

First International Bank of Israel Ltd.

(‘The bank’)

Voting Form pursuant to the Companies (Written Voting and Position Papers) Regulations, 5766-2005 (‘the Regulations’)

Part 1

1. **Name of the company:** First International Bank of Israel Ltd.

2. **Type of general meeting, the date and place of holding it:**

A special general meeting of the bank’s shareholders, which will take place on Sunday, June 10, 2018, at 2:00 p.m., at the bank’s offices at 42 Rothschild Boulevard, Tel-Aviv (floor 14, board room) (**‘the meeting’**).

3. **Details of the matters on the agenda with respect to which it is possible to vote by means of a voting form:**

3.1 The reappointment of Mr. Ilan (Eilon) Aish for a second term of office of three years as outside director of the bank, pursuant to Proper Bank Management Instruction 301, which comes into effect on June 10, 2018.

The candidacy of Mr. Aish for an additional term of office as outside director pursuant to Proper Bank Management Instruction 301 was approved by the Bank of Israel.

Mr. Aish’s declaration, which was made pursuant to section 224B of the Companies Law (hereinafter: **‘the Companies Law’**) is attached to this voting form and can also be inspected at the bank’s offices up to the time of holding the meeting during normal working hours.

For further details regarding the candidate, see regulation 26 in the bank's 2017 Annual Report which was published on March 6, 2018 (ref. no. 2018-01-017832) (hereinafter: **'the bank's 2017 Annual Report'**).

Pursuant to regulation 7(a)(5)(b) of the Regulations, the following are the required details about the candidate for the office of director and each of the details required pursuant to regulation 26 of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970 (hereinafter: **'the Reports Regulations'**) insofar as there has been any change in them since the Annual Report, to the best of the bank's knowledge:

Name:	Ilan (Eilon) Aish
Membership of committees of the Board of Directors:	Audit Committee; Risk Management Committee; Remuneration Committee.
The year in which he began to hold office as director:	2015
Each of the details required pursuant to regulation 26 of the Reports Regulations, if a change has occurred to it since the filing of the bank's 2017 Annual Report:	No change.

- 3.2 The appointment of Mr. Menachem Inbar for a second term of office as outside director of the bank, pursuant to Proper Bank Management Instruction 301, which will begin on June 10, 2018, and end on June 30, 2020.

The candidacy of Mr. Inbar for an additional term of office as outside director pursuant to Proper Bank Management Instruction 301 was approved by the Bank of Israel.

Mr. Inbar's declaration, which was made pursuant to section 224B of the Companies Law, is attached to this voting form and can also be inspected at the bank's offices up to the time of holding the meeting during normal working hours.

Pursuant to the provisions of the Bank Supervision Circular of the Bank of Israel no. C-2535-06, which concerns an update of Proper Bank Management Instruction 301, it was determined that the Board of Directors of a bank corporation shall comprise no more than 10 members (instead of up to 15 today) and that this provision will come into effect on July 1, 2020. Accordingly, the proposed appointment of Mr. Inbar is until June 30, 2020, prior to the date on which the aforesaid provision will come into effect, by arrangement with and with the approval of the Bank of Israel.

For further details regarding the candidate, see regulation 26 in the bank's 2017 Annual Report.

Pursuant to regulation 7(a)(5)(b) of the Regulations, the following are the required details about the candidate for the office of director and each of the details required pursuant to regulation 26 of the Reports Regulations, insofar as there has been any change in them since the Annual Report, to the best of the bank's knowledge:

Name:	Menachem Inbar
Membership of committees of the Board of Directors:	Loans Committee; Administration and Information Systems Committee.
The year in which he began to hold office as director:	2015
Each of the details required pursuant to regulation 26 of the Reports Regulations, if a change has occurred to it since the filing of the bank's 2017 Annual Report:	No change.

- 3.3 The appointment of Mr. Hanoch Dov Goldfriend for a second term of office of three years as outside director of the bank, pursuant to Proper Bank Management Instruction 301, which will commence on July 16, 2018.

The candidacy of Mr. Goldfriend for an additional term of office as outside director pursuant to Proper Bank Management Instruction 301 was approved by the Bank of Israel.

Mr. Goldfriend's declaration, which was made pursuant to section 224B of the Companies Law, is attached to this voting form and can also be inspected at the bank's offices up to the time of holding the meeting during normal working hours.

For further details regarding the candidate for an additional term as an outside director of the bank, see regulation 26 in the bank's 2017 Annual Report.

Pursuant to regulation 7(a)(5)(b) of the Regulations, the following are the required details about the candidate and each of the details required pursuant to regulation 26 of the Reports Regulations, insofar as there has been any change in them since the Annual Report, to the best of the bank's knowledge:

Name:	Dov Goldfriend
Membership of committees of the Board of Directors:	Audit Committee.
The year in which he began to hold office as director:	2015
Independent director pursuant to the Companies Law:	Yes ¹
Each of the details required pursuant to regulation 26 of the Reports Regulations, if a change has occurred to it since the filing of the bank's 2017 Annual Report:	No change.

- 3.4 The appointment of Dr. Ronen Harel for a term of office of three years as outside director of the bank, pursuant to the Companies Law, which will begin on the date of approval of his appointment by the meeting.

The candidacy of Dr. Harel for a term of office as outside director pursuant to the Companies Law is proposed by the Board of Directors of the bank and has been approved by the Bank of Israel.

¹ Classified as an independent director by the Audit Committee on April 16, 2018.

The Board of Directors of the bank has approved that Dr. Harel has accounting and financial expertise according to the definition thereof in the Companies (Conditions and Criteria for a Director with Accounting and Financial Expertise and a Director with a Professional Qualification) Regulations, 5766-2005.

Dr. Harel's declaration, which was made pursuant to section 241 of the Companies Law, is attached to this voting form and can also be inspected at the bank's offices up to the time of holding the meeting during normal working hours.

The following are the details pursuant to regulation 26 of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970 (hereinafter: 'the Reports Regulations'), to the best of the bank's knowledge, with respect to the candidate for office as outside director, pursuant to the provisions of the Companies Law, Dr. Ronen Harel:

Name:	Ronen Harel
Date on which his term of office as director of the company began:	Date of the meeting's approval.
Identity no:	057765646
Date of birth:	June 27, 1962.
Nationality:	Israeli.
Address for service of court papers:	8 Yitzhak Hilo Street, Tel-Aviv, 69547.
Membership of committees of the Board of Directors:	Subject to the resolution regarding approval of his appointment by the general meeting, Dr. Ronen Harel will be appointed as a member of the Audit Committee and the Remuneration Committee.
Is he an outside director or an	Outside director, pursuant to the

independent director?	provisions of the Companies Law.
Employee of the bank, its subsidiary, an affiliate of the company or of an interested party therein and the position that he holds:	No.
Education:	BA in economics, MA in business administration, specializing in finance, and MA in philosophy, Tel-Aviv University; PhD in administrative sciences, Ben-Gurion University of the Negev.
Employment in the last five years:	Lecturer in business administration on the subjects of innovation, entrepreneurship and management of small businesses, Ben-Gurion University of the Negev, Administration Faculty, and the Academic College, Tel-Aviv-Jaffa, the School of Administration and Economics; CEO in the company C.T. Ware Ltd. (2012-2013); outside director of the companies C.Mer Industries Ltd., Kerur Holdings Ltd., One Software Technologies Ltd., I.L. Holding Capital (2016) Ltd., Atreyu Capital Markets Ltd. (2015-2017), P.C.B. Technologies Ltd. (2016-2017), Ubank Ltd. (2012-2015), A.G.R.A. Ltd. (2011-2014).
Details of additional corporations in which he serves as a director:	Outside director in the companies C.Mer Industries Ltd., Kerur Holdings Ltd., One Software Technologies Ltd.,

	I.L. Holding Capital (2016) Ltd. Director in the company Ronen Harel Ltd. and Shibolet Holdings Ltd.
Family member of another interested party in the bank:	No.
Has accounting and financial expertise:	Yes.
The bank regards him as having accounting and financial expertise for the purpose of complying with the minimum number determined by the Board of Directors pursuant to section 92(a)(12) of the Companies Law:	Yes.

Please note that section 34(a1) of the Banking (Licensing) Law, 5741-1981, provides as follows: 'A person shall not make an agreement with another with regard to their vote to appoint a director in a bank corporation or in a bank holding corporation, except pursuant to a permit that the Governor gave after consulting the Licenses Committee; this provision shall not apply to a holder of means of control who agreed with another person that the other person will vote in his stead and on his behalf, for whoever the holder of the means of control instructed him, provided that the other person shall not vote instead of and on behalf of more than one other holder.' Therefore, with respect to the resolutions on the agenda, someone holding a power of attorney who is also a shareholder of the bank can vote on his own behalf and on behalf of one additional shareholder only.

For further details regarding the matters on the agenda of the meeting, see the bank's immediate report to which this voting form is attached.

4. **Place and times that it is possible to inspect the complete wording of the proposed resolutions:**

It is possible to inspect the proposed resolutions, the declarations of the candidates for the office of director and the immediate report of the convening of the meeting at the bank's offices at 42 Rothschild Boulevard, Tel-Aviv, on Sundays-Thursdays, until the time of the meeting or the deferred meeting during normal working hours, by prior arrangement with the bank's secretary, Adv. Aviad Biller (tel. 03-5196223). A copy of this report is also published on the distribution site of the Securities Authority at the address www.magna.isa.gov.il (hereinbefore and hereinafter: 'the distribution site'), on the Internet site of the Tel-Aviv Stock Exchange Ltd. at the address www.tase.co.il (hereinbefore and hereinafter: 'the site of the Tel-Aviv Stock Exchange Ltd.')

and on the bank's site at the address www.fibi.co.il.

5. **The majority required for adopting the resolutions on the agenda, with regard to which it is possible to vote by way of the voting form:**

5.1 The majority required for approval of the resolutions in sections 3.1, 3.2 and 3.3 above is an ordinary majority of all the votes of the shareholders that are present at the meeting in person or by proxy or that sent the bank a voting form indicating the way in which they are voting, who are entitled to vote and who voted at the meeting, without taking abstentions into account.

5.2 The majority required for approval of the matter in section 3.4 above is an ordinary majority of all the votes of the shareholders that are present at the meeting in person or by proxy or that sent the bank a voting form indicating the way in which they are voting, who are entitled to vote and who voted at it, without taking abstentions into account, provided that one of the following is fulfilled:

5.2.1 The majority vote shall include at least a majority of all the shareholders who are not controlling owners of the company or persons that have a personal interest in the approval of the appointment, except for a personal interest that is not a result of his relationship with the controlling owner, who take part in the vote. When counting the votes

of the aforesaid shareholders, abstentions should not be taken into account.

5.2.2 The number of votes against from among the shareholders stated in section 5.2.1 above did not exceed an amount of two percent of all the voting rights in the bank.

6. Note regarding the shareholder being a controlling shareholder of the company or someone that has a personal interest:

6.1 A shareholder who takes part in voting on a resolution in section 3.4 above shall give notice to the company, before he votes, and if the vote is by means of a voting form, he shall indicate in Part 2 of the voting form, in the place designated for this purpose, whether he is regarded as a controlling owner, someone with a personal interest in the approval of the appointment or the resolution, a senior officer or an institutional investor, or not, with a description of the relevant relationship.

A shareholder who does not make an indication in Part 2 of the voting form in the place designated for making such an indication, or who stated 'yes' and did not give a description as aforesaid, shall not vote with respect to that resolution and his vote shall not be counted for that resolution.

6.2 Pursuant to regulation 36D(d) of the Reporting Regulations, the Voting Regulations and the Securities Authority's Instruction of November 30, 2011, regarding the Subject of Disclosure of the Manner of Voting of Interested Parties, Senior Officers and Financial Institutions at Meetings and the Voting Regulations (hereinafter: **'the Instruction'**), an interested party, a senior office and an institutional investor (hereinafter: **'the voters'**), as defined in the Instruction, who vote at a meeting on the resolution in section 3.4 above shall submit to the bank, within the framework of their vote, the details required pursuant to regulation 36D(d) of the Reporting Regulations and section 2(b) of the Instruction, and if they voted by means of the person holding a power of attorney, the voter or the person holding a power of attorney shall also submit the details of the person holding the power of attorney. Moreover, details shall be given with respect to any relationship between the voter or the person

holding the power of attorney (who does not have a personal interest) and the bank or any of the controlling owners, including employment relationships, business relationships, etc., and/or a senior officer in the bank, and details of the nature thereof.

7. **Quorum and deferred meeting**

7.1 The quorum for the shareholders' meeting is one or more shareholders who are present in person or by proxy (including by means of a voting form), who hold or represent more than 25% of the voting power in the bank.

7.2 If a quorum is not present at the meeting half an hour after the time scheduled for the meeting, the meeting shall be automatically deferred by a week, to the same time and the same place, without there being an obligation to give notice of this to the shareholders. At the deferred meetings, the matters for which the meeting was convened shall be considered and the shareholders who are present in person or by proxy shall constitute a quorum.

8. **The effective date**

The effective date for the purpose of the entitlement of a shareholder of the bank to take part and vote at the general meeting and the deferred meeting, as stated in section 182(b) of the Companies Law and in regulation 3 of the Companies (Written Voting and Position Papers) Regulations, 5766-2005 (hereinafter: 'the Voting Regulations'), is the end of the trading day on the Tel-Aviv Stock Exchange Ltd. that will take place on Sunday, May 13, 2018 ('**the effective date**'). If there is no trading on the effective date, then the effective date shall be the last trading day that preceded that date.

9. **Method of voting and validity of the voting form**

9.1 A shareholder whose shares are registered with a stockbroker (hereinafter: '**an unregistered shareholder**') is entitled to receive the ownership confirmation from the stockbroker through which he holds his shares at the branch of the stockbroker or by mail to his address in return for postage only, if he so requested, provided that a request for this purpose will be given with respect to a specific securities account. A shareholder may order his ownership confirmation to be sent to the company through the electronic voting system.

9.2 A voting form of an unregistered shareholder shall be submitted to the bank together with the ownership confirmation (or an ownership confirmation shall be sent to the company by means of the electronic voting system no later than six hours before the time of convening the general meeting), so that the voting form shall reach the bank's offices **no later than four hours before the time of holding the general meeting.**

9.3 A shareholder who is registered in the Register of Shareholders shall submit to the bank the voting form, together with a photocopy of an identity card or a photocopy of his passport or a photocopy of a certificate of incorporation, so that the voting form will reach the registered office of the company **up to six hours before the time of holding the general meeting.**

10. **Voting via the Internet:**

An unregistered shareholder may vote with respect to a resolution on the agenda as stated above by means of a voting form that will be sent via the electronic voting system (hereinafter: **'the electronic voting form'**).

The electronic voting form is open for voting at the end of the effective date. The voting by means of the electronic voting system will end six (6) hours before the time of the meeting (i.e., on Sunday, June 10, 2018, at 8:00 a.m.), when the electronic voting system will be closed.

11. **The bank's address for delivery of voting forms and position papers:**

The address for the delivery of voting forms and position papers is the bank's offices at 42 Rothschild Boulevard, Tel-Aviv, to Adv. Aviad Biller.

12. **The last date for the submission of position papers to the bank by the shareholders and the response of the Board of Directors:**

The last date for the submission of position papers of shareholders to the bank is ten days before the date of holding the meeting.

The last date for the submission of the response of the Board of Directors to the position papers, if and insofar as position papers of the shareholders will be submitted

and the Board of Directors will choose to submit its response to the aforesaid position papers, is no later than five days before the date of the meeting.

13. **Addresses of the Internet sites where the voting forms and position papers are located:**

The addresses of the Internet sites of the Securities Authority and the Stock Exchange, at which it is possible to find the wording of the voting form and position papers are as follows: the distribution site of the Securities Authority: www.magna.isa.gov.il, and the site of the Stock Exchange <http://maya.tase.co.il>.

14. **Receipt of voting forms and position papers:**

An unregistered shareholder is entitled to receive by email (to the address in the possession of the stockbroker), for no consideration, a link to the wording of the voting form and the position papers on the distribution site, from the stockbroker with whom he holds his shares, unless he gave notice to the stockbroker that he is not interested in receiving such a link or he is interested in receiving voting forms by mail in return for payment. His notice regarding the voting forms shall also apply with respect to receiving position papers.

15. **Inspection of voting forms:**

One or more shareholders that on the effective date hold shares in an amount that constitutes five percent (5%) or more of the total voting rights in the bank, namely 5,016,502 ordinary shares with a nominal value of NIS 0.05 each, and someone who holds such a percentage of all the voting rights that are not held by the controlling owner of the bank, as defined in section 268 of the Companies Law, namely 2,591,767 ordinary shares with a nominal value of NIS 0.05 each, is entitled in person or by proxy on his behalf, after the convening of the general meeting, to inspect at the bank's offices, during normal working hours, the voting forms that have reached the bank.

16. **Change of the agenda of the meeting**

After publication of the voting form, it is possible that there will be changes in the agenda, including the addition of a matter to the agenda or the possible publication of

position papers, and it will be possible to inspect the revised agenda and position papers that will be published in the bank's reports on the distribution site, whose address was stated in section 13 above.

17. **Last date for the submission of an amended voting form:**

If a request is made to add a matter to the agenda of the meeting and the bank will publish a revised voting form (which includes an additional matter or matters as aforesaid), then the bank shall publish a revised voting form as aforesaid on the date of publication of the revised agenda of the meeting, which will be in accordance with the timetable determined in section 5B of the Companies (Notice and Announcement of a General Meeting and Class Meeting in a Public Company and Addition of a Matter to the Agenda) Regulations, 5760-2000.

A shareholder shall state the way in which he is voting on the matters on the agenda in Part 2 of the voting form.

Voting Form – Part 2

Name of the company: First International Bank of Israel Ltd.

The bank's address (for delivery and submission of the voting forms): 42 Rothschild Boulevard, Tel-Aviv 66883, to Adv. Aviad Biller.

Company no.: 52-002908-3.

Date of the meeting: Sunday, June 10, 2018, at 2:00 p.m.

Type of meeting: special general meeting.

The effective date for ownership of shares for voting at the general meeting: the end of the trading day on the Tel-Aviv Stock Exchange Ltd. that will occur on Sunday, May 13, 2018 (hereinafter: **'the effective date'**). If there will be no trading on the effective date, then the effective date will be the last trading day that preceded that date.

The bank does not allow voting via the Internet pursuant to regulation 5(c) of the Regulations

Details of the shareholder

Name of the shareholder: _____

ID no.: _____

If the shareholder does not have an Israeli ID card –

Passport no.: _____

The country that issued it: _____

Valid until: _____

If the shareholder is a corporation –

Corporation no.: _____

Country where it was incorporated: _____

If the shareholder is voting as stated in section 6 of Part 1 of the voting form above –

Details of any relationship between the voter (who is not someone with a personal interest) or the person holding a power of attorney from him and the bank or any of the controlling owners of senior officers in the bank, including an employment relationship, business relationship, etc., and details of the nature thereof:

Manner of voting:

The matter on the agenda	The manner of voting ²			With respect to the appointment of an outside director (pursuant to section 239(b) of the Companies Law) – are you a controlling owner or someone acting on his behalf or someone with a personal interest in the resolution (with respect to the appointment of an outside director – excluding a personal interest that is not a result of a relationship with the controlling owner) ³	
	For	Abstain	Against	Yes*	No
Reappointment of Mr. Ilan (Eilon) Aish for a second term of office of three years as outside director of the bank, pursuant to Proper Bank Management Instruction 301, beginning on June 10, 2018, as stated in section 3.1 above.					
Reappointment of Mr. Menachem Inbar for a second term of office as outside director of the bank, pursuant to Proper Bank Management Instruction 301, beginning on June 10, 2018, and ending on June 30, 2020, as stated in section 3.2 above.					
Reappointment of Mr. Hanoch Dov Goldfriend for a second term of office of three years as outside director of the bank, pursuant to Proper Bank Management Instruction 301, beginning on July 16, 2018, as stated in section 3.3 above.					

² A failure to indicate anything will be regarded as abstaining from voting on that matter.

³ If a shareholder does not complete this column or marks 'yes' but does not give details, his vote will not be counted. There is no need to give details of a personal interest in the approval of the appointment that is not a result of a relationship with the controlling owner.

Appointment of Dr. Ronen Harel for a term of office of three years as outside director of the bank, pursuant to the Companies Law, beginning on the date of approval of his appointment by the meeting, as stated in section 3.4 above.					
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Are you an interested party, senior officer or institutional investor?

Yes _____ No _____

*** Please give details if you indicated that you are regarded as a controlling owner or a person with a personal interest (except for a personal interest that is not a result of a relationship with the controlling owner) in the resolution:**

*** Please give details if you said that you are regarded as an interested party, a senior officer of the company⁴ or an institutional investor:⁵**

_____ Date

_____ Signature

For shareholders that hold shares through a stockbroker (pursuant to section 177(1) of the Companies Law, 5759-1999) – this voting form is valid only together with an ownership confirmation.

For shareholders that are registered in the bank’s Register of Shareholders – the voting form is valid together with a photocopy of the identity card / passport / certificate of incorporation.

⁴ As the term ‘senior officer’ is defined in section 37(d) of the Securities Law.

⁵ As the term ‘institutional investor’ is defined in regulation 1 of the Companies (Written Voting and Position Papers) Regulations, 5766-2005.