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Public

**Translation of Immediate Report to Israel Securities Authority**

**Bank Leumi le-Israel B.M.**

Registration No. 520018078

Securities of the Corporation are listed on The Tel Aviv Stock Exchange

Abbreviated Name: Leumi

Leumi House, 34 Yehuda Halevi Street, Tel Aviv 65546

Phone: + 972 3 5148111, + 972 3 5149419; Facsimile: + 972 3 5149732

Electronic Mail: Yaelru@bll.co.il

7 February 2010

Reference: 2010-01-376953

To: Israel Securities Authority ([www.isa.gov.il](http://www.isa.gov.il))  
The Tel Aviv Stock Exchange ([www.tase.co.il](http://www.tase.co.il))

**Immediate Report**

Nature of Event: Applications from Shareholders

See Annex attached hereto.

Date and time at which the corporation first became aware of the matter being the subject of the report: 7 February 2010 Time: 9:30.

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Name of Electronic Reporter: Yael Rudnicki, Position: Group Secretary  
POB 2 Tel Aviv 61000, Phone: + 972 3 5149419, Facsimile: + 972 3 5149732, Electronic Mail:  
Yaelru@bll.co.il

## Annex

Bank Leumi le-Israel B.M. (the "Bank") hereby announces that pursuant to the Bank's Immediate Report of 31 January 2010 regarding the Convening of a Special General Meeting (reference no. 2010-01-366918), applications have been received from shareholders of the Bank as detailed below, to the effect that the said shareholders are offering themselves for election as Directors of the Bank at the above-mentioned Special General Meeting.

The following are details regarding the above-mentioned candidates, as submitted by them:

### Mr. Amos Sapir

- (1) Name: Amos Sapir (1A) Identity Number: 003139300
- (2) Date of Birth: 4 July 1937
- (3) Address for Service of Court Documents: 22 Michael Ne'eman Street, Tel Aviv, 69581
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Not yet determined
- (6) Is he an External Director as defined in the Companies Law and possessing accounting and financial expertise or professional qualifications: No
- (7) Is he an employee of the corporation, its subsidiary or associated company, or of an interested party: No
- (8) Date of commencement of term as a director of the corporation: Date of the Annual General Meeting of the Corporation for 2010, subject to the approval of the present General Meeting.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:  
Education: B.A. in Social Sciences - Economics and International Relations, The Hebrew University of Jerusalem; MBA, Specializing in Finance, Columbia University, New York, USA; Doctoral studies – Specializing in Finance and Banking, Columbia University, New York, USA.  
Employment during the last five years:  
November 1999-January 2008 – Chairman of the Board of Directors, Maalot Israel Securities Rating Agency Ltd.  
Since January 2008 - Chairman of the Board of Directors, Standard and Poors - Maalot Ltd.  
Since January 2003 - Chairman of the Board of Directors, N. Feldman & Son, Ltd.  
Since May 1997 – Director of the Jerusalem Capital Studios Group Ltd.  
Since December 2001 – Director of Isal Amlat Investments (1993) Ltd.  
Since June 2007 – External Director of Hot Communications Systems Ltd.  
Since November 2007 – Director of Log Plastic Products Ltd.

Since November 2007 – Director of Sixace Holdings, Ltd. and Sixace Management (1997) Ltd. (private companies owned by him)  
June 2004-July 2007 – Director of Tzelef Industries Ltd.  
January 2003-January 2008 - Director of Online Media Solutions Ltd.  
1996-January 2007 - Director of Barak ITC (1995) and since 2003, Chairman of the company's Board of Directors.  
June 2001-March 2006 - Director of Arel Communications and Software Ltd.  
May 2002-June 2008 – Director of Hamat Gader Ltd.  
May 2002-June 2008 – Director of Teva Spa Ltd.  
Member of the Management Council, Tel Aviv-Yaffo Academic College  
Member of the Board of Trustees, Tel Aviv University.  
Member of the Council of the Center for Educational Technology.  
Member of the Management Committee of *Olim BeYahad* – Leadership and Excellence in Employment for Ethiopian Immigrants with Academic Training.  
Member of the Public Council of *Midot* - Transparency and Ratings of Non-Profit Associations, Public Benefit Company.  
Member of the Board of Trustees - Bezalel Academy of Arts and Design  
Member of the management of various charitable non-profit societies and societies distributing scholarships and research awards.  
(10) Is he a family member of another interested party of the corporation: No  
(11) Does he possess accounting or financial expertise: Subject to the approval of the Bank's Board of Directors.

**The declaration of Mr. Amos Sapir, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.**

Mr. Robert Zentler

- (1) Name: Robert Zentler (1A) Identity Number: 0437012901
- (2) Date of Birth: 24 February 1944
- (3) Address for Service of Court Documents: 68/9 Moshe Kol Street, Jerusalem 93715
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Not yet determined
- (6) Is he an External Director as defined in the Companies Law possessing accounting and financial expertise or professional qualifications: No
- (7) Is he an employee of the corporation, its subsidiary or associated company, or of an interested party: No
- (8) Date of commencement of term as a director of the corporation: Date of the Annual General Meeting of the Corporation for 2010, subject to the approval of the present General Meeting.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:

Education: B.A. in Economics and Political Science, The Hebrew University of Jerusalem.

Employment during the last five years:

Since 2000 – Lecturer in banking at Hebrew University and Ben-Gurion University.

Member of the board of directors and of the investment committee of several large investment houses and provident funds, member of the Standard Contracts Tribunal, Deputy Chairman of the Board of Directors of the Eurom Bank in Romania, (until its purchase by Bank Leumi in 2006) and financial advisor to companies and banks.

(10) Is he a family member of another interested party of the corporation: No

(11) Does he possess accounting or financial expertise: Subject to the approval of the Bank's Board of Directors.

**The declaration of Mr. Robert Zentler, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.**

**Amos Sapir**  
22 Michael Ne'eman Boulevard  
Tel Aviv 69581

3 February 2010

To:

Bank Leumi le-Israel B.M. (the "Company")

**Re: Declaration regarding Qualification to Serve as a Director**

I hereby confirm my agreement to serve as a Director of the Company, and I make the following declaration to you in accordance with Section 224B of the Companies Law - 1999.

1. I have the qualifications that are required and I am able to dedicate the appropriate time to fulfill the position of a Director of the Company, taking note of, *inter alia*, the scope of the Bank's activity and of its size.
2. Details regarding my education and regarding my qualifications and professional experience are attached hereto in the "Amos Sapir – C.V" appendix, which constitutes an integral part of this declaration.
3. I am not a family member of another interested party in the Company.
4. To the best of my knowledge, I have financial expertise.
5. I have not, during the past five years, been convicted (1) of offences pursuant to sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 1977, and pursuant to sections 52C, 52D, 53(a) and 54 of the Securities Law – 1968; (2) I have not been convicted in a court outside of Israel for bribery, fraud, corporate director crimes or crimes involving exploitation of inside information; (3) I have not been convicted of any other offence, in relation to which the Court has determined that because of its substance, severity or circumstances, I am not fit to serve as a director of a public company.
6. I am not a minor, nor am I legally incompetent, nor have I been declared bankrupt.

7. I hereby undertake to inform the Company of any change in the terms of my qualifications as described above.

In witness thereof I have signed

Amos Sapir – ID 003139300

\_\_\_\_\_/s/\_\_\_\_\_  
\_\_\_\_\_

3 February 2010

Amos Sapir – C.V.

Personal details

Address: 22 Michael Ne'eman Street, Tel Aviv 69581  
Telephone: Home: 03-6999610 Office: 03-5611664 Mobile: 050-5511222  
Fax: Home: 03-6999210 Office: 03-5621639  
Birth date: 4 July 1937  
Marital Status: Married + 3

Education:

1962 B.A. in Social Sciences - Economics and International Relations – The Hebrew University of Jerusalem.

1965 MBA, Specializing in Finance, Columbia University, New York, USA.

1965-1967 Doctoral studies – Specializing in Finance and Banking, Columbia University, New York, USA.

Business experience

- 1967-1968 **Israel Industrial Development Bank Ltd.**  
Economist and manager of the bank's investment company
- 1968-1969 **Clal (Israel) Ltd.**  
Economist
- 1969-1973 **Tedea Technological Development and Automation Ltd.**  
CEO – member of the founding group and shareholder in technological company
- 1974-1975 **The International Israel Development Company Ltd.**  
Deputy CEO – responsible for the establishment team of a new investment company owned by European investors
- 1975-1978 **Israeli Food Products Ltd.**  
Acting Deputy Chairman of the Board of Directors, and shareholders' representative.
- 1978-1979 **Telenit Ltd.**  
CEO – responsible for establishing a television factory

4.1990-5.1997      **Clal (Israel) Ltd.**  
 1980-1985      Financial Manager  
 1985-1989      Vice President, Finance and Administration  
 1989-1991      Deputy CEO and CEO of Clal Real Estate Investments, Ltd.  
 1991-1997      Deputy CEO, Chief of Staff, Chairman of the Board of Directors, ABN – Health and Vacation Sites Ltd. (Clal Group Tourism Division), and beginning in January 1996, also CEO of Clal Capital Markets, responsible for the Group’s capital market activity

Member of many boards of directors of Clal Israel Group Ltd. companies

11.1999-1.2008      **Maalot Israel Securities Rating Agency Ltd.** – Chairman of the Board of Directors

1.2008-10.2009      **Standard & Poors Maalot Ltd.** – Chairman of the Board of Directors

1.2003 -              **N. Feldman & Son Ltd.** – Chairman of the Board of Directors

**Memberships in additional boards of directors and public activity**

**Companies**

5.1997 -              Jerusalem Capital Studios Group Ltd.  
 12.2001 -             Isal Amlat Investments (1993) Ltd.  
 6.2007 -              Hot Communications Systems Ltd. - External Director  
 11.2007               Log Plastic Products Ltd.  
                              Sixace Holdings, Ltd. (private company owned by him)  
                              Sixace Management (1997) Ltd. (private company owned by him)

**Public activity**

Tel Aviv University – Member of the Board of Trustees  
 Tel Aviv-Yaffo Academic College – Member of the Management Council  
 Center for Educational Technology – Member of the Council.  
 Bezalel Academy of Arts and Design – Member of the Board of Trustees  
*Olim BeYahad* - Leadership and Excellence in Employment for Ethiopian Immigrants with Academic Training - Member of the Management Committee  
*Midot* - Transparency and Ratings of Non-Profit Associations, Public Benefit Company - Member of the Public Council.  
 Management boards of various charitable non-profit societies and societies distributing scholarships and research awards.



## List of Activities\*

### Companies – Boards of Directors

- 1.2003 - N. Feldman & Son Ltd.
- 5.1997 - Jerusalem Capital Studios Group Ltd.
- 12.2001 - Isal Amlat Investments (1993) Ltd.
- 6.2007 - Hot Communications Systems Ltd.  
Log Plastic Products Ltd.  
Sixace Holdings Ltd. (a private company owned by me)  
Sixace Management (1997) Ltd. (a private company owned by me)

### Public Activities

Tel Aviv University – Member of the Board of Trustees

Tel Aviv-Yaffo Academic College – Member of the Management Council

Center for Educational Technology – Member of the Council.

Bezalel Academy of Arts and Design – Member of the Board of Trustees

*Olim BeYahad* - Leadership and Excellence in Employment for Ethiopian Immigrants with Academic Training - Member of the Management Committee

*Midot* - Transparency and Ratings of Non-Profit Associations, Public Benefit Company - Member of the Public Council.

Management boards of various charitable non-profit societies and societies distributing scholarships and research awards.

\* As of 2.2010

Additional boards of directors, on which service as a director ceased during the past five years

Tzelef Industries Ltd. -	6.2004 – 7.2007 - Director
Online Media Solutions Ltd. -	1.2003 – 1.2008 - Director
Barak ITC (1995) -	1996 – 1.2007 – Director until 2003, and thereafter chairman of the company’s Board of Directors.
Arel Communications and Software Ltd. -	6.2001 – 3.2006 - Director
Hamat Gader Ltd. -	5.2002 – 6.2008 – Director
Teva Spa Ltd. -	5.2002 – 6.2008 – Director

To:

Bank Leumi le-Israel B.M. (the "Company")

Re: **Declaration regarding Qualification to Serve as a Director pursuant to Section 224B of the Companies Law, 1999**

I hereby confirm my agreement to serve as a Director of the Company, and I make the following declaration to you in accordance with Section 224B of the Companies Law, 1999.

1. I have the qualifications that are required and I am able to dedicate the appropriate time to fulfill the position of a Director of the Company, taking note of, *inter alia*, the scope of the Bank's activity and of its size.
2. The following are the details regarding my education, and my qualifications and professional experience.

Name	Robert Zentler
ID Number	0437012901
Date of birth	24.2.1944
Address for service of court documents	68/9 Moshe Kol Street, Jerusalem 93715
Nationality	Israeli
Is he an employee of the corporation, its subsidiary or associated company, or of an interested party	No
Education	B.A. in Economics and Political Science – The Hebrew University, 1969 M.A. in Economics, with distinction – The Hebrew University

Summary of main previous employment, including employment during the past five years	1966- 1980	Research Department, Bank of Israel
	1980-1985	Deputy Supervisor of Banks, Bank of Israel
	1985-1987	Member of Management of Central Bank, Fiji Islands
	1987-1991	Deputy Director, Foreign Currency Department, Bank of Israel
	1991-2000	Member of Management of Union Bank of Israel
	Since 2000	Lecturer in banking, Hebrew University, Ben-Gurion University, member of the board of directors and of the investment committee of several large investment houses and provident funds, member of the Standard Contracts Tribunal, Deputy Chairman of the Board of Directors of the Eurom Bank in Romania, (until its purchase by Bank Leumi in 2006) and financial advisor to companies and banks.

Corporations in which he serves as a director                      None

Is he a family member of another interested party of the corporation                      No

3. I have not, during the past five years, been convicted (1) of offences pursuant to sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 1977, and pursuant to sections 52C, 52D, 53(a) and 54 of the Securities Law – 1968; (2) I have not been convicted in a court outside of Israel for bribery, fraud, corporate director crimes or crimes involving exploitation of inside information; (3) I have not been convicted of any other offence, in relation to which the Court has determined that because of its substance, severity or circumstances, I am not fit to serve as a director of a public company.
  
4. I am not a minor, nor am I legally incompetent, nor have I been declared bankrupt.

5. I hereby undertake to inform the Company of any change in the terms of my qualifications as described above.

In witness thereof I have signed

Robert Zentler  
Date: 3 February 2010

          /s/