

Translation of Immediate Report

T078
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

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Complementary report to a report filed on August 29 2019, Ref. No. 2019-01- 090874

Main details added/completed: On September 1 2019, the interested party updated the Bank that its report dated August 29 2019 did not include details of its holdings in the following securities: Leumi Subordinated Bonds Series 400, Leumi Subordinated Bonds Series 401, Leumi Subordinated Bonds Series 403, Leumi Subordinated Bonds Series 404. Below please find the revised report.

Transmission Date: September 1 2019

Reference: 2019-01- 091543

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

Immediate Report on an Entity which Has Become an Interested Party in the Corporation

Pursuant to Regulation 33(e)-(f) to the Securities (Periodic and Immediate Reports) Regulations, 1970

1. Details of the holder:

First name: _____

First name in English as it appears in the passport:

Last name/name of corporation: *The Phoenix Holdings Ltd*

Type of ID no.: Number in the Israeli Companies Register

✓ *The holder is a corporation*

ID no.: *520017450*

Nationality/country of incorporation or registration: *Incorporated in Israel*

Nationality/country of incorporation or registration: _____

Address: *53 Derech HaShalom, Givatayim*

Does the holder serve as a representative for reporting purposes of several shareholders who hold securities of the corporation jointly with the holder: *Yes*.

Name of the controlling shareholder: *See note to Section 1 below*

ID No. of the controlling shareholder: *See below*

2. Details of the transaction following which the holder became an interested party in the corporation:

a. The nature of the transaction does not involve a transaction in securities _____

b. Name and type of security that was the subject of the transaction: *Leumi*

c. No. of security on the Stock Exchange: *604611*

d. Date of transaction: *August 28 2019*

e. Number of securities that are the subject of the transaction: *10,133,040*

f. The price at which the transaction was carried out: *2,420 agorot*

g. Are the shares dormant or convertible into dormant shares: *No*

h. Was the entire consideration paid on the change date: *Yes*

If the entire consideration was not paid at the change date, please indicate the date on which the payment was completed

3. A. Status of the interested party's holdings following the transaction:

Name, type and series of the security	No. of security on the Stock Exchange	Quantity of securities	Dormant*	Holding rate		Holding rate (fully diluted)	
				% of equity	% of vote	% of equity	% of vote
Leumi	<i>604611</i>	<i>48,757,513</i>	No	3.29	3.29	3.29	3.29
Leumi Bonds, Series 179	<i>6040372</i>	<i>9,779,083</i>	No	0.00	0.00	0.00	0.00
Leumi Bonds, Series 177	<i>6040315</i>	<i>247,091,903</i>	No	0.00	0.00	0.00	0.00
Leumi Bonds, Series 180	<i>6040422</i>	<i>174,750,413</i>	No	0.00	0.00	0.00	0.00
B.L.L. Subordinated Capital Notes, Series 201	<i>6040158</i>	<i>177,343</i>	No	0.00	0.00	0.00	0.00

Leumi Subordinated Bonds, Series N	6040299	5,020,196	No	0.00	0.00	0.00	0.00
B.L.L. Subordinated Capital Notes, Series 200	6040141	37,535,829	No	0.00	0.00	0.00	0.00
Leumi Financing Subordinated Capital Notes, Series 300	6040257	21,528,676	No	0.00	0.00	0.00	0.00
Leumi Financing Subordinated Bonds, Series 400	6040331	10	No	0.00	0.00	0.00	0.00
Leumi Financing Subordinated Bonds, Series 401	6040380	408	No	0.00	0.00	0.00	0.00
Leumi Financing Subordinated Bonds, Series 403	6040430	1,341	No	0.00	0.00	0.00	0.00
Leumi Financing Subordinated Bonds, Series 404	6040471	2,633	No	0.00	0.00	0.00	0.00

- ☐ The holder is not a member of an institutional reporting group.
- ☐ The holder is not a member of an institutional reporting group, but serves as a senior executive who is not a CEO or a member of the board and is not an interested party by virtue of his holdings.
- ☒ The holder is a member of an institutional reporting group.

Below is a breakdown of the party's holdings:

Holder	Name, type and series of the security	No. of security on the Stock Exchange	Quantity of securities	Dormant*
<i>Provident Fund Management Companies</i>	Leumi	604611	47,157,783	No
<i>Own (nostro) account</i>	Leumi	604611	1,386,242	No
<i>Profit participating life insurance accounts</i>	Leumi	604611	213,488	No
<i>Provident Fund Management Companies</i>	Leumi Bonds, Series 179	6040372	9,779,083	No
<i>Provident Fund Management Companies</i>	Leumi Bonds, Series 177	6040315	239,532,457	No
<i>Own (nostro) account</i>	Leumi Bonds, Series 177	6040315	4,949,823	No
<i>Profit participating life insurance accounts</i>	Leumi Bonds, Series 177	6040315	2,559,623	No

<i>Provident Fund Management Companies</i>	Leumi Bonds, Series 180	6040315	168,640,643	No
<i>Own (nostro) account</i>	Leumi Bonds, Series 180	6040422	6,109,770	No
<i>Provident Fund Management Companies</i>	B.L.L. Subordinated Capital Notes, Series 201	6040158	17,172	No
<i>Own (nostro) account</i>	B.L.L. Subordinated Capital Notes, Series 201	6040158	142,355	No
<i>Profit participating life insurance accounts</i>	B.L.L. Subordinated Capital Notes, Series 201	6040158	17,816	No
<i>Provident Fund Management Companies</i>	Leumi Subordinated Bonds, Series N	6040299	3,428,048	No
<i>Own (nostro) account</i>	Leumi Subordinated Bonds, Series N	6040299	92,148	No
<i>Profit participating life insurance accounts</i>	Leumi Subordinated Bonds, Series N	6040299	1,500,000	No

<i>Provident Fund Management Companies</i>	B.L.L. Subordinated Capital Notes, Series 200	6040141	23,860,210	No
<i>Own (nostro) account</i>	B.L.L. Subordinated Capital Notes, Series 200	6040141	13,675,618	No
<i>Profit participating life insurance accounts</i>	B.L.L. Subordinated Capital Notes, Series 200	6040141	1	No
<i>Provident Fund Management Companies</i>	Leumi Financing Subordinated Capital Notes, Series 300	6040257	20,883,367	No
<i>Own (nostro) account</i>	Leumi Financing Subordinated Capital Notes, Series 300	6040257	587,583	No
<i>Profit participating life insurance accounts</i>	Leumi Financing Subordinated Capital Notes, Series 300	6040257	57,726	No
<i>Profit participating life insurance accounts</i>	Leumi Financing Subordinated Bonds, Series 400	6040331	10	No
<i>Provident Fund Management Companies</i>	Leumi Financing Subordinated Bonds, Series 401	6040380	203	No

<i>Own (nostro) account</i>	Leumi Financing Subordinated Bonds, Series 401	<i>6040380</i>	<i>167</i>	No
<i>Profit participating life insurance accounts</i>	Leumi Financing Subordinated Bonds, Series 401	<i>6040380</i>	<i>38</i>	No
<i>Provident Fund Management Companies</i>	Leumi Financing Subordinated Bonds, Series 403	<i>6040430</i>	<i>950</i>	No
<i>Own (nostro) account</i>	Leumi Financing Subordinated Bonds, Series 403	<i>6040430</i>	<i>391</i>	No
<i>Provident Fund Management Companies</i>	Leumi Financing Subordinated Bonds, Series 404	<i>6040471</i>	<i>2,076</i>	No
<i>Own (nostro) account</i>	Leumi Financing Subordinated Bonds, Series 404	<i>6040471</i>	<i>506</i>	No
<i>Profit participating life insurance accounts</i>	Leumi Financing Subordinated Bonds, Series 404	<i>6040471</i>	<i>51</i>	No

Explanations

1. If the interested party holds more than one type of securities, the holding rates should be noted taking into account all the securities held by that party only in one of the rows.
2. Other securities, including other securities that are not listed for trading, should also be reported.

3. If the interested party is a subsidiary, the holdings of shares shall be split into shares purchased prior to the entry into force of the Companies Law, 1999 and shares purchased thereafter.

4. If the holder is no longer a member of an institutional reporting group, fill out Section 3A only. If the holder is a member of an institutional reporting group, fill out Sections 3A and 3B.

5. If the holder is a corporation wholly-owned (100%) by a single controlling shareholder, the name of the single controlling shareholder must be noted under "Name of holder" and the notes at the bottom of the form shall include the details of the corporation(s) through which the shares are held, accompanied by all other relevant information. On the other hand, if the interested party is a corporation held by more than one controlling shareholder, or by several controlling shareholders, note under "Name of holder" the name of the holding corporation and the notes at the bottom of the form shall include details of the controlling shareholders or interested parties holding the holder corporation.

6. Report of an Entity which Became a Material Holder of Means of Control in a Banking Corporation without a Control Core, Form T121.

* Please indicate if the shares dormant or convertible into dormant shares

- ☐ The interested party does not own shares or other securities in an investee company if its activity is material to the reporting corporation's activity.
- ☐ The interested party owns shares or other securities in an investee company, if its activity is material to the reporting corporation's activity, as detailed below:

Name of the investee company if its activity is material to the reporting corporation's activity:

Type of ID No.: _____

ID No.: _____

Country of incorporation or registration: _____ Country: _____

Nature of the relation with the reporting corporation: _____

Type of security: _____

No. of securities: _____

Quantity of securities: _____

Rate of holdings of all securities of the same type: _____%

Holding rate in equity: _____% Rate of the vote: _____%

5. Additional Information

Note to Section 1 - According to information provided to the Bank by the interested party, following are details of the controlling shareholders of the interested party:

Controlling shareholders of the Delek Group Ltd. - 60.77% - Mr. Yitzhak Tshuva (indirectly), ID No. 43480003.

Controlling shareholders of the Phoenix Holdings Group Ltd., Public Company No. 520017450 - 30.13%
- Delek Group Ltd. Public Company No. 520044322.

10.32% - Meir Automobile & Trucking Company Ltd. Private Company No. 510485261.

Controlling shareholders of the Insurance Company Ltd. 520023185 - 100% Phoenix Holdings Ltd.,
Public Company No. 520017450.

Controlling shareholders of Excellence Investments Ltd. 520041989 - 100% (indirectly) Phoenix
Holdings Ltd., Public Company No. 520017450.

To the best of the Company's knowledge, and as disclosed to it, Phoenix Holdings and Excellence are interested parties in the Bank due to their joint holdings, including holdings of corporations under their control (directly and indirectly) of more than 5% of the Bank's share capital.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 604611 as well as holdings of Share Index Partnership (hereinafter: the "Partnership") totaling 4,003,798.42 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 604611 as well as holdings of Israel Share Partnership (hereinafter: the "Partnership") totaling 43,118,371.08 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040372 as well as holdings of Bond Index Partnership (hereinafter: the "Partnership") totaling 9,779,083 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040315 as well as holdings of Bond Index Partnership (hereinafter: the "Partnership") totaling 34,682,151 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040315 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 203,515,825 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040422 as well as holdings of Bond Index Partnership (hereinafter: the "Partnership") totaling 14,880,029 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040422 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 153,760,614 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040141 as well as holdings of Bond Index Partnership (hereinafter: the "Partnership") totaling 10,265,974 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040141 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 12,904,036 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040158 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 17,172 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040265 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 640,805 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040323 as well as holdings of Bond Index Partnership (hereinafter: the "Partnership") totaling 10,123,399 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040323 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 164,517 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040299 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 63,616 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040257 as well as holdings of Bond Index Partnership (hereinafter: the "Partnership") totaling 7,604,443 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040257 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 13,278,924 p.v.

- The holdings under Provident Funds include direct holdings of the provident funds in Security 6040471 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 2,072 p.v.

- The holdings under Provident Funds include direct holdings of Security 6040380 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 203 p.v.

- The holdings under Provident Funds include direct holdings of Security 6040430 as well as holdings of Tradable Corporate Bonds Partnership (hereinafter: the "Partnership") totaling 950 p.v.

The holdings of the owners of the interests in Bond Index Partnership is as detailed below:

Provident Funds - 48.41%, Insurance - 51.59%.

The holdings of the owners of the interests in Share Index Partnership is as detailed below:

Provident Funds - 58.76%, Insurance - 41.24%.

The holdings of the owners of the interests in Tradable Corporate Bonds Index Partnership is as detailed below:

Provident Funds - 44.98%, Insurance - 55.02%.

The partnerships are registered with the Partnership Registrar, and all interests holders are members of the institutional reporting group. The partnerships are not provident funds management companies. Pursuant to the partnership agreement between the holders of the interests in the Partnership, the rates of the holdings of the interest holders in the partnership change frequently, in accordance with the mechanism set forth in the partnership agreement.

The report was signed on behalf of the corporation, in accordance with Regulation 5 of the Securities (Periodic and Immediate Reports), 1970, by Attorney Livnat Ein-Shay Wilder, Secretary of the Group and of the Bank.

Name of Electronic Reporter: Livnat Libby Wilder, Position: Secretary of the Bank
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Note: English translations of Immediate Reports of Bank Leumi are for convenience purposes only. In case of any discrepancy between the English translation and the Hebrew original, the Hebrew will prevail.

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<http://www.magna.isa.gov.il/>