

Summary Translation of Immediate Report

T077
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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6 November 2014

Reference: 2014-01-189960

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

Immediate Report regarding Status of Holdings of Interested Persons and Senior Officers

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

The following is the status report as of 30 September 2014:

- a. Interested Persons in the Corporation (including the CEO and Directors, and including any other employee holding five percent or more of the Corporation's issued share capital or of its voting rights):

No.	Name of Holder	Name, Type and Series of Security	Updated Number of Securities	Holding		Holding (Fully Diluted)	
				% Capital	% Voting Rights	% Capital	% Voting Rights
1.	Government of Israel on behalf of the State of Israel	Leumi	88,830,769	6.03	6.46	6.03	6.46
2.	Brodet David	Leumi	10,103	0.00	0.00	0.00	0.00
3.	Brodet David	PSU 2014	71,232	0.00	0.00	0.00	0.00
4.	Gans ArieH	Leumi	0	0.00	0.00	0.00	0.00
5.	Nardi Yoav	Leumi	0	0.00	0.00	0.00	0.00
6.	Guzman Rami	Leumi	67,850	0.00	0.00	0.00	0.00
7.	Guzman Rami	Leumi Finance Subordinated Capital Notes (Series 201)	28,452	0.00	0.00	0.00	0.00

8.	Russak-Aminoach Rakefet	Leumi	47,123	0.00	0.00	0.00	0.00
9.	Russak-Aminoach Rakefet	PSU 2014	85,367	0.00	0.00	0.01	0.01

Total Holding		Total Holding (Fully Diluted)	
% Capital	% Voting Rights	% Capital	% Voting Rights
6.03	6.46	6.03	6.46

- b. Senior Officers of the Corporation (excluding the CEO and the Directors, and excluding any other employee holding five percent or more of the Corporation's issued share capital or of its voting rights):

The following is the status of the holdings of the Senior Officers in the Corporation:

No.	Name of Holder	Name, Type and Series of Security	Updated Number of Securities	Holding		Holding (Fully Diluted)	
				% Capital	% Voting Rights	% Capital	% Voting Rights
10.	Shlomo Michael Goldfarb	Leumi	75,481	0.01	0.01	0.01	0.01
11.	Shlomo Michael Goldfarb	PSU 2014	18,933	0.00	0.00	0.00	0.00
12.	Nomi Sandhaus	Leumi	3,805	0.00	0.00	0.00	0.00
13.	Nomi Sandhaus	PSU 2014	24,836	0.00	0.00	0.00	0.00
14.	Tsiddon Daniel	Leumi	5,728	0.00	0.00	0.00	0.00
15.	Tsiddon Daniel	PSU 2014	49,491	0.00	0.00	0.00	0.00
16.	Ber Hedva	Leumi	3,780	0.00	0.00	0.00	0.00
17.	Ber Hedva	PSU 2014	26,728	0.00	0.00	0.00	0.00
18.	Haber Yaakov	Leumi	5,086	0.00	0.00	0.00	0.00
19.	Haber Yaakov	PSU 2014	44,028	0.00	0.00	0.00	0.00
20.	Minz Yoel	Leumi	35,311	0.00	0.00	0.00	0.00
21.	Minz Yoel	PSU 2014	38,732	0.00	0.00	0.00	0.00
22.	Cohen Dan	Leumi	11,759	0.00	0.00	0.00	0.00
23.	Cohen Dan	PSU 2014	38,732	0.00	0.00	0.00	0.00

24.	Rudnicki Yael (Ben-Moshe)	Leumi	22,316	0.00	0.00	0.00	0.00
25.	Rudnicki Yael (Ben-Moshe)	PSU 2014	11,549	0.00	0.00	0.00	0.00
26.	Mordechay Sasson	Leumi	38,450	0.00	0.00	0.00	0.00
27.	Mordechay Sasson	PSU 2014	25,833	0.00	0.00	0.00	0.00
28.	Ron Fainaro	Leumi	679	0.00	0.00	0.00	0.00
29.	Ron Fainaro	PSU 2014	38,732	0.00	0.00	0.00	0.00
30.	Ron Fainaro	RSU 2014	25,151	0.00	0.00	0.00	0.00
31.	Tamar Yassur	Leumi	4,115	0.00	0.00	0.00	0.00
32.	Tamar Yassur	PSU 2014	35,469	0.00	0.00	0.00	0.00
33.	Zeev Morag	Leumi	2,609	0.00	0.00	0.00	0.00
34.	Itai Ben Zeev	PSU 2014	25,878	0.00	0.00	0.00	0.00
35.	Dan Yerushalmi	PSU 2014	36,102	0.00	0.00	0.00	0.00
36.	Dan Yerushalmi	RSU 2014	56,263	0.00	0.00	0.00	0.00
37.	Yishak Naor	PSU 2014	12,659	0.00	0.00	0.00	0.00
38.	Shlomo Pergament	Leumi	101,926	0.01	0.01	0.01	0.01

Total Holding		Total Holding (Fully Diluted)	
% Capital	% Voting Rights	% Capital	% Voting Rights
0.02	0.02	0.02	0.02

Notes:

1. **The Government of Israel on behalf of the State of Israel** - Holder number 14:

In accordance with the provisions of the outline for the offering of shares in the Bank to the Bank employees, published on 6 April 2011, during the lock-up period for the shares, and for so long as the State's holdings in the Bank exceed 5%, the State's representative is given an irrevocable power of attorney to vote the shares that have been sold as stated and to make use of the right to appoint directors by virtue of the shares.

2. **David Brodet** - Holder number 2 and 3:

Holdings in a held company with activity material to the Bank:

Name of security	Security number	Balance of holdings	Percentage of all securities
Leumi Finance Subordinated Notes (Series H)	7410160	97,000	0.01
Leumi Finance Subordinated Notes (Series J)	7410186	50,000	0.00

3. **Arieh Gans** - Holder number 4:

Holdings in a held company with activity material to the Bank:

Name of security	Security number	Balance of holdings	Percentage of all securities
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	232,361	0.02

4. **Yoav Nardi** - Holder number 5:

Holdings in a held company with activity material to the Bank:

Name of security	Security number	Balance of holdings	Percentage of all securities
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	98,000	0.01
Leumi Finance Subordinated Notes (Series M)	7410236	100,000	0.02

5. **Rami Avraham Guzman** – Holder numbers 6-7:

Holdings in a held company with activity material to the Bank:

Name of security	Security number	Balance of holdings	Percentage of all securities
Leumi Finance Subordinated Notes (Series J)	7410186	18,809	0.00
Leumi Finance Subordinated Notes (Series L)	7410244	16,825	0.00

6. **Shlomo Michael Goldfarb** – Holder numbers 10-11:

Name of security	Security number	Balance of holdings	Percentage of all securities
Leumi Finance Subordinated Notes (Series H)	7410160	169,650	0.00
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	89,405	0.00

7. **Shlomo Pergament** – Holder number 38:

Name of security	Security number	Balance of holdings	Percentage of all securities
Leumi Finance Subordinated Notes (Series H)	7410160	125,219	0.01
Leumi Finance Subordinated Notes (Series L)	7410228	166,000	0.01

As of the date of the submission of this report, and in accordance with the provisions of the law, the Corporation's controlling shareholder is:

1.

As of March 24 2012, the Corporation is a banking corporation without a Controlling Core.

Identity number of the controlling shareholder: Other identity number: 0

Control has not been transferred during the period described in the report.

1. A portion of the shares held by the Chairman of the Board of Directors and by the Bank's Corporate Officers are locked-up for a period of 4 years from the date of their purchase – see the report dated 6 June 2011, Reference No. 2011- 01-178323.
2. Additional details regarding the Corporation being a banking corporation without a control core, see the report dated 25 March 2012, Reference No. 2012-01-077406.
3. For the report on the holdings in a banking corporation without a controlling core, see the report dated 8 April 2014, Reference No. 2013-01-042378.
4. Pursuant to the Immediate Report submitted by the Bank on 31 March 2014 regarding the Material Private Offering Report approved by the Bank's Board of Directors on 30 March 2014 (Reference No. 2014-01-030870) (hereinafter: "the Private Offering Report"), the Bank, on 13 April 2014, allotted 657,869 PSU units and 81,414 RSU units (hereinafter, together: "the PSU units and the RSU units") to the Trustee, ESOP Management and Trust Services Ltd., Private Company No. 51-369953-8, on behalf of the Offerees, as such are described in the Private Offering Report (hereinafter: "the Offerees"). The percentage of holdings, fully diluted, takes these units into consideration.
5. The number of shares that will be issued following the vesting of the PSU units and the RSU units that have been allotted is based on the assumption that all the

PSU units and the RSU units that have been allotted pursuant to the Private Offering Report have vested, and on the assumption that the maximum possible number of shares are allotted, such that each PSU unit and each RSU unit vests into a single ordinary share of the Bank, with a nominal value of NIS 1.0 each.

The vesting of the PSU units is subject to the conditions set out in section 1.3.4 of the Private Offering Report. Additionally, on each vesting date, assuming the conditions described in section 1.3.4 are met, as stated, the Offerees will be entitled to receive the shares that result from the vesting of the said tranche as described in section 1.3.5 of the Private Offering Report.

The vesting of the RSU units is subject to the conditions set out in section 2.2.4 of the Private Offering Report. Additionally, on each vesting date, assuming the conditions described in section 2.2.4 are met, as stated, the Offerees will be entitled to receive the shares that result from the vesting of the said tranche as described in section 2.2.5 of the Private Offering Report.

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 Group and of the Bank.

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

The Hebrew report includes additional details, including, inter alia, additional information regarding each Interested Person, and details of the changes in their holdings as compared with the previous Report.