

**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

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Electronic Mail: Yaelru@bll.co.il

25 January 2014

2015-01-017755

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

**Immediate Report Status of Capital and Registers of Securities of the Corporation and Changes Therein**

Regulation 31(e) of the Securities Regulations (Periodic and Immediate Reports) - 1970

Regulation 31(a) of the Securities Regulations (Periodic and Immediate Reports) - 1970

Regulation 31(b1) of the Securities Regulations (Periodic and Immediate Reports) - 1970

Nature of the change: Full redemption of Leumi Subordinated Debentures Series J

1. Status of the Securities of the Corporation after the Change:

Type and Name of Security	Tel Aviv Stock Exchange Registration No.	Amount in Registered Capital	Issued and Paid-up Capital		Amount registered in name of nominee company
			Amount in the previous report	Current amount	
Leumi	604611	3,215,000,000	1,473,551,221	1,473,551,221	1,446,124,856
Leumi Subordinated Capital Notes (Series 200)	6040141	0	1,349,998,000	1,349,998,000	1,349,998,000

Leumi Subordinated Capital Notes (Series 201)	6040158	0	950,000,000	950,000,000	950,000,000
Leumi Special Capital Notes	6040091	0	400,000,000	400,000,000	0
PSU 2014	6040166	0	657,869	657,869	0
RSU 2014	6040174	0	81,414	81,414	0
Leumi Debentures (Series 176)	6040208	0	487,500,000	487,500,000	487,500,000
Leumi Subordinated Debentures Series C	6040182	0	514,099,000	514,099,000	514,099,000
Leumi Subordinated Debentures Series G	6040224	0	1,333,333,673	1,333,333,673	1,333,333,673
Leumi Subordinated Debentures Series H	6040232	0	1,929,090,000	1,929,090,000	1,929,090,000
Leumi Subordinated Debentures Series K – [non-negotiable]	6040307	0	340,567,000	340,567,000	340,567,000
Leumi Subordinated Debentures Series L	6040273	0	3,271,610,000	3,271,610,000	3,271,610,000
Leumi Subordinated Debentures Series M	6040281	0	2,206,039,000	2,206,039,000	2,206,039,000
Leumi Subordinated Debentures Series N	6040299	0	1,870,745,000	1,870,745,000	1,870,745,000

Leumi Subordinated Capital Notes (Series 300)	6040257	0	999,999,000	999,999,000	999,999,000
Leumi Subordinated Capital Notes (Series 301)	6040265	0	999,999,000	999,999,000	999,999,000
Leumi Subordinated Debentures Series J	6040240	0	2,000,000,000	0	0

2. The corporation announces that on 23 January 2015:

A change occurred regarding the quantity and in the register of securities owners, as a result of:

Nature of change: Full redemption of Leumi Subordinated Debentures Series J

Description of all details of the transaction or action with respect to which the change occurred regarding the corporation's securities

<p>1  Name of the registered holder regarding whom the change has taken place:  The Bank Leumi Le-Israel Ltd. Nominee Company  Identification Number Type: Companies Registrar Number  Identification Number: 510098064</p> <p>Nature of Change: Redemption</p> <p>Date of Change: 23 January 2015      Executed through the Stock Exchange clearinghouse:  Yes</p> <p>Type and name of the security in which the change has taken place:  Leumi Subordinated Debentures Series J  Tel Aviv Stock Exchange Registration No.: 6040240  Amount of change: - 2,000,000,000</p> <p>Balance of these securities held by this holder after the change: 0  Other  The security is fully paid-up.</p>
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4. Attached is a file of the shareholders register in accordance with the provisions of Section 130 of the Companies Law -1999. See attachment
5. Attached is an updated file of the corporation's updated registers of securities, including the register of option holders and the register of debenture-holders - See attachment

Notes:

NIS 400,000,000 nominal value linked Deposits/Subordinated Capital Notes (non-negotiable) which were issued in June and July 2002 are convertible in certain circumstances, in accordance with the conversion formula, as provided in the terms of the deposit/subordinated capital note, into 153,102,276 ordinary shares of the Bank, as of the date of the Periodic Report for 2013 published on 31 March 2014 (Reference Number 2014-01-030807).

Leumi Special Capital Notes were opened as deposits at Bank Leumi in the names of the purchasers, and are held as the said accounts, the payments are made by the Bank through those accounts/deposits and paid into them, and no register is maintained with regard to them.

The report was signed on behalf of the corporation, in accordance with regulation 5 of the Securities (Periodic and Immediate Reports), 1970, by Itai Ben-Zeev, Head of the Capital Markets Division, and by Adv. Yael (Ben Moshe) Rudnicki, Secretary of the Bank and of the Group.

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