

The First International Bank of Israel Ltd

("the Bank" or "the Company")

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

Part One

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

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

Special general meeting of shareholders in the Bank, to convene on Wednesday, July 15, 2020, at 14:00 at the Bank's offices at 42 Rothschild Boulevard St., 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:**

To approve updates to the master transaction in existence in connection with the Bank engaging in directors and officers liability insurance policies and correcting the remuneration policy for officers accordingly.

To approve the re-awarding of the current letter of indemnification, attached to the meeting summons report as **Appendix A**, for directors who are controlling shareholders and/or their relatives and/or which the controlling shareholders may have a personal interest in awarding them the letter of indemnification, for a period of three additional years from the date of the Meeting's approval, pursuant to the same terms and format of the letter of undertaking given to the rest of the directors and officers at the Bank.

To approve the terms in office for acting chairman of the Board of Directors of the Bank, Mr. Yaakov Sitt, commencing from March 8, 2020.

For further particulars in connection with topics tabled on the agenda see the meetings summon report to which the voting ballot is attached.

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

The text of the proposed resolutions 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 to adopt the resolutions on the agenda with respect to which it is possible to vote using a voting ballot:

The majority required to adopt the resolutions in Sections 3.1 and 3.2 on the Agenda 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:

- (1) In the counting of the majority votes, at least the majority of all the shareholders votes participating in the vote who are not controlling shareholders in the Company or do not have a personal interest in adopting the resolution, participating in the vote, shall be included in the counting of the votes. The votes of abstainers will not be taken into account upon counting all the votes of the said shareholders.
- (2) The total votes of objectors among the shareholders mentioned in subparagraph (1) above did not exceed two percent of all the voting rights in the Bank.

The majority required to approve the topic in Section 3.3 on the Agenda 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.

The Bank is not a public second-tier subsidiary company.

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

A shareholder participating in a vote in relation to the resolutions nos. 3.1 and 3.2 on the Agenda, shall notify the Company before voting, and if the vote is through a voting ballot- shall mark Part B of the voting ballot at the place designated to do so, if considered a controlling shareholder, interested party, has a personal interest in approving the appointment or the resolution, senior officer 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.

In accordance with Regulation 36D(d)(5) 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 (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 Nos. 3.1 and 3.2 on the Agenda, shall furnish to the Company, within the framework of their vote, the particulars that are required in accordance with Section 2(b) to the Directive and if they voted by proxy, the Voter or representative shall also submit the particulars in relation to the representative. Similarly, particulars pertaining to any connection (except a negligible connection) between the Voter or the agent (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 and the like and/or senior officer at the Bank shall be given and shall detail the nature thereof.

7. Quorum and Adjourned Meeting

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.

If a quorum is not present at the meeting within one-half an 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, 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.

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 Wednesday, June 17, 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

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**").

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.

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.

A voting ballot of an unregistered shareholder will be delivered to the Company together with the ownership approval, ensuring that the voting ballot reaches the Bank's offices **no later than four hours before the time scheduled to convene the General Meeting.**

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 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 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 Wednesday, July 15, 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 will 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 on the Tel Aviv Securities 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 will 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.: 52-0029080-3.

The Meeting Date: Wednesday, July 15, 2020 at 14:00.

The Meeting Type: Special 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. to fall on Wednesday, June 17, 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 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: _____

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 Company or any of the controlling shareholders or senior officer in the company, including employee employer ties, business ties and the like and details of the nature thereof:

Method of Voting:

The Topics on the Agenda	Method of Voting ¹			With respect to Resolutions Nos. 3.1 and 3.2 on the agenda - are you a controlling shareholder or do you have a personal interest in the resolution? ²	
	In favor	Abstain	Against	Yes *	No
Approving updates to the master transaction in existence in connection with the Bank engaging in directors and officers liability insurance policies and correcting the remuneration policy for officers, accordingly, as stated in Section 3.1 above.					
Approving the re-awarding of the letter of indemnification for directors who are controlling shareholders and/or their relatives and/or which the controlling shareholders may have a personal interest in awarding them the letter of indemnification, as stated in Section 3.2 above.					

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.

Approving the terms in office for acting chairman of the Board of Directors of the Bank, Mr. Yaakov Sitt, commencing from March 8, 2020, as stated in Section 3.3 on the Agenda.				
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Are you an interested party, senior officer or institutional investor? Yes _____ No _____

*** Please provide details if you mentioned that you are considered an interested party, senior officer in the company³ or institutional investor:⁴**

*** Please provide details if you mentioned that you are considered a controlling shareholder or you have a personal interest in Resolutions Nos. 3.1 and 3.2 on the Agenda:**

_____ Date

_____ Signature

For Shareholders holding shares through a member of the TASE (under Section 177(1) to the Companies Law, 5759-1999) - this voting ballot is only valid if attached to the ownership approval and/or if the ownership approval 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 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.