

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
Phone: 076-8858111, 076-889419; Facsimile: 076-8859732
Electronic Mail: Yaelru@bll.co.il

16 January 2014
2014-01-017170

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 – transfer of shares to ownership of:

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	1,446,119,756
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	321,900,000	321,900,000	321,900,000

2. The corporation announces that on 15 January 2014 a change took place in the amount and register of the securities holders in the corporation, as a result of:

Description of the nature of the change:

A change has occurred only with respect to the register of the securities holders in the corporation (without any change in the number of the corporation's securities) as a result of a transfer of shares

1
Name of the registered holder regarding whom the change has taken place: Prudential Securities Inc.

Identification Number Type: Registration number in foreign country where incorporated
Identification Number: 000000746

Date of Change: 15 January 2014 Executed through the Stock Exchange clearinghouse: No

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

Tel Aviv Stock Exchange Registration No.: 604611
Amount of change: -300

Balance of these securities held by this holder after the change: 0

2
Name of the registered holder regarding whom the change has taken place: The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Israel Companies Register Number
Identification Number: 510098064

Date of Change: 15 January 2014 Executed through the Stock Exchange clearinghouse: No

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

Tel Aviv Stock Exchange Registration No.: 604611

Amount of change: 300

Balance of these securities held by this holder after the change: 1,446,119,756

3. The main aspects of the shareholders register as of the reporting date are as follows:

Name of registered shareholder	Identification number	Identification type	Identification number	Tel Aviv Stock Exchange Registration No.	Type of shares and their nominal value	Number of shares	Holds shares as trustee
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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 holders, including the register of option holders and the register of debenture-holders - See attachment

Notes:

1. NIS 321,900,000 nominal value Deposits/Subordinated Capital Notes which were issued in June and July 2002 are convertible, 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 this report.

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): **2012-01-200217 2012-01-200268**

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/>

Name of Electronic Reporter: Yael Rudnicki, Position: Group Secretary
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