

August 19, 2025



Image alt: Company Logo

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)

Dear Sir/Madam,

Subject: Immediate Report Regarding Private Placement

REIT 1 LTD (hereinafter: "the Company") is pleased to hereby submit an immediate report regarding a private placement of ordinary shares with a par value of NIS 1 each of the Company ("Ordinary Shares") in accordance with the Securities Regulations (Private Placement of Securities in a Listed Company), 2000 ("the Regulations"), as follows:

**1. The Securities Offered**

- 1.1** On August 18, 2025, the Company's Board of Directors approved a private placement of 5,150,000 ordinary shares of the Company (hereinafter: "the Allocation" and "the Allocated Shares", respectively) to MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD. ("Migdal") and Harel Insurance Investments and Financial Services Ltd. ("Harel"), who, according to their declaration, are investors listed in the First Schedule to the Securities Law, 1968 ("the Offerees" and "the Securities Law", respectively). Of the Allocated Shares, a total of 4,100,000 shares will be allocated to Migdal and a total of 1,050,000 shares will be allocated to Harel. The Offerees are interested parties in the Company by virtue of their holdings in the Company's share capital<sup>101</sup>. The Offerees are not related to any of the Company's office holders.
- 1.2** The Allocated Shares constitute approximately 2.64% of the Company's issued share capital and voting rights, and after the allocation will constitute approximately 2.57% of

the issued share capital and voting rights in the Company (approximately 2.50% on a fully diluted basis).

- **1.3** The allocation is subject to the approval of the TEL AVIV STOCK EXCHANGE LTD (hereinafter: "the Stock Exchange").

## **2. Terms of the Allocated Shares**

[Footnotes appear at the end of the document]

**2.1** The Allocated Shares will be allocated to the Offerees in the name of the Company for registration with the TEL AVIV STOCK EXCHANGE LTD and will be registered for trading on the Stock Exchange shortly after their allocation (and subject to the approval of the Stock Exchange as detailed below).

**2.2** The Allocated Shares will have identical rights to the other ordinary shares existing in the Company's share capital and will be allocated free and clear of any lien, attachment, pledge, or other third-party right.

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### **3. Share Price on the Stock Exchange**

**3.1** The price per share at which the Allocated Shares are offered is NIS 23.30 per ordinary share.

**3.2** The closing price of an ordinary share of the Company on the Stock Exchange on August 18, 2025, shortly before the publication of the report, was NIS 24.20.

**3.3** The ratio between the price at which the Allocated Shares are offered and the share price on the Stock Exchange on August 18, 2025, shortly before the publication of the report, is approximately 96.3%.

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### **4. Consideration for the Allocated Shares**

The total consideration for the Allocated Shares is approximately NIS 120 million.

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### **5. Required Approvals; Date of Allocation of the Securities**

The private placement subject to this report is subject to the approval of the Stock Exchange, and the Allocated Shares will be allocated to the Offerees only after receipt of the Stock Exchange's approval as stated above.

Shortly after the publication of this immediate report, the Company will apply to the Stock Exchange for the registration for trading of the Allocated Shares.

Upon receipt of the Stock Exchange's approval as stated, the Company will proceed to allocate the Allocated Shares to the Offerees.

## **6. Details of Agreements Between the Offerees and the Company or Other Shareholders**

To the best of the Company's knowledge, as of the date of this report, there are no agreements, whether written or oral, between the Offerees and any holder or holders of the Company's shares or between the Offerees and any other entity or person regarding the purchase or sale of the Company's securities or regarding voting rights therein. Also, as of this date, to the best of the Company's knowledge, the Offerees do not intend to enter into such an agreement. This statement by the Company is based on the declarations of the Offerees, which were provided to the Company shortly before the publication of this report.

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## **7. Details of Restrictions or Limitations ("Lock-up Conditions")**

The Allocated Shares will be subject to the restrictions set forth in Section 15C of the Securities Law, 1968 and the Securities Regulations (Details Regarding Sections 15A to 15C of the Law), 2000, according to which:

- A. The Offerees are prohibited from offering the Allocated Shares for six months from the date of their allocation.
- B. For six consecutive quarters following the end of the aforementioned six months, the Offerees may offer on any trading day a quantity of shares not exceeding the daily average trading volume of the Company's shares on the Stock Exchange during the eight weeks preceding the offer date, provided that they do not offer in one quarter a quantity of shares exceeding one percent of the Company's issued and paid-up share capital.

Sincerely,

REIT 1 LTD

By: Dror Gad, Chairman of the Board

Shmuel Rofeh, CEO

### **FOOTNOTE:**

<sup>101</sup> To the best of the Company's knowledge, as of the date of publication of the report, Migdal holds approximately 11.53% of the Company's issued share capital and approximately 11.20% on a fully diluted basis, and Harel holds 9.14% of the Company's issued share capital and 8.88% on a fully diluted basis.