

# O.Y. NOFAR ENERGY LTD

Registered Number: 514599943

## To:

- Israel Securities Authority ([www.isa.gov.il](http://www.isa.gov.il))
- Tel Aviv Stock Exchange Ltd ([www.tase.co.il](http://www.tase.co.il))

Form No.: T087 (Public) Transmitted via MAGNA: 04/12/2025 Reference: 2025-01-096528

## Statement of Capital, Granting Rights to Purchase Shares, and Registries of the Corporation's Securities and Their Changes

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

### Nature of the change:

Results of an exchange tender offer

**Explanation:** Briefly describe the nature of the change

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

### 1. The corporation's securities allocation after the change:

Name & Type of Security	Security No.	Quantity in registered capital	Quantity in last report	Current quantity	Quantity registered under the Registration Company
Nofar Ordinary Share	1170877	50,000,000	35,543,916	38,080,153	38,080,153
Nofar Energy Bond 1	1179340	290,868,638.16	290,868,638.16	290,868,638.16	290,868,638.16
Nofar Energy Bond 2	1198035	499,993,000	499,993,000	25,930,054	25,930,054
Nofar Energy Bond 3	1198043	803,054,950	803,054,950	803,054,950	803,054,950
Nofar Energy Bond 4	1211416	756,289,369.25	756,289,370	1,095,244,377	1,095,244,377
Nofar Employee Warrants	1190255	0	1,486,589	1,486,589	0
Restricted Share Units (RSU)	1232891	0	1,777,191	1,777,191	0

**Explanation:** All securities of the company should be listed, including securities not listed for trading.

## 2. The corporation hereby notifies:

On the date: 04/12/2025

There has been a change in the quantity and in the registry of holders of securities (including rights to purchase shares) of the corporation as a result of:

**Description of the nature of the change:** Completion of the exchange tender offer for the company's convertible BONDS (Series 2), in exchange for the company's ordinary shares without par value and the company's BONDS (Series 4) by way of expanding an existing series, as detailed in the company's shelf proposal report (which also serves as the exchange tender offer specification) by way of an exchange tender offer dated November 18, 2025, as completed on November 27, 2025 (reference numbers: 2025-01-088683 and 2025-01-093891, respectively), and in the results report published by the company on December 2, 2025 (reference number: 2025-01-095797).

**Explanation:** The full details of the transaction or action causing the change in the corporation’s securities should be described.

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[Change Sections - Impact by Holder (summarized)]

1. Holder Name: The Registration Company of Tel Aviv Stock Exchange Ltd

- ID number: 515736817 (Israel Corporate Registrar)
- Nature of change: Public offering
- Date of change: 04/12/2025
- Change performed through TASE clearing house: Yes
- Security: Nofar Ordinary Share (No. 1170877)
- Balance before: 35,543,916
- Balance after: 38,080,153
- Net change: 2,536,237
- Is this a grant of rights to purchase shares? No
- Security was fully paid and consideration received.

2. Holder Name: The Registration Company of Tel Aviv Stock Exchange Ltd

- ID number: 515736817 (Israel Corporate Registrar)
- Nature of change: Public offering
- Date of change: 04/12/2025
- Change performed through TASE clearing house: Yes
- Security: Nofar Energy Bond 4 (No. 1211416)
- Balance before: 756,289,370
- Balance after: 1,095,244,377
- Net change: 338,955,007
- Is this a grant of rights to purchase shares? No
- Security was fully paid and consideration received.

**3. Holder Name: The Registration Company of Tel Aviv Stock Exchange Ltd**

- ID number: 515736817 (Israel Corporate Registrar)
- Nature of change: Withdrawal of securities
- Date of change: 04/12/2025
- Change performed through TASE clearing house: Yes
- Security: Nofar Energy Bond 2 (No. 1198035)
- Balance before: 499,993,000
- Balance after: 25,930,054
- Net change: -474,062,946
- Is this a grant of rights to purchase shares? No
- Other: Withdrawal of securities as a result of the exchange tender offer.

**Explanations:**

- If the change affects more than one security, the specific impact on each security must be detailed separately.
- Date of change: for all changes of the same type in the same security on the same day, summarize in one line. For this matter – distinguish between changes via the clearing house and changes made directly in the company's records.
- For reductions, mark with a "-".
- All quantity fields should specify number of securities (not NIS par value).

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**3. Main shareholders registry at the date of this report:**

No.	Registered Shareholder Name	ID Type	ID Number	Security No.	Class & Nominal Value	Number of Shares	Is Nominee?
1	The Registration Company of TASE Ltd	Israel Corporate Registrar	515736817	1170877	Nofar Ordinary Share	38,080,153	No

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4. Attached:

File: Updated shareholder registry in accordance with section 130 of the Companies Law, 1999

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5. Attached:

File: Updated registry of the corporation’s securities, including the options and BONDS holders registries  
[Register\_of\_Shareholders\_\_isa.pdf](G:\Shared drives\תוצאות 87ת - 20205-12-04\2025\מיידים\משפטי\דיווחים  
הנפקה\מרשם\_בעלי\_מניות\_\_isa.pdf)

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Details of authorized signatories on behalf of the corporation:

No.	Name	Role
1	Ofer Yanai	CEO and Director
2	Nir Peleg	VP Finance

**Explanation:** In accordance with Regulation 5 of the Periodic and Immediate Reports Regulations (1970), a report submitted under these regulations is to be signed by the corporation's authorized signatories. For staff’s position paper, see the ISA website: [click here](#).

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**Previous names of reporting entity:** None

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Contact Details:

- Short Name: Nofar Energy
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- Website: [www.nofar-energy.com](http://www.nofar-energy.com)

Electronic reporter's name: Yanai Ofer Yosef

Position: Acting CEO and Director

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Notes:

- All company securities are registered for trading on the Tel Aviv Stock Exchange.
- Last update of form structure: 06/08/2024

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