

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

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

To	<u>Israel Securities Authority</u>	To	<u>Tel Aviv Stock Exchange Ltd</u>	T049 (Public)	Date of transmission: September 5 2023
	www.isa.govil		www.tase.co.il		Ref: 2023-01-103332

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: *2023-01-084555*
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 *special meeting* convened on *September 5 2023* the convening of which was published in a form with the reference number *2023-01-086163*, 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:

SN	Numbering of the issue on the agenda (according to the T460 meeting convening report)	Issue details	Resolution summary	Meeting's resolution:
1	<i>Issue 1</i>	Summary of the issue: <i>Amendment of Articles 1.1, 142, 143, 144 and 145 of the Bank's Articles of Association</i>	<i>To approve the amendments of Articles 1.1, 142 (142 preface, as well subsections 142.4A, 142.4B, 142.9</i>	<i>To approve</i>

		<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>Change to Articles of Association regarding exemption indemnity or insurance as stated in Article 262(b) 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>preface, 142.9.8, 142.9.9, and 142.9.10) 143.3, 144 (144 preface, as well as subsections 144.4A, 144.4B, and 144.9) and 145.3 of the bank's Articles of Association in accordance with the amended and marked version of the aforementioned articles, as detailed in the bank's Articles of Association in their amended and marked version, which is attached as Appendix A to the amending immediate report (from July 27, 2023, reference no. 2023-01-086163) on the convening of the general meeting (the said amendments to the current version of Articles of Association were marked with an underline and a strikethrough in Appendix A).</i></p>	
2	Issue 2	<p>Summary of the issue: <i>Approval of the amended text of the bank's letter of exemption and indemnity undertaking (hereinafter: "Amended Undertaking Letter")</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</p>	<p><i>a. To approve the bank's letter of exemption and indemnity undertaking to directors and other officers, including the Chief Executive Officer of the bank and controlling shareholders at the bank and their relatives, as well as employees who serve from time to time, including those who have served in the past or may be appointed in the future, all in accordance with the Amended Undertaking Letter attached as Appendix C to the</i></p>	<i>To approve</i>

		<p>Law): <i>No appropriate classification field exists</i></p> <p><i>Yes 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><i>Transaction type/Vote issue: Indemnity, exemption and/or insurance</i></p>	<p><i>amending immediate report (from July 27, 2023, reference no. 2023-01-086163) on the convening of the general meeting; the proposed amendments to the current wording of the bank's undertaking letter were marked with an underline and a strikethrough in Appendix C.</i></p> <p><i>b. The resolution to approve the Amended Undertaking Letter with regard to its applicability to the controlling shareholders at the bank and their relatives will be submitted for re-approval until three (3) years have passed from the date of the said resolution's approval by the bank's general meeting (i.e. from September 5, 2023), insofar as it is required by the law.</i></p> <p><i>c. To approve the resolution to approve the Amended Undertaking Letter, with regard to its applicability to the other beneficiaries who are not the controlling shareholders at the bank and their relatives, for a period of nine (9) years from the date of the said resolution's approval by the bank's general meeting (i.e. from September 5, 2023).</i></p>	
--	--	---	--	--

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

- 1** a. Summary of the issue: *Amendment of Articles 1.1, 142, 143, 144 and 145 of the Bank's Articles of Association.*
- b. The meeting has resolved: *To approve.*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	257,389,045		
The shares/securities participating in the vote	229,012,677		
The shares/securities included in the counting for the purpose of voting	229,008,130	Amount: 228,552,523 Percentage of the amount: 99.80%	Amount: 455,607 Percentage of the amount: 0.20%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	122,078,611	Amount: 121,623,004 Percentage (2): 99.63%	Amount: 455,607 Percentage (2): 0.37%

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: 99.63%

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

The abstaining votes (4,547) were not included in the amount of shares included in the vote count for the purpose of the vote.

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

2 a. Summary of the issue: *Approval of the amended text of the bank’s letter of exemption and indemnity undertaking (hereinafter: “Amended Undertaking Letter”).*

b. The meeting has resolved: *To approve.*

c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	257,389,045		
The shares/securities participating in the vote	229,012,677		
The shares/securities included in the counting for the purpose of voting	228,958,972	Amount: 224,950,698 Percentage of the amount: 98.25%	Amount: 4,008,274 Percentage of the amount: 1.75%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	122,029,453	Amount: 118,021,179 Percentage (2): 96.72%	Amount: 4,008,274 Percentage (2): 3.28%

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: 96.72%

Percentage of opposing votes out of the total voting rights at the company: 1.56%

The abstaining votes (53,705) were not included in the amount of shares included in the vote count for the purpose of the vote.

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>Amending</i>	<i>July 27 2023</i>	<i>2023-01-086163</i>
<i>Original</i>	<i>July 24 2023</i>	<i>2023-01-084555</i>
<i>Amending</i>	<i>July 27 2023</i>	<i>2023-01-086154</i>
<i>Original</i>	<i>July 24 2023</i>	<i>2023-01-084549</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 & 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):

[2023-01-086154](#) [2023-01-086163](#)

Securities of a Corporation Listed for Trading
on the Tel Aviv Stock Exchange
Abbreviated Name: Mizrahi Tefahot
Address: 7 Jabotinsky Street
Ramat Gan, 52520, Israel
E-mail: mangment@umtb.co.il

Form structure revision date: August 8 2023

Tel: 03-7559720 Fax: 03-7559913

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