

PRASHKOVSKY INVESTMENTS AND CONSTRUCTION LTD

("the Company")

To:

Israel Securities Authority
Tel Aviv Stock Exchange Ltd.

www.isa.gov.il

www.tase.co.il

October 15, 2025

Dear Sir/Madam,

Subject: Immediate Report Regarding a Material Private Placement of Ordinary Shares of the Company

The Company is honored to hereby notify, in accordance with the Securities Regulations (Private Offering of Securities in a Listed Company), 2000 (the "Regulations"), of the decision of the Company's Board of Directors on October 15, 2025, to allocate to the classified investors listed below (the "Offerees") 305,537 ordinary shares of the Company, each with a par value of NIS 0.01 (the "Offered Shares" or the "Offered Securities") in consideration for NIS 164 per share and a total consideration of NIS 50,108,068, all as detailed in this report below.

Subject to obtaining the approvals detailed in Section 7 below, after the execution of the private placement, the offered shares will constitute approximately 1.43% of the Company's share capital and voting rights and approximately 1.42% of the Company's share capital and voting rights on a fully diluted basis.

In accordance with the articles and the guidelines of the Tel Aviv Stock Exchange Ltd. (the "Stock Exchange"), the offered shares will be registered in the name of Mizrahi Tefahot Registration Company Ltd. or another registration company that will replace it, through which all the Company's securities will be held.

Below are details regarding the allocation of the offered securities (the "Allocation"), in accordance with the Regulations:

1. The Offerees

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The offerees are third parties, not related to the Company and/or its controlling shareholders, who to the best of the Company's knowledge are investors listed in the First Schedule to the Securities Law, 1968 (the "Securities Law"). To the best of the Company's knowledge, none of the offerees is an interested party as defined in Section 270(5) of the Companies Law, 1999, and will not become an interested party after the completion of the allocation, except for MENORA MIVTACHIM HOLDINGS LTD, which as of the date of publication of this allocation report is an interested party and will hold after the private placement approximately 6.25% of the Company's share capital and voting rights and approximately 6.19% of the Company's share capital and voting rights on a fully diluted basis.

Below are the names of the offerees and the number of ordinary shares allocated to them:

Offeree Name	Number of Ordinary Shares Allocated to Offeree
MENORA MIVTACHIM HOLDINGS LTD - Tradable Shares ETF in Israel	112,976
IBI Investment House Ltd.	10,000
IBI Mutual Funds Ltd.	182,567

Offeree Name	Number of Ordinary Shares Allocated to Offeree	Total
	305,537	

2.

2.1. Ordinary Shares

2.1.1. Subject to obtaining the approvals detailed in Section 7 below, the Company will allocate to the offerees 305,537 ordinary shares of the Company, which after their allocation will constitute approximately 1.43% of the Company's share capital and voting rights and approximately 1.42% of the Company's share capital and voting rights on a fully diluted basis.

2.1.2. The offered shares are equal in all respects to the ordinary shares of the Company with a par value of NIS 0.01 each, existing in the issued and paid-up share capital of the Company. For details regarding the rights attached to the Company's shares, see Chapter 4 of the Company's shelf prospectus dated July 22, 2024, published on July 21, 2024 (Reference No.: 2024-01-076672).

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2.2 Terms of the Offered Securities and Rates

3. Issued and Paid-Up Share Capital of the Company

2 and the quantity and percentage of holdings, to the best of the Company's knowledge, of interested parties and the public in the Company's shares:

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Name	Before the Allocation			After the Allocation Subject of this Report			
	Shares		% Holding in Capital and Voting	Shares		% Holding in Capital and Voting	
	Quantity	Number of Warrants (Not Listed for Trading)		Quantity	Number of Warrants (Not Listed for Trading)		
	Quantity	Number of Warrants (Not Listed for Trading)	% Holding in Capital and Voting (Fully Diluted)	Quantity	Number of Warrants (Not Listed for Trading)	% Holding in Capital and Voting (Non-Diluted)	
Controlling Shareholders in the Company:							
Arnon and Edna Prashkovsky	3,943,697	-	18.79%	3,943,697	-	18.52%	18.35%
Yosef Prashkovsky	3,233,715	-	15.41%	3,233,715	-	15.18%	15.04%
Sharon Prashkovsky	3,232,208	-	15.40%	3,232,208	-	15.18%	15.04%
Maya and Haim Kardi	3,232,206	-	15.40%	3,232,206	-	15.18%	15.04%
Interested Parties who are Offerees in the Allocation, Office Holders who are not Controlling Shareholders, and the Public:							
MENORA MIVTACHIM HOLDINGS LTD (Offeree in the Allocation)	1,217,731	-	5.80%	1,330,707	-	6.25%	6.19%
Moty Nachmias – Deputy CEO	26,938	100,000	0.13%	26,938	100,000	0.13%	0.59%

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and Chief Financial Officer							
Bleichman Tamir - Co-CEO of the subsidiary Ashi Prashkovsky.	4,192	100,000	0.02%	4,192	100,000	0.02%	0.48%
PRASHKOVSKY INVESTMENTS AND CONSTRUCTION LTD (Dormant Shares)	1,639,844	-	0%	1,639,844	-	0%	0%
Other Public Shareholders (including IBI Investment House Ltd. and IBI Mutual Funds Ltd. who are offerees in the allocation and are not interested parties as of the publication date of this allocation report)	6,099,593	-	29.06%	6,292,154	-	29.55%	29.27%
Total	22,630,124	200,000	100%	22,935,661	200,000	100%	100%

4. Share Price on the Stock Exchange

The Company's share price on the stock exchange at the end of the trading day on October 12, 2025, the trading day preceding the publication date of this immediate report, was NIS 168.3 (the "Stock Exchange Price").

The share price in the allocation is NIS 164 per share as detailed above, which is approximately 2.55% lower than the Stock Exchange Price.

5. Consideration and the Method by which the Consideration was Determined

In consideration for the allocation of the offered securities, the offerees will pay a total gross amount of NIS 50,108,068.

The allocation price was determined through negotiations between the parties, inter alia, based on the share price on the last trading day before the Board of Directors' decision to approve the allocation and taking into account a discount on the share price as mentioned due to restrictions on resale as detailed in Section 9 below.

6. Material Shareholder or Office Holder in the Company with a Personal Interest in the Consideration and the Nature of Such Interest

To the best of the Company's knowledge, none of the material shareholders or senior office holders in the Company has a personal interest in the consideration for the allocation subject of this immediate report.

7. Approvals Required for the Allocation of the Offered Securities

- 7.1. On October 15, 2025, the Company's Board of Directors approved the allocation of the offered securities subject of this immediate report.
- 7.2. Approval of the Stock Exchange for the listing of the offered shares for trading, which has not yet been granted.

8. Details of Agreements between the Offeree and Other Shareholders Regarding the Allocation of the Offered Securities

To the best of the Company's knowledge and based on written confirmation received from the offerees, there are no agreements, whether written or oral, between any of the offerees and any shareholder of the Company or between any of the offerees and others, regarding the purchase or sale of the Company's securities or regarding voting rights therein.

9. Restriction or Limitation on Actions in the Offered Shares

The offered shares will be subject to restrictions on resale on the stock exchange according to the provisions of Section 15C of the Securities Law and the Securities Regulations (Details regarding Sections 15A and 15C of the Law), 2000 (Regulation 5 of the said regulations), as follows:

- 9.1. Offering during trading on the stock exchange of the offered shares, if six months have not yet passed from the date of allocation of the offered securities ("Absolute Lock-Up Period");
- 9.2. Offering during trading on the stock exchange of the offered shares, if six consecutive quarters have not yet passed, counted from the end of the period mentioned in Section 9.1 above ("Drip Period"), and provided that in each of the said quarters during the Drip Period, one of the following occurred:
 - 9.2.1. The number of shares offered on any trading day on the stock exchange by the offerees exceeded the daily average trading volume on the stock exchange of the Company's shares during the eight-week period preceding the offering day;
 - 9.2.2. The number of shares offered, in any quarter during the Drip Period, exceeded 1% of the issued and paid-up share capital of the Company.

Issued and Paid-Up Capital - Except for shares that will result from the exercise or conversion of convertible securities allocated up to the date of the offering and not yet exercised or converted.

The provisions of Section 9 above shall also apply to locked-up shares purchased during the Absolute Lock-Up Period or the Drip Period as mentioned, not according to a prospectus and not during trading on the stock exchange.

10. Date of Allocation of the Offered Securities

The date of allocation of the offered securities to the offerees according to the allocation subject of this report will be shortly after the approval of the stock exchange for their listing for trading on the stock exchange.

Respectfully,

PRASHKOVSKY INVESTMENTS AND CONSTRUCTION LTD

The report was signed by Mr. Moty Nachmias, Deputy CEO and Chief Financial Officer.

FOOTNOTE:

¹⁰¹ To the best of the Company's knowledge, MENORA MIVTACHIM HOLDINGS LTD (hereinafter: "Menora Holdings") is a public company, whose shares are traded on the Tel Aviv Stock Exchange Ltd. The main shareholders of Menora Holdings are Palmas Establishment and Neydan Establishment (foreign corporations) who together hold in trust approximately 62.76% (taking into account the number of dormant shares) of Menora Holdings' shares for Ms. Tali Grifel and Ms. Niva Gurevich, respectively. The foreign corporations have granted Ms. Tali Grifel and Ms. Niva Gurevich powers of attorney to vote on behalf of each of them (respectively) at general meetings of Menora Holdings and accordingly Ms. Tali Grifel and Ms. Niva Gurevich are considered the controlling shareholders of Menora Holdings.

³⁰² The data in the table regarding the rates of holding in capital and voting are net of 1,639,844 dormant shares held by the Company.

³⁰³ For details regarding the controlling shareholders of the Company, see Regulation 21A in Chapter D (Additional Details about the Corporation) included in the periodic report for 2024 published on March 13, 2025 (Reference No.: 2025-01-016895).

³⁰⁴ For details, to the best of the Company's knowledge, regarding the distribution of holdings among several holders in the institutional reporting group of MENORA MIVTACHIM HOLDINGS LTD as of July 22, 2025, see the immediate report published by the Company on July 23, 2025 (Reference No.: 2025-01-054740).