition as mentioned above (approval of the Competition Authority), which as of this date has not yet been received. It should also be noted that the final scope of the rights to be purchased by the Company as part of the transaction, as well as the timing and terms of the purchase of some of the rights and the consideration, are not final, and depend, among other things, on arrangements with third parties and the timing of the exercise of the option granted to the Company and/or the alternative mechanism to the option. Therefore, as of this date, there is no certainty whether the transaction under the Agreement will be completed, nor is there certainty regarding the final scope of the transaction, the timing of the purchase of the rights within it, and its final terms.**

Respectfully,  
MELISRON LTD.

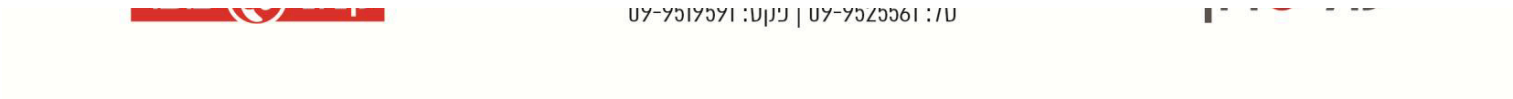
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Signed by:

Mr. Oren Hellinger, CFO, and Ms. Inbal Zakai-Horev, Head of Company Staff and Company Secretary

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Alt: MELISRON Logo

**FOOTNOTE:**

<sup>101</sup> Except for rights in stores owned by private parties, totaling approximately 3,300 square meters, out of a total of approximately 34,700 square meters of built-up area for lease.