

Translation of Immediate Report

T078
Public

Bank Leumi le-Israel B.M.

Registration No. 520018078

Securities of the Corporation are listed on The Tel Aviv Stock Exchange

Abbreviated Name: Leumi

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

Immediate Report re Entity becoming an Interested Party in the Corporation by virtue of Holdings

Regulation 33(e) of the Securities Regulations (Periodic and Immediate Reports),
1970

1. Details of Holder:

- Name of Corporation: Companies in the Meitav D.S. Investments Ltd. Group
- Name of Corporation in English: Meitav D.S. Investments Ltd.
- Type of Identity Number: Registration number with the Israeli Registrar of Companies. Holder is a corporation
- Identity Number: 520043795
- Citizenship/Country of Incorporation or Registration: Israeli corporation
- Address: Discount Tower, 23 Yehuda Halevi Street, Tel Aviv, Israel 65136
- The Holder serves as the representative of other joint shareholders for reporting purposes.
- Name of controlling shareholder in the Interested Party: BRM Group Ltd., Private Company Number 511287542 and Mr. Zvi Stepak, ID. No. 07957319
- Identification number of controlling shareholder in the Interested Party: 511287542

2. Details of the Transaction whereby the Holder became an Interested Party in the Corporation:

- a. Name and Class of Security: Leumi.
- b. Registration number of security on the Tel Aviv Stock Exchange: 604611
- c. Date of the transaction: 24 September 2013
- d. Nature of the Transaction: Increase following purchase on the stock exchange
- e. Number of securities involved in the transaction: 720,835
- f. Price of the transaction: 1,314.60 agurot

g. The shares are not dormant or convertible into dormant shares.

3. A. Holdings of the Interested Party following the Transaction:

Name, Class and Series of Security	No. of Security on Stock Exchange	Amount of Securities	Dormant	Percentage of Holdings		Percentage of Holdings (Fully Diluted)	
				Capital	Voting Rights	Capital	Voting Rights
Leumi	604611	73,875,134	No	5.01	5.01	5.01	5.01
Leumi Subordinated Capital Notes Series 200	6040141	32,421,474	No	0	0	0	0
Leumi Subordinated Capital Notes	6040158	6,668,084	No	0	0	0	0

B. The Holder is a member of an institutional reporting group. The following are the details of its holdings:

Holder	Name, Class and Series of Security	No. of Security on Stock Exchange	Amount of Securities	Dormant
Management companies of joint investment trust funds	Leumi	604611	2,701,978	No
Provident funds and provident fund management companies	Leumi	604611	17,106,969	No
Issuer of index-linked products and a corporation under its control	Leumi	604611	52,538,599	No
Investment portfolio manager	Leumi	604611	1,527,588	No
Provident funds and provident fund management companies	Leumi Subordinated Capital Notes Series 200	6040141	1,492,244	No
Management companies of joint investment trust funds	Leumi Subordinated Capital Notes Series 200	6040141	3,783,590	No
Issuer of index-linked products and a corporation under its control	Leumi Subordinated Capital Notes Series 200	6040141	26,992,640	No
Investment portfolio manager	Leumi Subordinated Capital Notes Series 200	6040141	153,000	No
Provident funds and provident fund management companies	Leumi Subordinated Capital Notes	6040158	2,420,087	No

	Series 201			
Management companies of joint investment trust funds	Leumi Subordinated Capital Notes Series 201	6040158	4,247,997	No

4. The Interested Party holds shares or other securities of a company with activity material to the reporting company's activity.

1.

Name of the held company with activity material to the reporting company's activity: Leumi Finance Co. Ltd.

Type of Identity Number: Registration number with the Israeli Registrar of Companies.

Identity Number: 520028739

Country of Incorporation or Registration: Israeli corporation Country: Israel

Connection to the reporting company: Wholly owned subsidiary

Type of securities – Subordinated notes (Series G) Securities Number: 7410061

Number of securities: 14,100,595 Percentage held of this type of security: 2.74%

Percentage of capital held – 0% Percentage of voting rights held – 0%

2.

Name of the held company with activity material to the reporting company's activity: Leumi Finance Co. Ltd.

Type of Identity Number: Registration number with the Israeli Registrar of Companies.

Identity Number: 520028739

Country of Incorporation or Registration: Israeli corporation Country: Israel

Nature of connection to reporting corporation:

Wholly owned subsidiary

Type of securities – Debentures (Series 176) Securities Number: 7410087

Number of securities: 50,510,148 Percentage held of this type of security: 5.18%

Percentage of capital held – 0% Percentage of voting rights held – 0%

3.

Name of the held company with activity material to the reporting company's activity: Leumi Finance Co. Ltd.

Type of Identity Number: Registration number with the Israeli Registrar of Companies.

Identity Number: 520028739

Country of Incorporation or Registration: Israeli corporation Country: Israel
Nature of connection to reporting corporation:
Wholly owned subsidiary

Type of securities – Subordinated Notes (Series G) Securities Number: 7410152

Number of securities: 153,282,938 Percentage held of this type of security:
7.66%

Percentage of capital held – 0% Percentage of voting rights held – 0%

4.

Name of the held company with activity material to the reporting company's
activity: Leumi Finance Co. Ltd.

Type of Identity Number: Registration number with the Israeli Registrar of
Companies.

Identity Number: 520028739

Country of Incorporation or Registration: Israeli corporation Country: Israel

Connection Nature of connection to reporting corporation:

Wholly owned subsidiary

Type of securities – Subordinated Notes (Series H) Securities Number: 7410160

Number of securities: 114,398,481 Percentage held of this type of security:
5.93%

Percentage of capital held – 0% Percentage of voting rights held – 0%

5.

Name of the held company with activity material to the reporting company's
activity: Leumi Finance Co. Ltd.

Type of Identity Number: Registration number with the Israeli Registrar of
Companies.

Identity Number: 520028739

Country of Incorporation or Registration: Israeli corporation Country: Israel

Nature of connection to reporting corporation:

Wholly owned subsidiary

Type of securities – Subordinated Notes (Series J) Securities Number: 7410186

Number of securities: 169,236,562 Percentage held of this type of security:
8.46%

Percentage of capital held – 0% Percentage of voting rights held – 0%

6.

Name of the held company with activity material to the reporting company's activity: Leumi Finance Co. Ltd.

Type of Identity Number: Registration number with the Israeli Registrar of Companies.

Identity Number: 520028739

Country of Incorporation or Registration: Israeli corporation Country: Israel

Connection to the reporting company: Wholly owned subsidiary

Type of securities – Subordinated Capital Notes (Series 300) Securities Number: 7410202

Number of securities: 31,918,974 Percentage held of this type of security: 3.19%

Percentage of capital held – 0% Percentage of voting rights held – 0%

7.

Name of the held company with activity material to the reporting company's activity: Leumi Finance Co. Ltd.

Type of Identity Number: Registration number with the Israeli Registrar of Companies.

Identity Number: 520028739

Country of Incorporation or Registration: Israeli corporation Country: Israel

Nature of connection to reporting corporation:

Wholly owned subsidiary

Type of securities – Subordinated Capital Notes (Series 301) Securities Number: 7410210

Number of securities: 26,663,795 Percentage held of this type of security: 2.66%

Percentage of capital held – 0% Percentage of voting rights held – 0%

8.

Name of the held company with activity material to the reporting company's activity: Leumi Finance Co. Ltd.

Type of Identity Number: Registration number with the Israeli Registrar of Companies.

Identity Number: 520028739

Country of Incorporation or Registration: Israeli corporation Country: Israel

Nature of connection to reporting corporation:

Wholly owned subsidiary

Type of securities – Subordinated Notes (Series L) Securities Number: 7410228

Number of securities: 198,827,031 Percentage held of this type of security:
6.07%

Percentage of capital held – 0% Percentage of voting rights held – 0%

9.

Name of the held company with activity material to the reporting company's activity: Leumi Finance Co. Ltd.

Type of Identity Number: Registration number with the Israeli Registrar of Companies.

Identity Number: 520028739

Country of Incorporation or Registration: Israeli corporation Country: Israel

Nature of connection to reporting corporation:

Wholly owned subsidiary

Type of securities – Subordinated Notes (Series M) Securities Number: 7410236

Number of securities: 64,710,731 Percentage held of this type of security:
2.93%

Percentage of capital held – 0% Percentage of voting rights held – 0%

10.

Name of the held company with activity material to the reporting company's activity: Leumi Finance Co. Ltd.

Type of Identity Number: Registration number with the Israeli Registrar of Companies.

Identity Number: 520028739

Country of Incorporation or Registration: Israeli corporation Country: Israel

Connection Nature of connection to reporting corporation:

Wholly owned subsidiary

Type of securities – Subordinated Notes (Series N) Securities Number: 7410244

Number of securities: 88,257,208 Percentage held of this type of security:
4.71%

Percentage of capital held – 0% Percentage of voting rights held – 0%

5. Additional details:

Comment regarding the identity of the controlling shareholders of the interested party (as set out in para. 1 above): – The ultimate shareholders in the BRM Group Ltd. are Messieurs: Eli Barkat, ID No. 058368143; Nir Barkat, ID No. 056092430; and Yuval Rakabi ID NO. 058142431, each of whom holds (through companies that he controls) 33.3%.

Date and time at which the corporation first became aware of the matter being the subject of the report: 30 September 2013 Time: 10:33.

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

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

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

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

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