

Translation of Immediate Report

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Public

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: Livnat.EinShay@bll.co.il

16 April 2019

Reference: 2019-01-037894

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

Immediate Report

Nature of Event: Agreement for the Sale of the Holdings in Super Pharm

See Annex attached hereto: [1604193 Immediate Report Superpharm isa.pdf](#)

The company is not an envelope company as that term is defined in the Stock Exchange bylaws.

Date and time at which the corporation first became aware of the event or matter: 16 April 2019, at 17:43.

Name of Electronic Reporter: David Raoul Sackstein, Position: Advocate, General Secretary
Yehuda Halevi Street 34, Tel Aviv 6513616, Phone: 076-8857984, Facsimile: 076-8859732
Electronic Mail: david.sackstein@Bankleumi.co.il

16 April 2019

To

Tel Aviv Stock Exchange
Ahuzat Bayit Street 2
Tel Aviv 6525216

To

Israel Securities Authority
Kanfei Nesharim Street 22
Jerusalem 95464

Dear Sir or Madam:

Re: Agreement for the sale of the holdings in the Super Pharm

Bank Leumi le-Israel BM (the “**Bank**”) is pleased to report as follows:

On 16 April 2019, Leumi Partners Ltd. (“**Leumi Partners**”) the Bank’s subsidiary, signed an agreement (the “**Agreement**”) with Union Investments and Development Ltd. (the “**Buyer**”), with Mr. Leon Kopler (“**Kopler**”), and with Discount Capital Ltd. (“**Discount**”) for the sale to the Purchaser of all of Leumi Partners’ holdings in Super Pharm (Israel) Ltd. (hereafter: the “**Company**” and the “**Sold Shares**”), as of the date of the completion of the transaction. The sale will be on an As Is basis, with the shares being sold clean and free. The Sold Shares constitute some 9% of the Company’s issued and paid-up capital.

The overall consideration for the sale for Leumi Partners pursuant to the Agreement amounts to some NIS 244.5 million. Additionally, pursuant to the Agreement, the Company will distribute to its shareholders – prior to the completion of the sale transaction – a dividend in a total amount of NIS 44 million, of which Leumi Partners is expected to receive some NIS 6 million. The total amount that Leumi Partners is expected to receive amounts to NIS 250.5 million.

The execution of the transaction and its completion are subject to the satisfaction of conditions precedent, of which the main condition is obtaining approval from the Director of the Israel Antitrust Authority.

The Bank is expected to record a pre-tax profit with respect to the investment in the Company and the sale transaction – from the date of the signing of the Agreement and through the completion of the transaction – in the amount of some NIS 75 million.

As of the date of the publication of this report, there is no certainty that the conditions precedent for the sale transaction will be satisfied and/or regarding the date on which they will be satisfied.

Very respectfully,

Bank Leumi le-Israel Ltd.

By

Ronen Agassi, Head of the Capital Markets Division