

Translation of Immediate Report

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Public

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

17 April 2018

Reference: 2018-01-038932

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

Immediate Report

Nature of Event: The Stock Exchange's offer to purchase holdings

Reference numbers of previous documents regarding this matter:

2017-01- 007354

See Annex attached hereto [Immediate report-Stock Exchange – purchase Bank's holdings_isa.pdf](#)

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

Date and time at which the corporation first became aware of the event or matter: 16 April 2018, at 17:04.

Name of Electronic Reporter: David Raoul Sackstein, Position: Advocate, General Secretary
Yehuda Halevi Street 34, Tel Aviv 6513616, Phone: 076-8857984, Facsimile: 076-8859732
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17 April 2018

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: **The Stock Exchange offer to purchase the Bank's
holdings in the Stock Exchange**

Pursuant to the Immediate Report published by Bank Leumi le-Israel Ltd. (hereafter: the "**Bank**") on 18 January 2018 (Reference No. 2018-01-007354) and the contents of Note 36(F) of the Bank's 2017 Financial Statements, concerning the Bank's response to the offer made by the Tel Aviv Stock Exchange Ltd. (hereafter: the "**TASE**") to its shareholders to sell and transfer all the Bank's holdings in the TASE, which constitute 9.3% of the TASE's share capital (the "**Offered Shares**" and the "**Bank's Offer**", respectively.)

On 16 April 2018, the TASE notified the Bank that it had accepted its offer to sell all of the Offered Shares (the "**Acceptance Notice**"). According to the Acceptance Notice, all of the Offered Shares will be sold and transferred to the transferee or to several transferees. The Acceptance Notice clarifies that the consideration for the Offered Shares will be higher than the price indicated in the Bank's Offer, but the difference in the amount between the consideration that will actually be paid and the total price indicated in the Bank's Offer for the Offered Shares will be transferred to the TASE as required by the provisions of the Securities Law (Amendment No. 63) 5777-2017. The Acceptance Notice clarified that the completion of the transaction requires regulatory approvals and the completion of the transaction.

According to the Acceptance Notice, the determinative date for the completion of the transaction has been set for 19 June 2018, subject to the possibility of it being deferred with the consent of the parties. (the "**Determinative Date**"). If the required approvals are not received by the Determinative Date or if the transaction is not completed by that date, the transaction will be cancelled.

Very respectfully,
Bank Leumi Ltd.

By:

Attorney Hanan Friedman,
Head of the Strategy and Regulation Division

Mr. Ronen Agassi,
Head of the Capital Markets Division