

Summary Translation of Immediate Report

T077
Public

Bank Leumi le-Israel B.M.

Registration No. 520018078

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

Abbreviated Name: Leumi

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7 June 2015

Reference: 2015-01-042264

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 May 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	6.03	6.03	6.03
2.	Brodet David	Leumi	33,847	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	47,488	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	75,758	0.01	0.01	0.01	0.01
15.	Russak-Aminoach Rakefet	PSU 2014	56,912	0.00	0.00	0.00	0.00

Total Holding		Total Holding (Fully Diluted)	
% Capital	% Voting Rights	% Capital	% Voting Rights
6.04	6.04	66.04	6.04

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	81,792	0.01	0.01	0.01	0.01
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	12,622	0.00	0.00	0.00	0.00
20.	Tsiddon Daniel	Leumi	16,497	0.00	0.00	0.00	0.00
21.	Tsiddon Daniel	PSU 2014	32,994	0.00	0.00	0.00	0.00
22.	Ber Hedva	Leumi	8,909	0.00	0.00	0.00	0.00
23.	Ber Hedva	PSU 2014	17,819	0.00	0.00	0.00	0.00
24.	Haber Yaakov	Leumi	19,762	0.00	0.00	0.00	0.00
25.	Haber Yaakov	PSU 2014	29,352	0.00	0.00	0.00	0.00
26.	Minz Yoel	Leumi	48,222	0.00	0.00	0.00	0.00
27.	Minz Yoel	PSU 2014	25,821	0.00	0.00	0.00	0.00
28.	Cohen Dan	Leumi	24,670	0.00	0.00	0.00	0.00
29.	Cohen Dan	PSU 2014	25,821	0.00	0.00	0.00	0.00
30.	Rudnicki Yael (Ben-Moshe)	Leumi	26,165	0.00	0.00	0.00	0.00
31.	Rudnicki Yael (Ben-Moshe)	PSU 2014	7,700	0.00	0.00	0.00	0.00
32.	Mordechay Sasson	Leumi	47,061	0.00	0.00	0.00	0.00
33.	Mordechay Sasson	PSU 2014	17,222	0.00	0.00	0.00	0.00
34.	Ron Fainaro	Leumi	21,973	0.00	0.00	0.00	0.00
35.	Ron Fainaro	PSU 2014	25,821	0.00	0.00	0.00	0.00
36.	Ron Fainaro	RSU 2014	16,768	0.00	0.00	0.00	0.00
37.	Tamar Yassur	Leumi	15,938	0.00	0.00	0.00	0.00

38.	Tamar Yassur	PSU 2014	23,646	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	Leumi	8,626	0.00	0.00	0.00	0.00
41.	Itai Ben Zeev	PSU 2014	17,252	0.00	0.00	0.00	0.00
42.	Dan Yerushalmi	Leumi	30,789	0.00	0.00	0.00	0.00
43.	Dan Yerushalmi	PSU 2014	24,068	0.00	0.00	0.00	0.00
44.	Dan Yerushalmi	RSU 2014	37,508	0.00	0.00	0.00	0.00
45.	Yishak Naor	Leumi	4,220	0.00	0.00	0.00	0.00
46.	Yishak Naor	PSU 2014	8,439	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. See the Immediate Report regarding the Outline Given to Employees on 6 April 2011 (2011-01- 112953).

On 17 May 2015, the said lock-up period for the shares ended and the power of attorney given to the State to vote with respect to these shares expired. For additional information, see the Immediate Report regarding the Changes in Holdings of Interested Parties and Senior Corporate Officers (2015-01-020556).

2. **Daniel Tsiddon** - Holder number 20 and 21:

The shares were sold after the end of the lock-up period for the shares offered to employees pursuant to the provisions of the outline of the offering of Bank shares to employees dated 6 April 2011. (For additional details, see the Immediate Report dated 1 June 2015, Reference No. 2015-01036195).

Professor Daniel Tsiddon retains additional locked-up shares. (For additional details, see the Immediate Report dated 2 April 2015, Reference No. 2015-01-072901).

3. **Hedva Ber** - Holder number 22 and 23:

The shares were sold after the end of the lock-up period for the shares offered to employees pursuant to the provisions of the outline of the offering of Bank shares to employees dated 6 April 2011. (For additional details, see the Immediate Report dated 1 June 2015, Reference No. 2015-01036195).

Dr. Hedva Ber retains additional locked-up shares. (For additional details, see the Immediate Report dated 2 April 2015, Reference No. 2015-01-072901).

4. **Ron Fainaro** - Holder number 34, 35 and 36:

Change is pursuant to the vesting of the RSU 2014 units as locked-up shares.

5. **Dan Yerushalmi** - Holder number 42, 43 and 44:

Change is pursuant to the vesting of the RSU 2014 units as locked-up shares.

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 were 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. The lock-up period ended on 17 May 2015.
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 12 April 2015, Reference No. 2015-01-076684.
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 PSU units and 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 first of the three tranches, which vested on 31 March 2015, will be locked-up for an additional one-year period.

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 locked-up for an additional one-year period.

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.

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

2011-01-178323 2012-01-077406 2015-01-078763

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