

Date: 6th November 2018

To:

The First International Bank of Israel Ltd. (hereinafter: the "Company")

Re: Declaration from a Director Who is a Candidate for Classification as an Independent Director in a Publicly Traded Company in Israel – Under the Companies Act 1999-5759 (hereinafter: the "Act")

I, the undersigned, Mr. David Asia, bearer of I.D. Card No. 068606474, a resident of Israel, residing at 3 HaGiv'a St., Savion, hereby declare and undertake as follows:

1. I hereby give my consent to serve as an independent director in your Company, which is a public company, incorporated in Israel, whose shares are traded on the Tel Aviv Stock Exchange Ltd.
2. I am aware of all the legal provisions applicable to the appointment and tenure of an independent director, including the duration of the term of office, the termination thereof, participation in the Company's committees, etc. I am further aware that this declaration will be published to the public in an immediate report that the Company will submit to the Securities Authority and the Tel Aviv Stock Exchange, and will be found at the Company's registered offices, for review by any person;
3. I am eligible to be appointed as a director in your Company, pursuant to the provisions of Sections 225 – 227 of the Act, regarding the restriction of appointment of a minor, lack of legal capacity, limitation of appointment due to any conviction or decision of the Administrative Enforcement Committee or bankruptcy. The provisions of the Sections, as worded at the date of execution hereof, are set forth in **Appendix A**, enclosed herewith, which constitutes an integral part hereof.
4. I am aware of the notification obligations that apply to me by virtue of Sections 227A and 245A of the Act, and I undertake to comply with them as required. The provisions of the abovementioned Sections, as worded at the date of execution hereof, are set out in **Appendix A**.
5. I declare that I have all the necessary skills for, and the ability to devote the appropriate amount of time in, the performance of the role of director in the Company, taking into account the Company's special needs and size.
6. Select one of the two options below and mark 'X' next to the selected option
 - I am possessed of "Professional Qualifications" in accordance with the provisions of the Companies (Conditions and Tests Regarding a Director with Accounting and Financial Expertise and a Director with Professional Qualifications) Regulations 5766-2005 (hereinafter: the "**Companies Regulations**"). The provisions of the Companies Regulations, as worded at the date of execution hereof, are enclosed herewith as **Appendix B** hereto.
 - I am possessed of "Accounting and Financial Expertise" in accordance with the provisions of the Companies Regulations. The provisions of the Companies Regulations, as worded at the date of execution hereof, are enclosed herewith as **Appendix B** hereto.
7. I have the education, qualifications, and professional experience, as set forth in the CV enclosed herewith as **Appendix C** hereto.
 - a. I myself, my relatives, my partners, my employer, the person to whom I am directly or indirectly subordinate, and the corporation in which I am a controlling shareholder, have no relation with, or business or professional relations to, the Company or to the Company's controlling shareholder, on the date of appointment, to any associate of the controlling shareholder on the date of appointment, or to any other corporation,

even if the aforementioned relations are not in general, except for negligible connections.

- b. I myself, my relatives, my partners, my employer, the person to whom I am directly or indirectly subordinate, and the corporation in which I am a controlling shareholder, at the date of appointment and in the course of the preceding two years, have no affiliation to the Company or to the Company's controlling shareholder, on the date of appointment, or to any associate of the controlling shareholder on the date of appointment, or to any other corporation.

For the purposes of this Declaration -

"Affiliation" – The existence of working relations, the existence of business or professional relations in general or by way of control, as well as serving as an officer, other than a director's tenure appointed to serve as an external director in a company that is about to offer shares to the public in an IPO.

"Other Corporation" – A corporation in which the controlling shareholder, on the date of appointment or in the two years preceding the date of appointment, is the Company or the controlling shareholder thereof.

"Appointment Date" – The date on which the General Meeting will appoint me as an independent director, in accordance with the provisions of Section 239(b) of the Act.

"Relative" – Spouse, sibling, parent, parent of parent, descendant, as well as any descendant, sibling, or parent of any spouse, or the spouse of any of the above.

8. Mark the appropriate place, if relevant:

- The foregoing at Clause 8(b) above notwithstanding, on the date of appointment or in the preceding two years, I had negligible business or professional ties to the Company, which began on such date as preceded the date of appointment as an external director, and which do not constitute "Affiliation" as defined in the Companies (Issues Which Do Not Constitute Affiliation) Regulations 5767-2006 (hereinafter: the "**Affiliation Regulations**"). The provisions of the abovementioned Regulations, at the date of execution hereof, are set forth in **Appendix D** enclosed herewith. The aforementioned ties are as set forth hereinafter¹:

The provisions of this Clause do not apply to me.

9. My other duties and occupations do not create, and are not likely to create, a conflict of interests with my position as an independent director and will not impair my ability to serve as an independent director.
10. I am not related to the Company's controlling shareholder.
11. In any other company in which I currently serve as a director, no person serves as an independent director in your Company.
12. I am not an employee of the Securities Authority or of a stock exchange in Israel.
13. I received no consideration, directly or indirectly, for my service as a director in the Company, in addition to the compensation and reimbursement of expenses to which I am entitled, due to my tenure as an independent director in the Company.
14. I undertake to comply with all legal requirements applicable to independent directors and directors, and that I will perform my duties in the best possible way, and for the Company's benefit. If any suspicion arises, of which I will be aware and/or be informed of, that I will cease to meet any one of the abovementioned conditions and/or declarations, or if there is any suspicion concerning breach of the duty of fealty which I owe the Company (as defined

¹ List details of the candidate's business or professional ties to the Company, and evidence supporting the proposition that these constitute negligible ties.

in Section 254 of the Act), I shall immediately notify the Chairman of the Board of Directors and the Company.

15. I acknowledge that at law, the Company, its controlling shareholder, and no corporation under his control, will be able to, directly or indirectly, grant me, my spouse, or children, any benefit, including that they will not appoint me, my spouse, or my children, to serve as an officer at the Company or in a corporation controlled by its controlling shareholder, will not employ me as a salaried employee, and will not receive professional services from me for consideration, directly or indirectly, including through any corporation under my control, unless two years have passed since the end of my tenure as an independent director in the Company, and with respect to my associates who are not my spouse or children – one year from the end of my tenure as an independent director.
16. I acknowledge that my declaration will be put before the appointing body prior to the appointment and the invitation to the General Meeting, on the agenda of which the appointment is listed, and that it will serve the appointing body for the purpose of examining my qualification to serve as an independent director in the Company.
17. I acknowledge and agree, that I will be paid the compensation as currently paid to directors in the Company who have Professional Qualifications or Accounting and Financial Expertise, as applicable, and will not be entitled to any additional remuneration from the Company in respect of my service as an independent director in the Company.
18. I have not served on the Company's Board of Directors for more than 9 consecutive years².
19. This is my name, the following is my signature, and the facts stated in my Declaration above, are true.

David Asia
Name

068606474
I.D. No.

Signature

² A gap of less than two years in the tenure, does not disrupt the continuity of tenure