

## Summary Translation of Immediate Report

T077  
Public

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

Registration No. 520018078

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

Abbreviated Name: Leumi

34 Yehuda Halevi Street, Tel Aviv 651316

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Electronic Mail: Yaelru@bll.co.il

5 February 2015

Reference: 2015-01-26155

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

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

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

The following is the status report as of 31 January 2015:

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

No.	Name of Holder	Name, Type and Series of Security	Updated Number of Securities	Holding		Holding (Fully Diluted)	
				% Capital	% Voting Rights	% Capital	% Voting Rights
1.	Government of Israel on behalf of the State of Israel	Leumi	88,830,769	6.03	6.46	6.03	6.46
2.	Brodet David	Leumi	10,103	0.00	0.00	0.00	0.00
3.	Brodet David	Leumi Subordinated Debentures Series H	97,000	0.00	0.00	0.00	0.00
4.	Brodet David	PSU 2014	71,232	0.00	0.00	0.00	0.00
5.	Gans Arieh	Leumi Subordinated Capital Notes 301	232,361	0.00	0.00	0.00	0.00

6.	Nardi Yoav	Leumi Subordinated Capital Notes 301	98,000	0.00	0.00	0.00	0.00
7.	Nardi Yoav	Leumi Subordinated Debentures Series M	100,000	0.00	0.00	0.00	0.00
8.	Guzman Rami	Leumi	67,850	0.00	0.00	0.00	0.00
9.	Guzman Rami	Leumi Finance Subordinated Capital Notes (Series 201)	28,452	0.00	0.00	0.00	0.00
10.	Guzman Rami	Leumi Subordinated Debentures Series L	16,825	0.00	0.00	0.00	0.00
11.	Haim Levy	Leumi Subordinated Debentures Series L	264,620	0.00	0.00	0.00	0.00
12.	Haim Levy	Leumi Subordinated Debentures Series N	478,668	0.00	0.00	0.00	0.00
13.	Haim Levy	Leumi Finance Subordinated Capital Notes (Series 301)	101,000	0.00	0.00	0.00	0.00
14.	Russak-Aminoach Rakefet	Leumi	47,123	0.00	0.00	0.00	0.00
15.	Russak-Aminoach Rakefet	PSU 2014	85,367	0.00	0.00	0.01	0.01

Total Holding		Total Holding (Fully Diluted)	
% Capital	% Voting Rights	% Capital	% Voting Rights
6.03	6.46	6.03	6.47

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

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

No.	Name of Holder	Name, Type and Series of Security	Updated Number of Securities	Holding		Holding (Fully Diluted)	
				% Capital	% Voting Rights	% Capital	% Voting Rights
16.	Shlomo Michael Goldfarb	Leumi	75,481	0.00	0.00	0.00	0.00
17.	Shlomo Michael Goldfarb	Leumi Subordinated Debentures Series H	169,650	0.00	0.00	0.00	0.00
18.	Shlomo Michael Goldfarb	Leumi Subordinated Capital Notes 300	89,405	0.00	0.00	0.00	0.00
19.	Shlomo Michael Goldfarb	PSU 2014	18,933	0.00	0.00	0.00	0.00
20.	Tsiddon Daniel	Leumi	5,728	0.00	0.00	0.00	0.00
21.	Tsiddon Daniel	PSU 2014	49,491	0.00	0.00	0.00	0.00
22.	Ber Hedva	Leumi	3,780	0.00	0.00	0.00	0.00
23.	Ber Hedva	PSU 2014	26,728	0.00	0.00	0.00	0.00
24.	Haber Yaakov	Leumi	5,086	0.00	0.00	0.00	0.00
25.	Haber Yaakov	PSU 2014	44,028	0.00	0.00	0.00	0.00
26.	Minz Yoel	Leumi	35,311	0.00	0.00	0.00	0.00
27.	Minz Yoel	PSU 2014	38,732	0.00	0.00	0.00	0.00
28.	Cohen Dan	Leumi	11,759	0.00	0.00	0.00	0.00
29.	Cohen Dan	PSU 2014	38,732	0.00	0.00	0.00	0.00
30.	Rudnicki Yael (Ben-Moshe)	Leumi	22,316	0.00	0.00	0.00	0.00
31.	Rudnicki Yael (Ben-Moshe)	PSU 2014	11,549	0.00	0.00	0.00	0.00
32.	Mordechay Sasson	Leumi	38,450	0.00	0.00	0.00	0.00
33.	Mordechay Sasson	PSU 2014	25,833	0.00	0.00	0.00	0.00
34.	Ron Fainaro	Leumi	679	0.00	0.00	0.00	0.00
35.	Ron Fainaro	PSU 2014	38,732	0.00	0.00	0.00	0.00
36.	Ron Fainaro	RSU 2014	25,151	0.00	0.00	0.00	0.00
37.	Tamar Yassur	Leumi	4,115	0.00	0.00	0.00	0.00

38.	Tamar Yassur	PSU 2014	35,469	0.00	0.00	0.00	0.00
39.	Zeev Morag	Leumi	2,609	0.00	0.00	0.00	0.00
40.	Itai Ben Zeev	PSU 2014	25,878	0.00	0.00	0.00	0.00
41.	Dan Yerushalmi	PSU 2014	36,102	0.00	0.00	0.00	0.00
42.	Dan Yerushalmi	RSU 2014	56,263	0.00	0.00	0.00	0.00
43.	Yishak Naor	PSU 2014	12,659	0.00	0.00	0.00	0.00

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

Notes:

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

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

2. **David Brodet** - Holder number 2, 3 and 4:

On 4 January 2015, Leumi Finance Co. Ltd. (hereinafter: "Leumi Finance") merged with and into Bank Leumi, and as a consequence, Leumi Finance's securities were converted into Bank Leumi securities. See Note 6 at the **end of** the form.

3. **Arieh Gans** - Holder number 5:

On 4 January 2015, Leumi Finance Co. Ltd. (hereinafter: "Leumi Finance") merged with and into Bank Leumi, and as a consequence, Leumi Finance's securities were converted into Bank Leumi securities. See Note 6 at the **end of** the form.

4. **Yoav Nardi** - Holder number 6 and 7:

On 4 January 2015, Leumi Finance Co. Ltd. (hereinafter: "Leumi Finance") merged with and into Bank Leumi, and as a consequence, Leumi Finance's securities were converted into Bank Leumi securities. See Note 6 at the end of the form.

5. **Rami Avraham Guzman** – Holder numbers 8-10:

On 4 January 2015, Leumi Finance Co. Ltd. (hereinafter: "Leumi Finance") merged with and into Bank Leumi, and as a consequence, Leumi Finance's securities were converted into Bank Leumi securities. See Note 6 at the end of the form.

6. **Haim Levy** – Holder number 11,12 and 13:

On 4 January 2015, Leumi Finance Co. Ltd. (hereinafter: "Leumi Finance") merged with and into Bank Leumi, and as a consequence, Leumi Finance's securities were converted into Bank Leumi securities. See Note 6 at the end of the form.

7. **Shlomo Michael Goldfarb** – Holder numbers 16-19:

On 4 January 2015, Leumi Finance Co. Ltd. (hereinafter: "Leumi Finance") merged with and into Bank Leumi, and as a consequence, Leumi Finance's securities were converted into Bank Leumi securities. See Note 6 at the end of the form.

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

**1.**

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

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

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

1. A portion of the shares held by the Chairman of the Board of Directors and by the Bank's Corporate Officers are locked-up for a period of 4 years from the date of their purchase – see the report dated 6 June 2011, Reference No. 2011- 01-178323.
2. Additional details regarding the Corporation being a banking corporation without a control core, see the report dated 25 March 2012, Reference No. 2012-01-077406.
3. For the report on the holdings in a banking corporation without a controlling core, see the report dated 8 April 2014, Reference No. 2013-01-042378.

4. Pursuant to the Immediate Report submitted by the Bank on 31 March 2014 regarding the Material Private Offering Report approved by the Bank's Board of Directors on 30 March 2014 (Reference No. 2014-01-030870) (hereinafter: "the Private Offering Report"), the Bank, on 13 April 2014, allotted 657,869 PSU units and 81,414 RSU units (hereinafter, together: "the PSU units and the RSU units") to the Trustee, ESOP Management and Trust Services Ltd., Private Company No. 51-369953-8, on behalf of the Offerees, as such are described in the Private Offering Report (hereinafter: "the Offerees"). The percentage of holdings, fully diluted, takes these units into consideration.
5. The number of shares that will be issued following the vesting of the PSU units and the RSU units that have been allotted is based on the assumption that all the PSU units and the RSU units that have been allotted pursuant to the Private Offering Report have vested, and on the assumption that the maximum possible number of shares are allotted, such that each PSU unit and each RSU unit vests into a single ordinary share of the Bank, with a nominal value of NIS 1.0 each.  
The vesting of the PSU units is subject to the conditions set out in section 1.3.4 of the Private Offering Report. Additionally, on each vesting date, assuming the conditions described in section 1.3.4 are met, as stated, the Offerees will be entitled to receive the shares that result from the vesting of the said tranche as described in section 1.3.5 of the Private Offering Report.  
The vesting of the RSU units is subject to the conditions set out in section 2.2.4 of the Private Offering Report. Additionally, on each vesting date, assuming the conditions described in section 2.2.4 are met, as stated, the Offerees will be entitled to receive the shares that result from the vesting of the said tranche as described in section 2.2.5 of the Private Offering Report.
6. On 4 January 2015, Leumi Finance Co. Ltd. (hereinafter: "Leumi Finance") merged with and into Bank Leumi, and as a consequence, Leumi Finance's securities were converted into Bank Leumi securities. See Reference Nos. 2015-01-002113, 2015-01-002173, 2015-01-002683.
7. On 23 January 2015, the Leumi Subordinated Debentures Series J was redeemed in full. (See the Bank's Immediate Report, dated 25 January 2015, Reference No. 2015-01-0017755.)

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

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***Note: English translations of Immediate Reports of Bank Leumi are for convenience purposes only. In the case of any discrepancy between the English translation and the Hebrew original, the Hebrew will prevail.***

***The original Hebrew version is available on the distribution website of the Israel Securities Authority: <http://www.magna.isa.gov.il/>***

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