

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

26 April 2010
2010-01-459204

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

Immediate Report on Convening of General Meeting

Regulation 36B (a) and 36C of the Securities (Periodic and Immediate Reports) Regulations,
1970

1. On 26 April 2010, it was resolved to call an Annual General Meeting.
Registration No. of the security with the Tel Aviv Stock Exchange entitling the holders thereof to participate in the General Meeting: 604611
The General Meeting will be held on Thursday, 2 June 2010 at 10:30 am at Lyn House, 35 Yehuda Halevi Street, Tel Aviv
2. The date for determining the right to participate in and vote at the General Meeting is 4 May 2010.
3. Items on the agenda:

Items on the agenda include:

1. Approval of actions or transactions which require authorization according to sections 255, 262 or 268-275 of the Companies Law, 1999 (the "Companies Law").
2. Appointment or dismissal of a Director.

Details of additional items on the agenda: Additional items on the agenda are detailed in Annex 1 attached hereto.

Note: Details of the items on the agenda must include the material facts necessary to fully understand the issues being voted on at the Meeting.

The text of the proposed resolutions or summary of their main points:

See Annex 2 attached hereto.

To the best of the Company's knowledge, the controlling shareholder of the Company will not hold, on the date for determining the right to participate in and vote at the General Meeting, shares granting it the percentage necessary to approve all resolutions on the agenda of the General Meeting, assuming that the remaining shareholders participate in the vote and vote against such resolutions.

4. The text of the Voting Paper and Directors' Declarations are attached hereto as Annex 3.

Address of the website at which one may vote, in a case where the company is allowing voting through the internet: N/A

E-mail address of the company for statutory submissions required by a Stock Exchange Member in a case where the company is allowing voting through the internet: N/A

5. Required legal quorum for holding the Meeting: Three members present in person.
6. In the absence of a legal quorum, the adjourned Meeting will be held on: 9 June 2010 at 10:30 am at Beit Lyn, 35 Yehuda Halevi Street, Tel Aviv.
7. Time and place for viewing each proposed resolution whose text is not fully presented in the above agenda: The registered office of the Bank, Leumi House (11th floor), the Secretariat of the Bank, 34 Yehuda Halevi Street, Tel Aviv, Sunday to Thursday between the hours of 8:00 and 15:00.

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

***Bank Leumi's Immediate Reports are published in Hebrew on the Website of the Israel Securities Authority and the Tel Aviv Stock Exchange.
The English translation is prepared for convenience purposes only.
In the case of any discrepancy between the English and Hebrew versions, the Hebrew will prevail.***



Annex 1

BANK LEUMI LE-ISRAEL B.M.

NOTICE TO HOLDERS OF ORDINARY STOCK

Notice is hereby given that a Special General Meeting of the Bank will be held at Lyn House, 35 Yehuda Halevi Street, Tel Aviv, on 2 June 2010 at 10:30 am, for the following purposes:

1. To receive and discuss the Financial Statements and the Reports of the Directors and Auditors for the year ending 31 December 2009;
2. To reelect the Auditors Somekh Chaikin and Kost Forer Gabbay & Kasierer, and to authorize the Audit Committee of the Board of Directors to fix their remuneration;
3. To elect five Directors out of the following list of candidates:

Candidates proposed by the Bank's Shares Committee:

(a) Mr. David Brodet; (b) Mr. Moshe Dovrat (a Director retiring by rotation); (c) Mr. Yehuda Drori; (d) Mr. Yoav Nardi; (e) Dr. Ehud Shapira;

Candidates who are Directors who are retiring by rotation and who are offering themselves for election independently:

(f) Ms. Nurit Segal; (g) Mr. Yaakov Goldman; (h) Mr. Moshe Vidman;

Candidates who are Bank shareholders and who are offering themselves for election:

(i) Ms. Keren-Or On; (j) Adv. Tova Kagan (Kariv); (k) Adv. Etty Esther Livni; (l) Dr. Asher Halperin; (m) Mr. Avraham Rahamim Cohen; (n) Mr. Ze'ev Levenberg; (o) Mr. Natan Meir; (p) Mr. Joseph Mozeson; (q) Mr. Tamir Milikovski; (r) Mr. Shmuel Messenberg; (s) Adv. Yehoshua Ne'eman; (t) Mr. Amiad Niv; (u) Dr. Shlomo Ness; (v) Mr. Amos Sapir; (w) Mr. Robert Zentler; (x) Mr. Eran Kimchi; (y) Mr. Israel (Izzy) Tapuchi.

A separate vote will be held in respect of the election of each Director proposed as detailed in section 3 above; voters may vote for each of the candidates, and their voting is not limited to five candidates. Therefore, the order in which votes are cast will neither add nor detract. Of the number of candidates for election as a Director, only five will be elected, as detailed below.

The terms of office of the Directors who are elected at the Meeting are contingent upon the receipt of approval from the Supervisor of Banks, pursuant to Section 11A of the Banking Ordinance, 1941. For additional details, see below.

4. To approve the purchase of a new insurance policy, in respect of the liability of the Directors and other officers of the Bank and the Group, for a period of 12 months, commencing on 1 November 2009, including coverage of up to \$260 million, at a premium that shall not exceed \$1.7 million.
5. To approve the terms of retirement of the Chairman of the Board of Directors, Mr. Eitan Raff.
6. To approve the payment of a bonus to the Chairman of the Board of Directors, Mr. Eitan Raff, in respect of the financial results for 2009, in the amount of NIS 3,592,931.
7. To approve the resolutions concerning approval of holding positions and disclosure by officers, according to the text presented to the Meeting.

The majority required to approve all of the resolutions on the agenda, other than resolution no. 3, is an ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper with respect to the items regarding which it is possible to vote by means of a voting paper) or by proxy. For the purposes of removal of doubt, it is clarified that abstentions will not be counted among the said votes.

Regarding resolution 3, the following are details of the procedure for voting at the General Meeting:

1. The majority required to approve resolution no. 3 on the agenda, concerning the election of directors, is an “ordinary majority” of the total voting rights of the stockholders entitled to vote and who voted in person or by proxy (including by means of a voting paper) (the “**Voters**” or the “**Votes Cast by the Voters**,” as relevant).
2. For the purpose of determining whether or not an “ordinary majority” has been obtained, the Votes Cast by the Voters who voted “in favor” or “against” will be counted. “Abstain” votes that were cast among the Votes Cast by the Voters will not be counted.
3. A candidate who does not receive an “ordinary majority” as described above, out of the Votes Cast by the Voters, will not be elected or move on to Stage B (to the extent that a Stage B is held).
4. If there are more than five (5) candidates who receive an “ordinary majority” as described above, all of them will move on to Stage B. At this Stage B, the candidates who are elected, pursuant to the provisions of Article 85B of the Bank’s Articles of Association (see sub-section (d) below), will be the five who receive the largest number of the Votes Cast by the Voters.
5. The count of the highest number of the Votes Cast by the Voters will include only the “in favor” votes. At this stage, the count will not include the “against” votes (i.e., there are no “offsets.”) The count will also not include the abstaining votes. In other words, the five candidates who received the highest number of “in favor” votes will be elected (the “Elected Candidates”). If a determination needs to be made between a number of candidates who received an identical number of “in favor” votes, the determination shall be made by lot.
6. The terms of office of the Elected Candidates are contingent upon the receipt of approval from the Supervisor of Banks.

The Elected Candidates will begin to serve together simultaneously, immediately after receipt of the approval or non-objection of the Supervisor of Banks regarding the last of the candidates (the "All Inclusive Approval of the Supervisor"). Should the All Inclusive Approval of the Supervisor not be received by 1 August 2010, the terms of office of the Elected Candidates who have been approved by the Supervisor of Banks by that time will commence on 2 August 2010, and the terms of office the others shall commence at the time that the Supervisor of Banks' approval is received.

7. If there are not five candidates who pass the first stage (receipt of an "ordinary majority," as stated), a place on the Board of Directors will remain vacant, unless one of the Directors who is retiring by rotation agrees to continue to serve until the next Annual General Meeting for the election of Directors.
If more than one of the retiring Directors agrees to continue to serve, the one with the least amount of seniority as a Director will remain, and if the amount of seniority is the same, they will agree amongst themselves as to who will remain or, alternatively, one will be chosen by lot (an "**Interim Arrangement.**")
8. It is emphasized that if any of the Elected Candidates is disqualified by the Supervisor of Banks, the candidate receiving the largest number of votes cast after such disqualified candidate (the "next in line") will not be considered to have been elected, and the position of the Elected Candidate will remain vacant until the next Annual General Meeting unless an Interim Arrangement is implemented.
It is clarified that the retiring Director who continues to serve in accordance with an Interim Arrangement will serve until the next Annual General Meeting for the election of Directors.
9. Until the time that the Elected Candidates are approved by the Supervisor of Banks, a place on the Board of Directors will remain vacant, unless an Interim Arrangement is implemented for this interim period.
10. A separate vote will be held in respect of the election of each Director. Voters may vote for each of the candidates, and their voting is not limited to five candidates. Therefore, the order in which votes are cast will neither add nor detract.

It is noted that with respect to the election of Directors (Item 3 on the agenda):

- a. **Attention is drawn to the provisions of Section 34 (A1) of the Banking (Licensing) Law, 1981: "No person may come to an agreement with another regarding their voting for the election of a director of a banking corporation or a bank holding corporation, except in accordance with a permit granted by the Governor [of the Bank of Israel], following consultation with the Licenses Committee; this provision will not apply to a holder of means of control* who comes to an agreement with another, that the other shall vote in the name of and on behalf of the holder for such person as the holder of means of control directs him, provided that the other shall not vote in the name of and on behalf of more than one other holder."**
Therefore, as regards the election of the Directors, a proxy holder who is himself a stockholder of the Bank may vote in the name of and on behalf of one additional stockholder only. As regards the other matters on the agenda of the General

* i.e. any stockholder

Meeting, there is nothing to prevent such a proxy holder from representing more than one stockholder.

- b. **Pursuant to Article 82 of the Bank's Articles of Association, five Directors are retiring by rotation at the Bank's Annual General Meeting. In item 3 on the agenda, a number of candidates for election as a Director are being presented, of which only five will be elected.**

Mr. Eitan Raff, Chairman of the Board of Directors, has decided not to offer himself for re-election.

- c. Article 76 of the Bank's Articles of Association provides as follows: "Unless otherwise determined by the Company in General Meeting, the Directors shall not be less than seven nor more than fifteen in number." However, in accordance with the Proper Banking Management Directives of the Banking Supervision Department, the Board of Directors may not include more than fifteen Directors.
- d. Article 85B of the Bank's Articles of Association provides as follows: "Should the number of people being proposed for election as Directors at the General Meeting, and receiving an ordinary majority of the total voting rights of shareholders entitled to vote and who voted (by themselves, by their proxies or by voting papers) at a General Meeting, exceed the number of available positions for Directors due to be filled pursuant to the agenda of the General Meeting, the candidates receiving a higher number of votes at the General Meeting than the other candidates will be elected as Directors for the available positions. Should a determination need to be made between a number of candidates who received the same number of votes, the determination as to who shall be elected shall be made by lot."
- e. Article 86 of the Bank's Articles of Association provides as follows: "If at any General Meeting at which an election of Directors ought to take place the place of any Director retiring by rotation is not filled up he shall, if willing continue in office until the Ordinary Meeting in the next year and so on from year to year until his place is filled up unless it shall be determined at such meeting to reduce the number of Directors in office."

The date for determining the entitlement of all stockholders to vote at the General Meeting is 4 May 2010.

A stockholder entitled to attend and vote may vote by means of a voting paper, pursuant to the Companies Law and the Companies (Written Voting and Position Papers) Regulations, 2005 (the "Regulations"), such being in respect of Items 3 through 7 on the agenda.

The addresses of the distribution website of the Israel Securities Authority (the "Securities Authority") and of the website of the Tel Aviv Stock Exchange Ltd. (the "Stock Exchange"), at which the text of the voting paper and the position papers (as defined in section 88 of the Companies Law) are obtainable:

Distribution website of the Securities Authority: <http://www.magna.isa.gov.il/>

Website of the Stock Exchange: <http://maya.tase.co.il/>

Voting by means of a voting paper is to be done on the Second Part of the voting paper as published on the distribution website of the Securities Authority.

A stockholder may apply to the Bank directly and receive the text of the voting paper and the position papers.

A Stock Exchange member will send via electronic mail, free of charge, the link to the voting paper and the position papers on the distribution site of the Securities Authority to all stockholders not registered in the Register of Shareholders and whose stock is registered with such Stock Exchange member, unless the stockholder has given notice that does not wish to receive same, provided that the notice was given in respect of a particular securities account and at a date prior to the record date.

A stockholder whose stock is registered with a Stock Exchange member is entitled to receive a certificate of ownership from the Stock Exchange member through which he holds his stock, at a branch of the Stock Exchange member or via mail to his address against payment of the delivery charge only, if so requested. Such a request is to be made in advance in respect of a particular securities account.

The final date for delivery of position papers to the Bank is 14 May 2010.

The final date for delivery of voting papers to the Bank is 30 May 2010, at 10:30 am.

Apart from the option of voting by means of a voting paper in respect of the items detailed above, a stockholder entitled to attend and vote may appoint a proxy or proxies to attend and vote on his or her behalf. A proxy need not be a stockholder of the Bank.

To be effective, the proxy, together with the power of attorney (if any) under which it is signed, must reach the registered office of the Bank no less than 48 hours prior to the time of the Meeting – i.e., by 31 May 2010 at 10:30 am. In the case of stockholders who are not registered in the Register of Shareholders, he/she must attach to the proxy a certificate of ownership from a Stock Exchange member, in accordance with the Companies (Proof of Ownership of Shares for the Purpose of Voting at a General Meeting) Regulations, 2000.

The full text of framework resolutions and the details of the insurance policy, the approval of which is on the agenda of the General Meeting in items 4 and 7 may be examined at the Secretariat of the Bank at the registered office of the Bank, Leumi House (11th floor), 34 Yehuda Halevi Street, Tel Aviv, tel: 972-3-5149716, between 08:00 and 15:00.

In addition, the CVs of the candidates who have provided same may be examined at the Secretariat of the Bank, during the working hours and at the address detailed above.

Tel Aviv, 26 April 2010

By Order of the Board of Directors
Yael (Ben Moshe) Rudnicki, Adv.
Group Secretary

Annex 2

Details of the Items on the Agenda of the General Meeting:

Item 1: The Financial Statements for 2009

The Annual Report of the Bank for 2009 may be viewed at the Magna website of the Israel Securities Authority and at the website of the Bank, www.leumi.co.il.

In addition, copies are available on request from the Secretariat of the Bank, P.O. Box 2, Tel Aviv 61000, or telephone 03-5149716.

Text of the Resolution: To receive and discuss the Financial Statements and the Reports of the Directors and Auditors for the year ending 31 December 2009.

Required Majority: An ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper) or by proxy.

Item 2: Reelection of Auditors

Description of Item: The Annual General Meeting is requested to approve the reelection of the joint auditors of the Bank, Somekh Chaikin and Kost Forer Gabbay & Kasierer and to authorize the Audit Committee of the Board of Directors to fix their remuneration.

At the meeting of the Audit Committee of the Bank held on 16 March 2010, it was resolved to recommend to the General Meeting to reelect the joint auditors of the Bank, Somekh Chaikin and Kost Forer Gabbay & Kasierer.

For the report to the Annual General Meeting on the remuneration of the Auditors, see page 284 of the Annual Report of the Bank.

Text of the Resolution: To reelect the Auditors Somekh Chaikin and Kost Forer Gabbay & Kasierer, and to authorize the Audit Committee of the Board of Directors to fix their remuneration.

Required Majority: An ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper) or by proxy.

Item 3: Election of Directors

Description of Item: Pursuant to the Articles of Association of the Bank, at the Annual General Meeting, a third of the Board of Directors will retire. Accordingly, Mr. Eitan Raff, the Chairman of the Board of Directors, Ms. Nurit Segal, Mr. Yaacov Goldman, C.P.A., Mr. Moshe Dovrat and Mr. Moshe Vidman are retiring by rotation.

The Shares Committee of the Bank, which votes by virtue of the shares owned by the State, informed the Bank that it is proposing to the General Meeting, pursuant to the Bank Shares (Arrangement Shares) (Temporary Provision) Law, 1993, to elect five candidates to serve as Directors, as follows: Mr. David Brodet, Mr. Moshe Dovrat (serving Director who is retiring by rotation and presents himself for re-election), Mr. Yehuda Drori, Mr. Yoav Nardi and Dr. Ehud Shapira.

In addition, pursuant to Article 87 of the Bank's Articles of Association, the following retiring Directors are offering themselves for re-election at the General Meeting: Ms. Nurit Segal, Mr. Yaacov Goldman, C.P.A., and Mr. Moshe Vidman.

In addition, pursuant to Article 87 of the Bank's Articles of Association, applications were received from the 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 General Meeting: Ms. Keren-Or On; Adv. Tova Kagan (Kariv); Adv. Etty Esther Livni; Dr. Asher Halperin; Mr. Avraham Rahamim Cohen; Mr. Ze'ev Levenberg; Mr. Natan Meir; Mr. Joseph Mozeson; Mr. Tamir Milikovski; Mr. Shmuel Messenberg; Adv. Yehoshua Ne'eman; Mr. Amiad Niv; Dr. Shlomo Ness; Mr. Amos Sapir; Mr. Robert Zentler; Mr. Eran Kimchi; Mr. Israel (Izzy) Tapuchi.

Mr. Eitan Raff, the Chairman of the Board of Directors, since 1995, announced that he does not intend to submit his candidacy for re-election at the General Meeting. Mr. Raff has contributed much to the advancement of the business of the Bank and its betterment.

The Board of Directors expressed its appreciation to Mr. Raff, and thanked him for his major contribution to the Bank.

The election of the Directors is contingent upon the consent of the Supervisor of Banks, pursuant to Section 11A of the Banking Ordinance, 1941.

A separate vote will be held in respect of the election of each Director proposed as detailed in item 3; voters may vote for each of the candidates, and their voting is not limited to five candidates. Of the number of candidates for election as a Director, only five will be elected, as detailed below.

The CVs of the candidates who have provided same may be examined at the Secretariat of the Bank, at the registered office of the Bank, Leumi House (11th floor), 34 Yehuda Halevi Street, Tel Aviv, Tel: 972-3-5149716 between 08:00 and 15:00.

Voting Procedure:

Regarding item 3, the following are details of the procedure for voting at the General Meeting:

1. The majority required to approve resolution no. 3 on the agenda, concerning the election of directors, is an “ordinary majority” of the total voting rights of the stockholders entitled to vote and who voted in person or by proxy (including by means of a voting paper) (the “**Voters**” or the “**Votes Cast by the Voters**,” as relevant).
2. For the purpose of determining whether or not an “ordinary majority” has been obtained, the Votes Cast by the Voters who voted “in favor” or “against” will be counted. “Abstain” votes that were cast among the Votes Cast by the Voters will not be counted.
3. A candidate who does not receive an “ordinary majority” as described above, out of the Votes Cast by the Voters, will not be elected or move on to Stage B (to the extent that a Stage B is held).
4. If there are more than five (5) candidates who receive an “ordinary majority” as described above, all of them will move on to Stage B. At this Stage B, the candidates who are elected, pursuant to the provisions of Article 85B of the Bank’s Articles of Association (see sub-section (d) below), will be the five who receive the largest number of the Votes Cast by the Voters.
5. The count of the highest number of the Votes Cast by the Voters will include only the “in favor” votes. At this stage, the count will not include the “against” votes (i.e., there are no “offsets.”) The count will also not include the abstaining votes. In other words, the five candidates who received the highest number of “in favor” votes will be elected (the “Elected Candidates”). If a determination needs to be made between a number of candidates who received an identical number of “in favor” votes, the determination shall be made by lot.
6. The terms of office of the Elected Candidates are contingent upon the receipt of approval from the Supervisor of Banks.
The Elected Candidates will begin to serve together simultaneously, immediately after receipt of the approval or non-objection of the Supervisor of Banks regarding the last of the candidates (the “All Inclusive Approval of the Supervisor”). Should the All Inclusive Approval of the Supervisor not be received by 1 August 2010, the terms of office of the Elected Candidates who have been approved by the Supervisor of Banks by that time will commence on 2 August 2010, and the terms of office the others shall commence at the time that the Supervisor of Banks’ approval is received.
7. If there are not five candidates who pass the first stage (receipt of an “ordinary majority,” as stated), a place on the Board of Directors will remain vacant, unless one of the Directors who is retiring by rotation agrees to continue to serve until the next Annual General Meeting for the election of Directors.

If more than one of the retiring Directors agrees to continue to serve, the one with the least amount of seniority as a Director will remain, and if the amount of seniority is the same, they will agree amongst themselves as to who will remain or, alternatively, one will be chosen by lot (an “**Interim Arrangement.**”)

8. It is emphasized that if any of the Elected Candidates is disqualified by the Supervisor of Banks, the candidate receiving the largest number of votes cast after such disqualified candidate (the “next in line”) will not be considered to have been elected, and the position of the Elected Candidate will remain vacant until the next Annual General Meeting unless an Interim Arrangement is implemented.
It is clarified that the retiring Director who continues to serve in accordance with an Interim Arrangement will serve until the next Annual General Meeting for the election of Directors.
9. Until the time that the Elected Candidates are approved by the Supervisor of Banks, a place on the Board of Directors will remain vacant, unless an Interim Arrangement is implemented for this interim period.
10. A separate vote will be held in respect of the election of each Director. Voters may vote for each of the candidates, and their voting is not limited to five candidates.

Additional notes to item 3 on the agenda - Election of Directors:

- a. **Attention is drawn to the provisions of Section 34 (A1) of the Banking (Licensing) Law, 1981: "No person may come to an agreement with another regarding their voting for the election of a director of a banking corporation or a bank holding corporation, except in accordance with a permit granted by the Governor [of the Bank of Israel], following consultation with the Licenses Committee; this provision will not apply to a holder of means of control* who comes to an agreement with another, that the other shall vote in the name of and on behalf of the holder for such person as the holder of means of control directs him, provided that the other shall not vote in the name of and on behalf of more than one other holder."**
Therefore, as regards the election of the Directors, a proxy holder who is himself a stockholder of the Bank may vote in the name of and on behalf of one additional stockholder only. As regards the other matters on the agenda of the General Meeting, there is nothing to prevent such a proxy holder from representing more than one stockholder.
- b. **Pursuant to Article 82 of the Bank’s Articles of Association, five Directors are retiring by rotation at the Bank’s Annual General Meeting. In item 3 on the agenda, a number of candidates for election as a Director are being presented, of which only five will be elected.**

* i.e. any stockholder

Mr. Eitan Raff, Chairman of the Board of Directors, has decided not to offer himself for re-election.

- c. Article 76 of the Bank's Articles of Association provides as follows: "Unless otherwise determined by the Company in General Meeting, the Directors shall not be less than seven nor more than fifteen in number." However, in accordance with the Proper Banking Management Directives of the Banking Supervision Department, the Board of Directors may not include more than fifteen Directors.
- d. Article 85B of the Bank's Articles of Association provides as follows: "Should the number of people being proposed for election as Directors at the General Meeting, and receiving an ordinary majority of the total voting rights of shareholders entitled to vote and who voted (by themselves, by their proxies or by voting papers) at a General Meeting, exceed the number of available positions for Directors due to be filled pursuant to the agenda of the General Meeting, the candidates receiving a higher number of votes at the General Meeting than the other candidates will be elected as Directors for the available positions. Should a determination need to be made between a number of candidates who received the same number of votes, the determination as to who shall be elected shall be made by lot."
- e. Article 86 of the Bank's Articles of Association provides as follows: "If at any General Meeting at which an election of Directors ought to take place the place of any Director retiring by rotation is not filled up he shall, if willing continue in office until the Ordinary Meeting in the next year and so on from year to year until his place is filled up unless it shall be determined at such meeting to reduce the number of Directors in office."

Item 3 (a): Election of Mr. David Brodet as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: David Brodet (1A) Identity Number: 000088179
- (2) Date of Birth: 30 October 1944
- (3) Address for Service of Court Documents: 4 Michaelson Street Jerusalem 93707
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:

B.A. in Economics and Political Science, the Hebrew University of Jerusalem.

M.A. in Economics, the Hebrew University of Jerusalem.

Supplementary course in macro-economic policies – IMF (1979), Zaltzberg Seminar – supplementary course in exchange rates and currency.

Employment during the last five years:

Economic and management consultant – owner of a consulting company "David Brodet Ltd."

Chairman of the Administrative Board of Ben Gurion University.

Chairman of the Administrative Board of Keren Jerusalem.

Chairman of the Administrative Board of The Hadassah Academic College.

Chairman of the Board of Trustees of the Falk Institute for Economic Research.

Chairman of the Board of Trustees of the Protected Caring Fund.

Chairman of the Advisory Board for Dismissals and Mergers of the Anti-Trust Commissioner.

Chairman of the Public Statistics Council.

Member of the Board of Directors of the Israel Company.

Academic manager of the Caesarea (Convention) Forum.

Member of the Executive Board of the Camari Theater.

Member of the Executive of Miskanot Sha'ananim.

Member of the administrative board of the Jerusalem Institute for Israel Research.

Previously, Chairman of the Board of Directors of Hadassah (from 1999-2008).

Previously, Chairman of the Investment Committee of Makefet Pension Fund and Provident Fund (2003-2010)

Previously, Chairman of the Investments Committee of Ha'al Pension Fund (2008-2010).

Previously, Member of the Management Committee of the Blue Square Cooperative Society (2000-2009).

Previously, served as director in companies including (during the last five years): Direct Insurance (2001-2007), Aloni Hetz (2003-2010), Ikea (2000-2005), Global Medical Network (2004-2009),

Previously, served as chairman on many government committees, including, (during the last five years):

Defense Budget (2006-7), Status of National Insurance (2005).

Previously, member of the Committee for Security Perception (Meridor Committee) (2004-6), member of the Capital Market Committee (Ariav Committee) (2008)

Previously, editor of "Israel 2028 – Vision and Social Strategy in a Global World" (2008).

Previously, lecturer at institutions of higher education: Hebrew University of Jerusalem (School of Business Management, 1998-2007), Ben Gurion University (Public Policy 1998-2005), Midreshet Rupin

(Economics 1972-2006), Herzlia Inter-Disciplinary Center (Business Management and Administration, 2006 -), National Security College (Haifa University 2005 -).

- (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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. David Brodet as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(b): Election of Mr. Moshe Dovrat as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Moshe Dovrat (1A) Identity Number: 007209646
- (2) Date of Birth: 11 January 1945
- (3) Address for Service of Court Documents: 32/5 Uri Zvi Greenberg Street, Tel Aviv 69379
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Credit Committee, Administration Committee, and the Prospectuses Committee.
- (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: 20 May 2007
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
Education: MBA and B.A. in Economics and Political Science – The Hebrew University of Jerusalem.
Employment during the last five years: Company Director. CEO, Director and Owner of Beit Meniv Funding Ltd. and Dovrat (M.H.) Investments and Business Initiatives, Ltd.
Director and shareholder in Tracoat Ltd.
Director and shareholder in Beit Meniv Israel Ltd.
Chairman of the Board of Directors of Kibbutz Kfar Blum Tourism.

Member of Management of Kfar Blum Holdings – Agricultural Cooperative Society Ltd.

Until May 2007, Director of Leumi Gemel Ltd. (now Leumi Capital Market Services Ltd.) and of Israel Discount Capital Markets and Investments Ltd.

Until October 2006, External Director of Ilex (Israel) Ltd.

Member of the Management Committee, Ra'anana Symphony Orchestra
Member of the Coordinating Management, the Arab-Jewish Center for Economic Development.

Member of the General Assembly and Member of the Founders of the Macroeconomic Political Center.

Member of the General Assembly and Member of the Founders of the Ecological Tourism Non-profit Organization.

Member of the Public Council of the Bat-Sheva Dance Company.

Member of the Public Council and Member of the Finance Committee of the Council for a Beautiful Israel.

Member of the General Assembly of the Ramat Gan College.

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

(11) Does he possess accounting or financial expertise: Yes

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

Text of the Resolution: To elect Mr. Moshe Dovrat as a Director.

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(c): Election of Mr. Yehuda Drori as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Yehuda Drori (1A) Identity Number: 000333203
- (2) Date of Birth: 20 March 1942
- (3) Address for Service of Court Documents: 9 Y.L. Gordon Street, Tel Aviv 63458
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (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 – The Hebrew University of Jerusalem.
 MBA (specializing in Finance) – The Hebrew University
 Employment during the last five years:
 Member and Chairman of investment committees. Director in public and private companies. Advisor on the subject of the capital market.
 Chairman of the Board of Directors of U Bank.
 Previously, Director in the following companies: Leumi Gemel and Dorad.
- (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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. Yehuda Drori as a Director.

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(d): Election of Mr. Yoav Nardi as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Yoav Nardi (1A) Identity Number: 634618
- (2) Date of Birth: 3 November 1944
- (3) Address for Service of Court Documents: 8 Malachi Street, Ramat Gan 52246
- (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: Subject to the approval of the Annual General Meeting and subject to the

approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.

- (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 – The Hebrew University of Jerusalem.
MBA (Business and Finance) – The Hebrew University
Employment during the last five years:
From February 2010 – Advisor to the CEO of Bank of Jerusalem.
From December 2008 to January 2010 – Head of the Risk Management and Nostro and Financial Risk Manager of Bank of Jerusalem.
From 2000 to 2008 – Head of the Capital Market Division and Financial Risk Manager of Bank of Jerusalem.
From May 2005 to February 2010 – Chairman of the Board of Directors of Jerusalem Finance and Offerings (2005) Ltd. and Jerusalem Financial Operation (2005) Ltd.
From February 2006 to February 2010 – Director of Jerusalem Fund Management (1980) Ltd.
From March 1996 to February 2010 – Ir Shalem Insurance Agency (1996) Ltd.
From February 2004 to February 2010 – Bank of Jerusalem Trust Company Ltd.
From February 1997 to December 2008, Director in Jerusalem Underwriting and Offerings Ltd.
- (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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. Yoav Nardi as a Director.

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(e): Election of Dr. Ehud Shapira as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Ehud Shapira_(1A) Identity Number: 08370991
- (2) Date of Birth: 5 October 1944
- (3) Address for Service of Court Documents: 1 Belkind Street, Tel Aviv 62514

- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 PhD in Economics and Finance – New York University
 M.A. in Economics and Finance – New York University
 M.Sc. in Economics and Performance Research – The Technion
 B.A. – Economics, Statistics – Tel Aviv University
 Employment during the last five years:
 Previously, Senior Deputy CEO of Bank Leumi le-Israel B.M. and Acting CEO in her absence, Head of Corporate and International Banking and Manager of Credit Risks of the Leumi Group and in addition, held the following positions:
 - Chairman of the Board of Directors in Leumi Leasing and Investments Ltd.
 - Chairman of the Board of Directors in Leumi & Co. Investment House Ltd.
 - Head of the Corporate Division of Leumi.
 - Chairman of the Board of Directors in Leumi Luxembourg S.A
 - Director of Leumi UK and in other companies in the Leumi Group.
 - Director of the Arrangement of the Execution of the Kibbutzim Agreement
 - Chairman of the Board of Directors of Apax-Leumi Partners Ltd.
 From October 2006 – Serving as Chairman of the Board of Directors of the Phoenix Holdings Ltd. and holds the following positions:
 The Phoenix Insurance Company – Chairman of the Board of Directors
 The Phoenix Investments and Finances – Chairman of the Board of Directors
 The Phoenix International Holdings Ltd. – Chairman of the Board of Directors
 Excellence Investments Ltd – Director
 Mehadrin Ltd. – Director
 Gamma Clearing and Management Ltd. – Director
 Ad 120 – Residential Centers for Senior Citizens Ltd. – Director
 Atara Technology and Ventures Ltd. – Chairman of the Board of Directors
- (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 Board of Directors of the Bank

The declaration of Dr. Ehud Shapira, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Mr. Ehud Shapira as a Director.

Required Majority:

See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(f): Election of Ms. Nurit Segal as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Nurit Segal (1A) Identity Number: 007134794
- (2) Date of Birth: 10 January 1943
- (3) Address for Service of Court Documents: 27 Mapu Street, Tel Aviv 63434
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Member of the Credit Committee, Risk Management Committee, and Guidelines Committee.
- (6) Is she an External Director as defined in the Companies Law and possessing accounting and financial expertise or professional qualifications: No
- (7) Is she 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: 24 July 2003
- (9) Education and employment during the last five years and details of the corporations where she serves as a director:
Education: M.Sc. in Operations Research, Case Western Reserve University, Cleveland, Ohio, USA; B.A. in Economics and Statistics, The Hebrew University of Jerusalem.
Employment during the last five years: Company Director.
External Director, King Ltd.
Director, Aspen Group Ltd.
Until May of 2009, Director, Aspen Real Estate Ltd.
Member of the Management and Chairman of the Finance Committee of the Helicon Society for the Advancement of the Poetry in Israel (Registered Non-Profit Association).
- (10) Is she a family member of another interested party of the corporation: No

(11) Does she possess accounting or financial expertise: Yes

The declaration of Ms. Nurit Segal, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Ms. Nurit Segal as a Director.

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(g): Election of Mr. Yaacov Goldman as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Yaacov Goldman (1A) Identity Number: 053515409
- (2) Date of Birth: 10 July 1955
- (3) Address for Service of Court Documents: 39 Nachlieli Street, Hod Hasharon 45355
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Member of the Credit Committee, Financial Statements Review Committee, Prospectuses Committee and Guidelines Committee.
- (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: 24 July 2003
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
Education: B.A. in Accounting and Economics – Tel Aviv University.
Employment during the last five years: C.P.A., business consultant and company director.
Director, CEO and Shareholder, Maanit-Goldman Management and Investments (2002) Ltd.
External Director, Elron Electronic Industries Ltd., Isrotel Ltd. and Negev Ceramics, Ltd.
Director, Mer Telemanagement Solutions Ltd., Golden House Ltd., Tagor Capital Ltd., Renewable Water Minerals Ltd. and Renewable Resources Ltd. and its affiliated companies: Renewable Resources Technologies (2008) Ltd. and Recursos – Renobables Hidricos S.L.

Until April 2009, Director and Shareholder, Sigma Capital Partners Company Ltd. (company in voluntary liquidation)

Until June 2009, Chairman of the Board of Directors at I.T.G.I. Medical Ltd., and its affiliated companies: I.T.G.I. Med (2008) Ltd. and Design & Performance (Cyprus) Ltd.

Until September 2008, Professional Secretary, the Peer Review Institute of the Israeli Institute of Certified Public Accountants.

Until May 2006, member of Special Committee for Control Matters, Premier Club Ltd.

Member of the Management and Honorary Treasurer, Israel Canada Chamber of Commerce.

Member and Audit Committee Member of the "Round-Up" (Registered Non-Profit Association).

Member of the Action Committee of the Shevach Mofet School in Tel Aviv and member of the Action Committee of the Bialik Rogozin School.

Member of the "Ofanim" society for the promotion of children and youth in Israel.

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

(11) Does he possess accounting or financial expertise: Yes

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

Text of the Resolution: To elect Mr. Yaacov Goldman as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(h): Election of Mr. Moshe Vidman as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Moshe Vidman (1A) Identity Number: 00690875
- (2) Date of Birth: 19 December 1943
- (3) Address for Service of Court Documents: 14 Megadim Street, Jerusalem 96185
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Member of the Audit Committee, Risk Management Committee, Administration Committee and Prospectuses Committee.

- (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: 28 June 2004
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 Education: MBA, Specializing in Finance, and BA in Economics and Political Science – The Hebrew University of Jerusalem.
 Employment during the last five years: Company Manager, Representative of Revlon in Israel.
 Owner, Moshe Vidman Ltd. and Moshe Vidman Holdings (2004) Ltd.
 Member of the Management Committee of The Hebrew University of Jerusalem.
 Chairman of the Board of Directors, Hebrew University Assets Ltd.
 Director, The Israel Corporation Ltd. and subsidiaries: The Israel Corporation – Technologies (Istech) Ltd., Israel Chemicals Ltd., The Dead Sea Works Ltd. and Rotem Ampert Negev Ltd.
 Director, Ofer Bros. Properties (1957) Ltd., Jafora Ltd., Jafora-Tabori Ltd., Melisron Ltd. and Rosebud Real Estate Ltd. and Alrov Properties and Lodgings Ltd.
 Member of the Management Committee of Keren Jerusalem.
 Until October 2009, External Director, Partner Communications Ltd.
 Until February 2009, Chairman of the Board of Directors, Gibor Sport Active Wear (G.S.A.W) Ltd.
 Until October 2007, Director, Ex-Libris Ltd.
 Until March 2006, Director, Rotem Industries Ltd.
 Until November 2006, Permanent Consultant to Gibor Sport Alpha Socks Ltd. (currently Gibor Sport Active Wear (G.S.A.W) Ltd.).
- (10) Is he a family member of another interested party of the corporation: No
- (11) Does he possess accounting or financial expertise: Yes

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

Text of the Resolution: To elect Mr. Moshe Vidman as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(i): Election of Ms. Keren-Or On as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Keren-Or On (1A) Identity Number: 034287755
- (2) Date of Birth: 12 April 1978
- (3) Address for Service of Court Documents: 4 Pilon Street, Tel Aviv
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Not yet determined
- (6) Is she an External Director as defined in the Companies Law and possessing accounting and financial expertise or professional qualifications: No
- (7) Is she 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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where she serves as a director:
M.B.A. (specializing in capital market financing and financial engineering) – The Hebrew University of Jerusalem; Graduate of the Programme for Directors and Senior Officers in Corporations in Lahav, Faculty of Management, Tel Aviv University/
Employment during the last five years:
Senior advisor in Risk Management in the Banking Sector in Kessekman and Kesselman. As part of the duties, advises banks as to preparedness for Basel II.
Work with insurance companies and investment houses regarding corporate governance issues and adaptation of their work procedures to local and international regulations, and with the Finance Ministry in the regulatory field, development of products and their adaptation to the needs of the pension savings market.
Comptroller in high-tech company –Seinfed Ltd.
- (10) Is she a family member of another interested party of the corporation: No
- (11) Does she possess accounting or financial expertise: Subject to the approval of the Board of Directors of the Bank.

The declaration of Ms. Keren-Or On, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Ms. Keren-Or On as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(j): Election of Adv. Tova Kagan (Kariv) as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Tova Kagan (Kariv) (1A) Identity Number: 009982695
- (2) Date of Birth: 20 April 1937
- (3) Address for Service of Court Documents: 103, Ahad Ha'am Street, Tel Aviv 64253
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Not yet determined.
- (6) Is she an External Director as defined in the Companies Law possessing accounting and financial expertise or professional qualifications: No
- (7) Is she 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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where she serves as a director:
B.A. in Law, the Tel Aviv Extension of the Hebrew University of Jerusalem.
Employment during the last five years:
Since January 1970, owner of independent law firm dealing with company, contract and civil matters
- (10) Is she a family member of another interested party of the corporation: No
- (11) Does she possess accounting or financial expertise: Subject to the approval of the Board of Directors of the Bank.

The declaration of Adv. Tova Kagan (Kariv), as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Adv. Tova Kagan (Kariv) as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(k): Election of Adv. Etty Esther Livni as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Etty Esther Livni (1A) Identity Number: 00378237-2
- (2) Date of Birth: 1 June, 1948
- (3) Address for Service of Court Documents: 122, Wingate Street, Herzlia
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Not yet determined.
- (6) Is she an External Director as defined in the Companies Law possessing accounting and financial expertise or professional qualifications: No
- (7) Is she 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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where she serves as a director:
B.A. in Law from the Hebrew University of Jerusalem. Advocate, Graduate of Directors' course – MI"l, Graduate of the Government Centre for Environmental Leadership, Conciliator, Graduate of courses of the Israeli Bar Association and Centre for Conciliation
Employment during the last five years:
External Director of Ta'as, Cimatron Ltd. A.E.G. Ltd., Sony Electronics Ltd., Makefet Gemel, Migdal Gemel, Keren Yozma
- (10) Is she a family member of another interested party of the corporation: No
- (11) Does she possess accounting or financial expertise: Subject to the approval of the Board of Directors of the Bank.

The declaration of Adv. Etty Esther Livni, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Ms. Etty Esther Livni as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(l): Election of Dr. Asher Halperin as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Asher Halperin (1A) Identity Number: 2066330
- (2) Date of Birth: 29 July 1925
- (3) Address for Service of Court Documents: 6 Ori Street, Tel Aviv 64954
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 B.A. – the Tel Aviv School for Law and Economics (currently Tel Aviv University); M.A. in Economics from the University of California (Berkeley), USA; Ph.D. in Economics in the Princeton University (New Jersey, U.S.A.)
 Employment during the last five years:
 Lecturer for the last 15 years at the Miqlala Le'Minhal – Academic Stream
- (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 Board of Directors of the Bank.

The declaration of Dr. Asher Halperin, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Dr. Asher Halperin as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(m): Election of Mr. Avraham Rahamim Cohen as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Avraham Rahamim Cohen (1A) Identity Number: 513770750
- (2) Date of Birth: 15 January 1952
- (3) Address for Service of Court Documents: 13 Tarshish Street, Kedumim

- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 B.A. in Economics, Bar Ilan University.
 Employment during the last five years:
 Management of a private commercial company
- (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 Board of Directors of the Bank.

The declaration of Mr. Avraham Rahamim Cohen, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Mr. Avraham Rahamim Cohen as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(n): Election of Mr. Ze'ev Levenberg as a Director

Details regarding the candidate, to the best of the knowledge of the Bank

- (1) Name: Mr. Ze'ev Levenberg (1A) Identity Number: 058644337
- (2) Date of Birth: 11 March 1964
- (3) Address for Service of Court Documents: 45 Azriel Street, Givat Shmuel 54104
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 B.A. – Natural Sciences (Medical Sciences), the Hebrew University of Jerusalem; MBA (Finance), University of Bar Ilan; Course in Basic Management of the Bank (Authorized Signatories); Course in Software Engineering, Michlala Le'Minhal – MCP qualification of Microsoft.
 Education during the last five years:
 From 2009, Director in Intercolony Investments Ltd.
 From 2009, Director in Arazim Investments Ltd.
 From 2008, Director in Adler Investments Ltd.
 From 2002 to 2008, Director and Member of the Investments Committee in the Mutual Funds of Altsculer Shoham
 From 1995, Lecturer at Bar Ilan University and at the Academic Stream of the Michlala Le'Minhal in Economics and Finance
 From 2006 to 2008, responsible for the Strategic Projects Unit of the Discount Group
- (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 Board of Directors of the Bank

The declaration of Mr. Ze'ev Levenberg, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Mr. Ze'ev Levenberg as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(o): Election of Mr. Natan Meir as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Natan Meir (1A) Identity Number: 492488
- (2) Date of Birth: 1 December 1943
- (3) Address for Service of Court Documents: 35 Yosef Hahami Street, Jerusalem, 96428
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 B.A. in Economics and Political Science, the Hebrew University of Jerusalem, MBA, the Hebrew University of Jerusalem
 Long and short courses in administration, finance and NPA's policy and conciliation.
 Employment during the last five years:
 Director of the Government Publications Office (G Pubs O)
 Member of the Council of Shazar Center, Jabotinsky Council and SOS Council.
- (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 Board of Directors of the Bank

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

Text of the Resolution: To elect Mr. Natan Meir as a Director

Required majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(p): Election of Mr. Joseph Mozeson as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Joseph Mozeson (1A) Identity Number: 015967797
- (2) Date of Birth: 20 June 1983
- (3) Address for Service of Court Documents: 14 Pithiya Street, Bnei Brak 51311
- (4) Nationality: Israeli, American

- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 Education:
 Torah studies, specialization and expertise in Hebrew law
 Employment during the last five years:
 Internet business management and private communication. Trade in securities on the Tel Aviv Stock Exchange.
- (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 Board of Directors of the Bank

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

Text of the Resolution: To elect Mr. Joseph Mozeson as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(q): Election of Mr. Tamir Milikovski as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Tamir Milikovski (1A) Identity Number: 057690794
- (2) Date of Birth: 15 May 1962
- (3) Address for Service of Court Documents: 32 Habarzel Street, Entrance B, Tel Aviv 69710
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 Holder of CPA Licence from Auditors' Council; Member of the Institute of Certified Public Accountant in Israel; Graduate of directors' training course for corporations on behalf of the Institute of Certified Public Accountants and Tel Aviv University; Graduate of course in the National Insurance Law and Regulations - the Institute of Certified Public Accountants and Tel Aviv University; Graduate of course in individual Taxation of the Institute of Certified Public Accountants and Tel Aviv University
 Employment during the last five years:
 Owner and manager of accounting firm in Tel Aviv
- (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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. Tamir Milikovski as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(r): Election of Mr. Shmuel Messenberg as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Shmuel Messenberg (1A) Identity Number: 30233654
- (2) Date of Birth: 31 August 1949
- (3) Address for Service of Court Documents: 15 Mordecai Street, Petach Tikva 49313
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
B.A. – Economics, Tel Aviv University
M.B.A., Tel Aviv University
Employment during the last five years:
Vice-president, Member of Management and Head of the Corporate Division, and Responsible for Credit Risks - Bank Mizrahi-Tefahot (1993-2006)
Director and Member of committees of the boards of the following corporations:
Gazit Inc., Psagot Securities Ltd., Mercantile Discount Bank Ltd., Wili-Food Investments Ltd., Midas Fund Investments Ltd., Biri Brashi Earthworks Construction, Infrastructure and Roads Ltd., Direct Finance – of the Direct Insurance Ltd. Group, Arad Investments and Industry Development Ltd.
Chairman of Non-traded Credit Committee - Menora Mivtahim Group (April 2008 – February 2009)
Various advisory positions, including advisor to Planos Mezzanine Loans of the Viola (Dovrat) Group (August 2008 – October 2006)
- (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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. Shmuel Messenberg as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(s): Election of Adv. Yehoshua Ne'eman as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Mr. Yehoshua Ne'eman (1A) Identity Number: 004156865
- (2) Date of Birth: 6 April 1944
- (3) Address for Service of Court Documents: 1B Tar'Ad Street, Ramat Gan 52503
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 Education: B.A. in Law, The Hebrew University of Jerusalem; Continuing studies of the graduate school of the Law Faculty of New York University and Bernard Baruch, New York
 Employment during the last five years:
 Active as an advocate and a Director in various companies, including: the First International Bank of Israel Ltd. (2003-2009), El Al Israel Airlines Ltd. (2003-2007), Kardan Israel Ltd. (2009-), Poalim Capital Markets Investment Bank Ltd. (2003-)
 Public activities: Wolf Foundation, Land of Israel Ltd. World ORT, Ort Braude College, Netanya ORT College and private corporations.
- (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 Board of Directors of the Bank

The declaration of Adv. Yehoshua Ne'eman, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Adv. Yehoshua Ne'eman as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(t): Election of Mr. Amiad Niv as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Amiad Niv (1A) Identity Number: 008348435
- (2) Date of Birth: 23 June 1940
- (3) Address for Service of Court Documents: Almaliah Street, Cottage 25, Jerusalem 93343
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 BA – Economics and Statistics, Hebrew University of Jerusalem.
 Diploma in Business Administration, Hebrew University of Jerusalem.
 Graduate, High Advanced Course for Senior Business Management, Hebrew University of Jerusalem.
 Employment during the last five years:
 Chairman of the Israeli Institute for Land Policy Research and Land Use by the Jewish National Fund, and chairman of the Institute's Supreme Academic Council.
 Chairman of the Israeli Forum for National Land Policy, and chairman of the annual national "Jerusalem Conference" on Land Policy".
 Chairman of the Advisory Academic Committee of the Israeli Institute for Land Policy Research and Land Use.
 Researcher regarding topics in the development of the Jewish National Fund's land policy.
 Leader and founder, together with the Department of Geography and Human Environment at Tel Aviv University of a special course of studies in the fields of land policy and its development.
 Through August 2006, member of the World Zionist Organization Executive, chairman of its Finance Committee and member of the World Zionist Organization's Re-budgeting Committee, a sub-committee of the Finance Committee, and a member of the Finance Committee of the Board of Trustees of the Jewish Agency.
- (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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. Amiad Niv as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(u): Election of Dr. Shlomo Ness as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Shlomo Ness (1A) Identity Number: 011710738
- (2) Date of Birth: 8 June 1960
- (3) Address for Service of Court Documents: 11A, Rambam Street, Givat Shmuel
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 - B.A. in Economics and Accounting, Bar-Ilan University
 - LL.B. in Law, Bar-Ilan University
 - CPA, Member of the Institute of Certified Public Accountants in Israel and Auditors' Council, Ministry of Justice
 - Advocate, Member of the Israeli Bar Association
 - Ph.D. in Law, Bar-Ilan University
 - Training course for conciliators, Ministry of Justice and Israeli Bar Association
 - Qualified information systems researcher C.I.S.A. – the International Association for Securing and Auditing Information Systems – USA.
 - Employment during the last five years:
 - Advocate and CPA in private practice – founding partner – Dr. Shlomo Ness & Co.
 - Lecturer in Company Law at the Interdisciplinary Centre, Herzlia, Tel Aviv University and Sha'arei Mishpat College
 - Lecturer in courses for training directors in Lahav – Tel Aviv University, the Israeli Management Centre, etc.
 - Chairman of the Public Council of the Israel Chamber of Information Systems Analysts
 - Chairman of the Advisory Public Council for Trade Levies
 - Member of Management of Israel Business Consultants Association
 - Member of the Budgetary Control Authority of the Israel Basketball Association (to the present date)
 - Chairman of Ayalon Insurance Company Ltd. and Ayalon Financial Solutions Ltd.
 - Deputy Chairman, Adi Pension Fund Management Ltd. of the Harel Group
 - Director, Mivne Ta'asiyah Ltd. and Chairman of the Balance Sheet Committee and Member of the Audit Committee

Chairman of the Board of Directors Yuli Capital Markets

Companies in which he serves as Director: Partner Communication Ltd. (Orange), Formula Systems 1985 Ltd., Aviv Arlon Ltd. (formerly Yuli Capital Markets Ltd.), Click Software Technologies Ltd, Tao Tesuot Ltd., Tao Tesuot Real Estate Ltd., Blue Shore Development Company Ltd., I.G.B. Israel Global Investments (1999) Ltd., IRS TKB International Consultants Ltd., Shlomo Ness & Co. Ltd., Shlomo Ness, Adv. Trust Company Ltd., Shir Lak Ltd., M.D.K. Touch Ltd., Haniman Enterprises Ltd.

Trustee and Special Manager of Hayal Holdings Ltd., Feuchwanger Holdings 1999 Ltd., Iskal Group Holdings Ltd., Diyur Le'Oleh Ltd., Zika Electrodes and Zika Holdings Ltd., Arit & Afar Building and Investments (97) Ltd., Club Market Marketing Chains Ltd., Burger Ranch Centre (1983) Ltd.

(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 Board of Directors of the Bank.

The declaration of Dr. Shlomo Ness, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Dr. Shlomo Ness as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(v): Election of Mr. Amos Sapir as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.

- (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.
 January 2008 to October 2009 - Chairman of the Board of Directors, Standard and Poors - Maalot Ltd.
 Since January 2003 - Chairman of the Board of Directors, N. Felman & 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 under his ownership)
 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.

Text of the Resolution: To elect Mr. Amos Sapir as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(w): Election of Mr. Robert Zentler as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Robert Zentler (1A) Identity Number: 043701291
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (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.
Supplementary courses on economic policy issues under the auspices of the International Monetary Fund.
Employment during the last five years:
Member of the Standard Contracts Tribunal
Financial-strategic consultant to private individuals and firms regarding currency exposure and management of asset and financial obligations portfolios, in Israel and abroad.
Since 2000 –
Chairman of the Board of Directors of "Financial and Optimum Challenges", portfolio company.
Deputy Chairman of the Board of Directors of the Eurom Bank in Romania (until its purchase by Bank Leumi in 2006).
Director and Member of the Investment Committee of "Psagot" and "Tachlit" Portfolio Management Company of Discount Bank.
Director and Chairman of the Investment Committee and Member of the Audit Committee of the Provident Fund of the Employees of the Hebrew University.
Member of the Investment Committee of "Eliahu" Insurance Company

Advisor to the Bank of Israel regarding options, advisor to the First International Bank regarding risk management, advisor to hi-tech companies regarding international marketing, advisor to a financial institution regarding international operations.

Lecturer in banking at Hebrew University and Ben-Gurion University.

- (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.

Text of the Resolution: To elect Mr. Robert Zentler as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(x): Election of Mr. Eran Kimchi as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Eran Kimchi (1A) Identity Number: 034302406
- (2) Date of Birth: 15 November 1977
- (3) Address for Service of Court Documents: 97/11 Rothschild Street, Tel Aviv, 65235
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
B.A. in Economics, Tel Aviv University, MBA, Tel Aviv University.
Holds a portfolio managers' license from the Israel Securities Authority.
Employment during the last five years:
Joint CEO in Duchifat T.I. Ltd., an investment company specializing in equity investments in the secondary market in Israel and the United States

Previous position during the last five years: Investment Manager with Lavi & Lavi Investments Ltd.

Director and shareholder of Duchifat T.I. Ltd.

(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. Eran Kimchi, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Mr. Eran Kimchi as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(y): Election of Mr. Israel (Izzy) Tapuchi as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

(1) Name: Israel (Izzy) Tapuchi_(1A) Identity Number: 000626010

(2) Date of Birth: 2 March 1946

(3) Address for Service of Court Documents: 13 Emek Refaim Street, Jerusalem, 93104

(4) Nationality: Israeli, Australian

(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: Director of Paz Oil Company Ltd.

(8) Date of commencement of term as a director of the corporation: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.

(9) Education and employment during the last five years and details of the corporations where he serves as a director:

Education: B.Com., specializing in Economics, Business Administration and Accounting, University of Melbourne. Certificate studies at University of Melbourne in financial system computerization and tax and companies law.

CPA – Australia, 1974.

CPA – Israel, 1981.

Employment during the last five years:

Currently a director of the following companies: Paz Oil Company Ltd., Paz Ashdod Oil Refinery, Ltd., Housing and Construction - Holdings Ltd., Mor

Group International Real Estate Ltd., Tapi Investment Ltd. and Labriz Holdings Ltd.

Member of the management of the British-Israel Chamber of Commerce, Member of the management, Israel-Britain Business Council, Member of the management of the Australia-Israel Chamber of Commerce, and Member of the management of the Switzerland-Israel Chamber of Commerce.

Active partner in the management company of Mor Group International Real Estate Ltd.

Previously, director of the following companies (among others): Harel Insurance Company until 2008, Vaica Medical Ltd. until 2008, Israel Electric Corp. until 2007, Tadiran Communications Ltd. until 2005, MDG Medical Inc. until 2006, Harel Insurance Investments and Financial Services Ltd. until 2008, Strauss Group Ltd until 2008 and Incusoft Ltd. until 2007.

(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. Israel (Izzy) Tapuchi, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Mr. Israel (Izzy) Tapuchi as a Director

Required Majority:

See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 4: Approval of the Purchase of a New Directors' and other Officers' Liability Insurance Policy (D&O)

Description of Item: The General Meetings of the Bank have from time to time approved the renewal and purchase of insurance policies in respect of the liability of the Directors and other officers of the Bank and the Group. The Annual General Meeting of the Bank held on 5 June 2008 approved the purchase of an insurance policy in respect of the liability of the Directors and other officers of the Bank and the Group for a period of 18 months commencing 30 April 2008, which includes cover of up to \$260 million at a premium of no more than \$1.8 million.

The Audit Committee, and thereafter the Board of Directors of the Bank, approved the purchase of an insurance policy in respect of the liability of the Directors and other officers of the Bank and the Group, for a period of 12 months commencing 1 November 2009, which includes cover of up to \$260 million (with a right of reinstatement of \$250 million) at a premium not exceeding \$1.7 million.

Text of the Resolution: To approve the purchase of a new insurance policy in respect of the liability of the Directors and other officers of the Bank and the Group, for a period of 12 months commencing 1 November 2009, which includes cover of up to \$260 million, at a premium not exceeding \$1.7 million.

Required Majority: An ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper) or by proxy.

Item 5: Approval of the Terms of Retirement of the Chairman of the Board of Directors, Mr. Eitan Raff

Description of the Item: On 24 January, Mr. Eitan Raff, the Chairman of the Board of Directors announced to the Bank's Board of Directors that after a period of 15 years during which he served as Chairman of the Bank's Board of Directors, he does not intend to offer himself for re-election at the Bank's General Meeting.

On 31 January 2010, the Audit Committee, and thereafter the Board of Directors, approved the terms of retirement of the Chairman of the Board of Directors, subject to the approval of the General Meeting.

The terms for the retirement of the Chairman of the Board of Directors were discussed at a number of meetings of the Administration Committee of the Board of Directors, and were thereafter discussed and approved by the Audit Committee of the Board of Directors and by the Board of Directors.

The terms of employment of the Chairman of the Board of Directors were presented to the said organs of the Bank. They were also presented with the terms of employment for the Bank's senior employees during recent years, and comparative data for similar corporations within the economy (salary and terms of employment and of retirement for chairmen of boards of directors, to the extent such were available and public).

After the Audit Committee and the Board of Directors had discussed the subject of the terms of retirement of the Chairman of the Board of Directors, taking into consideration, *inter alia*, the background material presented to them, and following examination of the recommendations of the Administration Committee of the Board of Directors, and the report regarding the standpoint of the Bank's Shares Committee regarding this issue, the Audit Committee, and following it the Board of Directors resolved to approve and recommend to the Bank's General Meeting to adopt the resolution the text of which is indicated below.

The justifications for the approval of the terms for the retirement of the Chairman of the Board of Directors:

The Chairman of the Board of Directors' contribution to the Bank's business and to its betterment, including his contribution to the Bank in the area of its non-banking investments and the activities of its subsidiaries in Israel and abroad.

The many years of service of the Chairman of the Board of Directors with the Bank's Board of Directors, and the terms of his employment (salary, grants and options), compared with the standard in the Israeli banking and financial system.

The standard at the Bank with respect to senior managers has been that, upon dismissal, managers have been entitled to compensation of 250% (in addition to the compensation fund) or to a pension from the Bank, commencing at retirement age. Managers with an especially high number of years of service with the Bank, or of an appropriate age, are entitled, at the time of dismissal to severance pay of 200% (in addition to the provident fund) or to an immediate pension from the Bank.

The amendment, over the years, of the Chairman of the Board of Directors' employment contract, such that the Chairman would be entitled to 100% of severance pay up to the date of the amendment (in addition to the provident fund), as described above.

The customary practice at the Bank regarding voluntary retirement programs for employees.

Text of the Resolution:

To approve the terms for the retirement of the Chairman of the Board of Directors, Mr. Eitan Raff, as described below:

1. The retirement compensation to which the Chairman of the Board of Directors will be entitled will be at the rate of 100% of the Chairman of the Board of Directors' last salary, for each year of service (the differentiation between dismissal and resignation was annulled) i.e., a salary in respect of each year of service. The amount of the retirement compensation constitutes a total of 15 salaries, corresponding to the number of years of employment of the Chairman of the Board of Directors with the Bank, instead of retirement compensation of 9 salaries, as laid down in the current employment contract, and which was determined after the Chairman of the Board of Directors had served for 9 years. The above-mentioned retirement compensation will be in addition to the Chairman of the Board of Directors' entitlement to monies from the provident and severance pay fund which is maintained in his name.
2. In light of the long period of service of the Chairman of the Board of Directors, and his substantial contribution to the Bank, its success and advancement, the Chairman of the Board of Directors' will also receive a special retirement grant in the amount of 7.5 salaries.
3. It is clarified that nothing in this resolution will affect the Chairman of the Board of Directors' right to receive an annual bonus for the period of his service as the Bank's Chairman of the Board of Directors, pursuant to the resolutions of the Audit Committee, the Board of Directors, and the Bank's General Meeting, to the extent such resolutions are approved.

4. To extend the Chairman of the Board of Directors' "cooling-off" period to 9 months (for which salary and accompanying payments will be made), instead of 6 months, and to expand the "cooling-off" undertaking such that the Chairman of the Board of Directors' may not be employed by and may not provide services to insurance companies.

Required Majority: An ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper) or by proxy.

Item 6: Payment of a Bonus to the Chairman of the Board of Directors

Description of Item: The proposed bonus payment to the Chairman of the Board of Directors is a bonus in respect of 2009, in accordance with the long term bonus plan for senior managers at the Bank (the "Bonus Plan"). In this regard, see the Immediate Report of 10 March 2010.

The Audit Committee and thereafter Board of Directors (subject to the approval of the General Meeting) received and approved the amount of the bonus to the Chairman of the Board of Directors in respect of 2009.

Text of the Resolution: To approve the payment of a bonus to the Chairman of the Board of Directors, Mr. Eitan Raff, in respect of the financial results for 2009, in the amount of NIS 3,592,931.

Required Majority: An ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper) or by proxy.

Item 7: Resolutions concerning Approval of Holding Positions and Disclosure by Officers

Description of Item: The General Meeting is requested to approve resolutions regarding the approval of holding positions and disclosure by the Bank's officers. Similar resolutions were approved by the Annual General Meeting held on 16 July 2009.

The Companies Law imposes on the officers of the Bank a duty to refrain from any act that may constitute a conflict of interests between holding their positions in the Bank and holding another position, including a position with companies in the Leumi Group, or their personal interests. However, the Bank may approve the existence of such a conflict of interests; that is to say, the Bank may agree that its officer hold a position in addition to his positions in the Bank, after the officer has disclosed to the Bank the positions he holds outside the Bank.

It is clarified that the approval set out in the proposed resolutions does not constitute approval of a specific act or transaction in which an officer of the Bank is involved through his position outside the Bank, if such specific act or transaction requires approval under the Companies Law.

In addition, the Companies Law imposes on officers the obligation to disclose existing or proposed transactions of the Bank in which the officer has a personal interest. Where such personal interest also includes a personal interest of a corporation in which the officer or his relative has an interest (such as acting as a director of such corporation) such a duty of disclosure is imposed on the officer, whether or not the transaction is in the ordinary course of business. The Companies Law also sets out the manner of approval of such transactions of the Bank and provides that the Bank may approve transactions in the ordinary course of business in the manner provided in its Articles of Association.

It is therefore proposed that these resolutions be approved, following their approval by the Audit Committee and subsequently by the Board of Directors, as required by the Companies Law.

Text of the Resolution: To approve the resolutions concerning approval of holding positions and disclosure by officers, pursuant to the text presented to the Meeting.

Required Majority: An ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper) or by proxy.

Annex 3

BANK LEUMI LE-ISRAEL B.M.

Voting Paper pursuant to the Companies (Written Voting and Position Papers) Regulations, 2005 (the "Regulations") in respect of the Annual General Meeting to be held on 2 June 2010.

First Part

1. Name of Company: Bank Leumi le-Israel B.M. (the "Bank").
2. Type of General Meeting, Date and Place at which to be Held: Annual General Meeting. The General Meeting will be held on 2 June 2010 at 10:30 am at the offices of the Bank at Lyn House, 35 Yehuda Halevi Street, Tel Aviv. Should the Meeting be adjourned, the adjourned Meeting will be held on 9 June 2010, at the same place and time.
3. Details of the items on the agenda in relation to which one may vote by means of a Voting Paper:

Item 3: Election of Directors

Description of Item: Pursuant to the Articles of Association of the Bank, at the Annual General Meeting, a third of the Board of Directors will retire. Accordingly, Mr. Eitan Raff, the Chairman of the Board of Directors, Ms. Nurit Segal, Mr. Yaacov Goldman, C.P.A., Mr. Moshe Dovrat and Mr. Moshe Vidman are retiring by rotation.

The Shares Committee of the Bank, which votes by virtue of the shares owned by the State, informed the Bank that it is proposing to the General Meeting, pursuant to the Bank Shares (Arrangement Shares) (Temporary Provision) Law, 1993, to elect five candidates to serve as Directors, as follows: Mr. David Brodet, Mr. Moshe Dovrat (serving Director who is retiring by rotation and presents himself for re-election), Mr. Yehuda Drori, Mr. Yoav Nardi and Dr. Ehud Shapira.

In addition, pursuant to Article 87 of the Bank's Articles of Association, the following retiring Directors are offering themselves for re-election at the General Meeting: Ms. Nurit Segal, Mr. Yaacov Goldman, C.P.A., and Mr. Moshe Vidman.

In addition, pursuant to Article 87 of the Bank's Articles of Association, applications were received from the 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 General Meeting: Ms. Keren-Or On; Adv. Tova Kagan (Kariv); Adv. Etty Esther Livni; Dr. Asher Halperin; Mr.

Avraham Rahamim Cohen; Mr. Ze'ev Levenberg; Mr. Natan Meir; Mr. Joseph Mozeson; Mr. Tamir Milikovski; Mr. Shmuel Messenberg; Adv. Yehoshua Ne'eman; Mr. Amiad Niv; Dr. Shlomo Ness; Mr. Amos Sapir; Mr. Robert Zentler; Mr. Eran Kimchi; Mr. Israel (Izzy) Tapuchi.

Mr. Eitan Raff, the Chairman of the Board of Directors, since 1995, announced that he does not intend to submit his candidacy for re-election at the General Meeting. Mr. Raff has contributed much to the advancement of the business of the Bank and its betterment.

The Board of Directors expressed its appreciation to Mr. Raff, and thanked him for his major contribution to the Bank.

The election of the Directors is contingent upon the consent of the Supervisor of Banks, pursuant to Section 11A of the Banking Ordinance, 1941.

A separate vote will be held in respect of the election of each Director proposed as detailed in item 3; voters may vote for each of the candidates, and their voting is not limited to five candidates. Of the number of candidates for election as a Director, only five will be elected, as detailed below.

The CVs of the candidates who have provided same may be examined at the Secretariat of the Bank, at the registered office of the Bank, Leumi House (11th floor), 34 Yehuda Halevi Street, Tel Aviv, Tel: 972-3-5149716 between 08:00 and 15:00.

Voting Procedure:

Regarding item 3, the following are details of the procedure for voting at the General Meeting:

11. The majority required to approve resolution no. 3 on the agenda, concerning the election of directors, is an "ordinary majority" of the total voting rights of the stockholders entitled to vote and who voted in person or by proxy (including by means of a voting paper) (the "**Voters**" or the "**Votes Cast by the Voters**," as relevant).
12. For the purpose of determining whether or not an "ordinary majority" has been obtained, the Votes Cast by the Voters who voted "in favor" or "against" will be counted. "Abstain" votes that were cast among the Votes Cast by the Voters will not be counted.
13. A candidate who does not receive an "ordinary majority" as described above, out of the Votes Cast by the Voters, will not be elected or move on to Stage B (to the extent that a Stage B is held).
14. If there are more than five (5) candidates who receive an "ordinary majority" as described above, all of them will move on to Stage B. At this Stage B, the candidates who are elected, pursuant to the provisions of Article 85B of the Bank's Articles of Association (see sub-section (d)

below), will be the five who receive the largest number of the Votes Cast by the Voters.

15. The count of the highest number of the Votes Cast by the Voters will include only the “in favor” votes. At this stage, the count will not include the “against” votes (i.e., there are no “offsets.”) The count will also not include the abstaining votes. In other words, the five candidates who received the highest number of “in favor” votes will be elected (the “Elected Candidates”). If a determination needs to be made between a number of candidates who received an identical number of “in favor” votes, the determination shall be made by lot.
16. The terms of office of the Elected Candidates are contingent upon the receipt of approval from the Supervisor of Banks.
The Elected Candidates will begin to serve together simultaneously, immediately after receipt of the approval or non-objection of the Supervisor of Banks regarding the last of the candidates (the “All Inclusive Approval of the Supervisor”). Should the All Inclusive Approval of the Supervisor not be received by 1 August 2010, the terms of office of the Elected Candidates who have been approved by the Supervisor of Banks by that time will commence on 2 August 2010, and the terms of office the others shall commence at the time that the Supervisor of Banks’ approval is received.
17. If there are not five candidates who pass the first stage (receipt of an “ordinary majority,” as stated), a place on the Board of Directors will remain vacant, unless one of the Directors who is retiring by rotation agrees to continue to serve until the next Annual General Meeting for the election of Directors.
If more than one of the retiring Directors agrees to continue to serve, the one with the least amount of seniority as a Director will remain, and if the amount of seniority is the same, they will agree amongst themselves as to who will remain or, alternatively, one will be chosen by lot (an “**Interim Arrangement.**”)
18. It is emphasized that if any of the Elected Candidates is disqualified by the Supervisor of Banks, the candidate receiving the largest number of votes cast after such disqualified candidate (the “next in line”) will not be considered to have been elected, and the position of the Elected Candidate will remain vacant until the next Annual General Meeting unless an Interim Arrangement is implemented.
It is clarified that the retiring Director who continues to serve in accordance with an Interim Arrangement will serve until the next Annual General Meeting for the election of Directors.
19. Until the time that the Elected Candidates are approved by the Supervisor of Banks, a place on the Board of Directors will remain vacant, unless an Interim Arrangement is implemented for this interim period.
20. A separate vote will be held in respect of the election of each Director. Voters may vote for each of the candidates, and their voting is not limited to five candidates.

Additional notes to item 3 on the agenda - Election of Directors:

- b. **Attention is drawn to the provisions of Section 34 (A1) of the Banking (Licensing) Law, 1981: "No person may come to an agreement with another regarding their voting for the election of a director of a banking corporation or a bank holding corporation, except in accordance with a permit granted by the Governor [of the Bank of Israel], following consultation with the Licenses Committee; this provision will not apply to a holder of means of control* who comes to an agreement with another, that the other shall vote in the name of and on behalf of the holder for such person as the holder of means of control directs him, provided that the other shall not vote in the name of and on behalf of more than one other holder."**

Therefore, as regards the election of the Directors, a proxy holder who is himself a stockholder of the Bank may vote in the name of and on behalf of one additional stockholder only. As regards the other matters on the agenda of the General Meeting, there is nothing to prevent such a proxy holder from representing more than one stockholder.

- b. **Pursuant to Article 82 of the Bank's Articles of Association, five Directors are retiring by rotation at the Bank's Annual General Meeting. In item 3 on the agenda, a number of candidates for election as a Director are being presented, of which only five will be elected.**

Mr. Eitan Raff, Chairman of the Board of Directors, has decided not to offer himself for re-election.

- c. Article 76 of the Bank's Articles of Association provides as follows: "Unless otherwise determined by the Company in General Meeting, the Directors shall not be less than seven nor more than fifteen in number." However, in accordance with the Proper Banking Management Directives of the Banking Supervision Department, the Board of Directors may not include more than fifteen Directors.
- d. Article 85B of the Bank's Articles of Association provides as follows: "Should the number of people being proposed for election as Directors at the General Meeting, and receiving an ordinary majority of the total voting rights of shareholders entitled to vote and who voted (by themselves, by their proxies or by voting papers) at a General Meeting, exceed the number of available positions for Directors due to be filled pursuant to the agenda of the General Meeting, the candidates receiving a higher number of votes at the General Meeting than the other candidates will be elected as Directors for the available positions. Should a determination need to be made between a number of candidates who received the same number of votes, the determination as to who shall be elected shall be made by lot."
- e. Article 86 of the Bank's Articles of Association provides as follows: "If at any General Meeting at which an election of Directors ought to take place the place of any Director retiring by rotation is not filled up he shall,

* i.e. any stockholder

if willing continue in office until the Ordinary Meeting in the next year and so on from year to year until his place is filled up unless it shall be determined at such meeting to reduce the number of Directors in office.”

Item 3 (a): Election of Mr. David Brodet as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: David Brodet (1A) Identity Number: 000088179
- (2) Date of Birth: 30 October 1944
- (3) Address for Service of Court Documents: 4 Michaelson Street Jerusalem 93707
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 - B.A. in Economics and Political Science, the Hebrew University of Jerusalem.
 - M.A. in Economics, the Hebrew University of Jerusalem.
 - Supplementary course in macro-economic policies – IMF (1979), Zaltzberg Seminar – supplementary course in exchange rates and currency.
 - Employment during the last five years:
 - Economic and management consultant – owner of a consulting company "David Brodet Ltd."
 - Chairman of the Administrative Board of Ben Gurion University.
 - Chairman of the Administrative Board of Keren Jerusalem.
 - Chairman of the Administrative Board of The Hadassah Academic College.
 - Chairman of the Board of Trustees of the Falk Institute for Economic Research.
 - Chairman of the Board of Trustees of the Protected Caring Fund.
 - Chairman of the Advisory Board for Dismissals and Mergers of the Anti-Trust Commissioner.
 - Chairman of the Public Statistics Council.
 - Member of the Board of Directors of the Israel Company.
 - Academic manager of the Caesarea (Convention) Forum.
 - Member of the Executive Board of the Camari Theater.

Member of the Executive of Miskanot Sha'ananim.

Member of the administrative board of the Jerusalem Institute for Israel Research.

Previously, Chairman of the Board of Directors of Hadassah (from 1999-2008).

Previously, Chairman of the Investment Committee of Makefet Pension Fund and Provident Fund (2003-2010)

Previously, Chairman of the Investments Committee of Ha'al Pension Fund (2008-2010).

Previously, Member of the Management Committee of the Blue Square Cooperative Society (2000-2009).

Previously, served as director in companies including (during the last five years): Direct Insurance (2001-2007), Aloni Hetz (2003-2010), Ikea (2000-2005), Global Medical Network (2004-2009),

Previously, served as chairman on many government committees, including, (during the last five years):

Defense Budget (2006-7), Status of National Insurance (2005).

Previously, member of the Committee for Security Perception (Meridor Committee) (2004-6), member of the Capital Market Committee (Ariav Committee) (2008)

Previously, editor of "Israel 2028 – Vision and Social Strategy in a Global World" (2008).

Previously, lecturer at institutions of higher education: Hebrew University of Jerusalem (School of Business Management, 1998-2007), Ben Gurion University (Public Policy 1998-2005), Midreshet Rupin (Economics 1972-2006), Herzlia Inter-Disciplinary Center (Business Management and Administration, 2006 -), National Security College (Haifa University 2005 -).

(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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. David Brodet as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(b): Election of Mr. Moshe Dovrat as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Moshe Dovrat (1A) Identity Number: 007209646
- (2) Date of Birth: 11 January 1945
- (3) Address for Service of Court Documents: 32/5 Uri Zvi Greenberg Street, Tel Aviv 69379
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Credit Committee, Administration Committee, and the Prospectuses Committee.
- (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: 20 May 2007
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 Education: MBA and B.A. in Economics and Political Science – The Hebrew University of Jerusalem.
 Employment during the last five years: Company Director. CEO, Director and Owner of Beit Meniv Funding Ltd. and Dovrat (M.H.) Investments and Business Initiatives, Ltd.
 Director and shareholder in Tracoat Ltd.
 Director and shareholder in Beit Meniv Israel Ltd.
 Chairman of the Board of Directors of Kibbutz Kfar Blum Tourism.
 Member of Management of Kfar Blum Holdings – Agricultural Cooperative Society Ltd.
 Until May 2007, Director of Leumi Gemel Ltd. (now Leumi Capital Market Services Ltd.) and of Israel Discount Capital Markets and Investments Ltd.
 Until October 2006, External Director of Ilex (Israel) Ltd.
 Member of the Management Committee, Ra'anana Symphony Orchestra
 Member of the Coordinating Management, the Arab-Jewish Center for Economic Development.
 Member of the General Assembly and Member of the Founders of the Macroeconomic Political Center.
 Member of the General Assembly and Member of the Founders of the Ecological Tourism Non-profit Organization.
 Member of the Public Council of the Bat-Sheva Dance Company.
 Member of the Public Council and Member of the Finance Committee of the Council for a Beautiful Israel.
 Member of the General Assembly of the Ramat Gan College.
- (10) Is he a family member of another interested party of the corporation: No
- (11) Does he possess accounting or financial expertise: Yes

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

Text of the Resolution: To elect Mr. Moshe Dovrat as a Director.

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(c): Election of Mr. Yehuda Drori as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Yehuda Drori (1A) Identity Number: 000333203
- (2) Date of Birth: 20 March 1942
- (3) Address for Service of Court Documents: 9 Y.L. Gordon Street, Tel Aviv 63458
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (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 – The Hebrew University of Jerusalem.
MBA (specializing in Finance) – The Hebrew University
Employment during the last five years:
Member and Chairman of investment committees. Director in public and private companies. Advisor on the subject of the capital market.
Chairman of the Board of Directors of U Bank.
Previously, Director in the following companies: Leumi Gemel and Dorad.
- (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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. Yehuda Drori as a Director.

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(d): Election of Mr. Yoav Nardi as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Yoav Nardi (1A) Identity Number: 634618
- (2) Date of Birth: 3 November 1944
- (3) Address for Service of Court Documents: 8 Malachi Street, Ramat Gan 52246
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (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 – The Hebrew University of Jerusalem.
MBA (Business and Finance) – The Hebrew University
Employment during the last five years:
From February 2010 – Advisor to the CEO of Bank of Jerusalem.
From December 2008 to January 2010 – Head of the Risk Management and Nostro and Financial Risk Manager of Bank of Jerusalem.
From 2000 to 2008 – Head of the Capital Market Division and Financial Risk Manager of Bank of Jerusalem.
From May 2005 to February 2010 – Chairman of the Board of Directors of Jerusalem Finance and Offerings (2005) Ltd. and Jerusalem Financial Operation (2005) Ltd.
From February 2006 to February 2010 – Director of Jerusalem Fund Management (1980) Ltd.
From March 1996 to February 2010 – Ir Shalem Insurance Agency (1996) Ltd.
From February 2004 to February 2010 – Bank of Jerusalem Trust Company Ltd.
From February 1997 to December 2008, Director in Jerusalem Underwriting and Offerings Ltd.

- (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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. Yoav Nardi as a Director.

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(e): Election of Dr. Ehud Shapira as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Ehud Shapira_(1A) Identity Number: 08370991
- (2) Date of Birth: 5 October 1944
- (3) Address for Service of Court Documents: 1 Belkind Street, Tel Aviv 62514
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 - PhD in Economics and Finance – New York University
 - M.A. in Economics and Finance – New York University
 - M.Sc. in Economics and Performance Research – The Technion
 - B.A. – Economics, Statistics – Tel Aviv UniversityEmployment during the last five years:
 - Previously, Senior Deputy CEO of Bank Leumi le-Israel B.M. and Acting CEO in her absence, Head of Corporate and International Banking and Manager of Credit Risks of the Leumi Group and in addition, held the following positions:

- Chairman of the Board of Directors in Leumi Leasing and Investments Ltd.
- Chairman of the Board of Directors in Leumi & Co. Investment House Ltd.
- Head of the Corporate Division of Leumi.
- Chairman of the Board of Directors in Leumi Luxembourg S.A
- Director of Leumi UK and in other companies in the Leumi Group.
- Director of the Arrangement of the Execution of the Kibbutzim Agreement
- Chairman of the Board of Directors of Apax-Leumi Partners Ltd.

From October 2006 – Serving as Chairman of the Board of Directors of the Phoenix Holdings Ltd. and holds the following positions:

The Phoenix Insurance Company – Chairman of the Board of Directors

The Phoenix Investments and Finances – Chairman of the Board of Directors

The Phoenix International Holdings Ltd. – Chairman of the Board of Directors

Excellence Investments Ltd – Director

Mehadrin Ltd. – Director

Gamma Clearing and Management Ltd. – Director

Ad 120 – Residential Centers for Senior Citizens Ltd. – Director

Atara Technology and Ventures Ltd. – Chairman of the Board of Directors

- (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 Board of Directors of the Bank

The declaration of Dr. Ehud Shapira, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Mr. Ehud Shapira as a Director.

Required Majority:

See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(f): Election of Ms. Nurit Segal as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Nurit Segal (1A) Identity Number: 007134794
- (2) Date of Birth: 10 January 1943
- (3) Address for Service of Court Documents: 27 Mapu Street, Tel Aviv 63434

- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Member of the Credit Committee, Risk Management Committee, and Guidelines Committee.
- (6) Is she an External Director as defined in the Companies Law and possessing accounting and financial expertise or professional qualifications: No
- (7) Is she 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: 24 July 2003
- (9) Education and employment during the last five years and details of the corporations where she serves as a director:
 Education: M.Sc. in Operations Research, Case Western Reserve University, Cleveland, Ohio, USA; B.A. in Economics and Statistics, The Hebrew University of Jerusalem.
 Employment during the last five years: Company Director.
 External Director, King Ltd.
 Director, Aspen Group Ltd.
 Until May of 2009, Director, Aspen Real Estate Ltd.
 Member of the Management and Chairman of the Finance Committee of the Helicon Society for the Advancement of the Poetry in Israel (Registered Non-Profit Association).
- (10) Is she a family member of another interested party of the corporation: No
- (11) Does she possess accounting or financial expertise: Yes

The declaration of Ms. Nurit Segal, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Ms. Nurit Segal as a Director.

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(g): Election of Mr. Yaacov Goldman as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Yaacov Goldman (1A) Identity Number: 053515409
- (2) Date of Birth: 10 July 1955
- (3) Address for Service of Court Documents: 39 Nachlieli Street, Hod Hasharon 45355
- (4) Nationality: Israeli

- (5) Membership of Committees of the Board of Directors: Member of the Credit Committee, Financial Statements Review Committee, Prospectuses Committee and Guidelines Committee.
- (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: 24 July 2003
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 Education: B.A. in Accounting and Economics – Tel Aviv University.
 Employment during the last five years: C.P.A., business consultant and company director.
 Director, CEO and Shareholder, Maanit-Goldman Management and Investments (2002) Ltd.
 External Director, Elron Electronic Industries Ltd., Isrotel Ltd. and Negev Ceramics, Ltd.
 Director, Mer Telemanagement Solutions Ltd., Golden House Ltd., Tagor Capital Ltd., Renewable Water Minerals Ltd. and Renewable Resources Ltd. and its affiliated companies: Renewable Resources Technologies (2008) Ltd. and Recursos – Renobables Hidricos S.L.
 Until April 2009, Director and Shareholder, Sigma Capital Partners Company Ltd. (company in voluntary liquidation)
 Until June 2009, Chairman of the Board of Directors at I.T.G.I. Medical Ltd., and its affiliated companies: I.T.G.I. Med (2008) Ltd. and Design & Performance (Cyprus) Ltd.
 Until September 2008, Professional Secretary, the Peer Review Institute of the Israeli Institute of Certified Public Accountants.
 Until May 2006, member of Special Committee for Control Matters, Premier Club Ltd.
 Member of the Management and Honorary Treasurer, Israel Canada Chamber of Commerce.
 Member and Audit Committee Member of the "Round-Up" (Registered Non-Profit Association).
 Member of the Action Committee of the Shevach Mofet School in Tel Aviv and member of the Action Committee of the Bialik Rogozin School.
 Member of the "Ofanim" society for the promotion of children and youth in Israel.
- (10) Is he a family member of another interested party of the corporation: No
- (11) Does he possess accounting or financial expertise: Yes

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

Text of the Resolution: To elect Mr. Yaacov Goldman as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(h): Election of Mr. Moshe Vidman as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Moshe Vidman (1A) Identity Number: 00690875
- (2) Date of Birth: 19 December 1943
- (3) Address for Service of Court Documents: 14 Megadim Street, Jerusalem 96185
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Member of the Audit Committee, Risk Management Committee, Administration Committee and Prospectuses Committee.
- (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: 28 June 2004
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
Education: MBA, Specializing in Finance, and BA in Economics and Political Science – The Hebrew University of Jerusalem.
Employment during the last five years: Company Manager, Representative of Revlon in Israel.
Owner, Moshe Vidman Ltd. and Moshe Vidman Holdings (2004) Ltd.
Member of the Management Committee of The Hebrew University of Jerusalem.
Chairman of the Board of Directors, Hebrew University Assets Ltd.
Director, The Israel Corporation Ltd. and subsidiaries: The Israel Corporation – Technologies (Istech) Ltd., Israel Chemicals Ltd., The Dead Sea Works Ltd. and Rotem Ampert Negev Ltd.
Director, Ofer Bros. Properties (1957) Ltd., Jafora Ltd., Jafora-Tabori Ltd., Melisron Ltd. and Rosebud Real Estate Ltd. and Alrov Properties and Lodgings Ltd.
Member of the Management Committee of Keren Jerusalem.
Until October 2009, External Director, Partner Communications Ltd.

Until February 2009, Chairman of the Board of Directors, Gibor Sport Active Wear (G.S.A.W) Ltd.

Until October 2007, Director, Ex-Libris Ltd.

Until March 2006, Director, Rotem Industries Ltd.

Until November 2006, Permanent Consultant to Gibor Sport Alpha Socks Ltd. (currently Gibor Sport Active Wear (G.S.A.W) Ltd.).

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

(11) Does he possess accounting or financial expertise: Yes

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

Text of the Resolution: To elect Mr. Moshe Vidman as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(i): Election of Ms. Keren-Or On as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Keren-Or On (1A) Identity Number: 034287755
- (2) Date of Birth: 12 April 1978
- (3) Address for Service of Court Documents: 4 Pilon Street, Tel Aviv
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Not yet determined
- (6) Is she an External Director as defined in the Companies Law and possessing accounting and financial expertise or professional qualifications: No
- (7) Is she 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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where she serves as a director:
M.B.A. (specializing in capital market financing and financial engineering) – The Hebrew University of Jerusalem; Graduate of the Programme for Directors and Senior Officers in Corporations in Lahav, Faculty of Management, Tel Aviv University/
Employment during the last five years:

Senior advisor in Risk Management in the Banking Sector in Kessekman and Kesselman. As part of the duties, advises banks as to preparedness for Basel II.

Work with insurance companies and investment houses regarding corporate governance issues and adaptation of their work procedures to local and international regulations, and with the Finance Ministry in the regulatory field, development of products and their adaptation to the needs of the pension savings market.

Comptroller in high-tech company –Seinfed Ltd.

- (10) Is she a family member of another interested party of the corporation: No
- (11) Does she possess accounting or financial expertise: Subject to the approval of the Board of Directors of the Bank.

The declaration of Ms. Keren-Or On, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Ms. Keren-Or On as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(j): Election of Adv. Tova Kagan (Kariv) as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Tova Kagan (Kariv) (1A) Identity Number: 009982695
- (2) Date of Birth: 20 April 1937
- (3) Address for Service of Court Documents: 103, Ahad Ha'am Street, Tel Aviv 64253
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Not yet determined.
- (6) Is she an External Director as defined in the Companies Law possessing accounting and financial expertise or professional qualifications: No
- (7) Is she 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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where she serves as a director:

B.A. in Law, the Tel Aviv Extension of the Hebrew University of Jerusalem.

Employment during the last five years:

Since January 1970, owner of independent law firm dealing with company, contract and civil matters

- (10) Is she a family member of another interested party of the corporation: No
(11) Does she possess accounting or financial expertise: Subject to the approval of the Board of Directors of the Bank.

The declaration of Adv. Tova Kagan (Kariv), as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Adv. Tova Kagan (Kariv) as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(k): Election of Adv. Ety Esther Livni as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Ety Esther Livni (1A) Identity Number: 00378237-2
- (2) Date of Birth: 1 June, 1948
- (3) Address for Service of Court Documents: 122, Wingate Street, Herzlia
- (4) Nationality: Israeli
- (5) Membership of Committees of the Board of Directors: Not yet determined.
- (6) Is she an External Director as defined in the Companies Law possessing accounting and financial expertise or professional qualifications: No
- (7) Is she 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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where she serves as a director:
B.A. in Law from the Hebrew University of Jerusalem. Advocate, Graduate of Directors' course – MI'L, Graduate of the Government Centre for Environmental Leadership, Conciliator, Graduate of courses of the Israeli Bar Association and Centre for Conciliation
Employment during the last five years:

External Director of Ta'as, Cimatron Ltd. A.E.G. Ltd., Sony Electronics Ltd., Makefet Gemel, Migdal Gemel, Keren Yozma

- (10) Is she a family member of another interested party of the corporation: No
(11) Does she possess accounting or financial expertise: Subject to the approval of the Board of Directors of the Bank.

The declaration of Adv. Ety Esther Livni, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Ms. Ety Esther Livni as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(l): Election of Dr. Asher Halperin as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Asher Halperin (1A) Identity Number: 2066330
- (2) Date of Birth: 29 July 1925
- (3) Address for Service of Court Documents: 6 Ori Street, Tel Aviv 64954
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
B.A. – the Tel Aviv School for Law and Economics (currently Tel Aviv University); M.A. in Economics from the University of California (Berkeley), USA; Ph.D. in Economics in the Princeton University (New Jersey, U.S.A.)
Employment during the last five years:
Lecturer for the last 15 years at the Miclala Le'Minhal – Academic Stream
- (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 Board of Directors of the Bank.

The declaration of Dr. Asher Halperin, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Dr. Asher Halperin as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(m): Election of Mr. Avraham Rahamim Cohen as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Avraham Rahamim Cohen (1A) Identity Number: 513770750
- (2) Date of Birth: 15 January 1952
- (3) Address for Service of Court Documents: 13 Tarshish Street, Kedumim
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
B.A. in Economics, Bar Ilan University.
Employment during the last five years:
Management of a private commercial company
- (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 Board of Directors of the Bank.

The declaration of Mr. Avraham Rahamim Cohen, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Mr. Avraham Rahamim Cohen as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(n): Election of Mr. Ze'ev Levenberg as a Director

Details regarding the candidate, to the best of the knowledge of the Bank

- (1) Name: Mr. Ze'ev Levenberg (1A) Identity Number: 058644337
- (2) Date of Birth: 11 March 1964
- (3) Address for Service of Court Documents: 45 Azriel Street, Givat Shmuel 54104
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
B.A. – Natural Sciences (Medical Sciences), the Hebrew University of Jerusalem; MBA (Finance), University of Bar Ilan; Course in Basic Management of the Bank (Authorized Signatories); Course in Software Engineering, Michlala Le'Minhal – MCP qualification of Microsoft.
Education during the last five years:
From 2009, Director in Intercolony Investments Ltd.
From 2009, Director in Arazim Investments Ltd.
From 2008, Director in Adler Investments Ltd.
From 2002 to 2008, Director and Member of the Investments Committee in the Mutual Funds of Altsculer Shoham
From 1995, Lecturer at Bar Ilan University and at the Academic Stream of the Michlala Le'Minhal in Economics and Finance
From 2006 to 2008, responsible for the Strategic Projects Unit of the Discount Group
- (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 Board of Directors of the Bank

The declaration of Mr. Ze'ev Levenberg, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Mr. Ze'ev Levenberg as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(o): Election of Mr. Natan Meir as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Natan Meir (1A) Identity Number: 492488
- (2) Date of Birth: 1 December 1943
- (3) Address for Service of Court Documents: 35 Yosef Hahami Street, Jerusalem, 96428
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
B.A. in Economics and Political Science, the Hebrew University of Jerusalem, MBA, the Hebrew University of Jerusalem
Long and short courses in administration, finance and NPA's policy and conciliation.
Employment during the last five years:
Director of the Government Publications Office (G Pubs O)
Member of the Council of Shazar Center, Jabotinsky Council and SOS Council.
- (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 Board of Directors of the Bank

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

Text of the Resolution: To elect Mr. Natan Meir as a Director

Required majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(p): Election of Mr. Joseph Mozeson as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Joseph Mozeson (1A) Identity Number: 015967797
- (2) Date of Birth: 20 June 1983
- (3) Address for Service of Court Documents: 14 Pithiya Street, Bnei Brak 51311
- (4) Nationality: Israeli, American
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
Education:
Torah studies, specialization and expertise in Hebrew law
Employment during the last five years:
Internet business management and private communication. Trade in securities on the Tel Aviv Stock Exchange.
- (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 Board of Directors of the Bank

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

Text of the Resolution: To elect Mr. Joseph Mozeson as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(q): Election of Mr. Tamir Milikovski as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Tamir Milikovski (1A) Identity Number: 057690794
- (2) Date of Birth: 15 May 1962
- (3) Address for Service of Court Documents: 32 Habarzel Street, Entrance B, Tel Aviv 69710
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
Holder of CPA Licence from Auditors' Council; Member of the Institute of Certified Public Accountant in Israel; Graduate of directors' training course for corporations on behalf of the Institute of Certified Public Accountants and Tel Aviv University; Graduate of course in the National Insurance Law and Regulations - the Institute of Certified Public Accountants and Tel Aviv University; Graduate of course in individual Taxation of the Institute of Certified Public Accountants and Tel Aviv University
Employment during the last five years:
Owner and manager of accounting firm in Tel Aviv
- (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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. Tamir Milikovski as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(r): Election of Mr. Shmuel Messenberg as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Shmuel Messenberg (1A) Identity Number: 30233654
- (2) Date of Birth: 31 August 1949
- (3) Address for Service of Court Documents: 15 Mordecai Street, Petach Tikva 49313
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
B.A. – Economics, Tel Aviv University
M.B.A., Tel Aviv University
Employment during the last five years:
Vice-president, Member of Management and Head of the Corporate Division, and Responsible for Credit Risks - Bank Mizrahi-Tefahot (1993-2006)
Director and Member of committees of the boards of the following corporations:
Gazit Inc., Psagot Securities Ltd., Mercantile Discount Bank Ltd., Wili-Food Investments Ltd., Midas Fund Investments Ltd., Biri Brashi Earthworks Construction, Infrastructure and Roads Ltd., Direct Finance – of the Direct Insurance Ltd. Group, Arad Investments and Industry Development Ltd.
Chairman of Non-traded Credit Committee - Menora Mivtahim Group (April 2008 – February 2009)
Various advisory positions, including advisor to Planos Mezzanine Loans of the Viola (Dovrat) Group (August 2008 – October 2006)
- (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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. Shmuel Messenberg as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(s): Election of Adv. Yehoshua Ne'eman as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Mr. Yehoshua Ne'eman (1A) Identity Number: 004156865
- (2) Date of Birth: 6 April 1944
- (3) Address for Service of Court Documents: 1B Tar'Ad Street, Ramat Gan 52503
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
Education: B.A. in Law, The Hebrew University of Jerusalem; Continuing studies of the graduate school of the Law Faculty of New York University and Bernard Baruch, New York
Employment during the last five years:
Active as an advocate and a Director in various companies, including: the First International Bank of Israel Ltd. (2003-2009), El Al Israel Airlines Ltd. (2003-2007), Kardan Israel Ltd. (2009-), Poalim Capital Markets Investment Bank Ltd. (2003-)
Public activities: Wolf Foundation, Land of Israel Ltd. World ORT, Ort Braude College, Netanya ORT College and private corporations.
- (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 Board of Directors of the Bank

The declaration of Adv. Yehoshua Ne’eman, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Adv. Yehoshua Ne’eman as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(t): Election of Mr. Amiad Niv as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Amiad Niv (1A) Identity Number: 008348435
- (2) Date of Birth: 23 June 1940
- (3) Address for Service of Court Documents: Almaliah Street, Cottage 25, Jerusalem 93343
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
BA – Economics and Statistics, Hebrew University of Jerusalem.
Diploma in Business Administration, Hebrew University of Jerusalem.
Graduate, High Advanced Course for Senior Business Management, Hebrew University of Jerusalem.
Employment during the last five years:
Chairman of the Israeli Institute for Land Policy Research and Land Use by the Jewish National Fund, and chairman of the Institute’s Supreme Academic Council.
Chairman of the Israeli Forum for National Land Policy, and chairman of the annual national “Jerusalem Conference” on Land Policy”.
Chairman of the Advisory Academic Committee of the Israeli Institute for Land Policy Research and Land Use.
Researcher regarding topics in the development of the Jewish National Fund’s land policy.

Leader and founder, together with the Department of Geography and Human Environment at Tel Aviv University of a special course of studies in the fields of land policy and its development.

Through August 2006, member of the World Zionist Organization Executive, chairman of its Finance Committee and member of the World Zionist Organization's Re-budgeting Committee, a sub-committee of the Finance Committee, and a member of the Finance Committee of the Board of Trustees of the Jewish Agency.

(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 Board of Directors of the Bank.

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

Text of the Resolution: To elect Mr. Amiad Niv as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(u): Election of Dr. Shlomo Ness as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Shlomo Ness (1A) Identity Number: 011710738
- (2) Date of Birth: 8 June 1960
- (3) Address for Service of Court Documents: 11A, Rambam Street, Givat Shmuel
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
B.A. in Economics and Accounting, Bar-Ilan University
LL.B. in Law, Bar-Ilan University
CPA, Member of the Institute of Certified Public Accountants in Israel and Auditors' Council, Ministry of Justice

Advocate, Member of the Israeli Bar Association
 Ph.D. in Law, Bar-Ilan University
 Training course for conciliators, Ministry of Justice and Israeli Bar Association
 Qualified informations systems researcher C.I.S.A. – the International Association for Securing and Auditing Informations Systems – USA.
 Employment during the last five years:
 Advocate and CPA in private practice – founding partner – Dr. Shlomo Ness & Co.
 Lecturer in Company Law at the Interdisciplinary Centre, Herzlia, Tel Aviv University and Sha'arei Mishpat College
 Lecturer in courses for training directors in Lahav – Tel Aviv University, the Israeli Management Centre, etc.
 Chairman of the Public Council of the Israel Chamber of Information Systems Analysts
 Chairman of the Advisory Public Council for Trade Levies
 Member of Management of Israel Business Consultants Association
 Member of the Budgetary Control Authority of the Israel Basketball Association (to the present date)
 Chairman of Ayalon Insurance Company Ltd. and Ayalon Financial Solutions Ltd.
 Deputy Chairman, Adi Pension Fund Management Ltd. of the Harel Group
 Director, Mivne Ta'asiyah Ltd. and Chairman of the Balance Sheet Committee and Member of the Audit Committee
 Chairman of the Board of Directors Yuli Capital Markets
 Companies in which he serves as Director: Partner Communication Ltd. (Orange), Formula Systems 1985 Ltd., Aviv Arlon Ltd. (formerly Yuli Capital Markets Ltd.), Click Software Technologies Ltd, Tao Tesuot Ltd., Tao Tesuot Real Estate Ltd., Blue Shore Development Company Ltd., I.G.B. Israel Global Investments (1999) Ltd., IRS TKB International Consultants Ltd., Shlomo Ness & Co. Ltd., Shlomo Ness, Adv. Trust Company Ltd., Shir Lak Ltd., M.D.K. Touch Ltd., Haniman Enterprises Ltd.
 Trustee and Special Manager of Hayal Holdings Ltd., Feuchwanger Holdings 1999 Ltd., Iskal Group Holdings Ltd., Diyur Le'Oleh Ltd., Zika Electrodes and Zika Holdings Ltd., Arit & Afar Building and Investments (97) Ltd., Club Market Marketing Chains Ltd., Burger Ranch Centre (1983) Ltd.

(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 Board of Directors of the Bank.

The declaration of Dr. Shlomo Ness, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Dr. Shlomo Ness as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(v): Election of Mr. Amos Sapir as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (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.
January 2008 to October 2009 - Chairman of the Board of Directors, Standard and Poors - Maalot Ltd.
Since January 2003 - Chairman of the Board of Directors, N. Felman & 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 under his ownership)
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.

Text of the Resolution: To elect Mr. Amos Sapir as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(w): Election of Mr. Robert Zentler as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Robert Zentler (1A) Identity Number: 043701291
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.

- (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.
Supplementary courses on economic policy issues under the auspices of the International Monetary Fund.
Employment during the last five years:
Member of the Standard Contracts Tribunal
Financial-strategic consultant to private individuals and firms regarding currency exposure and management of asset and financial obligations portfolios, in Israel and abroad.
Since 2000 –
Chairman of the Board of Directors of "Financial and Optimum Challenges", portfolio company.
Deputy Chairman of the Board of Directors of the Eurom Bank in Romania (until its purchase by Bank Leumi in 2006).
Director and Member of the Investment Committee of "Psagot" and "Tachlit" Portfolio Management Company of Discount Bank.
Director and Chairman of the Investment Committee and Member of the Audit Committee of the Provident Fund of the Employees of the Hebrew University.
Member of the Investment Committee of "Eliahu" Insurance Company
Advisor to the Bank of Israel regarding options, advisor to the First International Bank regarding risk management, advisor to hi-tech companies regarding international marketing, advisor to a financial institution regarding international operations.
Lecturer in banking at Hebrew University and Ben-Gurion University.
- (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.

Text of the Resolution: To elect Mr. Robert Zentler as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(x): Election of Mr. Eran Kimchi as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Eran Kimchi (1A) Identity Number: 034302406
- (2) Date of Birth: 15 November 1977
- (3) Address for Service of Court Documents: 97/11 Rothschild Street, Tel Aviv, 65235
- (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: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 B.A. in Economics, Tel Aviv University, MBA, Tel Aviv University.
 Holds a portfolio managers' license from the Israel Securities Authority.
 Employment during the last five years:
 Joint CEO in Duchifat T.I. Ltd., an investment company specializing in equity investments in the secondary market in Israel and the United States
 Previous position during the last five years: Investment Manager with Lavi & Lavi Investments Ltd.
 Director and shareholder of Duchifat T.I. Ltd.
- (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. Eran Kimchi, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Mr. Eran Kimchi as a Director

Required Majority: See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 3(y): Election of Mr. Israel (Izzy) Tapuchi as a Director

Details regarding the candidate, to the best of the knowledge of the Bank:

- (1) Name: Israel (Izzy) Tapuchi_(1A) Identity Number: 000626010
- (2) Date of Birth: 2 March 1946

- (3) Address for Service of Court Documents: 13 Emek Refaim Street, Jerusalem, 93104
- (4) Nationality: Israeli, Australian
- (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: Director of Paz Oil Company Ltd.
- (8) Date of commencement of term as a director of the corporation: Subject to the approval of the Annual General Meeting and subject to the approval of the Supervisor of Banks – in accordance with Section 6 of the voting procedure for Item 3 on the agenda, as stated above.
- (9) Education and employment during the last five years and details of the corporations where he serves as a director:
 Education: B.Com., specializing in Economics, Business Administration and Accounting, University of Melbourne. Certificate studies at University of Melbourne in financial system computerization and tax and companies law.
 CPA – Australia, 1974.
 CPA – Israel, 1981.
 Employment during the last five years:
 Currently a director of the following companies: Paz Oil Company Ltd., Paz Ashdod Oil Refinery, Ltd., Housing and Construction - Holdings Ltd., Mor Group International Real Estate Ltd., Tapi Investment Ltd. and Labriz Holdings Ltd.
 Member of the management of the British-Israel Chamber of Commerce, Member of the management, Israel-Britain Business Council, Member of the management of the Australia-Israel Chamber of Commerce, and Member of the management of the Switzerland-Israel Chamber of Commerce.
 Active partner in the management company of Mor Group International Real Estate Ltd.
 Previously, director of the following companies (among others): Harel Insurance Company until 2008, Vaica Medical Ltd. until 2008, Israel Electric Corp. until 2007, Tadiran Communications Ltd. until 2005, MDG Medical Inc. until 2006, Harel Insurance Investments and Financial Services Ltd. until 2008, Strauss Group Ltd until 2008 and Incusoft Ltd. until 2007.
- (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. Israel (Izzy) Tapuchi, as required pursuant to section 224B of the Companies Law, 1999, is attached hereto.

Text of the Resolution: To elect Mr. Israel (Izzy) Tapuchi as a Director

Required Majority:

See the voting procedure for Item 3 on the agenda, as stated above.

Attention is also drawn to the additional comments regarding Item 3 – Election of Directors, as described above.

Item 4: Approval of the Purchase of a New Directors' and other Officers' Liability Insurance Policy (D&O)

Description of Item: The General Meetings of the Bank have from time to time approved the renewal and purchase of insurance policies in respect of the liability of the Directors and other officers of the Bank and the Group. The Annual General Meeting of the Bank held on 5 June 2008 approved the purchase of an insurance policy in respect of the liability of the Directors and other officers of the Bank and the Group for a period of 18 months commencing 30 April 2008, which includes cover of up to \$260 million at a premium of no more than \$1.8 million.

The Audit Committee, and thereafter the Board of Directors of the Bank, approved the purchase of an insurance policy in respect of the liability of the Directors and other officers of the Bank and the Group, for a period of 12 months commencing 1 November 2009, which includes cover of up to \$260 million (with a right of reinstatement of \$250 million) at a premium not exceeding \$1.7 million.

Text of the Resolution: To approve the purchase of a new insurance policy in respect of the liability of the Directors and other officers of the Bank and the Group, for a period of 12 months commencing 1 November 2009, which includes cover of up to \$260 million, at a premium not exceeding \$1.7 million.

Required Majority: An ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper) or by proxy.

Item 5: Approval of the Terms of Retirement of the Chairman of the Board of Directors, Mr. Eitan Raff

Description of the Item: On 24 January, Mr. Eitan Raff, the Chairman of the Board of Directors announced to the Bank's Board of Directors that after a period of 15 years during which he served as Chairman of the Bank's Board of Directors, he does not intend to offer himself for re-election at the Bank's General Meeting.

On 31 January 2010, the Audit Committee, and thereafter the Board of Directors, approved the terms of retirement of the Chairman of the Board of Directors, subject to the approval of the General Meeting.

The terms for the retirement of the Chairman of the Board of Directors were discussed at a number of meetings of the Administration Committee of the

Board of Directors, and were thereafter discussed and approved by the Audit Committee of the Board of Directors and by the Board of Directors.

The terms of employment of the Chairman of the Board of Directors were presented to the said organs of the Bank. They were also presented with the terms of employment for the Bank's senior employees during recent years, and comparative data for similar corporations within the economy (salary and terms of employment and of retirement for chairmen of boards of directors, to the extent such were available and public).

After the Audit Committee and the Board of Directors had discussed the subject of the terms of retirement of the Chairman of the Board of Directors, taking into consideration, *inter alia*, the background material presented to them, and following examination of the recommendations of the Administration Committee of the Board of Directors, and the report regarding the standpoint of the Bank's Shares Committee regarding this issue, the Audit Committee, and following it the Board of Directors resolved to approve and recommend to the Bank's General Meeting to adopt the resolution the text of which is indicated below.

The justifications for the approval of the terms for the retirement of the Chairman of the Board of Directors:

The Chairman of the Board of Directors' contribution to the Bank's business and to its betterment, including his contribution to the Bank in the area of its non-banking investments and the activities of its subsidiaries in Israel and abroad.

The many years of service of the Chairman of the Board of Directors with the Bank's Board of Directors, and the terms of his employment (salary, grants and options), compared with the standard in the Israeli banking and financial system.

The standard at the Bank with respect to senior managers has been that, upon dismissal, managers have been entitled to compensation of 250% (in addition to the compensation fund) or to a pension from the Bank, commencing at retirement age. Managers with an especially high number of years of service with the Bank, or of an appropriate age, are entitled, at the time of dismissal to severance pay of 200% (in addition to the provident fund) or to an immediate pension from the Bank.

The amendment, over the years, of the Chairman of the Board of Directors' employment contract, such that the Chairman would be entitled to 100% of severance pay up to the date of the amendment (in addition to the provident fund), as described above.

The customary practice at the Bank regarding voluntary retirement programs for employees.

Text of the Resolution:

To approve the terms for the retirement of the Chairman of the Board of Directors, Mr. Eitan Raff, as described below:

5. The retirement compensation to which the Chairman of the Board of Directors will be entitled will be at the rate of 100% of the Chairman of the Board of Directors' last salary, for each year of service (the differentiation between dismissal and resignation was annulled) i.e., a salary in respect of each year of service. The amount of the retirement compensation constitutes a total of 15 salaries, corresponding to the number of years of employment of the Chairman of the Board of Directors with the Bank, instead of retirement compensation of 9 salaries, as laid down in the current employment contract, and which was determined after the Chairman of the Board of Directors had served for 9 years. The above-mentioned retirement compensation will be in addition to the Chairman of the Board of Directors' entitlement to monies from the provident and severance pay fund which is maintained in his name.
6. In light of the long period of service of the Chairman of the Board of Directors, and his substantial contribution to the Bank, its success and advancement, the Chairman of the Board of Directors' will also receive a special retirement grant in the amount of 7.5 salaries.
7. It is clarified that nothing in this resolution will affect the Chairman of the Board of Directors' right to receive an annual bonus for the period of his service as the Bank's Chairman of the Board of Directors, pursuant to the resolutions of the Audit Committee, the Board of Directors, and the Bank's General Meeting, to the extent such resolutions are approved.
8. To extend the Chairman of the Board of Directors' "cooling-off" period to 9 months (for which salary and accompanying payments will be made), instead of 6 months, and to expand the "cooling-off" undertaking such that the Chairman of the Board of Directors' may not be employed by and may not provide services to insurance companies.

Required Majority: An ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper) or by proxy.

Item 6: Payment of a Bonus to the Chairman of the Board of Directors

Description of Item: The proposed bonus payment to the Chairman of the Board of Directors is a bonus in respect of 2009, in accordance with the long term bonus plan for senior managers at the Bank (the "Bonus Plan"). In this regard, see the Immediate Report of 10 March 2010.

The Audit Committee and thereafter Board of Directors (subject to the approval of the General Meeting) received and approved the amount of the bonus to the Chairman of the Board of Directors in respect of 2009.

Text of the Resolution: To approve the payment of a bonus to the Chairman of the Board of Directors, Mr. Eitan Raff, in respect of the financial results for 2009, in the amount of NIS 3,592,931.

Required Majority: An ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper) or by proxy.

Item 7: Resolutions concerning Approval of Holding Positions and Disclosure by Officers

Description of Item: The General Meeting is requested to approve resolutions regarding the approval of holding positions and disclosure by the Bank's officers. Similar resolutions were approved by the Annual General Meeting held on 16 July 2009.

The Companies Law imposes on the officers of the Bank a duty to refrain from any act that may constitute a conflict of interests between holding their positions in the Bank and holding another position, including a position with companies in the Leumi Group, or their personal interests. However, the Bank may approve the existence of such a conflict of interests; that is to say, the Bank may agree that its officer hold a position in addition to his positions in the Bank, after the officer has disclosed to the Bank the positions he holds outside the Bank.

It is clarified that the approval set out in the proposed resolutions does not constitute approval of a specific act or transaction in which an officer of the Bank is involved through his position outside the Bank, if such specific act or transaction requires approval under the Companies Law.

In addition, the Companies Law imposes on officers the obligation to disclose existing or proposed transactions of the Bank in which the officer has a personal interest. Where such personal interest also includes a personal interest of a corporation in which the officer or his relative has an interest (such as acting as a director of such corporation) such a duty of disclosure is imposed on the officer, whether or not the transaction is in the ordinary course of business. The Companies Law also sets out the manner of approval of such transactions of the Bank and provides that the Bank may approve transactions in the ordinary course of business in the manner provided in its Articles of Association.

It is therefore proposed that these resolutions be approved, following their approval by the Audit Committee and subsequently by the Board of Directors, as required by the Companies Law.

Text of the Resolution: To approve the resolutions concerning approval of holding positions and disclosure by officers, pursuant to the text presented to the Meeting.

Required Majority: An ordinary majority of the total voting rights of the stockholders entitled to vote and who voted in person (including by means of a voting paper) or by proxy.

4. Place and Time at which the Full Text of the Proposed Resolutions may be Examined:
The full text of the framework resolutions and the details of the insurance policy the approval of which is on the agenda of the General Meeting in Items 4 and 7 may be examined at the Secretariat of the Bank, at the registered office of the Bank, Leumi House (11th floor), 34 Yehuda Halevi Street, Tel Aviv, between the hours of 8:00 and 15:00.

The full text of the proposed resolutions may be examined at distribution website of the Israel Securities Authority and the website of the Tel Aviv Stock Exchange Ltd., or at the Secretariat of the Bank at the Bank's registered office, Leumi House, 34 Yehuda Halevi Street (11th floor), Tel Aviv, tel. 972-3-5149716, between the hours of 8:00 and 15:00.

In addition, the CVs of the candidates who have provided same may be examined at the Secretariat of the Bank, during the working hours and at the address detailed above.

5. The voting paper will only be valid if an unregistered shareholder's certificate of ownership is attached thereto (that is, a person in whose name ordinary stock of the Bank is registered with a Stock Exchange Member, and such stock is included in the stock registered in the Register of Shareholders in the name of the nominee company (Hevra Le-Rishumim). In the case of holders of shares (stock) registered in the Register of Shareholders of the Bank, the voting paper will only be valid if a copy of an identity document, passport or certificate of incorporation is attached thereto. This voting paper, together with the previously mentioned attachments, must reach the Bank at the address specified in section 6 below at least 72 hours before the time of the vote (by 30 May 2010 at 10:30 am).
6. Address of the Bank for the Delivery of Voting Papers and Position Papers: The Bank's registered office, Leumi House, 34 Yehuda Halevi Street, Tel Aviv 65546, for the attention of the Secretariat of the Bank (11th floor).
7. Final Date for the delivery of Voting Papers to the Bank: 30 May 2010 at 10:30 am
8. Final Date for the delivery of Position Papers to the Bank: 10 days following the record date i.e. by 14 May 2010.
9. Final Date for the delivery of the Response of the Board of Directors to the Position Papers: 12 days prior to the date of the General Meeting i.e. 21 May 2010.
10. Address of the distribution website of the Israel Securities Authority and of the website of the Tel Aviv Stock Exchange Ltd. (the "Stock Exchange"), at which voting papers and position papers are made available:
- Distribution website of the Israel Securities Authority: <http://www.magna.isa.gov.il/>
 - Website of the Stock Exchange: <http://maya.tase.co.il/>

11. A stockholder is entitled to receive the certificate of ownership at a branch of a Stock Exchange member or via mail, if so requested. Such a request is to be made in advance in respect of a particular securities account.
12. An unregistered stockholder is entitled to receive, via electronic mail and free of charge, the link to the voting paper and position papers on the distribution website of the Securities Authority from the Stock Exchange member through which he holds his stock, unless he notifies the Stock Exchange member that he does not wish to receive the said link or that he wishes to receive voting papers via mail for payment; notice with regard to voting papers also applies to the receipt of position papers.

One or more stockholders who, on the record date (4 May 2010), hold an amount constituting five percent or more of the total voting rights in the Bank, and the holder of said amount out of the total voting rights that are not held by the controlling shareholder of the Bank (as defined in Section 268 of the Companies Law (the "Controlling Shareholder")), is entitled to examine the voting papers as detailed in Regulation 10 of the Regulations, following the holding of the General Meeting, either personally or through a representative, at the registered office of the Bank during normal business hours.

The amount of stock constituting 5% of the total voting rights of the Bank is NIS 73,677,561* par value ordinary stock of the Bank.

The amount of stock constituting 5% of the total voting rights of the Bank that are not held by the Controlling Shareholder is NIS 63,218,001* par value ordinary stock of the Bank.

* As of 25 April 2010.

Voting Paper – Second Part

Companies (Written Voting and Position Papers) Regulations, 2005 (the "Regulations")

Name of Company: Bank Leumi le-Israel B.M.

Address of the Company (for delivery and sending of voting papers): Leumi House, 34 Yehuda Halevi Street, Tel Aviv 65546 (11th floor), for the attention of the Secretariat of the Bank

Company No.: 52-001807-8

Date of Meeting: 2 June 2010, at 10:30 am

Type of Meeting: Annual

Record Date: 4 May 2010.

(Until here, to be completed by the Company)

Details of Shareholder

Name of Shareholder (Ordinary Stock): _____

Identity No.: _____

If the shareholder is not a holder of an Israeli Identity Document –

Passport No.: _____

Country of Issue: _____

Expiry Date: _____

If the shareholder is a corporation –

Registered No.: _____

Country of Registration: _____

Manner of Voting

Item Number on the Agenda	Manner of Voting ¹			With regard to the approval of a transaction pursuant to section 255 of the Companies Law – Do you have a personal interest in the Resolution (Item 7) ²	
	In Favor	Against	Abstain	Yes*	No
3(a)					
3(b)					
3(c)					
3(d)					
3(e)					
3(f)					
3(g)					
3(h)					
3(i)					
3(j)					
3(k)					
3(l)					
3(m)					
3(n)					
3(o)					
3(p)					
3(q)					
3(r)					
3(s)					
3(t)					
3(u)					
3(v)					
3(w)					
3(x)					
3(y)					
4					
5					
6					
7					

_____ Date

_____ Signature

Stockholders who hold stock through a Stock Exchange member (pursuant to Section 177(1) of the Companies Law) – the voting paper is only valid together with a certificate of ownership.

Stockholders registered in the Register of Shareholders of the Bank – the voting paper is only valid together with a copy of an identity document/passport/certificate of incorporation.

¹ Failure to complete will be considered abstention from voting with regard to the relevant Item

² A stockholder who does not complete this column or who marks Yes without providing details will not be counted within the quorum.

* Provide details.

Director's Declaration

I, the undersigned David Brodet, bearer of ID Number 000088179 of 4 Michaelson Street, Jerusalem, , hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le'Israel Ltd. (Hereinafter: "**The Bank**").

1. I have the requisite qualifications and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

My qualifications, as stated above, are as follows: (*Education, Training, Experience*)

1.1 B.A. – Economics and Political Sciences, M.A. – Economics, Hebrew University

1.2 In respect of training and experience, I have attached my curriculum vitae hereto.

2. During the last five years I have not been convicted in any peremptory ruling of any of the offences detailed below and determined in section 226 of the Companies Law:

2.1 Offences pursuant to sections 290 through to 297, 392, 415, 418 through to 420 and 422 through to 428 of the Penal Code, 5737-1977, 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 nature, severity or circumstances, I am not fit to serve as a director of a public company.

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

4. The following is my name and signature and all of the above is the truth.

Date: 15.4. 2010

/s/
Signature of the Declarant

Confirmation:

I, Adv. Tamar Ben-David, hereby confirm that David Brodet, whom I know personally, who identified himself before me by his identity card number 88179, after I warned him that he must declare the truth and that he would be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my presence.

Date: 15.4.2010

/s/
Name and signature of the Advocate

(Stamp) Tamar Ben-David, Adv.

*So long as I was not absolved

Declaration of director

I, the undersigned Moshe Dovrat, Holder of identity card no. 00720964/6 of U.Z.
Greenberg Street, Tel Aviv

hereby declare in writing, as follows:

I make this declaration as a candidate for election as director in Bank Leumi Le'Israel (hereinafter "**the Bank**").

1. I have the required skills and I have at my disposal the time required to fulfil my duty as a director in the Bank, noting, inter alia, the scope and size of the Bank's activity.

My skills, as aforesaid, are as follows: *[Education, training, experience]*

- 1.1 B.A. in Economics and MBA – The Hebrew University of Jerusalem
Partial training in accountancy
- 1.2 Numerous courses and supplemental training in subjects such as: analysis of financial statements; IFRS; risk management; Basel II; directors and corporate officers
- 1.3 Employment: Bank of Israel; Budgets Department, Ministry of Finance; Bank Hapoalim; in industry; served twice as a director-general of a government ministry
- 1.4 Served previously on many boards of directors in the fields of: capital markets; pension and provident funds; industry; tourism; holding company; medicine and health.
- 1.5 Membership in voluntary organizations.

2. I have not been convicted in the last five years in an absolute verdict of any of the offences set forth below, and stipulated in Section 226 to 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, 5737 - 1977 and pursuant to sections 52C, 52D, 53(A) and 54 of the Securities Law.
 - 2.2 A conviction in the court outside of Israel on offences of bribery, fraud, managers offences in a company or offences of using insider information.
 - 2.3 A conviction in another offence which a court has determined that, by virtue of its nature, gravity or circumstances, I am not fit to serve as a director in a public company.
3. I am not a minor, nor incompetent, and I have not been declared a bankrupt*.

4. This is my name and my signature, and all of the aforesaid is true.

Date 18.4.10,

Moshe Dovrat
Signature of person making
declaration

Confirmation

I, David Sackstein, Adv. hereby confirm that Moshe Dovrat
~~who is known to me personally, / who has identified him/herself to me with Identity card no,~~
after he/~~she~~ had been warned that he/~~she~~ must declare the truth, and that he/~~she~~ will can
expect the penalties provided in the law if he/~~she~~ does not do so, confirmed the accuracy of
his/~~her~~ declaration above, and signed it in my presence.

Date 18.4.10,

Date and signature of lawyer David Sackstein
I.D. 320611353
Licence no. 29797

* So long as I was not absolved.

Director's Declaration

I, the undersigned Yehuda Drori, bearer of ID Number 000333203 of 9 Y.L. Gordon Street, Tel-Aviv, , hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le'Israel Ltd. (Hereinafter: "**The Bank**").

1. I have the requisite qualifications and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

My qualifications, as stated above, are as follows: (*Education, Training, Experience*)

- 1.1 Education: BA Economics, History, Hebrew University
 - 1.2 M.A. Business Management, majoring in finance, Hebrew University.
 - 1.3 Work Experience: Ministry of Finance 1968-1987. Positions:
 - 1.4 Deputy Manager of Companies Authority, Deputy Accountant-General, Capital, Savings and Insurance Commissioner 1988-1994
 - 1.5 Chairman of capital markets investments 1995 – self-employed. Business activities – chairman of Investment committees. Director in public and private companies and consultant on capital market matters.
2. During the last five years I have not been convicted in any peremptory ruling of any of the offences detailed below and determined in section 226 of the Companies Law:
 - 2.1 Offences pursuant to sections 290 through to 297, 392, 415, 418 through to 420 and 422 through to 428 of the Penal Code, 5737-1977, 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 nature, severity or circumstances, I am not fit to serve as a director of a public company.
 3. I am not a minor, I am not legally incompetent nor have I been declared bankrupt.*
 4. The following is my name and signature and all of the above is the truth.

Date: 14. 4. 2010

/s/
Signature of the Declarant

Confirmation:

I, Adv. Amichai Z. Zarsky, License No. 6875, hereby confirm that Yehuda Drori, whom I know personally, who identified himself before me by his identity card number 000333203, after I warned him that he must declare the truth and that he would be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of is above declaration, and signed it in my presence.

Date: 14.4.2010

/s/
Name and signature of the Advocate

(Stamp) Amichai Z. Zarsky, Adv.

License No. 6875

*So long as I was not absolved

Director's Declaration

I, the undersigned **Yoav Nardi**, bearer of ID Number **634618** of 8 Malachi Street, Ramat Gan 52246, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le'Israel Ltd. (Hereinafter: "**The Bank**").

1. I have the requisite qualifications and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

My qualifications, as stated above, are as follows: (*Education, Training, Experience*)

2/2010 **Consultant, part-time for Bank Jerusalem, for a period of six months regarding risk management and Nostro and any other matter required of me.**

1995-1/2010 **Vice- CEO and member of the Board at Bank Jerusalem throughout the entire period. Within the framework of my role at the bank I escorted the bank's process of becoming a commercial bank instead of a mortgages bank. In recent years, head of the capital market and investments department and financial risk manager at the bank. The following departments were subordinate to my management: the Securities Department, Foreign Currency Department, Savings and Deposits Department and the Economic and Risk Management Department. I am a member of the internal credit committee, chairman of "Jerusalem Financing" the bank's Issuance Company and a member of a number of Board of Directors in the bank's subsidiary companies.**

1988-1994 **Chief Economist, The First International Bank. Within the framework of my role I was in charge of a wide variety of economic matters, pricing financial products and concentrating managerial reports.**

1987-1988 **Economist, Comptroller of the Currency, Washington, USA, a body monitoring Federal licensed banks.**

1974-1988 **A wide variety of roles monitoring banks at the Bank of Israel including – economist for the mortgages banks unit and head of the control team of the Israeli banks branches abroad.**

Education:

1973-1975 **M.B.A. Degree in Financing, Hebrew University, Jerusalem**

1970-1973 **B.A. Degree in Economics, Hebrew University, Jerusalem**

2. During the last five years I have not been convicted in any peremptory ruling of any of the offences detailed below and determined in section 226 of the Companies Law:
 - 2.1 Offences pursuant to sections 290 through to 297, 392, 415, 418 through to 420 and 422 through to 428 of the Penal Code, 5737-1977, 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 nature, severity or circumstances, I am not fit to serve as a director of a public company.
3. I am not a minor, I am not legally incompetent nor have I been declared bankrupt.*
4. The following is my name and signature and all of the above is the truth.

Date: 15.4. 2010

_____/s/_____
Signature of the Declarant

Confirmation:

I, Adv. David Seckstein, hereby confirm that Yoav Nardi, ~~whom I know personally~~, who identified himself before me by his identity card number 634618, after I warned him that he must declare the truth and that he would be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of is above declaration, and signed it in my presence.

Date: 15.4.2010

_____/s/_____
Name and signature of the Advocate

(Stamp) David Sackstein, Adv.
34 Yehuda Halevi Street, Tel-Aviv
I.D. 320611353
License No. 29797

*So long as I was not absolved

Director's Declaration

I, the undersigned Ehud Shapira, bearer of ID Number 8370991 of 1 Belkind Street, Tel-Aviv, 62154 hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le'Israel Ltd. (Hereinafter: "**The Bank**").

1. I have the requisite qualifications and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

My qualifications, as stated above, are as follows: (*Education, Training, Experience*)

- 1.1 PhD – Economics and Financing from New York University
Ma – Economics and Financing from New York University
M.sc – Economics and Performance Studies, The Technion
B.A. – Economics and Statistics, Tel-Aviv University

- 1.2 I served as Senior Vice-CEO of Leumi and was a substitute in her absence, member of the executive board for business and international banking and credit risks manager for the Leumi Group in addition to the roles detailed below:

Chairman of the Leumi Leasing and Investments Ltd. Board of Directors
Chairman of the Leumi & Co. Investment House Ltd. Board of Directors
Head of the Business Division at Leumi
Chairman of the Leumi Luxembourg S.A. Board of Directors
Director at Leumi UK and additional companies in the Leumi Group
Director at the Collective Arrangement Execution Headquarters
Chairman of Apex-Leumi Partners Ltd. Board of Directors

- 1.3 From October 2006 I have served as chairman of the Phoenix Holdings Ltd. Board of Directors, and the roles detailed below at the Phoenix Insurance Company – Chairman of the Board of Directors
Phoenix Investments and Finances – Chairman of the Board of Directors
Phoenix Holdings International Ltd. – Chairman of the Board of Directors
Excellent Investments Ltd. – Director
Mehadrin Ltd. – Director
Gama Clearance and Management Ltd. – Director
Up to 120 residential centers for old age pensioners Ltd. – Director
Atara Technology Ventures Ltd. – Chairman of the Board of Directors

1.4

1.5

2. During the last five years I have not been convicted in any peremptory ruling of any of the offences detailed below and determined in section 226 of the Companies Law:

- 2.1 Offences pursuant to sections 290 through to 297, 392, 415, 418 through to 420 and 422 through to 428 of the Penal Code, 5737-1977, 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 nature, severity or circumstances, I am not fit to serve as a director of a public company.

3. I am not a minor, I am not legally incompetent nor have I been declared bankrupt.
4. The following is my name and signature and all of the above is the truth.

Date: 19.4. 2010

_____/s/_____
Signature of the Declarant

Confirmation:

I, Adv. David Sackstein, hereby confirm that Mr. Ehud Shapira, whom I know personally, who identified himself before me by his identity card number _____, after I warned him that he must declare the truth and that he would be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of is above declaration, and signed it in my presence.

Date: 21.4.2010

_____/s/_____
Name and signature of the Advocate

(Stamp) David Sackstein, Adv.
34 Yehuda Halevi Street, Tel-Aviv
I.D. 320611353
License No. 29797

Director's Declaration

I, the undersigned Nurit Segal, ID Number 07134794, of 27 Mapu Street, Tel Aviv, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le-Israel B.M. (the "**Bank**").

1. I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

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

Education:

- 1.1 BA in Economics and Statistics, Hebrew University.
 - 1.2 M.Sc. in Operations Research, Case Western Reserve University, Cleveland, Ohio, USA.
 - 1.3 More than 30 years of work in banking, in a variety of positions.
 - 1.4 Served on the boards of directors of many companies in the economy, large and small, including as chairman of the Balance Sheet Committee.
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 Code – 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.
 4. The following is my name and signature and all of the above is the truth.

Date: 15 April 2010

(/s/)
Signature of the Declarant

Confirmation:

I, Adv. David Sackstein, hereby confirm that Nurit Segal, whom I know personally, after I cautioned her that she must declare the truth and that she will be subject to penalties prescribed by law if she does not do so, confirmed the truthfulness of her above declaration, and signed it in my presence.

Date: 15 April 2010

(/s/)
Name and signature of the attorney

(Stamp) David Sackstein, Adv.
34 Yehuda Halevy Street, Tel Aviv
ID Number 320611353
License Number 29797

Director's Declaration

I, the undersigned Yaacov Goldman, ID Number 053515409, of 39 Nachlieli Street, Hod Hasharon, 45355, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le-Israel B.M. (the "Bank").

1. I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

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

Education:

- 1.1 Accountant by profession.
 - 1.2 Previously a partner in a large accounting firm, Kesselman & Kesselman (the PWC representative in Israel) – 19 years with the firm.
 - 1.3 Director of other public companies.
 - 1.4 From 2004 through 2008, served as the Professional Secretary of the Peer Review Institute.
 - 1.5 BA in Economics and Statistics, Tel Aviv University, Jerusalem.
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 Code – 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.
 4. The following is my name and signature and all of the above is the truth.

Date: 15 April 2010

(/s/)
Signature of the Declarant

Confirmation:

I, Adv. David Sackstein, hereby confirm that Yaacov Goldman, whom I know personally, after I cautioned him that he must declare the truth and that he will be subject to penalties

prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my presence.

Date: 15 April 2010

(/s/)
Name and signature of the attorney

(Stamp) David Sackstein, Adv.
34 Yehuda Halevy Street, Tel Aviv
ID Number 320611353
License Number 29797

Director's Declaration

I, the undersigned Moshe Vidman, ID Number 690875, of 14 Megadim Street, Jerusalem, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le-Israel B.M. (the "Bank").

1. I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

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

Education:

- 1.1 BA in Economics and MBA.
 - 1.2 Deputy to the Accountant General, Ministry of Finance.
 - 1.3 CEO, Arit Industries Ltd., CEO Revlon Israel Ltd.
 - 1.4 Director of the following companies: Melisron Ltd., Israel Corporation Ltd., Israel Chemicals Ltd., Rosebud Ltd., Alrov Properties and Lodgings Ltd., Jafora-Tabori Ltd.
 - 1.5 Member of the Management Committee of The Hebrew University of Jerusalem.
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 Code – 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.

4. The following is my name and signature and all of the above is the truth.

Date: 18 April 2010

(/s/)
Signature of the Declarant

Confirmation:

I, Adv. David Sackstein, hereby confirm that Moshe Vidman, whom I know personally, after I cautioned him that he must declare the truth and that he will be subject to penalties

prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my presence.

Date: 18 April 2010

(/s/)
Name and signature of the attorney

(Stamp) David Sackstein, Adv.
34 Yehuda Halevy Street, Tel Aviv
ID Number 320611353

License Number 29797

Director's Declaration

I, the undersigned, Keren-Or On, ID Number 034287755, of 4, Pulon St., Tel Aviv, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le-Israel B.M. (the "**Bank**").

1. I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

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

- 1.1 EMBA in business administration, specializing in financing, the capital market and financial engineering, from the Hebrew University.
 - 1.2 Graduate of program for directors and senior position holders in corporations in Lahav, the Faculty for Management in Tel Aviv University.
 - 1.3 Graduate of a course in risk management following Basle II in Lahav, the Faculty for Management in Tel Aviv University.
 - 1.4 Senior consultant for risk management in the banking sector, at Kesselman and Kesselman. As part of my job I advise banks in respect of their preparations for Basle II. I previously worked with insurance companies and investment houses in the subjects of corporation administration and adjustment of their working processes to local and international regulations, as well as with the Ministry of Finance in the field of regulation, development of products and matching them to the needs of the pension savings market.
 - 1.5 Work with insurance companies and investment houses in the subjects of corporation administration and adjustment of their working processes to local and international regulations, as well as with the Ministry of Finance in the field of regulation, development of products and matching them to the needs of the pension savings market.
 - 1.6 Comptroller in a hi-tech company – Sifand Ltd.
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.

4. The following is my name and signature and all of the above is the truth.

Date: March 25, 2010

Signature of the Declarant _____

Confirmation:

I, Adv. Golan Gedalia, hereby confirm that Keren-Or On, whom I know personally, who identified herself with ID No. 034287755, after I cautioned her that she must declare the truth and that she will be subject to penalties prescribed by law if she does not do so, confirmed the truthfulness of her above declaration, and signed it in my presence.

Date: March 25, 2010

Name and signature of the Advocate _____

(Stamp) Golan Gedalia, advocate

19, Professor Shor St., Tel Aviv 62961

Tel: 03-5444460, Fax: 03-5444453

Director's Declaration

I, the undersigned Tova Kagan (Kariv), bearer of ID Number 009982695, of 103 Achad Ha'am Street, Tel-Aviv, 64253, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le'Israel Ltd. (Hereinafter: "The Bank").

1. I have the requisite qualifications and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

My qualifications, as stated above, are as follows: (*Education, Training, Experience*)

- 1.1 Ironi A High School, Arad.
 - 1.2 Graduate of Law (Four years) at the Tel-Aviv branch of the Jerusalem University
 - 1.3 One year apprenticeship at the Adam Frost and Shmuel Naor Law Firm.
 - 1.4 Additional year of apprenticeship under Judge Dr. Yitzchak Raven at the District Court in Tel-Aviv
 - 1.5 I acquired experience during my work for four years with Adv. Shmuel Naor and (the late) Adv. Adam Frost in corporate law and all possible fields of practice in civil law.
 - 1.6 I acquired experience of four additional years working for Adv. Dov Shilansky, primarily with court appearances.
 - 1.7 From 1.1.1970, I opened my own office and invested my best endeavors therein. I handled corporate matters, contracts and never left any stone unturned in the civil law and commercial law areas of practice.
2. During the last five years I have not been convicted in any peremptory ruling of any of the offences detailed below and determined in section 226 of the Companies Law:
 - 2.1 Offences pursuant to sections 290, 297, 392, 415, 418 through to 420 and 422 through to 428 of the Penal Code, 5737-1977, 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 nature, severity or circumstances, I am not fit to serve as a director of a public company.
3. I am not a minor. I am not legally incompetent nor have I been declared bankrupt. *
 4. The following is my name and signature and all of the above is the truth.

Date: 15.4. 2010

 /s/
Signature of the Declarant

Confirmation:

I, Adv. Eliyahu Mazor, hereby confirm that Adv. Tova Kagan, whom I know personally, who identified herself before me by her identity card number 009982695, after I warned her that she must declare the truth and that she would be subject to penalties prescribed by law if she does not do so, confirmed the truthfulness of her above declaration, and signed it in my presence.

Date: 15.4.2010

_____/s/
Name and signature of the Advocate

(Stamp) Eliyahu Mazor, Adv.
103 Achad Ha'am Street, Tel Aviv 64253
Tel: 5250524 Fax: 6290379

*So long as I was not absolved

Declaration of director

I, the undersigned Etty Livni, **Holder** of identity card no. 378237-8 of 122 Wingate Street, Herzlia

hereby declare in writing, as follows:

I make this declaration as a candidate for election as director in Bank Leumi Le’Israel (hereinafter “**the Bank**”).

1. I have the required skills and I have at my disposal the time required to fulfil my duty as a director in the Bank, noting, inter alia, the scope and size of the Bank’s activity.

My skills, as aforesaid, are as follows: *[Education, training, experience]*

1.1 Graduate in Law, Advocate

1.2 Graduate in Doctorate course - LLM

1.3 Conciliator, Graduate Environmental Leadership Program, Organizational Instructor

1.4 Director on behalf of the Public in Ta’as, Cimatron Ltd., AEG Ltd.

1.5 Sony Electronics Ltd., Makefet Gemel, Migdal Gemel,

1.6 Keren Yozma

1.7 _____

2. I have not been convicted in the last five years in an absolute verdict of any of the offences set forth below, and stipulated in Section 226 to 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, 5737 - 1977 and pursuant to sections 52C, 52D, 53(A) and 54 of the Securities Law.

2.2 A conviction in the court outside of Israel on offences of bribery, fraud, managers offences in a company or offences of using insider information.

2.3 A conviction in another offence which a court has determined that, by virtue of its nature, gravity or circumstances, I am not fit to serve as a director in a public company.

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

4. This is my name and my signature, and all of the aforesaid is true.

Date 20 April 2010,

Etti Livni

Signature of person making declaration

Confirmation

I, Miriam Holzman, Adv. hereby confirm that Etti Livni ~~who is known to me personally,~~ who has identified him/herself to me with Identity card no. 378237-8, after he/she had been warned that he/she must declare the truth, and that he/she will can expect the penalties provided in the law if he/she does not do so, confirmed the accuracy of his/her declaration above, and signed it in my presence.

Date 21.4.2010,

Date and signature of lawyer Miriam Holzman
Licence number 47561

Director's Declaration

I, the undersigned, Dr. Asher Halperin, ID Number 2066330, of 6, Uri St., Tel Aviv 64954, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le-Israel B.M. (the "**Bank**").

1. I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

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

Education:

1. BA from the School of Law and Economics in Tel Aviv (now Tel Aviv University).
2. MA in Economics from the University of California (Berkeley), USA.
3. PhD in Economics from the Princeton University (New Jersey, USA).

Professional experience:

1. Manager of the Economics department in Bank Leumi Le-Israel Ltd..
2. CEO of Bank Leumi for Industry.
3. Joint CEO of Bank Hapoalim and member of the Board of Directors of Bank Hapoalim.
4. Member of the Board of Directors of a number of business corporations.
5. CEO of the Association of Banks in Israel (registered society).
6. President of the Israel-America Chamber of Commerce.
7. President and subsequently emeritus President of the Commercial-Industrial Club.

Experience in teaching in the field of banking, financial markets, and economics:

1. Lecturer in Tel Aviv University for about 40 years.
2. Lecturer in the Administration College – academic path, for 15 years, including the present.
3. Visiting professor in universities in the USA:
 - * Columbia University.
 - * The Wharton School of Finance of the University of Pennsylvania.
 - * New York University.
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.

4. The following is my name and signature and all of the above is the truth.

Date: April 11, 2010

[Signature] Asher Halperin _____

Confirmation:

I, the undersigned, Adv. Ya'akov Nizinsky, hereby confirm that Asher Halperin, whom I know personally, who identified himself with ID No. 2066330 after I cautioned him that he must declare the truth and that he will be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my presence.

Date: April 11, 2010

Name and signature of the Advocate _____

(Stamp) Ya'akov Nizinsky, advocate

50, Nahmani St., Tel Aviv 67136

Tel: 03-5601010, Fax: 03-5608751

Director's Declaration

I, the undersigned, Avraham Cohen, ID Number 513770750, of 13, Tarshish St., Kedumim, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le-Israel B.M. (the "Bank").

1. I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

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

- 1.1 BA in economics.
 - 1.2 Management of private commercial company.
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.

4. The following is my name and signature and all of the above is the truth.

Date: April 6, 2010

Signature of the Declarant _____

Confirmation:

I, Adv. Tova Cohen, hereby confirm that Avraham Cohen, whom I know personally, who identified himself with ID No. 513770750 after I cautioned him that he must declare the truth and that he will be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my presence.

Date: April 6, 2010

Name and signature of the Advocate _____

(Stamp) Tova Cohen

License Number 9597

Kedumim Shomron

March 24, 2010

Bank Leumi Le'Israel Ltd.
Yehuda Halevy St.
Tel Aviv

Subject: Declaration regarding qualifications to act as a director pursuant to section 224b of the Companies Law 5759-1999

I, the undersigned, Ze'ev Levenberg, ID Number 058644337, of 45, Uziel St., Givat Shmuel 54014, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le-Israel B.M. (the "**Bank**").

1. I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

My qualifications are as follows:

Education and training:

- 1.1 BSc (Medical Science) from the Hebrew University, Jerusalem, 1985.
- 1.2 MBA (Financing) from Bar Ilan University, 1991.
- 1.3 Basic management course of the bank (authorized signatories), 1992.
- 1.4 Course in software engineering in the Administration College – MCP accreditation of Microsoft, 2002.

Principal experience in employment in the past, including during the last 5 years:

- 1.5 Director of Intercolony Investments Ltd., starting from 2009.
- 1.6 Director of Arazim Investments Ltd., starting from 2009.
- 1.7 Director of Adler Investments Ltd., starting from 2008.
- 1.8 Director and member of the Trust Funds Investment Committee of Altschuler Shaham, 2002-2008.
- 1.9 Lecturer in Bar Ilan University and in the academic path of the Management College in the subjects of Economics and Financing, starting from 1995.
- 1.10 Bank Discount – In charge of the strategic projects unit of the Discount Group, 2006-2008.
- 1.11 Bank Adanim (Mortgage Bank, part of the Bank Mizrahi Group) – manager for marketing and business development and member of the management of the bank, 1999-2000.
- 1.12 Bank Leumi for Mortgages – head economist/ assistant to the CEO of the bank, 1990-1999.

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.
4. The following is my name and signature and all of the above is the truth.

Date: March 24, 2010

Signature of the Declarant _____

Confirmation:

I, Adv. Yonatan Sherman, hereby confirm that Ze'ev Levenberg, whom I know personally, after I cautioned him that he must declare the truth and that he will be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my presence.

Date: March 24, 2010

Name and signature of the Advocate _____

(Stamp) Peles, Muzar, Sherman & Partners, advocates

Yonatan Sherman, advocate

License Number 14392

12, Abba Hillel St., Ramat Gan 2506

Tel: 03-7539888, Fax: 03-7510133

Declaration of director

I, the undersigned Natan Meir, Holder of identity card no. 000 49248-8 of 35 Yosef Hahami Street, Jerusalem

hereby declare in writing, as follows:

I make this declaration as a candidate for election as director in Bank Leumi Le’Israel (hereinafter “**the Bank**”).

1. I have the required skills and I have at my disposal the time required to fulfil my duty as a director in the Bank, noting, inter alia, the scope and size of the Bank’s activity.

My skills, as aforesaid, are as follows: *[Education, training, experience]*

1.1 *Education: B.A. Economics and Political Science, Diploma in Business Management*

1.2 *Additional training: Long and short courses: in Administration*

1.3 *Automation, Finance, Non-Profit Associations, Policies and Conciliation*

1.4 *Current occupation: Manager in Government Publication Office (G. Pubs. Office)*

1.5 *Government Business Unit , NIS 320 million volume*

1.6 *Previous occupation: In the Ministry of Finance – Budgets Division, in the Office of the Accountant-General – Comptroller for Ministries, through Deputy –Accountant-General*

1.7 *Economic Representative in Great Britain, Chairman and member of boards of directors*

2. I have not been convicted in the last five years in an absolute verdict of any of the offences set forth below, and stipulated in Section 226 to 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, 5737 - 1977 and pursuant to sections 52C, 52D, 53(A) and 54 of the Securities Law.
 - 2.2 A conviction in the court outside of Israel on offences of bribery, fraud, managers offences in a company or offences of using insider information.
 - 2.3 A conviction in another offence which a court has determined that, by virtue of its nature, gravity or circumstances, I am not fit to serve as a director in a public company.
3. I am not a minor, nor incompetent, and I have not been declared a bankrupt*.

4. This is my name and my signature, and all of the aforesaid is true.

Date 21.4.10,

Natan Meir
Signature of person making
declaration

Confirmation

I, Sarah Visel, Adv. hereby confirm that Natan Meir who is known to me personally,/ who has identified him/herself to me with Identity card no. 000 49248-8, after he/she had been warned that he/she must declare the truth, and that he/she will can expect the penalties provided in the law if he/she does not do so, confirmed the accuracy of his/her declaration above, and signed it in my presence.

Date 21.4.10,

Date and signature of lawyer Sarah Visel
Licence no. 12692

* So long as I was not absolved.

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

I the undersigned Joseph Mozeson, ID Number 015967797, of 14 Ben Petachya Street, Bnei Brak hereby confirm my agreement to serve as a Director of Bank Leumi le-Israel B.M., and hereby submit my candidacy for the said position and hereby declare, in accordance with Section 224B of the Companies Law, 1999, as follows:

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.
 - 2.1 Jewish studies, with specialization and expertise in Talmudic law.
 - 2.2 It is my understanding that I have accounting and financial expertise.
 - 2.3 Management of private Internet and communications businesses.
 - 2.4 Trading securities on the Tel Aviv Stock Exchange.
3. 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:
 - 3.1 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.
 - 3.2 A conviction in a court outside of Israel for bribery, fraud, corporate director crimes or crimes involving exploitation of inside information.
 - 3.3 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.
4. I am not a minor, nor am I legally incompetent, nor have I been declared bankrupt.
5. This is my name, this is my signature and the content of my above declaration is the truth.
6. I undertake to notify the company if there is any change regarding the conditions of my qualifications as they appear above.

In witness thereof I have signed

Date: 10 February 2010 , 26th of Shvat, 5770 Name of declarant: Joseph Mozeson

Signature of declarant: _____/s/_____

Confirmation:

I, the undersigned, Adv. Yaacov Rosenberg, hereby confirm that on 10 February 2010, 26th of Shvat 5770, Mr. Joseph Mozeson, who identified himself to me with his ID No. 015967797, appeared before me, and after I cautioned him to declare the truth and that he will be subject to penalties prescribed by law if he does not do so, he signed this declaration in my presence.

_____/s/_____

(Stamp) Yaacov Rosenberg, Adv.
License Number 10298
52A Rabbi Akiva Street, Bnei Brak 51273
Tel: 03-5783383 Fax: 03-5789466

Director's Declaration

I, the undersigned Tamir Milikovski, bearer of ID Number 057690794, of 32 Habarzel Street, Tel-Aviv, 69710, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le'Israel Ltd. (Hereinafter: "**The Bank**").

1. I have the requisite qualifications and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

My qualifications, as stated above, are as follows: (*Education, Training, Experience*)

- 1.1 Certified Accountant by the Accountants Council in Israel
 - 1.2 Member of the Accountants Association
 - 1.3 Owner and manager of an accountants firm in Tel-Aviv
 - 1.4 Graduate of a Corporate Directors training course – Israel Institute of Certified Public Accountants and Tel-Aviv University
 - 1.5 Graduate of the National Insurance Law and Regulations Course – Israel Institute of Certified Public Accountants and Tel-Aviv University
 - 1.6 Graduate of Individual's Taxes course – Israel Institute of Certified Public Accountants and Tel-Aviv University
 - 1.7
2. During the last five years I have not been convicted in any peremptory ruling of any of the offences detailed below and determined in section 226 of the Companies Law:
 - 2.1 Offences pursuant to sections 290 through to 297, 392, 415, 418 through to 420 and 422 through to 428 of the Penal Code, 5737-1977, 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 nature, severity or circumstances, I am not fit to serve as a director of a public company.
3. I am not a minor, I am not legally incompetent nor have I been declared bankrupt.*
 4. The following is my name and signature and all of the above is the truth.

Date: 11.4. 2010

/s/
Signature of the Declarant

Confirmation:

I, Adv. Yael Milikovski Levy, hereby confirm that Adv. Tamir Milikovski, whom I know personally, who identified himself before me by his identity card number 057690794, after I warned him that he must declare the truth and that he would be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my presence.

Date: 11.4.2010

/s/
Name and signature of the Advocate

(Stamp) Yael Milikovsky Levy, Adv.
License No. 35499

*So long as I was not absolved.

Director's Declaration

I, the undersigned, Shmuel Messenberg, ID Number 30233654, of 15, Hefetz Mordechai St., Petah Tikva, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le-Israel B.M. (the "Bank").

1. I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size. My qualifications are as follows: (*education, training, experience*)

BA in Economics and MBA in Business Administration.

Considerable familiarity with the banking industry in general and with the field of credit in particular, by virtue of 34 years working in Bank Mizrachi Tefahot, 13 years of which as a member of the management/ VP, manager of the business division, and manager of credit risks, as well as being a director and chairman of the credit committee of Bank Tefahot. After my retirement from the bank (September 2006) – director of a number of public companies including Bank Mercantile Discount. (Member of the Credit and Auditing committees, chairman of the Risks Management Committee.)

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.
4. The following is my name and signature and all of the above is the truth.

Date: April 18, 2010

Signature of the Declarant _____

Confirmation:

I, Adv. Yair Rabinovitz, hereby confirm that Mr. Shmuel Messenberg, whom I know personally/ who identified himself with ID No. 30233654, after I cautioned him that he must declare the truth and that he will be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my presence.

Date: April 18, 2010

Name and signature of the Advocate _____
(Stamp) Yair Rabinovitz

Advocate and Notary
License Number 9037

Director's Declaration

I, the undersigned, Yehoshua Ne'eman, ID Number 004156865, of 1b, 1B Tirad St., Ramat Gan, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le-Israel B.M. (the "Bank").

1. I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

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

Academic (as set forth in the Appendix and in the brief CV attached hereto).

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.

4. The following is my name and signature and all of the above is the truth.

Date: March 25, 2010

Signature of the Declarant _____

Confirmation:

I, Adv. Menahem Ne'eman, hereby confirm that Yehoshua Ne'eman, whom I know personally, after I cautioned him that he must declare the truth and that he will be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my presence.

Date: March 25, 2010

Name and signature of the Advocate _____

(Stamp) Menahem Ne'eman

Advocate and Notary

License Number 27882

* As long as I have not been dismissed.

Amiad Niv
25 Almaliah St. Jerusalem 93343
Tel. 00-972-50-5764500
Fax. 00-972-2-6245958
toriadi@smile.net.il

Director's Declaration

I, the undersigned, Amiad (Adi) Niv, ID Number 008348435, of Almaliah Street, Cottage 25, in Jerusalem, hereby declare:

My understanding is that I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

My qualifications are:

I am a graduate of the High Advanced Course for Senior Business Management, Hebrew University, Jerusalem.

I have served as the Director-General of the Government Tourism Company.

I have served as a director of the following public companies and in the following positions:

- Director of the Tel Aviv Development Company "Atarim" and a member of its Finance and Budget Committee
- Chairman of the Board of Directors of the Eilat Port Development Company
- Chairman of the Board of Directors of the Old Akko Development Company
- Member of the World Zionist Organization Executive
- Member of the Finance Committee of the Board of Trustees of the Jewish Agency.
- Chairman of the Special Professional Sub-Committee of the World Zionist Organization's Finance and Budget Committee Regarding the Determination of the Budget's Structure.
- Director of the Jewish National Fund, chairman of the Board of Directors Committee for Organization, Administration, Communication and Mobilization of Resources in Israel and Abroad
- Member of the Finance Committee of the Board of Directors of the Jewish National Fund.
- Director of the Israel Land Council

I have served as the Chairman of the Committee for Determining Municipal Boundaries on behalf of the Minister of the Interior for the Jezre'el Regional Council, the Migdal Ha'emek Municipality, and the Yafia Regional Council.

I currently serve as Chairman of the Israeli Institute for Land Policy Research and Land Use by the Jewish National Fund, and as Chairman of the Institute's Supreme Academic Council.

I currently serve as the Chairman of the Israeli Forum for National Land Policy, and as Chairman of the annual national "Jerusalem Conference on Land Policy".

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;

I have not been convicted in a court outside of Israel for bribery, fraud, corporate director crimes or crimes involving exploitation of inside information;

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.

I am not a minor, nor am I legally incompetent.

The following is my name and signature and all of the above is the truth.

Date: 2 March 2010

Signature of the Declarant _____

Confirmation:

I, Adv. Hagai Siton, hereby confirm that Amiad Niv, whom I know personally, after I cautioned him that he must declare the truth and that he will be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my presence.

Jerusalem 3 March 2010

Name and signature of the Advocate _____

(Stamp) Hagai Siton, Advocate

Shapar, Siton, Henig and Filo

8 David Hamelech Street, Jerusalem

License Number 04435

Declaration of director

I, the undersigned Shlomo Ness, Holder of identity card no. 011710738 of 11A Rambam Street, Givat Shmuel

hereby declare in writing, as follows:

I make this declaration as a candidate for election as director in Bank Leumi Le’Israel (hereinafter “**the Bank**”).

1. I have the required skills and I have at my disposal the time required to fulfil my duty as a director in the Bank, noting, inter alia, the scope and size of the Bank’s activity. My skills, as aforesaid, are as follows: *[Education, training, experience]*

Education:

	Degree/Academic diploma	Main profession	Name of institution and place
1.	B.Sc.	Majoring in Economics and Accounting	Bar-Ilan University, Ramat Gan
2.	LL.B.	Majoring in Law	Bar-Ilan University, Ramat Gan
3.	Qualified accountant	Cerified Public Accountants	Auditors’ Council, Ministry of Justice
4.	Qualified lawyer	Advocate	Israeli Bar Association
5.	PhD.	Law	Bar-Ilan University, Ramat Gan
6.	Qualified auditor of data systems – C.I.S.A.		World Association for Oprotection and Audit of Information Systems - USA
7.	Training course for conciliators		Ministry of Justice and Israeli Bar Association

Other training and experience – see details in appendix attached.

2. I have not been convicted in the last five years in an absolute verdict of any of the offences setr forth below, and stipulated in Section 226 to 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, 5737 - 1977 and pursuant to sections 52C, 52D, 53(A) and 54 4 of the Securities Law.
 - 2.2 A conviction in the court outside of Israel on offences of bribery, fraud, managers offences in a company or offences of using insider information.

- 2.3 A conviction in another offence which a court has determined that, by virtue of its nature, gravity or circumstances, I am not fit to serve as a director in a public company.
3. I am not a minor, nor incompetent, and I have not been declared a bankrupt*.
4. This is my name and my signature, and all of the aforesaid is true.

Date 15.4.10,

Shlomo Ness
Signature of person making
declaration

Confirmation

I, Evyatar Kramer, Adv. hereby confirm that Dr. Shlomo Ness
~~who is known to me personally,~~ who has identified him/herself to me with Identity card no. _____, after he/she had been warned that he/she must declare the truth, and that he/she will can expect the penalties provided in the law if he/she does not do so, confirmed the accuracy of his/her declaration above, and signed it in my presence.

Date 15.4.10, Date and signature of lawyer Evyatar Kramer Adv.
Licence No. 46554

* As long as I am not absolved.

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.
My qualifications, as stated (education, training, experience) are described in Annex 1 (C.V. and List of Activities) and in Annex2 (List of Boards of Directors in which service ended during the past five years) which are attached to this declaration and constitute an integral part thereof.
2. I have not been convicted in the last five years in an absolute verdict of any of the offences set forth below, and stipulated in Section 226 to 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, 5737 - 1977 and pursuant to sections 52C, 52D, 53(A) and 54 4 of the Securities Law.
 - 2.2 A conviction in the court outside of Israel on offences of bribery, fraud, managers offences in a company or offences of using insider information.
 - 2.3 A conviction in another offence which a court has determined that, by virtue of its nature, gravity or circumstances, I am not fit to serve as a direnctor in a public company.
3. I am not a minor, nor incompetent, and I have not been declared a bankrupt.
4. This is my name and my signature, and all of the aforesaid is true.

Amos Sapir – ID 003139300

_____/s/_____

Date: 21 March 2010

Confirmation

I, Advocate Yossi Avraham, hereby confirm that Amos Sapir, who is known to me personally and who identified himself with Identity Card Number 003139300, after I warned him that he must declare the truth and that he will be subject to penalties provided in the law if he does not do so, confirmed the accuracy of his declaration above, and signed it in my presence.

Date 21 March 2010,

Date and signature of lawyer Yossi Avraham
Licence no. 6876

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.

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.

1. The following are the details regarding my education, and a specification of my qualifications and professional experience.

Name	Robert Zentler
ID Number	0437012901
Date of birth	24 February 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 – Hebrew University, 1969 M.A. in Economics, with honors – Hebrew University

Summary of main previous employment, including employment during the past five years	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, (Balances Management), Bank of Israel
	1991-2000	Member of Management of Union Bank of Israel (Deputy CEO, Foreign Currency and Risk Management)
	Since 2000	Lecturer in banking, Hebrew University, Ben-Gurion University, member of the board of directors and of the investment committee at "Psagot" and "Tachlit", Provident Fund for Hebrew University Employees (See attached c.v.)

2. I have not been convicted in the last five years in an absolute verdict of any of the offences set forth below, and stipulated in Section 226 to 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, 5737 - 1977 and pursuant to sections 52C, 52D, 53(A) and 54 4 of the Securities Law.
 - 2.2 A conviction in the court outside of Israel on offences of bribery, fraud, managers offences in a company or offences of using insider information.
 - 2.3 A conviction in another offence which a court has determined that, by virtue of its nature, gravity or circumstances, I am not fit to serve as a direnctor in 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 and my signature, and all of the aforesaid is true.

Confirmation

I, Advocate Ron Shviro, hereby confirm that Robert Zentler, who is known to me personally and who identified himself with Identity Card Number _____, after I warned him that he must declare the truth and that he will be subject to penalties provided in the law if he does

not do so, confirmed the accuracy of his declaration above, and signed it in my presence.

Date 22 March 2010,

Date and signature of lawyer Ron Shviro

Director's Declaration

I, the undersigned, Eran Kimchi, ID Number 034302406, of 97, Rothschild Blvd., Tel Aviv, hereby declare in writing as follows:

I make this declaration as a candidate for election as a director of Bank Leumi Le-Israel B.M. (the "Bank").

1. I have the qualifications that are required and the time that is needed to fulfill the position as a Director of the Bank, taking note of, *inter alia*, the scope of the Bank's activity and of its size.

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

- a) BA in Economics from Tel Aviv University.
 - b) MBA in Business Administration from Tel Aviv University.
 - c) I currently serve as a joint CEO in Duchifat T.I. Ltd. – an investment company specializing in equity investments in the secondary market in Israel and in the USA.
 - d) Previous position – investment manager in Lavie and Lavie Investments Ltd. – a company that manages investment portfolios for private clients and for institutions.
 - e) Holder of a portfolio manager's license from the securities authority (currently suspended for the current position).
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.

The following is my name and signature and all of the above is the truth.

Date: April 12, 2010

Signature of the Declarant _____

Confirmation:

I, Adv. Amir Ohana, hereby confirm that Eran Kimchi, whom I know personally, who identified himself with ID No. 034302406, after I cautioned him that he must declare the truth and that he will be subject to penalties prescribed by law if he does not do so, confirmed the truthfulness of his above declaration, and signed it in my

presence.

Date: April 12, 2010

Name and signature of the Advocate _____

(Stamp) Amir Ohana, advocate

License Number 41567

Mobile: 054-7484840

Declaration regarding Qualification to Serve as a Director

I the undersigned Israel (Izzy) Tapuchi, ID Number 000626010, of 13 Emek Refaim Street, Jerusalem 93104, hereby declare, in accordance with Section 224B of the Companies Law - 1999, as follows:

I make this declaration as a candidate for election as a director in Bank Leumi Le-Israel B.M. (“the **Bank**”).

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.

The following are the details regarding my education, and a specification of my qualifications and professional experience.

- 1.1 B.Com., concentrating in Economics, Business Administration and Accounting, University of Melbourne, 1969. Certificate studies at University of Melbourne in financial system computerization and tax and companies law.
- 1.2 CPA – Australia, 1974
- 1.3 CPA – Israel, 1981
- 1.4 Currently a director of the following companies: Paz Oil Company Ltd., Paz Ashdod Oil Refinery, Ltd., Housing and Construction-Holdings, Ltd., Mor Group International Real Estate Ltd., Tapi Investment, Ltd. and Labriz Holdings Ltd.
- 1.5 Member of the Executive [Board] of the British-Israel Chamber of Commerce, Member of the Executive [Board], Israel-Britain Business Council, Member of the Executive [Board] of the Australia-Israel Chamber of Commerce, and Member of the Executive [Board] of the Switzerland-Israel Chamber of Commerce.
- 1.6 Active partner in the management company of Mor Group International Real Estate Ltd.
- 1.7 Past director of the following companies (among others): Harel Insurance Company until 2008, Vaica Medical Ltd. until 2008, Israel Electric Corp. until 2007, Tadiran Communications Ltd. until 2005, MDG Medical Inc. until 2006, Harel Insurance Investments and Financial Services Ltd. until 2008, Strauss Group Ltd until 2008 and Incusoft Ltd. until 2007.

- 1.8 Past CEO and member of the management of the following companies (among others): CEO of Incusoft Ltd. until 2004. (Acting) Chairman of the Board of Directors of Bezeq the Israel Telecommunication Corporation Ltd. until 2000.
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.

In witness thereof I have signed

Date: 14 April 2010 Name of declarant: Israel Tapuchi

Signature of declarant: _____ /s/ _____

Confirmation:

I, Adv. Eyal Raz, hereby confirm that Mr. Israel Tapuchi, whom I know personally, after I cautioned him to declare the truth and that he will be subject to penalties prescribed by law if he does not do so, confirmed the accuracy of the above declaration and signed it in my presence.

_____/s/_____
Name and signature of the Advocate

(Stamp) Eyal Raz, Adv.
License Number 20188
45 Rothschild Boulevard, Tel Aviv 65784
Tel: 03-7109191