

**T076  
public**

**MIZRAHI TEFAHOT BANK LTD**

No. with the Registrar of Companies: 520000522  
Securities of a corporation listed for trading on the Tel Aviv Stock Exchange  
Abbreviated name: Mizrahi Tefahot  
7 Jabotinsky Street, Ramat Gan 52520, Israel  
Telephone: 972-3-7559207, 972-3-7559720; Facsimile: 972-3-7559913  
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Date of transmission: March 20<sup>th</sup>, 2013

Reference: 2013-01-011998

**To**  
**Israel Securities Authority**  
**www.isa.gov.il**

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

**Immediate Report on Changes in Holdings of Interested Parties and Senior Officers**

Regulation 33(a) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970

Note: This form is designated for reporting changes in the holdings of securities of the reporting corporation only. For reporting a change in the holdings of securities of the reporting corporation's held company, if its activity is material to the activity of the reporting corporation, use T121

Change in holdings of institutional investors should be reported on T074 or T077 and not on this form.

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Name of corporation/Holder's surname and first name: L.Y.N (Holdings) Ltd.

Type of identification number: A number in the Israeli's Registrar of Companies

Holder's identity no.: 512008442

Type of holder: Interested party

Does the holder serve as a representative for reporting purposes of a number of shareholders which hold securities of the corporation jointly with it: Yes

Citizenship/country of incorporation or registration: Incorporated in Israel

No. of security in the TASE: 695437

Name and class of security: ordinary shares of ILS 0.1 par value each

Nature of change: decrease due to a sale in an off-exchange transaction

*Note: purchase or sale of stocks on the TASE by way of a matching transaction, as defined in the third part of the TASE Rules, will be classified as an off-exchange transaction, with a disclosure in the free text field that the transaction was executed in such manner.*

Date of change: March 20, 2013

Transaction rate: ILS 3.880

Dormant shares or securities convertible into dormant shares: No

Balance (quantity of securities) in the last report: 12,862,041. Holding rate out of the total securities of the same class in the last report: 5.66%.

Change in quantity of securities: -5,047,324

Current balance (in quantity of securities): 7,814,717. Current holding rate out of the total securities of the same kind: 3.44%.

Holding rate after the change: in capital: 3.44%, in voting power: 3.44%

Holding rate after the change in full dilution: in capital: 2.33%, in the voting power: 2.33%.

No. of note \_\_\_\_\_

*Note: If an increase was selected due to a forced purchase of loaned securities or a decrease was selected due to a forced sale of loaned securities which were not returned to the lender, and therefore the borrowing action became forced purchase and the lending action became forced sale*

No.

Note

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|---|-------|
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1. If the entire consideration was not paid at the time of change, please specify the date of the finalizing of the payment
2. If the change is by way of signing the lending letter, please provide details on the manner of the terminating of the lending.

*Explanation: the holding rates should be specified considering all of the securities which are held by the interested party.*

3. The date and time on which the corporation first learned of the event: March 20, 2013 at 11:00
4. The actions which caused the change

Reference number of the previous documents regarding this matter (the reference does not constitute incorporation by reference):

Previous names of reporting entity: United Mizrahi Bank Ltd.

Revision date of form structure: March 3<sup>rd</sup>, 2013

Name of the person reporting electronically: Maya Feller; Position held: Company Secretary  
7 Jabotinsky Street, Ramat Gan, 52520, Israel, Tel: 03-7559720, Fax: 03-7559923  
e-mail: mangment@umtb.co.il

March 20, 2013

Mizrahi Tefahot Bank Ltd. (the "Bank")

RE: L.A.B.M (Holdings) Ltd.

1. We hereby inform you that on March 20, 2013, L.A.B.M (Holdings) Ltd. ("**LABM**") sold 5,047,324 ordinary shares of the Bank (which constitute approx. 2.2% of the Bank's share capital), which do not constitute controlling shares, as part of an off-exchange transaction. The sale was executed at a price of ILS 3.880 per share, which is equal to the closing price of the Bank's share at the end of the trading day which preceded the sale (March 19, 2013).
2. After the sale, LABM continues to hold 7,814,717 shares of the Bank, which include controlling shares, as defined in the permit of control in the Bank of January 15, 2013. In addition, L.Y.N (Holdings) Ltd. ("**LYN**"), which fully owns LABM, holds the Bank's shares also through Ofer Investments Ltd. and Ofer Holdings (1989) Ltd., as provided in the Bank's report.
3. The said sale of the shares was executed as part of a change in the organization of the holdings in companies which are related to Mr. Eyal Ofer in Israel, and it does not change the existing structure of control in the Bank and the existing arrangements between the Ofer Group and the Wertheim Group in connection with the control in the Bank.

Sincerely,

L.A.B.M (Holdings) Ltd.