

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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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 31 January 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.	Shlomo Eliahu Holdings Ltd.	Leumi	40,927,185	2.78	0.00	2.78	0.00
2.	Migdal Insurance and Financial Holdings Ltd. – profit sharing life insurance	Leumi	40,528,881	2.75	2.75	2.75	2.75

3.	Migdal Insurance and Financial Holdings Ltd. – nostro	Leumi	2,180,662	0.15	0.15	0.15	0.15
4.	Migdal Insurance and Financial Holdings Ltd. – provident funds	Leumi	24,101,657	1.64	1.64	1.64	1.64
5.	Migdal Insurance and Financial Holdings Ltd. – mutual funds	Leumi	5,406,151	0.37	0.37	0.37	0.37
6.	Migdal Insurance and Financial Holdings Ltd. – profit sharing life insurance	Leumi Finance Subordinated Capital Notes (Series 200)	159,647,712	0.00	0.00	0.00	0.00
7.	Migdal Insurance and Financial Holdings Ltd. – nostro	Leumi Finance Subordinated Capital Notes (Series 200)	1,437,387	0.00	0.00	0.00	0.00
8.	Migdal Insurance and Financial Holdings Ltd. – provident funds	Leumi Finance Subordinated Capital Notes (Series 200)	43,530,523	0.00	0.00	0.00	0.00
9.	Migdal Insurance and Financial Holdings Ltd. – mutual funds	Leumi Finance Subordinated Capital Notes (Series 200)	17,899,975	0.00	0.00	0.00	0.00
10.	Migdal Insurance and Financial Holdings Ltd. – profit sharing life insurance	Leumi Finance Subordinated Capital Notes (Series 201)	120,258,300	0.00	0.00	0.00	0.00
11.	Migdal Insurance and Financial Holdings Ltd. – nostro	Leumi Finance Subordinated Capital Notes (Series 201)	5,939,923	0.00	0.00	0.00	0.00

12.	Migdal Insurance and Financial Holdings Ltd. – provident funds	Leumi Finance Subordinated Capital Notes (Series 201)	38,991,973	0.00	0.00	0.00	0.00
13.	Migdal Insurance and Financial Holdings Ltd. – mutual funds	Leumi Finance Subordinated Capital Notes (Series 201)	808,000	0.00	0.00	0.00	0.00
14.	Government of Israel on behalf of the State of Israel	Leumi	88,830,769	6.03	6.46	6.03	6.46
15.	Companies in the Psagot Investment House Ltd. Group – ETF's	Leumi	66,209,218	4.49	4.49	4.49	4.49
16.	Companies in the Psagot Investment House Ltd. Group – provident funds	Leumi	26,173,247.9	1.78	1.78	1.78	1.78
17.	Companies in the Psagot Investment House Ltd. Group - mutual funds	Leumi	3,016,402	0.20	0.20	0.20	0.20
18.	Companies in the Psagot Investment House Ltd. Group – ETF's	Leumi Finance Subordinated Capital Notes (Series 200)	33,399,248	0.00	0.00	0.00	0.00
19.	Companies in the Psagot Investment House Ltd. Group – provident funds	Leumi Finance Subordinated Capital Notes (Series 200)	44,929,804	0.00	0.00	0.00	0.00

20.	Companies in the Psagot Investment House Ltd. Group – mutual funds	Leumi Finance Subordinated Capital Notes (Series 200)	4,779,504	0.00	0.00	0.00	0.00
21.	Companies in the Psagot Investment House Ltd. Group – provident funds	Leumi Finance Subordinated Capital Notes (Series 201)	32,758,964	0.00	0.00	0.00	0.00
22.	Companies in the Psagot Investment House Ltd. Group – mutual funds	Leumi Finance Subordinated Capital Notes (Series 201)	4,841,471	0.00	0.00	0.00	0.00
23.	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – nostro	Leumi	1,296,645	0.09	0.09	0.09	0.09
24.	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – profit sharing life insurance	Leumi	856,883	0.06	0.06	0.06	0.06
25.	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – provident funds	Leumi	41,835,811	2.84	2.84	2.84	2.84
26.	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – mutual funds	Leumi	4,698,540	0.32	0.32	0.32	0.32
27.	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – ETF's	Leumi	26,758,254	1.82	1.82	1.82	1.82

28.	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – nostro	Leumi Finance Subordinated Capital Notes (Series 200)	1,223,202	0.00	0.00	0.00	0.00
29.	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – profit sharing life insurance	Leumi Finance Subordinated Capital Notes (Series 200)	275,324	0.00	0.00	0.00	0.00
30.	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – provident funds	Leumi Finance Subordinated Capital Notes (Series 200)	4,254,193	0.00	0.00	0.00	0.00
31	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – mutual funds	Leumi Finance Subordinated Capital Notes (Series 200)	33,883,927	0.00	0.00	0.00	0.00
32	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – ETF's	Leumi Finance Subordinated Capital Notes (Series 200)	12,845,574	0.00	0.00	0.00	0.00
33	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – profit sharing life insurance	Leumi Finance Subordinated Capital Notes (Series 201)	1,576,360	0.00	0.00	0.00	0.00
34	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – provident funds	Leumi Finance Subordinated Capital Notes (Series 201)	22,351,339	0.00	0.00	0.00	0.00

35.	Companies in the Harel Insurance Investments & Financial Services Ltd. Group – mutual funds	Leumi Finance Subordinated Capital Notes (Series 201)	59,884,299	0.00	0.00	0.00	0.00
36.	Brodet David	Leumi	10,103	0.00	0.00	0.00	0.00
37.	Gans Arieh	Leumi	0	0.00	0.00	0.00	0.00
38.	Nardi Yoav	Leumi	0	0.00	0.00	0.00	0.00
39.	Guzman Rami	Leumi	67,850	0.00	0.00	0.00	0.00
40.	Guzman Rami	Leumi Finance Subordinated Capital Notes (Series 201)	28,452	0.00	0.00	0.00	0.00
41.	Russak-Aminoach Rakefet	Leumi	47,123	0.00	0.00	0.00	0.00

Total Holding		Total Holding (Fully Diluted)	
% Capital	% Voting Rights	% Capital	% Voting Rights
25.32	22.97	25.32	22.97

- 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	<u>Holding</u> (Fully Diluted)			
				% Capital	% Voting Rights	% Capital	% Voting Rights
42.	Altman Gideon	Leumi	17,288	0.00	0.00	0.00	0.00
43.	Shlomo Michael Goldfarb	Leumi	75,481	0.00	0.00	0.00	0.00
44.	Nomi Sandhaus	Leumi	3,805	0.00	0.00	0.00	0.00
45.	Tsiddon Daniel	Leumi	5,728	0.00	0.00	0.00	0.00
46.	Aboulafia Eyal Itzhak	Leumi	32,940	0.00	0.00	0.00	0.00
47.	Ber Hedva	Leumi	3,780	0.00	0.00	0.00	0.00

48.	Haber Yaakov	Leumi	5,086	0.00	0.00	0.00	0.00
49.	Minz Yoel	Leumi	35,311	0.00	0.00	0.00	0.00
50.	Pergament Shlomo	Leumi	101,926	0.01	0.01	0.01	0.01
51.	Cohen Dan	Leumi	11,759	0.00	0.00	0.00	0.00
52.	Rudnicki Yael (Ben-Moshe)	Leumi	22,316	0.00	0.00	0.00	0.00
53.	Meira Karni Pesia	Leumi	3,737	0.00	0.00	0.00	0.00
54.	Mordechay Sasson	Leumi	38,450	0.00	0.00	0.00	0.00
55.	Ron Fainaro	Leumi	679	0.00	0.00	0.00	0.00
56.	Tamar Yassur	Leumi	4,115	0.00	0.00	0.00	0.00

Total Holding		Total Holding (Fully Diluted)	
% Capital	% Voting Rights	% Capital	% Voting Rights
0.01	0.01	0.01	0.01

Notes:

1. **Shlomo Eliahu Holdings Ltd.** - Holder number 1.
 - a. 40,927,185 ordinary Bank shares of NIS 1 nominal value each are held by Shlomo Eliahu Holdings Ltd., subject to a letter of trust, as described in the Letter of Trust and Irrevocable Authorization (see the Immediate Report dated 21 October 2012 (Reference No.: 2012-01-259875), which entered into effect on 29 October 2012 (see the Immediate Report dated 29 October 2012 (Reference No.: 2012-01-266478) regarding the completion of a transaction for the purchase of control of Migdal Insurance and Financial Holdings Ltd. which is an “insurer corporation” and which has direct or indirect holdings in the Bank and/or controls companies that have such holdings) and in consequence of which the Permit for Holding Means of Control issued by the Bank of Israel entered into effect. Note that in accordance with the provision of the said Permit (see the Immediate Report dated 24 October 2012 (Reference No.: 2012-01-262707), the right to participate in the Bank’s general meetings, and the right to vote and to nominate candidates for service as directors of the Bank, and other rights that are conferred upon the holders by virtue of their holdings of relevant means of control, excluding (a) the right to dividends that may be distributed, if such are distributed, by the bank, and (b) the right to consideration for the sale of the relevant means of control, will not be exercised by the holders or by the trustee during the first trust period, or during the second trust period if there is such.
In light of the above, the voting rights of other shareholders at general meetings of the Bank will be affected and will be relatively greater in practice.
 - b. The controlling shareholder of Holdings is Mr. Shlomo Eliahu, ID Number 43661602 (83.3%) and the controlling shareholder of Eliahu Insurance Company Ltd. (“Insurance”) is Holdings (61.7% of the ordinary shares), and

Mr. Shlomo Eliahu (98% of the Management Shares and 25.14% of the ordinary shares).

2. **Migdal Insurance & Financial Holdings Ltd. – profit sharing life insurance accounts – Holder Number 2**

Type of Holder: Profit sharing life insurance accounts

- a. The controlling shareholder of Migdal Insurance and Financial Holdings Co. Ltd. is Eliahu Insurance Company Ltd. (“Insurance”) (a subsidiary of Shlomo Eliahu Holdings Ltd. (“Holdings”)) – see the Bank’s Immediate Report of 29 October 2012 Regarding a Notice From an Interested Party – Eliahu Group (Reference No. 2012-01-266478).
- b. The controlling shareholder of Holdings is Mr. Shlomo Eliahu, ID Number 43661602 (83.3%). The controlling shareholder of Insurance is Holdings (61.7% of the ordinary shares), and Mr. Shlomo Eliahu (98% of the Management Shares and 25.14% of the ordinary shares).
- c. Holdings of profit sharing life insurance accounts 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 C)	7410061	44,981,711	8.75
Leumi Finance Debentures (Series 176)	7410087	80,325	0.01
Leumi Finance Subordinated Notes (Series G)	7410152	13,045,211	0.65
Leumi Finance Subordinated Notes (Series H)	7410160	145,332,024	7.53
Leumi Finance Subordinated Notes (Series J)	7410186	10,323,330	0.52
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	60,651,572	6.07
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	10,348,796	1.03
Leumi Finance Subordinated Notes (Series L)	7410228	151,556,775	4.63
Leumi Finance Subordinated Notes (Series M)	7410236	64,892,310	2.94
Leumi Finance Subordinated Notes (Series N)	7410244	19,540,929	1.04

3. **Migdal Insurance & Financial Holdings Ltd. – Nostro** – Holder Number 3

Type of Holder: Nostro account

- a. The controlling shareholder of Migdal Insurance and Financial Holdings Co. Ltd. is Eliahu Insurance Company Ltd. (“Insurance”) (a subsidiary of Shlomo Eliahu Holdings Ltd. (“Holdings”)) – see the Bank’s Immediate Report of 29 October 2012 Regarding a Notice From an Interested Party – Eliahu Group (Reference No. 2012-01-266478).
- b. The controlling shareholder of Holdings is Mr. Shlomo Eliahu, ID Number 43661602 (83.3%). The controlling shareholder of Insurance is Holdings (61.7% of the ordinary shares), and Mr. Shlomo Eliahu (98% of the Management Shares and 25.14% of the ordinary shares).
- c. Holdings in the nostro account 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 C)	7410061	21,548,190	4.19
Leumi Finance Debentures (Series 176)	7410087	-	0.00
Leumi Finance Subordinated Notes (Series G)	7410152	39,875,587	1.99
Leumi Finance Subordinated Notes (Series H)	7410160	81,337,379	4.22
Leumi Finance Subordinated Notes (Series J)	7410186	47,478,504	2.37
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	811,436	0.08
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	3,330,000	0.33
Leumi Finance Subordinated Notes (Series L)	7410228	11,058,798	0.34
Leumi Finance Subordinated Notes (Series M)	7410236	15,734,675	0.71
Leumi Finance Subordinated Notes (Series N)	7410244	18,101,650	0.97

4. **Migdal Insurance & Financial Holdings Ltd. – Provident funds – Holder Number 4**

Type of Holder: Provident funds and provident fund management companies

- a. The controlling shareholder of Migdal Insurance and Financial Holdings Co. Ltd. is Eliahu Insurance Company Ltd. (“Insurance”) (a subsidiary of Shlomo Eliahu Holdings Ltd. (“Holdings”)) – see the Bank’s Immediate Report of 29 October 2012 Regarding a Notice From an Interested Party – Eliahu Group (Reference No. 2012-01-266478).
- b. The controlling shareholder of Holdings is Mr. Shlomo Eliahu, ID Number 43661602 (83.3%). The controlling shareholder of Insurance is Holdings (61.7% of the ordinary shares), and Mr. Shlomo Eliahu (98% of the Management Shares and 25.14% of the ordinary shares).
- c. Holdings of provident funds and provident fund management companies 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 C)	7410061	9,965,800	1.94
Leumi Finance Debentures (Series 176)	7410087	1,902,928	0.26
Leumi Finance Subordinated Notes (Series G)	7410152	28,499,397	1.42
Leumi Finance Subordinated Notes (Series H)	7410160	77,274,165	4.01
Leumi Finance Subordinated Notes (Series J)	7410186	2,524,550	0.13
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	56,683,506	5.67
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	2,192,372	0.22
Leumi Finance Subordinated Notes (Series L)	7410228	88,823,897	2.71

Leumi Finance Subordinated Notes (Series M)	7410236	33,115,388	1.50
Leumi Finance Subordinated Notes (Series N)	7410244	2,710,494	0.14

5. **Migdal Insurance & Financial Holdings Ltd. – Mutual funds – Holder Number 5**

Type of Holder: Mutual fund management companies

- The controlling shareholder of Migdal Insurance and Financial Holdings Co. Ltd. is Eliahu Insurance Company Ltd. (“Insurance”) (a subsidiary of Shlomo Eliahu Holdings Ltd. (“Holdings”)) – see the Bank’s Immediate Report of 29 October 2012 Regarding a Notice From an Interested Party – Eliahu Group (Reference No. 2012-01-266478).
- The controlling shareholder of Holdings is Mr. Shlomo Eliahu, ID Number 43661602 (83.3%). The controlling shareholder of Insurance is Holdings (61.7% of the ordinary shares), and Mr. Shlomo Eliahu (98% of the Management Shares and 25.14% of the ordinary shares).
- Holdings of mutual fund management companies 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 C)	7410061	9,640,167	1.88
Leumi Finance Debentures (Series 176)	7410087	12,832,876	1.75
Leumi Finance Subordinated Notes (Series G)	7410152	31,594,027	1.58
Leumi Finance Subordinated Notes (Series H)	7410160	56,388,303	2.92
Leumi Finance Subordinated Notes (Series J)	7410186	60,484,139	3.02
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	12,849,185	1.28
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	1,133,177	0.11
Leumi Finance Subordinated Notes (Series L)	7410228	98,340,967	3.01

Leumi Finance Subordinated Notes (Series M)	7410236	65,543,454	2.97
Leumi Finance Subordinated Notes (Series N)	7410244	20,249,763	1.08

6. **Migdal Insurance & Financial Holdings Ltd. – Profit sharing life insurance accounts** - Holder Numbers 6 and 10:

Type of Holder: Profit sharing life insurance accounts

- a. The controlling shareholder of Migdal Insurance and Financial Holdings Co. Ltd. is Eliahu Insurance Company Ltd. (“Insurance”) (a subsidiary of Shlomo Eliahu Holdings Ltd. (“Holdings”)) – see the Bank’s Immediate Report of 29 October 2012 Regarding a Notice From an Interested Party – Eliahu Group (Reference No. 2012-01-266478).
- b. The controlling shareholder of Holdings is Mr. Shlomo Eliahu, ID Number 43661602 (83.3%). The controlling shareholder of Insurance is Holdings (61.7% of the ordinary shares), and Mr. Shlomo Eliahu (98% of the Management Shares and 25.14% of the ordinary shares).

7. **Migdal Insurance & Financial Holdings Ltd. – Nostro** – Holder Numbers 7 and 11:

Type of Holder: Nostro account

- a. The controlling shareholder of Migdal Insurance and Financial Holdings Co. Ltd. is Eliahu Insurance Company Ltd. (“Insurance”) (a subsidiary of Shlomo Eliahu Holdings Ltd. (“Holdings”)) – see the Bank’s Immediate Report of 29 October 2012 Regarding a Notice From an Interested Party – Eliahu Group (Reference No. 2012-01-266478).
- b. The controlling shareholder of Holdings is Mr. Shlomo Eliahu, ID Number 43661602 (83.3%). The controlling shareholder of Insurance is Holdings (61.7% of the ordinary shares), and Mr. Shlomo Eliahu (98% of the Management Shares and 25.14% of the ordinary shares).

8. **Migdal Insurance & Financial Holdings Ltd. – Provident funds** Holder Numbers 8 and 12:

Type of Holder: Provident funds and provident fund management companies

- a. The controlling shareholder of Migdal Insurance and Financial Holdings Co. Ltd. is Eliahu Insurance Company Ltd. (“Insurance”) (a subsidiary of Shlomo Eliahu Holdings Ltd. (“Holdings”)) – see the Bank’s Immediate Report of 29 October 2012 Regarding a Notice From an Interested Party – Eliahu Group (Reference No. 2012-01-266478).

- b. The controlling shareholder of Holdings is Mr. Shlomo Eliahu, ID Number 43661602 (83.3%). The controlling shareholder of Insurance is Holdings (61.7% of the ordinary shares), and Mr. Shlomo Eliahu (98% of the Management Shares and 25.14% of the ordinary shares).

9. **Migdal Insurance & Financial Holdings Ltd. – Mutual funds - Holder Numbers 9 and 13:**

Type of Holder: Mutual fund management companies

- a. The controlling shareholder of Migdal Insurance and Financial Holdings Co. Ltd. is Eliahu Insurance Company Ltd. (“Insurance”) (a subsidiary of Shlomo Eliahu Holdings Ltd. (“Holdings”)) – see the Bank’s Immediate Report of 29 October 2012 Regarding a Notice From an Interested Party – Eliahu Group (Reference No. 2012-01-266478).
- b. The controlling shareholder of Holdings is Mr. Shlomo Eliahu, ID Number 43661602 (83.3%). The controlling shareholder of Insurance is Holdings (61.7% of the ordinary shares), and Mr. Shlomo Eliahu (98% of the Management Shares and 25.14% of the ordinary shares).

11. **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.

12. **Companies in the Psagot Investment House Ltd. Group – ETF’s – Holder Numbers 15 and 18**

Type of Holder: Issuer of index-linked products and a corporation under its control

The (indirect) controlling shareholders of companies in the Psagot Investment House Ltd. Group are Messieurs: Martin Halusa ((Austrian) Passport No. P2351651), Ian Martin Lloyd Jones ((British) Passport No. 099021261), Niko Alexander Michael Hansen ((German) Passport No. 951583384), Michael Roberts Phillips ((Canadian) Passport No. BA523227).

See the Bank’s Immediate Report dated 6 May 2013 regarding an entity becoming an interested party in the corporation by virtue of its holdings. (Reference No. 2013-01-055216)

Holdings of an issuer of index-linked products and a corporation under its control 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 C)	7410061	2,136,937	0.42
Leumi Finance Debentures (Series 176)	7410087	2,778,755	0.38
Leumi Finance Subordinated Notes (Series G)	7410152	47,180,445	2.36
Leumi Finance Subordinated Notes (Series H)	7410160	71,345,328	3.70
Leumi Finance Subordinated Notes (Series J)	7410186	47,180,552	2.36
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	4,155,560	0.42
Leumi Finance Subordinated Notes (Series L)	7410228	118,996,958	3.64
Leumi Finance Subordinated Notes (Series M)	7410236	46,834,123	2.12
Leumi Finance Subordinated Notes (Series N)	7410244	44,182,628	2.36

13. **Companies in the Psagot Investment House Ltd. Group – provident funds**
– Holder Numbers 16, 19 and 21

Type of Holder: Provident funds and provident fund management companies

The (indirect) controlling shareholders of companies in the Psagot Investment House Ltd. Group are Messieurs: Martin Halusa ((Austrian) Passport No. P2351651), Ian Martin Lloyd Jones ((British) Passport No. 099021261), Niko Alexander Michael Hansen ((German) Passport No. 951583384), Michael Roberts Phillips ((Canadian) Passport No. BA523227).

See the Bank's Immediate Report dated 6 May 2013 regarding an entity becoming an interested party in the corporation by virtue of its holdings. (Reference No. 2013-01-055216)

Holdings of provident funds and provident fund management companies 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 C)	7410061	40,002,920	7.78
Leumi Finance Debentures (Series 176)	7410087	1,905,314	0.26
Leumi Finance Subordinated Notes (Series G)	7410152	51,729,731	2.59
Leumi Finance Subordinated Notes (Series H)	7410160	12,684,039	0.66
Leumi Finance Subordinated Notes (Series J)	7410186	100,879,774	5.04
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	24,738,322	2.47
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	33,720,401	3.37
Leumi Finance Subordinated Notes (Series L)	7410228	84,477,406	2.58
Leumi Finance Subordinated Notes (Series M)	7410236	81,748,817	3.71
Leumi Finance Subordinated Notes (Series N)	7410244	111,939,549	5.98

14. **Companies in the Psagot Investment House Ltd. Group – mutual funds**
Holder Numbers 17, 20 and 22

Type of Holder: Mutual fund management companies

The (indirect) controlling shareholders of companies in the Psagot Investment House Ltd. Group are Messieurs: Martin Halusa ((Austrian) Passport No. P2351651), Ian Martin Lloyd Jones ((British) Passport No. 099021261), Niko Alexander Michael Hansen ((German) Passport No. 951583384), Michael Roberts Phillips ((Canadian) Passport No. BA523227).

See the Bank's Immediate Report dated 6 May 2013 regarding an entity becoming an interested party in the corporation by virtue of its holdings. (Reference No. 2013-01-055216)

Holdings of mutual funds management companies 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 C)	7410061	9,159,763	1.78
Leumi Finance Debentures (Series 176)	7410087	6,175,173	0.84
Leumi Finance Subordinated Notes (Series G)	7410152	69,498,151	3.47
Leumi Finance Subordinated Notes (Series H)	7410160	36,652,916	1.90
Leumi Finance Subordinated Notes (Series J)	7410186	72,555,968	3.63
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	11,038,719	1.10
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	15,360,155	1.54
Leumi Finance Subordinated Notes (Series L)	7410228	20,484,719	0.63
Leumi Finance Subordinated Notes (Series M)	7410236	14,069,174	0.64
Leumi Finance Subordinated Notes (Series N)	7410244	1,773,123	0.09

15. **Companies in the Harel Insurance Investments & Financial Services Ltd. Group – Nostro – Holder Numbers 23 and 28**

Type of Holder: Nostro account

The controlling shareholders of companies in the Harel Insurance Investments & Financial Services Ltd. Group are Yair Hamburger (ID No. 007048671),

Gidon Hamburger (ID No. 007048663) and Nurit Manor (ID. No. 051171312). The controlling shareholders listed in the paragraph hold some of their holdings directly, and most of their holdings through G.Y.N. Financial Consulting and Management Ltd., Private Company No. 51-017944-3, which is wholly controlled by them.

See the Bank's Immediate Report dated 5 January 2014 regarding an entity becoming an interested party in the corporation by virtue of its holdings. (Reference No. 2014-01-004171).

Holdings in the nostro account 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 C)	7410061	20,722,695	4.03
Leumi Finance Debentures (Series 176)	7410087	13,130,194	1.80
Leumi Finance Subordinated Notes (Series G)	7410152	1,243,947	0.06
Leumi Finance Subordinated Notes (Series H)	7410160	6,296,701	0.33
Leumi Finance Subordinated Notes (Series J)	7410186	20,159,663	1.01
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	18,787	0.00
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	185,770	0.02
Leumi Finance Subordinated Notes (Series L)	7410228	30,963,048	0.95
Leumi Finance Subordinated Notes (Series N)	7410244	57,332,687	3.06

16. **Companies in the Harel Insurance Investments & Financial Services Ltd. Group – profit sharing life insurance accounts – Holder Numbers 24, 29 and 33**

Type of Holder: profit sharing life insurance accounts

The controlling shareholders of companies in the Harel Insurance Investments & Financial Services Ltd. Group are Yair Hamburger (ID No. 007048671), Gidon Hamburger (ID No. 007048663) and Nurit Manor (ID. No. 051171312). The controlling shareholders listed in the paragraph hold some of their holdings directly, and most of their holdings through G.Y.N. Financial Consulting and Management Ltd., Private Company No. 51-017944-3, which is wholly controlled by them.

See the Bank's Immediate Report dated 5 January 2014 regarding an entity becoming an interested party in the corporation by virtue of its holdings. (Reference No. 2014-01-004171).

Holdings of profit sharing life insurance accounts 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 C)	7410061	1,775,000	0.35
Leumi Finance Debentures (Series 176)	7410087	3,401,399	0.47
Leumi Finance Subordinated Notes (Series G)	7410152	6,707,729	0.34
Leumi Finance Subordinated Notes (Series H)	7410160	7,025,556	0.36
Leumi Finance Subordinated Notes (Series J)	7410186	9,406,162	0.47
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	1,258,598	0.13
Leumi Finance Subordinated Notes (Series L)	7410228	2,868,105	0.09

17. **Companies in the Harel Insurance Investments & Financial Services Ltd. Group – Provident funds – Holder Numbers 25, 30 and 34**

Type of Holder: Provident funds and provident fund management companies

The controlling shareholders of companies in the Harel Insurance Investments & Financial Services Ltd. Group are Yair Hamburger (ID No. 007048671), Gidon Hamburger (ID No. 007048663) and Nurit Manor (ID. No. 051171312). The controlling shareholders listed in the paragraph hold some of

their holdings directly, and most of their holdings through G.Y.N. Financial Consulting and Management Ltd., Private Company No. 51-017944-3, which is wholly controlled by them.

See the Bank's Immediate Report dated 5 January 2014 regarding an entity becoming an interested party in the corporation by virtue of its holdings. (Reference No. 2014-01-004171).

Holdings of provident funds and provident fund management companies 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 C)	7410061	26,891,761	5.23
Leumi Finance Debentures (Series 176)	7410087	33,227,372	4.54
Leumi Finance Subordinated Notes (Series G)	7410152	97,777,889	4.89
Leumi Finance Subordinated Notes (Series H)	7410160	85,979,972	4.46
Leumi Finance Subordinated Notes (Series J)	7410186	138,841,771	6.94
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	345,920	0.03
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	15,982,304	1.60
Leumi Finance Subordinated Notes (Series L)	7410228	42,954,998	1.31
Leumi Finance Subordinated Notes (Series M)	7410236	1,293,254	0.06

18. **Companies in the Harel Insurance Investments & Financial Services Ltd. Group – Mutual funds – Holder Numbers 26, 31 and 35**

Type of Holder: Mutual fund management companies

The controlling shareholders of companies in the Harel Insurance Investments & Financial Services Ltd. Group are Yair Hamburger (ID No. 007048671),

Gidon Hamburger (ID No. 007048663) and Nurit Manor (ID. No. 051171312). The controlling shareholders listed in the paragraph hold some of their holdings directly, and most of their holdings through G.Y.N. Financial Consulting and Management Ltd., Private Company No. 51-017944-3, which is wholly controlled by them.

See the Bank's Immediate Report dated 5 January 2014 regarding an entity becoming an interested party in the corporation by virtue of its holdings. (Reference No. 2014-01-004171).

Holdings of mutual fund management companies 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 C)	7410061	13,406,118	2.61
Leumi Finance Debentures (Series 176)	7410087	6,469,890	0.88
Leumi Finance Subordinated Notes (Series G)	7410152	60,900,356	3.05
Leumi Finance Subordinated Notes (Series H)	7410160	55,836,413	2.89
Leumi Finance Subordinated Notes (Series J)	7410186	39,164,245	1.96
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	10,650,110	1.07
Leumi Finance Subordinated Capital Notes (Series 301)	7410210	19,980,383	2.00
Leumi Finance Subordinated Notes (Series L)	7410228	73,293,886	2.24
Leumi Finance Subordinated Notes (Series M)	7410236	40,388,903	1.83
Leumi Finance Subordinated Notes (Series N)	7410244	3,746,843	0.20

19. **Companies in the Harel Insurance Investments & Financial Services Ltd. Group – ETF's – Holder Numbers 27 and 32**

Type of Holder: Issuer of index-linked products and a corporation under its control

The controlling shareholders of companies in the Harel Insurance Investments & Financial Services Ltd. Group are Yair Hamburger (ID No. 007048671), Gidon Hamburger (ID No. 007048663) and Nurit Manor (ID. No. 051171312). The controlling shareholders listed in the paragraph hold some of their holdings directly, and most of their holdings through G.Y.N. Financial Consulting and Management Ltd., Private Company No. 51-017944-3, which is wholly controlled by them.

See the Bank's Immediate Report dated 5 January 2014 regarding an entity becoming an interested party in the corporation by virtue of its holdings. (Reference No. 2014-01-004171).

Holdings of an issuer of index-linked products and a corporation under its control 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 C)	7410061	2,857,025	0.56
Leumi Finance Debentures (Series 176)	7410087	3,632,976	0.50
Leumi Finance Subordinated Notes (Series G)	7410152	18,286,664	0.91
Leumi Finance Subordinated Notes (Series H)	7410160	28,175,391	1.46
Leumi Finance Subordinated Notes (Series J)	7410186	18,420,312	0.92
Leumi Finance Subordinated Capital Notes (Series 300)	7410202	4,618,182	0.46
Leumi Finance Subordinated Notes (Series L)	7410228	47,107,804	1.44

Leumi Finance Subordinated Notes (Series M)	7410236	19,385,477	0.88
Leumi Finance Subordinated Notes (Series N)	7410244	17,351,843	0.93

19. **David Brodet** - Holder number 36:

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

20. **Arieh Gans** - Holder number 37:

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

21. **Yoav Nardi** - Holder number 38:

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

22. **Rami Avraham Guzman** – Holder numbers 39-40:

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 Debentures (Series 176)	7410087	14,591	0.00
Leumi Finance Subordinated Notes (Series J)	7410186	18,809	0.00
Leumi Finance Subordinated Notes (Series L)	7410244	16,825	0.00

23. **Shlomo Michael Goldfarb** – Holder number 43:

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

24. **Aboulafia Eyal Itzhak** - Holder number 46:

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 300)	7410202	110,000	0.01

25. **Shlomo Pergament** - Holder number 50:

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	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. Regarding the previous controlling shareholder, see the report dated 7 March 2012, Reference No. 2012-01-06327.
3. 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.
4. For the report on the holdings in a banking corporation without a controlling core, see the report dated 4 April 2013, Reference No. 2013-01-026668.
5. The holdings that appear in this Report under the name Harel Insurance Investments & Financial Services Ltd. Group - Provident Funds" include holdings that are held directly by Harel provident funds and holdings that are held by one or more of the following partnerships: "Harel Amitim Israel Shares"; "Harel Amitim Linked Corporate Bonds" and "Harel Amitim Shekel Corporate Bonds", to the extent there are such holdings.
6. On 5 February 2014, Bank received a report from companies in the Harel Insurance Investments & Financial Services Ltd. Group, to the effect that on 4 February 2014, 11,000 regular shares of the Bank were sold from the nostro account at the rate of 1,302 agurot.

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

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.

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