

**Mizrahi Tefahot Bank Ltd.'s Immediate Reports are published in Hebrew on the Israel Securities Authority and the Tel Aviv Stock Exchange websites.**  
**The English version is prepared for convenience purposes only. The only binding version of the Immediate Reports is the Hebrew version.**  
**In the event of any discrepancy or inconsistency between the Hebrew version and the translation to English, the Hebrew version shall prevail and supersede, for all purposes and in all respects.**

**MIZRAHI TEFAHOT BANK LTD**  
 No. with the Registrar of Companies: 520000522

<b>To</b>	<b><u>Israel Securities Authority</u></b>	<b>To</b>	<b><u>Tel Aviv Stock Exchange Ltd</u></b>	<b>T049</b>	<b>Date of transmission:</b>
	<b>www.isa.govil</b>		<b>www.tase.co.il</b>	<b>(Public)</b>	<b>April 19 2023</b>
					<b>Ref: 2023-01-042882</b>

### **Immediate Report on the Results of a Meeting**

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

**Regulation 13 of the Securities Regulations (Transaction between a Company and a Controlling Shareholder Therein) 5761-2001**

**Regulation 22 of the Securities Regulations (Private Offering of Securities in a Listed Company) 5760-2000**

**Explanation: This form is used for reporting all types of meetings**

**Clarification: This form must be filled for every type of security regarding which a notice on the convening of a meeting was published (T-460)**

- Meeting's identifying number: *2023-01-026835*  
 Number of the stock exchange security entitling the holder thereof to participate in the meeting: *695437*  
 Name of the entitling security: *Mizrahi Tefahot (MZTF)*
- At a meeting convened on *April 19, 2023* the convening of which was published in a form with the reference number *2023-01-026835*, and the issues on which agenda were:

**Explanation: The issues must be written in the same order that they appear in the last T460 form published in connection with the aforesaid meeting:**

<b>SN</b>	<b>Numbering of the issue on the agenda (according to the T460 meeting convening report)</b>	<b>Issue details</b>	<b>Resolution summary</b>	<b>Meeting's resolution:</b>
<b>1</b>	<i>Issue 1</i>	Summary of the issue: <i>Approval of the payment of an additional cash bonus for the year 2022 to two (2) officers at the Bank, which is not in accordance with the remuneration policy</i>	<i>To approve the payment of an additional cash bonus for 2022, which is not in</i>	<i>To approve</i>

		<p><i>for officers, as (last) approved by the Bank's general meeting on July 6, 2021 (hereinafter: "remuneration policy")</i></p> <p>Type of majority required for approval: <i>Not an ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>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</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</i></p> <p>Transaction type/Vote issue: __</p>	<p><i>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</i></p>	
--	--	--	--	--

Details of voting on resolutions in which the required majority was not an ordinary majority:

1

a.

Summary of the issue: *Approval of the payment of an additional cash bonus for the year 2022 to two (2) officers at the Bank, which is not in accordance with the remuneration policy for officers, as (last) approved by the Bank’s general meeting on July 6, 2021 (hereinafter: “remuneration policy”).*

b.

The meeting has resolved: *To approve.*

c.

Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	257,190,844		
The shares/securities participating in the vote	231,058,971		
The shares/securities included in the counting for the purpose of voting	231,058,971	Amount: 230,585,720	Amount: 473,251

		Percentage of the amount: <i>99.80%</i>	Percentage of the amount: <i>0.20%</i>
The shares/securities participating in the vote which were not classified as personal interest holders (1)	<i>124,129,452</i>	Amount: <i>123,656,201</i> Percentage (2): <i>99.62%</i>	Amount: <i>473,251</i> Percentage (2): <i>0.38%</i>

General: The percentage of the amount is always relative to the "Amount" column in that row.

(1) The number of shares/securities participating in the vote, which were not classified as shares whose holders have a personal interest/as shares that are not controlling shareholders; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/are not controlling shareholders or have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

Percentage of voting in favor of approving the transaction out of the total number of voters who are not controlling shareholders/do not have a personal interest in the resolution's approval: *99.62%*

Percentage of opposing votes out of the total voting rights at the company: *0.18%*

Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.

No The company has classified a shareholder voting against the transaction as a personal interest holder

No The company has not classified a shareholder according to the classification he gave himself

3. Details of voters at the meeting who are institutions, interested parties or senior officers:

TXT structured file.

(NOTE: THIS FORM IS NOT ATTACHED TO THIS TRANSLATED REPORT)

Note: Further to the [notice to corporations](#), it is possible to use the “voting results processing” tool, which can help generate the information required for reporting. The responsibility for the accuracy of the details and their completeness under the law applies to the reporting corporation alone. After a trial period of several months, the possibility of reporting institutions’ voting details in a PDF format shall be cancelled, and reporting shall be made strictly in the uniform format (TXT), as defined.

The “voting results processing” tool can be downloaded at the authority website [here](#).

4. This report is submitted further to the following report(s):

Report	Publication date	Ref no.
<i>Original</i>	<i>March 14 2023</i>	<i>2023-01-026835</i>

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

	Signatory's Name	Position
1	<i>Racheli Friedman</i>	<i>Other</i> <i>Chief Legal Advisor</i>
2	<i>Hanan Kikozashvili</i>	<i>Other</i> <i>Bank Secretary &amp; Head of</i> <i>the Bank's Headquarters</i>

Explanation: According to Regulation 5 of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970, a report filed under these regulations shall be signed by those authorized to sign on behalf of the corporation. The position of the senior staff on the matter (in Hebrew) can be found on the ISA's website: [Click here](#)

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

[2023-01-026835](#)

---

Securities of a Corporation Listed for Trading  
on the Tel Aviv Stock Exchange

Form structure revision date: February 21 2023

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street  
Ramat Gan, 52520, Israel

Tel: 03-7559720 Fax: 03-7559913

E-mail: [mangment@umtb.co.il](mailto:mangment@umtb.co.il)

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

Name of the person reporting electronically: Kikozashvili Hanan Position: Bank Secretary Name of  
Employing Company: Mizrahi Tefahot Bank Ltd  
Address: 7 Jabotinsky Street, Ramat Gan, 52520, Israel Tel: 03-7559219 Fax: 03-7559923 E-mail:  
[management@umtb.co.il](mailto:management@umtb.co.il)