

Translation of Immediate Report

Bank Leumi le-Israel B.M.

Registration No. 520018078
Securities of the Corporation are listed on The Tel Aviv Stock Exchange
Abbreviated Name: Leumi
34 Yehuda Halevi Street, Tel Aviv 651316
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Electronic Mail: Yaelru@bll.co.il

13 April 2014
2014-01-045657

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

Immediate Report Status of Capital and Registers of Securities of the Corporation and Changes Therein

Regulation 31(e) of the Securities Regulations (Periodic and Immediate Reports) - 1970
Regulation 31(a) of the Securities Regulations (Periodic and Immediate Reports) - 1970
Regulation 31(b1) of the Securities Regulations (Periodic and Immediate Reports) - 1970

Nature of the change – Allocation of PSU units and RSU units for the year 2014:

1. Status of the Securities of the Corporation after the Change:

Type and Name of Security	Tel Aviv Stock Exchange Registration No.	Amount in Registered Capital	Issued and Paid-up Capital		Amount registered in name of nominee company
			Amount in the previous report	Current amount	
Leumi	604611	3,215,000,000	1,473,551,221	1,473,551,221	1,446,124,856
Leumi Subordinated Capital Notes (Series 200)	6040141	0	1,349,998,000	1,349,998,000	1,349,998,000

Leumi Subordinated Capital Notes (Series 201)	6040158	0	950,000,000	950,000,000	950,000,000
Leumi Special Capital Notes	6040091	0	400,000,000	400,000,000	0
PSU 2014	6040166	0	0	657,869	0
PSU 2014	6040174	0	0	81,414	0

2. The corporation announces that on 8 April 2014

1
Name of the registered holder regarding whom the change has taken place:
Esop Management and Trust Services, Ltd.
Identification Number Type: Companies Registrar Number
Identification Number: 513699538

Nature of Change: Private **allocation**

Date of Change: 13 April 2014 Executed through the Stock Exchange clearinghouse:
No

Type and name of the security in which the change has taken place: PSU 2014

Tel Aviv Stock Exchange Registration No.: 6040166
Amount of change: 657,869

Balance of these securities held by this holder after the change: 657,869
Other
Shares resulting from the PSU units are subject to the fulfillment of the conditions for maturity, will be paid in full.

2.
Name of the registered holder regarding whom the change has taken place: Bank Leumi Le-Israel Ltd. Nominee Company
Identification Number Type: Companies Registrar Number
Identification Number: 513699538

Nature of Change: Private **allocation**

Date of Change: 13 April 2014 Executed through the Stock Exchange clearinghouse:
No

Type and name of the security in which the change has taken place: RSU 2014

Tel Aviv Stock Exchange Registration No.: 6040174
Amount of change: 81,414
Balance of these securities held by this holder after the change: 81,414

Other

Shares resulting from the RSU units are subject to the fulfillment of the conditions for maturity, will be paid in full.

4. Attached is a file of the shareholders register in accordance with the provisions of Section 130 of the Companies Law -1999. See attachment
5. Attached is an updated file of the corporation's updated registers of securities, including the register of option holders and the register of debenture-holders - See attachment

Notes:

NIS 400,000,000 nominal value linked Deposits/Subordinated Capital Notes (non-negotiable) which were issued in June and July 2002 are convertible in certain circumstances, in accordance with the conversion formula, as provided in the terms of the deposit/subordinated capital note, into 153,102,276 ordinary shares of the Bank, as of the date of the Periodic Report for 2013 published on 31 March 2014 (Reference Number 2014-01-030807).

Leumi Special Capital Notes were opened as deposits at Bank Leumi in the names of the purchasers, and are held as the said accounts, the payments are made by the Bank through those accounts/deposits and paid into them, and no register is maintained with regard to them.

The report was signed on behalf of the corporation, in accordance with regulation 5 of the Securities (Periodic and Immediate Reports), 1970, by Adv. Yael (Ben Moshe) Rudnicki, Secretary of the Bank and of the Group.

Reference numbers of previous documents in this regard (does not constitute incorporation by reference): **2014-01-030870 2014-01-045564**

Note: English translations of Immediate Reports of Bank Leumi are for convenience purposes only. In the case of any discrepancy between the English translation and the Hebrew original, the Hebrew will prevail.

The original Hebrew version is available on the distribution website of the Israel Securities Authority: <http://www.magna.isa.gov.il/>

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