

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: 28 January 2019
Reference: 2019-01-010275

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

Immediate Report regarding an Event or Matter falling outside the Ordinary Course of Business of the Corporation

Regulation 36(a) of the Securities (Periodic and Immediate Reports) Regulations, 1970

Report on:
Nature of Event: Sale of Leumi Card – Update

1. See the attached annex –[012019 isa.pdf](#)
2. Date and time at which the corporation first became aware of the event or matter: 28 January 2019, at 10:00.

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/>

January 28, 2019

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

To:
The Israel Securities Authority (ISA)
22 Kanfei Nesharim Street
Jerusalem 95464

Dear Sir/Madam,

Re: **Sale of Leumi Card - Update**

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

1. In accordance with what is stated in the Immediate Reports dated 28 July 2018 (Reference No. 2018-01-069774) and 29 October 2018 (Reference No. 2018-01-101664) and 2 December 2018 (Reference No. 2018-01-117414), and the chapter entitled “Main Held Companies” in the Bank’s financial statements for the third quarter of 2018, published on 13 November 2018 (Reference No. 2018-01-107541), the Bank (through corporations which are under its complete control) and the Azrieli Group (the Bank and the Group are referred to hereafter together as the “**Sellers**”) entered into an agreement (hereafter: the “**Agreement**”) with Warburg Pincus Financial Holdings (Israel) Ltd. (hereafter: the “**Buyer**”), regarding the sale of all the Sellers’ holdings in Leumi Card Ltd., to the Buyer.
2. The Agreement provided for an extension period of three months with a mechanism for an extension of an additional three months for the satisfaction of the conditions precedent, – and these extensions were used. As of the time of this report, one condition precedent for the completion of the transaction – i.e., the receipt of a permit for control and holding of the means of control from the Bank of Israel – has not yet been satisfied, but according to information that has been given to the Bank, the Licenses Committee at the Bank of Israel has already approved the Buyer.
3. The parties are in contact with regard to a short postponement (of some 14 days) of the date for the satisfaction of the condition precedent and the completion of the transaction.

Very respectfully,

Bank Leumi Le-Israel Ltd.

By :

Hanan Friedman, Head of the Strategy and Regulation Division