

**The First International Bank of Israel Ltd.**

**(the “Bank” or the “Company”)**

**Proxy Statement Pursuant to the Companies Regulations (Proxy Statements and Position Notices), 5766 - 2005 (the “Regulations”)**

**Part One**

**1. Name of the Company**

The First International Bank of Israel Ltd.

**2. Type of the General Meeting, Date and the Place where the Meeting is to be Convened**

A special general meeting of shareholders in the Bank, to be convened on Thursday, July 11, 2024, at 14:00 at the Bank’s offices at 42 Rothschild Boulevard., Tel Aviv (14<sup>th</sup> Floor, Conference Room) (the “Meeting”).

**3. Details of the topics on the agenda with respect to which it is possible to vote by means of a proxy statement:**

- 3.1. To appoint Ms. Roni Michael as an external director of the bank, according to Proper Banking Management Instruction 301, for a first term of office of three years, starting on July 17, 2024.
- 3.2. To appoint Mr. Rony Hizkiaho as a director in the Bank in accordance with regulation 87 to the Bank’s regulations and this for a period of three years commencing from the date the general meeting approves the appointment.
- 3.3. To appoint Mr. Ilan Batzri as an external director of the bank, according to Proper Banking Management Instruction 301, for a first term of office of three years, starting on July 17, 2024.

Your attention is drawn to the provisions of section 34 (A1) of the Banking Law (Licensing), 5741 - 1981, which provide as follows - “A person shall not make an agreement with another in regards to their vote for the appointment of a director in a banking corporation or in a bank holding corporation, including but not limited to with respect to voting on terminating the director’s term in office, except under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply to a member - holders within the meaning thereof in Section 11D(a)(3)(b) to the Ordinance, with respect to voting on the appointment of a director who was proposed as a candidate by them pursuant to the same section, and to a holder of means of control who agreed with another, that the other will vote in his name and on his behalf without discretion as the holder of the means of control so instructs him, provided that if the other holds, in person the means of control in a banking corporation or bank holding

corporation, as applicable, he shall not vote in the name and on behalf of more than one other holder". Therefore, with respect to 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 further details in connection with topics on the agenda including details required according to regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 5730 - 1970, see the meetings summon report to which the proxy statement is attached.

The vote regarding the approval of the appointment of each of the directors who are candidates to be appointed will be done separately.

**4. The place and time to review the full text of the proposed resolutions:**

The text of the proposed resolutions and the immediate report regarding the convening of the meeting and its appendices can be viewed at the Bank's offices at 42 Rothschild Boulevard Tel Aviv, on Sundays-Thursdays, until the date of the meeting during regular business hours, coordinating this in advance with the Secretary of the Bank, Adv. Aviad Biller (Tel. 03-5196223) and on the Securities Authority website at: [www.magna.isa.gov.il](http://www.magna.isa.gov.il), on the Tel Aviv Securities 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)

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

The majority required to approve topics 1- 3 on the agenda set forth in Sections 3.1- 3.3 above, respectively 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 proxy statement to the Bank stating the manner they wish to vote, who are entitled to vote and voted at the Meeting without taking into account the votes of abstainers.

**6. Quorum and Adjourned Meeting**

A legal quorum for the shareholders' meeting is one or more shareholders who are present in person or by proxy (including by means of a proxy statement), who hold or represent more than 25% of the voting power in the bank

If a quorum is not present at the meeting within one-half hour of the time set 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, or to another time and place as the Board of Directors shall determine. 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.

## 7. The Record Date

The Record Date with respect to the eligibility of a shareholder in the Bank to participate and vote at the general meeting and at the adjourned meeting, as stated in Section 182(b) to the Companies Law, 5759-1999 (hereinabove and hereinafter the “**Companies Law**”) and Regulation 3 is the end of the trading day on the Tel Aviv Securities Stock Exchange Ltd. which will fall on Thursday, June 13, 2024 (hereinafter: the “**Record Date**”). If there is no trading on the Record Date then the Record Date shall be the last day of trading preceding this date.

## 8. The Voting Manner and Validity of the Proxy Statement

- 8.1. 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 shareholder who is not registered in the shareholders register and whose shares are listed with a member of the Tel Aviv Stock Exchange (hereinafter: “**Unregistered Shareholder**”), and is interested in voting at the General Meeting, shall furnish to the Bank confirmation from the member of the Tel Aviv Stock Exchange where its right to the share is registered regarding its ownership of the share on the Record Date, as required under the Proof of Ownership Regulations (hereinafter: “**Certificate of Ownership**”).
- 8.2. An unregistered shareholder is entitled to receive the Certificate of Ownership from the member of the Tel Aviv Stock Exchange through which he holds his shares, at a branch of the member of the Tel Aviv Stock Exchange 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.
- 8.3. In accordance with Regulation 36D(d) to the Securities Regulations (Periodic and Immediate Reports), 5730- 1970, the Regulations and Directives of the Securities Authority of November 30, 2011 with respect to disclosing the manner of voting of stakeholders, senior officers and institutional bodies at meetings (hereafter: “**Directive**”), an stakeholder, senior officer and institutional investor (hereinafter: the “**Voters**”), as defined in the Directive, voting at the Meeting on resolutions in Sections 3.1-3.3 on the Agenda as set forth 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 proxy shall also submit the particulars in relation to the proxy. Similarly, particulars pertaining to any relationship (except a negligible relationship) between the Voter or the proxy (who is not a stakeholder) and the Bank or any of the controlling shareholders, including but not limited to an employee employer relationship, business ties and the like and/or between senior officer at the Bank shall be given and shall detail the nature thereof.
- 8.4. Pursuant to the Proof of Ownership Regulations, an approved email pursuant to Section 44K5 to the Securities Law 5728- 1968 (hereinafter the “**Securities Law**”)

concerning the users data in the electronic voting system - is the same as Certificate of Ownership with respect to all the shareholders included therein.

- 8.5. A proxy statement of an unregistered shareholder shall be delivered to the Bank together with the Certificate of Ownership, so that the proxy statement will reach the Bank's offices **no later than four (4) hours before the time scheduled to convene the Meeting.**
- 8.6. A shareholder registered in the shareholders register shall deliver the proxy statement to the Bank, together with a photocopy of his identity card or photocopy of his passport or photocopy of the Certification of Incorporation, so that the proxy statement will reach the Bank's office **no later than six (6) hours before the time scheduled to convene the Meeting.**
- 8.7. A shareholder may contact the Bank's registered office and after proving his identity, withdraw the proxy statement and his Certificate of Ownership **up to 24 hours before the meeting is convened.**

**9. Voting by Electronic Proxy Statement**

An unregistered shareholder may vote in relation to resolutions as set forth above by a proxy statement to be transmitted through the electronic voting system (hereinafter: the "Electronic Proxy Statement").

The electronic proxy statement is opened for voting at the end of the Record Date. Voting through the Electronic Voting System **shall end six (6) hours before the time of the Meeting** then the electronic voting system shall close.

**10. The Bank's Address for Delivering Proxy Statements and Position Notices:**

The address to deliver the proxy statements and position notices is the Bank's offices at 42 Rothschild Blvd., Tel Aviv, c/o Adv. Aviad Biller.

**11. The Deadline for Delivering Position Notices to the Bank by the Shareholder and the Response of the Board of Directors:**

The deadline for delivering position notices to the Bank is **up to ten (10) days before the date of convening the meeting.**

The deadline for submitting a position notice on behalf of the Bank that will include the response of the Bank's Board of Directors to the position notices, on behalf of the shareholders is **no later than five days (5) before the date of convening the meeting.**

**12. The Addresses of the Websites where the Proxy Statements and Position Notices are posted:**

The format of the proxy statements and position notice, to the extent 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](http://www.magna.isa.gov.il) and [www.tase.co.il](http://www.tase.co.il).

**13. Receipt of Proxy Statements and Position Notices**

A Tel Aviv Stock Exchange member shall send, free of charge, by email, a link to the format of the proxy statements and position notices (to the extent applicable), on the Distribution Website, to every unregistered shareholder, unless a shareholder notified that it was disinterested, and provided that the notice was given with respect to a specific securities account and on a date preceding the Record Date. His notice with respect to the proxy statements shall also apply with respect to receiving position notices (if any).

**14. Viewing Proxy Statements:**

One or more shareholders holding a percentage of shares on the record date, constituting five percent (5%) or more of the total voting rights in the Bank (namely, 5,016,502 ordinary shares of a nominal value of NIS 0.05 each, 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 2,591,766 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 proxy statements that were received at the Bank, at the Bank's office, during regular business hours.

**15. Changing the Agenda of the Meeting**

After the publication of this summons report to which this proxy statement is attached, changes to the agenda of the general meeting may apply, including the addition of a topic to the agenda, and position notices may be published. It will be possible to review the current agenda and position notices to the extent they are published on the distribution website and on the stock exchange's website, whose address is set forth in section 12 above.

**16. Deadline for Submitting a Revised Proxy Statement:**

If it is requested to add a topic to the meeting's agenda and the Bank publishes a revised proxy statement (including the said additional topic/s) then the Bank will publish such a revised proxy statement 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 Class Meetings 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 proxy statement.**

## **Proxy Statement- Part Two**

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

**The Bank's Address (for delivering and sending proxy statements:** 42 Rothschild Boulevard, Tel Aviv 66883, c/o Adv. Aviad Biller.

**The Company No.:** 52-00290803.

**The Meeting Date:** Thursday, July 11, 2024.

**The Meeting Type:** Special General Meeting.

**The Record 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. which falls on Thursday, in June 13, 2024 (hereunder: the "**Record Date**"). If there is no trading on the Record Date then the Record Date 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 Name: \_\_\_\_\_

Identity No.: \_\_\_\_\_

#### **If the shareholder does not hold an Israeli identity card -**

Passport No.: \_\_\_\_\_

Country of Issue: \_\_\_\_\_

Valid Until: \_\_\_\_\_

#### **If the shareholder is a corporation -**

Corporation No.: \_\_\_\_\_

Country of Incorporation: \_\_\_\_\_

Are you an stakeholder<sup>1</sup>, senior officer<sup>2</sup> or institutional investor<sup>3</sup>? Yes \_\_\_\_\_ No \_\_\_\_\_

\* If the answer is yes - please specify if you have stated that you are considered a stakeholder, a senior officer in the company or an institutional investor, and please also specify regarding any affiliation between the voter (who is not a personal stakeholder) or his proxy and the company or any of the controlling shareholders or a senior officer, including employer-employee relationships, business ties, etc. and details of the nature thereof:

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**Manner of Voting:**

The Topics on the Agenda	Manner of Voting <sup>4</sup>			Are you a controlling shareholder or do you have a personal interest in the resolution? <sup>5</sup>	
	In favor	Against	Abstain	Yes *	No
To appoint Ms. Roni Michael as an external director of the bank, according to Proper Banking Management Instruction 301, for a first term of office of three years, starting on July 17, 2024, as set forth in section 3.1 above.					
To appoint Mr. Rony Hizkiaho as a director in the Bank in accordance with regulation 87 of the Bank’s regulations and this is for a period of three years commencing from the date the general meeting approves the appointment, as set forth in section 3.2 above.					

<sup>1</sup> As defined in Section 1 of the Securities Law.

<sup>2</sup> As defined in Section 37(d) of the Securities Law.

<sup>3</sup> As the term “Institutional Investor” is defined in Regulation 1 of the Companies Regulations (Proxy Statements and Position Notices), 5766 - 2005.

<sup>4</sup> Not marking shall be considered abstaining from voting on that matter.

<sup>5</sup> A shareholder who does not complete this column or marks “yes” and does not provide details, his vote shall not be counted.

The Topics on the Agenda	Manner of Voting <sup>4</sup>			Are you a controlling shareholder or do you have a personal interest in the resolution? <sup>5</sup>	
	In favor	Against	Abstain	Yes *	No
To appoint Mr. Ilan Batzri as an external director of the bank, according to Proper Banking Management Instruction 301, for a first term of office of three years, starting on July 17, 2024, as set forth in section 3.3 above.					

\_\_\_\_\_

Date

\_\_\_\_\_

Signature

**For Shareholders that hold shares through a member of the Tel Aviv Stock Exchange (according to section 177(1) to the Companies Law) - this proxy statement is valid only if a Certificate of Ownership is attached and/or if the Certificate of Ownership was sent to the Company through the electronic voting system.**

**For Shareholders registered in the Bank's shareholders register - the proxy statement shall be valid when a photocopy of the identity card/ passport/ certificate of incorporation as applicable, is attached.**