

# SELLA CAPITAL REAL ESTATE LTD

Company Registration Number: 513992529

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))

## Immediate Report Regarding a Party Becoming an Interested Party in the Corporation

Regulation 33(e)-(f) of the Securities Regulations (Periodic and Immediate Reports), 1970

### 1. Details of the Holder:

- **First Name:** \_\_\_\_\_
- **First Name in English (as appears in passport):** \_\_\_\_\_
- **Last Name/Corporation Name:** Migdal Insurance and Financial Holdings Ltd
- **Last Name/Corporation Name in English:** Migdal Insurance and Financial Holdings Ltd
- **Type of ID:** Israeli Registrar of Companies Number
- **The holder is a corporation**
- **ID Number:** 520029984
- **Citizenship/Incorporation or Registration Country:** Incorporated in Israel
- **Country of Citizenship/Incorporation or Registration:** \_\_\_\_\_
- **Address:** 4 Effal Street, Petach Tikva
- **Is the holder a representative for reporting for several shareholders holding securities in the company together:**  
Yes
- **Name of the controlling shareholder of the interested party:** Shlomo Eliyahu, as detailed below.
- **Controlling shareholder's ID number:** 043661602

2. Details of the Transaction as a result of which the holder became an interested party in the Corporation:

- **A. Nature of the transaction:** Increase, following purchase on the stock exchange
- **Other (explanation):** \_\_\_\_\_
- **B. Name and type of security related to the transaction:** Sella Real Estate, Share
- **C. Security Number in Stock Exchange:** 1109644
- **D. Date of Performance of the Transaction:** 28/10/2025
- **E. Quantity of securities relating to the transaction:** 1,733,882
- **F. Price at which the transaction was performed:** 1,151 agorot
- **G. Are these dormant shares or convertible into dormant shares:** No
- **H. Was the full consideration paid at the date of change:** Yes
- **If not, date of completion of payment:** \_\_\_\_\_

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3. (A) Holdings of the Interested Party after the Transaction:

| Security Name, Type & Series                    | Security Number | Quantity    | Dormant* | Holding % | Voting % | Holding % (fully diluted) | Voting % (fully diluted) |
|-------------------------------------------------|-----------------|-------------|----------|-----------|----------|---------------------------|--------------------------|
| Sella Real Estate, Share                        | 1109644         | 12,770,249  | No       | 5.35      | 5.35     | 4.98                      | 4.98                     |
| Sella Real Estate, Warrant 4                    | 1205095         | 332,724     | No       | 0         | 0        | 0                         | 0                        |
| Sella Real Estate, Series 3                     | 1138973         | 138,766,364 | No       | 0         | 0        | 0                         | 0                        |
| Sella Real Estate, Series 4                     | 1167147         | 188,473,808 | No       | 0         | 0        | 0                         | 0                        |
| Sella Real Estate, Series 5                     | 1205087         | 45,109,906  | No       | 0         | 0        | 0                         | 0                        |
| Sella Real Estate, Commercial Papers (Series 1) | 1157189         | 1,430,545   | No       | 0         | 0        | 0                         | 0                        |

- The holder is a member of an institutional reporting group.

List of Holdings:

| Holder                                | Security Name / Series                          | Security Number | Quantity    | Dormant |
|---------------------------------------|-------------------------------------------------|-----------------|-------------|---------|
| Participating life insurance accounts | Sella Real Estate, Share                        | 1109644         | 2,425,000   | No      |
| Participating life insurance accounts | Sella Real Estate, Series 3                     | 1138973         | 89,300,834  | No      |
| Participating life insurance accounts | Sella Real Estate, Series 4                     | 1167147         | 119,596,657 | No      |
| Nostro account                        | Sella Real Estate, Series 3                     | 1138973         | 7,504,657   | No      |
| Nostro account                        | Sella Real Estate, Series 4                     | 1167147         | 29,172,023  | No      |
| Mutual fund management companies      | Sella Real Estate, Share                        | 1109644         | 10,345,249  | No      |
| Mutual fund management companies      | Sella Real Estate, Warrant 4                    | 1205095         | 332,724     | No      |
| Mutual fund management companies      | Sella Real Estate, Series 3                     | 1138973         | 41,960,873  | No      |
| Mutual fund management companies      | Sella Real Estate, Series 4                     | 1167147         | 39,705,128  | No      |
| Mutual fund management companies      | Sella Real Estate, Series 5                     | 1205087         | 45,109,906  | No      |
| Mutual fund management companies      | Sella Real Estate, Commercial Papers (Series 1) | 1157189         | 1,430,545   | No      |

Remarks:

1. If the interested party holds more than one type of security, holding percentages for each type should be stated only once.
2. It is necessary to report also on other securities held, including those not listed for trading.
3. If the interested party is a subsidiary, holdings should be split between those acquired before and after Companies Law 1999 came into force.
4. If the holder is not a member of an institutional reporting group, fill out section 3a only; if the holder is a member, fill out 3a and 3b.
5. If the interested party is a corporation wholly owned (100%) by one controlling shareholder, in the “name of the holder” field put the shareholder’s name, and in the notes at the bottom of the form, give details of the corporation(s) through which the shares are held and any other relevant information. If not, list the corporation and in the notes provide details of controlling shareholders or interested parties holding shares in the holder.
6. Reports about a material means of control holder in a banking corporation without a controlling core should be reported on report form 121.

\*State whether the shares are dormant or convertible into dormant shares.

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**4. The interested party does not hold shares or other securities in a subsidiary whose activity is material to the reporting corporation’s activity.**

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**5. Additional details:**

According to the knowledge of the company and as informed by the interested party, as of the date of the interested party’s notice, Mr. Shlomo Eliyahu is the ultimate controlling shareholder of Migdal Insurance and Financial Holdings Ltd ("Migdal"), holding 45.50% of the issued and paid-up share capital of Migdal ["share capital"], through Eliyahu Issues Ltd. Eliyahu Issues Ltd is fully owned by Eliyahu 1959 Ltd.

To the best of the company’s knowledge, and as informed by the interested party, the shareholders of Eliyahu 1959 Ltd are:

- Mr. Shlomo Eliyahu, holding 25.14% of the capital and 98% of the management shares
- Ms. Chaya Eliyahu, holding 0.02% of the capital and 2% of the management shares
- Shlomo Eliyahu Holdings Ltd, holding 61.7% of the capital
- Achim Eliyahu Trust and Investments Ltd, holding 13.14% of the capital

The shareholders of Shlomo Eliyahu Holdings Ltd are Mr. Shlomo Eliyahu (83.31%) and Ms. Chaya Eliyahu (16.69%). The sole shareholder of Achim Eliyahu Trust and Investments Ltd is Eliyahu 1959 Ltd, whose owners are as detailed above.

**Note regarding shareholdings in the company’s shares:** The shares of the company appearing under participating life insurance accounts are held by the partnership “Migdal Sal – Israel Shares” (“the partnership”), a registered partnership whose rights-holders are all institutional reporting group companies from the Migdal Group. The partnership itself is not a participating life insurance account and/or a management company. According to the partnership agreement among partners, the holding rate of each rights-holder in the partnership changes frequently in accordance with its mechanism.

**Note regarding company bond holdings:** The bonds of the company appearing under participating life insurance accounts are held by the partnership “Migdal Sal – Corporate Bonds in Israel” (“the partnership”), a registered partnership whose rights-holders are all institutional reporting group companies from the Migdal Group. The partnership itself is not a participating life insurance account and/or a management company. According to the agreement, the rate of holding of each rights-holder varies from time to time in accordance with the partnership agreement’s mechanism.

## 6. Date and time corporation first became aware of the event or matter:

29/10/2025 at 17:30

## Signatory(ies) authorized to sign for the corporation:

| Name          | Position                |
|---------------|-------------------------|
| Lior Wilensky | Company's Legal Advisor |

**Explanation:** According to Regulation 5 of the Periodic and Immediate Reports Regulations (1970), any report under these regulations must be signed by those authorized on behalf of the corporation. Staff's position paper on the matter can be found on the authority's website: [Click here](#).

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**Short Name:** Sella Capital Real Estate  
**Address:** 7 Jabotinsky St., Ramat Gan, 52520  
**Phone:** 03-5759222  
**Fax:** 03-6131659  
**Email:** [dror@sellacapital.com](mailto:dror@sellacapital.com)

**Previous names of the reporting entity:** None

**Electronic reporter name:** Yehuda Dror  
**Position:** CFO

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**Securities of the corporation are listed for trading on the Tel Aviv Stock Exchange**

**Form structure updated:** 04/02/2025

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