

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

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

A Special General Meeting of the Bank’s shareholders, to convene on Wednesday, February 26, 2020 at 14:00, at the Bank’s offices at 42 Rothschild Boulevard, Tel Aviv (14th Floor, Conference Room) (hereinafter: “**the Meeting**”).

3. **Details Of The Topics On The Agenda Which May Be Voted On By Means Of Voting Ballots:**

3.1. To approve the remuneration policy for the Officeholders at the Bank, attached as **Appendix A** to the summon to the Meeting report, in accordance with Section 267A to the Companies Law.

4. **The Place And Time The Full Version Of The Proposed Resolutions Can Be Viewed:**

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, 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 (Telephone: 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**”), on the Tel Aviv Securities Stock Exchange Ltd website

www.tase.co.il (above and hereunder: “the Tel Aviv Securities Stock Exchange Website”) and on the Bank’s website: 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 for adopting the resolution in Section 3.1 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 therein without taking into account the votes of abstainers, provided that one of the following exists:

- (1) At least the majority of all the shareholders votes who are not controlling shareholders in the Company or who do not have a personal interest in approving the resolution, participating in the vote will 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 Sub-Paragraph (1) will not exceed a rate of two percent of all the voting rights in the Bank.

It is noted that the Bank’s Board of Directors may adopt the resolution even if the General Meeting objected to adopting it, provided that the Remuneration Committee and thereafter the Board of Directors decided, on the basis of detailed reasons and after again discussing the remuneration policy, that adoption of the remuneration policy notwithstanding the General Meeting’s objection is in the Company’s best interest.

The Bank is not a public second tier subsidiary company.

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 Resolution No. 3.1 on the Agenda, will inform the Company before casting its vote, and if the vote is through a voting ballot - will mark the Second Part 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 Officeholder or institutional investor, or not, and a description of the relevant nexus.

A shareholder who fails to mark the second part of the voting ballot in the designated place to do so, or marks “Yes” and does not provide a description, will not vote in relation to that resolution and his vote will not be counted for that resolution.

- 6.2. In accordance with Regulation 36D(d)(5) to the Reports Regulations, to the Securities Authority’s Directive of November 30, 2011 with respect to disclosing the manner an interested party, senior Officeholder and institutional bodies vote at meetings (hereinafter: “**the Directive**”), an interested party, senior Officeholder and institutional investor (hereinafter: “**the Voters**”), as defined in the Directive, voting at the Meeting on Resolution No. 3.1 on the Agenda, will submit 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 agent will 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 will be given and will 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 proxy (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, 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 proxy 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 (Written Votes and Position Papers), 5766 - 2005 (hereinafter: "**the Voting Regulations**"), is the end of trading on the Tel Aviv Securities Stock Exchange Ltd. falling on Wednesday, January 29, 2020 (hereinafter: "**the Effective Date**"). If there is no trading on the Effective Date then the effective day will be the last day of trading preceding this date.

9. The Voting Method and Validity of the Voting Ballot

- 9.1. In accordance with the Companies Regulations (Proving Title to a Share for the Purpose of Voting at a General Meeting), 5760- 2000 (hereinafter: "**Proof of Title Regulations**"), an unregistered shareholder in the shareholders registry and whose shares are listed with a member of the TASE (hereinafter: "**Unregistered Shareholder**"), and is interested in voting at the General Meeting, will submit 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 Title Regulations (hereinafter: "**Certificate of Title**").

- 9.2. An unregistered shareholder is entitled to receive a certificate of title from the member of the TASE through who it holds its 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 Title Regulations, an email approved pursuant to Section 44K5 to the Securities Law concerning the users data in the electronic voting system - is the same as a certificate of title with respect to all the shareholders included therein.
- 9.4. A voting ballot of an unregistered shareholder will be delivered to the Company together with the Certificate of Title, ensuring that the voting ballot reaches the Bank's offices **no later than four hours before the time scheduled to convene the General Meeting.**
- 9.5. A shareholder registered in the shareholders registry will deliver the voting ballot to the Company, together with a photocopy of his 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 three 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 (hereinafter: "**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 will end Six (6) hours before the time for the Meeting (i.e. on Wednesday, February 26, 2020, at 8:00) then the electronic voting system will close.

11. The Bank's Address For Delivering 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 Upon Which The Voting Ballots And Position Papers Are Posted:

The format of the voting ballot and position papers, insofar as applicable, are available 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 by email (to the address kept by the member of the TASE) free of charge, a link to the text of the voting ballot and position papers on the Distribution Website, from the member of the TASE through which it holds its shares, no later than five days following the effective date, unless it has notified the member of the TASE that it does not wish to receive said link, or that it wishes to receive voting ballots by mail in consideration of payment. Notice in respect of the voting ballots will also apply to the receipt of 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 Will 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.

Date of Meeting: Wednesday, February 26, 2020 at 14:00.

Type of Meeting: Special General Meeting.

The Effective Date regarding title to 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 Wednesday January 29, 2020 (hereinafter: “**the Effective Date**”). If there is no trading on the Effective Date then the effective day will 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 of Part One of the voting ballot above -

Details pertaining to any connection between the voter (who does not have a personal interest) or its representative, and the Company 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 details of the nature thereof:

Method of Voting:

The Subject on the Agenda	Method of Voting ¹			With respect to the remuneration policy pursuant to Section 267A - Are you a controlling shareholder or do you have a personal interest in the resolution? ²	
	In favor	Abstain	Against	Yes *	No
Approval of the Bank's remuneration policy for Officeholders.					

Are you an interested party, senior Officeholder or institutional investor?

Yes _____ No _____

¹ Failure to mark the ballot will be considered as an abstention on said subject.

² The vote of a shareholder who fails to fill in this column or who marks "Yes" and does not provide details will not be included in the count. There is no need to detail the personal interest in approving the appointment that does not result from a connection to the controlling shareholder.

*** Please provide details if you noted that you are considered an interested party, a senior Officeholder in the Company³ or institutional investor⁴:**

*** Please provide details if you noted that you are considered a controlling shareholder or you have a personal interest in the resolution:**

Date

Signature

For the Shareholders holding shares through the member of the TASE (under Section 177(1) to the Companies Law, 5759-1999) - this voting ballot is only valid with the certificate of title attached thereto and/or if certificate of title was sent to the Company through the electronic voting system.

For shareholders registered in the Bank's shareholders registry - the voting ballot is valid with a photocopy of the identity card / passport/ certificate of incorporation attached.

³ As the term "Senior Officeholder" is defined in Section 37(d) to the Securities Law.

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