



**O.Y. Nofar Energy Ltd.**

# **First Quarterly Report for 2026**



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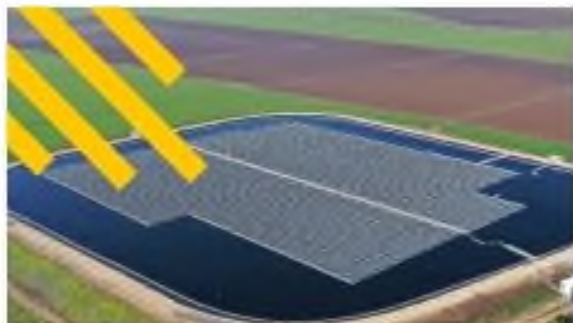
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# Introduction



## Nofar in Numbers



Connected, ready to connect,  
under construction and pre-  
construction projects

**8.3 (5.2) FGW**

**NIS 1.79 billion  
Equity**

Attributed to shareholders

**Connected and ready to  
connect**

**2.9 (1.9) FGW**

Storage projects  
**Connected, under construction  
and pre-construction**  
**10.7 (6.7) GWh**

**Under construction and  
pre-construction**  
**5.4 (3.3) FGW**

**158%** increase in projects  
under development compared  
to Q4 2025

**Activity in 10  
territories**

Expected aggregate revenues from the sale  
of electricity

**NIS 4.5 billion**

(NIS 3.1 billion 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 on the State of the Corporation's Affairs for the Period Ended on March 31, 2026

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 on the State of the Company's Affairs as of March 31, 2026 (hereinafter: the **"Date of the Statement of Financial Position"**) and for the three-month period 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, 2025 - Part B of the Periodic Report for 2025 (hereinafter: the **"Board of Directors' Report for 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 2025, including the chapter of the Description of the Corporation's Business in the Periodic Report for 2025 (hereinafter: the **"Description of the Corporation's Business Chapter for 2025"**), the Board of Directors' Report for 2025, the financial statements as of December 31, 2025 (the **"Financial Statements for 2025"**), and a report regarding additional details for 2025, which was published in the MAGNA online reporting system on March 19, 2026 (Reference No.: 2026-01-024909) (hereinafter jointly: the **"Periodic Report for 2025"**), which are included herein by way of reference.

## 1. Explanations of the Board of Directors Regarding 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

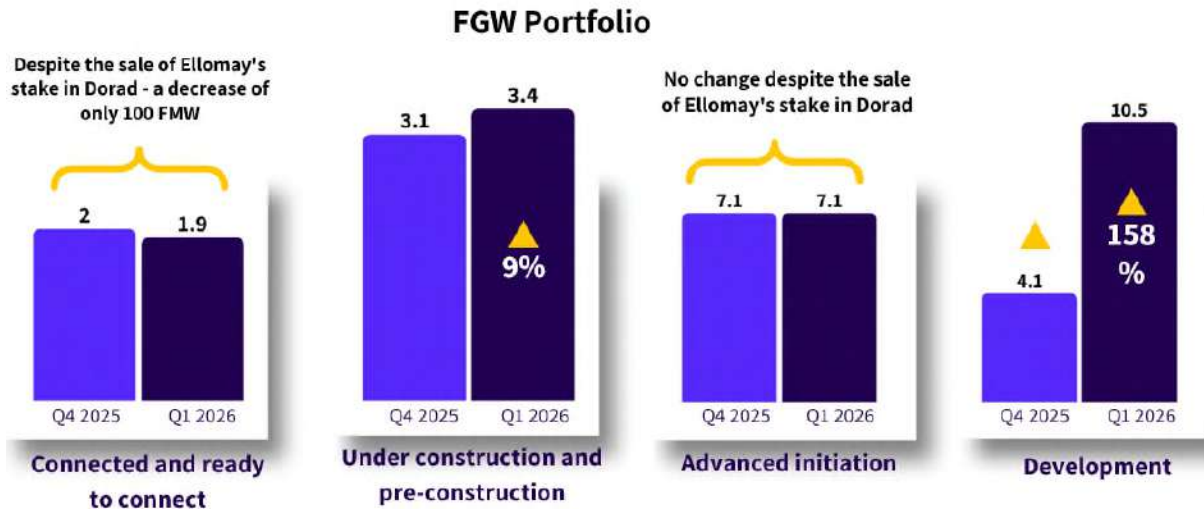
The Company is an international company engaged, as of the Report Date, by itself and through corporations held by it, directly and indirectly, including in cooperation with third parties, in the activity of initiation, development, investment and long-term acquisition of systems for the generation of "clean" electricity from solar energy, wind systems, systems for the storage of electricity in batteries, in Israel, the U.S. and Europe, beginning from preliminary and initial stages. The Group's activity includes, inter alia, large-scale projects in Europe and the U.S. that connect to the high or extra-high voltage transmission or distribution grid, with a capacity of hundreds of megawatts, as well as solar systems and storage systems in Israel, Europe and the U.S. that connect to the high-voltage or low-voltage distribution grid, as applicable. In addition, the Company engages in the supply of electricity and in the construction (EPC), operation and maintenance (O&M) of solar systems, storage systems and systems for charging vehicles in Israel, mainly for corporations held by it, including in cooperation with third parties. The Company has also begun initial initiation processes in the field of data centers.

In addition, the Company acquired the controlling shares in Ellomay Capital Ltd. (45.85%) ("**Ellomay**"), which holds a pumped storage project in Manara in construction stages and a portfolio of global projects in various development stages.

For details regarding the Company's activity segments as of the Report Date, see Sections 1.2.2, 1.2.3, 3.1-3.4 of the Description of the Corporation's Business chapter for 2025, as well as Note 31 to the Financial Statements for 2025.

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 for the year 2025.

### 1.3 Key indicators in the Company's activity



- FGW – combination of the generation capacity and storage volume into a uniform figure according to the ratio of construction cost  $GWh/3.5 + GW = FGW$ . Integrated recycling is multiplied by a factor of 3; with respect to pumped storage –  $FGW = GWh/1.5$ .

**The portfolio scope is forward-looking information as defined in the Securities Law. For details regarding the backlog, see Section 1.4 below and the estimates detailed therein.**

## 1.4 Main data regarding the systems in commercial operation, ready to connect, 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 to connect, setup, in preparation for setup, advanced development, and development:

### Projects in commercial operation<sup>(\*)</sup>

			Israel <sup>(1)</sup>	USA <sup>(5)(6)</sup>	Ellomay	Italy <sup>(5)</sup>	Spain <sup>(5)</sup>		England <sup>(5)</sup>	Poland <sup>(9)</sup>	Serbia	Total
							Olmedilla	Sabinar I & II	Buxton <sup>(8)</sup>		Ada	
<b>Rates range<sup>(2)</sup></b> (NIS/kWh, as of March 31, 2026)			0.16-2.47	0.02-1.49	0-0.37	0.0 - 0.73	0.1-0.77	0.0 - 0.2	0.245-2744-	-1.2-2.53	0-1.73909	-
<b>Number of systems</b>	<b>Solar</b>	March 31, 2026	1,552	35	14	273	1	2	---	2	1	1,880
		March 31, 2025	1,533	28	---	220	1	2	---	2	1	1,787
		December 31, 2025	1,539	31	---	260	1	2	---	2	1	1,836
	<b>Storage</b>	March 31, 2026	40	2	---	---	---	---	1	---	---	43
		March 31, 2025	27	2	---	---	---	---	1	---	---	30
		December 31, 2025	40	2	---	---	---	---	1	---	---	43
	<b>Gas/Biogas (**)</b>	March 31, 2026	---	---	4	---	---	---	---	---	---	4
		March 31, 2025	---	---	---	---	---	---	---	---	---	---
		December 31, 2025	---	---	---	---	---	---	---	---	---	---
<b>Total installed power (100%)</b>	<b>Solar (MWp)</b>	March 31, 2026	345	666	423	293	169	238	---	45	27	2,206
		March 31, 2025	331	18	---	200	169	238	---	40	0	996
		December 31, 2025	344	18	---	279	169	238	---	40	27	1,115
	<b>Storage (MWh)</b>	March 31, 2026	117	2	---	---	---	---	60	---	---	179
		March 31, 2025	80	2	---	---	---	---	60	---	---	142
		December 31, 2025	111	2	---	---	---	---	60	---	---	173
	<b>Gas/Biogas (MW) (**)</b>	March 31, 2026	---	---	850	---	---	---	---	---	---	850
		March 31, 2025	---	---	---	---	---	---	---	---	---	---

			Israel <sup>(1)</sup>	USA <sup>(5)(6)</sup>	Ellomay	Italy <sup>(5)</sup>	Spain <sup>(5)</sup>		England <sup>(5)</sup>	Poland <sup>(9)</sup>	Serbia	Total		
							Olmedilla	Sabinar I & II	Buxton <sup>(8)</sup>		Ada			
		December 31, 2025	---	---	---	---	---	---	---	---	---	---		
<b>Total setup costs (in NIS thousands)</b>			March 31, 2026	1,496,650	2,724,957	6,005,606	1,441,722	308,789	621,947	114,572	136,475	77,199	12,927,917	
			March 31, 2025	1,440,302	235,422	---	734,992	522,326	867,534	134,082	151,264	74,888	4,160,810	
			December 31, 2025	1,489,785	202,001	---	1,093,155	486,873	809,461	119,567	143,225	79,595	4,423,662	
<b>Equity balance provided by the Company (NIS millions)<sup>(7)</sup></b>			March 31, 2026	205	44	631	72	16	253	39	136	40	1,436	
<b>Total senior debt balance (NIS thousands)</b>			March 31, 2026	981,880	900,610	2,465,774	1,153,377	213,618	411,876	67,122	---	37,269	6,231,526	
			March 31, 2025	1,011,000	61,481	---	587,994	204,089	488,915	79,378	---	0	2,432,857	
			December 31, 2025	984,628	57,304	---	874,524	227,667	424,105	70,785	---	38,391	2,677,404	
<b>Balance of the senior debt period, in years (weighted average)</b>			March 31, 2026	16	4	10	16	15	20	5	9	96		
<b>Revenues (NIS thousands)</b>			1-3/2026	81,428	13,580	185,204	20,974	8,036	8,627	1,853	1,435	1,947	323,084	
			1-3/2025	64,528	2,252	---	15,093	11,335	11,767	3,078	1,326	490	109,869	
			2025	331,959	14,655	---	98,408	77,468	73,502	10,645	9,050	6,456	622,143	
<b>Revenues from Tax Equity</b>			1-3/2026	---	17,428	1,220	---	---	---	---	---	---	18,648	
			1-3/2025	---	1,634	---	---	---	---	---	---	---	---	1,634
			2025	---	6,246	---	---	---	---	---	---	---	---	6,246
<b>Total revenues (NIS thousands)</b>			1-3/2026	81,428	31,008	186,430	20,974	8,036	8,627	1,853	1,435	1,947	341,738	
			1-3/2025	64,528	3,886	---	15,093	11,335	11,767	3,078	1,326	490	111,503	
			2025	331,959	20,901	---	98,408	77,468	73,502	10,645	9,050	6,456	628,389	
<b>Total project EBITDA<sup>(3)</sup> (NIS thousands)</b>			1-3/2026	33,421	27,763	42,454	16,828	6,129	6,174	1,043	455	1,571	135,838	
			1-3/2025	32,406	2,530	---	11,804	9,509	6,397	2,867	284	490	66,287	
			2025	170,283	12,169	---	82,207	58,557	42,169	6,529	6,623	6,177	384,714	
<b>Total project FFO<sup>(3)</sup> (NIS thousands)</b>			1-3/2026	8,462	18,437	30,944	9,876	3,156	1,311	(21)	455	1,571	74,191	
			1-3/2025	14,461	1,611	---	7,073	5,913	6,397	1,524	284	490	37,753	
			2025	89,715	10,261	---	50,951	50,782	19,948	1,343	6,623	6,177	235,800	
<b>Total free flow after senior debt service (NIS thousands)<sup>(3)</sup></b>			1-3/2026	(5,465)	16,733	23,899	(19,052)	(3,964)	1,311	(21)	455	1,571	15,467	
			1-3/2025	398	(172)	---	7,073	(3,245)	6,397	1,524	284	490	12,749	
			2025	36,936	8,202	---	21,499	40,469	(13,125)	977	6,623	6,177	107,758	

		Israel <sup>(1)</sup>	USA <sup>(5)(6)</sup>	Ellomay	Italy <sup>(5)</sup>	Spain <sup>(5)</sup>		England <sup>(5)</sup>	Poland <sup>(9)</sup>	Serbia	Total
						Olmedilla	Sabinar I & II	Buxton <sup>(8)</sup>		Ada	
<b>Company's share of the free cash flow after debt service (NIS thousands)</b>	1-3/2026	(8,091)	16,733	5,970	(9,050)	(1,883)	623	(21)	455	1,571	6,307
<b>Rate of the Company's holdings<sup>(4)</sup>, indirectly (weighted average)</b>	March 31, 2026	47%	90%	31%	31%	45%	43%	100%	100%	100%	50%
	March 31, 2025	42%	67%	---	33%	50%	47%	75%	80%	87%	46%
	December 31, 2025	44%	67%	---	30%	45%	43%	100%	100%	100%	47%

(\*) Projects in commercial operation are projects connected to the electricity grid as of March 31, 2026, including projects that are in the running stages.

(\*\*) Refers to the "Dorad" power plant. During the Report Period, Ellomay's share (indirectly) in the "Dorad" power plant was sold, and therefore the Company presents data for a partial period in which the Company had holdings (indirectly) in the "Dorad" power plant.

(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 5 and 25 years (about 19 years at a rate according to a weighted average) and the average rate was about NIS 0.44/kWh.

The range of rates in the US is affected by the differences in electricity rates in different countries and in different projects, by long-term electricity sales agreements at a fixed price, differences in the discount rate given to tenants, and the fact that electricity in the C&I sector that is not associated with a specific customer is fed into the grid for free or for a low payment.

During the Report Period, the average rate of electricity sold in Italy by Sunprime on the free market was about 0.417 euro cents per kWh. As detailed in the Company's Periodic Report for 2025, 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, and Serbia, is due to the fact that the electricity (and in the case of Spain and Poland, 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 in Spain is carried out under PPA agreements for periods of 3, 5 and 9 years as well as in the open market (Merchant), and the sale of the electricity in the Krzywinski project in Poland is carried out under the PPA agreements for a period of five years.

(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 2025 financial statements, 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 financing expenses 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. It should be noted that with respect to projects during their construction period, where interest payments were funded from the project financing proceeds (Buxton and Sabinar II projects), the amount of FFO and free cash flow included only the interest and principal payments made from the project's revenues (as opposed to interest payments made from the loan facility).

Net cash flow is calculated based on FFO less principal payments on the senior debt loan, which were paid during the Report Period.

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):

	1-3/2026	1-3/2025	1-12/2025
<b>Gross profit</b>	58,948	28,842	239,630
<b>Systems depreciation</b>	76,864	37,952	173,980
<b>EBITDA</b>	135,812	66,794	413,610
<b>Senior debt financing expenses</b>	61,624	32,155	160,117
<b>FFO</b>	74,188	34,639	253,493

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 A, B, C, D and E) 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 the three-month period ended on March 31, 2026:**

	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)
<b>Income</b>	341,685	(208,452)	133,233
<b>EBITDA</b>	135,839	(73,162)	62,677
<b>FFO</b>	74,192	(41,237)	32,956
<b>Free cash flow</b>	15,468	(6,051)	9,417
<b>Equity gains</b>	---	---	(14,954)

**For the three-month period ended on March 31, 2025:**

	Aggregate data	Adjustments for share in investee companies not held by the Company	Data including the Company's share in the investee companies (Sectors note)
<b>Income</b>	114,931	(45,509)	69,422
<b>EBITDA</b>	66,793	(24,804)	41,989
<b>FFO</b>	34,638	(11,111)	23,527
<b>Free cash flow</b>	4,598	892	5,490
<b>Equity losses</b>	---	---	(13,253)

**For the year ended on December 31, 2025:**

	<b>Aggregate data</b>	<b>Adjustments for share in investee companies not held by the Company</b>	<b>Data of consolidated companies and the Company's share in associates (Sectors note)</b>
<b>Income</b>	669,943	(224,862)	445,080
<b>EBITDA</b>	413,610	(134,780)	278,829
<b>FFO</b>	253,492	(77,263)	176,229
<b>Free cash flow</b>	80,383	(17,342)	63,041
<b>Equity profits (losses)</b>	---	---	(21,203)

- \* 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 set forth 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 the NIS-EUR exchange rates at the time of the report of NIS 3.16 per dollar, and an average exchange rate for the Report Period of NIS 3.12 per dollar, as applicable. The data regarding the systems in Italy and Spain are based on exchange rates of the NIS-EUR, which as of the Report Date is NIS 3.64 to the Euro, and an average exchange rate for the Report Period of NIS 3.66 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 4.19 per GBP, and an average exchange rate for the Report Period of NIS 4.21 per GBP, as applicable.
- (6) As for the US results, it should be noted that in the companies that own projects, there is a tax partner in many cases. 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.
- (7) As detailed in Sections 3.1 and 3.3.1.1 in the Description of the Corporation's Business chapter for 2025, 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.
- (9) The projects in Poland are: Krzywinski I and Dziewoklucz I. It should be noted that during the Report Period and as of the publication of the Report, the grid operator limits the flow of electricity by the Dziewoklucz project company, due to infrastructure work required on the grid lines adjacent to the project.

**Projects connected after the Report Date and projects ready to connect <sup>(1)</sup> (financial data in NIS millions)**

Territory	Country	Project	Technology	Projected power (MWp)	Storage capacity (MWh)	Date of commercial operation	Expected income (NIS millions)	Forecasted EBITDA (NIS millions)	Forecasted FFO (NIS millions)	Remainder of project life from the date of connection (years)	Total projected construction costs (NIS millions)	Equity invested by the Company as of the Reporting Date (Company's share)	Loan balance - senior debt	Projected leverage rate (project-based) upon completion of construction	Projected annual production hours (KWh/KWp)	Payment schedule period (years)	Rate of holdings	Company's share in the cash flow
Europe	Germany	Stendal	BESS	–	209	H1 2026	67	63	54	30	327	105	151	71%	–	14	51%	51%
	Romania	Slobozia	PV	74	–	H1 2026	33	27	20	35	233	138	102	58%	1,540	10	95%	100%
		Gimphat	PV	146	–	H1 2026	80	69	59	35	411	266	131	44%	1,384	10	95%	100%
		Iepuresti	PV	169	–	H1 2026	94	82	71	35	505	314	176	43%	1,403	10	95%	100%
	Italy	Sunprime PV 2	PV	63	–	H1 2026	34	31	25	29	151	-	82	85%	1,328	18	30%	30%
USA	USA	Foley	PV	106	–	H1 2026	81	71	62	40	509	21	155	30%	—*	22	90%	100%
Israel	Israel	Israel PV 2	PV	12	–	H1 2026	7	6	4	25	23	5	–	85%	1,600	25	39%	39%
Total				569	209		395	348	295		2,160	849	797					

\* Sensitive commercial information

**Projects under construction and pre-construction <sup>(1)</sup> (financial data in NIS millions)**

Territory	Country	Project	Technology	Status	Projected power (MWp)	Storage capacity (MWh)	Date of commercial operation	Expected income (NIS millions)	Forecasted EBITDA (NIS millions)	Forecasted FFO (NIS millions)	Remainder of project life from the date of connection (years)	Total projected construction costs (NIS millions)	Equity invested by the Company as of the Reporting Date (Company's share)	Capital remaining to be invested/(extracted) - Company share	Loan balance - senior debt	Projected leverage rate (project-based) upon completion of construction	Projected annual production hours (KWh/KWp)	Payment schedule period	Rate of holdings	Company's share in the cash flow
Israel	Israel	High Voltage 1	BESS	Under construction	--	1,140	2026 - 2028	150	132	104	25	513	26	37	--	85%	--	20	36%	48%
		High Voltage 2	BESS	Pre-construction	--	435	2026 - 2028	58	51	40	25	196	5	20	--	85%	--	20	64%	68%
		Israel PV 3	PV	Under construction	26	--	2026 - 2027	17	13	11	25	52	23	4	--	85%	1,600	25	48%	48%
		Israel PV 4	PV	Pre-construction	13	--	2026 - 2027	7	5	4	25	26	2	3	--	85%	1,600	25	66%	66%
		Manara Cliff	BESS	Under construction	--	1,872	2030	299	154	89	20	2,101	141	2	1,728	82%	--	19	38%	38%
Europe	Italy	Sunprime PV 3	PV	Under construction	177	--	2026 - 2027	93	83	66	30	425	8	19	423	85%	1,414	18	30%	30%
		Sunprime PV 4	PV	Pre-construction	207	--	2026 - 2027	109	97	79	30	497	--	22	--	85%	1,414	19	30%	30%
		Sophocles BESS (PF3)	BESS	Under construction	--	1,880	2026 - 2027	274	246	217	30	854	27	77	--	70%	--	19	30%	30%
		Ellomay - Italy solar 2	PV	Under construction	422	--	2027	184	151	122	35	1,148	94	(35)	896	78%	1,613	22	23%	23%
	England	Cellarhead	BESS	Under construction	--	624	H1 2028	120	109	71	30	953	344	0	--	62%	--	7	100%	100%
	Noventum - RTB	PV	Pre-construction	63	--	H1 2027	17.4	14	10	30	124	4	52	68	55%	1,014	12	80%	100%	

	Poland	Cybinka	PV	Under construction	40	--	H1 2027	20	17	16	30	80	26	(25)	--	56%	1,152	9	100%	100%
		Dziewoklucz 2	PV	Under construction	6	--	H1 2027	3	2	2	30	17	-	2	--	40%	1,133	9	100%	100%
		Bakalarzewo	PV	Pre-construction	223	--	H1 2029	115	100	92	30	337	32	116	--	56%	1,091	20	100%	100%
		Bakalarzewo BESS	BESS	Pre-construction	--	100	H1 2029	9	8	7	30	67	-	16	--	56%	--	20	100%	100%
	Romania	CorbiiMarii	PV	Under construction	282	--	H1 2027	152	134	116	34	662	342	0	174	53%	1,393	11	95%	100%
		Valter	PV	Under construction	178	--	H2 2027	94	80	68	34	445	100	143	--	50%	1,392	11	95%	100%
		Gimphat BESS	BESS	Under construction	--	480	H2 2026	120	113	106	30	258	--	115	--	50%	--	10	95%	100%
		CorbiiMarii BESS	BESS	Pre-construction	--	868	H2 2027	215	202	189	30	466	--	243	--	50%	--	10	95%	100%
		Iepuresti BESS	BESS	Under construction	--	320	H2 2026	88	82	77	30	183	--	178	--	50%	--	10	95%	100%
		Valter BESS	BESS	Pre-construction	--	600	H2 2027	149	140	130	30	322	--	154	--	50%	--	10	95%	100%
	Spain	Sabinar 3	PV	Pre-construction	30	--	H1 2028	9	6	5	30	50	--	10	--	59%	1,650	25	43%	48%
		Olemedilla BESS	BESS	Pre-construction	--	520	H1 2028	53	45	37	30	255	--	61	--	50%	--	12	45%	48%
		Sabinar BESS	BESS	Pre-construction	--	772	H1 2028	79	67	55	30	379	--	90	--	50%	--	12	43%	48%
USA	USA	Blue Sky C&I (C)	PV	Under construction	2	--	H1 2028	2	2	1	35	22	12	0	--	40%	---	15	67%	100%
		Ellomay - USA solar 2	PV	Under construction	14	--	H1 2026	9	7	7	35	54	21	4	--	0%	1,921	--	46%	46%
		Lavender	PV	Pre-construction	225	--	H2 2027	173	153	132	40	912	69	443	400	44%	---	20	90%	100%

		Sky Solar	PV	Pre-constructi on	36	--	H1 2027	16	15	12	35	85	--	51	--	40%	---	12	90%	100%
		Fairway	BESS	Pre-constructi on	--	240	H1 2028	117	113	103	30	392	9	266	--	30%	--	7	90%	100%
		Bracero Peacan	BESS	Pre-constructi on	--	460	H1 2028	225	216	198	30	752	15	512	--	30%	--	7	90%	100%
Total					1,943	10,311		2,975	2,560	2,166		12,627	1,300	2,578	3,689					

\* Sensitive commercial information



## Projects in advanced development as of the Report publication date<sup>(1)</sup> (financial data in NIS millions)

Territory	Country	Project	Technology	Projected power (MWp)	Storage capacity (MWh)	Date of commercial operation	Expected income (NIS millions)	Forecasted EBITDA (NIS millions)	Forecasted FFO (NIS millions)	Remainder of project life from the date of connection (years)	Total projected construction costs (NIS millions)	Equity invested by the Company as of the Reporting Date (Company's share)	Capital remaining to be invested/(extracted) - Company share	Loan balance - senior debt	Projected leverage rate (project-based) upon completion of construction	Projected annual production hours (KWh/KWp)	Payment schedule period	Rate of holdings	Company's share in the cash flow
Europe	England	Toton	BESS	0	260	H1 2029	54	49	34	30	339	1	136	0	60%	-	15	100%	100%
		Noventum - Distribution	PV	929	0	2029	270	219	155	30	1,836	53	608	1,010	55%	1,032	12	80%	100%
		Noventum - Transmission	PV	3,745	0	2033	1,084	878	622	30	7,400	5	2,659	4,070	55%	1,006	12	80%	100%
	Italy	Sunprime PV 5	PV	106	0	H2 2027	51	45	35	30	254	8	3	0	85%	1,436	18	30%	30%
		Sunprime BESS 2	BESS	0	1,200	H2 2027	164	145	127	30	545	37	(12)	0	85%	--	15	30%	30%
	Poland	Poland PV	PV	60	0	H2 2029	24	20	15	30	130	21	37	73	56%	1,100	20	100%	100%
	Greece	Greece 1	BESS	0	20	H1 2027	4	4	3	30	16	--	22	--	51%	--	10	100%	100%
		Greece 2	BESS	0	20	H1 2027	4	4	3	30	16	--	8	0	51%	--	10	100%	100%
		Greece 3	BESS	0	20	H1 2027	12	11	9	30	49	--	8	0	51%	--	10	100%	100%
Israel	Israel	Israel PV 5	PV	382	0	H2 2028	246	188	169	25	344	7	35	0	85%	1,600	25	81%	81%
		High Voltage 3	BESS	0	7,102	H2 2028	976	861	685	25	3,196	28	98	0	85%	--	20	26%	81%
USA	USA	Blue Sky C&I (L)	PV	1,885	0	H2 2027	2	1	1	34	19	0	8	0	40%	--*	12	67%	100%
		Blue Sky - DG BESS (L)	BESS	0	60	H2 2027	35	34	31	30	98	0	40	0	40%	--	7	67%	100%
		NY BESS 1	BESS	0	440	H1 2028	333	326	307	30	760	0	410	0	40%	--	7	90%	100%
		Ellomay - USA solar 3	PV	28	--	H2 2027	14	12	66	30	102	0	47	--	0%	1,719	--	46%	46%
Total				5,252	9,162		3,273	2,796	2,261		15,104	160	4,107	5,152					

\* Sensitive commercial information

**Projects under development as of the Report publication date <sup>(1)</sup>**

Territory	Country	Project	Technology	Projected power (MWp)	Storage capacity (MWh)	Rate of holdings	Company's share in the cash flow
Europe	Poland	Poland Development PV	PV	418	--	100%	100%
		Poland Development BESS	BESS	--	5,306	100%	100%
	Italy	Sunprime PV 6	PV	200	--	30%	30%
		Sunprime BESS 3	BESS	--	1,400	30%	30%
	Spain	Ellomay - Italy BESS	BESS	--	600	46%	46%
		Ellomay - Spain PV	PV	328	--	46%	46%
		Ellomay - Spain BESS	BESS	--	1,128	25%	25%
	England	Data Centers	Data Centers	130	--	80%	100%
Netherlands	Data Centers	Data Centers	57	--	43%	43%	
Israel	Israel	Israel PV 5	PV	783	--	81%	81%
		High Voltage 4	BESS	--	4,082	81%	81%
		Ellomay - Israel PV + BESS	PV+BESS	52	150	46%	46%
		Data Centers	Data Centers	159	--	73%	73%
USA	USA	USA CCGT	CCGT	150	--	80%	100%
		NUSA	PV	1,207	--	71%	100%
		Blue Sky - DG BESS (D)	BESS	--	440	71%	100%
		Ellomay - USA PV	PV	98	--	46%	46%
<b>Total</b>				<b>3,581</b>	<b>13,106</b>		

The balance of expenses in advance for projects in development amounted, as of March 31, 2026, to a total amount of approximately NIS 222,499 thousand.

## Aggregate disclosure regarding licensing and development projects

	Licensing projects													
	Projects included in the December 31, 2025 reports		Projects added during the period		Projects acquired during the period		Projects whose licensing procedures have ended		Projects sold during the period		Projects moved to the pre-construction stage		Projects included in the March 31, 2026 reports	
	MW	MWh	MW	MWh	MW	MWh	MW	MWh	MW	MWh	MW	MWh	MW	MWh
<b>PV projects</b>	3,066	—	2,646	—	—	—	—	—	—	—	358	—	5,354	—
<b>Integrated storage projects</b>	—	—	—	100	—	—	—	—	—	—	—	—	—	100
<b>Stand alone storage projects</b>	—	3,449	—	8,029	—	—	—	—	—	—	—	2,233	—	9,245
<b>Combined turnover</b>	—	—	—	—	690	—	—	—	—	—	—	—	690	—
	Projects in development													
	Projects included in the December 31, 2025 reports		Projects added during the period		Projects acquired during the period		Projects whose development procedures have ended		Projects sold during the period		Projects moved to the "licensing" stage		Projects included in the March 31, 2026 reports	
	MW	MWh	MW	MWh	MW	MWh	MW	MWh	MW	MWh	MW	MWh	MW	MWh
<b>PV projects</b>	3,330	—	2,102	—	1,064	—	—	—	—	—	2,228	—	4,268	—
<b>Integrated storage projects</b>	—	—	—	—	—	—	—	—	—	—	—	—	—	—
<b>Stand alone storage projects</b>	—	5,876	—	7,750	—	—	—	1,256	—	200	—	6,136	—	8,546
<b>Wind projects</b>	—	—	106	—	—	—	—	—	—	—	—	—	106	—

- (1) For details regarding the conditions for recognizing ready to connect, construction, pre-construction, advanced development, and development projects, see Section 1.1 of the Description of the Corporation's Business Chapter for 2025.

It should be noted that the disclosure in relation to projects in Israel, Italy, Blue Sky, as well as some of the Ellomay projects, 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 3.64 to the euro; the data in relation to projects in the United States are based on an exchange rate of NIS 3.17 to the dollar; the data in relation to the UK are based on an exchange rate of NIS 4.19 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 Toton Projects in the UK and the projects 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 expected construction completion dates of the projects are based on the estimates of the Company's management and/or the management of investee companies, which are based, among other things, on the completion dates set in construction agreements, connection approvals, or estimates of a local partner, the project developer or external advisors.
- (3) The construction costs and financing terms of the projects are based on the estimates of the Company's management and/or the management of investee companies, which rely, among other things, on executed procurement, construction (EPC) and maintenance agreements, contractor price quotes and costs of acquiring rights in the projects. In projects in which the final terms of the construction agreements have not yet been finalized, the estimates are based on costs in similar projects, taking into account changes in the market (such as component prices, transportation and financing). In cases of infrastructure shared among several projects, the costs were calculated based on an assumption of proportional allocation among the projects benefiting from the infrastructure.
- (4) Leverage ratios, interest costs and margin terms are based on the Company's management estimates, which rely, inter alia, on terms established in existing financing agreements or in advanced drafts of term sheets for similar projects; indications and data received in negotiations with financial institutions; investment and financing transactions with Tax Equity Partners customary in the United States; market interest rates and swap rates (such as EURIBOR and SONIA) for the relevant loan tenors; and public information and market estimates regarding customary financing terms. With respect to projects with a revenue model that is not at a guaranteed rate, the Company's estimates considered additional margins for cash flow uncertainty. 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.
- (5) The revenue data and tariffs presented in the tables are based on the Company's management estimates, which rely, inter alia, on a combination of the following sources and working assumptions: for projects operating under specific regulation, revenue estimates are based on tariffs determined in relevant regulatory frameworks, competitive processes (CfD tenders and quotas), or power purchase agreements (PPA/Tolling) that have been executed or are expected to be executed, including indexation where relevant; for projects that do not benefit from a guaranteed tariff, the estimates are based on electricity price forecasts in the open market; estimates regarding revenues from storage facilities and hybrid systems are based on models of grid services (availability, curtailment, avoidance of clipping), estimates of arbitrage prices (time-of-use), urban deployment benefits ("urban premium"), and forecasts of external consultants regarding operating revenues in the first year of operation; estimates regarding actual system capacity, average annual solar irradiation hours (which vary according to geographic location and technology type), as well as estimates regarding the customers' self-consumption profile and the proportion of electricity to be injected into the grid; assumptions regarding inflation rates and indexation to relevant indices in accordance with consulting firms' estimates. It should be emphasized that actual revenues may be lower or higher than these estimates, among other things as a result of changes in electricity prices in the free

market, final contract terms in PPA agreements, regulatory changes, or deviations in actual production and consumption data relative to estimates.

- (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 metric is calculated as gross profit plus depreciation and amortization, taking into account the Company’s management estimates regarding the ongoing maintenance costs of the system, which are based, among other things, on: maintenance costs set in executed agreements with EPC contractors, equipment suppliers and operation and maintenance service providers in the relevant projects or similar projects; proposals received from suppliers during negotiations; data presented to financing parties; and forecasts of external consulting firms. In the relevant projects, the estimates take into account the terms of the tolling and services agreements executed with battery suppliers and maintenance contractors.
- (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 has not yet been obtained for some of the projects as detailed in the tables above, and there is no certainty regarding receipt of the aforementioned 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 is noted that tax equity partners also hold projects in the United States, while the holding percentage in relation to these projects describes the Company’s holdings without taking into account the percentage of tax partners’ rights. For additional details about tax partners in projects, see Section 3.4 of the Description of the Corporation’s Business for 2025. It should be noted that all holdings in the project corporations of projects for which the table states that there is senior debt are pledged, as of the Report Date, in favor of the banks financing these projects.
- (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 Report Date, some of the projects are financed from equity as detailed in the tables above. 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.

**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, the Rising Lion Operation, and Lion's Roar Operation 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 for 2025.

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 for 2025, 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 for 2025. 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 first quarter of 2026 and up to the date of publication of the Report, the Company continued to promote and expand its development platforms and project portfolio, as follows:

### 1.5.1 General -

**1.5.1.1 Ellomay** – On March 4, 2026, the Company completed the acquisition of 45.85% of the issued and paid-up capital of Ellomay Capital Ltd. ("**Ellomay**"), which is a dual-listed public company, whose shares are traded on the NYSE American and the Tel Aviv Stock Exchange, for a total consideration of approximately NIS 458.5 million, as detailed in Section 4.7.13 of the chapter of the Description of the Corporation's Business for 2025. Ellomay operates as a producer of conventional and renewable energy in Europe, Israel and the United States, with its principal activity focusing on solar projects, biogas and energy storage. In addition, Ellomay holds 83.3% of the rights to the Manera pumped storage project, as well as a portfolio of hundreds of megawatts in solar projects in Italy, Spain and the US in various stages of development. As of the end of the Report Period, Ellomay held approximately 16.9% (indirectly) of the issued and paid-up share capital of Dorad Energy Ltd. ("**Dorad**"). During the Report Period, Ellomay conducted negotiations for the sale of its holdings (indirectly) in Dorad, and after the Report Period, on May 10, 2026, Ellomay completed the sale of its holdings in Dorad shares in consideration for a total of approximately NIS 559.8 million and deduction of Ellomay's share in the net financial debt of the company through which Ellomay held the Dorad shares, in the amount of approximately NIS 182.7 million.

### 1.5.1.2 Data Centers –

On May 25, 2026, Nofar Data Center Israel Shoham, a limited partnership held (indirectly) 90% by the Company ("**Nofar Shoham**"), entered into an agreement with B.S.R. Shoham - Center Limited Partnership ("**B.S.R.**") and additional owners, for the purchase of capitalized lease rights in land in Shoham with an area of approximately 32 dunams (the "Land" and the "Sale Agreement", respectively), for the purpose of development, initiation, construction, financing, holding, operation and management of a data center with a planned connection to the electricity grid of 60 MVA, which will be connected to a dedicated substation to be established for the needs of the Project, all subject to meeting the timetables for construction and connection, as customary, in a manner that enables the construction of a data center of 45 MWit (the "**Project**").

In accordance with the sales agreement, Nofar Shoham will acquire all rights to the land, which is industrial land, and which, to the best of the Company's knowledge, allows, among other things, the establishment of a server farm project, subject to the representations, undertakings and declarations made by the sellers as part of the sales agreement, for a consideration of approximately NIS 361 million. The consideration will be paid in three installments, as specified in the sales agreement, with the first payment set at approximately NIS 36 million, which will be paid subject to the fulfillment of suspensive conditions and additional conditions stipulated in the sales agreement.

Concurrently with the signing of the sale agreement, the Company (through corporations held by it) and B.S.R. Engineering and Development Ltd. (which holds 10% of the rights in Nofar Shoham) entered into a partners agreement in the Partnership regulating the activity of the Partnership. The general partner of Nofar Shoham is Nofar D.C. Ltd., a dedicated company wholly owned by the Company, which will be responsible for managing the Partnership and its business, subject to special resolutions of the limited partners in material matters.

It is further noted that the Company has begun initial contacts with a potential lessee for the data center, and is also examining possibilities for increasing the scope of the planned connection of the Project to the relevant

infrastructures, including to the electricity grid.

1.5.2 [Israel](#) - As part of a reorganization process, the Company began transferring the main part of its activity in Israel, except for activity explicitly excluded in the agreement signed with the Clal Group as detailed below, to Nofar Energy in Israel Ltd. ("**Nofar Israel**"), a subsidiary controlled by the Company, including the transfer of management, headquarters and support services, as well as the transfer of employees, all subject to receipt of all required approvals from third parties, including banks, lenders and partners, the vast majority of which, as of the Publication Date of the Report, have already been received, and in accordance with a ruling received on the matter from the Revenues Tax Authority.

In January 2026, the Company entered into a set of agreements with the Clal Group, under which the Clal Group will invest in the Company's activity in Israel, a total of approximately NIS 300 million in Nofar Israel, and in consideration will receive a rate of 18.75% of Nofar Israel's share capital, subject to completion of the transfer of the Company's activity in Israel to Nofar Israel and receipt of all required approvals. It is noted that the amount of the Clal Group's investment is subject to adjustments. On March 19, 2026, the first stage in completion of the transaction was carried out, in the framework of which a rate of 18.75% of Nofar Israel's share capital was allocated to Clal, and Clal transferred a total of approximately NIS 207 million to Nofar Israel. Under the Investment Agreement, the second stage for completion of the transaction must be carried out by October 31, 2026, with respect to the balance of the assets, in accordance with their relative value. For additional details, see Section 3.1.1.1 of the Description of the Corporation's Business chapter for 2025.

In addition, in July 2025, the Company entered into a memorandum of understanding with Bank Leumi in connection with the provision of refinancing in a total amount of up to approximately NIS 2.4 billion for a backlog of solar projects and storage projects in 107 project corporations in Israel, most of which were transferred to Nofar Israel, with an estimated capacity of approximately 355 MW installed and 115 MWh in commercial operation.<sup>1</sup> 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, of which 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 additional amount of approximately NIS 100 million will be allocated as a debt service framework. It is clarified that a binding agreement has not yet been executed between the parties and is still being negotiated, 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

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<sup>1</sup> 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.

is not executed by June 30, 2026, the term of the term sheet will expire. Additionally, over the past few months, the Company has been engaged in the development of two gas-fired power plants using combined cycle technology, for which the Planning Director's recommendation 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, during the Report Period, Nofar Israel began the construction of its first Stand Alone storage facility in Israel.

In addition, as of the Publication Date of the Report, Israel Electric Corporation Ltd. updated Nofar Israel that connection approvals in respect of a total of approximately 0.8 GWh will be advanced to 2027.

For details on the project backlog in Israel, see Section 1.4 above.

### 1.5.3 USA - The Company's operations in the US are carried out by Nofar USA, which owns Nofar USA EIM and Blue Sky (67% indirectly owned by the Company).

The operations of Nofar USA EIM, which is 90% indirectly owned by the Company, focuses mainly on solar projects, electricity generation using other technologies, and Utility Scale storage projects. In February 2026, Nofar USA EIM completed the purchase of a solar portfolio from Pinegate, which is in bankruptcy proceedings (Chapter 11), comprising 9 solar projects on the transmission grid (Utility-Scale) located in 4 states in the U.S. (Texas, Alabama, North Carolina and South Carolina), with an aggregate capacity of approximately 1 GWdc, of which 7 projects are in commercial operation (648 MWdc), one project is in an advanced construction stage (106 MWdc) and one project is in the commencement of construction stage (225 MWdc). In addition, the Company entered into a bridge financing agreement in the amount of approximately USD 255 million from Bank Hapoalim to finance part of the consideration for the purchase of the Project.

After the Report Period, in April 2026, Foley Solar, LLC ("**Foley**"), an indirect subsidiary of the Company, which is one of the Pinegate portfolio companies, holding a solar project with a capacity of 106 MWdc, the construction of which is in the final stages and in respect of which a fixed-price power purchase agreement (PPA) was signed for a term of approximately 17 years (the "**Project**"), entered into a non-binding memorandum of understanding with a leading financial institution in the U.S. (the "**Memorandum of Understanding**") for the execution of a Tax Lease Transaction for the monetization of the tax benefits of the Project and its financing.

In accordance with the Memorandum of Understanding, a Sale & Leaseback Transaction will be executed, in the framework of which the financial institution will purchase the Project from Foley in consideration for a total of approximately USD 221 million, and will lease it back to the Company for a period of 153 months, and on the Closing Date Foley will provide the financial institution with credit in the amount of approximately USD 77 million for the purpose of financing part of the purchase price, such that the net consideration to be received by Foley will amount to approximately USD 135 million. This consideration is expected to be used to reduce the aforesaid bank debt in the amount of approximately USD 255 million raised by the Company for the purpose of purchasing the Pinegate portfolio. Closing of the Sale & Leaseback Transaction is expected to occur within 90 days from the commercial operation date/the date on which the Project will be deemed ready for use, with a target completion date set for July 1, 2026. As of the Publication Date of the Report, the

Company has begun the process of connecting the Foley Project to the electricity grid and is acting to complete it.

In addition, after the Report Period, Nofar USA began receiving revenues from the sale of electricity in the East Atmore Project.

Furthermore, Nofar USA is negotiating an investment in a company that develops electricity generation and supply infrastructures for large data centers, in accordance with a non-binding memorandum of understanding that was signed, and under which the Subsidiary will also have the exclusive right to establish the energy supply system for the said data centers.

**1.5.4 Romania** – As of the Report Date, the local development platform is engaged in completing the connection and operation of the Iepuresti, Ghimpati and Slobozia projects, completing the construction of the Corbi Mari and Volter projects, and developing and constructing storage projects adjacent to the solar projects. On May 15, 2026, the two project companies managing and constructing the Iepuresti and Ghimpati energy storage projects entered into an agreement to commence work and term sheets with an international battery supplier. These engagements include non-binding term sheets for an agreement for the procurement and supply of Battery Energy Storage Systems (BESS), non-binding term sheets for a Long-Term Service Agreement (LTSA), and a Limited Notice to Proceed agreement, for the purpose of developing storage projects of a material scope with an aggregate capacity of approximately 280 MW and capacity of approximately 860 MWh. The expected consideration in respect of the said engagements, insofar as the term sheets are signed, is estimated at approximately EUR 80 million. In addition, payment terms were determined in the term sheets that reflect material supplier credit to the project companies, under which only a limited part of the consideration is paid in the early stages, while most of the consideration is deferred to the commercial operation date of the project.

In April 2026, the Company completed an agreement to purchase approximately 50.5% of the shares of an electricity trading company incorporated in Romania, in consideration for an amount that is not material to the Company.

As of the Publication Date of the Report, the Company completed the connection of the Iepuresti Project to the electricity grid, and began gradual flow of electricity into the electricity grid. In addition, the Company began the process of connecting the Ghimpati Project to the electricity grid and is acting to complete it.

In addition, the development platform in Romania is engaged, as of the Report Date, in locating potential purchasers for electricity to be generated in its facilities.

For details on the project backlog in Romania, see Section 1.4 above.

**1.5.5 Italy** - The Company is active in Italy through Sunprime Holdings S.R.L ("Sunprime"), which is held indirectly at a rate of approximately 31.35%, and is engaged in the development, planning, licensing, construction and operation of photovoltaic systems on rooftops in Italy and ground-mounted systems, which operate by virtue of a tender process conducted by the Italian electricity services manager (GSE) for the sale of electricity in the form of contracts for differences (Contract for Differences), as well as additional ground-mounted systems, including ground-mounted solar systems and storage projects.

In November 2022, Sunprime entered into and made the first drawdown of financing for the construction of

solar projects in a scope of up to EUR 150 million,<sup>2</sup> and in July 2024, Sunprime entered into an additional project financing agreement in a scope of up to EUR 204 million.<sup>3</sup> In February 2026, Sunprime entered into an additional financing agreement for approximately EUR 507 million. The financing agreement enables Sunprime to construct solar projects with an aggregate capacity of approximately 290 MW and storage projects with a capacity of approximately 350 MW, and an aggregate storage capacity of approximately 1,400 MWh.

In addition, in February 2026, Sunprime entered into a series of agreements with high-consumption industrial electricity consumers (and/or through the relevant managing entity) in Italy within the Energy Release mechanism.

As of the date of the Report, Sunprime is engaged in preparation for the construction of storage projects, in addition to the construction and development of its owned solar projects. Sunprime also operates, through the subsidiary Sunprime Development, as the construction contractor in all facilities that it develops. Under this mechanism, construction profits under the Cost + method are accumulated in the construction company and are injected into the project companies as Sunprime's share in the equity. This mechanism enables the Sunprime platform to reduce construction costs and also to minimize the capital requirements from the owners while creating internal equity sources through the contracting profits.

**1.5.6** [Spain](#) - As of the Report Date, the development activity in Spain is carried out through Noy-Nofar Europe, in cooperation with local developers who hold between 5% and 10% of the rights in the projects.<sup>4</sup> The Company holds, by way of Noy Nofar, three active solar projects in the country with a cumulative supply of 407 MW. Approximately 50% of the expected electricity output from the projects is under PPA agreements for a term of between 3 and 10 years.<sup>5</sup> As of the Report Date, the Company is engaged in the development of the Sabinar III solar project, concurrently with the development of storage projects that will also be connected to the substation of the Olmedilla and Sabinar projects, and is also acting to develop a wind project that will also be connected to the same substation.

**1.5.7** [UK](#) -

**1.5.6.1. Atlantic Green (Stand Alone storage)** - As of the Report Date, Atlantic Green Limited ("**Atlantic Green**") owns the Cellarhead project<sup>6</sup>, with a grid connection capacity of 300 megawatts and a storage capacity of approximately 624 MWh, and the Buxton storage project<sup>7</sup>, with a grid connection capacity of approximately

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<sup>4</sup> For details regarding the cooperation agreement with the local developers, see Section 3.3.1.3 in the chapter of the Description of the Corporation's Business for 2020, which is included in this report by way of reference.

<sup>5</sup> For details regarding the electricity sales agreements, see immediate reports published by the Company on April 3, 2022 (Reference No. 2022-01-035163) and August 8, 2022 (Reference No. 2022-01-099826), which are included herein by way of reference.

30 MW and a storage capacity of 60 MWh.

In addition, Atlantic Green is examining the introduction of new partners into its existing projects as well as entry into new projects.

1.5.6.2. Noventum – During the Report Period, Noventum Power Limited ("**Noventum**") continued to advance the backlog of projects owned by it, with the objective of bringing them to the Ready to Build stage. In February 2026, Noventum won three contracts for differences (CfD) under Allocation Round 7 (AR7)<sup>8</sup> of the Government of the United Kingdom. These contracts for difference give three solar projects (the "Projects") a guaranteed rate of approximately GBP 65.23<sup>9</sup> per megawatt hour for a period of 20 years from the date of operation. The estimated connection date of the Projects is between the years 2027-2028, subject to receipt of approval for the connection date from the system operator and the distribution company. Noventum has also begun initial initiation proceedings of Data Centers, including through the conversion of existing grid connections owned by the company into grid connections suitable for data centers. In addition, Noventum is examining value enhancement through the sale of some of the projects developed by it to third parties. It should be clarified that, given the initial stages of the proceedings, as of the Report Date, there is no certainty regarding the success of the value overflow process, its timing and conditions, or the development processes of the server farm.

1.5.8 Germany – In 2023 and 2024, the Company acquired the Stendal Project, which is a storage project in Germany with a capacity of 104 MW. In December 2025, a wholly owned subsidiary, indirectly, of the Company sold 49% of the share capital of the corporation establishing and operating the Stendal Project.

As of the Publication Date of the Report, the Company has begun the process of connecting the Stendal Project to the electricity grid and is acting to complete it, while examining entry into additional storage projects in various development stages in Germany.

1.5.9 Poland – The main part of the Company's activity in Poland is carried out through Nofar Energy Polska sp. z o.o ("**Nofar Poland**"), a company wholly owned by the Company. Nofar Poland holds a broad and diverse backlog of assets of solar projects integrated with storage (BESS) that are in operation, advanced construction and strategic initiation stages. Nofar Poland also acts broadly to implement stand alone or hybrid storage solutions in all of its projects in Poland. During the Report Period, the platform in Poland received approval of immediate grid connection conditions without additional costs on the grid for the addition of storage in the Krzywińskie Project. Furthermore, connection of the Krzywińskie Project, Stage 2, began, completing it to 25 MW, and the facility is in testing stages. In addition, during the Report Period, Nofar Poland signed a strategic 5-year CPPA agreement for the Krzywińskie Project, 25 MW solar. In addition, during the Report Period, a construction agreement was signed for Stage 2 of the Dziewoklucz Project, completing it to 26 MW.

As of the date of publication of the Report, the Company is in talks to enter into a financing agreement for the Dziewoklucz, Krzywinski and Cybinka projects with an estimated financing volume of approximately EUR 23

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<sup>8</sup> CfD Auction under the 7th Round of the Allocation Regulations 2014 and the Contracts for Difference Allocation Round 7: Contract Allocation Framework (July 2025) ("AR7").

<sup>9</sup> The tariff is set forth in 2024 terms, which will be linked to the rate of change in the consumer price index (CPI) (the "Index"), as of 2024 and throughout the operating period.

million.

For details on the project backlog in Poland, see Section 1.4 above.

**1.5.10 Serbia** – As of the Publication Date of the Report, the Company has two solar projects in Serbia with an aggregate capacity of approximately 26.6 MW, which were connected to the grid in the first quarter of 2025. As of the date of publication of the Report, the Company is examining the possibility of overflowing value in projects. In addition, during the Report Period, the Company successfully completed optimal refinancing with AIK Bank in an immaterial amount.

For additional details about the project backlog in Serbia, see Section 1.4 above.

**1.5.11 Greece** - The Company is advancing an independent battery storage project (BESS) in Greece, with planned capacity of 50 MW and capacity of 100 MWh. The Company is leading the development, licensing and commercial preparation stages of the said project in cooperation with local parties, while examining advanced financing structures and cash flow models, with the objective of creating a strong, risk-hedged and highly profitable storage platform in Greece. For additional details about the project backlog in Greece, see Section 1.4 above.

**1.5.12 Macroeconomic Review**– In the first quarter of 2026, a trend of cautious monetary easing was recorded in Israel and in some of the main markets in the world, against the background of a certain moderation in inflationary pressures, alongside continued macroeconomic and geopolitical uncertainty.

In Israel, in January 2026, the Bank of Israel reduced the interest rate to 4.00%, compared with a rate of 4.25% at the end of 2025. This decision reflected an assessment regarding relative stabilization in the local economic environment and gradual convergence of inflation into the target range, while taking continued caution in light of volatility in the exchange rate, the fiscal challenges in managing the State budget and the continued security situation.

In the United States, the Fed rate stood in the range of 3.50%-3.75%, while monetary policy continued to be characterized by a conservative approach in light of inflation that moderated but remained above the target throughout part of the period. In England, the central bank interest rate stood at 4.25%, while maintaining a moderate restrictive policy in light of an inflation environment that still required close monitoring.

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 2025, see Sections 2.2, 3.2.1.3, 3.3.1.2 and 3.4 of the chapter Description of the Corporation's Business for 2025, which is included in this Report by way of reference.

**The estimations of the Company as stated in this Section 1.5 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 for 2025, which is included in this Report by way of reference.**

## 1.6 Financial condition:

Section	As of						Explanations of the Board of Directors
	March 31, 2026		March 31, 2025		December 31, 2025		
	In NIS thousands						
	Amount	% of total balance sheet	Amount	% of total balance sheet	Amount	% of total balance sheet	
<b>Cash and cash equivalents</b>	1,037,479	7.8%	386,249	5.6%	612,600	9.5%	The main increase derives from the issuance of Bonds and receipt of loans from banking corporations and others, as well as from the first-time consolidation of Ellomay.
<b>Shorts term deposits</b>	6,134	0.0%	98,627	1.4%	6,139	0.1%	The main decrease from the corresponding period last year is due to an exercise of deposits.
<b>Short term restricted cash</b>	111,686	0.8%	2,418	0.0%	0	0.0%	The increase compared to the same period last year is due to the first consolidation of Ellomay and the Pinegate Portfolio.
<b>Customers</b>	222,501	1.7%	119,866	1.7%	170,007	2.6%	The main increase is due to the first-time consolidation of the customer balance for Ellomay and the Pinegate portfolio.
<b>Accounts receivable</b>	378,285	2.8%	133,964	1.9%	315,205	4.9%	The main increase is due to the first-time consolidation of the balance of receivables for Ellomay and the Pinegate portfolio.
<b>Asset held for sale</b>	559,800	4.2%	0	0.0%	0	0.0%	The balance arises from the classification of the "Dorad" power station as an asset held for sale.
<b>Inventory</b>	18,725	0.1%	19,075	0.3%	18,281	0.3%	
<b>Short term financial assets</b>	18,105	0.1%	1,295	0.0%	0	0.0%	The main increase is due to the first-time consolidation of the balance of receivables for Ellomay and the Pinegate portfolio.
<b>Total current assets</b>	<b>2,352,715</b>		<b>761,494</b>		<b>1,122,232</b>		
<b>Investments in investee companies accounted for using the equity method</b>	1,422,807	10.7%	1,087,496	15.8%	1,444,631	22.3%	The main increase compared with the corresponding period last year derives from the transition of a consolidated company to a company accounted for using the equity method and from investments for the construction of projects.
<b>Advances on account of an investment</b>	0	0.0%	0	0.0%	136,767	2.1%	Advances for the acquisition of Ellomay and the Pinegate portfolio that were completed during the Report Period and classified as an investment in subsidiaries.
<b>Right of use asset</b>	537,555	4.0%	383,546	5.6%	247,512	3.8%	The main increase is due to the first-time consolidation of the assets in Ellomay and the Pinegate portfolio.
<b>Financial derivatives</b>	82,096	0.6%	26,078	0.4%	11,123	0.2%	The main increase is due to the first-time consolidation of the assets in Ellomay and the Pinegate portfolio.
<b>Long-term receivables</b>	73,028	0.5%	39,213	0.6%	4,763	0.1%	The main increase is due to the first-time consolidation of the assets in Ellomay and the Pinegate portfolio.
<b>Fixed assets</b>	8,261,843	62.2%	4,366,579	63.5%	3,259,242	50.3%	The main decrease is mainly due to the first-time consolidation of the balance of assets in respect of Ellomay and the Pinegate portfolio and to additional investments in the Group's assets.
<b>Deposits in bank corporations and others</b>	17,140	0.1%	26,076	0.4%	17,487	0.3%	
<b>Restricted use deposits</b>	74,262	0.6%	16,092	0.2%	14,146	0.2%	The main increase is due to the first-time consolidation of cash balances and deposits used to secure the repayment of loans in Ellomay and the Pinegate portfolio.

Section	As of						Explanations of the Board of Directors
	March 31, 2026		March 31, 2025		December 31, 2025		
	In NIS thousands						
	Amount	% of total balance sheet	Amount	% of total balance sheet	Amount	% of total balance sheet	
Deferred taxes	182,564	1.4%	20,964	0.3%	118,987	1.8%	The bulk of the increase compared to the same period last year is primarily due to an increase in the tax loss for carryforward asset.
Intangible asset	279,121	2.1%	153,950	2.2%	100,091	1.5%	The main increase stems primarily from goodwill in Ellomay following the acquisition of control over it.
<b>Total non-current assets</b>	<b>10,930,416</b>		<b>6,119,994</b>		<b>5,354,749</b>		
<b>Total assets</b>	<b>13,283,131</b>		<b>6,881,488</b>		<b>6,476,981</b>		
Short-term loans, and current maturities for long-term loans from banking corporations	1,201,537	9.0%	183,931	2.7%	348,978	5.4%	The increase compared to previous periods is due to short-term project credits and current advances to project loans in Ellomay and the Pinegate portfolio.
Current maturities of bonds	367,132	2.8%	92,243	1.3%	125,341	1.9%	The increase compared with prior periods derives from current maturities of Bonds in Ellomay, which was consolidated for the first time.
Commercial papers	275,000	2.1%	0	0.0%	225,000	3.5%	The increase stems from the raising of a tax credit during the Report Period in a consolidated entity.
Current maturities of lease liabilities	33,648	0.3%	24,374	0.4%	21,699	0.3%	
Suppliers and service providers	167,949	1.3%	78,393	1.1%	56,110	0.9%	The main increase stems from the first-time consolidation of the assets in Ellomay and the Pinegate portfolio and supplier balances of construction contractors in projects where investment in the construction of assets continues.
Trade payables	224,645	1.7%	85,244	1.2%	76,519	1.2%	The bulk of the increase compared to the same period last year stems from the first-time consolidation of Ellomay and the Pinegate portfolio.
Short-term tax partner commitment	228,657	1.7%	0	0.0%	0	0.0%	The balance arises from a tax joint venture in a company that was first consolidated in the US for operated projects. A tax partner that existed before the acquisition.
Financial derivatives	28,635	0.2%	1,918	0.0%	4,746	0.1%	
<b>Total current liabilities</b>	<b>2,527,203</b>		<b>466,103</b>		<b>858,393</b>		
Long-term loans from banks	3,734,134	28.1%	845,508	12.3%	1,163,294	18.0%	The increase stems from project loans received from banking corporations in companies that were merged for the first time and the receipt of additional project and non-project loans in the Group's corporations.
Liability to tax partner	362,859	2.7%	0	0.0%	0	0.0%	The balance arises from a tax joint venture in a company that was first consolidated in the US for operated projects. A tax partner that existed before the acquisition.
Lease liabilities	493,508	3.7%	364,734	5.3%	240,082	3.7%	The majority of the increase is due to the first-time consolidation of liabilities of Ellomay and the Pinegate portfolio.

Section	As of						Explanations of the Board of Directors
	March 31, 2026		March 31, 2025		December 31, 2025		
	In NIS thousands						
	Amount	% of total balance sheet	Amount	% of total balance sheet	Amount	% of total balance sheet	
Loans from others	331,886	2.5%	22,881	0.3%	40,062	0.6%	The main increase is due to the first-time consolidation of loans to related parties and others of Ellomay, and a subsidiary that received a loan from its minority interests.
Deferred taxes	246,991	1.9%	191,321	2.8%	115,350	1.8%	
Bonds	2,978,121	22.4%	1,882,687	27.4%	2,136,427	33.0%	The increase compared to previous periods is due to the issuance of Series D + E Bonds (net of payments made). In addition, the increase relative to December 2025 is due to the first consolidation of bonds in Ellomay.
Convertible bonds	10,362	0.1%	465,958	6.8%	24,482	0.4%	The increase compared with the corresponding period last year and December 2025 derives from the exchange of Series B Bonds for straight Bonds from Series D and ordinary shares.
Other liabilities	51,221	0.4%	96,294	1.4%	24,615	0.4%	The decrease compared to the corresponding period last year arises mainly from a decrease in the liability to pay a minority shareholder in a subsidiary for the purchase of its holdings.
<b>Total non-current liabilities</b>	<b>8,209,082</b>		<b>3,869,383</b>		<b>3,744,312</b>		
Share capital and premium	1,864,875	14.04%	1,716,256	24.9%	1,860,350	28.7%	
Surplus (loss balance)	(145,357)	%(1.09)	(208,838)	%(3)	(79,940)	%(1.2)	
Capital reserves	75,827	0.57%	222,801	3.2%	80,808	1.2%	Composition of Reserves – revaluation, translation differences, share-based payments, cash flow hedges, transactions with non-controlling interests, and the convertible component of bonds.
<b>Total capital attributed to shareholders of the Company</b>	<b>1,795,345</b>		<b>1,730,219</b>		<b>1,861,218</b>		
Non-controlling interests	751,501	5.66%	815,783	11.85%	13,058	0.20%	The increase compared with December 31, 2025 derives from the first-time consolidation of Ellomay, in which the Company's holding rate is 45.85%, and from an allocation of equity in a subsidiary. The decrease compared to the corresponding period last year stems from the transition from a consolidated company to a Company accounted for using the equity method of accounting.
<b>Total capital</b>	<b>2,546,846</b>		<b>2,546,002</b>		<b>1,874,276</b>		
<b>Total liabilities and capital</b>	<b>13,283,131</b>		<b>6,881,488</b>		<b>6,476,981</b>		

## 1.7 Results of operations:

Section	For the three-month period ended on March 31		For the year ended on December 31	Explanations of the Board of Directors
	2026	2025	2025	
	NIS thousands			
Revenues from the sale of electricity and others	64,508	58,299	311,299	The main change compared with the corresponding period last year derives from a decrease in revenues from the construction of solar facilities in Israel, compared with an increase in revenues from electricity in Israel and abroad, and in addition, the inclusion of one month of results of Ellomay and the Pinegate portfolio.
Other income - tax partner	18,593	1,634	6,246	The change is due to results in the period of companies that were consolidated for the first time.
<b>Total revenues</b>	<b>83,101</b>	<b>59,933</b>	<b>317,545</b>	
Setup and operating costs	73,069	60,525	286,303	The main decrease from income from the construction of solar installations in Israel. On the other hand, there is an increase compared to the same period last year, resulting from maintenance, operating and depreciation expenses in connected projects and in the Ellomay and Pinegate portfolios.
Management and general expenses	28,376	19,856	95,679	Mainly HR expenses, professional services, management, maintenance, and office fees.
Marketing and sale expenses	2,619	2,491	9,545	Mainly labor expenses, advertising and branding.
Other expenses	713	2,623	36,629	The other expenses for 2025 arise mainly from a provision for impairment of fixed assets of a consolidated company and an additional amount for a commitment resulting from a contract.
<b>Total expenses</b>	<b>104,777</b>	<b>85,495</b>	<b>428,156</b>	
Other income	53	1,216	327,637	Other income in 2025 stems mainly from a profit from the transition of a consolidated company to the Company's transition to equity accounting. In addition, project for the sale of another associate, and a decrease in the obligation to pay a minority shareholder in a subsidiary for the purchase of its holdings.
<b>Operating profit (loss)</b>	<b>(21,623)</b>	<b>(24,346)</b>	<b>217,026</b>	

<b>Rate of operating profit from revenue</b>	%(26.02)	%(40.62)	68.34%	
<b>Financing expenses</b>	49,645	31,552	207,076	Expenses mainly for interest and linkage on bonds and loans from banking corporations, less non-specific credit capitalization.
<b>Financing income</b>	6,935	12,631	37,155	Revenues 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.
<b>Financing expenses, net</b>	42,710	18,921	169,921	
<b>Profit (loss) after financing expenses</b>	<b>(64,333)</b>	<b>(43,267)</b>	<b>47,105</b>	
<b>Company's share in the profits (losses) of companies handled based on the equity method, net</b>	(14,954)	(13,523)	(21,203)	Derived from the results of corporations included in Spain, Italy and Israel.
<b>Profit (loss) before taxes on income</b>	<b>(79,287)</b>	<b>(56,790)</b>	<b>25,902</b>	
<b>Profit rate before income taxes</b>	<b>%(95)</b>	<b>%(95)</b>	<b>8%</b>	
<b>Revenues tax expenses (tax benefit)</b>	(3,170)	(9,313)	(25,679)	
<b>Profit (loss) for the year</b>	<b>(76,117)</b>	<b>(47,477)</b>	<b>51,581</b>	
<b>Profit (loss) for the period, attributable to Company shareholders</b>	(65,695)	(35,356)	90,130	
<b>Non-controlling interests</b>	(10,422)	(12,121)	(38,549)	
<b>Total net profit (loss) for the period</b>	<b>(76,117)</b>	<b>(47,477)</b>	<b>51,581</b>	
<b>Profit (loss) rate for period</b>	<b>%(92)</b>	<b>%(79)</b>	<b>16%</b>	
<b>Adjustments arising from hedging transactions</b>	1,600	(5,756)	12,767	The change is due to adjustments in the fund in a consolidated company.
<b>Adjustments arising from transaction of financial statements for foreign operations</b>	(75,150)	179,803	(95,535)	The change is due to exchange rate translation differences in respect of foreign currency balances.

<b>Revaluation for fixed assets</b>	10,436	433	8,121	The change is due to the update of the revaluation fund carried out by the Company regarding solar systems operating on rooftops in Israel.
<b>Part of other comprehensive income of corporations accounted for using the equity method</b>	-	242	60,725	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.
<b>Total other comprehensive income (loss)</b>	<b>(63,114)</b>	<b>174,722</b>	<b>(13,922)</b>	
<b>Comprehensive profit (loss) for the period attributed to the Company shareholders</b>	(130,329)	93,919	83,288	
<b>Non-controlling interests</b>	(8,902)	33,326	(45,629)	
<b>Total comprehensive profit (loss) for the period</b>	<b>(139,231)</b>	<b>127,245</b>	<b>37,659</b>	

## 1.8 Liquidity:

Section	For the three-month period ended on March 31		For the year ended on December 31	Explanations of the Board of Directors
	2026	2025	2025	
	NIS thousands			
<b>Net cash flow from (used in) current activities</b>	(26,362)	(32,441)	(190,312)	Cash flow used for current activities in the Report Period arises mainly from a change in the Company's working capital.
<b>Net cash flow from (used in) investing activities</b>	(1,312,601)	(336,004)	(1,271,733)	The increase in cash flow used for investing activities stems mainly from investments in companies that were acquired and consolidated in the Company's statements and investments in fixed assets.
<b>Net cash flow arising from financing activities</b>	1,766,860	392,953	1,715,733	Cash flow from financing activities is mainly derived from receiving loans from banking and other corporations and from issuance of the bond series.

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

During the Report Period, the Company had continuous negative cash flow from operating activities in the solo and consolidated financial statements, as well as negative working capital in the consolidated financial statements. As part of the Company's board of directors' meeting held on May 26, 2026, 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. In view of the Company's projected cash flow, the financing sources available to the Company, the Company's expected investments and the Company's ability to control most of these expenses, as well as the fact that the negative cash flow derives mainly from investments in various growth platforms and from financing provided by the Company to the project corporations, in lieu of their taking bank debt, and also from the manner of accounting treatment of the interest payment on the loans and its classification as cash flow used in operating activities, in the estimation of the Company's Board of Directors, the continued negative cash flow from operating activities in the solo and consolidated financial statements and the negative working capital in the consolidated financial statements do not indicate a liquidity problem in the Company.

## 1.9 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:

- 1.9.1 [Issuance of shares](#) - During the Report Period, the Company did not issue shares.
- 1.9.2 [Private Rights Issuance](#) – After the Report Period, on May 25, 2026, the Company entered into an agreement with the institutional entities from the Phoenix Group, the Phoenix Insurance Company Ltd. and the Phoenix Pension and Provident Funds Ltd., for the grant of Preferred Rights in total consideration of NIS 450 million. For details, see the immediate report published by the Company on May 25, 2026 (Reference No.: 2026-01-047825), the contents of which are included in this Report by way of reference.
- 1.9.3 [Bond Issuance](#) – The Company issues bonds from time to time, and as of the date of the Report, the Company has five bond series (Series A, B, C, D and E) in circulation, in a total amount of approximately NIS 2,385 million.

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

- In March 2026, the Company completed a public issuance of approximately NIS 150 million par value of Bonds (Series E) in consideration for NIS 1 per NIS 1 par value. For details, see the immediate report dated March 26, 2026 (Reference No.: 2026-01-028301), the contents of which are included in this Report by way of reference.

For additional details regarding the Company's Bonds (Series A, Series B, Series C, Series D, and Series E) 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.

- 1.9.4 [Long-term loans \(including current maturities\)](#) – The average long-term credit amounted to approximately NIS 2,445 million in the three-month period ended March 31, 2026, compared with approximately NIS 999 million in the corresponding period last year, and approximately NIS 1,066 million in 2025.

The average rate of long-term credit cost amounted to approximately 5.44% in the three-month period ended March 31, 2026, compared with approximately 5.5% in the corresponding period last year and approximately 6.07% in 2025.

- 1.9.5 [Short-term credit](#) – The average short-term credit amounted to approximately NIS 694 million in the three-month period ended March 31, 2026, compared with approximately NIS 112.2

million in the corresponding period last year and approximately NIS 210.8 million in 2025.

The average rate of short-term credit cost in the three-month period ended March 31, 2026 amounted to approximately 7.62%, compared with approximately 6.75% in the corresponding period last year and approximately 7.88% in 2025.

- 1.9.6 **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 three-month period ended March 31, 2026, compared with approximately 65 days in the corresponding period last year and approximately 65 days in 2025.

The average supplier credit balance amounted to approximately NIS 112 million in the three-month period ended March 31, 2026, compared with approximately NIS 75 million in the corresponding period last year and approximately NIS 78.4 million in 2025.

- 1.9.7 **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 three-month period ended March 31, 2026, compared with approximately 75 days in the corresponding period last year and approximately 75 days in 2025.

The average credit balance of customers amounted to approximately NIS 196 million in the three-month period ended on March 31, 2026, compared to approximately NIS 168 million in the corresponding period last year, and to approximately NIS 158 million in 2025.

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.

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 for 2025.

## **1.10 Substantial loans and credits**

For details regarding material loans and credits taken by the Group, see Section 4.5.5 of the chapter on the Description of the Corporation's Business for the years 2025, 2024 and 2023, the information in which is provided in this Report by 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.

For details regarding the terms of the Bonds (Series E), see **Appendix A** to the Board of Directors' Report, the shelf offering report published by the Company on March 25, 2026 (Reference No. 2026-01-027406), the report on the results of the issuance dated March 26, 2026 (Reference No. 2026-01-028301), and the Deed of Trust dated April 1, 2026 (Reference No. 2026-01-031277), the information stated therein is included in this Report by way of reference.

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 March 31, 2026 (in NIS millions)	Commitment to meeting financial standards	Compliance calculation for March 31, 2026
The Company	The trustee for holders of Bonds (Series A)	316	Minimum equity of NIS 550 million A minimum ratio between solo equity and net solo balance of 35%; The ratio of consolidated net financial debt to EBITDA will not exceed 15 <sup>10</sup> , all, for two consecutive quarters.	Equity attributed to the Company's shareholders - approx. NIS 1,796 million. Equity to solo balance sheet ratio of about 39.1%. (Solo equity - NIS 1,796 million. Solo net balance sheet - NIS 4,592 million) Equity to consolidated balance sheet ratio 19.3%. Consolidated net financial debt to EBITDA ratio – 9.76 (Financial debt NIS 1,060 million. EBITDA NIS 109 million)
	The trustee for holders of Bonds (Series B)	11	Minimum equity of NIS 900 million The minimum ratio between solo equity and the total solo net balance sheet of 36% And the ratio between consolidated equity and the total consolidated balance sheet (as these terms are defined in the trust deed) will not be less than a rate of 14%. The ratio of consolidated net financial debt to EBITDA will not exceed 15 <sup>11</sup> , all, for two consecutive quarters.	
	The trustee for holders of Bonds (Series C)	803		

<sup>10</sup> 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 associates (which are handled in its financial statements according to the equity method; the "Associates").

Borrower name	Lender's details	Loan balance as of March 31, 2026 (in NIS millions)	Commitment to meeting financial standards	Compliance calculation for March 31, 2026
	The trustee for holders of Bonds (Series D)	1,106		
	The trustee for holders of Bonds (Series E)	150	<p>Minimum equity of NIS 1,000 million;  The minimum ratio between solo equity and the total solo net balance sheet of 20%;  And the ratio between consolidated equity and the total consolidated balance sheet (as these terms are defined in the trust deed) will not be less than a rate of 14%. The ratio of consolidated net financial debt to EBITDA will not exceed 18, all, for two consecutive quarters.</p>	<p>Equity attributed to the Company's shareholders - approx. NIS 1,796 million.  Equity to solo balance sheet ratio of about 39.1%.  (Solo equity - NIS 1,796 million.  Solo net balance sheet - NIS 4,592 million)  Consolidated equity to consolidated balance sheet ratio 19.3%.  Consolidated net financial debt to EBITDA ratio – 9.76  (Financial debt NIS 1,060 million.  EBITDA NIS 109 million)</p>

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':

The loans (*)	Cross Default	Original Overall Facilities	Total balance of loans as of March 31, 2026	Financial benchmarks	Meeting financial criteria
<p>Four 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 three corporate financing facilities taken by Nofar USA (the "US Facilities").</p>	<p>The Israel Facilities include a cross-breach clause in relation to the repayment of the Company's other debts.</p> <p>The two US Facilities include a cross-default provision for other debts of Nofar USA as well as the Company.</p> <p>Another facility in the US includes a cross-breach provision for other obligations and liabilities of Nofar USA as well as the Company.</p>	<p>Israel facilities - NIS 700 million</p> <p>US facilities - USD 120 million</p>	<p>In Israel - NIS 450 million.</p> <p>In US - USD 120 million</p>	<p>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).</p> <p>Two of 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%.</p> <p>The additional framework in the US does not include financial benchmarks.</p>	<p>Regarding compliance with the financial benchmarks of the Bonds (Series B to D) - see the table above.</p> <p>Minimum equity (including shareholder loans) of Nofar USA - USD 58.8 million</p> <p>Equity-asset ratio of Nofar USA - 36%</p>
<p>Two series of commercial papers issued to institutional entities by the Company's subsidiary partnerships in Israel</p>	<p>A cross-default provision in respect of the acceleration of other debts of the Company or its consolidated companies or investee companies, on terms identical to those of the Company's bonds (Series B, C and D).</p>	<p>--</p>	<p>Commercial papers series Nofar Israel Energy LP in the amount of NIS 65 million</p> <p>Commercial paper series Nofar Energy Europe LP in the amount of NIS 210 million</p>	<p>-</p> <p>The consolidated equity to consolidated balance sheet ratio of the Company shall not be less than 14% for two consecutive quarters.</p>	<p>For compliance with this covenant, see the table above in relation to the Company's bonds (Series B-D).</p>

The loans (*)	Cross Default	Original Overall Facilities	Total balance of loans as of March 31, 2026	Financial benchmarks	Meeting financial criteria
A loan from Bank Leumi Le-Israel Ltd. obtained by Nofar Energy Europe Partnership, a limited partnership wholly owned by the Company, for the purpose of acquiring Ellomay.	A cross-default provision in respect of the acceleration of other debts of the borrower or the Company, provided that where the creditor is not a financial creditor or bondholders, the debt is in an aggregate amount of at least NIS 10 million.	The loan facility is in the lesser of: (a) NIS 320 million; or (b) an amount equal to 65% of the value of the Ellomay shares purchased under the Ellomay Purchase Agreement.	Approximately NIS 309 million	The loan includes financial criteria identical to the financial criteria of the Company's Bonds (Series B-D).	Regarding the actual compliance with the criteria, see the table above regarding the Company's Bonds (Series B-D).
Senior Finance Slobozia, Valter, Corbii	Cross-breach in relation to other debts of the borrowers, the shareholders of the borrowers and in relation to the Company before the completion of the projects, all under certain threshold conditions as specified in the agreement.	Approximately EUR 132 million	Approximately NIS 480 million	Annual historical and future DSCR is lower than 1.1 (as of the date of the report, the Company is not required to review the criteria).	As of the Report Date, the Company is not required to review the criteria.
A wholly owned subsidiary of Nofar USA	The agreement includes a cross-default clause, which will be triggered upon the acceleration of any of the Company's tradable Bond series.	USD 255 million	USD 255 million	---	---
Bonds of the Company	For details regarding the terms of the Bonds (Series A-E) which include a cross-breach provision, see the table above.				

## 1.11 Material valuations

The Company made use of very material valuations for the purpose of determining the value of data in the Company's financial statements, as follows:

- (a) A very material valuation regarding the purchase price allocation (PPA) of tangible and intangible assets acquired by Nofar USA as part of the transaction for the purchase of the Pinegate portfolio, as of February 26, 2026, which is attached to this Report.
- (b) A very material, provisional valuation regarding the purchase price allocation (PPA) of the tangible assets, intangible assets and liabilities acquired as part of the purchase of the share capital of Ellomay Capital Ltd. by the Company, as of March 31, 2026. It is clarified that the valuation is a provisional valuation and therefore it was not attached to this Report. Upon completion of the accounting treatment of the business combination and receipt of the final valuation, the Company will examine its materiality in accordance with the provisions of Article 8B of the Reports Articles, and insofar as the final valuation meets the quantitative thresholds, the required disclosure will be provided with respect thereto.

Below are details regarding the valuation in accordance with Article 8B and Article 49 of the Reporting Regulations:

Feature	Very Material Valuation - Purchase Price Allocation (PPA) of Tangible and Intangible Assets in the Framework of the Transaction for the Purchase of the Pine Gate Portfolio
<b>Identification of the assessment topic</b>	The fair value valuation of identified tangible and intangible assets from a portfolio of Utility Scale photovoltaic solar systems of Pine Gate Renewables, LLC.
<b>Timing of the assessment</b>	Feb. 26, 2026
<b>Value of the subject of the appraisal immediately before the appraisal date</b>	N/A.
<b>Value of the assessment topic determined in accordance with the valuation</b>	The total fair value of the assets determined in the report is USD 844,453 thousand. Out of this amount, the total current and tangible assets were valued at USD 854,353 thousand, and the intangible PPA assets were valued at a negative amount of USD (9,900) thousand, such that the total assets amount is USD 844,453 thousand.
<b>Identity of appraiser and characteristics</b>	The valuation was performed by Steven Munson, CFA, ASA, a partner in the Valuation Advisory Services department in the consulting group of CohnReznick Advisory LLC, who has over eight years of experience in performing valuations of assets and

<b>Feature</b>	<b>Very Material Valuation - Purchase Price Allocation (PPA) of Tangible and Intangible Assets in the Framework of the Transaction for the Purchase of the Pine Gate Portfolio</b>
	businesses, with expertise in energy, infrastructure, solar and wind assets.
<b>Valuation model that the appraiser used</b>	<p>The appraiser examined customary valuation approaches for intangible assets and tangible assets. With respect to the intangible assets, the cost approach, income approach and market approach were examined. With respect to the tangible assets, the market approach was also examined, but in view of the lack of sufficient public information regarding similar transactions, for the purpose of valuing the tangible assets, the income approach was mainly applied by means of a discounted cash flow (DCF) model.</p> <p>In addition, reasonableness tests were performed by means of IRR, WACC and WARA analysis, and intangible assets of the type of power purchase agreements (PPA), including an ancillary tax benefit, were identified.</p> <p>The work was performed for the purpose of allocating the purchase cost of the assets acquired in accordance with IFRS 3, IAS 16 and IAS 38, and not in the framework of an impairment test under IAS 36.</p>
<b>The assumptions under which the assessor carried out the valuation</b>	<p>The valuation was based, inter alia, on information, forecasts and data provided by management and by third parties, without independent verification.</p> <p>It was assumed that the use of the assets as part of an active group of assets reflects their highest and best use (in-use premise).</p> <p>The assumed tax rate was 26.0%.</p> <p>The implied IRR rate was estimated at 8.46%.</p> <p>The WARA rate was estimated at 7.2%;</p> <p>The target capital structure was assumed at 40.0% equity and 60.0% debt;</p> <p>The cost of debt was determined at 5.88%;</p> <p>The IBR rate was estimated at 5.85%, based on the yield on 10-year U.S. government bonds, credit risk premium, duration adjustment and collateral adjustment.</p> <p>The valuation took into account, inter alia, adjustments to the cash flow for the purpose of calculating the IRR, including adding back depreciation, changes in working capital and forecast capital investments. It was further assumed that the forecasts do not include unique synergies. The valuation included 7 operational projects, one project in the Notice to Proceed stage and one project under construction.</p>

<b>Feature</b>	<b>Very Material, Provisional Valuation - Purchase Price Allocation (PPA) of Tangible Assets, Intangible Assets and Liabilities Acquired as Part of the Purchase of the Share Capital of Ellomay Capital Ltd.</b>
<b>Identification of the assessment topic</b>	The fair value valuation of the tangible assets, intangible assets and liabilities acquired as part of the purchase of the share capital of Ellomay by the Company, as well as estimation of the appropriate amortization period of these assets.
<b>Timing of the assessment</b>	March 31, 2026
<b>Value of the subject of the appraisal immediately before the appraisal date</b>	N/A.
<b>Value of the assessment topic determined in accordance with the valuation</b>	The total consideration for the purpose of the purchase price allocation was determined at EUR 127,186 thousand, of which tangible assets amounted to EUR 104,435 thousand, a tax reserve in respect of excess cost amounted to EUR (28,119) thousand, and goodwill amounted to EUR 50,870 thousand.
<b>Identity of appraiser and characteristics</b>	The valuation was performed by Variance Economic Consulting Ltd. Variance has extensive experience in performing economic work and valuations for accounting and other purposes.
<b>Valuation model that the appraiser used</b>	The valuation was performed in accordance with the guidelines of IFRS 3R and IFRS 13. For the purpose of valuing the projects, use was made mainly of the income approach by means of discounted cash flows (DCF) at the project level, before the debt component, with discounting at the WACC. The report and appendices also detail the use of CAPM for the purpose of determining the cost of capital. With respect to intangible assets, the market approach, cost approach, Multi-Period Excess Earnings Method (MPEEM) and relief-from-royalty method were also detailed.
<b>The assumptions under which the assessor carried out the valuation</b>	<p>The valuation was based, inter alia, on information, forecasts and data provided by the management of Ellomay Capital Ltd. and the Company, as well as on external information sources and industry information, without audit or independent verification of the information.</p> <p>For the purpose of valuing the projects, the work was based on financial models transferred from the management of Ellomay Capital Ltd. and on the discounted cash flow (DCF) method at the project level, before the debt component, using a WACC discount rate. It was further assumed that in the absence of direct market information, the assumptions used by the purchaser in determining the purchase price constitute an indication of the assumptions that reasonable market participants would have used. For the purpose of determining the discount rates, parameters based on the CAPM model were used, including risk-free interest, market risk premium, beta, size premium, specific risk premium in some of the projects and debt rate in financing. The tax rate used in the calculations was 23%.</p>

## **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.

### **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 March 31, 2026

	As of March 31, 2026						
	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	119,620	262,301	9,615	199,408	-	446,535	1,037,479
Deposits from bank corporations and others	1,922	791	-	3,421	-	-	6,134
Customers	25,949	19,043	-	12,407	-	165,102	222,501
Accounts receivable	21,605	200,310	44,861	45,521	-	65,988	378,285
Inventory	-	-	-	-	-	18,725	18,725
Short term financial assets	-	17,718	-	-	-	387	18,105
Asset held for sale	-	-	-	-	-	559,800	559,800
Restricted use deposits	37,300	2,386	-	-	-	72,000	111,686
<b>Total current assets</b>	<b>206,396</b>	<b>502,549</b>	<b>54,476</b>	<b>260,757</b>	<b>-</b>	<b>1,328,537</b>	<b>2,352,715</b>
Investments in investee companies accounted for using the equity method	-	882,337	-	-	-	540,470	1,422,807
Right of use asset	174,910	151,084	37,044	31,945	78,475	64,097	537,555
Fixed assets	3,002,038	1,855,980	579,625	1,516,663	-	1,307,537	8,261,843
Other receivables	-	10,506	-	-	-	62,522	73,028
Intangible assets	78,215	200,841	-	-	-	65	279,121
Restricted use deposits and cash	8,341	44,061	-	2,000	-	19,860	74,262
Financial assets	29,767	52,329	-	-	-	-	82,096
Deferred taxes	-	43,069	10,511	-	-	128,984	182,564
Deposits in bank corporations and others	-	-	-	9,113	-	8,027	17,140
<b>Total non-current assets</b>	<b>3,293,271</b>	<b>3,240,207</b>	<b>627,180</b>	<b>1,559,721</b>	<b>78,475</b>	<b>2,131,562</b>	<b>10,930,416</b>
<b>Total assets</b>	<b>3,499,667</b>	<b>3,742,756</b>	<b>681,656</b>	<b>1,820,478</b>	<b>78,475</b>	<b>3,460,099</b>	<b>13,283,131</b>
Short-term loans and current maturities for long-term loans from banks	924,100	66,550	-	47,038	-	163,849	1,201,537
Current maturities of lease liabilities	9,301	3,670	3,203	1,657	12,650	3,167	33,648
Current maturities of bonds	-	-	-	-	40,770	326,362	367,132
Suppliers and service providers	21,484	25,331	74,810	25,823	-	20,501	167,949
Commercial papers	-	-	-	-	-	275,000	275,000
Liability to tax partner	228,657	-	-	-	-	-	228,657
Trade payables	83,873	25,257	4,921	13,990	-	96,604	224,645
Financial derivatives	-	6,290	-	-	-	22,345	28,635
<b>Total current liabilities</b>	<b>1,267,415</b>	<b>127,098</b>	<b>82,934</b>	<b>88,508</b>	<b>53,420</b>	<b>907,828</b>	<b>2,527,203</b>
Long-term loans from banks	1,055,367	907,711	66,496	592,801	37,723	1,074,036	3,734,134
Lease liabilities	171,911	137,522	38,412	31,174	72,510	41,979	493,508
Loan from a related party	-	217,686	-	-	-	114,200	331,886
Deferred taxes	2,374	22,071	-	-	-	222,546	246,991
Bonds	-	-	-	-	275,194	2,702,927	2,978,121
Convertible bonds	-	-	-	-	-	10,362	10,362

Liability to tax partner	362,859	-	-	-	-	-	362,859
Other liabilities	47,815	40	-	-	684	2,682	51,221
<b>Total non-current liabilities</b>	<b>1,640,326</b>	<b>1,285,030</b>	<b>104,908</b>	<b>623,975</b>	<b>386,111</b>	<b>4,168,732</b>	<b>8,209,082</b>
<b>Total liabilities</b>	<b>2,907,741</b>	<b>1,412,128</b>	<b>187,842</b>	<b>712,483</b>	<b>439,531</b>	<b>5,076,560</b>	<b>10,736,285</b>
<b>Excess of assets over liabilities (liabilities over assets)</b>	<b>591,926</b>	<b>2,330,628</b>	<b>493,814</b>	<b>1,107,995</b>	<b>(361,056)</b>	<b>(1,616,461)</b>	<b>2,546,846</b>

As of March 31, 2025

	As of March 31, 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	43,803	99,170	15,183	4,493	-	223,600	386,249
Deposits from bank corporations and others	2,250	-	-	16,661	-	79,716	98,627
Restricted use deposits	-	2,418	-	-	-	-	2,418
Customers	6,022	4,748	115	1,419	-	107,562	119,866
Accounts receivable	7,228	35,359	6,253	60,433	-	24,691	133,964
Inventory	-	-	-	-	-	19,075	19,075
Financial derivative	-	1,295	-	-	-	-	1,295
<b>Total current assets</b>	<b>59,303</b>	<b>142,990</b>	<b>21,551</b>	<b>83,006</b>	<b>-</b>	<b>454,644</b>	<b>761,494</b>
Investments in investee companies accounted for using the equity method	-	547,705	-	-	-	539,791	1,087,496
Right of use asset	35,685	184,072	44,583	47,416	39,479	32,311	383,546
Fixed assets	194,240	1,848,423	531,708	963,430	-	828,778	4,366,579
Intangible assets	110,612	5,872	-	-	-	37,466	153,950
Long-term restricted cash	10,533	-	-	-	-	5,559	16,092
Deposits in bank corporations and others	-	-	-	25,778	-	298	26,076
Deferred taxes	-	12,872	8,092	-	-	-	20,964
Other debtors - related parties	-	37,980	-	-	-	1,233	39,213
Financial assets	11,123	14,955	-	-	-	-	26,078
<b>Total non-current assets</b>	<b>362,193</b>	<b>2,651,879</b>	<b>584,383</b>	<b>1,036,624</b>	<b>39,479</b>	<b>1,445,436</b>	<b>6,119,994</b>
<b>Total assets</b>	<b>421,496</b>	<b>2,794,869</b>	<b>605,934</b>	<b>1,119,630</b>	<b>39,479</b>	<b>1,900,080</b>	<b>6,881,488</b>
Short-term loans and current maturities for long-term loans from banking and other corporations	7,338	49,806	3,547	-	-	123,240	183,931
Current maturities of lease liabilities	2,345	8,080	3,680	2,167	5,416	2,686	24,374
Current maturities of bonds	-	-	-	-	49,977	42,266	92,243
Suppliers and service providers	8,093	7,696	8,325	33,859	-	20,420	78,393
Trade payables	27,081	1,719	7,978	6	-	48,460	85,244
Financial derivatives	-	-	-	-	-	1,918	1,918
<b>Total current liabilities</b>	<b>44,857</b>	<b>67,301</b>	<b>23,530</b>	<b>36,032</b>	<b>55,393</b>	<b>238,990</b>	<b>466,103</b>

Long-term loans from banks	62,876	648,940	74,700	-	-	58,992	845,508
Lease liabilities	38,245	170,118	44,537	46,009	34,046	31,779	364,734
Loan from a related party	-	-	22,158	-	-	723	22,881
Deferred taxes	3,368	17,354	-	-	-	170,599	191,321
Bonds	-	-	-	-	359,835	1,522,852	1,882,687
Convertible bonds	-	-	-	-	-	465,958	465,958
Other liabilities	16,597	26,701	191	-	733	52,072	96,294
<b>Total non-current liabilities</b>	<b>121,086</b>	<b>863,113</b>	<b>141,586</b>	<b>46,009</b>	<b>394,614</b>	<b>2,302,975</b>	<b>3,869,383</b>
<b>Total liabilities</b>	<b>165,943</b>	<b>930,414</b>	<b>165,116</b>	<b>82,041</b>	<b>450,007</b>	<b>2,541,965</b>	<b>4,335,486</b>
<b>Excess of assets over liabilities (liabilities over assets)</b>	<b>255,553</b>	<b>1,864,455</b>	<b>440,818</b>	<b>1,037,589</b>	<b>(410,528)</b>	<b>(641,885)</b>	<b>2,546,002</b>

As of December 31, 2025

Section	As of December 31, 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	33,954	215,091	12,487	11,789	-	339,279	612,600
Deposits from bank corporations and others	1,937	814	-	3,388	-	-	6,139
Customers	5,785	-	-	2,317	-	161,905	170,007
Accounts receivable	11,651	146,297	5,072	74,169	-	78,016	315,205
Inventory	-	-	-	-	-	18,281	18,281
<b>Total current assets</b>	<b>53,327</b>	<b>362,202</b>	<b>17,559</b>	<b>91,663</b>	<b>-</b>	<b>597,481</b>	<b>1,122,232</b>
Investments in investee companies accounted for using the equity method	-	916,737	-	-	-	527,894	1,444,631
Advances on account of an investment	90,915	-	-	-	-	45,852	136,767
Right of use asset	29,276	31,744	38,368	32,098	86,370	29,656	247,512
Fixed assets	250,456	689,139	558,734	1,386,855	-	374,058	3,259,242
Intangible assets	94,903	5,123	-	-	-	65	100,091
Restricted use deposits	8,407	-	-	-	-	5,739	14,146
Financial assets	11,123	-	-	-	-	-	11,123
Deferred taxes	-	848	10,769	-	-	107,370	118,987
Other receivables	-	2,287	-	-	-	2,476	4,763
Deposits in bank corporations and others	-	-	-	9,477	-	8,010	17,487
<b>Total non-current assets</b>	<b>485,080</b>	<b>1,645,878</b>	<b>607,871</b>	<b>1,428,430</b>	<b>86,370</b>	<b>1,101,120</b>	<b>5,354,749</b>
<b>Total assets</b>	<b>538,407</b>	<b>2,008,080</b>	<b>625,430</b>	<b>1,520,093</b>	<b>86,370</b>	<b>1,698,601</b>	<b>6,476,981</b>
Short-term loans and current maturities for long-term loans from banking and other corporations	67,489	-	1,672	16,928	-	262,889	348,978

Current maturity in respect of a lease	2,035	833	3,281	1,263	11,596	2,691	21,699
Current maturities of bonds	-	-	-	-	40,809	84,532	125,341
Suppliers and service providers	20,520	2,300	4,384	6,027	-	22,879	56,110
Commercial papers	-	-	-	-	-	225,000	225,000
Trade payables	30,327	350	8,034	22,776	-	15,032	76,519
Financial derivatives	-	2,828	-	-	-	1,918	4,746
<b>Total current liabilities</b>	<b>120,371</b>	<b>6,311</b>	<b>17,371</b>	<b>46,994</b>	<b>52,405</b>	<b>614,941</b>	<b>858,393</b>
Long-term loans from banks	171,792	532,191	68,082	-	-	391,229	1,163,294
Lease liabilities	31,012	31,572	39,542	32,000	76,417	29,539	240,082
Loan from a related party	-	40,062	-	-	-	-	40,062
Deferred taxes	-	12,706	-	-	-	102,644	115,350
Bonds	-	-	-	-	275,460	1,860,967	2,136,427
Convertible bonds	-	-	-	-	-	24,482	24,482
Other liabilities	10,867	-	-	-	6	13,742	24,615
<b>Total non-current liabilities</b>	<b>213,671</b>	<b>616,531</b>	<b>107,624</b>	<b>32,000</b>	<b>351,883</b>	<b>2,422,603</b>	<b>3,744,312</b>
<b>Total liabilities</b>	<b>334,042</b>	<b>622,842</b>	<b>124,995</b>	<b>78,994</b>	<b>404,288</b>	<b>3,037,544</b>	<b>4,602,705</b>
<b>Excess of assets over liabilities (liabilities over assets)</b>	<b>204,365</b>	<b>1,385,238</b>	<b>500,435</b>	<b>1,441,099</b>	<b>(317,918)</b>	<b>(1,338,943)</b>	<b>1,874,276</b>

## 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 2025 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 for the Periodic Report for 2025, 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 in the 2025 Periodic Report.

## **2.6 Auditor**

From the date of publication of the Periodic Report for 2025 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 of the Periodic Report for 2025, 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 EY Israel - Ernst & Young. It should be noted that on May 7, 2026, the general meeting of the Company's shareholders decided to appoint the accounting firm EY Israel - Ernst & Young, as the Company's auditors, replacing the KPMG Somekh Chaikin firm.

For additional details regarding the replacement of the Company's auditors, see the meeting notice dated April 16, 2026 (Reference No.: 2026-01-035253), the information contained therein being incorporated by reference in this Report.

## **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 4, 5, and 8 to the consolidated financial statements as of March 31, 2026. In addition to these sections and notes:

- On December 16, 2025, the Company published an immediate report regarding the Company's entry into an agreement to purchase the controlling shares in Ellomay Capital Ltd. (approximately 45.85% of the capital) for a total consideration of approximately NIS 458.5 million. For details, see the immediate report dated December 16, 2025 (Reference No.: 2025-01-100448), the contents of which are included in this Report by way of reference. On March 4, 2026, the Company announced the completion of the transaction, as well as the financing of part of the purchase proceeds through a loan secured, among other things, by a pledge on Ellomay shares. For details, see the immediate report published by the Company on March 4, 2026 (Reference No.: 2026-01-019801), which is included in this Report by way of reference.
- On December 29, 2025, Midroog announced that it would examine the effects of acquiring control of Ellomay. For details, see the immediate report of Midroog published on December 29, 2025 (Reference No.: 2025-15-104332), which is included in this Report by way of reference. On March 12, 2026, Midroog published an issuer comment report regarding the effects of the acquisition of control in Ellomay and the completion of the acquisition of a material asset portfolio in the United States (PineGate) on the Company's risk profile. For details, see the immediate report of

Midroog published on March 12, 2026 (Reference No.: 2026-15-022390), which is included in this Report by way of reference.

- On December 31, 2025, the Company reported on a US subsidiary entering into an agreement to purchase a portfolio of nine solar projects in the US. For details, see the Company's immediate report dated December 31, 2025 (Reference No.: 2025-01-105695), the contents of which are included in this report by reference.
- On February 26, 2026, the Company announced that it had entered into a bridge financing agreement with Bank Hapoalim in an amount of up to USD 255 million for the purpose of financing part of the consideration for the acquisition of the portfolio. For details, see the immediate report published by the Company on February 26, 2026 (Reference No.: 2026-01-018281), which is included in this Report by way of reference. On February 27, 2026, the Company announced the completion of the transaction and the withdrawal of financing. For details, see the immediate report published by the Company on February 27, 2026 (Reference No.: 2026-01-018533), which is included in this Report by way of reference.
- On January 2, 2026, the Company published an immediate report regarding the appointment of Ms. Dafna Esther Cohen as an external director of the Company effective January 1, 2026, after her appointment expired on December 25, 2025. For details, see immediate reports from December 25, 2025, November 27, 2025, and January 2, 2026 (Reference Nos.: 2025-01-103640, 2026-01-093940, 2026-01-000816 and 2026-01-000817), which are included in this Report by way of reference.
- On January 7, 2026, the Company published an immediate report regarding a lawsuit filed with the Tel Aviv-Yafo District Court against the Company and additional defendants, in connection with the purchase of Ellomay shares. For details, see the immediate report published by the Company on January 7, 2026 (Reference No.: 2026-01-003291), which is included in this Report by way of reference.
- On January 13, 2026, the Company published an immediate report regarding entering into an agreement with Clal Insurance Company Ltd. for investment in the Company's operations in Israel. For additional details, see the immediate report dated January 13, 2026 (Reference No.: 2026-01-013137), which is included in this Report by way of reference. On March 19, 2026, the first stage of completing the transaction was carried out. For details, see the immediate report published by the Company on March 19, 2026 (Reference No.: 2026-01-024558), which is included in this Report by way of reference.
- On January 25, 2026, the Company published an immediate report regarding a substantial private offering for the issuance of 80,280 shares and the allocation of NIS 10,729,290 par value of Series D Bonds in exchange for 15,006,724 Series B convertible bonds. For details, see the Immediate

Report dated January 25, 2026 (Reference No.: 2026-01-009385), the information therein being included in this Report by way of reference.

- On February 3, 2026, the Company published an immediate report regarding the management of contacts with land rights holders in Shoham (approximately 32 dunams) in connection with the acquisition of 51% of the land rights and entering into a cooperation agreement to establish a server farm. For details, see the immediate report published by the Company on February 3, 2026 (Reference No.: 2026-01-012143), which is included in this Report by way of reference. On March 25, 2026 and April 23, 2026, the Company published immediate reports regarding the extension of the non-binding No Shop. For details, see immediate reports published by the Company on March 25, 2026 and April 23, 2026 (Reference Nos.: 2026-01-026989 and 2026-01-037263, respectively), the contents of which are incorporated by reference in this Report.
- On February 6, 2026, the Company published an immediate report regarding Sunprime winning a series of agreements with the Energy Release regulation. For details, see the immediate report published by the Company on February 6, 2026 (Reference No.: 2026-01-013137), which is included in this Report by way of reference.
- On February 11, 2026, the Company published an immediate report that Noventum had won three contracts for difference (CfD) in the United Kingdom. For details, see the immediate report published by the Company on February 11, 2026 (Reference No.: 2026-01-014144), which is included in this Report by way of reference.
- On February 24, 2026, the Company published an immediate report regarding Sunprime's engagement in a project financing agreement of up to €507 million. For details, see the immediate report published by the Company on February 24, 2026 (Reference No.: 2026-01-017171), which is included in this Report by way of reference.
- On March 13, 2026 and March 16, 2026, the Company published immediate reports regarding the separation process of Ellomay Luzon Energy Infrastructure Ltd. ("**Ellomay Luzon**"). For details, see the Company's immediate reports from March 13, 2026 - March 16, 2026 (Reference Nos.: 2026-01-022409 and 2026-01-022997, respectively), the contents of which are included in this Report by reference. On March 24, 2026, the Company published an immediate report regarding the commencement of discussions before the arbitrator in this matter. For details, see the immediate report published by the Company on March 25, 2026 (Reference No.: 2026-01-026989), which is included in this Report by way of reference. On March 30, 2026, the Company published an immediate report regarding the completion of the separation process before the arbitrator. For details, see the immediate report published by the Company on March 30, 2026 (Reference No.: 2026-01-029216), which is included in this Report by way of reference. On May 7, 2026, the Company published an immediate report regarding the fulfillment of the conditions

precedent in connection with the separation process at Ellomay Luzon. For details, see the immediate report published by the Company on May 7, 2026 (Reference No.: 2026-01-042407), which is included in this Report by way of reference. On May 10, 2026, the Company published an immediate report regarding the completion of the Ellomay Luzon transaction. For details, see an immediate report published by the Company on May 10, 2026 (Reference No.: 2026-01-043017), which is included in this Report by way of reference.

- On March 22, 2026, the Company published a report convening a special General Meeting of the Company's shareholders, on the agenda of which was an amendment to the Company's Articles of Association. For additional details, see the report convening the meeting and the amending report dated March 22, 2026 and April 9, 2026 (Reference Nos.: 2026-01-025419 and 2026-01-032775, respectively), the contents of which are included in this Report by way of reference. On April 12, 2026, the General Meeting approved the matter on the agenda as stated above. For details, see the immediate report published by the Company dated April 12, 2026 (Reference No.: 2026-01-033352), the contents of which are included by way of reference. For details regarding the Company's updated Articles of Association, see the immediate report published by the Company on April 12, 2026 (Reference No.: 2026-01-033353), the contents of which are included in this Report by way of reference.
- On March 25, 2026, the Company published an outline for the issuance of options to employees. For details, see the Immediate Report dated March 25, 2026 (Reference No.: 2026-01-027406), the information therein being included by way of reference.
- On March 25, 2026, the Company published a shelf offering report for the issuance of Bonds (Series E) by way of issuance of a new series. For details, see the immediate report published by the Company on March 25, 2026 (Reference No.: 2026-01-027406), which is included in this Report by way of reference. On March 26, 2026, the Company published the results of the offering. For details, see the immediate report published by the Company on March 26, 2026 (Reference No.: 2026-01-028301), which is included in this Report by way of reference.
- Further to the immediate report published by the Company on July 23, 2025 regarding entering into a memorandum of understanding with Bank Leumi for the provision of refinancing (Reference No.: 2025-01-055032), on March 25, 2025, the Company published an immediate report regarding the extension of the period for signing the final financing agreement. For details, see the immediate report published by the Company on March 25, 2026 (Reference No.: 2026-01-026989), which is included in this Report by way of reference.
- On April 13, 2026, the Company published an immediate report regarding the engagement of a subsidiary of the Company in a memorandum of understanding of a Tax Lease Transaction for the monetization of tax benefits and financing of the Foley Project in the United States. For

details, see the immediate report published by the Company on April 13, 2026 (Reference No.: 2026-01-033428), the contents of which are included in this Report by way of reference.

- On April 16, 2026, the Company published an immediate report regarding the approval of the Company's Board of Directors to advance a process for listing the Company's ordinary shares for trading in a dual listing on a stock exchange in the U.S. and to act to transition to reporting in accordance with the provisions of Chapter E3 of the Securities Law, 5728-1968. For details, see an immediate report published by the Company on April 16, 2026 (Reference No.: 2026-01-035217), which is included in this Report by way of reference.
- On April 16, 2026, the Company published a report convening a special General Meeting of the Company's shareholders, on the agenda of which were the following matters: (1) approval of the replacement of the Company's auditor; (2) amendment of the Company's Articles of Association. For additional details, see the report convening the meeting dated April 16, 2026 (Reference No.: 2026-01-035253), the contents of which are included in this Report by way of reference. On May 7, 2026, the General Meeting approved all of the matters on the agenda as stated above. For details, see the immediate report published by the Company dated May 7, 2026 (Reference No.: 2026-01-042529), the contents of which are included by way of reference. For details regarding the Company's updated Articles of Association, see the immediate report published by the Company on May 7, 2026 (Reference No.: 2026-01-042537), the contents of which are included in this Report by way of reference.
- On April 19, 2026, the Company published a report convening a special General Meeting of the Company's shareholders, on the agenda of which was approval of the transition to the provisions of Chapter E3 of the Securities Law, upon and subject to completion of the registration of the Company's shares for trading on a stock exchange in the United States. For details, see the meeting invitation report dated April 19, 2026 (Reference No.: 2026-01-036280), which is included in this Report by way of reference. On May 24, 2026, the General Meeting approved the matter on the agenda as stated above. For details, see the immediate report published by the Company dated May 25, 2026 (Reference No.: 2026-01-047697), the contents of which are included by way of reference.
- On April 27, 2026, the Company published an immediate report regarding the issuance of 71,614 options to employees. For details, see an immediate report published by the Company on April 27, 2026 (Reference No.: 2026-01-038721), which is included in this Report by way of reference.
- On April 27, 2026, the Company published an immediate report regarding a change in the holdings of officers following the issuance of options to officers. For details, see an immediate report published by the Company on April 27, 2026 (Reference No.: 2026-01-038722), which is included in this Report by way of reference.

- On May 4, 2026, the Company published an immediate report regarding the exercise of warrants by employees. For details, see an immediate report published by the Company on April 27, 2026 (Reference No.: 2026-01-041287), which is included in this Report by way of reference.
- On May 7, 2026, the Company published an immediate report regarding the end of office of the auditor. For details, see an immediate report published by the Company on April 27, 2026 (Reference No.: 2026-01-042534), which is included in this Report by way of reference.
- On May 7, 2026, the Company published an immediate report regarding the appointment of the auditor. For details, see an immediate report published by the Company on April 27, 2026 (Reference No.: 2026-01-042535), which is included in this Report by way of reference.
- On May 14, 2026, the Company published an immediate report regarding the sale of shares by Mr. Ofer Yannay, the Company's CEO and controlling shareholder, to Ofer Yannay Group Ltd., a company controlled by Mr. Yannay, in an off-exchange transaction. For details, see an immediate report published by the Company on May 7, 2026 (Reference No.: 2026-01-044850), which is included in this Report by way of reference.
- On May 15, 2026, the Company published an immediate report regarding engagement in term sheets for the establishment of storage facilities in Romania. For details, see an immediate report published by the Company on May 7, 2026 (Reference No.: 2026-01-045003), which is included in this Report by way of reference.
- On May 25, 2026, the Company published an immediate report regarding an engagement with institutional entities from the Phoenix Group, the Phoenix Insurance Company Ltd. and the Phoenix Pension and Provident Funds Ltd., in an agreement for the grant of private Preferred Rights in total consideration of NIS 450 million. For details, see the immediate report published by the Company on May 25, 2026 (Reference No.: 2026-01-047825), the contents of which are included in this Report by way of reference.
- On May 26, 2026, the Company published an immediate report regarding the engagement of Nofar Data Israel Shoham, a limited partnership held indirectly at a rate of 90% by the Company, in an agreement with B.S.R. Shoham - Center, Limited Partnership, and additional owners, for the purchase of capitalized lease rights in land in Shoham with an area of approximately 32 dunams, for the purpose of development, initiation, construction, financing, holding, operation and management of a data center. For details, see an immediate report published by the Company on May 26, 2026 (Reference No.: 2026-01-048144), which is included in this Report by way of reference.
- As of the Publication Date of the Report, the Company completed the connection of the Iepuresti Project to the electricity grid, and began gradual flow of electricity into the electricity grid. For

details, see an immediate report published by the Company on May 27, 2026 (Reference No.: 2026-01-048810), which is included in this Report by way of reference.

- For details regarding changes in capital, see Section 1.3 of Part A of the Periodic Report.

### **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.

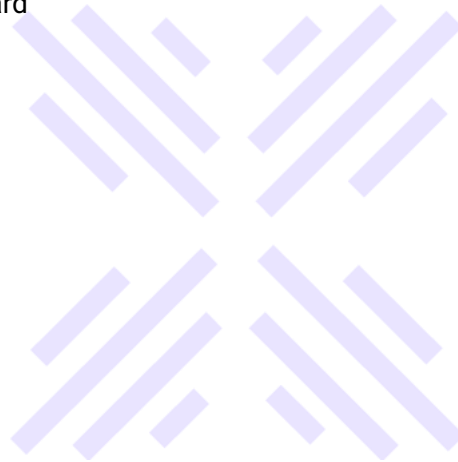
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Zvi Levin,  
Chairman of the Board

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Ofer Yannay,  
CEO and Director

Date: May 27, 2026



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

	<b>Series A Bonds (Data in NIS thousands)</b>
<b>Issuance date</b>	Aug. 16, 2021; Sept. 8, 2022; May 10, 2023 (*)
<b>Scope of par value of bonds on the issue date</b>	400,000; 717,005; 967,005 (*)
<b>Balance of par value of bonds in circulation as of March 31, 2026 (NIS thousands)</b>	273,240
<b>Par value including linkage as of March 31, 2026</b>	315,964
<b>Amount of interest accrued</b>	1,045
<b>Is this a material series?</b>	Yes
<b>Fair value as included in the financial statements as of March 31, 2026</b>	304,084
<b>Stock Exchange value as of March 31, 2026</b>	310,947
<b>Stock Exchange value near the Report Date (May 20, 2026)</b>	316,276
<b>Nominal interest (fixed)</b>	Fixed annual interest in the rate of 1.48%
<b>Principal repayment date</b>	First payment in a rate of 10% of the principal of the Bonds - on June 30, 2023; 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; 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; An additional payment at a rate of 50% of the par value of the Bonds - on December 31, 2027.
<b>Payment and interest dates</b>	On June 30 and December 31 of the years 2022 to 2027
<b>Linkage</b>	Linked to the index of July 2021
<b>Right to convert the Bonds</b>	---
<b>Right to early redemption</b>	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.
<b>Rating</b>	A3.il with a stable outlook
<b>Rating agency</b>	Midroog
<b>Guarantee to secure the Company's liabilities according to the trust deed</b>	---

	<b>Series A Bonds (Data in NIS thousands)</b>
<b>The remaining scope of par value of bonds purchased by a subsidiary of the Company</b>	---
<b>The Trustee</b>	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
<b>At the end of the reporting year or during it, did the Company meet all of its obligations under the trust deed?</b>	Yes
<b>Are there grounds for immediate repayment of the Bonds?</b>	No
<b>Limitations on the creation of pledges</b>	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.
<b>Additional restrictions</b>	<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>

	<b>Series A Bonds (Data in NIS thousands)</b>
<b>General meetings and reports on behalf of the trustee</b>	<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> <p>On May 20, 2026, a meeting of the holders of the Company's Bonds (Series A) was convened, on the agenda of which were: 1) approval for the Company to apply the provisions of Chapter E3 of the Securities Law to the Company, upon and subject to the registration of the Company's shares on a stock exchange in the U.S. listed in the Second or Third Addendum to the Securities Law; 2) approval of the proposed amendment to Section 5.1.10 of the Deed of Trust, in accordance with Amendment No. 1 to the Deed of Trust, and providing an instruction to the Trustee to sign Amendment No. 1 to the Deed of Trust. For details, see the immediate report published by the Trustee for the Company's Bonds (Series A) on May 20, 2026 (Reference No.: 2026-01-046963), the information stated therein 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)**

	<b>Series B Bonds</b>	<b>Series C Bonds</b>
<b>Issuance date</b>	Jul. 20, 2023; Feb. 12, 2025	Jul. 20, 2023; Feb. 14, 2024; Feb. 12, 2025
<b>Scope of par value of bonds on the issue date (NIS thousands)</b>	407,550; 499,993	233,951; 558,951; 845,321
<b>Balance of par value of bonds in circulation as of March 31, 2026 (NIS thousands)</b>	10,923	803,054
<b>Par value including linkage as of March 31, 2026 (NIS thousands)</b>	10,923	803,054
<b>Amount of interest accrued (NIS thousands)</b>	137	13,953
<b>Is this a material series?</b>	Yes	Yes
<b>Fair value as included in the financial statements (NIS thousands)</b>	10,362	816,959
<b>Stock Exchange value as of March 31, 2026 (NIS thousands)</b>	15,183	846,340
<b>Stock exchange value near the Report Date (May 20, 2026) (NIS thousands)</b>	21,617	860,955
<b>Nominal interest (fixed)</b>	Fixed annual interest in the rate of 5%	Fixed annual interest in the rate of 6.95%
<b>Principal repayment date</b>	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.

<b>Payment and interest dates</b>	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.
<b>Linkage</b>	---	
<b>Right to convert the Bonds</b>	<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 March 31, 2024, is 3,540,834 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><b>Right to early redemption</b></p>	<p>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.</p> <p>The Company may not perform early repayment of</p>	<p>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),</p>
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	the Bonds on its own initiative.	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
<b>Rating</b>	A3.il with a stable outlook	A3.il with a stable outlook
<b>Rating agency</b>	Midroog	Midroog
<b>Guarantee to secure the Company's liabilities according to the trust deed</b>	---	
<b>The remaining scope of par value of bonds purchased by a subsidiary of the Company</b>	---	
<b>The Trustee</b>	Mishmeret Trust Services Ltd., 48 Menachem Begin Ave., Tel Aviv. Telephone: 03-6374352; Fax: 03-6374344. Contact person: CPA Rami Sabati. Email: <a href="mailto:office@mtrust.co.il">office@mtrust.co.il</a>	
<b>At the end of the reporting year or during it, did the Company meet all of its obligations under the trust deed?</b>	Yes	
<b>Grounds for immediate repayment of the Bonds</b>	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.	

<p><b>Limitations on the creation of pledges</b></p>	<p>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>
<p><b>Additional restrictions</b></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><b>General meetings and reports on behalf of the trustee</b></p>	<p>On May 20, 2026, a meeting of the holders of the Company's Bonds (Series B) was convened, on the agenda of which were: 1) approval for the Company to apply the provisions of Chapter E3 of the Securities Law to the Company, upon and subject to the registration of the Company's shares on a stock exchange in the U.S. listed in the Second or Third Addendum to the Securities Law; 2) approval of the proposed amendment to Section 5.1.10 of the Deed of Trust, in accordance with Amendment No. 1 to the Deed of Trust, and providing an instruction to the Trustee to sign Amendment No. 1 to the Deed of Trust. For details, see the immediate report published by the Trustee for the Company's Bonds (Series B) on May 20, 2026 (Reference No.: 2026-01-046959), the information stated therein is included in this Report by way of reference.</p>	<p>On May 20, 2026, a meeting of the holders of the Company's Bonds (Series C) was convened, on the agenda of which were: 1) approval for the Company to apply the provisions of Chapter E3 of the Securities Law to the Company, upon and subject to the registration of the Company's shares on a stock exchange in the U.S. listed in the Second or Third Addendum to the Securities Law; 2) approval of the proposed amendment to Section 5.1.10 of the Deed of Trust, in accordance with Amendment No. 1 to the Deed of Trust, and providing an instruction to the Trustee to sign Amendment No. 1 to the Deed of Trust. For details, see the immediate report published by the Trustee for the Company's Bonds (Series C) on May 20, 2026 (Reference No.: 2026-01-046960), the information stated therein is included in this Report by way of reference.</p>
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(\*) It should be noted that 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 dated February 12, 2025 (Reference No.: 2025-01-010343), the information therein being included in this Report by way of reference.

In December 2025, the Company completed a tender offer for exchange of approximately NIS 474 million par value of Bonds (Series B) in consideration for an issuance by way of expanding the series of approximately NIS 339 million of Bonds (Series D), and approximately 2.5 million ordinary shares, based on an exchange ratio of 1.043. For details, see the immediate report published by the Company on December 2, 2025

(Reference No.: 2025-01-095797), which is included in this Report by way of reference. Subsequently, in January 2026, approximately NIS 15 million in Bonds (Series B) were exchanged in a private offering in exchange for an issuance of approximately NIS 10 million in Bonds (Series D) and approximately 80 million ordinary shares. For details, see the Immediate Report dated January 25, 2026 (Reference No.: 2026-01-009385), the information therein being included in this Report by way of reference.



### The Bonds (Series D)

	<b>Series D Bonds</b>
<b>Issuance date</b>	September 16, 2024; January 15, 2025; December 4, 2025; January 27, 2026
<b>Scope of par value of bonds on the issue date (NIS thousands)</b>	355,000; 756,289; 1,095,244; 1,105,973
<b>Balance of par value of bonds in circulation as of March 31, 2026 (NIS thousands)</b>	1,105,974
<b>Par value including linkage as of March 31, 2026 (NIS thousands)</b>	1,105,974
<b>Amount of interest accrued (NIS thousands)</b>	18,497
<b>Is this a material series?</b>	Yes
<b>Fair value as included in the financial statements as of March 31, 2026 (NIS thousands)</b>	1,150,945
<b>Stock Exchange value as of March 31, 2026 (NIS thousands)</b>	1,175,428
<b>Stock exchange value near the Report Date (May 20, 2026) (NIS thousands)</b>	1,207,944
<b>Nominal interest (fixed)</b>	6.69%
<b>Principal repayment date</b>	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).
<b>Payment and interest dates</b>	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.
<b>Linkage</b>	---
<b>Right to convert the Bonds</b>	---

	<b>Series D Bonds</b>
<b>Right to early redemption</b>	<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>
<b>Rating</b>	A3.il with a stable outlook
<b>Rating agency</b>	Midroog
<b>Guarantee to secure the Company's liabilities according to the trust deed</b>	---
<b>The remaining scope of par value of bonds purchased by a subsidiary of the Company</b>	---

<b>Series D Bonds</b>	
<b>The Trustee</b>	Mishmeret Trust Services Ltd., 48 Menachem Begin Ave., Tel Aviv. Telephone: 03-6374352; Fax: 03-6374344. Contact person: CPA Rami Sabati. Email: <a href="mailto:office@mtrust.co.il">office@mtrust.co.il</a>
<b>At the end of the reporting year or during it, did the Company meet all of its obligations under the trust deed?</b>	Yes
<b>Are there grounds for immediate repayment of the Bonds?</b>	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.
<b>Limitations on the creation of pledges</b>	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.

	<b>Series D Bonds</b>
<b>Additional restrictions</b>	<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, 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>
<b>General meetings and reports on behalf of the trustee</b>	<p>On May 20, 2026, a meeting of the holders of the Company's Bonds (Series D) was convened, on the agenda of which were: 1) approval for the Company to apply the provisions of Chapter E3 of the Securities Law to the Company, upon and subject to the registration of the Company's shares on a stock exchange in the U.S. listed in the Second or Third Addendum to the Securities Law; 2) approval of the proposed amendment to Section 5.1.10 of the Deed of Trust, in accordance with Amendment No. 1 to the Deed of Trust, and providing an instruction to the Trustee to sign Amendment No. 1 to the Deed of Trust. For details, see the immediate report published by the Trustee for the Company's Bonds (Series D) on May 20, 2026 (Reference No.: 2026-01-046937), the information stated therein is included in this Report by way of reference.</p>

**The Bonds (Series E)**

	<b>Series E Bonds</b>
<b>Issuance date</b>	Mar. 30, 2026
<b>Scope of par value of bonds on the issue date (NIS thousands)</b>	150,000
<b>Balance of par value of bonds in circulation as of March 31, 2026 (NIS thousands)</b>	150,000
<b>Par value including linkage as of March 31, 2026 (NIS thousands)</b>	150,000
<b>Amount of interest accrued (NIS thousands)</b>	-
<b>Is this a material series?</b>	Yes
<b>Fair value as included in the financial statements as of March 31, 2026 (NIS thousands)</b>	148,323
<b>Stock Exchange value as of March 31, 2026 (NIS thousands)</b>	148,695
<b>Stock exchange value near the Report Date (May 20, 2026) (NIS thousands)</b>	154,410
<b>Nominal interest (fixed)</b>	5.98%
<b>Principal repayment date</b>	The Bonds are payable as to principal in six (6) unequal annual payments, whereby the first and second payments, at a rate of 5% of the par value of the Bonds each, shall be paid on March 31 of the years 2031 and 2032, the third payment, at a rate of 10% of the par value of the Bonds, shall be paid on March 31, 2031, the fourth payment, at a rate of 20% of the par value of the Bonds, shall be paid on March 31, 2034, and the next and final two payments, at a rate of 30% of the par value of the Bonds each, shall be paid on March 31 of the years 2035 and 2036.
<b>Payment and interest dates</b>	The interest will be paid in semi-annual installments on the dates detailed below: on September 30 in each of the years 2026 to 2035 (inclusive), and on March 31 in each of the years 2027 to 2036 (inclusive).
<b>Linkage</b>	---
<b>Right to convert the Bonds</b>	---

	<b>Series E Bonds</b>
<b>Right to early redemption</b>	<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>
<b>Rating</b>	A3.il with a stable outlook
<b>Rating agency</b>	Midroog

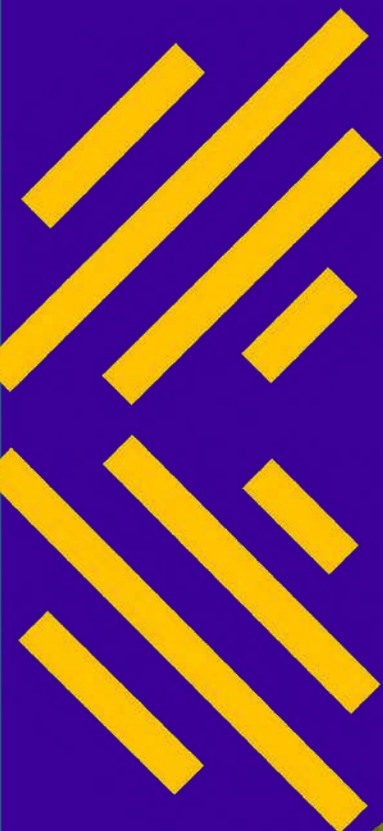
	<b>Series E Bonds</b>
<b>Guarantee to secure the Company's liabilities according to the trust deed</b>	---
<b>The remaining scope of par value of bonds purchased by a subsidiary of the Company</b>	---
<b>The Trustee</b>	Mishmeret Trust Services Ltd., 48 Menachem Begin Ave., Tel Aviv. Telephone: 03-6374352; Fax: 03-6374344. Contact person: CPA Rami Sabati. Email: <a href="mailto:office@mtrust.co.il">office@mtrust.co.il</a>
<b>At the end of the reporting year or during it, did the Company meet all of its obligations under the trust deed?</b>	Yes
<b>Are there grounds for immediate repayment of the Bonds?</b>	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 immediate 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.
<b>Limitations on the creation of pledges</b>	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.

	<b>Series E Bonds</b>
<b>Additional restrictions</b>	<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 1,000 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 20% during two consecutive quarters, the ratio between net consolidated financial debt and EBITDA (as these terms are defined in the trust deed), which will not exceed 18 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 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 4.7 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 2.7, 2.10, and 4.7 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 April 1, 2026 (Reference No.: 2026-01-031277), which is included herein by way of reference.</p>
<b>General meetings and reports on behalf of the trustee</b>	<p>On May 20, 2026, a meeting of the holders of the Company's Bonds (Series E) was convened, on the agenda of which were: 1) approval for the Company to apply the provisions of Chapter E3 of the Securities Law to the Company, upon and subject to the registration of the Company's shares on a stock exchange in the U.S. listed in the Second or Third Addendum to the Securities Law; 2) approval of the proposed amendment to Section 5.1.10 of the Deed of Trust, in accordance with Amendment No. 1 to the Deed of Trust, and providing an instruction to the Trustee to sign Amendment No. 1 to the Deed of Trust. For details, see the immediate report published by the Trustee for the Company's Bonds (Series E) on May 20, 2026 (Reference No.: 2026-01-046929), the information stated therein is included in this Report by way of reference.</p>



**O.Y. Nofar Energy Ltd.**

**Condensed Consolidated  
Interim Financial  
Statements as of March  
31, 2026  
Unaudited**



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To

May 27, 2026

The Board of Directors of O.Y. Nofar Energy Ltd. (hereinafter: the "Company")  
1 HaTachana St.  
Kfar Saba

To Whom It May Concern,

**Re:** Letter of consent in connection with the 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) in the Shelf Prospectus herein, as set forth below:

1. A review report by the auditor dated May 27, 2026, regarding the consolidated concise financial information of the Company as of March 31, 2026, and the three-month period ended on the same date.
2. Special report of the auditor dated May 27, 2026 on the separate financial information of the Company pursuant to Article 38d of the Securities Regulations (Periodic and Immediate Reports), 5771-1970 as of March 31, 2026 and for the three-month period ended on that date.
3. A review report by the auditor dated May 27, 2026, regarding the pro forma consolidated concise financial information of the Company as of March 31, 2026, and the three-month period ended on the same date.

Sincerely,

Kost Forer Gabbay and Kasierer  
Certified Public Accountants

## **Review Report of the Auditor to the Shareholders of O.Y Nofar Energy Ltd.**

### **Preface**

We have reviewed the attached financial information of O.Y. Nofar Energy Ltd. and consolidated companies (hereinafter: the "**Company**"), including the consolidated condensed interim statement of financial position as of March 31, 2026, as well as the consolidated condensed statements of profit and loss, comprehensive profit, changes to equity and cash flow for the three-month period ended on the same date. The Board of Directors and management are responsible for the preparation and presentation of financial information for this interim period, pursuant to International Accounting Standard IAS 34, "Interim Financial Reporting," and are responsible for the preparation of financial information for this period pursuant to Section D of the Securities Regulations (Periodic and Immediate Reports), 5730-1970. Our responsibility is to express a conclusion regarding the financial information for this interim period, based on our review.

The Company's annual consolidated financial statements as of December 31, 2025 and for the year then ended and the condensed consolidated interim financial information as of March 31, 2025 and for the three-month period then ended were audited and reviewed, respectively, by other auditors, whose reports dated March 19, 2026 and May 28, 2025, respectively, included an unqualified opinion and an unqualified conclusion, respectively.

We did not review the condensed interim financial information of the companies consolidated, whose assets included in the consolidation constitute approximately 25.8% of the total consolidated assets as of March 31, 2026, and whose revenues included in the consolidation constitute approximately 23.8% of the total consolidated revenues for the three-month period ended on that date. In addition, we did not review the separate interim financial information from the interim financial information of companies presented on an equity basis, in which the investment amounted to approximately NIS 880,000 thousand as of March 31, 2026, and in which the Company's share of the aforementioned Company's losses amounted to approximately NIS 11,471 thousand for the three-month period ended on that date. The financial information for the condensed interim period of the same companies was reviewed by other accountants, whose review reports were provided to us, and our conclusion, inasmuch as it relates to the financial information in respect of the same companies, is based on the review reports 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 significantly limited in scope in comparison to an audit conducted in accordance with generally accepted accounting standards in Israel, and therefore does not allow us to reach an assurance that we have become aware of all material issues which may 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.

## Condensed Consolidated Statements of Financial Position

	As of March 31		As of December 31
	2026	2025	2025
	Unaudited	Unaudited	Audited
NIS thousands			
<b>Assets</b>			
<b>Current assets:</b>			
Cash and cash equivalents	1,037,479	386,249	612,600
Deposits in bank corporations and others	6,134	98,627	6,139
Restricted use deposits	111,686	2,418	-
Customers	222,501	119,866	170,007
Financial assets	18,105	1,295	-
Accounts receivable	378,285	133,964	315,205
Inventory	18,725	19,075	18,281
Asset held for sale (see Note 5(10))	559,800	-	-
<b>Total current assets</b>	<b>2,352,715</b>	<b>761,494</b>	<b>1,122,232</b>
<b>Non-current assets:</b>			
Investment in corporations accounted for using the equity method	1,422,807	1,087,496	1,444,631
Advances on account of an investment	-	-	136,767
Right of use asset	537,555	383,546	247,512
Fixed assets	8,261,843	4,366,579	3,259,242
Intangible assets including goodwill	279,121	153,950	100,091
Restricted use deposits and cash	74,262	16,092	14,146
Financial assets	82,096	26,078	11,123
Deferred taxes	182,564	20,964	118,987
Other receivables	73,028	39,213	4,763
Deposits in bank corporations and others	17,140	26,076	17,487
<b>Total non-current assets</b>	<b>10,930,416</b>	<b>6,119,994</b>	<b>5,354,749</b>
<b>Total assets</b>	<b>13,283,131</b>	<b>6,881,488</b>	<b>6,476,981</b>

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

## Condensed Consolidated Statements of Financial Position

	As of March 31		As of December 31
	2026	2025	2025
	Unaudited	Unaudited	Unaudited
NIS thousands			
<b>Liabilities and equity</b>			
<b>Current liabilities:</b>			
Short-term loans and current maturities for long-term loans from banks	1,201,537	183,931	348,978
Current maturities of lease liabilities	33,648	24,374	21,699
Current maturities of bonds	367,132	92,243	125,341
Suppliers and service providers	167,949	78,393	56,110
Tradable securities	275,000	-	225,000
Accounts payable	224,645	85,244	76,519
Liabilities to tax partner	228,657	-	-
Financial derivatives	28,635	1,918	4,746
<b>Total current liabilities</b>	<b>2,527,203</b>	<b>466,103</b>	<b>858,393</b>
<b>Non-current liabilities:</b>			
Long-term loans from banks	3,734,134	845,508	1,163,294
Liabilities for leases	493,508	364,734	240,082
Loans from related parties	331,886	22,881	40,062
Deferred taxes	246,991	191,321	115,350
Bonds	2,978,121	1,882,687	2,136,427
Convertible bonds	10,362	465,958	24,482
Liabilities to tax partner	362,859	-	-
Other liabilities	51,221	96,294	24,615
<b>Total non-current liabilities</b>	<b>8,209,082</b>	<b>3,869,383</b>	<b>3,744,312</b>
<b>Capital:</b>			
<b>Capital attributed to the Company's shareholders</b>			
Share capital and premium	1,864,875	1,716,256	1,860,350
Loss balance	(145,357)	(208,838)	(79,940)
Capital reserves	75,827	222,801	80,808
<b>Total capital attributed to the Company's shareholders</b>	<b>1,795,345</b>	<b>1,730,219</b>	<b>1,861,218</b>
Non-controlling interests	751,501	815,783	13,058
<b>Total capital</b>	<b>2,546,846</b>	<b>2,546,002</b>	<b>1,874,276</b>
<b>Total liabilities and capital</b>	<b>13,283,131</b>	<b>6,881,488</b>	<b>6,476,981</b>

May 27, 2026

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

**Zvi Levin  
Chairman of the  
Board**

**Ofer Yannay  
CEO**

**Avraham Golde  
CFO**

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

## Condensed Consolidated Statements of Profit or Loss and Other Comprehensive Income:

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	Unaudited		Audited
	NIS thousands		
Revenue from sale of electricity and construction	64,508	58,299	311,299
Income from tax partner	18,593	1,634	6,246
<b>Total income and profits</b>	<b>83,101</b>	<b>59,933</b>	<b>317,545</b>
Setup and operating costs	73,069	60,525	286,303
Marketing and sale expenses	2,619	2,491	9,545
Management and general expenses	28,376	19,856	95,679
Other expenses	713	2,623	36,629
<b>Total expenses</b>	<b>104,777</b>	<b>85,495</b>	<b>428,156</b>
Other revenues	53	1,216	327,637
<b>Operating profit (loss)</b>	<b>(21,623)</b>	<b>(24,346)</b>	<b>217,026</b>
Financing expenses	49,645	31,552	207,076
Financing income	6,935	12,631	37,155
Financing expenses, net	<b>42,710</b>	<b>18,921</b>	<b>169,921</b>
<b>Profit (loss) after financing expenses</b>	<b>(64,333)</b>	<b>(43,267)</b>	<b>47,105</b>
Company's share in the profits (losses) of companies accounted for using the equity method, net	(14,954)	(13,523)	(21,203)
<b>Profit (loss) before taxes on income</b>	<b>(79,287)</b>	<b>(56,790)</b>	<b>25,902</b>
Income tax benefit	(3,170)	(9,313)	(25,679)
<b>Profit (loss) for period</b>	<b>(76,117)</b>	<b>(47,477)</b>	<b>51,581</b>
<b>Loss for the period attributed to:</b>			
The Company's shareholders	(65,695)	(35,356)	90,130
Non-controlling interests	(10,422)	(12,121)	(38,549)
	<b>(76,117)</b>	<b>(47,477)</b>	<b>51,581</b>
<b>Basic profit (loss) per share (in NIS) attributed to the owners of the Company</b>	<b>(1.72)</b>	<b>(0.99)</b>	<b>2.37</b>
<b>Diluted profit (loss) per share (in NIS) attributed to the owners of the Company</b>	<b>(1.72)</b>	<b>(0.99)</b>	<b>2.36</b>

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 profit (loss):

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	Unaudited		Audited
<b>Profit (loss) for period</b>	<b>(76,117)</b>	<b>(47,477)</b>	<b>51,581</b>
<b><u>Amounts that will be classified or reclassified to profit or loss</u></b>			
Adjustments arising from translation of financial statements for foreign operations	(75,150)	179,803	(95,535)
Adjustments arising from cash flow hedging transactions	1,600	(5,756)	12,767
<b><u>Items not reclassified later to profit and loss:</u></b>			
The share in the revaluation of corporations accounted for using the equity method	-	242	60,725
Revaluation for fixed assets	10,436	433	8,121
<b>Total other comprehensive income (loss)</b>	<b>(63,114)</b>	<b>174,722</b>	<b>(13,922)</b>
<b>Total comprehensive profit (loss) for the period</b>	<b>(139,231)</b>	<b>127,245</b>	<b>37,659</b>
<b><u>Comprehensive profit (loss) for the period attributed to:</u></b>			
The Company's shareholders	(130,329)	93,919	83,288
Non-controlling interests	(8,902)	33,326	(45,629)
	<b>(139,231)</b>	<b>127,245</b>	<b>37,659</b>

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 March 31, 2026 (unaudited)**

	Capital attributed to the Company's shareholders									Non-controlling interests	Total capital
	Share capital 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 the Company's shareholders		
NIS thousands											
<b>Balance as at January 1, 2026 (audited)</b>	<b>1,860,350</b>	<b>1,665</b>	<b>182,165</b>	<b>(93,139)</b>	<b>(40,819)</b>	<b>31,433</b>	<b>(497)</b>	<b>(79,940)</b>	<b>1,861,218</b>	<b>13,058</b>	<b>1,874,276</b>
Loss for the period	-	-	-	-	-	-	-	(65,694)	(65,694)	(10,423)	(76,117)
Other comprehensive income (loss) for the period	-	-	8,479	(74,714)	-	-	1,600	-	(64,635)	1,521	(63,114)
Issue of ordinary shares	4,525	(963)	-	-	-	-	-	-	3,562	-	3,562
Share-based payment	-	-	-	-	-	2,874	-	-	2,874	-	2,874
Entry into consolidation	-	-	-	-	-	-	-	-	-	665,221	665,221
Issue of capital for non-controlling interests	-	-	-	-	58,020	-	-	-	58,020	82,124	140,144
Transfer of revaluation capital fund for fixed assets to loss balance	-	-	(277)	-	-	-	-	277	-	-	-
<b>Balance as of March 31, 2026 (Unaudited)</b>	<b>1,864,875</b>	<b>702</b>	<b>190,367</b>	<b>(167,853)</b>	<b>17,201</b>	<b>34,307</b>	<b>1,103</b>	<b>(145,357)</b>	<b>1,795,345</b>	<b>751,501</b>	<b>2,546,846</b>

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 March 31, 2025 (unaudited)**

	Capital attributed to the Company's shareholders										
	Share capital 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 the Company's shareholders	Non-controlling interests	Total capital
	NIS thousands										
<b>Balance as at January 1, 2025 (audited)</b>	<b>1,716,256</b>	<b>25,452</b>	<b>118,352</b>	<b>(5,152)</b>	<b>(57,914)</b>	<b>19,237</b>	<b>(13,264)</b>	<b>(174,634)</b>	<b>1,628,333</b>	<b>782,456</b>	<b>2,410,789</b>
Loss for the period	-	-	-	-	-	-	-	(35,356)	<b>(35,356)</b>	(12,121)	<b>(47,477)</b>
Other comprehensive profit for the period:	-	-	675	125,561	-	-	3,038	-	<b>129,274</b>	45,448	<b>174,722</b>
Issue of convertible bonds for capital component	-	6,654	-	-	-	-	-	-	<b>6,654</b>	-	<b>6,654</b>
Share-based payment	-	-	-	-	-	1,314	-	-	<b>1,314</b>	-	<b>1,314</b>
Transfer of revaluation capital fund for fixed assets to loss balance	-	-	(1,152)	-	-	-	-	1,152	-	-	-
<b>Balance as of March 31, 2025 (Unaudited)</b>	<b>1,716,256</b>	<b>32,106</b>	<b>117,875</b>	<b>120,409</b>	<b>(57,914)</b>	<b>20,551</b>	<b>(10,226)</b>	<b>(208,838)</b>	<b>1,730,219</b>	<b>815,783</b>	<b>2,546,002</b>

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

**Condensed Consolidated Statements of Changes in Equity**  
**For the one year period ended on December 31, 2025 (audited)**

	Capital attributed to the Company's shareholders										Non-controlling interests	Total capital
	Share capital 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 the Company's shareholders			
	NIS thousands											
<b>Balance as of January 1, 2025</b>	<b>1,716,256</b>	<b>25,452</b>	<b>118,352</b>	<b>(5,152)</b>	<b>(57,914)</b>	<b>19,237</b>	<b>(13,264)</b>	<b>(174,634)</b>	<b>1,628,333</b>	<b>782,456</b>	<b>2,410,789</b>	
Profit (loss) for the year	-	-	-	-	-	-	-	90,129	<b>90,129</b>	(38,548)	<b>51,581</b>	
Other comprehensive profit (loss) for the year	-	-	68,378	(87,987)	-	-	12,767	-	<b>(6,842)</b>	(7,080)	<b>(13,922)</b>	
Convertible bonds for equity component	-	(23,787)	-	-	-	-	-	-	<b>(23,787)</b>	-	<b>(23,787)</b>	
Issue of ordinary shares	144,094	-	-	-	-	-	-	-	<b>144,094</b>	-	<b>144,094</b>	
Share-based payment	-	-	-	-	-	12,196	-	-	<b>12,196</b>	-	<b>12,196</b>	
Derecognition of non-controlling interests due to loss of control in subsidiaries	-	-	-	-	-	-	-	-	-	(686,911)	<b>(686,911)</b>	
Return of capital for non-controlling interests	-	-	-	-	-	-	-	-	-	(20,454)	<b>(20,454)</b>	
Transaction with non-controlling rights	-	-	-	-	17,095	-	-	-	<b>17,095</b>	(16,405)	<b>690</b>	
Transfer of revaluation capital fund for fixed assets to loss balance	-	-	(4,565)	-	-	-	-	4,565	-	-	-	
<b>Balance as of December 31, 2025</b>	<b>1,860,350</b>	<b>1,665</b>	<b>182,165</b>	<b>(93,139)</b>	<b>(40,819)</b>	<b>31,433</b>	<b>(497)</b>	<b>(79,940)</b>	<b>1,861,218</b>	<b>13,058</b>	<b>1,874,276</b>	

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

## Condensed Consolidated Statements of Cash Flows

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	Unaudited		Audited
	NIS thousands		
<b>Cash flow from current operations:</b>			
Profit (loss) for period	(76,117)	(47,477)	51,581
Expenses not involving cash flows (Appendix A)	73,511	59,233	120,590
Changes in working capital (Appendix B)	(23,756)	(44,197)	(362,483)
<b>Net cash used for current activities</b>	<b>(26,362)</b>	<b>(32,441)</b>	<b>(190,312)</b>
<b>Cash flows from investment activities:</b>			
Investments in corporations accounted for using the equity method	-	(2,393)	(25,005)
Repayment of a loan from an associated company	-	-	7,465
Receipt from sale of associate	-	-	37,445
Repayment of deferred consideration	-	-	(91,010)
Exercise of financial assets	-	11,110	11,110
Obtaining control of consolidated companies, including for an asset transaction (Appendix D)	(1,004,172)	(4,215)	1,604
Change in restricted use deposits	(13,683)	9,568	12,474
(Deposit into deposits) exercise of deposits	-	(74,077)	32,241
Investments in fixed assets	(294,746)	(275,997)	(1,155,873)
Loss of control in consolidated company (Appendix E)	-	-	34,583
Payment of advances on account of an investment	-	-	(136,767)
<b>Net cash used for investing activity</b>	<b>(1,312,601)</b>	<b>(336,004)</b>	<b>(1,271,733)</b>
<b>Cash flows from financing activities:</b>			
Short term credit from banks, net	784,435	15,123	253,599
Issue of commercial papers	-	-	225,000
Issue of bonds, net	148,241	397,602	397,602
Repayment of bonds	-	-	(93,041)
Repayment of lease liabilities	(7,012)	(8,388)	(33,054)
Issue (return) of capital for non-controlling interests	140,144	-	(20,454)
Receipt of loan from affiliated party	67,513	-	40,062
Deferred credit raising costs	-	-	(27,628)
Repayment of a loan from a related party	-	-	(20,463)
Acquisition of non-controlling interests	-	-	(16,405)
Payments to the tax partner	(116)	(159)	(1,026)
Receipt of long term loans from bank corporations and others	638,925	-	1,065,764
Payment of long term loans from bank corporations and others	(5,270)	(11,225)	(54,223)
<b>Net cash arising from financing activities</b>	<b>1,766,860</b>	<b>392,953</b>	<b>1,715,733</b>
<b>Increase in cash and cash equivalents</b>	<b>427,897</b>	<b>24,508</b>	<b>253,688</b>
<b>Balance of cash and cash equivalents at beginning of period</b>	<b>612,600</b>	<b>362,634</b>	<b>362,634</b>
Impact of changes in foreign exchange rates for cash and cash equivalents	(3,018)	(893)	(3,722)
<b>Balance of cash and cash equivalents at end of period</b>	<b>1,037,479</b>	<b>386,249</b>	<b>612,600</b>

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

## Condensed Consolidated Statements of Cash Flows

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	Unaudited		Audited
	NIS thousands		
<b>Appendix A: Adjustments required to present cash flows from current activities:</b>			
Change in current tax	526	(658)	13,619
Depreciation and amortization	31,040	25,844	127,833
Financing expenses, net	42,710	18,921	169,921
Company's share in the losses (profits) of companies accounted for based on the equity method, net	14,954	13,523	21,203
Impairment of assets	-	1,923	22,358
Other revenues for tax partner	(18,593)	(1,634)	(6,246)
Profit from gaining control of an associate	-	-	(4,398)
Gain on loss of control of a consolidated company	-	-	(235,896)
Share-based payment expenses	2,874	1,314	12,196
	<b>73,511</b>	<b>59,233</b>	<b>120,590</b>
<b>Appendix B: Changes in working capital (changes in sections of assets and liabilities):</b>			
Decrease in inventory	(445)	6,054	6,848
Increase in customers	(10,791)	(12,819)	(22,837)
Increase in receivables	(18,687)	(28,029)	(195,002)
Increase (decrease) in accounts payable	(37,854)	31,045	89,708
Increase (decrease) in suppliers and service providers	57,944	(17,031)	(35,171)
Change in deferred taxes	(3,696)	(8,655)	(39,298)
<u>Additional Information:</u>			
Income tax paid	-	(94)	(493)
Interest received in cash	774	1,517	8,196
Interest paid in cash	(11,001)	(16,185)	(174,434)
	<b>(23,756)</b>	<b>(44,197)</b>	<b>(362,483)</b>

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

## Condensed Consolidated Statements of Cash Flows

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	Unaudited		Audited
	NIS thousands		
<b>Appendix C: Substantial non-cash transactions</b>			
Initial recognition of right of use asset and lease liability	1,488	10,769	19,057
Purchase of fixed assets with supplier credit	63,136	-	-
Classification of customers for investment in corporations accounted for using the equity method	-	39,695	32,566
<b>Appendix D: Obtaining control of consolidated companies</b>			
Working capital, net, excluding cash and cash equivalents	169,693	(1,328)	(5,132)
Long-term deposit	-	-	7,484
Fixed assets and intangible assets	4,675,537	5,543	166,695
Right of use asset	296,447	-	50,620
Lease liability	(263,897)	-	(50,620)
Liability for tax partner	(591,517)	-	-
Liability for deferred consideration	-	-	(87,613)
Deferred taxes	(64,056)	-	(24,919)
Short term and long term loans from bank corporations and others	(2,046,084)	-	(54,924)
Short and long term bonds	(924,944)	-	-
Asset held for sale	559,799	-	-
Other long-term payables	(186,992)	-	-
Non-controlling interests	(665,221)	-	-
Advances on account of investment paid for acquisitions of companies that were consolidated for the first time, including for asset transactions	(136,767)	-	-
Goodwill	182,174	-	65
	<b>1,004,172</b>	<b>4,215</b>	<b>1,656</b>
<b>Appendix E: Loss of Control in Subsidiary</b>			
Customers and accounts receivable	-	-	(46,090)
Investment in companies accounted for using the equity method	-	-	(391,530)
Financial asset	-	-	(14,398)
Fixed assets	-	-	(1,716,114)
Right of use asset	-	-	(113,645)
Suppliers and other payables	-	-	39,357
Deferred taxes	-	-	107,270
Short term and long term loans from bank corporations and others	-	-	672,993
Lease liability	-	-	103,842

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

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

### 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, as of the date of the Report, 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, the exercise of assets, 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, a Group 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:

<b>The Company -</b>	O.Y. Nofar Energy Ltd.
<b>The Group -</b>	The Company and its consolidated companies.
<b>Consolidated Companies /Subsidiaries -</b>	Corporations, including companies and partnerships, whose reports are fully consolidated, directly or indirectly, with the Company's reports.
<b>Investee Companies -</b>	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.
<b>Interested Parties -</b>	As defined in paragraph (1) of the definition of “interested parties” in a corporation in Section 1 of the Securities Law, 5728-1968.
<b>Affiliated Party -</b>	As defined in International Accounting Standard (2009) <sup>24</sup> 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, 2025.

#### c. Operation Lion's Roar

On February 28, 2026, the State of Israel and the United States launched a combined attack in Iran, targeting Iran’s missile systems and various targets of the Iranian regime. In response, the Iranian regime began launching missiles and UAVs toward the State of Israel and toward other countries in the region. On March 1, the campaign was expanded to Lebanon following fire toward the State of Israel from the Hezbollah organization.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

At this stage, the Company estimates that the transaction is not expected to affect its financial position, the results of its operations, or its cash flows, if any.

### 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 March 31, 2026 and for the three-month period that 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, 2025 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.

#### 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.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

### c. Exchange rates and linkage basis:

- (1) Balances in foreign currency, or those linked to it, are included in the financial statements according to the representative exchange rates as of the balance sheet date.
- (2) The balances linked to the Consumer Price Index in Israel (hereinafter: the "**Index**") are shown according to the last known index on the balance sheet date (Known Index) or according to the index for the last month of the reporting period (base index), according to the terms of the transaction.

### (3) Below are data on exchange rates and the index:

	March 31, 2026	March 31, 2025	December 31, 2025
Consumer price index (in points)*:			
Based on index for	111.588	109.548	111.26
Based on known index	111.159	109.011	111.26
US dollar (in NIS for 1 dollar)	3.165	3.718	3.19
Pound sterling (in NIS for 1 pound)	4.187	4.811	4.29
EUR (in NIS for 1 euro)	3.636	4.022	3.745

	For the three-month period ended on		For the year ended on
	March 31, 2026	March 31, 2025	December 31, 2025
	%	%	%
Consumer price index:			
Based on index for	0.29	1.06	2.63
Based on known index	(0.09)	0.29	2.35
USD	(0.79)	1.95	(14.32)
Pound Sterling	(2.4)	5.18	(6.62)
Euro	(3.18)	5.95	(1.36)

### Note 3 - Significant Accounting Policies:

#### Principles of preparing the Condensed Interim Financial Statements

The condensed interim financial statements comply with the provisions of International Accounting Standard 34 regarding financial reporting for interim periods. Additionally, the condensed interim financial statements also comply with the disclosure provisions under Chapter D of the Securities Regulations (Periodic and Immediate Reports), 5730-1970. The condensed interim financial statements were prepared based on the same accounting policies and calculation methods applied in the Company's annual financial statements as of December 31, 2025.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

### 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 comprehensive income (loss) section in the results of operations.

#### a. Noy-Nofar Renewable Energies Europe (the "Noy Nofar Partnership"):

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 Partnership, which, as of the date of this transaction, 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**"). After 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. For additional details, see Note 13(c) of the Company's annual financial statements. The Company does not attach the consolidated financial statements of Noy Nofar, even though its contribution rate exceeds the 20% threshold for the 12-month period ended on March 31, 2026, since it is not expected to meet the aforementioned threshold in 2026. Below is additional information regarding the financial position and results of operations of the Noy-Nofar Partnership, which is a material affiliate. (Without adjustment to the ownership percentages held by the Company):

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

	As of March 31		As of December 31
	2026	2025	2025
	(Unaudited)		(Audited)
	NIS thousands		
<b>Current assets</b>	10,770	13,754	12,423
<b>Non-current assets</b>	461,400	471,109	462,957
<b>Current liabilities</b>	20,597	16,682	18,882
<b>Non-current liabilities</b>	193,401	195,362	194,167
<b>Equity</b>	258,171	272,820	262,333

#### 2. Summary financial information on operating results

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	(Unaudited)		(Audited)
	NIS thousands		
<b>Revenues</b>	4,558	6,085	38,759
<b>Loss for the period</b>	(4,859)	(2,753)	(4,387)
<b>Total loss for the period</b>	(4,156)	(1,716)	(1,293)

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

### b. 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 March 31		As of December 31
	2026	2025	2025
	(Unaudited)		(Audited)
	NIS thousands		
<b>Current assets</b>	135,987	158,343	120,030
<b>Non-current assets</b>	1,407,105	1,518,931	1,436,305
<b>Current liabilities</b>	(148,998)	(163,818)	(125,602)
<b>Non-current liabilities</b>	(1,141,499)	(1,281,081)	(1,202,537)
<b>Capital attributed to the Company's shareholders</b>	(252,596)	(232,375)	(228,196)

#### 2. Summary financial information on operating results

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	(Unaudited)		(Audited)
	NIS thousands		
<b>Revenues</b>	34,527	57,867	174,042
<b>Profit (loss) for period</b>	11,588	(7,968)	(7,857)
<b>Total loss for the period</b>	11,588	(7,726)	52,400

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

### Note 4 - Business combinations and acquisition of assets in the Reporting Period:

a. Completion of the acquisition of a portfolio of solar projects in the United States (the “Acquisition Transaction”)

On December 30, 2025, Nofar USA Energy Investments and Management LLC (the “Subsidiary” or the “Purchaser”) entered into an agreement for the acquisition of a portfolio of solar projects in the United States, with a total capacity of approximately 1 GW (dc) (the “Purchase Agreement” and the “Portfolio”), from PineGate Renewables LLC (the “Seller”), a company undergoing Chapter 11 bankruptcy proceedings in a court in Houston, Texas, USA.

Details regarding the projects comprising the Portfolio:

The Portfolio consists of 9 utility-scale solar projects located in 4 states in the United States (Texas, Alabama, North Carolina and South Carolina), with a total capacity of approximately 1 GWdc, of which 7 projects are in commercial operation (648 MWdc), one project is at an advanced construction stage (106 MWdc), and one project is at an initial construction stage (225 MWdc). The acquisition of the Portfolio will be carried out through the acquisition of all the rights in subsidiaries of the Seller’s group which hold the projects.

Projects in commercial operation: generate electricity and sell it under long-term power purchase agreements (PPA) to corporate purchasers and/or regulated utility companies, all of which have high “Investment-Grade Credit Rating”. The total senior debt relating to the projects in commercial operation as of the report date is approximately USD 261 million, and the total obligations to tax equity partners are approximately USD 120 million.

Project at an advanced construction stage (“Foley”): has reached the stage of mechanical completion and a long-term power purchase agreement has been signed. The project is acquired without senior debt, and in a manner whereby the Purchaser will be entitled to utilize the full tax benefits in respect of the investment therein (ITC), which are expected to be at a rate of approximately 40%.

Project at an advanced development stage (“Lavender”): grid connection approval has been obtained, a long-term power purchase agreement (PPA) has been signed, and high-voltage equipment has been procured, granting the project “start of construction” status for purposes of tax benefits in respect of the investment (ITC Safe Harbor). The project is expected to benefit from tax incentives at a rate of approximately 50%.

The total purchase consideration for the Portfolio is USD 285 million (the “Purchase Price”). On February 16, 2026, approval from the Federal Energy Regulatory Commission (FERC) was received and the acquisition transaction was completed. The total adjustments up to the completion date of the transaction amounted to approximately USD 35 million.

On February 26, 2026, the Purchaser (the “Borrower”) entered into a financing agreement with Bank Hapoalim Ltd. (the “Lender”) in a total amount of up to USD 255 million. The Lender provided the Borrower with credit consisting of three financing tranches: (1) a project financing facility in the amount of USD 100 million for financing the Foley project, consisting of two sub-facilities (the “Project Facility”); (2) a corporate loan in the amount of USD 80 million (the “Corporate Loan”); (3) mezzanine debt in the amount of USD 75 million (the “Mezzanine Debt”). The three financing tranches will be referred to collectively as the “Bridge Loans”.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

The bridging loans will be repaid during July after the final repayment date was extended by 45 days in order to complete the long-term financing agreements. In accordance with the terms of the agreement, upon receipt of long-term financing for the Foley project, the Borrower will repay the Bridge Loans such that financing of the Foley project will first be used for full repayment of the Project Facility and thereafter for repayment of the remaining Bridge Loans, and refinancing of other projects will first be used to cover operating expenses and capital expenditures in other projects, thereafter to pay accrued interest, and finally for repayment of the Mezzanine Debt and thereafter the Corporate Loan. In addition, the agreement includes fees for early repayment of the Bridge Loans.

The Bridge Loans will bear variable interest at the SOFR rate plus a margin as follows: for the Project Facility, a margin of 2.75% for one sub-facility and 3.95% for the second sub-facility; for the Corporate Loan, a margin of 4.2%; and for the Mezzanine Debt, a margin of 6%. The interest will be paid on the final repayment date of the Bridge Loans.

The Company provided a parent company guarantee to secure the Borrower's obligations, which will be reduced to USD 75 million upon completion of the post-closing conditions set forth in the agreement, which primarily relate to the pledge of the holdings in the acquired portfolio. In addition, the Borrower will create a general lien over all of its assets in favor of the Lender, including equity rights in the portfolio companies directly held by it. In favor of the lender, all of the equity rights in the borrower and Foley and Lavender project companies will also be pledged, and all of their assets will be subject to a general lien in favor of the Lender until project financing is provided to them. In addition, the Borrower undertook not to create any lien over its assets and the assets of the project companies, except for permitted liens as detailed in the agreement. On February 26, 2026, the full amount of the loans was drawn.

On February 27, 2026, following completion and satisfaction of the conditions precedent, the Acquisition Transaction was completed and the purchase consideration was paid in full on the completion date.

Determination of fair value: The allocation of the purchase price (PPA) as part of obtaining control of the partnership was carried out by an independent external valuer. The transaction was treated as an asset purchase transaction. The fair value determined for assets and liabilities, including the fair value of fixed asset items, is based on the value of operations that included the expected cash flows from the projects they own, using a discount rate that reflects the weighted average cost of capital.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

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

	Recognized value on purchase date
	(Unaudited)
	NIS thousands
Cash and cash equivalents	9,576
Working capital, excluding cash and cash equivalents	13,053
Fixed assets	2,452,245
Right of use asset	132,016
Short-term loans, current maturities for long-term loans from banks and long-term loans	(881,403)
Long-term liability for a tax partner (including financial liability)	(597,994)
Lease liabilities	(132,016)

### Aggregate cash flows that arose for the Group as a result of the purchase transaction:

	As of the purchase date
	(Unaudited)
	NIS thousands
Consideration paid in cash and cash equivalents during the period	906,600
Advance paid in a previous period	89,267
Cash and cash equivalents in the Company as of the transaction date	(9,576)
<b>Total net cash flow</b>	<b>986,291</b>

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

### b. Share purchase agreement in Ellomay Capital Ltd.

On December 16, 2025, the Company entered into a share purchase agreement with S. Nechama Investments (2008) Ltd., Anat Raphael and Kanir Joint Investments (2005) G.P. (the "**Sellers**") for the purchase of approximately 45.85% of the issued and paid-up share capital of Ellomay Capital Ltd. ("**Ellomay**"), a public dual-listed company traded on the NYSE American and on the Tel Aviv Stock Exchange Ltd. In accordance with the agreement, the Company purchased from the Sellers all of their shares in Ellomay, constituting approximately 45.85% of the issued and paid-up share capital of the acquired company, in total consideration of approximately NIS 458.5 million, based on an Ellomay valuation of NIS 1 billion, subject to adjustments for dividend, consolidation, distribution, bonus shares and the benefit component in rights.

On February 12, 2026, the conditions precedent for completion of the transaction were fulfilled, including receipt of regulatory approval from the Electricity Authority for the Company's holding of control in Ellomay. On March 4, 2026, the acquisition of control in Ellomay was completed. The acquisition was financed in part through a loan from a banking corporation in Israel (the "**Loan**"). To secure repayment of the Loan, a first-ranking fixed charge over the shares of Ellomay was granted in favor of the banking corporation.

At the completion date, and at the Company's discretion, up to four directors on behalf of the Company will be appointed to Ellomay's Board of Directors, and an equal number of directors appointed on behalf of the Sellers will resign. It is noted that Rani Fridrich will continue in his role as CEO of Ellomay. Upon completion of the transaction, the Company became a controlling shareholder in Ellomay.

Ellomay is a producer of conventional and renewable electricity operating in Europe, Israel and the United States. Its principal activity is in solar, biogas and energy storage projects. In addition, Ellomay holds approximately 16.9% (indirectly) of the shares of Dorad Energy Ltd., approximately 83.33% in the Manara pumped storage project, and hundreds of MW in solar projects in Italy, Spain and the United States. The Company views this acquisition as having high value and as the practical implementation of the Company's strategic plan, which includes expanding and deepening its operations in the markets in which it operates (the United States, Spain, Italy and Israel), as well as entering the Netherlands as a new market, and creating operational synergy by combining Ellomay's knowledge and expertise with that of the Company to enhance the assets of both companies.

	<b>Goodwill recognized on purchase date</b>
	<b>(Unaudited)</b>
	<b>NIS thousands</b>
Consideration total	458,500
Non-controlling interests	(665,221)
Less fair value of the identified assets, net	391,686
<b>Goodwill as of purchase date</b>	<b>184,965</b>

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

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

	Recognized value on purchase date
	(Unaudited)
	NIS thousands
Cash and cash equivalents	304,322
Working capital, excluding cash and cash equivalents	156,460
Fixed assets, net	2,286,428
Asset held for sale	559,799
Right of use asset	164,431
Short-term loans and current maturities for long-term loans from banks	(1,164,681)
Bonds and current maturities of bonds	(924,944)
Deferred taxes	(64,056)
Non-controlling interests	(774,302)
Lease liabilities	(131,881)

Aggregate cash flows that arose for the Group as a result of the purchase transaction:

	As of the purchase date
	(Unaudited)
	NIS thousands
Consideration paid in cash and cash equivalents during the period	411,000
Advance paid in a previous period	47,500
Cash and cash equivalents in the Company as of the transaction date	(304,032)
<b>Total net cash flow</b>	<b>154,468</b>

Determination of the fair value: Allocation of the temporary share purchase price (PPA) as part of the acquisition of control was performed by an independent external valuer as detailed above.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

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

1. Filing of a statement of claim against the Company in connection with the agreement for acquisition of control in Ellomay Capital Ltd. ("Ellomay")

Further to Note 4(b) and Note 17(a)(11) of the Company's annual financial statements as of December 31, 2025, on January 7, 2026, the Company was served with a statement of claim filed against it in the District Court in Tel Aviv-Yafo (Civil Action 19111-01-26), against the Company and against S. Nechama Investments (2008) Ltd., Kanir Joint Investments (2005) – Limited Partnership, and Anat Rafael (together: the "**Other Defendants**"), by Prime Energy P.I. Ltd., Lahav L.R. Real Estate Ltd. and Yaron Kikoz (together: the "**Plaintiffs**").

In the statement of claim, it is alleged, inter alia, that a binding agreement was formed between the Plaintiffs and the Other Defendants for the sale of the shares of the Other Defendants in Ellomay Capital Ltd. to the Plaintiffs, however, despite their alleged obligations toward the Plaintiffs, the Other Defendants entered into a transaction for the sale of the shares to the Company.

Accordingly, the Plaintiffs seek, inter alia, declaratory relief and an order for specific performance for the sale of the shares to the Plaintiffs. Alternatively, the Plaintiffs seek to obligate the Other Defendants and the Company to pay expectation damages, which for fee purposes were set at NIS 20,000,000, together with statutory interest; and in the further alternative only, to obligate the Other Defendants and the Company to pay reliance damages in the amount of NIS 350,000 for fee purposes, together with statutory interest. In addition, the Plaintiffs seek to obligate the Other Defendants and the Company to pay legal expenses and attorneys' fees, and the like.

During May 2026, the Company filed a statement of defense in which it rejected the petitioners' claims. In the opinion of the Company and its legal advisors, and in light of the preliminary stage of the proceedings, at this stage it is not possible to assess its chances.

2. Additional exchange between Series B bonds and Series D bonds and ordinary shares

Further to Note 19(4), in the Company's annual financial statements as of December 31, 2025, on January 27, 2026, the Company completed an immaterial exchange purchase offer for NIS 15,007,062 par value Bonds (Series B). The tender offer included an exchange of each NIS 1,000 par value of Series B bonds for 5.35 ordinary shares and NIS 715 par value of bonds (Series D). Accordingly, a total of 80,280 ordinary shares and NIS 10,729,290 par value of bonds (Series D) of the Company were issued in the tender offer in exchange for Series B bonds. The gross consideration received by the Company in respect of the tender offer, according to the offer report, amounted to NIS 15,007,062 par value of bonds (Series B). As a result of such exchange, the Company recognized a loss of approximately NIS 0.8 million. Following the allocation, the total par value of Bonds (Series B) will be NIS 10,923,330 par value. The total par value of Bonds (Series D) will be NIS 1,110,251,439 par value.

3. Non-material or non-exceptional private offerings of options for the Company's shares to an officer

Further to Note 22 of the Company's annual financial statements as of December 31, 2025, on January 21, 2026, 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 an employee of a subsidiary (indirectly). The exercise price of the options will be NIS 111 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 offeree works outside of Israel and therefore the options will not be allocated to the trustee. 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 March 31, 2026

### 4. Sunprime - Entering into agreements for differences within the framework of the Energy Release mechanism in Italy and entering into a project financing agreement

Further to Note 17(a)(1) of the Company's annual financial statements as of December 31, 2025, on February 5, 2026, Sunprime Holding S.R.L. ("**Sunprime**"), incorporated in Italy and engaged in the initiation, development, financing, construction and holding of solar systems and storage systems in Italy, entered into a series of agreements with industrial electricity consumers with high consumption in Italy within the "Energy Release" regulation in Italy.

The Energy Release mechanism is a regulatory tool intended to reduce energy costs for the Italian industry, within which industrial companies receive a virtual electricity allocation from the state, in exchange for a commitment by energy developers to construct and connect new renewable energy projects.

Under the agreements, Sunprime undertook to supply electricity in a total cumulative energy volume of approximately 5.12 terawatt-hours (TWh; million megawatt-hours), in a manner supporting the construction and connection of new solar power generation facilities with a total capacity of approximately 200 MWp within a period of approximately 40 months; failure to meet this undertaking may result in penalties. 50% of the generation (2.56 TWh) will be sold under a contract for differences (CfD) with the system operator (GSE) over a period of 20 years, at a price of EUR 65 per MWh. This contract for differences reflects revenues of approximately EUR 166.4 million over the entire term of the agreement. The remaining 50% of the generation will be eligible to participate in FER-X tenders. The agreements include, inter alia, customary commercial provisions for agreements of this type, including entitlement to receive advance payments of approximately 10%–15% of the construction costs by Sunprime.

On February 23, 2026, Sunprime Agira S.r.L (hereinafter: the "**Borrower**"), a wholly owned subsidiary of Sunprime, entered into a large-scale project financing agreement in a total amount of up to EUR 507 million for the purpose of construction and operation of a portfolio of renewable energy facilities in Italy (hereinafter: the "**Financing Agreement**"). The financing is provided by a group of international banks (hereinafter: the "**Lenders**").

The Financing Agreement enables Sunprime to construct solar projects with a total capacity of approximately 290 MW and storage projects with a capacity of approximately 350 MW (with a total storage capacity of approximately 1,400 MWh).

### 5. Non-material or non-exceptional private offerings of options for the Company's shares

On March 24, 2026, the Company reported a non-material and non-exceptional private offering of 71,614 options (non-tradable) exercisable into up to 71,614 ordinary shares of the Company (constituting approximately 0.18%). The options will be allocated to offerees who are Company employees. The exercise price of the options will be NIS 167.24 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 March 25, 2026.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

### 6. Establishing a company that consolidates the activity in Israel (“Nofar Israel”) and entering into an agreement with Clal Insurance Company Ltd. for investment in the Company’s activity in Israel

Further to Note 17(a)(10) of the Company’s annual financial statements as of December 31, 2025, on January 13, 2026, the Company entered into a set of agreements for the purpose of Clal’s investment in the Company’s operations in Israel, including an agreement for the transfer of assets and liabilities; as part of a reorganization carried out by the Company, the Company entered into an agreement for the transfer of assets and liabilities with Nofar Energy Israel Ltd. (“**Nofar Israel**”), a wholly owned private company established for the purpose of transferring the Company’s operations in Israel thereto (excluding activity explicitly excluded in the agreement and which will remain with the Company) (the “**Transferred Activity**” and the “**Transfer Agreement**,” respectively). After the transfer of the Transferred Activity, the Company held 100% of the issued and paid-up share capital of Nofar Israel on a fully diluted basis.

Immediately following the execution of the Transfer Agreement, the Company entered into an investment and share allocation agreement with Nofar Israel and Clal (the “**Investment Agreement**”), pursuant to which, in consideration for a cash payment upon completion of the transaction in the amount of approximately NIS 300 million (the “**Investment Amount**”), Nofar Israel allocated to Clal 18.75% of its issued and paid-up share capital. The Investment Amount will be made available to the Company by Clal as an equity investment and by way of shareholder loans which will be provided by it proportionately (pari passu) to the shareholder loans that were provided by the Company and which will be attributed to Nofar Israel under the Transfer Agreement.

The transaction terms reflect a valuation of Nofar Israel’s activity of NIS 1.6 billion, post-money. In accordance with the provisions of the Investment Agreement, the Investment Amount will be subject to adjustments, including due to non-receipt of third-party approvals, investments in Nofar Israel and payments made by Nofar Israel until the Completion Date. The execution and completion of the Transaction under the Investment Agreement are subject to the fulfillment of conditions precedent, including customary conditions in agreements of this type, as well as receipt of the third-party approvals and completion of the transfer of the Transferred Activity from the Company to Nofar Israel under the Transfer Agreement.

The transaction will be completed in two stages. In the first stage, and after receipt of the majority of the third-party approvals (at a rate as determined in the investment agreement) (the “**Initial Third-Party Approvals**”), the first closing will be carried out according to the relative value of the third-party approvals received up to that date. Receipt of the Initial Third-Party Approvals is a condition precedent to the completion of the investment transaction.

On March 19, 2026, the first completion was carried out, and Clal invested in Nofar Israel a total amount of approximately NIS 207 million, approximately NIS 140 million of which was for an investment in Nofar Israel’s equity. After the date of the first closing, the Company and Nofar Israel will have an additional period until October 31, 2026, to obtain the additional third-party approvals, and a second closing will be carried out in respect of these assets, according to the relative value.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

### 7. Noventum wins UK Contract for Difference (CfD) tender

Further to Note 17(a)(7) of the Company's financial statements as of December 31, 2025, in February 2026, Noventum was awarded three Contracts for Difference (CfD) under the UK Government's Allocation Round 7 (AR7). These contracts for difference give three solar projects a guaranteed rate of approximately GBP 65.23 per megawatt hour for a period of 20 years from the date of operation (the "**Operating Period**"). These agreements include an index linkage mechanism, which is expected to increase the attractiveness of the projects for potential buyers during the RTB phase. The total installed capacity of the three projects is expected to be approximately 63 megawatts. According to the Company's estimate, the total estimated revenue from the projects in this award is expected to amount to approximately GBP 100 million (including indexation) for the entire Operating Period.

### 8. Negotiations to initiate the establishment and operation of server farms (Data Centers)

In February 2026, in the Company's annual financial statements as of December 31, 2025, negotiations started with BSR Shoham – Center Limited Partnership and additional landowners holding rights in a land parcel in Shoham with an area of approximately 32 dunams (the "**Owners**"), for the acquisition of 51% of the rights in the land (through a designated indirect subsidiary) for a total consideration of approximately NIS 181 million, reflecting a price of NIS 11,111,111 per dunam (and based on a proportionate share for part of a dunam), plus lawful value added tax. A PUT option will be granted to the owners to sell the remainder of their holdings, either for cash or in consideration for the allocation of shares in Nofar DC, a wholly owned subsidiary of the Company, at a value not less than the higher of: (a) the value in the sale transaction plus 10% per annum; and (b) a value according to a valuation, and subject to additional terms to be agreed. The exercise of the PUT option is expected to be subject, inter alia, to the occurrence of one or more of the events defined for this purpose, including entry into an agreement with a third party for the provision of data center services at an agreed minimum volume and/or receipt of a final building permit for the project and final approval for connection of the land to the electricity grid enabling the purchase of electricity at an agreed minimum volume, and/or the passage of an agreed period from the date of execution of the agreement, all as will be determined in the agreement. In addition, if no notice of exercise of the put option is delivered within the prescribed exercise period, the put option will expire and the Company will be granted a call option to require the owners to sell to the Company (or to a third party as instructed by the Company) the remainder of their holdings, in accordance with the terms to be determined in the sale agreement and the call option exercise agreement. Nofar DC was established as part of the Company's entry into the data center sector.

The Owners granted the Company a No-Shop undertaking under a non-binding memorandum of understanding for a period of 30 days (with an extension of an additional 30 days) during the negotiations regarding the transaction. The engagement in the binding agreements (if and to the extent there will be any) will be subject, inter alia, to the completion of due diligence examinations to the Company's satisfaction, the finalization of the wording of the binding agreements by the parties, the receipt of the approval of the competent organs of the Company and of each of the Owners, and the fulfillment of conditions precedent to be agreed between the parties, including conditions relating to the connection of electricity supply in a significant scope to the Project. Concurrently, in accordance with the principles under discussion, the parties are also discussing entering into a joint venture agreement in connection with their rights and obligations relating to the development, financing and construction of a Data Center on the land, which is expected to be signed (if and to the extent the transaction is signed) on the date of signing of the binding agreements. On April 21, 2026, the validity of the non-binding No Shop was extended until May 31, 2026. On May 25, an agreement was signed with the Sellers. For further details, see Note 8(5) regarding events after the balance sheet date.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

### 9. Bonds (Series E) of the Company

On March 27, 2026, the Company completed the issuance to the public and listing for trade on the Stock Exchange (hereinafter: the "**Offerees**") of 150,000,000 Bonds (Series E) of NIS 1 par value each of the Company (hereinafter: the "**Bonds (Series E)**"), for gross total consideration received by the Company in respect of the allocation amounting to NIS 150,000 thousand.

The Bonds shall be registered in the name of the holder, of NIS 1 par value each, and shall be payable as to principal in six unequal annual payments, as follows: the first two payments, at a rate of 5% of the par value of the Bonds each, shall be paid on March 31 of the years 2031 and 2032; the third payment, at a rate of 10% of the par value of the Bonds, shall be paid on March 31, 2033; the fourth payment, at a rate of 20% of the par value of the Bonds, shall be paid on March 31, 2034; and the next and final two payments, at a rate of 30% of the par value of the Bonds each, shall be paid on March 31 of the years 2035 and 2036.

The interest on the outstanding principal balance of the Bonds (Series E) will be paid in semi-annual installments on the dates detailed below: on September 30 in each of the years 2026 to 2035 (inclusive), and on March 31 in each of the years 2027 to 2036 (inclusive). The interest payments shall be paid for the period of six months that ended on the day preceding the relevant interest payment date (hereinafter: the "**Interest Period**"), except for the first interest payment, which shall be paid on September 30, 2026 in respect of the period commencing on the first trading day after the tender date and ending on the day before the said Payment Date (i.e., September 29, 2026). The interest for this period will be calculated according to the number of days in the said period, based on 365 days per year (hereinafter: "**First Interest Period**"). The annual interest rate of the bonds is 5.98%, for the First Interest Period and the semi-annual interest rate as stated. The principal of the Bonds (Series E) and interest for the same will not be linked to any index or currency.

### 10. Separation Proceeding in Ellomay Luzon

On February 8, 2026, the Company received a request regarding the separation proceeding in Ellomay Luzon Energy Infrastructures Ltd. ("**Ellomay Luzon**"), a company indirectly held by the Company through Ellomay Capital. In accordance with the mechanism prescribed in the shareholders agreement dated November 25, 2010 between Ellomay Clean Energy and Amos Luzon Group Development and Energy (the "**Luzon Group**"), in relation to their holdings in Ellomay Luzon, a private company, which was held in equal parts, 50%-50%, by the Luzon Group and Ellomay Energy. This mechanism allows each of the shareholders of Ellomay Luzon to apply to an external "decider" for the purpose of determining a framework for the sale of the holdings of one party to the other.

On March 27, 2026, the separation proceeding took place. At the conclusion of the separation proceeding, the Amos Luzon Group undertook to purchase the Ellomay Luzon shares indirectly held by Ellomay Capital, according to a valuation of Dorad Energy Ltd. ("**Dorad**") of NIS 4.4 billion. Ellomay Luzon holds approximately 33.75% of the share capital of Dorad, and the price for the Ellomay Luzon shares indirectly held by Ellomay Capital, based on the Dorad valuation and on additional assets and liabilities of Ellomay Luzon, is expected to amount to a gross amount of approximately NIS 742.5 million (approximately NIS 560 million after deduction of half of Ellomay Luzon's liabilities). In addition, as part of the separation proceeding, each of the parties deposited a bank guarantee or cash in the amount of NIS 72 million in a trust account. As part of the separation proceeding, a share purchase agreement was signed between the parties. Completion of the transaction was subject to the fulfillment of customary conditions precedent. The Luzon Group had a period of seven and a half months in which it was required to complete all of the conditions precedent.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

On May 6, 2026, the conditions precedent were fulfilled, and on May 10, 2026, the transaction was completed. Out of the sale consideration, a total of approximately NIS 166.2 million was deposited in the account pledged to the trustee for Ellomay's Bonds (Series E), for the purpose of removing the pledges on the Ellomay Luzon shares. This amount will be used for the full early repayment of the Bonds (Series E), which Ellomay announced, the consideration in respect of which is approximately NIS 170 million. The Company classified the asset as held for sale.

### Note 6 – 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 of the Company's bonds (Level 1) NIS thousands:

As of March 31, 2026		As of March 31, 2025		As of December 31, 2025	
Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
(Unaudited)				Audited	
3,355,616	3,438,757	2,440,888	2,572,538	2,286,250	2,333,762

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

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

### 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, 2025.

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

#### 1. Composition:

As of March 31, 2026 (unaudited)				
	Level 1	Level 2	Level 3	Total
<b>NIS thousands</b>				
Financial assets - fair value through profit and loss				
Derivatives used for hedging transactions (1)	-	19,030	17,718	36,748
Financial assets	-	-	11,123	11,123
Non-current financial assets - fair value through other comprehensive income				
Derivatives used for hedging transactions (2)	-	(4,606)	52,329	47,723
Current financial liabilities - fair value through profit and loss				
Warrants (3)	(13,066)	-	(7,362)	(20,428)
Options granted to shareholders in associated companies	-	-	(1,918)	(1,918)

#### 1. Level 2 classification:

The Company has a euro put option for hedging purposes (not an accounting hedge) from a banking corporation in the amount of EUR 50 million. The transaction is for a period of up to one year. Additionally, the Company's consolidated corporation has a variable interest loan. In order to reduce interest rate exposure, the consolidated corporation entered into an economic hedge transaction by purchasing IRS for a term of up to 22 years in a nominal amount of NIS 286,804 thousand. The net fair value of the hedge transaction as of March 31, 2026, is positive in the amount of NIS 18,642 thousand.

#### Level 3 classification:

A consolidated corporation of the Company that was consolidated for the first time during the Report Period has an agreement to hedge income from the sale of electricity in accordance with a power purchase agreement (PPA). In order to manage exposure to changes in electricity prices and reduce volatility in cash flows, in 2018 the corporation entered into a PPA agreement to fix the electricity sales price in relation to the facility's expected electricity output. Accordingly, the majority of the Company's exposure to changes in electricity prices in the market relates to the remaining output that is not hedged within the framework of the agreement.

- The Company's consolidated corporation has a variable interest loan. In order to reduce exposure, the consolidated corporation entered into a hedging transaction whose net fair value as of March 31, 2026, is negative in the amount of NIS 4,606 thousand. The transaction is for a term of up to 13 years and includes the purchase of an IRS (Interest Rate Swap).
- The consolidated corporation of the Company, which was consolidated for the first time during the Report Period, has tradable options traded on the Tel Aviv Stock Exchange, in addition to non-tradable options granted to an institutional body and bondholders, which are measured according to the binomial option pricing model.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

As of March 31, 2025 (unaudited)				
	Level 1	Level 2	Level 3	Total
<b>NIS thousands</b>				
Financial assets - fair value through profit and loss				
Derivatives used for hedging transactions	-	1,295	-	1,295
Financial assets	-	-	11,123	11,123
Non-current financial assets - fair value through other comprehensive income				
Derivatives used for hedging transactions	-	14,955	-	14,955
Current financial liabilities - fair value through profit and loss				
Options granted to shareholders in associated companies	-	-	(1,918)	(1,918)

As of December 31, 2025 (audited)				
	Level 1	Level 2	Level 3	Total
<b>NIS thousands</b>				
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	-	(2,828)	-	(2,828)
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 March 31, 2026

### Note 7 - Information on Activity Sectors:

#### a. Description of activity sectors

Until December 31, 2025, the Group was managed and reported in four main operating segments - initiation and investment in photovoltaic systems in Israel, Europe, and other initiation and investment. In addition, the sector of construction and operation of photovoltaic systems in Israel. These operating segments are determined based on the information examined by the chief operating decision maker in order to make decisions regarding the allocation of resources and performance assessments. Following continued growth and additional investments made by the Group, for further details see Note 4(a) and 4(b). Starting with the Group's consolidated financial statements as of March 31, 2026, the Company reports to CODM the results of its operations as follows:

##### **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 in the United States:**

Engaged in initiating, financing, constructing, operating and owning renewable energy projects in the solar, battery storage and wind sectors, in California and Texas, starting in 2026. The segment is reportable as a result of the completion of the acquisition of a portfolio of solar projects in the US, see Note 4(a). 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. The Company has a local team responsible for carrying out the platform's activities and creating value in the project.

##### **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.

##### **Initiation and investment in renewable energy Ellomay Capital:**

Ellomay Capital's operating segment includes initiating, developing, establishing, financing, owning and operating projects in the field of renewable energy and energy infrastructure, in Israel and abroad. The segment's activity focuses primarily on projects for the production of electricity from solar energy, wind energy and energy storage, as well as on other activities in the field of energy and infrastructure. The Group's management examines the segment's results based on project performance, revenue from electricity production and sales, operating profitability and cash flows arising from operations.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

The reports submitted to the Company's chief operating 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.

### b. Composition:

For the three-month period ended on March 31, 2026:

	Initiation and investment in photovoltaic systems in Israel	Initiation and investment Europe	Initiation and investment USA	Initiating and investment Ellomay Capital	Total initiating and investment	Construction and operation of photovoltaic systems in Israel	Adjustments to the financial statement	Total in financial report
<b>NIS thousands</b>								
<b>(Unaudited)</b>								
Revenues from external	43,030	19,125	31,008	40,070	133,233	967	(69,476)	64,724
Inter-sector revenues	-	-	-	-	-	18,575	(198)	18,377
<b>Total revenues</b>	<b>43,030</b>	<b>19,125</b>	<b>31,008</b>	<b>40,070</b>	<b>133,233</b>	<b>19,542</b>	<b>(69,674)</b>	<b>83,101</b>
Operating cost (without depreciation)	33,378	5,375	2,466	28,558	69,777	19,080	(46,328)	42,529
<b>Segment Results - EBITDA</b>	<b>9,651</b>	<b>13,751</b>	<b>28,542</b>	<b>11,512</b>	<b>63,456</b>	<b>462</b>	<b>(23,346)</b>	<b>40,572</b>
<b><u>Expenses not allocated to sectors:</u></b>								
Depreciation and amortization								30,540
The Company's share of losses of companies treated according to the equity method, net								14,954
Management and general expenses								28,376
Marketing and sale expenses								2,619
Other expenses								713
Other revenues								(53)
Financing expenses, net								42,710
<b>Loss before tax</b>								<b>(79,287)</b>

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

For the three-month period ended on March 31, 2025:

	Initiation and investment in photovoltaic systems in Israel	Initiation and investment Europe	Initiation and investment USA (*)	Total initiating and investment	Construction and operation of photovoltaic systems in Israel	Adjustments to the financial statement	Total in financial report
	<b>NIS thousands</b>						
	<b>(Unaudited)</b>						
Revenues from external	26,243	39,294	3,885	69,422	1,686	(33,134)	37,974
Inter-sector revenues	-	-	-	-	26,170	(4,214)	21,956
<b>Total revenues</b>	<b>26,243</b>	<b>39,294</b>	<b>3,885</b>	<b>69,422</b>	<b>27,856</b>	<b>(37,348)</b>	<b>59,930</b>
Operating cost (excluding depreciation)	14,077	12,000	1,356	27,433	25,181	(17,360)	35,254
<b>Segment Results - EBITDA</b>	<b>12,166</b>	<b>27,294</b>	<b>2,529</b>	<b>41,989</b>	<b>2,675</b>	<b>(19,988)</b>	<b>24,676</b>
<b>Expenses not allocated to sectors:</b>							
Depreciation and amortization							25,844
Company's share of losses of companies treated according to the equity method, net							13,523
Management and general expenses							19,282
Marketing and sale expenses							2,491
Other expenses							2,623
Other revenues							(1,216)
Net financing expenses							18,921
<b>Loss before tax</b>							<b>(56,790)</b>

(\*) Reclassified

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

For the year ended on December 31, 2025:

	Initiation and investment in photovoltaic systems in Israel	Initiation and investment Europe	Initiation and investment USA (*)	Total initiating and investment	Construction and operation of photovoltaic systems in Israel	Adjustments to the financial statement	Total in financial report
	<b>NIS thousands</b>						
	<b>Audited</b>						
Revenues from external	163,792	260,387	20,901	445,080	13,831	(166,049)	292,862
Inter-sector revenues	-	-	-	-	51,550	(26,867)	24,683
<b>Total revenues</b>	<b>163,792</b>	<b>260,387</b>	<b>20,901</b>	<b>445,080</b>	<b>65,381</b>	<b>(192,916)</b>	<b>317,545</b>
Operating cost (without depreciation)	83,836	73,684	8,732	166,252	87,720	(93,119)	160,849
<b>Segment Results - EBITDA</b>	<b>79,956</b>	<b>186,704</b>	<b>12,169</b>	<b>278,829</b>	<b>(22,339)</b>	<b>(99,794)</b>	<b>156,696</b>
<b><u>Expenses not allocated to sectors:</u></b>							
Depreciation and amortization							127,833
Company's share of losses of companies treated according to the equity method, net							21,203
Management and general expenses							93,302
Marketing and sale expenses							9,545
Other expenses							36,629
Other revenues							(327,637)
Financing expenses, net							169,921
<b>Profit before tax</b>							<b>25,902</b>

(\*) Reclassified

### 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 March 31, 2026

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

1. Engagement in a Memorandum of Understanding of a Lease Tax Transaction for the Monetization of Tax Benefits and Financing of the Foley Project in the US.

Further to Note 4(a), on April 10, 2026, Solar Foley, LLC, a subsidiary in the chain of the Company (the "**Subsidiary**"), which holds a solar project with a capacity of 106 MWdc in the State of Alabama, the construction of which is in the final stages and in respect of which a fixed-price PPA was signed for a term of approximately 17 years (the "**Project**"), entered into a non-binding memorandum of understanding with a leading financial institution in the US (the "**Memorandum of Understanding**") for the execution of a Lease Tax Transaction for the monetization of the tax benefits of the Project and its financing. In accordance with the Memorandum of Understanding, a Sale & Leaseback Transaction will be executed, in the framework of which the financial institution will purchase the Project from the Subsidiary in consideration for an amount determined in an independent valuation of the Project, which was determined at approximately USD 221 million, and will lease it back to the Subsidiary for a period of 153 months. Following the purchase of the Project, the financial institution will be entitled to monetize federal tax benefits in an estimated scope of approximately USD 88 million.

On the Closing Date, the Subsidiary will provide the financial institution with credit in the amount of approximately USD 77 million for the purpose of financing part of the purchase price (the "**Seller Credit**"), such that the net consideration to be received by the Company after the expenses ancillary to the transaction is expected to amount to approximately USD 135 million. This consideration is expected to be used to reduce the bank debt raised by the Company for the purpose of purchasing the Pine Gate portfolio in the amount of approximately USD 255 million. Pursuant to the Memorandum of Understanding, the Subsidiary will pay current Lease Fees in accordance with a payment schedule determined in the Memorandum of Understanding, which is expected to be lower than the annual operating cash flow of the Project. At the end of a period of 5.5 years, the Subsidiary will have an option to repurchase the Project, free and clear of any financial obligation, in consideration for an amount expected to amount, after deduction of the repayment of the Seller Credit, to approximately USD 44 million.

Completion of the transaction is subject to the fulfillment of conditions precedent customary in transactions of this type, including receipt of final credit approvals, completion of due diligence examinations, receipt of opinions, approvals, pledge documents and tax insurance, and signing of final and binding documents to the satisfaction of the parties. In accordance with the Memorandum of Understanding, the closing of the sale and leaseback transaction is expected to occur within 90 days from the commercial operation date/the date on which the Project will be deemed ready for use, with a target completion date set for July 1, 2026.

2. Engagement in Term Sheets for the Establishment of Storage Facilities in Romania with a Capacity of approximately 280 MW and approximately 860 MWh

The Company respectfully updates that on May 15, 2026, RTG SOLAR ENERGY S.R.L. and SOLIS IMPERIUM S.R.L, project companies in Romania held in the chain by the Company, entered into a limited notice to proceed agreement (LNTA) and term sheets with an international battery supplier, in connection with two energy storage projects in Romania, Iepuresti and Ghimpatu (hereinafter: the "**Projects**").

In the Company's estimation, the establishment of these Projects, in combination with existing solar assets, is expected to contribute to strengthening the stability of revenues and increasing revenue potential, inter alia, through optimization of the sales mix and utilization of electricity price volatility.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

These engagements include:

- a. Non-binding term sheets for an agreement for the procurement and supply of Battery Energy Storage Systems (BESS);
- b. Non-binding term sheets for a Long-Term Service Agreement (LTSA); and
- c. A Limited Notice to Proceed Agreement (LNTP).

The Projects are solar projects in Romania that are in the ready-to-connect stage, which will be combined with energy storage facilities (Co-located), as detailed below:

**Iepuresti:** solar capacity: approximately 169 MW; planned storage facility: approximately 160 MW and approximately 340 MWh at the grid connection point

**Ghimpati:** solar capacity: approximately 146 MW; planned storage facility: approximately 120 MW and approximately 520 MWh at the grid connection point. The Company expects that the storage facilities will be ready for connection in the first quarter of 2027.

Following completion of the addition of the storage facilities, the combined facilities are expected to generate annual EBITDA in the scope of approximately EUR 60 million in the first full year of operation, reflecting a project return of approximately 18% relative to the total investment in the Project. The expected scope of investment, insofar as they are signed on the basis of the term sheets, is estimated at a total amount of approximately EUR 80 million.

### 3. Advancement of Dual Listing on Nasdaq

On April 15, 2026, the Board of Directors of the Company approved the advancement of the process for listing the Company's ordinary shares for trading in a dual listing on a stock exchange in the United States and to act to transition to reporting in accordance with the provisions of Chapter E3 of the Securities Law, 5728-1968. It is clarified that the listing document does not include a capital raise. It is clarified that there is no certainty that the listing for trading on the stock exchange in the US will be completed, and that completion of the process is subject, inter alia, to receipt of the required approvals from the competent authorities in Israel and the US, including approval of the stock exchange in the US, as well as additional approvals as may be required in accordance with law. On May 24, 2026, the General Meeting of Shareholders approved the transition to the provisions of Chapter E3 of the Securities Law, upon and subject to completion of the listing of the Company's shares for trading on a stock exchange in the United States.

### 4. Entering into a Preferred Rights Agreement

On May 25, 2026, the Company entered into an agreement with institutional entities from the Phoenix Group, the Phoenix Insurance Company Ltd. and the Phoenix Pension and Provident Funds Ltd. (together, the "**Investor**"), pursuant to which the Investor will be granted private Preferred Rights, in total consideration of NIS 450,000 thousand, which will be invested from members' funds and nostro funds. The Investor will be granted private Preferred Rights (the "**Preferred Rights**"), which do not confer voting rights in the Company but only economic rights. The consideration was determined in negotiations between the Company and the Investor.

#### Terms of the preferred rights against the Phoenix

- a. The Preferred Rights will be entitled, upon a dividend distribution, to a cash payment at a nominal annual rate of 8.5% based on the "Adjusted Right Value". Commencing from the end of the fifth, tenth and fifteenth year from the date of the initial issuance of the Preferred Rights, this rate will be updated to 10%, 11.5% and 13.5%, respectively (the "**Annual Cash Payment**").
- b. An Annual Cash Payment that is not paid on time will accrue in accordance with the provisions of the agreement (the "**Accrued Payment**"). No dividend may be paid to the holders of the ordinary shares of the Company before the Annual Cash Payment and the Accrued Payment have been paid.
- c. The Preferred Rights are subordinated and perpetual, without a fixed redemption date, and are not redeemable at the option of the Investor. The Company alone will be entitled to redeem all or part of the Preferred Rights commencing from the end of five years from their issuance date, provided that the redemption consideration shall not be less than the Adjusted Right Value.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

- d. Payment of the redemption consideration, insofar as made, will be made in cash and only from proceeds that will be received from a future issuance of ordinary share capital.
- e. Upon liquidation of the Company, and after payment of all its debts to its creditors, the Investor will be entitled to repayment of the investment in accordance with the order of payments prescribed in the agreement, including the Annual Cash Payment and the Accrued Payment, all prior to the return of capital to the ordinary shareholders.
- f. The Preferred Rights will not be registered for trading on the Stock Exchange.

### Future Public Offering and Exchange of the Preferred Rights

Insofar as the Company carries out a public offering of preferred shares tradable on the Tel Aviv Stock Exchange Ltd., and subject to receipt of all approvals required by law, the Company will redeem the Investor's private Preferred Rights, including the Annual Cash Payment not yet paid, and will allocate to it, in their place, tradable preferred shares, the rights attached to which will be identical to those of the private Preferred Rights (the "**Public Offering**"). The tradable preferred shares that will be allocated to the Investor, insofar as allocated, will be subject to the lock-up rules applicable under the Securities Law. The agreement includes economic adjustment mechanisms in the event that the effective return of the preferred shares in the Public Offering differs from that determined in relation to the Preferred Rights. Shortly prior to completion of the Public Offering, and subject to its completion, the Investor will have the right to demand from the Company repayment of part of its holdings in Preferred Rights, as determined in the agreement.

Insofar as the Public Offering is not carried out by the end of four years from the date of signing of the agreement, or if it is carried out but the approvals required for the redemption and exchange are not received, and in the event that the Company does not meet the financial covenants prescribed in the trust deeds of the Bonds that were issued and/or will be issued by it from time to time, the dates and rates detailed will be updated as determined in the agreement.

### 5. Engagement in Agreements for the Purchase of Rights in Land in Shoham and for the Establishment of a Limited Partnership for the Purpose of Initiation and Construction of a Data Center

Further to Note 5(8), on May 25, 2026, Nofar Data Center Israel Shoham, a limited partnership held indirectly (the "**Purchaser**" or the "**Partnership**"), entered into an agreement with BSR Shoham - Center Limited Partnership 4, as to 90% by the Company and additional owners (together: the "**Sellers**"), for the purchase of capitalized lease rights in land in Shoham with an area of approximately 32 dunams (the "**Land**" and the "**Sale Agreement**", respectively), for the purpose of development, initiation, construction, financing, holding, operation and management of a data center in respect of which there is approval of the Israel Electric Corporation and Noga - Electricity System Management Ltd., enabling connection of a facility of 60 MVA, which will be connected to a dedicated substation to be established for the needs of the Project, all subject to meeting the timetables for construction and connection, as customary, in a manner that enables the construction of a data center of 45 MWIT (the "**Project**").

In accordance with the Sale Agreement, the Purchaser will purchase from the Sellers all of their rights in the Land, which is land designated for industry, and which, to the best of the Company's knowledge, enables, inter alia, the construction of a data center project, in its physical and planning condition as is on the date of signing of the Sale Agreement (AS IS), subject to the representations, undertakings and declarations given by the Sellers under the Sale Agreement, in consideration for a total of approximately NIS 361 million, plus VAT by law (the "**Consideration**"). The Consideration will be paid in three payments, as detailed in the Sale Agreement, with the first payment set at NIS 36 million plus VAT, which will be deposited in trust within five days from the signing date, and will be released from trust subject to the fulfillment of conditions precedent and additional conditions prescribed in the Sale Agreement.

## Notes to the Condensed Consolidated Financial Statements as of March 31, 2026

Concurrently with the signing of the Sale Agreement, the partners in the Partnership entered into a partners agreement regulating the activity of the Partnership. Inter alia, it was determined in the partners agreement that the purpose of the Partnership is to purchase and receive the land and to fulfill its other undertakings by virtue of the Sale Agreement, and to develop, construct, finance, hold, invest in, operate and manage the Project on the Land; that the general partner of the Partnership will be responsible for managing the Partnership and its business, subject to special resolutions of the limited partners in material matters; that the limited partners will provide the Partnership with the required financing in accordance with the distribution ratios between them; and that the agreement also includes customary mechanisms regarding distribution of cash flow, excess financing and restrictions on transfer of holdings (including a right of first offer, tag-along right and drag-along right). In addition, it includes an option to purchase from it all of its rights in the Partnership and all shareholder loans provided by it, within 12 months from the date of receipt of possession of the Land, in consideration for a total of approximately NIS 36 million, plus an annual return at a rate of 10%, together with a payment in the amount of the unpaid balance of the shareholder loans provided by BSR, and also a provision whereby, insofar as the approval of the limited partners is required for approval of the budget and they do not reach agreement regarding its approval, the Company, through Nofar Data Center, will be entitled to compel the limited partner that objected to the budget to sell to it all of its holdings in the Partnership and its shareholder loans, in consideration as agreed in the agreement.

Financing of the Purchaser's part in the transaction that is the subject of the Sale Agreement is expected to be carried out from the Purchaser's sources and/or through external financing, including the possibility of taking a loan to finance part of the Consideration against a pledge of the Land, all as customary in transactions of this type and in accordance with the provisions of the Sale Agreement.

At this stage, all of the final financing conditions have not yet been completed. In addition, it is noted that at this stage it is not yet possible to finally estimate the total scope of investments in the Project, the cost of its construction and the manner of its financing. However, in the Company's estimation, and as customary in the data center field, the scope of investment in the Project is expected to be material, and will include capital investments and debt financing.

### 6. Iepuresti Project in Romania (169 Megawatts) - Electrification of the Project and Flow of Electricity into the Grid

On November 26, 2026, the electrification of the Project was successfully completed and the gradual flow of electricity into the grid began. It is noted that in addition to the electrification of the solar Project, the Company is currently in advanced steps toward the construction of a storage project that will be attached to the existing photovoltaic (PV) system. The combination of the PV with storage is expected to maximize the utilization of the energy produced and significantly improve the return of the combined Project.

The construction costs of the solar Project alone, without the integration of storage, amounted to approximately EUR 142 million, and in the Company's estimation, the revenues in respect of this facility in a representative first year are expected to amount to approximately EUR 19 million, and the annual EBITDA to be generated by the Project is expected to amount to approximately EUR 16 million.

In addition, in the Company's estimation, the construction costs of the storage facility are expected to amount to approximately EUR 50 million, the expected revenues from the combined facility in a representative first year are expected to amount to approximately EUR 38.6 million, and the annual EBITDA to be generated by the combined Project is expected to amount to approximately EUR 33.7 million.

Completion of the electrification of the Project and commencement of the flow of electricity into the grid constitute a significant milestone in the continued implementation of the Company's growth strategy in Romania and Europe, and strengthen the Company's position as a developer, constructor and operator of renewable energy projects of significant scopes.



**O.Y. Nofar Energy Ltd.**

**Separate Interim  
Financial Information  
As of March 31, 2026**

**Unaudited**



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with confidence

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## **Special Report of the Auditors on the Review of the 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 March 31, 2026, and for a period of three months that ended on the same date. 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 separate interim financial information for this interim period, based on our review.

We did not review the separate interim financial information from the interim financial information of investee companies whose net assets, net of liabilities attributed to them, amounted to approximately NIS 1,107,430 thousand as of March 31, 2026 and whose share of the losses of the aforementioned companies amounted to approximately NIS 14,043 thousand for the three-month period ended on that date. The financial information for the separate interim period of the same companies was reviewed by other accountants, whose reports were provided to us, and our conclusion, inasmuch as it relates to the financial information in respect of the same companies, is based on the review reports prepared by the other accountants.

### **Scope of the Review**

We conducted our review in accordance with Standard No. 2410 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 significantly limited in scope in comparison to an audit conducted in accordance with generally accepted accounting standards in Israel, and therefore does not allow us to reach an assurance that we have become aware of all material issues which may 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.

Tel Aviv,  
May 27, 2026

Kost Forer Gabbay and Kasierer  
Certified Public Accountants

**Financial Data from the Consolidated Statements of Financial Position Attributed to the Company Itself as a Parent Company**

	As of March 31		As of December 31
	2026	2025	2025
	Unaudited	Unaudited	Audited
NIS thousands			
<b>Assets</b>			
<b>Current assets:</b>			
Cash and cash equivalents	201,475	255,981	252,826
Deposits in bank corporations and others	-	79,716	-
Customers	9,897	105,785	16,378
Accounts receivable	146,916	31,523	65,771
Inventory	-	19,075	-
Financial assets	387	1,295	-
<b>Total current assets</b>	<b>358,675</b>	<b>493,375</b>	<b>334,975</b>
<b>Non-current assets:</b>			
Balances for investee companies	4,287,136	3,776,327	4,065,921
Advances on account of an investment	-	-	45,852
Other receivables	-	1,234	-
Long-term restricted cash	5,793	5,559	5,739
Right of use asset	7,168	63,905	12,734
Fixed assets	2,895	127,817	3,493
Financial assets	11,123	11,123	11,123
Long term deposits	198	298	197
Deferred taxes	119,771	-	107,370
<b>Total non-current assets</b>	<b>4,434,084</b>	<b>3,986,263</b>	<b>4,252,429</b>
<b>Total assets</b>	<b>4,792,759</b>	<b>4,479,638</b>	<b>4,587,404</b>

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

**Financial Data from the Consolidated Statements of Financial Position Attributed to the Company Itself as a Parent Company**

	As of March 31		As of December 31
	2026	2025	2025
	Unaudited		Audited
	NIS thousands		
<b>Liabilities and equity</b>			
<b>Current liabilities:</b>			
Short-term loans and current maturities for long-term loans from banks	141,450	120,393	140,334
Current maturities of lease liabilities	1,719	7,733	2,939
Suppliers and service providers	4,853	20,133	10,836
Accounts payable	42,012	49,241	10,873
Financial derivatives	-	1,918	-
Current maturities of bonds	125,302	92,243	125,341
<b>Total current liabilities</b>	<b>315,336</b>	<b>291,661</b>	<b>290,323</b>
<b>Non-current liabilities:</b>			
Long-term loans from banks	370,829	15,779	269,352
Liabilities for leases	5,878	55,639	5,602
Bonds	2,295,009	1,882,687	2,136,427
Convertible bonds	10,362	465,958	24,482
Deferred taxes	-	36,964	-
Other liabilities	-	731	-
<b>Total non-current liabilities</b>	<b>2,682,078</b>	<b>2,457,758</b>	<b>2,435,863</b>
<b>Capital attributed to the Company itself as a parent company:</b>			
Share capital and premium	1,864,875	1,716,256	1,860,350
Loss balance	(145,357)	(208,838)	(79,940)
Capital reserves	75,827	222,801	80,808
<b>Total capital attributed to the Company itself as a parent company</b>	<b>1,795,345</b>	<b>1,730,219</b>	<b>1,861,218</b>
<b>Total liabilities and equity</b>	<b>4,792,759</b>	<b>4,479,638</b>	<b>4,587,404</b>

May 27, 2026

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

**Zvi Levin  
Chairman of the Board**

**Ofer Yannay  
CEO**

**Avraham Golde  
CFO**

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

**Financial Data from the Consolidated Statements of Profit or Loss and Other Comprehensive Profit Attributed to the Company Itself as a Parent Company**

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	Unaudited		Audited
	NIS thousands		
<b>Revenue</b>	<b>4,677</b>	<b>30,916</b>	<b>105,591</b>
Setup and operating costs	8,223	32,295	110,671
Marketing and sale expenses	1,229	2,441	8,969
Management and general expenses	11,843	9,941	48,267
Other expenses, net	-	41	1,256
<b>Total expenses</b>	<b>21,295</b>	<b>44,718</b>	<b>169,163</b>
Other income	-	1,197	241,626
<b>Operating profit (loss)</b>	<b>(16,618)</b>	<b>(12,605)</b>	<b>178,054</b>
Financing expenses	94,261	30,053	386,501
Financing income	27,896	153,050	260,880
Net financing expenses (income)	<b>66,365</b>	<b>(122,997)</b>	<b>125,621</b>
<b>Profit (loss) after financing expenses</b>	<b>(82,983)</b>	<b>110,392</b>	<b>52,433</b>
Company's share in the profits (losses) of companies accounted for using the equity method, net	21,812	(149,502)	(1,093)
<b>Profit (loss) before taxes on income</b>	<b>(61,171)</b>	<b>(39,110)</b>	<b>51,340</b>
Income tax expenses (tax benefit)	4,524	(3,754)	(38,790)
<b>Profit (loss) for period</b>	<b>(65,695)</b>	<b>(35,356)</b>	<b>90,130</b>
<b>Other comprehensive profit (loss) (after tax impact):</b>			
<b><u>Amounts that will be classified or reclassified to profit or loss if specific conditions are met:</u></b>			
Adjustments arising from translation of financial statements for foreign operations	(74,714)	125,561	(87,987)
Adjustments arising from hedging transactions	1,600	3,038	12,767
<b><u>Items not reclassified later to profit and loss:</u></b>			
Part of other comprehensive income of corporations accounted for using the equity method	-	242	60,257
Revaluation for fixed assets	8,479	433	8,121
	<b>8,479</b>	<b>675</b>	<b>68,378</b>
<b>Total other comprehensive income (loss)</b>	<b>(64,635)</b>	<b>129,274</b>	<b>(6,842)</b>
<b>Total comprehensive income (loss) for the period</b>	<b>(130,330)</b>	<b>93,918</b>	<b>83,288</b>

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

**Financial Data from the Consolidated Statements of Cash Flows Attributed to the Company Itself as a Parent Company**

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	Unaudited		Audited
<b>Cash flow from current operations:</b>	<b>NIS thousands</b>		
Profit (loss) for period	(65,695)	(35,356)	90,130
Appendix A - Expenses (revenues) not involving cash flows	47,172	30,919	(87,707)
Appendix B - Changes in working capital	(34,941)	(20,981)	(227,943)
<b>Net cash used for operating activities</b>	<b>(53,464)</b>	<b>(25,418)</b>	<b>(225,520)</b>
<b>Cash flows from investment activities:</b>			
Investments in corporations accounted for using the equity method	2,090	(1,578)	1,879
Investment in subsidiaries	(692,348)	(302,445)	(964,148)
Return on investment from subsidiaries	448,019	-	657,673
Payment of advances on account of an investment	-	-	(45,852)
Payment of deferred consideration	-	11,110	11,110
Exercise (deposit) to restricted use deposits	-	1,064	885
Change in deposits	-	(39,382)	38,380
Investments in fixed assets	(235)	(983)	(6,552)
<b>Net cash used for investing activity</b>	<b>(242,474)</b>	<b>(332,214)</b>	<b>(306,625)</b>
<b>Cash flows from financing activities:</b>			
Short term credit from banks, net	-	15,123	35,030
Repayment of bonds	-	-	(93,041)
Issue of bonds, net	148,241	397,602	397,602
Repayment of lease liabilities	(501)	(2,016)	(8,304)
Receipt of long term loans from bank corporations	100,018	-	254,030
Repayment of long term loans from bank corporations	(153)	(135)	(556)
<b>Net cash arising from financing activities</b>	<b>247,605</b>	<b>410,574</b>	<b>584,761</b>
<b>Increase (decrease) in cash and cash equivalents</b>	<b>(48,333)</b>	<b>52,942</b>	<b>52,616</b>
<b>Balance of cash and cash equivalents at beginning of year</b>	<b>252,826</b>	<b>203,932</b>	<b>203,932</b>
Impact of changes in foreign exchange rates for cash and cash equivalents	(3,018)	(893)	(3,722)
<b>Balance of cash and cash equivalents at end of period</b>	<b>201,475</b>	<b>255,981</b>	<b>252,826</b>

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

**Financial Data from the Consolidated Statements of Cash Flows Attributed to the Company Itself as a Parent Company**

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	Unaudited		Audited
	NIS thousands		
<b>Appendix A - Expenses (revenues) not involving cash flows</b>			
Depreciation and amortization	1,412	3,100	13,676
Net financing expenses (income)	66,365	(122,997)	125,621
Company's share in the losses (profits) of companies accounted for based on the equity method, net	(23,479)	149,502	1,093
Profit from increase to control of associate	-	-	(4,398)
Gain on loss of control of a consolidated company	-	-	(235,896)
Share-based payment expenses	2,874	1,314	12,197
	<b>47,172</b>	<b>30,919</b>	<b>(87,707)</b>
<b>Appendix B - Changes in working capital</b>			
Decrease in inventory	-	6,053	6,847
Decrease (increase) in customers	6,482	(11,781)	(19,240)
Increase in receivables	(66,688)	(6,348)	(82,110)
Increase in other payables	31,137	3,561	48,479
Decrease in suppliers and service providers	(5,982)	(8,806)	(9,667)
Change in deferred taxes	4,524	(3,754)	(38,790)
<u>Additional Information:</u>			
Interest received in cash	608	1,517	8,009
Interest paid in cash	(5,022)	(1,423)	(141,471)
	<b>(34,941)</b>	<b>(20,981)</b>	<b>(227,943)</b>
<b>Appendix C - Substantial non-cash transactions</b>			
Initial recognition of usufruct asset and lease liability	651	646	4,512
Classification of customers for investment in corporations accounted for using the equity method	-	41,490	33,614

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 March 31, 2026**

### **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 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, 2025, and the additional material information attached to it, as well as with the Company's condensed consolidated interim financial statements as of March 31, 2026.

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, 2025, 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) and 5(9) to the Company's interim condensed consolidated financial statements as of March 31, 2026.

**Additional material information relating to the Company itself as a parent company as of March 31, 2026**


**Note 2 - Transactions and material balances with investee companies:**

**1. Balances of interested parties and affiliates**

	As of March 31		As of December 31
	2026	2025	2025
	Unaudited	Unaudited	Audited
	NIS thousands		
Customers and income receivable	8,810	91,070	13,896
Accounts receivable	131,373	10,797	53,950
Investments and loans in related corporations	4,287,136	3,776,327	4,065,921

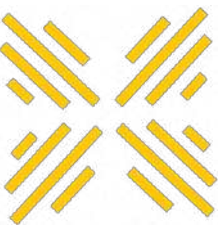
**2. Transactions with interested parties and affiliates**

	For the three-month period ended on March 31		For the year ended on December 31
	2026	2025	2025
	Unaudited	Unaudited	Audited
	NIS thousands		
Revenues	4,677	26,170	74,145
Financing income (expenses)	(32,923)	146,477	46,627



# Pro Forma Consolidated Financial Statements As of March 31, 2026





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## **Review Report of the Auditor to the Shareholders of Nofar Energy Ltd.**

### **Preface**

We have reviewed the accompanying pro forma financial information of Nofar Energy Ltd. (hereinafter: the "**Company**"), which includes the condensed consolidated statements of pro forma profit or loss and pro forma comprehensive income for the three-month period ended on March 31, 2026. The Board of Directors and Management are responsible for the preparation and presentation of pro forma financial information for this interim period in accordance with the accounting policies detailed in Note 1 and the assumptions detailed in Note 2 to the pro forma financial information, and they are also responsible for the preparation of pro forma financial information for this interim period in accordance with Article 38B of the Securities Regulations (Periodic and Immediate Reports), 5730-1970. Our responsibility is to express a conclusion regarding the pro forma financial information for this interim period, based on our review.

The Company's pro forma annual financial statements as of December 31, 2025 and for the year then ended and the condensed interim financial information as of March 31, 2025 and for the three-month period then ended were audited and reviewed, respectively, by other auditors, whose reports dated March 19, 2026 and May 28, 2025, respectively, included an unqualified opinion and an unqualified conclusion, respectively.

We have not reviewed the condensed interim financial information of consolidated companies whose revenues included in the pro forma consolidation constitute approximately 41.6% of total pro forma consolidated revenues for the three-month periods ended on March 31, 2026. The financial information for the condensed interim periods of the same companies was reviewed by other accountants, whose review reports were provided to us, and our conclusion, inasmuch as it relates to the financial information in respect of the same companies, is based on the review reports 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 significantly limited in scope in comparison to an audit conducted in accordance with generally accepted accounting standards in Israel, and therefore does not allow us to reach an assurance that we have become aware of all material issues which may have been identified in an audit. Accordingly, we do not express an audit opinion.

### **Conclusion**

Based on our review and the review reports of other auditors, nothing has come to our attention that causes us to believe that the above pro forma financial information is not prepared, in all material respects, in accordance with the accounting policies detailed in Note 1 and the assumptions detailed in Note 2 to the pro forma financial information.

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 pro forma financial information does not fulfill, in all material respects, the provisions of Article 38B of the Securities Regulations (Periodic and Immediate Reports), 5730-1970.

Tel Aviv,  
May 27, 2026

Kost Forer Gabbay and Kasierer  
Certified Public Accountants

## Pro Forma Consolidated Profit and Loss Statement

	For the three-month period ended on March 31, 2026			
	NIS thousands			
	Prior to the pro forma events	Data of the acquired company where the pro forma event occurred	Adjustments for pro forma data in acquired company	Pro forma data
Revenue from sale of electricity and construction	64,508	31,506	(9,348)	86,666
Revenue from tax partner	18,593	3,927	(1,165)	21,355
<b>Total income and profits</b>	<b>83,101</b>	<b>35,433</b>	<b>(10,513)</b>	<b>108,021</b>
Setup and operating costs	73,069	36,244	(9,457)	99,855
Marketing and sale expenses	2,619	-	-	2,619
Management and general expenses	28,376	8,999	(2,670)	34,705
Other expenses	713	-	-	713
<b>Total expenses</b>	<b>104,777</b>	<b>45,243</b>	<b>(12,127)</b>	<b>137,892</b>
Other income	53	-	-	53
<b>Operating profit (loss)</b>	<b>(21,623)</b>	<b>(9,810)</b>	<b>1,614</b>	<b>(29,818)</b>
Financing expenses	49,645	30,731	(8,543)	71,833
Financing income	(6,935)	(4,032)	1,197	(9,770)
<b>Financing expenses, net</b>	<b>42,710</b>	<b>26,699</b>	<b>(7,346)</b>	<b>62,063</b>
<b>Profit (loss) after financing expenses</b>	<b>(64,333)</b>	<b>(36,509)</b>	<b>8,960</b>	<b>(91,882)</b>
Company's share in the profits (losses) of companies handled based on the equity method, net	(14,954)	1,084	(4,165)	(18,035)
<b>Profit (loss) before income taxes (tax benefit)</b>	<b>(79,287)</b>	<b>(35,425)</b>	<b>4,795</b>	<b>(109,917)</b>
Income tax expenses (tax benefit)	(3,170)	2,200	(1,967)	(2,937)
<b>Profit (loss) for period</b>	<b>(76,117)</b>	<b>(37,625)</b>	<b>6,763</b>	<b>(106,980)</b>
Profit (loss) for the period attributed to:				
Shareholders of the Company	(65,695)	(31,160)	4,845	(92,011)
Non-controlling interests	(10,422)	(6,465)	1,918	(14,969)
	<b>(76,117)</b>	<b>(37,625)</b>	<b>6,763</b>	<b>(106,980)</b>
Basic and diluted profit (loss) per share (in NIS) attributable to the owners of the Company	<b>(1.72)</b>			<b>(2.42)</b>

May 27, 2026

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

**Zvi Levin  
Chairman of the Board**

**Ofer Yannay  
CEO**

**Avraham Golde  
CFO**

The notes attached to the pro forma consolidated financial statements form an integral part thereof.

## Pro Forma Consolidated Statements of Profit or Loss and Other Comprehensive Income

	For the three-month period ended on March 31, 2026			
	NIS thousands			
	Prior to the pro forma events	Data of the acquired company where the pro forma event occurred	Adjustments for pro forma data in acquired company	Pro forma data
<b>Profit (loss) for period</b>	<b>(76,117)</b>	<b>(37,625)</b>	<b>6,763</b>	<b>(106,980)</b>
<u>Other comprehensive profit (loss) (after tax impact):</u>				
<u>Amounts that will be classified or reclassified to profit or loss if specific conditions are met:</u>				
Adjustments arising from translation of financial statements for foreign operations	(75,877)	9,101	(2,700)	(69,476)
Adjustments arising from cash flow hedging transactions	1,600	12,421	(3,685)	10,335
<u>Items not reclassified later to profit and loss:</u>				
Part of other comprehensive income of corporations accounted for using the equity method	-	-	-	-
Revaluation for fixed assets	10,436	-	-	10,436
<b>Total other comprehensive income (loss)</b>	<b>(63,841)</b>	<b>21,521</b>	<b>(6,385)</b>	<b>(48,705)</b>
<b>Total comprehensive profit (loss) for the period</b>	<b>(139,958)</b>	<b>(16,104)</b>	<b>377</b>	<b>(155,685)</b>
<u>Total profit (loss) for the period attributed to:</u>				
Shareholders of the Company	(130,329)	(15,854)	303	(145,880)
Non-controlling interests	(9,629)	(250)	74	(9,805)
	<b>(139,958)</b>	<b>(16,104)</b>	<b>377</b>	<b>(155,685)</b>

The notes attached to the pro forma consolidated financial statements form an integral part thereof.

## Pro Forma Consolidated Profit and Loss Statement

	For the three-month period ended on March 31, 2025					
	NIS thousands					
	Prior to the pro forma events	Data of the acquired company where the pro forma event occurred	Data of the sold company where the pro forma event occurred	Adjustments for pro forma data in acquired company	Adjustments for pro forma data in sold company	Pro forma data
Revenue from sale of electricity and construction	58,299	33,672	(23,146)	-	-	68,825
Revenue from tax partner	1,634	752	-	-	-	2,386
<b>Total income and profits</b>	<b>59,933</b>	<b>34,424</b>	<b>(23,146)</b>	<b>-</b>	<b>-</b>	<b>71,211</b>
Setup and operating costs	60,525	37,662	(17,387)	1,297	(5,468)	76,629
Marketing and sale expenses	2,491	-	-	-	-	2,491
Management and general expenses	19,856	6,316	(585)	-	-	25,587
Other expenses	2,623	-	-	-	-	2,623
<b>Total expenses</b>	<b>85,495</b>	<b>43,978</b>	<b>(17,972)</b>	<b>1,297</b>	<b>(5,468)</b>	<b>107,330</b>
Other income	1,216	-	-	-	-	1,216
<b>Operating profit (loss)</b>	<b>(24,346)</b>	<b>(9,554)</b>	<b>(5,174)</b>	<b>(1,297)</b>	<b>5,468</b>	<b>(34,902)</b>
Financing expenses	31,552	14,769	(12,525)	575	530	34,901
Financing income	(12,631)	(42,212)	2,532	-	-	(52,311)
<b>Financing expenses, net</b>	<b>18,921</b>	<b>(27,443)</b>	<b>(9,993)</b>	<b>575</b>	<b>530</b>	<b>(17,410)</b>
<b>Profit (loss) after financing expenses</b>	<b>(43,267)</b>	<b>17,889</b>	<b>4,819</b>	<b>(1,872)</b>	<b>4,938</b>	<b>(17,492)</b>
Company's share in the profits (losses) of companies handled based on the equity method, net	(13,523)	4,519	6,571	(3,843)	(6,640)	(12,917)
<b>Profit (loss) before income taxes (tax benefit)</b>	<b>(56,790)</b>	<b>22,408</b>	<b>11,390</b>	<b>(5,715)</b>	<b>(1,702)</b>	<b>(30,409)</b>
Income tax expenses (tax benefit)	(9,313)	(3,503)	919	(1,314)	1,085	(12,126)
<b>Profit (loss) for period</b>	<b>(47,477)</b>	<b>25,911</b>	<b>10,471</b>	<b>(4,400)</b>	<b>(2,787)</b>	<b>(18,283)</b>
<u>Profit (loss) for the period attributed to:</u>						
Shareholders of the Company	(35,356)	30,381	10,151	(4,400)	(2,787)	(2,012)
Non-controlling interests	(12,121)	(4,469)	320	-	-	(16,270)
	<b>(47,477)</b>	<b>25,911</b>	<b>10,471</b>	<b>(4,400)</b>	<b>(2,787)</b>	<b>(18,283)</b>
Basic and diluted profit (loss) per share (in NIS) attributable to the owners of the Company	<b>(0.99)</b>					<b>(0.06)</b>

The notes attached to the pro forma consolidated financial statements form an integral part thereof.

**Pro Forma Consolidated Statements of Profit or Loss and Other Comprehensive Income**

	For the three-month period ended on March 31, 2025					
	NIS thousands					
	Prior to the pro forma events	Data of the acquired company where the pro forma event occurred	Data of the sold company where the pro forma event occurred	Adjustments for pro forma data in acquired company	Adjustments for pro forma data in sold company	Pro forma data
<b>Profit (loss) for period</b>	<b>(47,477)</b>	<b>25,911</b>	<b>10,471</b>	<b>(4,400)</b>	<b>(2,787)</b>	<b>(18,283)</b>
<u>Other comprehensive profit (loss) (after tax impact):</u>						
<u>Amounts that will be classified or reclassified to profit or loss if specific conditions are met:</u>						
Adjustments arising from translation of financial statements for foreign operations	179,803	(36,249)	(60,575)	-	(855)	82,124
Adjustments arising from cash flow hedging transactions	(5,756)	17,486	(5,103)	-	2,424	9,051
<u>Items not reclassified later to profit and loss:</u>						
Part of other comprehensive income of corporations accounted for using the equity method	242	-	-	-	-	242
Revaluation for fixed assets	433			-	-	433
<b>Total other comprehensive income (loss)</b>	<b>174,722</b>	<b>(18,763)</b>	<b>(65,678)</b>	<b>-</b>	<b>1,569</b>	<b>91,850</b>
<b>Total comprehensive profit (loss) for the period</b>	<b>127,245</b>	<b>7,148</b>	<b>(55,207)</b>	<b>(4,400)</b>	<b>(1,218)</b>	<b>73,567</b>
<u>Total profit (loss) for the period attributed to:</u>						
Shareholders of the Company	93,919	3,941	(28,984)	(4,400)	(1,218)	63,258
Non-controlling interests	33,326	3,208	(26,224)	-	-	10,310
	<b>127,245</b>	<b>7,149</b>	<b>(55,207)</b>	<b>(4,400)</b>	<b>(1,218)</b>	<b>73,568</b>

The notes attached to the pro forma consolidated financial statements form an integral part thereof.

## Pro Forma Consolidated Profit and Loss Statement

	For the year ended on December 31, 2025					
	NIS thousands					
	Prior to the pro forma events	Data of the acquired company where the pro forma event occurred	Data of the sold company where the pro forma event occurred	Adjustments for pro forma data in acquired company	Adjustments for pro forma data in sold company	Pro forma data
Revenue from sale of electricity and construction	311,299	166,814	(150,969)	-	-	327,144
Revenue from tax partner	6,246	14,018	-	-	-	20,264
<b>Total income and profits</b>	<b>317,545</b>	<b>180,832</b>	<b>(150,969)</b>	<b>-</b>	<b>-</b>	<b>347,408</b>
Setup and operating costs	286,303	150,108	(91,788)	5,186	(21,215)	328,594
Marketing and sale expenses	9,545	-	-	-	-	9,545
Management and general expenses	95,679	22,996	(7,071)	-	-	111,604
Other expenses	36,629	-	(23,794)	-	-	12,835
<b>Total expenses</b>	<b>428,156</b>	<b>173,104</b>	<b>(122,653)</b>	<b>5,186</b>	<b>(21,215)</b>	<b>462,578</b>
Other income	327,637	-	-	-	(235,896)	91,741
<b>Operating profit (loss)</b>	<b>217,026</b>	<b>7,728</b>	<b>(28,316)</b>	<b>(5,186)</b>	<b>(214,681)</b>	<b>(23,429)</b>
Financing expenses	207,076	102,506	(40,760)	2,302	2,056	273,180
Financing income	(37,155)	4,055	4,700	-	-	(28,400)
<b>Financing expenses, net</b>	<b>169,921</b>	<b>106,561</b>	<b>(36,060)</b>	<b>2,302</b>	<b>2,056</b>	<b>244,780</b>
<b>Profit (loss) after financing expenses</b>	<b>47,105</b>	<b>(98,833)</b>	<b>7,744</b>	<b>(7,488)</b>	<b>(216,737)</b>	<b>(268,209)</b>
Company's share in the profits (losses) of companies handled based on the equity method, net	(21,203)	64,132	6,345	(15,372)	(13,411)	20,491
<b>Profit (loss) before income taxes (tax benefit)</b>	<b>25,902</b>	<b>(34,701)</b>	<b>14,089</b>	<b>(22,860)</b>	<b>(230,149)</b>	<b>(247,718)</b>
Income tax expenses (tax benefit)	(25,679)	(9,847)	(3,003)	(5,258)	4,213	(39,574)
<b>Profit (loss) for the year</b>	<b>51,581</b>	<b>(24,854)</b>	<b>17,092</b>	<b>(17,602)</b>	<b>(234,362)</b>	<b>(208,144)</b>
<u>Profit (loss) for the year attributed to:</u>						
Shareholders of the Company	90,130	(8,307)	818	(17,602)	(234,362)	(169,323)
Non-controlling interests	(38,549)	(16,546)	16,274	-	-	(38,821)
	<b>51,581</b>	<b>(24,854)</b>	<b>17,092</b>	<b>(17,602)</b>	<b>(234,362)</b>	<b>(208,144)</b>
Basic and diluted profit (loss) per share (in NIS) attributable to the owners of the Company	<b>2.37</b>					<b>(4.45)</b>

The notes attached to the pro forma consolidated financial statements form an integral part thereof.

## Pro Forma Consolidated Statements of Profit or Loss and Other Comprehensive Income

	For the year ended on December 31, 2025					
	NIS thousands					
	Prior to the pro forma events	Data of the acquired company where the pro forma event occurred	Data of the sold company where the pro forma event occurred	Adjustments for pro forma data in acquired company	Adjustments for pro forma data in sold company	Pro forma data
<b>Profit (loss) for the year</b>	<b>51,581</b>	<b>(24,854)</b>	<b>17,092</b>	<b>(17,602)</b>	<b>(234,362)</b>	<b>(208,144)</b>
<u>Other comprehensive profit (loss) (after tax impact):</u>						
<u>Amounts that will be classified or reclassified to profit or loss if specific conditions are met:</u>						
Adjustments arising from translation of financial statements for foreign operations	(95,535)	9,803	13,962	-	(699)	(72,469)
Adjustments arising from cash flow hedging transactions	12,767	(732)	(13,373)	-	6,352	5,014
<u>Items not reclassified later to profit and loss:</u>						
Part of other comprehensive income of corporations accounted for using the equity method	60,725	-	-	-	-	60,725
Revaluation for fixed assets	8,121	-	-	-	-	8,121
<b>Total other comprehensive income (loss)</b>	<b>(13,922)</b>	<b>9,071</b>	<b>590</b>	<b>-</b>	<b>5,653</b>	<b>1,391</b>
<b>Total comprehensive profit (loss) for the year</b>	<b>37,659</b>	<b>(15,783)</b>	<b>17,682</b>	<b>(17,602)</b>	<b>(228,708)</b>	<b>(206,753)</b>
<u>Total comprehensive profit (loss) for the year attributed to:</u>						
Shareholders of the Company	83,288	791	9,283	(17,602)	(228,708)	(152,949)
Non-controlling interests	(45,629)	(16,573)	8,399	-	-	(53,804)
	<b>37,659</b>	<b>(15,783)</b>	<b>17,682</b>	<b>(17,602)</b>	<b>(228,708)</b>	<b>(206,752)</b>

The notes attached to the pro forma consolidated financial statements form an integral part thereof.

## **Notes to the Pro Forma Consolidated Financial Statements**

### **Note 1 - General**

#### **Definitions**

- a. **Company**: O.Y. Nofar Energy Ltd.
- b. **The Group**: The Company and its consolidated companies.
- c. **The Subsidiary or the Acquired Company** - Ellomay Capital Ltd.
- d. **The Partnership or the Subsidiary Partnership or Sold Company** - Noy-Nofar Renewable Energies Europe, Limited Partnership.
- e. **Acquisition of Control** – acquisition of control of the subsidiary Ellomay Capital Ltd.
- f. **Loss of Control** - The loss of control of the partnership Noy-Nofar Renewable Energies Europe, Limited Partnership
- g. **Pro Forma Events** - Acquisition of control of the subsidiary Ellomay Capital Ltd. and loss of control of the Noy-Nofar Renewable Energies Europe Partnership, Limited Partnership.

These pro forma financial statements were prepared in accordance with the provisions of Article 9A of the Securities Regulations (Periodic and Immediate Reports), 5730-1970, and relate to the loss of control of the subsidiary partnership on December 25, 2025, and acquisition of control of the subsidiary on March 4, 2026.

### **Note 2 - Assumptions Used in Preparation of the Pro Forma Reports**

The pro forma consolidated financial statements were prepared to reflect the results of the Company's operations for the three-month periods ended on March 31, 2026 and 2025 and for the year ended on December 31, 2025 (hereinafter: the "**Pro Forma Periods**") under the assumption that the Company lost control of the subsidiary partnership and acquired control of the subsidiary on January 1, 2025.

These pro forma consolidated financial statements do not include a pro forma consolidated statement of financial position since the transactions, as a result of which the pro forma events occurred, were completed in March 2026 and December 2025, as applicable, and the pro forma events were fully reflected in the Company's consolidated statement of financial position as of March 31, 2026.

For additional details about the loss of control, see Note 13C. in the Company's consolidated financial statements as of December 31, 2025. For additional details regarding the acquisition of control (including PPA work to allocate cost surpluses), see Note 4B to the Company's consolidated financial statements as of March 31, 2026, and Note 17(11) to the Company's consolidated financial statements as of December 31, 2025.

**The pro forma consolidated financial statements were prepared under the following principal assumptions and pro forma adjustments:**

- (1) The pro forma financial statements are based on the consolidated financial statements of the Company and the consolidated financial statements of the subsidiary and the subsidiary partnership for the day and three months ended on March 31, 2026, which were prepared in accordance with International Financial Reporting Standards (IFRS).
- (2) The accounting policies of the subsidiary and Partnership are identical to the accounting policies adopted by the Group.

## Notes to the Pro Forma Consolidated Financial Statements

### **Note 2 - Assumptions Used in Preparation of the Pro Forma Reports (continued)**

#### Pro forma adjustments in the Acquired Company:

- (1) On March 4, 2026, the acquisition of approximately 45.85% of the issued and paid-up share capital of Ellomay was completed and control was obtained.

For the purpose of the pro forma profit and loss statement for the three months ended on March 31, 2026, the results of the Subsidiary that were consolidated from the date of acquisition of control were eliminated in adjustments and its results for a three-month period as reported by the Subsidiary were consolidated, including the effect of reducing cost surpluses as detailed below.

In addition, its results were consolidated for the purpose of pro forma income statements for the three months ended on March 31, 2025, and for the year ended on December 31, 2025, including the effect of reducing cost surpluses as detailed below.

- (2) Excess costs:

- a. The excess of the purchase cost over the net identified assets in the Subsidiary's books was calculated based on data as of March 31, 2026. The cost excess amounted to approximately NIS 527,251 thousand. The cost excess was attributed in accordance with the value of the projects (fixed assets), fair value of loans, bonds, investment in an associate, warrant, deferred taxes and goodwill. The excess cost attributable to fixed assets and loans is amortized at equal annual rates over 25 years, based on the weighted average life of the assets, and 7 years, based on the weighted average of the loan amortization schedules, respectively, for the purposes of the pro forma statements starting on January 1, 2025.

Part of the excess cost attributed to the investment in an associate was amortized over 19 years, according to the proportional share allocated to the depreciable asset of the total assets, in accordance with the PPA allocation dated July 22, 2025, following an increase in the percentage of ownership in the associate by the subsidiary.

- b. The tax allocation on the excess cost was calculated at a tax rate of 23%, which reflects the long-term tax rate of the Subsidiary.

#### Pro forma adjustments in the Sold Company:

- (1) Prior to losing control of the partnership as stated above, the Company held 52.5% of its shares and consolidated the results, assets, and liabilities of the partnership in the Company's reports.

After the loss of control of the partnership, the investment is treated in the Company's financial statements as an investment in an associate in accordance with International Financial Reporting Standards (IFRS).

For the purpose of the pro forma statement of profit and loss, the partnership's results were eliminated and equity gains were recognized according to the new holding percentage of 47.5%.

- (2) For the purpose of the pro forma statement of profit and loss, the gain, recognized following the loss of control, was eliminated in the Company's consolidated statements for the year ended on December 31, 2025.

## Notes to the Pro Forma Consolidated Financial Statements

### **Note 2 - Assumptions Used in Preparation of the Pro Forma Reports (continued)**

(3) Excess cost:

- a. For the purpose of the pro forma statement of profit and loss, the excess cost recognized in the Company's consolidated statements were eliminated as part of the adjustments to the pro forma periods.
- b. The excess of the purchase cost over the net identified assets in the Partnership's books was calculated based on data as of December 31, 2025. The excess cost amounted to approximately NIS 470,623 thousand. For the purposes of the pro forma reports, the excess cost was attributed to the value of projects (fixed assets), to an investment in an associate, deferred taxes and to goodwill. The excess cost attributable to the fixed assets is amortized in equal annual rates over 35 years.

In the excess cost that will be attributed to the investment in the associate, a excess cost will be attributed to fixed assets under development that are not depreciated in the pro forma statements.

- c. The amortization of the excess cost calculated in the acquisition was calculated based on the estimated expected life of the excess cost as of the date of loss of control.
- d. The tax attribution on the excess cost attributable to the fixed assets was calculated at a tax rate of 25% in Spain and at a tax rate of 27.9% in Italy.