

## Summary Translation of Immediate Report

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Public

**Bank Leumi le-Israel B.M.**  
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7 January 2019  
Reference: 2019-01-003360

### 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 December 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	74,106,103	4.86	4.86	4.86	4.86
2	Altshuler - Shaham Ltd. – Mutual Fund Management Companies	Leumi	4,567,270	0.30	0.30	0.30	0.30

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	308,437,470	0.00	0.00	0.00	0.00
5	Altshuler - Shaham Ltd. – Mutual Fund Management Companies	Leumi Subordinated Debentures Series N	22,398,379	0.00	0.00	0.00	0.00
6	Altshuler - Shaham Ltd. – Mutual Fund Management Companies	Leumi Debentures Series 178	151,214,135	0.00	0.00	0.00	0.00
7	Bank Leumi le- Israel BM	Leumi	30,412,578	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	0.00	0.00
10.	Brodet David	PSU 2017	28,742	0.00	0.00	0.00	0.00
11.	Nardi Yoav	Leumi Subordinated Capital Notes 301	98,000	0.00	0.00	0.00	0.00
12.	Russak-Aminoach Rakefet	Leumi	457,254	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
5.20	5.20	5.20	5.20

- 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	69,357	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	89,911	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	62,351	0.00	0.00	0.00	0.00
30.	Ben Zvi Bosmat Hana	Leumi	65,328	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 Series 400	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	13,398	0.00	0.00	0.00	0.00
35.	Sharon Gur	Leumi	65,053	0.00	0.00	0.00	0.00
36.	Shmulik Arbel	Leumi	104,237	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	8,458	0.00	0.00	0.00	0.00
39.	Ilan Buginim	Leumi	55,280	0.00	0.00	0.00	0.00
40.	Liat Shuv	Leumi	26,324	0.00	0.00	0.00	0.00
42.	Shay Basson	Leumi	11,004	0.00	0.00	0.00	0.00
43.	Ronen Agassi	Leumi	11,241	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 Altshuler 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 45.01%, 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 45.01%, 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 45,000 ordinary shares of the Bank (holding 0.02% of its capital and of the voting rights).

2. **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 6 March 2018 (Reference No. 2018-01-021433) and Note 9A of the Financial Statements as of 30 September 2018, published on 13 November 2018 (Reference No. 2018-01-107541). On 22 November 2018, the self-purchase plan ended. For further information, see the Immediate Report dated 22 November 2019 (Reference No. 2018-01-112947).
3. **David Brodet** – Holder Number 8-10 - See Note 6.
4. **Rakefet Russak-Aminoach** – Holder Number 12-14 - For information regarding the purchase of Bank shares by Ms. Rakefet Russak-Aminoach, see Note 6.
5. **Dan Cohen** – Holder Number 18-20 - For information regarding the purchase of Bank shares by Mr. Dan Cohen, see Note 6.
6. **Tamar Yassur** – Holder Number 21-23 - For information regarding the purchase of Bank shares by Ms. Tamar Yassur, see Note 6.
7. **Hanan Friedman** – Holder Number 27-29 - For information regarding the purchase of Bank shares by Mr. Hanan Friedman, see Note 6.
8. **Bosmat Ben Zvi** – Holder Number 30-32 - For information regarding the purchase of Bank shares by Ms. Bosmat Ben Zvi, see Note 6.
9. **Omer Ziv** – Holder Number 33-34 - For information regarding the purchase of Bank shares by Mr. Omer Ziv, see Note 6.
10. **Sharon Gur** – Holder Number 35 - For information regarding the purchase of Bank shares by Ms. Sharon Gur, see Note 6.
11. **Shmulik Arbel** – Holder Number 36 - For information regarding the purchase of Bank shares by Mr. Shmulik Arbel, see Note 6.
12. **Livnat Ein-Shay Wilder** – Holder Number 37-38 - For information regarding the purchase of Bank shares by Ms. Livnat Ein-Shay Wilder, see Note 6.
13. **Ilan Buganim** – Holder Number 39 - For information regarding the purchase of Bank shares by Mr. Ilan Buganim, see Note 6.
14. **Liat Shuv** – Holder Number 40 - For information regarding the purchase of Bank shares by Ms. Liat Shuv, see Note 6.
15. **Shay Basson** – Holder Number 41 - For information regarding the purchase of Bank shares by Mr. Shay Basson, see Note 6.

16. **Ronen Agassi** – Holder Number 42 - For information regarding the purchase of Bank shares by Mr. Ronen Agassi, see Note 6.

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.

1. 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).

2. 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).

3. 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 2016 (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.

4. 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.

5. Note regarding Holder 7 (Bank Leumi le-Israel B.M.) –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 6 March 2018 (Reference No. 2018-01-021433) and Note 9A of the Financial Statements as of 30 September 2018, published on 13 November 2018 (Reference No. 2018-01-107541). On 22 November 2018, the self-purchase plan ended. For further information, see the Immediate Report dated 22 November 2018 (Reference No. 2018-01-112947).

6. The purchase of the shares by the Bank's corporate officers, as set out in this report, was carried out in accordance with an outline program dated 20 November 2018

(hereafter: "the Outline") for the offer of shares in the Bank by the State of Israel to the Bank's employees in accordance with section 15b(1)(b) of the Securities Law, 5728-1968 and in accordance with the Securities Regulations (Details of Outline of Offer of Securities to Employees), 5760-2000. The Outline is for the offer of up to 7,793,155 ordinary name registered shares of the Bank, of NIS 1 nominal value each, to be offered to the participants. The shares thus purchased are blocked for a period of two years starting on the determinative date as that term is defined in the Outline (the date on which the shares are purchased by the Trustee) – meaning that they are blocked until 25 December 2020. For details, see the Immediate Report dated 20 November 2018, Reference No. 2018-01-111390, and the Immediate Report dated 25 December 2018, Reference No. 2018-01-126747.

In the framework of the offer by the State of Israel to the Bank's employees, the Chairman of the Board of Directors was offered 12,364 shares of the Bank, subject to the approval of the General Meeting of the Bank's shareholders, in accordance with section 273 of the Companies Law. The said offer of the shares to the Chairman of the Board of Directors will be submitted for approval in the framework of the Bank's annual General Meeting of 2019, which is expected to be convened in the middle of 2019.

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.

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Name of Electronic Reporter: Livnat Libby Wilder, 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.***