

Bank Leumi Le-Israel B.M.

2019 Periodic Report

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## 2019 Periodic Report

**Company:** Bank Leumi Le-Israel B.M.

**Company no. at Registrar of Companies:** 520018078

**Registered address:** Beit Leumi, 34 Yehuda Halevi St., Tel Aviv 6513616  
(Regulation 25A)

**Email:** [Livnat.Ein-Shay@bll.co.il](mailto:Livnat.Ein-Shay@bll.co.il)  
(Regulation 25A)

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(Regulation 25A)

**Balance sheet date:** December 31 2019  
(Regulation 9)

**Date of Report:** February 26 2020  
(Regulations 1 and 7)

**Regulation 9:** The Annual Audited Financial Statements, together with the Independent Auditors' Opinion, are attached and form an integral part of this Report.

## Regulation 10C: Use of the Proceeds of Securities;

1. According to a shelf offering report dated January 30 2019, the Bank issued on January 31 2019 a total of NIS 1.69 billion in Series 180 bonds and a total of NIS 664.2 million in Series 403 subordinated bonds. For more information, please see Note 25 to the financial statements of the Bank as of December 31 2019, the shelf offering report dated January 30 2019 (Ref. No. 2019-01-010896), an immediate report dated January 31 2019 about the above-mentioned offering (Ref. No. 2019-01-011433) and a status of capital report dated January 31 2019 (Ref. No. 2019-01-011511).
2. Pursuant to a shelf offering report of March 12 2019, on March 13 2019, the Bank's Series 403 Subordinated Bonds was expanded; as part of the said expansion, the Bank issued NIS 777 million par value of Series 403 Subordinated Bonds. For more information, please see Note 25 to the financial statements of the Bank as of December 31 2019, the shelf prospectus dated March 12 2019 (Ref. No. 2019-01-021520), an immediate report dated March 14 2019 about the results of the above-mentioned offering (Ref. No. 2019-01-022135) and a status of capital report dated January 14 2019 (Ref. No. 2019-01-022321).

The proceeds of the offerings will be used for the Bank's ongoing needs, at the Bank's own discretion.

3. Pursuant to a shelf offering report of July 4 2019, as amended on July 9 2019, the Bank proposed two exchange tender offers as follows: 1) An offer to all holders of Subordinated Capital Notes (Series 201) to purchase therefrom all Series 201 Subordinated Capital Notes they hold by way of an exchange tender offer unlimited in number, in consideration for issuance of units, each comprising NIS 50,000 par value of the Bank's Series 404 Subordinated Bonds bearing annual interest of 1.95 percent, at an exchange ratio of 49,262:50,000, all as set out in the shelf offering report. 2) An offer to all holders of Subordinated Bonds (Series N) to purchase therefrom all Series N Subordinated Bonds they hold by way of an exchange tender offer unlimited in number, in consideration for issuance of units, each comprising NIS 50,000 par value of the Bank's Series 404 Subordinated Bonds bearing annual interest of 1.95 percent, at an exchange ratio of 44,445:50,000, all as set out in the shelf offering report.

In accordance with investors' response to the aforesaid exchange tender offers, on July 15 2019 NIS 139.9 million par value of Series 201 Subordinated Capital Notes were exchanged in consideration for NIS 142 million Series 404 Subordinated Bonds, and NIS 976.9 par value of Series N Subordinated Bonds were exchanged in consideration for NIS 1,099 par value Series 404 Bonds, such that in total the Bank issued NIS 1,241 million par value Series 404 Subordinated Bonds.

For more information, please see Note 25 to the financial statements of the Bank as of December 31 2019, the shelf offering report dated July 9 2019 (Ref. No. 2019-01-070048), an immediate report dated July 14 2019 about the results of the above-mentioned offering (Ref. No. 2019-01-071584), and a status of capital report dated July 15 2019 (Ref. No. 2019-01-072193).

The Bank received no cash consideration as a result of the exchange. As a result of the exchange, the Bank recorded an accounting loss of NIS 54 million.

4. On January 29 2020, the Bank issued USD 750 million par value of Series LEUMI \$ 2031 Subordinated Bonds. The Series was listed on the TACT-Institutional trading platform of the Tel Aviv Stock Exchange.

For more information, please see Note 25 to the Bank's financial statements as of December 31 2019, an immediate report on the completion of the pricing process of January 23 2020 (Ref. No.: 2020-01-008041), immediate report on the summary of the security's terms of January 29 2020 (Ref. No.: 2020-01-011058), an immediate report on the deed of trust of the subordinated bonds of January 29 2020 (reference no: 2020-01-011190) and a status of capital report dated January 29 2020 (Ref. No.: 2020-01-011241).

The proceeds from the aforesaid issuance shall be used for refinancing existing subordinated debt, management of the Bank's capital FX exposures and/or other general corporate purposes.

## Regulation 11 - List of Investments in Shares and Convertible Securities in Material Subsidiaries as at December 31 2019<sup>(f)</sup>

Company name	Share class <sup>(a)(c)</sup>	No. of shares	Total par value <sup>(b)</sup>	Currency
Bank Leumi (UK) PLC <sup>(d)</sup>	Ordinary shares GBP 1	14,323,721	14,323,721	GBP
Bank Leumi of Israel Corporation <sup>(e)</sup>	Ordinary shares USD 0.1	18,898,583	1,889,859	USD
Leumi Partners Ltd.	Ordinary shares A, NIS 0.01	5,084,041,480	50,840,415	NIS

(a) All securities are registered, unless stated otherwise.

(b) In NIS, unless stated otherwise.

(c) The shares are not listed for trade on the stock exchange.

(d) Out of the held shares - 13,372,528 are directly held and 951,193 are indirectly held.

(e) Out of the held shares - 18,433,374 are directly held and 465,209 are indirectly held.

(f) On July 10 2019, the Bank completed the transaction for the sale of its holdings in Leumi Romania to First Bank S.A, which is a Romania-based bank controlled by the JC Flowers investment fund.

(g) For more information, please see immediate reports of April 16 2019 and July 10 2019 (Ref. Nos.: 2019-01-037744 and 2019-01-070630, respectively).

Cost in reported amounts	Asset value	Holding rate in securities	The Bank's share in the paid-up capital on a consolidated basis	The share of the Bank and subsidiaries in voting rights
(in NIS thousands)	(in NIS thousands)	%	%	%
631,536	1,019,411	100.00	100.00	100.00
2,561,130	2,526,060	84.68	84.68	84.68
154,689	1,914,748	100.00	100.00	100.00

## Regulation 11 - List of Investments in Bonds\* and Capital Notes in Material Subsidiaries as at December 31 2019

Company name	Non-linked capital notes <sup>(a)</sup>	Subor-dinated bonds <sup>(b)</sup>	Total as at December 31 2019	Net value in the accounting year	Total as at December 31 2018	Repayment date
(in NIS thousands)						
Bank Leumi (UK) PLC	-	244,132	244,132	(12,461)	256,593	December 31 2024
Leumi Partners Ltd.	1,191,773	-	1,191,773	127,578	1,064,195	November 21 2024
<b>Total</b>	<b>1,191,773</b>	<b>244,132</b>	<b>1,435,905</b>	<b>115,117</b>	<b>1,320,788</b>	
Composition:						
Amortized cost, for those with a rate				-		
Amortized cost, for those without a rate				1,435,905		
<b>Total</b>				<b>1,435,905</b>		

(a) The capital notes are non-convertible.

(b) Subordinated notes include accrued interest, linkage differences and exchange rate differences.

\* As of December 31 2019, there were no investments in bonds.

## Regulation 11 - Loans to Material Subsidiaries as of December 31 2019

Company name	Balance in NIS thousands as at December 31 2018	Net change during 2019	Balance in NIS thousands as at December 31 2019	Annual interest rates Loans in foreign currency or linked to foreign currency %	Final repayment date
Bank Leumi USA	1,363,311	(394,277)	969,034	1.79-2.74	May 21 2023
Bank Leumi (UK) PLC	1,500,836	(125,081)	1,375,755	0.90-4.80	April 17 2023

## Regulation 12 - Changes in Investments in Material Subsidiaries in the Reporting Period

Change date	Nature of change	Company name	Share class	Total par value	Currency	Nominal cost in NIS	Reported cost in NIS
July 2019	Sale	Bank Leumi Romania S.A.	Ordinary shares, RON 0.1	247,750,087	RON	542,978,000	542,978,000

# Regulation 13 - Income of Subsidiaries and Associates and the Corporation's Income therefrom as of the Balance Sheet Date<sup>(b)</sup>

Company name	Profit (loss) before provision for income tax	Profit (loss) after provision for income tax	Other comprehensive income (loss), after provision for income tax	Dividends received or eligibility to receive dividends until the balance sheet date	Interest and linkage differences	
					From loans	From bonds
(in NIS thousands)						
Bank Leumi USA	342,815	259,414	126,900	180,007	22,938	-
Bank Leumi (UK) PLC	51,024	41,744	174	-	11,993	4,254
Bank Leumi of Israel Corporation	(8,775)	(6,390)	-	-	-	-
Leumi Partners Ltd.	188,229	150,243	18,397	-	-	9,907
Leumi Partners Underwriters Ltd.	9,806	7,545	-	-	-	-
<b>Total</b>	<b>583,099</b>	<b>452,556</b>	<b>145,471</b>	<b>180,007</b>	<b>34,931</b>	<b>14,161</b>

(a) As reported by the companies.

(b) As of balance sheet date, there is no management fees income.



## Regulation 14 - List of Groups of Balances of Loans Granted as of the Balance Sheet Date, if the Granting of Loans was One of the Corporation's Main Lines Of Business

Please see Note 30(C) to the Bank's Financial Statements.

## Regulation 20 - Listed for Trade on a Stock Exchange or Trading has Ceased

For more information about securities issued by the Bank and listed for trading during the reporting year, please see Regulation 10C above.

For information about an issuance of the Bank's shares in 2019 following the vesting of PSUs, please see Note 25 to the Bank's financial statements as at December 31 2019 and a Report on the Status of Equity dated March 7 2019 (Ref. No. 2019-01-019870).

During the reporting period and through the Report's publication date, the Bank registered ordinary shares of the Bank, which are registered in the name of shareholders in the Bank's shareholders register. For more information, please see the Bank's immediate reports of March 13 2019, August 4 2019, October 28 2019 and January 6 2020 (Ref. Nos.: 2019-01-058186, 2019-01-080500, 2019-01-091158 and 2020-01-002409, respectively).

## Regulation 21 - Compensation of Interested Parties and Senior Officers in the Corporation

- a. For more information regarding the remuneration of the Chairman of the Board of Directors and the Group's five highest paid senior officers, please see the Senior Officeholder Remuneration section in the Corporate Governance Report above.
- b. On the matter of the entitlement of the Bank's directors and officers, including the President and CEO and the Bank's Chairman of the Board of Directors, to indemnity, exemption and directors' and officers' liability insurance, please see Note 26(g) to the above Financial Statements and Regulation 29 below.
- c. The total amount of the salary of the directors (except for the Chairman of the Board of Directors) and the expenses paid to them, or that they were entitled to receive, from the Bank, a subsidiary or related company, for 2019, which does not deviate from the norm, is approximately NIS 7.7 million. The wages of the directors, excluding the salary of the Chairman of the Board of Directors, is based on the provisions of the Companies (Rules on Compensation and Expenses for an External Director) Regulations 2008 (for more information, please see also the Bank's immediate report dated May 15 2008 (Ref. No. 2008-01-134607)).

## Regulation 21A - Control of the Corporation

As of March 24 2012, Leumi is defined by law as a banking corporation without a controlling core, and no shareholder meets the definition of a controlling shareholder of the Bank.

For more information on the sale of Bank's shares by the State of Israel to Bank employees, including the offering of 12,364 shares to the former Chairman of the Board of Directors, please see under "Control of the Bank" in the Bank's 2018 annual financial statements, immediate report on the convening of an annual and extraordinary general meeting of June 5 2019 (Ref. No.: 2019-01-056155) and immediate report regarding the results of the general meeting of July 18 2019 (Ref. No.: 2019-01-074368).

For up-to-date information regarding interested parties' holdings in the Bank as of December 31 2019, please see immediate report on the status of holdings of interested parties and senior office holders of January 7 2020 (Ref. No.: 2020-01-003189), and immediate report regarding a list of material holders of means of control in the Bank as of March 31 2019 dated April 7 2019 (Ref. No.: 2019-01-033928), and an immediate report of July 25 2019 regarding a shareholder who became a material holder of means of control in the Bank (Ref. No.: 2019-01-076924).

## Regulation 22 - Transactions with a Controlling Shareholder

As foregoing, since March 24 2012, the Corporation was defined as a banking corporation without a control core.

## Regulation 24 - Holdings of Interested Parties and Senior Officers

- a. For up-to-date information on interested parties' holdings in the Bank, please see the immediate report dated January 7 2020 (Ref. No. 2020-01-003189), Status of Holdings of Interested Persons and Senior Officers.
- b. The Bank's capital includes 58,336,237 treasury shares that do not grant any rights in equity or voting. For more information about the treasury shares, please see Note 25 to the Bank's financial statements as of December 31 2019 and the Bank's immediate report of November 21 2019 (Ref. No.: 2019-01-100803).

## Regulation 24A - Registered Share Capital, Issued Share Capital and Convertible Securities

As of the report date, the Bank's registered share capital is 3,215,000,000, the issued share capital is 1,524,527,267, of which 58,336,237 are treasury shares that do not grant control in equity or voting rights.

For more information about the Bank's registered capital, issued capital, treasury shares, and convertible securities, please see Note 25 to the Bank's financial statements as of December 31 2019, an immediate report by the Bank on the Status of Equity and Registers of Securities dated January 29 2020 (Ref. No. 2020-01-011094), and an immediate report on the creation of treasury shares, dated November 21 2019 (Ref. No. 2019-01-100803).

For further information about the Bank's convertible securities, please see Note 25 to the Bank's financial statements as of December 31 2018.

## Regulation 24B - The Corporation's Shareholder Register

For the Bank's shareholder register, please see the immediate report dated January 29 2020, Status of Equity and Registers of Securities (Ref. No. 2020-01-011094).

## Regulation 26 - The Directors of the Corporation<sup>1</sup>

Director's name	Dr. Samer Haj Yehia	Yitzhak Edelman
Date of commencement of term of office	September 30 2014 <sup>2</sup>	February 2 2017
ID No.	024770364	50066174
Date of Birth	September 28 1969	July 1 1950
Address for serving court documents	Beit Leumi, 34 Yehuda Halevi St., Tel Aviv 6513616	Beit Leumi, 34 Yehuda Halevi St., Tel Aviv 6513616
Citizenship	Israeli and American	Israeli

<sup>1</sup> For more information regarding changes in the reporting period or thereafter, please see the section entitled "Changes in the Board of Directors":

<sup>2</sup> Dr. Haj Yehia ended his first term as a director at the Bank on September 29 2017 and began his second term at the Bank on October 30 2017. Dr. Haj Yehia was appointed Chairman of the Board of Directors on July 22 2019.

Director's name	Dr. Samer Haj Yehia	Yitzhak Edelman
<b>Membership in Board of Directors Committees</b>	Chairman of the Board Chaired the following committees: Credit, Risk Management, Prospectuses, Procedures, Investments, Strategy, Information Technology and Technological Innovation <sup>3</sup> and Committee to Identify Candidates for the Bank's President and CEO Position. <sup>4</sup>	Member of the Audit Committee, <sup>5</sup> Risk Management Committee, Prospectuses Committee, Procedure Committee, Investment Committee, and Information Technology and Technological Innovation Committee. <sup>3</sup>
<b>ED as defined by the Companies Law</b>	No	Yes
<b>Independent Director as defined by the Companies Law</b>	No	Yes
<b>External Director pursuant to Proper Conduct of Banking Business Directive 301</b>	No	Meets the qualifications for an external director pursuant to Proper Conduct of Banking Business Directive 301.
<b>Has accounting and financial expertise and professional qualifications</b>	Yes	Yes
<b>Employee of the Bank, a subsidiary, related company or an interested party of the Bank</b>	Chairman of the Board of Directors - Bank Leumi Le-Israel B.M.	No
<b>Education</b>	Academic education – PhD. in economics, specializing with Econometrics and Finance – MIT, MA USA. MBA in Business Administration specializing in Banking and Finance from the Hebrew University, Jerusalem. L.L.B. from the Hebrew University, Jerusalem. MA in Economics specializing in Macroeconomics and International Trade – the Hebrew University Jerusalem. BA in Accounting and Economics – Hebrew University of Jerusalem. Fourth Year Accounting Training – Tel Aviv University. Financial and Financing Analysis - CFA Institute, MA, USA.	Academic education - BA in accounting and economics from the Tel Aviv University, advanced business administration course, Harvard University.

<sup>3</sup> The Bank's Board of Directors approved the forming of the Technology Committee on October 24 2017. On December 2 2018, the Board changed the committee's name to the "Information Technology and Technological Innovation Committee".

<sup>4</sup> On July 11 2019, the Bank's Board of Directors approved the forming of the Committee to Identify Candidates for the Bank's President and CEO Position, which has been active through August 27 2019, the date on which the Board of Directors approved the appointment of the Bank's CEO, Mr. Hanan Friedman. For more details, please see immediate reports of July 11 2019 (Ref. No. 2019-01-071353) and August 27 2019 (Ref. No.: 2019-01-089152).

<sup>5</sup> \* On December 31 2017, the Board Of Directors decided to merge the Audit Committee and Compensation Committee as of January 1 2018, so that the Audit Committee will also serve as the Compensation Committee.

Director's name	Dr. Samer Haj Yehia	Yitzhak Edelman
<b>Employment during the last five years and list of corporations in which he served as director</b>	<p>Chairman of the Board of Directors - Bank Leumi Le-Israel B.M.</p> <p>Lecturer at the Interdisciplinary Center Herzliya (Public Benefit Company), owner, CEO and Chairman of the Board of Directors at S.H Eden International Business Management and Consulting Ltd., member of the Committee to Identify Candidates for the Bank's President and CEO Position of the Authority for Economic Development of Minorities at the Israeli Ministry of Social Equality.</p> <p>Through July 2019 – ED, Chairman of the Audit Committee and Chairman of the Financial Statements Committee of Strauss Group Ltd., member and Chairman of the Audit Committee of the Hadassah Medical Organization (Public Benefit Company), advisor to shareholder in Bond I.T. Ltd., plenum member and Chairman of the Audit Committee of the Council for Higher Education. and director in Big Shopping Centers Ltd. Until September 2017 - member of the Council for Higher Education's Committee for Reviewing Proposals for the Call for Opening a University with Campus at an Arab Town, and member of the Committee for Locating a Manager for the Government Companies Authority. Until July 2017, member of the Advisory Committee of MIT's Enterprise Forum.</p>	<p>Owner, CEO and director in Y. Edelman Consultation and Management Ltd.</p> <p>Volunteer advisor for families in the Paamonim NGO.</p> <p>Until May 2017, external director at AVT Ltd.</p> <p>Until January 2017, served as a member of the Executive Committee, Chairman of the Financial Statement Review Committee and member of the Audit Committee of the Bank of Israel and external director and Chairman of the Audit Committee of Swiftness Ltd.</p> <p>Until December 2016 - external director in Bezeq - Israel Telecommunications Corp Ltd.</p> <p>Until December 2015 - Chairman of the Executive Council of the Ahava Fund of the Izzy Shapira Group.</p> <p>Until June 2015 - member of the Executive Committee of the Beit Zvi School of the Performing Arts. Until March 2015 - coordinator of the Financial Management course, as part of the M.A. Accounting Program of Bar Ilan University.</p>

Director's name	Dr. Samer Haj Yehia	Yitzhak Edelman
<b>Additional experience beyond the above showing accounting and financial expertise and professional qualifications</b>	<p>Education: Academic education in accounting, economics, law, and investments (see above).</p> <p>Experience in teaching: taught courses in fintech, finance, banking, commerce, investment, report analysis, entrepreneurship, and econometrics to students in B.A. and advanced degree studies, including at the Hebrew University, Harvard, MIT, and IDC.</p> <p>Actual professional experience: economic, financial, and strategic consultation and providing expert opinions to authorities and courts in the US (in Analysis Group) and Israel (in Deloitte), with a specialty in the capital market and banking. Was involved in large-sized portfolios, analysis of financial statements, and investment and financing strategies, including at banks and other supervised concerns.</p> <p>As VP financial engineering at Fidelity and commercial strategist at GMO in the US, he was involved in analysis of commerce, investments, and financial statements. As Chairman of the Audit Committees of Strauss and Hadassah, he analyzed and was involved in approving financial statements.</p>	<p>Served as Chairman of the Committee to Examine the Financial Statements of Bezeq, the Bank of Israel, Swiftness, and AVT. Also served as the Chief Accounting Officer and CFO of Israel Aerospace Industries Ltd., he was responsible for the financial statements and was also responsible for preparing Tadiran's consolidated financial statements. As CFO of Cellcom, Deputy CEO of Ness Technologies and CFO of the same company, he was responsible for the financial statements.</p>
<b>Is he/she a relative of another interested party in the corporation?</b>	No	No

<b>Director's name</b>	<b>Dr. Shmuel Ben Zvi</b>	<b>Yoram Gabbay</b>
<b>Date of commencement of term of office</b>	July 29 2015	November 13 2018
<b>ID No.</b>	056231475	000207530
<b>Date of Birth</b>	April 6 1960	August 7 1947
<b>Address for serving court documents</b>	Beit Leumi, 34 Yehuda Halevi St., Tel Aviv 6513616	Beit Leumi, 34 Yehuda Halevi St., Tel Aviv 6513616
<b>Citizenship</b>	Israeli	Israeli
<b>Membership in Board of Directors Committees</b>	Member of the Audit Committee, <sup>5</sup> Risk Management Committee, Strategy Committee, and Information Technology and Technological Innovation Committee. <sup>3</sup>	Member of the Audit Committee, <sup>5</sup> Credit Committee, Prospectuses Committee, and Procedure Committee, Committee to Identify Candidates for the Bank's President and CEO Position <sup>4</sup> and Procedure Committee.
<b>ED as defined by the Companies Law</b>	No	Yes
<b>Independent Director as defined by the Companies Law</b>	Yes	Yes
<b>External Director pursuant to Proper Conduct of Banking Business Directive 301</b>	Yes	Meets the qualifications for an external director pursuant to Proper Conduct of Banking Business Directive 301.
<b>Has accounting and financial expertise and professional qualifications</b>	Yes	Yes
<b>Employee of the Bank, a subsidiary, related company or an interested party of the Bank</b>	No	No
<b>Education</b>	Ph.D. in Economics and Macroeconomics, M.A. in Economics and B.A. in Economics and Statistics from Tel Aviv University. Postdoctoral fellowship at MIT - AMP advanced management program, HBS, M.A. in National Security, National Security College and Haifa University.	Academic education: B.A. and M.A. in Economics at the Hebrew University of Jerusalem, B.A. B.A. in History from the Hebrew University of Jerusalem, and an International Monetary Fund Economic Policy Planning course in Washington, USA.

Director's name	Dr. Shmuel Ben Zvi	Yoram Gabbay
<b>Employment during the last five years and list of corporations in which he served as director</b>	<p>Owner and manager of Shmuel (Muli) Ben Zvi Ltd.</p> <p>From February 2019 - member of the National Infrastructure Forum for Research and Development (Telem) professional committee for considering the need and feasibility of establishing nano-satellite R&amp;D infrastructure. Member of the Advisory Committee at Bambi Dynamic Ltd.</p> <p>Independent director at Sol-Gel Technologies Ltd. Independent director at VBL Therapeutics Ltd. (Vascular Biogenics Ltd.). Until March 2019, Chairman of the Advisory Committee at Livingbox. As from December 2017 through February 2018, member of the Audit Committee, and from February 2018 to September 2019 – member of the Managing Committee of Global Entrepreneurship Network Israel (Registered NGO).</p>	<p>ED at S. Shlomo Holdings Ltd., external lecturer at Ono Academic College.</p> <p>As from May 2019 – Council member of Mirsham – Organization of Medical Residents (Registered NGO).</p> <p>Until October 2018 - Chairman of the Company for Cultural and Economic Projects for State Workers Ltd. and Chairman of the Hachshara Insurance Company Ltd.</p> <p>Until December 2017 - macroeconomist at Peilim Investment Portfolio Management Ltd. Until April 2017 - external lecturer at the Tel Aviv branch of the Technion, intermittently.</p>
<b>Additional experience beyond the above showing accounting and financial expertise and professional qualifications</b>	<p>Had a key role in the preparation of financial statements at a large global corporation (Teva) and in analyzing the statements of competitors and companies considered for acquisition. He managed financial operations by virtue of his responsibility for Teva's treasury, including work with banks in many fields.</p> <p>Member of an Audit Committee that is also a Balance Sheet Committee in three public companies: Bank Leumi Le-Israel B.M., Sol-Gel Technologies Ltd. and VBL Therapeutics Ltd.</p>	<p>In addition to his academic education in economics, he served as active Chairman of the Board of Directors in Peilim Investment Portfolio Management Ltd. for 18 years, during which he dealt with all matters pertaining to financial management, including balance sheets, auditing, budget, and banking. Also served as an academic instructor in finances and economics. He also previously served as head of the Ministry of Finance State Revenue Division and was responsible for revenues in the state budget.</p>
<b>Is he/she a relative of another interested party in the corporation?</b>	No	No

<b>Director's name</b>	<b>Tamar Gottlieb</b>	<b>Esther Dominissini</b>
<b>Date of commencement of term of office</b>	August 26 2015 <sup>6</sup>	<b>January 17 2017</b>
<b>ID No.</b>	054584198	060525441
<b>Date of Birth</b>	January 27 1957	April 22 1950
<b>Address for serving court documents</b>	Beit Leumi, 34 Yehuda Halevi St., Tel Aviv 6513616	Beit Leumi, 34 Yehuda Halevi St., Tel Aviv 6513616
<b>Citizenship</b>	Israeli	Israeli
<b>Membership in Board of Directors Committees</b>	Chairperson of the Audit Committee <sup>5</sup> and a member of the Credit Committee, Information Technology and Technological Innovation Committee, <sup>3</sup> Committee to Identify Candidates for the Bank's President and CEO Position, <sup>4</sup> and Prospectuses Committee.	Member in the Credit Committee, Strategy Committee, Committee to Identify Candidates for the Bank's President and CEO Position <sup>4</sup> and the Procedure Committee.
<b>ED as defined by the Companies Law</b>	Yes	No
<b>Independent Director as defined by the Companies Law</b>	Yes	No
<b>External Director pursuant to Proper Conduct of Banking Business Directive 301</b>	Meets the qualifications for an external director pursuant to Proper Conduct of Banking Business Directive 301.	No
<b>Has accounting and financial expertise and professional qualifications</b>	Yes	Yes
<b>Employee of the Bank, a subsidiary, related company or an interested party of the Bank</b>	No	No
<b>Education</b>	Academic education - M.A. in Economics from Indiana University Bloomington, Indiana, USA. B.A. in International Relations from the Hebrew University of Jerusalem.	Academic education - B.A. in Sociology, including psychology and education units - Hebrew University of Jerusalem; B.A. in Social Work, cum laude (specializing in mental health) - Tel Aviv University; M.A. (completion of studies and duties, without a degree) in Criminal Law and Criminology - Tel Aviv University.

<sup>6</sup> On August 26 2015, Ms. Gottlieb began serving as an ED at the Bank in accordance with the provisions of the Companies Law. On August 25 2018, Ms. Gottlieb ended her first term as an ED at the Bank. On October 7 2018, the general meeting of the Bank appointed Ms. Gottlieb as an ED at the Bank for an additional 3-year term, subject to approval or non-objection by the Banking Supervision Department, starting on the date of receiving this approval or non-objection. For more information, please see an immediate report dated October 7 2018 (Ref. No. 092817-01-2018). On October 15 2018, an announcement that the Banking Supervision Department did not oppose Ms. Gottlieb's appointment as an ED at the Bank was received. Ms. Gottlieb's second term as an external director at the Bank began on this date. For more information, please see an immediate report dated October 15 2018 (Ref. No. 096549-01-2018).



Director's name	Tamar Gottlieb	Esther Dominissini
<b>Employment during the last five years and list of corporations in which he served as director</b>	<p>Owner, Chairman and Co-CEO at Harvest Capital Markets Ltd.; Chairman of Agricultural Business and Management Holdings Shefayim - Agricultural Cooperative Society Ltd.; external director in Extell Ltd.; independent director in Arad Investments and Industry Development Ltd.; director in Hutzot Shefayim - Agricultural Cooperative Association Ltd.; Member of the Board of Governors and member of the Board of Directors of the College of Management - Academic Studies; director at Campus Solutions Ltd., director in Emilia Development (MAOF) Ltd.</p> <p>As from March 2019 - member of the Advisory Board of Nili Capital Management P.E. Ltd.</p> <p>Through April 2019 – external director at Al Bad Massuot Yitzhak Ltd. and independent director in Southern Properties Capital Ltd.</p> <p>Through July 2017 - advisory services to the Board of Directors of O. Feller Holdings Ltd., through June 2017 – director in BG Ventures Ltd., through March 2017 – advisor to the Board of Directors of the parent company of Emilia Development (MAOF) Ltd., through January 2017 – Chairman of the Board of Directors of Security Technology Integration Ltd. (STI). Through December 2015 – Chairman of the Board of Directors of Perion Network Ltd., through January 2015 – independent director in Carasso Motors Ltd.</p>	<p>Chairperson of the Audit Committee of Mifaal Hapais.</p> <p>Until January 2019 - public representative at the National Labor Court in Jerusalem.</p> <p>Until January 2019 - ED and Chairperson of the Audit Committee at Isramco Negev 2 Limited Partnership.</p> <p>Through July 2015 – CEO of the Government Medical Centers Authority, through April 2015 – member of the Locker Committee for assessment of the Ministry of Defense budget, through March 2015 – member of the Committee for Appointment of the Banking Supervision Department.</p>

Director's name	Tamar Gottlieb	Esther Dominissini
<b>Additional experience beyond the above showing accounting and financial expertise and professional qualifications</b>	<p>Served in banking corporations for many years. From 1980 to 1991 in the Leumi Group, some years as Deputy CEO of Leumi and Co. Investment Bank Ltd. (currently Leumi Partners Ltd.). From 1997 to 2000, she served as the CEO of a subsidiary of Investec Bank (currently U-Bank), a position which required understanding banking financial reports. As Deputy CEO and head of the offerings department, her position in Leumi and Co. Investment Bank (currently Leumi Partners Ltd.), involved working with the Israel Securities Authority and the Stock Exchange, and required a profound understanding of banks' accounting issues and of the financial statements' structure. From 2007 to 2012 - served as a member of the Audit Committee and Financial Statement Review Committee at Bank Leumi Mortgage Bank Ltd. In addition, in most companies where she serves as a director, she also serves as a member of the Financial Statement Review Committee and Audit Committee, and in some of the companies she also served as Chairwoman.</p>	<p>Until April 2012 - CEO of the National Insurance Institute; until October 2014 - external director at Harel Insurance Investments and Financial Services Ltd. and ED in EMI - Ezer Mortgage Insurance Company Ltd.; until October 2013 - Chairwoman of the Board of Directors of Hadassah Hospitals (Hadassah Medical Organization); until December 2007 - CEO of the Employment Service; and until 2003 - Head of the Human Resources Division and Head of the Community Department of the Israel Police, rank: Major General.</p> <p>Thanks to her experience, qualifications and education at the highest ranks of the public sector and in business boards of directors, in significant scopes, some of them in the insurance and financial field, she possesses skill and understanding in business-accounting issues and financial statements. In addition, Ms. Dominissini approved and signed financial statements at the National Insurance Institute and at the Hadassah hospitals, as CEO and Chairman of the Board, respectively. In Harel Insurance and Finance Ltd. and in EMI Ltd., she served as an ED and was a member of the committee that approves the financial statements and in Isramco - served as a chairperson of the Audit Committee and Balance Sheet Committee that approves the financial statements.</p>
<b>Is he/she a relative of another interested party in the corporation?</b>	No	No

<b>Director's name</b>	<b>Ohad Marani</b>	<b>Zipporah Samet</b>
<b>Date of commencement of term of office</b>	November 1 2015	<b>July 25 2011</b>
<b>ID No.</b>	<b>053492971</b>	008962581
<b>Date of Birth</b>	<b>March 20 1955</b>	March 5 1946
<b>Address for serving court documents</b>	Beit Leumi, 34 Yehuda Halevi St., Tel Aviv 6513616	Beit Leumi, 34 Yehuda Halevi St., Tel Aviv 6513616
<b>Citizenship</b>	Israeli	Israeli
<b>Membership in Board of Directors Committees</b>	Member of the Audit Committee, <sup>5</sup> Credit Committee and the Committee to Identify Candidates for the Bank's President and CEO Position <sup>4</sup> .	Member of the Audit Committee, <sup>5</sup> Risk Management Committee, Investment Committee, and Strategy Committee.
<b>ED as defined by the Companies Law</b>	No	Ms. Z. Samet, who served as an ED at the Bank until August 17 2017, was re-elected as external director - pursuant to Proper Conduct of Banking Business Directive 301, who also meets the terms of qualification for external directors and of an individual arrangement <sup>7</sup> - by the Bank's annual general meeting held on October 3 2017.
<b>Independent Director as defined by the Companies Law</b>	Yes	Yes
<b>External Director pursuant to Proper Conduct of Banking Business Directive 301</b>	Yes	Yes
<b>Has accounting and financial expertise and professional qualifications</b>	Yes	Yes
<b>Employee of the Bank, a subsidiary, related company or an interested party of the Bank</b>	No	No
<b>Education</b>	Academic education - B.A. in Economics, specializing in Accounting and Statistics, MBA, specializing in Finance - from the Hebrew University of Jerusalem. M.A. in Public Administration, specializing in Economics and Finance, Harvard University, Cambridge, Boston, MA, USA.	Academic education - B.A. in Economics and Mathematics and M.A. in Economics - Hebrew University of Jerusalem.

<sup>7</sup> For more information, please see Section 1.4.2 of the Report on Convening the General Meeting, published by the Bank on September 28 2017 (Ref. No. 2017-01-086014).

Director's name	Ohad Marani	Zipporah Samet
<b>Employment during the last five years and list of corporations in which he served as director</b>	Member of the Investment Committee of the Israel Infrastructure Fund I - A Limited Partnership and of the Israel Infrastructure Fund II (IIF 2011) - Limited Partnership. Independent non-executive director at Energean Oil & Gas Plc., external director in Tadbik Ltd. (Listed on the London Stock Exchange), an ED at Tadbik Ltd. Until August 2016 - director and member of the Audit, Finance and Balance Sheet Committee of Nisko Electricity and Electronics Ltd. until September 2015 - CEO of the Israel Land Development Company - Energy Ltd., director in the Immanuel Energy Partnership, Ariel Oil and Gas Exploration and Ariel Oil and Gas Exploration - Trusts Ltd.	Owner, Chairwoman of the Board of Directors and CEO of Meirav Yaniv Financial Consulting Ltd. Director and shareholder at Bioplasmar Ltd. Chairwoman of the Board of Or Ad NGO - NGO for the Prevention and Treatment of Behavioral and Functional Changes in the Elderly (Registered Association); committee member in the Civil Service Commission - Committee for Granting Excellence Awards in the Civil Service; Member of the Board of Governors at the Bayit Ham NGO (treatment of victims of abuse); As from June 2019 – member of the Managing Committee and Board of Governors of the Azrieli College of Engineering Jerusalem. Through August 2017 – member of the public committee for the assessment of the powers of the Ministry of Finance. Until June 2015 - external director and Chairwoman of the Audit Committee in Africa Israel Investments Ltd.; until May 2015 - external director and Chairwoman of the Audit Committee at Shahar Hadash Group Ltd.
<b>Additional experience beyond the above showing accounting and financial expertise and professional qualifications</b>	Extensive experience in performing a variety of senior management roles in the government and the business sector, including as member of boards of directors and chairman of boards of directors and finance and balance sheet committees, mainly: GM of the Ministry of Finance; Budget Director at the Ministry of Finance; Chairman of the Board of Directors and Chairman of the Finance and Balance Sheet Committee at Oil Refineries Ltd.; member of the Audit Committee at Energean Oil & Gas PLC.	1983-1995 - Senior economist at the Research Unit of the Banking Supervision Department at the Bank of Israel, Head of the Pricing, Monitoring and Control Team. 1995-1998 - Senior Deputy Commissioner of the Capital Market, Insurance and Savings at the Ministry of Finance. 1998-2002 - Supervisor of the Capital Market, Insurance and Savings at the Ministry of Finance. 2003-2009 - ED at Israel Discount Bank Ltd., including service as the Chairwoman of the Audit Committee.
<b>Is he/she a relative of another interested party in the corporation?</b>	No	No

<b>Director's name</b>	<b>Irit Shlomi</b>
<b>Date of commencement of term of office</b>	<b>September 19 2019</b>
<b>ID No.</b>	053992913
<b>Date of Birth</b>	June 28 1956
<b>Address for serving court documents</b>	Beit Leumi, 34 Yehuda Halevi St., Tel Aviv 6513616
<b>Citizenship</b>	Israeli
<b>Membership in Board of Directors Committees</b>	Member of the Risk Management Committee, Prospectuses Committee, Investment Committee, Information Technology and Technological Innovation Committee, <sup>3</sup> and the Strategy Committee.
<b>ED as defined by the Companies Law</b>	No
<b>Independent Director as defined by the Companies Law</b>	No
<b>External Director pursuant to Proper Conduct of Banking Business Directive 301</b>	No
<b>Has accounting and financial expertise and professional qualifications</b>	Yes
<b>Employee of the Bank, a subsidiary, related company or an interested party of the Bank</b>	No
<b>Education</b>	Graduate of Extended BA program in Economics – from the University of Haifa MBA, specializing in Business Strategy from the Interdisciplinary Center Herzliya (IDC) (in collaboration with Wharton Philadelphia)

Director's name	Irit Shlomi
<b>Employment during the last five years and list of corporations in which he served as director</b>	<p>CEO – I. Shlomi Consulting Ltd., external director in REIT 1 Ltd., independent director in Carasso Motors Ltd.</p> <p>Through July 2019 – director in Bank Massad.</p> <p>Through December 2018 – director in Bank Otsar Ha-Hayal. Through September 2018 – independent director in Emilia Development (MAOF) Ltd.</p>
<b>Additional experience beyond the above showing accounting and financial expertise and professional qualifications</b>	<p>30 years' worth of experience in the banking sector, serving in field and HQ-based jobs in a wide range of banking positions, including Deputy Head of the Corporate Division and Head of the Banking Division (at the rank of Executive VP), and member of bank management at First International Bank over a 5-year period. Director on behalf of First International Bank in the subsidiaries Massad and Otsar Ha-Hayal and Visa CAL. Director in Carasso Motors (independent director), REIT 1 (ED) Chairman of the Audit, Compensation and Financial Statements Committees).</p>
<b>Is he/she a relative of another interested party in the corporation?</b>	No

## Regulation 26A - The Corporation's Senior Officers<sup>8</sup>

(a) Senior officers - who serve as members of the corporation's management  
The information is correct as of the report's date of publication.

Name of officer	Hanan Shmuel Friedman	Ronen Agassi	Shmulik Arbel
ID Number	028765196	022929756	024272957
Date of Birth	September 4 1971	April 15 1968	July 23 1969
Date of commencement of term of office	<sup>9</sup> November 1 2019	April 16 2017	<sup>10</sup> April 1 2017
The position in the corporation or a subsidiary thereof or a related party thereof or interested party therein; if the senior officer is an independent authorized signatory in the corporation - please state this fact.	President and CEO and member of Management Chairman of the Board of Directors of Bank Leumi Corporation (Bank Leumi USA's holding company).	First Executive Vice President, member of management, Head of the Capital Markets Division and Chairman of the Board of Leumi Partners Ltd. As from December 2019, director in LISI.	First Executive Vice President, member of management, Head of the Corporate Department and director at Bank Leumi UK.
Is the officer an interested party in the corporation or relative of any other senior officer or of any interested party in the corporation?	Yes Interested party (President and CEO)	No	No

<sup>8</sup> For more information regarding changes in the reporting period or thereafter, please see the section entitled "Appointments and Retirements".

<sup>9</sup> Served as First Executive Vice President, member of management, Head of the Strategy, Innovation and Transformation Division until his appointment as CEO on November 1 2019 (Ref. No.: 2019-01-093435). On April 1 2019, further to the Bank's Board of Directors' resolution of March 6 2019, Hanan Friedman (Adv.), who served through March 31 2019 as First Executive Vice President, member of management and Head of the Strategy and Regulation Division, started his tenure as First Executive Vice President, member of management and Head of the Strategy, Innovation and Transformation Division. For more information, please see immediate report of March 7 2019 (Ref. No.: 2019-01-019855).

<sup>10</sup> Mr. S. Arbel was appointed Head of the Corporate Division on June 1 2018. Mr. Yaakov Haber served in this position up until this date. Until that date, Mr. Arbel served as Head of the Commercial Department in the Business Division. For more information, please see a report concerning an organizational change at the Bank dated December 20 2016 (Ref. No. 2016-01-140839).

<p><b>The officer's education and business experience in the last five years.</b></p> <p><b>The details of the senior officer's education shall include the professions or fields in which education was acquired, the institution where it was acquired and the academic degree or professional certificate held by the officer</b></p>	<p>Bachelor's and master's degree (without thesis, direct track) in law - Bar Ilan University.</p> <p>Member of the Board of Governors of Bar Ilan University through November 2019 - First Executive Vice President, member of management, Head of the Strategy, Innovation and Transformation Division and director in Bank Leumi USA and Leumi Investment Services Inc. through April 2019 - First Executive Vice President, member of management, Head of the Strategy and Regulation Division.</p> <p>Through June 2017 – Chief Legal Advisor and Head of the Legal Advice Division and Legal Risk Manager in Bank Leumi Le-Israel B.M.</p> <p>Through August 2014 – Chief Legal Advisor of Harel Insurance Company Ltd. (and other companies of the Harel Group), and Legal Advisor of Harel Insurance Investments &amp; Financial Services Ltd. (and other companies of the Harel Insurance Investments &amp; Financial Services Ltd. Group).</p>	<p>B.A. in Business Administration and Accounting from the College of Management.</p> <p>Member of the Executive Committee of the "Run To Give" NGO (Registered NGO). Until April 2017 - CEO of Harel Investments, Head of the Finance and Resources Division at Harel Insurance and director in various companies in the Harel Group.</p>	<p>B.A. in Management and Economics and M.B.A. from Tel Aviv University.</p> <p>Deputy General Manager - management member, and Head of Commercial Banking Department in the Commercial Business Division of Bank Leumi Le-Israel B.M. until June 2018. Until December 2014 - Director in Leumi Card Ltd.</p>
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Name of officer	<b>Ilan Buganim</b>	<b>Eyal Ben Haim</b>	<b>Bosmat Hana Ben Zvi</b>
ID Number	024949141	027963461	031692916
Date of Birth	June 10 1970	February 5 1971	December 18 1978
Date of commencement of term of office	September 1 2017 <sup>11</sup>	<sup>12</sup> April 1 2019	<sup>13</sup> September 1 2016
The position in the corporation or a subsidiary thereof or a related party thereof or interested party therein; if the senior officer is an independent authorized signatory in the corporation - please state this fact.	First Executive Vice President, member of management and Head of the Data Division, and Chairman of the Board of Directors of Pepper Platform Ltd.	First Executive Vice President, member of management, Head of the Operations Division.	First Executive Vice President, member of management, Chief Risk Officer, Head of the Risk Management Division
Is the officer an interested party in the corporation or relative of any other senior officer or of any interested party in the corporation?	No	No	No

<sup>11</sup> On April 1 2019, further to the resolution of the Bank's Board of Directors of March 6 2019, Mr. Ilan Buganim, who served through March 31 2019 as First Executive Vice President, member of management and Head of CTO/CDO, started his tenure as First Executive Vice President, member of management and Head of the Data Division. For more information, please see immediate report of March 7 2019 (Ref. No.: 2019-01-019855).

<sup>12</sup> On April 1 2019, further to the resolution of the Bank's Board of Directors of March 6 2019, Mr. Eyal Ben Haim started his tenure as First Executive Vice President, member of management and Head of the Operations Division. For more information, please see immediate report of March 7 2019 (Ref. No.: 2019-01-019855).

<sup>13</sup> As of September 1 2016, began serving as the Head of the Strategy Department and the President and CEO's Bureau and as an officer in the bank until her appointment on April 1 2017 as the Chief Risk Officer, Head of the Risk Management Division and member of management at the rank of First Executive Vice President.

<p><b>The officer's education and business experience in the last five years. The details of the senior officer's education shall include the professions or fields in which education was acquired, the institution where it was acquired and the academic degree or professional certificate held by the officer</b></p>	<p>B.Sc. in Mechanical Engineering, M.B.A. - specializing in IT. Through March 2019 - First Executive Vice President, member of management and Head of CTO/CDO</p>	<p>BA – Economics – from Ben Gurion University MBA from Tel Aviv University. Through April 2019 - Deputy Head of the Operations Division in Bank Leumi. Through December 2018 – Head of Operations Bank Leumi Through March 2018 – Head of the Investment Department in Bank Leumi. Through July 2017 – Manager of Central Region in Bank Leumi. Through December 2016 – Area Manager in Bank Leumi. Through December 2014 – Manager of Specialist Centers in Bank Leumi.</p>	<p>B.A. in Economics, Accounting and Computers - Bar Ilan University. M.B.A. at Tel Aviv University Until March 2017 - Head of the Strategy Department and Head of the President and CEO's Bureau at Bank Leumi Le-Israel B.M. and director in Leumi Card.</p>
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Name of officer	<b>Shai Basson</b>	<b>Shlomo Michael Goldfarb</b>	<b>Eilon Dachbash</b>
ID Number	022091581	054186556	034396648
Date of Birth	October 5 1965	December 12 1956	September 17 1977
Date of commencement of term of office	September 1 2017	April 1 2013	<sup>14</sup> November 4 2019
The position in the corporation or a subsidiary thereof or a related party thereof or interested party therein; if the senior officer is an independent authorized signatory in the corporation - please state this fact.	First Executive Vice President, member of management, Head of Leumi Technologies Division and director in Pepper Platform Ltd.	First Executive Vice President, member of management, Chief Accounting Officer and Head of the Accounting Division. Chairman of the Board of Directors of Leumi Securities and Investments Ltd., and Leumitech Ltd. Director at Bar Trade Ltd.	First Executive Vice President, member of management and Head of the Banking Division. Director in Pepper Platform Ltd.
Is the officer an interested party in the corporation or relative of any other senior officer or of any interested party in the corporation?	No	No	No

<sup>14</sup> On March 6 2019, the Bank's Board of Directors approved the appointment of Mr. Eilon Dachbash as First Executive Vice President, member of management and Head of the Banking Division, replacing Mr. Danny Cohen. Mr. Eilon Dachbash's tenure started on April 11 2019, after confirmation was received to the effect that the Banking Supervision Department does not object to the appointment. For more information, please see immediate report of March 7 2019 (Ref. No.: 2019-01-019855).

<p><b>The officer's education and business experience in the last five years. The details of the senior officer's education shall include the professions or fields in which education was acquired, the institution where it was acquired and the academic degree or professional certificate held by the officer</b></p>	<p>B.Sc. in Mathematics and M.B.A. at Tel Aviv University. M.A. in Political Science (National Security) from Haifa University. Until August 2017 - Head of the Technology and Resources Division at Migdal Insurance Company and CEO of Migdal Technologies, at the rank of Deputy CEO. Until December 2015 and January 2016 - director in subsidiaries of Migdal Insurance Company Ltd.</p>	<p>B.A. in Economics from Bar Ilan University. Certified Public Accountant in Israel (ICPA). Member of the Executive Committee at Reut NGO. Member of the Audit Committee of Leumi's Follow Me! - Youth Leading Change - the Centennial Fund for Tomorrow's Generation (Registered NGO). Until March 2017 - director at Leumi Card Ltd.; until June 2015 - member of the Executive Committee at Nishmat - The Jeanie Schottenstein Center For Advanced Torah Study For Women; until August 2014 - member of the Audit Committee at Leumi Card Deposits Ltd. and Leumi Card Credit Ltd.; until June 2014 - director at Leumi Check Limited Partnership.</p>	<p>BA in Computer Sciences from the College of Management Academic Studies Rishon Le-Zion Holder of an investment advisor license (suspended) – Securities Authority. Through April 2019 – Head of Business Development in the Banking Division and charged with management of Banking Division's strategic projects and work plan. Through December 2015 – personal assistant of the Head of the Human Resources Division.</p>
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Name of officer	Omer Ziv	Hilla Eran Zick	Irit Roth
ID Number	027771419	023978372	024918385
Date of Birth	June 6 1970	November 4 1968	February 27 1970
Date of commencement of term of office	August 16 2016	<sup>15</sup> October 1 2015	June 1 2017
The position in the corporation or a subsidiary thereof or a related party thereof or interested party therein; if the senior officer is an independent authorized signatory in the corporation - please state this fact.	First Executive Vice President, member of management, Head of the Finance Division and director at Leumi Partners Ltd.	First Executive Vice President, member of management, Head of the Human Resources Division and in charge of the Bank's international activity. As from December 2019 – Director in Bank Leumi USA.	First Executive Vice President, member of management, Chief Legal Advisor and Head of the Legal Advice Division.
Is the officer an interested party in the corporation or relative of any other senior officer or of any interested party in the corporation?	No	No	No

<sup>15</sup> As of October 1 2015, she commenced service as the Chief Risk Officer, Head of the Risk Management Division and member of management at the rank of First Executive Vice President, at Bank Leumi Le-Israel B.M., until her appointment on April 1 2017 as Head of the Human Resources Division and member of management at the rank of First Executive Vice President.

<p><b>The officer's education and business experience in the last five years. The details of the senior officer's education shall include the professions or fields in which education was acquired, the institution where it was acquired and the academic degree or professional certificate held by the officer</b></p>	<p>CPA, B.A. in Economics and Accounting - Hebrew University. MBA., specializing in Finance and Accounting - Hebrew University and an MA in Actuarial Science – from the University of Haifa. Until August 2016 - CFO at Phoenix Holdings Ltd., Phoenix Insurance Company Ltd., Phoenix Investments and Finance Ltd. and Phoenix Capital Raising Ltd., and director in subsidiaries in the Phoenix Group.</p>	<p>B.A. in Economics and M.B.A. specializing in Finance and International Management - Tel Aviv University.  Chairman of the Executive Committee of "Leumi Tomorrow – The Centennial Fund for Endowing Israel's Future Generation" (Registered NGO). Member of the Executive Committee of "Atidim Friends" (Registered NGO). Until April 2017 - Head Risk Manager and Head of the Risk Management Division at Bank Leumi Le-Israel B.M.; until September 2015 - Deputy CEO and Head of the Commercial Division, Chief Lending Officer at Bank Leumi USA Ltd.</p>	<p>Attorney-at-Law, LL.B. from Tel Aviv University. Until May 2017 - Partner at the Banking and Finance Department of the Herzog Fox &amp; Neeman Law Office.</p>
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Name of officer	Sharon Gur
ID Number	023968324
Date of Birth	September 6 1968
Date of commencement of term of office	May 1 2017
The position in the corporation or a subsidiary thereof or a related party thereof or interested party therein; if the senior officer is an independent authorized signatory in the corporation - please state this fact.	First Executive Vice President, Chief Internal Auditor and Head of the Internal Audit Division.
Is the officer an interested party in the corporation or relative of any other senior officer or of any interested party in the corporation?	No

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<b>The officer's education and business experience in the last five years. The details of the senior officer's education shall include the professions or fields in which education was acquired, the institution where it was acquired and the academic degree or professional certificate held by the officer</b>	<p>B.A. in Economics and Business Administration, M.B.A. specializing in finance, from Bar Ilan University.</p> <p>Internal auditor certified by the Organization of Internal Auditors in Israel.</p> <p>Until April 2017 - Head of the Finance Division and Deputy Head of the Financial Division at Bank Leumi Le-Israel B.M. and served as a director in Leumi Real Holdings Ltd., Leumi Financial Holdings Ltd. and Leumi Financial Services Ltd.</p> <p>Until July 2015 - Director at Leumi Card.</p>
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(B) Other senior officers

Name of officer	<b>Livnat Ein-Shay Wilder</b>	<b>Liat Shuv</b>
ID Number	25596560	032394140
Date of Birth	October 30 1973	September 10 1975
Date of commencement of term of office	March 15 2016	January 1 2018
The position in the corporation or a subsidiary thereof or a related party thereof or interested party therein; if the senior officer is an independent authorized signatory in the corporation - please state this fact.	Secretary of the Bank and Group; Deputy Head of the General Counsel Division, member of the Bank Leumi Le-Israel B.M.'s Donations Committee/ Investing in the Community Forum; member of the Executive Committee of Follow Me! - the Centennial Fund for Tomorrow's Generation (Registered NGO).	Chief Compliance Officer and Head of the Compliance and Enforcement Department.
Is the officer an interested party in the corporation or relative of any other senior officer or of any interested party in the corporation?	No	No
The officer's education and business experience in the last five years. The details of the senior officer's education shall include the professions or fields in which education was acquired, the institution where it was acquired and the academic degree or professional certificate held by the officer	Attorney-at-law, B.A. in Business Administration and LL.B - the Interdisciplinary Center Herzliya.  Member of the Executive Committee of the Israel National Council for the Child and Co-Chairwoman of the Capital Market and Securities Committee of the Israel Bar Association. Chairwoman of the Board of Directors of the Bank Leumi Le-Israel B.M. Trust Company Ltd. until April 2018.  Until the end of February 2016 - Partner at Steinmetz, Haring, Gurman & Co. Advocates.	CPA, B.A. specializing in Accounting and M.B.A. from the Academic Program of the College of Management.  Until December 2017 - Head of the Real Estate Credit Risk Management Unit at Bank Leumi Le-Israel B.M. until March 2015 and Senior Real Estate Credit Risk Manager at Bank Leumi of Israel Ltd.



## Regulation 26B - The Corporation's Authorized Signatories

There are no independent authorized signatories in the Corporation, pursuant to the definition of Section 37(D) of the Securities Law, 1968.

## Regulation 27 - The Corporation's Independent Auditors

The Corporation's joint independent auditors are:

Somekh Chaikin	Kost Forer Gabbay Kasierer
17 Haarbaah Street	144 Menachem Begin Street
Tel Aviv 6473917	Tel Aviv 6492102

An annual and special General Meeting of the Bank was convened on July 18 2019 (hereinafter – the “**General Meeting**”), in which it was decided to reappoint the auditing Firms Somekh Chaikin (KPMG) and Kost Forer Gabbay & Kassirer (EY) as joint auditors of the Bank for a period commencing from the date of the current annual General Meeting through the date of approval of the Bank's 2019 annual financial statements (hereinafter: the “**Closing Date**”), and to authorize the Bank's Board of Directors to determine their compensation. It was further decided to appoint the auditing Firms Somekh Chaikin (KPMG) and Brightman Almagor Zohar & Co. as joint auditors of the Bank for the period from the Closing Date, as defined above through the date of the Bank's next annual General Meeting and to authorize the Bank's Board of Directors to determine their compensation.

For more information about the General Meeting and the decisions passed as part thereof, please see the Bank's immediate report of June 5 2019 regarding the convening of an annual and special General Meeting (Ref. No.: 2019-01-056155), and the Bank's immediate report of July 18 2019 regarding the results of the General Meeting (Ref. No.: 2019-01-074368).

## Regulation 28 - Changes in the Corporation's Memorandum and Articles of Association

In the reporting year, no changes took place in the Bank's Memorandum and/or Articles of Association

## Regulation 29 - Recommendations and Resolutions of the Board of Directors

**Regulation 29(A)** Below are details on the Board of Directors' recommendations presented before the Corporation's general meeting during the reporting year and resolutions that do not require the approval of the general meeting, on matters detailed in this regulation:

- a. On November 20 2017, the Bank's Board of Directors approved a dividend distribution policy, under which the Bank will distribute, each quarter, a dividend of up to 40 percent of the Bank's net income in accordance with the Bank's financial statements for the previous quarter, On March 6 2019, the Bank's Board of Directors approved a change in its dividend distribution policy, under which the Bank will distribute, each quarter, a dividend of up to 50 percent of the Bank's net income in accordance with the Bank's financial statements for the previous quarter (hereinafter: the “**Dividend Distribution Policy**”). For more information on the dividend distribution policy, please see Note 25 to the Financial Statements.
- b. On March 6 2019, May 26 2019, August 13 2019, and November 26 2019, the Bank's Board of Directors approved the distribution of a cash dividend to the Bank's shareholders. For more information about the dividend distributions, please see Note 25 to the financial statements and the Bank's immediate reports concerning distribution of the dividend dated March 7 2019, June 6 2019, August 28 2019, and November 26 2019 (Ref. Nos. 2019-01-019867, 2019-01-056662, 2019-01-089401, and 2019-01-102396, respectively).
- c. On February 10 2019, the Bank's Board of Directors decided on the early redemption in full - during April-May 2019 - of NIS 1 billion par value of CPI-linked Subordinated Capital Notes (non-negotiable), which were issued in 2009. Accordingly, in April and May 2019, capital notes totaling NIS 1.2 billion were redeemed. For more

information, please see Note 25 to the financial statements, an immediate report dated February 10 2019 (Ref. No. 011842-01-2019), and an immediate report dated March 5 2019 (Ref. No. 019249-01-2019).

- d. In 2019, shares were issued following the vesting of PSUs as part of the share-based remuneration policy for the Bank's officers. For more information of the registered or issued capital, please see Note 25 to the financial statements and an immediate report of the Bank dated March 7 2019 (Ref. No. 2019-01-019870).
- e. During 2019, the Bank carried out a buyback plan, in two phases, of approximately NIS 700 million according to a safe harbor protection mechanism published by the Israel Securities Authority (Legal Position No. 8-199). The buyback plan, in which an external Tel Aviv Stock Exchange member purchased a total of 27,923,659 shares for approximately NIS 700 million, was completed on November 21 2019. For more information regarding the buyback plan, please see Note 25 to the Bank's financial statements and immediate reports of May 27 2019 and November 21 2019 (Ref. Nos.: 2019-01-051052 and 2019-01-100803, respectively).

**Regulation 29(B)** In the reporting year, no resolutions were made by the Corporation's general meeting contradicting the Board of Directors' recommendations on the matters outlined in Regulation 29(A).

**Regulation 29(C)** On December 23 2019, an extraordinary general meeting of the Bank's shareholders was held following the resolution of the Bank's Board of Directors of November 10 2019. For more information about the General Meeting and the resolutions passed as part thereof, please see the Bank's immediate report of November 10 2019 regarding the convening of an extraordinary general meeting (Ref. No.: 2019-01-096531) and the Bank's immediate report of December 23 2019 regarding the results of the general meeting (Ref. No.: 2019-01-112809).

## Regulation 29A - The Company's Resolutions

**Regulation 29A(1)** The Bank's Audit Committee and Board of Directors approved guidelines for cases where there is a potential conflict of interest for an officer, as well as criteria for transactions that are not exceptional for the purpose of approving exceptional transactions pursuant to the Companies Law.

**Regulation 29A(4) A.** For more information on an indemnity and exemption obligation towards officers of the Bank (directors and other officers, including the Chairman of the Board of Directors and the Bank's CEO), please see Note 26(G) to the Financial Statements.

On October 29 2019, the Bank's Board of Directors approved an amendment to the indemnification undertaking letters awarded to the Bank's office holders, following the Audit Committee's approval and recommendation of September 24 2019, and as stipulated in Section 273 to the Companies Law, 1999; the amendment included the updating of the list of indemnity events which, in the opinion of the Board of Directors, can be expected in view of the Company's activities at the time of issuing the indemnification undertaking letters (hereinafter: the "Amended Indemnification Undertaking Letter").

The Bank's Special General Meeting held on December 23 2019 approved: (1) The Amended Indemnification Undertaking Letter to the Bank's serving directors, including those who will serve in the Bank from time to time, and (2) As part of approval of the CEO's service and employment terms and conditions, the General Meeting approved the award of the Amended Indemnification Undertaking Letter to the CEO. For more information, please see the Bank's immediate report of November 10 2019 regarding the convening of an extraordinary general meeting (Ref. No.: 2019-01-096531) and the Bank's immediate report of December 23 2019 regarding the results of the General Meeting (Ref. No.: 2019-01-112809).

- B. On August 6 2014, the general meeting approved, following the approval of the Compensation Committee and the Bank's Board of Directors, the extension of the framework resolution approved by the Bank's general meeting on November 4 2010, which pre-authorized the Bank to acquire directors' and officers' liability insurance for the directors and officers of the Bank and the Group (hereinafter: the "**Liability Insurance**"), from time to time, without this requiring additional approval by the general meeting. The resolution period will end no later than the end of the term of the Policy, which will be renewed in 2020. For more information, please see the immediate report regarding the convening of the General Meeting of June 30 2014 (Ref. No. 2014-01-103521) and regarding the results of the General and Extraordinary Meeting that was published on August 6 2014 (Ref. No. 2014-01-128649). A framework resolution to purchase a professional liability insurance policy in respect of directors and officers of the Bank and the Group is included in the Bank's new Compensation Policy for its office holders, which was approved by the Bank's extraordinary general meeting on December 23 2019. The new compensation policy also includes a framework resolution to purchase a run-off professional liability insurance policy in respect of directors and officers of the Bank and the Group. For more information, please see immediate report of November 10 2019 regarding the convening of an extraordinary general meeting (Ref. No.: 2019-01-096531) and the Bank's immediate report of December 23 2019 regarding the results of the General Meeting (Ref. No.: 2019-01-112809).

Accordingly, on August 13 2019, after approval by the Compensation Committee and the Board of Directors, the General Meeting approved the renewal of the directors and officers' liability insurance policy in respect of directors and other officers of the Bank and the Group (D&O), which provides insurance coverage of USD 250 million per claim and per period and reinstatement right at the same amount, all under the terms of the framework resolution. The new policy period will be from September 1 2019 to February 28 2021.

## Bank Leumi Le-Israel B.M.

**Signatories' names:**

(1) Shlomo Goldfarb  
Chief Accounting Officer



(2) Livnat Ein-Shay Wilder, Adv.  
Legal Counsel Division



Date: February 26 2020

**Position:**

First Executive Vice President, member of management,  
and Head of the corporation's Accounting Division

Secretary of the Bank and Group and Deputy Head of the