

# ISRAEL DISCOUNT BANK LTD.

Registration no.: 520007030

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

FAO: The Tel Aviv Stock Exchange Ltd.  
www.tase.co.il

T121 (Public)

Magna transmission date: March 27, 2023  
Reference No.: 2023-01-032499

## IMMEDIATE REPORT

**Explanation: This form is not to be used if a form exists that is suitable for the reported event**

**Nature of the event:** *Preliminary Notice*

Reference numbers of previous reports relating to this topic: \_\_\_\_\_

*In accordance with Section 11C(a)(4) of the Banking Ordinance, 1941 and Regulation 5C of the Companies Regulations (Publication of Notice of a General Meeting and of a Class Meeting of a Public Company and Addition of a Topic to the Agenda), 2000, attached is a Preliminary Notice regarding the calling of an Annual Meeting.*

The Preliminary Notice is attached below.

The Company *is not* a shell company as defined in the TASE Code

The date when the Corporation first learned of the event: *March 27, 2023* at *15:00*

### **Details of signatories authorized to sign in the name of the Corporation:**

	<b>Name of Signatory</b>	<b>Position</b>
<b>1</b>	<i>Adv. Michal Sokolov-Danoch</i>	<i>Other Corporate Secretary of the Bank</i>

Reference numbers of previous documents relating to this topic (their mention does not constitute their inclusion by way of reference):

The securities of the Corporation are listed for trade on the Tel Aviv Stock Exchange Date of updating structure of form: 21/02/2023  
Abbreviated name: Discount  
Address: 23 Yehuda Halevi St., Tel Aviv 6513601, Israel Tel: 972-3-9439111; Fax: 972-3-5171674  
Email: [michal.sd@dbank.co.il](mailto:michal.sd@dbank.co.il)

Prior names of the reporting entity:

Name of person making electronic report: Tenne, Ayelet Position: General Secretary Name of Employing Company:  
Address: 23 Yehuda Halevi St., Tel Aviv 6513601, Israel Tel: +972-76-8058862; Fax: 972-3-5171674 Email: [ayelet.tenne@dbank.co.il](mailto:ayelet.tenne@dbank.co.il)

***Israel Discount Bank's Immediate Reports are published in Hebrew on the website of the Israel Securities Authority and the Tel Aviv Stock Exchange.***

***The English translation is prepared for convenience purposes only.***

***In the case of any discrepancy between the English and Hebrew versions, the Hebrew will prevail.***



## ATTACHMENT

### **ISRAEL DISCOUNT BANK LTD.**

("the Bank")

March 27, 2023

Israel Securities Authority  
<http://www.magna.isa.gov.il>

The Tel Aviv Stock Exchange Ltd  
<http://www.maya.tase.co.il>

#### **Re.: Preliminary Notice Concerning the Calling of an Annual General Meeting**

1. Pursuant to Sections 11C(a)(4) and 11E(a)(2) of the Banking Ordinance, 1941 and Regulation 5C of the Companies Regulations (Publication of Notice of a General Meeting and of a Class Meeting of a Public Company and Addition of a Topic to the Agenda), 2000, the Bank herewith publishes a Preliminary Notice regarding its intention to call an Annual General Meeting of the holders of the Bank's ordinary "A" shares ("the General Meeting").
2. The agenda of the General Meeting is expected to include the following topics:
  - a. Appointment of two (2) directors having a status of external director, as this is defined in the Companies Law, 1999.
  - b. Appointment of three (3) directors having a status of external director, as this is defined in Directive 301 of the Proper Conduct of Banking Business Directives ("Directive 301").
  - c. Discussion of the Financial Statements and the Report of the Board of Directors of the Bank for the period ended December 31, 2022.
  - d. Appointment of independent auditors and authorization of the Board of Directors of the Bank to set their fees.
3. **Those that may nominate candidates to serve as directors** of a banking corporation having no core controlling interest, in accordance with the provisions of Section 11D of the Banking Ordinance, 1941, are: (1) the Committee for the Appointment of Directors of a Banking Corporation, appointed pursuant to Section 36A of the Banking (Licensing) Law, 1981 ("the Appointment of Directors Committee"); (2) a holder or association of holders, as defined in Section 11D of the Banking Ordinance ("Shareholders").
4. As provided in the Bank's articles of association, nominations for candidates to serve as directors, from any of those entitled to submit nominations, are to be received by the Corporate Secretariat of the Bank not later than by the end of 14 days from the publication date of the Preliminary Notice, **viz by 16:00 on April 10 2023, 2022** ("the Last Date for Submitting Candidacy"). The submission of nominations should include all the details and documents required by the Companies Law, 1999 and by the Companies Regulations (Voting Ballot and Position Papers), 2005.
5. It is clarified that the last date for submitting candidacy to the Appointment of Directors Committee was February 2, 2023.

6. Candidates to serve as directors must meet all the conditions specified by law to serve as a director of a bank having no core controlling interest, as stated in Sections 11E(b)-(e) of the Banking Ordinance, 1941, including not having an affiliation to the bank, to a corporation controlled by the bank, to an officer of the bank, to a material holder or to their relatives.
7. The Bank has to comply with all the relevant statutory requirements regarding the composition and eligibility of the Board of Directors as prescribed by law, including Proper Conduct of Banking Business Directive No. 301 (“Directive 301”), inter alia, with regard to the requirement for a minimum number of directors possessing proven banking experience in a professional capacity, having accounting and financial expertise and with knowledge and experience in IT fields.
8. Taking into consideration the characteristics of the Bank’s activities, its strategy and the challenges of the business environment in which it operates, the regulatory developments, and the risks to which the Bank is exposed, the Bank is seeking to appoint – among the candidates for appointment at the General Meeting, as stated in section 2 above – candidates that will have the following attributes:
  - all the candidates are to be persons that can be classified as fulfilling the requirements of Directive 301 and, therefore, they must be professionally eligible as stated in the Companies Regulations (Conditions and Tests for a Director Having Accounting and Financial Expertise and for a Director Having Professional Eligibility) and must fulfil both the expertise and the education requirements; and/or must possess accounting and financial expertise, as prescribed in these regulations;
  - all the candidates classified as a Companies Law external director are to possess knowledge and understanding of financial statements of financial institutions or banking corporations (designated to serve on the Audit Committee, which is also the Bank’s Financial Statements Review Committee);
  - three (3) of the candidates to be chosen by the General Meeting shall possess proven banking experience, as defined in Directive 301;
  - one (1) of the candidates to be chosen by the General Meeting shall have a background of legal experience;
  - at least one (1) of the candidates to be chosen by the General Meeting shall be a woman;
  - it is desirable that the candidates have a business background and experience in a senior management position with a financial corporation or with a business company having a significant business scope;
  - in light of the Chairman of the Board of Directors being expected to end his service in December 2023, it is desirable that weight be given to candidates with the appropriate experience and qualifications to serve as Chairman of the Bank.
9. Following the Final Date for Submitting Candidacy, the Board of Directors shall resolve to convene the General Meeting. As required by law, the Bank shall publish an immediate report regarding the calling of the General Meeting, which shall include details regarding the date and time of the General Meeting and its full agenda and shall also include the names of the candidates for election as directors and the required details in respect thereto. The notice regarding the calling of the General Meeting shall be published at least 21 days after the date of this immediate report.
10. The service of the directors to be elected at the Annual General Meeting is subject to the approval or non-objection of the Supervisor of Banks to the appointment, in accordance with Section 11A of the Banking Ordinance, 1941.



11. The documents required for nominations for candidacy are: , from those persons entitled to nominate candidates, as referred to in section 3 above, shall be submitted in writing by the Last Date for Submitting Candidacy, to the registered office of the Bank, at Discount Tower, 23 Yehuda Halevi Street, Tel Aviv, Israel, Sunday-Thursday between the hours of 08:00-16:00, for the attention of the Bank's Corporate Secretariat, 18<sup>th</sup> floor, along with the documents listed below. A nomination to which all the listed documents are not attached shall be deemed as not having been submitted.

**The following documents must be attached to the nomination for candidacy:** (1) curriculum vitae; (2) Appendix A, as attached to this notice (*in the original Hebrew version*), which shall comprise the candidate's declaration and the details required pursuant to Regulation 7(a)(5)(a) of the Companies Regulations (Voting Ballot and Position Papers), 2005. This appendix is to be completed in full in accordance with the instructions specified therein and is to be submitted signed, and shall be attached, in such format, by the Bank to the immediate report regarding the calling of the General Meeting.

12. If the nominating party is a "holder" or an "association of holders", as referred to in section 3 above, the following should also be added and attached:
  - (1) a photocopy of the nominating shareholder's identification card, passport or certificate of incorporation;
  - (2) confirmation of ownership of Bank shares in the percentage required by law, as of the date of delivering the nomination of the candidate for service as a director.
13. A nominating party who is a "holder" or an "association of holders", as referred to in section 3 above, must continue to hold shares in the Bank, in the percentage required by law, on the record date for the purpose of voting at the General Meeting, as prescribed in Section 182 of the Companies Law, and as shall be published in the report regarding the calling of the General Meeting.
14. As prescribed in Section 66(b) of the Companies Law, one or more shareholders, who have at least one percent of the voting rights at the General Meeting, are entitled to request the Board of Directors to include a topic on the agenda of the General Meeting to be convened at a future date, provided that the topic is appropriate for discussion at the General Meeting. The Bank shall be entitled not to consider proposals received more than 14 days after publication of the Preliminary Notice.

**Yours sincerely,**

**Israel Discount Bank Ltd.**

**Via:**

**Adv. Michal Sokolov-Danoch, Corporate Secretary of the Bank**