

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

Voting Ballot pursuant to the Companies Regulations
(Voting in Writing and Position Notices), 5766 - 2005 (hereunder: the “Regulations”)

Part One

1. **Company Name:** The First International Bank of Israel Ltd.

2. **Type of General Meeting, Date and Place of Meeting:**

The Extraordinary General Meeting of the Bank’s shareholders, which shall convene on Thursday, June 10, 2021, at 14:00, at the Bank’s offices at 42 Rothschild Boulevard, Tel Aviv, 14th Floor, (Conference room) (the “**Meeting**”).

3. **Details of the Topics on the Agenda with respect to which Voting can be done by Voting Ballot:**

3.1 **Appointment of Mr. Ilan Aish for a third term of three years as an external director of the Bank, in accordance with the Proper Conduct of Banking Business Directive 301, commencing on June 10, 2021.**

Mr. Aish's candidacy for an additional term as an external director, in accordance with the Proper Conduct of Banking Business Directive 301, has been approved by the Bank of Israel.

Mr. Aish’s affidavit, which was given in accordance with Section 224B of the Companies Law, 5759-1999 (hereunder: the “**Companies Law**”) is attached to this Voting Ballot, and is also available for review in the Bank’s offices until the date of the Meeting during normal business hours.

For additional details regarding the candidate, see Regulation 26 of the Bank’s 2020 Periodic Report, which was published on March 17, 2021 (Reference No.: 2021-01-036555) (hereunder: the “**Bank’s 2020 Periodic Report**”).

In accordance with Regulation 7(A)(5)(B) of the Regulations, the following are the required details about the candidate for the position of director and any detail of the details required under Regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (hereunder: the “**Reporting Regulations**”), insofar as there has been a change since the Periodic Report, to the best of the Bank's knowledge:

| Name: | Ilan (Aylon) Aish |
|--|--|
| Membership on Board Committees: | Audit Committee, Remuneration Committee, Risk Management Committee |
| The year his tenure as a director began: | 2015 |
| Any detail of the details required under Regulation 26 of the Reporting Regulations, insofar as there has been a change since the Bank’s 2020 Periodic Report: | Unchanged |

3.2 Appointment of Mr. Hanoch Dov Goldfriend for a third term of three years as an external director of the Bank, in accordance with the Proper Conduct of Banking Business Directive 301, commencing on July 16, 2021.

Mr. Goldfriend's candidacy for an additional term as an external director, in accordance with the Proper Conduct of Banking Business Directive 301, has been approved by the Bank of Israel.

Mr. Goldfriend's affidavit, which was given in accordance with Section 224B of the Companies Law, is attached to this Voting Ballot, and is also available for review in the Bank's offices until the date of the Meeting during normal business hours.

For additional details regarding the candidate, see Regulation 26 of the Bank's 2020 Periodic Report.

In accordance with Regulation 7(A)(5)(B) of the Regulations, the following are the required details about the candidate for the position of director and any detail of the details required under Regulation 26 of the Reporting Regulations, insofar as there has been a change since the Periodic Report, to the best of the Bank's knowledge:

| Name: | Dov Goldfriend |
|--|---|
| Membership on Board Committees: | Audit Committee, Loans Committee, Risk Management Committee |
| The year his tenure as a director began: | 2015 |
| Any detail of the details required under Regulation 26 of the Reporting Regulations, insofar as there has been a change since the Bank's 2020 Periodic Report: | Unchanged |

3.3 Appointment of Mr. Ronen Harel for a second term of three years as an external director of the Bank, in accordance with the Companies Law, commencing on June 10, 2021.

Mr. Harel's candidacy for a second term as an external director, in accordance with the Companies Law, is proposed by the Bank's Board of Directors and has been approved by the Bank of Israel.

Mr. Harel's affidavit, which was given in accordance with Section 241 of the Companies Law, is attached to this Voting Ballot, and is also available for review in the Bank's offices until the date of the Meeting during normal business hours.

For additional details regarding the candidate, see Regulation 26 of the Bank's 2020 Periodic Report.

In accordance with Regulation 7(A)(5)(B) of the Regulations, the following are the required details about the candidate for the position of director and any detail of the details required under Regulation 26 of the Reporting Regulations, insofar as there has been a change since the Periodic Report, to the best of the Bank's knowledge:

| Name: | Ronen Harel |
|--|---|
| Membership on Board Committees: | Chairman of the Remuneration Committee, Audit Committee, Loans Committee, Technology, Innovation and Administration Committee |
| The year his tenure as a director began: | 2015 |
| Any detail of the details required under Regulation 26 of the Reporting Regulations, insofar as there has been a change since the Bank's 2020 Periodic Report: | Unchanged |

3.4 To approve amendments to the existing framework transaction in connection with the engagement of the Bank in liability insurance policies for directors and officers and accordingly, an amendment of the Remuneration Policy for officers.

For additional details, see Part B of the Summons Report, to which this Voting Ballot is attached.

Please note that Section 34(A1) of the Banking Law (Licensing), 5741-1981, determines as follows - "A person shall not make an agreement with another person in regard to their vote for the appointment of a director in a banking corporation or in a bank holding corporation, except under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply to a holder of a controlling interest who agreed with another person that the other person shall vote in his name and on his behalf in favor of whomever the holder of the controlling interest so instructs him, provided that the other person does not vote in the name and on behalf of more than one other holder". Therefore, with respect to the 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.

For additional details regarding the topics on the agenda of the Meeting, see the Meeting Summons Report to which this Voting Ballot is attached.

4. Place and Time for Viewing the Complete Wording of the Proposed Resolutions:

The wording of the proposed resolutions, affidavits of the candidates to serve as directors and the immediate report regarding the convening of the meeting can be viewed at the Bank's offices at 42 Rothschild Blvd. Tel Aviv, between Sunday-Thursday, up to the date of the meeting or the adjourned meeting during regular business hours, by scheduling an appointment in advance with the Secretary of the Bank, Adv. Aviad Biller (Tel. 03-5196223). A copy of this report is also published on the Securities Authority distribution website at: www.magna.isa.gov.il (hereinafter and hereunder: the "**Distribution Website**"), on the Tel Aviv Securities Stock Exchange Ltd. (TASE) website at: www.tase.co.il (hereunder: the "**Tel Aviv Stock Exchange Website**") and on the Bank's website at: www.fibi.co.il.

5. **The Required majority for passing the resolution on the agenda, with respect to which voting can be done by voting ballot:**

5.1 The majority required for the approval of the resolutions in Sections 3.1 and 3.2 above 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 voting ballot to the Bank stating the manner in which they wish to vote, who are entitled to vote and who had voted at the Meeting, without taking into account the votes of abstainers.

5.2 The majority required for the approval of the topic in Section 3.3 above 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 voting ballot to the Bank stating the manner in which they wish to vote, who are entitled to vote and who had voted at the Meeting without taking into account the votes of abstainers, provided that one of the following exists:

5.2.1 The majority vote count shall include at least most of the non-controlling shareholders of the Bank or those that have a personal interest in the approval of the appointment, except a personal interest that is not a result of ties with the controlling shareholder, and who are participating in the vote. The votes of abstainers shall not be taken into account upon counting all the votes of said shareholders.

5.2.2 The total votes of objectors among the shareholders mentioned in Section 5.2.1 above shall not exceed a rate of two percent of all the voting rights in the Bank.

5.3 The majority required for the approval of the topic in Section 3.4 above 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 voting ballot to the Bank stating the manner in which they wish to vote, who are entitled to vote and who had voted at the Meeting without taking into account the votes of abstainers, provided that one of the following exists:

5.3.1 The majority vote count shall include at least most of the shareholders that have no personal interest in the resolution, and who are participating in the vote. The votes of abstainers shall not be taken into account upon counting all the votes of said shareholders.

5.3.2 The total votes of objectors among the shareholders mentioned in Section 5.3.1 above shall not exceed a rate of two percent of all the voting rights in the Bank

6. **Comment regarding the fact that a shareholder is a controlling shareholder in the Company or has a personal interest:**

6.1 A shareholder participating in a vote in relation to resolutions in Sections 3.3 and 3.4 above, shall inform the Company before voting, and if the vote is through a voting ballot - shall mark in Part Two of the voting ballot in such designated place, if he is considered a controlling shareholder, interested party, owner of a personal interest in approving the appointment or the resolution, senior officeholder or institutional investor, or not, and a description of the relevant link.

The vote of a shareholder, who fails to mark Part Two of the voting ballot in the designated place for such marking, or marked “yes” and failed to describe as stated, shall not vote in respect to that resolution and his vote shall not be counted towards that resolution.

- 6.2 In accordance with Regulation 36D(d) to the Reporting Regulations, the Voting Regulations and the Securities Authority’s Directive dated November 30, 2011 with respect to disclosing the voting method of interested parties, senior officers and institutional entities at meetings (hereunder: the “**Directive**”), an interested party, senior officer and institutional investor (hereunder: the “**Voters**”), as defined in the Directive, voting at the Meeting on the resolutions in Sections 3.3 and 3.4 on the agenda, shall furnish the Bank, within the framework of their vote, the details required in accordance with Regulation 36D(d) to the Reporting Regulations and Section 2(b) to the Directive and if they voted by proxy, the Voter or proxy shall also submit the details regarding the proxy. Additionally, details pertaining to any connection between the Voter or the proxy (who is not an interested party) and the Bank or any of the controlling shareholders, including but not limited to an employee-employer relationship, business ties, etc. and/or between a senior officer at the Bank shall be given and shall detail the nature thereof.

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 voting ballot), 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 scheduled for the meeting, the meeting shall be postponed by one week, to the same time and the same location, without there being any duty to provide notice thereof to the shareholders, or to another time and location as the Board of Directors shall determine. At the adjourned meeting the matters to be discussed shall be those for which the meeting was convened and the shareholders present in person or by proxy shall constitute a legal quorum.

8. **The Effective Date**

The Effective Date with respect to the eligibility of a shareholder at the Bank to participate and vote in the general meeting and in the adjourned meeting, as stated in Section 182(b) to the Companies Law and in Regulation 3 to the Voting Regulations is the end of the trading day at the Tel Aviv Securities Stock Exchange Ltd. on Wednesday, May 5, 2021 (hereunder: “**the Effective Date**”).

If there is no trading on the Effective Date, then the Effective Date shall be the last trading day preceding this date.

9. **Method of Voting 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 (hereunder: “**Proof of Ownership Regulations**”), an unregistered shareholder, who is not registered in the shareholders’ registry and whose shares are listed with a TASE member

(hereunder: “**An Unregistered Shareholder**”), who is interested in voting at the General Meeting, shall furnish to the Bank an approval from the TASE member with which his right to the share is registered, regarding his ownership of the share on the Effective Date, as required under the Proof of Ownership Regulations (hereunder: “**Certificate of Ownership**”).

- 9.2 An Unregistered Shareholder is entitled to receive a Certificate of Ownership from the TASE member through which he holds his shares, at the TASE member’s branch or by mail to his address, in consideration for paying postage only, if so requested, provided such request is made in advance for a specific security account.
- 9.3 Pursuant to the Proof of Ownership Regulations, an approved electronic message pursuant to Section 44(11)5 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.
- 9.4 A voting ballot of an Unregistered Shareholder shall be furnished to the Bank together with the Certificate of Ownership, ensuring that the voting ballot reaches the Bank’s offices **no later than four hours before the time scheduled to convene the Meeting.**
- 9.5 A shareholder registered in the shareholders registry shall furnish the voting ballot to the Bank, together with a photocopy of his identity card or a photocopy of his passport or a photocopy of the certification of incorporation, ensuring that the voting ballot reaches the Company’s registered office **up to six hours before the time scheduled to convene the Meeting.**

10. **Voting by an Electronic Voting Ballot**

An Unregistered Shareholder may vote with respect to resolutions on the Agenda as detailed above, by a voting ballot to be transmitted through the electronic voting system (hereunder: the “**Electronic Voting Ballot**”).

The Electronic Voting Ballot is open for voting at the end of the Effective Date. Voting through the electronic voting system **shall end 6 hours before the time scheduled to convene the Meeting** (i.e. on Thursday, June 10, 2021, at 8:00 a.m.) then the electronic voting system shall close.

11. **The Bank’s Address for Delivery of Voting Ballots and Position Notices:**

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

12. **The Deadline for Submitting Position Notices to the Bank by the Shareholders and the response of the Board of Directors:**

The deadline for delivery of position notices of shareholders to the Bank shall be **up to ten days before the time scheduled to convene the Meeting.**

The deadline for submitting the response of the Board of Directors to the position notices, if and to the extent that position notices of shareholders are submitted, and the Board of Directors chooses to submit its response to said position notice, shall be **no later than five days before the time scheduled to convene the Meeting.**

13. The Websites in which the Voting Ballots and Position Notices are located:

The wording of the voting ballot and position notices, if any, may be found at the Distribution Website and on the website of the Tel Aviv Securities Stock Exchange Ltd. as follows: www.magna.isa.gov.il and www.tase.co.il.

14. Receipt of Voting Ballots and Position Notices:

An Unregistered Shareholder is entitled to receive by e-mail (to the address on record at the TASE member), free of charge, a link to the wording of the voting ballot and position notices (insofar as applicable) on the Distribution Website from the TASE member through which he holds his shares, unless he notified the TASE member that he is not interested in receiving said link or that he is interested in receiving the voting ballot by mail for a fee. His notice regarding the voting ballot shall also apply to the receipt of position notices.

15. Review of Voting Ballots:

One or more shareholders holding, on the Effective Date, shares constituting five percent (5%) or more of the total voting rights at the bank, i.e. 5,016,502 ordinary shares, par value NIS 0.05 each, and whomever holds such rate of the total voting rights that are not held by the controlling shareholder at the bank, as defined in Section 268 of the Companies Law, i.e. 2,591,767 ordinary shares, par value NIS 0.05 each, is entitled himself or through a proxy on his behalf, following the convening of the General Meeting, to review the voting ballots that the Bank received at the Bank's offices during regular business hours.

16. Modification of the Agenda of the Meeting:

Following the publication of the Voting Ballot, there may be modifications to the agenda, including the addition of topics on the agenda, position notices may be published, and the updated agenda and the position notices published in the Bank's reports on the Distribution Website may be viewed at the websites set forth in Section 13 above.

17. Deadline for submitting an Amended Voting Ballot:

If the addition of a topic to the agenda of the Meeting is requested, and the Bank publishes an updated voting ballot (including additional topic/s as stated), the Bank shall publish said updated voting ballot on the publication date of the updated agenda of the Meeting, which shall be in accordance with the timetables set forth in Section 5B of the Companies Regulations (Notice and Publication of a General Meeting a Class Meeting in a Public Company and Adding a Topic to the Agenda), 5760-2000.

A shareholder shall state his voting method regarding topics on the agenda in Part Two of the Voting Ballot.

Voting Ballot – Part Two

Company Name: The First International Bank of Israel Ltd.

The Bank's Address (for delivery and sending voting ballots): 42 Rothschild Boulevard,
Tel Aviv 66883, c/o Adv. Aviad Biller.

The Company No.: 52-00290803.

The Meeting Date: Thursday, June 10, 2021 at 14:00.

Type of Meeting: Extraordinary General Meeting.

The effective date for ownership of shares with respect to the right to vote at the General Meeting: the end of trading on the Tel Aviv Securities Stock Exchange Ltd. falling on Wednesday, May 5, 2021 (hereunder: **"The Effective Date"**). If there is no trading on the Effective Date, then the effective day shall be the last day of trading preceding this date.

The Bank does not allow for voting over the Internet in accordance with Regulation 5(c) to the Regulations

Particulars of the Shareholder

Shareholder's Name: _____

Identity Number: _____

If the shareholder does not have an Israeli identity card –

Passport No.: _____

The country in which it was issued: _____

Valid until: _____

If the shareholder is a corporation –

Corporation Number: _____

Country of Incorporation: _____

If the shareholder is voting as stated in Section 6 to Part One of the Voting Ballot above-

Particulars pertaining to any ties between the Voter (who is not an interested party) or his agent and the Bank or any of the controlling shareholders or senior officer in the Bank, including employee-employer relations, business relations and the like and details of the nature thereof:

Method of Voting:

| The Topic on the Agenda | Method of Voting ¹ | | | With respect to Resolutions No. 3.3 and 3.4 on the Agenda – Are you a controlling shareholder or someone on his behalf or do you have a personal interest in the resolution (with respect to appointing an external director - except a personal interest that does not result from ties with the controlling shareholders) ² | |
|---|-------------------------------|---------|---------|--|----|
| | For | Abstain | Against | Yes * | No |
| Appointment of Mr. Ilan Aish for a third term of three years as an external director of the Bank, in accordance with the Proper Conduct of Banking Business Directive 301, commencing on June 10, 2021, as stated in Section 3.1 above. | | | | | |
| Appointment of Mr. Hanoach Dov Goldfriend for a third term of three years as an external director of the Bank, in accordance with the Proper Conduct of Banking Business Directive 301, commencing on July 16, 2021, as stated in Section 3.2 above. | | | | | |
| Appointment of Mr. Ronen Harel for a second term of three years as an external director of the Bank, in accordance with the Companies Law, commencing on June 10, 2021, as stated in Section 3.3 above. | | | | | |
| To approve amendments to the existing framework transaction in connection with the engagement of the Bank in liability insurance policies for directors and officers and accordingly, an amendment of the Remuneration Policy for officers, as stated in Section 3.4 above. | | | | | |

Are you an interested party, senior officer or institutional investor? Yes ____ No ____

¹ Failure to mark shall be considered abstaining from voting on that topic.

² A shareholder who does not complete this column or marks “yes” and does not provide details, his vote shall not be counted. There is no need to detail the personal interest in approving the appointment that is not a result of ties with the controlling shareholder.

*** Please provide details if you stated that you are considered a controlling shareholder or you have a personal interest in Resolutions No. 3.3 and 3.4 on the Agenda (except a personal interest that does not result from ties with the controlling shareholder regarding Resolution 3.3 on the Agenda):**

*** Please provide details if you stated that you are considered an interested party, senior officer in the Company³ or institutional investor:⁴:**

| | |
|------|-----------|
| Date | Signature |
|------|-----------|

For shareholders holding shares through a TASE Member (pursuant to Section 177(1) to the Companies Law, 5759-1999) – this voting ballot is only valid with the Confirmation of Ownership attached and/or if the Confirmation of Ownership was sent to the Company through the electronic voting system.

For shareholders registered in the Bank’s shareholders registry - the voting ballot shall be valid if a photocopy of the identity card/ passport/ certificate of incorporation is attached.

³ As the term “Senior Officer” is defined in Section 37(d) to the Securities Law.

⁴ As the term “Institutional Investor” is defined in Regulation 1 to the Companies Regulations (Written Votes and Position Notices), 5766 - 2005.