

MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD.

MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD.

Registration Number: 520029984

To: Israel Securities Authority To: Tel Aviv Stock Exchange Ltd. Form Number: T049 (Public)
Transmitted via MAGNA: 28/09/2025 Website: www.isa.gov.il Website: www.tase.co.il
Reference: 2025-01-072392

Immediate Report on Meeting Results

Regulation 36D of the Securities Regulations (Periodic and Immediate Reports), 1970

Regulation 13 of the Securities Regulations (Transaction between a Company and its Controlling Shareholder), 2001

Regulation 22 of the Securities Regulations (Private Offering of Securities in a Listed Company), 2000

Explanation: This form is used to report all types of meetings.

Clarification: This form must be completed for each type of security for which a notice of meeting (T-460) was published.

1. Meeting Reference Number: 2025-01-062307

Security number on the stock exchange that entitled the holder to participate in the meeting: 1081165

Name on the stock exchange of the entitled security: MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD. 0.01 NIS

At the meeting, a special meeting, which convened on 28/09/2025, for which a notice was published in the form with reference 2025-01-062307, the following topics and decisions were on the agenda:

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Explanation: The topics must be listed in the order they appeared in the last T460 form published in connection with the said meeting.

No.	Agenda Item Number (per T460)	Details on the Topic	Summary of the Decision	The Meeting Decided
1	1	Summary of the topic: Approval of the reappointment of Mr. Shlomo Handel as an external director for an additional three-year term.		
Type of majority required for approval: Not a regular majority				
Classification of decision according to sections of the Companies Law (except sections 275 and 320(f)): Appointment/extension of term of an external director as stated in sections 239(b) or 245 of the Companies Law				
Is this a transaction with a controlling shareholder: No				
Transaction between the company and its controlling shareholder as stated in sections 275 and 320(f) of the Companies Law.				

No.	Agenda Item Number (per T460)	Details on the Topic	Summary of the Decision	The Meeting Decided
Type of transaction/subject for vote: _____	To approve the reappointment of Mr. Shlomo Handel as an external director in the company for a third and final term of three years, starting on 22 September 2025.	Approve		
2	2	Summary of the topic: Renewal of the employment terms of Mr. Israel Eliyahu as Chairman of the Board of Directors in the subsidiary, MIGDAL CAPITAL MARKETS (1965) L.T.D		
Type of majority required for approval: Not a regular majority				
Classification of decision according to sections of the Companies Law (except sections 275 and 320(f)):				

No.	Agenda Item Number (per T460)	Details on the Topic	Summary of the Decision	The Meeting Decided
Declaration: No suitable field for classification				
Is this a transaction with a controlling shareholder: Yes				
Transaction between the company and its controlling shareholder as stated in sections 275 and 320(f) of the Companies Law.				
Type of transaction/subject for vote: Terms of office and employment of a relative of the controlling shareholder	To approve the renewal of the terms of office and employment of Mr. Israel Eliyahu as Chairman of the Board of Directors in the subsidiary, MIGDAL CAPITAL MARKETS (1965) L.T.D.	Approve		
3	3	Summary of the topic: Extension of the validity of indemnification and exemption letters granted to office holders who are the controlling		

No.	Agenda Item Number (per T460)	Details on the Topic	Summary of the Decision	The Meeting Decided
		shareholder and his relative		
Type of majority required for approval: Not a regular majority				
Classification of decision according to sections of the Companies Law (except sections 275 and 320(f)): Declaration: No suitable field for classification				
Is this a transaction with a controlling shareholder: Yes				
Transaction between the company and its controlling shareholder as stated in sections 275 and 320(f) of the Companies Law.				
Type of transaction/subject for vote: Indemnification, exemption and/or insurance	To approve the extension of the validity of the indemnification and exemption from liability letters granted to Mr. Shlomo Eliyahu, who serves as a director in the company and is	Approve		

No.	Agenda Item Number (per T460)	Details on the Topic	Summary of the Decision	The Meeting Decided
	its controlling shareholder, as well as to Mr. Israel Eliyahu, who serves as an office holder in the company's subsidiaries.			
4	4	Summary of the topic: Approval of granting director compensation to Mr. Israel Eliyahu for his service as Chairman of the Nostro Investment Committee of MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD.		
Type of majority required for approval: Not a regular majority				
Classification of decision according to sections of the Companies Law (except sections 275 and 320(f)):				

No.	Agenda Item Number (per T460)	Details on the Topic	Summary of the Decision	The Meeting Decided
Declaration: No suitable field for classification				
Is this a transaction with a controlling shareholder: Yes				
Transaction between the company and its controlling shareholder as stated in sections 275 and 320(f) of the Companies Law.				
Type of transaction/subject for vote: Terms of office and employment of a relative of the controlling shareholder	To approve the granting of director compensation to Mr. Israel Eliyahu for his service as Chairman of the Nostro Investment Committee at MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD.	Approve		

Details of votes on decisions where the required majority is not a regular majority:

1. Summary of the topic: Approval of the reappointment of Mr. Shlomo Handel as an external director for an additional three-year term

- The meeting decided: Approve
- The decision concerns: _____

	Quantity	Votes For	Votes Against
Total voting rights	1,057,772,818		
Shares/securities that participated in the vote	904,894,923		
Shares/securities counted for voting	904,894,923	Quantity: 901,786,140 Percentage: 99.66%	Quantity: 3,108,783 Percentage: 0.34%
Shares/securities that participated in the vote and were not classified as having a personal interest (1)	410,059,872	Quantity: 406,951,089 Percentage (2): 99.24%	Quantity: 3,108,783 Percentage (2): 0.76%

- General: The percentage is always relative to the "Quantity" column in the same row.
- (1) The number of shares/securities that participated in the vote and were not classified as shares whose holders have a personal interest or shares held by the controlling shareholder, and for the appointment of external directors, are not considered to have a personal interest in the approval of the appointment, except for a personal interest not resulting from connections with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction out of the total voters who do not have a personal interest in the transaction / are not controlling shareholders or have a personal interest in the approval of the appointment, except for a personal interest not resulting from connections with the controlling shareholder.
- Percentage of votes for approval of the transaction out of the total voters who are not controlling shareholders of the company / do not have a personal interest in the approval of the decision: 99.24%
- Percentage of voters against out of the total voting rights in the company: 0.29%
- Explanation: _____
- The company classified a shareholder who voted against the transaction as having a personal interest: No
- The company classified a shareholder not according to the classification he classified himself: No

2. Summary of the topic: Renewal of the employment terms of Mr. Israel Eliyahu as Chairman of the Board of Directors in the subsidiary, MIGDAL CAPITAL MARKETS (1965) L.T.D

- The meeting decided: Approve
- The decision concerns: Terms of office and employment of a relative of the controlling shareholder

	Quantity	Votes For	Votes Against
Total voting rights	1,057,772,818		
Shares/securities that participated in the vote	904,894,923		
Shares/securities counted for voting	904,894,923	Quantity: 888,442,377 Percentage: 98.18%	Quantity: 16,452,546 Percentage: 1.82%
Shares/securities that participated in the vote and were not classified as having a personal interest (1)	410,059,872	Quantity: 393,607,326 Percentage (2): 95.99%	Quantity: 16,452,546 Percentage (2): 4.01%

- Percentage of votes for approval of the transaction out of the total voters who are not controlling shareholders of the company / do not have a personal interest in the approval of the decision: 95.99%
- Percentage of voters against out of the total voting rights in the company: 1.56%
- Explanation: _____
- The company classified a shareholder who voted against the transaction as having a personal interest: No
- The company classified a shareholder not according to the classification he classified himself: No

3. Summary of the topic: Extension of the validity of indemnification and exemption letters granted to office holders who are the controlling shareholder and his relative

- The meeting decided: Approve
- The decision concerns: Indemnification, exemption and/or insurance

	Quantity	Votes For	Votes Against
Total voting rights	1,057,772,818		
Shares/securities that participated in the vote	904,894,923		
Shares/securities counted for voting	904,625,106	Quantity: 903,681,318 Percentage: 99.90%	Quantity: 943,788 Percentage: 0.10%
Shares/securities that participated in the vote and were not classified as having a personal interest (1)	409,790,055	Quantity: 408,846,267 Percentage (2): 99.77%	Quantity: 943,788 Percentage (2): 0.23%

- Percentage of votes for approval of the transaction out of the total voters who are not controlling shareholders of the company / do not have a personal interest in the approval of the decision: 99.77%
- Percentage of voters against out of the total voting rights in the company: 0.09%
- Explanation: The difference between the "shares/securities that participated in the vote" and the "shares/securities counted for voting" columns is due to the neutralization of abstaining votes.
- The company classified a shareholder who voted against the transaction as having a personal interest: No
- The company classified a shareholder not according to the classification he classified himself: No

4. Summary of the topic: Approval of granting director compensation to Mr. Israel Eliyahu for his service as Chairman of the Nostro Investment Committee of MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD.

- The meeting decided: Approve
- The decision concerns: Terms of office and employment of a relative of the controlling shareholder

	Quantity	Votes For	Votes Against
Total voting rights	1,057,772,818		
Shares/securities that participated in the vote	904,894,923		
Shares/securities counted for voting	904,894,923	Quantity: 904,894,773 Percentage: 100%	Quantity: 150 Percentage: 0%
Shares/securities that participated in the vote and were not classified as having a personal interest (1)	410,059,872	Quantity: 410,059,722 Percentage (2): 100%	Quantity: 150 Percentage (2): 0%

- Percentage of votes for approval of the transaction out of the total voters who are not controlling shareholders of the company / do not have a personal interest in the approval of the decision: 100%
- Percentage of voters against out of the total voting rights in the company: 0%
- Explanation: _____
- The company classified a shareholder who voted against the transaction as having a personal interest: No
- The company classified a shareholder not according to the classification he classified himself: No

3. Details of voters at the meeting who are institutional, interested parties, or senior office holders:

TXT file: [49_2025-01-062307.txt](#)

Note: Further to the notice to corporations, use the "Vote Results Processing" tool, which can assist in producing the required details for reporting. The responsibility for the accuracy and completeness of the details according to the law lies solely with the reporting corporation.

The "Vote Results Processing" tool can be downloaded from the Authority's website: [here](#)

4. This report is submitted following the detailed report(s) below:

Report	Publication Date	Reference Number
Original	21/08/2025	2025-01-062307

Details of the authorized signatories on behalf of the corporation:

No.	Name of Signatory	Position
1	Adv. Noam Hauzlich	Other Main Legal Advisor

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](#)

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

Short name: MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD.

Address: 4 Af'al St., Petah Tikva 4951229 Phone: 076-8868962, 076-8868959 Fax: 03-9238988 Email: migdalhold@migdal.co.il Company website: www.migdal.co.il

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

Name of electronic signatory: Noam Hauzlich Position: Main Legal Advisor Employer company name: MIGDAL INSURANCE COMPANY LTD.

Address: 4 Af'al St., Petah Tikva 4951229 Phone: 076-8868101 Email: noamhau@migdal.co.il

Form structure update date: 06/08/2024

Glossary:

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- controlling shareholder
- regarding
- commercial papers
- par value
- security
- warrant
- warrants
- results
- partnership
- technology
- ordinary share
- dividend
- agorot
- Participating unit

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