

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 No.: 520000522

To:	Israel	To:	Tel Aviv	T460	Transmitted
	Securities		Stock	(public)	via
	Authority		Exchange Ltd		MAGNA:
					March 14
					2023
	www.isa.gov.il		www.tase.co.il		Reference:
					2023-01-
					026835

Immediate Report of a Meeting

Regulation 36B (a) and (d) 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 entitled to vote through the system shall receive access details from TASE 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: *March 22 2023*

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 *March 13 2023*

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

to be held on *Wednesday, April 19, 2023, at 14:00*

at the following address *7 Jabotinsky Street (13th floor), Ramat Gam*

3. On the agenda:

Explanation: The numbering of the agenda topics shall be according to the order of their appearance in the meeting's convening report, if attached as a file

Issues/resolution which will be raised at the meeting:

1

The issue/resolution and its details:

Description of the nature of the issue:

Approval of the payment of an additional cash bonus for 2022, to two (2) officers at the Bank, which is not in accordance with the Bank's remuneration policy, as it was last approved by the Bank's general meeting on July 6, 2021 (hereinafter: "remuneration policy").

The proposed resolution:

To approve the payment of an additional cash bonus for 2022, which is not in accordance with the Bank's remuneration policy, in the total sum of ILS 350,000, to each of the following, Ms. Ayala Hakim and Mr. Ofir Morad, who serve as officers at the Bank.

For additional details, see the attached immediate report on the convening of the general meeting.

Approval of an officer's tenure and employment conditions which is not in accordance with the remuneration policy under Article 272(c)(2) of the Companies Law

Notice: A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, [click here](#)

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 not an ordinary majority*

The majority required at the general meeting and at the deferred general meeting is an ordinary majority of the shareholders present at the general meeting, who are entitled to vote and voting thereat, provided that one of the following is fulfilled:

- (1) *The counting of the majority votes at the general meeting will include a majority of the votes of shareholders who are not controlling shareholders at the Bank, nor have any personal interest in the approval of the resolution, who are participating in the vote; abstaining votes will not be taken into account in the counting of the total votes of said shareholders;*
- (2) *The total opposing votes among the shareholders referred to above in SS a. does not exceed two percent (2%) of the total voting rights at the Bank.*

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: [voting paper 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:

___ declaration of the candidate to serve as corporate director

___ declaration of an independent director

___ declaration of an outside director

_____ declaration of a representative's appointment to representation

_____ amended deed of trust

_____ an application to approve a creditors' arrangement under Article 350

_____ other _____

5. The legal counting for holding the meeting:

The legal counting for holding the general 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 *April 24, 2023 at 14:00*, at the following address: *7 Jabotinsky Street, Ramat Gan, 13th floor*

No meeting shall be held in the absence of a legal counting

7. The times and place where any proposed resolution which was not described in full in the above description of the agenda may be perused:

At the bank's offices (tel: 03-7559720), 7 Jabotinsky Street (13th Floor), Ramat Gan, during standard business hours, until the time set for the meeting

Meeting identifier:

Address: 7 Jabotinsky Street, Ramat Gan, Tel: Fax: E-mail:
52520 03-7559207 03-7559913 management@umtb.co.il

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

To:
Tel-Aviv Stock Exchange Ltd
www.tase.co.il

Mizrahi Tefahot Bank Ltd

Re: Immediate report on the convening of a special general meeting

In accordance with the Companies Law, 5759-1999 (hereinafter: “**Companies Law**”); 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; the Companies Regulations (Written Votes and Position Papers) 5766-2005; the Securities Regulations (Periodic and Immediate Reports) 5730-1970 (hereinafter: “**Periodic and Immediate Report Regulations**”); and in accordance with the Remuneration for Officers in Financial Corporations (Special Approval and Non-Deductibility of Expense for Tax Purposes Due to Special Remuneration) Law 5776-2016 (hereinafter: “**Senior Officers’ Wage Law**”), Mizrahi Tefahot Bank Ltd (hereinafter: the “**Bank**”) hereby announces the convening of a special general meeting (hereinafter: “**general meeting**”) on Wednesday, April 19, 2023, at 14:00, at the Bank’s offices, 7 Jabotinsky Street, Ramat Gan, 13th floor.

1. **The issue on the agenda of the general meeting and a summary of the proposed resolution:**

- 1.1 **Description of the nature of the issue:** Approval of the payment of an additional cash bonus for 2022, to two (2) officers at the Bank, which is not in accordance with the Bank’s remuneration policy, as it was (last) approved by the Bank’s general meeting on July 6, 2021 (hereinafter: “**remuneration policy**”). The remuneration policy was attached as Appendix A to the immediate report on the convening of a general meeting, published by the Bank on May 31, 2021 (reference no. 2021-01-093369).

The aforesaid mention of the remuneration policy constitutes inclusion by way of reference to the information included in the remuneration policy, among which is the information included in Articles 2, 5, 6, 7 and 9 of the remuneration policy, which is mentioned below in this report.

- 1.2 **The proposed resolution:** To approve the payment of an additional cash bonus for 2022, which is not in accordance with the Bank’s remuneration policy, in the total sum of ILS 350,000, to each of the following, Ms. Ayala Hakim and Mr. Ofir Morad, who serve as officers at the Bank (hereinafter, jointly: “**officers**”).

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

1.3.1 **Ayala Hakim – Head of Information Technology**

- a. Ms. Ayala Hakim is an officer at the Bank (hereinafter: “**Ms. Hakim**”) who, since July 2013, has served as the Bank’s Head of Information Technology and

as the CEO of the Technology Division of Mizrahi Tefahot Ltd (hereinafter: “**Technology Division**”), which is a subsidiary fully owned by the Bank Ms. Hakim is a manager with extensive experience in the fields of technology; as part of her position in the Bank, Ms. Hakim manages technological risk and is responsible for all information technology processes at the Bank, including information system investment and procurement processes, operation and ongoing support of the Bank’s computer and communication systems, and monitoring and control of emerging risks and threats. In this framework, Ms. Hakim is responsible for, among other things, managing the Bank’s technological communication channels with its customers, managing the core banking systems, and managing the computer infrastructure, data architecture, and information base.

Furthermore, Ms. Hakim served as a director at Union Bank of Israel Ltd. (hereinafter: “**Union Bank**”) from September 2020 until December 29, 2022 (when the merger of Union Bank with and into the Bank was completed) and has served as director at Netzivim Assets & Equipment Ltd since November 2013, and as a director at Mizrahi Tefahot Invest Ltd since January 2023.

- b. Ms. Hakim holds a B.A. in Economics and Political Science (Bar-Ilan University) as well as an MBA (Bar-Ilan University).

1.3.2 Ofir Morad - Head of the Corporate Banking Division

- a. Mr. Ofir Morad (hereinafter: “**Mr. Morad**”) began working at the Bank in 1997 and has been the head of the Bank’s Corporate Banking Division (hereinafter: “**Corporate Banking Division**”) since January 2014. In his previous position, Mr. Morad was the deputy head of the Corporate Banking Division.

Mr. Morad is a senior and valued banker, with extensive experience in the corporate banking field, having over 25 years of experience as a banker and manager within the branching system and the Corporate Banking Division. As part of his position, Mr. Morad handles the Bank’s credit risk, including the Bank’s business credit portfolio.

Under Mr. Morad’s management, the Corporate Banking Division provides, *inter alia*, banking and financial services to the Bank’s business customers in a variety of fields, including the provision of banking and financial services to institutional customers and large corporations, medium business customers (MM), medium and large customers in the construction and real estate sector, clients in the diamond sector, as well as Israeli companies operating abroad

(through the Bank's foreign branches, which are under his management); in addition, the division is responsible for managing the foreign trade section of the Bank.

Moreover, since September 2020, Mr. Morad has served as a director of Yahav Bank for Government Employees Ltd.

- b. Mr. Morad holds a B.A. in Economics and Business Management (Bar-Ilan University) as well as a M.Sc. in Industrial Engineering and Management (Ben Gurion University).

1.3.3 The tenure and employment conditions of the two officers for 2022 include, *inter alia*, fixed and variable remuneration components, as detailed below in Sections 1.3.5 and 1.3.6.

1.3.4 On March 13, 2023, having received the approval of the Remuneration Committee on March 8, 2023, as well as the Chief Executive Officer's recommendation, the Bank's Board of Directors approved the payment of an additional cash bonus in the total sum of ILS 350,000 to each of the two officers, for 2022, which is not in accordance with the remuneration policy (hereinafter: the "**additional cash bonus**"), in addition to the performance-based cash bonus and capital remuneration (option warrants) given to the two officers for 2022 in accordance with the remuneration policy. In this regard, the Remuneration Committee and the Board of Directors noted that it would be appropriate to approve the additional cash bonus for Ms. Hakim and Mr. Morad, due to each of their unique contributions in relation to the special project to merge Union Bank with and into the Bank, as well as the reasons specified below in Section 1.3.10.

It should be noted that half of the additional cash bonus will be paid after the approval of the financial reports for 2022, whereas the other half will be distributed and paid in three equal installments, one year, two years and three years after the payment date of the first half, as aforesaid, and the provisions stipulated in Sections 6.6.2 through 6.6.4 and 6.8 of the remuneration policy will apply in this case, with the necessary changes, as well as the reimbursement provisions established in Sections 6.9 and 6.10 of the remuneration policy;

In this regard, it is hereby clarified that should the employer-employee relations between either of the two officers and the Bank be terminated due to an exceptional cause (as defined by the Remuneration Committee and the Board of Directors), the relevant officer shall not be entitled to any part of the additional cash bonus that was not yet paid to him, *de facto*, at the time at which the employer-employee

relations were terminated or at the time at which he was given the dismissal letter, whichever is earlier.

1.3.5 **Details regarding the tenure and employment conditions of the two officers, in accordance with the Sixth Addendum to the Periodic and Immediate Report Regulations**

Below are details regarding the two officers' remunerations for 2022, according to the conditions of their tenure and employment:

Name	Position ²⁾	Position Scope	Holding percentage of the corporation's capital ¹⁾
Ayala Hakim	Head of Information Technology	100%	--
Ofir Morad	Head of Corporate Banking Division	100%	--

Annual remuneration (In ILS K) for 2022 ³⁾										
To the Two Officers										
(In terms of cost to the Bank)										
	Salary ⁴⁾	Other wage components ⁵⁾	Other		Bonus (incl. the additional cash bonus subject of this report) ⁸⁾		Share-based payment ⁹⁾	Management fees/ Consultation fees/ Commission/ Rent fees	Total remuneration cost ^{10) 11)}	Social benefits under the law ¹²⁾
			Social benefits ⁶⁾	Value of benefits and interest ⁷⁾	Cash bonus according to the remuneration policy ^{8)(a)}	"Additional cash bonus" ^{8)(b)}				
Ayala Hakim	1,094	111	217	94	631	350	600	--	3,097	162
Ofir Morad	1,094	126	179	106	642	350	600	--	3,097	162

Table notes:

- 1) For details regarding each of the two officers' holdings of option warrants issued by the Bank, see the immediate report on "The Holdings Status of Interested Parties and Senior Officers" published by the Bank on January 5, 2023 (reference no. 2023-01-004281)
- 2) (a) Ms. Hakim also serves as the CEO of the Technology Division. In addition, Ms. Hakim served as a director at Union Bank until December 29, 2022.
(b) Mr. Morad also serves as a director at Yahav Bank for Government Employees Ltd.
- 3) The remuneration sums are given in terms of annual cost to the Bank (not including wage tax).

- 4) The (gross) monthly salary of each of the two officers, according to their tenure and employment conditions (as of the date of this report's publication) is in the total sum of ILS 94,229 (the salary is fully linked to increases in the Consumer Price Index).

The sum of the salary specified in the table above does not include social provisions or other benefits.

- 5) These components include the tax gross-up values for a car, mobile phone and home communication expenses, the vacation voucher and its gross-up value (each of the officers is entitled to receive each year a vacation voucher in the customary amount for the Bank's employees), as well as convalescence pay and the tax gross-up for the value of life insurance for Bank employees.

Additional details:

- Car and phone - The Bank provides each of the two officers with a fully equipped company car and a mobile phone, as well as covering home communication expenses, within the conditions outlined in Sections 5.2.1 and 5.2.2 of the remuneration policy.
 - Convalescence pay - Each of the two officers is entitled to 14 days per year of convalescence pay at the customary rate for the Bank's managers.
- 6) (a) Provisions to the study fund, social benefits (above the severance pay and remunerations due under the law), national insurance (employer's share) and annual leave.

Additional details:

Each of the two officers is entitled, under his tenure and employment conditions, to the following remunerations:

- Study fund: The Bank provides to a study fund 7.5% of the monthly salary sum (against deducting 2.5% of the monthly salary and transferring it to a study fund) for each of the two officers.
The bank will disburse the study fund to each of the two officers upon the end of their employment at the Bank.
 - Provisions for a provident fund, pension, and severance pay: The Bank is providing each of the two officers with a budget that shall not exceed 15.83% for provisions for provident funds, pension and severance pay at the Bank's expense, which shall be transferred, fully or partially and as the case may be, to a provident fund (or provident funds) according to the choice of each of the two officers.
The parties adopted the terms of the general approval regarding employer payments to a pension fund and an insurance fund in lieu of severance pay, in accordance with the Severance Pay Law 5723-1963, and the payments will be made in lieu of severance pay, so that no calculation of severance pay or severance payment will be made.
 - Annual leave: Each of the two officers will be entitled to an annual leave of 22 workdays per year (based on a five-day workweek).
 - Sick leave: Each of the two officers will be entitled to 30 calendar days of sick leave per year.
- (b) In accordance with the tenure and employment conditions of each of the two officers, in the event that his employment is terminated under circumstances in which an employee may be dismissed without full or partial severance pay, even if the severance pay was not actually denied, ex gratia, the relevant officer shall not be entitled to an advance notice (which is mentioned below in Section 1.3.6a.) or to the redemption thereof, nor to an adjustment bonus and a retirement Bonus.

7) Car, mobile phone and home communication expenses, holiday gift, life insurance value and interest discount value given to the Bank's employees.

8) Cash bonuses for 2022:

(a) Cash bonus in accordance with the remuneration policy:

In accordance with Section 6.1.1 of the remuneration policy and the remuneration plan approved for the bank's officers in accordance with the remuneration policy (hereinafter: "**remuneration plan**"), the cap of the cash bonus determined for each of the two officers (who is not a "gatekeeper", as this term is defined in Section 2 of the remuneration policy) for the year 2022 is in the total sum of ILS 600,000 plus CPI linkage differences (according to the rate of increase of the known index compared to the index for the month of November 2016). The aforementioned cash bonus is a performance-based reward, the eligibility for which is determined by a weighting of quantitative metrics ("**company-wide**" goals) and qualitative metrics ("**supervisor's discretion**" and "**personal goals**"), as specified in Section 6.5 of the remuneration policy, regarding "other officers" (who are not "gatekeepers").

In accordance with the remuneration policy, personal goals for the year 2022 were defined in advance for each of the two officers, and his eligibility for the cash bonus for the personal goals component was determined based on these goals. In this framework, the following objectives, among others, were defined for each of the two officers:

Ms. Hakim: Goals were defined in connection with the concentration of care in all technological aspects of the special project for the merger of Union Bank with and into the Bank, with an emphasis on account conversion, handling Union Bank's independent computer systems, preservation of Union Bank's historical information, and the appropriate placement of Union – Systems Ltd in the Bank's Technology Division (hereinafter: "**Ms. Hakim's merger objectives**"). Furthermore, within the framework of the personal goals defined for Ms. Hakim, as aforesaid, objectives pertaining to the management of current activities were included, including human capital, compliance and control, and objectives related to new activity transferred from Union Bank.

Mr. Morad: Goals were established in connection with the process of converting customers from Union Bank to Mizrahi Tefahot Bank Ltd, as well as in connection with maintaining the scope of Union Bank's assets while expanding activity with customers, including those with whom the bank had not previously worked (hereinafter: "**Mr. Morad's merger objectives**"). Furthermore, within the framework of the personal goals defined for Mr. Morad, as aforesaid, objectives pertaining to the management of current activities were included, including reinforcing the Bank's position in the business field, while strengthening cooperation with the Bank's foreign branches, as well as in connection with the digital field, revenue growth, development and optimization of credit granting capabilities, human capital, compliance and control.

In accordance with the remuneration policy and the remuneration plan:

(1) The total cash bonus to which Ms. Hakim is entitled for the year 2022, based on quantitative metrics, is approximately ILS 196,386; additionally, in accordance with the decision of the Board of Directors (after receiving the approval of the Remuneration Committee), the total cash bonus to which Ms. Hakim is entitled for the year 2022, based on the "supervisor's discretion" metric, is approximately ILS 288,033; and approximately ILS 170,201 based on the "personal goals" metric (which includes, *inter alia*, Ms. Hakim's merger objectives, as detailed above); however, due to the deviation of Ms. Hakim's

total remuneration for 2022 from the cap established in Article 2(a) of the Senior Officers' Wage Law, the cash bonus to which Ms. Hakim is entitled for 2022 was reduced and was set at a total of ILS 631,462 (in lieu of ILS 654,620).

- (2) The total cash bonus to which Mr. Morad is entitled for the year 2022, based on quantitative metrics, is approximately ILS 196,386; additionally, in accordance with the decision of the Board of Directors (after receiving the approval of the Remuneration Committee), the total cash bonus to which Mr. Morad is entitled for the year 2022, based on the "supervisor's discretion" metric, is approximately ILS 288,033; and approximately ILS 170,201 based on the "personal goals" metric (which includes, *inter alia*, Mr. Morad's merger objectives, as detailed above); however, due to the deviation of Mr. Morad's total remuneration for 2022 from the cap established in Article 2(a) of the Senior Officers' Wage Law, the cash bonus to which Mr. Morad is entitled for 2022 was reduced and was set at a total of ILS 642,311 (in lieu of ILS 654,620).

The sum indicated in the table above is the total bonus received by each of the two officers for the year 2022 under the remuneration policy.

For the additional cash bonus (for the merger objectives of each of the two officers), see Note no. 8)(b) to this table below.

- (b) Additional cash bonus:

On March 13, 2023, the Board of Directors (having received the approval of the Remuneration Committee) approved the additional cash bonus sum for each of the two officers for the year 2022, due to the merger objectives defined for each of them (as detailed above in SS (a) of this table).

- 9) Furthermore, in accordance with the remuneration policy and the outline of the offer for employees, published by the Bank on July 26, 2021, reference no. 2021-01-122745 (hereinafter: the "outline"), the Bank granted performance-based option warrants to employees of the Bank and employees of the Bank's subsidiaries, including the two officers at the Bank, for the year 2022; within this framework, the Bank granted A option warrants to Bank officers who are not gatekeepers, including the two officers, for the year 2022. Within this framework, each of the two officers were issued with 45,180 A option warrants (for the year 2022). The fair value of the option warrants issued for each of the two officers as of the day the Board of Directors approved the issuance according to the outline is ILS 600,000, as detailed in Section 2 (including Section 2.5.2) of the outline and also in Section 2.7 of the Bank's immediate report published on May 24, 2022, reference no. 2022-01-063424; it should be noted in this regard that the aforementioned option warrants constitute variable remuneration, based on performance, and the officers' eligibility to receive them was determined based on a weighting of the quantitative metrics (i.e. "company-wide" goals) as well as the "personal goals" metric (which includes, *inter alia*, the merger objectives defined for each of the two officers), as mentioned above in section 8)(a) of this table.

According to the terms of the outline, the amount of option warrants that each of the two officers is entitled to (*de facto*) for the year 2022, according to the quantitative metrics, is 24,849 option warrants; additionally, according to the terms of the outline and in accordance with the Board of Directors' decision (after receiving the Remuneration Committee's approval), the amount of option warrants that each of the two officers is entitled to (*de facto*) for the year 2022, according to the "personal goals" metric, as aforesaid, is 20,331 option warrants.

The sums specified in the table above represent the total fair value of the option warrants to which each of the two officers is entitled (*de facto*), calculated by multiplying the fair value of each (individual) option warrant by the number of warrants to which each of the two officers is entitled.

- ¹⁰⁾ Not including social benefits under the law.
- ¹¹⁾ The remuneration cost includes the sum of the additional cash bonus.
- ¹²⁾ Provisions to a pension fund and executive insurance, at the expense of the Bank, for the year 2022; in this regard, it is noted that these provisions will not be taken into account for the purpose of calculating the total remuneration which the Bank may pay each of the officers under the Senior Officers' Wage Law, including according to Article 2(b) of the aforesaid law.

1.3.6 **Below are additional details regarding the principle tenure and employment conditions to which the two officers are entitled, which were not specified above in Section 1.3.5:**

- a. The employment agreement of each of the two officers is for an indefinite period, and each of the parties may terminate the engagement, at any time and for any reason, with 6 months' advance notice, under the conditions specified in Section 9.1 of the remuneration policy.
- b. Both officers and their family members are entitled to benefits in connection with banking services, in a manner similar to other Bank employees, in accordance with that which is established in the Bank's procedures.
- c. Each of the two officers is entitled to a reimbursement of expenses related to the fulfillment of his position, including on-duty accommodation expenses, as is customary at the Bank (no cap has been determined for the total reimbursement sum, as aforesaid). Likewise, the Bank shall bear expenses due to newspapers, professional literature, professional training, education and membership fees for professional societies; and finance medical insurance, periodic medical examinations, holiday gifts and team-building days and so on for each of the two officers, as customary at the Bank.
- d. Each of the two officers is entitled to the Bank's participation in a collective (risk only) life insurance policy.
- e. (1) Each of the two officers is entitled to an anti-competition adjustment bonus in the total sum of 6 monthly salaries (without provisions to social benefits) under the conditions established in each of their tenure and employment conditions (hereinafter: "**adjustment bonus**"). Half of the adjustment bonus, in the sum of three (3) monthly salaries, shall be considered part of the fixed remuneration of each of the two officers, whereas the other half of the adjustment bonus, in the sum of three (3) monthly salaries, shall be considered part of the variable remuneration

(per the definition in Section 2 of remuneration policy); the cost of the adjustment bonus was fully provided in the Bank's financial reports. In this regard, it is noted that the adjustment bonus for the end of the transitory period established in the Senior Officers' Wage Law, i.e. for October 12, 2016 (hereinafter: "**End of the Transitory Period**") was fully provided in the Bank's financial reports prior to the End of the Transitory Period.

In accordance with the conditions of the employment agreement of each of the two officers:

- The adjustment bonus will be paid in full to Ms. Hakim near the termination date of employer-employee relations. It is hereby clarified that the reimbursement provisions specified in Section 1.3.6g.(1) below will apply to the part of the adjustment bonus that constitutes variable remuneration, but the reimbursement provisions established in Section 6.10 of the remuneration policy will not apply (as detailed in section 1.3.8c.(1) below).
 - Half of the adjustment bonus sum will be paid to Mr. Morad near the termination date of employer-employee relations, while the remaining half will be distributed and paid as follows: 50% of the sum of the second half shall be paid near the termination date of employer-employee relations, whereas the balance (which will be linked to the Consumer Price Index) will be paid in three equal annual installments, after 12, 24, and 36 months from the date of termination of the employee-employer relations; it is hereby clarified, that with regard to the part of the adjustment bonus that is in the form of variable remuneration, the reimbursement provisions specified in sections 1.3.6g.(1) and (2) below will apply.
- (2) Each of the two officers is entitled to a retirement bonus, under the conditions established in his tenure and employment conditions, in a sum equal to 150% of the last monthly salary for December 2016, multiplied by the number of his years of employment at the Bank until the end of 2016. The retirement bonus constitutes variable remuneration (as defined in Section 2 of the remuneration policy); the cost of the retirement bonus accrued for each of the two officers until the end of 2016, as aforesaid, was fully provided in the Bank's financial reports prior to the End of the Transitory Period (i.e. before October 12, 2016). The Remuneration

Committee and the Board of Directors are entitled to reduce the retirement bonus, taking into account the Bank's performance during the employment years of each of the two officers, as the case may be, his contribution to the achievement of the Bank's goals and the circumstances of his retirement.

In accordance with the conditions of the employment agreement:

- The retirement bonus will be paid to Ms. Hakim, in full, near the termination date of the employee-employer relations (as detailed in Section 1.3.8d. below), and the reimbursement provisions as detailed in Section 1.3.6g.(1) and (2) below will apply to this matter.
- The retirement bonus will be paid to Mr. Morad in accordance with the distribution instructions established in section 9.4 of the remuneration policy, and the reimbursement provisions will apply to this matter, as detailed in Section 1.3.6g.(1) and (2) below.

It is noted that the cost of the adjustment bonus and the retirement bonus that were accrued in the past and fully provided in the Bank's financial reports prior to October 12, 2016, as aforesaid, will not be taken into account for the purpose of calculating the total remuneration which the Bank may pay to each of the two officers under the Senior Officers' Wage Law, including under Article 2(b) of said law.

- f. Each of the two officers is entitled to officers' exemption, indemnification and insurance, as is customary at the Bank, from time to time.

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).

On the subject of the engagement in the (current) policy (valid until March 31, 2023) 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).

- g. (1) In accordance with their tenure and employment conditions, each of the two officers shall reimburse the Bank, including by way of offsetting,

with any sum paid to him under the employment agreement, within sixty (60) days, if he was paid on the basis of figures that turned out to be erroneous and were restated in the Bank's (consolidated) financial reports during the three (3) years following the end of the bonus year in respect of which the payment was made; and no later than three (3) years from the termination date of the employer-employee relations between each of the two officers and the Bank, as the case may be.

- (2) Without derogating from the aforesaid, the reimbursement provisions with respect to a variable remuneration, set forth in Section 6.10 of the remuneration policy, shall apply in the matter of a variable remuneration's reimbursement by each of the two officers. This is subject to the transitory instructions established in this regard by the Supervisor of Banks, as stated in the note to Section 6.10 of the remuneration policy. According to Ms. Hakim's tenure and employment conditions, it was determined that the said reimbursement provisions shall not apply, as aforesaid, to half of the adjustment bonus, which is variable remuneration.
- h. In accordance with the remuneration policy and according to the tenure and employment conditions of each of the two officers, total annual remuneration of each of them (not including provision for severance pay and provision for provident funds, according to law) shall not, in any case, exceed the cap established in Article 2(a) of the Senior Officers' Wage Law; it is further determined that if and to the extent that the total annual remuneration of any of them, for any given year, exceeds the said cap (hereinafter, in this section – **"the excess"**), the amount of the excess will be deducted, first, from the amount of the cash bonus to which he will be entitled (to the extent that he is entitled) for that year, and in as much as a balance may be left, it will be deducted from the fixed remuneration for that year.

Despite the aforesaid, on March 13, 2023, having received the approval of the Remuneration Committee, the Bank's Board of Directors approved the payment of an additional cash bonus to each of the two officers, not in accordance with the remuneration policy, in addition to the cash bonus and capital remuneration (option warrants) given to each of them for 2022 in accordance with the remuneration policy, and in a manner so that each of their annual remuneration total shall exceed the cap established in Article 2(a) of the

Senior Officers' Wage Law, all as detailed in this report and due to the reasons specified in Section 1.3.10 below.

- i. As part of the tenure and employment conditions, each of the two officers undertook, among other things, that during the period of his employment at the Bank, as well as for a period of six (6) months from the termination date of the employment relationship between him and the Bank, he will not work, either as an salaried employee, as a freelancer, as a consultant or in any other way, either directly or indirectly, as part of or on behalf of any entity that competes with the Bank's activities and/or with the activities of any of its subsidiaries and/or its sister companies in Israel and/or abroad, unless he received a work permit as mentioned, in writing and in advance, from the Bank's CEO, subject to the *de facto* payment of the adjustment bonus, as detailed in the employment agreement. Without derogating from the generality of the aforesaid, each of the two officers undertook that during his employment and after his employment at the Bank, he will not give any person, who is not involved with the matter, any information related, among other things, to the Bank's activities and/or its plans and/or businesses and/or in relation to its customers and/or in relation to other parties (as detailed in the employment agreement), and will not make any personal use of said information.

1.3.7 The ratio between the cost of the maximum remuneration for each of the two officers, plus the additional cash bonus, and the cost of the average and median remuneration of the rest of the Bank's employees

The ratio between the cost of the maximum remuneration for each of the two officers, according to the employment agreement⁽¹⁾, plus the additional cash bonus, and the cost of the average or median remuneration of the rest of the Bank's employees, including the employees of the Bank's fully-controlled subsidiaries and including contracted employees (hereinafter, jointly: "**Bank employees**")⁽²⁾ is as follows:

(In this report, "**contracted employees**" is as this term is defined in the first addendum to the Companies Law)

	The ratio between the cost of the maximum monthly remuneration of each of the two officers, plus the additional cash bonus, and the monthly average remuneration of Bank employees	The ratio between the cost of the maximum monthly remuneration of each of the two officers, plus the additional cash bonus, and the monthly median remuneration of Bank employees
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Ayala Hakim	6.9	8.6
Ofir Morad	6.9	8.6

(1) The amounts were calculated according to the monthly average of the annual data of the maximum remuneration for each of the two officers, in accordance with their employment agreement, including the performance-based remuneration – i.e., the cap of the (maximum) cash bonus as well as the fair value of the option warrants issued to each of the two officers, in accordance with the remuneration policy, for the year 2022 (as calculated on the day of the Board of Directors' resolution to approve the issuance of the option warrants), plus the additional cash bonus, for the year 2022, which is brought to the general meeting's approval according to this report.

It is hereby clarified that the adjustment bonus to which each of the two officers is entitled under the terms of his employment (which was previously set aside in the Bank's financial reports) was not included in the aforementioned amounts.

(2) The total remuneration, average or median, of the rest of the Bank employees was calculated based on the monthly average of the annual data on the total remuneration of Bank employees for 2022, including cash bonuses that were paid in 2022 and including the fair value of option warrants issued to the rest of the employees, as calculated on the date of the Board of Directors' decision to approve the issuance of the option warrants for 2022; with respect to employees who were employed part-time, or who were only employed for part of 2022, the remuneration was calculated in a manner so as to reflect remuneration for a full-time yearly position.

1.3.8 Remuneration components for each of the two officers, which are considered (or may be considered) as remuneration components that are not in accordance with the remuneration policy

The tenure and employment conditions of each of the two officers were determined in accordance with the remuneration policy, subject to the following:

a. The additional cash bonus for the two officers:

The additional cash bonus was approved by the Remuneration Committee and the Board of Directors (after receiving the recommendation of the Bank's Chief Executive Officer), not in accordance with the remuneration policy.

In the opinion of the Remuneration Committee and the Board of Directors, it would be appropriate to approve the additional cash bonus for each of the two officers, due to his unique contribution in relation to the special project to

merge Union Bank with and into the Bank, as well as the reasons specified in Section 1.3.10 below. This is in addition to the cash bonus and capital remuneration (option warrants) given to each of the two officers due to the “personal goals” metric (which, as aforesaid, includes the merger objectives, among other things, as detailed in Notes 8)(a) and 9 to the table in Section 1.3.5 above.

b. The remuneration cap under the Senior Officers’ Wage Law:

In accordance with the remuneration policy, the total annual remuneration (not including provision for severance and provision to provident funds, as required by law) of either of the two officers at the Bank (who are not the CEO or directors) shall not, in any case, exceed the cap established in Article 2(a) of the Senior Officers’ Wage Law, i.e. a sum of ILS 2.5 million per year, linked to the Consumer Price Index, as of the date of the Senior Officers’ Wage Law’s publication (April 12, 2016) and onwards, all as detailed in Section 7.4 of the remuneration policy. As of the publication date of this report, the total of the aforementioned cap (including linkage differentials) is approximately ILS 2,746 thousand.

The total annual remuneration that will be paid to each of the two officers following the approval of the additional cash bonus will exceed the cap established in Article 2(a) of the Senior Officers’ Wage Law.

Therefore, the payment of the additional cash bonus (to each of the two officers) is subject to receiving the approval of the general meeting, in accordance with Article 2 of the Senior Officers’ Wage Law (in addition to the approval from the general meeting required in accordance with the provisions of the Companies Law, due to the approval of the additional cash bonus which is not in accordance with the remuneration policy).

In this regard, it should be noted that as of the date of this report’s approval, the total maximum (annual) remuneration that the Bank may pay (subject to obtaining the approvals required by law) to each of the two officers, according to Article 2(b) of the Senior Officers’ Wage Law, is approximately ILS 3,923 Thousand per year¹.

¹ A. In this matter, it should be noted that the lowest remuneration, per the cost of a full-time position, which the Bank paid directly or indirectly to an employee of the Bank, including an employee of a manpower contractor that the Bank is his de facto employer, and a service contractor’s employee who is employed as a service provider at the Bank, in the year that preceded the date of the Board of Directors’ approval of the additional cash bonus, with respect to Article 2(b) of the Senior Officers’ Wage Law, was approx. ILS 112,085 (not including due provision to severance and provident funds, as required by law).

c. The adjustment bonus to each of the two officers:

In accordance with Section 9.2.3 of the remuneration policy, the entitlement to an adjustment bonus will accrue during the first two (2) tenure years of an officer (who is not a director or the CEO); half of the adjustment bonus, in the total sum of three (3) salaries, will be considered as part of the fixed remuneration for officers and paid near to the termination date of the employee-employer relations, while the other half of the adjustment bonus (in the total of three (3) salaries) will be considered as part of the variable remuneration for the officers, and the distribution provisions stipulated in Section 9.4 of the remuneration policy will apply.

(1) Ms. Hakim:

As detailed in Section 1.3.6e.(1) above, Ms. Hakim is entitled to an adjustment bonus (according to the conditions of her employment) in the sum of 6 monthly salaries (without social benefits), as of the seventh month of her employment. In this regard, it should be noted that in practice, the eligibility conditions detailed in the remuneration policy (as specified above) are met with regard to Ms. Hakim; Likewise, according to the conditions of her employment, the adjustment bonus will be paid in full to Ms. Hakim near the termination date of the employee-employer relations (and shall not be distributed), neither will the reimbursement provisions established in Section 6.10 of the remuneration policy apply with regard to the adjustment bonus; this is in accordance with the “transitory provisions” established for this matter by the Supervisor of Banks regarding the non-impairment of previously accrued rights.

(2) Mr. Morad:

As detailed in Section 1.3.6e.(1) above, Mr. Morad is entitled to an adjustment bonus (according to the conditions of his employment) in the sum of 6 monthly salaries (without social benefits); in this regard, it is stipulated in Mr. Morad’s employment agreement that should his employment as an officer at the Bank end before December 31, 2015, the Bank shall then pay Mr. Morad an adjustment bonus in the sum of

In this matter, “Manpower contractor”, “Service contractor” and “de facto employer” are per their meaning in the Senior Officers’ Wage Law.

B. For the purpose of calculating the total remuneration which the Bank may pay under the Senior Officers’ Wage Law, including under Article 2(b) of said law, a remuneration that the expenditure for which is not predicted according to the standard accounting rules will not be taken into account, nor will provision to severance and provision to provident funds according to the law.

only 3 monthly salaries. In this regard, it should be noted that in practice, the eligibility conditions detailed in the remuneration policy (as specified above) are met with regard to Mr. Morad.

d. The retirement bonus accrued for Ms. Hakim until the end of 2016 (according to her employment conditions):

In accordance with the remuneration policy, an officer who is not a CEO or a director is entitled to a retirement bonus accumulated for the period up to December 31, 2016, in a sum equal to 150% of the salary sum for the month of December 2016 multiplied by the number of his employment years at the Bank until the end of 2016.

The remuneration policy also stipulates that the retirement bonuses, as mentioned above, will be considered variable remuneration, and will be paid to the aforementioned officers, according to their conditions, near the termination date of the employee-employer relations between them and the Bank, in which case the provisions regarding the distribution of the retirement bonus will apply, as well as the other conditions stipulated in Section 9.4 of the remuneration policy.

In this case, Ms. Hakim is entitled to a retirement bonus (according to the conditions of her employment) in a sum equal to 150% of the salary sum for the month of December 2016 multiplied by the number of her employment years at the Bank until the end of 2016 (as specified in section 1.3.6e.(2) above); the retirement bonus accrued for Ms. Hakim until the end of 2016, as mentioned above, will be paid in full, near the end of the employee-employer relationship²; That is to say, the distribution provisions established in section 9.4 of the remuneration policy will not apply to her.

It should be noted that the cost of the retirement bonus accrued for Ms. Hakim (according to the conditions of her employment) until the end of 2016, was provided for in full in the Bank's financial reports, before the End of the Transitory Period.

1.3.9 The manner in which the additional cash bonus was approved, the approval date and the information brought in this regard before the Remuneration Committee and the Board of Directors

² In accordance with the retirement bonus rights of officers, who are not directors, who served in the Bank before June 3, 2013 (as well as Ms. Hakim), according to the "transitory provisions" established for this matter by the Supervisor of Banks (in the proper conduct of banking business directives or according to the Supervisor of Banks' approval), regarding the non-impairment of previously accrued rights (see in this regard, Footnote 25 to Section 9.3.2 of the remuneration policy).

- a. On March 13, 2023, having received the approval of the Remuneration Committee on March 8, 2023, as well as the Chief Executive Officer's recommendation, the Bank's Board of Directors approved the payment of an additional cash bonus to the two officers, as detailed above in this report. The aforesaid decision was unanimously accepted by all members of the Remuneration Committee who had participated in the meeting on March 8, 2023, as well as all members of the Board of Directors who had participated in the meeting on March 13, 2023.

To the best of the Bank's knowledge, the directors of the Bank have no personal interest in the resolution to approve the payment of the additional cash bonus.

- b. The following documents and information, *inter alia*, were presented to the Remuneration Committee and the Board of Directors:
- (1) The remuneration policy for officers at the Bank, as well as the remuneration plan approved for officers at the Bank under the remuneration policy.
 - (2) The principles of the two officers' tenure and employment conditions.
 - (3) Data regarding the tenure and employment conditions of the rest of the officers at the Bank (except for the Chief Executive Officer of the Bank and the directors at the Bank).
 - (4) Data regarding the ratio between the cost of the two officers' maximum remuneration, plus the additional cash bonus, and the cost of the average or median remuneration for the rest of the Bank's employees, including the employees of the Bank's fully-controlled subsidiaries and including contracted employees.
 - (5) Data comparing the remuneration of the two officers to the remuneration of officers at the four other major banks.
 - (6) Data regarding the calculation of the remuneration cap permitted under Articles 2(a) and 2(b) of the Senior Officers' Wage Law, including the sum of the expenditure due to the lowest remuneration which the Bank has paid to an employee (including a contracted employee) in the year preceding the approval date of the additional cash bonus.
 - (7) The reasons of the Chief Executive Officer of the Bank for approving the additional cash bonus's payment to the two officers.

- (8) The Remuneration of Officers of Financial Institutions (Special Approval and Limitations on Expenses on account of Extraordinary Remuneration), 5776-2016.
- (9) Proper Conduct of Banking Directive No. 301A on the matter of remuneration policies at banking corporations.

1.3.10 The reasons of the Remuneration Committee and the Board of Directors for approving the payment of the additional cash bonus

Below are the reasons of the Chief Executive Officer for approving the payment of the additional cash bonus, as adopted by the Remuneration Committee and the Board of Directors:

- a. The tenure and employment conditions of each of the two officers were determined in accordance with the remuneration policy, subject to what is specified in section 1.3.8 above; this is taking into account, among other things, the provisions set forth in this matter in the Senior Officers' Wage Law and the directives of the Supervisor of Banks.
- b. The performance-based remuneration: the cash bonus and the capital remuneration (the option warrants) awarded to each of the two officers for the year 2022 were determined using the remuneration policy criteria, as with other officers in the Bank who are not gatekeepers.
- c. The total remuneration to be paid to each of the two officers for 2022, based on the conditions of his employment (excluding provision for compensation and provision for provident funds), and including the performance-based remuneration (the cash bonus and the capital remuneration, without the additional cash bonus) does not exceed the remuneration cap set forth in Article 2(a) of the Senior Officers' Wage Law (ILS 2.5 million, plus linkage differences, as stated in Section 1.3.8b. above).
- d. The Remuneration Committee and the Board of Directors are of the opinion that it is appropriate to approve an additional cash bonus for each of the two officers in respect of the merger goals set with regard to it, which are part of the "personal goals" metric set in advance for each of them for the year 2022; this is in addition to the cash bonus and capital remuneration (option warrants) given to each of the two officers in accordance with the remuneration policy due to the "personal goals" metric (which, as aforesaid, includes the merger objectives, among other things, as detailed in Notes 8)(a) and 9 to the table in Section 1.3.5 above).

In this regard, it should be noted that this is a merger procedure which began after the Bank purchased Union Bank's shares in September 2020 and was completed successfully at the end of 2022. The merger was carried out in an unusual manner, relying not only on customary technological means, but also on the cooperation of the bankers and the consent of customers for the purpose of their conversion.

Both officers made a one-of-a-kind contribution to the special project for the merger of Union Bank with and into the Bank, which included, among other things, the following:

(1) Ms. Ayala Hakim expertly, thoroughly and with great diligence handled all of the technological aspects, as aforesaid, while finding unique solutions to the difficult, complex and unusual technological issues that arose during the concentration of handling the subject of the merger; all this was done while adhering to the timetables set for the completion of the merger process. As such, Ms. Hakim became a significant and central factor in the merger process, making a decisive contribution to its execution and technological successful completion.

(2) Mr. Ofir Morad professionally, efficiently, expertly, and with great success handled aspects in connection with the process of converting business customers from Union Bank to the Bank, as well as in connection with maintaining the scope of the assets transferred from Union Bank, while expanding and deepening activity with customers, including those with whom the Bank had not previously worked. The transfer of these customers to the Bank was done in a unique way, other than through a technological venture, in a professional manner and through personal contact, having obtained the customers' consent and maintaining a continuous dialogue with them .

As such, Mr. Morad became a significant and central factor in the merger process, and his contribution to its execution was decisive.

e. It should be noted that while the maximum variable remuneration approved for each of the two officers for the year 2022, plus the additional cash bonus, is higher than 85% of each of their fixed remuneration for the year 2022 (which is set in the remuneration policy as the maximum rate, under non-exceptional conditions), but lower than 170% (which is stipulated in the remuneration policy regarding exceptional conditions, as in our case). This is considering, *inter alia*, the special circumstances of the case, including the unique

contribution of each of the two officers in relation to the special project for the merger of Union Bank with and into the Bank.

- f. During the discussions, the directors were presented with data regarding the ratio between the cost of the remuneration for each of the two officers (including the additional cash bonus) and the cost of the average and median salaries of the employees of the Bank and subsidiaries fully controlled by the Bank, including contracted employees employed by them.

With respect to the effect of the gaps between the aforesaid remuneration costs on work relations at the Bank, the Remuneration Committee and the Board of Directors are of the opinion that the aforesaid ratios are reasonable and that they do not impair work relations at the Bank, due *inter alia* to the difference between the roles and responsibilities of each of the two officers relative to those of the rest of the employees and with attention to the unique contribution of each of the two officers to the special project for the merger of Union Bank with and into the Bank.

- g. In addition, regarding the approval of the payment of the additional cash bonus to each of the two officers, the Remuneration Committee and the Board of Directors opined that, since the expense due to salary cost that the Bank will bear, directly or indirectly, in the tax year for each of the two officers will exceed “payment cap”, as defined in Article 4 of the Senior Officers’ Wage Law, the additional cash bonus will not be recognized as a deductible expense for the Bank, in accordance with the provisions of Article 4 of the said law. The Remuneration Committee and the Board of Directors are of the opinion that the sum which will not be recognized as a deductible expense, as described above, is negligible from the Bank’s perspective.

- h. With attention the aforesaid and given the totality of the information and considerations examined in this regard, the Remuneration Committee and the Board of Directors are of the opinion, that the payment of the additional cash bonus to each of the two officers and brought forth for approval, is acceptable and reasonable under the circumstances. This is given the unique contribution of each of the two officers to the special project for the merger of Union Bank with and into the Bank, and with attention, *inter alia*, to the scope of the Bank’s activities, the complexity, and the great responsibility assigned to each of the two officers by virtue of their position, as described above. Moreover, the approval of the payment of the additional cash bonus is intended to promote the Bank’s welfare and to provide each of the two officers with an appropriate and

proper incentive to continue working with a long-term perspective to achieve its goals, considering the Bank's risk management policy, among other factors.

1.3.11 The majority required to pass the resolution

The majority required at the general meeting and at a deferred general meeting to approve the payment of an additional cash bonus for 2022 to each of the two officers, as aforesaid in Section 1.2, is an ordinary majority of all shareholders present at the general meeting, who are entitled to vote and voting thereat, provided that one of the following is fulfilled:

- a. The counting of the majority votes at the general meeting will include a majority of the votes of shareholders who are not controlling shareholders at the Bank, nor have any personal interest in the approval of the resolution, who are participating in the vote; abstaining votes will not be taken into account in the counting of the total votes of said shareholders;
- b. The total opposing votes among the shareholders referred to above in SS a. does not exceed two percent (2%) of the total voting rights at the Bank.

A shareholder participating in the voting shall notify the Bank prior to his voting; and if the vote is through a voting paper, shall mark in the designated place in Part B of the voting paper, which is attached as **Appendix A** to this immediate report, whether he is considered to be a controlling shareholder at the Bank or anyone on his behalf, or has a personal interest in the approval of the resolution, and also describe the relevant connection, if any. Should a shareholder fail to notify or mark as aforesaid, or if he has marked and not provided a description as aforesaid, his vote shall not be counted.

In this report, "**personal interest**": an individual's personal interest in any activity or transaction of a company, including the personal interest of his relative and another corporation wherein he or his relative are interested parties, and excluding personal interest arising from the very fact of holding shares at the company, including the personal interest of an individual voting by power of attorney granted to him by another individual, even if the other person has no personal interest; likewise, the vote of an individual who has been granted power of attorney to vote on behalf of an individual who has personal interest shall be considered a vote by the holder of the personal interest, whether the discretion of the vote is that of the voter or not.

Despite the aforesaid, the Remuneration Committee and the Bank's Board of Directors thereafter shall be entitled to approve the payment of an additional cash bonus for 2022 to each of the two officers, as aforesaid in Section 1.2, even if the

general meeting opposed its approval, provided that the Remuneration Committee and thereafter, the Bank's Board of Directors will have decided so based on detailed arguments and having re-discussed and reviewed, *inter alia*, during the said discussion, the general meeting's opposition.

It is hereby clarified that the Bank is not a "public first-tier subsidiary", as defined in Article 267a of the Companies Law.

1.3.12 **The identity of the Bank's controlling shareholders and the rights which grant them control**

For details regarding the identity of the Bank's controlling shareholders and the rights which grant them control of the Bank, including their holdings of voting rights and the Bank's issued and outstanding capital, as well as the voting agreements to which they are party, regarding the voting rights at the Bank, see the notes regarding holders 1 through 3 in the immediate report on "The Holdings Status of Interested Parties and Senior Officers", published by the Bank on January 5, 2023 (reference no. 2023-01-004281). This mention constitutes inclusion via reference to all information specified in said notes with respect to holders 1 through 3 of the status report

2. **Names of the directors that had participated in the discussions of the Remuneration Committee and the Board of Directors**

The names of the directors that had participated in the discussions of the Remuneration Committee and the Board of Directors regarding the resolution detailed above in Section 1.2, which is on the general meeting's agenda:

2.1 The following directors participated in the Remuneration Committee meeting on March 8, 2023: Ms. Hanna Feuer (outside director); Mr. Gilad Rabinovich (outside director); Mr. Joseph Fellus (outside director); and Ms. Estery Giloz-Ran (outside director).

2.2 The following directors participated in the Board of Directors meeting on March 13, 2023: Mr. Moshe Vidman, chairman; Mr. Gilad Rabinovich (outside director); Ms. Hanna Feuer (outside director); Mr. Joseph Fellus (outside director); Mr. Ron Gazit; Mr. Avraham Zeldman; Mr. Jonathan Kaplan; Mr. Ilan Kremer; Mr. Eli Alroy; and Ms. Estery Giloz-Ran (outside director).

3. **Location and time of the meeting's convening**

3.1 The general meeting will convene on Wednesday, April 19, 2023, at 14:00, at the Bank's offices, 7 Jabotinsky St., Ramat-Gan, 13th floor (hereinafter: "**Bank's Offices**").

The date for determining the entitlement of shareholders to vote at the general meeting, as stated in Article 182 of the Companies Law, shall be March 22, 2023 (hereinafter: "**effective date**").

3.2 The legal counting for holding the general meeting will be constituted upon the presence, in person or by proxy, of two shareholders with at least twenty-five percent (25%) of the voting

rights, within half an hour from the time scheduled for the beginning of the meeting. Should a legal counting not be present for the general meeting at the end of half an hour from the time scheduled for the beginning of the meeting, the meeting shall be postponed to April 24, 2023 at 14:00 (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 to May 1, 2023 at 14:00 (hereinafter: “**second deferred meeting**”). At the second deferred meeting, the legal counting will be constituted upon the presence, in person or by proxy, of two shareholders with whichever percent of voting rights they may have

3.3 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 the resolution on the agenda of the general meeting.

3.4 A shareholder is entitled to vote at the general meeting, in person or through an agent granted power of attorney to vote. A shareholder or agent seeking to vote at the general meeting will be required to identify himself upon arriving at the general meeting by presenting an identification document (identification card or passport).

In addition, a shareholder is entitled to vote at the general meeting at the vote to approve the resolution on the general meeting’s agenda via voting paper, as detailed below (hereinafter: “**Written Vote**” or “**Voting Paper**”).

3.5 3.5.1 In addition, an unregistered shareholder (i.e. a person to whom shares are registered with a TASE member, and those shares are also included in the Shareholder Registry under a registration company’s name) (hereinafter: “**Unregistered Shareholder**”) is also entitled to vote through 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.

3.5.2 An Unregistered Shareholder may, at any time, announce by writing to the TASE member through which he holds shares that he is not interested in being included on the list of those entitled to vote through the Electronic Voting System (as it was set at the Effective Date). If he has done so, then the TASE member shall not deliver information about him according to the 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.

- 3.6 A Written Vote will be made through the second part of the Voting Paper, attached as **Appendix A**. 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.
- 3.7 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, as well as the power of attorney (if there is such), will be deposited at the Bank’s Offices no later than 48 hours prior to the time scheduled for the beginning of the meeting.
- 3.8 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:
- 3.8.1 The distribution site of the Israel Securities Authority: <http://www.magna.isa.gov.il/>
- 3.8.2 The website of the Tel-Aviv Stock Exchange Ltd: <http://maya.tase.co.il/>
- 3.9 A shareholder is entitled to approach the Bank directly to receive from it, by registered mail, a copy of this immediate report. In addition, a shareholder is entitled to approach the Bank directly to receive from it the text of the Voting Paper and position paper.
- 3.10 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.
- 3.11 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.
- 3.12 3.12.1 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.

- 3.12.2 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.
 - 3.13 The Bank's address for the delivery of voting papers and position papers: The Bank's Offices at 7 Jabotinsky Street, Ramat-Gan.
 - 3.13.1 The deadline for the delivery of position papers to the Bank: Up to 10 days before the meeting.
 - 3.13.2 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.
 - 3.14 Any shareholder at the Bank voting at the meeting on the resolution upon the agenda, who is an interested party at the Bank (as defined in Article 1 of the Securities Law 5728-1968), a senior officer at the Bank (as defined in Article 37(d) of the Securities Law 5728-1968), a financial institution (as defined in the Control of Financial Services (Insurance) Law 5741-1981), or a fund manager (as defined in the Joint Investment Trust Law 5721-1961) is required to notify the Bank, prior to voting at the meeting, of the details below regarding his or its voting manner at the meeting:
 - 3.14.1 The voter's identity: last name and first name for an individual, corporation name and number for a corporation;
 - 3.14.2 The amount of securities by power of which the vote was made;
 - 3.14.3 Voting manner;
 - 3.14.4 Whether the voter has a personal interest or some other characteristic, as determined in the table in the addendum to the Companies Regulations (Written Votes and Position Papers) 5766-2005;
 - 3.14.5 Additional relations between the voter and the company, the controlling shareholder or a senior officer therein, and details of the nature of the relationship;
 - 3.14.6 If the vote is by proxy, the above details shall also be made with regard to both the power of attorney grantor and agent.
4. **Adding an issue to the agenda and position papers**

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 general 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 general meeting.

Should the Board of Directors find that the issue requested to be included on the agenda is appropriate for a discussion at the general 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.

5. **Details regarding the Bank's representative in respect of the handling of this report**

Racheli Friedman, Adv., Chief Legal Advisor, Mizrahi Tefahot Bank Ltd, 7 Jabotinsky St., Ramat-Gan, Tel: 03-7559500, Fax: 03-7559655.

6. **Perusal of documents**

This 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 meeting, by appointment.

Mizrahi Tefahot Bank Ltd

March 13 2023

Date

Via:

Racheli Friedman

**Chief Legal
Advisor**

Ofer Hortwitz

Bank Secretary

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: A special general meeting of all of the Bank’s shareholders (hereinafter: the “**general meeting**”). The general meeting shall convene on Wednesday, April 19, 2023, at 14:00, 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 Monday, April 24, 2023, at the same time and place (Hereinafter: “**first deferred meeting**”). In regard to the legal counting at the general 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 3.2 of the immediate report published by the Bank on March 14, 2023, to which this voting paper is appended (hereinafter: “**immediate report**”).
3. Details of the issue 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:

Approval of the payment of an additional cash bonus for 2022, to two (2) officers at the Bank, which is not in accordance with the Bank’s remuneration policy, as it was last approved by the Bank’s general meeting on July 6, 2021 (hereinafter: “**remuneration policy**”). The remuneration policy was attached as Appendix A to the immediate report on the convening

of a general meeting, published by the Bank on May 31, 2021 (reference no. 2021-01-093369).

The aforesaid mention of the remuneration policy constitutes inclusion by way of reference to the information included in the remuneration policy, among which is the information included in Articles 2, 5, 6, 7 and 9 of the remuneration policy, which is mentioned below in this report.

3.2 The proposed resolution:

To approve the payment of an additional cash bonus for 2022, which is not in accordance with the Bank's remuneration policy, in the total sum of ILS 350,000, to each of the following, Ms. Ayala Hakim and Mr. Ofir Morad, who serve as officers at the Bank (hereinafter, jointly: "**officers**").

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

3.3.1 Ayala Hakim – Head of Information Technology

- a. Ms. Ayala Hakim is an officer at the Bank (hereinafter: "**Ms. Hakim**") who, since July 2013, has served as the Bank's Head of Information Technology and as the CEO of the Technology Division of Mizrahi Tefahot Ltd, which is a subsidiary fully owned by the Bank.
- b. For additional details regarding Ms. Hakim's position at the Bank and for details regarding the Ms. Hakim's education and professional experience, see Section 1.3.1 of the immediate report.

3.3.2 Ofir Morad – Head of the Corporate Banking Division

- a. Mr. Ofir Morad (hereinafter: "**Mr. Morad**") began his work at the Bank in 1997 and has served as an officer at the Bank and as the Head of the Bank's Corporate Banking Division since January 2014. In his previous position, Mr. Morad served as the deputy head of the Bank's Corporate Banking Division.
- b. For additional details regarding the Mr. Morad's position at the Bank and for details regarding the Mr. Morad's education and professional experience, see Section 1.3.2 of the immediate report.

- 3.3.3 The tenure and employment conditions of the two officers include, *inter alia*, fixed and variable remuneration components, as detailed in Sections 1.3.5 and 1.3.6 of the immediate report.
- 3.3.4 On March 13, 2023, having received the approval of the Remuneration Committee on March 8, 2023, as well as the Chief Executive Officer's recommendation, the Bank's Board of Directors approved the payment of an additional cash bonus in the total sum of ILS 350,000 to each of the two officers for 2022, which is not in accordance with the remuneration policy (hereinafter: the "**additional cash bonus**"), in addition to the performance-based cash bonus and capital remuneration (option warrants) given to the two officers for 2022 in accordance with the remuneration policy. In this regard, the Remuneration Committee and the Board of Directors noted that it would be appropriate to approve the additional cash bonus for Ms. Hakim and Mr. Morad, due to each of their unique contributions in relation to the special project to merge Union Bank with and into the Bank, as well as the reasons specified in Section 1.3.10 of the immediate report.

For further details, including the date of the additional cash bonus's payment, see Section 1.3.4 of the immediate report.

- 3.3.5
- a. For details regarding the employment and tenure conditions of the two officers, see Sections 1.3.5 and 1.3.6 of the immediate report;
 - b. For details regarding the ratio between the cost of each of the two officers maximum remuneration, plus the additional cash bonus, and the cost of the average and median remuneration for the rest of the Bank's employees, see Section 1.3.7 of the immediate report;
 - c. For details regarding the remuneration components for each of the two officers, which are considered (or may be considered) to be remuneration components which are not in accordance with the remuneration policy, see Section 1.3.8 of the immediate report;

d. For details regarding the manner in which the additional cash bonus was approved, the approval date and the information brought in this regard before the Remuneration Committee and the Board of Directors, see Section 1.3.9 of the immediate report.

3.3.6 For the Chief Executive Officer's reasons for approving the payment of the additional cash bonus, as adopted by the Remuneration Committee and the Board of Directors, see Section 1.3.10 of the immediate report.

4. The majority required to pass the resolution

The majority required at the general meeting and at a deferred general meeting to approve the payment of an additional cash bonus for 2022 to each of the two officers, as aforesaid in Section 3.2, is an ordinary majority of all shareholders present at the general meeting, who are entitled to vote and voting thereat, provided that one of the following is fulfilled:

- a. The counting of the majority votes at the general meeting will include a majority of the votes of shareholders who are not controlling shareholders at the Bank, nor have any personal interest in the approval of the resolution, who are participating in the vote; abstaining votes will not be taken into account in the counting of the total votes of said shareholders;
- b. The total opposing votes among the shareholders referred to above in SS a. does not exceed two percent (2%) of the total voting rights at the Bank.

A shareholder participating in the voting with regard to the resolution detailed above in Section 3.2 shall notify the Bank prior to voting at the meeting; and if the vote is through a voting paper, shall mark in the designated place in the second part of the voting paper, whether he is considered to be a controlling shareholder at the Bank or anyone on his behalf, or whether he has a personal interest in the approval of the resolution, as applicable, and also describe the relevant connection, if any. Should a shareholder fail to notify or mark as aforesaid, or if he has marked and not provided a description as aforesaid, his vote shall not be counted.

In this voting paper, "**personal interest**": an individual's personal interest in any activity or transaction of a company, including the personal interest of his relative and another corporation wherein he or his relative are interested parties, and

excluding personal interest arising from the very fact of holding shares at the company, including the personal interest of an individual voting by power of attorney granted to him by another individual, even if the other person has no personal interest; likewise, the vote of an individual who has been granted power of attorney to vote on behalf of an individual who has personal interest shall be considered a vote by the holder of the personal interest, whether the discretion of the vote is that of the voter or not.

5. 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 general 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.
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: 12,859,542.

The quantity of shares constituting 5% of the total voting rights at the Bank, which are not held by the controlling shareholder, is: 7,513,069.

15. Any shareholder at the Bank voting at the general meeting on the resolution upon the agenda, who is an interested party at the Bank (as defined in Article 1 of the Securities Law 5728-1968), a senior officer at the Bank (as defined in Article 37(d) of the Securities Law 5728-1968), a financial institution (as defined in the Control of Financial Services (Insurance) Law 5741-1981), or a fund manager (as defined in the Joint Investment Trust Law 5721-1961) is required to notify the Bank, prior to voting at the meeting, of the details below regarding his or its voting manner at the meeting:

15.1 The voter's identity: last name and first name for an individual, corporation name and number for a corporation;

15.2 The amount of securities by power of which the vote was made;

15.3 Voting manner;

15.4 Whether the voter has a personal interest or some other characteristic, as determined in the table in the addendum to the Companies Regulations (Written Votes and Position Papers) 5766-2005;

15.5 Additional relations between the voter and the company, the controlling shareholder or a senior officer therein, and details of the nature of the relationship;

15.6 If the vote is by proxy, the above details shall also be made with regard to both the power of attorney grantor and agent.

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 general 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 general meeting.

Should the Board of Directors find that the issue requested to be included on the agenda is appropriate for a discussion at the general 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 on the issue upon 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 and dispatch of voting papers): Mr. Ofer Horwitz, Bank Secretary and Head of the Bank’s Headquarters, Mizrahi Tefahot Bank Ltd., 7 Jabotinsky Street, 13th floor, Ramat-Gan 52520.

Company No.: 520000522

Meeting Date: April 19, 2023 at 14:00

Meeting Type: Special

Effective Date: March 22, 2023

(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			In the matter of approving a transaction pursuant to Articles 255 and 272 through 275 to the Companies Law that the majority required for its approval is not an ordinary majority, or a Remuneration Policy according to Article 267a - are you a controlling shareholder or have a personal interest in the resolution's approval ² ?	
	For	Against	Abstain	Yes*	No
<p>Section 1.2 of the immediate report:</p> <p>Approval of the payment of an additional cash bonus for 2022, which is not in accordance with the Bank's remuneration policy, in the total sum of ILS 350,000, to each of the</p>					

* Please detail.

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

² A shareholder who will not fill in this column or mark "Yes" without an explanation will not be counted in the counting;

following, Ms. Ayala Hakim and Mr. Ofir Morad, who serve as officers at the Bank					
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Are you an interested party³, a senior officer⁴, a financial institution⁵ or a fund manager⁶?

YES _____ NO _____

Date

Signature

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.

Details

³ “Interested party” per this term’s definition in Article 1 of the Securities Law 5728-1968;

⁴ “Senior officer” per this term’s definition in Article 37(d) of the Securities Law 5728-1968;

⁵ “Financial institution” per this term’s definition in Control of Financial Services (Insurance) Law 5741-1981);

⁶ “Fund manager” per this term’s definition in the Joint Investment Trust Law 5721-1961.

Below are details in connection with my having a “personal interest” in the resolution on the meeting’s agenda, as detailed in Section 1.2 of the immediate report and Section 3.2 of the voting paper):
