

# **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**

A special general meeting of the Bank's shareholders, to be convened on Wednesday, March 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**

To approve the remuneration policy for the Bank's officers, which is attached as **Appendix 'B'** to the summons report to which this voting ballot is attached, in accordance with Section 267A of the Companies Law, 5759-1999 (hereinafter – "**the Companies Law**").

For further details, see Part 'B' in the Bank's immediate 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 and the appendices to such report 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**

Voting ballot at special general meeting 1.3.23 – made accessible

The majority required to approve the resolution on the agenda 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, who are not the holders of controlling interest in the Bank and do not have a personal interest in the approval of the resolution. 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 in sub-paragraph (1) above did not exceed the rate of two percent of the total voting rights at the Bank.

It should be noted that the Bank's Board of Directors may approve the resolution even if the general meeting opposes its approval, insofar as the Remuneration Committee and thereafter the Board of Directors decide, based on detailed reasons and after revisiting the remuneration policy, that approval of the remuneration policy, notwithstanding the opposition of the general meeting, is in the best interest of the Bank.

The Bank is not a public second tier subsidiary company.

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

A shareholder participating in a vote with regard to the resolution on the agenda 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 holder of controlling interest, an interested party, a person having a personal interest in the adoption 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.

In accordance with Regulation 36D(d) of the Reporting Regulations, 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 on 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 holders of controlling interest, 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**

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.

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 Monday, January 30, 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: "**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.
- 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 the 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.

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 website of the Tel Aviv Stock Exchange Ltd. 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 holder of controlling interest 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 published.

It shall be possible to inspect the updated agenda and position statements, if published, 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 publishes an updated voting ballot (which includes such additional item/s), then the Bank shall publish such updated voting ballot at the time of publishing 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, March 1, 2023.

**Meeting type:** Special 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 Monday, January 30, 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 is not an interested party) or his agent and the Company or any of the holders of controlling interest 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 holder of controlling interest or do you have a personal interest in the resolution <sup>5</sup>	
	For	Against	Abstain	Yes*	No
To approve the remuneration policy for the Bank's officers, which is attached as <b>Appendix 'B'</b> to the summons report to which this voting ballot is attached, in accordance with Section 267A of the Companies Law					

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<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 giving details shall not be taken into account.

**\*If the answer is yes - Please specify by virtue of what you are deemed an interested party or someone on behalf of such interested party 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) – 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 an ID card / passport / certificate of incorporation, as applicable.**