

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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4 January 2014
2014-01-002173

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

Immediate Report 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: Conversion of Leumi Finance Co. securities into Bank Leumi securities, following a merger

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	1,473,551,221	1,473,551,221	1,446,124,856
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 Special Capital Notes	6040091	0	400,000,000	400,000,000	0
PSU 2014	6040166	0	657,869	657,869	0
RSU 2014	6040174	0	81,414	81,414	0
Leumi Debentures (Series 176)	6040208	0	0	487,500,000	487,500,000
Leumi Subordinated Debentures Series C	6040182	0	0	514,099,000	514,099,000
Leumi Subordinated Debentures Series G	6040224	0	0	1,333,333,673	1,333,333,673
Leumi Subordinated Debentures Series H	6040232	0	0	1,929,090,000	1,929,090,000
Leumi Subordinated Debentures Series J	6040240	0	0	2,000,000,000	2,000,000,000
Leumi Subordinated Debentures Series K – [non-negotiable]	6040307	0	0	340,567,000	340,567,000
Leumi Subordinated Debentures Series L	6040273	0	0	3,271,610,000	3,271,610,000
Leumi Subordinated Debentures Series M	6040281	0	0	2,206,039,000	2,206,039,000
Leumi Subordinated Debentures Series N	6040299	0	0	1,870,745,000	1,870,745,000

Leumi Subordinated Capital Notes (Series 300)	6040257	0	0	999,999,000	999,999,000
Leumi Subordinated Capital Notes (Series 301)	6040265	0	0	999,999,000	999,999,000

2. The corporation announces that on 4 January 2015:

A change occurred regarding the quantity and in the register of securities owners, as a result of:

Nature of change: Conversion of Leumi Finance Co. securities following a merger

Explanation: Description of all details of the transaction or action with respect to which the change occurred regarding the corporation's securities

1

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:
Yes

Type and name of the security in which the change has taken place: Leumi Debentures Series 176

Tel Aviv Stock Exchange Registration No.: 6040208

Amount of change: 487,500,000

Balance of these securities held by this holder after the change: 487,500,000

Other

See "nature of change" above.

2

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:

Yes

Type and name of the security in which the change has taken place: Leumi Subordinated
Capital Notes Series C

Tel Aviv Stock Exchange Registration No.: 6040182

Amount of change: 514,099,000

Balance of these securities held by this holder after the change: 514,099,000

Other

See "nature of change" above.

3

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:

Yes

Type and name of the security in which the change has taken place: Leumi Subordinated
Capital Notes Series G

Tel Aviv Stock Exchange Registration No.: 6040224

Amount of change: 1,333,333,673

Balance of these securities held by this holder after the change: 1,333,333,673

Other

See "nature of change" above.

4

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:

Yes

Type and name of the security in which the change has taken place: Leumi Subordinated Capital Notes Series H

Tel Aviv Stock Exchange Registration No.: 6040232

Amount of change: 1,929,090,000

Balance of these securities held by this holder after the change: 1,929,090,000

Other

See "nature of change" above.

5

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:

Yes

Type and name of the security in which the change has taken place: Leumi Subordinated Capital Notes Series J

Tel Aviv Stock Exchange Registration No.: 6040240

Amount of change: 2,000,000,000

Balance of these securities held by this holder after the change: 2,000,000,000

Other

See "nature of change" above.

6

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:

Yes

Type and name of the security in which the change has taken place: Leumi Subordinated Capital Notes Series K [non-negotiable]

Tel Aviv Stock Exchange Registration No.: 6040307

Amount of change: 340,567,000

Balance of these securities held by this holder after the change: 340,567,000

Other

See "nature of change" above.

7

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:

Yes

Type and name of the security in which the change has taken place: Leumi Subordinated Capital Notes Series L

Tel Aviv Stock Exchange Registration No.: 6040273

Amount of change: 3,271,610,000

Balance of these securities held by this holder after the change: 3,271,610,000

Other

See "nature of change" above.

8

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:

Yes

Type and name of the security in which the change has taken place: Leumi Subordinated Capital Notes Series M

Tel Aviv Stock Exchange Registration No.: 6040281

Amount of change: 2,206,039,000

Balance of these securities held by this holder after the change: 2,206,039,000

Other

See "nature of change" above.

9

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:

Yes

Type and name of the security in which the change has taken place: Leumi Subordinated Capital Notes Series N

Tel Aviv Stock Exchange Registration No.: 6040299

Amount of change: 1,870,745,000

Balance of these securities held by this holder after the change: 1,870,745,000

Other

See "nature of change" above.

10

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:

Yes

Type and name of the security in which the change has taken place: Leumi Subordinated Capital Notes Series 300

Tel Aviv Stock Exchange Registration No.: 6040257

Amount of change: 999,999,000

Balance of these securities held by this holder after the change: 999,999,000

Other

See "nature of change" above.

11

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

The Bank Leumi Le-Israel Ltd. Nominee Company

Identification Number Type: Companies Registrar Number

Identification Number: 510098064

Nature of Change: Other: conversion of Leumi Finance Co. securities, following a merger

Date of Change: 4 January 2015

Executed through the Stock Exchange clearinghouse:
Yes

Type and name of the security in which the change has taken place: Leumi Subordinated Capital Notes Series 301

Tel Aviv Stock Exchange Registration No.: 6040265

Amount of change: 999,999,000

Balance of these securities held by this holder after the change: 999,999,000

Other

See "nature of change" above.

4. Attached is a file of the shareholders register in accordance with the provisions of Section 130 of the Companies Law -1999. See attachment

5. Attached is an updated file of the corporation's updated registers of securities, including the register of option holders and the register of debenture-holders - See attachment

Notes:

NIS 400,000,000 nominal value linked Deposits/Subordinated Capital Notes (non-negotiable) which were issued in June and July 2002 are convertible in certain circumstances, in accordance with the conversion formula, as provided in the terms of the deposit/subordinated capital note, into 153,102,276 ordinary shares of the Bank, as of the date of the Periodic Report for 2013 published on 31 March 2014 (Reference Number 2014-01-030807).

Leumi Special Capital Notes were opened as deposits at Bank Leumi in the names of the purchasers, and are held as the said accounts, the payments are made by the Bank through those accounts/deposits and paid into them, and no register is maintained with regard to them.

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 Bank and of the Group.

Reference numbers of previous documents in this regard (does not constitute incorporation by reference): **2014-01-193638 2014-01-192870 2014-01-192879**

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/>

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

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