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## **ATTACHMENT 2**

### **ISRAEL DISCOUNT BANK LTD. (“the Bank”)**

#### **Voting Ballot in Conformance with the Companies Regulations (Voting Ballot and Position Papers), 2005 (“the Regulations”)**

#### **FIRST PART**

**Name of the Company:** Israel Discount Bank Ltd.

**Type of General Meeting, and date and place where it is to be held:**

An Annual General Meeting of the shareholders of ordinary “A” shares of the Bank (“**the General Meeting**”). The General Meeting shall be held on **Thursday, November 28, 2024 at 11:30** at the offices of the Bank at 1 Discount Street (9<sup>th</sup> floor), Rishon Lezion, Israel (“**the Bank’s Offices**”). If the General Meeting is adjourned, it shall take place on **Sunday, December 1, 2024 at 11:30.**, at the Bank’s Offices.

1. **Details of the topics on the agenda, which can be voted upon by means of a Voting Ballot:**

1.1. **Topic no. 1.3 on the agenda – Appointment of directors to the Board of Directors of the Bank – Companies Law external director**

To elect one (1) director, with the status of external director, as this is defined in the Companies Law, 1999 (“Companies Law External Director”).

The election at this General Meeting is between the candidates proposed by the Committee for the Appointment of Directors at Banking Corporations appointed pursuant to Section 36A of the Banking (Licensing) Law, 1981 (“the Banking Law”) and pursuant to Sections 11D(a)(1) and (2) of the Banking Ordinance, 1941 (“the Banking Ordinance”):

1.3.1 Ms. Sigal Barmack (a candidate for re-election)

1.3.2 Ms. Sabina Biran

The vote for each candidate shall be held separately. Those participating in the vote are entitled to vote for each of the candidates to serve as a director.

**For further information, see section 2 of the Call Report**

**Presented below are details concerning the candidates for election:**



**With regard to topic 1.3.1 on the agenda – Election of Ms. Sigal Barmack**

<b>Candidate's name</b>	Sigal Barmack
<b>ID no.</b>	024328064
<b>Date of birth</b>	March 26, 1969
<b>Address for service of court documents</b>	21 Jabotinski Street, Givatayim, Israel
<b>Nationality</b>	Israeli
<b>Membership of Board of Directors' committees</b>	During her first term of service, Ms. Barmack served as Chair of the Audit Committee and as a member of the Compensation Committee and the Risk Management Committee
<b>External director as defined in the Companies Law</b>	Yes
<b>Independent director as defined in the Companies Law</b>	Yes
<b>Possesses accounting and financial expertise or professional qualifications</b>	Possesses accounting and financial expertise and professional qualifications
<b>Date on which service as a director shall commence</b>	Ms. Barmack was first appointed as a director of the Bank on August 1, 2021. The commencement date of her second term of service is dependent on her election at the General Meeting and on receiving the Supervisor of Banks's consent. For further details, see section 2.7 above
<b>Education/professional diplomas</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employment in the last five years and details of the corporations in which she serves as a director</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employee of the Bank, a subsidiary, a related company or an interested party of the Bank</b>	No
<b>Relative of another interested party in the corporation</b>	No

**Decision of the Audit Committee:**

The Audit Committee has confirmed that the business relations of the candidate and/or her relatives with a corporation under the Bank's control (ICC) in the course of normal business, and the financial products provided to them by material holders/material shareholders, which meet the criteria prescribed by the Supervisor of Banks with regard to "retail business relations" as referred to in section 2.10 of the Call Report, do not constitute an "affiliation" and instead constitute insignificant relations in accordance with the Companies Law and the Banking Ordinance.

**The proposed resolution:**

To appoint Ms. Sigal Barmack as a director with the status of external director, as this is defined in the Companies Law, 1999, for a term of three years, subject to receiving the consent or non-objection of the Supervisor of Banks to the appointment.



**With regard to topic 1.3.2 on the agenda –Election of Ms. Sabina Biran**

<b>Candidate's name</b>	Sabina Biran
<b>ID no.</b>	014949192
<b>Date of birth</b>	July 12, 1967
<b>Address for service of court documents</b>	81 HaZemer HaIvri Street, Herzliya, Israel
<b>Nationality</b>	Israeli
<b>Membership of Board of Directors' committees</b>	Not yet determined. At the least, she will serve as a member of the Audit Committee and the Compensation Committee by virtue of her classification as a Companies Law external director
<b>External director as defined in the Companies Law</b>	Yes, in accordance with the Committee for the Appointment of Directors' classification and the candidate's declaration attached to (the Hebrew version of) this immediate report.
<b>Independent director as defined in the Companies Law</b>	Yes
<b>Possesses accounting and financial expertise or professional qualifications</b>	Refer to the candidate's declaration (attached to the Hebrew version of this immediate report) and subject to the approval of the Bank's Board of Directors
<b>Date on which service as a director shall commence</b>	Subject to election at the General Meeting and receipt of the Supervisor of Banks's consent
<b>Education/professional diplomas</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employment in the last five years and details of the corporations in which she serves as a director</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employee of the Bank, a subsidiary, a related company or an interested party of the Bank</b>	No
<b>Relative of another interested party in the corporation</b>	No

**Decision of the Audit Committee:**

- The Audit Committee has confirmed that the business relations of the candidate and/or her relatives with a corporation under the Bank's control (ICC) in the course of normal business, and the financial products provided to them by material holders/material shareholders, which meet the criteria prescribed by the Supervisor of Banks with regard to "retail business relations" as referred to in section 2.10 of the Call Report, do not constitute an "affiliation" and instead constitute insignificant relations in accordance with the Companies Law and the Banking Ordinance.
- The candidate serves as the financial comptroller of Arkia Israeli Airlines Ltd. ("Arkia") and served as financial comptroller of Fritz Companies Israel T. Ltd. ("Fritz") through June 2023, with this being at the request of the banks (including Discount) that finance the activities of the above companies, The aforesaid services were/are provided within the framework of the company M.V.P. of which she is a founder and the CEO and the 50% shareholder. The Audit Committee has confirmed that the professional relations of the candidate with the Bank in all matters relating to her position as financial comptroller of Arkia and Fritz ("the Companies"), insofar as they constitute an "affiliation" with the Bank, are insignificant relations in accordance with the Banking Ordinance and the Companies Law from the perspective of the candidate and from the perspective of the Bank. Among other reasons, this is due to the following facts: that the candidate



was appointed as the financial comptroller of Arkia and Fritz by the aforesaid Companies that pay or paid her salary; that the relationship of the candidate with the Companies and with the Bank began prior to her appointment as a director of the Bank, should she be elected as such, and that the relationship with Fritz had even terminated a year and a half prior to her appointment as a director of the Bank, should she be elected as such; that, by nature, the scope of her position is of a reporting character, rather than being a part of the decision-making process or of the business relations system of Arkia with the Bank; and that restrictions are in place to prevent a conflict of interests in connection therewith.

Other matters:

- Should she be elected as a director, the candidate has undertaken that she and/or any person acting on behalf of M.V.P. shall cease to serve as financial comptroller of Arkia and Fritz with regard to her business relations with the banking system (including the Bank).
- The candidate serves as a director of Anvei Zion. Should she be elected as a director of the Bank, the candidate has undertaken to terminate her service as a director of the company, Anvei Zion, due to its being classified as a major non-finance corporation, in accordance with the Law for Promotion of Competition and Reduction of Concentration, 2013 (the “Concentration Law”).

The proposed resolution:

To appoint Ms. Sabina Biran as a director of the Bank with the status of external director, as this is defined in the Companies Law, 1999, for a period of three years, subject to receiving the consent or non-objection of the Supervisor of Banks to the appointment.

**1.2. Topic no. 1.4 on the agenda – Appointment of directors to the Board of Directors of the Bank – director with the status of ‘other director’**

To elect three (3) directors, with the status of ‘other director’, as stated in Section 11D(a)(2) of the Banking Ordinance (“Other Director”).

The election at the General Meeting is between the candidates proposed by the Committee for the Appointment of Directors at Banking Corporations appointed pursuant to Section 36A of the Banking Law, 1981 and pursuant to Sections 11D(a)(1) and (2) of the Banking Ordinance:

- 1.3.1 Prof. Ben-Zion Zilberfarb (a serving director who is who is a candidate for re-election)
- 1.3.2 Mr. Reuven Adler
- 1.3.3 Mr. Elik Etzion
- 1.3.4 Ms. Keren Kibovich

**For further information, see section 2 of the Call Report**

The vote for each candidate shall be held separately. Those participating in the vote are entitled to vote for each of the candidates to serve as a director.

Presented below are details concerning the candidates for election, according to the best of the Bank’s knowledge:

**With regard to topic 1.4.1 on the agenda – Election of Ms. Iris Avner**

<b>Candidate’s name</b>	Ben-Zion Zilberfarb
<b>ID no.</b>	030134605
<b>Date of birth</b>	October 9, 1949
<b>Address for service of court documents</b>	10 HaTizmoret Street, Kiryat Ono, Israel
<b>Nationality</b>	Israeli



<b>Membership of Board of Directors' committees</b>	Audit Committee, Resources Committee and Risk Management Committee
<b>External director as defined in the Companies Law</b>	No.
<b>Independent director as defined in the Companies Law</b>	Yes
<b>Possesses accounting and financial expertise or professional qualifications</b>	Possesses accounting and financial expertise and professional qualifications
<b>Date on which service as a director shall commence</b>	First appointed August 1, 2021. Should he be elected at the General Meeting to serve an additional term and subject to the Supervisor of Banks's consent, his third term of service will run from August 1, 2024. For further details, see section 2.6 above
<b>Education/professional diplomas</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employment in the last five years and details of the corporations in which he serves as a director</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employee of the Bank, a subsidiary, a related company or an interested party of the Bank</b>	No
<b>Relative of another interested party in the corporation</b>	No

Decision of the Audit Committee:

- The Audit Committee has confirmed that the business relations of the candidate and/or his relatives with the Bank and/or with corporations under the Bank's control (MDB and ICC) in the course of normal business, and the financial products provided to them by material holders/material shareholders, which meet the criteria prescribed by the Supervisor of Banks with regard to "retail business relations" as referred to in section 2.10 above, do not constitute an "affiliation" and instead constitute insignificant relations in accordance with the Companies Law and the Banking Ordinance.
- The Audit Committee has confirmed that the relations of the Netanya Academic College, the candidate's employer and where he served as Deacon of the School of Banking and Capital Market Studies through September 30, 2024, with the sub-subsidiary Diners (Clearing) are insignificant relations in accordance with the Companies Law and the Banking Ordinance, with regard to constituting an "affiliation". Among other reasons, this is due to the following facts: that these are the relations of the candidate's employer rather than those of the candidate himself; and that the candidate is not involved in managing such relations, that – in light of their scope – are insignificant from the candidate's perspective and from that of Diners and the Netanya Academic College.

The proposed resolution:

To appoint Prof. Ben-Zion Zilberfarb. as a director with the status of 'Other Director', in accordance with Section 11D(a)(2) of the Banking Ordinance, for a period of three years, with effect from August 1, 2024, subject to receiving the consent or non-objection of the Supervisor of Banks to the appointment.



**With regard to topic 1.4.2 on the agenda – Election of Mr. Reuven Adler**

<b>Candidate's name</b>	Reuven Adler
<b>ID no.</b>	067639740
<b>Date of birth</b>	May 7, 1949
<b>Address for service of court documents</b>	6 HaRav Neriya Street, Petah Tikva, Israel
<b>Nationality</b>	Israeli
<b>Membership of Board of Directors' committees</b>	Not yet determined
<b>External director as defined in the Companies Law</b>	No.
<b>Independent director as defined in the Companies Law</b>	In accordance with the candidate's declaration (attached to the Hebrew version of this immediate report). Subject to the Audit Committee's approval
<b>Possesses accounting and financial expertise or professional qualifications</b>	Refer to the candidate's declaration (attached to the Hebrew version of this immediate report) and subject to the approval of the Bank's Board of Directors
<b>Date on which service as a director shall commence</b>	Subject to election at the General Meeting and receipt of the Supervisor of Banks's consent
<b>Education/professional diplomas</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employment in the last five years and details of the corporations in which he serves as a director</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employee of the Bank, a subsidiary, a related company or an interested party of the Bank</b>	No
<b>Relative of another interested party in the corporation</b>	No

**Decision of the Audit Committee:**

The Audit Committee has confirmed that the business relations of the candidate and/or his relatives with the Bank and/or with a corporation under the Bank's control (ICC) in the course of normal business, and the financial products provided to them by material holders/material shareholders, which meet the criteria prescribed by the Supervisor of Banks with regard to "retail business relations" as referred to in section 2.10 of the Call Report, do not constitute an "affiliation" and instead constitute insignificant relations in accordance with the Companies Law and the Banking Ordinance.

**Other matters:**

The candidate serves as an external director of Blue Square Real Estate Ltd. Should he be elected as a director of the Bank, the candidate has undertaken to terminate his service as a director of Blue Square Real Estate, due to it being a major non-finance corporation, in accordance with the Concentration Law.

**The proposed resolution:**

To appoint Mr. Reuven Adler as a director with the status of 'Other Director', in accordance with Section 11D(a)(2) of the Banking Ordinance, for a period of three years, subject to receiving the consent or non-objection of the Supervisor of Banks to the appointment.



**With regard to topic 1.4.3 on the agenda – Election of Mr. Elik Yisrael Etzion**

<b>Candidate's name</b>	Elik Yisrael Etzion
<b>ID no.</b>	027450626
<b>Date of birth</b>	September 2, 1974
<b>Address for service of court documents</b>	45 HaZayit Street, Oranit, Israel
<b>Nationality</b>	Israeli
<b>Membership of Board of Directors' committees</b>	Not yet determined
<b>External director as defined in the Companies Law</b>	No.
<b>Independent director as defined in the Companies Law</b>	In accordance with the candidate's declaration (attached to the Hebrew version of this immediate report). Subject to the Audit Committee's approval
<b>Possesses accounting and financial expertise or professional qualifications</b>	Refer to the candidate's declaration (attached to the Hebrew version of this immediate report) and subject to the approval of the Bank's Board of Directors
<b>Date on which service as a director shall commence</b>	Subject to election at the General Meeting and receipt of the Supervisor of Banks's consent
<b>Education/professional diplomas</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employment in the last five years and details of the corporations in which he serves as a director</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employee of the Bank, a subsidiary, a related company or an interested party of the Bank</b>	No
<b>Relative of another interested party in the corporation</b>	No

**Decision of the Audit Committee:**

- The Audit Committee has confirmed that the business relations of the candidate and/or his relatives with the Bank and/or with a corporation under the Bank's control (ICC) in the course of normal business, and the financial products provided to them by material holders/material shareholders (pension funds, severance pay funds provident funds and savings for every child), which meet the criteria prescribed by the Supervisor of Banks with regard to "retail business relations" as referred to in section 2.10 of the Call Report, do not constitute an "affiliation" and instead constitute insignificant relations in accordance with the Companies Law and the Banking Ordinance.
- The candidate serves as VP Cyber and Software Investments of Elron Ventures ("Elron"). The Audit Committee has confirmed that the business relations of Elron, the candidate's employer, with the Bank are "insignificant relations" in accordance with the Banking Ordinance. Among other reasons, this is due to the following facts: that these are the business relations of the candidate's employer rather than those of the candidate himself, in the course of normal business; that the candidate is not involved in managing such relations and that are insignificant from his perspective; that the relations commenced prior to the commencement of the candidate's service with Elron; and that the relations – in light of their scope – are not material from the perspective of either the Bank or Elron.
- The Audit Committee has confirmed that the business/professional relations between the candidate and The Phoenix Finance Ltd. ("The Phoenix"), a material holder of the Bank, within the framework of consulting



services that the candidate provides to the Board of Directors and to The Phoenix, are “insignificant relations” in accordance with the Banking Ordinance. Among other reasons, this is due to the following facts: that the revenues from the relations with The Phoenix are insignificant from the candidate’s perspective and it can be assumed that these relations are also insignificant from The Phoenix’s perspective in light of their scope. These relations began prior to the candidate’s appointment as a director, should he be elected as such, and he has undertaken to terminate them if he is elected as a director of the Bank.

- The Audit Committee has confirmed that the holding of the shares of Elron, the candidate’s employer, by a material holder of the Bank, The Phoenix, which is a material shareholder of both the Bank and Elron, do not meet the criteria to be business or professional relations of Elron with a material holder of the Bank and therefore do not constitute an “affiliation”. Instead, for the sake of caution, the Committee has determined that these are “insignificant relations” in accordance with the Banking Ordinance. Among other reasons, this is due to The Phoenix’s status as an institutional investor that is neither involved in Elron’s management nor is part of Elron’s control. In addition, the business relations are not of the candidate himself; rather, the relations relate to his employer and, as part of the candidate’s duties with the company, he does not engage in relations with the company’s shareholders. Moreover, these relations began prior to the candidate commencing service as a director of the Bank, should he be elected as such.
- The Audit Committee has confirmed that the candidate’s service as a director of CreedNZ, in which the director Ms. Harel-Buchris also serves as a director, does not constitute an “affiliation” with an officer. Instead, the Committee has determined that the relationship is “insignificant” due to the following facts: that the relations began prior to the candidate being appointed as a director of the Bank, should he be elected as such; that there is no direct, business or professional relationship between the candidate and Ms. Harel-Buchris as a director of CreedNZ, apart from their parallel service at the same company, with each of them having been appointed by different investors. Their service with CreedNZ is insignificant from their perspective.

Other matters:

“Elron” is included in the list of major non-finance corporations under the Concentration Law due to having been part of the Tzachi Nahmias Group (which – through Mega Or Holdings Ltd. – has a holding in Discount Investments Ltd., which was the controlling shareholder of Elron) until the sale of control of Elron in September 2024. The candidate has informed the Bank of the position of the Competition Authority that, because of the sale of control over Elron and in light of the fact that it does not meet the criteria prescribed by the Concentration Law to be defined as a major non-finance corporation, Elron will be removed from the list of concentrated entities and from the list of significant non-finance corporations with effect from the upcoming update of the lists.

The proposed resolution:

To appoint Mr. Elik Yisrael Etzion as a director with the status of “Other Director”, in accordance with Section 11D(a)(2) of the Banking Ordinance, for a period of three years, subject to receiving the consent or non-objection of the Supervisor of Banks to the appointment.





**With regard to topic 1.4.4 on the agenda – Election of Ms. Keren Kibovich**

<b>Candidate's name</b>	Keren Kibovich
<b>ID no.</b>	035751866
<b>Date of birth</b>	August 14, 1978
<b>Address for service of court documents</b>	4 Yitzhak Chernov Street, Rishon Lezion, Israel
<b>Nationality</b>	Israeli
<b>Membership of Board of Directors' committees</b>	Not yet determined
<b>External director as defined in the Companies Law</b>	No.
<b>Independent director as defined in the Companies Law</b>	In accordance with the candidate's declaration (attached to the Hebrew version of this immediate report). Subject to the Audit Committee's approval
<b>Possesses accounting and financial expertise or professional qualifications</b>	Refer to the candidate's declaration (attached to the Hebrew version of this immediate report) and subject to the approval of the Bank's Board of Directors
<b>Date on which service as a director shall commence</b>	Subject to election at the General Meeting and receipt of the Supervisor of Banks's consent
<b>Education/professional diplomas</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employment in the last five years and details of the corporations in which she serves as a director</b>	Refer to the curriculum vitae and the candidate's declaration attached to (the Hebrew version of) this immediate report
<b>Employee of the Bank, a subsidiary, a related company or an interested party of the Bank</b>	No
<b>Relative of another interested party in the corporation</b>	No

**Decision of the Audit Committee:**

The Audit Committee has confirmed that the business relations of the candidate and/or her relatives with the Bank and with a corporation under the Bank's control (ICC) in the course of normal business, and the financial products provided to them by material holders/material shareholders, which meet the criteria prescribed by the Supervisor of Banks with regard to "retail business relations" as referred to in section 2.10 of the Call Report, do not constitute an "affiliation" and instead constitute insignificant relations in accordance with the Companies Law and the Banking Ordinance.



Other matters:

- The candidate serves as a director of Altshuler Shaham Properties Ltd. (“Altshuler Properties”). The Audit Committee has noted, in light of the opinion of the Supervisor of Banks that was given to the Committee for the Appointment of Directors, that – in the circumstances of this instance – the Supervisor of Banks believes that he is able to exercise the authority granted to him under Section 11E(c1) of the Banking Ordinance to rule that the candidate’s service as a director of Altshuler Properties does not constitute a prohibited “affiliation” to a material holder. This ruling is subject to the candidate terminating her service with Altshuler Properties prior to her appointment, should she be elected as such. On September 25, 2024, the candidate reported that she had terminated her service as a director with Altshuler Properties.
- The candidate serves as a director of weSure Global Tech Ltd. (“weSure”). The candidate has undertaken that, should she be elected as a director of the Bank, she will terminate her service with weSure, in light of the fact that weSure controls a major financial corporation (Ayalon).
- The candidate serves as a director of Psagot Finance & Investments Group Ltd. (“Psagot”). Should the candidate be elected as a director of the Bank and should, at the date of commencing her service, Psagot still be a controlling shareholder of a Stock Exchange member through Psagot Securities Ltd, the candidate has undertaken to terminate her service with Psagot.

The proposed resolution:

To appoint Ms. Kibovich as a director with the status of ‘Other Director’, in accordance with Section 11D(a)(2) of the Banking Ordinance, for a period of three years, subject to receiving the consent or non-objection of the Supervisor of Banks to the appointment.

**For further information, refer to section 2 of the Call Report”.**

**For further details pertaining to all the topics placed on the agenda, refer to the Immediate Report regarding the convening of an Annual General Meeting that is attached to this Voting Ballot.**

2. **The time and place at which the full text of the proposed resolutions can be viewed:**

The text of the proposed resolutions to be brought for approval at the General Meeting, the declarations of the candidates to serve as directors and the full text of the Bank’s Financial Statements and the Report of the Board of Directors for 2023 can be viewed at the Office of the Secretary of the Bank, 1 Discount Street, Rishon Lezion, Israel, by prior arrangement (telephone no. +972-76-8054499), during regular business hours,, as well as on the distribution website of the Israel Securities Authority and on the website of the Tel-Aviv Stock Exchange Ltd., whose addresses are given in section 8 below, and also on the website of the Bank ([www.discountbank.co.il](http://www.discountbank.co.il)).

3. **The majority required for the General Meeting to pass the resolutions on topics that can be voted on by means of a voting ballot:**

3.1. For Topic no. 1.3 on the agenda

The majority required to pass the resolution (taking into account that the Bank is a banking corporation having no core controlling interest):

- a. The votes comprising the majority shall include a majority of all the votes of holders of ordinary “A” shares that are not controlling shareholders of the Bank or those having a personal interest in approving the appointment, other than a personal interest not resulting from that shareholder’s relations with a controlling shareholder, participating in the vote; in counting the total votes of the said shareholders, abstentions shall not be taken into account; **or**



- b. The total opposing votes among the shareholders included in section (a) above does not exceed two percent (2%) of the total voting rights in the Bank.

3.2. For Topic no. 1.4 on the agenda

The majority required to pass the resolution:

The majority required to pass the resolution to appoint an ‘Other Director’ is a simple majority of all the votes of holders of ordinary “A” shares voting at the General Meeting in person, by proxy, by means of a Voting Ballot or by means of an electronic voting system and entitled to vote. In counting the votes of the said shareholders, abstentions shall not be taken into account.

3.3. It should be noted that Article 37D of the Bank’s Articles of Association states the following:

“Should the number of candidates for appointment as directors, who receive a majority of the votes of the participants in the vote at the General Meeting, exceed the number of positions available for said appointment, the candidates who gained the most support in the vote at the General Meeting shall be selected. If any of the electees is disqualified from serving as a director for any reason, including pursuant to a decision by the Supervisor of Banks, the candidate who gained the greatest amount of support in the vote at the General Meeting, after the candidate who was disqualified as stated, shall be the person elected.

If a decision needs to be made between candidates who received an equal number of votes at the General Meeting, and among these candidates there is a person who is standing for an additional period of service, that person shall be considered as having gained the greatest amount of support at the vote at the General Meeting.

Where both candidates for director are standing for election for the first time, or have been serving for identical periods, a further vote shall be taken at the adjourned General Meeting on whose agenda shall be the appointment of the directors who won an equal number of votes.”

4. Pursuant to Regulation 36D(d) of the Securities Regulations (Periodic and Immediate Reports), 1970 and the Regulations, an interested party, a senior officer, an institutional investor and a party with a personal interest in passing the resolutions on topic 1.3 on the agenda, who is voting at the General Meeting on the aforesaid resolution, shall notify the Bank of this before the vote at the General Meeting or, if voting by means of the voting ballot, shall note this in the designated place in the Second Part of the voting ballot, if he is a party with a personal interest in the resolution, an interested party, a senior officer or an institutional investor, and shall furnish a description of the affiliation/characteristic, and, if voting by means of a legal representative, the voter or his legal representative shall provide the aforesaid details in relation to the legal representative too. In addition, details shall be provided on any relationship between the voter (not having a personal interest) or the legal representative (not having a personal interest) and the Bank, including employer-employee relations, business relations, etc., and/or a senior officer of the Bank, and of the nature of such relationship.

It is clarified that, if a shareholder or his legal representative has not marked the Voting Ballot, or has marked it “Yes”, but has not provided the aforesaid details – his vote shall not be counted.

5. **Voting and validity of the Voting Ballot:**

- 5.1. The Voting Ballot shall only be valid if the Confirmation of Ownership of the non-registered shareholder (namely, the person in whose favor the shares are registered with a Stock Exchange member and the shares are included among the shares registered in the shareholders’ register in the name of the nominee company) is attached to it or a photocopy of the identity card, passport or certificate of incorporation, if the shareholder is registered in the shareholders’ register.

- 5.2. A shareholder shall mark the manner of voting with regard to the topic on the agenda on the form that is the Second Part of this Voting Ballot.



- 5.3. An unregistered shareholder wishing to vote at the General Meeting in writing without attending the General Meeting and without sending a legal representative, shall deliver the Voting Ballot to the Bank's Offices or shall send it by registered mail, together with the Confirmation of Ownership, in accordance with the address that appears in the Second Part of the Voting Ballot, so that the Voting Ballot shall reach the Bank's Offices not later than four hours prior to the time scheduled for holding the General Meeting, viz., **by 07:30 on Thursday, November 28, 2024.**
  - 5.4. A shareholder, who is registered in the shareholders' register and who wishes to vote in writing, shall deliver the Voting Ballot to the Bank's Offices or shall send it by registered mail, together with a photocopy of his identity card, or a photocopy of his passport, or a photocopy of the certificate of incorporation, so that the Voting Ballot shall reach the Bank's Offices up to six hours prior to the time scheduled for holding the General Meeting, viz., **by 05:30 on Thursday, November 28, 2024.**
  - 5.5. As stated in the Immediate Report, an instrument of appointment of a voting proxy, a power of attorney or a copy certified by a competent party (an attorney, an accountant, etc.) is to be deposited at the Bank's Offices by **Monday, November 25, at 11:30.**
  - 5.6. A shareholder may receive the Confirmation of Ownership at a branch of the Stock Exchange member or by mail, if so requested. The said request is to be given in advance for a specific securities account. An unregistered shareholder may instruct that his Confirmation of Ownership be sent by means of the Electronic Voting System.
  - 5.7. A non-registered shareholder is entitled to receive by electronic mail, without charge, a link to the text of the Voting Ballot and the position papers on the distribution website, from the Stock Exchange member with whom his shares are held, unless the shareholder notified the member that he is not interested in receiving a link as aforesaid, or that he is interested in receiving Voting Ballots by mail, upon payment; the shareholder's notice regarding Voting Ballots shall also apply with regard to receipt of position papers.
  - 5.8. After publication of the Voting Ballot, there could be changes in the agenda, including adding a topic to the agenda, and position papers might be published. In such an instance, the updated agenda and the position papers published in the Bank's reports can be viewed on the distribution website of the Israel Securities Authority and on the website of the Tel-Aviv Stock Exchange Ltd., as referred to in section 8.
  - 5.9. If it should be requested that a topic be added to the agenda, and the Bank shall publish an updated Voting Ballot (that includes the aforesaid additional topic/s), then publication of the aforesaid updated Voting Ballot shall be effected on the date of publishing the updated agenda for the General Meeting, in accordance with the timetables set forth in Section 5B of the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting of a Public Company and Addition of Topic to the Agenda), 2000.
  - 5.10. An unregistered shareholder may vote by means of the Electronic Voting System. Voting shall be possible up to six hours prior to the time scheduled for holding the General Meeting, viz., **up to 05:30 on Thursday, November 28, 2024.**
  - 5.11. In accordance with Section 83(d) of the Companies Law, if a shareholder has voted in more than one way, his most recent vote will be the one that is counted. For this purpose, the vote of a shareholder in person or by means of a proxy will be deemed more recent than a vote by means of a voting ballot.
6. **Position papers:**
- The last date for presenting position papers to the Bank is **up to ten (10) days prior to the date scheduled for holding the General Meeting**, and the last date for the Board of Directors to provide its response to position papers is **up to five (5) days prior to the date scheduled for holding the General Meeting.**



7. **Address of the Bank for delivering Voting Ballots and position papers:**

The Voting Ballots and position papers, if any, should be sent to Adv. Michal Sokolov-Danoch, Corporate Secretary, Israel Discount Bank Ltd., 1 Discount Street, Rishon Lezion, Israel. One or more shareholders, who hold shares representing five percent or more of the total voting rights in the Bank, are entitled to view the Voting Ballots, as set forth in Regulation 10 of the Regulations. The number of shares constituting five percent of the total voting rights in the Bank is 61,850,564 (as of October 20, 2024).

8. **Addresses of the distribution website and the Stock Exchange website on which the Voting Ballots and position papers can be found:**

Distribution website of the Israel Securities Authority – <http://www.isa.gov.il>

Website of the Tel-Aviv Stock Exchange Ltd. – <http://www.maya.tase.co.il>

Website of the Bank – [www.discountbank.co.il](http://www.discountbank.co.il)



**VOTING BALLOT –SECOND PART**

Name of the Company: **Israel Discount Bank Ltd.**

Address of the Company (for delivery and sending of Voting Ballots): Adv. Michal Sokolov-Danoch, Corporate Secretary, Israel Discount Bank Ltd., 1 Discount Street, Tel Aviv, Israel -

Company No.: 520007030

Date and time of the General Meeting: Thursday, November 28, 2024, at 11+:30.

Type of General Meeting: Annual

Record date: October 27, 2024

**Particulars of the shareholder**

Name of shareholder - \_\_\_\_\_

ID No. - \_\_\_\_\_

If the shareholder does not hold an Israeli identity card -

Passport No. - \_\_\_\_\_

Country of Issue - \_\_\_\_\_

Valid through - \_\_\_\_\_

If the shareholder is a corporation -

Corporation Name. - \_\_\_\_\_

Corporation No. - \_\_\_\_\_

Country of Incorporation - \_\_\_\_\_

Provide details of any personal interest or other connection between the voter (of the kind included in section 6 above) or the legal representative and the Bank or a senior officer, including employer-employee relations, business connections, etc., and particulars of the nature thereof.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



**Manner of Voting**

Number of Topic on the Agenda	Manner of Voting <sup>1</sup>			With regard to appointing an external director in accordance with Section 239(b) of the Companies Law – do you have a personal interest in passing the resolutions? <sup>2</sup>	
	For	Against	Abstain	Yes*	No
<b>Topic No. 1.3.1 on the agenda Appointment of Ms. Sigal Barmack as a director with the status of Companies Law external director</b>					
<b>Topic No. 1.3.2 on the agenda Appointment of Ms. Sabina Biran as a director with the status of Companies Law external director</b>					
<b>Topic No. 1.4.1 on the agenda Appointment of Prof. Ben-Zion Zilberfarb as a director with the status of ‘Other Director’</b>					
<b>Topic No. 1.4.2 on the agenda Appointment of Mr. Reuven Adler as a director with the status of ‘Other Director’</b>					
<b>Topic No. 1.4.3 on the agenda Appointment of Mr. Elik Yisrael Etzion as a director with the status of ‘Other Director’</b>					
<b>Topic No. 1.4.4 on the agenda Appointment of Ms. Keren Kibovich as a director with the status of ‘Other Director’</b>					

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

<sup>1</sup> Failure to indicate in the table and describe the nature of the personal interest or the other attachment of the shareholder shall be treated as an abstention from the vote on that topic.

<sup>2</sup> A shareholder that does not complete this column or has marked it “Yes” but has not provided the aforesaid details – his vote shall not be counted.



**\* Please provide details if you stated that you are considered an interested party, a senior officer in the company<sup>3</sup> or an institutional investor<sup>4</sup>:**

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**\* Please provide details if you stated that you are considered as having a personal interest in topic no. 1.3 on the agenda:**

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Date: \_\_\_\_\_

Signature: \_\_\_\_\_

For shareholders who hold shares through a Stock Exchange member (pursuant to Section 177(1)) – this Voting Ballot is valid only with the attachment of Confirmation of Ownership, except in cases where voting is by means of the Electronic Voting System.

For shareholders who are registered in the shareholders’ register of the Company – the Voting Ballot is valid with the attachment of a photocopy of the shareholders’ identity card/passport/certificate of incorporation.

<sup>3</sup> As the term “senior officer” is defined in Section 37(d) of the Securities Law.

<sup>4</sup> As the term “institutional investor” is defined in Regulation 1 of the Companies Regulations (Voting Ballot and Position Papers), 2005.