



.Convenience Translation Only

The Hebrew Immediate Report is the binding report

**Bank Leumi le-Israel B.M.
(The “Bank”)**

June 30, 2026

To:

The Securities Authority

www.magna.isa.gov.il

To

The Tel Aviv Stock Exchange Ltd.

www.maya.tase.co.il

Dear Sirs/Madams,

Re: Report in Accordance with the Securities Regulations (Private Offering of Securities in a Listed Company), 5760-2000

In accordance with the resolution of the Board of Directors of Bank Leumi le-Israel B.M. dated June 29, 2026 (the “Bank” and the “**Approval Date of the Board of Directors**”, respectively), regarding the approval of a material private offering of securities to nine (9) members of the Bank's Board of Directors (who constitute all of the members of the Bank's Board of Directors, with the exclusion of the Chairman of the Board of Directors): Mr. Sasson Eliya, Mr. Zvika Naggan, Ms. Leah Ruth (Shwartz), Ms. Esther Deutsch, Ms. Irit Shlomi, Dr. Naomi Shpirer Belfer, Mr. Ram Belinkov, Mr. Dan Alexander Koller and Prof. Yedidia Zvi Stern, ¹as well as one (1) former director, as set forth in footnote 3 (collectively: the “**Offerees**”), which was adopted following the resolution of the General Meeting of Shareholders of the Bank dated August 10, 2023 regarding the approval of a plan for granting fixed capital compensation to directors of the Bank (other than the Chairman of the Board of Directors), the Bank respectfully

¹There are no employee-employer relationships between the Bank and all of the Offerees.

submits a report in accordance with the Securities (Private Offering of Securities in a Listed Company) Regulations, 5760-2000 as described hereafter.

1. General

- 1.1. On August 10, 2023, the Bank's General Meeting approved a plan for granting capital compensation to the Bank's directors (excluding of the chairman of the Board of Directors) who periodically serve on the Bank's Board of Directors (hereinafter: the "**General Meeting**" and the "**Plan**" respectively). In the framework of the Plan, it was determined that the members of the Board of Directors (excluding the Chairman of the Board of Directors as stated) will be entitled to fixed capital compensation in the form of ordinary shares of the Bank of a par value of NIS 1 each, with a value of NIS 25 thousand per quarter (linked to the consumer price index) (the "**Fixed Quarterly Compensation Amount**")², which will be granted on fixed dates and in an amount reflecting the value of the fixed amount as stated above (i.e., not a fixed number of shares). For further details, see the immediate report regarding the convening of a special general meeting dated July 5, 2023 (Reference No.: 2023-01-075654) ("**Meeting Summons Report**"), which is included by way of reference.
- 1.2. It is noted that the Plan and the material private offering pertaining to this report are in accordance with the provisions of the Companies Regulations (Rules Regarding Compensation and Expenses for External Directors), 5760-2000, which stipulate with respect to the allotment of securities to external directors as compensation, inter alia, that such compensation may be granted to directors in addition to (and not in lieu of) the fixed annual compensation and participation compensation to which they are entitled.

In addition, the Plan and the material private offering are in accordance with the Bank's compensation policy and meet the requirements set by the Banking Supervision Department regarding the granting of fixed capital compensation in a Banking corporation, and in particular the granting of such compensation to directors, as set forth in Directive 301A of the Proper Conduct of Banking Business Directives ("**Compensation Policy in a Banking Corporation**") and in the set of questions and answers for the implementation of the aforementioned directive, as follows: (1) The granting of the compensation is not contingent on performance in any way. In other words, the grant is not subject to any condition, similar to a monthly salary; (2) The capital compensation is paid in a fixed amount, and not in a fixed number of shares; and (3) Share compensation that is considered fixed

²As it was at the time of summoning the said General Meeting. As of the date of the approval of the allotment by the Board of Directors the value of the Fixed Quarterly Compensation Amount (after linkage to the index as mentioned) was NIS 27.005.

compensation does not exceed 25% of the total fixed compensation granted in that calendar year.

- 1.3. On June 29, 2026, the Bank's Board of Directors approved a material private offering of 7,153 shares to the Offerees, which constitutes an implementation of the Plan approved by the aforementioned General Meeting, and this was in relation to the term of office of the Offerees as directors of the Bank from January 1, 2026 to June 30, 2026 (the "**Eligibility Period**").³
2. The securities offered, their terms, and the percentage they will represent of the Bank's voting rights and issued and paid-up share capital following the allotment.
 - 2.1. In the framework of the Material Private Offering, the Bank will allot to the Offerees, 7,153 ordinary shares of the Bank with a par value of NIS 1 each (the "**Shares**"), as set forth in **Appendix A**. The actual granting of the shares is conditional on receiving the approval from the Tel Aviv Stock Exchange (the "**Stock Exchange**") and subject to the other provisions of the Stock Exchange's Bylaws. The Offerees are not "interested persons" of the Bank by virtue of their holdings in the Bank's share capital in the sense of the term "Interested Person" in the Securities Law, 5728-1968 ("**Securities Law**") and will not become interested persons by virtue of their holdings as mentioned following and by virtue of the allotment pursuant to this report.
 - 2.2. All Offerees served as members of the Bank's Board of Directors during the Eligibility Period. The total number of shares to be allotted to each Offeree was determined in accordance with the following formula:
$$\frac{(A/B) * C}{D}$$

A = Number of days the director served during the Eligibility Period.

B = Number of days in the first and second quarters of 2026.

C = Amount of compensation for the Eligibility Period.

D = Average adjusted closing price of the Bank's share in the thirty trading days preceding the date of approval of the allotment by the Board of Directors.⁴
 - 2.3. As a rule, the allotment of the shares to the Offerees will be made under the capital gains track (with a trustee) pursuant to Section 102 of the Income Tax Ordinance

³All the Offerees served as directors in the Bank starting from the beginning of the Eligibility Period until its end, with the exception of Esther Dominisini who completed her term as a director in the Bank on January 16, 2026.

⁴The average adjusted closing price of the Bank's shares over the 30 last trading days which preceded the date of the board of directors' approval for the allocation is NIS 68.63.

(New Version), 5721-1961 (the “**Ordinance**”), except for the Offerees who provide services to the Bank by a company on their behalf, in accordance with the capital compensation plan adopted by the Bank on June 1, 2022 and therefore the allotted shares will be subject to a two-year tax lock-up period during which the locked-up shares will be deposited with a trustee to be appointed by the Bank; all in accordance with the provisions of the Ordinance and the tax law rules that will apply at the time of the grant and the exercise.

- 2.4. The shares that will be allotted to the Offerees constitute a negligible proportion of the voting rights and issued and paid-up share capital of the Bank,⁵ and a negligible proportion of the voting rights and issued and paid-up share capital of the Bank⁶ on a fully diluted basis, net of dormant shares.
- 2.5. The shares shall be listed for trading on the Stock Exchange. In this context, the Bank shall apply to the Stock Exchange immediately after the publication of this report with a request to list the shares for trading. In accordance with the Stock Exchange's regulations, the shares shall be listed in the register of shareholders of the Bank in the name of the nominee company.
- 2.6. The shares that will be allotted to the Offerees according to this report will be equal in their rights to the existing shares in the capital of the Bank for all intents and purposes.

3. Data related to the Bank's Shares

The closing price of the Bank's shares at the end of the trading day preceding the date the Board of Directors approved the allotment is NIS 65.95.

4. The Consideration

The shares that will be granted to the Offerees will be allotted to them without consideration, except for payment of the minimum price per share in accordance with the Stock Exchange's bylaws, which is 30 Agurot per share.

Except as stated above, the Offerees will not pay the par value of the shares. The Bank will capitalize the remaining balance of the par value of the shares into its share capital, out of profits in the sense of this term in section 302(b) of the Companies Law, 5759-1999 (the “**Companies Law**”) from a premium on the shares or from any other source included in its equity, subject to the provisions of section 304 of the Companies Law.

⁵net of dormant shares.

⁶net of dormant shares.

5. Details of agreements whether written or oral between any of the Offerees and another shareholder of the Bank's shares, or between the Offerees, all or some, and themselves, or between them and others regarding the purchase or sale of securities of the Bank or regarding voting rights therein, to the best knowledge of the Bank, after he checked and detailed the examinations he made:

To the best of the Bank's knowledge here are no written or oral agreements between any of the Offerees and another shareholder in the Bank's shares, or between the Offerees, all or some, and themselves, or between them and others regarding the purchase or sale of securities of the Bank or regarding voting rights in the Bank.

6. Details of any prohibition or restriction on the execution of transactions in the offered securities that will apply to the Offerees, to the best of the Bank's knowledge

6.1. As mentioned above, with respect to members of the Board of Directors who provide services to the Bank directly and not through a company owned by them, the allotment of the the shares pursuant to this report shall be subject to the provisions of Section 102 of the Ordinance, in the capital allotment track through a trustee (the said Section 102 and the regulations enacted and the rules established pursuant thereto, shall be collectively referred to as: the “**Provisions of Section 102**”), and inter alia:

6.1.1. In accordance with the provisions of Section 102, the shares shall be subject to a two-year tax lock-up period during which the locked-up shares shall be deposited with a trustee to be appointed by the Bank. In accordance with the aforesaid, the shares shall be allotted to the trustee for each of the Offerees, and the trustee shall act with respect to the shares in accordance with the provisions of Section 102, as well as in accordance with the provisions of the trust, as shall be determined between the Bank and the trustee.

6.1.2. Any tax liability in connection with the shares will be imposed exclusively on the Offerees.

6.1.3. The Trustee shall hold the locked-up shares until they are sold or until the tax applicable to the Offeree is paid, whichever is earlier and subject to regulatory limitations. If the Offeree wishes to sell the shares before the applicable tax has been paid, it will be entitled to do so through the Trustee subject to the terms of an arrangement to be made, if any, with the tax authorities, and subject to the payment of the tax. The Trustee shall be entitled to deduct any amount from the sale proceeds to secure the payment of the tax.

6.1.4. It is clarified that in any case where the Bank distributes a dividend and on the record date for the distribution of the dividend, the trustee held shares for any of the Offerees, the Bank will transfer to the trustee dividend amounts in respect of the shares held by the trustee as mentioned for each Offeree, the

trustee will deduct tax at source according to law, if and to the extent required, and will then transfer the dividend amounts (after tax deduction) to the Offeree.

6.2. In addition, according to the Securities Law and Securities Regulations (details regarding sections 15A to 15C of the Law), 5760-2000, the restrictions set forth hereafter will apply to the sale of shares during trading on the stock exchange:

6.2.1. Prohibition on offering the offered shares during trading on the stock exchange for a period of six months from the date of allotment of the shares.

6.2.2. For six consecutive quarters from the end of the aforementioned six months, each of the Offerees will be entitled to offer on each trading day a quantity of shares that will not exceed the average daily trading turnover on the stock exchange of the Bank's shares during the eight-week period preceding the date of the offer, provided that he does not offer in any one quarter a quantity of shares that exceeds one percent of the issued and paid-up capital of the Bank.

6.3. It is noted that the Bank's Board of Directors may from time to time determine general restrictions on the Bank's employees and/or officers of the Bank, which may also apply to the Offerees, regarding periods in which restrictions apply in accordance with the Bank's policy on the prohibition of the use of inside information or Lock Up, or near dividend distribution dates during which the Offerees will not be able to sell the shares.

7. Details in accordance with the Sixth Supplement of the Securities Regulations (Periodic and Immediate Reports), 5730-1970;

7.1. For a breakdown of the total amount of the remuneration of the members of the Board of Directors (except for the Chairman of the Board of Directors) and the expenses paid to them, see Regulation 21(c) on pages 400-401 of the Bank's annual periodic report for 2025 (Reference No. 2026-01-019435).

7.2. For details regarding the fair value of the Bank's share, see Section 3 above.

7.3. For the reasons of the Compensation Committee and the Board of Directors regarding the granting of the fixed capital compensation to the Offerees, see Section 2.4.4 of the Meeting Summons Report.

8. Personal Stake

To the best of the Bank's knowledge, no material shareholder or officer of the Bank has a personal stake in the allotment of the securities, except for the members of the Bank's Board of Directors who are the Offerees pursuant to this report.

9. The Bank's capital, the quantity and proportion of the holdings of the Offerees and of the interested persons in the Bank

As of the date the Board of Directors' approval of the allotment, the registered capital of the Bank is 3,215,000,000 ordinary shares. The issued and paid-up capital of the Bank, prior to the allotment pertaining to this report, is 1,616,421,961 ordinary shares, and the issued capital of the Bank, prior to the allotment as mentioned, on a fully diluted basis, is 1,624,019,097 ordinary shares.

For a breakdown of the Offeree's holdings in the Bank's share capital after the offer (voting rights and capital), as well as the holdings of the interested persons and other shareholders in the Bank as of the date of the Board of Directors' approval of the allotment and after executing the allotment pursuant to this report, see **Appendix B**.

10. The Required Approvals

The allotment of the offered securities is subject to receipt of the Stock Exchange's approval for the listing of the shares for trading. Immediately after the publication of this immediate report, the Bank will apply for the approval of the Stock Exchange as mentioned.

11. Date of the Allotment of the Securities

The offered securities will be allotment in fact to the Offerees immediately after receiving the approval of the Stock Exchange.

Bank Leumi le-Israel B.M.

Hagit Argov
CFO and Head of the Finance
Division

Adi Huberman Mazuz, Adv.
the Bank Secretary, Head of
the Secretariat of the Bank
and the Group

Lod June 30, 2026

Note: English translations of Immediate Reports of Bank Leumi are for convenience purposes only. In the case of any discrepancy between the English translation and the Hebrew original, the Hebrew will prevail.

The original Hebrew version is available on the distribution website of the Israel Securities Authority: <http://www.magna.isa.gov.il/>

Appendix A

Offerees		
Name	Shares	Percentage in the capital and in voting**
Sasson Eliya	787	0.00%
Zvika Naggan	787	0.00%
Leah Ruth (Shwartz)	787	0.00%
Esther Deutsch	787	0.00%
Esther Dominisini	70	0.00%
Irit Shlomi	787	0.00%
Naomi Shpirer Belfer	787	0.00%
Ram Belinkov	787	0.00%
Dan Alexander Koller	787	0.00%
Yedidia Zvi Stern	787	0.00%

Appendix B

Amount and percentage of capital and voting rights held prior to the allotment pertaining to this report (the data are known as of March 31, 2026 unless stated otherwise)			
Name	Number of shares	Warrants	Percentage in the capital and in voting**
The Phoenix Investment House Ltd. – Mutual Funds	22,039,866	-	1.50%
The Phoenix Investment House Ltd. – Market Making	24	-	0.00%
Phoenix Financial Ltd. - Provident Funds	80,892,225	-	5.50%
Phoenix Financial Ltd. – Nostro	2,616,495	-	0.18%
Phoenix Financial Ltd. – Participating in Profits	884,186	-	0.06%
Harel Insurance Investments and Financial Services Ltd. – Mutual Funds and ETFs	25,149,145	-	1.71%
Harel Insurance Investments and Financial Services Ltd. – Provident Funds	66,877,960	-	4.54%
Harel Insurance Investments and Financial Services Ltd. – Nostro	5,483,133	-	0.37%
Menorah Mivtahim Holdings Ltd. – Nostro	718,642	-	0.05%
Menorah Mivtahim Holdings Ltd. – Provident Funds	80,338,999	-	5.46%
Companies from the Meitav Investment House Group Ltd. - Companies for Managing Mutual Funds ⁷	28,984,625	-	1.97%
Companies from the Meitav Investment House Group Ltd. – Provident Funds and Funds for the Management of Provident Funds ⁷	44,914,080	-	3.05%
Companies of the Meitav Investment House Group Ltd. - Market Maker ⁷	30,901	-	0.00%
Sasson Eliya	2,108	-	0.00%
Zvika Naggan	2,108	-	0.00%
Leah Ruth (Shwartz)	2,108	-	0.00%
Esther Deutsch	2,108	-	0.00%
Esther Dominisini	2,108	-	0.00%
Irit Shlomi	2,108	-	0.00%
Naomi Shpirer Belfer	44	-	0.00%
Ram Belinkov	2,101	-	0.00%
Dan Alexander Koller	2,108	-	0.00%
Yedidia Zvi Stern	2,108	-	0.00%
CEO	78,384	175,025	0.01%
Publicly traded	1,112,708,281	25,888,894	75.60%
Total	1,471,735,955	26,063,919	100%

⁷as of April 6, 2026

After the allotment (without dilution) (the data are known as of March 31, 2026 unless stated otherwise)			
Name	Number of shares	Options	Percentage in the Capital and in Voting no dilution*
The Phoenix Investment House Ltd. - Mutual Funds	22,039,866	-	1.50%
The Phoenix Investment House Ltd. – Market Making	24	-	0.00%
Phoenix Financial Ltd. – Provident Funds	80,892,225	-	5.50%
Phoenix Financial Ltd. – Nostro	2,616,495	-	0.18%
Phoenix Financial Ltd. – Participating	884,186	-	0.06%
Harel Insurance Investments and Financial Services Ltd. – Mutual Funds and ETFs	25,149,145	-	1.71%
Harel Insurance Investments and Financial Services Ltd. – Provident Funds	66,877,960	-	4.54%
Harel Insurance Investments and Financial Services Ltd. – Nostro	5,483,133	-	0.37%
Menorah Mivtahim Holdings Ltd. – Nostro	718,642	-	0.05%
Menorah Mivtahim Holdings Ltd. – Provident Funds	80,338,999	-	5.46%
Companies from the Meitav Investment House Group Ltd. - Companies for Managing Mutual Funds ⁷	28,984,625	-	1.97%
Companies from the Meitav Investment House Group Ltd. – Provident Funds and Funds for the Management of Provident Funds ⁷	44,914,080	-	3.05%
Companies of the Meitav Investment House Group Ltd. - Market Maker ⁷	30,901	-	0.00%
Sasson Eliya**	2,895	-	0.00%
Zvika Naggan**	2,895	-	0.00%
Leah Ruth (Shwartz)**	2,895	-	0.00%
Esther Deutsch**	2,895	-	0.00%
Esther Dominisini**	2,178	-	0.00%
Irit Shlomi**	2,895	-	0.00%
Naomi Shpirer Belfer**	831	-	0.00%
Ram Belnikov**	2,888	-	0.00%
Dan Alexander Koller**	2,895	-	0.00%
Yedidia Zvi Stern**	2,895	-	0.00%
CEO	78,384	175,025	0.01%
Publicly traded	1,112,708,281	25,888,894	75.60%
Total	1,471,743,108	26,063,919	100%

**Current data as of the Board of Directors' approval of the allotment (June 29, 2026)

After the allotment (on a fully diluted basis) (the data are known as of March 31, 2026 unless stated otherwise)		
Name	Number of shares	Percentage in the capital and in voting on a fully diluted basis *
The Phoenix Investment House Ltd. – Mutual Funds	22,039,866	1.49%
The Phoenix Investment House Ltd. – Market Making	24	0.00%
Phoenix Financial Ltd. - Provident Funds	80,892,225	5.47%
Phoenix Financial Ltd. – Nostro	2,616,495	0.18%
Phoenix Financial Ltd. – Participating	884,186	0.06%
Harel Insurance Investments and Financial Services Ltd. – Mutual Funds and ETFs	25,149,145	1.70%
Harel Insurance Investments and Financial Services Ltd. – Provident Funds	66,877,960	4.52%
Harel Insurance Investments and Financial Services Ltd. – Nostro	5,483,133	0.37%
Menorah Mivtahim Holdings Ltd. – Nostro	718,642	0.05%
Menorah Mivtahim Holdings Ltd. – Provident Funds	80,338,999	5.43%
Companies from the Meitav Investment House Group Ltd. - Companies for Managing Mutual Funds ⁷	28,984,625	1.96%
Companies from the Meitav Investment House Group Ltd. – Provident Funds and Funds for the Management of Provident Funds ⁷	44,914,080	3.03%
Companies of the Meitav Investment House Group Ltd. - Market Maker ⁷	30,901	0.00%
Sasson Eliya**	2,895	0.00%
Zvika Naggan**	2,895	0.00%
Leah Ruth (Shwartz)**	2,895	0.00%
Esther Deutsch**	2,895	0.00%
Esther Dominisini**	2,178	0.00%

After the allotment (on a fully diluted basis) (the data are known as of March 31, 2026 unless stated otherwise)		
Irit Shlomi**	2,895	0.00%
Naomi Shpirer Belfer**	831	0.00%
Ram Belnikov**	2,888	0.00%
Dan Alexander Koller**	2,895	0.00%
Yedidia Zvi Stern**	2,895	0.00%
CEO	253,409	0.02%
Publicly traded	1,120,130,392	75.72%
Total	1,479,340,244	100%

*net of dormant shares.

**Current data as of the Board of Directors' approval of the allotment (June 29, 2026)