

Date: December 25, 2025

PriorTech Ltd.
(the Company)

To:	To:
Israel Securities Authority	Tel Aviv Stock Exchange Ltd.
www.isa.gov.il	www.tase.co.il

Dear Sir/Madam,

Subject: Private allocation of bonds (Series 2) of the Company, by way of expanding the series

The Company is pleased to announce that on December 25, 2025, the Company's Board of Directors approved a private allocation to classified investors¹ (the offerees or classified investors) of NIS 100,000,000 par value bonds (Series 2), registered to name, each with a par value of NIS 1, of the Company (the "offered bonds" and the "private allocation," respectively), by way of expanding the existing Series 2 bonds of the Company listed for trading on the Tel Aviv Stock Exchange Ltd. (the "Stock Exchange").

1. Terms of the Offered Bonds:

- 1.1. Bonds (Series 2) were first offered to the public pursuant to a shelf offering report published by the Company on June 26, 2025 (reference number: 2025-01-045956) (the "Shelf Offering Report"), pursuant to a shelf prospectus dated November 20, 2024 (reference number: 2024-01-616843).
- 1.2. The terms of the offered bonds are identical to the terms of the bonds (Series 2) that were initially issued per the Shelf Offering Report and according to the trust deed between the Company and Mishmeret – Company for Trust Services Ltd. dated June 26, 2025, which is attached as Annex G to the Shelf Offering Report (the "Trustee" and the "Trust Deed", respectively). For details regarding the terms of the bonds, see Section E to part two of the Board of Directors' report for the three and nine month period ended September 30, 2025,² as well as the trust deed and charge agreement attached to the Shelf Offering Report.
- 1.3. The bonds (Series 2) will be repaid (the principal) in a single payment to be made on June 30, 2030.
- The annual interest for the bonds (Series 2) is 4.92%. The interest on the bonds (Series 2) will be paid in semi-annual payments, on June 30 of each of the years 2026 through 2030 (inclusive) and on December 31 of each of the years 2025 through 2029 (inclusive). The first interest payment to purchasers of the bonds (Series 2) under this Private Offering Report will be paid on June 30, 2026, and the final principal and interest payments will be made on June 30, 2030. The first interest to be paid will be at a rate of 2.46%.
- 1.4. The offered bonds shall, upon their listing for trading on the Stock Exchange, constitute a single series for every matter and purpose together with the bonds (Series 2) in circulation. The offered bonds shall be ranked...

¹ The offerees have declared that they are among the investors enumerated in the First Addendum to the Securities Law, 5768-1968 (Securities Law)

² Published by the company on November 16, 2025 (reference number: 2025-01-092871).

Regarding Section 15A(b)(1) of the Securities Law.

2024-06-11

Equal security, pari passu, among themselves and with the BONDS in circulation, without any preference or priority for one over another.

It is clarified that holders of the offered BONDS, which will be allocated in the private offering as detailed in this report, will not be entitled to receive any principal and/or interest payments in respect of the offered BONDS for periods ended prior to the date of their issuance under the private offering, and for which the record date for entitlement occurred before the issuance of the offered BONDS under the private offering subject to this report (and for clarification: they will not be entitled to the interest payment on 31.12.2025 for which the due date is 25.12.2025).. for which the due date is 25.12.2025)

1.5. The allocation of the offered BONDS will be made in exchange for a total of 1.0005 NIS for every 1.00 NIS par value BONDS (Series 2'), and in total for a gross consideration of approximately 100,050 thousand NIS.

1.6. As of the date of this report (prior to completion of the private offering), the par value of BONDS (Series 2') is 201,000,000 NIS. After the completion of the private allocation, the outstanding amount of BONDS (Series 2') will be a total of 301,000,000 NIS par value.

1.7. The offered BONDS (Series 2') will be registered in the company's securities register for the records of the Tel Aviv Stock Exchange Ltd.

2. Collateral

The BONDS (Series 2') are secured by liens as detailed in Section 6 of the Trust Deed. The company adheres to the provisions of the Trust Deed regarding the LTV ratio not exceeding 60% (as defined in the Trust Deed).

Immediately after the allocation of the additional BONDS (Series 2'), the company will deposit from the private offering proceeds in the pledged shares account (as defined in the Trust Deed) the cash required to meet an LTV ratio lower than 60% (if and as required). For the avoidance of doubt, subject to the company's compliance with the said LTV ratio, the provisions of Section 6.2.5 of the Trust Deed will apply. LTV . LTV

3. Discount

The BONDS (Series 2') in circulation were first issued at their par value on the shelf proposal report, without a discount. The additional BONDS (Series 2'), first expanded under this private offering, are allocated at a price of 1.0005 NIS for every 1 NIS par value, which is higher than their adjusted value as of December 25, 2025 – 1 NIS par value BONDS (Series 2'), and therefore will be issued without a discount.

4. Conditions required for the allocation to offerees

3.1 The company informed the trustee of its intention to expand the BONDS (Series 2') through the private allocation under this immediate report and that the company complies with the conditions and financial criteria detailed in the Trust Deed for the private allocation by way of expansion as detailed in this immediate report.

3.2 The private allocation under this immediate report is subject to receiving the stock exchange approval for the listing of the BONDS (Series 2') to be allotted to the offerees as part of the private allocation (stock exchange approval). It should be noted that, according to the irrevocable offer document submitted to the company in connection with the private offer, it was determined that if the offering does not proceed for any reason, including failure to obtain the required approvals by January 22, 2026, the offerees will have the option to withdraw their participation in the private offering.

5.

Prevention or restriction on conducting transactions in the BONDS (Series B) to be allocated to the offerees

The offered BONDS to be allocated to the offerees will be subject to resale restrictions (blocking provisions) as set forth in the Securities Law 1968 and in the Securities Regulations (Details regarding Sections 15A to 15C of the Law), 2000.

6.

Date of allocation of the BONDS

The offered BONDS will be issued to the offerees subject to and shortly after the completion of the condition required for the allocation of the BONDS as stated in Section 3.2 above. If all the conditions are not met, the private allocation will be canceled, and the offerees will not be allocated the offered BONDS.

It should be emphasized that as of the date of this report, there is no certainty that the private allocation will be carried out, and it is subject to the completion of the actions mentioned in Section 3.2 above.

Sincerely,

Priortech Ltd.

Signed by: Dror Ozery, CFO