

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
Phone: 076-8858111, 076-889419; Facsimile: 076-8859732
Electronic Mail: Livnat.EinShay@bll.co.il

Date: 17 January 2019
Reference: 2019-01-007101

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

Immediate Report

Nature of Event: **Possible Offering**

See the attached annex – Report – Notice of Intention

The company is not an envelope company as defined in the Stock Exchange bylaws.

Date and time at which the corporation first became aware of the event or matter: 17 January 2019, at 13:00.

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/>

17 January 2019

To
Tel Aviv Stock Exchange
Ahuzat Bayit Street 2
Tel Aviv 6525216

To
Israel Securities Authority
Kanfei Nesharim Street 22
Jerusalem 95464

Dear Sir or Madam:

Re: **Possible Offering of Bonds and Subordinated Debentures**

Bank Leumi le-Israel B.M. (the "**Bank**") is pleased to report as follows:

1. The Bank is considering the possibility of carrying out a public offering of a new series of the Bank's subordinated debentures with a mechanism for absorbing losses of principal through a coerced conversion to ordinary shares of the Bank, in accordance with the provisions of Proper Banking Ordinance 202 (hereafter: "the **Subordinated Debentures**"), and their listing for trade on the Tel Aviv Stock Exchange Ltd. (hereafter: "the **TASE**") – as well as the possibility of carrying out a public offering of a new series of ordinary Bank bonds and their listing for trade on the TASE (hereafter: "the **New Series**").
2. The Bank will issue such bonds and Subordinated Debentures – if it issues them at all – in accordance with a shelf offering report that the Bank will publish pursuant to the Bank's shelf prospectus.
3. It is also noted that no determination has yet been made that the offering will be carried out, or regarding its structure, scope, terms and timing – and all these are subject to the Bank's discretion.
4. Nothing stated in this report will serve to create any type of commitment whatsoever on the part of the Bank to carry out an issue of the bonds and/or of the Subordinated Debentures.
5. The publication of the shelf offering report and the execution of the offering of the bonds and/or of the Subordinated Debentures, if it is carried out, including the structure of the offering, its timing and its scope, are subject to the receipt of all the approvals required by law, including a resolution by the Bank's Board of Directors, and the receipt of the TASE's approval for the listing for trade of the bonds and the Subordinated Debentures, and to the presence of appropriate market conditions. It is clarified that none of the above-mentioned approvals have been received.
6. Nothing stated in this report constitutes any public offering and/or order for the purchase of the Bank's securities.

Very respectfully,

Omer Ziv, Head of the Financial Division
Ronen Agassi, Head of the Capital Markets Division