

# First International Bank of Israel Ltd.

Registration No. 520029083

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

To: Tel Aviv Stock Exchange, Ltd.  
[www.tase.co.il](http://www.tase.co.il)

T049 (Public)

15 July 2020  
Reference No.  
2020-01-075756

## **Immediate Report on Results of General Meeting**

Regulation 36D(b) of the Securities (Periodic and Immediate Reports) Regulations, 1970  
Regulation 13 of the Securities Regulations (Transaction Between a Company and a Controlling Shareholder Therein), 2001  
or Regulation 22 of the Securities Regulations  
(Private Offering of Securities in a Listed Company), 2000

**Explanation: This form can be used to report all types of Meetings**

**Clarification: The form should be completed for all types of securities regarding which the Notice of Calling the Meeting was published (T-460)**

1. Identification number for the meeting: *2020-01-051931*

The number of the security on the stock exchange that entitles the holder to participate in the meeting: *593038*

Stock exchange name of the security entitled to participate in the meeting: *Beinleumi NIS 0.05*

2. At the General Meeting that was held on 15 July 2020, regarding which a notice of its being called was published in a form with reference number 2020-01-061465, and on whose agenda were the following items:

**Explanation: the items should be listed in the order they appeared, on the most recent Form T460 that was published in connection with the said Meeting.**

Serial Number	Num-bering of item on the agenda (Pursuant to the Report on the Calling of the meeting – T46)	Details of the item	Summary of the resolution	Meeting voted
1	Item 1	<p>Summary of the item: Type of majority required for approval:</p> <div style="border: 1px solid black; padding: 5px;"> <p>To approve updates of the existing framework transaction relating to the Bank's purchase of a directors and officers liability insurance policy and amendment of the compensation policy for officers, accordingly.</p> </div> <p><i>Not an ordinary majority</i></p> <p>Classification of the resolution pursuant to Companies Law sections (other than sections 275 and 320(f) of the Companies Law): <i>Declaration: No field matches the classification</i></p> <p>Transaction between the company and a controlling shareholder in the company pursuant to sections 275 and 320(f) of the Companies Law: <i>Yes</i></p>	<div style="border: 1px solid black; padding: 5px;"> <p>To approve updates of the existing framework transaction relating to the Bank's purchase of a directors and officers liability insurance policy and amendment of the compensation policy for officers, accordingly.</p> </div>	To approve

		Type of transaction/item for vote: <i>Indemnification, release and/or insurance</i>		
1	Item 2	<p>Summary of the item: Type of majority required for approval:</p> <div style="border: 1px solid black; padding: 5px;"> <p>To approve the reissuance of the current letter of indemnification for directors who are controlling shareholders and/or their relatives and/or whom controlling shareholders might have an interest in the issuance of a letter of indemnification for them, for a period of three additional years, as described in the Report on the Calling of the Meeting</p> </div> <p><i>Not an ordinary majority</i></p> <p>Classification of the resolution pursuant to Companies Law sections (other than sections 275 and 320(f) of the Companies Law): <i>Declaration: No field matches the classification</i></p> <p>Transaction between the company and a controlling shareholder in the company pursuant to sections 275 and 320(f) of the Companies Law <i>Yes</i></p> <p>Type of transaction/item for vote: <i>Indemnification, release and/or insurance</i></p>	<div style="border: 1px solid black; padding: 5px;"> <p>To approve the reissuance of the letter of indemnification attached as Appendix A to the Report on the Calling of the Meeting , for directors who are controlling shareholders and/or their relatives and/or whom controlling shareholders might have an interest in the issuance of a letter of indemnification for them, for a period of three additional years from the date of the Meeting’s approval - under the same terms and with the same language as the letter of indemnification given to the Bank’s other directors and officers.</p> </div>	To approve
1	Item 3	<p>Summary of the item: Type of majority required for approval:</p> <div style="border: 1px solid black; padding: 5px;"> <p>To approve the terms of service of the Bank’s acting chairman of the board of directors, Mr. Jacob Sitt, starting on March 8, 2020</p> </div> <p><i>Ordinary majority</i></p> <p>Classification of the resolution pursuant to Companies Law sections (other than sections 275 and 320(f) of the Companies Law): <i>Transaction with a director concerning the terms of his service and his employment pursuant to section 273(a) of the Companies Law</i></p> <p>Transaction between the company and a controlling shareholder in the company pursuant to sections 275 and 320(f) of the Companies Law <i>No</i></p> <p>Type of transaction/item for vote:</p>	<div style="border: 1px solid black; padding: 5px;"> <p>To approve the terms of service of the Bank’s acting chairman of the board of directors, Mr. Jacob Sitt, starting on March 8, 2020</p> </div>	To approve

Description of votes on resolutions for which the required majority is not an ordinary majority:

**1**

a. Summary of the item:

To approve updates of the existing framework transaction relating to the Bank's purchase of a directors and officers liability insurance policy and amendment of the compensation policy for officers, accordingly.

b. The Meeting voted *to approve*.

c. The resolution dealt with the following subject: Indemnification, release and/or insurance

	Quantity	Voted in favor	Voted against
Total voting rights	100,330,040		
Shares/securities that took part in the vote	90,853,382.50		
Shares/securities included in the vote count for the purpose of the vote	90,700,176.50	Quantity: 90,569,075.30 Percentage of the quantity: 99.86%	Quantity: 131,101.20 Percentage of the quantity: 0.14%
Shares/securities that took part in the vote and who are not classified as having a personal interest (1)	42,205,462.50	Quantity: 42,074,361.30 Percentage (2): 99.69%	Quantity: 131,101.20 Percentage (2): 0.31%

General: the percentage of the quantity is always in relation to the amount in the "quantity" column of that row.

- (1) Number of shares/securities that took part in the vote and were not classified as shares held by parties with a personal interest/shares not held by controlling shareholders, and regarding the appointment of external directors -- shares that are held by parties who are not parties with a personal interest in the approval of the appointment, other than a personal interest which does not arise from ties with the controlling shareholder.
- (2) The percentage of the vote for/against the approval of the transaction, out of the voters who are not parties with a personal interest in the approval of the appointment, other than a personal interest which does not arise from ties with the controlling shareholder.

Percentage of the vote in favor of approving the transaction, out of all voters who are not controlling shareholders in the company/who are not parties with a personal interest in approving the resolution: 99.69%

Percentage of opposing votes out of all voting rights in the company: 0.13%

Number of shares participating in the vote included 153,206 shares that took part and abstained from voting

Explanation: Add an explanation if the number of shares that took part in the vote is greater than the number of shares that were included in the vote count for the purpose of the voting.

The company *did not* categorize any shareholder who participated against the transaction as a party having a personal interest

The company *did not* categorize any shareholder differently than the way in which the shareholder categorized himself.

**1**

a. Summary of the item:

The reissuance of the current letter of indemnification for directors who are controlling shareholders and/or their relatives and/or whom controlling shareholders might have an interest in the issuance of a letter of indemnification for them, for a period of three additional years, as described in the Report on the Calling of the Meeting.

b. The Meeting voted *to approve*.

c. The resolution dealt with the following subject: *Indemnification, release and/or insurance*

	Quantity	Voted in favor	Voted against
Total voting rights	100,330,040		
Shares/securities that took part in the vote	90,884,856.50		
Shares/securities included in the vote count for the purpose of the vote	90,731,650.50	Quantity: 90,697,236.30 Percentage of the quantity: 99.96%	Quantity: 34,414.20 Percentage of the quantity: 0.04%
Shares/securities that took part in the vote and who are not classified as having a personal interest (1)	42,236,936.50	Quantity: 42,202,522.30 Percentage (2): 99.92%	Quantity: 34,414.20 Percentage (2): 0.08%

General: the percentage of the quantity is always in relation to the amount in the "quantity" column of that row.

- (1) Number of shares/securities that took part in the vote and were not classified as shares held by parties with a personal interest/shares not held by controlling shareholders, and regarding the appointment of external directors -- shares that are held by parties who are not parties with a personal interest in the approval of the appointment, other than a personal interest which does not arise from ties with the controlling shareholder.
- (2) The percentage of the vote for/against the approval of the transaction, out of the voters who are not parties with a personal interest in the approval of the appointment, other than a personal interest which does not arise from ties with the controlling shareholder.

Percentage of the vote in favor of approving the transaction, out of all voters who are not parties with a personal interest in the transaction/are not controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 99.92%

Percentage of opposing votes out of all voting rights in the company: 0.03%

Number of shares participating in the vote included 153,206 shares that took part and abstained from voting

Explanation: Add an explanation if the number of shares that took part in the vote is greater than the number of shares that were included in the vote count for the purpose of the voting.

The company *did not* categorize any shareholder who participated against the transaction as a party having a personal interest

The company *did not* categorize any shareholder differently than the way in which the shareholder categorized himself.

1

a. Summary of the item:

To approve the terms of service of the Bank's acting chairman of the board of directors, Mr. Jacob Sitt, starting on March 8, 2020

b. The Meeting voted *to approve*.

c. The resolution dealt with the following subject:

	Quantity	Voted in favor	Voted against
Total voting rights	_____		
Shares/securities that took part in the vote	_____		
Shares/securities included in the vote count for the purpose of the vote	_____	Quantity: _____ Percentage of the quantity: _____	Quantity: _____ Percentage of the quantity: _____
Shares/securities that took part in the vote and who are not classified as having a personal interest (1)	_____	Quantity: _____ Percentage (2): _____%	Quantity: _____ Percentage (2): _____%

General: the percentage of the quantity is always in relation to the amount in the "quantity" column of that row.

(1) Number of shares/securities that took part in the vote and were not classified as shares held by parties with a personal interest/shares not held by controlling shareholders, and regarding the appointment of external directors -- shares that are held by parties who are not parties with a personal interest in the approval of the appointment, other than a personal interest which does not arise from ties with the controlling shareholder.

(2) The percentage of the vote for/against the approval of the transaction, out of the voters who are not parties with a personal interest in the approval of the appointment, other than a personal interest which does not arise from ties with the controlling shareholder.

Percentage of the vote in favor of approving the transaction, out of all voters who are not parties with a personal interest in the transaction/are not controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: \_\_\_\_%

Percentage of opposing votes out of all voting rights in the company: \_\_\_\_%

Explanation: Add an explanation if the number of shares that took part in the vote is greater than the number of shares that were included in the vote count for the purpose of the voting.

The company categorize any shareholder who participated against the transaction as a party having a personal interest

The company categorize any shareholder differently than the way in which the shareholder categorized himself.

3. Details of institutional investors, interested parties or senior officer who voted at the Meeting:

Note: by double clicking on the keys you can eliminate the ability to choose to attach a file or to fill out the table.

- A PDF file \_\_\_\_\_. The file should include, for each voter, the data requested in this form.
- TXT file: 2020-01-051931\_49.txt.

Note: Pursuant to the Notice to corporations, the “processing voting results” tool can be used. The tool can help with the production the details that are required to be reported. By law, the corporation alone is responsible for the correctness and completeness of the details. After a trial period of several months, the possibility of reporting the details of the institutional votes in a PDF file will be eliminated, and the reports will only be permitted in a uniform file format (TXT) as defined.

The “processing voting results” tool may be downloaded from the Authority’s website [here](#).

- The details in accordance with the numbering of the items listed in section 1 above:

Serial Number	Number of item on the agenda	Last name of the shareholder or of holder of securities/ Corporation name (in Hebrew) (1)	First name of the shareholder of securities holder	Number of securities	Personal interest (2)	How voted	Written ballot/power of attorney
1	Item _____	_____	_____	_____	_____	_____	_____

The form can include up to 40 lines (with each line providing information regarding a single securities holder who voted at the Meeting). If the list of voters is greater than 40, the data should be filled out for the additional voters on an additional form.

Explanations:

- (1) Indicate the full name as it is recorded in the Companies Register or on the Identification Card.
- (2) Whether or not the personal interest is that of the shareholder or of the holder of the securities or that of the holder of the power of attorney.

In this column of the table, the data will be filled out in accordance with the following specification:

- When the vote concerns the approval of a double term for the Chairman – CEO (pursuant to section 212(c) of the Companies Law) – indicate “yes” for any voter who is a controlling shareholder or who is someone who has a personal interest in the adoption of the resolution;
- When the vote concerns the appointment of an external director (pursuant to section 239(b) of the Companies Law) – indicate “yes” for any voter who is a controlling shareholder or who is someone who has a personal interest in the approval of the appointment;
- When the vote concerns an exceptional transaction with a controlling shareholder or one in which a controlling shareholder has a personal interest, (pursuant to section 275 of the Companies Law) - indicate “yes” for any voter who has a personal interest in the approval of the transaction.
- When the vote concerns a resolution pursuant to section 350 of the Companies Law or a resolution to change a deed of trust at a Meeting of the holders of certificates of indebtedness - indicate “yes” for any voter who has a personal interest, in accordance with the resolution.

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

First name of the shareholder or of the holder of the securities (in Hebrew): \_\_\_\_\_

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

First name of the shareholder or of the holder of the securities (in English): \_\_\_\_\_

Type of identification number: \_\_\_\_\_

Identification Number: \_\_\_\_\_

Participated at the Meeting by virtue of holding of security with number: \_\_\_\_\_

Place of incorporation of the shareholder or holder of securities/passport from: \_\_\_\_\_

Name of the holder of the power of attorney: \_\_\_\_\_

Type of identification number of the holder of the power of attorney: \_\_\_\_\_

Identification number of the holder of the power of attorney: \_\_\_\_\_

Passport from: \_\_\_\_\_

If the company is aware of any connection whatsoever between the voter (who does not have a personal interest) and the company or one of its controlling shareholders, including an employer/employee relationship, business ties, etc. – please provide details regarding the nature of such connection:

\_\_\_\_\_

4. This report is submitted pursuant to the Report/s listed below:

Report	Publication date	Reference Number

**Details of those authorized to sign in the corporation's name:**

Name of signatory	Position
1 Aviad Biler, Attorney	Company secretary

Explanation: pursuant to Regulation 5 of the Periodic and Immediate Reports Regulations (5730 – 1970), a report pursuant to these regulations must be signed by the parties authorized to sign in the corporation's name. The Authority senior staff's opinion regarding this issue may be found on the Authority's website at: [Click here](#)

Regarding a file specifying those voting at the meeting, attached to paragraph 3 above of this report, in accordance with the notice given to the Bank by Migdal Mutual Funds Ltd. (the "Voter"), an error occurred regarding the total number of shares that took part in the vote, in connection with the voter, in the electronic votes system, and the amount is **348,559** shares rather than **349,720** shares, as presented in the said file (which is based on the electronic votes system). To remove doubt, the data regarding the specification of the votes included in paragraph 2 above of this report are in accordance with the updated notice provided by the Voter)

Reference numbers of previous documents regarding the same subject. (A mention does not constitute an incorporation by reference.)

Securities of the Corporation are listed on The Tel Aviv Stock Exchange

Abbreviated Name: BeinLeumi

42 Rothschild Boulevard, Tel Aviv 66883

Phone: 03-5196223, 03-5196111; Fax: 03-5100316

Email: [MAZKIR@FIBIMAIL.CO.IL](mailto:MAZKIR@FIBIMAIL.CO.IL)

Website: [www.fibi.co.il](http://www.fibi.co.il)

\_\_\_\_\_  
Name of Electronic:

Reporter: Aviad Biler, Position: Secretary of the Bank

42 Rothschild Boulevard, Tel Aviv 66883, Phone: 03-5196223, 03-5196111 Fax: 03-5100316

Email: [MAZKIR@FIBIMAIL.CO.IL](mailto:MAZKIR@FIBIMAIL.CO.IL) Website: [www.fibi.co.il](http://www.fibi.co.il)