

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.

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**MIZRAHI TEFAHOT BANK LTD**

No. with the Registrar of Companies: 520000522

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To	<u>Israel Securities Authority</u>	To	<u>Tel Aviv Stock Exchange Ltd</u>	T125 (Public)	Date of transmission: October 23, 2022
	www.isa.gov.il		www.tase.co.il		Ref: 2022-01-128878

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**Immediate Report on the Rating of Bonds/Rating of a Corporation or Rating Cessation**

On October 23, 2022, *Midroog* published:

A rating report/notice *initial*

A notice regarding rating cessation

1. Rating report or notice

Corporation's rating:

Comments/Notice summary:

Ratings history in the three years prior to the date of the rating/notice:

Date	Rating subject	Rating	Comments/Notice summary

**Explanation:** The ratings history should only detail the rating history of the company rating the subject of the immediate report

Rating of the corporation's bonds:

Name and type of security	Security number on the stock exchange	Rating company	Current rating	Comments/Notice summary
<i>Contingent convertible bonds – Series 65</i>	0	Midroog	Midroog <i>Aa3.il stable</i>	Initial rating
<i>Bonds – Series 66</i>	0	Midroog	Midroog <i>Aaa.il stable</i>	Initial rating

Ratings history for the three years prior to the rating/notice date:

Name and type of security	Security number on the stock exchange	Date	Type of rated security	Rating	Comments/Notice summary

Explanation: The ratings history should only detail the rating history of the company rating the subject of the immediate report

Attached rating report [midroog isa.pdf](#)

2. On \_\_\_\_\_, \_\_\_\_\_ announced that it would cease rating \_\_\_\_\_

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

	Signatory's Name	Position
1	<i>Ofer Horwitz</i>	<i>Other Bank Secretary &amp; Head of the Bank's Headquarters</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](#)

*Midroog's rating is given in connection with the issuance of contingent convertible bonds (Series 65) and bonds (Series 66), which are being examined by Mizrahi Tefahot Issuing Company Ltd, a subsidiary fully owned by the bank. It is hereby clarified that as of this report's date, there is no certainty regarding the execution of the issuance, its timing, its size and its terms.*

*No change was made to the bank's rating*

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: September 13, 2022  
Abbreviated Name: Mizrahi Tefahot  
Address: 7 Jabotinsky Street, Ramat Gan, 52520 Tel:03-7559720 Fax:03-7559923  
E-mail: [mangment@umtb.co.il](mailto: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 reporting electronically:	Position:	Name of Employing Company:
Horwitz Ofer	Bank Secretary	Mizrahi Tefahot Bank Ltd
Address: 7 Jabotinsky Street, Ramat Gan, 52520	Tel: 03-7559207	Fax: 03-7559913
		E-mail: <a href="mailto:management@umtb.co.il">management@umtb.co.il</a>

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# Mizrahi Tefahot Bank Ltd<sup>1</sup>

Rating Action | October 2022

## Contacts:

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### **Itay Navarra, Deputy CEO**

Head of Financial Institutions

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<sup>1</sup> Mizrahi Bank is the owner of the full issued and outstanding share capital of Union Bank of Israel Ltd, which (indirectly) holds 4.9% of Midroog Ltd's share capital via Igud Investments and Enterprise (A.S.Y.) Ltd. The company's share lack any means of control.

## Mizrahi Tefahot Bank Ltd

Baseline credit assessment (BCA) for the bank	aa2.il	
Long-term deposits & bonds	Aaa.il	Outlook: stable
Contingent convertible bonds with contractual loss absorption mechanism (CoCo)	Aa3.il (hyb)	Outlook: stable
Short-term deposits	P-1.il	

**Midroog determines an Aaa.il rating with a stable outlook for the issuance of a new bond series (Series 66) at a total of up to ILS 500 million N.V. In addition, Midroog determines an Aa3.il (hyb) rating with a stable outlook for the issuance of a new series of contingent convertible bonds with a contractual loss absorption mechanism (CoCo) (Series 65) at a total of up to ILS 300 million N.V. The issuance will be made by Mizrahi Tefahot Issuance Company Ltd, a subsidiary fully owned by Mizrahi Tefahot Bank Ltd (the “Bank”), which is the Bank’s issuance arm.**

**The principle conditions of the rated contingent convertible bonds (Series 65): 1. They are to be paid off by a single installment after approx. 10.5 years, with an early payment option available to the Bank after approx. 5.5 years; 2. They constitute an instrument which is recognized by the Supervision of Banks as tier 2 capital, for the purpose of their inclusion in the Bank’s regulatory capital; 3. They are subordinated to all other liabilities not of their type, excluding upper tier 2 capital, tier 1 instruments and equity; 4. They are up for complete or partial write-off in the event that the Bank’s tier 1 equity ratio falls below 5%, and a full write-off if the Supervisor of Banks decides that a formative nonviability<sup>2</sup> event is occurring. In the event of a principal write-off, there is the possibility of cancelling the principal's write-off, in a complete or partial manner, at the Bank’s discretion, for a period of up to 7 years after the write-off, whether the final payment date of the deferred bond has passed or not.**

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<sup>2</sup> Formative nonviability event: 1. Notices from Supervisor of Banks that a conversion of securities is necessary to avoid the point of nonviability. 2. The grant of external support, without which the bank would reach the point of nonviability. We note that the Supervisor of Banks has yet to define the term “nonviability point”.

**Per Midroog’s methodology, the CoCo rating is based on the Bank’s baseline credit assessment (BCA), which is the anchor for rating the Bank’s liabilities and reflects the risk for failure and its ability to serve its liabilities independently, without the assumption of external support. On this basis, the rating is then adjusted according to the credit risk of the subordinated debt instrument, according to its specific characteristics – taking into consideration the extent of the instrument’s structural subordination, the loss absorption mechanisms per the instrument’s conditions and the uncertainty regarding their point of activation (at the contractual trigger or at the discretion of the Supervisor of Banks). For the rating of the CoCo to be issued by the Bank, we are removing one rating level (notch) off the Bank’s BCA, which embodies the legal-contractual deferral and the contractual loss absorption mechanism. Considering the Bank’s BCA, the current and anticipated capital adequacy levels and the adequate liquidity profile, the uncertainty regarding the likelihood of reaching the ‘nonviability point’ is low; therefore, it was not embodied by the reduction of another notch. Furthermore, this instrument contains no assumption of external support.**

**For information regarding the rating considerations, you are hereby referred to the follow-up report from August 2022.**

### **Related reports**

[Mizrahi Tefahot Bank Ltd – Related reports](#)

[Bank Rating – Methodology Report, September 2019](#)

[Banking System – Guidelines for Examining Environmental, Social and Corporate](#)

[Governance Risks in Credit Ratings – Methodology Report, February 2022](#)

[Connections and Holdings Table](#)

[Midroog Rating Scales and Definitions](#)

The reports are published on Midroog’s website: [www.midroog.co.il](http://www.midroog.co.il)

## General information

<b>Rating report date:</b>	October 23, 2022
<b>Last date on which rating was updated:</b>	August 28, 2022
<b>Date on which rating was first published:</b>	September 10, 2017
<b>Name of the rating initiator:</b>	Mizrahi Tefahot Bank Ltd
<b>Name of the party paying for the report:</b>	Mizrahi Tefahot Bank Ltd

## Information from the issuer

In its ratings, Midroog relies, inter alia, on information received from authorized parties at the issuer.

### Baseline Credit Assessment (BCA) Scale

aaa.il	Issuers and issues assessed at aaa.il are those that, in Midroog's judgment, have the highest internal or independent financial strength, relative to other local issuers, absent any possibility of external support from an affiliate or the government.
aa.il	Issuers and issues assessed at aa.il are those that, in Midroog's judgment, have very high internal or independent financial strength, relative to other local issuers, absent any possibility of external support from an affiliate or the government.
a.il	Issuers and issues assessed at a.il are those that, in Midroog's judgment, have relatively high internal or independent financial strength, relative to other local issuers, absent any possibility of external support from an affiliate or the government.
baa.il	Issuers and issues assessed at baa.il are those that, in Midroog's judgment, have moderate internal or independent financial strength, relative to other local issuers, absent any possibility of external support from an affiliate or the government, and may have certain speculative characteristics.
ba.il	Issuers and issues assessed at ba.il are those that, in Midroog's judgment, have relatively weak internal or independent financial strength, relative to other local issuers, absent any possibility of external support from an affiliate or the government, and have speculative characteristics.
b.il	Issuers and issues assessed at b.il are those that, in Midroog's judgment, have very weak internal or independent financial strength, relative to other local issuers, absent any possibility of external support from an affiliate or the government, and have significant speculative characteristics.
caa.il	Issuers and issues assessed at caa.il are those that, in Midroog's judgment, have excessively weak internal or independent financial strength, relative to other local issuers, absent any possibility of external support from an affiliate or the government, and have very significant speculative characteristics.
ca.il	Issuers and issues assessed at ca.il are those that, in Midroog's judgment, have extremely weak internal or independent financial strength, relative to other local issuers, absent any possibility of external support from an affiliate or the government, and are very near default, with some prospect of recovery of principal and interest.
c.il	Issuers and issues assessed at c.il are those that, in Midroog's judgment, have the weakest internal or independent financial strength, relative to other local issuers, absent any possibility of external support from an affiliate or the government, and are usually in default, with little prospects of recovery of principal and interest.

Note: Midroog appends numeric modifiers 1, 2, and 3 to each rating category from aa.il to caa.il. The modifier '1' indicates that the debenture ranks in the higher end of its rating category, which is denoted by letters. The modifier '2' indicates that it ranks in the middle of its rating category and the modifier '3' indicates that the debenture ranks in the lower end of that category, denoted by letters.

Midroog does not publish the BCA forecast, unlike the publications that have been made so far, in order to separate the BCA from credit ratings.

### Local Long-Term Rating Scale

Aaa.il	Issuers or issues rated Aaa.il are those that, in Midroog's judgment, have the highest creditworthiness relative to other local issuers.
Aa.il	Issuers or issues rated Aa.il are those that, in Midroog's judgment, have very high creditworthiness relative to other local issuers.
A.il	Issuers or issues rated A.il are those that, in Midroog's judgment, have relatively high creditworthiness relative to other local issuers.
Baa.il	Issuers or issues rated Baa.il are those that, in Midroog's judgment, have relatively moderate credit risk relative to other local issuers, and could involve certain speculative characteristics.
Ba.il	Issuers or issues rated Ba.il are those that, in Midroog's judgment, have relatively weak creditworthiness relative to other local issuers, and involve speculative characteristics.
B.il	Issuers or issues rated B.il are those that, in Midroog's judgment, have relatively very weak creditworthiness relative to other local issuers, and involve significant speculative characteristics.
Caa.il	Issuers or issues rated Caa.il are those that, in Midroog's judgment, have excessively weak creditworthiness relative to other local issuers, and involve very significant speculative characteristics.
Ca.il	Issuers or issues rated Ca.il are those that, in Midroog's judgment, have extremely weak creditworthiness and very near default, with some prospect of recovery of principal and interest.
C.il	Issuers or issues rated C are those that, in Midroog's judgment, have the weakest creditworthiness and are usually in a situation of default, with little prospect of recovery of principal and interest.

Note: Midroog appends numeric modifiers 1, 2, and 3 to each rating category from aa.il to caa.il. The modifier '1' indicates that the debenture ranks in the higher end of its rating category, which is denoted by letters. The modifier '2' indicates that it ranks in the middle of its rating category and the modifier '3' indicates that the debenture ranks in the lower end of that category, denoted by letters.

## Local Short-Term Rating Scale

P-1.il	Issuers rated Prime-1.il, in Midroog's judgment, have a very good ability to repay short-term obligations relative to other local issuers.
P-2.il	Issuers rated Prime-2.il, in Midroog's judgment, have a good ability to repay short-term obligations relative to other local issuers.
P-3.il	Issuers rated Prime-3.il, in Midroog's judgment, have a moderate ability to repay short-term obligations relative to other local issuers.
NP.il	Issuers rated Not Prime.il do not belong in any of the Prime categories.

## The Connection between the Long-Term and Short-Term Rating Scales

The following table shows the long-term ratings consistent with short-term ratings, when such long-term ratings exist<sup>3</sup>.

Long-term rating	Short-term rating
Aaa.il	Prime-1.il
Aa1.il	
Aa2.il	
Aa3.il	
A1.il	
A2.il	
A3.il	Prime-2.il
Baa1.il	
Baa2.il	
Baa3.il	Prime-3.il
Ba1.il, Ba2.il, Ba3.il	
B1.il, B2.il, B3.il	
Caa1.il, Caa2.il, Caa3.il	
Ca.il	
C.il	Not Prime

<sup>3</sup> Structured finance short-term ratings are usually based on the short-term rating of a liquidity provider for the transaction or an assessment of cash flows available to repay the rated obligation.

[ Midroog disclaimer ]