

**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**  
No. with the Registrar of Companies: 520000522

To <u>Israel Securities Authority</u>	To <u>Tel Aviv Stock Exchange Ltd</u>	T053 (Public)	Date of transmission: January 22 2026
www.isa.gov.il	www.tase.co.il	Ref: 2026-01-008905	

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**Immediate Report of an Event or Matter which Deviates from the Corporation's Ordinary Course of Business**

**Regulation 36 of the Securities Regulations (Immediate and Periodic Reports), 5730-1970.**

Issue results must be reported under T20 and not under this form.

Bond rating or corporation rating reports must be submitted through Form T125

**Report on:  A report whose submission was delayed**

**Nature of the Event:** *Examination of an International Private Offering of US Dollar-Denominated Notes of the Bank*

1. \_\_\_\_\_

immediate report 22012026 isa.pdf

2. Date and time at which the corporation first learned of the event:

January 21 2026 at 18:00

Report delayed per Regulation 36(b):

3. If the report was delayed, the reason due to which its submission was delayed:

\_\_\_\_\_

4. On \_\_\_\_\_ at \_\_\_\_\_ the report embargo was removed

5.  The company is a shell company, as defined in the TASE Rules and Regulations.

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

	<b>Signatory's Name</b>	<b>Position</b>
<b>1</b>	<i>Racheli Friedman,</i>	<i>Other</i> <i>Chief Legal Counsel</i>
<b>2</b>	<i>Adi Shachaf</i>	<i>Other</i> <i>Head of the Finance Division</i>

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](#)

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

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Securities of a Corporation Listed for Trading on the Tel Aviv Stock Exchange      Form structure revision date: August 6 2024  
 Abbreviated Name: Mizrahi Tefahot  
 Address: 7 Jabotinsky Street, Ramat Gan, 52520   Tel:03-7559720   Fax:03-7559923  
 E-mail:      Company website:  
 management@umtb.co.il      <https://www.mizrahi-tefahot.co.il>

Previous name of the reporting entity: United Mizrahi Bank Ltd

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



Date: 22.1.26

To To

**Israel Securities Authority    The Tel Aviv Stock Exchange Ltd.**

[www.isa.gov.il](http://www.isa.gov.il)                            [www.tase.co.il](http://www.tase.co.il)

,Dear Sirs/Madams

**Re: Examination of a Possible International Private Offering of US Dollar-Denominated Notes of the Bank**

Mizrahi Tefahot Bank Ltd. (the "**Bank**") hereby respectfully announces that it is examining the possibility of conducting an international private placement of US dollar-denominated Notes (the "**Notes**") to institutional investors as defined in the regulations of The Tel Aviv Stock Exchange Ltd. (the "**TASE**" and the "**Offering**", respectively). The Offering will be conducted subject to market conditions and the Bank's discretion. The examination of the possibility of an Offering is part of the ongoing management of the Bank's sources of financing and capital, in connection with which the Bank actively examines opportunities to access the capital and debt markets (both local and international markets) for the purpose of issuing Notes and Tier 2 capital.

The Notes, if and when issued, are expected to be listed on the TASE's "TASE UP" system, subject to obtaining the TASE's approval.

The structure, scope, terms, and timing of the Offering have not yet been determined and are subject, *inter alia*, to the Bank's discretion, the existence of suitable market conditions, and the receipt of the TASE's approval for the listing of the Notes for trading on the "TASE UP" system.

The Bank will report again on the results of the Offering's pricing towards its completion, subject to the successful completion of the pricing process.

Nothing in this report shall create any obligation on the part of the Bank to issue the Notes, and this report does not constitute a public offering and/or an invitation to purchase the Bank's securities.

**Clarifications and Warnings under Securities Laws Outside of Israel**

The text below is intended for investors outside of Israel and is therefore included in the English language.



דָּרוֹרִי עַפְחוֹת

**Disclaimers by virtue of securities laws outside of Israel**

**THIS ANNOUNCEMENT IS NOT BEING MADE IN, AND COPIES OF IT MAY NOT BE DISTRIBUTED IN THE UNITED STATES, THE EUROPEAN UNION, THE UNITED KINGDOM, CANADA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION WOULD BE UNLAWFUL. IN ADDITION, THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION TO ANY U.S. PERSON (WITHIN THE MEANING BELOW).**

*The Notes may not be offered or sold in the United States (including its territories and possessions, any state of the United States and the District of Columbia) or to any U.S. Person (as defined in Regulation S under the United States Securities Act of 1933 ("Regulation S" and the "Securities Act", respectively)) without registration or pursuant to an exemption therefrom.*

**United States and certain other jurisdictions**

*This announcement does not constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person in the United States (including its territories and possessions, any state of the United States and the District of Columbia), Canada, Australia, Japan or any other jurisdiction. The Bank has not registered, and does not intend to register, the Notes for trading on the TASE (other than for trading on the TASE UP of the TASE or in any of these jurisdictions or to conduct a public offering of the Notes in any of these jurisdictions). In particular, the securities of the Bank referred to in this announcement have not been, and will not be, registered under the Securities Act or under the securities laws of any state of the United States, and may not be offered, sold, resold or delivered, directly or indirectly, in or into the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. In the United States, any offer of Notes will be made only to "qualified institutional buyers" as defined in and in reliance on Rule 144A under the Securities Act or another available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Outside the United States, any offer will be made to persons other than "U.S. Persons" in accordance with Regulation S. There will be no public offer of securities in the United States.*

**United Kingdom**

*This announcement does not constitute an offer of securities to the public in the United Kingdom ("UK"). No prospectus has been or will be approved in the UK in respect of the securities referred to herein. This announcement is being distributed to, and is directed only at (i) persons who are outside the UK, (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (iii) high net worth entities falling within Article 49(2) of the Order, and (iv) other persons to whom it may lawfully be communicated (all such persons together being referred to as "relevant persons"). In addition, this announcement is in any event only directed at persons who are "qualified investors" as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "POATRs"). Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.*

*The securities referred to herein are not intended to be offered, sold or otherwise made available to and should not be*



מזהוי טפחים

*offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a “retail investor” means a person who is neither: (i) a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal Act 2018 (“EUWA”); nor (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law in the United Kingdom by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.*

European Economic Area

*The securities referred to herein are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a “retail investor” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MIFID II”); or (ii) a customer within the meaning of Directive 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MIFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.*

*FCA / ICMA stabilization applies. MIFID II and UK MiFIR Professionals/ECPs-only / No PRIIPS or UK PRIIPS KID – Manufacturer target market (MIFID II and UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels).*

***IT SHOULD BE EMPHASIZED THAT ANY RATING PUBLISHED IN CONNECTION WITH THE NOTES DOES NOT CONSTITUTE A RECOMMENDATION TO BUY, SELL OR HOLD SECURITIES AND MAY BE SUBJECT TO REVISION, SUSPENSION OR WITHDRAWAL AT ANY TIME BY THE ASSIGNING RATING ORGANISATION. IT IS FURTHER EMPHASIZED THAT SIMILAR RATINGS FOR DIFFERENT TYPES OF ISSUERS AND ON DIFFERENT TYPES OF SECURITIES DO NOT NECESSARILY MEAN THE SAME THING, AND THEREFORE, THE SIGNIFICANCE OF EACH RATING SHOULD BE ANALYSED INDEPENDENTLY FROM ANY OTHER RATING.***

**Respectfully,**

**Mizrahi Tefahot Bank Ltd.**

By:

Adi Shahaf, Head of the Finance Division

Racheli Friedman, Chief Legal Counsel