

**Bank Leumi of Israel Ltd.**  
No. with Registrar: 520018078

Israel Securities Authority    The Tel Aviv Stock Exchange    T87 Public    Transmitted via Magna: August 4 2019  
([www.isa.gov.il](http://www.isa.gov.il))    ([www.tase.co.il](http://www.tase.co.il))    Reference: 2019-01-080500

**Status of Capital, Award of Rights to Purchase Shares and Registers of the Corporation's Securities and Changes therein**

Regulation 31(e) of the Securities Regulations (Periodic and Immediate Reports), 1970  
Regulation 31(a) of the Securities Regulations (Periodic and Immediate Reports), 1970  
Regulation 31(b1) of the Securities Regulations (Periodic and Immediate Reports), 1970  
Regulation 32 of the Securities Regulations (Periodic and Immediate Reports), 1970

Nature of the change: *Exchange Tender Offers for the Exchange of Series 201 Subordinated Capital Bonds and Series N Subordinated Bonds with Series 404 Subordinated Bonds*

Explanation: please provide a short description of the nature of the change

Reference numbers of previous reports on the subject: \_\_\_\_\_, \_\_\_\_\_.

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

Type and Name of Security	Tel Aviv Stock Exchange Registration No.	Amount in Registered Capital	Issued and Paid-up Capital		Amount registered in name of nominee company
			Amount in the previous report	Current amount	
Leumi	604611	3,215,000,000	1,524,527,267	1,524,527,267	<i>1,524,500,177</i>
Leumi Subordinated Capital Notes (Series 200)	6040141	0	1,349,998,000	1,349,998,000	1,349,998,000

Leumi Subordinated Capital Notes (Series 201)	6040158	0	950,000,000	810,145,182	810,145,182
Leumi Subordinated Bonds Series N	6040299	0	1,870,745,000	893,843,900	893,843,900
Leumi Subordinated Capital Notes (Series 300)	6040257	0	999,999,000	999,999,000	999,999,000
Leumi Subordinated Capital Notes (Series 301)	6040265	0	999,999,000	999,999,000	999,999,000
Leumi Bonds (Series 177)	6040315	0	5,338,151,000	5,338,151,000	5,338,151,000
Leumi Debentures (Series 178)	6040323	0	1,150,000,000	1,150,000,000	1,150,000,000
Leumi Subordinated Bonds (Series 400)	6040331	0	925,750,000	925,750,000	925,750,000
PSU 2017	6040364	0	192,997	192,997	0
Leumi Bonds (Series 179)	6040372	0	1,285,970,000	1,285,970,000	1,285,970,000
Leumi Subordinated Bonds (Series 401)	6040380	0	613,800,000	613,800,000	613,800,000
Leumi Subordinated Bonds (Series 402)	6040398	0	209,100,000	209,100,000	209,100,000
Leumi Bonds (Series 180)	6040422	0	1,689,677,000	1,689,677,000	1,689,677,000
Leumi Subordinated Bonds (Series 403)	6040430	0	1,441,150,000	1,441,150,000	1,441,150,000
Leumi Subordinated Bonds (Series 403)	6040471	0	0	1,240,950,000	1,240,950,000

Explanation: Please list all of the Company's securities, including unlisted securities.

- The corporation announces that on August 4 2019:

The number of the corporation's securities and its shareholders' register (including rights to purchase share) have changed as a result of:

Description of the nature of the change – *Allocation of Series 404 Subordinated Bonds in exchange for Series 201 Subordinated Capital Notes and Series N Subordinated Bonds*

**Explanation: Please describe all the details of the transaction or the action that triggered the change in the corporation's securities.**

- 1 Name of the registered holder regarding whom the change has taken place: *Bank Leumi Nominee Company Ltd.*

Identification Number Type: *Number with the Israel Registrar of Companies*  
ID No.: *510098064*

Date of Change: August 4 2019 Executed through the Stock Exchange's clearing house: *Yes*

Type and name of the security in which the change has taken place:

Leumi

Tel Aviv Stock Exchange Security No.: 604611

Quantity of change: 20

Balance of this security, held by this holder after the change: *1,524,500,177*

- 2 Name of the registered holder regarding whom the change has taken place: *Shapira Ehud.*  
Identification Number Type: ID No. ID. No.: *8370991*  
Date of Change: August 4 2019 Executed through the Stock Exchange's clearing house: *Yes*

Type and name of the security in which the change has taken place:

Leumi

Tel Aviv Stock Exchange Security No.: 604611

Total change: -20

Balance of this security, held by this holder after the change: *0*

3. Principal data of the shareholders' register as of report's date are as follows:

No.	Name of registered shareholder	ID type	ID number	Security's number with the Stock Exchange	Shares type and par value	Number of shares	Holder holds the shares as a trustee
1							

4. Attached is a file containing the register of shareholders in accordance with the provisions of Section 130 of the Companies Law, 1999 [Updated Registers of Shareholders 040819 pdf isa](#)
5. Attached is an updated file containing the corporation's records of its securities, including the register of option holders and the register of bond holders [Updated Registers of Securities Holders 040819 pdf isa](#).

1. NIS 925,750,000 par value Subordinated Bonds (Series 400) were issued by the Bank on January 21 2016 and are convertible, under certain circumstances, into up to 147,914,945 ordinary shares of the Bank, as of August 1 2019. For further details regarding the conversion of the Subordinated Bonds (Series 400) into Bank shares, see the Deed of Trust for the Subordinated Bonds (Series 400) which constitute an appendix to the Shelf Offering Report published on January 20 2016 (Reference No. 2016-01-014872).

2. Pursuant to the Immediate Report filed by the Bank on March 30 2017 regarding a Material Private Offering Report approved by the Bank's Board of Directors on March 29 2017 (Reference No. 2017-01-033966) (hereinafter - the "Private Offering Report"), on April 6 2017 the Bank allocated 578,969 PSU 2017 units (hereinafter - the "PSU 2017 Units") to the Trustee, ESOP Management & Trust Services Ltd., Private Company No. 51-369953-8, on behalf of the Offerees, as set out in the Private Offering Report (hereinafter – the "Offerees"). The number of shares that will be arise from the vesting of the PSU 2017 Units that have been allocated is based on the assumption that all the PSU 2017 Units that have been allocated pursuant to the Private Offering Report will be vested, and on the assumption that the maximum number of shares are allocated, such that each PSU 2017 Unit will vest into one ordinary Bank share, of NIS 1.0 par value each. The vesting of the PSU 2017 Units is subject to the conditions set out in Section 3 of the Private Offering Report. For further information regarding the PSU 2017 Units, see the Private Offering Report.

On March 5 2018, 192,981 units which constitute the first tranche of the PSU 2017 Units, vested into shares. For details see immediate reports dated March 6 2018. (Reference Numbers: 2018-01-021457 and 2018-01-021445). As part of the vesting of the first tranche, 8,084 dormant shares of the Bank were transferred to owners of PSU 2017 Units, which vested as aforesaid. For details see immediate reports dated March 6 2018. (Reference Numbers: 2018-01-021445 and 2018-01-021448).

On March 6 2019, 192,991 units, which constitute the second tranche of the PSU 2017 Units, vested into shares. These shares will be restricted until April 5 2019. For further information, see immediate reports dated March 7 2019. (Reference Numbers: 2019-01-019870).

To date, 385,972 PSU 2017 Units vested and 192,997 PSU 2017 Units have not yet vested.

3. On July 8 2018, NIS 613,800,000 par value of Subordinated Bonds (Series 401) and NIS 209,100,000 par value of Subordinated Bonds (Series 402) were issued by the Bank on July 8 2018 and are convertible, under certain circumstances, into 58,038,117 and 19,771,539 ordinary Bank shares,

respectively, as of August 1 2019. For further details regarding the conversion of the Series 401 and Series 402 Subordinated Bonds into Bank's shares, see the Shelf Offering Report published on July 5, 2018 (Reference No. 2018-01-060390).

For further details regarding the results of the issuance of the Series 401 and Series 402 Subordinated Bonds, see immediate report of July 8 2018 (Reference No.: 2018-01-061236).

4. On January 31 2019, the Bank issued NIS 664,150,000 par value Subordinated Bonds (Series 403) and on March 14 2019, the Bank issued further NIS 777,000,000 par value Series 403 Subordinated Bonds by way of series expansion. As of August 1 2019, the abovementioned Subordinated Bonds are convertible, under certain circumstances into 126,282,581 ordinary Bank shares. For further details in connection with the conversion of the Series 403 Subordinated Bonds into Bank's shares, see the Deed of Trust attached as Appendix A to the Shelf Offering Report published on January 30 2019 (Reference No. 2019-01-010896).

For further details regarding the results of the issuance of the Series 403 Subordinated Bonds on January 31 2019, see immediate report of January 31 2019 (Reference No.: 2019-01-011433).

For further details regarding the results of the issuance of the Series 403 Subordinated Bonds on March 14 2019 by way of series expansion, see immediate report of March 14 2019 (Reference No.: 2019-01-022135).

5. Over the course of 2018, the Bank implemented a buyback plan at the scope of NIS 700 million pursuant to the Safe Harbor Protection mechanism published by the Securities Authority (Legal Position No. 199-8). The buyback was carried out in two stages. The first stage, pursuant to the said plan, started on May 27 2018 and ended on August 2 2018; as part of this stage, an external Stock Exchange Member purchased 13,667,294 shares for NIS 303 million. The second stage started on August 15 2018; as part of this stage a total of NIS 397 million were transferred to the external Stock Exchange Member for the purpose of continuing the buyback in accordance with the plan. On November 22 2018, the buyback plan was concluded; as part of this plan, the external Stock Exchange Member purchased 30,412,578 shares for NIS 700 million. For further details, see Note 9A in the Q3 2018 financial statements and immediate report dated November 22 2018, Reference Number: 2018-01-112947).

Furthermore, on May 26 2019, the Bank's Board of Directors approved a new buyback plan for the purchase of Bank's share for no more than NIS 700 million as from May 28 2019 through May 27 2020. For further details, see immediate report of May 27 2019 (Reference Number: 2019-01-051052), Note 9A to the financial statements as of March 31 2019, published on May 27 2019 (Reference Number: 2019-01-051037) and immediate report of August 1 2019 (Reference Number: 2019-01-080278).

6. On July 15 2019, the Bank issued NIS 1,240,950,000 par value of Series 404 Subordinated Bonds. As of August 1 2019, the said Subordinated Bonds are convertible, under certain circumstances, into up to 99,546,626 ordinary shares of the Bank. For further details in connection with the conversion of the

Series 404 Subordinated Bonds into Bank's shares, see the Deed of Trust attached as Appendix A to the Shelf Offering Report published on July 9 2019 (Reference No. 2019-01-070048).

For further details regarding the results of the issuance of the Series 404 Subordinated Bonds, see immediate report of July 14 2019 (Reference No.: 2019-01-071584).

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

Reference numbers of previous documents on this subject (this inclusion does not constitute inclusion by way of reference):

The corporation's securities are listed for trade on the Tel Aviv Stock Exchange

Abbreviated name: Leumi

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Previous names of reporting entity:

Name of Electronic Reporter: David Raoul Sackstein, Position: Advocate, General Secretary, name of employing company:

Address: 34 Yehuda Halevi Street, Tel Aviv 6513616, Phone: 076-8857984, Facsimile: 076-8859732 Electronic Mail: [David.sackstein@bankleumi.co.il](mailto:David.sackstein@bankleumi.co.il)