



July 20, 2022

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

To
Israel Securities Authority
22 Kanfei Nesharim Street
Jerusalem 95464

Re: **Completion of the Pricing of Senior Notes to be Issued to Institutional Investors**

Following the immediate reports of Bank Leumi le-Israel B.M. (hereinafter: the “**Bank**”), dated July 18, 2022 (ref. no: 2022-01-090916, 2022-01-091390 and 2022-01-091396), the Bank is pleased to announce as follows:

1. On July 20, 2022, the Bank completed the pricing of senior unsecured notes (the “**Notes**”), which were offered to institutional investors in Israel and outside of Israel pursuant to sections 15A(b)(1) and 15A(b)(2) of the Securities Law, 5728-1968, in a total amount of USD 500 million (the “**Issue**”).
2. The Notes bear fixed annual interest at the rate of 5.125%, to be paid semi-annually, and are issued at a price equal to 99.34% of their par value.
3. Closing is expected on July 27, 2022.
4. Gross proceeds from the Issue shall amount to approximately USD 500 million. Net proceeds received by the Bank, following deduction of fees to the global coordinator, joint bookrunners and the distributor in Israel, as well as other issuing expenses which will be incurred by the Bank, shall be used to support the business growth of the group and/or for other general corporate purposes.
5. The Notes are expected to be listed on TACT-Institutional of the Tel Aviv Stock Exchange Ltd. (“**TASE**”), subject to obtaining TASE’s approval.
6. This report does not constitute an offer to the public, a secondary offering or any other type of offer, or solicitation to purchase securities. Specifically, securities cannot be offered for sale or sold in the United States without registration or under registration exemption.

The aforementioned information regarding the expectation to close the Issue is forward looking information that is based on the Bank’s present expectations. Such information is uncertain and depends, among others, on factors that are partially out of the Bank’s control, including changes in market conditions and timetable deviations.



Sincerely,

Bank Leumi le-Israel B.M.

By: Omer Ziv,
Head of Finance and Accounting Division

Legends pursuant to Securities Laws Outside of Israel

1. This report is not being published and copies thereof are not being distributed in the US, EU, Canada, Australia, Japan, or any other jurisdiction where such distribution is unlawful. In addition, this report is not meant for distribution to U.S. Persons.
2. Nothing in this report shall constitute an offer to the public or invitation to purchase securities of the Bank in Israel or abroad.
3. It is clarified that the Notes shall not be offered, sold, delivered or listed in any jurisdiction outside of Israel - except as set forth in sections 4 to 7 below.
4. The Notes shall not be listed for trade in accordance with US securities law, shall not be offered, sold or delivered in the US, or to and/or for and/or in favor of any U.S. Person (as such term is defined in Regulation S promulgated under US securities law), except under registration exemption according to US securities law and according to all state securities law that apply in such respect. Any offer in the US shall be made only to Qualified Institutional Investors, as such term is defined and in reliance upon SEC Rule 144A, or another exemption from registration requirements under US securities law. Outside of the US, any offer shall be made to non-U.S. Persons according to Regulation S.
5. The Notes shall not be offered to the public in the UK. No prospectus has or shall be approved in the UK with respect to the Notes. The Notes shall be offered and distributed only to the following entities:
 - (i) persons who are outside the UK or (ii) inside the UK, "qualified investors" as such term is defined in section 2(e) of Regulation (EU) 2017/1129, which constitutes part of UK law by virtue of the European Union (Withdrawal) Act 2018: (1) persons who are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); (2) high net worth entities falling within Article 49(2) of the Order; or (3) other persons to whom this report may lawfully be communicated (all such persons together being referred to as "**Relevant Persons**"). Any person not included among the Relevant Persons shall not act or rely upon this report. Any investment or investment activity in connection with this report relates shall only be available to Relevant Persons. Any person who is not a Relevant Person shall not act or rely upon this report or its contents.

6. The Notes shall not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the UK. For this purpose, retail investor shall mean a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended from time to time, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended from time to time, “**PRIIPs Regulation**”) shall be prepared for offering or selling securities or otherwise making them available to retail investors in the EEA or in the UK, therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.
7. It is noted that FCA/ICMA stabilization actions are possible with respect to the Notes. In the EEA and UK, only eligible counterparts and professional clients (as such terms are defined in relevant legislation) may participate in the Issue (through all distribution channels).
8. It is clarified that any rating report published or to be published in connection with the Notes (if any) shall not constitute a recommendation to purchase, sell or hold securities and may be subject to updates, suspension or repeal at any time by the rating company. It is also emphasized that similar rating reports, prepared for different issuers and for different securities, do not necessarily have the same meaning, and therefore each rating report must be examined independent of any other rating report.