

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: December 20 2023
	www.isa.govil		www.tase.co.il		Ref: 2023-01-138630

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: *2023-01-123183*
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 *annual meeting* convened on *December 20 2023* the convening of which was published in a form with the reference number *2023-01-123183*, 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>A discussion of the Bank's financial reports for December 31, 2022 and the</i>	<i>A discussion of the Bank's financial reports for</i>	<i>To report only</i>

		<p><i>Board of Directors' report on the state of the Bank's affairs for 2022.</i></p> <p>Type of majority required for approval: __</p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Declaration: No appropriate classification field exists</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>December 31, 2022 and the Board of Directors' report on the state of the Bank's affairs for 2022. No resolution was made on this subject.</i></p>	
2	Issue 2	<p>Summary of the issue:</p> <p><i>The reappointment of Brightman Almagor Zohar and Co. as the Bank's auditor, as well as a report on the auditor's wage for 2022</i></p> <p>Type of majority required for approval: <i>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>Declaration: No appropriate classification field exists</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>To reappoint Brightman Almagor Zohar and Co. as the Bank's auditor, to serve in its position until the end of the Bank's next annual meeting.</i></p>	<i>To approve</i>

3	Issue 3	<p>Summary of the issue: <i>Reappointment of Mr. Moshe Vidman as a director at the Bank</i></p> <p>Type of majority required for approval: <i>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>Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</p> <p>Transaction type/Vote issue: __</p>	<p><i>To reappoint Mr. Moshe Vidman as a director at the Bank until June 15, 2024.</i></p>	<p><i>To approve</i></p>
4	Issue 4	<p>Summary of the issue: <i>Approval of an updated remuneration policy for officers at the Bank and approval under Article 2(a) of the Remuneration for Officers in Financial Corporations (Special Approval and Non-Deductibility of Expense for Tax Purposes Due to Special Remuneration) Law 5776-2016</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 a remuneration policy under Article 267a(a) of the Companies Law</i></p>	<p><i>To approve the updated remuneration policy for officers at the Bank, in the wording attached as Appendix B to the immediate report regarding the convening of the annual meeting (published on November 9, 2023, reference no. 2023-01-123183), which shall be in effect for a period of three (3) years beginning on January 1, 2024</i></p>	<p><i>To approve</i></p>

Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law

Transaction type/Vote issue: __

(hereinafter: the “updated remuneration policy” or the “remuneration policy”); and furthermore, to approve under Article 2(a) of 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”) that in accordance with the provisions of the remuneration policy, according to its conditions and the caps established therein, remuneration for Bank officers who are not the CEO or directors may – given the confirmation of the Remuneration Committee and the Board of Directors –

			<p><i>exceed that which is established in Article 2(a) of the Senior Officers' Wage Law, without requiring any further approval of the general meeting. The wording of the updated remuneration policy is demarcated from the current remuneration policy for Bank officers (which is in effect until December 31, 2023), as approved by the Bank's general meeting on December 18, 2019 and as updated on December 24, 2020 and on July 6, 2021.</i></p>	
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Details of voting on resolutions in which the required majority was not an ordinary majority:

1	a. Summary of the issue: <i>A discussion of the Bank's financial reports for December 31, 2022 and the Board of Directors' report on the state of the Bank's affairs in 2022.</i>			
	b. The meeting has resolved: <i>To report only.</i>			
	c. Resolution in the matter of:			
		Amount	Voting for	Voting against
	Voting rights total			
	The shares/securities participating in the vote			
	The shares/securities included in the counting for the purpose of voting		Amount: Percentage	Amount: Percentage

		of the amount:	of the amount:
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount: Percentage (2):	Amount: Percentage (2):

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:

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

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.

___ The company has classified a shareholder voting against the transaction as a personal interest holder

___ The company has not classified a shareholder according to the classification he gave himself

- 2 a. Summary of the issue: *The reappointment of Brightman Almagor Zohar and Co. as the Bank's auditor, as well as a report on the auditor's wage for 2022.*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total			
The shares/securities participating in the vote			

The shares/securities included in the counting for the purpose of voting		Amount: Percentage of the amount:	Amount: Percentage of the amount:
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount: Percentage (2):	Amount: Percentage (2):

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:

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

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.

___ The company has classified a shareholder voting against the transaction as a personal interest holder

___ The company has not classified a shareholder according to the classification he gave himself

- 3** a. Summary of the issue: *Reappointment of Mr. Moshe Vidman as a director at the Bank.*
b. The meeting has resolved: *To approve*
c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total			

The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount: Percentage of the amount:	Amount: Percentage of the amount:
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount: Percentage (2):	Amount: Percentage (2):

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:

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

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.

___ The company has classified a shareholder voting against the transaction as a personal interest holder

___ The company has not classified a shareholder according to the classification he gave himself

- 4** a. Summary of the issue: *Approval of an updated remuneration policy for officers at the Bank and approval under Article 2(a) of the Remuneration for Officers in Financial Corporations (Special Approval and Non-Deductibility of Expense for Tax Purposes Due to Special Remuneration) Law 5776-2016.*
- b. The meeting has resolved: *To approve*

c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	257,875,072		
The shares/securities participating in the vote	229,317,502		
The shares/securities included in the counting for the purpose of voting	229,286,587	Amount: 225,263,315 Percentage of the amount: 98.25%	Amount: 4,023,272 Percentage of the amount: 1.75%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	122,357,068	Amount: 118,333,796 Percentage (2): 96.71%	Amount: 4,023,272 Percentage (2): 3.29%

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: 96.71%

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

Abstaining votes (30,915 votes) were not included in the counting

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 classified a shareholder not 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>November 9 2023</i>	<i>2023-01-123183</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](#)

In the report on the convening of the general meeting (published by the bank on November 9, 2023), it was noted that Mr. Moshe Vidman’s reappointment as a director at the bank is subject to the Supervisor of Banks not announcing his objection to said appointment, or announcing his consent thereto. Further to this, on December 4, 2023, the bank received the Supervisor of Banks’ confirmation, according to which he has no objection to the appointment of Mr. Moshe Vidman as a director and as Chairman of the bank’s Board of Directors, and that the tenure shall end on June 15, 2024 at the latest.

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

[2023-01-123183](#)

[2023-01-093043](#)

[2023-01-132480](#)

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

Form structure revision date: December 5 2023

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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

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