

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

T081 (Public)

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Immediate Report Regarding Distribution of a Cash Dividend on Securities **Regulation 37(a) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970**

1. We hereby report that on *August 14, 2019* it was resolved to pay a dividend on the securities of the Company:
2. The amount of the dividend to be paid is: *NIS 81,750,000* _____
3. The Corporation's retained earnings, as defined in Section 302 of the Companies Law, 5759-1999, following the distribution that is the subject of this report, amount to: *NIS 13,406,250,000* _____

4. Dividend distribution approval process

Approved by the Bank's Board of Directors on August 14, 2019

Is the above distribution with the approval of the Court pursuant to Section 303 of the Companies Law? *No*

5. Record date ("cum-dividend" date): *August 22, 2019*

Ex-dividend date:

Payment date: *September 1, 2019*

6. Payment details:

- ☒ Dividend being distributed by an Israel resident company (for composition of the dividend's sources and the tax rates, see section 7A)
- ☐ Dividend being distributed by a real estate investment trust (for composition of the dividend's sources and the tax rates, see section 7C)

Registration Number of Entitled Security	Name of Security	Amount of Dividend Per Security	Currency of Dividend Amount	Payment Currency	Representative Exchange Rate for Payment Date	Individual Tax %	Corporate Tax %
691212	Discount A	0.0702309	NIS _____	NIS	_____	25	0

- ☐ Dividend being distributed by a foreign resident company (for the tax rates, see section 7B)

1	Registration Number of Security	Name of Security	Gross Amount Per Security	Currency of Amount	Overseas Tax %	Covenant Tax %	Individual Tax % – Balance Deductible in Israel%	Corporate Tax % – Balance Deductible in Israel
	_____	_____	_____	_____	_____	_____	_____	_____
			Amount for Payment in Israel Per Security	Payment Currency	Representative Exchange Rate for Payment Date		Individual Tax in Israel – Actual %	Corporate Tax in Israel – Actual %
			_____	_____	_____		_____	_____

Is the dividend amount per security final? *Yes*

The dividend amount per security is subject to changes due to _____

7. The rates of tax withholdings set forth below are for the purpose of the TASE members making the tax withholdings.

7A Composition of the sources of the dividend being distributed by an Israel resident company from shares and financial instruments, other than by a REIT fund.

	% of Dividend	Individuals	Corporate	Foreign Residents
Income liable to corporate tax	100	25%	0%	25%
Income originating overseas	0	25%	23%	25%
Income from approved/privileged enterprise	0	15%	15%	15%
Income from Irish privileged enterprise through 2013	0	15%	15%	4%
Income from Irish privileged enterprise from 2014	0	20%	20%	4%
Preferred income	0	20%	0%	20%
Income from tourism/agriculture approved enterprise	0	20%	20%	20%
Income from approved/privileged enterprise that has given a waiver notice	0	15%	0%	15%
Distribution classified as a capital gain	0	25%	23%	0%
Distribution by way of participation units	0	0	0	0
Other	0	0	0	0

7B Dividend being distributed by a foreign resident company

	Individuals	Companies	Foreign Residents
Dividend being distributed by a foreign resident company	25%	23%	0%

7C Dividend being distributed by a real estate investment trust

	% of Dividend	Individuals	Companies	Foreign Resident Companies	Exempt Mutual Fund	Provident Fund
Real estate betterment, capital gain and depreciation	_____	25%	23%	23%	0%	0%
Other taxable income (e.g., rent)	_____	47%	23%	23%	23%	0%
Income-producing real estate for housing rental purposes	_____	20%	20%	20%	0%	0%
Taxable income in the hands of the fund	_____	25%	0%	25%	0%	0%
Extraordinary income	_____	70%	70%	70%	60%	70%
Other	_____	_____	_____	_____	_____	_____
Weighted withholdings tax %	100%	_____	_____	_____	_____	_____

8. Number of dormant securities of the Corporation that are not entitled to a dividend payment and for which a letter should be furnished waiving receipt of the dividend payment: _____

9. Effect of the dividend distribution on convertible securities:

- ☒ The Company has no convertible securities
- ☐ The dividend distribution has no effect on the convertible securities.
- ☐ The effect of the dividend distribution on the convertible securities is as follows:

Name of Security	Registration Number of the Security	Remarks
_____	_____	_____

10. Recommendations and resolutions of the Board of Directors in connection with the dividend distribution in accordance with Regulation 37(a)(1) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970:

The resolution of the Board of Directors is presented in the appendix below:

The Report has been signed on behalf of the Corporation, in accordance with Regulation 5 of the Securities Regulations (Periodic and Immediate Reports), 5730-1970, by Joseph Beressi, Senior Executive Vice President and Chief Accountant, and by Ziv Biron, Executive Vice President and Head of Planning, Strategy and Finance Division.

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: 06/08/2019

Abbreviated name: Discount

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Email: michal.sd@discountbank.co.il

Prior names of the reporting entity:

Name of person making electronic report: Beressi, Joseph Position: Senior Executive Vice President and Chief Accountant

Name of Employing Company:

Address: 23 Yehuda Halevi St., Tel Aviv 6513601, Israel Tel: 972-3-5145544; Fax: 972-3-5144111

Email: yossi.beressi@discountbank.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.

APPENDIX TO IMMEDIATE REPORT – REGULATION 37(a)(1) OF THE REGULATIONS

Disclosure Relating to a Resolution of the Board of Directors for the Distribution of a Dividend in Accordance with Regulation 37(a)(1) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970

1. On August 14, 2019, the Bank's Board of Directors approved a dividend distribution at the rate of 15% from the profits of the second quarter of 2019.
2. The Bank's Board of Directors has determined that the dividend complies with the distribution tests prescribed in the Companies Law, 5759-1999 (the profits test and the solvency test) and Directive 331 of the Proper Conduct of Banking Business Directives in connection with restrictions on making a dividend distribution.
3. Regarding compliance with the profits test – the balance of the profits, as defined in Section 302 of the Companies Law, prior to the distribution, are greater than the amount to be distributed and amount to NIS 13,448 million.
4. Regarding compliance with the solvency test and with regulations applicable to banking corporations – the Board of Directors examined the effect of the distribution on the capital structure, on the capital adequacy and on the leverage and liquidity ratios, on the basis – inter alia – of the forecast for the coming year in relation to the Bank's operating results in the year immediately following the dividend distribution and, according to this, the capital adequacy ratio and the leverage and liquidity ratios will not fall below the required levels. The Board of Directors has determined that the distribution meets the terms and conditions prescribed in Proper Conduct of Banking Business Directive 331 (Dividend Distribution by Banking Corporations), that the dividend distribution does not have a material effect on the financial position of the Bank and that there is no concern that the dividend distribution will prevent the Bank from meeting its existing and forecasted obligations.
5. Based on the aforesaid and after holding a discussion on this topic, and in accordance with the dividend distribution policy approved on December 26, 2017, the Board of Directors has approved the distribution of the aforesaid dividend, in an amount of NIS 81.75 million.

The aforementioned information includes forward-looking information as defined in the Securities Law, 5728-1968. The Bank's assessments regarding the Bank's operating results in the year immediately following the dividend distribution and the capital adequacy ratio and the leverage and liquidity ratios in that period are based on an analysis of the Bank's cash flows, the Bank's existing liabilities and scenarios that could adversely impact its existing and anticipated commitments. These assessments might not materialize, in their entirety or partially, or might materialize in a materially different manner from that expected, inter alia, due to changes in market conditions, and the materialization of one of the risks set forth in the Board of Directors Report as of December 31, 2018.