

November 26, 2019

**First International Bank of Israel Ltd**  
**("The Bank" or "The Company")**

**NOTICE PERTAINING TO SUMMONING AN ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

**Summoning the General Meeting**

In accordance with the Companies Law, 5759 – 1999 (hereinafter: "**The Companies Law**"), the Securities Law, 5728-1968 (hereinafter: "**The Securities Law**"), the Securities Regulations (Periodic and Immediate Reports), 5730 – 1970 (hereinafter: "**The Reporting Regulations**") and the Companies Regulations (Notice of a General Meeting and Class Meeting in a Public Company and Adding a Topic to the Agenda), 5760 – 2000 (hereinafter: "**The Notice Regulations**"), the Bank is giving notice of the Bank's Annual General Meeting of Shareholders to convene on Sunday, December 22, 2019, at 14:00 at the Bank's offices at 42 Rothschild Blvd., Tel Aviv (14<sup>th</sup> Floor, Conference Room) (hereinafter: "**The Meeting**").

**1. The Topics and Resolutions on the Agenda**

- 1.1. Reporting that in accordance with the Bank's bylaws, the directors serving in office, as detailed below, will continue to serve in office: Zadik Bino, Gil Bino and Jacob Sitt.

The following directors, serving as external directors (in accordance with the Companies Law or the Proper Conduct of Banking Business Directives\_ will continue to serve until the end of their appointment period as external directors: Messrs. Zeev Ben-Asher, Joseph Horowitz, Ronen Harel, Ilan Aish, Daniel Furman, David Assia, Hanoach Dov Goldfriend and Menachem Inbar.

The Chairwoman of the Board of Directors, Mrs. Irit Izakson will continue to serve until the end of the period of her appointment (i.e. until February 23, 2020), in accordance with her notice dated October 29, 2019.

- 1.2. Discussion of the financial statements as on December 31, 2018, including but not limited to the Board of Directors report, executive review and the auditing accountants report for the shareholders.
- 1.3. Reporting of the Auditing Accountant's fee for the 2018 fiscal year.
- 1.4. Appointing the CPA Somekh Chaikin & Co. accounting firm as the Bank's Auditing Accountant for the 2019 year and authorizing the Board of Directors to determine its fee in accordance with the scope of the services to be rendered by it.

**2. The Requisite Majority**

The majority required to approve a topic on the agenda detailed in Section 1.4 above is an ordinary majority of all the shareholders present at the meeting in person or by proxy or who sent the Bank a voting instrument stating the manner they wish to vote, authorized to vote and voted at the meeting, without taking into account the votes of the abstainers.

### 3. The Effective Date

The effective date with respect to a Bank's shareholder entitlement to participate and vote at the General Meeting and the deferred meeting, as stated in Section 182(b) to the Companies Law, is the closing of trading on the Tel Aviv Stock Exchange Ltd to fall on Monday, December 2, 2019 ("**The Effective Date**"). If there is no trading on the Effective Date, then the Effective Date will be the last day of trading before this date.

### 4. Voting Method

4.1. The Bank's shareholders on the Effective Date may vote on a topic tabled on the agenda as detailed in Section 1.4 above, in person or by proxy. The agent's letter of appointment to vote or the power of attorney must be deposited at the Bank's offices at 42 Rothschild Blvd., Tel Aviv, at least 48 hours before the Effective Date for the meeting or the deferred meeting, as applicable. A shareholder who is not registered in the Shareholders Registry and whose shares are registered with a Stock Exchange Member (hereinafter: "**A Non-Registered Shareholder**") may also vote through the electronic voting system as detailed in Section 5 below.

4.2. In accordance with the Companies Regulations (Proving Ownership of a share for the purpose of voting at a General Meeting), 5760 – 2000 (hereinafter: "**Proof of Ownership Regulations**"), a non-registered shareholder, who is interested in voting at the General Meeting, will furnish to the Bank, approval from the Stock Exchange Member with whom his right to the share is registered, pertaining to him owning the share on the Effective Date, as required under the Proof Ownership Regulations (hereinafter: "**Ownership Approval**"). Pursuant to the said Regulations, an electronic message approved pursuant to Section 44K5 to the Securities Law concerning data of the users of the electronic voting system – is the same as ownership approval with respect to each shareholder included therein.

### 5. Voting Through Electronic Proxy

5.1. As stated above, a non-registered shareholder, may vote in relation to a resolution tabled on the agenda as detailed above through a proxy statement to be remitted through the electronic voting system, as defined in the Companies Regulations (Voting in Writing and Position Notice), 5766 – 2005 (hereinafter: "**Electronic Proxy Voting**").

5.2. The electronic proxy voting is opened to vote at the end of the Effective Date. Voting through the electronic voting system **will end 6 hours before the meeting time** (i.e. – on Sunday, December 22, 2019 at 8:00), thereafter the electronic voting system will be closed.

- 5.3. The electronic voting can be changed or cancelled up to the time the electronic voting system is closed and it will not be possible to change it through the electronic voting system after this time. Whereupon a shareholder voted through more ways than one, his latest vote will be counted. In this respect, a vote of a shareholder in person or by proxy will be considered as a vote that is cast after voting through the electronic voting system.

**6. Quorum and Deferred Meeting**

- 6.1. The legal quorum for the shareholders meeting is one or more shareholders present in person or by agent (including but not limited to through a proxy statement), holding or representing more than 25% of the voting power at the Bank.
- 6.2. If a legal quorum is not present at the meeting one half hour of the time scheduled for the meeting, the meeting will automatically be adjourned by one week, to the same time and same place, without there being any obligation to notify the shareholders thereof, or to a different day, time and place as the Board of Directors so determine. At the deferred meeting, only topics for which the meeting was called will be discussed and the shareholders present in person or by agent will constitute a legal quorum.

**7. Perusing Documents and Details regarding the Bank's Representatives**

It is possible to peruse the text of the proposed resolution and the immediate report regarding the convening of the meeting, at the Bank's offices at 42 Rothschild Blvd., Tel Aviv on Sunday through Thursday up to the date of the meeting during regular business hours, upon coordinating this in advance with the Bank's Secretary, Adv. Aviad Biller (Tel. 03-5196223) and on the Securities Authority's Distribution website at: [www.magna.isa.gov.il](http://www.magna.isa.gov.il), on the Tel Aviv Stock Exchange Ltd website at [www.tase.co.il](http://www.tase.co.il) and on the Bank's website at [www.fibi.co.il](http://www.fibi.co.il).

**Sincerely,  
Aviad Biller, Adv.  
Corporate Secretary  
The First International Bank of Israel Ltd**