

A supplementary report dated July 4, 2024
to the report submitted on May 29, 2024

The First International Bank of Israel Ltd.
(the “Bank” or the “Company”)

**Notice Regarding the Summoning of a Special General Meeting
of the Shareholders**

Part A - Summoning the General Meeting

In accordance with the Companies Law, 5759 - 1999 (hereinafter: the “**Companies Law**”), the Securities Law, 5728 - 1968 (hereinafter: the “**Securities Law**”), the Securities Regulations (Immediate and Periodic Reports), 5730 - 1970 (hereinafter: the “**Reporting Regulations**”), the Companies Regulations (Notice of a General Meeting and Class Meeting in a Public Company and Adding a Topic to the Agenda), 5760 - 1970 (hereinafter: the “**Notice Regulations**”), and the Company Regulations (Proxy Statements and Position Notices), 5766-2005 (hereinafter the “**Voting Regulations**”), the Bank announces the convening of an Annual General Meeting of the Bank’s Shareholders to be convened on Thursday, July 11, 2024, at 14:00 at the Bank’s Offices at 42 Rothschild Blvd., Tel Aviv (14th Floor, Conference Room) (hereinafter: the “**Meeting**”).

1. The Topics and the Resolutions on the Agenda

- 1.1. Topic no. 1 – To appoint Ms. Roni Michael as an external director of the bank, according to Proper Banking Management Instruction 301, for a first term of office of three years, starting on July 17, 2024.

Ms. Roni Michael’s candidacy as an external director according to the Proper Banking Management Instruction 301 is proposed by the Bank’s Board of Directors and was approved by the Bank of Israel.

The Bank’s Board of Directors classified Ms. Roni Michael as having accounting and financial expertise as these terms are defined in the Companies Regulations (Conditions and Criteria for a Director to have Expertise in Accounting and Finances and for a director to have Professional Qualifications), 5766 - 2005 (hereinafter: the “**Expertise Regulations**”).

For further details regarding the terms of office of Ms. Roni Michael see the Bank’s Immediate Report of May 4, 2021 (Reference No. 2021-01-077961) and Article 29a to the Bank’s Periodic Report for the 2023 fiscal year, published on March 12, 2024

(Reference No.: 2024-01-021418) (hereinafter the “**Terms of Office of Directors in the Bank**”).

Ms. Roni Michael’s declaration, given in accordance with Section 224B of the Companies Law, is attached to this report.

Hereafter for details relating to Ms. Roni Michael pursuant to Regulation 26 of the Reporting Regulations:

Ms. Roni Michael	
Date of Commencement of Office:	17.7.24 (subject to the approval of the meeting)
ID no.	038950531
Date of Birth:	21.6.1976
Citizenship:	Israeli
Address for serving court documents is:	6 Lieutenant General Mordechai Maklef, Modi'in
Membership on Board of Directors Committees:	Not yet determined
Is she an external director according to the Companies Law:	No (an external director according to Proper Banking Management Instruction 301)
Is she an independent director according to the Companies Law:	No
Does she have expertise in accounting and finances:	Yes
Does she have professional expertise:	Yes
Is she an employee of the corporation, subsidiary, related company or a stakeholder:	No
Her education:	Accountant; First degree in accountancy (specialization in Economics); Systems analyst certification; Information systems auditor certification (CISA).

Ms. Roni Michael	
Employment in the last five years:	Partner in the KPMG office, head of technology consulting, head of KPMG EDGE; Lecturer in a course at Reichman University.
Details of the corporations in which she serves as a director:	Accountant Roni Michael (unlimited company)
Is she a family member of another stakeholder in the corporation:	No
Does the company view her as having expertise in accounting and finances for the purpose of meeting the minimum number determined by the Board of Directors pursuant to Section 92(a)(12) to the Companies Law:	Yes

It is noted that until February 29, 2024, the candidate served as a partner in KPMG Somekh Chaikin (hereinafter: the “**Firm**”) which is the bank’s auditor’s office and provides the bank with other additional services. Regarding the candidate’s classification as an external director according to Proper Banking Management Instruction 301, the bank’s audit committee confirmed that the above affiliations are negligible affiliations both in terms of the candidate and the bank, which do not constitute an “affiliation” in accordance with the Companies Regulations (Matters that do not Constitute an Affiliation), 5767 - 2007 (hereinafter: “**Absence of Affiliations Regulations**”), inter alia, since the candidate was a partner in the firm’s consulting system which is separate from the audit system which is in charge, inter alia, of the bank’s audit activity and she will have no affiliation to the audit services provided by the firm to the bank or to the corporations under its control. The candidate also had no direct affiliation to any other activity of the firm vis-a-vis the bank in the last two years or more, with the exception of affiliations arising from services provided by those who were subordinate to the candidate within the framework of the technological consulting activity managed by her at the firm, which are quantitatively negligible both on the part of the candidate and on the part of the bank. Furthermore, all accounting between the firm and the candidate, which concerns her retirement arrangement, was completed before the date of her appointment.

The wording of the proposed resolution: To appoint Ms. Roni Michael as an external director of the bank, according to Proper Banking Management Instruction 301, for a first term of office of three years, starting on July 17, 2024.

- 1.2. Topic no. 2 - To appoint Mr. Rony Hizkiaho as a director in the Bank in accordance with regulation 87 to the Bank's regulations and this for a period of three years commencing from the date the general meeting approves the appointment.

Mr. Rony Hizkiaho was appointed on May 28, 2024 by the board of directors of the bank as a director in the bank starting from June 11, 2024. In accordance with regulation 87 to the Bank's regulations the appointment of Mr. Rony Hizkiaho as a director in the bank is brought for approval of the first general meeting after the appointment. Mr. Rony Hizkiaho's candidacy as a director is proposed by the board of directors of the bank and it was approved by the Bank of Israel.

The Bank's Board of Directors classified Mr. Rony Hizkiaho as having accounting and financial expertise as these terms are defined in the Expertise Regulations.

For details regarding the terms of office of Mr. Rony Hizkiaho, see the terms of office of directors in the bank in section 1.1 above.

Mr. Rony Hizkiaho's declaration, given in accordance with Section 224B to the Companies Law, is attached to this report.

Hereafter for details relating to Ms. Rony Hizkiaho pursuant to Regulation 26 to the Reporting Regulations:

Mr. Rony Hizkiaho	
Date of Commencement of Office:	11.6.2024
ID no.	074680182
Date of Birth:	1.1.1951
Citizenship:	Israeli
Address for serving court documents is:	38 Shai Agnon, Tel Aviv
Membership on Board of Directors Committees:	Not yet determined
Is he an external director according to the Companies Law:	No
Is he an independent director according to the Companies Law:	No
Does he have expertise in accounting and finances:	Yes

Mr. Rony Hizkiaho	
Does he have professional expertise:	Yes
Is he an employee of the corporation, subsidiary, related company or a stakeholder:	No
His education:	BSc Industrial Engineering and Management from Ben Gurion University in the Negev
Employment in the last five years:	<p>Serves as the Chairman of the Board of Directors of Negev Industrial Minerals Ltd. Guest lecturer at Tel Aviv University. Member of the Executive Committee at the Aharon Institute (a.k.a. Aharon Dovrat- for macroeconomic policy) and the Babylonian Jewish Heritage Center. Member of the Board of Trustees at Ben Gurion University in the Negev Member of the founding committee of the Safra Banking Institute (Tel Aviv University). Owner and chairman of the board of directors in Midway Ltd.</p> <p>Served as the General Accountant in the Ministry of Finance</p> <p>Was a member of the Investment Committee in New York of the Jewish Agency</p> <p>Public representative on the advisory committee by virtue of section 77 of the Income Tax Ordinance.</p>
Details of the corporations in which he serves as a director:	Serves as the Chairman of the Board of Directors of Negev Industrial Minerals Ltd. and in Midway Ltd.
Is he a family member of another stakeholder in the corporation:	No

Mr. Rony Hizkiaho	
Does the company view him as having expertise in accounting and finances for the purpose of meeting the minimum number determined by the Board of Directors pursuant to Section 92(a)(12) to the Companies Law:	Yes

The wording of the proposed resolution: To appoint Mr. Rony Hizkiaho as a director in the Bank in accordance with regulation 87 to the Bank's regulations and this for a period of three years commencing from the date the general meeting approves the appointment.

- 1.3. Topic number 3 - To appoint Mr. Ilan Batzri as an external director of the bank, according to Proper Banking Management Instruction 301, for a first term of office of three years, starting on July 17, 2024.

Mr. Ilan Batzri's candidacy as external director according to Proper Banking Management Instruction 301 as an independent director according to the Companies Law is proposed by the Bank's Board of Directors and was approved by the Bank of Israel.

The Bank's Board of Directors classified Mr. Ilan Batzri as having accounting and financial expertise as these terms are defined in the Expertise Regulations.

For details regarding the terms of office of Mr. Ilan Batzri, see the terms of office of directors in the bank in section 1.1 above.

Mr. Ilan Batzri's declaration, given in accordance with Section 224B to the Companies Law, is attached to this report.

Hereafter for details relating to Ms. Ilan Batzri pursuant to Regulation 26 of the Reporting Regulations:

Mr. Ilan Batzri	
Date of Commencement of Office:	17.7.24 (subject to the approval of the meeting)
ID no.	052134921
Date of Birth:	9.12.1953
Citizenship:	Israeli
Address for serving court documents is:	Dekel 314, Moshav Ora

Membership on Board of Directors Committees:	Not yet determined
Is he an external director according to the Companies Law:	No (an external director according to Proper Banking Management Instruction 301)
Is he an independent director according to the Companies Law:	Yes
Does he have expertise in accounting and finances:	Yes
Does he have professional expertise:	Yes
Is he an employee of the corporation, subsidiary, related company or of a stakeholder:	No
His education:	CPA; Certified in Business Administration; Graduated in economics and political science.
Employment in the last five years:	Chairman of Massad Bank (until 30.11.21); Deputy CEO, member of management and head of the business division at the Benleumi Bank (until 1.1.21); Director of the companies as set forth hereafter.
Details of the corporations in which he serves as a director:	External director at Sh. Shlomo Insurance Company Ltd. and Akro Group Ltd. (If appointed as Director at the bank, he will retire from his position in Sh. Shlomo Insurance Company Ltd. upon his appointment as a director at the bank, and from Akro Group Ltd by the end of August 2024).
Is he a family member of another stakeholder in the corporation:	No
Does the company view him as having expertise in accounting and finances for the purpose of meeting the minimum number determined by the Board of	Yes

Directors pursuant to Section 92(a)(12) to the Companies Law:	
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The bank's audit committee confirmed that the management of a bank account by Mr. Ilan Batzri and by his relatives, which constitutes a routine retail relationship between the bank and Mr. Ilan Batzri and his relatives, does not constitute an "affiliation" as defined in section 240(b) of the Companies Law, or alternatively, and for the sake of caution, this is a negligible affiliation both from the point of view of the candidate and the bank, which does not constitute an "affiliation" according to the Absence of Affiliations Regulations.

The wording of the proposed resolution: To appoint Mr. Ilan Batzri as an external director of the bank, according to Proper Banking Management Instruction 301, for a first term of office of three years, starting on July 17, 2024.

2. The Required Majority

The majority required to approve topics 1 - 3 on the agenda set forth in Sections 1.1-1.3 above, respectively, is an ordinary majority of all of the votes of the shareholders present at the Meeting in person or by proxy or who sent a proxy statement to the Bank stating the manner they wish to vote, entitled to vote and voted at the Meeting without taking into account the votes of abstainers.

3. The Record Date

The Record Date with respect to the eligibility of a shareholder in the bank to participate and vote at the general meeting and at the adjourned meeting, as stated in Section 182(b) to the Companies Law and in Regulation 3 of the Voting Regulations is the end of the trading day on the Tel Aviv Securities Stock Exchange Ltd. which will fall on Thursday, June 13, 2024 (hereinafter: the "**Record Date**"). If there is no trading on the Record Date then the Record Date shall be the last day of trading preceding this date.

4. Method of Voting

- 4.1. The Bank's shareholders on the Record Date may vote on the topics on the Agenda, in person or by proxy or by proxy statement (as set forth in Section 5 hereafter). The letter of appointment of a proxy to vote or power of attorney must be deposited at the Bank's offices at 42 Rothschild Blvd., Tel Aviv, at least 48 hours before the date set for the Meeting or the Adjourned Meeting, as applicable. A shareholder who is not registered in the shareholders register whose shares are listed with a Tel Aviv Stock Exchange member (hereinafter: an "**Unregistered Shareholder**") may also vote through the electronic voting system as set forth in Section 6 hereinafter.
- 4.2. In accordance with the Companies Regulations (Proving Ownership of a Share for the Purpose of Voting at a General Meeting), 5760- 2000 (hereinafter: "**Proof of Ownership Regulations**"), a shareholder who is not registered and is interested in voting at the General Meeting, shall furnish to the Bank confirmation from the

member of the Tel Aviv Stock Exchange where its right to the share is registered regarding its ownership of the share on the Record Date, as required under the Proof of Ownership Regulations (hereinafter: “**Certificate of Ownership**”). Pursuant to the aforementioned Regulations, an approved email pursuant to Section 44K5 to the Securities Law concerning the users’ data in the electronic voting system - is the same as a Certificate of Ownership with respect to all the shareholders included therein.

- 4.3. With respect to the resolutions on the agenda, your attention is drawn to the provisions of section 34 (A1) to the Banking Law (Licensing), 5741 - 1981, which provides as follows - “A person shall not make an agreement with another in regards to their vote for the appointment of a director in a banking corporation or in a bank holding corporation, including but not limited to with respect to voting on terminating the director’s term in office, except under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply to a member - holders within the meaning thereof in Section 11D(a)(3)(b) to the Ordinance, with respect to voting on the appointment of a director who was proposed as a candidate by them pursuant to the same section, and to a holder of means of control who agreed with another, that the other will vote in his name and on his behalf without discretion as the holder of the means of control so instructs him, provided that if the other holds, in person the means of control in a banking corporation or bank holding corporation, as applicable, he shall not vote in the name and on behalf of more than one other holder”. Therefore, with respect to resolutions on the agenda, a proxy who is also a shareholder in the Bank can vote in the name and on behalf of one additional shareholder only.

5. Voting by means of Proxy Statements and Position Notices

- 5.1. In accordance with the Voting Regulations, the Bank’s shareholders may vote with respect to topics on the agenda as set forth in Section 1 above by means of proxy statements. The wording of the proxy statements and position notices (to the extent applicable) for the aforementioned resolution can be viewed on the Distribution Website of the Securities Authority: www.magna.isa.gov.il (the “**Distribution Website**”) and on the Tel Aviv Securities Stock Exchange Ltd website www.tase.co.il (“**Stock Exchange’s Website**”). Shareholders may contact the Bank directly to receive the text of the proxy statement and position notice (if any).
- 5.2. A member of the Tel Aviv Stock Exchange shall send, free of charge, by email, a link to the format of the proxy statement and position notices (if any), on the Distribution Website, to every unregistered shareholder, unless a shareholder notified that it was disinterested, and provided that the notice was given with respect to a specific securities account and on a date preceding the Record Date. His notice with respect to the proxy statements shall also apply with respect to receiving position notices (if any). The voting shall be effectuated on Part Two of the proxy statement, as published on the Distribution Website.

- 5.3. An unregistered shareholder is entitled to receive a certificate of ownership from the Tel Aviv Stock Exchange member through who it holds its shares, at the Tel Aviv Stock Exchange member's branch or by mail to its address, in consideration for paying postage only, if so requested, and such a request is made in advance for a specific securities account.
- 5.4. In accordance with Regulation 36D(d) to the Reporting Regulations, the Voting Regulations and the Securities Authority's Directive of November 30, 2011 with respect to disclosing the manner of voting of an stakeholder, senior officer and institutional bodies at meetings (hereinafter: the "**Directive**"), a stakeholder, senior officer and institutional investor (hereinafter: the "**Voters**"), as defined in the Directive, voting at the Meeting on resolutions in Sections 1.1 and 1.3 on the Agenda as set forth above, shall submit to the Bank, in the framework of their vote, the particulars that are required in accordance with Regulation 36D(d) of the Reporting Regulations and to Section 2(b) of the Directive and if they voted by proxy, the Voter or proxy shall also submit the particulars in relation to the proxy. Similarly, particulars pertaining to any affiliation (except a negligible affiliation) between the Voter or the proxy (who is not a stakeholder) and the Bank or any of the controlling shareholders, including but not limited to an employee employer relationship, business ties and the like and/or between senior officer at the Bank shall be given and shall detail the nature thereof.
- 5.5. A proxy statement of an unregistered shareholder shall be delivered to the Bank together with the Certificate of Ownership, so that the proxy statement will reach the Bank's offices **no later than four (4) hours before the time scheduled to convene the Meeting.**
- 5.6. A shareholder registered in the shareholders register shall deliver the proxy statement to the Bank, together with a photocopy of his identity card or photocopy of his passport or photocopy of the Certification of Incorporation, so that the proxy statement will reach the Bank's office **no later than six hours (6) hours before the time scheduled to convene the Meeting.**
- 5.7. A shareholder may contact the Bank's registered office and after proving his identity, withdraw the proxy statement and his Certificate of Ownership **up to 24 hours before the meeting is convened.**
- 5.8. The deadline for submitting position notices to the Bank is **up to ten (10) days before the date of convening the meeting.**
- 5.9. The deadline for submitting a position notice on behalf of the Bank that will include the response of the Bank's Board of Directors to the position notices, on behalf of the shareholders is **no later than five days (5) before the date of convening the meeting.**

6. Voting by Electronic Proxy Statement

- 6.1. As stated above, an unregistered shareholder may vote in relation to resolutions on the agenda as set forth above, by a proxy statement to be transmitted through the electronic voting system as defined in the Voting Regulations (hereinafter: the “**Electronic Proxy Statement**”).
- 6.2. The electronic proxy statement is opened for voting at the end of the Record Date. Voting through the Electronic Voting System **shall end six (6) hours before the time of the Meeting** then the electronic voting system shall close.
- 6.3. The electronic voting can be changed or cancelled up to the system locking time, and after this time it can no longer be changed through the system. If a shareholder votes through more than one method, his last vote shall count. In this respect, a vote by a shareholder in person or by proxy will be deemed later than the electronic voting ballot.

7. Quorum and Adjourned Meeting

- 7.1. The quorum for a shareholders meeting is one or more shareholders present in person or by proxy (including but not limited to by way of a proxy statement), holding or representing more than 25% of the voting power at the Bank.
- 7.2. If a quorum is not present at the meeting within one-half hour of the time fixed for the meeting, the meeting shall be deferred by one week, to the same time and the same place, without there being any duty to give notice of this to the shareholders, or to another time and place as the Board of Directors shall determine. At the adjourned meeting the matters to be discussed will be those for which the meeting was convened and the shareholders present in person or by proxy will constitute a quorum.

8. Changes to the Agenda and the Deadline for Submitting a Request to Include a Topic on the Agenda by a Shareholder

- 8.1. After the publication of this summons report, changes to the agenda of the general meeting may apply, including the addition of a topic to the agenda, and position notices may be published. It will be possible to review the current agenda and position notices as they are published, on the distribution website and on the stock exchange’s website.
- 8.2. A shareholder’s request according to Section 66(b) of the Companies Law to include a topic on the meeting’s agenda, shall be submitted to the bank at the time set for this matter in the Notification Regulations, up to seven days after the meeting has been summoned. If a request has been submitted as mentioned, it is possible that the topic will be added to the agenda and its details will appear on the distribution website. In such case, the bank will publish a revised summons no later than seven days after the deadline for submitting a shareholder’s request to include a topic on the agenda, as stated above.

9. Viewing documents and Details on the Bank’s Representatives

The text of the proposed resolutions and the immediate report regarding the convening of the meeting and its appendices can be viewed at the Bank's offices at 42 Rothschild Boulevard Tel Aviv, on Sundays-Thursdays, until the date of the meeting during regular business hours, coordinating this in advance with the Secretary of the Bank, Adv. Aviad Biller (Tel. 03-5196223) and on the Securities Authority website at: www.magna.isa.gov.il, on the Tel Aviv Securities Stock Exchange Ltd website at: www.tase.co.il and on the Bank's website at: www.fibi.co.il

Sincerely,

Aviad Biller, Adv., Secretary of the Bank

The First International Bank of Israel Ltd.