

November 3, 2021

THE FIRST INTERNATIONAL BANK OF ISRAEL LTD.
("THE BANK" OR "THE COMPANY")

**NOTICE OF SUMMONING AN ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

In accordance with the Companies Law, 5759-1999 (hereinafter: "**the Companies Law**"), the Securities Law, 5728-1968 (hereinafter: "**the Securities Law**"), the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (hereinafter: "**the Reporting Regulations**"), the Companies Regulations (Voting in Writing and Position Statements), 5766-2005 (hereinafter: "**the Voting Regulations**") and the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting at a Public Company and Adding an Item to the Agenda), 5760-2000 (hereinafter: "**the Notice Regulations**"), the Bank hereby announces the convening of an annual general meeting of the Bank's shareholders, to be convened on Thursday, December 16, 2021, at 14:00 at the Bank's offices at 42 Rothschild Blvd., Tel Aviv (14th floor, conference room) (hereinafter: "**the meeting**").

Physical participation in the meeting is contingent on the presentation of a green pass or negative test result in accordance with the guidelines of the Ministry of Health. It should be noted that if at the time of the meeting there are restrictions in place to prevent the spread of the coronavirus, which prevent the actual meeting from taking place, the Company shall act to enable participation via means of communication without physical presence, in such manner that all the meeting participants can hear one another simultaneously.

1. **The items and resolutions on the agenda**

- 1.1. Item No. 1 – Report that in accordance with the Bank's articles of association, the following serving directors will continue to serve: The venerable Zadik Bino, Gil Bino and Jacob Sitt.

It is to be clarified that the following directors serving as outside directors (in accordance with the Companies Law or Proper Conduct of Banking Business Directives) are continuing to serve until the end of the period of their appointment as outside directors, as stated: The venerable Pnina Bitterman-Cohen, Ronen Harel, Ilan Aish, David Assia¹ and Hanoch Dov Goldfriend.

No resolution is required on this matter.

¹ Expected to complete nine years in office on December 24, 2021.

- 1.2. Item No. 2 – Discussion of the financial statements as at December 31, 2020, including the report of the board of directors, the management review and the auditors' report to the shareholders.

No resolution is required on this matter.

- 1.3. Item No. 3 – Report on the auditor's remuneration for 2020.

No resolution is required on this matter.

- 1.4. Item No. 4 – Appointing the accounting firm, KPMG Somekh Chaikin & Co. as the Bank's auditor and authorizing the board of directors to determine its remuneration in accordance with the scope of services to be rendered by said firm.

Text of the proposed resolution: To approve the appointment of the accounting firm, KPMG Somekh Chaikin & Co. as the Bank's auditor and to authorize the board of directors to determine its remuneration, in accordance with the scope of services to be rendered by said firm.

- 1.5. Item No. 5 – Appointing Ms. Orna Mintz-Dov as an outside director at the Bank, pursuant to Proper Conduct of Banking Business Directive No. 301, for a first term of office of three years, commencing from December 25, 2021.

Ms. Orna Mintz-Dov's candidacy as an outside director pursuant to Proper Conduct of Banking Business Directive No. 301 was approved by the Bank of Israel.

The Bank's audit committee confirmed that the management of a bank account by Ms. Mintz-Dov and by her relative, which is within the bounds of a routine retail relationship between the Bank and Ms. Mintz-Dov and her relative, does not constitute a "connection" as this term is defined in Section 240(b) of the Companies Law, or alternatively, and for the sake of caution, this is a negligible relationship both for the candidate and for the Bank, which does not constitute a "connection" in accordance with the Companies Regulations (Matters that do not Constitute a Connection), 5767-2007 (hereinafter: "**the Absence of Connection Regulations**"). Moreover, the audit committee confirmed that the extension of credit by the Bank to a company in which a relative of Ms. Mintz-Dov serves as CEO constitutes a "negligible connection" pursuant to the Absence of Connection Regulations, both for the Bank and for the candidate.

The Bank's board of directors classified Ms. Mintz-Dov as having accounting and financing expertise and as having professional qualification as these terms are defined in the Companies Regulations

(Conditions and Tests for a Director having Accounting and Financial Expertise and for a Director having Professional Qualification), 5766-2005 (hereinafter: "**the Expertise Regulations**").

Ms. Mintz-Dov's conditions of office shall be identical to the conditions granted to the other directors at the Bank (excluding the chairman of the board) and they are consistent with the remuneration policy for Bank officers (hereinafter: "**the officer remuneration policy**").

For further details see the Bank's immediate report of May 4, 2021 (reference no.: 2021-01-077961), as well as Article 29A of the Bank's periodic report for 2020 that was published on March 17, 2020 (reference no.: 2021-01-036555) (hereinafter: "**the Bank's periodic report for 2020**").

Ms. Mintz-Dov's declaration, given in accordance with Section 224B of the Companies Law, is attached to this report.

See the following for details regarding Ms. Mintz-Dov, pursuant to Regulation 26 of the Reporting Regulations:

Orna Mintz-Dov	
Start date of tenure:	25.12.2021 (subject to general meeting approval)
ID card no.:	56112733
Date of birth:	27.10.1959
Citizenship:	Israel
Address for service of process:	8 Almog, Ramat Gan
Membership on board committees:	Subject to her appointment by the meeting, Risk Management Committee and Technology, Innovation and Administration Committee
Is she an outside director pursuant to the Companies Law:	No (an outside director pursuant to Proper Conduct of Banking Business Directive No. 301)
Is she an independent director pursuant to the Companies Law:	No

Does she have accounting and financial expertise:	Yes
Does she have professional qualification:	Yes
Is she an employee of the corporation, a subsidiary, a related company or of an interested party:	No
Her education:	Graduate of accounting and economics, Tel Aviv University Certified in management sciences, information systems, Tel Aviv University
Her occupation in the last five years:	2015 – 2019: General Manager of Cyber Fraud and Risk Management at Bottomline Technologies Inc. 2020 – today: Member of the Advisory Board to the board of directors at Cybiwall and Bigbi.io Chairwoman of the board of directors of Vicarius Ltd. Outside director at Radview Providing consultation to software companies
Specification of the corporations in which she serves as a director:	Vicarius Ltd.; Radview;
Is she a relative of another interested party in the corporation:	No
Does the Company regard her as having accounting and financial expertise for the purpose of meeting the minimum number	Yes

established by the board of directors pursuant to Section 92(a)(12) of the Companies Law:	
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Text of the proposed resolution: To appoint Ms. Orna Mintz-Dov as an outside director at the Bank, pursuant to Proper Conduct of Banking Business Directive No. 301, for a first term of office of three years, commencing from December 25, 2021.

- 1.6. Item No. 6 - Appointing Mr. Zvi Abba Levron as a director at the Bank, pursuant to Article 86 of the Bank's articles of association, for a term of office of three years, commencing from the date the general meeting approves the appointment.

Mr. Zvi Abba Levron was appointed by the Bank's board of directors as a director at the Bank commencing from December 10, 2020. In accordance with Article 86 of the Bank's articles of association, the appointment of Mr. Zvi Abba Levron as a director was brought for the approval of the first annual meeting after the appointment. The Bank's board of directors classified Mr. Zvi Abba Levron as having accounting and financial expertise and as having professional qualification as these terms are defined in the Expertise Regulations.

For details with regard to the conditions of office of the Bank's directors, and including those of Mr. Zvi Abba Levron, see Section 1.5 above.

Mr. Zvi Abba Levron's declaration, given in accordance with Section 224B of the Companies Law, is attached to this report.

See the following for details regarding Mr. Zvi Abba Levron, pursuant to Regulation 26 of the Reporting Regulations:

Zvi Abba Levron	
Start date of tenure:	10.11.2020
ID card no.:	055442271
Date of birth:	23.8.1958
Citizenship:	Israel
Address for service of process:	5 Bassola, Tel Aviv
Membership on board committees:	Audit Committee; Loans Committee

Is he an outside director pursuant to the Companies Law:	No
Is he an independent director pursuant to the Companies Law:	No
Does he have accounting and financial expertise:	Yes
Does he have professional qualification:	Yes
Is he an employee of the corporation, a subsidiary, a related company or of an interested party:	No
His education:	Adv. LLB from the Hebrew University of Jerusalem LLM in international business law from the University of London, Queen Mary College
His occupation in the last five years:	Self-employed civil attorney Serves as a director at Zvi Levron & Co. Served as a director at Guy Yarden Ltd. (until 1.3.2021).
Specification of the corporations in which he serves as a director:	Zvi Levron & Co.
Is he a relative of another interested party in the corporation:	No
Does the Company regard him as having accounting and financial expertise for the purpose of meeting the minimum number established by the board of	Yes

directors pursuant to Section 92(a)(12) of the Companies Law:	
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Text of the proposed resolution: To appoint Mr. Zvi Abba Levron as a director at the Bank, pursuant to Article 86 of the Bank's articles of association, for a term of office of three years, commencing from the date the general meeting approves the appointment.

2. **The required majority**

The majority required to approve items 4 – 6 on the agenda, detailed in Clauses 1.4 – 1.6 above, respectively, is a simple majority of all the shareholders present at the meeting, either in person or by proxy, or who sent the Bank a voting paper indicating the manner of their vote, who are entitled to vote, and did vote, at the meeting, without taking abstaining votes into account.

3. **The date of record**

The date of record for the purpose of a Bank shareholder's eligibility to participate and vote at the general meeting and at any adjourned meeting, as set forth in Section 182(b) of the Companies Law and in Regulation 3 of the Voting Regulations, is the end of the trading day at the Tel Aviv Stock Exchange Ltd. that falls on Wednesday, November 10, 2021 ("**the date of record**"). If no trading is held on the date of record, then the date of record will be the last trading day preceding this date.

4. **The voting method**

4.1. The Bank's shareholders on the date of record are entitled to vote on items on the agenda as detailed in Clause 1 above, either in person or by proxy or by means of a voting ballot (as detailed in Clause 5 below). A letter of appointment of a voting proxy or a power of attorney must be deposited at the Bank's offices at 42 Rothschild Blvd. Tel Aviv, at least 48 hours prior to the date of record for the meeting or the adjourned meeting, as applicable. A shareholder who is not registered in the register of shareholders and whose shares are listed with a stock exchange member (hereinafter: "**an unregistered shareholder**") is entitled to vote also via the electronic voting system as detailed in Clause 6 below.

4.2. In accordance with the Companies Regulations (Proof of Ownership of a Share for the Purpose of Voting at a General Meeting), 5760-2000 (hereinafter: "**Proof of Ownership Regulations**"), an unregistered shareholder who wishes to vote at the general meeting shall furnish to the Bank a certificate from the stock exchange member with whom his right to the share is listed, with regard to his ownership of the share on the date of record, as required pursuant to the Proof of Ownership Regulations

(hereinafter: "certificate of **ownership**"). Under the foregoing regulations, an approved electronic message pursuant to Section 44K5 of the Securities Law concerning the electronic voting system's user data – has the same legal standing as a certificate of ownership with respect to each shareholder included therein.

- 4.3. With regard to the resolutions on the agenda detailed in Clauses 1.5 to 1.6 above, please note that Section 34(A1) of the Banking (Licensing) Law, 5741-1981, prescribes as follows – "A person shall not enter an agreement with another person in regard to their vote to appoint a director in a banking corporation or in a bank holding corporation, including in regard to their vote to terminate the term of office of said director, except pursuant to a permit issued by the Governor following consultation with the Licensing Committee; this provision shall not apply to a group of holders as construed under Section 11D(a)(3)(b) of the Ordinance, in regard to a vote to appoint a director proposed by them as a candidate under said section, or to a holder of means of control who agrees with another person that the other person will vote in his name and on his behalf without any discretion, as the holder of means of control instructs him, provided that if the other person holds, on his own, means of control in the banking corporation or in the bank holding corporation, as applicable, he shall not vote in the name of and on behalf of more than one holder". Therefore, for the purpose of the resolutions in Clauses 1.5 and 1.6 on the agenda, a proxy who is also a shareholder in the Bank may vote in the name of and on behalf of one additional shareholder only.

5. **Voting by voting ballots and position papers**

- 5.1. In accordance with the Voting Regulations, the Bank's shareholders may vote with regard to items on the agenda as detailed in Clause 1 above by means of voting ballots. The text of the voting ballot and position statements (if any) pertaining to said resolution may be found on the distribution website of the Israel Securities Authority at: www.magna.isa.gov.il ("**the distribution website**") and on the website of the Tel Aviv Stock Exchange Ltd. at www.tase.co.il ("**the stock exchange website**"). The shareholders shall be entitled to contact the Bank directly and receive from it the text of the voting ballot and the position statements.
- 5.2. The stock exchange member shall send by e-mail, free of charge, a link to the text of the voting ballot and the position statements (if any), on the distribution website, to each unregistered shareholder, unless said shareholder has notified that he does not want such link to be sent, provided that the notice is given with respect to a particular securities account and on a date preceding the date of record. Said notice with regard to voting ballots shall also apply with regard to receiving position

statements (if any). The vote shall be cast on Part I of the voting ballot, as published on the distribution website.

- 5.3. An unregistered shareholder is entitled to receive the certificate of ownership from the stock exchange member through which he holds his shares, at the branch of the stock exchange member or by mail to his address in consideration of postage fees only, if he so requested and a request for this purpose is to be given in advance with respect to a particular securities account.
- 5.4. A voting ballot of an unregistered shareholder is to be delivered to the Bank together with the certificate of ownership, so that the voting ballot reaches the Bank's offices **no later than four hours prior to the time the meeting is to be convened.**
- 5.5. A shareholder who is registered in the register of shareholders shall deliver the voting ballot to the Bank, together with a photocopy of an identity card or a photocopy of his passport or a photocopy of a certificate of incorporation, so that the voting ballot reaches the registered office of the Company **up to six hours prior to the time the meeting is to be convened.**
- 5.6. A shareholder may contact the registered office of the Company and after having proved his identity, withdraw his voting ballot and certificate of ownership **up to 24 hours prior to the time the meeting is to be convened.**
- 5.7. The deadline for furnishing position statements to the Bank is **up to ten days prior to the date the meeting is to be convened.**
- 5.8. The deadline for furnishing a position statement on the Bank's behalf that includes the response of the Bank's board of directors to position statements on behalf of the shareholders is **no later than five days prior to the date the meeting is to be convened.**

6. **Voting via an electronic voting ballot**

- 6.1. As stated above, an unregistered shareholder may vote in regard to resolutions on the agenda as detailed above by means of a voting ballot transmitted through the electronic voting system as defined in the Voting Regulations (hereinafter: "**the electronic ballot**").
- 6.2. The electronic voting ballot is opened for voting at the end of the date of record. Voting via the electronic voting system **shall end 6 hours prior to the time of the meeting** (i.e. – on Thursday, December 16, 2021, at 8:00), when the electronic voting system shall be closed.

6.3. The electronic vote can be changed or cancelled until the time the electronic voting system is locked and it cannot be changed via the electronic voting system after this time. Where a shareholder has voted using more than one method, his later vote will be counted. For this purpose, a vote of a shareholder, in person or by proxy, will be deemed later to a vote via the electronic voting ballot.

7. **Lawful quorum and adjourned meeting**

7.1. A lawful quorum for a shareholders' meeting is one or more shareholders present, either in person or by proxy (including by means of a voting ballot), who hold or represent more than 25% of the voting power at the Bank.

7.2. If a lawful quorum is not present at the meeting at the end of half an hour from the time set for the meeting, the meeting shall be adjourned automatically by one week, to the same time and to the same place, without there being an obligation to give notice to this effect to the shareholders, or to such other day, time and place as shall be determined by the board of directors. At the adjourned meeting, matters for which the meeting was called shall be discussed and the shareholders who are present, either in person or by proxy, shall constitute a lawful quorum.

8. **Changes in the agenda and the deadline for furnishing a shareholder's request to include an item on the agenda**

8.1. Subsequent to the publication of this summons report, changes may occur in the agenda of the general meeting, including the addition of an item to the agenda, and position statements may be published. It shall be possible to inspect the updated agenda and position statements published in the Bank's reports, which shall be posted on the distribution website and on the TASE website.

8.2. A shareholder's request pursuant to Section 66(b) of the Companies Law to include an item on the meeting's agenda is to be furnished to the Bank by the time set for this purpose in the Notice and Announcement Regulations, up to seven days after the meeting is summoned. Where such request has been submitted, the item may be added to the agenda and the details of the same shall appear on the distribution website. In such case, the Company shall publish an amended summons and this no later than seven days subsequent to the deadline for furnishing a shareholder's request to include an item on the agenda, as stated.

9. **Inspection of documents and details of the bank representatives**

The text of proposed resolutions, the declarations of the candidates for holding office as directors and the immediate report on convening the meeting can be inspected at the Bank's offices at 42 Rothschild Blvd., Tel Aviv on Sundays – Thursdays up to the scheduled time of the meeting, during customary business hours, by prior arrangement with the Bank's secretary, Adv. Aviad Biller (Tel: 03-5196223), as well as on the distribution website of the Israel Securities Authority at: www.magna.isa.gov.il, on the stock exchange website at: www.tase.co.il and on the Bank's website at: www.fibi.co.il.

Respectfully,

**Adv. Aviad Biller, Bank Secretary
The First International Bank of Israel Ltd.**