

# **THE FIRST INTERNATIONAL BANK OF ISRAEL LTD.**

## **("THE BANK" OR "THE COMPANY")**

### **VOTING BALLOT PURSUANT TO THE COMPANIES REGULATIONS (VOTING IN WRITING AND POSITION STATEMENTS), 5766-2005 ("THE REGULATIONS")**

#### **PART I**

1. **Name of the Company:**

The First International Bank of Israel Ltd.

2. **Type of general meeting, date and place of convening said meeting**

An annual general meeting of the Bank's shareholders, to be convened on Wednesday, November 1, 2023, at 14:00 at the Bank's offices at 42 Rothschild Blvd. Tel Aviv (14<sup>th</sup> floor, conference room) ("**the meeting**").

3. **Details of the item on the agenda for which a vote can be cast by means of a voting ballot**

3.1. 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.

3.2. Appointing Ms. Pnina Bitterman-Cohen for a second term of office of three years as an outside director at the Bank, pursuant to the Companies Law, commencing from November 15, 2023.

Ms. Bitterman-Cohen's candidacy for an additional term of office as an outside director pursuant to Companies Law is being put forward by the Bank's Board of Directors and has been approved by the Bank of Israel.

Ms. Bitterman-Cohen's declaration, given in accordance with Section 241 of the Companies Law, is attached to this voting ballot and is also available for inspection at the Bank's offices until the time the meeting is convened, during customary business hours.

For further details with regard to Ms. Bitterman-Cohen, see Article 26 of the Bank's periodic report for 2022, which was published on March 21, 2023 (reference no.: 2023-01-025027) (hereinafter - "**the Bank's periodic report for 2022**").

In accordance with Regulation 7(a)(5)(b) of the Voting Regulations, the requisite details with regard to the candidate for the office of director and each one of the details required pursuant to Regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (hereinafter – "**the Reporting Regulations**") are provided below, to the extent there has been any change in said details since the Bank's periodic report for 2022, according to the best of the Bank's knowledge:

Name:	<u>Pnina Bitterman-Cohen</u>
Membership on board committees:	Chairwoman of the Audit Committee; Remuneration Committee; Risk Management Committee
The year in which she commenced her tenure as director:	2020
Each one of the details required pursuant to Regulation 26 of the Reporting Regulations, if there has been any change in said details since the submission of the Bank's periodic report for 2022:	

- 3.3. Appointing Mr. Ron Levkovitz as a director at the Bank, pursuant to Article 86 of the Bank's articles of association, for a term of up to three years, commencing from November 5, 2023.

Mr. Levkovitz's candidacy for an additional term of office has been approved by the Bank of Israel .

Mr. Levkovitz's declaration, given in accordance with Section 224B of the Companies Law, is attached to this voting ballot and is also available for inspection at the Bank's offices until the time the meeting is convened, during customary business hours.

For further details with regard to Mr. Levkovitz, see Article 26 of the Bank's periodic report for 2022.

In accordance with Regulation 7(a)(5)(b) of the Voting Regulations, the requisite details with regard to the candidate for the office of director and each one of the details required pursuant to Regulation 26 of the Reporting Regulations are provided below, to the extent there has been any change in said details since the periodic report, according to the best of the Bank's knowledge:

Name:	<u>Ron Levkovitz</u>
Membership on board committees:	Chairman of the Loan Committee; Chairman of the Technology, Innovation and Governance Committee; Chairman of the Risk Management Committee
The year in which he commenced his tenure as director:	2020
Each one of the details required pursuant to Regulation 26 of the Reporting Regulations, if there has been any change in said details since the submission of the Bank's periodic report for 2022:	

3.4. Updating the terms of service and employment of the Chairman of the Bank's Board of Directors, Mr. Ron Levkovitz, as of the date of approval of the meeting.

It is proposed to update the terms of service and employment of the Chairman of the Bank's Board of Directors, Mr. Ron Levkovitz. For further details, see Part B of the meeting summons report to which this voting ballot is attached.

Please note that that Section 34(A1) of the Banking (Licensing) Law, 5741-1981, prescribes as follows – "A person shall not enter an agreement with another person in regard to their vote to appoint a director in a banking corporation or in a bank holding corporation, except pursuant to a permit issued by the Governor following consultation with the Licensing Committee; this provision shall not apply to a holder of means of control who agrees with another person that the other person shall vote in his name and on his behalf for whoever the holder of means of control instructs, provided that the other person shall not vote in the name of and on behalf of more than one holder". Therefore, for the purpose of the resolutions on the items detailed in Sections 3.2 and 3.3 of the agenda, a proxy who is also a shareholder in the Bank may vote in the name of and on behalf of one additional shareholder only.

For further details in relation to the items on the meeting's agenda, see the meeting summons report to which this voting ballot is attached.

4. **The place and times where / when the full text of the proposed resolutions can be inspected**

The text of proposed resolution and the immediate report on convening the meeting can be inspected at the Bank's offices at 42 Rothschild Boulevard., 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 website of the Tel Aviv Stock Exchange Ltd. at: [www.tase.co.il](http://www.tase.co.il) and on the Bank's website at: [www.fbi.co.il](http://www.fbi.co.il).

5. **The majority required to adopt the resolution on the agenda, for which a vote can be cast by means of a voting ballot**

5.1. The majority required to approve items on the agenda detailed in Sections 3.1, 3.3 and 3.4 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.

5.2. The majority required to approve the item on the agenda detailed in Section 3.2 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, provided that one of the following holds true:

(1) The count of the majority votes shall include the majority of all the votes of shareholders participating in the vote, other than controlling shareholders at the Bank and those having a personal interest in the approval of the appointment, save a personal interest that is not a result of ties with the controlling shareholder. Abstaining votes shall not be taken into account when counting all the votes of said shareholders.

(2) The total dissenting votes among the shareholders set forth Sub-paragraph (1) above did not exceed the rate of two percent of the total voting rights at the Bank.

6. **Comment regarding the shareholder being a controlling shareholder in the Company or having a personal interest**

6.1. A shareholder participating in a vote with regard to the resolution on the agenda as detailed in Section 3.2 above, shall notify the Bank prior to his vote, and if the vote is by means of a voting ballot – shall mark in Part II of the voting ballot in the designated place, whether or not he is deemed a controlling shareholder, an interested party, a person having a personal interest in the approval of the resolution, a senior officer or an institutional investor, with a description of the relevant connection. If a shareholder fails to give notice or no mark is made, as stated, his vote shall not be taken into account in the votes.

6.2. In accordance with Regulation 36D(d) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970, the Voting Regulations and the directive of the Israel Securities Authority of November 30, 2011 on the topic of disclosure regarding the manner of voting of interested parties, senior officers and institutional bodies at meetings (hereinafter – "**the directive**"), an interested party, senior officer and institutional investor (hereinafter – "**the voters**"), as defined in the directive, voting at a meeting on a resolution concerning the item in Section 3.2 of the agenda as detailed above, shall furnish to the Bank within the framework of their vote the details required in accordance with Regulation 36D(d) of the Reporting Regulations and Section 2(b) of the directive and if they voted by means of an agent, the voter or the agent shall also furnish the details with regard to the agent. In addition, details are to be given regarding any relationship (excluding a negligible relationship) between the voter or the agent (who does not have a personal interest) and the Bank or any of its controlling shareholders, including employer-employee

relationships, business relationships, etc. and/or a senior officer at the Bank and details of their nature.

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. **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 Regulations, is the end of the trading day at the Tel Aviv Stock Exchange Ltd. that falls on Wednesday, October 4, 2023 ("**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.

9. **The voting method and validity of the voting ballot**

- 9.1. 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**"), 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**") and 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**").
- 9.2. 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, provided that a request in this regard is to be given in advance with respect to a particular securities account.
- 9.3. Under the Proof of Ownership Regulations, an approved electronic message pursuant to Section 44K5 of the Securities Law, 5728-1968 (hereinafter - "**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.
- 9.4. The 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 registered office of the Bank **no later than four (4) hours prior to the time the general meeting is to be convened.**

- 9.5. 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 Bank **no later than six (6) hours prior to the time the general meeting is to be convened.**
- 9.6. A shareholder may contact the registered office of the Bank 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.**

10. **Voting via an electronic voting ballot**

An unregistered shareholder may vote in regard to a resolution on the agenda as detailed above by means of a voting ballot transmitted through the electronic voting system (hereinafter - "**the electronic voting ballot**").

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.

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.

11. **The Bank's address for delivery of the voting ballots and position statements**

The address for delivery of voting ballots and position statements is the Bank's offices at 42 Rothschild Blvd, Tel-Aviv, to the attention of Adv. Aviad Biller.

12. **The deadline for position statements to be furnished to the Bank by the shareholder and the response of the Board of Directors**

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.**

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.**

13. **Addresses of websites where the voting ballots and position statements can be found**

The text of the voting ballot and position statements, if any, can be found on the distribution website of the Israel Securities Authority and on the TASE website at the following addresses:

[www.magna.isa.gov.il](http://www.magna.isa.gov.il) and [www.tase.co.il](http://www.tase.co.il).

14. **Receipt of voting ballots and position statements**

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).

15. **Inspection of voting ballots**

One or more shareholders who hold, on the date of record, shares at a rate constituting five percent (5%) or more of the total voting rights at the Bank, i.e. 5,016,502 ordinary shares of NIS 0.05 par value each, and any person who holds such rate out of the total voting rights not held by the controlling shareholder at the Bank, as defined in Section 268 of the Companies Law, i.e. 2,591,766 ordinary shares of NIS 0.05 par value each, is entitled, either in person or through a proxy on his behalf, after the general meeting is convened, to inspect at the Bank's office, during customary business hours, the voting ballots that reached the Bank.

16. **Changing the agenda of the meeting**

Subsequent to the publication of the summons report to which this voting ballot is attached, 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 such are posted, on the distribution website and on the TASE website, the addresses of which are specified in Clause 13 above.

17. **Deadline for furnishing an amended voting ballot**

If an item is requested to be added to the agenda of the meeting and the Bank posts an updated voting ballot (which includes such additional item/s), then the Bank shall post such updated voting ballot at the time of posting the updated agenda of the meeting, which shall be in accordance with the timetables prescribed in Section 5B of 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.

**A shareholder shall indicate the manner of his vote with respect to the items on the agenda on Part II of the voting ballot.**

## VOTING BALLOT – PART II

**Company name:** The First International Bank of Israel Ltd.

**Bank address (for delivery and mailing of the voting ballots):** 42 Rothschild Boulevard St. Tel Aviv 66883, to the attention of Adv. Aviad Biller.

**Company reg. no.:** 52-00290803.

**Meeting date:** Wednesday, November 1, 2023.

**Meeting type:** Annual general meeting.

**The date of record for share ownership with regard to the right to vote at the general meeting:** The end of the trading day at the Tel Aviv Stock Exchange Ltd. that falls on Wednesday, October 4, 2023 ("**the date of record**"). If no trading is held on the date of record, then the date of record will be the last trading day preceding this date.

**The Bank does not allow online voting in accordance with Regulation 5(c) of the Regulations**

### **Shareholder details**

Name of the shareholder: \_\_\_\_\_

ID no.: \_\_\_\_\_

**If the shareholder does not have an Israeli ID card –**

Passport no.: \_\_\_\_\_

Issuing country: \_\_\_\_\_

Valid until: \_\_\_\_\_

**If the shareholder is a corporation –**

Corporation no.: \_\_\_\_\_

Country of incorporation: \_\_\_\_\_



Are you an interested party<sup>1</sup>, a senior officer<sup>2</sup> or an institutional investor<sup>3</sup>? Yes \_\_\_\_\_ No \_\_\_\_\_  
 \*If the answer is yes - Please elaborate if you indicated that you are deemed an interested party, a senior officer in the Company or an institutional investor and please elaborate with regard to any relationship between the voter (who does not have a personal interest) or his agent and the Company or any of the controlling shareholders or a senior officer, including employer-employee relationships, business relationships, etc. and details of their nature:

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**Manner of vote:**

Item on the agenda	Manner of vote <sup>4</sup>			Are you a controlling shareholder or do you have a personal interest in the resolution <sup>5</sup>	
	For	Abstain	Against	Yes*	No
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.					
Appointing Ms. Pnina Bitterman-Cohen for a second term of office of three years as an outside director at the Bank, pursuant to the Companies Law, commencing from November 15, 2023.					
Appointing Mr. Ron Levkovitz as a director at the Bank,					

<sup>1</sup> As the term is defined in Section 1 of the Securities Law.

<sup>2</sup> As the term is defined in Section 37(d) of the Securities Law.

<sup>3</sup> As the term is defined in Regulation 1 of the Companies Regulations (Voting in Writing and Position Statements), 5766-2005.

<sup>4</sup> Failure to mark shall be deemed an abstention from voting on the same item.

<sup>5</sup> The vote of a shareholder who does not fill out this column or who marks "yes" without elaborating shall not be taken into account.

Item on the agenda	Manner of vote <sup>4</sup>			Are you a controlling shareholder or do you have a personal interest in the resolution <sup>5</sup>	
	For	Abstain	Against	Yes*	No
pursuant to Article 86 of the Bank's articles of association, for a term of up to three years, commencing from November 5, 2023.					
To update the terms of service and employment of the Chairman of the Bank's Board of Directors, Mr. Ron Levkovitz, commencing from the date of approval of the meeting.					

**\*If the answer is yes - Please specify by virtue of what you are deemed a controlling shareholder or someone on behalf of such controlling shareholder or why you have a personal interest in the resolution:**

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\_\_\_\_\_ Date

\_\_\_\_\_ Signature

**For shareholders who hold shares through a stock exchange member (pursuant to Section 177(1) of the Companies Law, 5759-1999) – this voting ballot is valid only in conjunction with a certificate of ownership and/or if a certificate of ownership has been sent to the Company through the electronic voting system.**

**For shareholders who are registered in the Bank's register of shareholders – the voting ballot is valid in conjunction with a photocopy of the ID card / passport / certificate of incorporation, as applicable.**