

MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD.

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Registration Number: 520029984

To: Israel Securities Authority To: Tel Aviv Stock Exchange Ltd. Form Number: T087 (Public)
Filed on MAGNA: 01/09/2025 ISA Website: www.isa.gov.il TASE Website: www.tase.co.il
Reference: 2025-01-065932

Capital Structure, Grant of Rights to Purchase Shares, and Registers of the Corporation's Securities and Changes Therein

Regulation 31E of the Securities Regulations (Periodic and Immediate Reports), 1970
Regulation 31(a) of the Securities Regulations (Periodic and Immediate Reports), 1970
Regulation 31(b1) of the Securities Regulations (Periodic and Immediate Reports), 1970
Regulation 32 of the Securities Regulations (Periodic and Immediate Reports), 1970

Nature of the Change:

A private offering of warrants not listed for trading to an office holder and expiration of warrants.

Explanation: Please briefly describe the nature of the change.

Reference numbers of previous reports on the subject:

_____, _____, _____.

1. The Corporation's Securities Position After the Change:

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Name and Type of Security	Security Number on TASE	Quantity in Registered Capital	Issued and Paid-Up Capital	Quantity Registered in the Name of the Registration Company
Ordinary Share 0.01	1081165	1,500,000,000	Last Report: 1,057,658,918 Current: 1,057,658,918	1,053,873,497
Warrants for Office Holders in the Company and its Subsidiaries	1197730	0	Last Report: 9,868,915 Current: 9,613,629	0

Explanation: All securities of the company must be detailed, including securities not listed for trading.

2. The Corporation Announces That:

From date: 31/08/2025 to date: 01/09/2025

A change occurred in the quantity and register of holders of the corporation's securities (including rights to purchase shares) as a result of:

Description of the Nature of the Change:

Allocation of 226,026 warrants not listed for trading to an office holder according to a private allocation report published on 21 August 2025 (Reference: 2025-01-062314) (the "Allocation Report"), and expiration of 481,312 warrants not listed for trading.

Explanation: Please describe all details of the transaction or action that caused the change in the corporation's securities.

Section 1

1. Name of registered holder affected by the change: I.B.I. Trust Management

- Type of identification number: Number in the Israeli Companies Registrar
- Identification number: 515020428
- Nature of the change: Expiration
- Date of change: 01/09/2025
- Executed via TASE clearing house: No
- Type and name of security affected: Warrants for office holders in the company and its subsidiaries
- Security number on TASE: 1197730
- Holder's balance in the security in the last report: 9,868,915
- Holder's balance in the security after the change: 9,387,603
- Total quantity of securities decreased/increased: 481,312
- Is this a grant of rights to purchase shares: No
- Total consideration for allocated securities: _____
- Security number on TASE of the share resulting from exercise: _____
- Number of shares resulting from full exercise/conversion: _____
- Total additional proceeds from full exercise/conversion: _____
- Period in which the security can be exercised: _____
- From date: _____ to date: _____
- Allocated securities will be listed for trading: _____
- Allocation of these securities is further to: _____ published on _____, reference number: _____
- Other: Expiration of warrants

2. Name of registered holder affected by the change: I.B.I. Trust Management

- Type of identification number: Number in the Israeli Companies Registrar
- Identification number: 515020428
- Nature of the change: Private allocation
- Date of change: 31/08/2025
- Executed via TASE clearing house: No
- Type and name of security affected: Warrants for office holders in the company and its subsidiaries
- Security number on TASE: 1197730
- Holder's balance in the security in the last report: 9,387,603
- Holder's balance in the security after the change: 9,613,629
- Total quantity of securities decreased/increased: 226,026

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- Is this a grant of rights to purchase shares: Yes
- Total consideration for allocated securities: 0
- Security number on TASE of the share resulting from exercise: 1081165
- Number of shares resulting from full exercise/conversion: 226,026
- Total additional proceeds from full exercise/conversion: As detailed in section 3 of the allocation report.
- Period in which the security can be exercised: As detailed in section 3 of the allocation report.
- From date: _____ to date: _____
- Allocated securities will be listed for trading: No
- Allocation of these securities is further to: Private offering report published on 21/08/2025, reference number: 2025-01-062314
- The security was fully paid and the consideration was fully received.

Explanations:

1. If the change affects more than one security, the effect of the change must be detailed in a separate row for each security.
2. Date of change – all changes of the same type, in the same security, made on one day, will be summarized in one row. For this purpose – changes made through the TASE clearing house must be separated from changes made directly in the company's books.
3. The change – for a decrease, add the sign "-".
4. In all quantity fields, the quantity of securities must be filled in, not the par value in NIS.

A change occurred only in the register of holders of the corporation's securities (without a change in the quantity of the corporation's securities) as a result of:

Description of the Nature of the Change:

Explanation: Please describe all details of the transaction or action that caused the change in the register.

Section 2

1. Name of registered holder affected by the change: _____
 - Type of identification number: _____
 - Identification number: _____
 - Date of change: _____
 - Executed via TASE clearing house: _____
 - Type and name of security affected: _____
 - Security number on TASE: _____
 - Quantity of change: _____
 - Holder's balance in the security after the change: _____

3. Main Shareholder Register as of the Reporting Date:

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No.	Name of Registered Shareholder	Type of Identification Number	Identification Number	Security Number on TASE	Type and Par Value of Shares	Number of Shares	Holds Shares as Trustee
1	The Registration Company of the Tel Aviv Stock Exchange Ltd.	Number in the Israeli Companies Registrar	515736817	1081165	Ordinary 0.01 NIS	1,053,873,497	No

4. Attached is a file of the shareholder register in accordance with Section 130 of the Companies Law, 1999

[marsham_neyarot_erech_isa.pdf](#)

5. Attached is an updated file of the corporation's securities registers, including the register of warrant holders and the register of bond holders

[marsham_neyarot_erech_isa.pdf](#)

Details of the Authorized Signatories on Behalf of the Corporation:

No.	Name of Signatory	Position
1	Adv. Sarit Perlmutter Sugarman	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](#).

Note:

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The field "Holder's balance in the security in the last report" for holder number 2 reflects the holdings after the change detailed for holder number 1.

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

Short Name: MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD.

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Previous names of the reporting entity: MIGDAL INSURANCE HOLDINGS LTD.

Name of electronic reporter: Noam Havilich Position: Chief Legal Counsel Employer: Migdal Insurance Company Ltd. Address: 4 Eyal St., Petah Tikva 4951229 Phone: 076-8868101 Email: noamhau@migdal.co.il