

Mizrahi Tefahot Bank Ltd.'s Immediate Reports are published in Hebrew on the Israel Securities Authority and the Tel Aviv Stock Exchange websites.

The English version is prepared for convenience purposes only. The only binding version of the Immediate Reports is the Hebrew version.

In the event of any discrepancy or inconsistency between the Hebrew version and the translation to English, the Hebrew version shall prevail and supersede, for all purposes and in all respects.

MIZRAHI TEFAHOT BANK LTD

Registrar Number: 520000522

To: Israel Securities Authority	To: Tel Aviv Stock Exchange Ltd	T460 (public)	Transmitted via MAGNA: May 6 2024
www.isa.gov.il	www.tase.co.il		Reference: 2024-01-043780

Immediate Report of a Meeting

Regulation 36B (a) and (d), and Regulation 36c of the Securities Regulations (Periodic and Immediate Reports) 5730-1970

Explanation: Insofar as any of the matters on the meeting's agenda is the approval of a transaction with a controlling shareholder or the approval of an extraordinary proposal, Form T133 or T138 must be filled first, respectively, and thereafter a report should be filed on this form as well.

Is there a possibility to vote through the electronic voting system: *Yes*

Note: The possibility of selecting this field is only available to foreign corporations (that are not registered in Israel) and corporations whose securities are not listed for trade. Usage of the voting system will require the corporation to process all votes received through this system.

The corporation announces: *The convening of a meeting*

Note: In the event of a change to the meeting's date (postponement or a move forward), select "meeting postponement" or "court-ordered postponement" or "postponement to an unknown date".

The reference number of the last meeting notice is _____. It was called for _____.

Reason of postponement or cancellation: _____

Explanation: The reference number of the previous meeting's convening or postponement should be referenced.

1. Type of security: *Share*

Name of the entitling security: *Mizrahi Tefahot (MZTF)*

Number of the stock exchange security entitling the holder thereof to participate in the meeting: *695437*

The record date for entitlement to attend the meeting and vote thereat: *May 12 2024*

Explanation: If a meeting is required for more than one security number, a T460 must be reported separately for each additional security. Reports listing additional security numbers will require the filing of an amending form

2. On *May 6, 2024*

it was resolved to *convene a meeting special meeting* _____

to be held on *Thursday, June 13, 2024 at 14:00*

at the following address *7 Jabotinsky Street, 13th floor, Ramat Gam*

3. On the agenda:

Explanation: The numbering of the agenda topics shall be according to the order of their appearance in the meeting's convening report, if attached as a file

Issues/resolution which will be raised at the meeting:

1

The issue/resolution and its details:

The proposed resolution:

To reappoint Mr. Moshe Vidman as a director at the bank for an additional tenure, commencing on June 16, 2024, subject to the Supervisor of Banks (hereinafter: the "Supervisor") not announcing his objection to said appointment or announcing his consent thereto.

Subject to the Supervisor's confirmation, Mr. Vidman's tenure as a director at the bank shall last until the end of the annual general meeting that will take place in the year 2025.

Additional details:

For additional details, see the immediate report on the convening of the general meeting, which is attached, as well as Mr. Moshe Vidman's statement, which is attached.

Appointment/Dismissal of a Director according to Articles 59 and 230 of the Companies Law

Notice: A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, [click here](#)

Gender:

Notice: The filling out of this field is only possible when the resolution is on the appointment of an outside director.

It is not compulsory to specify gender.

Reference to the last report on the subject of approving a private proposal (T138):

Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

—

Explanation: In a transaction with a controlling shareholder that does not match any field in the law articles table, select the fields “Declaration: No appropriate classification field exists” and “Yes” transaction with controlling shareholder.

Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder: __

Notice: These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder

In the event of a bonds meeting

The existence of another issue has been decided:

Details of the other issue:

Notice: The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a “Yes”/”No” answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between “Yes”/”No” and be able to add details if the answer is “Yes”.

Request for additional information from the holders:

It was decided to require additional information from the holders: *No*

Details of the additional information required from the holders or manner of meeting convention (in the event of a meeting according to 350):

Notice: This field establishes the text of the requirement for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.

- Amendment of a disclosure
- Negligible change or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Removed from the agenda
- The subject was discussed in a previous meeting
- The subject was added to the agenda by court order
- The subject was added to the agenda according to Regulation 5b of the Companies Regulations (Notice of General Meetings and of Category Meetings in a Public Company, and Addition of an Issue to the Agenda) 5760-2000
- The subject was added to the agenda after the record date due to a technical error, as specified:

Explanation: After the record date, a resolution cannot be amended except for an amendment of the transaction conditions that benefits the company or a negligible change. Likewise, new issues cannot be added to the agenda after the record date, except by court order or in accordance with Regulation 5B of the Notice of General Meetings Regulations

The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority for the adoption of the proposed resolution in this matter *No*

Attachment of the report on the convening of the meeting: *Convening report isa.pdf*

4. Attachments

4.1 Attachment of a file which includes a voting paper/position papers: *Voting paper isa.pdf*

Yes a voting paper

No position paper

Explanation: If a voting paper and/or a position paper has been attached, it must be verified that they are drafted in accordance with the Companies Regulations (Written Votes and Position Papers), 5766-2005. The company must assemble all position papers (per the meaning in Article 88 of the Companies Law) in a single file, in which it will be specified when the notice was published, from whom it was received, and a reference will be made to the relevant page in the consolidated file.

4.2 Attachment of a file which includes director statements/other related documents:

Statement isa.pdf

Yes declaration of the director to serve as corporate director

No declaration of an independent director

No declaration of an outside director

_____ declaration of a representative's appointment to representation

_____ amended deed of trust

_____ an application to approve a creditors' arrangement under Article 350
_____ other _____

Link to the voting system website where voting may take place: [Voting system](#)

Explanation: Those who are entitled to vote through the system will receive access information from stock exchange members.

5. The legal counting for holding the meeting:

The legal counting for holding the general meeting will be constituted upon the presence, in person or by proxy, of two shareholders holding at least twenty-five percent (25%) of the voting rights, within half an hour from the time set for the beginning of the meeting.

6. In the absence of a legal counting, the deferred meeting will be held on *June 17, 2024* at *14:00*, at the following address: *7 Jabotinsky Street, 13th floor, Ramat Gan*

No meeting shall be held in the absence of a legal counting

7. The times and place where any proposed resolution which was not described in full in the above description of the agenda may be perused:

At the bank's offices (tel: 03-7552822), 7 Jabotinsky Street (13th Floor), Ramat Gan, during the bank's standard business hours, until the time set for the meeting, by appointment.

Meeting identifier:

Note: The meeting identifier is the reference of the initial report. The field will remain empty in the initial report on the meeting.

Details of the signatories authorized to sign on behalf of the corporation:

	Signatory's Name	Position
1	<i>Racheli Friedman</i>	<i>Other Chief Legal Advisor</i>

2	<i>Hanan Kikozashvili</i>	<i>Other</i> <i>Bank Secretary & Head of</i> <i>the Bank's Headquarters</i>
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Explanation: According to Regulation 5 of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970, a report filed under these regulations shall be signed by those authorized to sign on behalf of the corporation. The position of the senior staff on the matter (in Hebrew) can be found on the ISA's website: [Click here](#)

Note regarding sections 5 and 6 in this form above: on the subject of the legal counting at deferred meetings (insofar as they may be held) and on the subject of the time of a second deferred meeting (insofar as it may be held), see Section 3.2 of the attached immediate report regarding the convening of the annual meeting.

Reference numbers of previous documents concerning the issue reported herein (the mention does not constitute inclusion by way of reference):

[2024-01-034656](#)

Securities of a Corporation Listed for Trading
on the Tel Aviv Stock Exchange

Form structure revision date: February 20 2024

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street, Ramat Gan, Tel:03-7559720 Fax:03-7559923
52520

E-mail: mangment@umtb.co.il Company website: <https://www.mizrahi-tefahot.co.il>

Previous name of the reporting entity: United Mizrahi Bank Ltd

Name of the person reporting electronically:	Position:	Name of Employing Company:
Kikozashvili Hanan	Bank Secretary	Mizrahi Tefahot Bank Ltd
Address: 7 Jabotinsky Street, Ramat Gan,	Tel:	Fax:
52520	03-7559219	03-7559923
		E-mail: management@umtb.co.il

Mizrahi Tefahot Bank Ltd

To
Israel Securities Authority
www.isa.gov.il

To
Tel Aviv Stock Exchange Ltd
www.tase.co.il

Re: Immediate report on the convening of a special general meeting

In accordance with the Companies Law, 5759-1999 (hereinafter: “**Companies Law**”); the Securities Regulations (Periodic and Immediate Reports) 5730-1970 (hereinafter: “**Periodic and Immediate Report Regulations**”); the Companies Regulations (Notice and Announcement of General Meeting and Class Meeting in Public Company and Addition of an Issue to the Agenda) 5760-2000; and in accordance with the Companies Regulations (Written Votes and Position Papers) 5766-2005 (hereinafter: “**Written Vote Regulations**”), Mizrahi Tefahot Bank Ltd (hereinafter: the “**Bank**” or the “**Company**”) hereby announces the convening of a special general meeting (hereinafter: “**general meeting**”) on Thursday, June 13, 2024, at 14:00, at the Bank’s offices, 7 Jabotinsky Street, Ramat Gan, 13th floor.

The issue on the agenda and a summary of the proposed resolution: The Reappointment of Mr. Moshe Vidman as Director at the Bank

1. Text of the proposed resolution:

To reappoint Mr. Moshe Vidman as a director at the Bank for an additional tenure, commencing on June 16, 2024, subject to the Supervisor of Banks (hereinafter: the “**Supervisor**”) does not announce his objection to said appointment or announces his consent thereto.

Subject to the Supervisor’s confirmation, Mr. Vidman’s tenure as a director at the Bank shall last until the end of the annual general meeting that will take place in the year 2025.

2. Description of the nature of the issue and the principle facts required to understand the matter:

2.1 The Bank’s Board of Directors currently numbers 10 directors.

2.2 Mr. Moshe Vidman has served as a director at the Bank since August 2010, and as the Chairman of the Board of Directors at the Bank since December

2012. On June 15, 2024, Mr. Vidman's tenure as a director and as Chairman of the Board of Directors at the Bank is set to expire¹;

Accordingly, it proposed to reappoint Mr. Vidman as a director at the Bank (who will not also serve as Chairman of the Board of Directors²), as of June 16, 2024, until the end of the annual general meeting that will take place in the year 2025 (subject to the Supervisor's confirmation), as aforesaid.

- 2.3 In Regulation 92 of the Bank's Articles of Association, the following was established:

“The Company may, at a special meeting, appoint an additional director or directors to the Company, whether to fill the office which has been vacated for any reason or as an additional director or directors, provided that the number of directors shall not exceed the maximum number determined in Article 87 above. Directors appointed as aforesaid, other than the External Directors, shall end their office at the end of the third annual meeting held after the special meeting at which their appointment was approved or until an earlier date approved in this regard by the Supervisor of Banks”.

- 2.4 Whereas the rest of the directors (who are not outside directors) who currently serve at the Bank are expected to end their current tenure at the end of the annual general meeting that will take place in the year 2025³, it is proposed that subject to the Supervisor's confirmation, Mr. Vidman shall also end his tenure as a director at the Bank (who is not the Chairman of the Board of Directors) at the end of said annual meeting.

- 2.5 Mr. Vidman was previously evaluated by the Board of Directors as having accounting and financial expertise, as well as professional qualifications, both under the Companies Law and under Proper Conduct of Banking Directive no. 301 (hereinafter: “**Directive 301**”), as well as having banking expertise, per its meaning in Directive 301.

- 2.6 On March 28, 2024, the Bank published a preliminary notice (reference no. 2024-01-034656) regarding its intention to convene a general meeting, on the

¹ See the immediate report dated December 20, 2023, reference no. 2023-01-138630, as well as the immediate report dated November 9, 2023, reference no. 2023-01-123183.

² In the matter of Mr. Avi Zeldman's appointment as the Chairman of the Bank's Board of Directors, commencing on June 16, 2024, see the immediate report dated February 12, 2024, reference no. 2024-01-015285, as well as the immediate report dated April 10, 2024, reference no. 2024-01-036214.

³ See the immediate report dated December 21, 2022, reference no. 2022-01-153916, as well as the immediate report dated November 16, 2022, reference no. 2022-01-137905.

agenda of which is the reappointment of Mr. Vidman as a director at the Bank, subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto.

2.7 The Bank hereby refers to the details required by Regulation 26 of the Periodic and Immediate Report Regulations, with regard to Mr. Vidman's tenure as a director at the Bank, as included on page 377 of the 2023 periodic report (English version), published by the Bank on March 12, 2024, reference no. 2024-01-024654 (this mention constitutes inclusion via reference to all information included in this matter on page 377 of the aforesaid periodic report). It is hereby clarified that the details included in said periodic report are correct as of the publication date of this convening report.

2.8 Mr. Vidman gave a statement to the Bank, per Article 224b(a) of the Companies Law.

A copy of the Mr. Vidman's statement is attached to this immediate report.

2.9 It is hereby clarified that the honorarium to be paid to Mr. Vidman, a candidate for reappointment as a director (who will not serve as the Chairman of the Bank's Board of Directors) shall be in accordance with the resolution on directors' honorarium, as detailed in the immediate report submitted by the Bank on June 19, 2017 (reference no. 2017-01-051271). According to said resolution, a director at the Bank (except for the Chairman of the Board of Directors) is entitled an annual honorarium and a meeting participation honorarium under Regulations 4 and 5 of the Companies Regulations (Rules on Honorarium and Expenses of Outside Directors) 5760-2000 (hereinafter: "**Honorarium Rules**"), per the maximum sums included in the Honorarium Rules, in accordance with the rank which the Bank will be classified at in each fiscal year. Moreover, it was determined in said resolution that the aforesaid notwithstanding, a director evaluated by the Board of Directors as an "expert director", per the definition in the Honorarium Rules, shall be entitled to an annual honorarium and a meeting participation honorarium in the amount of the "maximum sum" for an expert director, as set forth in the fourth addendum to the Honorarium Rules in accordance with the rank at which the Bank will be classified during each fiscal year. It is noted that as of the date of this report, the Bank is classified at Rank E under the Honorarium Rules.

In this regard, it is noted that Mr. Vidman is considered an “expert director”, per the definition in the Honorarium Rules.

2.10 It is furthermore clarified that Mr. Vidman is entitled to officers’ exemption, indemnification and insurance, as is customary at the Bank, from time to time.

2.10.1 On the subject of the approval of the engagement in a policy to insure the liability of directors and other officers at the Bank and at companies in the Bank’s cluster, including the Chief Executive Officer of the Bank and directors who are among the Bank’s controlling shareholders, see the immediate report published by the Bank on March 13, 2023 (reference no. 2023-01-026691).

2.10.2 On the subject of the approval of the Bank’s letter of exemption and indemnity undertaking, to directors and other officers, including the Chief Executive Officer of the Bank and the Bank’s controlling shareholders, as well as employees (as approved by the Bank’s general meeting on September 5, 2023), see Section 1.2 of the amending immediate report published by the Bank on July 27, 2023 (reference no. 2023-01-086163).

2.11 **The majority required to pass the resolution**

The majority required at the general meeting and at the deferred general meeting to approve the reappointment of Mr. Moshe Vidman as a director at the Bank, as aforesaid in Section 1, is an ordinary majority of the shareholders present at the general meeting, who are entitled to vote and voting thereat, without counting the abstaining votes.

3. **Location of the meeting’s convening, its time and additional details regarding the general meeting**

3.1 The general meeting will convene on Thursday, June 13, 2024, at 14:00, at the Bank’s offices, 7 Jabotinsky St., Ramat-Gan, 13th floor (hereinafter: “**Bank’s Offices**”).

The date for determining the entitlement of shareholders to vote at the general meeting, as stated in Article 182 of the Companies Law, shall be May 12, 2024 (hereinafter: “**Effective Date**”).

- 3.2 The legal counting for holding the general meeting will be constituted upon the presence, in person or by proxy, of two shareholders with at least twenty-five percent (25%) of the voting rights, within half an hour from the time scheduled for the beginning of the meeting. Should a legal counting not be present for the general meeting at the end of half an hour from the time scheduled for the beginning of the meeting, the meeting shall be postponed to June 17, 2024 at 14:00, in that same place (hereinafter: “**First Deferred Meeting**”). At the First Deferred Meeting, the legal counting will be constituted upon the presence, in person or by proxy, of two shareholders with at least fifteen percent (15%) of the voting rights, within half an hour from the time scheduled for the beginning of the First Deferred Meeting. Should a legal counting not be present for the First Deferred Meeting at the end of half an hour from the time scheduled for the beginning of the meeting, the meeting shall be postponed to June 19, 2024, at 14:00, in that same place (hereinafter: “**Second Deferred Meeting**”). At the Second Deferred Meeting, the legal counting will be constituted upon the presence, in person or by proxy, of two shareholders with whichever percent of voting rights they may have
- 3.3 The Bank’s controlling shareholders’ holdings of the Bank’s issued and outstanding capital shall not grant the Bank’s controlling shareholders the majority required to approve the resolution on the agenda of the general meeting.
- 3.4 A shareholder is entitled to vote at the general meeting, in person or through an agent granted power of attorney to vote. A shareholder or empowered agent seeking to vote at the general meeting will be required to present a form of identification upon arriving at the general meeting (an identity card or a passport).
- 3.5 In addition, a shareholder is entitled to vote at the general meeting at the vote to approve the resolution on the agenda via voting paper, as detailed below (hereinafter: “**Written Vote**”).
- 3.5.1 In addition, an unregistered shareholder (i.e. a person to whom shares are registered with a TASE member, and those shares are also included in the Shareholder Registry under a registration company’s name) (hereinafter: “**Unregistered Shareholder**”) is also entitled to vote through an electronic Voting Paper, which shall be transferred to

the Bank through the electronic voting system (hereinafter: “**Electronic Voting System**”) up to 6 hours prior to the meeting.

- 3.5.2 An Unregistered Shareholder may, at any time, announce by writing to the TASE member through which he holds shares that he is not interested in being included on the list of those entitled to vote through the Electronic Voting System (as it was set at the Effective Date). If he has done so, then the TASE member shall not deliver information about him according to the Written Vote Regulations, as long as no other instruction has arrived from the Unregistered Shareholder. Such instructions from shareholders, as stated above, shall be delivered to the TASE member no later than 12:00 noon on the Effective Date, with regard to the securities account and not particular securities held in the account.
- 3.6 A Written Vote will be made through the second part of the Voting Paper, attached to this report. The Voting Paper and the documents which must be attached thereto (hereinafter: “**Attached Documents**”), as provided in the Voting Paper, should be delivered to the Bank’s Offices up to 4 hours prior to the convening of the meeting (with respect to an Unregistered Shareholder) and up to 6 hours prior to the convening of the meeting (with respect to those registered as shareholders in the shareholder registry). In this regard, the “time of delivery” shall be the time at which the Voting Paper and the Attached Documents arrive at the Bank’s Offices.
- 3.7 The document appointing an agent to vote (hereinafter: “**Letter of Appointment**”) and the power of attorney under which the Letter of Appointment was signed (if any) or a copy thereof, certified to the Bank’s satisfaction, is to be prepared and signed by the appointer or by an agent authorized therefor in writing; and if the appointer is a corporation, will be signed in a manner such that binds the corporation. The Letter of Appointment, as well as the power of attorney letter (if such exists) will be deposited at the Bank’s Offices no later than 48 hours prior to the time scheduled for the beginning of the meeting.
- 3.8 The distribution address of the Israel Securities Authority’s site and the website of the Tel-Aviv Stock Exchange Ltd, on which the voting papers and position papers are located:

- 3.8.1 The distribution site of the Israel Securities Authority:
<http://www.magna.isa.gov.il/> (Hereinafter: the “**Distribution Site**”).
- 3.8.2 The website of the Tel-Aviv Stock Exchange Ltd:
<http://maya.tase.co.il/> (Hereinafter: the “**TASE Site**”)
- 3.9 A shareholder is entitled to approach the Bank directly to receive from it, via registered mail, a copy of this immediate report. In addition, a shareholder is entitled to approach the Bank directly to receive from it the text of the voting paper and the position papers.
- 3.10 An Unregistered Shareholder is entitled to receive a link to the text of the Voting Paper and position papers on the distribution site via e-mail from the TASE member through which he holds his shares, free of charge, unless he has notified the TASE member that he does not wish to receive such a link, or that he wishes to receive voting papers by regular mail in return for payment; a notice regarding voting papers shall also apply to receiving position papers.
- 3.11 A shareholder whose shares are registered with a TASE member may receive the ownership confirmation at a branch of the TASE member or by mail, if he has requested it. A request in this matter shall be given in advance regarding a particular securities account.
- An Unregistered Shareholder may instruct that his ownership confirmation be transferred to the Bank through the Electronic Voting System.
- 3.12 3.12.1 The voting paper shall be valid for an Unregistered Shareholder only if an ownership confirmation is attached thereto, or if such a confirmation has been transferred to the Bank through the electronic voting system.
- 3.12.2 The voting paper shall be valid with respect to a shareholder according to Article 177(2) of the Companies Law (i.e. those registered as a shareholder in the Shareholder Registry) only if a photocopy of one’s identity card, passport or incorporation certificate is attached thereto.
- 3.13 The Bank’s address for the delivery of voting papers and position papers: The Bank’s Offices at 7 Jabotinsky Street, Ramat-Gan.

- 3.13.1 The deadline for the delivery of position papers to the Bank: Up to 10 days before the meeting.
- 3.13.2 The deadline for the delivery of the Board of Directors' response to the position papers: No later than 5 days prior to the date of the meeting.
- 3.14 3.14.1 Attention is hereby directed to the instructions of Article 34(a1) of the of the Banking (Licensing) Law 5741-1981, whereby:

“A person shall not make an agreement with another with respect to their vote for the appointment of a director in a banking corporation or in a Bank holding corporation, including with respect to their vote for his termination of office, other than under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply [...] or to a holder of means of control who agrees with another that the other will vote in his name and on his behalf without any discretion, as the said holder of means of control instructs him, provided that if the other holds himself means of control in the banking corporation or in the Bank holding corporation, as the case may be, he shall not vote in the name and on behalf of more than one other holder”.

- 3.14.2 It arises, *inter alia*, from said instructions, that with respect to the reappointment of Mr. Moshe Vidman as a director at the Bank, as specified above in this report, a voting proxy who is also a shareholder at the Bank may vote in the name and on behalf of only one other shareholder, as specified in the aforesaid instructions.

4. **Adding an issue to the agenda and position papers**

- 4.1 After the publication of this report, there may be changes to the agenda, including the addition of an issue thereto, and position papers may be published; it will be possible to review the current agenda and published position papers in the Bank's reports on the Distribution Site and on the TASE Site.
- 4.2 One or more shareholder(s) who hold(s) shares constituting at least 1% of the voting rights at the general meeting of the Bank may request the Board of Directors to include an issue on the agenda of the meeting up to 7 days after the

meeting's summoning, provided that the issue is appropriate for a discussion at the general meeting.

4.3 Should the Board of Directors find that the issue requested to be included on the agenda is appropriate for a discussion at the general meeting, the Bank shall prepare an updated agenda and an amended voting paper, insofar as this may be required, which will be published no later than 7 days after the final date to produce a request to include another issue on the agenda, as stated above. It is clarified that the publication of an updated agenda, as stated above, shall not change the Effective Date as set forth in this immediate report.

5. **Details regarding the Bank's representative in respect of the handling of this report**

Racheli Friedman, Adv., Chief Legal Advisor, Mizrahi Tefahot Bank Ltd, 7 Jabotinsky St., Ramat-Gan, Tel: 03-7559500, Fax: 03-7559655.

6. **Perusal of documents**

This report and the full text of the proposed resolutions may be perused at the Bank's offices, Tel: 03-7552822, during standard business hours, until the time scheduled for the annual meeting, by appointment.

Mizrahi Tefahot Bank Ltd

May 6 2024

Date

Via:	Racheli Friedman	Hanan Kikozashvili
	Chief Legal Advisor	Bank Secretary & Head of the Bank's Headquarters

Mizrahi Tefahot Bank Ltd

VOTING PAPER PURSUANT TO THE COMPANIES REGULATIONS

(WRITTEN VOTES AND POSITION PAPERS), 5766-2005

(THE “REGULATIONS”)

Part One

1. Company name: Mizrahi Tefahot Bank Ltd (hereinafter: the “**Company**” or the “**Bank**”).
2. The type of general meeting and the time and place thereof: A special general meeting of all of the Bank’s shareholders (hereinafter: the “**general meeting**”). The general meeting shall convene on Thursday, June 13, 2024, at 14:00, at the Bank’s offices, 7 Jabotinsky Street, 13th floor, Ramat Gan. In the absence of a legal counting, the meeting shall be deferred to Monday, June 17, 2024, at the same time and place. In regard to the legal counting at the general meeting and the first deferred meeting, as aforesaid (insofar as one may take place), and in regard to the date and legal counting at a second deferred meeting (insofar as one may take place), see Section 3.2 of the immediate report published by the Bank on May 6, 2024, to which this voting paper is appended (hereinafter: the “**immediate report**”).
3. Details of the issue on the agenda (as detailed in the immediate report), which can be voted on through the voting paper:

3.1 **The proposed resolution:**

To reappoint Mr. Moshe Vidman as a director at the Bank for an additional tenure, commencing on June 16, 2024, subject to the Supervisor of Banks (hereinafter: the “**Supervisor**”) does not announce his objection to said appointment or announces his consent thereto.

Subject to the Supervisor’s confirmation, Mr. Vidman’s tenure as a director at the Bank shall last until the end of the annual general meeting that will take place in the year 2025,

3.2 **Description of the nature of the issue and the principle facts required to understand the matter:**

- 3.2.1 The Bank's Board of Directors currently numbers 10 directors.
- 3.2.2 Mr. Moshe Vidman has served as a director at the Bank since August 2010, and as the Chairman of the Board of Directors at the Bank since December 2012. On June 15, 2024, Mr. Vidman's tenure as a director and as Chairman of the Board of Directors at the Bank is set to expire.

Accordingly, it proposed to reappoint Mr. Vidman as a director at the Bank (who will not also serve as Chairman of the Board of Directors¹), as of June 16, 2024, until the end of the annual general meeting that will take place in the year 2025 (subject to the Supervisor's confirmation), as aforesaid.

- 3.2.3 In Regulation 92 of the Bank's Articles of Association, the following was established:

“The Company may, at a special meeting, appoint an additional director or directors to the Company, whether to fill the office which has been vacated for any reason or as an additional director or directors, provided that the number of directors shall not exceed the maximum number determined in Article 87 above. Directors appointed as aforesaid, other than the External Directors, shall end their office at the end of the third annual meeting held after the special meeting at which their appointment was approved or until an earlier date approved in this regard by the Supervisor of Banks”.

- 3.2.4 Whereas the rest of the directors (who are not outside directors) who currently serve at the Bank are expected to end their current tenure at the end of the annual general meeting that will take place in the year 2025, it is proposed that subject to the Supervisor's confirmation, Mr. Vidman shall also end his tenure as a director at the Bank (who

¹ In the matter of Mr. Avi Zeldman's appointment as the Chairman of the Bank's Board of Directors, commencing on June 16, 2024, see the immediate report dated February 12, 2024, reference no. 2024-01-015285, as well as the immediate report dated April 10, 2024, reference no. 2024-01-036214.

is not the Chairman of the Board of Directors) at the end of said annual meeting.

3.2.5 Mr. Vidman was previously evaluated by the Board of Directors as having accounting and financial expertise, as well as professional qualifications, both under the Companies Law and under Proper Conduct of Banking Directive no. 301 (hereinafter: “**Directive 301**”), as well as having banking expertise, per its meaning in Directive 301.

3.2.6 On March 28, 2024, the Bank published a preliminary notice (reference no. 2024-01-034656) regarding its intention to convene a general meeting, on the agenda of which is the reappointment of Mr. Vidman as a director at the Bank, subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto.

3.3 The Bank hereby refers to the details required by Regulation 26 of the Periodic and Immediate Report Regulations, with regard to Mr. Vidman’s said tenure as a director at the Bank, as included on page 377 of the 2023 periodic report (English version), published by the Bank on March 12, 2024, reference no. 2024-01-024654 (this mention constitutes inclusion via reference to all information included in this matter on page 377 of the aforesaid periodic report). It is hereby clarified that the details included in said periodic report are correct as of the publication date of this convening report

3.4 Mr. Vidman gave a statement to the Bank, per Article 224b(a) of the Companies Law, a copy of which is attached as an appendix to the immediate report.

3.5 For details regarding the honorarium to be paid to Mr. Vidman, who is a candidate for reappointment as a director, details regarding his entitlement to officers’ exemption, indemnification and insurance, see Sections 2.9 and 2.10 of the immediate report, respectively.

3.6 The majority required to pass the resolution

The majority required at the general meeting and at the deferred general meeting to approve the reappointment of Mr. Moshe Vidman as a director at

the Bank, as aforesaid, is an ordinary majority of the shareholders present at the general meeting, who are entitled to vote and voting thereat, without counting the abstaining votes

4. Place and time during which the full text of the proposed resolution may be perused:
The immediate report and the full text of the proposed resolution may be perused at the Bank's Offices, 7 Jabotinsky St., Ramat-Gan, Tel: 03-7552822, during standard business hours, until the time scheduled for the meeting, by appointment.
5. Details to the best of the Company's knowledge regarding Directors for directorial service: See Section 3 above, as well as Section 2 of the immediate report.
6. A shareholder may contact the Bank directly to receive from it, via registered mail, a copy of this immediate report. In addition, a shareholder may contact the Bank directly to receive from it the text of the voting paper and the position papers.
7. 7.1 The voting paper shall be valid for an unregistered shareholder (i.e. a person to whom shares are registered with a TASE member, that are also included in the shareholders' register at the registration company) (hereinafter: "**Unregistered Shareholder**") only if an ownership confirmation is attached thereto, or if such a confirmation has been transferred to the Bank through the electronic voting system.
7.2 The voting paper shall be valid with respect to a shareholder according to Article 177(2) of the Companies Law (i.e. those registered as a shareholder in the Shareholder Registry) only if a photocopy of one's identity card, passport or incorporation certificate is attached thereto.
8. The voting paper and the documents which must be attached thereto (hereinafter: "**Attached Documents**"), as provided in the voting paper, must be produced to the Bank's Offices as follows:
 - 8.1 Unregistered Shareholder: Up to 4 hours prior to the convening of the meeting;
 - 8.2 Registered shareholder: Up to 6 hours prior to the convening of the meeting.

In this regard, the "time of delivery" shall be the time at which the Voting Paper and the Attached Documents arrive at the Bank's Offices.
9. An Unregistered Shareholder is also entitled to vote through an electronic voting paper, which will be transferred to the Bank through the electronic voting system

(hereinafter: “Electronic Voting System”) up to 6 hours prior to the meeting, at which time the Electronic Voting System will be closed.

10. The Bank’s address for the delivery of voting papers and position papers: The Bank’s Offices at 7 Jabotinsky Street, Ramat-Gan.
 - 10.1 The deadline for the delivery of position papers to the Bank: Up to 10 days before the meeting.
 - 10.2 The deadline for the delivery of the Board of Directors’ response to the position papers: No later than 5 days prior to the date of the meeting.
11. The distribution address of the Israel Securities Authority’s site and the website of the Tel-Aviv Stock Exchange Ltd, on which the voting papers and position papers are located:
 - 11.1 The distribution site of the Israel Securities Authority:
<http://www.magna.isa.gov.il> (hereinafter: the “**Distribution Site**”);
 - 11.2 The Internet site of the Tel-Aviv Stock Exchange Ltd: <http://maya.tase.co.il/> (hereinafter: the “**Tase Site**”).
12.
 - 12.1 A shareholder whose shares are registered with a TASE member may receive the ownership confirmation at a branch of the TASE member or by mail, if he has requested it. A request in this matter shall be given in advance regarding a particular securities account.
 - 12.2 An Unregistered Shareholder may instruct that his ownership confirmation be transferred to the Bank through the Electronic Voting System.
13. An Unregistered Shareholder is entitled to receive by e-mail a link to the voting paper and position papers on the distribution site from the TASE member through which he holds his shares, free of charge, unless he has notified the TASE member that he does not wish to receive such a link, or that he wishes to receive voting papers by regular mail in return for payment; a notice regarding voting papers shall also apply to receiving position papers.
14. One or more shareholders holding shares at a rate which constitutes five percent or more of the total voting rights at the Bank; and likewise, anyone holding such a percentage of the total voting rights that are not held by the Bank’s controlling shareholder, as defined in Article 268 of the Companies Law, may peruse the voting

papers and voting records through the Electronic Voting System that have arrived at the Bank, as detailed in Regulation 10 of the Regulations.

The quantity of shares constituting 5% of the total voting rights at the Bank is:

12,913,436

The quantity of shares constituting 5% of the total voting rights at the Bank, which are not held by the controlling shareholder, is: 7,566,960

15. Attention is hereby directed to the instructions of Article 34(a1) of the of the Banking (Licensing) Law 5741-1981, whereby:

“A person shall not make an agreement with another with respect to their vote for the appointment of a director in a banking corporation or in a Bank holding corporation, including with respect to their vote for his termination of office, other than under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply [...] or to a holder of means of control who agrees with another that the other will vote in his name and on his behalf without any discretion, as the said holder of means of control instructs him, provided that if the other holds himself means of control in the banking corporation or in the Bank holding corporation, as the case may be, he shall not vote in the name and on behalf of more than one other holder”.

It arises, *inter alia*, from said instructions, that with respect to the reappointment of Mr. Moshe Vidman as a director at the Bank, as specified above, a voting proxy who is also a shareholder at the Bank may vote in the name and on behalf of only one other shareholder, as specified in the aforesaid instructions.

16. Adding an Issue to the Agenda: After the publication of this voting paper, there may be changes to the agenda, including the addition of an issue thereto, and position papers may be published; it will be possible to review the current agenda and published position papers in the Bank’s reports on the Distribution Site and the TASE Site.

One or more shareholder(s) who hold(s) shares representing at least 1% of the voting rights at the general meeting of the Bank may request the Board of Directors to include an issue on the agenda of the meeting up to 7 days after the meeting’s summoning, provided that the issue is appropriate for a discussion at the general meeting.

Should the Board of Directors find that the issue requested to be included on the agenda is appropriate for a discussion at the general meeting, the Bank shall prepare an updated agenda and an amended voting paper, insofar as this may be required, which will be published no later than 7 days after the final date to produce a request to include another issue on the agenda, as stated above. It is clarified that the publication of an updated agenda, as stated above, shall not change the Effective Date as set forth in the immediate report.

17. A shareholder shall indicate his voting manner regarding the issue on the agenda on the form which is the second part of this voting paper.

Voting Paper – Part Two

Company Name: **Mizrahi Tefahot Bank Ltd** (hereinafter: “**Company**” or “**Bank**”)

Company Address (for delivery of voting papers): Mr. Hanan Kikozashvili, Bank Secretary and Head of the Bank’s Headquarters, Mizrahi Tefahot Bank Ltd., at 7 Jabotinsky Street, 13th floor, Ramat-Gan 52520.

Company No.: 520000522

Meeting Date: June 13, 2024 at 14:00

Meeting Type: Special

Effective Date: May 12, 2024

(Hereunto to be filled by the Company)

Shareholder details:

Shareholder name:

Identity number:

If the shareholder does not have an Israeli identification card:

Passport number:

Issuing country:

Valid until:

If the shareholder is a corporation:

Corporation number:

Country of incorporation:

Manner of voting

Number of issue on the agenda, as detailed in the immediate report regarding the convening of the meeting	Manner of voting ¹		
	For	Against	Abstain
Section 1 of the immediate report: reappointment of Mr. Moshe Vidman as a director at the Bank			

Date

Signature

For shareholders who are holding shares through a TASE member according to Section 177(1) of the Companies Law – this voting paper shall be valid only if accompanied with an ownership conformation except for events in which the voting is through the electronic voting system.

For shareholders that are registered shareholders company's registry – this voting paper shall be valid if accompanied with a photocopy of an identity card/a passport/an incorporation certificate.

¹ Failure to mark will be considered as abstaining from a vote on that issue;

To

Mizrahi Tefahot Bank Ltd (hereinafter: the "**Bank**" or the "**Company**")

Statement of a Director or A Candidate for Service as Director

Pursuant to Article 224B of the Companies Law, 5759-1999 (the "Companies Law")

I, the undersigned, **Moshe Vidman**, bearer of ID No. **000690875**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, inter alia, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

1.1 Education:

Bachelor's degree in Economics and Political Science from the Hebrew University in Jerusalem.

Master's degree in Business Administration, specializing in financing, from the Hebrew University in Jerusalem.

1.2 Professional Experience and Board of Directors Membership:

I have 40 years' worth of experience in managing companies, and have served as a director at market-leading companies for over 30 years.

I have served as a director at banking corporations for over 10 years.

I have been serving as a director at Mizrahi Tefahot Bank Ltd since August 2010, and as the Chairman of the Board of Directors at Mizrahi Tefahot Bank Ltd since December 2012.

2. I have read Articles 226 and 227 of the Companies Law, and I hereby declare that the limitations provided in these articles do not apply to me.
3. I am aware that this statement of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, on the agenda of which is my appointment as a director at the Bank.

In witness whereof, I have hereunto set my hand:

Date: April 21 2024

Signature: [Moshe Vidman]