

**Translation of Immediate Report**

**Bank Leumi le-Israel B.M.**

Registration No. 520018078

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

Abbreviated Name: Leumi

34 Yehuda Halevi Street, Tel Aviv 651316

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6 March 2018

2018-01- 021445

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

**Immediate Report on Status of Capital and Registers of Securities of the Corporation and Changes Therein**

Regulation 31(e) of the Securities Regulations (Periodic and Immediate Reports) -  
1970

Regulation 31(a) of the Securities Regulations (Periodic and Immediate Reports) -  
1970

Regulation 31(b1) of the Securities Regulations (Periodic and Immediate Reports) -  
1970

Nature of the change: Vesting of the PSU 2016 and PSU 2017 Units into Leumi  
Shares

1. Status of the Securities of the Corporation after the Change:

Type and Name of Security	Tel Aviv Stock Exchange Registration No.	Amount in Registered Capital	Issued and Paid-up Capital		Amount registered in name of nominee company
			Amount in the previous report	Current amount	
Leumi	604611	3,215,000,000	1,523,523,613	1,523,021,394	1,523,960,984
Leumi Subordinated Capital Notes (Series 200)	6040141	0	1,349,998,000	1,349,998,000	1,349,998,000

Leumi Subordinated Capital Notes (Series 201)	6040158	0	950,000,000	950,000,000	950,000,000
Leumi Subordinated Debentures Series N	6040299	0	1,870,745,000	1,870,745,000	1,870,745,000
Leumi Subordinated Capital Notes (Series 300)	6040257	0	999,999,000	999,999,000	999,999,000
Leumi Subordinated Capital Notes (Series 301)	6040265	0	999,999,000	999,999,000	999,999,000
Leumi Debentures (Series 177)	6040315	0	5,338,151,000	5,338,151,000	5,338,151,000
Leumi Debentures (Series 178)	6040323	0	1,150,000,000	1,150,000,000	1,150,000,000
Leumi Debentures (Series 400)	6040331	0	925,750,000	925,750,000	925,750,000
PSU 2016	6040349	0	625,766	312,882	0
PSU 2017	6040364	0	578,969	385,998	0

2. The corporation announces that on 5 March 2018:

A change took place in the number of and in the register of the Corporation's securities holders (including rights to purchase shares) as a result of:

Description of the nature of the change - Vesting of the PSU 2016 and PSU 2017 units into Leumi shares

1

Name of the registered holder regarding whom the change has taken place:

Bank Leumi Le-Israel Nominee Company Ltd.

Identification Number Type: Israel Companies Register Number

Identification Number: 510098064

Nature of change: Other - Vesting of the PSU 2016 and PSU 2017 units into Leumi shares

Date of Change: 5 March 2018

Executed through the Stock

Exchange clearinghouse: Yes

Type and name of the security in which the change has taken place:

Leumi
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Tel Aviv Stock Exchange Registration No.: 604611

Balance of this security held by this holder in the last report: 1,523,523,613

Balance of this security held by this holder after the change: 1,523,021,394

Total number of securities in which the increase/reduction took place: 497,781

This was not a grant of rights to purchase shares.

Other - Vesting of the PSU 2016 and PSU 2017 units into Leumi shares

2

Name of the registered holder regarding whom the change has taken place:

ESOP Management and Trust Services Ltd.

Identification Number Type: Israel Companies Register Number

Identification Number: 513699538

Nature of change: Other - Vesting of the PSU 2016 units into Leumi shares

Date of Change: 5 March 2018

Executed through the Stock

Exchange clearinghouse: Yes

Type and name of the security in which the change has taken place:

PSU 2016

Tel Aviv Stock Exchange Registration No.: 6040349

Balance of this security held by this holder in the last report: 625,766

Balance of this security held by this holder after the change: 312,882

Total number of securities in which the increase/reduction took place: 312,884

This was not a grant of rights to purchase shares.

Other - Vesting of the PSU 2016 units into Leumi shares

3

Name of the registered holder regarding whom the change has taken place:

ESOP Management and Trust Services Ltd.

Identification Number Type: Israel Companies Register Number

Identification Number: 513699538

Nature of change: Other - Vesting of the PSU 2017 units into Leumi shares

Date of Change: 5 March 2018

Executed through the Stock

Exchange clearinghouse: Yes

Type and name of the security in which the change has taken place:

PSU 2017

Tel Aviv Stock Exchange Registration No.: 6040364

Balance of this security held by this holder in the last report: 578,969

Balance of this security held by this holder after the change: 385,988

Total number of securities in which the increase/reduction took place: 192,981

This was not a grant of rights to purchase shares.

Other - Vesting of the PSU 2017 units into Leumi shares

4. Attached is a file of the shareholders register in accordance with the provisions of Section 130 of the Companies Law -1999. See attachment: [Mirsham isa.pdf](#)

5. Attached is an updated file of the corporation's registers of securities, including the register of option holders and the register of debenture-holders - See attachment: [Register of securities. pdf](#)

Notes:

1. NIS 925,750,000 nominal value linked Subordinated Notes (Series 400) were issued by the Bank on 21 January 2016 and are convertible under certain circumstances into up to 147,492,625 ordinary shares of the Bank. For additional details regarding the conversion of the Subordinated Notes (Series 400) into Bank shares, see the Trust Deed for the Subordinated Notes (Series 400) which is an annex to the Shelf Offering Report published on 20 January 2016 (Reference No. 2016-01-014872).

2. Pursuant to the Immediate Report filed by the Bank on 29 February 2016 regarding a Material Private Offering Report approved by the Bank's Board of Directors on 29 February 2016 (Reference No. 2016-01-037192) (hereinafter: "the Private Offering Report"), the Bank, on 15 March 2016, allotted 938,657 PSU 2016 units (hereinafter: "the PSU 2016 units") to the Trustee, ESOP Management and Trust Services Ltd., Private Company No. 51-369953-8, on behalf of the Offerees, as such are described in the Private Offering Report (hereinafter: "the Offerees"). The number of shares that will be issued following the vesting of the PSU 2016 units that have been allotted is based on the assumption that all the PSU 2016 units that have been allotted pursuant to the Private Offering Report have vested, and on the assumption that the maximum possible number of shares are allotted, such that each PSU 2016 unit will mature into a single ordinary share of the Bank, with a nominal value of NIS 1.0 each.

The vesting of the PSU 2016 units, which will occur in three equal tranches, is subject to the conditions set out in section 1.3.4 of the Private Offering Report which was amended in accordance with section 28 of the compensation policy for corporate officers approved at the Bank's General Meeting on 3 November 2016 (see the Immediate Report dated 21 October 2016, Reference No. 2016-01-072231). Additionally, on each vesting date, assuming the conditions described in section 1.3.4 are met, as stated, the

Offerees will be entitled to receive the shares that result from the vesting of the said tranche as described in section 1.3.5 of the Private Offering Report/ The PSU 2016 units that were issued to the Trustee for the Offerees will vest, subject to the conditions for their vesting having been met, into ordinary shares of the Bank of NIS 1.0 nominal value each, in three equal tranches as described in section 1.3.5 of the Private Offering Report. As described in this report, the second of the three tranches vested on 5 March 2018, and 312,884 ordinary Bank shares were allocated to the Offerees – shares that are blocked until 14 March 2018.

3. On 20 March 2016, the Bank's board of directors resolved to issue 48,938,037 shares to employees and corporate officers of the company, pursuant to the outline published by the Bank on 18 February 2016 (Reference No. 2016-01-030790), as amended on 23 February 2016 (Reference No. 2016-01-033361) (hereafter: "the Outline"), and in accordance with the final results of the offer pursuant to the Outline. The said shares were allocated to the Trustee who will hold them in trust for the employees and the corporate officers in a capital gain track in accordance with the provisions of section 102 of the Income Tax Ordinance, as defined in the Outline. All the allocated shares will be blocked for a period of two years, other than with regard to key employees (except for corporate officers for whom half of the bonus will in any event be paid in PSU units and not in blocked shares) regarding whom 664,727 of the shares that are allocated will be blocked for a period of three years in accordance with the provisions of the compensation policy. (The remaining shares will be blocked for a period of only two years). For additional details see the Immediate Report dated 20 March 2016 (Reference No. 2016-01-010026).  
For information regarding 8,084 shares that were accidentally issued to a Bank employee and which were exercised and transformed into dormant Bank shares, see the report dated 27 June 2016 (Reference No. 2016-01-066943). The above-mentioned dormant shares will become ordinary (non-dormant) shares in the framework of the vesting of the PSU 2017 units, as described below.
4. Pursuant to the Immediate Report filed by the Bank on 30 March 2017, regarding a Material Private Offering Report approved by the Bank's Board of Directors on 29 March 2017 (Reference No. 2017-01-03966) (hereinafter: "the Private Offering Report"), the Bank hereby announces that on 6 April 2016, the Bank allotted 578,969 PSU 2017 units (hereinafter: "the PSU 2017 units") to the Trustee, ESOP Management and Trust Services Ltd., Private Company No. 51-369953-8, on behalf of the Offerees, as such are described in the Private Offering Report (hereinafter: "the Offerees"). The number of shares that will be issued following the vesting of the PSU 2017 units that have been allotted is based on the assumption that all the PSU 2017 units that have been allotted pursuant to the Private Offering Report have vested, and on the assumption that the maximum possible number of shares are allotted, such that each PSU 2017 unit will mature into a single ordinary share of the Bank, with a nominal value of NIS 1.0 each. The vesting of the PSU 2017 units is subject to the conditions set out in section 3 of the Private Offering Report. For additional information regarding the PSU 2017 units,

see the Private Offering Report. The first of the three tranches vested on 5 March 2018, and 192,981 ordinary Bank shares were allocated to the Offerees. (Of these, 8,084 are dormant shares that became ordinary shares upon their transfer to the Offerees, in accordance with the resolution of the Bank's board of directors dated 5 March 2018. For additional information, see the Immediate Reports dated 6 March 2018, Reference Number 2018-01-021448 and Reference No. 2018-01-021445). These ordinary Bank shares will be blocked until 5 April 2019.

The report was signed on behalf of the corporation, in accordance with Regulation 5 of the Securities (Periodic and Immediate Reports), 1970, by Attorney Livnat Ein-Shay Wilder, Secretary of the Group and of the Bank.

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Name of Electronic Reporter: David Raoul Sackstein, Position: Advocate, General Secretary  
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