

Summary Translation of Immediate Report

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Public

Bank Leumi le-Israel B.M.
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8 October 2018
Reference: 2018-01-093852

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 27 September 2018:

- 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	Altshuler-Shaham Ltd. – Provident Funds and Provident Fund Management Companies	Leumi	74,239,437	4.94	4.94	4.94	4.94
2	Altshuler - Shaham Ltd. – Mutual Fund Management Companies	Leumi	7,231,171	0.48	0.48	0.48	0.48

3	Altshuler - Shaham Ltd. – Provident Funds and Provident Fund Management Companies	Leumi Debentures Series 177	193,858,979	0.00	0.00	0.00	0.00
4	Altshuler - Shaham Ltd. – Mutual Fund Management Companies	Leumi Debentures Series 177	349,494,095	0.00	0.00	0.00	0.00
5	Altshuler - Shaham Ltd. – Mutual Fund Management Companies	Leumi Subordinated Debentures Series N	19,448,229	0.00	0.00	0.00	0.00
6	Altshuler - Shaham Ltd. – Mutual Fund Management Companies	Leumi Debentures Series 178	148,511,174	0.00	0.00	0.00	0.00
7	Bank Leumi le- Israel BM	Leumi	20,582,642	0.00	0.00	0.00	0.00
8.	Brodet David	Leumi	214,684	0.01	0.01	0.01	0.01
9.	Brodet David	PSU 2016	34,626	0.00	0.00	0.01	0.01
10.	Brodet David	PSU 2017	28,742	0.00	0.00	0.01	0.01
11.	Nardi Yoav	Leumi Subordinated Capital Notes 301	98,000	0.00	0.00	0.00	0.00
12.	Russak-Aminoach Rakefet	Leumi	442,891	0.03	0.03	0.03	0.03
13.	Russak-Aminoach Rakefet	PSU 2016	43,572	0.00	0.00	0.00	0.00
14.	Russak-Aminoach Rakefet	PSU 2017	50,528	0.00	0.00	0.00	0.00

Total Holding		Total Holding (Fully Diluted)	
% Capital	% Voting Rights	% Capital	% Voting Rights
5.46	5.46	5.46	5.46

- 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
15.	Shlomo Michael Goldfarb	Leumi	324,432	0.02	0.02	0.02	0.02
16.	Shlomo Michael Goldfarb	PSU 2016	12,248	0.00	0.00	0.00	0.00
17.	Shlomo Michael Goldfarb	PSU 2017	14,562	0.00	0.00	0.00	0.00
18.	Cohen Dan	Leumi	60,157	0.00	0.00	0.00	0.00
19.	Cohen Dan	PSU 2016	19,581	0.00	0.00	0.00	0.00
20.	Cohen Dan	PSU 2017	25,238	0.00	0.00	0.00	0.00
21.	Tamar Yassur	Leumi	83,911	0.01	0.01	0.01	0.01
22.	Tamar Yassur	PSU 2016	22,175	0.00	0.00	0.00	0.00
23.	Tamar Yassur	PSU 2017	25,715	0.00	0.00	0.00	0.00

24.	Hila Eran-Zik	Leumi	95,332	0.01	0.01	0.01	0.01
25.	Hila Eran-Zik	PSU 2016	3,012	0.00	0.00	0.00	0.00.
26.	Hila Eran-Zik	PSU 2017	14,562	0.00	0.00	0.00	0.00.
27.	Hanan Friedman	PSU 2016	12,905	0.00	0.00	0.00	0.00
28.	Hanan Friedman	PSU 2017	16,033	0.00	0.00	0.00	0.00
29.	Hanan Friedman	Leumi	52,906	0.00	0.00	0.00	0.00
30.	Ben Zvi Bosmat Hana	Leumi	56,091	0.00	0.00	0.00	0.00
31.	Ben Zvi Bosmat Hana	PSU 2017	1,090	0.00	0.00	0.00	0.00
32.	Ben Zvi Bosmat Hana	Leumi Subordinated Debentures Series400	5	0.00	0.00	0.00	0.00
33.	Omer Ziv	PSU 2017	4,314	0.00	0.00	0.00	0.00
34.	Omer Ziv	Leumi	2,157	0.00	0.00	0.00	0.00
35.	Sharon Gur	Leumi	57,276	0.01	0.01	0.01	0.01
36.	Shmulik Arbel	Leumi	96,923	0.01	0.01	0.01	0.01
37.	Livnat Ein-Shay Wilder	PSU 2017	6,182	0.00	0.00	0.00	0.00
38.	Livnat Ein-Shay Wilder	Leumi	3,090	0.00	0.00	0.00	0.00
39.	Ilan Buginim	Leumi	46,154	0.00	0.00	0.00	0.00
40.	Liat Shuv	Leumi	22,658	0.00	0.00	0.00	0.00

Total Holding		Total Holding (Fully Diluted)	
% Capital	% Voting Rights	% Capital	% Voting Rights
0.05	0.05	0.05	0.05

1. **Altshuler- Shaham Ltd.** – Holder number –1-6

According to what the Bank has been told, the following are the details of the controlling shareholder of the interested party:

The controlling shareholders of Altshuler Shaham, Ltd.:

Gilad Altshuler ID Number 057379315 -through his holding of 100% of Gilad Altshuler Holdings Ltd., which holds 44.55% of Altshuler Shaham, Ltd.

Kalman Shaham, ID Number 915983- through his holding of 100% of Kalman Shaham Holdings Ltd., which holds 44.55% of Altshuler Shaham Ltd.

Roni Benin Bar, ID number 336289202, through the holding of 9.89% of Altshuler Shaham Ltd.

The controlling shareholders of Altshuler Shaham Provident and Pension Funds Ltd.:

Gilad Alshuler holds 35.97% of Altshuler Shaham Provident and Pension Funds Ltd. through his holding of 100% of Gilad Altshuler Holdings Ltd., which holds 44.55% of Altshuler Shaham Ltd., which – in turn - holds 61.75% of Altshuler Shaham Provident and Pension Funds Ltd. directly, and 19% of Altshuler Shaham Provident and Pension Funds Ltd. indirectly, through the holding (directly, and indirectly – through Altshuler Shaham Pension Holdings Ltd.) of 49.67% of Perfect (Y.N.A.) Capital Markets, which holds 38.25% of Altshuler Shaham Provident and Pension Funds Ltd.

Kalman Shaham holds 35.97% of Altshuler Shaham Provident and Pension Funds Ltd. through his holding of 100% of Kalman Shaham Holdings Ltd., which holds 44.55% of Altshuler Shaham Ltd., which – in turn - holds 61.75% of Altshuler Shaham Provident and Pension Funds Ltd. directly, and 19% of Altshuler Shaham Provident and Pension Funds Ltd. indirectly, through the holding (directly, and indirectly – through Altshuler Shaham Pension Holdings Ltd.) of 49.67% of Perfect (Y.N.A.) Capital Markets, which holds 38.25% of Altshuler Shaham Provident and Pension Funds Ltd.

Roni Benin Bar holds 7.99 % of Altshuler Shaham Provident and Pension Funds Ltd., through his holding of 9.89% of Altshuler Shaham Ltd., which – in turn - holds 61.75% of Altshuler Shaham Provident and Pension Funds Ltd. directly, and 19% of Altshuler Shaham Provident and Pension Funds Ltd. indirectly, through the holding (directly, and indirectly – through Altshuler Shaham Pension Holdings Ltd.) of 49.67% of Perfect (Y.N.A.) Capital Markets, which holds 38.25% of Altshuler Shaham Provident and Pension Funds Ltd.

Yair Levenstein holds 19.25% of Altshuler Shaham Provident and Pension Funds Ltd., through his holding of 100% of Yair Levenstein Holdings Ltd. which holds 50.33% of Perfect (Y.N.A.) Capital Markets, which holds 38.25% of Altshuler Shaham Provident and Pension Funds Ltd.

The controlling shareholders of Altshuler Shaham Mutual Funds Management Ltd.:

Gilad Altshuler holds 35.64% of Altshuler Shaham Mutual Funds Management Ltd., through his holding of 100% of Gilad Altshuler Holdings Ltd., which holds 44.55% of Altshuler Shaham Ltd., which – in turn – holds 80% of Altshuler Shaham Mutual Funds Management Ltd.

Kalman Shaham, holds 35.64% of Altshuler Shaham Mutual Funds Management Ltd., through his holding of 100% of Kalman Shaham Holdings Ltd., which holds 44.55% of Altshuler Shaham Ltd., which – in turn – holds 80% of Altshuler Shaham Mutual Funds Management Ltd.

Roni Benin Bar holds 7.91% of Altshuler Shaham Mutual Funds Management Ltd., through the holding of 9.89% of Altshuler Shaham Ltd., which – in turn – holds 80% of Altshuler Shaham Mutual Funds Management Ltd.

The controlling shareholders of Altshuler Shaham Yanshuf Hedging Ltd. (General Partner) -

Gilad Altshuler holds 45%, through his holding of 100% of Gilad Altshuler Holdings Ltd., which holds 45.01% of Altshuler Shaham Partnerships Management Ltd., which – in turn – holds 100% of Altshuler Shaham Yanshuf Hedging Ltd. (General Partner).

Kalman Shaham holds 45%, through his holding of 100% of Kalman Shaham Holdings Ltd., which holds 45.01% of Altshuler Shaham Partnerships Management Ltd., which – in turn – holds 100% of Altshuler Shaham Yanshuf Hedging Ltd. (General Partner).

Altshuler Shaham Yanshuf Hedging Ltd. (General Partner) holds 360,000 ordinary shares of the Bank (holding 0.02% of its capital and of the voting rights).

1. **Bank Leumi Le-Israel B.M.** – Holder Number 7 - Purchase pursuant to covering self-purchase plan under safe harbor protection, pursuant to the instructions of the Israel Securities Authority:

For additional information regarding the purchase plan, see the Immediate Report dated 27 September 2018 (Reference No. 2018-01-090723) and the Immediate Report dated 6 March 2018 (Reference No. 2018-01-021433) and Note 9A of the Financial Statements as of 30 June 2018, published on 14 August 2018 (Reference No. 2018-01-076446).

2. **Sharon Gur** – Holder Number 35 - For information regarding the sale of Bank shares by Ms. Sharon Gur, see the Immediate Report dated 30 August 2018 (Reference No. 2018-01-082920).

Notes:

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.

2. For 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. Pursuant to the Immediate Report filed by the Bank on 29 February 2016 regarding 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, together: "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 vests into a single ordinary share of the Bank, with a nominal value of NIS 1.0 each. The vesting of the PSU 2016 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 PSU 2016 units that were allocated to the Trustee for the Offerees will vest, subject to the satisfaction of the conditions for their vesting, into ordinary shares of the Bank of NIS 1.0 nominal value each, in three equal tranches, as stated in section 1.3.5 of the Private Offering Report.
On 3 April 2017, the first tranche of the PSU 2016 units vested into shares. For details, see the Immediate Reports dated 3 April 2017 (Reference Nos. 2017-01-036267 and 2017-01-036255).
On 5 March 2018, the second tranche of the PSU 2016 units vested into shares. For details, see the Immediate Reports dated 6 March 2018 (Reference Nos. 2018-01-021445 and 2018-01-021457).

4. 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 up to 19 March 2018, 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 up to 19 March 2019, in accordance with the provisions of the compensation policy. (The remaining shares were blocked for a period of only two years). For additional details see the Immediate Report dated 20 March 2015 (Reference No. 2016-01-010026). For information regarding 8,084 shares that were accidentally issued to a Bank employee and which were forfeited and transformed into dormant Bank shares, see the report dated 27 June 2016 (Reference No. 2016-01-066943). For information regarding the transfer of these shares to the owners of the PSU 2017 units, see note 4 below.
5. 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.

On 5 March 2018, the first tranche of the PSU 2017 units vested into shares. For details, see the Immediate Reports dated 6 March 2018 (Reference Nos. 2018-01-021445 and 2018-01-021457). As part of the vesting of the second tranche, 8,084 dormant Bank shares were transferred to the holders of PSU 2017 units that had vested, as described. For details see the Immediate reports dated 6 March 2018, 2018-01-021445 and 2018-01-021448.
6. For information regarding the sale of Bank shares by Ms. Sharon Gur, see the Immediate Report dated 30 August 2018 (Reference No. 2018-01-082920).
7. Purchase pursuant to covering self-purchase plan under safe harbor protection, pursuant to the instructions of the Israel Securities Authority:

For additional information regarding the purchase plan, see the Immediate Report dated 27 September 2018 (Reference No. 2018-01-090723) and the Immediate Report dated 6 March 2018 (Reference No. 2018-01-021433) and Note 9A of the Financial Statements as of 30 June 2018, published on 14 August 2018 (Reference No. 2018-01-076446).

8. On 5 September 2018, the Government of Israel on behalf of the State of Israel ceased to be an interested party in the Bank. For additional details see the Immediate Reports dated 5 September 2018 (Reference Nos. 2018-01-085491, 2018-01-085455, and 2018-01-084993).
9. On 21 August 2018, Altshuler-Shaham Ltd. ceased to be an interested party in the Bank. On 5 September 2018 Altshuler-Shaham Ltd. again became an interested party in the Bank. For additional details see the Immediate Reports dated 22 August 5 September 2018 (Reference No. 2018-01-080142) and 6 October 2018 (Reference No. 2018-01-086154).

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.

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