



O.Y. Nofar Energy Ltd.

Third Quarter Report for 2025



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Introduction



Nofar in Numbers



PV projects connected, ready to connect, under construction and pre-construction

2.7 GW

**NIS 1.57 billion
Equity**

Attributed to shareholders

PV Projects
Connected and ready to connect

1,707 MW (1,038)

Storage projects
Connected, under construction and pre-construction
5,721 MWh (4,926)*

PV Projects
Under construction and pre-construction
1,018 MW (767)*

132% increase in connected and under construction compared to Q3 2024

Activity in 10 territories

Expected aggregate revenues from the sale of electricity

NIS 2,391 million *

(NIS 1,830 million is the Company's effective share) in the first representative year of income-generating projects under construction and pre-construction



* Based on the backlog of projects ready to connect, under construction and pre-construction. For details, see Section 1.4 of the Board of Directors' Report. The expectations of the suppliers and the revenue of the systems in the first year is forward-looking information, as this term is defined in the Securities Law, which includes the Company's estimates regarding the results of the projects as detailed. The data is presented for illustrative purposes only of the revenues from the performance of the systems in the first year, insofar as they are completed with the assumptions used by the Company.

Board of Directors Report of the State of the Corporation's Affairs

For a period ended on September 30, 2025

The Board of Directors of O.Y. Nofar Energy Ltd. (hereinafter: the **"Corporation"** or the **"Company"**) is pleased to hereby present the Board of Directors' Report of the State of the Company's Affairs as of September 30, 2025 (hereinafter: the **"Date of the Statement of Financial Position"**) and for the periods of nine and three months ended on the Date of the Statement of Financial Position (hereinafter: the **"Report Period"**), pursuant to Article 48 of the Securities Regulations (Periodic and Immediate Reports), 5730-1970. All of the data in this Report relates to the Company and the companies held thereby (the Company, its controlled companies, and associates); balance sheet data refers usually to the Company and consolidated investee companies (hereinafter jointly: the **"Group"**), unless stated otherwise.

This Report is prepared on the assumption that the reader has available the Board of Directors' Report on the State of the Company's Affairs for the year ended on December 31, 2024 - Part B of the Periodic Report for 2024 (hereinafter: the **"Board of Directors' Report for 2024"**) and for the period of six months ended on June 30, 2025, which was published on August 26, 2025 (Reference No.: 2025-01-063998; hereinafter: the **"Board of Directors' Report for the Second Quarter of 2025"**). Accordingly, the review presented below is limited in scope and refers to the events and changes that occurred in the state of the Group's affairs during the Report Period, which have a material impact on the Group, and should be reviewed together with the Periodic Report for 2024, including the chapter of the Description of the Corporation's Business in the Periodic Report for 2024 (hereinafter: the **"Description of the Corporation's Business Chapter"**), the Board of Directors' Report for 2024, the financial statements as of December 31, 2024, and a report regarding additional details for 2024, which was published in the MAGNA online reporting system on March 31, 2025 (Reference No.: 2025-01-022569) (hereinafter jointly: the **"Periodic Report for 2024"**), and the Board of Directors' Report for the Second Quarter of 2025, which are included herein by way of reference.

1. Explanations of the Board of Directors to the State of the Corporation's Business, Results of its Operations, Equity and Cash Flows

1.1 General

The Company was incorporated in Israel as a private company in April 2011. In December 2020, the Company and its controlling shareholder completed a public offering, a purchase offer, and listing for trade of its shares on the Tel Aviv Stock Exchange Ltd. As of the same date, the Company has been a public company (as this term is defined in the Companies Law, 5769-1999).

1.2 Company's activity

The Company is an international company that is engaged, as of the date of the Report, itself and through corporations held thereby, directly and indirectly, including in cooperation with third parties, in long-term development and investment activity of production systems of “clean” electricity from solar energy, systems for storing electricity in batteries in Israel, the USA and Europe, electric vehicle charging systems in Israel, electricity supply, as well as in the construction (EPC), operation and maintenance (O&M) of solar systems, storage systems and vehicle charging systems in Israel, mainly for corporations held by it, including in collaboration with third parties.

The Group’s activities include the initiation, development, and acquisition of solar projects, wind systems and storage systems, starting from preliminary and initial stages, for the benefit of long-term holding, in Israel, Europe and the USA. These projects include large systems in Europe, which connect to the transmission or distribution network at high or ultra-high voltage, with a supply of hundreds of megawatts, through solar systems and storage systems in Israel, Europe and the USA that connect to the high voltage or low voltage distribution network, as the case may be.

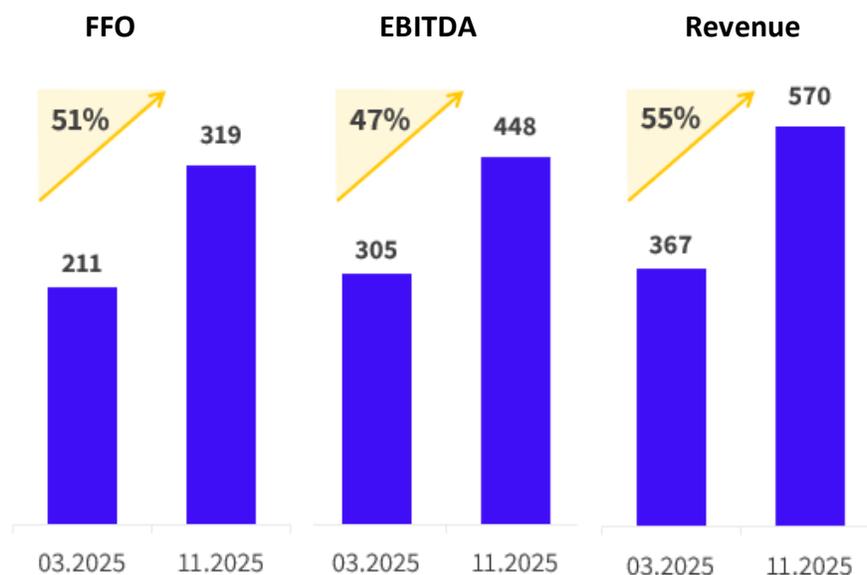
For details about the Company’s areas of activity as of the date of the Report, see Sections 1.2.2, 1.2.3, 3.1-3.4 of the chapter Description of the Corporation’s Business - Part A of the Periodic Report for the year 2024, as well as Note 31 to the financial statements as of December 31, 2024.

For details regarding the Company’s business environment, see Sections 2.2, 3.1.1, 3.2.1, 3.3.1, and 3.4 of the chapter Description of the Corporation’s Business - Part A of the Periodic Report for the year 2024.

1.3 Key indicators in the Company’s activity

Forecast of connected project data, connected after the Report Date and ready to connect

Representative year forecast, financial data, Company’s effective share, NIS millions



* Based on the pipeline of projects that are connected and ready to connect. For details, see Section 1.4 of the Board of Directors' Report. The anticipated revenues, EBITDA, and FFO constitute forward-looking information, as this term is defined in the Securities Law, and include the Company's assessments regarding the revenue, EBITDA, and FFO from the first full representative year of each of the projects detailed in the tables of connected projects, projects connected after the date of the Report, and projects ready to connect in Section 1.4 below (assuming that all projects will be connected at the same time and that the assumptions detailed in Section 1.4 below will be fulfilled). The data was presented for the purpose of illustration only of the revenues from the performance of the systems, as far as they are completed with the assumptions used by the Company, and they do not purport to present the forecast of the Company's performance in these years. It should be emphasized that the non-fulfillment of any of the assumptions detailed in Section 1.4 below or in the forward-looking paragraph in Section 1.4 below may cause the assessments of revenues, EBITDA, and FFO for the first full representative year to differ from the data detailed in the tables above.

1.4 Main data regarding the systems in commercial operation, ready for connection, setup, in advance of setup, advanced development and development

The following tables briefly describe the data of the Group's companies' systems (based on 100%) in commercial operation, ready for connection, setup, in preparation for setup, advanced development, and development:

Projects in commercial operation^(*)

			Israel ⁽¹⁾	USA ⁽⁵⁾⁽⁶⁾	Italy ⁽⁵⁾	Spain ⁽⁵⁾		England	Poland ⁽¹⁰⁾	Serbia	Romania ⁽¹²⁾	Total	
						Olmedilla	Sabinar I & II	Buxton ⁽⁸⁾		Ada	Ratesti ⁽¹²⁾		
Rates rage⁽²⁾ (NIS/kWh, as of September 30, 2025)			0.16-2.47	0.102-1.427	0.315-0.672	-0.01-0.25	0.01-0.2-	0.245-2.744	1.2-2.53-	0-1.634	0.118-1.141	-	
Solar - weighted rate per kWh, storage - annual income per kWh, in the fifth year (NIS)⁽¹¹⁾			-	-	0.33	0.17	0.17-0.27	241.9	0.32	0.31	0.28	-	
Solar - weighted rate per kWh, storage - annual income per kWh, in the tenth year (NIS)⁽¹¹⁾			-	-	0.33	0.17	0.19	292.3	0.33-0.35	0.28	0.24	-	
Number of systems	Solar	Sept. 30, 2025	1,531	31	242	1	2	1	2	1	1	1,812	
		Sept. 30, 2024	1,513	28	160	1	2	-	1	-	1	1,706	
		Dec. 31, 2024	1,523	28	196	1	2	1	1	-	1	1,753	
	Storage	Sept. 30, 2025	38	2	-	-	-	1	-	-	-	-	41
		Sept. 30, 2024	23	2	-	-	-	-	-	-	-	-	25
		Dec. 31, 2024	27	2	-	-	-	1	-	-	-	-	30
Total installed power (KWp) (100%)	Solar	Sept. 30, 2025	331	18	232	169	238	-	40	27	155	1,210	
		Sept. 30, 2024	328	18	141	169	238	-	20	-	155	1,069	
		Dec. 31, 2024	329	18	178	169	238	-	20	-	155	1,107	
	Storage	Sept. 30, 2025	111	2	-	-	-	60	-	-	-	-	173
		Sept. 30, 2024	68	2	-	-	-	-	-	-	-	-	70
		Dec. 31, 2024	80	2	-	-	-	60	-	-	-	-	142
Total setup costs (in NIS thousands)		Sept. 30, 2025	1,437,401	209,338	865,727	504,395	838,658	123,772	144,454	79,573	436,951	4,640,269	
		Sept. 30, 2024	1,426,066	234,787	523,970	556,744	889,480	-	85,054	-	467,908	4,184,009	
		Dec. 31, 2024	1,433,533	230,767	645,265	510,712	832,823	127,490	79,547	-	427,459	4,287,596	
Equity balance provided by the Company (NIS millions)⁽⁷⁾		30.9.2025	126	2	78	115	164	40	144	80	96	845	

		Israel ⁽¹⁾	USA ⁽⁵⁾⁽⁶⁾	Italy ⁽⁵⁾	Spain ⁽⁵⁾		England	Poland ⁽¹⁰⁾	Serbia	Romania ⁽¹²⁾	Total
					Olmedilla	Sabinar I & II	Buxton ⁽⁸⁾		Ada	Ratesti ⁽¹²⁾	
Total senior debt balance (NIS thousands)	Sept. 30, 2025	1,006,939	59,387	692,582	235,265	458,107	73,275	-	-	176,166	2,701,721
	Sept. 30, 2024	919,568	18,193	419,176	216,879	319,752	-	-	-	249,144	2,142,712
	Dec. 31, 2024	1,046,349	67,680	516,212	201,690	461,303	75,476	-	-	211,372	2,580,082
Balance of the senior debt period, in years (weighted average)	September 30, 2025	17	4	15	15	21	5	-	-	9	-
Income (NIS thousands)	1-9/2025	260,189	13,140	83,289	69,093	62,413	8,019	7,804	4,855	31,959	540,761
	1-9/2024	221,675	13,058	44,988	79,722	49,118	-	5,009	-	61,517	475,087
	2024	285,746	17,599	54,555	89,817	62,013	4,423	5,584	-	97,400	617,137
Income from Tax Equity	1-9/2025	-	4,881	-	-	-	-	-	-	-	4,881
	1-9/2024	-	4,370	-	-	-	-	-	-	-	4,370
	2024	-	6,038	-	-	-	-	-	-	-	6,038
Total income (NIS thousands)	1-9/2025	260,189	18,021	83,289	69,093	62,413	8,019	7,804	4,855	31,959	545,642
	1-9/2024	221,675	17,428	44,988	79,722	49,118	-	5,009	-	61,517	479,457
	2024	285,746	23,637	54,555	89,817	62,013	4,423	5,584	-	97,400	623,175
TOTAL PROJECT EBITDA⁽³⁾ (NIS thousands)	1-9/2025	141,979	14,191	72,055	53,643	43,254	4,841	5,701	4,855	16,321	356,840
	1-9/2024	132,004	12,806	38,903	67,768	38,974	-	3,464	-	58,761	352,680
	2024	161,507	18,443	45,920	72,218	47,193	4,142	3,937	-	92,083	445,443
TOTAL PROJECT FFO⁽³⁾ (NIS THOUSANDS)	1-9/2025	84,973	11,728	56,023	46,230	26,414	830	5,701	4,855	6,424	243,178
	1-9/2024	80,461	9,892	18,281	63,180	27,274	-	3,464	-	54,540	257,092
	2024	89,223	14,647	20,978	64,188	32,193	3,795	3,937	-	64,864	293,825
Total free flow after senior debt service (NIS thousands)⁽³⁾	1-9/2025	43,065	8,590	44,678	35,833	12,193	830	5,701	4,855	(34,683)	121,062
	1-9/2024	41,528	5,562	17,478	43,739	18,129	-	3,464	-	45,648	175,548
	2024	33,245	8,223	4,549	44,858	13,164	3,795	3,937	-	51,611	163,382
Company's share of the free cash flow after debt service (NIS thousands)	1-9/2025	19,468	8,590	23,456	18,812	6,401	789	5,701	4,855	(17,341)	70,731
Rate of the Company's holdings⁽⁴⁾, indirectly (weighted average)	Sept. 30, 2025	42%	67%	33%	50%	47%	75%	100%	87%	50%	46%
	Sept. 30, 2024	41%	67%	33%	50%	47%	-	72%	-	50%	45%
	Dec. 31, 2024	42%	67%	33%	50%	47%	75%	80%	87%	50%	47%

(*) Projects in commercial operation are projects connected to the electricity grid as of September 30, 2025, including projects that are in the running stages.

(1) The data regarding the projects in Israel include the results of the solar projects and the storage projects.

(2) The range of rates in the systems in Israel is due to the difference in the rates established in the various regulations (net meter protection rate, guaranteed rate of rate systems and rates in tender systems). During the Report Period, the rest of the accounting period for these systems ranges between 9 and 25 years (about 21 years at a rate according to a weighted average) and the average rate was about NIS 0.16 - 2.47 NIS/kWh.

The range of rates in the US is due to the differing electricity rates in the various projects, the difference in the rate of discount given to tenants and the fact that electricity not associated with a specific customer is fed into the grid at no consideration or against payment of a negligible amount. It should be noted that during the Report Period, the average rate paid to Blue Sky was about 19 dollar cents per kWh for electricity sold to consumers and about 16 dollar cents per kWh produced. As detailed in the Company's Periodic Report for 2024, Blue Sky enters into agreements with tenants of the property for the sale of credit for the electricity supplied to the grid until the end of the tenant's lease agreement.

The range of tariffs in Italy is due to the variation in electricity tariffs in the GSE tenders and the fact that during the Report Period, some of the electricity was sold on the market. During the Report Period, the average rate of electricity sold in Italy by Sunprime on the free market was about 10 Euro cents per kWh. As detailed in the Company's Periodic Report for 2024, Sunprime projects operate under the GSE series, which provides a guaranteed rate for a period of 20 years.

The range of tariffs in Spain, Poland, Serbia, and Romania is due to the fact that the electricity (and in the case of Spain, some of the electricity) is sold on the open market (Merchant) at prices that change every few minutes, depending on the demand and supply of electricity at that moment. As of the Report Date, the sale of the electricity of the Olmedilla and Sabinar projects is carried out under PPA agreements for periods of 3, 5 and 9 years as well as in the open market (Merchant). It should be noted that during the Report Period, the flow of electricity by the projects in Spain to the grid was temporarily limited due to the floods in Spain, which caused a temporary shutdown of parts of the electricity grid. Additionally, during the Report Period, the sale of electricity from the Dziewoklucz project in Poland was carried out within the framework of the Balancing Market, until a production license is received in November 2025.

(3) The EBITDA and FFO indices were calculated on the basis of the data of the financial statements of the various project corporations (without considering the proportion of the Company's holdings), in an arithmetic-aggregate manner, as detailed below. It should be emphasized that **these financial indicators are not based on generally accepted accounting principles**. Most of the companies are held by corporations that are common to the Group Companies and third parties (in Israel as a whole, the owners of the rights in the land, and abroad, the local partner). As detailed in Note 2 to the Company's financial statements as of December 31, 2024, the outlines of the engagement accepted in the Group in relation to systems that are not under the Company's control are accounted for using the equity method. According

to this method, the results of the investee corporations are not reflected in detail in the Company's financial statements (revenues, expenses, etc.), but through a single "net" amount, which does not allow the reader of the reports to calculate the aforementioned indices from the financial statements. Therefore, in the Company's estimation, there is importance in presenting the total revenues and the financial indicators as mentioned, in a way that will allow the readers of the reports to get an impression and analyze the results of the various systems.

The EBITDA index is an accepted index in renewable energy projects, which represents the operational efficiency of the systems and is used by the decision-makers in the Company. As mentioned above, the index is calculated on the basis of data from the project corporations, as gross profit (income from electricity production minus operation and maintenance costs), neutralizing the depreciation of the systems.

The FFO index is calculated based on the EBITDA index, taking into account interest payments for senior debt loans. This index is an accepted index in renewable energy projects, reflecting the ability to service the senior debt principal from the revenues generated by the systems.

Net cash flow is calculated based on FFO less principal payments on the senior debt loan.

Adjustments to the application of the equity method include the elimination of the Company's and partners' share in each of the indices (revenues, EBITDA, FFO and free flow) of the associates, which are presented in the financial statements according to the equity method.

Below are the calculations of the indices of the systems (according to 100% data), in accordance with the above (in thousands of NIS):

	1-9/2025	1-9/2024	1-12/2024
Gross profit	229,346	254,541	306,392
Systems depreciation	127,495	98,141	139,051
EBITDA	356,841	352,682	445,443
Senior debt financing expenses	113,663	95,590	151,619
FFO	243,178	257,092	293,824

It should be emphasized that the project EBITDA presented in the above table is different from the EBITDA used to calculate the 'Debt to EBITDA Ratio' standard set in the trust deeds of the Bonds (Series B, C, and D) of the Company.

Below are adjustments between the aggregate project data and the Statement of Profit or Loss and Comprehensive Profit in the Company's financial statement (in NIS thousands):

For a period of nine months ended on September 30, 2025:

	Aggregate data	Adjustments for share in investee companies not held by the Company	Data of consolidated companies and the Company's share in associates (Sectors note)
Income	545,642	(180,186)	365,456
EBITDA	356,839	(108,816)	248,023
FFO	243,178	(69,373)	173,805

	Aggregate data	Adjustments for share in investee companies not held by the Company	Data of consolidated companies and the Company's share in associates (Sectors note)
Free cash flow	121,062	(22,564)	98,498
Equity profits (losses)	---	---	(7,184)

For a period of nine months ended on September 30, 2024:

	Aggregate data	Adjustments for share in investee companies not held by the Company	Data including the Company's share in the associate companies (Sectors note)
Income	479,455	(176,863)	302,592
EBITDA	352,682	(123,218)	229,464
FFO	257,091	(82,747)	174,344
Free cash flow	175,548	(51,970)	123,578
Equity profits (losses)	---	---	8,495

For the year ended on December 31, 2024:

	Aggregate data	Adjustments for share in investee companies not held by the Company	Data of consolidated companies and the Company's share in associates (Sectors note)
Income	623,175	(235,539)	387,636
EBITDA	445,443	(160,727)	284,716
FFO	293,824	(94,551)	199,273
Free cash flow	163,383	(44,344)	119,039
Equity profits (losses)	---	---	18,137

* The sectors note includes data regarding income and EBITDA. For details on the method of calculation of the FFO and the free cash flow, see the table detailing the calculation of the indices above.

(4) The share of the Company's holdings is calculated as a weighted average, indirectly, in relation to the system providers. The vast majority of the project corporations operate by virtue of use permits or lease agreements and projects on reservoirs by virtue of direct lease agreements with the Israel Land Authority.

(5) The data regarding the systems in the USA are based on Blue Sky's financial statements and NIS-EUR exchange rates at the time of the Report of NIS 3.306 per dollar, and an average exchange rate for the Report Period of NIS 3.519 per dollar, as applicable. The data regarding the systems in Europe are based on exchange rates of the NIS-EUR, which as of the Report Date is NIS 3.881 to the Euro, and an average exchange rate for the Report Period of NIS 3.928 to the Euro, as applicable. The data regarding the systems in the United Kingdom are based on NIS to GBP exchange rates, which as of the date of the Report are NIS 4.441 per GBP, and an average exchange rate for the Report Period of NIS 4.620 per GBP, as applicable.

(6) As for the US results, it should be noted that in the companies that own projects in Blue Sky, there is a tax partner. The agreements with the tax partners set forth arrangements regarding the distribution of

profits from the project between the portfolio company that owns the project and the tax partner, for specified periods as detailed in the agreement therewith. The EBITDA and free cash flow are shown net after the payment of the partner's share. It should also be noted that the sale of electricity by Blue Sky is carried out by virtue of electricity sale agreements between the project corporations and the end customers. As of the Report Date, part of the electricity produced in the system is not consumed by the customers or sold to customers paying low electricity rates, and is therefore sold at a low rate or fed into the grid free of charge.

- (7) As detailed in Sections 3.1 and 3.3.1.1 in the Description of the Corporation's Business chapter, the Company usually enters into agreements with most of its partners according to which the Company provides the equity (or most of the equity) required for the development and construction of the project in a loan, which is repaid on a cash sweep basis.
- (8) Regarding the Buxton project, it should be noted that during the Report Period, the project is partially operational. It should also be noted that in October 2025, all holdings in Atlantic Green, which owns the Buxton project, were purchased, so that as of the date of publication of the Report, the Company holds 100% of the project's holdings.
- (9) With regard to the Ratesti project, it should also be noted that pursuant to Romanian regulations, in December 2024, the project was disconnected from the grid until a production license was obtained, which was received in February 2025. No income was generated by the project during this period.
- (10) The projects in Poland are: Krzywinski I and Dziewoklucz I. It should be noted that during the Report Period, the grid operator limited the flow of electricity by the Dziewoklucz project company, due to infrastructure work required on the grid lines adjacent to the project.
- (11) The weighted tariff for years 5 and 10 is based on assessments received from international consulting firms regarding the electricity prices per kilowatt-hour of solar systems and the annual income per kilowatt-hour of storage systems in the fifth and tenth years from the date of commercial operation, all plus index linkage and green certificates in countries where such exist, in accordance with the consulting firms' assessments, and with respect to projects that sell electricity under a CfD arrangement, in accordance with the fixed tariff under the arrangement plus index linkage, as per the consulting firms' assessments. It is clarified that the information as stated is published on a non-reliance basis, and that there is a possibility that actual revenues will differ, including significantly, from the estimates of the consulting companies. It should be noted that with respect to Israel and the United States (other than the Bracero and Fairway projects), year-5 and year-10 tariffs were not provided, as the Company does not possess median-source forecasts.
- (12) It is noted that on October 5, 2025, the Company entered into an agreement to sell its entire holdings (50%) in the Ratesti project, subject to the completion of suspensive conditions. For details, see Section 1.5.3 below.

Projects connected after the Report Date and projects ready to connect ⁽¹⁾ (financial data in NIS millions)

Segment/ project name	Israel		Italy	Romania			Germany	Total
	PV	Storage	Sunprime	Iepuresti	Ghipati	Slobozia	Stendal	
Projected power (MWp)	23.0	---	86.7	169.4	146.0	73.6	---	498.7
Storage capacity (MWh)	---	6.0	---	---	---	---	209.0	215.0
Weighted rate (NIS) for first full year of operations (NIS)	0.35	---	0.31	0.28	0.28	0.21	---	---
Solar - weighted rate per KWh, storage - annual income per KWh, in the fifth year (NIS) ⁽¹²⁾	---	---	0.31	0.27	0.27	0.25	260.32	---
Solar - weighted rate per KWh, storage - annual income per KWh, in the tenth year (NIS) ⁽¹²⁾	---	---	0.31	0.24	0.24	0.27	231.22	---
Projected annual production hours (KWh/KWp)	1,590	---	1,513	1,403	1,384	1,540	---	---
Expected revenues for the first full year of operation ^{(5) (6)}	12.7	0.8	40.6	67.5	57.4	23.8	89.6	292.4
Total projected setup costs ⁽³⁾⁽¹⁰⁾	62.4	2.2	228.7	500.4	408.0	232.8	349.0	1,783.5
Equity provided by the Company as of September 30, 2025 ⁽¹¹⁾	44.0	3.1	0.0	307.0	252	216	152	948.1
Projected operating cost for the first year of operation ^{(6) (7)}	2.1	0.3	5.0	12.5	10.9	5.6	14.4	50.9
Projected EBITDA for the first year of operation ^{(6) (7)}	10.6	0.6	35.5	55.0	46.5	18.2	75.2	241.6
Predicted leverage rate (senior debt) ⁽¹⁰⁾	85%	80%	85%	45%	45%	60%	70%	---
Projected loan period (years) ⁽⁴⁾	20.0	20.0	20.0	12.0	12.0	12.0	7.0	---
Projected FFO for the first year of operation ⁽⁶⁾⁽⁸⁾	7.0	0.4	26.7	42.2	36.0	9.7	64.1	186.1
Rate of holdings ⁽⁹⁾	41%	25%	33%	95%	95%	95%	100%	---
Company's share in the cash flow for the first operating year	41%	100%	33%	100%	100%	100%	100%	---
Has senior debt been provided	In relation to some of the projects	No	Yes	Yes	Yes	No	Yes	---

⁽⁴⁾ The equity capital allocated to these projects is allocated from the construction profit of Sunprime, which serves as the construction contractor for the projects. Accordingly, the Company did not provide equity capital for the establishment of these projects.

Projects under construction or pre-construction as of the publication date of the Report Date ⁽¹⁾ (financial data in NIS millions)

Segment/ project name	Under construction			Pre-construction			
	Israel		Italy	Italy		Israel	
	PV	Storage	PV	PV	Storage	PV	Storage
Projected power (MWp)	25.8	---	77.0	251.2	---	12.8	---
Projected storage capacity (MWh)	---	137.7	---	---	800.0	---	527.0
Solar - weighted tariff (NIS), storage - annual income per KWh - for the first full year of operation (NIS)	0.40	---	0.32	0.28	---	0.33	---

Segment/ project name	Under construction			Pre-construction			
	Israel		Italy	Italy		Israel	
	PV	Storage	PV	PV	Storage	PV	Storage
Solar - weighted rate per KWh, storage - annual income per KWh, in the fifth year (NIS) ⁽¹²⁾	---	---	0.32	0.28	111.0	---	---
Solar - weighted rate per KWh, storage - annual income per KWh, in the tenth year (NIS) ⁽¹²⁾	---	---	0.32	0.28	121.8	---	---
Projected annual production hours (KWh/KWp)	1,600	---	1,354	1,426	---	1,600	---
Expected revenues for the first full year of operation ^{(5) (6)}	16.6	18.6	33.0	101.8	135.8	6.8	71.1
Total projected setup costs ⁽³⁾⁽¹⁰⁾	71.8	50.1	201.4	631.4	426.9	49.9	191.6
Equity provided by the Company as of September 30, 2025 ⁽¹¹⁾	1.3	17.0	---	8.6	16.6	0.0	1.0
Projected operating cost for the first year of operation ^{(6) (7)}	3.2	4.3	4.5	14.6	13.2	1.9	13.2
Projected EBITDA for the first year of operation ^{(6) (7)}	13.4	14.3	28.5	87.2	122.6	4.9	58.0
Predicted leverage rate (senior debt) ⁽⁴⁾⁽¹⁰⁾	85%	80%	85%	85%	70%	85%	80%
Projected loan period (years) ⁽⁴⁾	20	20	20	20.0	7.0	20.0	20.0
Projected FFO for the first year of operation ⁽⁶⁾⁽⁸⁾	9.5	11.6	20.6	62.4	109.2	3.0	47.4
Rate of the Tax Equity in the investment	---	---	---	---	---	---	---
Projected setup completion date ⁽²⁾	2025-2026	2026	2025-2026	2026	2026	2025-2026	2026-2027
Rate of holdings ⁽⁹⁾	58%	44%	33%	33%	33%	81%	79%
Company's share in the cash flow for the first operating year	58%	59%	33%	33%	33%	81%	84%
Has senior debt been provided	Partial	No	Partial	No	No	No	No

Continued - Projects under construction or pre-construction as of the publication date of the Report Date (financial data in NIS millions)

Segment/ project name	Projects under construction				Projects pre-construction				
	UK	USA	Poland		USA			Spain	UK
	Cellarhead	Blue Sky	Krzywinski II	Cybinka	Nofar USA	Bracero (BESS)	Fairway (BESS)	Sabinar III	Noventum RTB
Projected power (MWp)	---	3.9	5.0	40.0	40.0	---	---	40.0	62.8
Projected storage capacity (MWh)	624.0	---	---	---	---	460.0	240.0	---	---
Weighted rate (NIS) for first full year of operations	---	0.61	0.30	0.30	0.1	---	---	0.2	0.25
Solar - weighted rate per KWh, storage - annual income per KWh, in the fifth year (NIS) ⁽¹²⁾	279.55	---	0.32	0.33	---	349.3	281.8	0.2	0.36

Segment/ project name	Projects under construction				Projects pre-construction				
	UK	USA	Poland		USA			Spain	UK
	Cellarhead	Blue Sky	Krzywinski II	Cybinka	Nofar USA	Bracero (BESS)	Fairway (BESS)	Sabinar III	Noventum RTB
Solar - weighted rate per KWh, storage - annual income per KWh, in the tenth year (NIS) ⁽¹²⁾	310.78	---	0.31	0.36	---	300.4	281.7	0.2	0.38
Projected annual production hours (KWh/KWp)	---	1,504	1,091	1,152	1,765	---	---	1,664	1,014
Expected revenues for the first full year of operation ^{(5) (6)}	123.7	3.6	1.6	14.0	10.5	149.8	78.4	10.4	15.9
Total projected setup costs ⁽³⁾⁽¹⁰⁾	1,021.5	42.7	8.3	92.7	121.7	749.1	428.8	71.4	131.6
Equity provided by the Company as of September 30, 2025	301	0.0	0.0	12	1.0			0	4
Projected operating cost for the first year of operation ^{(6) (7)}	30.2	0.9	0.6	2.6	1.6	21.8	13.7	2.9	3.7
Projected EBITDA for the first year of operation ^{(6) (7)}	93.6	2.7	1.1	11.4	8.9	127.9	64.6	7.4	12.3
Predicted leverage rate (senior debt) ⁽⁴⁾⁽¹⁰⁾	62%	35%	56%	56%	35%	30%	30%	59%	55%
Projected loan period (years) ⁽⁴⁾	7	5	7	18	5.0	5.0	5.0	23.0	12.0
Projected FFO for the first year of operation ⁽⁶⁾⁽⁸⁾	52.2	1.6	0.8	8.4	5.9	110.0	54.3	5.0	7.6
Rate of the Tax Equity in the investment	---	35%	---	---	0.4	0.3	0.4	---	---
Projected setup completion date ⁽²⁾	2027	2026	H2 2025	H2 2026	2026	2027	H1 2028	H1 2027	H1 2026
Rate of holdings ⁽⁹⁾	100%	67%	100%	100%	90%	90%	90%	47%	80%
Company's share in the cash flow for the first operating year	100%	100%	100%	100%	100%	100%	100%	53%	100%
Has senior debt been provided	No	No	No	No	No	No	No	No	No

Continued - Projects under construction or pre-construction as of the publication date of the Report Date (financial data in NIS millions)

Segment/ project name	Romania								Total
	Under construction		Pre-construction						
	Corbii Mari (PV)	Volter	Ratesti (BESS)	Corbii Mari (BESS)	Corbii Mari Phase II (BESS)	Volter (BESS)	Iepuresti (BESS)	Ghimpati (BESS)	
Projected power (MWp)	281.0	178.8	---	---	---	---	---	---	1,018
Projected storage capacity (MWh)	---	---	240.0	120.0	764.0	300.0	640.0	480.0	5,333
Weighted rate (NIS) for first full year of operations	0.29	0.28	---	---	---	---	---	---	---
Solar - weighted rate per KWh, storage - annual income per	0.26	0.26	236.6	229.46	163.4	163.4	167.3	167.3	---

Segment/ project name	Romania								Total
	Under construction		Pre-construction						
	Corbii Mari (PV)	Volter	Ratesti (BESS)	Corbii Mari (BESS)	Corbii Mari Phase II (BESS)	Volter (BESS)	Iepuresti (BESS)	Ghimpati (BESS)	
KWh, in the fifth year (NIS) ⁽¹²⁾									
Solar - weighted rate per KWh, storage - annual income per KWh, in the tenth year (NIS) ⁽¹²⁾	0.24	0.24	215.6	218.94	150.9	150.9	151.2	151.2	---
Projected annual production hours (KWh/KWp)	1,393	1,392	---	---	---	---	---	---	---
Expected revenues for the first full year of operation ^{(5) (6)}	112.4	70.2	54.0	27.0	152.6	59.9	132.0	99.0	1,499
Total projected setup costs ⁽³⁾⁽¹⁰⁾	647.7	426.9	131.2	78.2	450.7	164.5	379.5	256.5	6,826
Equity provided by the Company as of September 30, 2025	219	75	---	---	---	---	---	---	656
Projected operating cost for the first year of operation ^{(6) (7)}	15.7	13.6	5.5	2.7	22.2	8.7	26.3	19.7	247
Projected EBITDA for the first year of operation ^{(6) (7)}	96.6	56.7	48.5	24.3	130.4	51.2	105.7	79.2	1,251
Predicted leverage rate (senior debt) ⁽⁴⁾⁽¹⁰⁾	55%	55%	45%	45%	45%	45%	45%	45%	---
Projected loan period (years) ⁽⁴⁾	12	12	12.0	12.0	12.0	12.0	12.0	12.0	---
Projected FFO for the first year of operation ⁽⁶⁾⁽⁸⁾	75.0	42.4	45.0	22.1	118.1	46.7	95.3	72.2	1,026
Rate of the Tax Equity in the investment	---	---	---	---	---	---	---	---	---
Projected setup completion date ⁽²⁾	H2 2026	H2 2026	H1 2026	H2 2026	H1 2027	H1 2027	H1 2026	H1 2026	---
Rate of holdings ⁽⁹⁾	95%	95%	50%	95%	95%	95%	95%	95%	---
Company's share in the cash flow for the first operating year	100%	100%	50%	100%	100%	100%	100%	100%	---
Has senior debt been provided	No	No	No	No	No	No	No	No	

Licensed projects as of the Report publication date ⁽¹⁾ (financial data in NIS millions)

Country	Israel		USA			Italy (Sunprime)		Poland		England		
	PV	Storage	Nofar USA - PV	Blue Sky (BESS)	Nofar USA Holtsville	PV	Storage	PV	BESS	Noventum Distribution	Noventum Transmission	Toton
Projected power (MWp)	163.9	---	304.0	---	---	185.2	---	283.0	---	929.0	3,745.0	---
Projected storage capacity (MWh)	---	6,542.0	---	20.0	440.0	---	1,236.0	---	100.0	---	---	260.0

Country	Israel		USA			Italy (Sunprime)		Poland		England		
Segment/ project name	PV	Storage	Nofar USA - PV	Blue Sky (BESS)	Nofar USA Holtsville	PV	Storage	PV	BESS	Noventum Distribution	Noventum Transmission	Toton
Weighted rate (NIS) for first full year of operations	0.38	---	0.15	---	---	0.30	---	0.33	---	0.30	0.31	---
Solar - weighted rate per KWh, storage - annual income per KWh, in the fifth year (NIS) ⁽¹²⁾	---	---	---	---	---	0.30	161.20	0.3	190.2	0.3	0.37	285.4
Solar - weighted rate per KWh, storage - annual income per KWh, in the tenth year (NIS) ⁽¹²⁾	---	---	---	---	---	0.30	182.34	0.3	196.7	0.4	0.37	308.7
Projected annual production hours (KWh/KWp)	1,800	---	1,765	---	---	1,351	---	1,091	---	1,032	1,006	---
Expected revenues for the first full year of operation ^{(5) (6)}	111.4	883.2	79.8	8.0	55.7	74.9	229.3	102.7	18.2	286.1	1,149.4	50.0
Total estimated setup costs ^{(3) (10)}	702.1	2,379.1	924.7	34.2	521.4	470.0	887.4	711.7	103.5	1,946.8	7,847.9	360.0
Equity provided by the Company as of September 30, 2025 ⁽¹¹⁾	2	4	0			7.7	54.4	41	0.0	32	5	2.0
Projected operating cost for the first year of operation ^{(6) (7)}	23.0	163.6	12.1	2.3	17.2	10.8	40.8	15.4	2.5	54.1	218.0	11.9
Projected EBITDA for the first year of operation ^{(6) (7)}	88.4	719.6	67.8	5.7	38.5	64.1	188.5	87.3	15.7	232.0	931.4	38.1
Predicted leverage rate (senior debt) ⁽¹¹⁾	85%	80%	35%	40%	40%	85%	70%	56%	45%	55%	55%	60%
Projected loan period (years) ⁽⁴⁾	20	20	5	7	10	20	7.0	7.0	12.0	12.0	12.0	10
Projected FFO for the first year of operation ⁽⁶⁾⁽⁸⁾	61.5	588.3	45.1	4.8	22.9	44.7	160.6	65.4	15.0	162.0	649.3	23.4
Rate of the Tax Equity in the investment	---	---	35%	40%	30%	---	---	---	---	---	---	---
Projected setup completion date ⁽²⁾	2026-2028	2026-2028	2026-2027	2027-2028	H2 2027	2026-2028	2026-2027	2028	2028	2029	2033	2028
Rate of holdings ⁽⁹⁾	90%	67%	90%	67%	90%	33%		33%	100%	100%		80%
Company's share in the cash flow in the first operating year	90%	67%	100%	100%	100%	33%		33%	100%	100%		100%

Cont. - Licensed projects as of the Report publication date ⁽¹⁾ (financial data in NIS millions)

	Spain		Greece	
Segment/ project name	Olmedilla BESS	Sabinar BESS	BESS	Total
Projected power (MWp)	---	---	---	5,610.1
Projected storage capacity (MWh)	520.0	772.0	100.0	9,990.0
Weighted rate (NIS) for first full year of operations	---	---	---	---
Solar - weighted rate per KWh, storage - annual income per KWh, in the fifth year (NIS) ⁽¹²⁾	127.4	127.4	198.3	---
Solar - weighted rate per KWh, storage - annual income per KWh, in the tenth year (NIS) ⁽¹²⁾	105.8	105.8	200.1	---
Projected annual production hours (KWh/KWp)	---	---	---	---
Expected revenues for the first full year of operation ^{(5) (6)}	36.9	54.8	24.1	3,164.5
Total estimated setup costs ^{(3) (10)}	277.5	411.9	86.6	17,664.8
Equity provided by the Company as of September 30, 2025 ⁽¹¹⁾	---	---	3	158.1
Projected operating cost for the first year of operation ^{(6) (7)}	10.6	15.7	7.6	605.4
Projected EBITDA for the first year of operation ^{(6) (7)}	26.3	39.1	16.5	2,559.1
Predicted leverage rate (senior debt) ⁽¹¹⁾	59%	0.6	50%	---
Projected loan period (years) ⁽⁴⁾	23	23.0	7	---
Projected FFO for the first year of operation ⁽⁶⁾⁽⁸⁾	16.8	35.4	16.0	1,911.2
Rate of the Tax Equity in the investment	---	---	---	---
Projected setup completion date ⁽²⁾	H1 2027	H1 2027	H1 2026	---
Rate of holdings ⁽⁹⁾	50%	47%	100%	---
Company's share in the cash flow in the first operating year	53%	53%	100%	---

Projects under development as of the Report publication date ⁽¹⁾

Country	Israel (PV & BESS)	USA		Spain (Wind)	Poland (PV & BESS)	Romania (BESS)	UK Noventum (PV)	Italy (BESS)	Germany (BESS)	Total
		Blue sky (PV & BESS)	Nofar USA							
POWER (MW)	384	—	898	106	418	—	1,280	—	—	3,085
Projected storage capacity (MWh)	2,840	363	—	—	2,994	400	—	1,392	1,200	9,189
Rate of holdings ⁽⁹⁾	100%	67%	90%	47%	100%	95%	80%	33%	100%	—
Company's share in the cash flow	100%	100%	100%	53%	100%	100%	100%	33%	100%	—

The balance of expenses in advance for projects in development amounted, as of September 30, 2025, to a total amount of approximately NIS 44,903 thousand.

- ⁽¹⁾ For details regarding the conditions for recognizing projects ready for connection, construction, pre-construction, advanced development, and development, see Section 1.1 of the Description of the Corporation's Business Chapter.

It should be noted that the disclosure in relation to projects in Israel, Italy and Blue Sky, which include a large number of projects, none of which is significant to the Company in terms of system suppliers in terms of megawatts, as well as in relation to projects under licensing in the United Kingdom and Poland, and in relation to all projects under development, are aggregate data, and that the disclosure in relation to the rest of the projects, their types, and geographic location, constitute a separate disclosure in relation to each project.

The data in relation to projects in Poland, Romania, and Italy, are based on an exchange rate of NIS 3.881 to the Euro; the data in relation to projects in the United States are based on an exchange rate of NIS 3.306 to the dollar; the data in relation to the UK are based on an exchange rate of NIS 4.441 to the pound.

Regarding the projects in development, advanced development, construction and pre-construction, the data on the table is based on the assumption that all of the approvals required for setup, connection of the system, to the electric grid, and commercial operation have been received, including approval regarding the place on the grid (approval of connection to the grid), the completion of the planning processes required for the setup of the systems, non-expiration of any of the approvals received by the same date, receipt of construction permits, arrival of the projects to readiness for setup by the long stop date set forth in their purchase or financing agreements, compliance with the connection tests of the electrical authority, and so on. As of the Report Date, the Company is unable to assess the likelihood of completing the proceedings as stated for all of the projects. However, there is a high probability that not all projects that have not yet received connection permits will receive connection permits or will receive connection permits in the supplies in accordance with the applications submitted in relation to them or in accordance with the supplies that can be constructed on the land.

Regarding the supplies of the systems and the projected construction completion dates - the estimates contained on the tables above are based on the Company's assessments, based on confirmations received as of the Report Date and/or the area of the land on which the system is intended to be built, the deadline for the completion of the acquisition of the projects set in the purchase agreements, information provided to the Company from the local partner, information provided to the Company within the due diligence procedures carried out by the Company in relation to the various projects, or on the basis of the Company's assessments. In light of the initial stages of the development of the projects, as well as the regulatory approvals required for their setup, as of the Report Date, there is no certainty of the realization of the projects, their execution and their realization in the quantities and on the dates set forth on the table.

Additionally, regarding the projects in the UK and Greece, the data on the table is based on the assumption that the projects will become ready to build under the conditions as set forth in the agreements for their purchase, and that the Company will complete the transactions for the purchase of the rights in them.

- (2) The construction completion dates of the projects in Israel are based on the Company's estimates regarding connection dates; The projected construction completion dates of the Corbii Mari and Cellarhead projects are based on the dates provided in the construction agreements of the projects and the Company's systems regarding construction delays; the dates for completion of the construction of the other projects in Poland, Romania, and the UK are based on the dates specified in the connection approvals or assessments of the local partner, the project developer (from which the rights in the project were purchased) or external consultants, as the case may be, regarding the connection date; The projected operating dates of Sunprime projects are based on Sunprime's management's assessment of the rate of progress in the construction of the projects, and in projects related to which construction contracts are signed - the dates set forth in the project construction agreements and the Company's assessments of the construction delays; The projected operating dates of Blue Sky and Nofar USA projects are based on the Company's assessment of the pace of development and construction of the projects. The projected construction dates for the projects in Greece are based on the Company's estimates.
- (3) With respect to systems for which the terms for the purchase of system components and/or the loan terms for financing the construction of the systems have not yet been finalized, the estimates were calculated based on the costs and financing terms of projects under construction for which such terms have been finalized, while factoring in changes in construction, transportation, and financing costs that occurred during the period. The construction costs for Sunprime projects are based on Sunprime management's estimates of construction costs per installed megawatt. The construction costs for projects in Poland are based on the cost of acquiring rights in the projects, development costs detailed in the various development agreements, and the Company's estimates of construction costs based on development and construction costs of other projects; and for the Cybinka project, also based on indications from negotiations regarding the construction agreement. The construction costs of the projects in Romania are based on the cost of acquiring the rights in the projects and construction costs according to signed construction agreements, bids received from contractors, or the Company's estimates of the project construction costs. It should be noted that as part of the construction of the Iepuresti Project, the project company is

required to construct a substation that will serve the Iepuresti, Ghimpati, and Volter projects, as well as an additional project to be constructed in the area. The construction costs of these projects were calculated under the assumption that such costs would be allocated among the four projects to be connected to the substation (accordingly, the construction costs do not include an amount of approximately EUR 4 million, which the Company estimates will be received upon the connection of additional project(s) to the same substation). The construction costs for the Sabinar III project are based on the Company management's estimates, taking into account the construction costs of the Sabinar II project and changes that have occurred in the market. The construction costs of the Blue Sky and Nofar USA projects are based on estimates by Blue Sky and Nofar USA management. The construction costs for the Cellarhead project are based on the signed construction, procurement, and maintenance agreements related to the project. The construction costs for the Toton project are based on the Company management's estimates, taking into consideration the construction agreements for the Buxton and Cellarhead projects, while taking into account the decline in battery prices. The construction costs of the Stendal project are based on the cost of acquiring the rights in the project and the construction and procurement agreements for this project. The setup costs in Greece are based on the Company's estimates.

- (4) With respect to systems in Israel with a guaranteed tariff for which financing terms have not yet been finalized, the leverage ratio and margin are based on the leverage ratio and margins agreed upon in previously executed financing agreements. With respect to projects with a non-guaranteed tariff, the leverage ratios and margins are based on the leverage ratios and margins agreed upon in previously executed financing agreements, weighted together with the Company's assessments regarding the additional margin due to the uncertainty relating to the revenues of these projects; with respect to the Sunprime projects, the leverage ratio is based on the terms of the financing agreements executed by Sunprime; with respect to the projects in Poland, an indicative financing rate of approximately 36% was assumed, at an interest rate of 5.6% to 7%, in accordance with the indications received in the course of negotiations and the EURIBOR Swap Rates for the estimated loan periods; with respect to the projects in Romania, financing rates were assumed in accordance with the financing agreements executed for the Iepuresti and Ghimpati projects, in accordance with the draft term sheet relating to the financing of the Slobozia, Corbii Mari, and Volter projects, and the EURIBOR Swap Rates for the estimated loan periods; with respect to the projects in the United States, it was assumed that the leverage ratio would be 35%. It is noted that as of the date of the Report, the projects under construction of Blue Sky are financed by way of a loan provided by the Company to Blue Sky (and not through project loans). Regarding the Nofar USA projects, leveraging rate of 35% was assumed with 7% interest, in accordance with the assessment of the Nofar USA management. In addition to the senior debt used for the construction of the projects in the USA, the project companies usually enter into agreements with tax equity partners, which on the systems connection date, invest in the project companies in return for receipt of federal tax benefits and accelerated depreciation or purchase the ITC benefit against a cash payment. For this matter, it was assumed that the tax equity partners will invest an amount equal to 30%–40% of the project cost, in accordance with the rates invested in commercially operating projects that sold their tax benefits; with respect to the Cellarhead project, the financing costs are in accordance with the terms of the executed financing agreement and the Sonia Swap Rates for the estimated loan period; with respect to the Toton project, indicative financing of approximately 50%–70% of the

project cost was assumed, at an interest rate of 6% to 7%, based on the financing terms of Buxton and Cellarhead and on market assessments regarding the interest rate. It will be emphasized that as of the Report Date, there is no certainty that the financing terms will be in accordance with the Company's estimates. As to the Toton project, it is noted that the Company has not yet completed its purchase (which is expected to arrive at the time of its arrival to RTB). The projected financing terms in Greece are based on the Company's assessments

- (5) The rates and revenues on the table of the solar systems in Israel include, *inter alia*, the Company's estimates in relation to the actual system supply and the scope of real-time consumption from the systems. The revenues in the table for the storage systems in Israel are based on an assumed annual revenue of approximately NIS 135 per KWh, in accordance with the ToU tariffs and Decision No. 63704 of the Electricity Authority – Market Model for Generation and Storage Facilities Connected or Integrated into the distribution network, prevention of curtailment of electricity produced in solar systems in the historical segment, an addition for estimated negative prices under a conservative assumption, an addition for an urban premium assuming 50% of the facilities, and an addition for ancillary network services (balancing, network services). The rates in relation to the tariff systems and systems based on competitive procedures are based on the rates established in these regulations, plus linkage to the index until the Report Date (as relevant), and regarding regulations that allow for self-consumption - the Company's estimates regarding the consumption scope and regime of the customers and electricity tariffs as of the Report Date (less an assumption, if relevant) and the system costs arising from these arrangements. The revenues on the table in relation to the systems in Israel are based on a working assumption of 1,590-1,800 hours of sunlight per year on average, depending on the location of the project and the type of project.

The revenues in the table with respect to projects in Romania are based on a forecast of electricity tariffs for sale on the open market in the first year of operation of each project received from an international consulting firm or a forecast of revenues from battery projects (plus index linkage according to the consulting firm's estimates and the forecast of green certificate tariffs in the country) and an assumption of working hours of sunshine as detailed in the table above, and for the Slobozia project, in accordance with the tariff set in the CfD tender, in addition to linkage. It is further noted that to the extent the project company enters into a PPA agreement, wins CfD tenders, or enters into a tolling agreement, the actual revenues will be lower than the revenues in the open market; the revenues of the projects in Poland are based on a forecast of electricity tariffs for sale in the open market in the first year of operation of each project, as detailed above, received from an international consulting firm (plus indexation according to the assessments of a consulting firm and a forecast regarding the price of green certificates in the country) and a working assumption of between 1,046 and 1,138 sun hours per year, depending on the project location, and with respect to the Cybinka projects – in accordance with the tariff set in the CfD tender, plus indexation; the revenues in the table with respect to Sunprime's solar projects are based on the tariffs that Sunprime won in the tenders (ranging from EUR 72.8 to EUR 89.6 per kWh, with an average of approximately EUR 82 per MWh) and a working assumption of approximately 1,361 average sun hours per year, and with respect to the storage projects, on consulting firms' assessments regarding the revenues of storage projects in their first year of operation; the revenues in the table

with respect to the Blue Sky project are based as follows: with respect to the projects for which the Company has accurate data on the average electricity tariffs paid by customers – according to this average; with respect to the remaining projects – according to the electricity tariffs published by the network operator, assessments regarding the volume of annual sun hours (between 1,330 and 1,600 hours, depending on the geographical location of the system), and the assumption that all electricity generated by the systems will be sold to consumers. It should be noted that during the Report Period, the average rate paid to Blue Sky was about 20 cents per kWh for electricity sold to consumers and about 16 cents per kWh produced, since Blue Sky did not allocate all the electricity produced in the systems, did not collect payments for any electricity produced in its systems, and that electricity not associated with a specific customer was fed into the grid against payment of a negligible amount; The revenues in the table in relation to the US batteries is based on forecasts of external consulting companies and assessments of the local management. The revenues in the table in relation to the Cellarhead and Toton projects are based on a forecast of revenues from the sale of electricity and from system services provided to the Company by an external consulting company (in addition to linkage to the index according to a consulting company's estimates). The revenues in the table in relation to the Stendal project are based on the assessments of an international consulting firm regarding revenue from batteries in the first year of operation, and the terms of the Tolling Agreement signed for the project, pursuant to which, during the first year of operation, part of the electricity will be sold on the open market and part at a fixed price.

- (6) The “first year of operation” means 12 consecutive months during which, for the first time, the system will not be limited in supplying electricity to the grid in real time, and will bear senior debt payments. Usually, the repayment of the senior debt payments starts several months after the date of commercial operation.
- (7) The EBITDA index is calculated as the gross profit plus depreciation and amortization and taking into account the estimates regarding the ongoing maintenance costs of the system; Regarding projects in Israel - considering the maintenance costs stipulated in the agreements signed with the Company; Regarding the Sabinar project, based on the agreed consideration for the operation services according to the operation and management agreement (O&M) with the construction contractor; Regarding Sunprime - based on the estimates of the Sunprime management regarding the operating expenses of the projects and the maintenance costs offered to the financiers; Regarding the projects in Poland, operating expenses were assumed in accordance with the operating agreements (O&M) signed in relation to two projects and the Company's assessment; Regarding the projects in Romania, operating expenses were assumed in accordance with the maintenance agreements in which the Group Companies engaged and regarding battery projects, according to the Group's assessments; Regarding Blue Sky - it was assumed that the annual operating expenses will be in accordance with the average operating expenses per kilowatt in the connected systems. It is noted that the past agreements with the tax partners set forth arrangements regarding the distribution of profits from the project between the portfolio company that owns the project and the tax partner, for specified periods as detailed in the agreement therewith. In new agreements with tax partners, the transaction structure is designed so that the tax partner benefits from tax benefits without receiving a percentage of the proceeds, and accordingly, the operational costs that these distributions incurred are expected to decrease for

the tax partner in new projects. The EBITDA and the FFO are presented net after the payment of the partner's share; Regarding the storage projects - according to the assessments of the consulting firms regarding the prices of the electricity; Regarding the Cellarhead project, operating costs were assumed in accordance with the amounts agreed with the construction and maintenance contractor; regarding the Toton project, operating costs were assumed in accordance with the offers received in relation to Cellarhead and Buxton, regarding the Stendal project, the operating costs in the maintenance and services agreements signed with the construction contractor, the battery supplier, and the terms of the Tolling Agreement. The projected operating costs in Greece are based on the Company's estimates.

- (8) The FFO is calculated as EBITDA less financing expenses (interest payments) for senior debt loans, based on the assumptions that are detailed in Note (5) above. It should be emphasized that as of the Report Date, financing had not yet been obtained for the Blue Sky, Toton projects, some of the Sunprime projects, the projects in Romania (other than Ratesti, Iepuresti, and Ghimpati), Poland, Greece, and Serbia, and there is no certainty regarding the receipt of said financing, including any certainty that their cost will be in accordance with the Company's estimates as detailed in Note (4) above. Furthermore, with respect to the financing agreements that were signed but from which no drawdowns have yet been made, it should be clarified that as of the date of the Report, there is no certainty regarding the project companies' compliance with the drawdown conditions.
- (9) The share of the Company's holdings is calculated as a weighted average, indirectly, in relation to the system providers. It should be noted that with respect to projects in Israel, some of the landowners have an option to purchase holdings in the project company under the terms specified in the agreement. The holding rate presented is based on the assumption that some of the landowners will exercise the option, in accordance with the Company's management's assessments regarding the chances of exercising each option. It should be noted that in November 2025, the Company entered into an agreement to sell 5% of the Noy-Nofar Europe Partnership, the completion of which is subject to conditions precedent, as detailed in Section 1.5.1 below. The percentage of holdings in projects in Italy and Spain, held (indirectly) through the Noy-Nofar partnership, is as of the date of publication of the Report, prior to the completion of the aforementioned agreement (to the extent that it is completed). It should also be noted that on October 5, 2025, the Company entered into an agreement to sell its entire holdings (50%) in the Ratesti project, subject to the completion of suspensive conditions. For details, see Section 1.5.3 below.

It should be noted that all holdings in the project corporations of Olmedilla, Sabinar, Buxton, Cellarhead, Sunprime (the project corporations in which financing was taken), Ratesti, Iepursti, Ghimpati and Stendal are pledged, as of the Report Date, in favor of the banks financing these projects. In addition, the holdings in the Bracero and Fairway project corporations and the Company that holds them are pledged to the benefit of the financing entities that provided corporate financing to Nofar USA, as detailed in Section 1.5.11 below.

- (10) The construction costs include, among other things, a discount regarding the forfeiture of construction guarantees of projects by virtue of competitive procedures for roof installations and reservoirs, which will be connected to the grid after the binding date, with the aim of maintaining the rates the Company won.

- (11) The invested equity rate was calculated assuming the receipt of financing at the rate as detailed in the above table. It should be noted that as of the date of the Report, certain projects in Israel, Poland, certain Sunprime projects, Blue Sky projects, Noventum projects, and Romania (Slobozia, Corbii Mari, Volter), Greece, Serbia, are funded by equity. At the time of receiving the financing for these projects, the Company intends to withdraw part of the equity invested in the projects. The equity contributed to part of the projects in Sunprime is provided out of Sunprime's construction profit, as Sunprime serves as the EPC contractor for the projects. Accordingly, the Company did not provide equity capital for the establishment of these projects.
- (12) The weighted tariff for years 5 and 10 is based on assessments received from international consulting firms regarding electricity prices per kilowatt-hour for solar systems and annual revenues per kilowatt-hour for storage systems in the fifth and tenth years from the project's connection date, all plus indexation to the CPI and to green certificates in accordance with the consulting firms' assessments, and with respect to projects that sell electricity under a CfD arrangement – in accordance with the tariff set in the arrangement plus indexation to the CPI in accordance with the consulting firms' assessments. It is clarified that the information as stated is published on a non-reliance basis, and that there is a possibility that actual revenues will differ, including significantly, from the estimates of the consulting companies. It should be noted that with respect to Israel and the United States, year-5 and year-10 tariffs were not provided, as the Company does not possess median-source forecasts.

The assessments detailed in the tables above regarding tariffs, tariff periods, capacities, annual production hours, commercial operation dates, construction costs, operating costs, loan periods, leverage ratios, revenues, EBITDA, FFO, expected free cash flow, holding rates, construction completion year, expected first operation year, inflation rate in each country, and first year operation results constitute forward-looking information, as this term is defined in the Securities Law, the realization of which is uncertain and not within the exclusive control of the Company. The aforementioned estimates are based on the Company's plans in relation to the entire system and the characteristics of the systems, which may not materialize, or may materialize differently, including materially, due to factors beyond the Company's control, such as: the lack of full certainty regarding rights in the project company, delays in obtaining the permits required for the construction and operation of the systems, delays in obtaining access to the electricity grid, delays in the connection work required by the administrator of the electric grid, changes in the costs of establishing the system, delays in obtaining the permits required to start construction of the project, receiving limited negative or positive answers from the Grid Connection department, receiving connection approval for a date far from the Company's estimates or a connection point far from the Company's estimates, delays in the development of the electricity grid, delays in construction, delays or difficulties in entering into development agreements with the Israel Lands Authority, delays in work performed by the system administrator required for the project's connection, delays in completing the compliance tests, delays in granting the rezoning of the land, delays in the supply of parts for the systems, changes in construction costs, including

for unforeseeable expenses, increase in the prices of raw materials, increase in transportation prices, changes in exchange rates, delays in obtaining the permits required to start construction of the project, delays in the development of the electricity network, delays in construction, changes in the regulatory tariffs, changes in the legal provisions and/or regulations, imposing taxes for electricity revenues in the countries in which the Group operates, changes in policy and/or financing costs, challenges in raising sources of funds, changes in interest rates, deficiencies in the system, changes in the weather, changes in electricity rates or systemic costs, changes in the volume of electricity consumption by system consumers, changes in demand for electricity, changes in tax rates, changes in tax laws, changes in the economy in general and the electricity sector in particular, regulatory changes, deficiencies in systems, the outbreak of a crisis and consequential limitations, a change in the security or state situation, including the impact of the Iron Swords war on the Company's activity, and the existence of one (or more) of the risk factors listed in Section 4.14 in the Description of the Corporation's Business chapter of the 2024 Periodic Report.

It should be emphasized that at the time of the Report, there is no certainty regarding the implementation of the projects that are under construction, in preparation for construction, licensing, advanced development and development, among other things, due to the fact that these projects are subject to receiving various approvals (including land zoning changes, building permits, a positive connection response, available quotas, meeting the tests of the Electricity Authority, connection approval, etc.), as detailed in Sections 3.1.1.1, 3.3.1.3, 3.3.1.5, 4.9 and 4.14 in the chapter of the Description of the Corporation's Business of the 2024 Periodic Report, while there is no certainty that they will be obtained, as well as due to a concern of the realization of one of the risk factors listed in Section 4.14 in the chapter Description of the Corporation's Business of the 2024 Periodic Report. To the extent that the Company fails to implement the systems listed above (or any of them), its main exposure will be the deletion of the amounts invested (and that will be invested) up to that same date, including forfeiture of guarantees provided in relation to the project, as well as in the systems established by virtue of winning a competitive procedure and systems abroad for which advances have been paid and/or guarantees have been deposited with the system administrator, the loss of the deposit money, the forfeiture of the connection and installation guarantees and the loss of the electricity quota (in case of non-compliance with the schedules until the maximum binding date).

1.5 Overview of the Company's development

During the year 2025, the Company continued to promote and expand its development platforms and project portfolio, as follows:

- 1.5.1 **General**- In November 2025, the Company entered into an agreement to sell 5% of the holdings in the Noy-Nofar Europe Partnership to the Noy Fund (as defined in the 2024 Periodic Report),

in exchange for a total of EUR 18.95 million, so that after the completion of the sale, the Company will hold 47.5% of the rights in the partnership and the general partner, and the Noy Fund will hold 52.5%. Completion of the transaction is subject to obtaining approval from the Competition Commissioner and receiving third-party approvals, as required. Upon completion of the transaction, a new partnership agreement between the Company and the Noy Fund will enter into force, replacing the partnership agreement previously executed (as detailed in Section 4.7.9 of the Annual Report, the information of which is included in this Report by way of reference), and which regulates the management of the Noy-Nofar Partnership and the relations between the parties as partners in the Noy-Nofar Partnership. According to the Company's assessment, following the decrease in the Company's holding rate in the Noy-Nofar Partnership and the amendment to the partnership agreement, which will grant the Noy Fund control of the Noy-Nofar Partnership, upon completion of the purchase transaction, the Company will cease to consolidate the results and balance sheet of the Noy-Nofar Partnership in the Company's financial statements. It is clarified that there is no certainty regarding the completion of the agreement, and that its completion is subject, among other things, to the fulfillment of the conditions precedent detailed above. For additional details, see Immediate Reports dated November 4, 2025 (Reference Nos.: 2025-01-083415 and 2025-01-083759), which are included in this Report by way of reference.

1.5.2 [Israel](#) - As of the Report Date, the scope of solar projects connected and ready to connect in Israel is about 355 megawatts¹. In addition, the Company has accumulated storage projects that are connected, ready to connect, under construction, pre-construction, licensing and development, with a total storage capacity of approximately 10.2 gigawatt hours. In addition, the Company engaged in and completed a transaction for the purchase of its partner's rights in Aspen Solar. In addition, during the past few months, the Company acted to renew the credit facilities granted to it by banks in Israel, while simultaneously increasing the credit facilities to a total scope of NIS 550 million² (compared to NIS 200 million last year), and is also conducting negotiations for the extension of the facilities and the receipt of additional credit facilities. In addition, during the past few months, the Company engaged in the development of three CCGT plants for which a recommendation from the Planning Administration was received. It should be emphasized that these are only preliminary development stages, and therefore there is no certainty regarding the execution of the said projects. In addition, in July

¹ For details regarding the percentage of the Company's holdings in projects that are connected and ready to connect, see Section 1.4 above.

² It should be noted that the said facilities in the amount of NIS 550 million are reported in aggregate, together with additional loans of Nofar USA, under the material loans section in the Board of Directors' Report (see Section 1.9 below), in accordance with Position 104-15 of the Authority regarding loans with a cross-default clause.

2025, the Company entered into a Memorandum of Understanding with Bank Leumi regarding the provision of refinancing in a total amount of up to approximately NIS 2.4 billion for a portfolio of solar and storage projects and approximately 115 project corporations in Israel, with an estimated capacity of approximately 355 megawatts in commercial operation.³ From the Credit Facility, an amount of up to NIS 2 billion will be allocated as a refinancing and capital extraction framework from income-producing assets, which will be used to repay existing debt in the amount of approximately NIS 1 billion, and the balance for capital extraction for the Company in an estimated amount of up to NIS 500 million and the remainder for the extraction of capital for its partners in the project corporations, as well as an amount of up to NIS 400 million will be allocated as a framework for improving existing assets, an amount of up to NIS 100 million will be allocated as a rolling bridging framework to finance the implementation of improvements to existing assets during their construction period and an amount of approximately NIS 100 million will be allocated as a debt service framework. It is clarified that no binding agreement has yet been executed between the parties, and that the final financing terms will be determined within a binding agreement, if executed, following the completion of negotiations and due diligence to the satisfaction of the bank, and the receipt of all required approvals, including approvals of the relevant corporate bodies of the parties. It is further clarified that there is no certainty that a binding agreement will be executed, and if executed, its terms may differ from those described, including in a material manner. It is further noted that if the financing agreement is not executed by March 31, 2026, the term of the term sheet will expire.

1.5.3 **Romania** – During 2024, construction of the Iepuresti, Ghimpat, and Slobozia projects began (with a total capacity of approximately 390 MW) and in recent months, their construction was completed, and the project companies of the Corbi Marii and Volter projects entered into panel purchase agreements, which set the prices of the panels. In addition, in the first quarter of 2025, the project company of Corbii Mari entered into a construction agreement. As of the Report Date, the local development platform is working to develop storage projects near the solar projects, negotiating construction and maintenance agreements for the remaining projects, engaged in the memorandum of understandings for the purchase of shares of the Company engaged in trade in electricity, and is also engaged in identifying potential purchasers of electricity to be generated by its facilities. In this regard, it should be noted that as of the Report Date, the Company is conducting negotiations to enter into a power purchase agreement (PPA) and provide balancing services for a project in Romania, starting from the

³ For details, see an immediate report published by the Company on July 23, 2025 (reference no.: 2025-01-055032), which is included in this Report by way of reference.

date of its commercial operation. Additionally, in the first quarter of 2025, the project company of Slobozia (approximately 73.6 MW) won a Contract for Difference (CfD) tender held by the Romanian Ministry of Energy, at the highest tariff set in the tender, amounting to approximately EUR 54.18 per MWh (linked to an index), for a period of 15 years. It is clarified that as of the Report Date, no binding purchase or financing agreements have been executed with respect to the said transactions, projects, and financings, and that entering into such financing agreements and agreements, as well as entering into a trading platform or additional storage projects as described, depends on factors not under the Company's control, and there is no certainty regarding their realization, and they may be realized in a manner different, including materially, from that described above. In addition, in October 2025, the Company, through a wholly owned subsidiary, entered into an agreement for the sale of all of its holdings (50%) in the Ratesti Project Company, with a capacity of approximately 155 megawatts, and the shareholder loans it extended to the project company, in consideration for a total payment of approximately EUR 45.6 million, of which EUR 2 million will be paid on the signing date, EUR 8 million on the completion date, and the balance (EUR 35.6 million) no later than June 30, 2026. Completion of the transaction is subject to the fulfillment of conditions precedent customary for agreements of this type, including FDI approval in Romania, approval of the Romanian competition authority, and the consent of the bank that financed the project, which the Company estimates will be satisfied in the coming months. Upon completion of the transaction, the Company will cease to hold the project company.⁴ It is clarified that there is no certainty regarding the fulfillment of the conditions precedent and the completion of the transaction.

On November 26, 2025, the Company entered into an agreement for the financing of the Slobozia, Corbii Mari, and Volter solar projects in Romania, in a scope of approximately EUR 192 million as a long-term facility and EUR 25 million as a VAT facility. For details, see the immediate report dated November 26, 2025 (Reference No.: 2025-01-093097), the information therein being included in this Report by way of reference.

1.5.4 Italy – The Company operates in Italy through Sunprime HoldCo SRL (“**Sunprime**”), which is indirectly held by the Company at a rate of approximately 33.3% and specializes in rooftop projects in Italy at secured, high CfD rates. During 2024 and 2025, Sunprime continued to establish and connect projects, while continuing to expand its project backlog. Furthermore, during the first quarter of 2025, Sunprime won a Capacity Market tender in relation to storage projects with a total capacity of approximately 56 megawatts. As of the Report Date, Sunprime

⁴ For additional details, see the immediate report dated October 5, 2025 (reference no.: 2025-01-073761), which is included in this Report by way of reference.

is engaged in preparations for the construction of storage projects, with a capacity of 800 megawatt-hours in a status of pre-construction, and an additional 2.6 gigawatt hours in advanced development and development stages, in addition to the construction and development of the solar projects it owns. Sunprime is also conducting negotiations to obtain financing for the construction of a portfolio of rooftop and storage projects in an estimated total amount of approximately EUR 500 million (of which approximately EUR 430 million are long-term loans and the remainder is a guarantees facility, VAT facility, and a debt coverage buffer facility), after having entered into a term sheet regarding the receipt of such financing. It is clarified that as of the Report Date, a financing agreement has not yet been signed, and entering into a financing agreement and executing the drawdown depend on factors that are not within the Company's control, and there is no certainty that they will materialize, and they may even materialize in a manner different, including materially different, from what is described above. For additional details, see the immediate report dated March 23, 2025 (Reference No.: 2025-01-019017), which is included in this Report by way of reference.

1.5.5 [Spain](#) - As of the Report Date, the Company owns four solar projects which are connected, ready to connect, or pre-construction in the country with an aggregate capacity of 447 MW. Of this, a capacity of approximately 272 megawatts sells the electricity produced under PPA agreements for terms of between 3 and 10 years. As of the Report Date, the Company is engaged in initiating the Sabinar III project, in parallel with the development of storage projects that will also be connected to the substation of the Olmedilla and Sabinar projects, and is also examining the development of wind systems that will likewise be connected to the same substation. In addition, in July 2025, the project company of Olmedilla completed a refinance process, which included, among other things, increasing the scope of the debt by approximately EUR 11 million, re-extending the loan period to 17 years (until September 2042), and reducing the interest margin to 1.75% to 2.25%.

1.5.6 [Stand-Alone Storage in the United Kingdom](#) – As of the Report Date, Atlantic Green Limited ("**Atlantic Green**"), the Company's energy storage platform in the United Kingdom, which is held 100% by the Company, is engaged in continued commissioning of the Buxton project and construction of the Cellarhead project, with a capacity of approximately 624 megawatt-hours,⁵ a project that is among the largest in the United Kingdom. It is noted that project financing has been completed with respect to these two projects.⁶ In parallel, the Company is examining entry into new projects. It is noted that in October 2025, the Company entered into an

⁵ For additional details regarding the terms of the construction and maintenance agreements, see the immediate report published by the Company on April 30, 2024 (reference no.: 2024-01-041053), which is included in this Report by way of reference.

⁶ For additional details, see immediate reports dated August 30, 2023 and November 17, 2024 (reference number: 2023-01-082057 and 2024-01-616101), which are included in this Report by way of reference.

agreement with its partner for the purchase of its holdings in Atlantic Green for an amount that is not material for the Company. The transaction was completed, and as of the date of this Report, the Company holds 100% of the holdings.

- 1.5.7 [Noventum company](#) - Noventum Power Limited is a platform established by Nofar in 2021 together with a local partner, with Nofar owning 80% of the company and financing the partner's share, in an interest-bearing loan. The platform focuses on developing renewable energy projects, including solar projects, storage projects, and hybrid projects that combine solar and storage. The Company has developed capabilities and expertise at all levels of developing renewable projects in the country and has created a significant backlog of projects of approximately 6.0 gigawatts, most of which have been approved for connection to the electricity grid. During 2024 and 2025, Noventum continued to develop and promote a backlog of projects in parallel to considering the realization of projects that received the majority of the permits required for their establishment. The development processes included, among other things, the submission of projects with a scope of approximately 2.5 gigawatts as part of the Gate-2 process conducted by the transmission system operator. In addition, the Company commenced initial initiation procedures for data centers.
- 1.5.8 [Germany](#) – In 2023 and 2024, the Company entered the Stendal project, which is a storage project in Germany with a capacity of 104 megawatts, and also entered into procurement, construction, financing, and Tolling agreements, which enabled the commencement of construction of the project. For additional details, see the Immediate Reports published by the Company on December 8, 2024 (Reference No.: 2024-01-619949), and March 1, 2025 (Reference No.: 2025-01-013676), which are included in this Report by way of reference. In parallel with these activities, the Company is examining entering additional storage projects in Germany, and is also conducting negotiations to enter into a transaction for the sale to a third party of approximately 49 percent of the holdings in the Stendal project Company, in consideration for an estimated amount of approximately EUR 25.5 million. It is clarified that the foregoing regarding entering into the transaction constitutes forward-looking information, as defined in the Securities Law, and there is no certainty that it will materialize, and it may materialize in a manner different, including materially different, from what is described.
- 1.5.9 [Poland](#) – As of the date of this Report, the Company's development platform in Poland holds a portfolio of projects in various stages, with an aggregate scope of approximately 785 megawatts and approximately 3,094 megawatt-hours, which include connected projects with a scope of approximately 40 megawatts, and projects under construction, pre-construction, in

development, and in initiation⁷, with an aggregate capacity of approximately 746 megawatts and 3,094 megawatt-hours. In addition, in light of regulatory changes in Poland, the Company entered into construction agreements for the Cybinka project and for increasing the capacity of the Krzywinski project, and as of the date of this Report is working to increase the capacity of the Dziewoklucz project. In addition, the Company is conducting negotiations to enter into a financing agreement for the Dziewoklucz and Krzywinski projects, with an estimated financing scope of approximately EUR 13 million, and also for value realization in the projects in Poland. It is clarified that these are only preliminary negotiations, which depend on factors not within the Company's control, and there is no certainty that they will materialize, and they may even materialize in a manner different, including materially different, from what is described above. Also, in April 2025, the Company purchased the holdings of the minority shareholder (20%) in the local initiation platform (formerly Electrum Nofar, as defined in the Corporate Business Description chapter), in consideration for an amount that is not material to the Company, such that following the purchase the Company holds (through the chain) 100% of the rights in the projects in Poland.

1.5.10 Serbia – Following the entry of Nofar Europe into two solar projects with an aggregate capacity of approximately 26.6 megawatts in Serbia, during the first quarter of 2025 the projects were connected to the electricity grid and, as of the date of this Report, the projects are in commissioning stages. It is noted that in May 2025 the local authority forfeited a bank guarantee that had been provided in connection with the purchase of the project land, on the claim of non-compliance with one of the conditions stipulated in the land-purchase agreement, and thereafter also threatened to cancel the land-purchase agreement due to non-compliance with the terms of the agreement. To the best of the Company's knowledge, as of the Report Date, an expert was appointed by the municipal authority to examine the project company's compliance with the agreement's conditions. It is noted that the project company and its legal advisors believe that the municipal authority's actions are contrary to the provisions of the agreement and local law, and in the event the agreement is cancelled, it intends to act to protect its rights, in parallel with examining the option of reaching a settlement agreement with the local authority. During the third quarter of 2025, the parties reached a preliminary agreement regarding non-return of the guarantee, ending the dispute, and mutual waiver of claims. In addition, in October 2025, the Company purchased all of its partners' holdings (13.5%) in the project companies of the projects in Serbia, in consideration for an amount that is not material to the Company, such that following the purchase the Company holds 100% of

⁷ In light of the initial stages of development, as of the Report Date, there is no certainty regarding the success of the negotiations or the establishment of the systems.

the holdings in the projects in Serbia. In addition, as of the Report Date, the Company is conducting preliminary negotiations to enter into a financing agreement with an estimated financing scope of approximately EUR 10 million. It is clarified that these are only preliminary negotiations, which depend on factors not within the Company's control, and there is no certainty that they will materialize, and they may even materialize in a manner different, including materially different, from what is described above.

1.5.11 [USA](#) -The Company holds 67% of the rights in Blue Sky, which is engaged in the initiation, development, licensing, planning, management, construction and holding of solar projects on the roofs of commercial buildings and storage systems in the USA. ⁸Blue Sky's operating model focuses on the establishment of solar systems on rooftops of commercial centers, while selling the right to receive credits for the electricity produced in the systems to stores in the complex at retail rates and the sale of the tax credit for them. During 2024 and 2025, Blue Sky entered into agreements regarding the development of storage projects with an aggregate capacity of approximately 383 megawatt-hours, mainly in the northeastern United States. In parallel, Blue Sky is focusing on strengthening the organizational and managerial infrastructure, improving projects and correcting existing defects, strengthening the collection system, improving the mix of tenants to whom the credit for the electricity is sold, increasing partnerships with REIT funds, creating new partnerships, and entering additional segments in the United States. For details regarding a lawsuit filed by one of the minority shareholders in Blue Sky and companies under his control, see Note 17.6(c) to the consolidated financial statements attached to the 2024 Periodic Report.

Also, in the first quarter of 2025, a company held 90% by Nofar USA entered into an agreement regarding entry into two storage projects (Brecero Pecan and Fairway) with an aggregate capacity of approximately 700 megawatt-hours, and in April 2025 carried out works required for the commencement of construction works to secure ITC. For additional details regarding the terms of the purchase agreement, see Section 3.4.1 in Chapter A of the Corporate Business Description Report for 2024. For details regarding the Company's assessment of the project construction costs and their results, see Section 1.4 above. In parallel, the Company is engaged in continued development of the projects, and is conducting preliminary negotiations to obtain project financing for the projects. It is clarified that these are only preliminary negotiations, which depend on factors not within the Company's control, and there is no certainty that they will materialize, and they may even materialize in a manner different,

⁸ For additional details, see Section 4.7.4 of the Description of the Corporation's Business chapter, Part A of the 2022 Periodic Report, as well as immediate reports published by the Company on May 25, 2021 and July 6, 2021 (reference nos.: 2021-01-029851 and 2021-01-049006, respectively), which is included in this Report by way of reference.

including materially different, from what is described above.

Alongside this, during the third quarter of 2025, Nofar USA entered into two corporate financing framework agreements: one in the amount of approximately USD 40 million for a period of two years until September 2027 (the “First Loan”), and one in the amount of USD 10 million for a period of one year until September 2026 (the “Second Loan”), with an option (subject to the lender’s consent) to increase the financing by an additional USD 10 million (together: the “Corporate Financing Frameworks”). These frameworks are secured by a parent company guarantee (PCG), and the First Loan is also secured by liens over the Bracero Pecan and Fairway project companies and the company holding them. In addition, the frameworks include financial covenants for the Company identical to the covenants of the Company’s Bonds, and financial covenants for Nofar USA regarding minimum equity (including shareholder loans) of USD 35 million and an equity-to-assets ratio of at least 15%⁹, as well as a cross-default clause for loans taken by the Company.

In addition, in light of the changes in tax incentives promoted by the Trump administration, Nofar USA is examining entry into projects at attractive prices, and within this framework, during the third quarter of 2025, acquired a portfolio of solar projects in early development stages with a capacity of approximately 857 megawatts, and in parallel, agreements were signed for the acquisition of additional projects in Texas and Illinois. Alongside the acquisition of the said portfolio, solar panels were purchased to secure the tax incentives for some of these projects.

1.5.12 Greece - During the year 2023 the Company entered the field of storage in Greece in relation to the development of storage projects. It is noted that following delays in development procedures and changes in regulation, the Company agreed with the project developers to cancel and reduce the scope of the projects to be purchased by the Company to 100 megawatts hours, and to return the funds paid by the Company.

For details regarding changes in inflation, interest rates, exchange rates, shipping and the effect of the ‘Iron Swords’ war on the Company’s activities, see Section 2.2 in Part A of this Report (Description of the Corporation’s Business chapter). It is noted that these changes - in Israel and around the world - have consequences for the Company’s financing costs (at the corporate level and at the level of the project financing), an impact on the amount of funds in foreign currency that can be invested (since the Company raises funds in NIS and invests mainly in foreign currency), project returns, the ability to execute of the projects promoted by the Company and the value of the projects in the Company’s

⁹ It should be noted that the said loans are reported in aggregate, together with additional loans of the Company, under the material loans section in the Board of Directors’ Report (see Section 1.9 below), in accordance with Position 104-15 of the Authority regarding loans with a cross-default clause.

financial statements.

As of 2022, there is an increase in inflation around the world, an increase in interest rates, changes in exchange rates, etc., as set forth in Section 2.2 of the Description of the Corporation's Business Chapter and the Company's Periodic Report for 2023. As of the third quarter of 2023, economic activity in the world moderated and inflation decreased or stabilized, in most of the world, and this trend continued in 2024 as well. In August 2024, the Bank of England reduced interest rates by 0.25% for the first time since 2020 to 5%, after which further reductions occurred, and as of the date of this Report, the Bank of England's interest rate stands at 4%. In September 2024, the U.S. Federal Reserve reduced interest rates, for the first time since 2022, by 0.5% to a range of 4.75% - 5.00%. Thereafter, two additional reductions of 0.25% each occurred in 2024, to an interest-rate range of 4.25% - 4.5%, and in 2025 two more reductions occurred in September and October 2025, of 0.25% each, to an interest-rate range of 3.75% to 4.00%.

In January 2024, the Bank of Israel reduced its interest rate by 0.25% to 4.5%. However, according to interest-rate decisions made from that date until November 2025, the interest rate remained unchanged. Nonetheless, in Israel, during 2024 the Consumer Price Index continued to rise, amounting to an increase of approximately 3.2%. In the background of the Bank of Israel's decision to keep the rate unchanged was the inflation rate, which increased at the beginning of 2025 to 3.8%, but declined later in the year and stands at approximately 2.5% as of October 2025. In November 2025, the Bank of Israel decided to reduce the interest rate by 0.25% to 4.25%, explaining its decision, among other things, by the moderation of annual inflation and a recovery in economic activity in the third quarter of 2025.¹⁰

At the same time as the changes in the economic environment around the world, during the month of January 2023, the government in Israel began to promote a plan to make changes to the legal system in Israel, which arouse widespread controversy and criticism and which was assessed at the time (by senior economists in the economy, Bank of Israel, senior officials in the Ministry of Finance, and international credit rating firms), as possibly leading to social and political instability, alongside a negative impact on the state of the Israeli economy and the economy in Israel. These actions caused, among other things, sharp drops in the stock market and devaluation of the shekel in relation to other currencies.

These changes are further to the changes in the geopolitical environment in Europe, which characterized the years 2021 and 2022 and which affected electricity prices, commodity prices, the shipping costs, etc.

¹⁰ See: https://www.boi.org.il/publications/pressreleases/24-11-25/?utm_source=chatgpt.com

On October 7, 2023, the “Iron Swords” War broke out, which is still ongoing today. The war may have macro-economic implications, including an impact on an increase in the Consumer Price Index due to shortages of workers or various goods, weakening of the shekel against foreign currencies, interest-rate increases (or refraining from interest-rate cuts) as part of a restrictive monetary policy, or consequences stemming from a downgrade of Israel’s credit rating, cancellation of trade agreements between Israel and various countries, and the like. With respect to the Group’s activity, considering its activity in an essential field for the economy and the fact that the Company views the continuity of business activity as a national mission, the Group continues its regular activity in Israel, including continued initiation, planning, and construction of projects, all subject to required constraints and Home Front Command directives. As of the Report Date, there was no significant impact of the war on the Group’s activities and financial results. Thus, the Company’s activity outside of Israel continues as usual. In addition, the activity in Israel continues as usual, subject to the limitations of the Home Front Command. However, some of the Company’s employees were recruited for reserve duty, which reduced the Company’s workforce and required the Company to reorganize in relation to its activities in the shadow of the war. In addition, the war caused delays in the construction of projects in various areas of the country, due to restrictions on access to these sites. Naturally, the war and its continuation may have an effect on the extension of the timetables for the construction of the Group’s projects in Israel, on the duration of the development operations of the Group’s backlog of projects in Israel, on the rate of advancement of the projects abroad and, accordingly, on the timing of the start of the sale of electricity from these facilities. Also, the deterioration of the financial situation of the State of Israel or the imposition of sanctions may lead to a depreciation of the shekel in relation to other currencies, an increase in the interest rate, difficulty in raising capital and debt, etc. In addition, the continued disruptions in the shipping routes in the Red Sea may cause delays in the delivery dates of parts of the eastern regions and an increase in the prices of sea transportation. It should be noted that at the beginning of October 2025, a ceasefire agreement was signed between Israel and Hamas, which included, among other things, the return of hostages. However, as of the Report Date, there is uncertainty regarding the development of the war, its scope, duration and effects, and therefore the Company is unable to assess at this stage the future impact of the war on the Group’s activities and financial results.

On July 4, 2025, the Budget Reconciliation Bill, also known as the “One Big Beautiful Bill,” was adopted, which included legislative changes regarding tax incentives (ITC and PTC) relevant to the Company’s activity in the United States. According to the Budget Reconciliation Bill, the ITC incentive rates will remain unchanged for storage projects that commence construction until 2033, after which they will decrease until their cancellation in 2035. For solar projects, the tax-incentive rates will remain unchanged for projects that complete construction by the end of 2027 or commence construction by July 4, 2026, provided construction is completed by the end of 2030. In addition, the law establishes

restrictions regarding the use of equipment manufactured by a Prohibited Foreign Entity after 2025. On August 15, 2025, a presidential order was published defining "Commencement of Construction" for solar projects above 1.5 megawatts and wind projects that commence construction after September 2, 2025, such that commencement of construction will be limited to the commencement of significant on-site construction work or commencement of off-site construction work of a substantial nature, typically characterized by the procurement of unique equipment for the project. In addition, an investment of 5% of the project's construction cost will be considered the commencement of construction for solar projects under 1.5 megawatts and for storage projects. Restrictions were also established regarding completion of construction for wind projects and solar projects above 1.5 megawatts. Nofar USA is continuously monitoring these changes to ensure compliance with the law's restrictions.

These changes mentioned above - in Israel and around the world - have consequences, inter alia, for the Company's financing costs (at the corporate level and at the level of the project financing), an impact on the amount of funds in foreign currency that can be invested (since the Company raises funds in NIS and invests mainly in foreign currency), project returns, the ability to execute of the projects promoted by the Company and the value of the projects in the Company's financial statements.

For additional details regarding the changes that occurred in the Company's business environment in 2024, see Sections 2.2, 3.2.1.3, 3.3.1.2 and 3.4 of the chapter Description of the Corporation's Business - Part A of the Periodic Report for the year 2024, which is included in this Report by way of reference.

The estimations of the Company as stated in this section above is forward-looking information, as this term is defined in the Securities Law, based on the estimates of the management of the Company and its understanding of the factors that impact its business activity, as of the Report Date. These assessments may not materialize, in whole or in part, or materialize differently, including substantially, than expected, inter alia, as a result of assumptions and analyzes that are not optimal, from the developments that cannot be fully assessed in connection with the changes in the global economic situation, their duration and strength, in connection with the war, its duration, intensity and impact, or the realization of all or part of the risk factors set forth in Section 3.13 below in the Chapter on the Description of the Corporation's Business - Part A in the Company's Periodic Report for 2024, which is included in this Report by way of reference.

1.5 Financial condition:

Section	As of						Explanations of the Board of Directors
	September 30, 2025		September 30, 2024		December 31, 2024		
	In NIS thousands						
	Amount	% of total balance sheet	Amount	% of total balance sheet	Amount	% of total balance sheet	
Cash and cash equivalents	786,170	10.1%	565,395	8.4%	362,634	5.8%	See cash flow statement, most of the increase from bond issuance and receiving loans from banking corporations from the same period last year and December 2024. Against a decrease resulting from capital inflows to projects in Europe and Israel.
Shorts term deposits	35,238	0.5%	55,981	0.8%	47,498	0.8%	The main decrease from the corresponding period last year is due to an exercise of deposits.
Restricted cash for short-term	281	0.0%	215,916	3.2%	2,566	0.0%	The decrease from the same period last year stems from the withdrawal of funding for a project for which the conditions for withdrawal have not yet been met.
Customers	155,718	2.0%	162,755	2.4%	146,069	2.3%	The main decrease from the corresponding period last year is due receipts received and a decrease in the Company's income from the construction activity. The bulk of the increase compared to December 2024 stems from debts for electricity abroad.
Accounts receivable	172,620	2.2%	73,876	1.1%	105,707	1.7%	The main increase compared to the same period last year and compared to December 2024 stems from VAT receivable, investments in initiating and developing projects whose construction has not yet begun in Israel and abroad, and advances to suppliers for the construction of projects abroad.
Inventory	12,530	0.2%	34,153	0.5%	25,128	0.4%	The decrease is due to the realization of inventory for projects.
Short-term financial assets	-	0.0%	-	0.0%	11,803	0.2%	
Total current assets	1,162,557		1,108,076		701,405		
Investments in investee companies accounted for using the equity method	1,062,440	13.6%	1,060,747	15.7%	1,018,961	16.4%	The main increase stems from investments for the purpose of establishing projects (including through loans).

Section	As of						Explanations of the Board of Directors
	September 30, 2025		September 30, 2024		December 31, 2024		
	In NIS thousands						
	Amount	% of total balance sheet	Amount	% of total balance sheet	Amount	% of total balance sheet	
Right of use asset	369,417	4.7%	392,173	5.8%	360,373	5.8%	
Financial derivatives	23,248	0.3%	38,441	0.6%	25,966	0.4%	
Long-term receivables	40,930	0.5%	39,952	0.6%	37,108	0.6%	
Fixed assets	4,904,660	62.9%	3,926,789	58.1%	3,888,407	62.4%	The increase in fixed assets is mainly due to the construction of photovoltaic systems owned by the Group during the reporting period and a consolidated company in which control was obtained.
Long-term deposits	17,632	0.2%	465	0.0%	307	0.0%	
Long-term restricted cash	42,323	0.5%	17,879	0.3%	25,277	0.4%	Cash and deposits used to secure repayment of loans.
Deferred taxes	37,600	0.5%	16,418	0.2%	20,543	0.3%	
Intangible asset	140,236	1.8%	156,893	2.3%	149,407	2.4%	The balance mainly stems from goodwill from companies in which control was achieved.
Total non-current assets	6,638,486		5,649,757		5,526,349		
Total assets	7,801,043		6,757,833		6,227,754		
Short-term loans and current maturities for long-term loans from banks	465,362	6.0%	115,405	1.7%	166,097	2.7%	The increase compared to previous periods is due to short-term credits and current advances to project loans received.
Bonds - current maturities	125,577	1.6%	159,285	2.4%	137,294	2.2%	
Current maturities of long-term lease liability	27,955	0.4%	24,833	0.4%	23,405	0.4%	
Suppliers and service providers	127,115	1.6%	51,438	0.8%	100,722	1.6%	The main increase compared to the corresponding period last year and December 2024 is due to construction activity in Europe versus a decrease in construction activity in Israel.

Section	As of						Explanations of the Board of Directors
	September 30, 2025		September 30, 2024		December 31, 2024		
	In NIS thousands						
	Amount	% of total balance sheet	Amount	% of total balance sheet	Amount	% of total balance sheet	
Accounts payable	105,396	1.4%	81,378	1.2%	47,254	0.8%	The main increase compared to the same period last year stems from an increase in the obligation to institutions, compared to an increase in the obligation to a tax partner in the US.
Financial derivatives	1,918	0.0%	4,047	0.1%	1,918	0.0%	
Liability for deferred consideration in a business combination	89,877	1.2%	2,076	0.0%	-	0.0%	
Total current liabilities	943,200		438,462		476,690		
Long-term loans from banks	1,657,745	21.3%	888,496	13.1%	808,239	13.0%	The increase stems from project and non-project loans received from banking corporations in subsidiaries and from obtaining control of a subsidiary.
Lease liabilities	347,736	4.5%	371,580	5.5%	343,907	5.5%	
Loans from others	21,929	0.3%	22,882	0.3%	21,462	0.3%	
Deferred taxes	172,233	2.2%	226,169	3.3%	149,592	2.4%	
Bonds	1,785,912	22.9%	1,581,178	23.4%	1,539,557	24.7%	The increase compared to the corresponding period last year is due to the issue of Series C + D Bonds (minus payments made). The increase relative to December 2024 is due to the expansion of Series C Bonds (net of payments made).
Convertible bonds	469,930	6.0%	373,463	5.5%	375,317	6.0%	The increase compared to the corresponding period last year and December 2024 is due to an expansion of the Series B Bonds series.
Other liabilities	53,368	0.7%	97,749	1.4%	102,201	1.6%	The decrease compared to the corresponding period last year arises mainly from a liability to pay a minority shareholder in a subsidiary for the purchase of its holdings.
Total non-current liabilities	4,508,853		3,561,517		3,340,275		
Share capital and premium	1,716,256	22.0%	1,716,256	25.4%	1,716,256	27.6%	

Section	As of						Explanations of the Board of Directors
	September 30, 2025		September 30, 2024		December 31, 2024		
	In NIS thousands						
	Amount	% of total balance sheet	Amount	% of total balance sheet	Amount	% of total balance sheet	
Surplus (loss balance)	(258,714)	(3.3%)	(189,082)	(2.8%)	(174,634)	(2.8%)	
Capital reserves	113,019	1.4%	275,179	4.1%	86,711	1.4%	Composition of Reserves – In revaluation reserves, translation differences, share-based payments, cash flow hedges, transactions with non-controlling interests, and the convertible component of bonds.
Total capital attributed to shareholders of the Company	1,570,561		1,802,353		1,628,333		
Non-controlling interests	778,429	9.98%	955,501	14.14%	782,456	12.56%	In respect of consolidated companies in which control was obtained.
Total capital	2,348,990		2,757,854		2,410,789		
Total liabilities and equity	7,801,043		6,757,833		6,227,754		

1.6 Results of operations:

Section	For a period of nine months ended on September 30		For a period of three months ended September 30		For a period of one year ended on December 31	Explanations of the Board of Directors
	2025	2024	2025	2024	2024	
	NIS thousands					
Revenues from the sale of electricity and others	268,589	253,825	106,212	87,511	313,207	The main change stems from a decrease in revenues from the construction of solar installations in Israel, compared to an increase in revenues from electricity in Israel and abroad.
Other income - tax partner	4,881	4,370	1,627	3,081	6,038	
Compensation for loss of income	-	930	-	930	930	
Total income	273,470	259,125	107,839	91,522	320,175	
Setup and operating costs	219,816	196,222	79,146	62,448	264,467	The main increase compared to the corresponding period stems from maintenance, operating and depreciation expenses in connected projects and in an associate in which control was obtained, compared to a decrease in revenues from the construction of solar installations in Israel.
Management and general expenses	69,643	54,193	31,945	19,533	75,766	Mainly HR expenses, professional services, management, maintenance, and office fees.
Marketing and sale expenses	6,999	5,245	2,313	1,331	6,867	Mainly labor expenses, advertising and branding.

Other expenses	6,012	9,287	960	3,835	13,936	
Total expenses	302,470	264,947	114,364	87,147	361,036	
Other income	36,435	3,870	30,893	43	5,269	Mainly due to a decrease in the obligation to pay a minority shareholder in a subsidiary for the purchase of its holdings and in addition to obtaining control of an associate.
Operating profit (loss)	7,435	(1,952)	24,368	4,418	(35,592)	
Rate of operating profit (loss) from revenues	2.72%	(0.75%)	22.60%	4.83%	(11.12%)	
Financing expenses	139,933	98,271	51,297	37,010	104,567	Expenses mainly for interest and linkage on bonds and loans from banking corporations, less non-specific credit capitalization.
Financing income	(27,700)	(45,106)	(10,893)	(16,745)	(56,506)	Income mainly from interest on loans to corporations accounted for using the equity method, income from exchange rate differences on foreign exchange balances, and interest on deposits in banks.
Financing expenses, net	112,233	53,165	40,404	20,265	48,061	
Loss after financing expenses	(104,798)	(55,117)	(16,036)	(15,847)	(83,653)	

Company's share in the profits (losses) of companies accounted for using the equity method, net	(7,184)	8,495	1,682	4,300	18,137	Derived from associates in Italy, Romania and Israel.
Loss before income tax	(111,982)	(46,622)	(14,354)	(11,547)	(65,516)	
Rate of loss before income tax	(41%)	(18%)	(13%)	(13%)	(20%)	
Income tax expenses (benefits)	(14,904)	275	(9,747)	2,955	(18,998)	
Profit (loss) for period	(97,078)	(46,897)	(4,607)	(14,502)	(46,518)	
Loss for the period attributed to:						
Shareholders of the Company	(87,213)	(39,927)	(4,349)	(17,631)	(26,905)	
Non-controlling interests	(9,865)	(6,970)	(258)	3,129	(19,613)	
Total profit (loss) for period	(97,078)	(46,897)	(4,607)	(14,502)	(46,518)	
Profit (loss) rate for period	(35%)	(18%)	(4%)	(16%)	(15%)	
Adjustments arising from hedging transactions	(8,199)	(22,319)	622	(21,856)	(20,673)	The change is due to adjustments in the fund in a consolidated company.

Adjustments arising from translation of financial statements for foreign operations	37,281	113,112	(77,351)	90,821	(151,865)	The change is due to exchange rate translation differences in respect of foreign currency balances.
Revaluation for fixed assets	433	391	-	-	2,852	The change is due to the update of the revaluation fund carried out by the Company regarding solar systems operating on rooftops in Israel.
Part of other comprehensive income of corporations accounted for using the equity method	525	2,679	283	327	391	The change is due to the update of the revaluation fund carried out by the Company regarding solar systems operating on rooftops and floating systems in associates in Israel.
Total other comprehensive income (loss)	30,040	93,863	(76,446)	69,292	(169,295)	
Shareholders of the Company	(74,543)	31,862	(66,887)	39,923	(143,812)	
Non-controlling interests	7,505	15,104	(14,166)	14,867	(72,001)	
Total comprehensive profit (loss) for the year	(67,038)	46,966	(81,053)	54,790	(215,813)	

1.7 Liquidity:

Section	For a period of nine months ended on September 30		For a period of three months ended on September 30		For a period of one year ended on December 31	Explanations of the Board of Directors
	2025	2024	2025	2024	2024	
	NIS thousands					
Net cash flow arising from (used for) current activities	(92,105)	63,457	(26,826)	18,635	43,249	See Consolidated Statements of Cash Flows. Cash flow arising from (used for) current activities in the Report Period arises mainly from a change in the Company's working capital.
Net cash flow used for investing activity	(883,822)	(1,004,218)	(392,709)	(288,413)	(1,065,122)	See Consolidated Statements of Cash Flows. The cash flow used for the investment activity and the increase resulted mainly from investments and loans in companies accounted for using the equity method, and investments in fixed assets.
Net cash flow arising from financing activities	1,400,389	832,794	886,731	345,533	712,049	See Consolidated Statements of Cash Flows. The cash flow resulting from financing activities resulted mainly from the expansion of the Series B + C Bonds and loans from banks.

Disclosure in accordance with Article 10(b)(1)(d) of the Securities Regulations (Periodic and Immediate Reports)

During the Report Period, the Company had a continuous negative cash flow from current activities in the solo financial statements. As part of the Company's Board of Directors' meeting held on November 26, 2025, the Company's Board of Directors was presented with a projected cash flow for a period of two years, which included, inter alia, the Company's estimates regarding the funding sources available to it as well as the Company's current expenses and expected investments for this period. Given the Company's projected cash flow, the sources of financing available to the Company, the expected investments of the Company, and the Company's ability to control most of these expenses, as well as the fact that the negative cash flow stems mainly from expenses required for development and construction of projects and investments in growth platforms abroad and from financing that the Company provided to the project corporations - except for taking on bank debt by them, in the assessment of the Company's Board of Directors, a negative ongoing cash flow from current operations in the solo financial statements does not indicate a liquidity problem in the Company.

1.8 Sources of financing:

The Group finances its activities, mainly, from the issuance of shares, current profits, credit from banking corporations and credit from suppliers, as detailed below:

- 1.8.1 Issuance of Shares – Following the private investment made by Noy Fund in the Company in September 2020, under which it invested a total amount of approximately NIS 224.9 million in exchange for the allocation of shares that at that time constituted approximately 24.64% of the Company's issued and paid-up share capital, and following the Company's initial public offering (IPO) of its shares pursuant to the Company's prospectus, under which in December 2020 the Company issued 5,802,950 shares for which the Company received a total amount of NIS 578 million, on October 27, 2021 the Company completed a private placement and listing for trading of 7,744,907 ordinary shares of the Company, in exchange for a total payment of approximately NIS 555 million from 16 qualified investors, as this term is defined in the First Schedule to the Securities Law, 5728–1968. For additional details, see immediate reports published by the Company on October 25, 2021 (Reference No.: 2021-01-090994), and October 27, 2021 (Reference No.: 2021-01-091786) which is included in this Report by way of reference. On May 8, 2023, the Company completed a private placement and listing for trade of 1.9 million ordinary shares of the Company, against a total payment of about NIS 147.6 million to five classified investors, as this term is defined in the First Schedule to the Securities Law, including the Harel Group, which became an interested party in the Company as a result of this issue. For more details, see immediate reports published by the Company on April 24, 2023 (Reference No. 2023-01-038290 and 2023-01-044280) and April 30, 2023 (Reference No. 2023-01-046233), in which the aforementioned information is presented in this Report by way of reference. During the Report Period, the Company did not issue shares. For details regarding the exchange purchase offer of Series D Bonds and shares against Series B Bonds, see the next section in the Report.
- 1.8.2 Bond Issuance – The Company issues bonds from time to time, and as of the date of the Report, the Company has four bond series (Series A, B, C, and D) in circulation, in a total amount of approximately NIS 2,350 million.

During the Report Period, the Company issued bonds as follows:

- In January 2025, the Company completed a tender offer for exchange of approximately NIS 379 million par value of Bonds (Series A) in consideration for an issuance by way of expanding the series of approximately NIS 401 million of Bonds (Series D), based on an exchange ratio of 1.059. For details, see the Immediate Report published by the Company on January 14, 2025 (Reference No.: 2025-01-003956), which is included in this Report by way of reference.
- In February 2025, the Company completed an issuance by way of expanding series of approximately NIS 92.4 million par value of Bonds (Series B), in consideration for NIS 1.065 for each NIS 1 par value, for a total gross amount of approximately NIS 98.4 million, and approximately NIS 286.3 million par value of Bonds (Series C), in consideration for NIS 1.053 for each NIS 1 par value, for a total gross amount of approximately NIS 301.5 million. For details, see the Immediate Report published by the Company on February 12, 2025 (Reference No.: 2025-01-010343), which is included in this Report by way of reference.
- On November 18, 2025, the Company published a shelf report regarding an exchange tender offer to purchase up to NIS 499,993,000 par value of Convertible Bonds (Series B) in exchange for a package including up to 2,399,966 ordinary shares of the Company and up to NIS 357,494,995 par value of the Company's Bonds (Series D), assuming full acceptance. The Convertible Bonds (Series B) offered to be purchased constitute 100% of the series, and therefore, assuming full acceptance of the offer, the Bonds (Series B) will be delisted from trading. The final acceptance date for the tender offer is December 2, 2025 at 2:00 pm (subject to the possibility of postponing the final acceptance date, as detailed in the offer report). For details, see the shelf offer report published by the Company on November 18, 2025 (Reference No.: 2025-01-088683), the information therein being included in this Report by way of reference.

For additional details regarding the Company's Bonds (Series A, Series B, Series C, and Series D) and their terms, see Appendix A to this Board of Directors' Report, as well as the trust deeds published on August 16, 2021 (Reference No. 2021-01-065944), on July 23, 2023 (Reference No.: 2023-01-083901 and 2023-01-083904) and on September 23, 2024 (Reference No.: 2024-01-605102), the information contained therein is incorporated by reference in this Report.

- 1.8.3 Long-term loans (including current maturities) – The average long-term credit amounted to approximately NIS 1,351 million in the nine-month period ended September 30, 2025, compared with approximately NIS 719 million in the corresponding period last year, and approximately NIS 829 million in 2024.
- 1.8.4 The average rate of long-term credit cost amounted to approximately 6.01% in the nine-month period ended September 30, 2025, compared with approximately 5.2% in the corresponding period last year and approximately 5.5% in 2024.
- 1.8.5 Short-term credit – The average short-term credit amounted to approximately NIS 142.8 million in the nine-month period ended September 30, 2025, compared with approximately NIS 33.4 million in the corresponding period last year and approximately NIS 39.6 million in 2024.

The average rate of short-term credit cost in the nine-month period ended September 30, 2025 amounted to approximately 7.88%, compared with approximately 7% in the corresponding period last year and

approximately 6.75% in 2024.

- 1.8.6 **Suppliers** - The credit provided to the Group by the suppliers ranges between cash and net+60. Average supplier days amounted to approximately 65 days in the nine-month period ended September 30, 2025, compared with approximately 65 days in the corresponding period last year and approximately 65 days in 2024.

The average supplier credit balance amounted to approximately NIS 113.9 million in the nine-month period ended September 30, 2025, compared with approximately NIS 61.7 million in the corresponding period last year and approximately NIS 86.4 million in 2024.

- 1.8.7 **Customers** - The credit provided by the Group to customers ranges between cash and net+60. Average customer days amounted to approximately 75 days in the nine-month period ended September 30, 2025, compared with approximately 75 days in the corresponding period last year and approximately 75 days in 2024.

The average credit balance of customers amounted to approximately NIS 150.8 million in the nine-month period ended on September 30, 2025, compared to approximately NIS 190 million in the corresponding period last year, and to approximately NIS 181 million in 2024.

The gap between the balance of the suppliers and the balance of the customers stems from the fact that the Company usually provides customer credit to the project corporations in which it holds for relatively long periods, until financing is received by the project companies or the capital is provided by the shareholders of the project company.

- 1.8.8 For additional details regarding the sources of financing of the Group, see Section 4.5 of the chapter of the Description of the Corporation's Business.

1.9 Substantial loans and credits

For details regarding material loans and credits taken by the Group, see Section 4.5.5 of the Description of the Corporation's Business for 2024 chapter, Section 4.5.5 in Part A of the Periodic Report for 2024, and Section 4.5.5 in Part A of the Periodic Report for 2022, which are included herein by way of reference.

For details regarding the terms of the Bonds (Series A) issued by the Company, see **Appendix A** of the Board of Directors' Report, the Shelf Offer Report published by the Company on August 12, 2021 (Reference No.: 2021-01-131616), the report of the issuance and the trust deed dated August 16, 2021 (Reference No.: 2021-01-065704 and 2021-01-065244, respectively), which is included herein by way of reference.

For details regarding the terms of the Bonds (Series B), see **Appendix A** of the Board of Directors' Report, the Shelf Offer Report published by the Company on July 18, 2023 (Reference No.: 2023-01-082041), the Report of the Results of the Issuance dated July 20, 2023 (Reference No.: 2023-01-082740) and the trust deed dated July 23, 2023 (Reference No.: 2023-01-083901), which is included herein by way of reference.

For details regarding the terms of the Bonds (Series A), see **Appendix A** of the Board of Directors' Report, the Shelf Offer Report published by the Company on July 18, 2023 (Reference No.: 2023-01-082041), the Report of the

Results of the Issuance dated July 20, 2023 (Reference No.: 2023-01-082740) and the trust deed dated July 23, 2023 (Reference No.: 2023-01-083904), which is included herein by way of reference.

For details regarding the terms of the Bonds (Series D), see **Appendix A** to the Board of Directors' Report, Shelf Offering Report published by the Company on September 13, 2023 (Reference No. 2024-01-603157), Report on the Results of the Issuance dated September 16, 2024 (Reference No. 2024-01-603475) and the Trust Deed dated September 23, 2024 (Reference No. 2024-01-605102), the information contained therein is incorporated by reference in this Report.

Below is a breakdown of the Company's compliance with the financial standards to which the Group Companies have committed themselves to meet in relation to material credits:

Borrower name	Lender's details	Loan balance as of September 30, 2025 (in NIS millions)	Commitment to meeting financial standards	Compliance calculation for September 30, 2025
The Company	The trustee for holders of Bonds (Series A)	291	<p>Minimum equity of NIS 550 million (NIS 600 million for interest adjustment);</p> <p>Minimum ratio between solo equity and solo net balance of 35% (37.5% for interest adjustment);</p> <p>The ratio of consolidated net financial debt to EBITDA will not exceed 15¹¹ (14 for interest adjustment),</p> <p>And all for two consecutive quarters (except for the interest adjustment).</p>	<p>Equity attributed to the Company's shareholders - approx. NIS 1,571 million.</p> <p>Equity to solo balance sheet ratio of about 39.6%.</p> <p>(Solo equity - NIS 1,571 million. Solo net balance sheet - NIS 3,961 million)</p> <p>Consolidated equity to consolidated balance sheet ratio 30.1%.</p> <p>Consolidated net financial debt</p>

¹¹ It is clarified that in accordance with the provisions of the trust deeds signed by the Company and Mishmeret Trust Services Ltd., the consolidated net financial debt, which is used to calculate the numerator in the aforementioned ratio, includes the financial debt taken by the Company and corporations under its control, but it does not include, among other things, the Company's share in the financial debt taken by associates and deducted from it, among other things, the financial debt taken by the Company and corporations under its control for the benefit of the initiation and construction activities, for the benefit of projects under construction and for the benefit of projects that have not yet passed a year from the date of their commercial operation or from the date of completion of their purchase, whichever is later, including financial debt taken by the Company and corporations under its control in the amount of the amounts put forward for the benefit of these projects (including for the benefit of projects held by associates), provided that there is no other senior financial debt for such financing.

Also, the EBITDA used to calculate the denominator in the ratio is based on profit before financing, taxation, depreciation and amortization according to the Company's financial statements, plus profits and management and initiation fees from consolidated corporations, excluding profits (losses) and one-time expenses as specified in the trust deed and excluding expenses for share-based payment. Therefore, the EBITDA used to calculate the said ratio includes the results of the establishment activity and operation of the Company and of corporations under its control (excluding adjustments as specified in the trust deed), the profits and initiation fees from consolidated companies as well as the results of activities of the consolidated projects, excluding expenses as specified in the trust deed. Accordingly, the aforementioned EBITDA does not include the Company's share of the results of the activities of the Company's associated companies (which are handled in its financial statements according to the equity method; the "Associated Companies").

Borrower name	Lender's details	Loan balance as of September 30, 2025 (in NIS millions)	Commitment to meeting financial standards	Compliance calculation for September 30, 2025
	The trustee for holders of Bonds (Series B)	500	<p>Minimum equity of NIS 900 million (NIS 1,000 million for interest adjustment);</p> <p>The minimum ratio between solo equity and the total solo net balance sheet of 36% (38% for interest adjustment);</p> <p>and the ratio between consolidated equity and the consolidated balance sheet total (as these terms are defined in the deed of trust) shall not be less than 14% (15% for interest adjustment); the ratio of consolidated net financial debt to EBITDA shall not exceed 15 (14 for interest adjustment),</p> <p>And all for two consecutive quarters (except for the interest adjustment).</p>	<p>to EBITDA ratio – 9.59 (Financial debt NIS 901 million. EBITDA NIS 93.9 million)</p>
	The trustee for holders of Bonds (Series C)	803		
	The trustee for holders of Bonds (Series D)	756		
Sabinar I¹²	German financial body	284	<p>On June 30 and December 31 each year, as of the COD date of Sabinar I and provided that Sabinar I has operated for 12 months, the historic DSCR¹³ for the last 12 months will not be less than 1.05.</p>	<p>Examining the project company's compliance with the debt coverage ratio takes place on June 30 and December 31. Accordingly, as of the Report Date, Sabinar is not required to calculate compliance with the debt coverage ratio.</p>
A wholly owned subsidiary of Atlantic Green UK Limited (Cellarhead Project)	Consortium of Israeli and international banks: Goldman Sachs, Santander UK, Bank Hapoalim and Bank Leumi.	---	<p>Annual historical DSCR is less than 1.15 and LLCR is less than 1.15.</p>	<p>As of the Report Date, the Company is not required to review the criteria.</p>

¹² For additional details, see Appendix A of the immediate report published by the Company on February 19, 2023 (reference no.: 2023-01-015742), which is included in this Report by way of reference.

¹³ DSCR - Means the ratio between the cash available to service the debt (namely - project revenues minus operating expenses and taxation) and the payments under the financing agreement during that period (principal, interest, commissions, etc.).

Borrower name	Lender's details	Loan balance as of September 30, 2025 (in NIS millions)	Commitment to meeting financial standards	Compliance calculation for September 30, 2025
Subsidiaries held by the Company (Slobozia, Volter Project, Corbii Mari)	Consortium of international funding bodies	---	Historical and future annual DSCR less than 1.1	As of the Report Date, the Company is not required to review the criteria. ¹⁴

Below is a summary of the Group's loans that include a cross-breach clause in accordance with the Securities and Exchange Authority's staff position - 104-15 'Reportable Credit Event':

Loans	Cross-Default	Original Overall Facilities	Total balance of loans as of September 30, 2025 (in NIS millions)	Financial benchmarks	Meeting financial criteria
Three corporate financing facilities taken by the Company and a corporate financing facility taken by a subsidiary of the Company in Israel (the " Israel Facilities ") as well as two corporate financing facilities taken by Nofar USA (the " US Facilities ").	Some of the Israel Facilities include a cross-breach clause in relation to the repayment of the Company's other debts. The US Facilities include a cross-default provision for other debts of Nofar USA as well as the Company.	Israel Facilities - NIS 550 million US Facilities - USD 50 million	579.8	The Israel Facilities and the US Facilities include an undertaking to comply with financial covenants identical to the financial covenants of the Company's Bonds (Series B, C, and D). In addition, the US Facilities include an undertaking to comply with covenants for Nofar USA regarding minimum equity (including shareholder loans) of USD 35 million and an equity-to-assets ratio of at least 15%.	Regarding compliance with the financial benchmarks of the Bonds (Series B to D) - see the table above. Minimum equity (including shareholder loans) of Nofar USA - USD 49.8 million Equity-asset ratio of Nofar USA - 33.4%

1.10 Material valuations

¹⁴ For additional details, see the immediate report dated November 26, 2025 (reference no.: 2025-01-093097).

The Company did not make use of material valuations or very material valuations for the purpose of determining the value of data in the Company's financial statements.

2 Aspects of Corporate Governance

2.1. Effectiveness of internal control

Attached to Part C of this quarterly report is the report on the Company's internal control.

In addition, in accordance with the provisions of Article 9b(c1) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970, the provisions of Article 9b(c) of the Reporting Regulations do not apply to the Company before five years have passed from it becoming a reporting corporation (December 2020), based on which the opinion of the auditor must be attached to the Company's financial statements, regarding the effectiveness of the internal control on financial reporting and the material weaknesses that it identifies in this review (excluding audits in certain cases set forth in the same article).

2.2. Market risks and their management

As of the Report Date, the Company's financial statements do not include a reportable segment, which is a financial activity segment, and as of the Report Date, the corporation has no material financial activity. Accordingly, and given Article 10(b)(7) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970, the Report does not include disclosure of market risks and their management.

Below are the linkage base reports:

As of September 30, 2025

	As of September 30, 2025						
	NIS thousands						
	Linked to Dollars	Linked to Euros	Linked to the Pound	Linked to other foreign currency	Index-linked	Unlinked	Amount
Cash and cash equivalents	161,751	261,247	1,363	15,513	-	346,296	786,170
Deposits from bank corporations and others	2,008	-	-	33,230	-	-	35,238
Restricted use deposits	-	281	-	-	-	-	281
Customers	6,894	8,768	-	2,075	-	137,981	155,718
Accounts receivable	9,103	43,243	2,369	82,114	-	35,791	172,620
Inventory	-	-	-	-	-	12,530	12,530
Financial derivative	-	-	-	-	-	-	-
Total current assets	179,756	313,539	3,732	132,932	-	532,598	1,162,557
Investments in investee companies accounted for using the equity method	-	574,544	-	-	-	487,896	1,062,440
Right of use asset	30,744	161,140	-	59,731	86,381	31,421	369,417
Fixed assets	249,823	1,897,758	556,863	1,668,729	-	531,487	4,904,660
Intangible assets	98,354	36,152	-	-	-	5,730	140,236

	As of September 30, 2025						
	NIS thousands						
	Linked to Dollars	Linked to Euros	Linked to the Pound	Linked to other foreign currency	Index-linked	Unlinked	Amount
Long-term restricted cash	36,648	-	-	-	-	5,675	42,323
Deposits in bank corporations and others	-	-	-	9,722	-	7,910	17,632
Deferred taxes	-	22,741	-	-	-	14,859	37,600
Other debtors - related parties	-	37,457	-	1,143	-	2,330	40,930
Financial assets	11,123	12,125	-	-	-	-	23,248
Total non-current assets	426,692	2,741,917	556,863	1,739,325	86,381	1,087,308	6,638,486
Total assets	606,448	3,055,456	560,595	1,872,257	86,381	1,619,906	7,801,043
Short-term loans and current maturities for long-term loans from banking and other corporations	40,386	65,840	200,038	29,280	-	129,818	465,362
Current maturities of long-term lease liability	2,035	9,520	-	1,389	12,324	2,687	27,955
Current maturities of bonds	-	-	-	-	41,045	84,532	125,577
Suppliers and service providers	15,101	77,634	-	10,614	-	23,766	127,115
Accounts payable	32,833	23,361	6,985	-	-	42,217	105,396
Liability for deferred consideration in a business combination	-	-	-	-	-	89,877	89,877
Financial derivatives	-	-	-	-	-	1,918	1,918
Total current liabilities	90,355	176,355	207,023	41,283	53,369	374,815	943,200
Long-term loans from banks	175,084	818,398	-	214,673	-	449,590	1,657,745
Lease liabilities	32,226	150,234	-	59,365	74,807	31,104	347,736
Loan from a related party	-	21,179	-	-	-	750	21,929
Deferred taxes	-	131,059	-	13,255	-	27,919	172,233
Bonds	-	-	-	-	297,578	1,488,334	1,785,912
Convertible bonds	-	-	-	-	-	469,930	469,930
Other liabilities	13,962	25,817	10,866	-	739	1,984	53,368
Total non-current liabilities	221,272	1,146,687	10,866	287,293	373,124	2,469,611	4,508,853
Total liabilities	311,627	1,323,042	217,889	328,576	426,493	2,844,426	5,452,053
The excess of assets over liabilities (liabilities over assets)	294,821	1,732,414	342,706	1,543,681	(340,112)	(1,224,520)	2,348,990

As of September 30, 2024

	As of September 30, 2024						
	NIS thousands						
	Linked to Dollars	Linked to Euros	Linked to the pound	Linked to other foreign currency	Index-linked	Unlinked	Amount
Cash and cash equivalents	59,509	72,176	51,702	8,304	-	373,704	565,395
Deposits from bank corporations and others	37,100	613	-	17,396	-	872	55,981
Restricted use deposits	371	212,951	-	2,594	-	-	215,916
Customers	6,387	12,573	-	511	-	143,284	162,755
Accounts receivable	5,954	15,862	4,685	29,081	-	18,294	73,876
Inventory	-	-	-	-	-	34,153	34,153
Financial derivative	-	-	-	-	-	-	-
Total current assets	109,321	314,175	56,387	57,886	-	570,307	1,108,076
Investments in investee companies accounted for using the equity method	-	546,253	-	-	-	514,494	1,060,747
Right of use asset	35,358	192,281	47,458	38,861	50,588	27,627	392,173
Fixed assets	204,132	1,875,525	491,063	531,949	-	824,120	3,926,789
Intangible assets	112,139	6,062	-	-	-	38,692	156,893
Long-term restricted cash	10,138	-	-	-	-	7,741	17,879
Deposits in bank corporations and others	-	-	-	51	-	414	465
Deferred taxes	-	12,803	3,615	-	-	-	16,418
Other debtors - related parties	-	38,651	-	-	-	1,301	39,952
Financial assets	11,123	27,318	-	-	-	-	38,441
Total non-current assets	372,890	2,698,893	542,136	570,861	50,588	1,414,389	5,649,757
Total assets	482,211	3,013,068	598,523	628,747	50,588	1,984,696	6,757,833
Short-term loans and current maturities for long-term loans from banking and other corporations	6,442	68,393	5,597	-	-	34,973	115,405
Current maturities of long-term lease liability	2,432	6,516	3,838	668	8,693	2,686	24,833
Current maturities of bonds	-	-	-	-	131,337	27,948	159,285
Suppliers and service providers	-	12,576	681	5,835	-	32,346	51,438
Accounts payable	31,419	17,585	2,982	12	-	29,380	81,378
Liability for deferred consideration in a business combination	-	2,076	-	-	-	-	2,076
Financial derivatives	-	-	-	-	-	4,047	4,047
Total current liabilities	40,293	107,146	13,098	6,515	140,030	131,380	438,462
Long-term loans from banks	67,506	682,367	75,215	-	-	63,408	888,496

	As of September 30, 2024						
	NIS thousands						
	Linked to Dollars	Linked to Euros	Linked to the pound	Linked to other foreign currency	Index-linked	Unlinked	Amount
Lease liabilities	37,589	179,238	46,765	39,483	43,211	25,294	371,580
Loan from a related party	-	-	22,132	-	-	750	22,882
Deferred taxes	11,955	18,099	-	-	-	196,115	226,169
Bonds	-	-	-	-	692,507	888,671	1,581,178
Convertible bonds	-	-	-	-	-	373,463	373,463
Other liabilities	20,126	22,042	-	-	733	54,848	97,749
Total non-current liabilities	137,176	901,746	144,112	39,483	736,451	1,602,549	3,561,517
Total liabilities	177,469	1,008,892	157,210	45,998	876,481	1,733,929	3,999,979
The excess of assets over liabilities (liabilities over assets)	304,742	2,004,176	441,313	582,749	(825,893)	250,767	2,757,854

As of December 31, 2024

Section	As of Dec. 31, 2024						
	NIS thousands						
	Linked to Dollars	Linked to Euros	Linked to the pound	Linked to other foreign currency	Index-linked	Unlinked	Amount
Cash and cash equivalents	50,077	188,569	26,942	5,762	-	91,284	362,634
Deposits from bank corporations and others	38,676	561	-	-	-	8,261	47,498
Restricted use deposits	365	2,201	-	-	-	-	2,566
Customers	5,170	2,755	90	134	-	137,920	146,069
Accounts receivable	11,618	15,475	2,994	47,933	-	27,687	105,707
Inventory	-	-	-	-	-	25,128	25,128
Financial derivative	-	11,803	-	-	-	-	11,803
Total current assets	105,906	221,364	30,026	53,829	-	290,280	701,405
Investments in investee companies accounted for using the equity method	-	519,831	-	-	-	499,130	1,018,961
Right of use asset	34,536	175,288	42,785	34,525	45,611	27,628	360,373
Fixed assets	187,759	1,746,443	485,064	672,178	-	796,963	3,888,407
Intangible assets	108,499	5,543	-	-	-	35,365	149,407
Limited deposits long-term	9,966	-	-	-	-	15,311	25,277
Deposits in bank corporations and others	-	-	-	47	-	260	307
Deferred taxes	-	11,949	2,893	-	-	5,701	20,543
Other receivables	-	35,875	-	-	-	1,233	37,108
Financial assets	11,123	14,843	-	-	-	-	25,966
Total non-current assets	351,883	2,509,772	530,742	706,750	45,611	1,381,591	5,526,349
Total assets	457,789	2,731,136	560,768	760,579	45,611	1,671,871	6,227,754

Section	As of Dec. 31, 2024						
	NIS thousands						
	Linked to Dollars	Linked to Euros	Linked to the pound	Linked to other foreign currency	Index-linked	Unlinked	Amount
Short-term loans and current maturities for long-term loans from banking and other corporations	5,687	50,752	1,566	-	-	108,092	166,097
Current maturity in respect of a lease	2,420	5,927	3,529	1,298	7,544	2,687	23,405
Current maturities of bonds	-	-	-	-	109,346	27,948	137,294
Suppliers and service providers	8,978	31,699	8,147	20,105	-	31,793	100,722
Accounts payable	26,218	8,720	4,144	70	-	8,102	47,254
Financial derivatives	-	-	-	-	-	1,918	1,918
Total current liabilities	43,303	97,098	17,386	21,473	116,890	180,540	476,690
Long-term loans from banks	64,691	612,241	72,788	-	-	58,519	808,239
Lease liabilities	36,730	163,624	42,558	35,048	40,653	25,294	343,907
Loan from a related party	-	-	20,710	-	-	752	21,462
Deferred taxes	5,623	16,686	-	-	-	127,283	149,592
Bonds	-	-	-	-	650,955	888,602	1,539,557
Convertible bonds	-	-	-	-	-	375,317	375,317
Other liabilities	17,838	33,314	-	-	733	50,316	102,201
Total non-current liabilities	124,882	825,865	136,056	35,048	692,341	1,526,083	3,340,275
Total liabilities	168,185	922,963	153,442	56,521	809,231	1,706,623	3,816,965
The excess of assets over liabilities (liabilities over assets)	289,604	1,808,173	407,326	704,058	(763,620)	(34,752)	2,410,789

2.3 Donations

As of the Report Date, the Company does not have a donations policy. During the Report Period, the Company donated immaterial amounts.

2.4 Directors with accounting and financial expertise

From the date of publication of the Periodic Report for 2024 until the Report Date, there have been no changes in the determination of the Company's Board of Directors regarding the required minimum number of directors with accounting and financial expertise and/or the identity of the directors with accounting and financial expertise.

For details regarding the directors with accounting and financial expertise (including their education, qualifications, experience, and know-how, based on which the Company regards them as having accounting and financial expertise), see Article 26 of Chapter D - Additional Details of the Corporation in the Periodic Report for 2024, while the information therein is included in this Report by way of reference.

2.5 Independent directors

As of the Report Date, the Company has not adopted a provision in its articles of association regarding the rate of independent directors. However, as of the Report Date, four of the directors of the Company (in other words, Mr. Yoni Tal, Ms. Dafne Esther Cohen, Mr. Gili Cohen, and Ms. Yonit Partok) are independent directors, as this

term is defined in the Companies Law. In addition, Messrs. Zvi Levin and Uri Orbach meet the definition of independent directors, but are not classified as such. For details regarding Mr. Yoni Tal, Ms. Dafne Esther Cohen, Mr. Gili Cohen, and Ms. Yonit Partok, see Article 26 of Chapter D - Additional Details about the Corporation in the 2024 Periodic Report.

2.6 Auditor

From the date of publication of the Periodic Report for 2024 until the Report Date, there have been no material changes in relation to the Company's internal auditor. For further details regarding the Company's internal auditor, see Section 2.6 of the Board of Directors' Report for 2024, while the information therein is included in this Report by way of reference.

2.7 Details regarding the Company's auditor

The Company's auditors are the KPMG Somekh Chaikin firm. On January 5, 2025, the general meeting of the Company's shareholders decided to appoint the accounting firm KPMG Somekh Chaikin as the Company's auditors, replacing the BDO firm Ziv Haft.

From the date of publication of the Periodic Report for 2024 until the Report Date, there have been no changes in relation to the Company's auditors. For additional details about the Company's auditors, see Section 2.7 of the Board of Directors' Report of the Periodic Report for 2024.

2.8 Events during the Report Period and after the Date of the Statement of Financial Position

For details regarding events during the Report Period and after the balance sheet date, see Sections 1.5 and 1.8 above and Notes 5, 6, and 8 to the consolidated financial statements as of September 30, 2025. In addition to these sections and notes:

- At a general meeting of the Company held on January 5, 2025, the general meeting approved the following: (1) the reappointment of Mr. Ofer Yannay as a director of the Company and Chairman of the Board of Directors until the end of the next annual general meeting of the Company; (2) the reappointment of Mr. Yoni Tal, Ms. Yonit Partok, Mr. Zvi Levin, and Mr. Uri Orbach as directors of the Company until the end of the next annual general meeting of the Company; and (3) the appointment of the accounting firm Somekh Chaikin KPMG as the Company's independent auditors (replacing BDO), and the authorization of the Company's Board of Directors to determine their remuneration. For additional details, see the meeting invitation report published on November 28, 2024 (Reference No.: 2024-01-620382), which is included in this Report by way of reference.
- On January 24, 2025, the Company announced a change in the holdings of Mr. Gili Cohen, an external director of the Company, following the sale of shares on the stock exchange. For details, see the Immediate Report published by the Company on January 24, 2025 (Reference No.: 2025-01-006567), which is included in this Report by way of reference.
- On January 9, 2025, an employee of a cleaning contractor for the Company's solar systems filed a claim against his employer (the panel-cleaning company), the Company, and others for bodily injuries allegedly caused to him, according to his claims, in a work accident while he was working as a solar-panel cleaner at one of the Group's

facilities. As of the Report Date, the Group's insurer has appointed a law firm to handle the claim against the Company.

- On February 10, 2025, the Company allocated 18,130 options to employees. For details, see the immediate report dated February 10, 2025 (Reference No.: 2025-01-009848).
- On February 20, 2025, Noy Fund (as defined in the Corporate Business Description Report attached to the 2024 Periodic Report) and Mr. Noam Fisher, the former CFO of the Company, sold all of their holdings in the Company in an off-exchange transaction. For details, see the immediate report dated February 20, 2025 (Reference No.: 2025-01-012040).
- On March 30, 2025, Mr. Noam Fisher concluded his role as CFO of the Company, and Mr. Oren Ben Shimol was appointed acting CFO of the Company. For details, see the Immediate Reports dated March 30, 2025 (Reference Nos.: 2025-01-022171, 2025-01-022174).
- On April 3, 2025, the Company published an immediate report regarding a change in the holdings of Mr. Ofer Yannay, Chairman of the Board and controlling shareholder, due to the sale of the Company's Bonds (Series B) off-exchange. For details, see the Immediate Report published by the Company on April 3, 2025 (Reference No.: 2025-01-024637), which is included in this Report by way of reference.
- On June 5, 2025, the Company published an immediate report regarding the allocation and expiration of employee options in the Company. For details, see the Immediate Report published by the Company on June 5, 2025 (Reference No.: 2025-01-040668), which is included in this Report by way of reference.
- On June 22, 2025, the Company reported that it was conducting negotiations with Noy Fund regarding a potential investment by Noy Fund in the renewable energy activity in Israel. For details, see the Immediate Report published by the Company on June 22, 2025 (Reference No.: 2025-01-044008), which is included in this Report by way of reference. On November 2, 2025, the Company announced that the negotiations with Noy Fund had concluded. For further details, see the immediate report dated November 2, 2025 (Reference No.: 2025-01-082678), the information therein being included in this Report by way of reference.
- On June 25, 2025, the Company announced that Messrs. Nadav Tenne and Shahar Gershon, who at that time served as co-CEOs of the Company, had expressed their wish to conclude their roles in the Company, that the end of their tenure was expected to take effect on December 25, 2025, and that the Company had commenced the process of locating a CEO whose appointment is expected to be brought for approval in the near future. For details, see the immediate report dated June 25, 2025 (Reference No.: 2025-01-045134), the information therein being included in this Report by way of reference.
- On June 25, 2025, the Company published an immediate report regarding the sale of all holdings of Messrs. Nadav Tenne and Shahar Gershon in the Company. For details, see the Immediate Report published by the Company on June 25, 2025 (Reference No.: 2025-01-045581), which is included in this Report by way of reference.
- On June 29, 2025, the Company published an immediate report regarding Menora Mivtachim Holdings Ltd.

- becoming an interested party in the Company. For details, see the Immediate Report published by the Company on June 29, 2025 (Reference No.: 2025-01-046290), which is included in this Report by way of reference.
- On June 29, 2025, the Company announced that it had learned that a motion for certification of a class action had been filed with the Central-Lod District Court by the applicant, who claims to be a shareholder of the Company, against the Company, its Chairman of the Board, and its co-CEOs (together: the “Respondents”), in connection with various allegations against the Respondents regarding breaches of disclosure obligations under the Securities Law, breach of contract, negligence, and breach of the duties of care and loyalty. For details, see the immediate report dated June 29, 2025 (Reference No.: 2025-01-046297), the information therein being included in this Report by way of reference.
 - On July 23, 2025, the Company announced the following: the appointment of Mr. Ami Landau as CEO of the Company effective February 1, 2026 (or at an earlier date, if his notice period at his previous employer is shortened), the end of the tenure of Messrs. Nadav Tenne and Shahar Gershon as co-CEOs (effective July 22, 2025), the end of the tenure of Mr. Ofer Yannay as Chairman of the Board of Directors and his appointment as acting CEO of the Company, and the appointment of Mr. Zvi Levin as Chairman of the Board of Directors. For details, see the Immediate Reports dated July 22, 2025, the information therein being included in this Report by way of reference.
 - On July 24, 2025, the Company announced the execution of a Memorandum of Understanding with Bank Leumi for refinancing the activity of Nofar Israel, as detailed in Section 1.5.2 above.
 - On July 25, 2025, the Company published a notice of a special general meeting of the Company’s shareholders and a material private-offer report, on whose agenda was the approval of the terms of office of Mr. Ami Landau as CEO of the Company, including approval of the allocation of 109,766 restricted shares (RS). For details, see the notice of meeting dated July 24, 2025 (Reference No.: 2025-01-055359), and the amended and supplementary reports dated August 25, 2025, August 28, 2025, September 4, 2025, and September 7, 2025 (Reference Nos.: 2025-01-063476; 2025-01-065003; 2025-01-067013; 2025-01-067537), the information therein being included in this Report by way of reference. At the shareholders’ meeting held on September 11, 2025, the general meeting resolved not to approve the terms of office of Mr. Ami Landau. For details, see the results report dated September 11, 2025 (Reference No.: 2025-01-068926), the information therein being included in this Report by way of reference.
 - On July 29, 2025, Midroog Ltd. announced that it was maintaining the Company’s rating of A3.il with a stable outlook for the Company and its bonds. For details, see the Immediate Report of Midroog Ltd. dated July 29, 2025 (Reference No.: 2025-15-056303), the information therein being included in this Report by way of reference.
 - On July 30, 2025, the Company published a private, non-material offer report for 167,630 options to an office holder in a subsidiary of the Company and a senior office holder in the Company. For details, see the Immediate Report published by the Company on July 30, 2025 (Reference No.: 2025-01-56865), which is included in this Report by way of reference.
 - On September 28, 2025, the Company announced the appointment of Mr. Ofer Yannay as CEO of the Company.

For additional details, see the immediate report dated September 28, 2025 (Reference No.: 2025-01-072208), the information therein being included in this Report by way of reference.

- On October 5, 2025, the Company announced the sale of all of its holdings (50%) in the Ratesti project, subject to the fulfillment of the conditions precedent set forth in the agreement, as described in Section 1.5.3 above. For additional details, see Section 1.5.3 above and the immediate report dated October 5, 2025 (Reference No.: 2025-01-073761), the information therein being included in this Report by way of reference.
- On October 9, 2025, the Company published a private, non-material offer report for 130,837 options to office holders and employees of the Company. For details, see the immediate report dated October 9, 2025 (Reference No.: 2025-01-074719), the information therein being included in this Report by way of reference.
- On October 22, 2025, the Company convened an annual and special general meeting of the shareholders of the Company, on the agenda of which were the following matters: (1) discussion of the Company's financial statements and Board of Directors' Report for 2024; (2) reappointment of the accounting firm KPMG Somekh Chaikin as the Company's independent auditor; (3) approval of the reappointment of Mr. Ofer Yannay, Mr. Yoni Tal, Ms. Yonit Partok, Mr. Zvi Levin, and Mr. Uri Orbach as directors of the Company; (4) approval of the terms of office of Mr. Ofer Yannay as CEO of the Company as detailed in the meeting notice, including extension of the validity of the exemption and indemnification letter for an additional period of 3 years from the date of the meeting's approval, and including approval of the allocation of 1,777,191 restricted share units as detailed in the meeting notice; (5) approval of a new compensation policy. For additional details, see the meeting notice and amended reports dated October 22, 2025, November 13, 2025, and November 20, 2025 (Reference Nos.: 2025-01-078697, 2025-01-086898, and 2025-01-090006, respectively), the information therein being included by way of reference. On November 26, 2025, the general meeting approved all matters on the agenda as described above. For details, see the results report dated November 26, 2025 (Reference No.: 2025-01-093089), the information therein being included in this Report by way of reference.
- On October 22, 2025, the Company announced that its Board of Directors was examining a potential exchange tender offer for Bonds (Series B) (convertible) in exchange for Bonds (Series D) and shares. For additional details, see the immediate report dated October 22, 2025 (Reference No.: 2025-01-078696), the information therein being included by way of reference.
- On November 2, 2025, the Company announced that it had entered into a memorandum of understanding with Clal Insurance Company Ltd. for an investment in the Company's activity in Israel. According to the memorandum of understanding, the Company will transfer all of its business activity in the field of production, initiation, and supply of electricity in Israel to Nofar Israel. Subject to the transfer of the activity as stated, Clal Insurance will invest NIS 300 million in Nofar Israel, in exchange for the allocation of 18.75% of the rights in Nofar Israel. For additional details, see the immediate report dated November 2, 2025 (Reference No.: 2025-01-082678), the information therein being included by way of reference.
- On November 4, 2025, the Company announced that it had entered into an agreement under which it would sell to Noy Fund 5% of the holdings in the Noy-Nofar Europe partnership, in consideration for approximately EUR

18.95 million. For additional details, see the Immediate Reports dated November 4, 2025 (Reference Nos.: 2025-01-083415 and 2025-01-083759), the information therein being included by way of reference.

- On November 5, 2025, the Company published a private, non-material, and non-extraordinary offer report for 50,000 options to a senior office holder in the Company. For details, see the immediate report dated November 5, 2025 (Reference No.: 2025-01-084042), the information therein being included by way of reference.
- On November 16, 2025, Midroog Ltd. announced that it had assigned a rating of A3.il with a stable outlook to the bonds to be issued by the Company, through an expansion of Series D. For additional details, see the immediate report dated November 16, 2025 (Reference No.: 2025-15-087639), which is included in this Report by way of reference.
- On November 18, 2025, the Company updated that negotiations were being conducted for entering into several transactions in the context of examining the execution of the exchange tender offer, and also published the Shelf Offer Report for the full exchange tender offer for Convertible Bonds (Series B) in exchange for Bonds (Series D) and shares. For additional details, see the Immediate Reports dated November 18, 2025 (Reference Nos.: 2025-01-088355 and 2025-01-088683, respectively), the information therein being included by way of reference.
- On November 26, 2025, the Company updated regarding entering into a financing agreement for three projects in Romania. For details, see Section 1.5.2 above, and the immediate report dated November 26, 2025 (Reference No.: 2025-01-093097).

3. Disclosure in Connection With the Financial Reporting of the Corporation

3.1. State of the Company's liabilities

For details regarding the state of the corporation's liabilities based on repayment dates, see the Immediate Report (F.126) published near the publication date of this Report.

Zvi Levin,
Chairman of the Board

Ofer Yannay,
CEO and Director

Date: November 26, 2025

Appendix A - Disclosure to Bondholders
The Bonds (Series A)

	Series A Bonds (Data in NIS thousands)
Issuance date	Aug. 16, 2021; Sept. 8, 2022; May 10, 2023 (*)
Scope of par value of bonds on the issue date	400,000; 717,005; 967,005 (*)
Balance of par value of bonds in circulation as of September 30, 2025 (thousands of NIS)	290,869
Par value including linkage as of Sept. 30, 2025	338,623
Amount of interest accrued	1,321
Is this a material series?	Yes
Fair value as included in the financial statements as of September 30, 2025	323,021
Stock Exchange value as of September 30, 2025	329,990
Stock exchange value near the Report Date (November 19, 2025)	328,856
Nominal interest (fixed)	Fixed annual interest in the rate of 1.48%
Principal repayment date	<p>First payment in a rate of 10% of the principal of the Bonds - on June 30, 2023;</p> <p>Four additional payments at a rate of 6% of the par value of the Bonds - on December 31 of each of the years 2023 and 2024 and June 30 of each of the years 2024 and 2025;</p> <p>Four additional payments at a rate of 4% of the par value of the Bonds - on December 31 of 2025 and 2026 and June 30 of each of the years 2026 and 2027;</p> <p>An additional payment at a rate of 50% of the par value of the Bonds - on December 31, 2027.</p>
Payment and interest dates	On June 30 and December 31 of the years 2022 to 2027
Linkage	Linked to the index of July 2021
Right to convert the Bonds	---
Right to early redemption	There is a right at the initiative of the Stock Exchange or the Company. In the case of early redemption at the Company's initiative, an amount equal to the higher of the market value (minus the liability value due in that quarter), the liability value of the bond or the cash flow capitalized according to the bond yield plus 1.5% will be paid.
Rating	A3.il with a stable outlook
Ranking company	Midroog
Guarantee to secure the Company's liabilities according to the trust deed	---
The remaining scope of par value of bonds purchased by a subsidiary of the Company	---
The Trustee	Mishmeret Trust Services Ltd., 48 Menachem Begin Ave., Tel Aviv. Telephone: 03-6374352; Fax: 03-6374344. Contact person: CPA Rami Sabati. Email: office@mtrust.co.il

	Series A Bonds (Data in NIS thousands)
At the end of the reporting year or during it, did the Company meet all of its obligations under the trust deed?	Yes
Are there grounds for immediate repayment of the Bonds?	No
Limitations on the creation of pledges	The Company has undertaken not to create a new general floating charge on all its assets and rights, existing or future, in favor of any third party, unless at the same time as creating the floating charge in favor of the third party, it will create a floating charge on all its assets for the benefit of the trustee, at the same level pari passu, according to the debt ratio for the bonds and towards the third party.
Additional restrictions	<p>The Company has committed to meeting the loan covenant of equity (as this term is defined in the trust deed) which will not be less than NIS 550 million, the ratio between solo equity and the solo total net balance sheet (as these terms are defined in the trust deed), which will not be less than 35%, and starting in December 2023, the ratio between net consolidated financial debt and EBITDA (as these terms are defined in the trust deed), which will not exceed 15.</p> <p>The trust deed also includes conditions for expanding the series of Bonds (as specified in Section 2.4 of the trust deed), conditions regarding the issuance of additional series of bonds (as specified in Section 2.9 of the trust deed), limitations regarding distribution (as specified in Section 4.6 of the trust deed), change of control of the Company, and an interest adjustment mechanism (as detailed in Section 6.1 in the conditions beyond the page in the first supplement to the trust deed). For additional details, see Sections 2.4, 2.9, 4.5, 4.6 of the trust deed and 6.1 in the conditions on the overleaf in the first supplement to the trust deed, which was published in an immediate report on August 16, 2021 (reference number: 2021-01-065944), which is included herein by way of reference.</p>
General meetings and reports on behalf of the trustee	<p>On June 28, 2023, the Company published an annual report on behalf of the trustee to the holders of Bonds (Series A) for 2022. For details, see the Immediate Report published by the Company on July 28, 2023 (Reference No.: 2023-01-060340), which is included in this Report by way of reference.</p> <p>On July 25, 2023, the meeting of holders of Bonds (Series A) convened, in which it was decided to approve the trustee's term of office until the full and final repayment of the Company's Bonds (Series A). For details, see the Immediate Report published by the Company on July 26, 2023 (Reference No.: 2023-10-070492), which is included in this Report by way of reference.</p>

- (*) It should be noted that on January 15, 2025, the Company completed an exchange purchase offer of approximately NIS 379 million par value Bonds (Series A) in exchange for the issuance, through an expansion of a series, of approximately NIS 401 million Bonds (Series D), based on an exchange ratio of 1.059. For details, see the Immediate Report published by the Company on January 14, 2025 (Reference No.: 2025-01-003956), which is included in this Report by way of reference.

Bonds (Series B and C)

	Series B Bonds	Series C Bonds
Issuance date	Jul. 20, 2023; Feb. 12, 2025	Jul. 20, 2023; Feb. 14, 2024; Feb. 12, 2025
Scope of par value of bonds on the issue date (NIS thousands)	407,550; 499,993	233,951; 558,951; 845,321
Balance of par value of bonds in circulation as of September 30, 2025 (thousands of NIS)	499,993	803,055
Par value including linkage as of Sept. 30, 2025 (NIS thousands)	499,993	803,055
Amount of interest accrued (NIS thousands)	6,259	14,036
Is this a material series?	Yes	Yes
Fair value as included in the financial statements (NIS thousands)	469,930	816,175
Stock Exchange value as of September 30, 2025 (NIS thousands)	584,992	858,225
Stock exchange value near the Report Date (November 19, 2025) (NIS thousands)	610,991	867,460
Nominal interest (fixed)	Fixed annual interest in the rate of 5%	Fixed annual interest in the rate of 6.95%
Principal repayment date	Two payments at a rate of 50% each of the nominal value of the principal to be paid on June 30 of each of the years 2028 and 2029.	six annual payments, with the first payment at the rate of 5% of the nominal value of the Bonds (Series C) to be paid on June 30, 2025, the next two payments at the rate of 10% of the nominal value, each of the Bonds will be paid on June 30 of each of the years 2026 and 2027, an additional payment at a rate of 15% of the nominal value of the Bonds will be paid on June 30, 2028 and the next two payments at a rate of 30% of the nominal value, each, of the Bonds will be paid on June 30 of each of the years 2029 and 2030.
Payment and interest dates	twice a year on June 30 and December 31 of each of the years 2024 to 2028 (inclusive), while the last payment of the interest will be paid together with the last repayment of the principal on June 30, 2029.	twice a year on June 30 and December 31 of each of the years 2024 to 2029 (inclusive), and the last payment of the interest will be paid together with the last repayment of the principal on June 30, 2030.
Linkage		---

<p>Right to convert the Bonds</p>	<p>The Bonds are convertible into ordinary shares listed by name without par value of the Company in such a way that every NIS 115.1 par value of the Bonds will be convertible into one ordinary share of the Company, such that the number of shares that will be generated from a full conversion of the Bonds in circulation, as of June 30, 2025, is 4,343,988 shares.</p> <p>The Bonds are convertible as of July 20, 2023, and until June 20, 2029, other than (a) on the effective date for the distribution of bonus shares, an offer by way of rights, distribution of dividend, consolidation or splitting of capital, or a capital reduction; or (b) the three days before the effective date for partial repayment and until the performance date of the partial repayment of the Bonds (Series B).</p>	<p>---</p>
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Right to early redemption

The Company may not perform early repayment of the Bonds on its own initiative.

There is a right at the initiative of the Stock Exchange. In the case of early repayment at the initiative of the stock exchange, the higher sum of the following will be paid: (1) the market value of the bonds that are due for early repayment, which will be determined based on the average closing price of the bonds in the thirty (30) trading days preceding the date of the stock exchange's decision regarding the delisting from trade; (2) The obligation value of the bonds that are due for early repayment in circulation, that is, principal plus interest (as applicable), until the actual early repayment date. The interest accrued until the early repayment date will be paid on the par value redeemed in the early repayment; (3) The balance of the cash flow of the Bonds available for early repayment (principal in addition to interest), when discounted based on the yield of government bonds in addition to an annual rate of 1.5%. Discounting the Bonds available for early redemption will be calculated as of the early redemption date and until the last payment date determined with respect to the Bonds.

The Company may not perform early repayment of the Bonds on its own initiative.

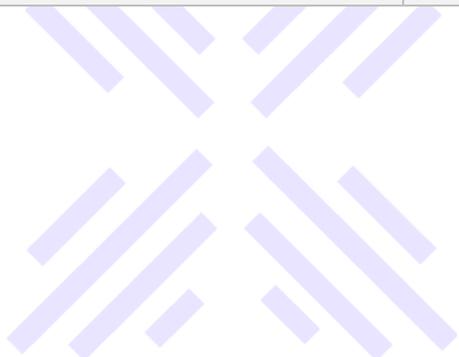
There is a right at the initiative of the Stock Exchange or the Company.

In the event of an early repayment at the Company's initiative, the higher sum of the following will be paid (1) the market value of the Bonds, which will be determined based on the average closing price of the Bonds in the 30 trading days preceding the date of the Board of Directors' decision regarding the early repayment, multiplied by the early repayment rate of the Bonds in circulation, provided that if the early repayment is determined in a quarter in which a date for the payment of interest is also determined, or a date for the payment of a partial repayment of the Bonds, and the early repayment is carried out on the date set for payment as stated above, then in this case the amount paid on that date will be deducted from the market value of the balance of the Bonds at the expense of the payment of the aforementioned interest component only and the difference will be multiplied by the early redemption rate of the Bonds in circulation (including the Bonds in circulation for which a current payment of principal is made in that quarter (if it is paid)); (2) the obligation value of the Bonds due for early repayment in circulation, that is, principal plus interest (as applicable), until the actual early repayment date. The interest accrued until the early repayment date will be paid on the par value redeemed in the early repayment; (3) The balance of the cash flow of the Bonds available for early repayment (principal in addition to interest), when discounted based on the yield of government bonds in addition to an annual rate of 1.5%. Discounting the Bonds available for early redemption will be calculated as of the early redemption date and until the last payment date determined with respect to the Bonds.

In the event of an early redemption at the initiative of the stock exchange, the consideration for the redemption will be in the highest amount among the alternatives listed above, while regarding the sampling period and the market value of the remaining bonds

		will be determined with reference to the date of receiving the stock exchange's decision regarding the execution of the early redemption
Rating	A3.il with a stable outlook	A3.il with a stable outlook
Ranking company	Midroog	Midroog
Guarantee to secure the Company's liabilities according to the trust deed		---
The remaining scope of par value of bonds purchased by a subsidiary of the Company		---
The Trustee	Mishmeret Trust Services Ltd., 48 Menachem Begin Ave., Tel Aviv. Telephone: 03-6374352; Fax: 03-6374344. Contact person: CPA Rami Sabati. Email: office@mtrust.co.il	
At the end of the reporting year or during it, did the Company meet all of its obligations under the trust deed?	Yes	
Are there grounds for immediate repayment of the Bonds?	There are various grounds upon the occurrence of which the trustee will be entitled, and the bondholders will be entitled, to call for immediate repayment the unliquidated balance of the Bonds, including the failure of the Company to meet any payment or failure to meet its obligations according to the trust deed, the appointment of a receiver or a temporary liquidator whose appointment has not been reversed within 45 days, imposing a lien on a material asset of the Company that will not be removed within 45 days, etc.	
Limitations on the creation of pledges	The Company has undertaken not to create a new general floating charge on all its assets and rights, existing or future, in favor of any third party, unless at the same time as creating the floating charge in favor of the third party, it will create a floating charge on all its assets for the benefit of the trustee, at the same level pari passu, according to the debt ratio for the bonds and towards the third party.	

<p>Additional restrictions</p>	<p>The Company has committed to meeting the loan covenant of equity (as this term is defined in the trust deed) which will not be less than NIS 900 million during a period of two consecutive quarters, the ratio between solo equity and the solo total net balance sheet (as these terms are defined in the trust deed), which will not be less than 36% during two consecutive quarters, as of December 2023, the ratio between net consolidated financial debt and EBITDA (as these terms are defined in the trust deed), which will not exceed 15 for two consecutive quarters, and the ratio between consolidated equity and the total consolidated balance sheet (as these terms are defined in the trust deed), which will not be less than a rate of 14% for two consecutive quarters.</p> <p>The trust deed also includes conditions for expanding the series of Bonds (as specified in Section 2.7 of the B Bonds trust deed and Section 2.5 of the C Bonds trust deed), conditions regarding the issuance of additional series of bonds (as specified in Section 2.12 of the B Bonds trust deed and Section 2.10 of the C Bonds trust deed), limitations regarding distribution (as specified in Section 4.6 of the trust deed), and an interest adjustment mechanism (as detailed in Section 5.1 in the conditions beyond the page in the first supplement to the trust deed). For additional details, see Sections 2.5/2.7, 2.10/2.12, and 4.6 of the trust deed and 5.1 in the conditions on the overleaf in the first supplement to the trust deed, which was published in Immediate Reports on July 23, 2023 (reference number: 2023-01-083901 and 2023-01-083904), which are included herein by way of reference.</p>	
<p>General meetings and reports on behalf of the trustee</p>	<p>---</p>	<p>---</p>



The Bonds (Series D)

	Series D Bonds
Issuance date	Sept. 16, 2024; Jan. 15, 2025
Scope of par value of bonds on the issue date (NIS thousands)	355,000; 756,289
Balance of par value of bonds in circulation as of September 30, 2025 (thousands of NIS)	756,289
Par value including linkage as of Sept. 30, 2025 (NIS thousands)	756,289
Amount of interest accrued (NIS thousands)	12,649
Is this a material series?	Yes
Fair value as included in the financial statements as of September 30, 2025 (NIS thousands)	772,294
Stock Exchange value as of September 30, 2025 (NIS thousands)	816,339
Stock exchange value near the Report Date (November 19, 2025) (NIS thousands)	830,406
Nominal interest (fixed)	6.69%
Principal repayment date	The Bonds are due for repayment (principal) in eight (8) unequal semi-annual installments, whereby the first and second payments, in the amount of 5% of the par value of the Bonds each, will be paid on June 30 and December 31, 2030, and the following six payments (third through eighth), in the amount of 15% of the par value of the Bonds each, will be paid on June 30 and December 31 of each of the years 2031 through 2033 (inclusive).
Payment and interest dates	The interest will be paid in semi-annual installments on June 30 and December 31, with the first interest payment being paid on December 31, 2024, and the last interest payment being paid together with the final repayment of the principal, on December 31, 2033.
Linkage	---
Right to convert the Bonds	---

	Series D Bonds
Right to early redemption	<p>There is a right at the initiative of the Stock Exchange or the Company.</p> <p>In the event of an early repayment at the Company's initiative, the higher sum of the following will be paid (1) the market value of the Bonds, which will be determined based on the average closing price of the Bonds in the 30 trading days preceding the date of the Board of Directors' decision regarding the early repayment, multiplied by the early repayment rate of the Bonds in circulation, provided that if the early repayment is determined in a quarter in which a date for the payment of interest is also determined, or a date for the payment of a partial repayment of the Bonds, and the early repayment is carried out on the date set for payment as stated above, then in this case the amount paid on that date will be deducted from the market value of the balance of the Bonds at the expense of the payment of the aforementioned interest component only and the difference will be multiplied by the early redemption rate of the Bonds in circulation (including the Bonds in circulation for which a current payment of principal is made in that quarter (if it is paid)); (2) the obligation value of the Bonds due for early repayment in circulation, that is, principal plus interest (as applicable), until the actual early repayment date. The interest accrued until the early repayment date will be paid on the par value redeemed in the early repayment; (3) The balance of the cash flow of the Bonds available for early repayment (principal in addition to interest), when discounted based on the yield of government bonds in addition to an annual rate of 1.25%. Discounting the Bonds available for early redemption will be calculated as of the early redemption date and until the last payment date determined with respect to the Bonds.</p> <p>In the event of an early redemption at the initiative of the stock exchange, the consideration for the redemption will be in the highest amount among the alternatives listed above, while regarding the sampling period and the market value of the remaining bonds will be determined with reference to the date of receiving the stock exchange's decision regarding the execution of the early redemption.</p>
Rating	A3.il with a stable outlook
Ranking company	Midroog
Guarantee to secure the Company's liabilities according to the trust deed	---
The remaining scope of par value of bonds purchased by a subsidiary of the Company	---
The Trustee	<p>Mishmeret Trust Services Ltd., 48 Menachem Begin Ave., Tel Aviv. Telephone: 03-6374352; Fax: 03-6374344. Contact person: CPA Rami Sabati. Email: office@mtrust.co.il</p>
At the end of the reporting year or during it, did the Company meet all of its obligations under the trust deed?	Yes

Series D Bonds	
Are there grounds for immediate repayment of the Bonds?	There are various grounds upon the occurrence of which the trustee will be entitled, and the bondholders will be entitled, to call for immediate repayment the unliquidated balance of the Bonds, including the failure of the Company to meet any payment or failure to meet its obligations according to the trust deed, the appointment of a receiver or a temporary liquidator whose appointment has not been reversed within 45 days, imposing a lien on a material asset of the Company that will not be removed within 45 days, etc. In addition, and among other things, there are grounds for early repayment in the event that the Bonds cease to be rated for a period exceeding 60 consecutive days, except in the event that the cessation of the rating is due to reasons or circumstances beyond the control of the Company, or if the Bond rating falls below the 'Baa3.il' rating or an equivalent rating.
Limitations on the creation of pledges	The Company has undertaken not to create a new general floating charge on all its assets and rights, existing or future, in favor of any third party, unless at the same time as creating the floating charge in favor of the third party, it will create a floating charge on all its assets for the benefit of the trustee, at the same level pari passu, according to the debt ratio for the bonds and towards the third party.
Additional restrictions	<p>The Company has committed to meeting the loan covenant of equity (as this term is defined in the trust deed) which will not be less than NIS 900 million during a period of two consecutive quarters, the ratio between solo equity and the solo total net balance sheet (as these terms are defined in the trust deed), which will not be less than 36% during two consecutive quarters, as of December 2023, the ratio between net consolidated financial debt and EBITDA (as these terms are defined in the trust deed), which will not exceed 15 for two consecutive quarters, and the ratio between consolidated equity and the total consolidated balance sheet (as these terms are defined in the trust deed), which will not be less than a rate of 14% for two consecutive quarters.</p> <p>The trust deed also includes conditions for expanding the series of Bonds (as specified in Section 2.5 of the trust deed), conditions regarding the issuance of additional series of bonds (as specified in Section 2.10 of the trust deed), limitations regarding distribution (as specified in Section 4.6 of the trust deed), and an interest adjustment mechanism (as detailed in Section 5.1 in the conditions beyond the page in the first supplement to the trust deed). For additional details, see Sections 2.5, 2.10, and 4.6 of the trust deed and 5.1 in the conditions on the overleaf in the first supplement to the trust deed, which was published in an Immediate Report on September 23, 2024 (reference number: 2024-01-605102), which is included herein by way of reference.</p>
General meetings and reports on behalf of the trustee	---



O.Y. Nofar Energy Ltd.

**Condensed Consolidated
Interim Financial
Statements as of
September 30, 2025**

Unaudited

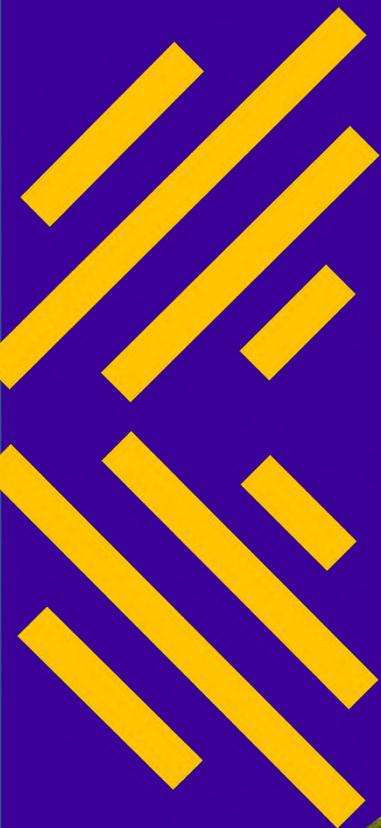


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Somekh Chaikin
KPMG Millennium Tower
17 Ha'arba'ah St., PO Box 609
Tel Aviv 6100601
03-684-8000

November 26, 2025

To
The Board of Directors of
O.Y. Nofar Energy Ltd. (the "**Company**")
1 HaTachana Street, Kfar Saba

To Whom It May Concern:

Re: Letter of consent in connection with a shelf prospectus of O.Y. Nofar Energy Ltd. dated May 2024

We hereby inform you that we agree to the inclusion of our reports (including by way of reference) detailed below in connection with the shelf prospectus from May 2024.

- a. A review report by the auditor dated November 26, 2025, regarding the consolidated concise financial information of the Company as of September 30, 2025, and periods of nine and three months ended on the same date.
- b. A report by the auditor dated November 26, 2025, regarding the separate condensed financial information of the Company as of September 30, 2025, and periods of nine and three months ended on the same date, in accordance with Article 38d of the Securities Regulations (Periodic and Immediate Reports), 5730-1970.

Somekh Chaikin
Accountants

Review Report of the Independent Auditors to the Shareholders of O.Y. Nofar Energy Ltd.

Preface

We have reviewed the attached financial information of O.Y. Nofar Energy Ltd. and its subsidiaries (hereinafter: the "**Group**"), including the consolidated condensed statement of financial position as of September 30, 2025, as well as the consolidated condensed statements of profit and loss, comprehensive profit, changes to equity and cash flow for the periods of nine and three months ended on the same date. The board of directors and management are responsible for the preparation and presentation of financial information for these interim periods, pursuant to International Accounting Standard IAS 34, "Interim Financial Reporting," and are responsible for the preparation of financial information for these interim periods under Chapter D of the Securities Regulations (Periodic and Immediate Reports), 5730-1970. Our responsibility is to express a conclusion regarding the financial information for these interim periods based on our review. The Company's financial information as of September 30, 2024 and for the nine- and three-month periods ended on that date was reviewed by previous auditors whose report thereon dated November 27, 2024 included an unqualified conclusion.

We did not review the financial information for the condensed interim periods of consolidated companies whose assets as included in the consolidation constitute approximately 3% of the total consolidated assets as of September 30, 2025, and whose income included in the consolidation constitutes approximately 9% and 11% of the total consolidated income for the periods of nine and three months ended on the same date, respectively. Additionally, we did not review the condensed interim financial information of an investee company accounted for using the equity method, in which the investment is approximately NIS 122,029 thousand as of September 30, 2025, and the Group's share of its results for the periods of nine and three months ended on that date, i.e. approximately NIS (5,892) thousand and NIS 762 thousand, respectively. The condensed financial information for the interim periods of the same entities was reviewed by other accountants, whose review report was provided to us, and our conclusion, inasmuch as it relates to the financial information in respect of the same entities, is based on the review report prepared by the other accountants.

Scope of the Review

We conducted our review in accordance with Review Standard No. 2410 (Israel) of the Institute of Certified Public Accountants in Israel, "Review of Financial Information for Interim Periods Prepared by the Entity's Auditor." A review of interim financial information includes making inquiries, particularly with the people responsible for financial and accounting matters, and performing analytic and other review procedures. A review is substantially narrower in scope than an audit conducted in accordance with generally accepted auditing standards in Israel, and therefore does not enable us to obtain assurance that we will become aware of all the significant matters that might have been identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review and on the review reports provided by other auditors, nothing has come to our attention which would lead us to believe that the above financial information was not prepared, in all material respects, in accordance with IAS 34.

In addition to the contents of the preceding paragraph, based on our review and on the review reports provided by other auditors, nothing has come to our attention which would lead us to believe that the above financial information does not fulfill, in all material respects, the disclosure requirements set forth in Section D of the Securities Regulations (Periodic and Immediate Reports), 5730-1970.

Somekh Chaikin, Accountants

November 26, 2025

Condensed consolidated statements of financial position

	As of September 30		As of December 31
	2025	2024	2024
	Unaudited	Unaudited	Audited
	NIS thousands		
Assets			
Current assets:			
Cash and cash equivalents	786,170	565,395	362,634
Deposits in bank corporations and others	35,238	55,981	47,498
Restricted use deposits	281	215,916	2,566
Customers	155,718	162,755	146,069
Financial assets	-	-	11,803
Accounts receivable	172,620	73,876	105,707
Inventory	12,530	34,153	25,128
Total current assets	1,162,557	1,108,076	701,405
Non-current assets:			
Investment in corporations accounted for using the equity method	1,062,440	1,060,747	1,018,961
Right of use assets	369,417	392,173	360,373
Fixed assets	4,904,660	3,926,789	3,888,407
Intangible assets	140,236	156,893	149,407
Restricted use deposits and cash	42,323	17,879	25,277
Financial assets	23,248	38,441	25,966
Deferred taxes	37,600	16,418	20,543
Other receivables	40,930	39,952	37,108
Deposits in bank corporations and others	17,632	465	307
Total non-current assets	6,638,486	5,649,757	5,526,349
Total assets	7,801,043	6,757,833	6,227,754

The accompanying notes form an integral part of the condensed consolidated financial statements.

Condensed consolidated statements of financial position

	As of September 30		As of December 31
	2025	2024	2024
	Unaudited	Unaudited	Unaudited
NIS thousands			
Liabilities and equity			
Current liabilities:			
Short-term loans and current maturities for long-term loans from banks	465,362	115,405	166,097
Current maturities of lease liabilities	27,955	24,833	23,405
Current maturities of bonds	125,577	159,285	137,294
Suppliers and service providers	127,115	51,438	100,722
Liability for deferred consideration in a business combination	89,877	2,076	-
Accounts payable	105,396	81,378	47,254
Financial derivatives	1,918	4,047	1,918
Total current liabilities	943,200	438,462	476,690
Non-current liabilities:			
Long-term loans from banks	1,657,745	888,496	808,239
Liabilities for leases	347,736	371,580	343,907
Loans from related parties	21,929	22,882	21,462
Deferred taxes	172,233	226,169	149,592
Bonds	1,785,912	1,581,178	1,539,557
Convertible bonds	469,930	373,463	375,317
Other liabilities	53,368	97,749	102,201
Total non-current liabilities	4,508,853	3,561,517	3,340,275
Capital:			
Capital attributed to shareholders of the Company			
Share capital and premium	1,716,256	1,716,256	1,716,256
Loss balance	(258,714)	(189,082)	(174,634)
Capital reserves	113,019	275,179	86,711
Total capital attributed to the Company's shareholders	1,570,561	1,802,353	1,628,333
Non-controlling interests	778,429	955,501	782,456
Total capital	2,348,990	2,757,854	2,410,789
Total liabilities and equity	7,801,043	6,757,833	6,227,754

The accompanying notes form an integral part of the condensed consolidated financial statements.

November 26, 2025

**Date of Approval of the
Financial Statements
for publication**

**Zvi Levin
Chairman of the
Board**

**Ofer Yannay
CEO**

**Nir Peleg
CFO**

Condensed consolidated statements of profit or loss and other comprehensive income:

	For the nine month period ended on September 30		For the three month period ended on September 30		For the year ended on December 31
	2025	2024	2025	2024	2024
	Unaudited		Unaudited		Audited
	NIS thousands				
Revenue from sale of electricity and construction	268,589	253,825	106,212	87,511	313,207
Compensation for loss of income	-	930	-	930	930
Income from tax partner	4,881	4,370	1,627	3,081	6,038
Total income and profits	273,470	259,125	107,839	91,522	320,175
Setup and operating costs	219,816	196,222	79,146	62,448	264,467
Marketing and sale expenses	6,999	5,245	2,313	1,331	6,867
Management and general expenses	69,643	54,193	31,945	19,533	75,766
Other expenses	6,012	9,287	960	3,835	13,936
Total expenses	302,470	264,947	114,364	87,147	361,036
Other income	36,435	3,870	30,893	43	5,269
Operating profit (loss)	7,435	(1,952)	24,368	4,418	(35,592)
Financing expenses	139,933	98,271	51,297	37,010	104,567
Financing income	27,700	45,106	10,893	16,745	56,506
Net financing expenses	112,233	53,165	40,404	20,265	48,061
Loss after financing expenses	(104,798)	(55,117)	(16,036)	(15,847)	(83,653)
Company's share in the profits (losses) of companies accounted for using the equity method, net	(7,184)	8,495	1,682	4,300	18,137
Loss before income tax	(111,982)	(46,622)	(14,354)	(11,547)	(65,516)
Income tax expenses (benefits)	(14,904)	275	(9,747)	2,955	(18,998)
Loss for the period	(97,078)	(46,897)	(4,607)	(14,502)	(46,518)
Profit (loss) for the period attributed to:					
Shareholders of the Company	(87,213)	(39,927)	(4,349)	(17,631)	(26,905)
Non-controlling interests	(9,865)	(6,970)	(258)	3,129	(19,613)
	(97,078)	(46,897)	(4,607)	(14,502)	(46,518)
Basic and diluted loss per share (in NIS) attributed to the owners of the Company	(2.45)	(1.12)	(0.12)	(0.50)	(0.76)

The accompanying notes form an integral part of the condensed consolidated financial statements.

Condensed consolidated statements of profit or loss and other comprehensive income:

Other comprehensive income (loss):

	For the nine month period ended on September 30		For the three month period ended on September 30		For the year ended on December 31
	2025	2024	2025	2024	2024
	Unaudited		Unaudited		Audited
	NIS thousands				
Loss for the period	(97,078)	(46,897)	(4,607)	(14,502)	(46,518)
<u>Amounts that will be classified or reclassified to profit or loss</u>					
Adjustments arising from translation of financial statements for foreign operations	37,281	113,112	(77,351)	90,821	(151,865)
Adjustments arising from cash flow hedging transactions	(8,199)	(22,319)	622	(21,856)	(20,673)
<u>Items not reclassified later to profit and loss:</u>					
The share in the revaluation of corporations accounted for using the equity method	525	2,679	283	327	2,852
Revaluation for fixed assets	433	391	-	-	391
Total other comprehensive income (loss)	30,040	93,863	(76,446)	69,292	(169,295)
Total comprehensive income (loss) for the period	(67,038)	46,966	(81,053)	54,790	(215,813)
<u>Comprehensive profit (loss) for the period attributed to:</u>					
Shareholders of the Company	(74,543)	31,862	(66,887)	39,923	(143,812)
Non-controlling interests	7,505	15,104	(14,166)	14,867	(72,001)
	(67,038)	46,966	(81,053)	54,790	(215,813)

The accompanying notes form an integral part of the condensed consolidated financial statements.

Condensed consolidated statements of changes in equity

For the nine month period ended on September 30, 2025 (unaudited)

	Capital attributed to shareholders of the Company									Non-controlling interests	Total capital
	Capital Shares and premium	Receipts on account of the conversion component of bonds	Capital fund for revaluation of fixed assets	Adjustments arising from transaction of financial statements for foreign operations	Capital reserve for transactions with non-controlling rights	Capital reserve for share-based payment	Capital reserve from cash flow hedging transactions	Loss balance	Total capital attributed to shareholders of the Company		
NIS thousands											
Balance as at January 1, 2025 (audited)	1,716,256	25,452	118,352	(5,152)	(57,914)	19,237	(13,264)	(174,634)	1,628,333	782,456	2,410,789
Loss for the period	-	-	-	-	-	-	-	(87,213)	(87,213)	(9,865)	(97,078)
Other comprehensive income for the period:	-	-	958	10,069	-	-	1,642	-	12,669	17,371	30,040
Issue of convertible bonds for capital component	-	6,654	-	-	-	-	-	-	6,654	-	6,654
Share-based payment	-	-	-	-	-	9,429	-	-	9,429	-	9,429
Entry into consolidation	-	-	-	-	-	-	-	-	-	2,801	2,801
Acquisition of non-controlling interests	-	-	-	-	689	-	-	-	689	(14,334)	(13,645)
Transfer of revaluation capital fund for fixed assets to loss balance	-	-	(3,133)	-	-	-	-	3,133	-	-	-
Balance as of September 30, 2025	1,716,256	32,106	116,177	4,917	(57,225)	28,666	(11,622)	(258,714)	1,570,561	778,429	2,348,990

The accompanying notes form an integral part of the condensed consolidated financial statements.

Condensed consolidated statements of changes in equity
For the nine month period ended on September 30, 2024 (unaudited)

	Capital attributed to shareholders of the Company										
	Capital Shares and premium	Receipts on account of the conversion component of bonds	Capital fund for revaluation of fixed assets	Adjustments arising from transaction of financial statements for foreign operations	Capital reserve for transactions with non-controlling rights	Capital reserve for share-based payment	Capital reserve from cash flow hedging transactions	Loss balance	Total capital attributed to shareholders of the Company	Non-controlling interests	Total capital
	NIS thousands										
Balance as at January 1, 2024 (audited)	1,716,256	25,452	120,736	105,542	(3,629)	14,813	(3,809)	(153,354)	1,822,007	949,114	2,771,121
Loss for the period			-	-	-	-	-	(39,927)	(39,927)	(6,970)	(46,897)
Other comprehensive income (loss) for the period			3,070	79,088	-	-	(10,369)	-	71,789	22,074	93,863
Share-based payment	-	-	-	-	-	3,428	-	-	3,428	-	3,428
Transactions with the minority	-	-	-	-	(54,944)	-	-	-	(54,944)	-	(54,944)
Portion of minority interests in the injection of capital to a consolidated partnership	-	-	-	-	-	-	-	-	-	5,511	5,511
Return of capital for non-controlling interests	-	-	-	-	-	-	-	-	-	(14,228)	(14,228)
Transfer of revaluation capital fund for fixed assets to loss balance	-	-	(4,199)	-	-	-	-	4,199	-	-	-
Balance as of September 30, 2024	1,716,256	25,452	119,607	184,630	(58,573)	18,241	(14,178)	(189,082)	1,802,353	955,501	2,757,854

The accompanying notes form an integral part of the condensed consolidated financial statements.

Condensed consolidated statements of changes in equity

For the three month period ended on September 30, 2025 (unaudited)

	Capital attributed to shareholders of the Company									Non-controlling interests	Total capital
	Capital Shares and premium	Receipts on account of the conversion component of bonds	Capital fund for revaluation of fixed assets	Adjustments arising from transaction of financial statements for foreign operations	Capital reserve for transactions with non-controlling rights	Capital reserve for share-based payment	Capital reserve from cash flow hedging transactions	Loss balance	Total capital attributed to shareholders of the Company		
	NIS thousands										
Balance as at July 1, 2025	1,716,256	32,106	116,917	67,791	(57,225)	21,318	(11,675)	(255,388)	1,630,100	792,595	2,422,695
Profit for the period	-	-	-	-	-	-	-	(4,349)	(4,349)	(258)	(4,607)
Other comprehensive income (loss) for the period	-	-	283	(62,874)	-	-	53	-	(62,538)	(13,908)	(76,446)
Share-based payment	-	-	-	-	-	7,348	-	-	7,348	-	7,348
Transfer of revaluation capital fund for fixed assets to loss balance	-	-	(1,023)	-	-	-	-	1,023	-	-	-
Balance as of September 30, 2025	1,716,256	32,106	116,177	4,917	(57,225)	28,666	(11,622)	(258,714)	1,570,561	778,429	2,348,990

The accompanying notes form an integral part of the condensed consolidated financial statements.

Condensed consolidated statements of changes in equity

For the three month period ended on September 30, 2024 (unaudited)

	Capital attributed to shareholders of the Company (NIS thousands)										
	Capital Shares and premium	Receipts on account of the conversion component of bonds	Capital fund for revaluation of fixed assets	Adjustments arising from transaction of financial statements for foreign operations	Capital reserve for transactions with non-controlling rights	Capital reserve for share-based payment	Capital reserve from cash flow hedging transactions	Loss balance	Total capital attributed to shareholders of the Company	Non-controlling interests	Total capital
Balance as at July 1, 2024	1,716,256	25,452	120,702	114,949	(58,573)	17,209	(1,724)	(172,873)	1,761,398	949,351	2,710,749
Profit (loss) for period	-	-	-	-	-	-	-	(17,631)	(17,631)	3,129	(14,502)
Comprehensive income for the period	-	-	327	69,681	-	-	(12,454)	-	57,554	11,738	69,292
Share-based payment	-	-	-	-	-	1,032	-	-	1,032	-	1,032
Portion of minority interests in the injection of capital to a consolidated partnership	-	-	-	-	-	-	-	-	-	5,511	5,511
Return of capital for non-controlling interests	-	-	-	-	-	-	-	-	-	(14,228)	(14,228)
Transfer of revaluation capital fund for fixed assets to loss balance	-	-	(1,422)	-	-	-	-	1,422	-	-	-
Balance as of September 30, 2024	1,716,256	25,452	119,607	184,630	(58,573)	18,241	(14,178)	(189,082)	1,802,353	955,501	2,757,854

The accompanying notes form an integral part of the condensed consolidated financial statements.

Condensed consolidated statements of changes in equity

For the year ended on December 31, 2024 (audited)

	Capital attributed to shareholders of the Company										
	Capital Shares and premium	Receipts on account of the conversion component of bonds	Capital fund for revaluation of fixed assets	Adjustments arising from transaction of financial statements for foreign operations	Capital reserve for transactions with non-controlling rights	Capital reserve for share-based payment	Capital reserve from cash flow hedging transactions	Loss balance	Total capital attributed to shareholders of the Company	Non-controlling interests	Total capital
	NIS thousands										
Balance as of January 1, 2024	1,716,256	25,452	120,736	105,542	(3,629)	14,813	(3,809)	(153,354)	1,822,007	949,114	2,771,121
Loss for the year	-	-	-	-	-	-	-	(26,907)	(26,907)	(19,611)	(46,518)
Other comprehensive profit (loss) for the year	-	-	3,243	(110,694)	-	-	(9,455)	-	(116,906)	(52,389)	(169,295)
Portion of minority interests in the injection of capital to a consolidated partnership	-	-	-	-	-	-	-	-	-	6,140	6,140
Return of capital for non-controlling interests	-	-	-	-	-	-	-	-	-	(99,952)	(99,952)
Transaction with non-controlling rights	-	-	-	-	(54,285)	-	-	-	(54,285)	(846)	(55,131)
Share-based payment	-	-	-	-	-	4,424	-	-	4,424	-	4,424
Transfer of revaluation capital fund for fixed assets to loss balance	-	-	(5,627)	-	-	-	-	5,627	-	-	-
Balance as of December 31, 2024	1,716,256	25,452	118,352	(5,152)	(57,914)	19,237	(13,264)	(174,634)	1,628,333	782,456	2,410,789

The accompanying notes form an integral part of the condensed consolidated financial statements.

Condensed consolidated statements of cash flows

	For the nine month period ended on September 30		For the three month period ended on September 30		For the year ended on December 31
	2025	2024	2025	2024	2024
	Unaudited		Unaudited		Audited
NIS thousands					
Cash flow from current operations:					
Loss for the period	(97,078)	(46,897)	(4,607)	(14,502)	(46,518)
Expenses not involving cash flows (Appendix A)	223,423	100,276	81,012	33,183	139,782
Changes in working capital (Appendix B)	(218,450)	10,078	(103,231)	(46)	(50,015)
Net cash from (used in) current activities	(92,105)	63,457	(26,826)	18,635	43,249
Cash flows from investment activities:					
Investments in corporations accounted for using the equity method	(3,447)	(55,451)	(1,054)	-	(53,877)
Repayment of a loan from an associated company	7,465	15,511	-	1,354	21,049
Investment in other receivables	-	(432)	-	-	(432)
Repayment of deferred consideration	-	(2,826)	-	(1,991)	(4,903)
Exercise of financial assets	11,110	-	-	-	-
Obtaining control of consolidated companies (Appendix D)	1,604	(102,419)	(52)	(71,416)	(102,419)
Change in restricted use deposits	(14,692)	(220,009)	(15,707)	(7,893)	(21,329)
Exercise of deposits (deposit into deposits)	4,531	(9,592)	22,131	(799)	657
Investments in fixed assets	(890,393)	(629,000)	(398,027)	(207,668)	(903,868)
Net cash used for investing activity	(883,822)	(1,004,218)	(392,709)	(288,413)	(1,065,122)
Cash flows from financing activities:					
Short term credit from banks, net	278,376	33,147	243,009	-	98,147
Issue of bonds, net	397,602	684,881	-	351,634	684,881
Repayment of bonds	(72,636)	(64,642)	-	-	(130,251)
Repayment of lease liabilities	(25,219)	(18,023)	(4,738)	(7,152)	(26,038)
Portion of minority interests in the injection of capital to a consolidated partnership	-	5,511	-	5,511	6,140
Return of capital for non-controlling interests	-	(14,228)	-	(14,228)	(99,952)
Acquisition of non-controlling interests	(13,645)	-	-	-	(1,215)
Receipt of loan from affiliated party	-	11,524	-	117	11,524
Receipts from tax partner	-	18,356	-	18,356	18,356
Receipt of long term loans from bank corporations and others	866,713	208,688	649,901	1,571	207,184
Payment of long term loans from bank corporations and others	(30,802)	(32,420)	(1,441)	(10,276)	(56,727)
Net cash arising from financing activities	1,400,389	832,794	886,731	345,533	712,049
Increase (decrease) in cash and cash equivalents	424,462	(107,967)	467,196	75,755	(309,824)
Balance of cash and cash equivalents at beginning of period	362,634	661,388	320,479	480,903	661,388
Impact of changes in foreign exchange rates for cash and cash equivalents	(926)	11,974	(1,505)	8,737	11,070
Balance of cash and cash equivalents at end of period	786,170	565,395	786,170	565,395	362,634

The accompanying notes form an integral part of the condensed consolidated financial statements.

Condensed consolidated statements of cash flows

	For the nine month period ended on September 30		For the three month period ended on September 30		For the year ended on December 31
	2025	2024	2025	2024	2024
	Unaudited		Unaudited		Audited
NIS thousands					
Appendix A: Adjustments required to present cash flows from current activities:					
Change in current tax	9,052	(13,529)	2,978	(6,452)	11,744
Depreciation and amortization	92,888	70,077	33,899	25,719	96,966
Net financing expenses	112,233	53,165	40,404	20,265	48,061
Company's share in the losses (profits) of companies accounted for based on the equity method, net	7,184	(8,495)	(1,682)	(4,300)	(18,137)
Impairment of Assets	1,916	-	-	-	2,762
Income for tax partner	(4,881)	(4,370)	(1,627)	(3,081)	(6,038)
Gain from revaluation of previous holdings of an associated company according to the transfer of control approach	(4,398)	-	(308)	-	-
Share-based payment expenses	9,429	3,428	7,348	1,032	4,424
	223,423	100,276	81,012	33,183	139,782
Appendix B: Changes in working capital (changes in sections of assets and liabilities):					
Decrease in inventory	12,599	23,905	1,582	3,381	32,930
Decrease (increase) in customers	(32,587)	34,106	2,550	7,631	31,319
Increase in receivables	(65,246)	(11,747)	(3,203)	(16,237)	(55,657)
Increase (decrease) in accounts payable	(33,366)	60,232	(52,991)	23,320	70,858
Increase (decrease) in suppliers and service providers	23,887	(20,651)	(32,136)	(3,291)	23,840
Change in deferred taxes	(23,956)	(12,138)	(12,725)	(2,969)	(29,267)
<u>Additional Information:</u>		-		-	
Income tax paid	(493)	-	-	-	(11,650)
Interest received in cash	7,206	11,532	4,244	3,730	15,296
Interest paid in cash	(106,494)	(75,161)	(10,552)	(15,611)	(127,684)
	(218,450)	10,078	(103,231)	(46)	(50,015)

The accompanying notes form an integral part of the condensed consolidated financial statements.

Condensed consolidated statements of cash flows

	For the nine month period ended on September 30		For the three month period ended on September 30		For the year ended on December 31
	2025	2024	2025	2024	2024
	Unaudited		Unaudited		Audited
	NIS thousands				
Appendix C: Substantial non-cash transactions					
Initial recognition of right of use asset and lease liability	16,667	60,436	2,334	45,986	56,995
Classification of customers for investment in corporations accounted for using the equity method	33,613	34,218	799	3,772	39,598
Transaction with the minority in the subsidiary	-	54,944	-	-	54,944
Appendix D: Obtaining control of consolidated companies					
Working capital, net, excluding cash and cash equivalents	4,626	5,543	(1,121)	2,248	5,543
Long-term deposit	7,484	-	-	-	-
Goodwill	65	-	-	-	-
Advances on account of investments	-	(18,532)	-	-	(18,532)
Right of use asset	50,620	22,792	-	22,792	22,792
Fixed assets and intangible assets	166,695	115,408	3,056	69,168	115,408
Liability for deferred consideration	(87,613)	-	-	-	-
Short term and long term loans from bank corporations and others	(54,924)	-	(1,987)	-	-
Other long-term payables	(9,758)	-	-	-	-
Deferred taxes	(24,919)	-	-	-	-
Lease liability	(50,620)	(22,792)	-	(22,792)	(22,792)
	1,656	102,419	(52)	71,416	102,419

The accompanying notes form an integral part of the condensed consolidated financial statements.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

Note 1 - General:

A. O.Y. Nofar Energy Ltd. (hereinafter: the “**Company**”) was incorporated on April 7, 2011, as a private company, under the Companies Law. The Company is domiciled in Israel, and its registered office is located on 1 HaTachana Street in Kfar Saba. The company’s securities were listed for trade on the Tel Aviv Stock Exchange Ltd.

The Company is engaged, itself and through corporations held thereby (hereinafter: the “**Group**”), directly and indirectly, including in cooperation with third parties, in long-term development and investment activity of production systems of “clean” electricity from solar energy, systems for storing electricity in batteries in Israel, the USA and Europe, as well as in the construction (EPC), operation and maintenance (O&M) of photovoltaic systems in Israel, mainly for corporations held by it, including in collaboration with third parties. The Company’s activities are based on the creation of collaborations with local developers abroad, kibbutzim or real estate companies in Israel. As part of the cooperation, a joint corporation was established which is held by the company and the partner in parts, as agreed by the parties.

In addition to Israel, the company is also an EPC contractor and maintenance contractor for most of the projects (solar projects and battery storage project and charging stations), and which operates along the entire value chain of the construction of the systems, which gives the Company knowledge, experience and reputation, allowing the Company to supervise the planning, construction and maintenance of the projects and initiate projects that include the use of unique technologies (such as floating systems, storage facilities, etc.), which contributes to the advancement of the systems owned by the Group companies in a relatively quick period of time and to the fact that these systems are designed and maintained in an optimal and efficient manner, in parallel to the developments of the development platforms and the Company’s project backlog.

Definitions in these financial statements:

The Company -	O.Y. Nofar Energy Ltd.
The Group -	The company and its consolidated companies.
Consolidated Companies / Subsidiaries -	Corporations, including companies and partnerships, whose reports are fully consolidated, directly or indirectly, with the company’s reports.
Investee Companies -	Consolidated companies and subsidiaries, including partnerships or a joint transaction, in which the company’s investment is included, directly or indirectly, in the financial statements on a balance sheet value basis.
Interested Parties -	As defined in Paragraph (1) of the Definition of “Interested Parties” in a Corporation in Section 1 of the Securities Law, 5728-1968.
Affiliated Party -	As defined in International Accounting Standard (2009)24 regarding affiliated parties.

B. Business environment

For details regarding the Company’s business environment, see Note 1, Sections b-e, in the Company’s Annual Financial Statements as of December 31, 2024.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

Note 2 - Basis of Preparation of the Financial Statements:

a. Format of preparation of the interim financial statements

These Financial Statements were prepared in a condensed format as of September 30, 2025, and for the nine and three month periods ended on that date (hereinafter: "**Interim Financial Statements**"). These reports should be read in conjunction with the Company's annual financial statements as of December 31, 2024 and for the year ended on the same date and the accompanying notes (hereinafter: the "**Annual Financial Statements**"). In addition, these statements were prepared in accordance with Chapter D of the Securities Regulations (Periodic and Immediate Reports) – 5730-1970.

The condensed consolidated interim financial statements were approved for publication by the Group's Board of Directors on November 26, 2025.

b. Use of estimates and discretion:

In the preparation of the condensed consolidated interim financial statements in accordance with IFRS, the Company's management is required to use discretion in order to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. It should be clarified that actual results may differ from these estimates.

The discretion of management in applying the Group's accounting policies and the key sources of estimation that involve uncertainty were the same as those used in the preparation of Annual Financial Statements.

Note 4 - Additional Information on Investments in Companies Accounted for Using the Equity Method:

Financial statement translation of balance sheet balances in foreign currency is performed according to the exchange rate on the reporting date. Income and expenses recorded in foreign currency during the period are converted into shekels at the average exchange rate for the period. Adjustments resulting from the translation of financial statements of foreign operations are recorded and presented within the other comprehensive income (loss) section in the results of operations.

a. Sunprime Holding S.R.L (ty"):

The following is additional information regarding the financial position and the aggregate results of operations of an associate held at a rate of 63.5% on a consolidated basis and 33% indirectly (without adjustment to the ownership rates held by the Company):

1. In the Statement of Financial Position as of the Report Date

	As of September 30		As of December 31
	2025	2024	2024
	(Unaudited)		(Audited)
	NIS thousands		
Current assets	212,838	377,302	184,786
Non-current assets	1,319,845	1,039,469	1,076,075
Current liabilities	(224,857)	(284,192)	(253,678)
Non-current liabilities	(1,038,143)	(861,220)	(749,962)
Equity	(269,683)	(271,359)	(257,221)

2. Summary financial information on operating results

	For the nine month period ended on September 30		For the three month period ended on September 30		For the year ended on December 31
	2025	2024	2025	2024	2024
	(Unaudited)		(Unaudited)		(Unaudited)
	NIS thousands				
Income	95,694	60,561	37,004	30,311	80,115
Loss for the period	(279)	(17,076)	(1,823)	(3,203)	(8,899)
Comprehensive income (loss) for the period	21,996	6,271	(9,252)	25,237	(48,217)

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025**b. RATESTI SOLAR PLANT SRL ("Ratesti"):**

The following is additional information regarding the financial position and the aggregate results of operations of Ratesti, which is an associate held at a rate of 50% (without adjustment to the ownership rates held by the Company):

1. In the Statement of Financial Position as of the Report Date

	As of September 30		As of December 31
	2025	2024	2024
	(Unaudited)		(Audited)
NIS thousands			
Current assets	10,637	49,998	55,632
Non-current assets	367,925	399,980	363,091
Current liabilities	(28,224)	(65,267)	(28,997)
Non-current liabilities	(277,858)	(319,124)	(306,404)
Equity	(72,480)	(65,587)	(83,322)

2. Summary financial information on operating results

	For the nine month period ended on September 30		For the three month period ended on September 30		For the year ended on December 31
	2025	2024	2025	2024	2024
	(Unaudited)		(Unaudited)		(Unaudited)
NIS thousands					
Income	31,896	61,539	16,439	30,317	97,371
Profit (loss) for the period	(11,785)	40,270	1,506	9,620	64,630
Comprehensive income (loss) for the period	(10,142)	47,461	(1,802)	13,112	55,572

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

c. Joint corporations in Israel:

The following is additional information regarding the aggregate financial position and the aggregate results of operations of the associated companies (without adjustment to the percentages of ownership held by the Company):

1. In the Statement of Financial Position as of the Report Date

	As of September 30		As of December 31
	2025	2024	2024
	(Unaudited)		(Audited)
	NIS thousands		
Current assets	188,584	214,458	204,401
Non-current assets	1,346,771	1,511,374	1,514,387
Current liabilities	(152,869)	(257,638)	(248,405)
Non-current liabilities	(1,181,788)	(1,186,447)	(1,202,817)
Capital attributed to shareholders of the Company	(200,698)	(281,747)	(267,566)

2. Summary financial information on operating results

	For the nine month period ended on September 30		For the three month period ended on September 30		For the year ended on December 31
	2025	2024	2025	2024	2024
	(Unaudited)		(Unaudited)		(Audited)
	NIS thousands				
Income	196,600	197,753	82,304	84,156	253,625
Profit (loss) for period	2,284	11,768	7,163	9,475	(3,663)
Comprehensive income (loss) for the period	2,809	14,447	7,795	9,802	(811)

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

Note 5 - Material Events and Transactions in the Reporting Period:

1. [Entering into a project financing agreement for the Stendal project in Germany](#)

Further to Note 13(9) of the Company's annual financial statements as of December 31, 2024, on February 27, 2025, a wholly owned (indirect) subsidiary of the Company incorporated in Germany (the "Project Company") entered into a project financing agreement with a leading European bank in connection with financing in a total amount of approximately EUR 86.5 million, which will be used for the construction of the Stendal Project. Under the agreement, the Project Company was provided with long-term financing and VAT facilities in a total amount of approximately EUR 71 million, as well as a guarantee facility in the amount of approximately EUR 16 million, for a term until the end of seven years from the date of commercial operation. The financing will be provided in several drawdowns, subject to the fulfillment of certain conditions precedent, including, among others, the provision of the required equity, execution of an interest rate hedge for 70% of the loan amount, and submission of various documents as detailed in the agreement. The loan will bear interest at the Euribor rate plus a margin of between 2% and 2.1%. Interest payments will be made on a monthly basis during the construction period, and semi-annual payments following the commercial operation date. The loan principal will be repaid in unequal semi-annual installments, beginning on June 30, 2027, through the final maturity date set for September 2033 (the "Final Maturity Date"). In addition, the agreement includes a Cash Sweep mechanism for accelerating principal repayments. The financial covenants that the Company is required to meet include an annual ADSCR and HDSCR higher than 1.05, and starting from the fifth year, an LLCR higher than 1.15. On June 30, 2025, the first withdrawal was made. The loan balance as of September 30, 2025, is EUR 30.2 million.

2. [Exchange purchase offer of Series A Bonds for Series D of the Company](#)

Further to Note 19 of the Company's financial statements as of December 31, 2024, on January 15, 2025, the Company completed an issuance by way of an exchange tender offer made to the holders of Series A bonds (the "Exchanged Bonds") in return for Series D bonds (the "Exchange Bonds"). A total par value of NIS 378,932,360 of Exchanged Bonds was exchanged for a total par value of NIS 401,289,369 of allocated Exchange Bonds. The total consideration for the purpose of calculating withholding tax on capital gains from the sale of the Exchanged Bonds was NIS 418,691,952, based on the product of the number of Exchange Bonds received by holders who accepted the exchange offer and the average price of the Exchange Bonds. The Exchange Bonds issued and allocated as part of the exchange offer in return for the Exchanged Bonds were issued without a discount. The accounting treatment of the exchange was treated as a material change in terms. As a result of the aforementioned exchange, the Company recorded a profit of approximately NIS 2 million.

3. [Private placement of Convertible Bonds \(Series B\) of the Company](#)

Further to Note 19 of the Company's financial statements dated December 31, 2024, on February 11, 2025, the Company completed a private placement to classified investors (hereinafter: the "**Offerees**") of 92,443,000 Bonds (Series B), each with a par value of NIS 1, issued by the Company (hereinafter: the "**Series B Bonds**" or the "**Bonds**"). The placement was executed by way of an expansion of the Company's existing Series B Bond series, which is listed for trading on the stock exchange. Following the completion of the placement, the total outstanding par value of Series B Bonds in circulation amounts to NIS 499,993,000. The total gross consideration that the Company received for the allocation amounts to NIS 98,452 thousand.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

4. [Private placement of Bonds \(Series C\) of the Company](#)

Further to Note 19 of the Company's financial statements as of December 31, 2024, on February 11, 2025, the Company completed a private placement to classified investors (hereinafter: the "**Offerees**") of 286,370,000 Bonds (Series C), each with a par value of NIS 1, issued by the Company (hereinafter: the "**Series C Bonds**" or the "**Bonds**"). The placement was executed by way of an expansion of the Company's existing Series C Bond series, which is listed for trading on the stock exchange. Following the completion of the placement, the total outstanding par value of Series C Bonds in circulation amounts to NIS 845,321,000. The total gross consideration that the Company received for the allocation amounts to NIS 301,548 thousand.

5. [Sunprime's Award in the Capacity Availability Tender Process](#)

Further to Note 17(a)(2) of the Company's financial statements as of December 31, 2024, in the framework of the capacity availability tender conducted in February 2025 by the transmission system operator in Italy (TERNA), Sunprime was notified of the award of several projects. On March 20, 2025, Sunprime entered into Market Capacity Agreements in connection with its award in the tender for several storage projects with a total capacity of approximately 56 megawatts and a total energy capacity of approximately 112 megawatts. Under the Market Capacity Agreements, Sunprime is entitled to receive payments from the transmission system operator over a period of 15 years starting from January 2027, in an aggregate estimated amount of approximately EUR 15.45 million, spread over the availability period. It is clarified that the Market Capacity payments are in addition to the ongoing revenues expected to be generated by the storage projects under potential Tolling Agreements and/or electricity trading in the various market segments in Italy.

6. [Engagement in storage projects in Texas and financial closing](#)

On March 14, 2025, a subsidiary held 90% indirectly by the Company, and 10% by a related party of the Company, completed a share purchase agreement, under which it acquired 100% of the rights in two energy storage facility projects ("Utility") in Texas, USA. Both projects have been granted preliminary approval for connection to the grid: (i) the Bracero Pecan Project, with a planned capacity of 230 MW and 460 MWh; and (ii) the Fairway Project, with a planned capacity of approximately 120 MW and 240 MWh. During April, in accordance with the terms of the agreement, Nofar Texas replaced an existing bank guarantee in the amount of USD 5.5 million, which serves as collateral for the network operator within the framework of the Bracero Pecan project. The total consideration in the agreement is approximately USD 10 million. As of the Report Date, Nofar Texas has made a first payment of approximately USD 1.15 million. Additional payments will be made based on milestones, primarily Final Notice to Proceed and Commercial Operation Date, and will be adjusted in accordance with changes in project capacity. Nofar Texas' obligations under the agreement are backed by the Company's corporate guarantee. In August, grid connection documents (Interconnection Studies) for the Fairway project were received and a Standard Generation Interconnection Agreement (SGIA) was signed. The project company provided the network operator with a performance guarantee of approximately USD 11.4 million.

The purchase of the shares was treated as an acquisition of assets because the companies do not meet the definition of a business. In accordance with the Company's accounting policy, the fair value of the contingent consideration is not measured, and if the conditions are met in the future, the consideration will be recorded at the time of payment.

On September 22, 2025, NOFAR USA LLC, a wholly owned subsidiary, completed the closing of an unsecured corporate loan in the amount of USD 10 million for its general purposes, and the loan is backed by a guarantee of the parent company. In addition, NOFAR USA LLC completed the closing of an additional corporate loan for its general purposes, in the amount of USD 40 million, with an additional lender. The loan has a term of two years, with a repayment date in September 2027, and it includes three extension options of half a year each, subject to the approval of the second lender. The loan bears annual interest at a rate of 7.25%. In addition to the parent company guarantee, the loan is secured by a pledge over the Company's holdings in Bracero Pecan Storage LLC, Fairway Storage LLC, and NUSA TX LLC, which holds the two projects (together: the "**Subsidiaries in Texas**"). On September 29, 2025, the Company paid the parent company an amount of approximately USD 35 million, as a repayment of a shareholders' loan.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

7. Petition for a class action against the Company and officers of the Company

On June 29, 2025, the Company learned that a petition was filed with the District Court in the Central Lod District to certify a class action lawsuit by Mazal Zamar (the "Applicant"), who claims to be a shareholder in the Company (the "Petitioner"), against the Company, its Chairman of the Board of Directors and the Company's co-CEOs at the time (together: the "Respondents"). As part of the petition, the Petitioner raised various claims against the Respondents in connection with violation of disclosure obligations under the Securities Law, breach of contract, negligence, and breach of the duty of care and duty of loyalty, and specifically regarding the Company's reports published on February 20 and June 22, 2025. The Motion was filed on behalf of all those who purchased shares of the Company on the stock exchange after February 20, 2025 (or at an earlier date, to the extent it becomes clear that the details of the misrepresentation at the center of the Certification Motion were known to the Respondents earlier) and held them on June 25, 2025, excluding the Respondents. The damage alleged in the Petition is approximately NIS 58.8 million.

Respondents must submit a response to the Certification Motion by November 24, 2025. At this stage, it is not possible to assess its chances, including the chances that it will be certified as a class action.

8. Options to employees and officers

- a. On June 5, 2025, the Company's Board of Directors decided on a non-material private allocation of 41,083 options exercisable for up to 41,083 common shares of the Company to ten employees, in accordance with the provisions of the Company's option plan. The options are exercisable on the following dates:
1. 50% of the total amount of the options starting two years from the effective date.
 2. 25% of the total amount of the options starting after three years from the effective date.
 3. 25% of the total amount of options starting after four years.

The exercise price of the options that will actually be allocated by virtue of the outline and the decision of the board of directors is NIS 99.6 per share.

The value of the options granted to the employees is NIS 1.2 million. The life of the options is 6 years from the effective date. As of the date of approval of the financial statements, the options cannot yet be exercised.

- b. On July 22, 2025, following the approval of the Remuneration Committee and the Company's Board of Directors, the Company reported an immaterial private placement of 167,630 options (non-tradable) exercisable for up to 167,630 ordinary shares of the Company, representing approximately 0.41% of the Company's fully diluted capital and voting rights.

The options will be allocated to two beneficiaries, including an officer in a subsidiary of the Company who was allocated 140,000 options and a senior officer in the Company who was allocated 27,630. An employer-employee relationship exists between the Offerees and the Company or the Subsidiary, as the case may be. The terms of the options will be identical to the terms of the options described in the outline published by the Company on April 25, 2024.

As amended on May 30, 2024 (the "Outline"), subject to the following change in relation to the first Offeree - the vesting period of the options allotted to the officer according to this Report will begin on the date the officer begins his employment in the subsidiary, on April 16, 2023, in lieu of the resolution date by the Board of Directors.

The remaining terms of the options, including the exercise price (NIS 99.6 per share), will be as specified in the Outline. The options will be granted without consideration, as part of the Company's employee stock option plan, as described in the Outline.

- c. On September 28, 2025, the Company reported an immaterial private placement of 130,837 options (non-tradable) exercisable for up to 130,837 ordinary shares of the Company (representing approximately 0.32% of the Company's fully diluted capital and voting rights) (the "Options"). The exercise price of the Options will be NIS 104.64 per option, which is the average closing price of the Company's share on the Tel Aviv Stock Exchange during the 30 trading days preceding the Board of Directors' decision.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

The other terms of the Options, including the exercise period, will be identical to the terms of the options described in the outline published by the Company on April 25.

9. Changes to the Company's senior management

On July 22, 2025, the Company's Board of Directors decided to terminate the term of office of Mr. Nadav Tenne and Shahar Gershon as co-CEOs (effective July 22, 2025), appoint Mr. Ami Landau as CEO of the Company effective February 1, 2026, or an earlier date, if his notice period with his previous employer is shortened, terminate the term of office of Mr. Ofer Yannay as Chairman of the Company's Board of Directors and his appointment as acting CEO of the Company, until the appointment of Mr. Ami Landau, and appointment of Mr. Tzvi Levin as Chairman of the Company's Board of Directors. On September 11, 2025, the general meeting did not approve the terms of office of Mr. Ami Landau. On September 28, 2025, the Company's Board of Directors approved the appointment of Mr. Yannay as the Company's permanent CEO, replacing Mr. Ami Landau, as well as the appointment of Mr. Nir Peleg as the Company's Chief Financial Officer. Mr. Peleg began his tenure as the company's CFO the following day.

On October 21, 2025, the Company's Remuneration Committee and Board of Directors approved the Company's entry into a management agreement with a company fully owned and controlled by Mr. Yannay to provide CEO services to the Company through Mr. Yannay. On November 26, 2025, the shareholders approved the proposed appointment of Mr. Yannay as the Company's CEO, as follows: Mr. Yannay will serve in a 100% position and will be entitled to management fees in the amount of NIS 166 thousand per month plus VAT as required by law, and to reimbursement of expenses as customary in the Company. Mr. Yannay will be entitled to 24 vacation days, a notice period of at least six months, an annual bonus of up to NIS 766 thousand subject to meeting cumulative targets regarding increased sales, connection targets, and a profitability target, and in addition, 1,777,191 restricted share units that will be convertible into ordinary shares with an exercise payment of 30 agorot per unit, and which will vest after three years from the date of approval by the General Meeting (the "Vesting Period"), subject to Mr. Yannay serving as the CEO, Chairman of the Board, or Vice Chairman of the Company at the vesting date, and provided that during the Vesting Period the Company's value stood at NIS 16 billion for at least 30 trading days.

10. Memorandum of understanding with Bank Leumi to refinance the activity of Nofar Israel

On July 23, 2025, the Company entered into a Memorandum of Understanding with Bank Leumi regarding the provision of refinancing in a total amount of up to approximately NIS 2.4 billion (the "Credit Facility") for a portfolio of solar and storage projects in Israel held by the Company and approximately 115 project corporations with an estimated capacity of approximately 355 megawatts in commercial operation.

From the credit facility, an amount of up to NIS 2 billion will be allocated as a refinancing and capital extraction framework from income-producing assets ("Long-Term Facility"), which will be used to repay existing debt in the amount of approximately NIS 1 billion, and the balance for capital extraction for the Company and its partners in the project corporations in an estimated amount of up to NIS 500 million, as well as an amount of up to NIS 400 million will be allocated as a framework for improving existing assets ("Improvement Facility"), an amount of up to NIS 100 million will be allocated as a rolling bridging framework to finance the implementation of improvements to existing assets during their construction period ("Rolling Bridging Facility") and an amount of approximately NIS 100 million will be allocated as a debt service framework ("DSRF Facility") (hereinafter collectively: the "Loan").

The Loan will be provided by the bank or a syndicate of financiers to a designated corporation owned and controlled by a third party, which will provide and manage the provision of loans to the Nofar Israel project corporations. A binding agreement between the parties has not yet been signed.

The Long-Term and Improvement Facilities will carry a base interest rate plus a margin of 1.6%-2.4%. The bridging facility will bear prime interest + 0.8%-1.4% (rolling), the DSRF facility will bear prime interest + 2.5%-3.5%. The Long-Term Facility will be available for up to 18 months from the date of signing the Loan Agreement. The availability of the Improvement Facility will be up to 36 months from the signing date of the Agreement. Financial covenants: historical and projected minimum ADSCR and minimum LLCR of 1.05.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

11. [Transaction with a minority shareholder in a subsidiary](#)

Further to the provisions of Note 17(a)(15) in the Company's annual financial statements, in July the Company and the subsidiary entered into an agreement with the former minority shareholder in Nofar Europe BV. In accordance with the settlement agreement, the Company will pay an amount of EUR 5.4 million in three installments by the end of 2026 for the purchase of the shares, and accordingly, the subsidiary updated the provision for the purchase consideration to said amount. As a result, the subsidiary recorded income of approximately NIS 30 million, presented under other income in the Statement of Profit and Loss.

12. [Purchase of Shares in Nofar-Dayan Ltd.](#)

In July 2025, the Company entered into an agreement to purchase 75% of the share capital of Nofar-Dayan Ltd., and as a result, the Company increased its control and holding to 100% of the share capital, in consideration for a total of NIS 100,000. As a result, the Company recorded a non-material gain, presented under other income in the Statement of Profit and Loss.

Note 6 - Business Combinations During the Period:

[Acquisition of full rights in the Aspen Solar Group \(hereinafter: "Aspen"\):](#)

On April 15, 2025, Nofar Energy Kfir LP (hereinafter: "**Kfir**"), a partnership fully held by the Company, engaged in and completed a transaction for the purchase of the partnership's rights in Aspen. The acquisition was made by purchasing all of the owner's holdings and loans, including holdings in the general partner of the Partnership. Within the transaction, the Company acquired 35% of the rights of the limited partners in the Kfir Partnership, and the issued and paid up share capital of a general partner. 49% of the issued share capital of Aspen Solar Ltd. After the completion of the aforementioned transaction, the Company became the sole owner (100%) of Kfir and Aspen indirectly. As of the transaction date, the scope of Aspen Group's connected solar projects in Israel stands at approximately 15.5 megawatts, including over 300 solar installations on rooftops in Israel.

Aspen's contribution to the Group's revenue and profit in the nine-month period ended on September 30, 2025, amounted to NIS 25,387 thousand and NIS 1,297 thousand, respectively.

Management estimates that if the acquisition had been made on January 1, 2025, the amount of revenue in the Consolidated Statement of Profit and Loss for the nine-month period ended September 30, 2025 would have been NIS 282,359 thousand and the consolidated loss for the same period would have been NIS 96,242 thousand. In determining the amounts, management assumed that the fair value adjustments as of the acquisition date were identical to the adjustments that would have been received if the acquisition had occurred on January 1, 2025.

The following is data regarding the consideration transferred according to its various components, the assets and liabilities recognized at the date of acquisition:

The total consideration for the transaction was determined in a loan in the amount of NIS 91,010 thousand, and will be paid on the final repayment date, December 31, 2025. The provision of a seller's loan by the seller to Kfir at the time of completion will be used, among other things, to repay existing loans, a mezzanine loan and an shareholder's loan to the seller in the amount of NIS 64,012 thousand at the time of the transaction. The profit recognized in the Statement of Profit and Loss is presented in the Company's other income section arises from the fair value revaluation of previous holdings in the associated company amounted to NIS 4,090 thousand. Following the acquisition, goodwill was recognized in the amount of NIS 65 thousand. The value of the rights that do not confer control over the Partnership is measured according to their share in the fair value of the net assets multiplied by their holding rate. The total value of the minority interests as of the acquisition date amounted to NIS 2,801 thousand.

Identified assets and liabilities acquired (based on amounts as detailed below):

	Recognized value On the purchase date (*)
	(Unaudited)
	NIS thousands
Cash and cash equivalents	5,871
Customers	5,086
Accounts receivable	3,066
Fixed assets, net	161,152
Long term deposits	7,484
Right of use asset	50,620
Suppliers and service providers	(929)
Other accounts payable	(14,209)
Short-term loans and current maturities for long-term loans from banks	(54,924)
Deferred taxes	(24,919)
Liability for deferred consideration in a business combination	(87,613)
Lease liabilities	(50,620)

Determining the fair value

The allocation of share purchase cost (PPA) within obtaining control of the partnership was performed by an external independent appraiser. The fair value of the fixed asset items is based on the value of activity including the cash flows expected from the projects owned by them, while using the discount rate of 9.8% (WACC) reflecting the weighted average cost of capital. The value of the remaining assets and liabilities corresponds to their balance in the books as of the purchase date.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

Note 7 – Financial Instruments:

a. Fair value

All of the assets and liabilities measured at fair value or that can be disclosed for their fair value are divided into categories within the rating of the fair value, based on the lowest level of data that is significant to the measurement of the fair value generally:

Level 1: Quoted prices (without adjustments) in an active market for identical assets and liabilities.

Level 2: Data other than quoted prices included in Level 1 that are directly or indirectly observable.

Level 3: Data that is not based on observable market information.

Quoted value for disclosure only of the Company's bonds (Level 1) NIS thousands:

As of September 30, 2025		As of September 30, 2024		As of December 31, 2024	
Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
(Unaudited)				Audited	
2,381,419	2,589,546	2,113,926	2,199,679	2,052,168	2,150,649

The carrying value includes current maturities.

Financial Benchmarks: As of the date of the financial statements, the Group meets the required standards.

b. Risk management policy:

The Company's activity expose it to various financial risks, such as a market risk, credit risk and liquidity risk. Risk management is performed by the Company's management. For additional information regarding risk management, see Note 32 of the Company's Annual Financial Statements as of December 31, 2024.

c. Financial instruments in fair value recognized in the Statement of Financial Position

1. **Composition:**

As of September 30, 2025 (unaudited)				
	Level 1	Level 2	Level 3	Total
NIS thousands				
Financial assets - fair value through profit and loss				
Financial assets	-	-	11,123	11,123
Non-current financial assets - fair value through other comprehensive income				
Derivatives used for hedging transactions (1)	-	12,125	-	12,125
Current financial liabilities - fair value through profit and loss				
Options granted to shareholders in associated companies	-	-	1,918	1,918

- (1) Derivatives used for hedging transactions of loans with variable interest. In order to reduce exposure, the consolidated corporations entered into hedging transactions whose net fair value as of September 30, 2025 is positive in the amount of NIS 11,931 thousand. The transaction is for a term of up to 14 years and includes the purchase of an IRS (Interest Rate Swap).

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

As of September 30, 2024 (unaudited)				
	Level 1	Level 2	Level 3	Total
NIS thousands				
Financial assets - fair value through profit and loss				
Financial assets	-	-	22,819	22,819
Non-current financial assets - fair value through other comprehensive income				
Derivatives used as hedging instruments	-	15,622	-	15,622
Current financial liabilities - fair value through profit and loss				
Options granted to shareholders in associated companies	-	-	1,918	1,918
Derivatives used for hedging transactions	-	2,129	-	2,129

As of December 31, 2024 (audited)				
	Level 1	Level 2	Level 3	Total
NIS thousands				
Financial assets - fair value through profit and loss				
Derivatives used for hedging transactions	-	495	-	495
Financial assets	-	-	22,431	22,431
Non-current financial assets - fair value through other comprehensive income				
Derivatives used for hedging transactions	-	14,843	-	14,843
Current financial liabilities - fair value through profit and loss				
Options granted to shareholders in associated companies	-	-	1,918	1,918

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

Note 7 - Information on Activity Sectors:

a. Description of activity sectors

As of the Report Date, the Company has several activities that include four sectors, which constitute its strategic business units. These business units include areas of activity and are examined separately for the purpose of allocating resources and evaluating performance, among other things due to the fact that they may require different technologies and methods of operation. Below is a concise description of the business activity in each of the Company's activity sectors:

Development of and investment in photovoltaic systems in Israel:

Engaging in the initiation and financing of photovoltaic systems for the production of electricity from solar energy in Israel, using photovoltaic technology, on roofs, water reservoirs and land, with the aim of holding them as long-term owners, including through joint corporations held together with a third party whose investment in them is presented in the Company's financial statements as an investment in companies according to the equity method. The relevant storage activity is included in part of the photovoltaic field above.

Initiating and investing in renewable energy in Europe:

Engaging in the initiation, financing, establishment, operation and holding of renewable energy projects in the solar field, electricity storage in batteries and wind in Poland, Romania, Germany, Spain, Italy, England, Greece, and Serbia.

The Company's activity in the field of activity is based on establishing or entering a development platform in a certain country or geographic region, with the aim that the platform will initiate, develop, build, finance, own and sell projects of the type stipulated in the agreement with the partner. With the establishment of the platform or the entry of the Company, the Company works to establish a local team (or enter into service agreements) which is responsible for carrying out the activities of the platform and creating value in the project.

Initiating and investing in renewable energy, other:

Engaging in the initiation, financing, establishment, operation and holding of renewable energy projects in the solar field, electricity storage in batteries in the United States.

This activity is not recognized as a reportable segment since it does not meet any of the quantitative criteria in 2024 and 2023.

Construction and operation of photovoltaic systems in Israel:

In the construction (EPC), and operation and maintenance (O&M) of photovoltaic systems, itself and through subcontractors. Within this field of activity, the Company is mainly engaged in the construction as well as the operation and maintenance of photovoltaic systems held by the Company in cooperation with third parties, through the joint project corporations, as part of the Company's activity in the field of development and investment, as well as in the construction and/or operation and maintenance of photovoltaic systems held in full by third parties. The construction activity segment does not include income from the construction of photovoltaic systems for the Company's own use.

The reports submitted to the Company's chief operational decision-maker, for the purpose of resource allocation and performance evaluation, reflect the Company's total revenues and its share of the revenues of the associates from electricity production, of all generating facilities held by the Company (directly and/or indirectly), by way of proportional consolidation, using the project EBITDA index, calculated as the aggregate total of the gross profit (revenues from electricity production minus operating and maintenance costs), neutralizing the depreciation of the systems, according to the amounts included in the financial statements of the project corporations.

A column of adjustments to the financial statement for external revenues includes the reversal of the Company's share of the revenues of the associate companies presented in the segments by way of relative consolidation. A column of adjustments to the financial statement to sector results - EBITDA, includes the reversal of the Company's share of the results of the associates that were presented in the segments by way of relative consolidation, and the addition of depreciation expenses of the systems that were neutralized.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

b. Composition:

For the nine month period ended on September 30, 2025:

	Initiation and investment in photovoltaic systems in Israel	Initiating and investing in renewable energy in Europe		Initiation and other investment	Total initiating and investment	Construction and operation of photovoltaic systems in Israel	Adjustments to the financial statement	Total in financial report
		Initiation and investment Spain	Initiation and other investment					
NIS thousands								
(Unaudited)								
Income from external	126,384	131,506	89,545	18,021	365,456	6,244	(144,991)	226,709
Inter-sector income	-	-	-	-	-	65,830	(19,069)	46,761
Total revenue	126,384	131,506	89,545	18,021	365,456	72,074	(164,060)	273,470
Operating cost (without depreciation)	58,760	34,609	20,233	3,830	117,432	73,904	(62,632)	128,704
Segment Results - EBITDA	67,624	96,897	69,312	14,191	248,024	(1,830)	(101,428)	144,766
Expenses not allocated to sectors:								
Depreciation and amortization								92,888
Company's share of losses of companies accounted for using the equity method, net								7,184
Management and general expenses								67,867
Marketing and sale expenses								6,999
Other expenses								6,012
Other income								(36,435)
Net financing expenses								112,233
Loss before tax								(111,982)

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

For the nine month period ended on September 30, 2024:

	Initiation and investment in photovoltaic systems in Israel	Initiating and investing in renewable energy in Europe		Initiation and other investment	Total initiating and investment	Construction and operation of photovoltaic systems in Israel	Adjustments to the financial statement	Total in financial report
		Initiation and investment Spain	Initiation and other investment					
NIS thousands								
(Unaudited)								
Income from external	91,996	128,835	64,333	17,428	302,592	4,242	(131,221)	175,613
Inter-sector income	-	-	-	-	-	85,834	(2,322)	83,512
Total revenue	91,996	128,835	64,333	17,428	302,592	90,076	(133,543)	259,125
Operating cost (without depreciation)	39,625	22,096	6,785	4,622	73,128	94,113	(39,539)	127,702
Segment Results - EBITDA	52,371	106,739	57,548	12,806	229,464	(4,037)	(94,004)	131,423
Expenses not allocated to sectors:								
Depreciation and amortization								70,077
The Company's share in the profits of companies handled based on the equity method, net								(8,495)
Management and general expenses								52,636
Marketing and sale expenses								5,245
Other expenses								9,287
Other income								(3,870)
Net financing expenses								53,165
Loss before tax								(46,622)

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

For the three month period ended on September 30, 2025:

	Initiation and investment in photovoltaic systems in Israel	Initiating and investing in renewable energy in Europe		Initiation and other investment	Total initiating and investment	Construction and operation of photovoltaic systems in Israel	Adjustments to the financial statement	Total in financial report
		Initiation and investment Spain	Initiation and other investment					
NIS thousands								
(Unaudited)								
Income from external	53,588	59,175	38,909	8,619	160,291	1,748	(59,241)	102,798
Inter-sector income	-	-	-	-	-	14,219	(9,178)	5,041
Total revenue	53,588	59,175	38,909	8,619	160,291	15,967	(68,419)	107,839
Operating cost (without depreciation)	26,576	18,185	7,993	203	52,957	20,496	(27,650)	45,803
Segment Results - EBITDA	27,012	40,990	30,916	8,416	107,334	(4,529)	(40,769)	62,036
Expenses not allocated to sectors:								
Depreciation and amortization								33,899
The Company's share in the profits of companies handled based on the equity method, net								(1,682)
Management and general expenses								31,391
Marketing and sale expenses								2,313
Other expenses								960
Other income								(30,893)
Net financing expenses								40,404
Loss before tax								(14,354)

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

For the three month period ended on September 30, 2024:

	Initiation and investment in photovoltaic systems in Israel	Initiating and investing in renewable energy in Europe		Initiation and other investment	Total initiating and investment	Construction and operation of photovoltaic systems in Israel	Adjustments to the financial statement	Total in financial report
		Initiation and investment Spain	Initiation and other investment					
NIS thousands								
(Unaudited)								
Income from external	40,527	31,298	52,176	8,903	132,904	1,087	(59,231)	74,760
Inter-sector income	-	-	-	-	-	18,312	(1,550)	16,762
Total revenue	40,527	31,298	52,176	8,903	132,904	19,399	(60,781)	91,522
Operating cost (without depreciation)	17,202	3,021	9,069	1,704	30,996	23,870	(17,599)	37,267
Segment Results - EBITDA	23,325	28,277	43,107	7,199	101,908	(4,471)	(43,182)	54,255
Expenses not allocated to sectors:								
Depreciation and amortization								25,719
Company's share in the profits of companies handled based on the equity method, net								(4,300)
Management and general expenses								18,995
Marketing and sale expenses								1,331
Other expenses								3,835
Other income								(43)
Net financing expenses								20,265
Profit before tax								(11,547)

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

For the year ended on December 31, 2024:

	Initiation and investment in photovoltaic systems in Israel	Initiating and investing in renewable energy in Europe		Initiation and other investment	Total initiating and investment	Construction and operation of photovoltaic systems in Israel	Adjustments to the financial statement	Total in financial report
		Initiation and investment Spain	Initiation and other investment					
NIS thousands								
(Audited)								
Income from external	118,819	151,830	93,350	23,637	387,636	7,709	(178,675)	216,670
Inter-sector income	-	-	-	-	-	106,120	(2,615)	103,505
Total revenue	118,819	151,830	93,350	23,637	387,636	113,829	(181,290)	320,175
Operating cost (without depreciation)	55,237	32,419	10,070	5,194	102,920	120,282	(52,780)	170,422
Segment Results - EBITDA	63,582	119,411	83,280	18,443	284,716	(6,453)	(128,510)	149,753
Expenses not allocated to sectors:								
Depreciation and amortization								96,966
The Company's share in the profits of companies handled based on the equity method, net								(18,137)
Management and general expenses								72,845
Marketing and sale expenses								6,867
Other expenses								13,936
Other income								(5,269)
Net financing expenses								48,061
Loss before tax								(65,516)

c. Seasonality:

The Company's revenues from electricity production depend to a large extent on the hours of sunshine and are therefore affected by seasonality, with the first quarter and the fourth quarter characterized by fewer hours of sunshine and as a result, lower revenues compared to the rest of the year.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

Note 8 - Events after the date of the Statement of Financial Position:

1. [Engagement in the Agreement for the Sale of Holdings in Ratesti Solar Plant Srl](#)

On October 5, 2025, Nofar Ratesti B.V. ("Nofar Ratesti"), a wholly owned (indirect) subsidiary of the Company, entered into an agreement with Econergy International Ltd., a subsidiary controlled by Econergy Renewable Energy Ltd. ("Econergy"), regarding the sale of 50% of the issued share capital of Ratesti Solar Plant Srl., an entity that holds a solar project with a capacity of approximately 155 megawatts in Ratesti, Romania (the "Project Company"), and the shareholders' loans that Nofar Ratesti extended to the Project Company.

In accordance with the provisions of the agreement, as consideration for the sale of the shares and the shareholders' loans, Nofar Ratesti is entitled to a total amount of approximately EUR 45.6 million (approximately EUR 30.75 million for the shares and approximately EUR 14.85 million for the shareholders' loans), which will be paid in three installments. An amount of EUR 2 million will be paid on the signing date, EUR 8 million on the completion date, and the balance (EUR 35.6 million) will be paid no later than June 30, 2026.

Completion of the transaction is subject to the fulfillment of conditions precedent customary in agreements of this kind, including FDI approval in Romania, approval of the Romanian Competition Authority, and the consent of the bank financing the project. The Company estimates that all conditions will be fulfilled in the coming months. Upon completion of the transaction, the Company will cease to hold the Project Company.

The Company estimates that the pre-tax profit from the sale of the holdings in the Project Company will amount to approximately EUR 14 million (approximately NIS 54 million), and that the free cash flow expected for the Company is the full consideration less tax payments, which are estimated to be immaterial. It is clarified that the pre-tax profit is expected to change based on the results of the Project Company until the completion date of the transaction.

2. [Memorandum of Understanding with Clal Insurance Company Ltd. for an Investment in the Company's Activity in Israel](#)

On October 30, 2025, the Company entered into a non-binding Memorandum of Understanding with Clal Insurance Company Ltd. (the "Memorandum of Understanding" and the "Investor," respectively). In accordance with the Memorandum of Understanding, the Company will transfer all of its business activity in the field of electricity generation, development, and supply in Israel to a dedicated entity ("Nofar Israel"). Subject to such transfer of activity, the Investor will invest a total of NIS 300 million in Nofar Israel, reflecting a pre-money valuation of approximately NIS 1.3 billion, in consideration for the allocation of 18.75% of the rights in Nofar Israel.

The parties agreed to an exclusivity period of 90 days, during which the Investor will conduct a due diligence review. If the parties do not enter into a binding agreement within this period (the "Binding Agreement"), the Memorandum of Understanding will expire.

As part of the Binding Agreement, the Company will be required to carry out the development, construction, and operation activity of electricity generation, development, and supply projects in Israel solely through Nofar Israel.

Completion of the Binding Agreement will be subject to conditions precedent, including completion of the transfer of activity to Nofar Israel and receipt of third-party approvals. Upon completion of the Binding Agreement, the Company and the Investor will enter into an agreement regulating the rights in Nofar Israel, under which the Investor will be granted minority rights.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

3. [Entering into an Agreement for the Sale of Part of the Company's Holdings in the Noy–Nofar Partnership to the Noy Fund](#)

On November 3, 2025, the Company entered into an agreement with two partnerships from the Noy Fund Group (together: the “**Noy Fund**”), which are the limited partners in the Noy-Nofar Renewable Energy Europe Partnership, a limited partnership (the “Partnership” or the “Noy-Nofar Partnership”), which, as of the date of this Report, is held 52.5% by the Company and 47.5% by the Noy Fund. Under the agreement, the Company will sell to the Noy Fund 5% of the partnership rights in the Noy-Nofar Partnership and 5% of the shares in the general partner of the Noy-Nofar Partnership (the “General Partner”), in consideration for a total of EUR 18.95 million (approximately NIS 71.18 million), so that upon completion of the transaction the Company will hold 47.5% of the partnership rights and shares in the Noy-Nofar Partnership and in the General Partner, and the Noy Fund will hold 52.5% of the partnership rights and shares in the Noy-Nofar Partnership and in the General Partner.

The consideration for the transaction was calculated based on the value of the corporations and projects held by the Noy-Nofar Partnership, except that with respect to Sunprime Holdings S.r.l. and the entities held by it (“Sunprime”), the value attributed to them in the transaction is based partly (2.5%) on the price of an existing commitment included in the previous partnership agreement between the Company and the Noy Fund from December 2022 (which was cancelled in the new partnership agreement), and partly (2.5%) on a higher value reflecting Sunprime’s estimated value as of this date. The transaction is performed on an AS-IS basis without representations by the parties regarding the Partnership and the assets it holds, and it is subject to obtaining approval from the Competition Commissioner and receiving third-party approvals, as required.

Upon completion of the transaction, a new partnership agreement between the Company and the Noy Fund will enter into force, replacing the previous partnership agreement, which regulates the management of the Noy-Nofar Partnership and the relations between the parties as partners in the Noy-Nofar Partnership. Among other things, the agreement provides that: the Noy-Nofar Partnership will engage in the promotion, holding, financing, development, construction, and operation of the existing projects of the Partnership; the Noy Fund will appoint the majority of the directors in the General Partner; Nofar will have veto rights over special decisions defined in the agreement (which are customary minority rights); there will be provisions regarding the financing of the Partnership’s activities (including the possibility of providing excess financing if one of the limited partners does not provide its share); a distribution policy; and restrictions on the transfer of holdings in the Partnership and in the General Partner.

According to the Company’s assessment, subject to the fulfillment of the conditions precedent for completion of the agreement, following the decrease in the Company’s holding rate in the Noy-Nofar Partnership and the amendment to the partnership agreement, which will grant the Noy Fund control of the Noy-Nofar Partnership, upon completion of the purchase transaction, the Company will cease to consolidate the results and balance sheet of the Noy-Nofar Partnership in the Company’s financial statements. According to the Company’s assessment, as a result of the cessation of consolidation of the Noy-Nofar Partnership as stated in this Report, the Company will record a profit of between EUR 50 million and EUR 60 million before tax in its financial statements.

4. [Non-material or non-exceptional private offerings of options for the Company’s shares to senior officers of the Company](#)

- a. On October 21, 2025, the Company reported a non-material and non-exceptional private offering of 50,000 options (non-tradable) exercisable into up to 50,000 ordinary shares of the Company (constituting approximately 0.14%). The options will be allocated to one offeree who is a senior officer of the Company. The exercise price of the options will be NIS 105.04 per option warrant, which is the average closing price of the Company’s share on the stock exchange during the 30 trading days preceding the Board resolution. The remaining terms of the options, including the vesting and exercise periods, will be identical to the terms of the options described in the outline published by the Company on April 25, 2024.
- b. On November 12, 2025, the Company reported a non-material and non-exceptional private offering of 50,000 options (non-tradable) exercisable into up to 50,000 ordinary shares of the Company (constituting approximately 0.12%). The options will be allocated to one offeree who is a senior officer of the Company. The exercise price of the options will be NIS 105.63 per option warrant, which is the average closing price of the Company’s share on the stock exchange during the 30 trading days preceding the Board resolution. The remaining terms of the options, including the vesting and exercise periods, will be identical to the terms of the options described in the outline published by the Company on April 25, 2024.

Notes to the Condensed Consolidated Financial Statements as of September 30, 2025

5. [Entering into a project financing agreement for three projects in Romania](#)

On November 26, 2025, three wholly owned (indirect) subsidiaries of the Company (the “Project Companies”) entered into project financing agreements with leading banks in Europe for the financing of three solar projects: Slobozia with a capacity of approximately 74.04 megawatts, Volter with a capacity of approximately 175.73 megawatts, and Corbii Mari with a capacity of approximately 281.69 megawatts, in Romania. The provision of the financing will be carried out in several drawdowns, subject to the fulfillment of conditions precedent, including, among others, the provision of the required equity, the provision and completion of registration of all securities, a commitment to perform interest hedging with respect to most of the long-term financing framework (excluding VAT-framework loans), and the submission of various documents detailed in the agreement.

In accordance with the agreements, the Project Companies will be provided with long-term financing frameworks and VAT frameworks in an aggregate amount for the three projects of approximately EUR 217 million (of which EUR 192 million are long-term financing frameworks and EUR 25 million are VAT frameworks). Long-term financing frameworks are valid until the earlier of: 10 years after the commercial operation of each of the projects, as defined in the agreement, or 13 years from the date of signing the agreement, or, for Slobozia – September 2036; for Corbii Mari – July 2037; and for Volter – September 2037. VAT framework: until November 26, 2027. Interest terms for the long-term financing frameworks: during the construction period: 6-month EURIBOR plus a margin of 3.5%; after commercial operation: 6-month EURIBOR plus a margin of 3.3%. Interest for the VAT framework: 6-month EURIBOR plus a margin of 2.75%. Financial covenants: annual historical and forward-looking DSCR lower than 1.1.

Loan repayment dates (principal and interest) under the long-term financing frameworks: interest is repaid in semiannual payments beginning from the date of the first drawdown of the financing. The loan principal is repaid in semiannual, unequal payments, from the fixed interest payment date in the amortization schedule until the end date of the loan framework, including a balloon payment of between 23% and 50% of the principal at the final repayment date set forth in the agreement. The agreement includes a Cash Sweep mechanism for accelerating repayment of principal amounts.

As of the reporting date, the Slobozia project is in a readiness stage for connection to the power grid; the Corbii Mari project is in the construction stage; and the Volter project is in preparation ahead of the start of construction. It should be noted that the provision of this financing constitutes the second pillar in the Company’s financing structure in Romania; this is the second financing agreement signed with them in connection with the Group’s projects in Romania. The Company views entering into the financing agreement as a significant milestone in the Company’s development activity in Romania and in completing the project financing for the Company’s portfolio of solar projects in the country.



O.Y. Nofar Energy Ltd.

**Separate Interim
Financial Information
As of September 30,**



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To

Shareholders of O.Y. Nofar Energy Ltd.

Re: Special Report of the Auditors as to Separate Interim Financial Information under Article 38d of the Securities Regulations (Periodic and Immediate Reports), 5730-1970

Preface

We have reviewed the separate interim financial information presented according to Article 38d of the Securities Regulations (Periodic and Immediate Reports), 5730-1970 of O.Y. Nofar Energy Ltd. (hereinafter: the "**Company**") as of September 30, 2025, and for periods of nine and three months then ended. The separate interim financial information the responsibility of the Company's board of directors and management. Our responsibility is to express a conclusion regarding the interim separate financial information for these interim periods based on our review.

The Company's separate interim financial information as of September 30, 2024 and for the nine- and three-month periods ended on that date was reviewed by previous auditors whose report thereon dated November 27, 2024 included an unqualified conclusion.

We did not review the condensed financial information for the interim periods of investee companies accounted for using the equity method, in which investments amounted to approximately NIS 213,127 thousand as of September 30, 2025, and the Group's share of their results was approximately NIS (4,806) thousand and approximately NIS 998 thousand, for the nine- and three-month periods ended on that date, respectively. The condensed financial information for the interim periods of the same entities was reviewed by other accountants, whose review report was provided to us, and our conclusion, inasmuch as it relates to the financial information in respect of the same entities, is based on the review report prepared by the other accountants.

Scope of the Review

We conducted our review in accordance with Review Standard No. 2410 (Israel) of the Institute of Certified Public Accountants in Israel, "Review of Financial Information for Interim Periods Prepared by the Entity's Auditor." A review of separate interim financial information includes making inquiries, particularly with the people responsible for financial and accounting matters, and performing analytic and other review procedures. A review is substantially narrower in scope than an audit conducted in accordance with generally accepted auditing standards in Israel, and therefore does not enable us to obtain assurance that we will become aware of all the significant matters that might have been identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review and the review reports of the other accountants, nothing has come to our attention that causes us to believe that the accompanying separate interim financial information is not prepared, in all material respects, in accordance with Article 38D of the Securities Regulations (Periodic and Immediate Reports), 5730-1970.

Somekh Chaikin, Accountants

November 26, 2025

The amounts of the assets, liabilities and capital attributed to the Company itself as the parent company

	As of September 30		As of December 31
	2025	2024	2024
	Unaudited	Unaudited	Audited
	NIS thousands		
Assets			
Current assets:			
Cash and cash equivalents	506,474	413,375	203,932
Deposits in bank corporations and others	-	37,972	37,505
Customers	130,215	141,889	135,494
Accounts receivable	50,777	21,473	23,380
Inventory	12,530	34,153	25,128
Financial assets	-	-	11,803
Total current assets	699,996	648,862	437,242
Non-current assets:			
Balance for investee companies	3,551,213	3,275,620	3,257,455
Other receivables	1,489	1,301	1,234
Long-term restricted cash	5,675	7,741	6,624
Right of use asset	63,091	70,139	64,660
Fixed assets	125,237	121,846	128,062
Financial assets	11,123	22,819	11,123
Long term deposits	238	413	307
Deferred taxes	10,068	-	2,010
Total non-current assets	3,768,134	3,499,879	3,471,475
Total assets	4,468,130	4,148,741	3,908,717

The additional material information attached is an integral part of the separate interim financial information.

The amounts of the assets, liabilities and capital attributed to the Company itself as the parent company

	As of September 30		As of December 31
	2025	2024	2024
	Unaudited		Audited
	NIS thousands		
Liabilities and equity			
Current liabilities:			
Short-term loans and current maturities for long-term loans from banks	116,685	33,953	105,259
Current maturities of lease liabilities	7,551	8,117	7,923
Suppliers and service providers	21,691	22,944	28,450
Accounts payable	44,520	29,642	12,077
Financial derivatives	1,918	4,047	1,918
Current maturities of bonds	125,577	159,285	137,294
Total current liabilities	317,942	257,988	292,921
Non-current liabilities:			
Long-term loans from banks	267,734	16,068	15,925
Liabilities for leases	55,308	61,275	55,936
Bonds	1,785,912	1,581,178	1,539,557
Convertible bonds	469,930	373,463	375,317
Deferred taxes	-	55,677	-
Other liabilities	743	739	728
Total non-current liabilities	2,579,627	2,088,400	1,987,463
Capital attributed to the Company itself as a parent company:			
Share capital and premium	1,716,256	1,716,256	1,716,256
Loss balance	(258,714)	(189,082)	(174,634)
Capital reserves	113,019	275,179	86,711
Total capital attributed to the Company itself as a parent company	1,570,561	1,802,353	1,628,333
Total liabilities and equity	4,468,130	4,148,741	3,908,717

November 26, 2025

Date of Approval of the Financial Statements for publication

**Zvi Levin
Chairman of the Board**

**Ofer Yannay
CEO**

**Nir Peleg
CFO**

The additional material information attached is an integral part of the separate interim financial information.

Amounts of income and expenses attributed to the Company itself as a parent company

	For the nine month period ended on September 30		For the three month period ended on September 30		For year ending on December 31
	2025	2024	2025	2024	2024
	Unaudited		Unaudited		Audited
	NIS thousands				
Income	91,252	108,665	26,732	28,656	138,117
Setup and operating costs	90,838	108,224	25,965	29,432	139,932
Marketing and sale expenses	6,735	4,726	2,108	1,206	6,255
Management and general expenses	35,960	23,226	17,526	7,869	30,912
Other expenses	128	2,500	-	-	2,767
Total expenses	133,661	138,676	45,599	38,507	179,866
Other income	5,730	-	443	-	-
Operating loss	(36,679)	(30,011)	(18,424)	(9,851)	(41,749)
Financing expenses	232,218	86,689	90,694	31,495	230,698
Financing income	213,561	144,515	19,768	76,932	186,530
Net financing expenses (income)	18,657	(57,826)	70,926	(45,437)	44,168
Profit (loss) after financing expenses	(55,336)	27,815	(89,350)	35,586	(85,917)
The Company's share in the profits (losses) of investee companies, net	(42,556)	(73,315)	75,346	(56,103)	46,932
Loss before income tax	(97,892)	(45,500)	(14,004)	(20,517)	(38,985)
Income tax benefit	(10,679)	(5,574)	(9,655)	(2,885)	(12,080)
Loss for the period	(87,213)	(39,926)	(4,349)	(17,632)	(26,905)
Other comprehensive profit (loss) (after tax impact):					
Amounts that will be classified or reclassified to profit or loss:					
Adjustments arising from translation of financial statements for foreign operations	10,069	79,088	(62,874)	69,681	(110,694)
Adjustments arising from hedging transactions	1,642	(10,369)	53	(12,454)	(9,455)
Items not reclassified later to profit and loss:					
Part of other comprehensive income of corporations accounted for using the equity method	525	2,679	283	327	2,852
Revaluation for fixed assets	433	391	-	-	391
	958	3,070	283	327	3,243
Total other comprehensive income (loss)	12,669	71,789	(62,538)	57,554	(116,906)
Total comprehensive profit (loss) for the period	(74,544)	31,863	(66,887)	39,922	(143,811)

The additional material information attached is an integral part of the separate interim financial information.

The amounts of cash flows attributed to the Company itself as a parent company

	For the nine month period ended on September 30		For the three month period ended on September 30		For year ending on December 31
	2025	2024	2025	2024	2024
	Unaudited		Unaudited		Audited
Cash flow from current operations:	NIS thousands				
Loss for the period	(87,213)	(39,926)	(4,349)	(17,632)	(26,905)
Appendix A - Expenses and revenues not involving cash flows (Appendix A)	76,059	27,737	6,134	14,755	13,568
Appendix B - Changes in working capital (Appendix B)	(144,209)	6,935	(27,209)	(2,767)	(15,907)
Net cash used for operating activities	(155,363)	(5,254)	(25,424)	(5,644)	(29,244)
Cash flows from investment activities:					
Return on investment in corporations accounted for using the equity method	6,754	11,702	-	1,546	19,704
Investment in subsidiaries	(593,331)	(664,583)	(192,651)	(255,179)	(941,515)
Return on investment in subsidiaries	415,710	15,725	415,710	15,725	110,473
Exercise of financial assets	11,110	-	-	-	-
Investment in other receivables	-	(432)	-	-	(432)
Decrease (increase) in restricted use deposits	949	(6,448)	(56)	(6,443)	(5,331)
Change in deposits	37,762	8,468	33,406	551	8,444
Investments in fixed assets	(2,047)	(3,092)	(542)	(451)	(11,226)
Net cash used for investing activity	(123,093)	(638,660)	255,867	(244,251)	(819,883)
Cash flows from financing activities:					
Short term credit from banks, net	11,393	33,147	(23,974)	-	98,147
Repayment of bonds	(72,636)	(64,642)	-	-	(130,251)
Issue of bonds, net	397,602	684,881	-	351,634	684,881
Repayment of lease liabilities	(6,277)	(6,953)	(1,986)	(2,263)	(9,538)
Receipt of long term loans from bank corporations	252,255	-	152,255	-	-
Repayment of long term loans from bank corporations	(413)	(383)	(140)	(130)	(515)
Net cash arising from financing activities	581,924	646,050	126,155	349,241	642,724
Increase (decrease) in cash and cash equivalents	303,468	2,136	356,598	99,346	(206,403)
Balance of cash and cash equivalents at beginning of period	203,932	399,265	151,381	305,292	399,265
Impact of changes in foreign exchange rates for cash and cash equivalents	(926)	11,974	(1,505)	8,737	11,070
Balance of cash and cash equivalents at end of period	506,474	413,375	506,474	413,375	203,932

The additional material information attached is an integral part of the separate interim financial information.

The amounts of cash flows attributed to the Company itself as a parent company

	For the nine month period ended on September 30		For the three month period ended on September 30		For year ended on December 31
	2025	2024	2025	2024	2024
	Unaudited		Unaudited		Audited
	NIS thousands				
Appendix A - Expenses and revenues not involving cash flows					
Depreciation and amortization	9,814	8,820	3,513	3,057	11,908
Net financing expenses (income)	18,657	(57,826)	70,926	(45,437)	44,168
Company's share in the losses (profits) of companies accounted for based on the equity method, net	42,556	73,315	(75,346)	56,103)46,932(
Gain from revaluation of previous holdings by the controlling shareholder of an associated company	(4,398)	-	(308)	-	-
Share-based payment expenses	9,430	3,428	7,349	1,032	4,424
	76,059	27,737	6,134	14,755	13,568
Appendix B - Changes in working capital					
Decrease in inventory	12,598	23,906	1,582	3,382	32,930
Decrease (increase) in customers	(16,609)	60,492	15,938	33,447	21,304
Decrease (increase) in receivables	(33,532)	1,817	(16,861)	6,244	5,726
Increase (decrease) in accounts payable	(19,015)	(38,101)	(14,891)	(42,611)	4,173
Decrease in suppliers and service providers	(8,282)	(8,986)	(4,068)	(3,317)	(1,676)
Change in deferred taxes	(10,679)	(5,574)	(9,655)	(2,885)	(12,024)
<u>Additional Information:</u>					
Interest received in cash	7,206	11,532	4,244	3,730	15,296
Interest paid in cash	(75,896)	(38,151)	(3,498)	(757)	(81,636)
	(144,209)	6,935	(27,209)	(2,767)	(15,907)
Appendix C - Substantial non-cash transactions					
Initial recognition of usufruct asset and lease liability	1,940	5,969	1,294	963	2,025
Classification of customers for investment in corporations accounted for using the equity method	33,614	34,267	800	3,821	50,881

The additional material information attached is an integral part of the separate interim financial information.

Additional material information relating to the Company itself as a parent company as of September 30, 2025

Note 1 - Details of the separate financial information:

1.1. Principles of preparation of the separate financial information:

The separate interim financial information of O.Y. Nofar Energy Ltd. (hereinafter: the “**Company**”) includes financial data from the condensed interim financial statements of the Company, attributed to the Company itself as a parent company, and prepared in accordance with the requirements of Article 38d and the Tenth Addendum of the Securities Regulations (Periodic and Immediate Reports), 5730-1970.

The separate interim financial information should be reviewed together with the Company's separate financial information as of December 31, 2024 and the additional material information attached to it, as well as with the Company's condensed consolidated interim financial statements as of September 30, 2025.

The accounting policy applied in the separate financial information is the same as the accounting policy detailed in Note 2 to the Company's consolidated financial statements as of December 31, 2024, subject to the above in this section and the contents of Note 1.2 below.

1.2. The handling of inter-company transactions:

In the separate financial information, transactions between the Company and consolidated companies, which were eliminated in the consolidated financial statements, were recognized and measured. The recognition and measurement was done in accordance with the principles of recognition and measurement established in international financial reporting standards, such that these transactions were accounted for as transactions carried out with third parties.

The statements included in the separate financial information present intercompany balances and income and expenses for intercompany transactions, which were eliminated in the consolidated financial statements, separately from the “balances for investee companies,” from the “Company's share of losses (profits) of companies accounted for using the equity method, net,” and from the “other comprehensive profit (loss) of corporations accounted for using the equity method, net,” such that the capital attributed to the owners of the parent company, the profit (loss) for the period attributed to the owners of the parent company, and the total comprehensive profit (loss) for the period attributed to the owners of the parent company on the basis of the Company's consolidated statements are identical to the capital attributed to the Company itself as a parent company, the profit (loss) for the period attributed to the Company itself as a parent company, and the total comprehensive profit (loss) for the period attributed to the company itself as a parent company, respectively, on the basis of the separate financial information of the Company.

As part of the cash flow amounts attributed to the Company itself as a parent company, the net cash flows in respect of transactions with consolidated companies are shown as part of current activity, investment activity or financing activity, as relevant.

The above does not apply to transactions carried out by the Company with third parties in connection with consolidated companies.

1.3. Material events in the Report Period and thereafter:

Regarding the Company's bonds and convertible bonds, see Note 5(2-4) to the Company's interim condensed consolidated financial statements as of September 30, 2025.

Additional material information relating to the Company itself as a parent company as of September 30, 2025

Note 2 - Transactions and material balances with investee companies:

1. Balances of interested parties and affiliates

	As of September 30		As of December 31
	2025	2024	2024
	Unaudited		Audited
	NIS thousands		
Customers and income receivable	111,429	129,021	118,893
Accounts receivable	17,424	4,364	7,098
Investments and loans in related corporations	3,551,213	3,275,620	3,257,455

2. Transactions with interested parties and affiliates

	For the nine month period ended on September 30		For the three month period ended on September 30		For year ending on December 31
	2025	2024	2025	2024	2024
	Unaudited		Unaudited		Audited
	NIS thousands				
Income	65,827	89,858	14,219	19,561	111,469
Financing income (expenses)	90,826	123,483	(29,154)	72,032	22,986