

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 Authority www.isa.gov.il	To: Tel-Aviv Stock Exchange Ltd www.tase.co.il	T460 (public)	Transmitted via Magna: November 16 2022 Reference: 2022-01-137905
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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 21, 2022*

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 16, 2022*

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

to be held on *Wednesday, December 21, 2022 at 15:00*

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 financial reports for December 31, 2021 and the Board of Directors' report on the state of the Bank's affairs for 2021.

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:

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 2021.

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.

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:

Articles 154(b) and 165(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
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- 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

3

The issue/resolution and its details:

Description of the nature of the issue:

Reappointment of a director.

The proposed resolution:

To reappoint Mr. Moshe Vidman (who serves as the Chairman of the Board of Directors) as a director at the bank; in accordance with the Supervisor of Banks' confirmation, his tenure will last until the annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed (i.e. until the annual general meeting to be held in 2023).

Additional information:

For additional information, see Section 3 of the immediate report regarding the convening of the annual meeting, attached herein, as well as Mr. Moshe Vidman's statement, which is appended to the aforesaid immediate report.

Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law

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:

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:

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*

4

The issue/resolution and its details:

Description of the nature of the issue:

Reappointment of a director.

The proposed resolution:

To reappoint Mr. Ron Gazit as a director at the bank; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

Additional information:

For additional information, see Section 3 of the immediate report regarding the convening of the annual meeting, attached herein, as well as Mr. Ron Gazit's statement, which is appended to the aforesaid immediate report.

Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law

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:

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:

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
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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*

5

The issue/resolution and its details:

Description of the nature of the issue:

Reappointment of a director.

The proposed resolution:

To reappoint Mr. Jonathan Kaplan as a director at the bank; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

Mr. Jonathan Kaplan's reappointment is subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto.

Additional information:

For additional information, see Section 3 of the immediate report regarding the convening of the annual meeting, attached herein, as well as Mr. Jonathan Kaplan's statement, which is appended to the aforesaid immediate report.

Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law

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:

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:

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.
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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*

6

The issue/resolution and its details:

Description of the nature of the issue:

Reappointment of a director.

The proposed resolution:

To reappoint Mr. Avraham Zeldman as a director at the bank; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

Additional information:

For additional information, see Section 3 of the immediate report regarding the convening of the annual meeting, attached herein, as well as Mr. Avraham Zeldman's statement, which is appended to the aforesaid immediate report.

Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law

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:

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:

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
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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*

7

The issue/resolution and its details:

Description of the nature of the issue:

Reappointment of a director.

The proposed resolution:

To reappoint Mr. Ilan Kremer as a director at the bank; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

Additional information:

For additional information, see Section 3 of the immediate report regarding the convening of the annual meeting, attached herein, as well as Mr. Ilan Kremer's statement, which is appended to the aforesaid immediate report.

Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law

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:

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:

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.

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- 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
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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*

8

The issue/resolution and its details:

Description of the nature of the issue:

Reappointment of a director.

The proposed resolution:

To reappoint Mr. Eli Alroy as a director at the bank; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

Mr. Eli Alroy's reappointment is subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto.

Additional information:

For additional information, see Section 3 of the immediate report regarding the convening of the annual meeting, attached herein, as well as Mr. Eli Alroy's statement, which is appended to the aforesaid immediate report.

Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law

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:

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:

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.
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- 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: [Votingpaper isa.pdf](#)

Yes a voting paper

No 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:
statements isa.pdf

Yes declaration of the candidate to serve as corporate director

No declaration of an independent director

No 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 28, 2022 at 15:00*, 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: 03-7559720), during standard business hours, until the time set for the annual meeting, by appointment.

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	Ofer Horwitz	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 4.2 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):

[2022-01-119098](#)

Securities of a Corporation Listed for Form structure revision date: November 2, 2022

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

Horwitz Ofer

Bank Ltd

Address: 7 Jabotinsky Street,

Tel:

Fax:

E-mail:

Ramat Gan, 52520

03-7559207

03-7559913

management@umtb.co.il

Mizrahi Tefahot Bank Ltd

Date: November 16 2022

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**"); 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; and in accordance with the Companies Regulations (Written Votes and Position Papers) 5766-2005 (hereinafter: "**Written Vote Regulations**"), Mizrahi Tefahot Bank Ltd (hereinafter: the "**Bank**" or the "**Company**") hereby announces the convening of an annual general meeting (hereinafter: "**annual meeting**") on Wednesday, December 21, 2022, at 15:00, 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 Description of the nature of the issue and the principle facts required to understand the matter

A discussion of the Bank's audited annual financial reports for December 31, 2021 and the Board of Directors' report on the state of the Bank's affairs for 2021.

The periodic report for 2021, which was published by the Bank on March 1, 2022 (reference no. 2022-01-024634) (hereinafter: "**2021 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>

1.2 **Text of the proposed resolution**

No resolution will be made on this issue.

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

2.1 **Description of the nature of the issue and the principle 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 2021.

2.1.1 On September 12, 2022, the Bank's Audit Committee held a discussion on the formulation of a recommendation with regard to the appointment of the Bank's auditing accountant. During said discussion, the Audit Committee heard explanations and received details, *inter alia*, about the commitment of Brightman Almagor Zohar and Co. (hereinafter: "**Auditing Accountant**") to the quality of the audit at the Bank, as well as inputs dedicated to the audit and the expertise of the Auditing Accountant's auditing team, during its tenure as the Bank's Auditing Accountant; and the Auditing Accountant's compliance with the independence rules.

2.1.2 After said discussion and having accepted 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 October 31, 2022.

2.2 Details regarding the wages of the Bank's Auditing Accountant for auditing and additional services due for the year 2021, as set by the Bank's Board of Directors, are included on page 305 of the 2021 Periodic Report (in Hebrew).

2.3 **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.

2.4 **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 2.3) 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. **Issue no. 3 on the agenda: The reappointment of directors**

3.1 **Description of the nature of the issue**

The reappointment of directors

3.2 **The principle facts required to understand the matter**

3.2.1 The Bank's Board of Directors currently has ten directors.

3.2.2 It was established in the Bank's Articles of Association, *inter alia*, that the directors will be appointed at the annual meeting; and that their tenure, except for the outside directors, shall last until the end of the third annual meeting to be held after the meeting at which their appointment was confirmed, or until an earlier date that will be approved in this regard by the Supervisor of Banks.

3.2.3 At the end of the upcoming annual meeting which will convene according to this report, the directors Messrs. Moshe Vidman, Ron Gazit, Jonathan Kaplan, Avraham Zeldman, Ilan Kremer and Eli Alroy are expected to finish their (current) tenure as directors at the Bank; in accordance, it is proposed that they be reappointed as directors at the Bank, as specified below in this report.

3.2.4 With regard to the reappointment of Mr. Moshe Vidman as a director at the Bank, it is of note that he has served as a director at the Bank since August 2010, and as Chairman of the Bank's Board of Directors since December 2012.

On January 18, 2016, the Board of Directors decided that Mr. Vidman's tenure as Chairman of the Board of Directors will be renewed annually for an additional year, all subject to the Supervisor of Banks' confirmation.

Mr. Vidman was evaluated by the Board of Directors as having accounting and financial expertise as well as professional qualifications, both under the Companies Law and under Proper Conduct of Banking Directive no. 301 (hereinafter: "**Directive 301**"), as well as having banking expertise, per its meaning in Directive 301.

According to the policy established by the Bank's Board of Directors, the total (maximum) tenure length of the Chairman of the Board of

Directors shall not exceed ten (10) years, unless the Board of Directors has determined otherwise, considering the matter's special circumstances.

In the Board of Directors' assessment, Mr. Vidman has fulfilled his position as the Chairman of the Bank's Board of Directors in a proper manner, and contributed significantly to the work of the Board and its committees. Accordingly, it is the opinion of the Board of Directors that there exist special circumstances, due to which it would be appropriate for Mr. Vidman to continue his tenure as the Chairman of the Bank's Board of Directors, for an additional tenure period (in such manner that his total tenure period as the Chairman of the Board of Directors will exceed ten (10) years), in order for him to continue the contribution of his knowledge and experience and assist the Bank in dealing with the challenges it faces.

Accordingly, the Board of Directors has recommended to reappoint Mr. Vidman as a director at the Bank, who will serve as the Chairman of the Board of Directors at the Bank, for an additional tenure of one (1) year or for a longer period, as the Supervisor of Banks may confirm in this regard.

Further to this, on November 8, 2022, the Bank received the Supervisor of Banks' confirmation, according to which he has no objection to the reappointment of Mr. Vidman as a director at the Bank and as Chairman of the Board of Directors at the Bank, and that the effect of the confirmation shall be until the annual general meeting that will be held after the Bank's upcoming annual general meeting.

3.2.5 With regard to the reappointment of Messrs. Ron Gazit, Jonathan Kaplan, Avraham Zeldman, Ilan Kremer and Eli Alroy, it is noted that in accordance with the Bank's Articles of Association (as aforesaid in Section 3.2.2), said directors who will be reappointed, as aforesaid, will end their tenure at the end of the third annual general meeting that will be held after the meeting at which their reappointment shall be confirmed.

3.2.6 The Bank has received confirmations from the Supervisor of Banks, according to which he has no objection to the reappointment of

Messrs. Ron Gazit, Avraham Zeldman and Ilan Kremer as directors at the Bank.

At the time of this report's publication, the Supervisor of Banks' confirmations of the reappointment of Mr. Jonathan Kaplan and Mr. Eli Alroy have yet to be received.

- 3.2.7 The outside directors under the Companies Law - Hannah Feur, Gilad Rabinovich, Joseph Fellus and Estery Giloz-Ran - are continuing with their current tenures as directors at the Bank, according to the law.

3.3 **Text of the proposed resolution**

To reappoint the following members of the Board of Directors as directors at the Bank:&&

- 3.3.1 Moshe Vidman (who serves at the Chairman of the Board of Directors); in accordance with the Supervisor of Banks' confirmation, his tenure will last until the annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed (i.e. until the annual general meeting to be held in 2023).
- 3.3.2 Ron Gazit; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.
- 3.3.3 Jonathan Kaplan; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.
Mr. Jonathan Kaplan's reappointment is subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto.
- 3.3.4 Avraham Zeldman; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.
- 3.3.5 Ilan Kremer; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.
- 3.3.6 Eli Alroy; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

Mr. Eli Alroy's reappointment is subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto.

- 3.4 Voting on each candidate for tenure as a director, as specified above, will be done separately.
- 3.5 With respect to the directors Messrs. Moshe Vidman, Ron Gazit, Jonathan Kaplan, Avraham Zeldman, Ilan Kremer and Eli Alroy, the Bank hereby refers to the details required by Regulation 26 of the Periodic and Immediate Reports Regulations, as included in the Periodic Report for 2021 published by the Bank, in pages 395 through 406 of the Periodic Report (this mention constitutes inclusion by way of reference to all information included in this matter in said report), except with regard to the details of said directors' current and previous occupations (in the last five years), which are brought forth below:

3.5.1 **Mr. Moshe Vidman**

a. **Current occupation:**

Director and Chairman of the Bank's Board of Directors; member of the Jerusalem Foundation's management board and a member of the Board of Trustees at the Hebrew University in Jerusalem.

b. **Previous occupation (during the last five years, excluding the current occupation):**

Member of the management board at Magnes Press.

3.5.2 **Mr. Ron Gazit**

a. **Current occupation:**

Director at the Bank and consultant to Tanzanite Capital Ltd.

b. **Previous occupation (during the last five years, excluding the current occupation):**

No additional occupation (except current occupation).

3.5.3 **Mr. Jonathan Kaplan**

a. **Current occupation:**

Director at the Bank; director at the Central Bottling Company Ltd; director at International Beer Breweries Ltd; director at Villar International Ltd; consultant on managerial and economic issues at various institutions.

- b. **Previous occupation (during the last five years, excluding the current occupation):**

Director at Novolog Pharm-Up (1966) Ltd.

3.5.4 **Mr. Avraham Zeldman**

- a. **Current occupation:**

Director at the Bank; Chairman of the Board of Directors at Fox Wizel Ltd; director and CEO at A. Zeldman Management Ltd; consultant at Polyurethane Ltd; member of the management board at MATI Ra'anana; and member of the management board at Dualis Social Investment Fund.

- b. **Previous occupation (during the last five years, excluding the current occupation):**

Director at Liliyot Group Ltd and director at Liliyot Bakery Ltd

3.5.5 **Mr. Ilan Kremer**

- a. **Current occupation:**

Director at the Bank; professor of Economics and Financing at the Hebrew University in Jerusalem; and professor of Economics at Warwick University, UK.

- b. **Previous occupation (during the last five years, excluding the current occupation):**

External consultant at the Bank of Israel's Research Department.

3.5.6 **Mr. Eli Alroy**

- a. **Current occupation:**

Director at the Bank; member of the O.G. Advisory Committee; director at L.Y.N. (Holdings) Ltd; CEO and director at IRAD Investment Ltd; director at L.Y.N. Innovation Ltd; director at L.A.B.M. (Holdings) Ltd; director at L.Y.N. (Investments) HoldCo Ltd; director at L.Y.N. Investments 2021 Ltd; director at L.Y.N.-L.A.B.M. Holdings Ltd; and director at Amkiri Ltd.

- b. **Previous occupation (during the last five years, excluding the current occupation):**

Director at the following companies: Ofer Investments Ltd; Ofer Brothers Holdings (1989) Ltd; Abeer Habar Ltd; O.F.A. Real Estate

Investments Ltd (liquidated); Quick Check Ltd; OG Tech Partners Ltd; and Globalworth Real Estate Investment Limited.

- 3.6 The candidates nominated to be reappointed as directors, as specified above, have delivered statements to the Bank pursuant to Article 224B(a) of the Companies Law, which are attached to the Immediate Report as **Appendix A**.
- 3.7 3.7.1 The directors, Messrs. Moshe Vidman (Chairman of the Board of Directors), Jonathan Kaplan, Avraham Zeldman and Ilan Kremer were evaluated by the Board of Directors as having accounting and financial expertise, per the Companies Regulations (Terms and Conditions for a Director with Accounting and Financial Expertise) 5765-2005 (hereinafter: "**Regulations on Expertise and Eligibility Criteria**").
- 3.7.2 All directors whose reappointment is hereby being brought forth before the annual meeting were evaluated by the Board of Directors as having professional eligibility, per the Regulations on Expertise and Eligibility Criteria.
- 3.8 It is hereby clarified that the honorarium to be paid to the candidates for reappointment as directors, as specified above (except for Mr. Vidman) shall be in accordance with the resolution on directors' honorarium, as detailed in the immediate report submitted by the Bank on June 19, 2017 (reference no. 2017-01-051271). According to said resolution, a director at the Bank (except for the Chairman of the Board of Directors) shall be entitled to an annual honorarium and a meeting participation honorarium, in accordance with Regulations 4 and 5 of the Companies Regulations (Rules on Honorarium and Expenses of Outside Directors) 5760-2000 (hereinafter: "**Honorarium Rules**"), per the maximum sums included in the Honorarium Rules, in accordance with the rank which the Bank will be classified at in each fiscal year. Moreover, it was determined in said resolution that the aforesaid notwithstanding, such a director which was evaluated by the Board of Directors as an "expert director", per the definition in the Honorarium Rules, is entitled to an annual honorarium and a meeting participation honorarium in the amount of the "maximum sum" for an expert director, as set forth in the fourth addendum to the Honorarium Rules in accordance with the rank at which the Bank will be classified during each fiscal year.

In this regard, it is noted that each of the directors serving today is considered an “expert director”, per the definition in the Honorarium Rules.

In regard to the tenure and employment terms of Mr. Vidman, who serves as the Chairman of the Bank’s Board of Directors, see Section 2 and Appendix B to the immediate report published by the Bank on January 9, 2017 (reference no.: 2017-01-003454).

3.9 It is furthermore clarified that directors at the Bank are entitled to officers’ exemption, indemnification and insurance, as is customary at the Bank, from time to time.

3.9.1 On the subject of the Bank’s letter of exemption and indemnity undertaking, to directors and other officers, including the Chief Executive Officer of the Bank and the Bank’s controlling shareholders, as well as employees, as passed by the Bank’s general meeting on October 15, 2020, see Section 1.2 of the immediate report published by the Bank on August 27, 2020 (reference no. 2020-01-085165).

3.9.2 On the subject of the engagement in the (current) policy to insure the liability of directors and other officers at the Bank and at companies in the Bank’s cluster, including the Chief Executive Officer of the Bank and directors who are among the Bank’s controlling shareholders, see the immediate report published by the Bank on March 7, 2022 (reference no. 2022-01-026989).

3.10 **The majority required to pass the resolution**

The majority required at the annual meeting and at a deferred annual meeting to approve the reappointment of each of the directors, as detailed in section 3.3 above, 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.

4. **Location and time of the meeting’s convening**

4.1 The annual meeting will convene on Wednesday, December 21, 2022, at 15:00, 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 21, 2022 (hereinafter: “**Effective Date**”).

- 4.2 The legal counting for holding the annual 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 annual meeting at the end of half an hour from the time scheduled for the beginning of the meeting, the meeting shall be postponed to Wednesday, December 28, 2022 at 15:00 (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 by one calendar week, to that day, that time and that place (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.
- 4.3 The Bank’s controlling shareholders’ holdings of the Bank’s issued and outstanding capital shall not grant the Bank’s controlling shareholders the majority required to approve any of the resolutions on the agenda of the annual meeting.
- 4.4 A shareholder is entitled to vote at the annual meeting, in person or through an agent granted power of attorney to vote. In addition, a shareholder is entitled to vote at the annual meeting at the vote to approve the resolutions specified above in Section 3.3 via voting paper, as detailed below (hereinafter: **“Written Vote”** or **“Voting Paper”**).
- 4.5 4.5.1 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 an electronic Voting Paper, which shall be transferred to the Bank through the electronic voting system (hereinafter: **“Electronic Voting System”**) up to 6 hours prior to the meeting.

- 4.5.2 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 Companies Regulations (Written Votes and Position Papers) 5766-2005, 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.
- 4.6 A Written Vote will be made through the second part of the Voting Paper, attached as Appendix B. The Voting Paper and the documents which must be attached thereto (hereinafter: “**Attached Documents**”), as provided in the Voting Paper, should be delivered to the Bank’s Offices up to 4 hours prior to the convening of the meeting (with respect to an Unregistered Shareholder) and up to 6 hours prior to the convening of the meeting (with respect to a registered shareholder). In this regard, the “time of delivery” shall be the time at which the Voting Paper and the Attached Documents arrive at the Bank’s Offices.
- 4.7 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 will be deposited at the Bank’s Offices no later than 48 hours prior to the time scheduled for the beginning of the meeting.
- 4.8 The distribution address of the Israel Securities Authority’s site and the website of the Tel-Aviv Stock Exchange Ltd, on which the voting papers and position papers are located:
- 4.8.1 The distribution site of the Israel Securities Authority:
<http://www.magna.isa.gov.il/>

- 4.8.2 The website of the Tel-Aviv Stock Exchange Ltd: <http://maya.tase.co.il/>
- 4.9 A shareholder is entitled to approach the Bank directly to receive from it the text of the Voting Paper and position papers,
- 4.10 An Unregistered Shareholder is entitled to receive a link to the text of the Voting Paper and position papers on the distribution site via e-mail from the TASE member through which he holds his shares, free of charge, unless he has notified the TASE member that he does not wish to receive such a link, or that he wishes to receive voting papers by regular mail in return for payment; a notice regarding voting papers shall also apply to receiving position papers.
- 4.11 A shareholder whose shares are registered with a TASE member may receive the ownership confirmation at a branch of the TASE member or by mail, if he has requested it. A request in this matter shall be given in advance regarding a particular securities account.
- An Unregistered Shareholder may instruct that his ownership confirmation be transferred to the Bank through the Electronic Voting System.
- 4.12 4.12.1 The voting paper shall be valid for an Unregistered Shareholder only if an ownership confirmation is attached thereto, or if such a confirmation has been transferred to the Bank through the electronic voting system.
- 4.12.2 The voting paper shall be valid with respect to a shareholder according to Article 177(2) of the Companies Law (i.e. those registered as a shareholder in the Shareholder Registry) only if a photocopy of one's identity card, passport or incorporation certificate is attached thereto.
- 4.13 The Bank's address for the delivery of voting papers and position papers: The Bank's Offices at 7 Jabotinsky Street, Ramat-Gan.
- 4.13.1 The deadline for the delivery of position papers to the Bank: Up to 10 days before the meeting.
- 4.13.2 The deadline for the delivery of the Board of Directors' response to the position papers: No later than 5 days prior to the date of the meeting.
- 4.14 4.14.1 Attention is hereby directed to the instructions of Article 34(a1) of the of the Banking (Licensing) Law 5741-1981, whereby:
- “A person shall not make an agreement with another with respect to their vote for the appointment of a director in a banking corporation or in a Bank holding corporation, including with respect to their vote for his***

termination of office, other than under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply [...] or to a holder of means of control who agrees with another that the other will vote in his name and on his behalf without any discretion, as the said holder of means of control instructs him, provided that if the other holds himself means of control in the banking corporation or in the Bank holding corporation, as the case may be, he shall not vote in the name and on behalf of more than one other holder”.

4.14.2 It arises, *inter alia*, from said instructions, that with respect to the reappointment of Messrs. Moshe Vidman, Ron Gazit, Jonathan Kaplan, Avraham Zeldman, Ilan Kremer and Eli Alroy as directors at the Bank, as specified above in Section 3.3, a voting proxy who is also a shareholder at the Bank may vote in the name and on behalf of only one other shareholder, as specified in the aforesaid instructions. With regard to issue no. 2 on the meeting’s agenda (as specified in Section 2), there is nothing to impede a single voting proxy from representing more than one shareholder.

5. **Adding an issue to the agenda and position papers**

- 5.1 After the publication of this voting paper, there may be changes to the agenda, including the addition of an issue thereto, and position papers may be published; it will be possible to review the current agenda and published position papers in the Bank’s reports on the distribution site.
- 5.2 One or more shareholder(s) who hold(s) shares constituting at least 1% of the voting rights at the annual meeting of the Bank may request the Board of Directors to include an issue on the agenda of the meeting up to 7 days after the meeting’s summoning, provided that the issue is appropriate for a discussion at the annual meeting.
- 5.3 Should the Board of Directors find that the issue requested to be included on the agenda is appropriate for a discussion at the annual meeting, the Bank shall prepare an updated agenda and an amended voting paper, insofar as this may be required, which will be published 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 immediate report.

6. **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.

7. **Perusal of documents**

This immediate report and the full text of the proposed resolutions may be perused at
the Bank's offices, Tel: 03-7559720, during standard business hours, until the time
scheduled for the annual meeting, by appointment.

Mizrahi Tefahot Bank Ltd

November 16 2022

Date

Via:

Racheli Friedman

Chief Legal Advisor

Ofer Hortwitz

Bank Secretary

To

Mizrahi Tefahot Bank Ltd (hereinafter: the "**Bank**" or the "**Company**")

Statement of a Director or A Candidate for Service as Director

Pursuant to Article 224B of the Companies Law, 5759-1999 (the "Companies Law")

I, the undersigned, Moshe Vidman, bearer of ID No. 000690875, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, inter alia, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Education: Bachelor's degree in Economics and Political Science from the Hebrew University in Jerusalem.

Master's degree in Business Administration, specializing in financing, from the Hebrew University in Jerusalem.

Professional Experience and Board of Directors Membership:

I have 40 years' worth of experience in managing companies. I have served as a director at market-leading companies for over 30 years. I have served as a director at banks for over 10 years.

2010 and onwards: Director at Mizrahi Tefahot Bank Ltd.

As of December 1, 2012: Serving as the Chairman of the Board of Directors at Mizrahi Tefahot Bank Ltd.

2. I have read Articles 226 and 227 of the Companies Law, and I hereby declare that the limitations provided in these articles do not apply to me.
3. I am aware that this statement of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, the agenda of which shall include, *inter alia*, my appointment as a director at the Bank.

In witness whereof, I have hereunto set my hand:

Date: October 31, 2022

Signature: [Moshe Vidman]

To

Mizrahi Tefahot Bank Ltd (hereinafter: the "**Bank**" or the "**Company**")

Statement of a Director or A Candidate for Service as Director

Pursuant to Article 224B of the Companies Law, 5759-1999 (the "Companies Law")

I, the undersigned, **Ron Gazit**, bearer of ID No. **050688605**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, inter alia, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

A director at the Bank since 2003. Under this position, I have served on the Credit Committee, Risk Management Committee, and the Technology, Information and Technological Innovation Committee

For the past five years, a business and legal consultant for an investment company which mainly invests abroad

A graduate (L.L.B.) of Tel Aviv University, attorney and mediator certified by the Tel Aviv University

A graduate of courses in Bookkeeping A+B at the Faculty of Management, Tel Aviv University

Founder of the Ron Gazit, Rotenberg & Co. Law Offices

I have a great deal of experience in the fields of commercial law and computers. For eight years, I served as the Chairman of the Israel Bar Association's Computerization Committee. Guest speaker at the Tel-Aviv University's School of Management in the computerization area; legal representative of the Microsoft Company since 1985; legal representation for the market's largest corporations (including the large banks) in the computerization area.

2. I have read Articles 226 and 227 of the Companies Law, and I hereby declare that the limitations provided in these articles do not apply to me.

3. I am aware that this statement of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, the agenda of which shall include, *inter alia*, my appointment as a director at the Bank.

In witness whereof, I have hereunto set my
hand:

Date: October 31, 2022

Signature: [Ron Gazit]

To

Mizrahi Tefahot Bank Ltd (hereinafter: the "**Bank**" or the "**Company**")

Statement of a Director or A Candidate for Service as Director

Pursuant to Article 224B of the Companies Law, 5759-1999 (the "Companies Law")

I, the undersigned, **Jonathan Kaplan**, bearer of ID No. **055251391**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, inter alia, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Education: B.A. in Economics and Accounting – Tel Aviv University,
Certified Public Accountant

M.A. in Political Science and National Security, Haifa
University

Professional experience: 1982-1999 – various positions in the Income Tax
Department

1999-2001 – Income Tax Commissioner

Since 2002 – Economic and business consultation and
directorial board memberships

Moreover, I had served as a lecturer at Bar-Ilan University and at Tel Aviv University for more than a decade

2. I have read Articles 226 and 227 of the Companies Law, and I hereby declare that the limitations provided in these articles do not apply to me.
3. I am aware that this statement of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, the agenda of which shall include, *inter alia*, my appointment as a director at the Bank.

In witness whereof, I have hereunto set my
hand:

Date: October 31, 2022

Signature: [Jonathan Kaplan]

To

Mizrahi Tefahot Bank Ltd (hereinafter: the "**Bank**" or the "**Company**")

Statement of a Director or A Candidate for Service as Director

Pursuant to Article 224B of the Companies Law, 5759-1999 (the "Companies Law")

I, the undersigned, **Avraham (Avi) Zeldman**, bearer of ID No. **05795919**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, inter alia, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Rife with experience in senior management positions:

Management member at Leumi Bank, head of Leumi Bank's Banking Division and in charge of all local branch activities for the bank. Senior Deputy CEO of Private and Commercial Banking, and as such in charge of three divisions: Retail, Commercial (Medium Businesses) and Private Banking.

Chairman of Leumi Mortgage Bank's Board of Directors for 23 years. Founder and CEO of Leumi Partners Investment Banking and as such, Chairman of the undersigning company's Board of Directors and Chairman of the research company's Board of Directors. Member of many directorial boards as a representative of Leumi Partners.

2. I have read Articles 226 and 227 of the Companies Law, and I hereby declare that the limitations provided in these articles do not apply to me.
3. I am aware that this statement of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, the agenda of which shall include, *inter alia*, my appointment as a director at the Bank.

In witness whereof, I have hereunto set my hand:

Date: October 31, 2022

Signature: [Avraham Zeldman]

To

Mizrahi Tefahot Bank Ltd (hereinafter: the "**Bank**" or the "**Company**")

Statement of a Director or A Candidate for Service as Director

Pursuant to Article 224B of the Companies Law, 5759-1999 (the "Companies Law")

I, the undersigned, **Ilan Kremer**, bearer of ID No. **059841742**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, *inter alia*, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Education:

B.Sc. in Physics and Computer Science, M.Sc. in Computer Sciences and Ph.D. in Financing.

Professional experience:

Service as a director at the Bank since March 2019.

Professor of Economics and Financing at the Hebrew University since 2011; Professor of Economics at the Warwick University since 2012; Professor of Financing at Stanford University between 2000 and 2012; External consultant at the Bank of Israel's Research Department between August 2014 and March 2019.

2. I have read Articles 226 and 227 of the Companies Law, and I hereby declare that the limitations provided in these articles do not apply to me.
3. I am aware that this statement of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, the agenda of which shall include, *inter alia*, my appointment as a director at the Bank.

In witness whereof, I have hereunto set my hand:

Date: October 31, 2022

Signature: [Ilan Kremer]

Addendum

To

Mizrahi Tefahot Bank Ltd (hereinafter: the "**Bank**" or the "**Company**")

Statement of a Director or A Candidate for Service as Director

Pursuant to Article 224B of the Companies Law, 5759-1999 (the "Companies Law")

I, the undersigned, **Eli Alroy**, bearer of ID No. **050606318**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, inter alia, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Academic education:

B.Sc. in Civil Engineering from the Technion – Israel Institute of Technology, Haifa, Israel, 1974.

M.Sc. from the Stanford University, California, USA, 1982.

Professional experience and Board of Directors membership:

Many years of experience with management, consultancy and service as a director and a Board of Directors chairman at international and public companies in Israel and around the world, along with many years of experience with private investments in the real estate and high-tech sectors, including:

Military service with the Air Force until 1991 (discharged with the rank of Colonel)

CEO of Karden Real Estate Ltd (1992-1997)

Active chairman of the Supervisory Board at Global Trade Center S.A., a company traded on the Warsaw Stock Exchange in Poland (1994-2012)

Director at Shahal Telemedicine Ltd, a company traded on the Swiss Stock Exchange (2015-2016)

Director at Globalworth Real Estate Investment Limited, a company traded on the AIM (London Stock Exchange) (2013-2020)

Member of the O.G. Advisory Committee, which advises private companies in the international OG Group on international activities in real estate, shipping, finance, energy and technology (2013-present)

I have served as a director at other companies, including holdings, infrastructure, real estate and technology companies.

2. I have read Articles 226 and 227 of the Companies Law, and I hereby declare that the limitations provided in these articles do not apply to me.
3. I am aware that this statement of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, the agenda of which shall include, *inter alia*, my appointment as a director at the Bank.

In witness whereof, I have hereunto set my
hand:

Date: November 1, 2022

Signature: [Eli Alroy]

Mizrahi Tefahot Bank Ltd

VOTING PAPER PURSUANT TO THE COMPANIES REGULATIONS

(WRITTEN VOTES AND POSITION PAPERS), 5766-2005

(THE "REGULATIONS")

Part One

1. Company name: **Mizrahi Tefahot Bank Ltd** (hereinafter: the "**Company**" or the "**Bank**").
2. The type of general meeting and the time and place thereof: An annual general meeting of all of the Bank's shareholders (hereinafter: the "**annual meeting**"). The annual meeting shall convene on Wednesday, December 21, 2022, at 15:00, at the Bank's offices, 7 Jabotinsky Street, 13th floor, Ramat Gan. In the absence of a legal counting, the meeting shall be deferred to Wednesday, December 28, 2022, at the same time and place. In regard to the legal counting at the annual meeting and the first deferred meeting, as aforesaid (insofar as one may take place), and in regard to the date and legal counting at a second deferred meeting (insofar as one may take place), see Section 4.2 of the immediate report published by the Bank on November 16, 2022, to which this voting paper is appended (hereinafter: "**Immediate Report**")
3. Details of the issues on the agenda (as detailed in the Immediate Report) which can be voted on through the voting paper:
 - 3.1 Description of the nature of the issue: The reappointment of directors, as detailed in Section 3 of the Immediate Report.
 - 3.2 Text of the proposed resolutions:

To reappoint the following members of the Board of Directors as directors at the Bank:

 - 3.2.1 Moshe Vidman (who serves at the Chairman of the Board of Directors); in accordance with the Supervisor of Banks' confirmation,

his tenure will last until the annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed (i.e. until the annual general meeting to be held in 2023).

3.2.2 Ron Gazit; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

3.2.3 Jonathan Kaplan; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

Mr. Jonathan Kaplan's reappointment is subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto.

3.2.4 Avraham Zeldman; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

3.2.5 Ilan Kremer; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

3.2.6 Eli Alroy; his tenure will last until the third annual general meeting that will be held after the annual general meeting at which his reappointment shall be confirmed.

Mr. Eli Alroy's reappointment is subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto.

3.3 **The principle facts required to understand the matter and additional details:**

3.3.1 With regard to the reappointment of Mr. Moshe Vidman as a director at the Bank, it is of note that he has served as a director at the Bank since August 2010, and as Chairman of the Bank's Board of Directors since December 2012.

On January 18, 2016, the Board of Directors decided that Mr. Vidman's tenure as Chairman of the Board of Directors will be renewed annually for an additional year, all subject to the Supervisor of Banks' confirmation.

Mr. Vidman was evaluated by the Board of Directors as having accounting and financial expertise as well as professional qualifications, both under the Companies Law and under Proper Conduct of Banking Directive no. 301 (hereinafter: "**Directive 301**"), as well as having banking expertise, per its meaning in Directive 301.

According to the policy established by the Bank's Board of Directors, the total (maximum) tenure length of the Chairman of the Board of Directors shall not exceed ten (10) years, unless the Board of Directors has determined otherwise, considering the matter's special circumstances.

In the Board of Directors' assessment, Mr. Vidman has fulfilled his position as the Chairman of the Bank's Board of Directors in a proper manner, and contributed significantly to the work of the Board and its committees. Accordingly, it is the opinion of the Board of Directors that there exist special circumstances, due to which it would be appropriate for Mr. Vidman to continue his tenure as the Chairman of the Bank's Board of Directors, for an additional tenure period (in such manner that his total tenure period as the Chairman of the Board of Directors will exceed ten (10) years), in order for him to continue the contribution of his knowledge and experience and assist the Bank in dealing with the challenges it faces.

Accordingly, the Board of Directors has recommended to reappoint Mr. Vidman as a director at the Bank, who will serve as the Chairman of the Board of Directors at the Bank, for an additional tenure of one (1) year or for a longer period, as the Supervisor of Banks may confirm in this regard.

Further to this, on November 8, 2022, the Bank received the Supervisor of Banks' confirmation, according to which he has no

objection to the reappointment of Mr. Vidman as a director at the Bank and as Chairman of the Board of Directors at the Bank, and that the effect of the confirmation shall be until the annual general meeting that will be held after the Bank's upcoming annual general meeting.

3.3.2 With regard to the reappointment of Messrs. Ron Gazit, Jonathan Kaplan, Avraham Zeldman, Ilan Kremer and Eli Alroy, it is noted that in accordance with the Bank's Articles of Association (as aforesaid in Section 3.2.2), said directors who will be reappointed, as aforesaid, will end their tenure at the end of the third annual general meeting that will be held after the meeting at which their reappointment shall be confirmed.

3.3.3 The Bank has received confirmations from the Supervisor of Banks, according to which he has no objection to the reappointment of Messrs. Ron Gazit, Avraham Zeldman and Ilan Kremer as directors at the Bank.

At the time of this report's publication, the Supervisor of Banks' confirmations of the reappointment of Mr. Jonathan Kaplan and Mr. Eli Alroy have yet to be received.

3.3.4 The outside directors under the Companies Law - Hannah Feur, Gilad Rabinovich, Joseph Fellus and Estery Giloz-Ran - are continuing with their current tenures as directors at the Bank, according to the law.

3.4 With respect to the directors Messrs. Moshe Vidman, Ron Gazit, Jonathan Kaplan, Avraham Zeldman, Ilan Kremer and Eli Alroy, the Bank hereby refers to the details required by Regulation 26 of the Periodic and Immediate Reports Regulations, as included in the Periodic Report for 2021 published by the Bank, in pages 395 through 406 of the Periodic Report (this mention constitutes inclusion by way of reference to all information included in this matter in said report), except with regard to the details of said directors' current and previous occupations (in the last five years), which are brought forth below:

3.4.1 **Mr. Moshe Vidman:**

a. **Current occupation:**

Director and Chairman of the Bank's Board of Directors; member of the Jerusalem Foundation's management board and a member of the Board of Trustees at the Hebrew University in Jerusalem.

b. **Previous occupation (during the last five years, excluding the current occupation):**

Member of the management board at Magnes Press.

3.4.2 **Mr. Ron Gazit:**

a. **Current occupation:**

Director at the Bank and consultant to Tanzanite Capital Ltd.

b. **Previous occupation (during the last five years, excluding the current occupation):**

No additional occupation (except current occupation).

3.4.3 **Mr. Jonathan Kaplan:**

a. **Current occupation:**

Director at the Bank; director at the Central Bottling Company Ltd; director at International Beer Breweries Ltd; director at Villar International Ltd; consultant on managerial and economic issues at various institutions.

b. **Previous occupation (during the last five years, excluding the current occupation):**

Director at Novolog Pharm-Up (1966) Ltd.

3.4.4 **Mr. Avraham Zeldman:**

a. **Current occupation:**

Director at the Bank; Chairman of the Board of Directors at Fox Wizel Ltd; director and CEO at A. Zeldman Management Ltd;

consultant at Polyurethane Ltd; member of the management board at MATI Ra'anana; and member of the management board at Dualis Social Investment Fund.

- b. **Previous occupation (during the last five years, excluding the current occupation):**

Director at Liliyot Group Ltd and director at Liliyot Bakery Ltd

3.4.5 **Mr. Ilan Kremer:**

- a. **Current occupation:**

Director at the Bank; professor of Economics and Financing at the Hebrew University in Jerusalem; and professor of Economics at Warwick University, UK.

- b. **Previous occupation (during the last five years, excluding the current occupation):**

External consultant at the Bank of Israel's Research Department.

3.4.6 **Mr. Eli Alroy:**

- a. **Current occupation:**

Director at the Bank; member of the O.G. Advisory Committee; director at L.Y.N. (Holdings) Ltd; CEO and director at IRAD Investment Ltd; director at L.Y.N. Innovation Ltd; director at L.A.B.M. (Holdings) Ltd; director at L.Y.N. (Investments) HoldCo Ltd; director at L.Y.N. Investments 2021 Ltd; director at L.Y.N.-L.A.B.M. Holdings Ltd; and director at Amkiri Ltd.

- b. **Previous occupation (during the last five years, excluding the current occupation):**

Director at the following companies: Ofer Investments Ltd; Ofer Brothers Holdings (1989) Ltd; Abeer Habar Ltd; O.F.A. Real Estate Investments Ltd (liquidated); Quick Check Ltd; OG Tech Partners Ltd; and Globalworth Real Estate Investment Limited.

- 3.4.7 The candidates nominated to be reappointed as directors, as specified above, have delivered statements to the Bank pursuant to Article 224B(a) of the Companies Law, which are attached to the Immediate Report as **Appendix A**.
- 3.4.8 The directors, Messrs. Moshe Vidman (Chairman of the Board of Directors), Jonathan Kaplan, Avraham Zeldman and Ilan Kremer were evaluated by the Board of Directors as having accounting and financial expertise, per the Companies Regulations (Terms and Conditions for a Director with Accounting and Financial Expertise) 5765-2005 (hereinafter: “**Regulations on Expertise and Eligibility Criteria**”).
- 3.4.9 All directors whose reappointment is hereby being brought forth before the annual meeting were evaluated by the Board of Directors as having professional eligibility, per the Regulations on Expertise and Eligibility Criteria.
- 3.5 For information on the remuneration to be paid to the candidates for reappointment as directors, who are specified above in Section 3.2, as well as the service and employment terms of Mr. Vidman, who serves as the Chairman of the Bank’s Board of Directors, see section 3.8 of the Immediate Report.
- 3.6 For information regarding the entitlement of the candidates for reappointment as directors at the Bank to the exemption, indemnification and insurance of officers, see section 3.9 of the Immediate Report.
- 3.7 Voting on each candidate for tenure as a director, as specified above, will be done separately.
- 3.8 The majority required to pass the resolutions

The majority required at the annual meeting and at a deferred annual meeting to approve the reappointment of each of the directors, as aforesaid in Section 3.2, is an ordinary majority of all shareholders present at the annual meeting, who are entitled to vote and voting thereat, without taking abstaining votes into account.

4. Place and time during which the full text of the proposed resolutions may be perused: The immediate report released by the Bank regarding the convening of the annual meeting and the full text of the proposed resolutions may be perused at the Bank's Offices, 7 Jabotinsky St., Ramat-Gan, Tel: 03-7559720, during standard business hours, until the time scheduled for the meeting, by appointment.
5. Details to the best of the Company's knowledge regarding the candidates for directorial service (reappointment): See Section 3 above, as well as Section 3 of the immediate report.
6. A shareholder may contact the Bank directly to receive the text of the Voting Paper and position papers from it.
7.
 - 7.1 The voting paper shall be valid for an unregistered shareholder (i.e. a person to whom shares are registered with a TASE member, that are also included in the shareholders' register at the registration company) (hereinafter: "Unregistered Shareholder") only if an ownership confirmation is attached thereto, or if such a confirmation has been transferred to the Bank through the electronic voting system.
 - 7.2 The voting paper shall be valid with respect to a shareholder according to Article 177(2) of the Companies Law (i.e. those registered as a shareholder in the Shareholder Registry) (hereinafter: "Registered Shareholder") only if a photocopy of one's identity card, passport or incorporation certificate is attached thereto.
8. The voting paper and the documents which must be attached thereto (hereinafter: "Attached Documents"), as provided in the voting paper, must be produced to the Bank's Offices as follows:
 - 8.1 Unregistered Shareholder: Up to 4 hours prior to the convening of the meeting;
 - 8.2 Registered Shareholder: Up to 6 hours prior to the convening of the meeting.

In this regard, the "time of delivery" shall be the time at which the Voting Paper and the Attached Documents arrive at the Bank's Offices.
9. An Unregistered Shareholder is also entitled to vote through an electronic voting paper, which will be transferred to the Bank through the electronic voting system

(hereinafter: “Electronic Voting System”) up to 6 hours prior to the meeting, at which time the Electronic Voting System will be closed.

10. The Bank’s address for the delivery of voting papers and position papers: The Bank’s Offices at 7 Jabotinsky Street, Ramat-Gan.
 - 10.1 The deadline for the delivery of position papers to the Bank: Up to 10 days before the meeting.
 - 10.2 The deadline for the delivery of the Board of Directors’ response to the position papers: No later than 5 days prior to the date of the meeting.
11. The distribution address of the Israel Securities Authority’s site and the website of the Tel-Aviv Stock Exchange Ltd, on which the voting papers and position papers are located:
 - 11.1 The distribution site of the Israel Securities Authority:
<http://www.magna.isa.gov.il>;
 - 11.2 The Internet site of the Tel-Aviv Stock Exchange Ltd: <http://maya.tase.co.il/>
12.
 - 12.1 A shareholder whose shares are registered with a TASE member may receive the ownership confirmation at a branch of the TASE member or by mail, if he has requested it. A request in this matter shall be given in advance regarding a particular securities account.
 - 12.2 An Unregistered Shareholder may instruct that his ownership confirmation be transferred to the Bank through the Electronic Voting System.
13. An Unregistered Shareholder is entitled to receive by e-mail a link to the voting paper and position papers on the distribution site from the TASE member through which he holds his shares, free of charge, unless he has notified the TASE member that he does not wish to receive such a link, or that he wishes to receive voting papers by regular mail in return for payment; a notice regarding voting papers shall also apply to receiving position papers.
14. One or more shareholders holding shares at a rate which constitutes five percent or more of the total voting rights at the Bank; and likewise, anyone holding such a percentage of the total voting rights that are not held by the Bank’s controlling shareholder, as defined in Article 268 of the Companies Law, may peruse the voting

papers and voting records through the Electronic Voting System that have arrived at the Bank, as detailed in Regulation 10 of the Regulations.

The quantity of shares constituting 5% of the total voting rights at the Bank is:
12,857,433.

The quantity of shares constituting 5% of the total voting rights at the Bank, which are not held by the controlling shareholder, is: 7,510,960.

15. Attention is hereby directed to the instructions of Article 34(a1) of the of the Banking (Licensing) Law 5741-1981, whereby:

“A person shall not make an agreement with another with respect to their vote for the appointment of a director in a banking corporation or in a Bank holding corporation, including with respect to their vote for his termination of office, other than under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply [...] or to a holder of means of control who agrees with another that the other will vote in his name and on his behalf without any discretion, as the said holder of means of control instructs him, provided that if the other holds himself means of control in the banking corporation or in the Bank holding corporation, as the case may be, he shall not vote in the name and on behalf of more than one other holder”.

It arises, *inter alia*, from said instructions, that with respect to the reappointment of Messrs. Moshe Vidman, Ron Gazit, Jonathan Kaplan, Avraham Zeldman, Ilan Kremer and Eli Alroy as directors at the Bank, as aforesaid in Section 3.2, a voting proxy who is also a shareholder at the Bank may vote in the name and on behalf of only one other shareholder, as specified in the aforesaid instructions.

16. Adding an Issue to the Agenda: After the publication of this voting paper, there may be changes to the agenda, including the addition of an issue thereto, and position papers may be published; it will be possible to review the current agenda and published position papers in the Bank’s reports on the distribution site.

One or more shareholder(s) who hold(s) shares representing at least 1% of the voting rights at the annual meeting of the Bank may request the Board of Directors to include an issue on the agenda of the meeting up to 7 days after the meeting’s

summoning, provided that the issue is appropriate for a discussion at the annual meeting.

Should the Board of Directors find that the issue requested to be included on the agenda is appropriate for a discussion at the annual meeting, the Bank shall prepare an updated agenda and an amended voting paper, insofar as this may be required, which will be published 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 the immediate report.

17. A shareholder shall indicate his voting manner regarding the issue on the agenda on the form which is the second part of this voting paper; and in the event that the shareholder is voting by power of attorney (i.e. through an agent), the above details shall be given both to the grantor of the power of attorney and the agent.

Voting Paper – Part Two

Company Name: **Mizrahi Tefahot Bank Ltd** (hereinafter: **“Company”** or **“Bank”**)

Company Address (for delivery of voting papers): Mr. Ofer Horwitz, Bank Secretary and Head of the Bank’s Headquarters, Mizrahi Tefahot Bank Ltd., at 7 Jabotinsky Street, 13th floor, Ramat-Gan 52520.

Company No.: 520000522

Meeting Date: December 21, 2022 at 15:00

Meeting Type: Annual

Effective Date: November 21, 2022

(Hereunto to be filled by the Company)

Shareholder details:

Shareholder name:

Identity number:

If the shareholder does not have an Israeli identification card:

Passport number:

Issuing country:

Valid until:

If the shareholder is a corporation:

Corporation number:

Country of incorporation:

Manner of voting

Number of issue on the agenda, as detailed in the immediate report regarding the convening of the meeting	Manner of voting ¹		
	For	Against	Abstain
3.3.1 (Reappointment of Mr. Moshe Vidman)			
3.3.2 (Reappointment of Mr. Ron Gazit)			
3.3.3 (Reappointment of Mr. Jonathan Kaplan)			
3.3.4 (Reappointment of Mr. Avraham Zeldman)			
3.3.5 (Reappointment of Mr. Ilan Kremer)			
3.3.6 (Reappointment of Mr. Eli Alroy)			

Date

Signature

¹ Failure to mark will be considered as abstaining from a vote on that issue.

For shareholders who hold shares through a TASE member according to Section 177(1) of the Companies Law – this voting paper shall be valid only if accompanied by an ownership conformation, except for events in which the voting is done through the electronic voting system.

For shareholders that are registered in the Company's shareholders registry – this voting paper shall be valid if accompanied with a photocopy of an identity card/a passport/an incorporation certificate.