

**Description of key features of equity instruments included
in the Bank's regulatory capital as of September 30, 2017**

		Share capital	Mizrahi-Tefahot Bank - Subordinated capital notes (Series A)
	Overview		
1	Legal entity - issuer	Mizrahi Tefahot Bank Ltd.	Mizrahi Tefahot Bank Ltd.
2	Securities ID / Ticker symbol	695437	6950083
3	Legal frameworks applicable to the instrument	State of Israel	State of Israel
	Supervisory treatment		
4	Tier of which the instrument is part during the Basel III transitional period, which is gradually being eliminated	Not applicable	Tier II capital
5	Tier of which the instrument is part during the Basel III transitional period, regardless of transitional provisions	Tier I capital	Does not qualify
6	Does the instrument qualify as regulatory capital component on solo basis, for the banking group or both	Banking group	Banking group
7	Instrument type	Ordinary share capital	Obligatory notes
8	Amount recognized in regulatory capital as of September 30, 2017	2,176,441,000	1,540,482,500
9	Instrument par value	23,249,713	1,701,984,302
10	Accounting classification	Shareholder equity	Liability - carried at amortized cost
11	Original issue date	Variable	11/16/2006
12	Perpetual or dated	Perpetual	Dated
13	Original maturity	Not applicable	1/1/2106
14	Early redemption possible upon issuer demand with prior approval by the Supervisor?	Not applicable	Yes
15	Earliest date for exercising the option of early redemption upon issuer demand	Not applicable	1/1/2022
16	Existence and frequency of later early redemption dates	Not applicable	At the end of five-year terms after January 1, 2022 - i.e. on January 1 of 2027, 2032, 2037 etc.
	Interest coupons / dividends		
17	Fixed or variable interest coupon / dividend	See Note 24.C (Share capital and equity) on the financial statements as of December 31, 2015	Currently fixed interest, to become variable in future
18	Coupon interest rate and linkage to specific index	Not applicable	4.5%, linked to the Consumer Price Index
19	Any dividend stopper to ordinary share holders?	Not applicable	Yes
20	Subject to full discretion, partial discretion or not subject to discretion	Not applicable	Partial discretion
21	Interest step-up or other incentive for redemption?	Not applicable	Yes
22	Instrument accrues / does not accrue interest / dividends?	Not applicable	Accruing
23	Instrument is or is not convertible?	Not applicable	Is convertible
24	If convertible, what are the trigger points?	Not applicable	See note (1)
25	If convertible, is it fully / partially convertible?	Not applicable	Always fully convertible
26	If convertible, what is the conversion ratio?	Not applicable	See note (2)
27	If convertible, is conversion optional or mandatory?	Not applicable	Mandatory
28	If convertible, of what Tier is the resulting instrument after conversion?	Not applicable	Tier I capital
29	If convertible, indicate the issuer of the instrument converted into	Not applicable	Mizrahi Tefahot Bank Ltd.
30	Is there a mandatory write-down on the instrument?	Not applicable	No
31	If there is a mandatory write-down, what are the trigger points?	Not applicable	Not applicable
32	If there is a mandatory write-down, is it full or partial?	Not applicable	Not applicable
33	If there is a mandatory write-down, is it permanent or temporary?	Not applicable	Not applicable
34	If there is a temporary write-down, describe the write-down elimination mechanism	Not applicable	Not applicable
35	Creditor ranking upon dissolution - instrument type immediately preceding this instrument in creditor ranking	Subordinated capital notes (Series A), Bank Mizrahi-Tefahot	Subordinated notes, Tefahot Issuance (Series 30,31) and subordinated deposit notes, Bank Mizrahi-Tefahot
36	Are there components which only comply with the definition of regulatory capital due to transitional provisions?	No	Yes
37	If Yes, indicate the components	-	Non-qualification as Tier 2 capital: Regulation 202, Appendix D, sections 4c and 9 and Appendix E
38	Link to prospectus	-	http://maya.tase.co.il/bursa/repot.asp?report_cd=265410

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	Mizrahi-Tefahot Issuance company - Subordinated notes (Series 31)	Mizrahi-Tefahot Bank Subordinated deposit notes*	Bank Mizrahi Tefahot – Contingent Subordinated notes	Bank Yahav Contingent Subordinated notes
Overview				
1	Legal entity - issuer	Mizrahi Tefahot Issue Company Ltd.	Mizrahi Tefahot Bank Ltd.	Mizrahi Tefahot Bank Ltd.
2	Securities ID / Ticker symbol	2310076	Non-negotiable / multiple	Non-negotiable / multiple
3	Legal frameworks applicable to the instrument	State of Israel	State of Israel	State of Israel
Supervisory treatment				
4	Tier of which the instrument is part during the Basel III transitional period, which is gradually being eliminated	Tier II capital	Tier II capital	Not applicable
5	Tier of which the instrument is part during the Basel III transitional period, regardless of transitional provisions	Does not qualify	Does not qualify	Tier II capital
6	Does the instrument qualify as regulatory capital component on solo basis, for the banking group or both	Banking group	Banking group	Banking group
7	Instrument type	Obligatory notes issued by a subsidiary of the banking corporation to third-party investors	Subordinated notes	Contingent subordinated notes
8	Amount recognized in regulatory capital as of September 30, 2017	255,386,000	437,151,500	599,668,000
9	Instrument par value	480,000,000	1,582,767,716	600,000,000
10	Accounting classification	Liability - carried at amortized cost	Liability - carried at amortized cost	Liability - carried at amortized cost
11	Original issue date	9/19/2010	Multiple	Multiple
12	Perpetual or dated	Dated	Dated	Dated
13	Original maturity	9/19/2019	Multiple	Multiple
14	Early redemption possible upon issuer demand with prior approval by the Supervisor?	No	No	No
15	Earliest date for exercising the option of early redemption upon issuer demand	Not applicable	Not applicable	Not applicable
16	Existence and frequency of later early redemption dates	Not applicable	Not applicable	Not applicable
Interest coupons / dividends				
17	Fixed or variable interest coupon / dividend	Fixed interest	Fixed interest	Multiple (fixed interest and variable interest)
18	Coupon interest rate and linkage to specific index	3%, linked to the Consumer Price Index	Multiple, CPI-linked	Multiple Linked to Consumer Price Index and non-linked to Consumer Price Index
19	Any dividend stopper to ordinary share holders?	No	No	No
20	Subject to full discretion, partial discretion or not subject to discretion	No discretion	No discretion	No discretion
21	Interest step-up or other incentive for redemption?	No	No	No
22	Instrument accrues / does not accrue interest / dividends?	Does not accrue	Does not accrue	Does not accrue
23	Instrument is or is not convertible?	Is not convertible	Is not convertible	Is not convertible
24	If convertible, what are the trigger points?	Not applicable	Not applicable	Not applicable
25	If convertible, is it fully / partially convertible?	Not applicable	Not applicable	Not applicable
26	If convertible, what is the conversion ratio?	Not applicable	Not applicable	Not applicable
27	If convertible, is conversion optional or mandatory?	Not applicable	Not applicable	Not applicable
28	If convertible, of what Tier is the resulting instrument after conversion?	Not applicable	Not applicable	Not applicable
29	If convertible, indicate the issuer of the instrument converted into	Not applicable	Not applicable	Not applicable
30	Is there a mandatory write-down on the instrument?	No	No	Yes
31	If there is a mandatory write-down, what are the trigger points?	Not applicable	Not applicable	Supervisor of Banks announces an event leading to dissolution and/or Tier I equity lower than 5% (Regulation 202, Addendum IV)
32	If there is a mandatory write-down, is it full or partial?	Not applicable	Not applicable	Full or partial
33	If there is a mandatory write-down, is it permanent or temporary?	Not applicable	Not applicable	Temporary
34	If there is a temporary write-down, describe the write-down elimination mechanism	Not applicable	Not applicable	At Bank discretion, after the Bank's Tier I equity ratio rises above the minimum ratio specified by the Supervisor of Banks
35	Creditor ranking upon dissolution - instrument type immediately preceding this instrument in creditor ranking	Deposits and debentures	Deposits and debentures	Not applicable, unless the instrument was not deleted upon dissolution according to its terms and conditions - Tefahot Issuance subordinated notes (Series 30,31) and Bank Mizrahi Tefahot subordinated deposit notes
36	Are there components which only comply with the definition of regulatory capital due to transitional provisions?	Yes	Yes	No
37	If Yes, indicate the components	Non-qualification as Tier 2 capital: Regulation 202, Appendix D, section 9 and Appendix E	Non-qualification as Tier 2 capital: Regulation 202, Appendix D, section 9 and Appendix E	Not applicable
38	Link to prospectus	http://mava.tase.co.il/bursa/report.asp?report_cd=427836-00&CompCd=231&Type=Pdf	-	-

**Description of key features of equity instruments included
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- (1) The Bank would be required to convert the outstanding principal and interest balance of these capital notes into Bank ordinary shares upon certain occurrences as follows:
- (a) The Bank's Tier I capital ratio to risk elements, as reported on the Bank's financial statements, has dropped below 6% and has not returned to the aforementioned value or higher within 90 days from the issue date of said financial statements;
 - (b) According to the Bank's financial statements, the Bank's retained earnings balance has turned negative;
 - (c) The Bank's Independent Auditor, in an opinion or review report attached to the Bank's financial statements or interim financial statements, has drawn attention to Notes to the financial statements with regard to significant doubt as to continued existence of the Bank as a going concern.
- (2) The conversion rate for conversion of capital notes into Bank ordinary shares will be determined by the Trustee after 14 consecutive trading days, the first of which is the first trading day following the date on which the Bank's notice was delivered. The conversion rate will be determined based on the lowest conversion rate as follows, with the value of capital notes for conversion purposes calculated including principal, linkage differentials and accrued interest as of the date on which the Bank's notice was delivered:
- (a) Shareholder equity per Bank share, less a 20% discount. Shareholder equity per share will be calculated based on the Bank's most recent financial statements issued prior to calculation of the conversion rate;
 - (b) The average closing price per Bank ordinary share on the Tel Aviv Stock Exchange on 14 consecutive trading days, the first of which is the first trading day following the date on which the Bank's notice was delivered.
- Notwithstanding the foregoing, the calculated conversion rate shall not exceed a closing price of NIS 37.00 per share nor be less than a closing price of NIS 18.00 per share, with both these prices linked to the Consumer Price Index issued for September 2006 and adjusted to reflect price changes with respect to bonus share distribution, share split or reverse split, capital reduction and the benefit component with respect to each rights issuance made during the term of the capital notes.



Moshe Vidman
Chairman of the Board
of Directors



Eldad Fresher
President & CEO



Doron Klauzner
Vice-president, Chief Risks
Officer (CRO)

Approval date:
Ramat Gan, November 13, 2017