

## MIZRAHI TEFAHOT BANK LTD

No. with the Registrar of Companies: 520000522  
Securities of the Corporation are Listed for Trading on the Tel Aviv Stock Exchange  
Abbreviated Name: Mizrahi Tefahot  
7 Jabotinsky Street, Ramat Gan, 52520  
Tel: 972-3-7559207, 972-3-7559720, Fax: 972-3-7559913  
e-mail: [mangment@umtb.co.il](mailto:mangment@umtb.co.il)

Date of transmission: May 29<sup>th</sup>, 2012  
Ref: 2012-01-138645

To  
Israel Securities Authority  
[www.isa.gov.il](http://www.isa.gov.il)

To  
Tel Aviv Stock Exchange Ltd  
[www.tase.co.il](http://www.tase.co.il)

### **Immediate Report on the Convening of a Meeting**

Section 36B(a) and Section 36C of the Securities (Periodic and Immediate Reports)  
Regulations, 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 offer, Form T133 or T138 should be filled out, respectively.*

1. On April 30<sup>th</sup>, 2012 it was resolved to convene a special general meeting  
\_\_\_\_\_.

The number of the security on the Tel-Aviv Stock Exchange ("TASE") entitling the holder thereof to participate at the meeting - 695437, \_\_\_\_\_,

To be held on Thursday, July 5<sup>th</sup>, 2012, at 10:00 hours.

At the offices of Bank Mizrahi Tefahot Ltd (the "Bank" or the "Company"), 7 Jabotinsky Street, Ramat Gan, 13<sup>th</sup> floor, 5250, ISRAEL.

2. The effective date for entitlement to attend and vote at the meeting: June 6<sup>th</sup>, 2012.
3. On the agenda:

- Appointment of an external director

Is the appointment of the external director in accordance with the provisions of Section 239(d) of the Companies Law: Yes.

*Explanation: Section 239(d) of the Companies Law provides that "in a company in which, upon the date of the appointment of an external director, all of the members of the board of directors are of the same gender, the external director will be of the other gender".*

The terms of office and employment which are offered to the external director: See Section 1.1 of the immediate report regarding the convening of the general meeting.

- Other:  
Approval of payment of a bonus to the chairman of the Bank's board of directors, for 2011, in the sum ILS 1,100,000.

To the best of the company's knowledge, will the controlling shareholder in the company hold, upon the effective date for the purposes of the convening of the meeting, shares which grant the required holding percentage for adoption of all of the resolutions on the general meeting's agenda, assuming that all of the other shareholders will participate in the meeting and vote against them: No.

4. The quorum for holding the meeting:

A quorum shall 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 forth for the commencement of the meeting.

5. In the absence of a quorum, the adjourned meeting shall be held on July 12<sup>th</sup>, 2012 at 10:00 hours, at the Bank's offices, 7 Jabotinsky Street, 13<sup>th</sup> floor, Ramat Gan, 52520, Israel.
6. The proposed resolutions whose text was not stipulated in full above, may be inspected, at the Bank's offices, 7 Jabotinsky Street, Ramat Gan, 52520, Israel, Tel. 972-3-7559720, during normal business hours, until the time set for the meeting.

The reference numbers of previous documents on the matter (does not constitute incorporation by reference):

**2012-01-111963**

Previous names of reporting entity: United Mizrahi Bank Ltd.

Form updated on: May 13<sup>th</sup>, 2012

---

Name of the person reporting electronically: Maya Feller; Position held: Company Secretary  
7 Jabotinsky Street, Ramat Gan, 52520, Israel, Tel: 972-3-7559720, Fax: 972-3-7559923,  
e-mail: [mangment@mizrahi.co.il](mailto:mangment@mizrahi.co.il)