

**One Technologies Software Ltd.
(the Company)**

To: The Israel Securities Authority via the Magna system

To: The Tel Aviv Stock Exchange Ltd. via the Maya system

Immediate Report Regarding a Material Private Placement

Following the immediate report of the Company dated 22 December 2025 (reference number: 2025-01-101826), the Company is honored to hereby announce, according to the Securities Regulations (Private Placement of Securities in a Listed Company), 2000 (Private Placement Regulations), the decision of the Company's Board of Directors on 21 December 2025 to allocate to the investors listed below (the offerees) a total of 1,933,702 ordinary shares of the Company (the offered shares). Below are details regarding the allocation of the offered shares (the allocation), according to the Private Placement Regulations:

1.

The Offerees

Below are the names of the offerees and the quantity of the offered shares allocated to each of them:

	Name of Offeree	Number of ordinary shares	Consideration in NIS	Whether an interested party in the Company as defined in Section 270(5) of the Companies Law, 1999 (the Companies Law)
	Harel Insurance Investments and Financial Services Ltd. – Provident Funds*	555,000	50,227,500	Yes ¹
	Harel Insurance Investments and Financial Services Ltd. – Nostro*	57,635	No	
	Meitav Provident and Pension, Israeli Equity Index ETF	332,000	30,046,000	No
	Mor Provident and Pension Ltd.	331,492	30,000,026	Yes ²
	Migdal Insurance Holdings and Financial Services Ltd. – Participating*	193,300	17,493,650	No
	HAZAVIM LONG, LP	82,873	7,500,007	No
	HAZAVIM VALUE, LP	22,100	2,000,050	No
	Chatzavim Limited Partnership	27,624	2,499,970	No
	Amatrine Limited Partnership	91,713	8,300,027	No
	Amatrine 2 Limited Partnership	13,260	1,200,030	No

¹ Controlling shareholders: Yair Hamburger, ID 007048671; Gideon Hamburger, ID 007048663; Nurit Manor, ID 051171312. The holdings of the controlling shareholders in the company are mainly through G.Y.N. Economic Consulting and Investment Management 2017 Limited Partnership (partnership number 550272587) (G.Y.N. Partnership). The partnership is fully owned and controlled by the controlling shareholders, who hold it as limited partners through private companies fully owned by them, as well as the general partner in the G.Y.N. Partnership.

² As of the report date, Mr. Shlomo Eliyahu is the ultimate controlling shareholder of the company and holds 45.50% of the issued and paid-up share capital of the company [share capital], as described below: Eliyahu Issuances Ltd. holds 58.13% of the share capital and Gan Ha'ir Project Ltd. holds 6.15% of the share capital. Eliyahu Issuances Ltd. is wholly owned by Eliyahu 1959 Ltd. To the best of the company's knowledge, the shareholders of Eliyahu 1959 Ltd. are: Mr. Shlomo Eliyahu, holding 25.14% of the capital and 98% of the management shares; Mrs. Chaya Eliyahu, holding 0.02% of the capital and 2% of the management shares; Shlomo Eliyahu Holdings Ltd., holding 61.7% of the capital; and Achim Eliyahu Trust and Investment Ltd., holding 13.14% of the capital. The shareholders of Shlomo Eliyahu Holdings Ltd. are Mr. Shlomo Eliyahu, holding 83.31%, and Mrs. Chaya Eliyahu, holding 16.69%. The sole shareholder of Achim Eliyahu Trust and Investment Ltd. is Shlomo Eliyahu Holdings Ltd., whose shareholders are Mr. Shlomo Eliyahu and Mrs. Chaya Eliyahu, as detailed above. Gan Ha'ir Project Ltd. is wholly owned by Mr. Shlomo Eliyahu.

Name of offeree	Number of ordinary shares	Consideration in NIS	Is there an interested party in the company as defined in Section 270(5) of the Companies Law, 1999 (the Companies Law)
Phoenix Financials Ltd. – Provident Funds and Provident Fund Management Companies*	96,600	8,742,300	Yes ³
IBI Mutual Funds Ltd.	55,249	5,000,035	No
Yelin Lapidot Portfolio Management Ltd. – for Best Invest	35,360	3,200,080	No
Machog Manager of Provident Fund for Employees of Israel Electric Corporation Ltd.	19,890	1,800,045	No
Idea Bond Ltd.	19,606	1,774,343	No
Total	1,933,702	175,000,031	

* Interested party by virtue of holdings in the company.

2.

Terms of the offered shares, their quantity, and the percentage they constitute of the voting rights and the company's issued and paid-up share capital

After the allocation and on full dilution

A. The company will allocate to the offerees a total of 1,933,702 ordinary shares at a price of 9,050 agorot per share, which will constitute, after their allocation, approximately 2.63% of the company's issued and paid-up share capital and of its voting rights, and approximately 2.62% of the company's issued and paid-up share capital on full dilution.

B. The shares offered to the offerees will be registered in the company's shareholders register in the name of the Company for Registration of the Tel Aviv Stock Exchange Ltd. (the Company for Registration).

C. The offered shares shall be equal in their rights in all respects to the existing ordinary shares in the company's issued and paid-up share capital. The principal rights attached to the company's shares are detailed in Chapter D of the company's shelf prospectus dated August 13, 2023 (as published on August 13, 2023, reference number: 2023-01-093126) and its extension dated August 10, 2025 (as published on August 10, 2025, reference number: 2025-01-059038), which are incorporated herein by reference.

3.

The price of the shares offered on the stock exchange

The price of each ordinary share out of the offered shares is NIS 90.5 (the price of the offered shares); The price of an ordinary share on the stock exchange on 21.12.2025 (i.e., on the trading day prior to the publication of this report) is NIS 95.7 (the price of the share on the stock exchange). The percentage ratio between the price of the offered shares and the price of the share on the stock exchange is 5.4%.

4.

Details of the holdings of the offerees, interested parties in the company, and the total holdings of other shareholders in the company

Below are details of the holdings of the offerees, interested parties in the company, as well as other shareholders in the company, as of the date of this report and after the allocation of the offered shares, in the issued and paid-up share capital and voting rights of the company:

Name of the holder / offeree	Quantity and percentage of holding in the capital and in voting before allocation under this report	Quantity and percentage of holding in the capital and in voting after allocation under this report

		Number of shares	Percentage in capital and voting rights	Percentage in capital and voting rights on full dilution	Number of shares	Percentage in capital and voting rights	Percentage in capital and voting rights on full dilution
Direct Computing Group Ltd.		25,689,790	35.83%	35.79%	25,689,790	34.89%	34.86%
	Harel Insurance Investments and Financial Services Ltd. – Nostro	2	-	-	57,637	0.08%	0.08%
	Harel Insurance Investments and Financial Services Ltd. – Mutual Funds and ETFs	1,341,900	1.87%	1.87%	1,341,900	1.82%	1.82%

³ On July 17, 2024, Phoenix Financials Ltd. (formerly: Phoenix Holdings Ltd.) notified the stock exchange and the Israel Securities Authority regarding its transformation into a company without a controlling core.

				Name of Holder / Offeree	Shareholding Percentage and Voting Rights Before the Allocation Subject of this Report	Shareholding Percentage and Voting Rights After the Allocation Subject of this Report
The Phoenix Financials Ltd. - Nostro	30,005	0.04%	0.04%	30,005	0.04%	0.04%
Harel Insurance Investments and Financial Services Ltd. - Harel Provident Funds	3,891,813	5.43%	5.42%	4,446,813	6.04%	6.03%
Migdal Insurance and Financial Holdings Ltd. - Participating	6,954,364	9.70%	9.69%	7,147,664	9.71%	9.70%
Migdal Insurance and Financial Holdings Ltd. - Mutual Funds	1,481,510	2.07%	2.06%	1,481,510	2.01%	2.01%
Clal Insurance Enterprises Holdings Ltd. - Investment Baskets	5,117,007	7.14%	7.13%	5,117,007	6.95%	6.94%
The Phoenix Investment House Ltd. - Mutual Funds	1,626,142	2.27%	2.27%	1,722,742	2.34%	2.34%
The Phoenix Financials Ltd. - Provident Funds and Companies Managing Provident Funds	3,483,426	4.86%	4.85%	3,483,426	4.73%	4.73%
Meitav Pension and Provident Equity Basket Israel	981,000	1.37%	1.37%	1,313,000	1.78%	1.78%
Yelin Lapidot Investment Portfolio Management Ltd. - For Best Invest	90,817	0.13%	0.13%	126,177	0.17%	0.17%
Mahog Pension Management for Israel Electric Company Employees Ltd.	48,283	0.07%	0.07%	68,173	0.09%	0.09%
Mor Pension and Provident Ltd.	2,320,000	3.24%	3.23%	2,651,492	3.60%	3.60%
HAZAVIM LONG, LP	-	-	-	82,873.0	0.11%	0.11%

				Name of Holder / Offeree	Shareholding Percentage and Voting Rights Before the Allocation Subject of this Report	Shareholding Percentage and Voting Rights After the Allocation Subject of this Report
HAZAVIM VALUE, LP	-	-	-	22,100.0	0.03%	0.03%
Chatzavim Limited Partnership	-	-	-	27,624.0	0.04%	0.04%
IBI Mutual Funds Ltd.	1,684,104	2.35%	2.35%	1,739,353	2.36%	2.36%
Amethyst Limited Partnership	-	-	-	91,713.0	0.12%	0.12%
Amethyst 2 Limited Partnership	-	-	-	13,260.0	0.02%	0.02%
Idea Bond Ltd.	-	-	-	19,606	0.03%	0.03%
One Software Technologies Ltd. (Dormant Shares)	297,440	-	-	297,440	-	-
Other Shareholders	16,960,965	23.63%	23.73%	16,960,965	23.04%	23.10%
Total Issued and Paid-up Capital	71,998,568	100%	100%	73,932,270	100%	100%

5.

The Consideration and Its Determination Method

The total consideration according to this offer amounts to: NIS 175,000,031. The consideration was determined in negotiations between the company and the offerees, according to a discount mechanism of 5.4% relative to the company's share price on the stock exchange prior to receipt of the offerees' offers to purchase the offered shares.

(5022.21.12).

6.

Name of each substantial shareholder or officer in the company with a personal interest in the consideration for the allocation, and the nature of the personal interest,

To the best knowledge of the company,

To the best knowledge of the company, as of the date of this report, none of the substantial shareholders or officers in the company has a personal interest in the consideration for the allocation according to this report.

7.

Required approvals or conditions set for the execution of the allocation

A. Approval of the company's board of directors for the allocation to the offerees, which was received on December 21, 2025.

B. Receipt of stock exchange approval for listing the offered shares for trading. The company intends to approach the stock exchange to obtain its approval for listing the offered shares for trading as soon as possible.

C. Transfer of consideration for the private offering from the offerees to the company, which is expected to be received by the company immediately after receiving stock exchange approval for the allocation of the securities described in this report to the offerees.

8.

Details of agreements regarding the purchase or sale of the company's securities or regarding the voting rights therein

To the best knowledge of the company, based on an inquiry made with the offerees, as of the date of this report, the offerees are not a party to any agreement, whether in writing or orally, with shareholders of the company or with other offerees in the allocation concerning the purchase or sale of the company's securities or regarding the voting rights therein.

9.

Restrictions or limitations on transactions in the offered shares

Sales during trading on the stock exchange of the offered shares will be subject to the lock-up provisions according to the Securities Law, 1968, and the Securities Regulations (Details under Sections 15A to 15C of the Law), 2000, according to which:

A. It is prohibited for an offeree to offer their portion of the offered shares for six months from the date of allocation (the **initial period**).

B. For the subsequent six quarters, the offeree may, on any trading day, offer a quantity of shares not exceeding the daily average trading volume of the company's shares on the stock exchange during the eight weeks prior to the offering date, provided that the offeree does not offer in a single quarter a quantity of shares exceeding one percent of the company's issued and paid-up capital as of the offering date (the **additional periods**).

For this matter: issued and paid-up capital – excluding shares derived from the exercise or conversion of convertible securities allocated before the date of the offering and not yet exercised or converted; quarter – a period of three months, with the first quarter beginning at the end of the initial period.

The above shall also apply to shares acquired during the initial period or the additional periods, not according to a prospectus and not during trading on the stock exchange, from the company.

10.

Date of allocation of the offered securities

The company will work to complete the private offering soon after receiving stock exchange approval for listing the offered shares for trading.

Respectfully,

One Software Technologies

By: Ori Enoch, Chief Financial Officer

