

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	To:	Tel-Aviv Stock	T460	Transmitted via Magna:
	Authority		Exchange Ltd	(public)	November 4 2024
	www.isa.gov.il		www.tase.co.il		Reference:
					2024-01-613708

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.

Link to the voting system website where a vote may be cast: [Voting system](#)

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

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: *November 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 *November 4 2024*

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

to be held on *Tuesday, December 3, 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:

A discussion of the bank's annual audited financial reports for December 31, 2023 and the Board of Directors' report on the state of the Bank's affairs for 2023.

Declaration: No appropriate classification field exists

Notice: A value in this table sets the text of the shareholder's statement 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:

Article 60(b) of the Companies Law 5759-1999

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: *No*

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 *report only*

Type of majority required for approval ____

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

2

The issue/resolution and its details:

The proposed resolution:

To reappoint Brightman Almagor Zohar and Co. as the Bank's auditors, to serve in this position until the end of the bank's next annual general meeting.

Description of the nature of the issue:

The reappointment of Brightman Almagor Zohar and Co. as the Bank's auditors and a report on the auditors' wages for 2023. For additional details, see Section 2 of the immediate report on the convening of the general meeting, attached herein.

Declaration: No appropriate classification field exists

Notice: A value in this table sets the text of the shareholder's statement 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:

Article 154(b) of the Companies Law

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: *No*

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 *is 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:

- ___ a voting paper
- ___ 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 candidate statements/other related documents:

- ___ declaration of the candidate to serve as corporate director
- ___ declaration of an independent director
- ___ 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 _____

5. The legal counting for holding the meeting:

The legal counting for holding the annual 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 *December 11 2024 at 14:00*, at the following address: *7 Jabotinsky Street, Ramat Gan, 13th floor*

☐ 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 standard business hours, until the time set for the annual meeting.

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

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 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):

Securities of a Corporation Listed for

Form structure revision date: August 6 2024

Trading on the Tel Aviv Stock

Exchange

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street, Ramat Gan, 52520

Tel: 03-7559720

Fax: 03-7559923

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

Position:

Name of Employing

reporting electronically:

Bank Secretary

Company: Mizrahi Tefahot

Kikozashvili Hanan

Bank Ltd

Address: 7 Jabotinsky Street,

Tel:

Fax:

E-mail:

Ramat Gan, 52520

03-7559219

03-7559923

management@umtb.co.il

Mizrahi Tefahot Bank Ltd

To	To
Israel Securities Authority	Tel Aviv Stock Exchange Ltd
www.isa.gov.il	www.tase.co.il

Re: Immediate report on the convening of an annual general meeting of Mizrahi Tefahot Bank Ltd's shareholders

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**”); and 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, Mizrahi Tefahot Bank Ltd (hereinafter: the “**Bank**” or the “**Company**”) hereby announces the convening of an annual general meeting (hereinafter: “**general meeting**” or “**annual meeting**”) on Tuesday, December 3, 2024, at 14:00, at the Bank's offices, 7 Jabotinsky Street, Ramat Gan, 13th floor.

The issues on the agenda and a summary of the proposed resolutions

1. Issue no. 1 on the agenda: Financial reports

1.1 Text of the proposed resolution

No resolution will be made on this issue.

1.2 Description of the nature of the issue and the principal facts required to understand the matter

A discussion of the Bank's audited annual financial reports for December 31, 2023 and the Board of Directors' report on the state of the Bank's affairs for 2023.

The periodic report for 2023, which was published by the Bank on March 12, 2024 (reference no. 2024-01-024654) (hereinafter: “**2023 Periodic Report**”) may be perused at the Securities Authority distribution website, at <http://www.magna.isa.gov.il>, as well as on the website of the Tel Aviv Stock Exchange Ltd, at <http://maya.tase.co.il>

2. Issue no. 2 on the agenda: Reappointment of the Bank's auditor and a report on its wages

2.1 Text of the proposed resolution:

To reappoint Brightman Almagor Zohar and Co. as the Bank's auditor, to serve in this position until the end of the Bank's next annual general meeting.

2.2 **Description of the nature of the issue and the principal facts required to understand the matter**

The reappointment of Brightman Almagor Zohar and Co. as the Bank's auditor and a report on the auditor's wages in 2023.

- 2.2.1 At the time of this report, Brightman Almagor Zohar and Co. (hereinafter: "**Auditing Accountant**") serve as the Bank's Auditing Accountant, a position to which they have been appointed until the end of the annual general meeting convened under this report.
- 2.2.2 On September 16, 2024, the Audit Committee held a discussion on the formulation of a recommendation regarding the possibility of replacing the Auditing Accountant and appointing an auditing accountant of the Bank; this, *inter alia*, pursuant to the Proper Conduct of Banking Business Directives (published by the Supervisor of Banks), under which the Audit Committee must hold a discussion on the possibility of replacing the auditing accountant of a banking corporation once at least every three years (or at the end of the auditing accountant's appointment period, whichever latest); and in accordance with the Basel Committee guidelines regarding external audit at banking corporations, with regard to the Audit Committee and its relationship with the auditing accountant; and in accordance with the Best Practice Guidelines proposed to directors for the promotion of the quality of audits and financial reports, published by the Israel Securities Authority (in October 2021).
- In said discussion, the Audit Committee heard explanations and received details, *inter alia*, regarding the Auditing Accountant's commitment to the quality of the Bank's auditing, the inputs dedicated to the audit and the expertise of the Auditing Accountant's audit team, as well as the Auditing Accountant's overall quality assessment, and also regarding the Auditing Accountant's compliance with the rules of independence, taking into account, *inter alia*, Brightman Almagor Zohar and Co.'s long tenure as the Bank's Auditing Accountant.
- 2.2.3 After said discussion and having received the Bank management's recommendation in this matter, the Audit Committee recommended the reappointment of Brightman Almagor Zohar and Co. as the Bank's Auditing Accountant. This recommendation was adopted by the Bank's Board of Directors at its meeting on November 4, 2024.

- 2.3 Details regarding the wages of the Bank's Auditing Accountant for auditing and additional services due for the year 2023, as set by the Bank's Board of Directors, are included on page 281 of the 2023 Periodic Report (in Hebrew).
- 2.4 **The required majority**
- The majority required at the annual meeting and at a deferred annual meeting to approve the appointment of the Bank's auditor (as aforesaid in Section 2.1) is an ordinary majority of all shareholders present at the annual meeting, who are entitled to vote and voting thereat, without taking into account the abstaining votes.
3. **Location of the meeting's convening, its time, and additional details regarding the annual meeting**
- 3.1 The general meeting will convene on Tuesday, December 3, 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 Monday, November 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 December 11, 2024 at 14:00 at the same location (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 December 15, 2024 at 14:00 at the same location (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 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 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 a voting paper, which shall be delivered to the Bank through the electronic voting system operating under Mark B of Chapter G2 of the Securities Law 5728-1968 (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 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.

- 3.7 An Unregistered Shareholder seeking to vote at the general meeting shall produce for the Bank a confirmation from the TASE member with whom his right to a share is registered, regarding his ownership of the share on the Effective Date, as required by the Companies Regulations (Proof of Share Ownership for the Purpose of Voting at a General Meeting) 5760-2000 (hereinafter: “**Ownership Confirmation**”).

An Unregistered Shareholder is entitled to receive his Ownership Confirmation at a branch of the TASE member or through the mail to his address for a postage fee only, if he has requested it. A request in this matter shall be given in advance regarding a particular securities account.

Likewise, an Unregistered Shareholder may instruct that his Ownership Confirmation be transferred to the Bank through the Electronic Voting System.

- 3.8 A shareholder is entitled to approach the Bank directly to receive from it, via registered mail, a copy of this immediate report.

4. **Changes to the Agenda and Adding an Issue to the Agenda**

- 4.1 After the publication of this report, there may be changes to the agenda, including the addition of an issue thereto; it will be possible to peruse the current agenda in the Bank’s reports on the MAGNA distribution 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 3 days after the meeting’s convening, provided that the issue is appropriate for a discussion at the general meeting.
- 4.3 Should the Board of Directors find that an issue requested to be included on the agenda is appropriate for a discussion at the general meeting, the Bank shall prepare an updated agenda, insofar as this may be required, and publish it 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 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

November 4 2024

Date

Via:

Racheli Friedman

**Chief Legal
Advisor**

Hanan
Kikozashvili
**Bank
Secretary &
Head of the
Bank's
Headquarters**