

First International Bank of Israel Ltd.

Registration No. 520029083
Securities of the Corporation are listed on The Tel Aviv Stock Exchange
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20 December 2018
2018-01-116893

To: Israel Securities Authority (www.isa.gov.il)
The Tel Aviv Stock Exchange (www.tase.co.il)

Immediate Report on Results of General Meeting to Approve a Transaction with a Controlling Shareholder and/or to Approve a Private Offering and/or to Approve a Second Term of a Chairman, CEO and/or Appointment of an External Director

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
or Regulation 36D(b) of the Securities (Periodic and Immediate Reports) Regulations, 1970
or Regulation 36D(d) of the Securities (Periodic and Immediate Reports) Regulations, 1970
If there are additional subjects on the meeting's agenda, specify them in section 3

1. At the General Meeting that was held on 20 December 2018, the convening of which was publicized in a form with reference number 2018-01-104838, and on whose agenda were the following items:

Number	Type of transaction/item put to vote	Summary of the item
1	Indemnification, discharge and/or insurance	Approval of the Bank's contract for a directors' and officers' insurance policy, as set out in the invitation to the meeting.

The resolutions described below were adopted:

1

Type of transaction/item put to vote: *Indemnification, discharge and/or insurance*

Summary of the item: *Approval of the Bank's contract for a directors' and officers' insurance policy, as set out in invitation to the meeting.*

Summary of the proposed resolution: *To approve the Bank's contract for a directors' and officers' insurance policy, as set out in invitation to the meeting.*

The Meeting voted to approve.

Number of shares/securities participating in the vote: *83,629,795.*

Number of shares/securities voting in favor: *83,416,889.*

Number of shares/securities participating in the vote, and which were not classified as shares held by parties with a personal interest/shares not held by 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: _____. Of these, _____ voted in favor of approving the transaction and _____ voted against approving the transaction.

Number of shares/securities participating in the vote, and which were not classified as shares held by parties with a personal interest/shares held by controlling shareholders or by parties with a personal interest in the approval of the resolution: 34,978,053. Of these, 34,922,175 voted in favor of approving the transaction and 55,878 voted against approving the transaction.

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: 99.84%

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: 99.84%

Percentage of opposing votes out of all voting rights in the company: *0.06%*

Resolutions adopted by the meeting regarding other items on its agenda:

Resolved to appoint Somekh Chaikin & Co. to serve as auditors of the Bank, for the year 2018, and the authorization of the Bank's Board of Directors to determine their compensation, in accordance with the scope of the services that the firm provides.

Resolved to approve the appointment of David Assia to serve for a third term of three years, as an "External Director" (as defined in the provisions of Proper Banking Directive No. 301), with the term beginning on 24 December 2018.

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Specification of those voting at the meeting who are institutional investors, interested parties or senior corporate officers.

The form can include up to 40 lines (with each line providing information about a single holder of securities that voted at the meeting). If the list of voters consists of more than 40 votes, provide the details of the additional voters in an additional form.

● See File [Meeting results isa.pdf](#) The file will include, regarding each voter, the details required in this form

○ Specification of the vote in accordance with the numbering of the subjects listed in section 1 above:

Number	Subject number on the agenda	Family name of the shareholder or holder of securities/ corporation name (in Hebrew) (1)	First name of the shareholder or holder of securities	Number of securities	Personal interest (2)	Manner of voting	Written ballot/ power of attorney
1	Subject						

Explanations

- (1) Write the full name as recorded in the Companies Register or the Identification Card.
- (2) Whether the personal interest is an interest of the shareholder or holder of securities or a personal interest of the party holding the power of attorney.

In this column of the table, provide the details in accordance with the following specification:

- If the matter was the approval of repeating the term of a chairman of the board – a CEO (pursuant to section 121(c) of the Companies Law) – write

“yes” for a voter who is a controlling party or who has a personal interest in the approval of the resolution;

- If the matter is the appointment of an external director (pursuant to section 239(b) of the Companies Law) – write “yes” for a voter who is a controlling party or a party with an interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder;
- If the matter is an exceptional transaction with a controlling shareholder or if the controlling shareholder has a personal interest (pursuant to section 275 of the Companies Law) – write “yes” for a voter who has a personal interest in the approval of the transaction;
- If the matter is a resolution pursuant to section 350 of the Companies Law or a Resolution to change a deed of trust at a meeting of holders of debentures - write “yes” for a voter who has a personal interest, according to the resolution;

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Family name of the shareholder or holder of securities (in Hebrew) /corporation name

Family name of the shareholder or holder of securities (in Hebrew) _____

Family name of the shareholder or holder of securities (in English) /corporation name

Family name of the shareholder or holder of securities (in English) _____

Type of identifying number _____

Identifying number _____

Participation in the meeting is pursuant to holding of a security with the following number:

Place of incorporation of the shareholder or holder of securities/Country issuing passport:

Name of the party holding a power of attorney: _____

Type of identifying number of the party holding a power of attorney: _____

Identifying number of the party holding a power of attorney: _____

Country issuing the passport: _____

If the company knows of any connection whatsoever between the voting party (which is not a personal matter) and the company, or with any of its controlling shareholders, including an employer/employee relationship, business ties, etc. – please describe their nature:

4.

This report is submitted pursuant to the following reports:

Report	Date of publication	Reference Number

The immediate report was signed Attorney Aviad Biller, Corporate Secretary.

Reference numbers of previous documents in this regard (does not constitute incorporation by reference): **2018-01-104838 2018-01-104847**

Name of Electronic Reporter: Aviad Biller, Position: Corporate Secretary
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