

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

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6 August 2014
2014-01-128649

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

Immediate Report on Results of General Meeting to Approve a Transaction with a Controlling Shareholder and/or to Approve a Private Offering and/or to Approve a Second Term of a Chairman, CEO and/or Appointment of an External Director

Regulation 13 of the Securities Regulations (Transaction Between a Company and a Controlling Shareholder Therein), 2001

or Regulation 22 of the Securities Regulations (Private Offering of Securities in a Listed Company), 2000

or Regulation 36D(b) of the Securities (Periodic and Immediate Reports) Regulations, 1970

1. At the General Meeting that was held on 6 August 2014, the convening of which was publicized in a form with reference number 2014-01-103521, and on whose agenda were the following items:

Number	Type of transaction/item put to vote	Summary of the item
1	Appointment of an external director	Election of an external director pursuant to section 239 of the Companies Law, 5759-1999 for a period of three years
2	Indemnification/exemption and/or insurance	Extension of the framework resolution or the insurance policy with respect to the Bank's directors' and corporate officers' liability

The resolutions described below were adopted:

1

Type of transaction/item put to vote: Appointment of an external director

Summary of the item: To elect Zipora Samet to serve as an external director pursuant to section 239 of the Companies Law, 5759-1999, for a period of three years.

Summary of the proposed resolution: To elect Zipora Samet to serve as an external director pursuant to section 239 of the Companies Law, 5759-1999, for a period of three years.

The Meeting voted to approve.

Number of shares/securities participating in the vote: 831,801,654.

Number of shares/securities voting in favor: 628,545,574.

Number of shares/securities participating in the vote, and which were not classified as shares held by parties with a personal interest/shares not held by controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 831,801,654. Of these, 628,545,574 voted in favor of approving the transaction and 203,256,080 voted against approving the transaction.

Number of shares participating in the vote, and which were not classified as shares held by parties who are controlling shareholders of the company or as shares held by parties with a personal interest in the approval of the resolution: 831,801,654. Of these, 628,545,574 voted in favor of approving the transaction.

Number of shares/securities voting to oppose: 203,256,080.

Percentage of the vote in favor of approving the transaction, out of all voters who are not parties with a personal interest in the transaction/are not controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 75.56%%

Percentage of the vote in favor of approving the transaction, out of all voters who are not controlling shareholders in the company/who are not parties with a personal interest in approving the resolution: 75.56%

Percentage of opposing votes out of all voting rights in the company: 13.79%

2

Type of transaction/item put to vote: Indemnification, exemption and/or insurance

Summary of the item: To extend the framework resolution for an insurance policy with respect to the Bank's directors' and corporate officers' liability

Summary of the proposed resolution: To approve the extension of the framework resolution approved by the Bank's General Meeting on 4 November 2010 (the "existing framework resolution"), which authorizes the Bank, in advance, to purchase an insurance policy with respect to the Bank's directors' and other corporate officers' liability (the "policy"), from time to time, and without requiring an additional approval from the General Meeting, all subject to the conditions specified in section 3.7 of the General Meeting's agenda (see the Immediate Report on the convening of the General Meeting, dated 30 June 2014 (Reference No. 2014-01-103521)).

The Meeting voted to approve.

Number of shares/securities participating in the vote: 835,500,326.

Number of shares/securities voting in favor: 727,102,421

Number of shares/securities participating in the vote, and which were not classified as shares held by parties with a personal interest/shares not held by controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 835,500,326. Of these, 727,102,421 voted in favor of approving the transaction and 108,397,905 voted against approving the transaction.

Number of shares participating in the vote, and which were not classified as shares held by parties who are controlling shareholders of the company or as shares held by parties with a personal interest in the approval of the resolution: 835,500,326. Of these, 727,102,421 voted in favor of approving the transaction.

Number of shares/securities voting to oppose: 108,397,905.

Percentage of the vote in favor of approving the transaction, out of all voters who are not parties with a personal interest in the transaction/are not controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 87.03%

Percentage of the vote in favor of approving the transaction, out of all voters who are not controlling shareholders in the company/who are not parties with a personal interest in approving the resolution: 87.03%

Percentage of opposing votes out of all voting rights in the company: 7.36%

2. Resolutions adopted by the meeting regarding other items on its agenda:

Item 1.1 Resolved to accept and discuss the financial statements and the directors and auditors' reports for the year ending on 31 December 2013.

Item 1.2 Resolved to re-appoint Somekh Chaikin and Kost Forer Gabbay & Kasierer to serve as auditors and to authorize the Bank's Board of Directors' to determine their compensation.

Item 1.3 To approve the Bank's by-laws, as set out in the text attached as Appendix A to the Notice of the Convening of the General Meeting.

Item 1.4 Elections of Directors.

Item 1.4(a): Resolved to elect Mr. David Avner to serve as a Director of the Bank.

Item 1.4(b): Resolved not to elect Attorney Gilad Barnea to serve as a Director of the Bank.

Item 1.4(c): Resolved to elect Dr. Samar Haj Yihya to serve as a Director of the Bank.

Item 1.5 Election of one external director pursuant to Directive 301 of the Banking Supervision

Item 1.5(a): Resolved not to elect Attorney Avia Alef to serve as an external director of the Bank.

Item 1.5(b) Resolved to elect Prof. Haim Levy to serve as an external director of the Bank.

Item 1.6 Appointment of an external director pursuant to article 239 of the Companies Law, 5759-1999

Item 1.6(a): Resolved not to elect CPA Yechiel Borochoff to serve as an External Director pursuant to Section 239 of the Companies Law, 1999, for a term of three years.

Item 1.6(b): Resolved to elect Ms. Zipporah Samet to serve as an External Director pursuant to Section 239 of the Companies Law, 1999, for a term of three years.

It should be noted that the term of office of the elected candidates is conditioned on the approval or non-objection of the Supervisor of Banks.

Item 1.7: To approve the extension of the framework decision authorizing the bank in advance to acquire, from time to time, an insurance policy with respect to directors' and other bank officers' liability, as well as within the Group (the "Policy"), without need of any additional approval of the General Meeting, all subject to the terms specified in section 3.7 to the Immediate Report regarding the

convening of the General Meeting, dated 30 June 2014 (Reference No. 2014-01-103521).

Item 1.8: To approve the resolutions related to fulfillment of office and regarding disclosure by officers, in accordance with the draft that will be presented to the Meeting.

3. Details regarding voters at the Meeting that are institutional investors, interested parties or senior corporate officers:

Details regarding the votes are available at the Hebrew version of the immediate report.

4. This report is submitted pursuant to the following report/s:

<u>Report</u>	<u>Publication date</u>	<u>Reference Number</u>
Original	30 June 2014	2014-01-103521

Comment to the attached table:

Regarding any ties whatsoever between the Bank and the voting shareholders and/or those authorized to act on their behalves – given that the Bank provides banking services, and taking note of the Bank's size and the scope of its business, it may be that there are business connections between the Bank and/or its subsidiaries or affiliates, and some of the shareholders and/or those authorized to act on their behalves, in the course of the Bank's ordinary and ongoing business. Regarding any personal matter, the Bank has relied on the declarations of the shareholders. It is also noted that given that some of the shareholders are institutional investors which provide financial services in the course of their business, there may be business ties between these shareholders and some of the candidates for positions as directors.

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 Group and of the Bank.

Reference numbers of previous documents in this regard (does not constitute incorporation by reference): **2014-01-103521**

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/>

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