

THE FIRST INTERNATIONAL BANK OF ISRAEL LTD.

("THE BANK" OR "THE COMPANY")

VOTING BALLOT PURSUANT TO THE COMPANIES REGULATIONS (VOTING IN WRITING AND POSITION STATEMENTS), 5766-2005 ("THE REGULATIONS")

PART I

1. **Name of the Company:**

The First International Bank of Israel Ltd.

2. **Type of general meeting, date and place of convening said meeting**

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) ("**the meeting**").

3. **Details of the items on the agenda for which a vote can be cast by means of a voting ballot**

- 3.1 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.

- 3.2 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.

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

See the following for details regarding Ms. Mintz-Dov, pursuant to Regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (hereinafter: "**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:	<p>2015 – 2019: General Manager of Cyber Fraud and Risk Management at Bottomline Technologies Inc.</p> <p>2020 – today:</p> <p>Member of the Advisory Board to the board of directors at Cybiwall and Bigbi.io</p> <p>Chairwoman of the board of directors of Vicarius Ltd.</p> <p>Outside director at Radview</p> <p>Providing consultation to software companies</p>
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 established by the board of directors pursuant to Section 92(a)(12) of the Companies Law:	Yes

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.

3.3 Topic 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.

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

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	No

related company or of an interested party:	
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 directors pursuant to Section 92(a)(12) of the Companies Law:	Yes

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.

Please note that 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 resolutions no. 5 and 6 on the agenda, detailed in Clauses 3.2 and 3.3 above, a proxy who is also a shareholder in the Bank may vote in the name of and on behalf of one additional shareholder only.

For further details in relation to the items on the meeting's agenda, see the Bank's immediate report to which this voting ballot is attached.

4. **The place and times where / when the full text of the proposed resolutions can be inspected**

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 Boulevard., 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). A copy of this report is also posted on the distribution website of the Israel Securities Authority at: www.magna.isa.gov.il (hereinabove and hereinafter: "the distribution website"), on the website of the Tel Aviv Stock Exchange Ltd. at: www.tase.co.il (hereinabove and hereinafter: "the TASE website") and on the Bank's website at: www.fibi.co.il.

5. **The majority required to adopt the resolution on the agenda, for which a vote can be cast by means of a voting ballot**

The majority required to approve items 4 – 6 on the agenda, detailed in Clauses 3.1 – 3.3 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.

6. **Lawful quorum and adjourned meeting**

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.

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.

7. **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 Companies Regulations (Voting in Writing and Position Statements), 5766-2005 (hereinafter: "**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.

8. **The voting method and validity of the voting ballot**

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**"), 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**") and 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**").

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, provided that a request for this purpose is to be given in advance with respect to a particular securities account.

Under the Proof of Ownership 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.

The voting ballot of an unregistered shareholder is to be delivered to the Company together with the certificate of ownership, so that the voting ballot reaches the registered office of the Company **no later than four hours prior to the time the general meeting is to be convened**.

A shareholder who is registered in the register of shareholders shall deliver the voting ballot to the Company, 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 general meeting is to be convened**.

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**.

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

An unregistered shareholder may vote in regard to a resolution on the agenda as detailed above by means of a voting ballot transmitted through the electronic voting system (hereinafter: "**the electronic ballot**").

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.

10. **The Bank's address for delivery of the voting ballots and position statements**

The address for delivery of voting ballots and position statements is the Bank's offices at 42 Rothschild Blvd, Tel-Aviv, to the attention of Adv. Aviad Biller.

11. **The deadline for position statements to be furnished to the Bank by the shareholder and the response of the board of directors**

The deadline for furnishing position statements to the Bank is **up to ten days prior to the date the meeting is to be convened**.

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**.

12. **Addresses of websites where the voting ballots and position statements can be found**

The text of the voting ballot and position statements, if any, can be found on the distribution website of the Israel Securities Authority and on the TASE website at the following addresses:

www.magna.isa.gov.il and www.tase.co.il.

13. **Receipt of voting ballots and position statements**

An unregistered shareholder is entitled to receive by e-mail (to the address in the possession of the stock exchange member), free of charge, a link to the text of the voting ballot and the position statements on the distribution website, from the stock exchange member through whom he holds his shares, unless said shareholder has notified the stock exchange member that he does not want to receive such link or that he would like to receive voting ballots by mail for a fee., His notice with regard to voting ballots shall also apply with regard to receiving position statements.

14. **Inspection of voting ballots**

One or more shareholders who hold, on the date of record, shares at a rate constituting five percent (5%) or more of the total voting rights at the Bank, i.e. 5,016,502 ordinary shares of NIS 0.05 par value each, and any person who holds such rate out of the total voting rights not held by the holder of controlling interest at the Bank, as defined in Section 268 of the Companies Law, i.e. 2,591,767 ordinary shares of NIS 0.05 par value each, is entitled, either in person or through a proxy on his behalf, after the general meeting is convened, to inspect at the Bank's office, during customary business hours, the voting ballots that came to the Bank.

15. **Changing the agenda of the meeting**

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, the addresses of which are specified in Clause 12 above.

16. **Deadline for furnishing an amended voting ballot**

If an item is requested to be added to the agenda of the meeting and the Bank publishes an updated voting ballot (which includes such additional item/s), then the Bank shall publish such updated voting ballot at the time of publishing the updated agenda of the meeting, which shall be in accordance with the timetables prescribed in Section 5B of 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.

A shareholder shall indicate the manner of his vote with respect to the items on the agenda on Part II of the voting ballot.

VOTING BALLOT – PART II

Company name: The First International Bank of Israel Ltd.

Bank address (for delivery and mailing of the voting ballots): 42 Rothschild Boulevard St. Tel Aviv 66883, to the attention of Adv. Aviad Biller.

Company reg. no.: 52-00290803

Meeting date and time: Thursday, December 16, 2021, at 14:00.

Meeting type: Annual general meeting

The date of record for share ownership with regard to the right to vote at the general meeting: 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.

The Bank does not allow online voting in accordance with Regulation 5(c) of the Regulations

Shareholder details

Name of the shareholder: _____

ID no.: _____

If the shareholder does not have an Israeli ID card –

Passport no.: _____

Issuing country: _____

Valid until: _____

If the shareholder is a corporation –

Corporation no.: _____

Country of incorporation: _____

Manner of vote:

Item on the agenda	Manner of vote ¹			In regard to appointing an outside director (pursuant to Section 239 (b) of the Companies Law) – Are you a holder of controlling interest or a representative of such person or do you have a personal interest in the resolution (with respect to appointing an outside director – excluding a personal interest that is not due to relationships with the holder of controlling interest) ²	
	For	Abstain	Against	Yes*	No
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, as set forth in Clause 3.1 above.					
Appointing Ms. Orna Mintz-Dov as an outside director					

¹ Failure to mark shall be deemed an abstention from voting on the same item.

² The vote of a shareholder who does not fill out this column or who marks "yes" without elaborating shall not be taken into account. It is not necessary to elaborate on a personal interest in the approval of the appointment that is not due to a relationship with the holder of controlling interest.

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, as set forth in Clause 3.2 above.					
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, as set forth in Clause 3.3 above.					

Are you an interested party, a senior officer or an institutional investor?
Yes _____ No _____

***Please elaborate if you indicated that you are deemed an interested party, a senior officer in the Company³ or an institutional investor⁴:**

Date

Signature

³ As the term "senior officer" is defined in Section 37(d) of the Securities Law.

⁴ As the term "institutional investor" is defined in Regulation 1 of the Companies Regulations (Voting in Writing and Position Statements), 5766-2005.

For shareholders who hold shares through a stock exchange member (pursuant to Section 177(1) of the Companies Law, 5759-1999) – this voting ballot is valid only in conjunction with a certificate of ownership.

For shareholders who are registered in the Bank's register of shareholders – the voting ballot is valid in conjunction with a photocopy of an ID card / passport / certificate of incorporation.