

The First International Bank of Israel Ltd.

("The Bank")

Voting ballot Pursuant to the Companies Regulations (Written Votes and Position Papers), 5766 - 2005 ("the Regulations")

Part One

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

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

The annual general of the Bank's shareholders which shall convene on Thursday, November 5, 2020, 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 it is possible to vote using a voting ballot:**

3.1. Appointing the Somekh Haikin & Co. CPA Firm as the Bank's auditing accountant for 2020 and authorizing the Board of Directors to determine its salary in accordance with the scope of the services to be rendered by it.

3.2. Appointment of Mrs. Pnina Bitterman-Cohen as external director at the Bank for a period of three years, pursuant to the Companies Law, to commence on November 15, 2020.

Mrs. Pnina Bitterman -Cohen's candidacy as external director pursuant to the Companies Law is proposed by the Bank's Board of Directors and was approved by the Bank of Israel.

Mrs. Pnina Bitterman -Cohen's declaration, that was given in accordance with Section 241 to the Companies Law, is attached to this voting ballot and is also available for perusal at the Bank's offices until the date the meeting is convened during regular business hours.

Below are details pursuant to Regulation 26 to the Securities Regulations (Periodic and Immediate Reports), 5730 - 1970 (hereunder: "**The Reporting Regulations**"), to the best of the Bank's knowledge, in relation to a candidate to be appointed to serve as an external director, pursuant to the provisions in the Companies Law, Mrs. Pnina Bitterman -Cohen:

Name:	Pnina Besserman-Cohen
The date upon which she began to serve in office as a director in the Company:	Subject to the resolution pertaining to the General Meeting approving her appointment, Mrs. Pnina Bitterman -Cohen shall start her role as external director at the Bank on November 15, 2020

Identity Number:	050350701
Date of Birth:	11.02.1951
Citizenship:	Israeli
Address for serving court documents is:	42/1 Sheshet Hayamim St., Jerusalem, 9780450
Membership on the Board of Directors Committees:	Subject to the resolution pertaining to the General Meeting approving her appointment, Mrs. Pnina Bitterman -Cohen shall be appointed as a member of the Audit Committee and the Remuneration Committee
Is he an independent or external director?	External director pursuant to the Companies Law provisions
Employee of the Bank, its subsidiary company, affiliated company of the company or an interested party therein and the position he fulfills:	No
Education:	Holds a bachelor degree in Law (L.L.B) from Tel Aviv University. Legal and professional courses and seminars, Tel Aviv University and Bar Ilan University.
Employment in the last five years:	Director and controlling shareholder in Al-Daf Engineering Ltd; external director at the First International Bank of Israel Ltd. (up to June 3, 2018)
List of additional corporations in which he serves as a director:	Al-Daf Engineering Ltd.
Relative of another interested party in the Bank:	No
Expertise in accounting and finances:	Yes
The Bank views him as having expertise in accounting and finances for the purpose of satisfying the minimum number determined by the Board of Directors pursuant to Section 92(a)(12) to the Companies Law:	Yes

It is noted that Mrs. Pnina Bitterman -Cohen in the past served as an external director at the Bank and ended her term in office on the Bank's Board of Directors after 9 years in office, on June 3, 2018.

Your attention is drawn to the fact that Section 34 (A1) to the Banking Law (Licensing), 5741 - 1981, determines as follows - "A person shall not make an agreement with another 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 means of control who agrees with another whereby that other will vote in his name and on his behalf for someone who the holder of the means of control so instructs him, provided that the other shall not vote in the name and on behalf of more than one other holder". Therefore, with respect to resolutions on the agenda an agent who is also a shareholder in the Bank can vote in his name and on his behalf of one additional shareholder only.

3.3. To appoint Mr. Levkovich as a director in the Bank in accordance with Article 86 to the Bank's Articles and this

for a period of up to three years commencing from the date the general meeting approves the appointment.

Mr. Ron Levkovich's declaration, that was given in accordance with Section 224B to the Companies Law, is attached to this voting ballot and is also available for perusal at the Bank's offices until the date the meeting is convened during regular business hours.

Below are details pursuant to Regulation 26 to the Securities Regulations (Periodic and Immediate Reports), 5730 - 1970 (hereunder: "The Reporting Regulations"), to the best of the Bank's knowledge, in relation to a candidate to be appointed to serve as an external director, pursuant to the provisions in the Companies Law, Mrs. Pnina Bitternam-Cohen:

Name:	Ron Levkovich
The date upon which she began to serve in office as a director in the Company:	September 15, 2020
Identity Number:	054593074
Date of Birth:	05.12.1957
Citizenship:	Israeli
Address for serving court documents is:	10 Brazilai, Tel Aviv
Membership on the Board of Directors Committees:	Loans Committee, Risk Management Committee, Innovativeness Technology and Administration Committee
Is he an independent or external director?	No
Employee of the Bank, its subsidiary company, affiliated company of the company or an interested party therein and the position he fulfills:	No
Education:	Holds an Advanced Economics Degree from Tel Aviv University. Advanced Management Program - School of Business Management, from Harvard University
Employment in the last five years:	Owners and manager of family investments companies
List of additional corporations in which he serves as a director:	R. Levkovich Management Services Ltd; R. Levkovich Holdings Ltd; Oxygen America Ltd; Oxygen – Body Control Institute Ltd; Nimboy Ltd; Renaissance Investments Company Ltd; L.H.R. Investments Ltd;
Relative of another interested party in the Bank:	No
Expertise in accounting and finances:	Yes
The Bank views him as having expertise in accounting and finances for the purpose of satisfying the minimum number determined by the Board of Directors pursuant to Section 92(a)(12) to the Companies Law:	Yes

Your attention is drawn to the fact that Section 34 (A1) to the Banking Law (Licensing), 5741 - 1981, determines as follows - "A person shall not make an agreement with another 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 means of control who agrees with another whereby that other will vote in his name and on his behalf for someone who the holder of the means of control so instructs him, provided that the other shall not vote in the name and on behalf of more than one other holder". Therefore, with respect to resolutions on the agenda a agent who is also a shareholder in the Bank can vote in his name and on his behalf of one additional shareholder only.

- 3.4. To approve the terms in office and employment of the Bank's Board of Directors chairman, Mr. Ron Levkovich, as detailed in **Appendix C** to the meeting summons report, commencing from September 15, 2020

For further particulars in connection with topics tabled on the meeting agenda see the Bank's immediate report to which the voting ballot is attached.

4. **The place and time the full version of the proposed resolutions can be perused:**

The text of the proposed resolutions, the candidates for term in office as directors declarations and the immediate report regarding the convening of the meeting can be viewed at the Bank's offices at 42 Rothschild Boulevard Tel Aviv, on Sunday-Thursday, up to the date of the meeting or the adjourned meeting, during regular business hours, upon coordinating this in advance with the Secretary of the Bank, Adv. Aviad Biller (Tel. 03-5196223). A copy of this report is also published on the Distribution Website of the Securities Authority at: www.magna.isa.gov.il (above and hereunder: "The Distribution Website") and on the Tel Aviv Securities Stock Exchange Ltd website www.tase.co.il (above and hereunder: "TASE's Website") and on the Bank's website at www.fibi.co.il.

5. **The majority required for adopting the resolution on the agenda, which may be voted on by means of voting ballots:**

- 5.1. The majority required to approve topics on the Agenda detailed in Sections **Error! Reference Source not found.** 3.3 and 3.4 above is an ordinary majority of all of the shareholders present at the Meeting in person or by proxy or who sent a voting ballot 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.
- 5.2. The majority required to approve topics on the Agenda detailed in Section **Error! Reference Source not found.** 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 they wish to vote, entitled to vote and voted at the meeting without taking into account the votes of abstainers, provided that one of the following exists:
 - 5.2.1. Upon counting the votes of the majority, at least most of the non-controlling shareholders in the Bank or those having a personal interest in the appointment except a personal interest not as a result of ties with the controlling shareholder participating in the vote shall be included. The votes of abstainers shall not be taken into account upon counting all the votes of the said shareholders.
 - 5.2.2. The total votes of objectors among the shareholders mentioned in Section 5.2.1 above shall not exceed a percentage of two percent of all the voting rights in the Bank.

6. **Comment pertaining to a shareholder being a controlling shareholder in the Company or having a personal interest therein:**

- 6.1. A shareholder participating in a vote in relation to a resolution in Section 3.2 above, will inform the Company before voting, and if the vote is through a voting ballot - will mark the Second Part of the voting ballot at the designated place to do so, if he is considered a controlling shareholder, interested party, has a personal interest in approving the appointment or the resolution, senior officeholder or institutional investor, or not, and a description of the relevant nexus.

A shareholder who fails to mark Part B in the voting ballot in the place designated to do so or marks “Yes” and does not describe it, shall not vote in relation to that resolution and his vote shall not be counted for that specific resolution.

- 6.2. 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 an interested party, senior officer and institutional bodies vote at meetings and the Voting Regulations (hereunder: “**the Directive**”), an interested party, senior officer and institutional investor (hereunder: “**the Voters**”), as defined in the Directive, voting at the Meeting on resolutions in Section 3.2 above, shall submit to the Bank, within the framework of their vote, the particulars that are required in accordance with Regulation 36D(d) to the Reporting Regulations and to Section 2(b) to the Directive and if they voted by proxy, the Voter or agent shall also submit the particulars in relation to the agent. Similarly, particulars pertaining to any connection between the Voter or the agent (who is not an interested party) and the Bank or any of the controlling shareholders or senior officeholder in the Company, including but not limited to an employee employer relationship, business ties and the like and/or senior officeholder 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 representative (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 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. 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 representative will constitute a quorum.

8. **The Effective Date**

The Effective Date with respect to a shareholder at the Bank’s eligibility 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 to the Companies Regulations (Voting in Writing and Position Paper), 5766 - 2005 (hereunder: “**The Voting Regulations**”), is the end of trading on the Tel Aviv Securities Stock Exchange Ltd. to fall on Thursday, October 8, 2020 (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.

9. **The Voting Manner and Validity of the voting ballot**

- 9.1. In accordance with the Companies Regulations (Proving Ownership of a Share for the purpose of Voting at a General Meeting), 5760- 2000 (hereunder: “**Proof of Ownership Regulations**”), an unregistered shareholder in the shareholders registry and whose shares

are listed with a member of the TASE (hereunder: “**Unregistered Shareholder**”), and is interested in voting at the General Meeting, shall furnish to the Bank approval from the member of the TASE with who its right to the share is registered pertaining to it owning the share on the Effective Date, as required under the Proof of Ownership Regulations (hereunder: “**Ownership Approval**”).

- 9.2. An unregistered shareholder is entitled to receive the ownership approval from the member of the TASE through who he holds his shares, at the member of the TASE’s branch or by mail to his address, in consideration for paying postage only, if so requested, and such a request is made in advance for a specific securities account.
- 9.3. Pursuant to the Proof of Ownership 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 ownership approval with respect to all the shareholders included therein.
- 9.4. A voting ballot of an unregistered shareholder shall be delivered to the Company together with the ownership approval, ensuring that the voting ballot reaches the Company’s registered office **no later than four hours before the time scheduled to convene the General Meeting**.
- 9.5. A shareholder registered in the shareholders registry shall deliver the voting ballot to the Company, together with a photocopy of is identity card or photocopy of his passport or 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 General Meeting**.

10. **Voting over the Internet:**

An unregistered shareholder may vote in relation to a resolution on the agenda as detailed above, through a voting ballot to be transmitted through the electronic voting system (hereunder: “**The Electronic Voting Ballot**”).

The electronic voting ballot is opened for voting at the end of the Effective Date. Voting through the Electronic Voting System shall end six (6) hours before the time for the Meeting (i.e. on Thursday, November 5, 2020, at 8:00) then the electronic voting system shall close.

11. **The Bank’s Address to Deliver Voting Ballots and Position Papers:**

The address to deliver the voting ballots and position papers is the Bank’s offices at 42 Rothschild Blvd., Tel Aviv, c/o Adv. Aviad Biller.

12. **The Deadline for delivery of position papers to the Bank by a shareholder and the Board of Directors Response:**

The deadline for delivery of position papers of shareholders to the Bank shall be up to Ten days before the Meeting date.

The deadline for submitting the Board of Directors Response to the position papers, if and insofar as position papers are submitted by the shareholders and the Board of Directors chooses to submit its response to the foregoing position papers is no later than Five days before the Meeting date.

13. **The internet websites addresses in which the voting ballots and position papers are posted:**

The format of the voting ballot and position papers, insofar as applicable, can be found on the distribution website and of the Securities Authority and on the Tel Aviv Stock Exchange website at the following addresses: www.magna.isa.gov.il and www.tase.co.il.

14. **Receipt of Voting Ballots and Position Papers:**

An unregistered shareholder is entitled to receive, via email, (to the address on record with the member of the TASE), without consideration, a link to the format of the voting ballot and position papers on the distribution website, from a member of the TASE through whom he holds his shares, unless he notifies the member of the TASE that he is not interested in receiving such a link or is interested in receiving voting ballots by mail for payment. His notice with respect to the voting ballots shall also apply with respect to receiving position papers.

15. **Viewing Voting Ballots:**

One or more shareholders holding a percentage of shares on the effective date, constituting five percent (5%) or more of the total voting rights in the Bank (namely, 5,016,502 ordinary shares with a nominal value of NIS 0.05 each one, and a shareholder holding such a percentage of the total voting rights which are not held by a controlling shareholder in the Bank, as defined in Section 268 to the Companies Law, (namely 2,591,767 ordinary shares with a nominal value of NIS 0.05 each one, is entitled in person or by proxy, after the general meeting has been convened, to view the voting ballots that were received at the Bank, at the Bank's office, during regular business hours.

16. **Changing the Agenda of the Meeting**

After publishing the voting ballot, changes may be made to the agenda, including but not limited to adding a topic to the agenda, position papers may be published, and the current agenda and the position notices that were published in the Bank's reports on the distribution website, may be viewed, as stated in Section 13 above.

17. **Deadline to submit a corrected voting ballot:**

If it is requested to add a topic to the meeting's agenda and the Bank publishes a revised voting ballot (including the said additional topic/s) then the Bank shall publish such a revised voting ballot on the date the revised agenda is published for the meeting which will be in accordance with the schedule determined in Section 5B to the Companies Regulations (Notice and Announcements Concerning General Meetings and Meeting Types in a Public Company and Adding Topics To the Agenda), 5760 - 2000.

A shareholder shall cast its vote in connection with 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, November 5, 2020 at 14:00.

Type of Meeting: Annual 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 Thursday, October 8, 2020 (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 the First Part 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 ties, business ties and the like and details of the nature thereof:

Method of Voting:

The Topic on the Agenda	Method of Voting ¹			With respect to Resolution No. 3.2 as detailed above, appointment of an external director (pursuant to Section 239 (b) to the Companies Law) - 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	
	In favor	Abstain	Against	Yes *	No
Appointing the Somekh Haikin & Co. CPA Firm as the Bank's auditing accountant for 2020 and authorizing the Board of Directors to determine its wage in accordance with the scope of the services to be rendered by it, as stated in Section 3.1 above.					
The appointment of Mrs. Pnina Bitterman-Cohen as external director at the Bank for a period of three years, pursuant to the Companies Law, to commence on November 15, 2020, as stated in Section 3.2 above.					
Appointing Mr. Ron Levkovich as director in the Bank as stated in Section 3.3 above.					
Approving the terms in office and employment of the Bank's Board of Directors chairman, Mr. Ron Levkovich, as stated in Section 3.4 above.					

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

¹ Not ticking shall be considered abstaining from voting on that matter.

² A shareholder who does not complete this column or ticks "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 noted that you are considered a controlling shareholder or you have a personal interest (except a personal interest that does not result from ties with the controlling shareholder) in the resolution:**

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

Date Signature

For the Shareholders holding shares through the Stock Exchange Member (pursuant to Section 177(1) to the Companies Law, 5759-1999) - This proxy statement is only valid with the ownership confirmation attached.

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 phrase "Senior Officer" is defined in Section 37(d) to the Securities Law.

⁴ As the phrase "Institutional Investor" is defined in Regulation 1 to the Companies Regulations (Written Votes and Position Papers), 5766 - 2005.