

**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  
Tel: 972-3-7559207, 972-3-7559720, Fax: 972-3-7559913  
e-mail: mangment@umtb.co.il

Date of transmission: April 11<sup>th</sup>, 2013  
Ref: 2013-01-034714

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

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

**Immediate Report on the Appointment of a Director (which is not a Corporation) or an Individual Serving on Behalf of a Corporation which is a Director in a Private Company**

Regulation 34(b) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970  
*Explanation: Pursuant to Regulation 34(d) of the Securities (Period and Immediate Reports) Regulations, 5730-1970, a list of senior officers in Form T097 must be submitted simultaneously herewith*

1. First name and Surname: *Abraham Jacob Neyman*  
Type of identification number: *identification card number*  
Identification number: *004526372*  
Citizenship: *private person with Israeli citizenship*  
Country of citizenship: *Israel*
2. Date of birth: June 14, 1949.
3. Address for service of process: 10 Agmon St., Ramat Efal (Ramat Gan), 52960
4. Position to which he was appointed:

External Director	_____
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If appointed as the Chairman of the Board, will he also serve as a CEO, or is he a relative of the CEO: \_\_\_\_\_

The appointment was approved at a general meeting on \_\_\_\_\_ -\_\_

If appointed as the Chairman of the Board of Directors, does he fill additional positions in the Company: \_\_\_\_\_ details: \_\_\_\_\_

5. Previous position held in the Company prior to his appointment:

None	_____
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6. Date of commencement of tenure: April 11, 2013.

7. Education:

Degree	Faculty	Academic Institution
PhD.	Philosophy (Mathematics)	The Hebrew university of Jerusalem

Other education and professional certificates:

\_\_\_\_\_

8. Principal occupations in the last five years:

Position Held	Place of Employment	Period of Holding the Position
Prof. of Mathematics	The Hebrew University of Jerusalem	1982-present
Director	Abraham Neyman Investments Ltd.	October 2011-present
Director	Abraham Neyman Ltd.	November 2009-present
Director	Tradus/QXL	June 2005-March 2008
Director	NAE Holdings Ltd.	1999-present
Chairman of the Board of Directors	Bidorbuy.com	1999-present
Chairman of the Board of Directors	TLD Holdings Ltd.	1998-present

9. Appointed as a substitute Director for \_\_\_\_\_ and the period of tenure is until \_\_\_\_\_

*Explanation: to be completed in the event of an appointment as a substitute director.*

10. The Director *serves* as a Director in another corporation.

*Explanation: if he serves as a director in another corporation, provide details regarding other corporations in which he serves as a director.*

In the following companies: Abraham Neyman Ltd., Abraham Neyman Investments Ltd., NAE Holdings Ltd., TLD Holdings Ltd., Bidorbuy.com

11. The Director *is not* an employee of the corporation, a subsidiary, or a related company thereof or an interested party therein.

*Explanation: if he is an employee of the corporation or a subsidiary or a related company thereof or an interested party therein, provide details of the positions he occupies.*

\_\_\_\_\_

12. The Director *is not* a relative of another interested party in the corporation.

*Explanation: if he is a relative of another interested party in the corporation, please provide details.*

\_\_\_\_\_

13. a. The Director *does not* hold securities of the corporation.

Below is a description of his holdings:

Name, Class and Series of Securities	No. of Security in TASE	Current Quantity of Securities	Dormant	Holdings		Holdings (Full Dilution)	
				% Capital	% Voting	% Capital	% Voting

- b. The Director *does not* hold securities of a company held by the reporting corporation if its business is material to the reporting corporation's business.

No. of Corporation	Name of Corporation	Name of Corporation in English	Type of Identification No.	The Corporation's Identification No.

14. The Director *is not* a member of a committee or committees of the Board of Directors.

*Explanation: if the Director is a member of a committee or committees of the Board of Directors, please provide details.*

\_\_\_\_\_

15. Does the corporation consider the Director to have accounting and financial expertise? *Yes*

16. Does the corporation consider the Director as an independent Director? *Yes.*

How has the Director become independent? Appointed by the general meeting on April 11, 2013.

17. Declaration of the Director pursuant to Section 224B of the Companies Law. *Attached hereto*

*Explanation: attachment the Director's declaration is required even where the Director is not appointed by the general meeting.*

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

**2013-01-055110**

Previous name of the reporting entity: United Mizrahi Bank Ltd.

Date of form update: 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: 972-3-7559720, Fax: 972-3-7559923, e-mail: mangment@umtb.co.il

Mizrahi Tefahot Bank Ltd. (the "**Bank**" or the "**Company**")  
Tel Aviv

**Declaration of a Nominee for a Director's Position**

Pursuant to Sections 224B and 241 of the Companies Law, 5759-1999 (the "**Companies Law**")

I, the undersigned, **Abraham Neyman**, ID No. **004526372**, hereby declare in writing as follows:

1. I am a resident of the State of Israel.
2. I am not a relative of the controlling shareholder and I and/or my relatives and/or my partners and/or my employers and/or any person to whom I am directly or indirectly subordinate and/or any corporation in which I am a controlling shareholder, do not have and have not had, over the two years prior to the date on which I am due to begin my tenure as a director, any affinity to the Company, the Company's controlling shareholder, a relative of the controlling shareholder or any other corporation.
3. I and/or my relatives and/or my partners and/or my employers and/or any person to whom I am directly or indirectly subordinate and/or any corporation in which I am a controlling shareholder, do not have, business or professional ties with the Company, the Company's controlling shareholder, any relative of the controlling shareholder or any other corporation, even if such ties are not on a regular basis, other than insignificant ties, which meet the requirements determined in this regard, in Section 5 of the Companies Regulations (Matters which Do Not Constitute Affinity), 5767-2006<sup>1</sup>.
4. I have not received, in addition to the compensation and reimbursement of expenses to which I am entitled, any direct or indirect consideration for the service as a director in the Bank.
5. My position and/or other occupations do not and may not create a conflict of interest with my director's position in the Company and they do not prejudice my ability to serve as a director in the Company.
6. To the best of my knowledge, none of the Company's directors serve as external directors in companies in which I am a director.

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<sup>1</sup> Section 5 of the Companies Regulations (Matters which Do Not Constitute Affinity), 5767-2006 provides that "the existence of business or professional ties, will not constitute affinity if all the following requirements are met: (1) the ties are insignificant both from the nominee's point of view and the company's point of view; (2) the ties began prior to the date of appointment; (3) the audit committee approved prior to the appointment, based on facts which were presented thereto, that the condition provided in paragraph (1) was met; (4) the existence of such business or professional ties and the approval of the audit committee were presented to the general meeting prior to the approval of the appointment."

7. I am not an employee of the Israel Securities Authority nor of an Israeli stock exchange.
8. I hereby declare that I comply with the qualifications for appointment to a position of an external director' specified in Sections 240(a) to (f) of the Companies Law, and I have not served as a director in the Bank for over nine (9) consecutive years; in this regard, discontinuation of service which does not exceed two years shall not be deemed as interrupting the consecutive years of service.
9. I have the required qualifications and ability to dedicate the appropriate amount of time, to the performance of my duties as a director in the Bank, considering, *inter alia*, the Bank's special needs and size.

Considering the aforesaid, below are details on my qualifications, including my education, experience and knowledge:

Professor at the Hebrew University, at the Mathematics Institute (1982 to present), at the Economics Department (1982-1999), and at the Center for the Study of Rationality (1990 to present).

I served as a member of the Board of Directors in the public companies: Tradus/QXL and Gilat Satellite Communications Ltd., and I currently serve as a chairman of the Board of Directors in Bidorbuy.com.

In view of the aforesaid, I assess that I have accounting and financial expertise.

10. I have read Sections 226 and 227 of the Companies Law, and I hereby declare that the restrictions provided in these sections do not apply to me.

In witness whereof I have hereunto set my hand:

Date: February 7, 2013

Signature: [Abraham Neyman]