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Public

## **Summary 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

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

14 March 2011

Reference: 2011-01-078273

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

### **Immediate Report**

Nature of Event: Intention to Convene a General Meeting

See Annex attached hereto.

Date and time at which the corporation first became aware of the matter being the subject of the report: 13 March 2011 Time: 18:45.

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Name of Electronic Reporter: Yael Rudnicki, Position: Group Secretary  
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**Note: English translations of Immediate Reports of the Bank are for convenience purposes only. In the case of any discrepancy between the English translation and the Hebrew original, the Hebrew will prevail.**

**In addition, a shareholder wishing to present their own candidacy or the candidacy of another shareholder for election as a Director or an External Director at the Annual General Meeting, as detailed in this Immediate Report, is required to do so pursuant to the requirements detailed and forms included in the original Hebrew version of the report. The original Hebrew version is available on the distribution website of the Israel Securities Authority: <http://www.magna.isa.gov.il/>**

**Preliminary Notice regarding the Intention to Convene an Annual General Meeting the Agenda of which will include the Appointment of Directors**

Bank Leumi le-Israel B.M. (the “**Bank**”) hereby announces that the Bank’s Board of Directors intends to convene the Bank’s Annual General Meeting, the date of which is expected to be on 24 May 2011 (the “Annual Meeting”), the agenda of which will include, *inter alia*, the following two items: (1) the election of three Directors to the Bank’s Board of Directors, and (2) the election of an additional External Director to the Bank’s Board of Directors:

1. The Bank’s Secretariat shall accept, up to 4 April 2011 at 16:00 (the “**Final Date for Submission of Candidacy**”) applications from those entitled to propose their candidacy or the candidacy of another, in accordance with the Bank’s Articles of Association, and including applications from shareholders wishing to propose their own candidacy or the candidacy of another shareholder of the Bank for election as a Director or as an External Director at the Annual Meeting. Such a candidate must meet all the requirements specified by law for service as a Director or as an External Director. This applies to all shareholders, regardless of the percentage of their holdings.
2. Following the Final Date for Submission of Candidacy, the Board of Directors will resolve to convene the Annual Meeting, and the Bank will publish an immediate report, a notice and an announcement, as required by law, regarding the calling of the Annual Meeting, which will include details regarding the time of the meeting and its full agenda, which shall include the names of the candidates for election as Director and as an External Director of the Bank.
3. The service of the Directors and the External Director who are elected at the Annual Meeting, will be subject to the approval or non-objection of the Supervisor of Banks, pursuant to the Banking Law (Licensing), 1981.
4. A shareholder who wishes to propose his own candidacy or the candidacy of another shareholder for the position of a Director or an External Director of the Bank, shall apply in writing, by the Final Date for Submission of Candidacy, to the Bank’s registered office – Leumi House, 34 Yehuda Halevi Street, Tel Aviv 65546, for the attention of the Secretariat of the Bank (11<sup>th</sup> Floor).
5. The following must be attached to the written application: (1) A copy of the shareholders’ identification card, passport or certificate of incorporation; (2) An updated certificate of ownership of shares in the Bank, if the Bank’s ordinary stock is registered in the shareholder’s favor with a Stock Exchange member, and such stock is included among the stock which is registered in the Bank’s shareholders register in the name of a nominee company; (3) Annex A, as attached to this report, including all the details required pursuant to Regulation 7(a)(5)(a) of the Companies Regulations (Written Voting and Position Papers), 2005, which also refers to additional details that are required pursuant to

Regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 1970. (4) A declaration as required by the Companies Law, in the form attached to this report. Please note that candidates must sign the appropriate declaration, as follows: (a) **Candidates for election as a Director** must sign the declaration the text of which is included as **Appendix B**, attached to this report, and (b) **Candidates for election as an External Director** must sign the declaration the text of which is included as **Appendix C**, attached to this report.

6. A shareholder wishing to propose his candidacy or the candidacy of another shareholder for the position of a Director or External Director of the Bank also must continue to hold shares in the Bank on the record date for the purpose of voting at the General Meeting, as detailed in Section 182 of the Companies Law, 1999, and as published in the notice and announcement regarding the calling of the Annual Meeting.

## Appendix A

### Details regarding a Candidate to serve as a Director Bank Leumi le-Israel B.M. (the "Bank")

(1) Name: \_\_\_\_\_

(2) Identification Number: \_\_\_\_\_

(3) Date of Birth: \_\_\_\_\_

(4) Address for Service of court documents:

\_\_\_\_\_  
\_\_\_\_\_

(5) Nationality: \_\_\_\_\_

(6) Membership on Committee or Committees of the Board of Directors:

\_\_\_\_\_  
\_\_\_\_\_

(7) Is he an Independent Director or External Director as defined in the Companies Law/ a director possessing accounting and financial expertise or professional qualifications/ an expert External Director: \_\_\_\_\_

(8) Is he an employee of the Bank, its subsidiary or associated company, or of an interested party therein (and if so, indicate the position or positions that he holds as stated): \_\_\_\_\_

(9) Date of commencement of term as a director of the Bank: \_\_\_\_\_

(10) Education and employment during the last five years and details of the corporations where he serves as a director (in the specification of the candidate's education, indicate the professions or fields in which his education was acquired, the institution at which it was acquired and the academic title or professional certificate that the candidate holds.):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(11) Is he a family member of another interested person of the Bank (if so, give details): \_\_\_\_\_

(12) Is he a director that the Bank views as having accounting or financial expertise for the purpose of complying with the minimal number of directors that the Board of Directors has determined pursuant to Section 92(a)(12) of the Companies Law: \_\_\_\_\_

**Appendix B**

**Director's Declaration**

I the undersigned \_\_\_\_\_, ID Number \_\_\_\_\_, of \_\_\_\_\_, hereby declare in writing as follows:

I make this declaration as a candidate for election to serve as a Director of Bank Leumi le-Israel B.M., (the “**Bank**”).

1. I have the qualifications that are required (including as specified in Directive 301 of the Proper Banking Management Directives, dated December 2010) and I am able to dedicate the appropriate time to fulfill the position of a Director of the Bank, taking note of, *inter alia*, the scope of the Bank’s activity and of its size.

My said qualifications are as follows: (*education, qualification, experience*):

- 1.1 \_\_\_\_\_
- 1.2 \_\_\_\_\_
- 1.3 \_\_\_\_\_
- 1.4 \_\_\_\_\_
- 1.5 \_\_\_\_\_
- 1.6 \_\_\_\_\_
- 1.7 \_\_\_\_\_

2. I have not, during the past five years, been convicted in any final ruling of any of the offences described below, as determined in section 226 of the Companies Law:

- 2.1 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.
- 2.2 A conviction in a court outside of Israel for bribery, fraud, corporate director crimes or crimes involving exploitation of inside information.
- 2.3 A conviction for 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.

3. I am not a minor, nor am I legally incompetent, nor have I been declared bankrupt.\*

4. This is my name, this is my signature and the content of my above declaration is the truth.

Date: \_\_\_\_\_ Signature of declarant: \_\_\_\_\_

Confirmation:

I, the undersigned, Adv. \_\_\_\_\_, hereby confirm that \_\_\_\_\_, whom I know personally/who identified himself/herself to me with his/her ID No. \_\_\_\_\_, after I cautioned him/her to declare the truth and that he/she will be subject to penalties laid down by law if he/she does not do so, confirmed the accuracy of his/her above declaration, and signed it in my presence.

Date \_\_\_\_\_ Name and Signature of Advocate: \_\_\_\_\_

\*So long as I was not discharged.

**Appendix C**

**External Director's Declaration**

I the undersigned \_\_\_\_\_, ID Number \_\_\_\_\_, of \_\_\_\_\_, hereby declare in writing as follows:

I make this declaration as a candidate for election to serve as an External Director of Bank Leumi le-Israel B.M., (the “**Bank**”).

1. I am a resident of Israel.
  
2. I have the qualifications that are required (including as specified in Directive 301 of the Proper Banking Management Directives, dated December 2010, including section 24 of the above-mentioned Directive relating to the qualification of an External Director) and I am able to dedicate the appropriate time to fulfill the position of an External Director of the Bank, taking note of, *inter alia*, the scope of the Bank’s activity and of its size.

My said qualifications are as follows: (*education, qualification, experience*):

- 2.1 \_\_\_\_\_
- 2.2 \_\_\_\_\_
- 2.3 \_\_\_\_\_
- 2.4 \_\_\_\_\_
- 2.5 \_\_\_\_\_
- 2.6 \_\_\_\_\_
- 2.7 \_\_\_\_\_

3. In light of my education, experience, past and current employment, and my skills, I have professional qualifications as defined in section 24(b)(1)(ii) of Proper Banking Management Directives 301, dated December 2010 and/or have the accounting and financial experience [circle the relevant qualification], on the basis of what has been specified above. The following are additional details beyond those stated in section 2 above which are relevant to the matter of my education and experience, which indicate that I fulfill the conditions and meet the tests which establish that I have such qualifications:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Documents and certificates supporting this declaration, as stated in this section, have been provided to the Bank’s Secretariat.



4. I have not, during the past five years, been convicted in any final ruling of any of the offences described below, as determined in section 226 of the Companies Law:
  - 4.1 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.
  - 4.2 A conviction in a court outside of Israel for bribery, fraud, corporate director crimes or crimes involving exploitation of inside information.
  - 4.3 A conviction for 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.
5. I am not a minor, nor am I legally incompetent, nor have I been declared bankrupt.\*
6. Neither I and/or my relatives and/or my partners and/or employer and/or any party to which I am subject either directly or indirectly and/or any corporation of which I am a controlling shareholder, have any connection to the Bank to a controlling shareholder of the Bank or to another corporation, nor have I or any of the above mentioned had such a connection during the past two years
7. My other positions or occupations do not create nor are they likely to create any conflict of interest with my position as a Director of the Bank, and they do not have the potential to adversely affect my ability to serve as a Director of the Bank.
8. I do not serve as a director of any other corporation in which one of the Bank's directors serves as an external director.
9. I am not an employee of the Israel Securities Authority or of an Israeli Stock Exchange.
10. I hereby undertake to notify the Bank's Secretariat immediately if any change takes place with respect to any of the above, including if any condition required by the Companies Law with respect to my service as an External Director of the Bank ceases to apply.

\*So long as I was not discharged.

11. This is my name, this is my signature and the content of my above declaration is the truth.

Date: \_\_\_\_\_ Signature of declarant: \_\_\_\_\_

Confirmation:

I, the undersigned, Adv. \_\_\_\_\_, hereby confirm that \_\_\_\_\_, whom I know personally/who identified himself/herself to me with his/her ID No. \_\_\_\_\_, after I cautioned him/her to declare the truth and that he/she will be subject to penalties laid down by law if he/she does not do so, confirmed the accuracy of his/her above declaration, and signed it in my presence.

Date \_\_\_\_\_ Name and Signature of Advocate: \_\_\_\_\_