

## **Translation of Immediate Report**

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Public

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

Registration No. 520018078  
Securities of the Corporation are listed on The Tel Aviv Stock Exchange  
Abbreviated Name: Leumi  
34 Yehuda Halevi Street, Tel Aviv 651316  
Phone: 076-8858111, 076-889419; Facsimile: 076-8859732  
Electronic Mail: Yaelru@bll.co.il

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

### **Immediate Report re Changes in Holdings of Interested Parties and Senior Corporate Officers**

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

1.

Corporation name/Surname and first name of holder: Ron Meir Fainaro  
Type of identity number: ID Number  
Holder's identity number: 023571268  
Type of holder: Senior corporate officer who is not a CEO or Director and not a party with an interest because of holdings in the company.  
The holder is not the representative of other joint shareholders for reporting purposes.  
Citizenship/Country of Incorporation or Registration: Individual with Israeli citizenship.  
Registration number of security on the Tel Aviv Stock Exchange: 604611  
Name and Class of Security: Leumi  
Nature of Change: Vesting of RSU 2014 units into shares  
Date of change: 14 April 2015  
Price of the Transaction: 0 agurot  
The shares are not dormant or convertible into dormant shares.  
Balance (as number of securities) in last report: 13,590. Percentage of the total securities of the same type in the last report: 0.00%  
Change in the number of securities: + 8,383  
Current balance (as number of securities) 21,973. Percentage of the total securities of the same type: 0.00%  
Holding percentage after the change: Of capital 0% Of voting rights: 0%  
Holding percentage after the change, fully diluted: Of capital 0% Of voting rights: 0%

2

Corporation name/Surname and first name of holder: Dan Yerushalmi  
Type of identity number: ID Number  
Holder's identity number: 58074170  
Type of holder: Senior corporate officer who is not a CEO or Director and not a party with an interest because of holdings in the company.  
The holder is not the representative of other joint shareholders for reporting purposes.  
Citizenship/Country of Incorporation or Registration: Individual with Israeli citizenship.  
Registration number of security on the Tel Aviv Stock Exchange: 604611  
Name and Class of Security: Leumi  
Nature of Change: Vesting of RSU 2014 units into shares  
Date of change: 14 April 2015  
Price of the Transaction: 0 agurot  
The shares are not dormant or convertible into dormant shares.  
Balance (as number of securities) in last report: 12,034. Percentage of the total securities of the same type in the last report: 0.00%  
Change in the number of securities: + 18,755  
Current balance (as number of securities) 30,789. Percentage of the total securities of the same type: 0.00%  
Holding percentage after the change: Of capital 0% Of voting rights: 0%  
Holding percentage after the change, fully diluted: Of capital 0% Of voting rights: 0%

3.

Corporation name/Surname and first name of holder: Ron Meir Fainaro  
Type of identity number: ID Number  
Holder's identity number: 023571268  
Type of holder: Director/CEO  
The holder is not the representative of other joint shareholders for reporting purposes.  
Citizenship/Country of Incorporation or Registration: Individual with Israeli citizenship.  
Registration number of security on the Tel Aviv Stock Exchange: 6040174  
Name and Class of Security: RSU 2014  
Nature of Change: Decrease of convertible securities due to their conversion into shares or their redemption  
Date of change: 14 April 2015  
Price of the Transaction: 0 agurot  
The shares are not dormant or convertible into dormant shares.  
Balance (as number of securities) in last report: 25,151. Percentage of the total securities of the same type in the last report: 30.89%  
Change in the number of securities: - 8,383  
Current balance (as number of securities) 16,768 Percentage of the total securities of the same type: 30.89%  
Holding percentage after the change: Of capital 0.00% Of voting rights: 0.00%

Holding percentage after the change, fully diluted: Of capital 0.00% Of voting rights: 0.00%

4.

Corporation name/Surname and first name of holder: Dan Yerushalmi

Type of identity number: ID Number

Holder's identity number: 58074170

Type of holder: Senior corporate officer who is not a director and not a party with an interest because of holdings in the company.

The holder is not the representative of other joint shareholders for reporting purposes.

Citizenship/Country of Incorporation or Registration: Individual with Israeli citizenship.

Registration number of security on the Tel Aviv Stock Exchange: 6040174

Name and Class of Security: RSU 2014

Nature of Change: Decrease of convertible securities due to their conversion into shares or their redemption

Date of change: 14 April 2015

Price of the Transaction: 0 agurot

The shares are not dormant or convertible into dormant shares.

Balance (as number of securities) in last report: 56,263. Percentage of the total securities of the same type in the last report: 69.11%

Change in the number of securities: - 18,755

Current balance (as number of securities) 37,508. Percentage of the total securities of the same type: 69.11%

Holding percentage after the change: Of capital 0.00% Of voting rights: 0.00%

Holding percentage after the change, fully diluted: Of capital 0.00% Of voting rights: 0.00%

Note

1

1. Pursuant to the Immediate Report submitted by the Bank on 31 March 2014 regarding the Material Private Offering Report approved by the Bank's Board of Directors on 30 March 2014 (Reference No. 2014-01-030870) (hereinafter: "the Private Offering Report"), the Bank, on 13 April 2014, allotted 657,869 PSU units and 81,414 RSU units (hereinafter, together: "the PSU units and the RSU units") to the Trustee, ESOP Management and Trust Services Ltd., Private Company No. 51-369953-8, on behalf of the Offerees, as such are described in the Private Offering Report (hereinafter: "the Offerees").
2. The number of shares that will be issued following the vesting of the PSU units and the RSU units that have been allotted is based on the assumption that all the PSU units and the RSU units that have been allotted pursuant to the Private Offering Report have vested, and on the assumption that the maximum possible number of shares are allotted, such that each PSU unit and each RSU unit vests into a single ordinary share of the Bank, with a nominal value of NIS 1.0 each.

The vesting of the PSU units is subject to the conditions set out in section 1.3.4 of the Private Offering Report. Additionally, on each vesting date, assuming the conditions described in section 1.3.4 are met, as stated, the Offerees will be entitled to receive the shares that result from the vesting of the said tranche as described in section 1.3.5 of the Private Offering Report. The first of the three tranches, which vested on 31 March 2015, will be blocked for a period of an additional year.

The vesting of the RSU units is subject to the conditions set out in section 2.2.4 of the Private Offering Report. Additionally, on each vesting date, assuming the conditions described in section 2.2.4 are met, as stated, the Offerees will be entitled to receive the shares that result from the vesting of the said tranche as described in section 2.2.5 of the Private Offering Report. The first of the three tranches, which vested on 14 April 2015, will be blocked for a period of an additional year.

3. The period during which the securities can be exercised -  
The PSU units and the RSU units that were allotted to the Trustee for the Offerees will vest, in three equal tranches, subject to the conditions for their vesting being met, into ordinary shares of the Bank of NIS 1.0 nominal value each, as described in section 1.3.5 of the Private Offering Report (in connection with the PSU Units) and in section 2.2.5 of the Private Offering Report (in connection with the RSU Units).

Date and time at which the corporation first became aware of the event or matter:  
14 April 2015 at 23:59

The report was signed on behalf of the corporation by Attorney Yael (Ben Moshe) Rudnicki, Secretary of the Group and of the Bank.

Reference numbers of previous documents in this regard (does not constitute incorporation by reference):

**2014-01-072901**

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