

October 31, 2022

**THE FIRST INTERNATIONAL BANK OF ISRAEL LTD.**  
**("THE BANK" OR "THE COMPANY")**

**NOTICE OF SUMMONING AN ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

In accordance with the Companies Law, 5759-1999 (hereinafter: "**the Companies Law**"), the Securities Law, 5728-1968 (hereinafter: "**the Securities Law**"), the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (hereinafter: "**the Reporting Regulations**"), the Companies Regulations (Voting in Writing and Position Statements), 5766-2005 (hereinafter: "**the Voting Regulations**") and the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting at a Public Company and Adding an Item to the Agenda), 5760-2000 (hereinafter: "**the Notice and Announcement Regulations**"), the Bank hereby announces the convening of an annual general meeting of the Bank's shareholders, to be convened on Tuesday, December 6, 2022, at 14:00 at the Bank's offices at 42 Rothschild Blvd., Tel Aviv (14<sup>th</sup> floor, conference room) (hereinafter: "**the meeting**").

1. **The items and resolutions on the agenda**

- 1.1. Item No. 1 – Report that in accordance with the Bank's articles of association, the following serving directors will continue to serve: The venerable Zadik Bino, Gil Bino and Jacob Sitt.

It is to be clarified that the following directors are continuing to serve until the end of the period of their appointment as directors, as stated: The venerable Ron Levkovitz (chairman) Pnina Bitterman-Cohen (outside director), Ronen Harel (outside director), Ilan Ayash (independent director), Hanoch Dov Goldfriend (independent director), Zvi Abba Levron and Orna Dov.

No resolution is required on this matter.

- 1.2. Item No. 2 – Discussion of the financial statements as at December 31, 2021, including the report of the board of directors, the management review and the auditors' report to the shareholders.

No resolution is required on this matter.

- 1.3. Item No. 3 – Report on the auditor's remuneration for 2021.

No resolution is required on this matter.

- 1.4. Item No. 4 – Appointing the accounting firm, KPMG Somekh Chaikin & Co. as the Bank's auditor and authorizing the board of directors to determine its remuneration in accordance with the scope of services to be rendered by said firm.

The Bank abides by the provisions of Proper Conduct of Banking Business Directive No. 302 regarding "The Auditor of a Banking Corporation" and No. 303 regarding "Communication of an Auditor with those Charged with Governance in the Banking Corporation", inter alia in connection with the audit committee's deliberations with regard to the possibility of replacing the external auditor, and has also adopted procedures in connection with the Basel Committee guidelines concerning external audits in banking corporations in regard to the audit committee and its relationship with the auditor (as adopted in proper conduct of banking business directives in effect from 2023).

Text of the proposed resolution: To approve the appointment of the accounting firm, KPMG Somekh Chaikin & Co. as the Bank's auditor and to authorize the board of directors to determine its remuneration, in accordance with the scope of services to be rendered by said firm.

2. **The required majority**

The majority required to approve item 4 on the agenda, detailed in Clause 1.4 above, is a simple majority of all the shareholders present at the meeting, either in person or by proxy, or who sent the Bank a voting ballot indicating the manner of their vote, who are entitled to vote, and did vote, at the meeting, without taking abstaining votes into account.

3. **The date of record**

The date of record for the purpose of a Bank shareholder's eligibility to participate and vote at the general meeting and at any adjourned meeting, as set forth in Section 182(b) of the Companies Law and in Regulation 3 of the Voting Regulations, is the end of the trading day at the Tel Aviv Stock Exchange Ltd. that falls on Tuesday, November 8, 2022 ("**the date of record**"). If no trading is held on the date of record, then the date of record shall be the last trading day preceding this date.

4. **The voting method**

- 4.1. The Bank's shareholders on the date of record are entitled to vote on an item on the agenda as detailed in Clause 1 above, either in person or by proxy or by means of a voting ballot (as detailed in Clause 5 below). A letter of appointment of a voting proxy or a power of attorney must be deposited at the Bank's offices at 42 Rothschild Blvd. Tel Aviv, at least

48 hours prior to the date of record for the meeting or the adjourned meeting, as applicable. A shareholder who is not registered in the register of shareholders and whose shares are listed with a stock exchange member (hereinafter: "**an unregistered shareholder**") is entitled to vote also via the electronic voting system as detailed in Clause 6 below.

- 4.2. In accordance with the Companies Regulations (Proof of Ownership of a Share for the Purpose of Voting at a General Meeting), 5760-2000 (hereinafter: "**Proof of Ownership Regulations**"), an unregistered shareholder who wishes to vote at the general meeting shall furnish to the Bank a certificate from the stock exchange member with whom his right to the share is listed, with regard to his ownership of the share on the date of record, as required pursuant to the Proof of Ownership Regulations (hereinafter: "**certificate of ownership**"). Under the foregoing regulations, an approved electronic message pursuant to Section 44K5 of the Securities Law concerning the electronic voting system's user data – has the same legal standing as a certificate of ownership with respect to each shareholder included therein.

## 5. Voting by voting ballots and position papers

- 5.1. In accordance with the Voting Regulations, the Bank's shareholders may vote with regard to an item on the agenda as detailed in Clause 1 above by means of voting ballots. The text of the voting ballot and position statements (if any) pertaining to said resolution may be found on the distribution website of the Israel Securities Authority at: [www.magna.isa.gov.il](http://www.magna.isa.gov.il) ("**the distribution website**") and on the website of the Tel Aviv Stock Exchange Ltd. at [www.tase.co.il](http://www.tase.co.il) ("**the TASE website**"). The shareholders shall be entitled to contact the Bank directly and receive from it the text of the voting ballot and the position statements (if any).
- 5.2. The stock exchange member shall send by e-mail, free of charge, a link to the text of the voting ballot and the position statements (if any), on the distribution website, to each unregistered shareholder, unless said shareholder has notified that he does not want to receive such link, provided that the notice is given with respect to a particular securities account and on a date preceding the date of record. His notice with regard to voting ballots shall also apply with regard to receiving position statements (if any). The vote shall be cast on Part II of the voting ballot, as posted on the distribution website.
- 5.3. An unregistered shareholder is entitled to receive the certificate of ownership from the stock exchange member through which he holds his shares, at the branch of the stock exchange member or by mail to his address in consideration of postage fees only, if he so requested and a

request for this purpose is to be given in advance with respect to a particular securities account.

- 5.4. A voting ballot of an unregistered shareholder is to be delivered to the Bank together with the certificate of ownership, so that the voting ballot reaches the Bank's offices **no later than four (4) hours prior to the time the meeting is to be convened.**
- 5.5. A shareholder who is registered in the register of shareholders shall deliver the voting ballot to the Bank, 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 ballot reaches the registered office of the Company **no later than six (6) hours prior to the time the meeting is to be convened.**
- 5.6. A shareholder may contact the registered office of the Company and after having proved his identity, withdraw his voting ballot and certificate of ownership **up to 24 hours prior to the time the meeting is to be convened.**
- 5.7. The deadline for furnishing position statements to the Bank is **up to ten (10) days prior to the date the meeting is to be convened.**
- 5.8. The deadline for furnishing a position statement on the Bank's behalf that includes the response of the Bank's board of directors to position statements on behalf of the shareholders is **no later than five (5) days prior to the date the meeting is to be convened.**

## 6. **Voting via an electronic voting ballot**

- 6.1. As stated above, an unregistered shareholder may vote in regard to resolutions on the agenda as detailed above by means of a voting ballot transmitted through the electronic voting system as defined in the Voting Regulations (hereinafter: "**the electronic voting ballot**").
- 6.2. The electronic voting ballot is opened for voting at the end of the date of record. Voting via the electronic voting system **shall end six (6) hours prior to the time of the meeting**, when the electronic voting system shall be closed.
- 6.3. The electronic vote can be changed or cancelled until the time the electronic voting system is locked and it cannot be changed via the electronic voting system after this time. Where a shareholder has voted using more than one method, his later vote shall be counted. For this purpose, a vote of a shareholder in person or by proxy shall be deemed later to a vote via the electronic voting ballot.

7. **Lawful quorum and adjourned meeting**

7.1. A lawful quorum for a shareholders' meeting is one or more shareholders present, either in person or by proxy (including by means of a voting ballot), who hold or represent more than 25% of the voting power at the Bank.

7.2. If a lawful quorum is not present at the meeting at the end of half an hour from the time set for the meeting, the meeting shall be adjourned automatically by one week, to the same time and to the same place, without there being an obligation to give notice to this effect to the shareholders, or to such other day, time and place as shall be determined by the board of directors. At the adjourned meeting, matters for which the meeting was called shall be discussed and the shareholders who are present, either in person or by proxy, shall constitute a lawful quorum.

8. **Changes in the agenda and the deadline for furnishing a shareholder's request to include an item on the agenda**

8.1. Subsequent to the publication of this summons report, changes may occur in the agenda of the general meeting, including the addition of an item to the agenda, and position statements may be posted. It shall be possible to inspect the updated agenda and position statements insofar as they are posted, on the distribution website and on the TASE website.

8.2. A shareholder's request pursuant to Section 66(b) of the Companies Law to include an item on the meeting's agenda is to be furnished to the Bank at the time set for this purpose in the Notice and Announcement Regulations, up to seven days after the meeting is summoned. Where such request has been submitted, the item may be added to the agenda and the details of the same shall appear on the distribution website. In such case, the Company shall post an amended summons and this no later than seven days subsequent to the deadline for furnishing a shareholder's request to include an item on the agenda, as stated.

9. **Inspection of documents and details of the bank representatives**

The text of the proposed resolution and the immediate report on convening the meeting can be inspected at the Bank's offices at 42 Rothschild Blvd., Tel Aviv on Sundays – Thursdays up to the scheduled time of the meeting, during customary business hours, by prior arrangement with the Bank's secretary, Adv. Aviad Biller (Tel: 03-5196223), as well as on the distribution website of the Israel Securities Authority at: [www.magna.isa.gov.il](http://www.magna.isa.gov.il), on the TASE website at: [www.tase.co.il](http://www.tase.co.il) and on the Bank's website at: [www.fibi.co.il](http://www.fibi.co.il).

**Respectfully,**

**Adv. Aviad Biller, Bank Secretary  
The First International Bank of Israel Ltd.**