

FIRST INTERNATIONAL BANK OF ISRAEL LTD.

Registrar Number: 520029083

To: Israel Securities
Authority
www.isa.gov.il

To: Tel Aviv Stock
Exchange Ltd.
www.tase.co.il

T049 (public)

Magna transmission
date: 10/06/2018
Reference: 2018-01-049530

IMMEDIATE REPORT ON RESULTS OF A MEETING FOR APPROVAL OF A TRANSACTION WITH A CONTROLLING SHAREHOLDER AND/OR FOR APPROVAL OF A PRIVATE OFFERING AND/OR APPROVAL OF A DOUBLE TERM OF OFFICE FOR A CHAIRMAN, CEO AND/OR AN APPOINTMENT OF AN OUTSIDE DIRECTOR

Pursuant to Securities Regulations

(Transaction between a Company and a Controlling Shareholder thereof), 5621-2001

Or Regulation 22 of Securities Regulations

(Private Offering of Securities in a Listed Company), 5760-2000

Regulation 36D (b) of the Securities Regulations
(Periodic and Immediate Reports), 5730 – 1970

Regulation 36D (d) of the Securities Regulations
(Periodic and Immediate Reports), 5730 – 1970

If there were additional topics on the agenda of the meeting, they should be detailed in Section 3.

1. In a meeting that was convened on 10/06/2018, notice of which was published in a form whose reference is 2018-01-135844 and the topics that arose on the agenda of which included:

Serial no.	Type of transaction / topic put to vote	Summary of the topic
1	Appointment of outside director	<i>Appointment of Dr. Ronen Harel for a term of office of three years as an outside director of the Bank, pursuant to the Companies Law, commencing on the date of approval of his appointment by the meeting.</i>

The below specified resolutions were adopted:

1 Type of transaction / topic put to vote: *Appointment of outside director*

Summary of the topic *Appointment of Dr. Ronen Harel for a term of office of three years as an outside director of the Bank, pursuant to the Companies Law, commencing on the date of approval of his appointment by the meeting.*

Summary of the proposed resolution: *To appoint Dr. Ronen Harel for a term of office of three years as an outside director of the Bank, pursuant to the Companies Law, commencing on the date of approval of his appointment by the meeting.*

The meeting resolved: *To approve*

The quantity of shares / securities that participated in the vote: *83,544,288*

The quantity of shares / securities that voted in favor: *81,450,743*

The quantity of shares / securities that participated in the vote and were not classified as shares whose owners have a personal interest / as shares that are not held by controlling shareholders or by persons that have a personal interest in the approval of the appointment, excluding a personal interest that is not a result of relationships with the controlling shareholder: *35,049,574*, of which *32,956,029* voted in favor of approval of the transaction and *2,093,545* voted against approval of the transaction.

The quantity of shares that participated in the vote and were not classified as shares held by controlling shareholders of the company / as shares held by persons that have a personal interest in the approval of the resolution _____, of which _____ voted in favor of approval of the transaction.

Number of voting shares/voting securities whose holders voted against: *2,093,545*

Percentage of the vote in favor of approval of the transaction out of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or persons that have a personal interest in the approval of the transaction, excluding a personal interest that is not a result of relationships with the controlling shareholder: *94.03%*

Percentage of the vote in favor of approval of the transaction out of the total voters who are not controlling shareholders of the company / who do not have a personal interest in the approval of the resolution; _____%

Percentage of the opposition votes out of the total voting rights in the company: *2.09%*

2. Resolutions of the meeting with regard to other topics that were on its agenda:
 1. To appoint Mr. Ilan (Eilon) Aish for a second term of office of three years as an outside director of the Bank, pursuant to Proper Conduct of Banking Business Directive 301, commencing on June 10, 2018 and terminating on June 30, 2020.
 2. To appoint Mr. Menachem Inbar for a second term of office as an outside director of the Bank, pursuant to Proper Conduct of Banking Business Directive 301, commencing on June 10, 2018 and terminating on June 30, 2020.
 3. To appoint Mr. Hanoch Dov Goldfreind for a second term of office of three years as an outside director of the Bank, pursuant to Proper Conduct of Banking Business Directive 301, commencing on July 16, 2018.

3. Details of the voters at the meeting that are institutional investors, interested parties or senior officers:

The form can contain up to 40 lines (each line containing information with respect to one securities holder that voted at the meeting). In the event that the list of voters is larger than 40, continue to fill out the data for the additional voters on an additional form.

- File [voting-table_isa.pdf](#) The file shall contain, with respect to each voter, the data required in this form.
- Details of the vote in accordance with the numbering of the topics specified in Section 1 above.

Serial no.	Numbering of topic on agenda	Last name of the shareholder or the securities holder / corporation name (Hebrew) (1)	First name of the shareholder or the securities holder	Quantity of securities	Personal interest (2)	Manner of voting	Proxy statement / power of attorney
1	Topic	_____	_____	_____	_____	_____	_____

Explanations:

- (1) The full name should be written as recorded at the Registrar of Companies or in the identity card.
- (2) Whether involving a personal interest of the shareholder or the securities holder or a personal interest of the proxy.

In this column of the table the data is to be filled out as detailed below:

- When involving approval of a double term of office of a chairman – CEO (pursuant to Section 121(c) of the Companies Law) – 'yes' should be marked for a voter who is a controlling shareholder or a person who has a personal interest in the approval of the resolution;
- When involving the appointment of an outside director (pursuant to Section 239(b) of the Companies Law) – 'yes' should be marked for a voter who is a controlling shareholder or a person who has a personal

interest in the approval of the appointment, excluding a personal interest that is not a result of relationships with the controlling shareholder;

- When involving an extraordinary transaction with a controlling shareholder or in which the controlling shareholder has a personal interest (pursuant to Section 275 of the Companies Law) – "yes" should be marked for a voter who has a personal interest in the approval of the transaction;
- When involving a resolution pursuant to Section 350 of the Companies Law, or a resolution to change a trust deed at a meeting of bond holders – "yes" should be marked for a voter who has a personal interest, in accordance with the resolution.

1 Last name of the shareholder or the securities holder (Hebrew) / corporation name (Hebrew):

First name of the shareholder or the securities holder (Hebrew): _____

Last name of the shareholder or the securities holder / corporation name (English):

First name of the shareholder or the securities holder (English): _____

Type of identification number: _____

Identification number: _____

The participation in the meeting is by virtue of holding security number: _____

Place of incorporation of the shareholder or the securities holder / the passport country: _____

Proxy name: _____

Type of identification number of the proxy: _____

Identification no. of the proxy: _____

Passport country: _____

If the Company knows of any relationship between the voter (who does not have a personal interest) and the company or any of the controlling shareholders thereof, including employer-employee relationships, business relationships etc. – details of the nature of such relationships:

4. This report is submitted further to the following report/s:

Report	Publication date	Reference number
_____	_____	_____

The immediate report was signed by Adv. Aviad Biller, the Bank Secretary

Reference numbers of previous documents on the matter (the citation does not constitute inclusion by way of reference):

2018-01-035844

The corporation's securities are listed for trade on the Tel Aviv Stock Exchange
Form structure revision date: 1/05/2018

Abbreviated name: FIBI

Address: 42 Rothschild, Tel Aviv 66883 Telephone: 03-5196223, 03-5196111

Fax: 03-5100316

E-mail: MAZKIR@FIBIMAIL.CO.IL Company website: www.fibi.co.il

Previous names of reporting entity:

Name of electronic reporter: Biller Aviad Position: Bank Secretary Name of
employing company:

Address: 42 Rothschild, Tel Aviv 66883 Telephone: 03-5196223 Fax: 03-5100316

E-mail: biller.a@fibi.co.il