

## **Turpaz Industries Ltd. ("the Company")**

Company Number: 514574524

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To

Israel Securities Authority

via MAGNA

To

The Tel Aviv Stock Exchange Ltd.

via MAGNA

February 3, 2026

Dear Sir/Madam,

**Subject: Immediate report regarding a private placement that is not a material private placement and is not an exceptional one**

Pursuant to Regulation 21 of the Securities Regulations (Private Placement of Securities in a Listed Company), 2000 and to the decision of the Company's Board of Directors dated February 2, 2026, the Company is pleased to hereby provide an immediate report regarding a non-material and non-exceptional private placement. The offerees are not interested parties in the Company and will not become interested parties in the Company as a result of the placement subject of this immediate report, and they are also not a party related to the controlling shareholder of the Company ("the Offerees").

### **1. Amount of the offered securities and the percentage they will constitute of the Company's issued and paid-up capital after the allocation and on a fully diluted basis**

1.1. 358,367 ordinary shares, registered, with no par value ("**the Allocated Shares**" or "**the Offered Securities**"). The Allocated Shares will have identical rights to the existing ordinary shares in the Company's capital and they will be allocated free of any lien, attachment, pledge or other right of a third party. The Allocated Shares will constitute, after the allocation date, up to 0.33% of the Company's issued and paid-up capital and of the voting rights in the Company (up to 0.32% on a fully diluted basis)<sup>1</sup>.

1.2. As of the date of this report, the Company's registered capital is 1,000,000,000 ordinary shares, registered, with no par value ("Ordinary Share" or "Ordinary Shares", as the case may be). The Company's issued and paid-up capital, prior to the allocation subject of this report, is 108,459,297 ordinary shares and the Company's issued capital, prior to said allocation, on a fully diluted basis, is 111,128,160 ordinary shares<sup>2</sup>.

1.3. On the day preceding the publication date of this report (i.e. February 2, 2026), the price per ordinary share of the Company, according to the closing rate on the Tel Aviv Stock Exchange Ltd. ("**the TASE**"), was 79.15 NIS. The ratio between the price per share based on the offer of the Allocated Shares and the price per share on the TASE on the day preceding the report publication date is approximately 95.06%.

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<sup>1</sup> Including, after the allocation of all securities subject of this report.

<sup>2</sup> The Company's issued capital, on a fully diluted basis, considering the allocation of the Allocated Shares according to this report, will be up to 111,486,527 ordinary shares.

## **2. Terms of the Offered Securities**

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

2.1.1. The share price according to the offer of the allocated shares to the offerees is NIS 75.24 for each ordinary share, based on an average price of the company's share in the 30 calendar days before February 2, 2026 (hereinafter: the "Price per Share in the allocation").

2.1.2. The allocated shares will be registered for trade on the TASE and they will be registered in the company's shareholder register in the name of the Tel Aviv Stock Exchange Nominee Company Ltd. and they will be, from the date of their allocation, equal in their rights for all intents and purposes to the existing ordinary shares in the company's capital.

## **3. Consideration for the Offered Securities**

On July 11, 2025, the company completed, through a subsidiary<sup>3</sup>, an acquisition of approximately 68.6% of the share capital of Attractive Scent SAS, a private company incorporated in France ("Attractive Scent"). Within the framework of the acquisition agreement, a mutual option mechanism (Put/Call) was determined for the purchase of the balance of Attractive Scent shares from its founders, who are the offerees subject of this report, and additional shareholders. For further details regarding the acquisition agreement see the company's reports dated July 2, 2025 and July 11, 2025 (references: 2025-01-047693 and 2025-01-051283, respectively).

On February 2, 2026, the parties agreed on an addendum to the July 2025 agreement which includes, among other things, an immediate acquisition of the full balance of the share capital of Attractive Scent, constituting approximately 31.4% of its share capital ("Balance of Shares") instead of the aforementioned mutual option mechanism, and this for a total consideration in the amount of EUR 20.1 million (approx. USD 23.8 million), which will be paid as follows: (a) a total of approx. EUR 7.3 million (approx. USD 8.7 million), which constitute the consideration for the offered securities calculated according to the Price per Share in the allocation, will be paid to the offerees by way of allocation of 358,367 ordinary shares of the company, and this subject to receiving the TASE's approval for the registration of the offered securities for trade as detailed in this report; (b) immediate payment in the amount of approx. EUR 0.7 million (approx. USD 0.8 million) which were paid in cash to the additional shareholders upon the signing of the addendum to the agreement; and (c) a deferred payment in the amount of EUR 12.1 million (approx. USD 14.4 million) which will be paid in cash to the founders, on February 1, 2029. For further details regarding the addendum to the agreement see an immediate report of the company that is published concurrently with this report.

The value of the Balance of Shares in the addendum to the agreement was determined within the framework of negotiations between the parties and based, among other things, on the financial results of Attractive Scent during the last 18 months preceding January 1, 2026, and on assessments regarding the potential of its future business activity, as were known to the company at the date of publication of this report. It will be clarified that the total fair value of the Balance of Shares as stated above, according to accepted accounting principles, is in the amount of EUR 20.1 million (approx. USD 23.8 million).

## **4. Agreements between the offerees and holders of the company's shares**

To the best of the company's knowledge, as of the date of publication of this report, there are no agreements between the offerees and holders of the company's shares, or between others, whether in writing or orally, regarding the purchase or sale of the company's securities or regarding voting rights in the company.

## **5. Details of the blocking instructions that will apply to the offered securities**

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<sup>3</sup> Turpaz Belgium SRL, a private Belgian company in the full ownership of Turpaz (hereinafter: the "Subsidiary").

The offered securities will be subject to lock-up restrictions in accordance with the provisions of Section 15C of the Securities Law, 1968 and the Securities Regulations (Details regarding Sections 15A and 15C of the Law), 2000, as detailed below:

- 5.1. Prohibition to offer the offered securities during trading on the TASE for a period of six months from the date of the share allocation.
- 5.2. For six consecutive quarters from the end of the aforementioned six months, the offerees shall be entitled to offer on any trading day a quantity of shares that shall not exceed the daily average of the trading volume on the TASE of the company's shares in the eight-week period preceding the date of the offer, provided that they do not offer in one quarter a quantity of shares exceeding one percent of the issued and paid-up capital of the company.

## **6. Required Approvals**

- 6.1. The allocation of the offered securities was approved by the company's board of directors on February 2, 2026, and is subject to receiving the TASE approval for the listing for trading of the allocated shares. Shortly after the publication of the report, the company will apply to the TASE with said request.
- 6.2. The offered securities will be actually allocated to the offerees upon receipt of the TASE approval, as stated in Section 6.1 above, and subject to the transfer of the remaining Attractive Scent shares to the subsidiary.

Sincerely,

**Turpaz Industries Ltd.**

Signed by: Yoni Adini Cohen, Legal Counsel and Company Secretary