

Translation of Immediate Report to Israel Securities Authority

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

2 August 2012

Reference: 2012-01-200268

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

Immediate Report of a Change in the Memorandum and/or Articles of Association

Regulation 31c and Regulation 31d of the of the Securities (Periodic and Immediate Reports) Regulations, 1970

1. On 1 August 2012, the General Meeting resolved to change the corporation's Memorandum and Articles of Association.
2. Nature of change:
 1. Increase of the Bank's registered capital and amendment of a resolution adopted by the General Meeting on 7 October 2008.
 2. Amendment of Article 143 of the Bank's Articles of Association regarding insurance, indemnity and release, in accordance with the Antitrust Law.
3. Text of change:
 1. To increase the Bank's registered capital to the sum of NIS 3,215,000,000 by creation of 1 billion ordinary shares, par value NIS 1 each, convertible to stock after issuance and full payment thereof, and also to amend the resolution adopted at the General Meeting of 7 October 2008, such that the 500,000,000 ordinary shares, par value NIS 1 each, created by said resolution of the General Meeting of 7 October 2008 shall be utilized not only for the purpose of the issuance of subordinated hybrid capital notes.
 2. To amend Article 143 of the Bank's Articles of Association regarding insurance, indemnity and release, in order to enable the Bank to indemnify

and/or insure the Bank's officers in accordance with and subject to the provisions of the AntiTrust Law, 1988, as amended by the AntiTrust Law (Amendment no 13), 2012, as per the amended draft attached to this Immediate Report.

4. Date of coming into effect of the amendment: 1 August 2012.
5. Attached hereto are the Articles of Association after the amendment: See Annex.
6. Attached hereto is the Memorandum after the amendment: See Annex.

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.

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

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/>

Articles of Association

OF

BANK LEUMI LE-ISRAEL BEERAVON MOOGBAL

Amendments:
May 15, 1990
June 4, 1991

1. In these Articles unless there be something in the subject or context inconsistent there with: —

- "The Company" means the above-named Company.

"The Companies Ordinance" means the Companies Ordinance as modified or modified in future by any further law for the time being in force and affecting the Company. Expressions which are not defined in these Articles shall, except where the context otherwise requires, bear the meanings ascribed thereto in the Companies Ordinance.

"The office" means the registered office for the time being of the Company.

"The register" means the Register of Members.

"Seal" includes the common seal of the Company and the official seal for use abroad.

"Year" means from the 1st January to the 31st December of the same year inclusive.

"In writing" includes written or produced by any substitute for writing or partly one and partly another.

"Director from among the public" means a director holding office as a Director from among the public as provided in the provisions of Title B of Chapter Four of the Companies Ordinance.

Amendment:
April 4, 1965

2. The regulations contained in Table "A" in the Third Schedule to the Companies Ordinance shall not apply to the Company.

BUSINESS

3. Any branch or kind of business which the Company is either expressly or by implication authorized to undertake may be undertaken by the Directors at such time or times as they may think fit and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.
4. None of the funds of the Company shall be applied in the purchase of shares in the Company; nor subject to the provisions of Section 98 of the Companies Ordinance shall the Company give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.
- Amendment: April 29, 1976**

CAPITAL

5. The Ordinary Shares shall confer upon the holders thereof the following rights to share in the profits and assets of the Company, namely:
- (1) The profits of the Company which it shall in any year be determined to distribute by way of dividend shall, subject to the rights conferred upon any other classes of shares for the time being issued and subject to the provisions of Article 111, be distributed among the holders of the Ordinary Shares in proportion to the capital paid up or credited as paid up on the nominal value of the shares held by them.
- (2) In a winding-up, the surplus assets of the Company shall, subject to the rights of any other class of shares for the time being issued, belong to and be distributed rateably among the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the nominal value of such shares.
- Amendments:**
- October 29, 1963**
- March 10, 1977,**
- December 12, 1991**

MODIFICATION OF RIGHTS

6. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied, modified or abrogated either while the Company is a going concern or during or in contemplation of a winding-up with the consent in writing of the holders of all the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall mutatis mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy not less than one-third of the issued shares of the class.
7. The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not unless otherwise expressly provided by the conditions of issue of such shares be deemed to be modified by the creation or issue of further shares ranking *pari passu* therewith.
- Amendment:**
- October 19, 1950,**
- July 9, 1981**

SHARES

8. The Shares shall be at the disposal of the Directors and they may allot, grant purchase options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, provided that in the case of shares offered to the public for subscription, the amount payable on application on each share shall not be less than 5 per cent of the nominal amount of the share. The Directors shall within one month after any allotment of shares file with the Registrar of Companies all returns and documents relating thereto required by the Companies Ordinance.

Amendments:

**December 12,
1991,**

June 5, 2008

The Board of Directors may delegate its authority to allot shares arising from the exercise or conversion of securities of the Company – to a Board Committee, to the General Manager of the Company or to any other person recommended to the Board of Directors by the General Manager.

9. The Directors may exercise the powers conferred by the Companies Ordinance of paying commissions to persons subscribing or procuring subscriptions for shares of the Company or agreeing to do so, whether absolutely or conditionally, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the commission is paid are issued. The Directors may also on any issue of shares pay such brokerage as may be lawful.
10. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period the Company may pay interest on so much of that share capital as is for the time being paid up for the period, subject to the conditions and restrictions prescribed by the Companies Ordinance and may charge the sum so paid by way of interest to capital as part of the cost of construction of the work, building or the provision of plant.
11. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these Articles otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES

12. Every certificate for shares or debentures shall be issued under the seal and (subject as hereinafter provided) shall bear the autographic signatures of one Director and the Secretary or such other person as the Directors may appoint. The Directors may by resolution determine that the signature of such Director shall be affixed by some method or system of mechanical signature provided that the method or system for affixing the Seal or mechanical signature (where employed) shall be controlled by (or the certificate shall have been approved for sealing by) the Auditors or Transfer Auditors of the Company.
13. Every Member shall be entitled to one certificate for the shares registered in his name or if the Directors so approve (upon paying such fee as the

**Amendment:
October 29,
1963**

Directors may from time to time determine) to several certificates each for one or more of such shares. Every certificate of shares shall specify the denoting numbers of the shares in respect of which it is issued and the amount paid up thereon.

**Amendment:
April 29, 1976**

14. If any certificate be worn out or defaced then upon production thereof to the Directors they may order the same to be cancelled and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.
15. The certificates of shares registered in the names of two or more persons shall be delivered to the person first named on the register.

CALLS

16. The Directors may from time to time make such calls as they think fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by installments and shall be deemed to have been made when the resolution of the Directors authorizing such call was passed.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. No call shall exceed one-fourth of the nominal amount of a share or be made payable within two months after the last preceding call was payable.
19. Fourteen days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid. Before the time for payment the Directors may by notice in writing to the Members revoke the call or extend the time for payment.
20. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times whether on account of the amount of the share or by way of premium every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice had been given and all the provisions herein contained in respect of calls shall relate to such amount or installment accordingly.
21. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof the holder for the time being of the share in respect of which the call shall have been made or the installment shall be due shall pay interest for the same at the rate of 9 per cent, per annum or at such other rate as the Directors may determine from the day appointed for the payment thereof to the time of the actual payment.
22. The Directors may make arrangements on the issue of shares for a difference

between the holders in the amounts and times of payment of calls on their shares.

23. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sum actually called for, and upon the amount so paid or satisfied in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the Member paying such sum in advance and the Directors agree upon and the Directors may at any time repay the amount so advanced if they think fit.

FORFEITURE AND LIEN

24. If any Member fails to pay any call or installment on or before the day appointed for the payment of the same, the Directors may at any time thereafter during such time as the call or installment remains unpaid serve a notice on such Member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
25. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which the call was made or installment is payable will be liable to be forfeited.
26. If the requirements of any such notice as aforesaid are not complied with any shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
27. Any share so forfeited shall be deemed to be the property of the Company and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit and whether with or without all or any part of the amount previously paid on the share being credited as paid.
28. The Directors may at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of annul the forfeiture thereof upon such conditions as they think fit.
29. Any Member whose shares shall have been forfeited shall, notwithstanding, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of 9 per cent. per annum, and the Directors may enforce the payment of such moneys or any part thereof if they think fit, but shall not be under any obligation so to do.

30. The Company shall have a first and paramount lien upon all the shares (not being fully paid up) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements solely or jointly with any other persons to or with the Company whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of any shares shall operate as a waiver of the Company's lien (if any) upon any shares.
31. For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they think fit; but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators, and default shall have been made by him or them in payment, fulfilment or discharge of such debts, liabilities or engagements for seven days after such notice.
32. The net proceeds of any such sale after payment of the costs of such sale shall be applied in or towards satisfaction of the debts, liabilities or engagements of such Member and the residue (if any) paid to him, his executors, administrators or assigns.
33. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the register in respect of such shares the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

TRANSFER OF SHARES

**Amendment:
April 14, 1965**

34. Subject to the restrictions of these Articles any Member may transfer all or any of his shares.

**Amendment:
April 14, 1965**

35. All transfers of Shares may be effected by transfer in writing in any usual or common form or in any other form acceptable to the Directors. The Instrument of Transfer shall be signed by or on behalf of the Transferor and (except in the case of fully paid shares where the Directors may either generally or in any particular case or classes of case dispense with such requirement) by or on behalf of the Transferee. The Transferor shall be deemed to remain the holder of the shares concerned until the name of the Transferee is entered in the Register of Members in respect thereof.
36. The Directors may decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. If the Directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company

send to the transferee notice of the refusal.

37. Every instrument of transfer shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing the same.
38. Canceled.
39. The transfer books and registers of Members and debenture-holders and debenture stock holders (if any) may be closed during such time as the Directors think fit not exceeding in the whole thirty days in each year.

**Amendment:
October 17,
1983**

TRANSMISSION OF SHARES

40. The heirs, executors or administrators of a deceased Member (not being one of several joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such Member; and in the case of the death of any one or more of the joint holders of any registered shares the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.
41. Any person becoming entitled to shares in consequence of the death, bankruptcy, insolvency or lunacy of any Member (herein referred to as a person entitled by transmission) shall, on producing to the Company such evidence as may be reasonably required by the Directors to prove his title, be entitled to be registered as a Member in respect of the shares, or instead of being registered himself to make such transfer as the deceased, bankrupt or insolvent or lunatic person could have made. This article is hereinafter referred to as the transmission article.
42. The Directors shall have the same right to refuse to register a person entitled by transmission as if he were the transferee named in an ordinary transfer presented for registration.

SHARE WARRANTS TO BEARER

43. The Company with respect to fully paid-up shares may issue warrants (hereinafter called "share warrants") stating that the bearer is entitled to the shares therein specified and may provide by coupons or otherwise for the payment of future dividends on the shares included in such warrants. The Directors may determine and from time to time vary the conditions upon which the share warrants shall be issued and in particular the conditions upon which a new share warrant or coupon will be issued in the place of one worn out, defaced or destroyed, or upon which the bearer of a share

**Amendment:
April 29, 1976**

warrant shall be entitled to attend and vote at General Meetings or upon which a share warrant may be surrendered, and the name of the bearer entered in the register in respect of the shares therein specified. The bearer of a share warrant shall be subject to the conditions for the time being in force, whether made before or after the issue of such warrant

STOCK

**Amendment
October 17,
1983**

44. The Company in General Meeting may convert any paid-up shares into stock and may convert any stock into paid-up shares of any denomination. When any shares have been converted into stock the several holders of such stock may thenceforth transfer their respective interests therein or any part of such interests in the same manner and subject to the same regulations as and subject to which shares in the Company's capital may be transferred or as near thereto as circumstances will admit. But the Directors may from time to time if they think fit fix the minimum amount of stock transferable and direct that amounts of stock of a nominal value of less than IS 100 shall not be dealt with, but with power nevertheless at their discretion to waive such rules in any particular case.
45. The stock shall confer on the holders thereof respectively the same privileges and advantages as regards participation in profits and voting at meetings of the Company, and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages, except the participation in profits of the Company or in the distribution of the assets of the Company, shall be conferred by any such aliquot part of stock as would not if existing in shares have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special privilege attached to the shares so converted. Save as aforesaid all the provisions herein contained shall so far as circumstances will admit apply to stock as well as to shares.

INCREASE OF CAPITAL

46. The Company in General Meeting may from time to time increase the capital by the creation of new shares of such amount as may be deemed expedient.
47. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct and if no direction be given, as the Directors shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special or without any right of voting.
48. The Company in General Meeting may before the issue of any new shares determine that the same or any of them shall be offered in the first instance and either at par or at a premium to all the then holders of any class of shares in proportion to the amount of the capital held by them or make any other provisions as to the issue and allotment of the new shares; but in default of any such determination or so far as the same shall not extend the

new shares may be dealt with as if they formed part of the shares in the original capital.

49. Except as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender and otherwise

ALTERATION OF CAPITAL

**Amendment:
October 17,
1983**

50A. The Company may : —

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (b) Cancel any shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its capital by the amount of the shares so cancelled.
- (c) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association and so that the resolution whereby any share is subdivided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.
- (d) Reduce its capital and any capital redemption fund in any manner authorized by the Companies Law.

50B. Upon any consolidation and division of fully paid shares into shares of larger amount the Directors may make such arrangements as they may think fit for (a) the sale of any fractions of a share arising on such consolidation and division in respect of any separate holding; (b) the distribution in the due proportions among the persons entitled thereto of the net proceeds (after deduction of any levies that may apply and the expenses of sale and distribution if and to the extent that it is, in the case of any consolidation and division, so determined by the Directors); and (c) the appointment of some person to transfer to the purchaser or purchasers respectively purchasing the same the shares so arising from fractions.

BORROWING POWERS

**Amendment:
October 19,
1950,
April 29, 1976**

51. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company.

52. The Directors may secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, notes, perpetual or redeemable debentures or debenture stock or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
53. Any bonds, notes, debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors or otherwise.

GENERAL MEETINGS

54. General Meetings shall be held once at least in every year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and at such place as may be determined by the Directors. Such General Meetings shall be called "Ordinary Meetings" and all other meetings of the Company shall be called "Extraordinary Meetings".
55. The Directors may, whenever they think fit, convene an Extraordinary Meeting and the Directors shall, on the requisition of Members in accordance with the Companies Ordinance, forthwith proceed to convene an Extraordinary Meeting.
56. Seven days' notice or (in the case of a meeting convened for the purpose of passing a resolution as a Special Resolution) twenty-one days' notice to the Members specifying the place, day and hour of meeting and in case of special business the general nature of such business shall be given in manner as hereinafter provided.
57. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the Members shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

58. The business of an Ordinary Meeting shall be to receive and consider the profit and loss account and the balance sheet, the reports of the Directors and of the Auditors, to elect Directors in the place of those retiring by rotation and Auditors, to declare dividends and to transact any other business which under these Articles ought to be transacted at an Ordinary Meeting, and all other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed Special.
59. Three Members personally present shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting

**Amendments:
March 10, 1977,
October 17,
1983,
December 12,
1991**

unless the quorum requisite be present at the commencement of the business.

60. The Chairman of the Directors or in his absence the Deputy Chairman (if any) shall be entitled to take the chair at every General Meeting. If there be no chairman or deputy chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present may choose a chairman and in default of their so doing the Members present shall choose one of the Directors to be chairman, and if no Director present be willing to take the chair shall choose one of their number to be chairman

61. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Directors may by notice to the shareholders appoint whether the meeting was convened by the Directors at their instigation or otherwise. If at such adjourned meeting a quorum is not present any two Members who are personally present shall be a quorum and may transact the business for which the meeting was called.

**Amendments:
June 7, 1983,
June 4, 1992**

62. Every question submitted to a meeting shall be decided by a poll conducted in the first instance by a show of hands in such manner as the Chairman of the meeting directs. In case of an equality of votes, whether in a vote by show of hands or by ballot, the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

**Amendment:
February 7,
1993**

63. At every General Meeting unless a poll is demanded before or on the declaration of the result of a show of hands by the Chairman or by at least three Members present and entitled to vote at the meeting a declaration by the Chairman that a resolution has been carried by a particular majority and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**Amendment:
October 29,
1963**

64. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.

65. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

66. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a chairman and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment

VOTES OF MEMBERS

Amendments:
March 10, 1977,
October 17,
1983,
December 12,
1991,
February 2,
1993

67. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, upon a poll any Member present in person or by proxy shall have one vote for every share held by him.
68. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorize such person whether a Member of the Company or not as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. A person whether a Member of the Company or not holding a power of attorney from a Member in that behalf may appoint himself or any other person as proxy for his principal.
69. Any person entitled under the transmission article to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
70. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register.
71. Votes may be given either personally or by proxy or in the case of a corporation by a representative duly authorized as aforesaid. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney or if such appointor is a corporation under its common seal or the hand of its attorney. Holders of share warrants shall not be entitled to vote by proxy in respect of the shares included in such warrants unless otherwise expressed in such warrant.
72. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or an office copy or notarially certified copy thereof shall be deposited at such place or one of such places as may be specified for that purpose in the notice convening the meeting (or in a document accompanying such notice) or if no place is so

Amendment:
October 29,
1963

specified at the office not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

73. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given unless an intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting. Provided that if a poll shall be directed a notice in writing revoking an instrument of proxy shall be effective if such notice be under the hand of the appointor and shall be received at the office not later than one hour before the commencement of the poll.
74. Every instrument of proxy, whether for a specified meeting or otherwise, shall as nearly as circumstances will admit be in the form or to the effect following:

"BANK LEUMI LE-ISRAEL B.M.

"I, _____, of _____,
" _____, being a
"Member of the above-named Company, hereby
"appoint _____, of _____ "or
failing him _____, of _____ "or
failing him, _____ of _____
"as my proxy to vote for me and on my behalf at "the
(Ordinary or Extraordinary as the case may "be)
General Meeting of the Company to be held "on the
day of _____ and at any
"adjournment thereof.
"As witness my hand this _____ day of _____

**Amendment:
June 29, 2005**

- 74A. As regards resolutions relating to the matters detailed below, and subject as determined in the Companies Law, 1999, and the regulations enacted and to be enacted by virtue thereof, from time to time (the "Companies Law") a shareholder may also vote at a General Meeting in the way and manner detailed in the Companies Law by means of voting papers:
- A. appointment and removal of Directors;
 - B. approval of actions or transactions requiring approval of the General Meeting, in accordance with Sections 255 and 268 to 275 of the Companies Law;
 - C. approval of a merger, in accordance with Section 320 of the Companies Law;
 - D. additional matters as may be determined by the Minister of Justice, in accordance with Section 89 of the Companies Law.

Voting papers, if required, will be sent to shareholders by the Company in a manner to be determined by law. A shareholder may indicate the manner of his vote on the voting paper, and send it to the Company.

A voting paper, whereon a shareholder indicated the manner of his voting, which reaches the Company by the date indicated for such purpose in the notice of the meeting, will be considered as presence at the meeting for the purposes of the presence of the requisite legal quorum.

**Amendment:
February 7,
1993**

75. No Member shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for another Member at any General Meeting or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such Member.

DIRECTORS

**Amendment:
December 12,
1991**

76. Unless and until otherwise determined by the Company in General Meeting the Directors shall be not less than seven nor more than fifteen in number.

**Amendment:
May 15, 1990**

- 76A. At least two of the Directors shall be Directors from among the public, as laid down in the Companies Ordinance.

**Amendment:
June 4, 1992**

77. The remuneration of the Directors shall be such sum or sums as may be voted by the Company in General Meeting, having been first approved by both the Audit Committee and the Board of Directors. Any Director holding office for only a part of a year shall be entitled to a proportionate part of such remuneration. The Company in General Meeting may increase the amount of such remuneration either permanently or for a year or longer period. The Directors shall be paid by the Company such reasonable travelling, hotel and other expenses as they may incur in attending meetings of the Company or of Directors or of committees of Directors or which they may otherwise incur in or about the Company's business.
78. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

**Amendment:
April 7, 1971**

79. Canceled.
80. The office of a Director shall be vacated in any of the following events namely : —
- (a) If he resign his office by writing under his hand left at the office.
 - (b) If he become bankrupt or compound with his creditors.
 - (c) If he be found lunatic or become of unsound mind.
 - (d) If he be absent from meetings of

the Directors for six months without leave and the Directors resolve that his office be vacated.

(e) Deleted.

(f) If he be requested in writing by all his co-Directors to resign his office.

**Amendment:
April 7, 1971**

80A. A Director from among the public shall cease to hold office before the expiry of the period for which he was appointed, if one of the conditions laid down in Section 96 (k) of the Companies Ordinance is fulfilled.

**Amendment:
May 15, 1990**

81. (a) The Company may enter into a transaction with another entity in which a Director of the Company has a personal interest, directly or indirectly, and the Company may enter into a transaction with a Director of the Company in which transaction the Director has a personal interest, directly or indirectly, provided that the Director has disclosed to the Company the general nature of his personal interest in the transaction, that the Director is acting in good faith and that the transaction does not prejudice the interests of the Company.

**Amendments:
June 4, 1992,
June 11, 2000**

If such a transaction is an extraordinary transaction, it must in addition be approved by the Audit Committee and thereafter by the Board of Directors.

Should the majority of the members of the Board of Directors or of the Audit Committee be personally interested in the said transaction, it must also be approved by the Company in General Meeting.

(b) A general notice given to the Directors by any Director regarding his holding office or regarding his carrying out a function or regarding his giving services or regarding his and/or his relative's being interested in certain bodies shall be deemed to be disclosure as required by paragraph (a) above by the Director to the Company of his personal interest for the purposes of all transactions made between the Company and another and for the purposes of all transactions other than extraordinary transactions in which the Director has a personal interest made between the Company and the Director.

In the case of an extraordinary transaction made between the Company and another and/or between the Company and the Director, in which the Director has a personal interest, directly or indirectly, the Director will give notice of his personal interest to the Audit Committee and to the Board of Directors at the commencement of the discussion of the transaction, he will not be present at the meeting during the discussions of the transaction, and he will not vote on the discussion regarding the transaction. Should the Director become personally interested thereafter, or should he become aware of the existence of a personal interest thereafter, he will disclose it without delay, and no later than at the first meeting of the Board of Directors after he becomes personally interested or becomes aware of such interest.

(c) A Director shall not be disqualified by his holding the office of Director of the Company from holding any other office or function with the Company or from giving services for consideration to the Company (other than the office of an internal or external auditor) save that his additional employment and the terms thereof must be approved by the Audit Committee and thereafter by the Board of Directors and thereafter by the Company in General Meeting; nor will he be disqualified by holding office as a Director of the Company from holding any other office or function or from giving services for consideration to a company in which the Company holds any shares or in which it is interested in any other way.

(d) A transaction of the Company with one of its officers as well as a transaction of the Company with another person in which an officer of the Company has a personal interest, as provided in Section 270(1) of the Companies Law, 1999, and which is not an extraordinary transaction, shall be approved in accordance with the guidelines of the Company, as in effect from time to time.

ROTATION OF DIRECTORS

**Amendment:
May 15, 1990**

82. At the Ordinary Meeting in each year one-third of the Directors or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office and be eligible for re-election. A Director from among the public shall not be subject to retirement by rotation and he shall not be taken into account in determination of the rotation of retirement of Directors.
83. The one-third or other nearest number who have been longest in office shall retire. As between two or more who have been in office an equal length of time the Director or Directors to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires,

ELECTION OF DIRECTORS

84. The Company in General Meeting may subject to the provisions of these Articles from time to time appoint new Directors and may increase or reduce the number of Directors in office and may alter their qualifications.
85. The Company at any General Meeting at which any Directors retire by rotation may fill up the vacated office by electing a like number of persons to be Directors.

85A. The term of office of a Director will begin at the time of his appointment, unless a later date is determined for the beginning of his term of office.

**Amendment:
June 29, 2005**

85B. Should the number of people being proposed for election as Directors at a 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.

**Amendment:
June 29, 2005**

86. 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.

87. No person not being a retiring Director shall unless recommended by the Directors for election be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has at least seven clear days and not more than 28 days before the meeting left at the office a notice in writing duly signed signifying his candidature for the office or the intention of such Member to propose him.

88. The Directors shall have power at any time and from time to time to appoint any other qualified person as a Director either to fill a casual vacancy or as an addition to the board but so that the total number of Directors shall not at any time exceed the maximum number fixed; but any Director so appointed shall hold office only until the next following Ordinary General Meeting of the Company and shall then be eligible for re-election,

89. The Company may by a resolution of the General Meeting approved by an ordinary majority remove any Director before the expiration of his period of office, and may by a resolution approved by an ordinary majority at the General Meeting appoint another qualified person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

**Amendment:
October 31,
2005**

89A. Notwithstanding all the provisions of Articles 80, 82, 83, 84, 86, 88 and 89, a Director from among the public will hold office for five consecutive years, subject to the provisions of Article 80A.

**Amendment:
May 15, 1990**

MANAGING DIRECTORS

90. The Directors may from time to time appoint one or more of their body

to be Managing Director or Managing Directors of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to hold office and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

91. A Managing Director shall not while he continues to hold that office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director from any cause he shall ipso facto and immediately cease to be a Managing Director.
92. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these articles by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.
93. The terms of office and employment of a Managing Director including his terms of employment as the holder of another office or another function with the Company must be approved by the Audit Committee and thereafter the Board of Directors and thereafter the Company in General Meeting and may be by way of salary or commission on or participation in profits or by all or any of these modes.

**Amendment:
June 4, 1992**

PROCEEDINGS OF DIRECTORS

94. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall form a quorum. All acts bona fide done at or pursuant to any meeting held in Israel shall be valid notwithstanding that any Director not in Israel on the date when such meeting was convened did not receive notice thereof.
95. A Director may at any time and a Secretary upon the request of a Director shall convene a meeting of the Directors.
96. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined the Chairman shall be elected annually. If no Chairman is elected or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same the Directors present shall choose some one of their number to be Chairman of such meeting.

97. Questions arising at any meeting of Directors shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.
98. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the articles of the Company for the time being vested in or exercisable by the Directors generally.
99. The Directors may delegate any of their powers to committees consisting of such Member or Members of their body as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Article.
- 99A. The Directors will appoint an Audit Committee from its members. The Committee will not have less than three members and all the Directors from among the public will be members thereof. The Chairman of the Board of Directors, the General Manager, Managing Director, Cashier, Secretary or any officer who is an employee of the Company shall not be members of the Committee.

**Amendment:
June 4, 1992**

The tasks and authorities of the Audit Committee will be in accordance with those laid down in the Companies Ordinance.

100. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Company, but not for any other purpose.
101. All acts bona fide done at any Meeting of Directors or by a committee of Directors or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. A resolution in writing signed by all the Directors shall be as effectual as if it had been passed at a meeting of Directors

ALTERNATE DIRECTORS

**Amendment:
April 7, 1971**

102. A Director may with the approval of the Directors appoint

any person to act as his alternate Director in his place during his absence or inability for any reason to act as such Director, and such appointment shall have effect and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly, but he shall ipso facto vacate office if and when the appointor vacates office as a Director or removes the appointee from office and any appointment and removal under this Article shall be effected by notice in writing under the hand of the Director making the same. The remuneration of an alternate Director shall be provided by the Director by whom the alternate Director was appointed.

POWERS OF DIRECTORS

103. The management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is, by its Memorandum of Association or otherwise, authorized to exercise and do and are not hereby or by the Companies Ordinance directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Companies Ordinance and of these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Company in General Meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made

SEAL

104. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and unless and until the Board shall otherwise determine one Director and a Secretary or such other person as the Directors may appoint for the purpose shall sign every instrument to which the Seal of the Company shall be so affixed.

LOCAL MANAGEMENT

105. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad in such manner as they think fit and the provisions contained in the three next following Articles shall be without prejudice to the general power conferred by this Article.
106. The Directors from time to time and at any time may establish a local board or agency for managing any of the affairs of the company in any such specified locality and may appoint any persons to be members of such local board or managers or agents and may fix their remuneration. And the Directors from time to time and at any time may delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Directors other than their power to make calls and may authorize the Members for the time being of any such local board or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may

be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time remove any person so appointed and may annul or vary any such delegation.

107. The Directors may at any time and from time to time by power of attorney under the seal appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment may (if the Directors think fit) be made in favour of the Members, or any of the Members of any local board established as aforesaid or in favour of any company or of the members, directors, nominees or managers of any company or firm or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors may think fit.
108. Any such delegates or attorneys as aforesaid maybe authorized by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.
109. The Company may exercise all the powers conferred by the Companies Ordinance with regard to having an official seal for use abroad and such powers shall be vested in the Directors. The Company may also exercise the powers conferred by the Companies Ordinance of keeping in the United Kingdom of Great Britain and Northern Ireland and in the United States of America a branch Register of Members resident there and such powers shall be vested in the Directors.

**Amendment:
June 7, 1983**

RESERVE

110. The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet contingencies or for special dividends or for equalizing dividends or for repairing, improving and maintaining any of the property of the Company and for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the Company and may invest the several sums so set aside upon such investments, other than shares of the Company, as they may think fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the reserve fund into such special funds as they think fit and employ the reserve fund or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets.

DIVIDENDS

111. Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide all dividends shall (as regards any shares not fully paid throughout the period in respect of which the

**Amendment:
October 29,
1963**

dividend is paid) be apportioned and paid in proportion to the amounts paid up or credited as paid up on the nominal value of the shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this Article and of Article 5 no amount paid on a share in advance of calls shall be treated as paid on the share.

112. The Company in General Meeting may declare a dividend to be paid to the Members according to their rights and interests in the profits and may fix the time for payment. No larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend
113. Save as hereinbefore provided no dividend shall be payable except out of the profits of the Company and no dividend shall carry interest as against the Company. The declaration of the Directors as to the amount of the profits of the Company shall be conclusive.
114. The Directors may from time to time pay to the Members on account of the next forthcoming dividend such interim dividends as in their judgment the position of the Company justifies.
115. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
116. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission article entitled to become a Member or which any person under that article is entitled to transfer until such person shall become a Member in respect of such shares or shall duly transfer the same.
117. In case several persons are registered as the joint holders of any share any one of such persons may give effectual receipts for all dividends and payments on account of dividends, return of capital and other money payable in respect of such share.
118. A transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.
119. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the holders of registered shares in manner hereinafter provided.
120. Unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled or in case of joint holders to that one of them first named in the register in respect of the joint holding. Every such cheque shall be made payable to the order of the person to whom it is sent. All dividends unclaimed for one year after having been declared may be invested or otherwise used by the Directors for the benefit of the Company until claimed.

DIVIDEND IN SPECIE AND CAPITALISATION OF PROFITS

121. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways.

122 (a) Any General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund or in the hands of the Company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the share premium account be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full — either at par or at such premium as the resolution may provide — any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture stock. The General Meeting resolving upon such capitalisation and distribution may decide that any shares so distributed may be of one class for all the shareholders or if approved by separate meetings of the holders of the different classes of shares of the same class as already held by them respectively: such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

**Amendments:
October 29,
1963,
April 29, 1976**

**Amendments:
April 29, 1976,
March 10, 1977,
July 9, 1981**

(b)1. On each occasion that the Company makes any issue by way of capitalization of profits or reserves on a date when any Rights of conversion into or subscription for shares in the capital of the Company (below called "the Rights") are outstanding the Directors may (to the extent that all or any of such Rights are not otherwise adjusted in accordance with their terms) transfer to a special reserve (to be entitled as the Directors think fit and below called "the Special Reserve") a sum equal to the nominal amount of the share capital which the holders of all or any of such Rights would have received on the capitalization, had they exercised their Rights before the record date for the capitalization issue including fractional entitlements and in the case of a second or subsequent capitalization the entitlement arising from any previous capitalization.

(b)2. Upon the allotment by the Company of shares pursuant to the exercise by a holder of his Rights, where the Directors have made a transfer to the Special Reserve on account of such Rights in accordance with Sub-Paragraph (1) of this Special Resolution the Company shall also allot to such holder, in addition to the shares to which he is entitled on exercising his rights, credited as fully paid by means of capitalizing part of the Special Reserve the nominal amount of Ordinary Shares which equals the amount relating to his Rights which shall have been transferred to the Special Reserve so that all fractional entitlements shall be dealt with as the Directors think fit.

(b) 3. If after any transfer has been made to the Special Reserve the Rights shall be terminated or the period for exercising the relevant Rights to which any holder was entitled shall have expired and the Rights shall remain unexercised, then any amounts transferred to such Special Reserve in respect of such unexercised Rights shall be set free from the Special Reserve and thereafter shall be capable of being dealt with by the Company in any way in which the Company could have dealt with the same had the same not been transferred to the Special Reserve.

(b) 4. These Articles of Association are hereby altered to the extent necessary to give effect to the provisions of this Resolution

123. For purposes of Article 122 the bearers for the time being of share warrants shall be treated as the persons entitled to receive that portion of the sum capitalized by a resolution passed under that article attributable to the shares comprised in such share warrants and in order that the Directors may allot to them any shares, debentures or debenture stock to which they shall so become entitled, they shall surrender the share warrants for the purpose of having endorsed thereon a record of such allotment. If any bearers fail within six months or such extended period as the Directors may fix to claim the shares, debentures or debenture stock to which they are so entitled, the Directors may allot and issue the same to trustees to be held by them in trust for and until claimed by such bearers and confer upon any such trustees powers with regard to the realisation of the shares for purposes of distribution and otherwise as the Directors may deem expedient and any such allotment and issue as aforesaid shall constitute full satisfaction to such bearers of share warrants of their interest in the capitalised sum.

124. For the purpose of giving effect to any resolution under the four last preceding Articles the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments shall be made to any Members upon the footing of the value so fixed or that fractions whose value is equal to less than one pound sterling or such other amount as may, from time to time be permitted by the Stock Exchanges upon which the shares of the Company may then be listed may be disregarded in order to adjust the rights of all parties and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Directors. Where requisite a proper contract shall be filed in accordance with Section 93 of the Companies Ordinance and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund and such appointment shall be effective.

**Amendment:
July 9, 1981**

ACCOUNTS

125. The Directors shall cause to be kept proper books of account with respect to all sums received and expended by the Company and the

matters in respect of which such receipts and expenditure takes place and of the assets, credits and liabilities of the Company.

126. The books of account shall be kept at the office or at such other place as the Directors think fit and shall always be open to inspection by the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies Ordinance or authorised by the Directors or by the Company in General Meeting.
127. At the Ordinary General Meeting in each year the Directors shall lay before the Company a balance sheet and a profit and loss account both made up to a date not more than six months before the meeting in such form and containing all such particulars with regard to the capital, the assets and the liabilities of the Company as required by the Companies Ordinance.
128. Every such balance sheet as aforesaid shall be signed by the Secretary or Manager (if any) and where there are more than three Directors by at least three of the Directors and where there are not more than three Directors then by all the Directors, and shall have attached to it a report by the Directors with respect to the state of the Company's affairs and the amount, if any, which they recommend shall be paid by way of dividend to the Members and the amount (if any) which they have carried or propose to carry to reserve. It shall also have attached to it the Auditors' report.
129. A printed copy of the profit and loss account, balance sheet (including every document required by law to be annexed thereto) and Directors' and Auditors' report shall, seven days previously to the meeting, be delivered or sent by post to the registered address of every Member.

**Amendments:
October 19,
1950,
April 6, 1995**

AUDIT

130. Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors.
131. The Company at each Ordinary Meeting shall appoint an Auditor or Auditors to hold office until the next Ordinary Meeting and their appointment, remuneration, rights and duties shall be regulated by Sections 105 and 109 of the Companies Ordinance.

NOTICES

**Amendment:
October 19,
1950**

132. Subject as in these Articles otherwise provided a notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such Member at his registered place of address or by advertisement as hereinafter provided. In the case of Members with registered

addresses in the United Kingdom notices shall be posted in the United Kingdom.

**Amendment:
October 19,
1950**

133. Each holder of registered shares whose registered place of address is not in Israel or the United Kingdom may from time to time notify in writing to the Company an address in Israel or the United Kingdom which shall be deemed his registered place of address within the meaning of the last preceding Article. As regards those Members who have no registered place of address in Israel or the United Kingdom a notice posted up in the office shall be deemed to be well served on them at the time the same is posted up.

**Amendment:
October 19,
1950**

134. The holders of share warrants shall not unless otherwise expressed therein be entitled in respect thereof to notice of any General Meeting of the Company and it shall not be necessary to give notice of General Meetings to any person entitled to a share by transmission unless such person shall have been duly registered as a Member of the Company.

135. Any notice which by these Articles may or is required to be given by the Company to the Members or any of them by advertisement shall be sufficiently advertised if advertised once in two Israel daily newspapers and two leading London daily newspapers

136. All notices with respect to any registered shares to which persons are jointly entitled shall be given to whichever of such persons is named first in the register and notice so given shall be sufficient notice to all the holders of such shares.

137. Any notice sent by post shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office. A certificate in writing signed by any Manager, Secretary or other officer of the Company that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

138. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered on the register shall be duly given to the person from whom he derives his title to such share.

139. Any notice or document sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding such Member be then deceased and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any

¹ For the form of indemnity, the limitations determined therein (type of events and maximum amount of indemnity) – see the Company's Immediate Report regarding the Results of the General Meeting of October 30, 2011 (reference: 2011-01-311388)

registered shares whether held solely or jointly with other persons by such Member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such shares.

140. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

WINDING-UP

141. If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories in specie or kind any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidator with the like sanction shall think fit.
142. If thought expedient any such division may be otherwise than in accordance with the legal rights of the contributories and in particular any class may be given preferential or special rights or may be excluded altogether or in part; but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on any contributory who would be prejudiced thereby shall have such statutory rights of dissent and ancillary rights as are incapable of being varied or excluded by these Articles.

INDEMNITY

143. a. The Company may release its officer in advance of all or any of his liability for damage due to a breach of the duty of care to it. Despite the above, the Company may not release its Director in advance of his liability to it due to a breach of the duty of care in the case of a "distribution" (as defined in the Companies Law, 1999).
- b. The Company may indemnify its officer in respect of a liability or expense, as set out below in this Article, that is imposed upon him or incurred by him due to an act committed by him in his capacity as its officer:
- (1) a pecuniary liability imposed upon him in favour of another person pursuant to a judgement, including a judgement awarded on a compromise or an arbitrator's award that has been confirmed by a court;
 - (2) reasonable litigation expenses, including lawyers' professional fees, incurred by the officer due to an investigation or proceeding carried out against him by an authority authorized to carry out

**Amendments:
June 4, 1991,
December 9,
2001,
October 31,
2005,
October 30,
2011
August 1, 2012**

investigations or proceedings, and which was concluded without the filing of a criminal indictment against him and without the imposition of a monetary obligation as an alternative to criminal proceedings, or which was concluded without the filing of a criminal indictment against him, but with the imposition of a monetary obligation as an alternative to criminal proceedings in an offence that does not necessitate the proof of *mens rea*. or in connection with a monetary sanction.

"conclusion of proceedings without the filing of a criminal indictment in a matter in which a criminal investigation was opened" – shall have the meaning of closing of the file in accordance with Section 62 to the Criminal Procedure Law [Consolidated Version], 1982 (for the purposes of this subparagraph – the Criminal Procedure Law), or a stay in proceedings by the Attorney General, in accordance with Section 231 of the Criminal Procedure Law.

"monetary obligation as an alternative to criminal proceedings" – monetary obligation imposed by law as an alternative to criminal proceedings, including an administrative fine in accordance with the Administrative Offences Law, 1985, a fine in respect of an offence determined to be a finable offence in accordance with the provisions of the Criminal Procedure Law, a financial sanction or composition.

- (3) Reasonable litigation expenses, including lawyers' professional fees, incurred by the officer or for which he is made liable by the court, in proceedings brought against him by or on behalf of the Company or by another person or on a criminal indictment of which he is acquitted, or on a criminal indictment under which he is convicted of an offence that does not necessitate the proof of *mens rea*.
- (4) Expenses, including reasonable litigation expenses, including lawyers' professional fees, incurred in connection with a proceeding conducted in his regard pursuant to one or more of the following:
 - (a) pursuant to Chapter H3, Chapter H4 and/or Chapter I1 of the Securities Law, 1968;
 - (b) pursuant to Chapter G1, Chapter G2 and/or Chapter H1 of the Regulation of Investment Advising, Investment Marketing and Investment Portfolio Management Law, 1995;
 - (c) pursuant to Chapter J, Chapter J1 and/or Chapter K1 of the Joint Investment Trusts Law, 1994.
 - (d) pursuant to Chapter G1 of the Anti-Trust Law, 1988
- (5) Payment to an injured party as stated in Section 52BBB(a)(1)(a) of

the Securities Law, 1968, within the scope of a proceeding as defined in paragraph (4) above.

- c. The Company may give an undertaking in advance to indemnify its officer, in each of the following (for the purposes of this paragraph – the "Undertaking to Indemnify"):
 - (1) as detailed in paragraph b(1) above, but only provided that the Undertaking to Indemnify shall be limited to events that, in the opinion of the Board of Directors, are foreseeable at the time of giving the Undertaking to Indemnify in light of the actual activities of the Company and to such amount or criterion that the Board of Directors has determined as reasonable under the circumstances, and provided that the events that, in the opinion of the Board of Directors, are foreseeable at the time of giving the Undertaking to Indemnify in light of the actual activities of the Company and such amount or criterion that the Board of Directors has determined as reasonable under the circumstances are indicated in the Undertaking to Indemnify¹;
 - (2) as detailed in paragraphs b(2) to b(5) above.
- d. The Company may indemnify its officer *ex post facto*.
- e. The Company may enter into a contract to insure the liability of its officer in respect of liability that is imposed upon him due to an act committed by him in his capacity as its officer by reason of any of the following:
 - a breach of the duty of care to the Company or to another person; a breach of the fiduciary duty to the Company, provided that the officer acted in good faith and had reasonable grounds to believe that the act would not prejudice the Company's interests; a pecuniary liability that is imposed upon him in favour of another person; expenses, as defined in Article 143(b)(4) above; payment to an injured party, as defined in Article 143(b)(5) above.
- f. Notwithstanding as provided in clauses (a) to (e) above, the Company shall not enter into a contract to insure the liability of its officer, indemnify its officer or release its officer of his liability to the Company in respect of any of the following:
 - (1) a breach of fiduciary duty, other than for the purposes of indemnity and insurance in respect of a breach of a fiduciary duty to the Company when the officer acted in good faith and had reasonable grounds to believe that the act would not prejudice the Company's interests;
 - (2) a breach of the duty of care committed with intent or recklessly, other than if such is committed negligently only;
 - (3) an act with intent to produce an unlawful personal gain;

(4) a fine, civil fine, monetary sanction or composition imposed upon him.

**Amendments:
June 4, 1991,
December 9,
2001,
June 29, 2005**

144. The Company may amend its Articles by a resolution approved at the General Meeting by a simple majority.

**Amendment:
June 29, 2005**

145. A. The Company may contribute a reasonable amount to an appropriate cause, even if the contribution does not fall within business considerations.

B. The Company may also consider community causes or activities as part of its profitability considerations.

TRANSLATION FROM THE HEBREW

(The Companies Ordinance herein referred to is the Companies Ordinance of the State of Israel.
The name of the Company means 'NATIONAL BANK OF ISRAEL LIMITED.')

THE COMPANIES ORDINANCE

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

BANK LEUMI LE-ISRAEL
BEERAVON MOOGBAL

1. The name of the Company is "BANK LEUMI LE-ISRAEL BEERAVON MOOGBAL".
2. The objects for which the Company is established are: —
 - (1) To carry on the business of bankers, financiers, stockbrokers, dealers in investments of all kinds, contractors for public works, company promoters, immigration agents, promoters of immigration and colonization schemes of all kinds, shipowners, barge-owners, lightermen, proprietors of railways, tramways, docks, wharves, canals, waterways, roads, sawmills, works for the supply of electricity for any purpose, gas works and irrigation works, miners, smelters, metallurgists, farmers, cattle breeders, carriers by land or by sea, fruit growers, growers of and dealers in tea, coffee, cocoa, sugar, grain of all kinds, rice and other produce of all kinds, provision preservers, civil and mechanical engineers, builders, store keepers, general importers and exporters, and general merchants.

- (2) To acquire, carry out, establish, construct, maintain, improve, manage, work, control, and superintend any roads, ways, tramways, railways, bridges, viaducts, aqueducts, harbours, docks, wharves, reservoirs, water courses, waterworks, embankments, hydraulic works, telegraphs, telephones, electrical works for power or lighting purposes, saw-mills, smelting works, furnaces, factories, warehouses, hotels, exchanges, transport services, stores, shops, synagogues, and other places of worship, baths, wash-houses, places of recreation or amusement, hotels, shops, rest houses, and other works and conveniences, and to contribute to, or assist in the carrying out, establishment, construction, maintenance, improvement, management, working, control or superintendence of the same or any of them, and to enter into any working agreements in respect thereof.
- (3) To prospect, examine, explore, test, work, and develop any mining, landed, agricultural, and other properties, and to dispatch and employ expeditions, agents, and others.
- (4) To develop the resources of and turn to account any lands and any rights over or connected with land belonging to or in which the Company is, either directly or indirectly, interested, and in particular by clearing, draining, fencing, planting, cultivating, building, improving, farming, irrigating, and grazing and by the establishment and assistance of towns, villages and settlements.
- (5) To transact and carry on all kinds of agency business, and in particular to collect rents and debts, and to negotiate loans, to find investments, and to issue and place shares, stock, debentures, debenture stock, or securities for any government or other authority, or any persons or company.
- (6) To guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture stock, contracts, mortgages, charges and securities of any company, or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever whether incorporated or not incorporated, and to give any guarantee in respect of any title to any property, and generally to carry on and transact every kind of guarantee and indemnity business (except the issuing of policies on human life), and to undertake obligations of every kind and description, and also to undertake and execute trusts of all kinds.
- (7) To purchase or otherwise acquire, sell and deal in real and personal property of all kinds or any interest therein and in particular lands, buildings, businesses, concerns and undertakings and to develop the resources of, buy, sell and turn to account any lands and to promote, develop, and work and carry on industries, undertakings and colonization schemes, and to obtain concessions, grants, powers and privileges for mining rights, and acquiring land and for the building thereon and the general management and cultivation of all kinds of property.
- (8) To receive moneys, securities and valuables of all kinds on deposit or for safe custody and generally to carry on the business of a safe deposit company.
- (9) To furnish and provide deposits and guarantee funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege, or in relation to the carrying out of any contract, concession, decree or enactment.
- (10) To carry on and undertake any business, transaction or operation commonly carried on or undertaken by promoters of companies, financiers, concessionaires,

contractors for public and other works, capitalists, or merchants, and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to advance any of the objects of the Company.

- (11) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of rights or assets which may seem suitable for the purpose of the Company.
- (12) To subscribe for, underwrite, guarantee the subscription of, purchase or otherwise acquire any stocks, shares or securities or other investments, and to deal with the same in any manner.
- (13) To borrow or raise and secure the payment of money on any terms, and to mortgage or charge the undertaking and all or any part of the property and rights of the Company present and future (including uncalled capital) and to issue perpetual or redeemable debentures or debenture stock, bonds, or other obligations, and to make, draw, accept, guarantee, endorse and negotiate bills of exchange, promissory notes or other negotiable instruments.
- (14) To sell, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of the Company upon any terms and for any consideration and in particular for shares, stock, debenture stock or securities of, or interests in any other company.
- (15) To pay out of the funds of the Company all expenses of or incident to the formation, registration and advertising of, or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or placing its own shares.
- (16) To acquire from any State or other authority in any part of the world any concessions, grants, decrees, rights, powers and privileges whatsoever.
- (17) To enter into any arrangements with any government authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them.
- (18) To sell, improve, manage, develop, mortgage, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements, and other rights in respect of and over, and in any other manner deal with or dispose of, or turn to account the undertaking, and all or any of the property and assets for the time being of the Company, and to divide the profits arising from any such sale, trafficking, or dealing, whether such profits shall consist either wholly or partially of cash or shares or any other property, as dividends among the Members of the Company.
- (19) To amalgamate with or unite and absorb into the Company any other company, or the members of any other company with objects similar, analogous or subsidiary to any of the objects of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, and form, promote, establish and bring out or join and assist in the formation or establishment of any such other company.

- (20) To make such donations to such persons or associations for such purposes and in such cases and either in cash or other assets, as the Directors for the time being of the Company may think fit, and to establish and subsidise any institutions and clubs, and to make any provision for the religious, sanitary or educational needs of any colonists and to subscribe or guarantee money for any charitable, benevolent, religious or educational purposes, or for any exhibition, or for any public, general, or useful purpose and to receive donations in cash or other assets, and either upon trust to apply the same for any of the objects of the Company, or without any such trust.
- (21) To obtain any order, decree, statute or other instrument from any government or legislative, or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, and to oppose any proceedings or applications in any part of the world, which may seem directly or indirectly adverse to the Company's interests.
- (22) To enter into partnership or any arrangement for sharing profits, union of interests, joint adventure, or co-operation with any person or company carrying on or about to carry on any business which this Company is authorised to carry on.
- (23) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise and either alone or in conjunction with others, and either by or through agents or otherwise. Provided that, if and so far as in the opinion of the Directors for the time being of the Company may from time to time be practicable or expedient, the operations of the Company shall be mainly carried on in Israel.
- (24) To take such steps as may be necessary to give the Company the same rights and privileges in any part of the world as are possessed by local companies or partnerships of a similar nature.
- (25) To distribute any of the assets of the Company among the Members in specie and to divide among the Members of the Company as profits any moneys received by way of premium on the issue of any shares in the Company or to apply such moneys for any other purposes of the Company.
- (26) To do all such other things as are or may be deemed by the Directors to be incidental or conducive to the attainment of the above objects. Provided always that in construing this Memorandum the word "company" shall be deemed to include any partnership or other association of persons whether incorporated or not, and whether domiciled in Israel or elsewhere.

3. The liability of the Members is limited.

4. The Capital of the Company is I£3,000,000 divided into 600,000 Ordinary Shares of I£1 each, 600,000 "A" Ordinary Shares of I£1 each, 1,800,000 Shares of I£1 each. There shall be attached to the said Ordinary Shares and the said "A" Ordinary Shares respectively the rights specified in the Articles of Association of the Company. The Company shall be authorised to issue the said 1,800,000 Shares of I£1 each and such other shares as may be created in the future with or subject to such preferential, special, deferred or qualified rights, privileges or conditions as may be thought fit.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber. (Ordinary)
ELIEZER S. HOOFIEN, Kfar Shmaryahu, <i>Banker.</i>	250
LEO ISTORIK, 6, Gracechurch Street, London, <i>Banker.</i>	250
ISAAC BARELI, 47, Allenby Road, Tel-Aviv, <i>Bank Manager.</i>	250
LAZAR BRAUDO, Tel-Benjamin, <i>Director of Companies.</i>	250
DR. ARON BARTH, 8, Yehoash Street, Tel-Aviv, <i>Bank Manager.</i>	250
DR. GEORGE HALPERN, 11, Ussishkin Street, Jerusalem, <i>Director of Companies.</i>	250
DR. ARTHUR HANTKE, 26, Abarbanel Street, Jerusalem, <i>Director of Companies.</i>	250
ARIEH SCHENKAR, 26, Bialik Street, Tel-Aviv <i>Manufacturer.</i>	250

Dated 21st day of August, 1950.

Witness to the above signatures —

ALEXANDER DORON,
26-28, Yehuda Halevy Street,
Tel-Aviv.

THE COMPANIES LAW, 5759-1999

BANK LEUMI LE-ISRAEL B.M.

Resolution Approved on 1 August 2012

At the ANNUAL GENERAL MEETING of the Bank duly convened and held at its offices at 35 Yehuda Halevi Street, Tel Aviv, on Wednesday, 1 August 2012, the following Resolution was duly approved:

To increase the Bank's registered capital to the sum of NIS 3,215,000,000 by creation of 1 billion ordinary shares, par value NIS 1 each, convertible to stock after issuance and full payment thereof, and also to amend the resolution adopted at the General Meeting of 7 October 2008, such that the 500,000,000 ordinary shares, par value NIS 1 each, created by said resolution of the General Meeting of 7 October 2008 shall be utilized not only for the purpose of the issuance of subordinated hybrid capital notes.

THE COMPANIES LAW, 5759-1999

BANK LEUMILE-ISRAEL B.M.

Resolution Approved on 7 October 2008

At the SPECIAL GENERAL MEETING of the Bank duly convened and held at its offices at 35 Yehuda Halevi Street, Tel Aviv, on Tuesday, 7 October 2008, the following Resolution was duly approved:

To approve an increase in the authorized share capital of the Bank to NIS 2,215,000,000, by the creation of 500,000,000 ordinary shares of NIS 1.0 par value each, which shall, upon being issued and fully paid, be convertible into stock - for the purpose of the issue of hybrid subordinated capital notes only.

Adv. M. Nof

Chairman of the Meeting

THE COMPANIES LAW, 5759-1999

BANK LEUMI LE-ISRAEL B.M.

Resolution Approved on 5 June 2008

At the ANNUAL GENERAL MEETING of the Bank duly convened and held at its offices at 35 Yehuda Halevi Street, Tel Aviv, on Thursday, 5 June 2008, the following Resolution was duly approved:

To approve an amendment to Article 8 of the Articles of Association, by the addition of the following paragraph:

"The Board of Directors may delegate its authority to allot shares arising from the exercise or conversion of securities of the Company – to a Board Committee, to the General Manager of the Company or to any other person recommended to the Board of Directors by the General Manager."

Eitan Raff

Chairman of the Meeting

THE COMPANIES LAW, 5759-1999

BANK LEUMI LE-ISRAEL B.M.

Resolutions Approved on 31 October 2005

At the SPECIAL GENERAL MEETING of the Bank duly convened and held at its offices at 35 Yehuda Halevi Street, Tel Aviv, on Monday, 31 October 2005, the following Resolutions were duly approved:

Resolutions

1. To amend Article 89 of the Articles of Association of the Company as follows:
In Article 89 of the Articles of the Company, the words "by Extraordinary Resolution" will be deleted and replaced by the words "by a resolution of the General Meeting approved by an ordinary majority", and the words "Ordinary Resolution" will be deleted and replaced by the words "by a resolution approved by an ordinary majority at the General Meeting".
2. To substitute the following Article for Article 143 of the Articles of the Company with regard to Insurance, Indemnity and Release:
"143 a. The Company may release its officer in advance of all or any of his liability for damage due to a breach of the duty of care to it. Despite the above, the Company may not release its Director in advance of his liability to it due to a breach of the duty of care in the case of a "distribution" (as defined in the Companies Law, 1999).
b. The Company may indemnify its officer in respect of a liability or expense, as set out below in this Article, that is imposed upon him or incurred by him due to an act committed by him in his capacity as its officer:
 - (1) a pecuniary liability imposed upon him in favour of another person pursuant to a judgement, including a judgement awarded on a compromise or an arbitrator's award that has been confirmed by a court;
 - (2) reasonable litigation expenses, including lawyers' professional fees, incurred by the officer due to an investigation or proceeding carried out against him by an authority authorised to carry out investigations or proceedings, and which was concluded without the filing of a criminal indictment against him and without the imposition of a monetary obligation as an alternative to criminal proceedings, or which was concluded without the filing of a criminal indictment against him, but with

the imposition of a monetary obligation as an alternative to criminal proceedings in an offence that does not necessitate the proof of *mens rea*.

"conclusion of proceedings without the filing of a criminal indictment in a matter in which a criminal investigation was opened" – shall have the meaning of closing of the file in accordance with Section 62 to the Criminal Procedure Law [Consolidated Version], 1982 (for the purposes of this subparagraph – the Criminal Procedure Law), or a stay in proceedings by the Attorney General, in accordance with Section 231 of the Criminal Procedure Law.

"monetary obligation as an alternative to criminal proceedings" – monetary obligation imposed by law as an alternative to criminal proceedings, including an administrative fine in accordance with the Administrative Offences Law, 1985, a fine in respect of an offence determined to be a finable offence in accordance with the provisions of the Criminal Procedure Law, a financial sanction or composition.

- (3) reasonable litigation expenses, including lawyers' professional fees, incurred by the officer or for which he is made liable by the court, in proceedings brought against him by or on behalf of the Company or by another person or on a criminal indictment of which he is acquitted, or on a criminal indictment under which he is convicted of an offence that does not necessitate the proof of *mens rea*.
- c. The Company may give an undertaking in advance to indemnify its officer, in each of the following (for the purposes of this paragraph – the "Undertaking to Indemnify"):
- (1) as detailed in paragraph b(1) above, but only provided that the Undertaking to Indemnify shall be limited to events that, in the opinion of the Board of Directors, are foreseeable at the time of giving the Undertaking to Indemnify in light of the actual activities of the Company and to such amount or criterion that the Board of Directors has determined as reasonable under the circumstances, and provided that the events that, in the opinion of the Board of Directors, are foreseeable at the time of giving the Undertaking to Indemnify in light of the actual activities of the Company and such amount or criterion that the Board of Directors has determined as reasonable under the circumstances are indicated in the Undertaking to Indemnify.
 - (2) as detailed in paragraph b(2) or b(3) above.
- d. The Company may indemnify its officer *ex post facto*.

- e. The Company may enter into a contract to insure the liability of its officer in respect of liability that is imposed upon him due to an act committed by him in his capacity as its officer by reason of any of the following:

a breach of the duty of care to the Company or to another person;

a breach of fiduciary duty to the Company, provided that the officer acted in good faith and had reasonable grounds to believe that the act would not harm the Company's interests;

a pecuniary liability that is imposed upon him in favour of another person.

- f. Notwithstanding as provided in clauses a to e above, the Company shall not enter into a contract to insure the liability of its officer, indemnify its officer or release its officer of his liability to the Company in respect of any of the following:

(1) a breach of fiduciary duty, other than for the purposes of indemnity and insurance in respect of a breach of fiduciary duty to the Company when the officer acted in good faith and had reasonable grounds to believe that the act would not harm the Company's interests;

(2) a breach of the duty of care committed with intent or recklessly, other than if such is committed negligently only;

(3) an act with intent to produce an unlawful personal gain;

(4) a fine or composition imposed upon him."

David Wainshal
Chairman of the Meeting

THE COMPANIES LAW, 5759-1999

BANK LEUMI LE-ISRAEL B.M.

Resolutions Approved on 29 June 2005

At the ANNUAL GENERAL MEETING of the Bank duly convened and held at its offices at 35 Yehuda Halevi Street, Tel Aviv, on Wednesday, 29 June 2005, the following Resolutions were duly approved by a majority of at least three quarters of the total voting rights of the stockholders entitled to vote and who voted in person or by proxy:

Resolutions

1. To add clause 5 to the Memorandum of Association of the Company, as follows:

"5. The Company may amend its Memorandum by a resolution approved at the General Meeting by a simple majority."

2. To add Article 144 to the Articles of the Company, as follows:

"144. The Company may amend its Articles by a resolution approved at the General Meeting by a simple majority."

3. To add Article 74A to the Articles of the Company, under the heading, "Voting by Means of Voting Papers", as follows:

"74A. As regards resolutions relating to the matters detailed below, and subject as determined in the Companies Law, 1999, and the regulations enacted and to be enacted by virtue thereof, from time to time (the "Companies Law"), a shareholder may also vote at a General Meeting in the way and manner detailed in the Companies Law by means of voting papers:

- (a) appointment and removal of Directors;
- (b) approval of actions or transactions requiring approval of the General Meeting, in accordance with Sections 255 and 268 to 275 of the Companies Law;
- (c) approval of a merger, in accordance with Section 320 of the Companies Law.
- (d) additional matters as may be determined by the Minister of Justice, in accordance with Section 89 of the Companies Law.

Voting papers, if required, will be sent to shareholders by the Company in a manner to be determined by law. A shareholder may indicate the manner of his vote on the voting paper, and send it to the Company.

A voting paper, whereon a shareholder indicated the manner of his voting, which reaches the Company by the date indicated for such purpose in the notice of the meeting, will be considered as presence at the meeting for the purposes of the presence of the requisite legal quorum."

4. To add Article 85A to the Articles of the Company, as follows:

"85A. The term of office of a Director will begin at the time of his appointment, unless a later date is determined for the beginning of his term of office."

5. To add Article 85B to the Articles of the Company, as follows:

"85B. Should the number of people being proposed for election as Directors at a 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."

6. To add Article 145 to the Articles of the Company, as follows:

"145. a. The Company may contribute a reasonable amount to an appropriate cause, even if the contribution does not fall within business considerations.

b. The Company may also consider community causes or activities as part of its profitability considerations."

Eitan Raff
Chairman of the Meeting

THE COMPANIES LAW, 5759-1999

BANK LEUMI LE-ISRAEL B.M.

Special Resolution passed on 5 June 2002

At a SPECIAL GENERAL MEETING of the Bank duly convened and held at its Registered Office, 24-32 Yehuda Halevi Street, Tel Aviv, on Wednesday, 5 June 2002, the following Resolution was duly passed as a Special Resolution:

Special Resolution

To approve an increase in the Bank's authorized share capital to the amount of NIS 1,715,000,000 by the creation of 300,000,000 ordinary shares of NIS 1 each, which shall, upon being issued and fully paid, be convertible into stock.

Oded Erez
Chairman of the Meeting

THE COMPANIES LAW, 5759-1999

BANK LEUMI LE-ISRAEL B.M.

Special Resolution passed on 9 December 2001

At a SPECIAL GENERAL MEETING of the Bank duly convened and held at its Registered Office, 24-32 Yehuda Halevi Street, Tel Aviv, on Wednesday, 9 December 2001, the following Resolution was duly passed as a Special Resolution:

Special Resolution

To amend the Company's articles of association by replacing Article 143 of the Articles with the Article set out below and deleting Article 144 of the Articles:

143. Insurance, Indemnity and Release

- (a) The Company may release its officer in advance of all or any of his liability for damage due to a breach of the duty of care to it.
- (b) The Company may indemnify its officer in respect of a liability or expense, as set out below in this Article, that is imposed upon him due to an act committed by him in his capacity as its officer:

a pecuniary liability imposed upon him in favour of another person pursuant to a judgement, including a judgement awarded on a compromise or an arbitrator's award that has been confirmed by court;

reasonable litigation expenses, including lawyers' professional fees, incurred by the officer or for which he is made liable by court, in proceedings brought against him by or on behalf of the Company or by another person or on a criminal indictment from which he is acquitted, or on a criminal indictment in which he is convicted of an offence that does not necessitate the proof of *mens rea*.

- (c) The Company may give an undertaking in advance to indemnify its officer, provided that the undertaking shall be limited to types of event that in the board of directors' opinion are foreseeable at the time of giving the undertaking to indemnify and to such amount as the board of directors has determined is reasonable in the circumstances. The Company may also indemnify its officer *ex post facto*.

(d) The Company may enter into a contract to insure the liability of its officer in respect of liability that is imposed upon him due to an act committed by him in his capacity as its officer by reason of any of the following:

a breach of the duty of care to the Company or to another person;

a breach of fiduciary duty to the Company, provided that the officer acted in good faith and had reasonable grounds to believe that the act would not harm the Company's interests;

a pecuniary liability that is imposed upon him in favour of another person.

(e) Notwithstanding as provided in clauses (a) to (d) above, the Company shall not enter into a contract to insure the liability of its officer, indemnify its officer or release its officer of his liability to the Company in respect of any of the following:

(1) a breach of fiduciary duty, other than a breach of fiduciary duty to the Company when the officer acted in good faith and had reasonable grounds to believe that the act would not harm the Company's interests;

(2) a breach of the duty of care committed with intent or recklessly;

(3) an act with intent to produce an unlawful personal gain;

(4) a fine or composition imposed upon him.

Miriam Porat
Retired Judge
Chairman of the Meeting

THE COMPANIES LAW, 5759-1999

BANK LEUMI LE-ISRAEL B.M.

Special Resolution Passed on 11 June 2000

At a SPECIAL GENERAL MEETING of the Bank duly convened and held at its Registered Office, 24-32 Yehuda Halevi Street, Tel Aviv, on Sunday, 11 June 2000, the following Resolution was duly passed as a Special Resolution:

Special Resolution

To amend the Articles of Association of the Bank by adding the following section to Article 81:

- (d) A transaction of the Company with one of its officers as well as a transaction of the Company with another person in whom an officer of the Company has a personal interest, as provided in Section 270(1) of the Companies Law, 5759-1999, and which is not an extraordinary transaction, shall be approved in accordance with the guidelines of the Company, as in effect from time to time.

Miriam Porat
Judge (ret'd)
Chairman of the Meeting

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

Special Resolution Passed on 2 July 1995

At an EXTRAORDINARY GENERAL MEETING of the Bank duly convened and held at its Registered Office, 24-32 Yehuda Halevi Street, Tel Aviv, on Sunday, 2nd July, 1995 at 10:00 a.m., the following Resolution was duly passed as a Special Resolution:

Special Resolution

THAT with effect from the close of business on 14th September, 1995:-

- (a) all the issued Ordinary Stock Units of NIS. 0.1 nominal value of the Bank be converted into Ordinary Shares of NIS. 0.1 nominal value each;
- (b) every holding of Ordinary Shares of NIS. 0.1 nominal value each then on the register of members and all unissued Ordinary Shares of NIS. 0.1 nominal value each be consolidated and divided into Ordinary Shares of NIS. 1.0 nominal value each on the basis of 10 Ordinary Shares of NIS. 0.1 nominal value before the consolidation and division becoming one Ordinary Share of NIS. 1.0 nominal value thereafter and so on in proportion for greater or smaller numbers of shares in a holding;
- (c) fractional entitlements arising from the consolidation and division shall be dealt with in accordance with Article 50B of the Articles of Association of the Bank;
- (d) each issued Ordinary Share of NIS. 1.0 nominal value be converted into Ordinary Stock transferable in units of NIS. 1.0 nominal value each.

Eitan Raff
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Bank duly convened and held at its Registered Office, 24-32 Yehuda Halevi Street, Tel Aviv, on Thursday, 6 April 1995, at 10:00 a.m., the following Resolution was duly passed as a Special Resolution:

Special Resolution

To amend Article 129 of the Articles of Associatio of the Bank by substituting the word "seven" for the word "twenty-one".

Moshe Sanbar
Chairman

THE COMPANIES ORDINANCEBANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Bank duly convened and held at its Registered Office, 24-32 Yehuda Halevi Street, Tel Aviv, on Sunday, 7 February 1993, at 10:00 a.m., the following Resolutions were duly passed as Special Resolutions:

Special Resolutions

1. To authorise an increase of the Bank's Authorised Share Capital to the amount of NIS.1,415,000,000 by the creation of 14,000,000,000 new shares of NIS.0.1 each, which shall, upon being issued and fully paid, be convertible into stock.
2. To authorise the appropriation of the sum of NIS.100,329,920.21 out of the Share Premium Account, the sum of NIS.89,606,000 out of Capital Reserves, and the sum of NIS.1,217,225,596.39 out of Earned Surplus to a Reserve for the Proposed Distribution of Capitalisation Shares.
3. To authorise capitalisation of the sum of NIS.1,407,161,516.60 thereafter standing to the credit of the Reserve for the Proposed Distribution of Capitalisation Shares, which will thereby be capitalised and freed for distribution amongst the holders of Ordinary Stock whose names appear on the Register of Members at the close of business on 14 February 1993 (hereafter "the Record Date"), and to authorise and direct the Directors to appropriate the said sum of NIS.1,407,161,516.60 to the aforesaid holders of Ordinary Stock in the proportion of NIS. 19.90 for every NIS.0.1 nominal Ordinary Stock then held by them, and to apply the said sum of NIS. 1,407,161,516.60 on their behalf in paying up in full Ordinary Shares of NIS.0.1 each for allotment and distribution as fully paid up to and amongst such members at the rate aforesaid. All the shares to be allotted as aforesaid will be converted into Ordinary Stock and shall be identical in all respects with the existing Ordinary Stock.
4. To authorise amendment of the Articles of Association of the Bank (hereafter "the Articles") as follows:
 - a. Article 62 shall be deleted and the following new Article 62 shall be substituted therefor:

"Every question submitted to a meeting shall be decided by a poll conducted in the first instance by a show of hands in such manner as the Chairman of the meeting directs. In case of an equality of votes, whether in a vote by show of hands or ballot, the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as a Member."

- b. Article 67 shall be deleted and the following new Article 67 shall be substituted therefor:

"Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, upon a poll every Member present in person or by proxy shall have one vote for every share held by him."

- c. In Article 75 the words "or upon a poll" shall be deleted.

Avner Perez
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

Special Resolution Passed on 4th June 1992

At an EXTRAORDINARY GENERAL MEETING of the Bank will be held at its Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on Thursday, 4th June, 1992 immediately after the Ordinary General Meeting which has been called for 10:00 a.m. on that day, for the purpose of considering and, if thought fit, passing the following Resolutions as Special Resolutions:

Special Resolutions

1. To approve the acquisition of a directors' and officers' liability insurance policy with the "Alpina" company in respect of the directors and officers of the Bank and the Group.
2. To approve the resolutions regarding the holding of offices and disclosure by officers, in the text attached hereto.
3. That the Articles of Association of the Company be amended as follows:
 - a. By adding to Article 61 after the words "as the Directors may by notice to the shareholders appoint", the words: "whether the Meeting was convened by the Directors at their instigation or otherwise".
 - b. By adding to Article 77, after the words "as may be voted by the Company in General Meeting", the words "having been first approved by both the Audit Committee and the Board of Directors".
 - c. By deleting Article 81 and substituting therefor the following new Article:

"81.(a) The Company may enter into a transaction with another entity, in which a Director of the Company has a personal interest, directly or

indirectly, and the Company may enter into a transaction with a Director of the Company in which transaction the Director has a personal interest, directly or indirectly, provided that the Director has disclosed to the Company the general nature of his personal interest in the transaction, that the Director is acting in good faith and that the transaction does not prejudice the interests of the Company.

If such a transaction is an extraordinary transaction, it must in addition be approved by the Audit Committee and thereafter by the Board of Directors.

Should the majority of the members of the Board of Directors or of the Audit Committee be personally interested in the said transaction, it must also be approved by the Company in General Meeting.

- (b) A general notice given to the Directors by any Director regarding his holding office or regarding his carrying out a function or regarding his providing services or regarding his and/or his relative's being interested in certain bodies shall be deemed to be disclosure as required by paragraph (a) above by the Director to the Company of his personal interest for the purposes of all transactions made between the Company and another and for the purposes of all transactions other than extraordinary transactions in which the Director has a personal interest made between the Company and the Director.

In the case of an extraordinary transaction made between the Company and another and/or between the Company and the Director, in which the Director has a personal interest, directly or indirectly, the Director will give notice of his personal interest to the Audit Committee and to the Board of Directors at the commencement of the discussion of the transaction, he will not be present at the meeting during the discussions of the transaction, and he will not vote on the discussions regarding the transaction. Should the Director become personally interested thereafter, or become aware of the existence of his personal interest thereafter, he will disclose it without delay, and no later than at the first meeting of the Board of Directors after he becomes personally interested or becomes aware of such interest.

- (c) A Director shall not be disqualified by his holding the office of Director of the Company from holding any other office or function with the Company or from giving services for consideration to the Company (other than the office of an internal or external auditor) save that his additional employment and the terms thereof must be approved by the Audit Committee and thereafter by the Board of Directors and thereafter by the Company in General Meeting; nor will he be disqualified by holding office as a Director of the Company from holding any other office or function or from giving services for consideration to a company in which the Company holds any shares or in which it is interested in any other way.
- d. By deleting from Article 93 the words "The remuneration of a Managing Director, shall, subject to any contract between him and the Company, be fixed by the Directors" and substituting therefor the words "The terms of office and employment of a Managing Director including his terms of employment as the holder of another office or another function with the Company must be approved by the Audit Committee and thereafter the Board of Directors and thereafter the Company in General Meeting".
- e. By adding the following new Article 99A after Article 99:
- "99A. The Directors will appoint an Audit Committee from its members. The Committee will not have less than three members and all the Directors from among the Public will be members thereof. The Chairman of the Board of Directors, the General Manager, Managing Director, Cashier, Secretary or any officer who is an employee of the Company shall not be members of the Committee.
- The tasks and authorities of the Audit Committee will be in accordance with those laid down in the Companies Ordinance."

A member entitled to attend and vote may appoint a proxy or proxies to attend and vote on his behalf. A proxy need not be a member of the Bank.

Tel Aviv, 13th May 1992

By Order of the Board

Jennifer Janes, Adv.
Secretary

Resolutions for approving the holding of offices and disclosure by Officers

a. Approval of holding office as an Officer and disclosure for such purpose

1.(a) The fact of an Officer of the Bank's holding an office or offices in the bodies set out opposite his name on the Schedule to these resolutions and in corporations in the Bank Leumi Group (hereafter: "other notified corporations") and the fact of an Officer of the Bank and/or his relative being interested in other notified corporations is known to the Bank and is deemed to be disclosure by the Officer to the Bank regarding his personal interest for the purpose of all actions taken in the Bank by the Officer.

(b) Every Officer of the Bank holding an office in other notified corporations, and every Officer of the Bank who or whose relative is interested in other notified corporations - is entitled to be an Officer of the Bank, notwithstanding his serving in the office and/or offices and/or that he or his relatives are interested in other notified corporations, and his actions within the scope of his duties as an Officer of the Bank, so long as they are carried out in good faith, and so long as they are not connected with him or his relative personally, or with corporations outside the Bank Leumi Group in which he serves as an Officer and/or in which he or his relative are interested, will not be considered as actions in conflict of interest with or in competition with the business of the Bank or as the taking of advantage of a business opportunity of the Bank for the purpose of obtaining a benefit for himself or another (hereafter: "breach of fiduciary duty") and they do not prejudice the interests of the Bank, merely by reason that he serves with other notified corporations and/or he or his relative are interested in other notified corporations.

(c) In every case where the approval set out in sub-paragraph (b) above does not apply, the Officer will notify the Bank of his personal interest at the commencement of the discussion of such action and will not be present at the meeting during the discussion of such action.

Where an Officer acts as above-mentioned, his actions will not be considered to be a breach of fiduciary duty to the Bank nor will they constitute any prejudice to the interests of the Bank.

- 2.(a) The fact of giving professional advice, or serving as accountant, lawyer, economist or such like, by an Officer of the Bank, to certain bodies, is known to the Bank and constitutes disclosure by the Officer to the Bank regarding his personal interest regarding any action taken in the Bank by the Officer.
- (b) Every Officer of the Bank who gives professional advice and/or serves as above mentioned - is entitled to be an Officer of the Bank, notwithstanding that he gives professional advice and/or serves as abovementioned, and his actions within the framework of his serving as Officer of the Bank, so long as they are done in good faith, and so long that they are not connected to him or to his relative personally or to other bodies outside the Bank Leumi Group to which he gives professional advice and/or serves as abovementioned, will not be deemed to be actions which constitute a breach of fiduciary duty to the Bank nor do they constitute any prejudice to the interests of the Bank, merely by virtue of his giving professional advice and/or serving as abovementioned.
- (c) In every case where the approval set out in sub-paragraph (b) above does not apply, the Officer will notify the Bank of his personal interest at the beginning of the discussion of such action and will not be present at the meeting during the discussion of such action.

Where an Officer acts as abovementioned, his actions will not be considered to be a breach of fiduciary duty to the Bank nor will they constitute any prejudice to the interests of the Bank.

- b. Disclosure for the purpose of entering into transactions between the Bank and another and for the purpose of transactions between the Bank and an Officer of the Bank.
1. A general notice given by an Officer as mentioned in resolution a. above and the fact of giving professional advice and/or the fact of serving as accountant, lawyer, economist or such like, by an Officer of the Bank to or with other bodies, are known to the Bank, and constitute full and sufficient disclosure by the Officer to the Bank with regard to his personal interest for the purpose of all transactions entered into between the Bank and another, and for the purpose of any transactions entered into between the Bank and the Officer, in which he has a personal interest.

2. This resolution will not apply to an extraordinary transaction between the Bank and another nor to any extraordinary transaction between the Bank and an Officer of the Bank, in which the Officer has a personal interest, directly or indirectly.

In the case of such extraordinary transaction, the Officer will give notice of his personal interest to the Audit Committee and to the Board of Directors at the commencement of the discussion of the transaction and will not be present at the meeting during the discussion of the transaction.

3. For the sake of clarification, it is declared that this resolution approves only the disclosure required for the purposes of entering into a transaction which is not an extraordinary transaction, made between the Bank and another or between the Bank and an Officer of the Bank, in which transactions the Officer has a personal interest, and it does not approve the entering into the transaction itself, the approval of which is subject to the provisions of the Companies Ordinance. (With regard to a transaction which is not an extraordinary transaction, approval in accordance with the provisions of the guidelines of the Bank, and with regard to an extraordinary transaction - the approval of the Audit Committee and of the Board of Directors, and if necessary the Company in General Meeting.)
 - c. "Officer", "relative", "person interested", "extraordinary transaction" and "personal interest" for the purpose of these resolutions - as defined in Chapter D 1 of the Companies Ordinance [New Version] 1983.
 - d. In any case of doubt as to whether a company belongs to the Bank Leumi Group, the General Manager and Chief Executive Officer will determine.
 - e. These resolutions do not prejudice the interests of the Bank.
 - f. These resolutions will be submitted every year for renewed approval by the Audit Committee and the Board of Directors (and if necessary the Company in General Meeting).

- g. The Secretary will update the Schedule to these resolutions in accordance with information given to him regarding changes which have occurred from time to time (if any). These changes will be reported by the Secretary to the Audit Committee and the Board of Directors at the first meeting after he receives information of such changes. In addition, the revised Schedule will be attached to the resolutions to be brought for approval once a year as stated above.
- h. For the avoidance of doubt, it is declared that these resolutions will apply to all Officers present and future of the Bank, holding office today or to be appointed in future in corporations in the Bank Leumi Group and/or bodies set out now or in future beside their names in the Schedule to these resolutions, as amended from time to time.

Schedule

Directors

Moshe Sanbar:

Otzar Hityashvuth Hayehudim B.M.
HaHevra Leachzakot Upituach shel Otzar Hityashvuth Hayehudim B.M.
Israel National Committee, International Chamber of Commerce - Chairman
Teuza A Fairchild Technology Venture Ltd.
Teuza Management and Development Ltd.
The College of Administration - Chairman of the Trustees
Janco - Dada Museum for Modern Art (Ein Hod) - President
Inbar Israel League against Rheumatism - President
Sharett Center
Tel Aviv University - Member of the Management Committee and Board of Trustees
The Hebrew University of Jerusalem - Member of the Board of Trustees - Governor
The Technion

Abraham Ben-Moshe:

Societe Cooperative Vigneronne des Grandes Caves
de Richon le Zion et Zichron Jacob Ltd. Carmel Mizrahi - Chief Executive Officer and Managing Director
The Israel Wine Institute
Dexter Chemicals (International) Ltd.
The Rishon le-Zion Fund

Yigal Cohen-Orgad:

Eitam B.M.
Alcontran Ltd.
Alucon Ltd.
Deco Food Industries (1989) Ltd.
New Safe Ltd.
Laser Industries Ltd.
Cyclone B.M.
The College of Judah & Samaria
Microshob B.M.

Amos Epstein:

Kafrit Industries, Kibbutz Kfar Aza - Manager
Minrav Holdings B.M.
Attas Food Industries B.M.
Hevra HaOvdim - Member of the Management Committee
Tivall Vegetarian Food Products Ltd.
Tslav - Gal B.M.
The Israel Export Institute -- Executive Committee

Dan Gillerman:

Israeli Chambers of Commerce - President
Nagum B.M. - Managing Director and owner
Haifa Silos B.M. - Managing Director and owner
Tel Aviv - Jaffa Chamber of Commerce (Chairman)
The Hebrew University Jerusalem - Member of the Board of Trustees.
Tel Aviv University - Member of the Board of Trustees and Management
Committee.
Bank of Israel - Member of the Advisory Committee.

Avner Perez:

Pereg Industries B.M. - Co-Director-General.
The Israel Museum - Member of the Executive Committee
The Jerusalem Theatre - Member of Management.
The Hebrew University of Jerusalem - Member of the Board of Trustees,
Member Executive Committee and Finance Committee.
Hadassah College - Member of Management
Yad Ben Zvi - Member of the Council
Industrialists' Association - Member of Management
Jerusalem Chamber of Commerce - Member of Management.

David Rotlevy:

Ampa Investment Company Ltd.
Zim Israel Navigation Co. Ltd.
Dalim (Productions) Ltd.
D.L.I.N. Ltd.
Scientific Investment Ltd.
IDBC Ltd.
The Israel Bar - Alternate Head of the Bar
The World Likud Movement - Deputy President
The Amuta for Production of Films on the National Tradition - Chairman of
the Management
The Yiddish Theatre in Israel - Chairman of Management
The Arts Building - Golda Centre
Yad-Ro B.M.

Moshe Schnitzer:

M. Schnitzer and Co. - Partner
The Israel Diamond Exchange Ltd. - President
Diamond Exchange Enterprises Ltd. - Chairman of the Board of Directors
The Diamond Institute - Chairman of the Board of Directors
The Oppenheimer Diamond Museum

Zalman Shalev:

Delta - Galil Industries Ltd.
Intergamma B.M.
Isralom B.M.
Adacom Technology Ltd.
Elisra Electronic Systems Ltd.
Ort - Israel Network for Technological and Scientific Education -
Deputy Chairman of the Board of Directors.

Abraham Sperling:

Barshefer Building and Investment Co. Ltd. - Managing Director
Minyan Investments B.M.
AV Family Holdings B.M.
Pe'er Ish Company B.M.

Officers

Oded Akselrod:
Teuza A Fairchild Technology Venture Ltd.
Teuza Management and Development Ltd.

Yaacov Dior:
Visa International

Uri Galili:
Kupat Holim Maccabi

Yehuda Ginossar:
The Haifa Fund - Member of Management and Alternate for the Mayor of
Haifa with the Fund
"Carmel" Hospital - Chairman of the Organization of Friends of the
Hospital.

Jennifer Janes:
The Israeli Forum - Member of Management
Otzar Hityashvuth Hayehudim B.M. - Secretary
HaHevra le Achzakot Upituach shel Otzar Hityashvuth Hayehudim B.M. -
Secretary
BLL Batuhoth (1983) B.M. - Secretary

Galia Maor:
"Maalot" - The Israel Rating Company Ltd.
The Hebrew University of Jerusalem
Haifa University
The Open University

Zeev Nahari:
Binyanei HaBursa B.M.
Misradei HaBursa B.M.

Moshe Nadir:
Information Processing Association of Israel

Arie Nessim:
The Centre for the Traditions of Babylonian Jews
The Tel Aviv Stock Exchange
"Maalot" - The Israel Rating Co. Ltd.

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B. M.
(Incorporated in Israel)

At the adjourned Extraordinary General Meeting of the Company duly convened and held at its Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on 12th December 1991, at 11 a.m., the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

- 1.(a) the authorised share capital of the Company be increased from NIS 14,999,999.91 to NIS 15,000,000 by the creation of 900 new Ordinary Shares of NIS. 0.0001 each.
- (b) the one hundred Special Voting Shares of NIS 0.0001 each, being all the Special Voting Shares issued and in existence, be converted now into one hundred Ordinary Shares of NIS. 0.0001 each.
- 2.(a) Article 8 of the Articles of Association of the Company be amended by the existing paragraph of Article 8 of the Articles of Association being lettered as paragraph (A) and the following being inserted in Article 8 and lettered as paragraph (B):

"900 Ordinary Shares of NIS. 0.0001 each may be allotted by the Company in General Meeting to Otzar Hityashvuth Hayehudim B.M. on such terms as the General Meeting shall deem fit";
- (b) forthwith after the issue and consolidation of the Ordinary Shares of NIS. 0.0001 each in accordance with Resolution 3 below, the Articles of Association be amended by the deletion of the modification to Article 8 introduced by paragraph (a) of this Resolution.
- 3.(a) The General Meeting hereby allots 900 Ordinary Shares of NIS. 0.0001 each to Otzar Hityashvuth Hayehudim B.M. for cash at par;
- (b) the 1000 Ordinary Shares of NIS. 0.0001 each in the capital of the Company shall now be consolidated into one Ordinary Share of NIS. 0.1 having the same rights and privileges and being subject to the same limitations and restrictions as are provided in the Articles of Association of the Company in respect of Ordinary Shares. This Ordinary Share shall forthwith be converted into Ordinary Stock ranking pari passu with the outstanding Ordinary Stock.
4. Following the conversion of the Special Voting Shares into part of an Ordinary Share of NIS. 0.1, as set out in Resolutions 1(b) and 3(b) above, the Articles of Association of the Company be amended as follows:
 - (i) by the deletion of Article 5 and the substitution therefor of the following new Article:

"5. The Ordinary Shares shall confer upon the holders thereof the following rights to share in the profits and assets of the Company, namely:

(a) The profits of the Company which it shall in any year be determined to distribute by way of dividend shall, subject to the rights conferred upon any other classes of shares for the time being issued, and subject to the provisions of Article 111, be distributed among the holders of the Ordinary Shares in proportion to the capital paid up or credited as paid up on the nominal value of such shares.

(b) In a winding-up, the surplus assets of the Company shall, subject to the rights of any other class of shares for the time being issued, belong to and be distributed rateably among the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the nominal value of such shares."

(ii) by the deletion of the second sentence of Article 59.

(iii) by the deletion of Article 67 and the substitution therefor of the following new Article:-

"67. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member present in person shall have one vote and upon a poll every Member present in person or by proxy shall have one vote for every share held by him".

5. Article 76 of the Articles of Association of the Company be deleted and the following new Article be substituted therefor:

"76. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than seven nor more than fifteen in number."

M. Sanbar
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

AT the adjourned CLASS MEETING of the holders of the Ordinary Stock of the Company duly convened and held at its Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on 11th June, 1991 at 9 a.m., the following Resolution was duly passed as a Special Resolution:

Special Resolution

That the Articles of Association of the Company be amended as follows:

"143. The Company may indemnify an Officer of the Company in respect of each or any of the following:

(1) A monetary liability imposed upon him for the benefit of another person under a judgment including a judgment made in a settlement or an arbitrator's award approved by the court by reason of any act effected by him by virtue of his being an Officer of the Company;

(2) Reasonable litigation expenses, including lawyer's fees, incurred by an Officer or for which he is adjudicated liable by the court in any proceedings filed against him by or on behalf of the Company or by any other person or in criminal proceedings from which he is acquitted, all the foregoing being by reason of any act committed by him by virtue of his being an Officer of the Company."

M. Sanbar
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

AT a CLASS MEETING of the holders of the Special Voting Shares of the Company duly convened and held at its Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on 4th June, 1991 at 10.30 a.m., the following Resolution was duly passed as a Special Resolution:

Special Resolution

That the Articles of Association of the Company be amended as follows:

"143. The Company may indemnify an Officer of the Company in respect of each or any of the following:

(1) A monetary liability imposed upon him for the benefit of another person under a judgment including a judgment made in a settlement or an arbitrator's award approved by the court by reason of any act effected by him by virtue of his being an Officer of the Company;

(2) Reasonable litigation expenses, including lawyer's fees, incurred by an Officer or for which he is adjudicated liable by the court in any proceedings filed against him by or on behalf of the Company or by any other person or in criminal proceedings from which he is acquitted, all the foregoing being by reason of any act committed by him by virtue of his being an Officer of the Company."

M. Sanbar
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at its Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on 4th June, 1991 at 10.00 a.m., the following Resolutions were duly passed as Special Resolutions:

Special Resolutions

1. That the Articles of Association of the Company be amended as follows:

- (a) By adding the following sentence at the end of the definition of "The Companies Ordinance" in Article 1:

"Expressions which are not defined in these Articles shall, except where the context otherwise requires, bear the meanings ascribed thereto in the Companies Ordinance".

- (b) By substituting the words "Director" and "Directors" for the words "Menahel" and "Menahelim" wherever they respectively appear in the Articles. The words "Managing Director" and "Managing Directors" shall remain unchanged.*

- (c) By deleting the heading before Article 143 and substituting therefor the new heading "Indemnity"*

- (d) Subject to the passing of Special Resolutions at Class Meetings as required by the Companies Ordinance [New Version] - 1983, by deleting Article 143 and substituting the following Article therefor:

"143. The Company may indemnify an Officer of the Company in respect of each or any of the following:

(1) A monetary liability imposed upon him for the benefit of another person under a judgment including a judgment made in a settlement or an arbitrator's award approved by the court by reason of any act effected by him by virtue of his being an Officer of the Company;

(2) Reasonable litigation expenses, including lawyer's fees, incurred by an Officer or for which he is adjudicated liable by the court in any proceedings filed against him by or on behalf of the Company or by any other person or in criminal proceedings from which he is acquitted, all the foregoing being by reason of any act committed by him by virtue of his being an Officer of the Company."

* This amendment is only relevant to the Hebrew text of the Articles.

(e) By adding the following new Article 144, under the heading "Insurance of Officers":

"144. The Company may enter into a contract for insuring all or any of the liabilities of an Officer thereof by reason of one of the following:

- (1) Breach of duty of care towards the Company or any other person;
- (2) Breach of fiduciary duty towards the Company provided that the Officer acted in good faith and had reasonable ground to assume that the action would not affect the interests of the Company;
- (3) Monetary liability imposed upon him for the benefit of another person by reason of any action taken by him by virtue of his being an Officer of the Company."

M. Sanbar
Chairman

THE COMPANIES ORDINANCE

BANK LEUHI LE-ISRAEL B.M.

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at its Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on 15th May, 1990 at 11.30 a.m., the following Resolution was duly passed as a Special Resolution:

Special Resolution

That the Articles of Association of the Company be amended as follows:

1. By adding the following definition to Article 1:

"Director from among the public" means a director holding office as Director from among the public as provided in the provisions of Title B of Chapter Four of the Companies Ordinance."

2. By adding after Article 76 the following new Article 76A:

"At least two of the Directors shall be Directors from among the public, as laid down in the Companies Ordinance."

3. By adding after Article 80 the following new Article 80A:

"80A. A Director from among the public shall cease to hold office before the expiry of the period for which he was appointed, if one of the conditions laid down in s. 96(k) of the Companies Ordinance is fulfilled."

4. By adding the following at the end of Article 82:

"A Director from among the public shall not be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors."

5. By adding after Article 89 to the following new Article 89A:

"89A Notwithstanding all the provisions of Articles 80, 82, 83, 84, 86, 88 and 89, a Director from among the public will hold office for five consecutive years, subject to the provisions of Article 80A."

M. Sanbar
Chairman

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THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at its Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on 1st June, 1989 at 11.30 a.m. the following Resolution was duly passed as a Special Resolution:

Special Resolution

That the Authorised Share Capital of the Bank be decreased from NIS 15,000,000 to NIS 14,999,999.91 by the cancellation of nine tenths of one Ordinary Share.

M. Sanbar
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at its Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv on 17th October, 1983 at 12.00 noon, the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. To amend the Articles of Association of the Company by redesignating the existing Article 50 as Article 50 A and adding the following new Article as Article 50 B.
" 50B. Upon any consolidation and division of fully paid shares into shares of larger amount the Directors may make such arrangements as they may think fit for (a) the sale of any fractions of a share arising on such consolidation and division in respect of any separate holding; (b) the distribution in the due proportions among the persons entitled thereto of the net proceeds (after deduction of any levies that may apply and the expenses of sale and distribution if and to the extent that it is, in the case of any consolidation and division, so determined by the Directors); and (c) the appointment of some person to transfer to the purchaser or purchasers respectively purchasing the same the shares so arising from fractions. "
2. THAT, subject to the passing of Resolution 1 above and with effect from the close of business on 31st October, 1983:-
 - (a) the issued Ordinary Stock Units of IS. 0.1 each of the Company be converted into Ordinary Shares of IS. 0.1 each;
 - (b) every holding of Ordinary Shares of IS. 0.1 each then on the register of members and all unissued Ordinary Shares of IS. 0.1 each be consolidated and divided into Ordinary Shares of IS. 100 each on the basis of 1,000 Ordinary Shares of IS. 0.1 before the consolidation and division becoming one Ordinary Share of IS. 100 thereafter and so in proportion for greater or smaller numbers of shares in a holding, fractional entitlements being dealt with as provided below;
 - (c) fractional entitlements arising from the consolidation and division shall be dealt with in accordance with Article 50B and amounts due in respect thereof shall be distributed not later than 30th November, 1983.
 - (d) each issued Ordinary Share of IS. 100 and the aggregate of the fractions thereof arising from the consolidation and division referred to in the preceding paragraphs of this resolution be converted into Ordinary Stock transferable in units of IS. 100 each.
3. THAT, subject to the passing of Resolutions 1 & 2 above, the Articles of Association of the Company be amended as follows:
 - (a) By deleting Article 38.
 - (b) By deleting the words "fractions of a pound" from Article 44, and substituting therefor the words "amounts of stock of a nominal value of less than IS. 100".

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B. M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at its Registered Office, 24-32 Yehuda Halevy Street, Tel-Aviv on 7th June, 1983 at 10.20 a.m., the following Resolutions were duly passed as Special Resolutions:-

R E S O L U T I O N S

1. That the Authorized Share Capital of the Bank be increased to IS. 15,000,000,000 by the creation of 50,000,000,000 new shares of IS. 0.1 each and that such shares shall, upon being issued and fully paid, be converted into stock.
2. THAT a sum of IS. 3,112,846,047.4 out of the Share Premium Account be appropriated to a Reserve for the Proposed Distribution of Capitalisation Shares.
3. THAT a total of IS. 3,112,846,047.4 out of the sums thereafter standing to the credit of the Reserve for the Proposed Distribution of Capitalisation Shares together with the Special Sum (as defined below) be and the same hereby is capitalised and freed for distribution amongst the holders of Special Voting Shares and of Ordinary Stock whose names appear on the Register of Members at the close of business on 10th June, 1983 (hereinafter the "Record Date") and THAT the Directors be and hereby are authorized and directed to appropriate the said sum of IS. 3,112,846,047.4 and the Special Sum to the said Holders of Special Voting Shares and Ordinary Stock respectively in the proportion of IS. 0.1 for every one of the Special Voting Shares and for every IS. 0.1 nominal Ordinary Stock then held by them and to apply the said sum of IS. 3,112,846,047.4 and the Special Sum on their behalf in paying up in full Ordinary Shares of IS. 0.1 each for allotment and distribution as fully paid up and amongst such members in the proportion aforesaid.

The Special Sum shall be such sum (additional to the said sum of IS. 3,112,846,047.4) standing to the credit of the Share Premium Account as may be necessary to pay up in full the number of shares to which Holders of Ordinary Stock will be entitled as aforesaid, but whose Ordinary Stock was not taken into account in calculating the said sum of IS. 3,112,846,047.4 because such Ordinary Stock has or shall have been allotted between 31st December, 1982, being the date such calculation was made, and the Record Date, to satisfy the exercise after 31st December, 1982 of conversion rights attaching to Capital Notes (Options) 1983 (Series 4), subscription rights attaching to Capital Notes (Options) 1983 (Series 4), subscription rights attaching to the outstanding Warrants of Series 13 and conversion rights attaching to the Convertible Bonds of Laumi International Investments N.V.

The Shares to be allotted as aforesaid will be converted into Ordinary Stock which shall be identical in all respects with the existing Ordinary Stock.

4. That the Articles of Association of the Company be amended as follows:

a. By deleting the second sentence in Article 109, and substituting the following sentence therefor:

" The Company may also exercise the powers conferred by the Companies Ordinance of keeping in the United Kingdom of Great Britain and Northern Ireland and in the United States of America a branch Register of Members resident there and such powers shall be vested in the Directors. "

b. By deleting from Article 61 words "if convened upon such requisition as aforesaid shall be dissolved but in any other case it ".

E. I. Japhet.
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B. M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at its Registered Office, 24-32 Yehuda Halevy Street, Tel-Aviv on 31st October, 1982 at 10.00 a.m., the following Resolutions were duly passed as Special Resolutions :-

R E S O L U T I O N S

- A. THAT a sum of IS. 83,141,427 out of the Share Premium Account, and a sum of IS. 687,015,012.80 out of Other Capital Reserves be appropriated to a Reserve for the Proposed Distribution of Capitalisation Shares.
- B. THAT a total of IS. 770,156,439.80 out of the sums thereafter standing to the credit of the Reserve for the Proposed Distribution of Capitalisation Shares together with the Special Sum (as defined below) be and the same hereby is capitalised and freed for distribution amongst the holders of Special Voting Shares and of Ordinary Stock whose names appear on the Register of Members at the close of business on 1st November, 1982 (hereinafter "the Record Date") and THAT the Directors be and hereby are authorized and directed to appropriate the said sum of IS. 770,156,439.80 and the Special Sum to the said Holders of Special Voting Shares and Ordinary Stock respectively at a rate of 40 percent of the Special Voting Shares and of the Ordinary Stock then held by them and to apply the said sum of IS. 770,156,439.80 and the Special Sum on their behalf in paying up in full Ordinary Shares of IS. 0.1 each for allotment and distribution as fully paid up to and amongst such members at the rate aforesaid.

Fractions of shares shall be aggregated and sold and the proceeds thereof shall be distributed to the persons entitled thereto, subject to the provisions of the Articles of Association of the Bank.

The Special Sum shall be such sum (additional to the said sum of IS. 770,156,439.80) standing to the credit of the Share Premium Account and Other Capital Reserves (and so that the appropriation shall be made to the fullest extent possible from Share Premium Account and from Other

Capital Reserves only to the extent that such account shall prove inadequate) as may be necessary to pay up in full the number of shares to which Holders of Ordinary Stock will be entitled as aforesaid, but whose Ordinary Stock was not taken into account in calculating the said sum of IS. 770,156,439.80 because such Ordinary Stock has or shall have been allotted between 29th September 1982, being the date such calculation was made, and the Record Date, to satisfy the exercise after 29th September, 1982, of conversion rights attaching to Capital Notes (Options) 1983 (Series 4) and the Subscription rights attaching to the Registered Warrants (Series 12) and to the Convertible Bonds of Leumi International Investments N.V.

All the Shares to be allotted as aforesaid will be converted into Ordinary Stock and shall be identical in all respects with the existing Ordinary Stock.

E. I. Japhet

Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at its Registered Office, 24-32 Yehuda Halevy Street, Tel-Aviv, on 16th May 1982, at 10.20 a.m., the following Resolutions were duly passed as Special Resolutions :-

R E S O L U T I O N S

- A. THAT a sum of IS. 564,408,940.00 out of the Share Premium Account, and a sum of IS. 322,098,644.70 out of Other Capital Reserves be appropriated to a Reserve for the Proposed Distribution of Capitalisation Shares.
- B. THAT a total of IS. 886,507,584.70 out of the sums thereafter standing to the credit of the Reserve for the Proposed Distribution of Capitalisation Shares together with the Special Sum (as defined below) be and the same hereby is capitalised and freed for distribution amongst the holders of Special Voting Shares and of Ordinary Stock whose names appear on the Register of Members at the close of business on 17th May 1982 (hereinafter "the Record Date") and THAT the Directors be and hereby are authorized and directed to appropriate the said sum of IS. 886,507,584.70 and the Special Sum to the said Holders of Special Voting Shares and Ordinary Stock respectively in the proportion of IS. 0.1 for every one of the Special Voting Shares and for every IS. 0.1 nominal Ordinary Stock then held by them and to apply the said sum of IS. 886,507,584.70 and the Special Sum on their behalf in paying up in full Ordinary Shares of IS. 0.1 each for allotment and distribution as fully paid up and amongst such members in the proportion aforesaid.

The Special Sum shall be such sum (additional to the said sum of IS. 886,507,584.70) standing to the credit of the Share Premium Account and Other Capital Reserves (and so that the appropriation shall be made to the fullest extent possible from the Share Premium Account and from Other Capital Reserves only to the extent that such account shall prove inadequate) as may be necessary to pay up in full the number of shares to which Holders of Ordinary Stock will be entitled as aforesaid, but whose Ordinary Stock was not taken into account in calculating the said sum of IS. 886,507,584.70 because such

Ordinary Stock has or shall have been allotted between 31st December 1981, being the date such calculation was made, and the Record Date, to satisfy the exercise after 31st December 1981, of conversion rights attaching to the Capital Notes of Series 8, Capital Notes (Options) 1982, Capital Notes (Options) 1983 (Series 4) and subscription rights attaching to the outstanding Warrants of Series 10 and 12 and to the Convertible Bonds of Leumi International Investments N.V.

The Shares to be allotted as aforesaid will be converted into Ordinary Stock which shall entitle Holders to participate in all dividends to be declared in respect of 1982 and subsequent years, and shall be identical in all other respects with the existing Ordinary Stock.

E.I. Japhet

Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL D.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 5th February, 1981, at 10.00 a.m., the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

- (A) THAT the Share Capital of the Bank be increased to IS.2,500,000,000 by the creation of 15,000,000,000 new shares of IS.0.1 each and that such shares shall, upon being issued and fully paid, be converted into stock.
- (B) THAT a sum of IS.135,136,013.80 out of the Share Premium Account, a sum of IS.223,232,000 out of the Bank's equity in Other Capital Reserves of Subsidiaries and a sum of IS.18,592,975.10 out of the Bank's equity in Earned Surplus of Subsidiaries be appropriated to a Reserve for the Proposed Distribution of Capitalisation Shares.
- (C) THAT the total of IS.376,960,988.90 thereafter standing to the credit of the said Reserve for the Proposed Distribution of Capitalisation Shares together with the Special Sum (as defined below) be and the same hereby is capitalised and freed for distribution amongst the holders of Special Voting Shares and of Ordinary Stock whose names appear on the Register of Members at the close of business on 11th February, 1981 (hereinafter "the Record Date") and That the Directors be and hereby are authorized and directed to appropriate the said sum of IS.376,960,988.90 and the Special Sum to the said Holders of Special Voting Shares and Ordinary Stock respectively in the proportion of IS.0.1 for every one of the Special Voting Shares and for every IS.0.1 nominal Ordinary Stock then held by them and to apply the said sum of IS.376,960,988.90 and the Special Sum on their behalf in paying up in full Ordinary Shares of IS.0.1 each for allotment and distribution as fully paid up and amongst such members in the proportion aforesaid. The Special Sum shall be such sum (additional to the said sum of IS.376,960,988.90) standing to the credit of the Share Premium Account, the Bank's equity in Other Capital Reserves of Subsidiaries and the Bank's equity in Earned Surplus of Subsidiaries (and so that the appropriation shall be made to the fullest extent possible from Share Premium Account and the Bank's equity in Other Capital Reserves of Subsidiaries and from the Bank's equity in Earned Surplus of Subsidiaries only to the extent that such other accounts shall prove inadequate) as may be necessary to pay up in full the number of shares to which Holders of Ordinary Stock will be entitled as aforesaid, but whose Ordinary Stock was not taken into account in calculating the said sum of IS.376,960,988.90 because such Ordinary Stock has or shall have been allotted between 31st December, 1980, and the date such calculation was made, and the Record Date, to satisfy the exercise after 31st December, 1980 of conversion rights attaching to the Capital Notes of Series 6, 7 and 8, Capital Notes (Options) 1982, Capital Notes (Options) 1983 (Series 4), and subscription rights attaching to the outstanding Warrants of Series 5 and to the Convertible Bonds 1981 of Leumi International Investments N.V.

The stock into which the shares to be allotted as aforesaid will be converted shall be identical in all respects with the existing Ordinary Shares and shall not entitle Holders to participate in dividends.

THE COMPANIES ORDINANCE
BANK LEUMI LE - ISRAEL B. M.

At an Extraordinary General Meeting of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv on Wednesday, 30th April, 1980, at 10.15 a.m. the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

1. THAT the Share Capital of the Bank be increased to IL.10,000,000,000, by the creation of 5,000,000,000 new shares of IL. 1.- each and that such shares shall upon being issued and fully paid, be converted into stock.
2. THAT a sum of IL.14,573,283 out of the Share Premium Account and a sum of IL.665,299,987 out of Earned Surplus be appropriated to a Reserve for the Proposed Distribution of Capitalisation Shares.
3. THAT the total of IL.879,873,270 thereafter standing to the credit of the said Reserve for the Proposed Distribution of Capitalisation Shares together with the Special Sum (as defined below) be and the same hereby is capitalised and freed for distribution amongst the holders of Special Voting Shares and of Ordinary Stock whose names appear on the Register of Members at the close of business on 4th May 1980 (hereinafter "the Record Date") and THAT the Directors be and hereby are authorised and directed to appropriate the said sum of IL.879,873,270 and the Special Sum to the said Holders of Special Voting Shares and Ordinary Stock respectively at the rate of 40% of the Special Voting Shares and of the Ordinary Stock then held by them and to apply the said sum of IL.879,873,270 and the Special Sum on their behalf in paying up in full Ordinary Shares of IL. 1 each for allotment and distribution as fully paid up to and amongst such members at the rate aforesaid, fractions of shares being aggregated and sold and the proceeds thereof remitted to the persons entitled thereto. The Special Sum shall be such sum (additional to the said sum of IL.879,873,270) standing to the credit of the Share Premium Account and Earned Surplus (and so that the appropriation shall be made to the fullest extent possible from Share Premium Account and from Earned Surplus only to the extent that the former account shall prove inadequate) as may be necessary to pay up in full the number of shares to which Holders of Ordinary Stock will be entitled as aforesaid, but whose Ordinary Stock was not taken into account in calculating the said sum of IL.879,873,270 because such Ordinary Stock has or shall have been allotted between 31st December 1979, being the date such calculation was made, and the Record Date, to satisfy the exercise after 31st December 1979 of conversion rights attaching to the Capital Notes of Series 6, 7 and 8, Capital Notes (Options) 1982, Capital Notes (Options) 1983, (Series 4), and subscription rights attaching to the outstanding Warrants and to the Convertible Bonds of Leumi International Investments N.V.

All the shares to be allotted as aforesaid shall entitle their Holders to participate in all dividends declared in respect of 1980 and all subsequent (and not previous) financial periods.

E. I. JAPHET
Chairman of the Board

THE COMPANIES CODE OF

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 25th April, 1979, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

- (A) THAT a sum of IL.97,372,149 out of the Share Premium Account and a sum of IL. 185,441,659 out of Earned Surplus be appropriated to a Reserve for the Proposed Distribution of Capitalization Shares.
- (B) THAT the total of IL.282,813,808 thereafter standing to the credit of the said Reserve for the Proposed Distribution of Capitalization Shares together with the Special Sum (as defined below) be and the same hereby is capitalized and freed for distribution amongst the holders of Special Voting Shares and of Ordinary Stock whose names appear on the Register of Members at the close of business on 6th May 1979 (hereinafter "the Record Date") and That the Directors be and hereby are authorized and directed to appropriate the said sum of IL.282,813,808 and the Special Sum to the said Holders of Special Voting Shares and Ordinary Stock respectively at the rate of 15% of the Special Voting Shares and of the Ordinary Stock then held by them and to apply the said sum of IL.282,813,808 and the Special Sum on their behalf in paying up in full Ordinary Shares of IL.1 each for allotment and distribution as fully paid up to and amongst such members at the rate aforesaid, fractions of shares being aggregated and sold and the proceeds thereof remitted to the persons entitled thereto. The Special Sum shall be such sum (additional to the said sum of IL.282,813,808) standing to the credit of the Share Premium Account and Earned Surplus (and so that the appropriation shall be made to the fullest extent possible from Share Premium Account and from Earned Surplus only to the extent that the former account shall prove inadequate) as may be necessary to pay up in full the number of shares to which Holders of Ordinary Stock will be entitled as aforesaid, but whose Ordinary Stock was not taken into account in calculating the said sum of IL.282,813,808 because such Ordinary Stock has or shall have been allotted between 31st December 1978, being the date such calculation was made, and the Record Date, to satisfy the exercise after 31st December 1978 of conversion rights attaching to the Capital Notes of Series 5, 6, 7 and 8, Capital Notes (Options) 1982, Capital Notes (Options) 1983, (Series 4), and subscription rights attaching to the outstanding Warrants and to the Convertible Bonds of Leumi International Investments N.V.
- All the Shares to be allotted as aforesaid shall entitle their Holders to participate in all dividends declared in respect of 1979 and all subsequent (but not previous) financial periods.

E. I. JAPHET
Chairman of the Board

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 1st October, 1978, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

- (A) That a sum of IL.297,188,393 out of the Share Premium Account be appropriated to a reserve for the proposed distribution of Capitalization Shares.
- (B) That the total of IL.297,188,393 thereafter standing to the credit of the said reserve for the proposed distribution of Capitalization Shares be and the same hereby is capitalized and freed for distribution amongst the holders of Special Voting Shares and of Ordinary Stock whose names appear on the Register of Members at the close of business on 8th October 1978 (hereinafter "The Record Date") and That the Directors be and hereby are authorized and directed to appropriate the said sum of IL.297,188,393 to the said holders of Special Voting Shares and Ordinary Stock respectively in the proportion of IL. 1 for every 5 of the Special Voting Shares and for every IL. 5 Ordinary Stock then held by them and to apply the said sum of IL.297,188,393 on their behalf in paying up in full Ordinary Shares of IL.1 each for allotment and distribution as fully paid up to and amongst such members in the proportion aforesaid, fractions being aggregated and sold and the proceeds thereof remitted to the persons entitled thereto.

The Shares to be allotted as aforesaid shall not entitle their Holders to participate in the interim dividend on account of 1978 declared by the Directors on 3rd September 1978 but, save as aforesaid, shall entitle their Holders to participate in all dividends or other distributions declared or made subsequent to the said 3rd September 1978.

E.I. JAPHET

Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 18th April, 1978, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

Resolutions

- (A) That a sum of IL.326,153,966 out of the Share Premium Account be appropriated to a reserve for the proposed distribution of Capitalization Shares.
- (B) That the total of IL.326,153,966 thereafter standing to the credit of the said reserve for the proposed distribution of Capitalization Shares together with the Special Sum (as defined below) be and the same hereby is capitalized and freed for distribution amongst the holders of Special Voting Shares and of Ordinary Stock whose names appear on the Register of Members at the close of business on 7th May 1978 (hereinafter "The Record Date") and That the Directors be and hereby are authorized and directed to appropriate the said sum of IL.326,153,966 and the Special Sum to the said holders of Special Voting Shares and Ordinary Stock respectively in the proportion of IL. 1 for every 3 of the Special Voting Shares and for every IL.3 Ordinary Stock then held by them and to apply the said sum of IL.326,153,966 and the Special Sum on their behalf in paying up in full Ordinary Shares of IL. 1 each for allotment and distribution as fully paid up to and amongst such members in the proportion aforesaid, fractions being aggregated and sold and the proceeds thereof remitted to the persons entitled thereto. The Special Sum shall be such sum (additional to the said sum of IL.326,153,966) standing to the credit of the Share Premium Account and Earned Surplus (and so that the appropriation shall be made to the fullest extent possible from Share Premium Account and from Earned Surplus only to the extent that the former account shall prove inadequate) as may be necessary to pay up in full the number of shares to which Holders of Ordinary Stock will be entitled as aforesaid, but whose Ordinary Stock was not taken into account in calculating the said sum of IL.326,153,966 because such Ordinary Stock has or shall have been allotted between 31st December 1977, being the date such calculation was made, and "The Record Date", to satisfy the exercise after 31st December 1977 of conversion rights attaching to the Capital Notes of Series 5, 6 and 7, Capital Notes (Options) 1982, Short-Term Capital Notes (Options) 1978 and subscription rights attaching to the outstanding Warrants.

All the Shares to be allotted as aforesaid shall entitle their Holders to participate in all dividends declared in respect of 1978 and all subsequent (but not previous) financial periods.

E. I. JAPHET
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 28th April, 1977, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

- (A) That a sum of IL. 84,608,228 out of the Share Premium Account and a sum of IL. 15,243,977 out of Earned Surplus be appropriated to a reserve for the proposed distribution of Capitalization Shares.
- (B) That the total of IL. 99,852,205 thereafter standing to the credit of the said reserve for the proposed distribution of Capitalization Shares together with the Special Sum (as defined below) be and the same hereby is capitalized and freed for distribution amongst the holders of Special Voting Shares and of Ordinary Stock whose names appear on the Register of Members at the close of business on 4th May 1977 (hereinafter the Record Date) And That the Directors be and hereby are authorized and directed to appropriate the said sum of IL. 99,852,205 and the Special Sum to such holders of Special Voting Shares and Ordinary Stockholders respectively in the proportion of IL. 1 for every 5 of the Special Voting Shares and for every IL. 5 Ordinary Stock then held by them and to apply the said sum of IL. 99,852,205 and the Special Sum on their behalf in paying up in full Ordinary Shares of IL. 1 each for allotment and distribution as fully paid up, to and amongst such members in the proportion aforesaid, fractions being aggregated and sold and the proceeds thereof remitted to the persons entitled thereto.

The Special Sum shall be such sum (additional to the said sum of IL. 99,852,205) standing to the credit of the Share Premium Account and Earned Surplus (and so that the appropriation shall be made to the fullest extent possible from Share Premium Account and from Earned Surplus only to the extent that the former account shall prove inadequate) as may be necessary to pay up in full the number of shares to which holders of Ordinary Stock will be entitled as aforesaid, but whose Ordinary Stock was not taken into account in calculating the said sum of IL. 99,852,205 because such Ordinary Stock has or shall have been issued between 31st December 1976, being the date such calculation was made and the Record Date to satisfy the exercise after 31st December 1976 of conversion rights attaching to the Capital Notes of Series 3, 4 and 5 and Subscription Rights attaching to the outstanding Option Warrants.

All the Shares to be allotted as aforesaid shall entitle their holders to participate in all dividends declared in respect of 1977 and all subsequent (but not previous) financial periods.

E.I. JAPHET
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 10th March, 1977, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

THAT: —

- (a) 100 Unclassified Shares of IL. 1.00 each in the Capital of the Company be and are henceforth called and known as Special Voting Shares of IL. 1.00 each and that such Special Voting Shares shall confer upon the respective holders thereof the rights and privileges set forth in the Articles of Association of the Company, as amended by this Resolution;
- (b) the remainder of the Unclassified Shares of IL. 1.00 each in the Capital of the Company be and are henceforth designated Ordinary Shares and such Ordinary Shares shall confer upon the respective holders thereof the rights and privileges set forth in the Articles of Association of the Company as amended by this Resolution;
- (c) all the "A" Ordinary Stock in the Capital of the Company outstanding on the date of this Resolution be and hereby is converted into Ordinary Stock, ranking *pari passu* in all respects with the Ordinary Stock in the Capital of the Company outstanding on such date, so that all the "A" Ordinary Stock and Ordinary Stock shall form one class which shall confer the respective holders thereof the rights and privileges set forth in the Articles of Association of the Company, as amended by this Resolution;
- (d) the Articles of Association be amended as follows: —
 - (1) by the deletion of Article 5 and the substitution therefor of the following new Article:

"5. At the date of the adoption of this Article the Capital of the Company is divided into Special Voting Shares and Ordinary Shares. The Special Voting Shares and the Ordinary Shares shall confer upon the respective holders thereof the following rights to share in the profits and assets of the Company, namely: —

 - (a) The profits of the Company which it shall in any year be determined to distribute by way of dividend shall, subject to the rights conferred upon any other classes of shares for the time being issued and subject to the provisions of Article 111, be distributed rateably among the respective holders of the Special Voting Shares and Ordinary Shares in proportion to the amounts paid up on the nominal value of the Special Voting Shares and the Ordinary Shares held by them respectively.
 - (b) In a winding-up, the surplus assets of the Company shall, subject to the rights of any other classes of shares for the time being issued, belong to and be distributed rateably among the respective holders of the Special Voting Shares and the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the nominal value of such Shares."
 - (2) By the addition at the end of Article 59 of the following words:

"Provided that if and so long as Otzar Hityashvuth Hayehudim B.M. shall hold 100 Special Voting Shares of IL. 1.00 each and at least 20,000,000 Ordinary Shares of IL. 1.00 each, the

quorum for a General Meeting shall be the representative of Otzar Hityashvuth Hayehudim B.M. duly appointed in accordance with Article 68 and two other Members personally present."

(3) By the deletion of Article 67 and the substitution therefor of the following new Article: —

"67. (a) Subject as hereinafter provided and to any special voting rights or restrictions conferred upon any class of shares for the time being in issue on a show of hands every Member present in person shall have one vote;

(b) Subject as hereinafter provided and to any special voting rights or restrictions conferred upon any class of shares for the time being in issue upon a poll every Member present in person or by proxy shall have one vote for every share held by him;

(c) So long as Otzar Hityashvuth Hayehudim B.M. shall hold at least 100 Special Voting Shares of IL. 1.00 each — and subject to paragraph (d) below — then upon a show of hands or upon a poll at a General Meeting of the Company Otzar Hityashvuth Hayehudim B.M. shall be entitled to cast in respect of the Special Voting Shares such number of votes as equals 75 percent of the total number of votes cast at any such Meeting, that is to say three times the total number of votes cast by the Members at such Meeting otherwise than in respect of the Special Voting Shares;

(d) The voting rights attached to the Special Voting Shares referred to in paragraph (c) above are conditional upon the holding by Otzar Hityashvuth Hayehudim B.M. in addition to the said Special Voting Shares, of not less than 20,000,000 Ordinary Shares of IL. 1.00 each paid up or credited as paid up in full.

(e) If at any time Otzar Hityashvuth Hayehudim B.M. shall cease to hold 100 Special Voting Shares of IL. 1.00 each and at least such 20,000,000 Ordinary Shares of IL. 1.00 each, the Special Voting Shares shall with effect from the commencement of the next General Meeting after such cessation be deemed for all purposes, including voting, to be Ordinary Shares. At any time when the conditions hereinbefore in paragraphs (c) and (d) above shall be restored, the rights attached to the Special Voting Shares as described in paragraph (c) above, will be restored."

(4) By the deletion from subparagraph 2 of paragraph (B) of Article 122 of "A":

(e) (1) Notwithstanding anything contained in Article 8 and any other Article of the Articles of Association of the Company, the Company in General Meeting shall be entitled to allot 100 Special Voting Shares of IL. 1.00 each to Otzar Hityashvuth Hayehudim B.M. on such terms as the General Meeting shall deem fit.

(2) The said 100 Special Voting Shares of IL. 1.00 each be and are hereby allotted to Otzar Hityashvuth Hayehudim B.M. at a price per share equivalent to the closing price per IL. 1.00 "A" Ordinary Stock in the Share Capital of the Company on the Tel Aviv Stock Exchange prevailing on the last day preceding the date of this Resolution on which such a price was available. The said Shares shall rank for all dividends declared in respect of the financial year ending 31st December, 1977 and subsequent periods.

E.I. JAPHET
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 14th February, 1977, the following Resolution was duly passed as a SPECIAL RESOLUTION: —

RESOLUTION

THAT the Share Capital of the Bank be increased to IL. 2,000,000,000, by the creation of 1,250,000,000 new shares of IL. 1.— each and that such shares shall, upon being issued and fully paid, be converted into Stock.

E.I. JAPHET
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 29th April, 1976, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

- (A) THAT of the Unclassified Shares, 2,685,028 be classified and henceforth known as Ordinary Shares, and 61,102,827 be classified and henceforth known as "A" Ordinary Shares.
- (B) THAT a sum of IL. 15,677,397 out of the Share Premium Account and a sum of IL. 48,110,458 out of Earned Surplus be appropriated to a Reserve for the Proposed Distribution of Capitalization Shares.
- (C) THAT the total of IL. 63,787,855 thereafter standing to the credit of the said Reserve for the Proposed Distribution of Capitalization Shares be and the same hereby is capitalized and freed for distribution amongst the holders of Ordinary Stock and "A" Ordinary Stock whose names appear on the Register of Members at the close of business on 5th May 1976; AND THAT the Directors be and hereby are authorized and directed to appropriate the said sum of IL. 63,787,855 to such Ordinary and "A" Ordinary Stockholders respectively in the proportion of IL. 1.— for every IL. 5.— of the Ordinary Stock or "A" Ordinary Stock held by them and to apply the said sum of IL. 63,787,855 on their behalf in the paying up in full of the 2,685,028 Ordinary Shares of IL. 1 each and the 61,102,827 "A" Ordinary Shares of IL. 1 each classified under Resolution (A) above and not yet issued, for allotment and distribution as fully paid up, to and amongst such members in the proportion aforesaid, and so that each member shall, for his Ordinary Stock, receive Ordinary Shares and for his "A" Ordinary Stock, "A" Ordinary Shares, fractions being aggregated and sold and the proceeds thereof remitted to the persons entitled thereto; AND THAT the shares to be allotted as stated shall entitle their holders to participate in all dividends declared in respect of 1976 and all subsequent (but not previous) financial periods.

Dr. E. LEHMANN
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 29th April, 1976, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

(A) That the Articles of Association be amended as follows:—

1. By the deletion from Article 4 of the words "or lent on the security of".
2. By the deletion from Article 14 of the words "The sum of fifty peruta shall be paid to the Company for every certificate issued under this Article".
3. By the deletion from Article 43 of the words "Share warrants shall not be taken into account as constituting or contributing to the qualification of a Director".
4. By the deletion of Article 51 and the substitution therefor of the following article "The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company".

(B) That the existing paragraph of Article 122 of the Articles of Association be lettered as paragraph (A) and that the following be inserted in Article 122 and lettered (B):—

- "(B) 1. On each occasion that the Company makes any issue by way of capitalization of profits or reserves on a date when any Rights of conversion into or subscription for shares in the capital of the Company (below called "the Rights") are outstanding the Directors may (to the extent that all or any of such Rights are not otherwise adjusted in accordance with their terms) transfer to a special reserve (to be entitled as the Directors think fit and below called "the Special Reserve") a sum equal to the nominal amount of the share capital which the holders of all or any of such Rights would have received on the capitalization, had they exercised their Rights before the record date for the capitalization issue including fractional entitlements and in the case of a second or subsequent capitalization the entitlement arising from any previous capitalization.
2. Upon the allotment by the Company of shares pursuant to the exercise by a holder of his Rights, where the Directors have made a transfer to the Special Reserve on account of such Rights in accordance with Sub-Paragraph 1 of this Special Resolution the Company shall also allot credited as fully paid by means of capitalizing part of the Special Reserve the nominal amount of "A" Ordinary Shares which equals the amount relating to his Rights which shall have been transferred to the Special Reserve so that all fractional entitlements shall be dealt with as the Directors think fit.
 3. If after any transfer has been made to the Special Reserve the Rights shall be terminated or the period for exercising the relevant Rights to which any holder was entitled shall have expired and the Rights shall remain unexercised, then any amounts transferred to such Special Reserve in respect of such unexercised Rights shall be set free from the Special Reserve and thereafter shall be capable of being dealt with by the Company in any way in which the Company could have dealt with the same had the same not been transferred to the Special Reserve.
 4. These Articles of Association are hereby altered to the extent necessary to give effect to the provisions of this Resolution".

Dr. E. LEHMANN
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 29th July, 1975, the following Resolution was duly passed as a SPECIAL RESOLUTION: —

RESOLUTION

THAT the Share Capital of the Bank be increased to IL. 750,000,000, by the creation of 350,000,000 new shares of IL. 1.— each and that such shares shall, upon being issued and fully paid, be converted into Stock.

A. KLIER
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 22nd April 1975, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

- (1) THAT of the Unclassified Shares, 3,480,592 be classified and henceforth known as Ordinary Shares, and 61,221,842 be classified and henceforth known as "A" Ordinary Shares.
- (2) THAT a sum of IL. 60,408,204 out of the Share Premium Account and a sum of IL. 4,294,230 out of Earned Surplus be appropriated to a Reserve for the Proposed Distribution of Capitalization Shares.
- (3) THAT the total of IL. 64,702,434 thereafter standing to the credit of the said Reserve for the Proposed Distribution of Capitalization Shares be and the same hereby is capitalized and freed for distribution amongst the holders of Ordinary Stock and "A" Ordinary Stock whose names appear on the Register of Members at the close of business on 30th April 1975; AND THAT the Directors be and hereby are authorized and directed to appropriate the said sum of IL. 64,702,434 to such Ordinary and "A" Ordinary Stockholders respectively in the ratio of 35% of the Ordinary Stock or "A" Ordinary Stock held by them and to apply the said sum of IL. 64,702,434 on their behalf in the paying up in full of the 3,480,592 Ordinary Shares of IL. 1 each and the 61,221,842 "A" Ordinary Shares of IL. 1 each classified under Resolution (1) above and not yet issued, for allotment and distribution as fully paid up, to and amongst such members in the proportion aforesaid, and so that each member shall, for his Ordinary Stock, receive Ordinary Shares and for his "A" Ordinary Stock, "A" Ordinary Shares, fractions being aggregated and sold and the proceeds thereof remitted to the persons entitled thereto; AND THAT the shares to be allotted as stated shall entitle their holders to participate in all dividends declared in respect of 1975 and all subsequent (but no previous) financial periods.

Dr. E. LEHMANN
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 23rd April, 1974, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

- (1) THAT the Share Capital of the Bank be increased to IL. 400,000,000 by the creation of 200,000,000 new shares of IL. 1 each and that such shares shall, upon being issued and fully paid, be converted into Stock.
- (2) THAT of the unclassified shares, 1,657,425 be classified and henceforth known as Ordinary Shares and 26,967,629 be classified and henceforth known as "A" Ordinary Shares.
- (3) THAT a sum of IL. 28,625,054 out of the Share Premium Reserve be appropriated to a Reserve for the proposed distribution of Capitalisation Shares.
- (4) THAT the sum of IL. 28,625,054 thereafter standing to the credit of a Reserve for the proposed distribution of Capitalisation Shares be and is hereby capitalized and freed for distribution amongst the members holding Ordinary Stock and "A" Ordinary Stock whose names appear on the Register of Members at the close of business on 30th April, 1974, and that the Directors be and are hereby authorized and directed to appropriate the said sum of IL. 28,625,054 to such Ordinary and "A" Ordinary Stockholders respectively in the proportion of IL. 1 for every IL. 5 of such Ordinary Stock or "A" Ordinary Stock and to apply the said sum of IL. 28,625,054 on their behalf in paying up in full the 1,657,425 Ordinary Shares of IL. 1 and the 26,967,629 "A" Ordinary Shares of IL. 1 classified under Resolution (2) above and not yet issued, for allotment and distribution, as fully paid up, to and amongst such members in the proportion aforesaid, and so that each member shall, for his Ordinary Stock, receive Ordinary Shares and for his "A" Ordinary Stock receive "A" Ordinary Shares, fractions being aggregated and sold and the proceeds remitted to the persons entitled thereto, and that the shares to be allotted, as stated, will entitle their holders to participate in all dividends declared in respect of 1974 and all subsequent (but no previous) financial periods.

M. H. SACHS
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 7th day of April, 1971, the following SPECIAL RESOLUTIONS were passed: —

RESOLUTIONS

1. THAT the Share Capital of the Bank be increased to IL. 100,000,000 by the creation of 50,000,000 new shares of IL. 1 each and that such shares shall upon being issued and fully paid be converted into Stock.
2. THAT of 12,604,077 unclassified shares of IL. 1 each 9,348,981 shares be and are henceforth called and known as "A" Ordinary Shares.
3. THAT a sum of IL. 9,348,981 out of the Share Premium Reserve be appropriated to a Reserve for the proposed distribution of Bonus Shares.
4. THAT the sum of IL. 9,348,981 thereafter standing to the credit of a Reserve for the proposed distribution of Bonus Shares be and the same is hereby capitalised and set free for distribution amongst the members holding Ordinary Stock and "A" Ordinary Stock whose names appear on the Register of Members at the close of business on 21st April, 1971, and the Directors be and they are hereby authorised and directed to appropriate the said sum of IL. 9,348,981 to such Ordinary and "A" Ordinary Stockholders in the proportion of IL. 1 for every IL. 4 of such Ordinary Stock and "A" Ordinary Stock and to apply the said sum of IL. 9,348,981 on their behalf in paying up in full the 9,348,981 "A" Ordinary Shares of IL. 1 each classified under Resolution 2 above and not yet issued, for allotment and distribution, credited as fully paid up, to and amongst such members in the proportion aforesaid, to the extent that each such member shall in respect of his Ordinary Stock or "A" Ordinary Stock receive "A" Ordinary Shares, fractions being sold and the proceeds remitted to the persons entitled thereto, and that such "A" shares to be allotted as aforesaid shall rank for dividends to be declared after the 7th of April, 1971.
5. THAT the Articles of Association be amended as follows:
 - (a) By the omission of Article 79.
 - (b) By the omission of paragraph (e) of Article 80.
 - (c) By the omission in Article 102, after the words "to attend and vote thereat accordingly, but", "he shall not require any qualification and"

Dr. E. LEHMANN
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 24-32 Yehuda Halevy Street, Tel Aviv, on the 10th June, 1969, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

- (1) THAT the share capital of the Company be increased to IL. 50,000,000 by the creation of 10,000,000 new shares of IL. 1 each and that any such shares shall upon being issued and fully paid up be converted into stock.
- (2) THAT any unclassified shares for the time being in the capital of the Company may be classified by the Directors as Ordinary or "A" Ordinary Shares.

Dr. Y. FOERDER,
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 26-28 Yehuda Halevy Street, Tel Aviv, on the 11th day of November, 1968, the following SPECIAL RESOLUTIONS were passed: —

1. RESOLVED THAT the Share Capital of the Bank be increased to IL. 40,000,000 by the creation of 10,000,000 new shares of IL. 1 each and that such shares shall upon being issued and fully paid be converted into Stock.
2. RESOLVED THAT of the unclassified shares 2,071,781 thereof be and are henceforth called and known as Ordinary Shares and 5,945,362 thereof be and are henceforth called and known as "A" Ordinary Shares.
3. RESOLVED THAT a sum of IL. 8,017,143 out of the Share Premium Reserve be appropriated to a Reserve for the proposed distribution of Bonus Shares.
4. RESOLVED THAT the sum of IL. 8,017,143 thereafter standing to the credit of a Reserve for the proposed distribution of Bonus Shares be and the same is hereby capitalised and set free for distribution amongst the members holding Ordinary Stock and "A" Ordinary Stock whose names appear on the Register of Members at the close of business on 12th November, 1968, and the Directors be and they are hereby authorised and directed to appropriate the said sum of IL. 8,017,143 to such Ordinary and "A" Ordinary Stockholders respectively in the proportion of IL. 1 for every IL. 3 of such Ordinary Stock and "A" Ordinary Stock and to apply the said sum of IL. 8,017,143 on their behalf in paying up in full the 2,071,781 Ordinary Shares and 5,945,362 "A" Ordinary Shares of IL. 1 each classified under Resolution 2 above and not yet issued, for allotment and distribution, credited as fully paid up, to and amongst such members in the proportion aforesaid, to the extent that each member shall in respect of his Ordinary Stock receive Ordinary Shares and in respect of his "A" Ordinary Stock receive "A" Ordinary Shares, fractions being sold and the proceeds remitted to the persons entitled thereto.

Dr. Y. FOERDER,
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 25-28 Yehuda Halevy Street, Tel Aviv, on the 14th April, 1965, the following SPECIAL RESOLUTIONS were passed: —

RESOLUTIONS

- (1) RESOLVED that the Share Capital of the Company be increased to IL. 30,000,000 by the creation of 5,000,000 new Shares of IL. 1 each and that any such shares shall upon being issued be converted into Stock.
- (2) RESOLVED that the Directors be and they hereby are authorized to issue up to \$ 6,000,000 of capital notes expressed in dollars of the U.S.A. (or other foreign currency) to such persons, at such times and upon such conditions of issue and with such rights of conversion into or options to purchase up to a total of 3,000,000 shares of IL. 1 each of the Company on such terms as the Directors may decide.
- (3) RESOLVED that of the 2,093,875 Unclassified Shares of IL. 1 each in the capital of the Company 295,969 thereof be and are henceforth called and known as Ordinary Shares of IL. 1 each and 849,337 thereof be and are henceforth called and known as "A" Ordinary Shares of IL. 1 each.
- (4) RESOLVED that the sum of IL. 1,145,306 now standing to the credit of a Reserve for the proposed distribution of Bonus Shares be and the same is hereby capitalized and set free for distribution amongst the members holding Ordinary Stock and "A" Ordinary Stock whose names appear on the Register of Members at the close of business on 20th April, 1965, and the Directors be and they are hereby authorized and directed to appropriate the said sum of IL. 1,145,306 to such Ordinary and "A" Ordinary Stockholders respectively in the proportion of IL. 1 for every IL. 20 of such Ordinary Stock and "A" Ordinary Stock respectively and to apply the said sum of IL. 1,145,306 on their behalf in paying up in full the 295,969 Unissued Ordinary Shares and the 849,337 Unissued "A" Ordinary Shares of IL. 1 each in the Company's Capital for allotment and distribution credited as fully paid up to and amongst such members in the proportions aforesaid, to the extent that each member shall in respect of his Ordinary Stock receive Ordinary Shares and in respect of his "A" Ordinary Stock receive "A" Ordinary Shares, fractions being sold and the proceeds remitted to the persons entitled thereto.
- (5) RESOLVED that the Articles of Association be amended as follows: —
 - (a) By the deletion in Article 2 of the words "the First Schedule to the Companies Ordinance" and the substitution therefor of the words "the Third Schedule to the Companies Ordinance".
 - (b) By the deletion in Article 34 of the words "but every transfer of any share shall be in writing in the usual common form".
 - (c) By the deletion of Article 35 and the substitution therefor of the following new Article: —

"35. All transfers of Shares may be effected by transfer in writing in any usual or common form or in any other form acceptable to the Directors. The Instrument of Transfer shall be signed by or on behalf of the Transferor and (except in the case of fully paid shares where the Directors may either generally or in any particular case or classes of case dispense with such requirement) by or on behalf of the Transferee. The Transferor shall be deemed to remain the holder of the shares concerned until the name of the Transferee is entered in the Register of Members in respect thereof".

Dr. Y. FOERDER,
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 26-28 Yehuda Halevy Street, Tel Aviv, on the 19th April, 1964, the following SPECIAL RESOLUTIONS were passed: —

RESOLUTIONS

- (1) RESOLVED that of the 4,176,250 Unclassified Shares of I£1 each in the capital of the Company 538,125 thereof be and are henceforth called and known as Ordinary Shares of I£1 each and 1,544,250 thereof be and are henceforth called and known as "A" Ordinary Shares of I£1 each.
- (2) RESOLVED that the sum of I£2,082,375 now standing to the credit of a Reserve for the proposed distribution of Bonus Shares be and the same is hereby capitalized and set free for distribution amongst the members holding Ordinary Stock and "A" Ordinary Stock whose names appear on the Register of Members at the close of business on 20th April, 1964, and the Directors be and they are hereby authorized and directed to appropriate the said sum of I£2,082,375 to such Ordinary and "A" Ordinary Stockholders respectively in the proportion of I£1 for every I£10 of such Ordinary Stock and "A" Ordinary Stock respectively and to apply the said sum of I£2,082,375 on their behalf in paying up in full the 538,125 Unissued Ordinary Shares and the 1,544,250 Unissued "A" Ordinary Shares of I£1 each in the Company's Capital for allotment and distribution credited as fully paid up to and amongst such members in the proportions aforesaid, to the extent that each member shall in respect of his Ordinary Stock receive Ordinary Shares and in respect of his "A" Ordinary Stock receive "A" Ordinary Shares.

Dr. Y. FOERDER,
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened and held at the Company's Registered Offices, 26-28 Yehuda Halevy Street, Tel Aviv, on the 29th October, 1963, the following SPECIAL RESOLUTIONS were duly passed: —

RESOLVED

(1) THAT the share capital of the Company be increased to IL. 25,000,000 by the creation of 10,000,000 new shares of IL. 1 each and that any such shares shall upon being issued and paid up be converted into stock.

(2) THAT the Articles of Association be amended as follows: —

(A) By deleting Article 5 and by substituting therefor the following new Article:

"5. The Ordinary Shares and the "A" Ordinary Shares shall confer upon the respective holders thereof the following rights to share in the profits and assets of the Company, namely: —

(a) The profits of the Company which it shall in any year be determined to distribute by way of dividend shall subject to the rights conferred upon any other class of shares for the time being issued and subject to the provisions of Article 111 be distributed among the holders of the Ordinary Shares and the "A" Ordinary Shares in proportion to the amounts paid up or credited as paid up on the nominal value of the Ordinary shares and the "A" Ordinary Shares held by them respectively.

(b) In a winding up the surplus assets of the Company shall, subject to the rights of any other class of shares for the time being issued, belong to and be distributed rateably among the holders of Ordinary Shares and of "A" Ordinary Shares according to the amounts paid up or credited as paid up on the nominal value of such shares."

(B) By deleting Article 12 and by substituting therefor:

"12. Every certificate for shares or debentures shall be issued under the seal and (subject as hereinafter provided) shall bear the autographic signatures of one Director and the Secretary or such other person as the Directors may appoint. The Directors may by resolution determine that the signature of such Director shall be affixed by some method or system of mechanical signature provided that the method or system for affixing the Seal or mechanical signature (where employed) shall be controlled

Contd.

by (or the certificate shall have been approved for sealing by) the Auditors or Transfer Auditors of the Company.”

- (C) By inserting in line 1 of Article 63 after “demanded” the following: “before or on the declaration of the result of a show of hands”.
- (D) By inserting in line 3 of Article 72 after “deposited” the following: “at such place or one of such places as may be specified for that purpose in the notice convening the meeting (or in a document accompanying such notice) or if no place is so specified”.
- (E) By deleting Article 111 and by substituting therefor : —

“111. Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid in proportion to the amounts paid up or credited as paid up on the nominal value of the shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this Article and of Article 5 no amount paid on a share in advance of calls shall be treated as paid on the share.”

- (F) By deleting from the end of Article 122 the words “and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalisation” and by substituting therefor the following : —
“The General Meeting resolving upon such capitalisation and distribution may decide that any shares so distributed may be of one class for all the shareholders or if approved by separate meetings of the holders of the different classes of shares of the same class as already held by them respectively; such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.”

Dr. Y. FOERDER,
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office, 26-28 Yehuda Halevy Street, Tel Aviv, on the 11th day of October, 1962, the following SPECIAL RESOLUTIONS were passed: —

RESOLVED: —

1. That of the 8,350,000 Unclassified shares of IL. 1 each in the capital of the Company 437,500 thereof be and are henceforth called and known as Ordinary Shares of IL. 1 each and 1,225,000 thereof be and are henceforth called and known as "A" Ordinary Shares of IL. 1 each.
2. That the sum of IL. 1,662,500 now standing to the credit of the Special Capital Reserve be and the same is hereby capitalised and set free for distribution amongst the members holding Ordinary Stock and "A" Ordinary Stock on a date to be fixed by the Directors, and that the Directors be and they are hereby authorised and directed to appropriate the said sum of IL. 1,662,500 to such Ordinary and "A" Ordinary Stockholders respectively in the proportion of IL. 1 for every IL. 4 of such Ordinary and "A" Ordinary Stock respectively and to apply the said sum of IL. 1,662,500 on their behalf in paying up in full the 437,500 unissued Ordinary Shares and the 1,225,000 unissued "A" Ordinary Shares of IL. 1 each in the Company's capital for allotment and distribution credited as fully paid up to and amongst such members in the proportions aforesaid, to the extent that each member shall in respect of his Ordinary Stock receive Ordinary Shares and in respect of his "A" Ordinary Stock receive "A" Ordinary Shares.

DR. Y. FOERDER
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at the Company's Registered Office, 26-28 Yehuda Halevy Street, Tel Aviv, on the 28th day of June, 1962, the following SPECIAL RESOLUTION was passed: —

RESOLVED that the Share Capital of the Company be increased to I£15,000,000 by the creation of 8,000,000 new Shares of I£1 each.

Dr. Y. FOERDER,
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at the Company's Registered Office, 26-28 Yehuda Halevy Street, Tel Aviv, on the 23rd day of April, 1961, the following SPECIAL RESOLUTION was passed: —

RESOLVED that the Share Capital of the Company be increased to I£ 7,000,000 by the creation of 1,000,000 new Shares of I£1 each.

Dr. Y. FOERDER,
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at the Company's Registered Office, 26-28 Yehuda Halevy Street, Tel Aviv, on the 24th day of April, 1960, the following SPECIAL RESOLUTION was passed: —

RESOLVED that the Share Capital of the Company be increased to I£ 6,000,000 by the creation of 1,000,000 new Shares of I£1 each.

Dr. Y. FOERDER,
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened and held at the Company's Offices, 26-28 Yehuda Halevy Street, Tel Aviv, on the 21st day of October, 1959, the following SPECIAL RESOLUTION was duly passed: —

- RESOLVED that the Share Capital of the Company be increased to I£ 5,000,000 by the creation of 2,000,000 new Shares of I£ 1 each.

Dr. G. HALPERN,
Hon. Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, 26-28 Yehuda Halevy Street, Tel Aviv, on Thursday, the 8th day of April, 1954, the following SPECIAL RESOLUTIONS were duly passed: —

RESOLUTIONS

1. THAT of the 1,400,000 Unclassified Shares of I£1 each in the capital of the Company 200,000 thereof be and are henceforth called and known as Ordinary Shares of I£1 each and 200,000 thereof be and are henceforth called and known as "A" Ordinary Shares of I£1 each.
2. THAT the sum of I£400,000 now standing to the credit of the Special Capital Reserve be and the same is hereby capitalised and set free for distribution amongst the members holding Ordinary Stock and "A" Ordinary Stock whose names appeared on the Register of Members at the close of business on the 8th day of April, 1954, and that the Directors be and they are hereby authorised and directed to appropriate the said sum of I£400,000 to such Ordinary and "A" Ordinary Stockholders respectively in the proportion of I£1 for every I£4 of such Ordinary and "A" Ordinary Stock respectively and to apply the said sum of I£400,000 on their behalf in paying up in full the 200,000 unissued Ordinary Shares and the 200,000 unissued "A" Ordinary Shares of I£1 each in the Company's capital for allotment and distribution credited as fully paid up to and amongst such members in the proportion aforesaid to the extent that each member shall in respect of his Ordinary Stock receive Ordinary Shares and in respect of his "A" Ordinary Stock receive "A" Ordinary Shares.

Dated this 8th day of April, 1954.

S. HOOFIEN,
Chairman

THE COMPANIES ORDINANCE

BANK LEUMI LE-ISRAEL B.M.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, 26-28 Yehuda Halevy Street, Tel Aviv, on Friday, the 7th day of November, 1952, the following SPECIAL RESOLUTIONS were duly passed: —

RESOLUTIONS

1. THAT of the 1,800,000 Unclassified Shares of I£1 each in the capital of the Company 200,000 thereof be and are henceforth called and known as Ordinary Shares of I£1 each and 200,000 thereof be and are henceforth called and known as "A" Ordinary Shares of I£1 each.
2. THAT the sum of I£400,000 now standing to the credit of the Special Capital Reserve be and the same is hereby capitalised and set free for distribution amongst the members holding Ordinary Stock and "A" Ordinary Stock whose names appeared on the Register of Members at the close of business on the 28th day of October, 1952, and that the Directors be and they are hereby authorised and directed to appropriate the said sum of I£400,000 to such Ordinary and "A" Ordinary Stockholders respectively in the proportion of I£1 for every I£3 of such Ordinary and "A" Ordinary Stock respectively and to apply the said sum of I£400,000 on their behalf in paying up in full the 200,000 unissued Ordinary Shares and the 200,000 unissued "A" Ordinary Shares of I£1 each in the Company's capital for allotment and distribution credited as fully paid up to and amongst such members in the proportions aforesaid to the extent that each member shall in respect of his Ordinary Stock receive Ordinary Shares and in respect of his "A" Ordinary Stock receive "A" Ordinary Shares.

Dated this 7th day of November, 1952.

S. HOOFIEN,
Chairman

THE COMPANIES ORDINANCE

SPECIAL RESOLUTION

OF

BANK LEUMI LE-ISRAEL BEERAVON MOOGBAL

Passed on the 19th day of October, 1950

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the offices of the Anglo-Palestine Bank Limited in Tel Aviv, on the 19th day of October, 1950, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:

1. RESOLVED :

To amend hereby the Articles of Association of the Company as follows: —

- a) To delete in Article 6 the words "one-fifth" and to substitute therefor the words "one-third".
 - b) To delete Article 51 and to substitute therefor the following new Article:
"51. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company provided that the Directors shall not without the sanction of a General Meeting of the Company borrow or raise any sum of money which will make the aggregate amount borrowed or raised by the Company and its subsidiary Companies (excluding any amounts borrowed by any such Company from any other such Company) and then outstanding exceed the nominal amount of the capital for the time being of the Company. Nevertheless no lender or other person dealing with the Company or any of its subsidiary Companies shall be concerned to see that this limit is observed, nor shall such limit apply in the case of any sum or sums of money borrowed or raised by the Company or any subsidiary Company in the ordinary course of carrying on their businesses".
 - c) To delete the words "seven days" in Article 129 and to substitute therefor the words "twenty-one days".
 - d) To add in Article 132 the following sentence, namely: "In the case of Members with registered addresses in the United Kingdom notices shall be posted in the United Kingdom".
 - e) To insert after the word "Israel" wherever the same occurs in Article 133 the words "or the United Kingdom".
 - f) To insert the word "leading" before the word "London" appearing in the last line of Article 135.
2. RESOLVED that unless the terms of issue of any shares in the capital of the Company provide otherwise, all shares will, as soon as issued and fully paid, be converted into stock.

S. HOOFIEN,
Chairman