

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 Number: 520000522

To: Israel Securities Authority	To: Tel Aviv Stock Exchange Ltd	T460 (public)	Transmitted via MAGNA: January 15 2024
www.isa.gov.il	www.tase.co.il		Reference: 2024-01-006588

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.

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: *January 21 2024*

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 *January 15, 2024*

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

to be held on *Tuesday, February 20, 2024 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:

To reappoint Ms. Estery Giloz-Ran as an outside director at the Bank, under the Companies Law 5759-1999 (who, as such, shall be considered an independent director), who will also serve at the Bank as an outside director under Proper Conduct of Banking Business Directive no. 301, for an additional tenure of three (3) years (a second tenure) to commence on February 27, 2024.

In this regard, it is noted that on January 4, 2024, the Bank received the Supervisor of Banks' confirmation, according to which he has no objection to Ms. Giloz-Ran's appointment as an outside director under the Companies Law 5759-1999, nor as an outside director under Proper Conduct of Banking Business Directive no. 301.

For additional details, see the immediate report on the convening of the general meeting, which is attached, as well as Ms. Estery Giloz-Ran's statement, which is appended to the aforesaid immediate report.

Appointment/Extension of an Outside Director's Tenure according to Articles 239(b) or 245 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](#)

Gender: *Female*

Notice: The filling out of this field is only possible when the resolution is on the appointment of an outside director.

It is not compulsory to specify gender.

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 participating 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 a personal interest in the approval of the appointment, except for a personal interest which is not in consequence of his connections with the controlling shareholder, 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 (1) 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 Director statements/other related documents:

Statement isa.pdf

No declaration of the Director to serve as corporate director

No declaration of an independent director

Yes 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 _____

Link to the voting system website where voting may take place: Voting system

Explanation: Those who are entitled to vote through the system will receive access information from stock exchange members.

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 *February 22, 2024 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, by appointment.

Meeting identifier:

Note: The meeting identifier is the reference of the initial report. The field will remain empty in the initial report on the meeting.

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

	Signatory's Name	Position
1	<i>Racheli Friedman</i>	<i>Other Chief Legal Advisor</i>
2	<i>Hanan Kikozashvili</i>	<i>Other Bank Secretary & Head of 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](#)

Note regarding sections 5 and 6 in this form above: on the subject of the legal counting at deferred meetings (insofar as they may be held) and on the subject of a second deferred meeting (insofar as it may be held), see Section 3.2 of the attached immediate report regarding the convening of the annual meeting.

Reference numbers of previous documents concerning the issue reported herein (the mention does not constitute inclusion by way of reference):

[2024-01-002218](#)

Securities of a Corporation Listed for Trading Form structure revision date: December 31 2023
on the Tel Aviv Stock Exchange

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street, Ramat Gan, Tel:03-7559720 Fax:03-7559923
52520

E-mail:

mangment@umtb.co.il

Company website:

<https://www.mizrahi-tefahot.co.il>

Previous name of the reporting entity: United Mizrahi Bank Ltd

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

Mizrahi Tefahot Bank Ltd

To	To
Israel Securities Authority	Tel Aviv Stock Exchange Ltd
www.isa.gov.il	www.tase.co.il

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

In accordance with the Companies Law, 5759-1999 (hereinafter: “**Companies Law**”); the Securities Regulations (Periodic and Immediate Reports) 5730-1970 (hereinafter: “**Periodic and Immediate Report Regulations**”); 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; and in accordance with the Companies Regulations (Written Votes and Position Papers) 5766-2005 (hereinafter: “**Written Vote Regulations**”), Mizrahi Tefahot Bank Ltd (hereinafter: the “**Bank**” or the “**Company**”) hereby announces the convening of a special general meeting (hereinafter: “**general meeting**”) on Tuesday, February 20, 2024, at 14:00, at the Bank’s offices, 7 Jabotinsky Street, Ramat Gan, 13th floor.

The issue on the agenda and a summary of the proposed resolution: Appointment of Ms. Estery Giloz-Ran as Outside Director at the Bank

1. Text of the proposed resolution:

To reappoint Ms. Estery Giloz-Ran as an outside director at the Bank, under the Companies Law 5759-1999 (who, as such, shall be considered an independent director), who will also serve at the Bank as an outside director under Proper Conduct of Banking Business Directive no. 301 (hereinafter: “**Directive 301**”), for an

additional tenure of three (3) years (a second tenure) to commence on February 27, 2024.

2. **Description of the nature of the issue and the principle facts required to understand the matter:**

- 2.1 Ms. Estery Giloz-Ran (hereinafter: the “**Director**”) has been serving at the Bank as an outside director under the Companies Law (and, as such, as an independent director), as well as an outside director under Directive 301, since February 27, 2021; on February 26, 2024, the Director is expected to end her (first) tenure at the Bank.
- 2.2 The Director was evaluated by the Board of Directors as having accounting and financial expertise, as well as professional qualifications, per these terms’ definitions in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications) 5766-2005; and as having professional qualifications, per this term’s meaning in Directive 301.
- 2.3 It is proposed to reappoint Ms. Giloz-Ran as an outside director under the Companies Law for an additional tenure of three (3) years (a second tenure) to commence on February 27, 2024.

In this regard, it is noted that on January 4, 2024, the Bank received the Supervisor of Banks’ confirmation, according to which he has no objection to Ms. Giloz-Ran’s appointment as an outside director under the Companies Law, nor as an outside director under Directive 301.

- 2.4 The Director’s candidacy for an additional tenure of three (3) years was proposed by the Bank’s Board of Directors, in accordance with Article 245(a1)(2) of the Companies Law.
- 2.5 The Bank hereby refers to the details required by Regulation 26 of the Periodic and Immediate Report Regulations, with regard to Ms. Giloz-Ran’s tenure as a director at the Bank, as included on page 350 of the 2022 periodic report (Hebrew version), published by the Bank on March 14, 2023, reference no. 2023-01-026748 (this mention constitutes inclusion via reference to all information included in this matter on page 350 of the aforesaid periodic report), except in the matter of the details regarding the Director’s current

occupation and previous occupation (in the last five years), which are brought below:

2.5.1 Her current occupations (including details of the corporations at which she currently serves as director):

Outside director under the Companies Law at Mizrahi Tefahot Bank Ltd (who, as such, is an independent director), also serving as an outside director under Directive 301; independent counselor, including writing expert reports for court (since 2016); serves (voluntarily) on the Public Audit Committee of the LIBI Fund, the Association for Israel's Soldiers RA (since September 2022); serves (voluntarily) on the Audit Committee of the Bayit Cham Association (since December 2022).

In addition, Ms. Giloz-Ran currently serves as a director at the following companies: ImageSat International (ISI) Ltd – director (since March 2021); Netanel Group Ltd – outside director (since March 2020); M. Yochananof and Sons (1988) Ltd – outside director (since February 2020); Orda Print Industries Ltd – outside director (since August 2019); Aminach Furniture & Mattress Industries Ltd – director (since July 2019); ARAN Research and Development (1982) Ltd – outside director (since February 2016).

2.5.2 Previous occupation (during the last 5 years, excluding current occupations):

Member of Examination Committee of the Council of Certified Public Accountants in Israel (2018-January 2021); member of the Professional Council of the Institute of Certified Public Accountants in Israel (2018-January 2021); lecturer at an academic institute (2017-2020).

In addition, Ms. Giloz-Ran served as a director at the following companies: Overseas Commerce Ltd – outside director (February 2017- February 2023); Blue Square Real Estate Ltd – independent director (August 2018-February 2021); Exposebox Ltd – director (March 2020-September 2020); Suny Electronics Ltd – outside director (June 2016-March 2020).

- 2.6 The Director gave a statement to the Bank, per Articles 224b. and 241 of the Companies Law.

A copy of the Director's statement is attached to this immediate report.

- 2.7 2.7.1 It is hereby clarified that the honorarium to be paid to Ms. Giloz-Ran as an outside director under the Companies Law shall be in accordance with the resolution on directors' honorarium, as detailed in the immediate report submitted by the Bank on June 19, 2017 (reference no. 2017-01-051271). According to said resolution, and in view of the fact that the Board of Directors has evaluated Ms. Giloz-Ran as having accounting and financial expertise (as aforesaid in Section 2.2), Ms. Giloz-Ran is entitled during her tenure as an outside director under the Companies Law to an annual honorarium and a meeting participation honorarium, in the amount of the "maximum sum" for an expert director, as set forth in the Companies Regulations (Rules on Honorarium and Expenses of Outside Directors) 5760-2000 (hereinafter: "**Honorarium Rules**"); i.e., in the maximum sum stated in the fourth addendum to the Honorarium Rules, as it may be from time to time, and in accordance with the rank at which the Bank will be classified during each fiscal year, as detailed in the Honorarium Rules. It is noted that at the time of this report, the Bank is classified as Rank E, according to the Honorarium Rules.
- 2.7.2 It is furthermore clarified that Ms. Giloz-Ran is entitled to officers' exemption, indemnification and insurance, as is customary at the Bank, from time to time.
- a. On the subject of the approval 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 approved by the Bank's general meeting on September 5, 2023), see Section 1.2 of the amending immediate report published by the Bank on July 27, 2023 (reference no. 2023-01-086163).
 - b. On the subject of the approval of the engagement in a policy 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 13, 2023 (reference no. 2023-01-026691).

2.8 At its meeting on December 14, 2023, the Audit Committee examined whether an "affinity", per its meaning in Article 240 of the Companies Law, as well as its meaning in Article 24(b) of Directive 301 (hereinafter, jointly: "**affinity**"), may be attributed to the Director due to the connections described below; in this regard, and relying on the facts presented thereto and on the basis of the Director's statement, the Audit Committee confirmed that the Director should not be attributed an "affinity" due to said connections; alternatively, the Audit Committee confirmed that even if said connections were to constitute an "affinity" as aforesaid, these would be merely "negligible connections", in the view of both the Bank and the Director, and as such they do not constitute an "affinity" in accordance with Regulation 5(a) of the Companies Regulations (Matters Which Do Not Constitute Affinity), 5767-2006, *inter alia* with attention to the following details:

2.8.1 The Director received mortgage-backed loans (out of credit lines approved in this regard) from the Bank, during the ordinary course of business, as part of a residential purchase group that the Bank finances.

With regard to the negligibility of the connections, the Audit Committee noted, *inter alia*, that the loans and lines were approved during the ordinary course of business, and the rate of their sum out of all Bank customers' loans/lines is zero. Moreover, it was noted that in November 2023, the loans were repaid in full and the lines were canceled during the ordinary course of business.

2.8.2 The Director's relatives received a mortgage-backed loan from the Bank (prior to the Director's first appointment at the Bank), which is being repaid in an orderly manner.

With regard to the negligibility of the connections, the Audit Committee noted, *inter alia*, that this is a mortgage-backed loan taken from the Bank during the ordinary course of business, and its rate out of all Bank customers' loans/lines is zero, and as such, it could have

also been received from another bank during the ordinary course of business.

- 2.8.3 Ms. Giloz-Ran serves as a director at a company (hereinafter in this section: the “**Company**”), which is a customer of the Bank, and conducts banking relations with the Bank in an appropriate manner and during the ordinary course of business; these relations began prior to Ms. Giloz-Ran’s (first) appointment as a director at the Bank.

With regard to the negligibility of the connections, it was noted by the Audit Committee, *inter alia*, that the Company’s account at the Bank is managed in an appropriate manner during the ordinary course of business. It was furthermore noted, without derogating from the generality of the aforesaid, that the rate of said account’s balances (both credit and liability) was zero out of the total credit and liability balances, as the case may be, of all Bank customers, and that in general, an account of this type could have been managed at another bank as well. Moreover, the banking relations are not those of the Director herself, but rather of the Company at which Ms. Giloz-Ran serves as a director (who is not Chairwoman of the Board of Directors). In addition, the Director has notified the Bank that she is not involved (nor has she been involved) in the relations between the Bank and the Company, in all that concerns the management of its account at the Bank, and that the Director does not depend upon her income as a director at the Company for her livelihood, in view of her additional occupations.

- 2.8.4 In September 2022, Ms. Giloz-Ran was appointed to the Public Audit Committee of an association engaged in public activity (hereinafter: the “**Association**”). From time to time, the Bank gives donations to the Association in sums that are negligible in the Bank’s view, as part of its community contributions. In addition, as the Bank was informed on behalf of a company under the control of the Bank’s controlling shareholders, this company and/or its subsidiaries (hereinafter, jointly: the “**Bank’s Controlling Shareholders**”) give donations to the Association in sums that are negligible in the view of said companies. Said donations began prior to the Director’s (first) appointment as a director at the Bank.

With regard to the negligibility of the connections, it was noted by the Audit Committee, *inter alia*, that said connections are limited to donations in sums that are negligible in the view of both the Bank's and the Bank's Controlling Shareholders. It was further noted that these connections are not those of the Director herself, but rather of an association at which Ms. Giloz-Ran serves voluntarily as a member of the Public Audit Committee, without receiving any wages, and without providing any additional services to the Association. Moreover, it was noted that there was nothing in said donations that would grant the Director a benefit of any kind or that would influence her financial situation, and that the Director does not (and did not) have any involvement in the making of the donations to the Association.

2.9 **The majority required to pass the resolution**

The majority required at the general meeting and at the deferred general meeting to approve the reappointment of Ms. Giloz-Ran as an outside director at the Bank, as aforesaid in Section 1, 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:

- 2.9.1 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 appointment, except for a personal interest which is not in consequence of his connections with the controlling shareholder, who are participating in the vote; abstaining votes will not be taken into account in the counting of the total votes of said shareholders;
- 2.9.2 The total opposing votes among the shareholders referred to above in Paragraph 2.9.1 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 to this report (hereinafter: "**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 appointment or not, 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 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.

3. **Location of the meeting’s convening, its time and additional details regarding the general meeting**

3.1 The general meeting will convene on Tuesday, February 20, 2024, 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 January 21, 2024 (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 February 22, 2024 at 14:00, in that same place (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 February 26, 2024, at 14:00, in that same place (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 empowered agent seeking to vote at the general meeting will be required to present a form of identification upon arriving at the general meeting (an identity card or a passport).

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

- 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.

In this regard, it should be noted that in accordance with the Securities Authority's announcement from October 29, 2023, entitled "Access to the Reporting and E-voting System Site from Abroad", temporary difficulties may arise for security shareholders accessing the electronic voting system from abroad, for the purpose of voting at the meetings of regulated entities. Therefore (and in accordance with the announcement), we refer any shareholder of the Bank who may encounter such access issues to make use of the alternative methods of voting – through the submission of a written ballot or through power of attorney (proxy). Additionally, the electronic voting system support center can be contacted at the following number: +972-77-2238333.

- 3.6 A Written Vote will be made through the second part of the Voting Paper, attached as Appendix C. 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 those registered as shareholders in the shareholder registry). 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 letter (if such exists) 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, via 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 the position papers.
- 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 3.14.1 Attention is hereby directed to the instructions of Article 34(a1) of the of the Banking (Licensing) Law 5741-1981, whereby:
- “A person shall not make an agreement with another with respect to their vote for the appointment of a director in a banking corporation or in a Bank holding corporation, including with respect to their vote for his termination of office, other than under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply [...] or to a holder of means of control who agrees with another that the other will vote in his name and on his behalf without any discretion, as the said holder of means of control instructs him, provided that if the other holds himself means of control in the banking corporation or in the Bank holding corporation, as the case may be, he shall not vote in the name and on behalf of more than one other holder”.***
- 3.14.2 It arises, *inter alia*, from said instructions, that with respect to the reappointment of Ms. Estery Giloz-Ran, as specified above in this report, a voting proxy who is also a shareholder at the Bank may vote in the name and on behalf of only one other shareholder, as specified in the aforesaid instructions.
- 3.15 Any shareholder at the Bank voting on the resolution to reappoint Ms. Estery Giloz-Ran as an outside director at the Bank, who is an interested party at the Bank (as defined in Article 1 of the Securities Law), a senior officer at the Bank (as defined in Article 37(d) of the Securities Law 5728-1968), an institutional body (as defined in the Control of Financial Services (Insurance) Law, 5741-1981), or a fund manager (within the meaning thereof in the Joint Investment Trust Law, 5721-1961) is required to notify the Bank, prior to voting at the meeting (and if voting via voting paper – mark in the second part

of the voting paper) of the details below regarding his or its voting manner at the meeting:

- 3.15.1 The voter's identity: last name and first name for an individual, corporation name and number for a corporation;
- 3.15.2 The amount of securities by power of which the vote was made;
- 3.15.3 Voting manner;
- 3.15.4 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;
- 3.15.5 Additional relations between the voter and the company, the controlling shareholder or a senior officer therein, and details of the nature of the relationship;
- 3.15.6 If the vote is by proxy, the above details shall also be made with regard to both the power of attorney grantor and agent.

4. **Adding an issue to the agenda and position papers**

- 4.1 After the publication of this report, 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 MAGNA distribution site.
- 4.2 One or more shareholder(s) who hold(s) shares constituting 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.
- 4.3 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 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 annual meeting, by appointment.

Mizrahi Tefahot Bank Ltd

January 15 2024

Date

Via:	Racheli Friedman	Hanan Kikozashvili
	Chief Legal Advisor	Bank Secretary & Head of the Bank's Headquarters

January 2 2024

To

Mizrahi Tefahot Bank Ltd (hereinafter: “**the Bank**” or “**the Company**”)

Statement of a Director or A Candidate for Service as a Director

Pursuant to Section 224B and 241 of the Companies Law, 5759-1999 (“**the Companies Law**”)

I, the undersigned, Estery Giloz-Ran, bearer of ID No. 025682154, hereby state in writing as follows:

1. I am a resident of Israel.
2. 2.1 I am not a relative of the controlling shareholder and I and/or my relatives and/or my partners and/or my employers and/or any person to whom I am directly or indirectly subordinate and/or any corporation in which I am a controlling shareholder, do not have at the date of the appointment and have not had, over the two years prior to the date of appointment as a director, any affinity to the Company, the Company’s controlling shareholder, a relative of the controlling shareholder at the date of appointment or any other corporation.
- 2.2 I and/or my relatives and/or my partners and/or my employers and/or any person to whom I am directly or indirectly subordinate and/or any corporation in which I am a controlling shareholder, do not have, business or professional ties with the Company, the Company’s controlling shareholder, any relative of the controlling shareholder or any other corporation, even if such ties are not on a regular basis.

In this matter,

“**affinity**”: the existence of work relations, the existence of regular business or professional relations or control, as well as service as an officer, except for the service of a director appointed to serve as an outside director (per its meaning in the Companies Law) at a company about to offer shares to the public for the first time.

“**other corporation**”: a corporation in which the controlling shareholder, at the date of the appointment or in the two years prior to the appointment, is the Company or its controlling shareholder.

“relative”: a spouse, sibling, parent, grandparents, child; as well as a child, sibling, or parent of the spouse, or the spouse of any of these.

- 2.3 The aforesaid in Section 2 of my statement excludes connections due to which an “affinity” may not be attributed, as confirmed by the Audit Committee; and alternatively, that these are negligible connections, in the Bank’s view and in my own view, and as such they do not constitute an “affinity” under Regulation 5 of the Companies Regulations (Matters Which Do Not Constitute Affinity) 5766-2006.
3. I have not received any consideration, directly or indirectly, in conflict with the instructions of Article 244(b) of the Companies Law 1999 (the **“Companies Law”**).
 4. My position and/or other occupations do not and may not create conflict of interest with my position as a director at the Company and they do not impair my ability to serve as a director at the Company.
 5. To the best of my knowledge, none of the Company’s directors serve as outside directors, per its meaning in the Companies Law, in companies in which I am a director.
 6. I am not an employee of the Israel Securities Authority nor of an Israeli stock exchange.
 7. I hereby declare that I comply with the requirements for my appointment as an outside director, per its meaning in the Companies Law (**“Outside Director According to the Companies Law”**), which are established in Article 240(a) through (f) of the Companies Law, as well as requirements for my appointment as an outside director, per its meaning in Proper Conduct of Banking Directive no. 301 Regarding the Board of Directors, issued by the Supervisor of Banks (**“Outside Director According to the Supervisor’s Directives”**).
 8. I have the required qualifications and ability to dedicate the appropriate amount of time, to the performance of my duties as an Outside Director According to the Companies Law and as an Outside Director According to the Supervisor’s Directives considering, *inter alia*, the Bank’s special needs and size.

Considering the aforesaid, below are details regarding my qualifications, including my education, my experience, and my knowledge:

8.1 Education:

B.A. in Social Sciences - Management; Certified public accountant (C.P.A.);
M.B.A.; Ph.D. in Accounting & Taxes.

8.2 My current occupations (including details of the corporations in which I currently serve as a director):

Outside director under the Companies Law at Mizrahi Tefahot Bank Ltd (who, as such, is an independent director), also serving as an outside director under Directive 301; independent counselor, including writing expert reports for court (since 2016); serves (voluntarily) on the Public Audit Committee of the LIBI Fund, the Association for Israel's Soldiers RA (since September 2022); serves (voluntarily) on the Audit Committee of the Bayit Cham Association (since December 2022).

In addition I currently serve as a director at the following companies: ImageSat International (ISI) Ltd – director (since March 2021); Netanel Group Ltd – outside director (since March 2020); M. Yochananof and Sons (1988) Ltd – outside director (since February 2020); Orda Print Industries Ltd– outside director (since August 2019); Aminach Furniture & Mattress Industries Ltd – director (since July 2019); ARAN Research and Development (1982) Ltd – outside director (since February 2016).

8.3 Previous occupation (during the last 5 years, excluding current occupations):

Member of Examination Committee of the Council of Certified Public Accountants in Israel (2018-January 2021); member of the Professional Council of the Institute of Certified Public Accountants in Israel (2018-January 2021); lecturer at an academic institute (2017-2020).

In addition, I served as a director at the following companies: Overseas Commerce Ltd – outside director (February 2017- February 2023); Blue Square Real Estate Ltd – independent director (August 2018-February 2021); Exposebox Ltd – director (March 2020-September 2020); Suny Electronics Ltd – outside director (June 2016-March 2020).

8.4 In addition to the aforesaid in Sections 8.2 and 8.3, I have held the following positions, *inter alia*:

- a. I have served as a director at the following companies: Tamir Fishman & Co. Investment House – Chairwoman of the Board of Directors (December 2016-March 2018); Kamada Ltd – independent director (February 2014-February 2017); Medipower Public Co. Limited - independent director (March 2016-July 2017); Vaxil Bio Ltd – outside director (May 2014-

February 2016); Emerald Medical Applications – director (October 2015-December 2017);

- b. Head of the Accounting Department and lecturer at an academic institute in Israel (2011-2016);
 - c. Faculty member and lecturer at the School of Business Administration, Yeshiva University, New York (2013);
 - d. Head of professional staff at the Institute of Certified Public Accountants in Israel (2013);
 - e. Lecturer at an academic institute in Israel, in a variety of courses in field of financial accounting, taxes, business valuation and financing (2006-2013);
 - f. Consultant at Intel Israel, in the field of taxes, grants and the Encouragement of Capital Investment Law 5719-1959 (2008-2010);
 - g. Income Tax Comptroller at the Tax Authority (2001-2007);
 - h. Land Tax Comptroller at the Tax Authority (1995-2001).
9. In view of the aforesaid in Section 8, I evaluate myself as having “accounting and financial expertise” and having “professional qualifications”, per these terms’ definitions in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications) 5766-2005; and as having professional qualifications, per this term’s meaning in Directive 301.
10. I have read Articles 226 and 227 of the Companies Law, and I hereby declare that the limitations provided in these articles do not apply to me.
11. I am aware that my statement will be attached to the immediate report that the Bank will publish on the matter of convening a general meeting, upon the agenda of which, *inter alia*, shall be my appointment as a director at the Bank.

In witness whereof I have hereunto set my hand:

Name: Estery Giloz-Ran

Date: January 2 2024

Signature: [**Estery Giloz-Ran**]

Articles 226 and 227 of the Companies Law 5759-1999

Article 226 of the Companies Law

- (a) A person convicted by a conclusive judgment of one of the following offenses shall not hold office as a director at a public company or a private company which has issued corporate bonds, unless five years have passed from the date on which the judgment by which he was convicted was passed:
- (1) offenses under articles 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under articles 52C, 52D, 53(a) and 54 of the Securities Law.
 - (2) conviction by a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information.
- (a1) A person convicted by a conclusive judgment of an offense which is not listed in sub-article (a) shall not hold office as a director at a public company or a private company which has issued corporate bonds, if the court has determined that due to its nature, severity or circumstances, he is not fit to serve as a director at a public company or a private company which has issued corporate bonds, for the period determined by the court, which shall not exceed five years from the date on which the judgment was passed.
- (b) A court may determine, at the date of the conviction or thereafter, at the request of a person seeking to be appointed as a director, that despite his conviction of offenses specified in sub-article (a) - and taking into account, *inter alia*, the circumstances in which the offense took place – he is not precluded from holding office as director of a public company or a private company which has issued corporate bonds; or that the period during which he is precluded from holding office as director of a public company or a private company which has issued corporate bonds is shorter than five years.
- (c) The Minister may prescribe additional offenses to those specified in sub-article (a)(1).

- (d) A court – and if an appeal was filed, an appeals court – may order a stay of execution on appointment limitations or tenure expiration, per this article, to a date that will be determined and under the conditions it sees fit.

Article 227 of the Companies Law

- (a) No person who is a minor; incompetent; declared bankrupt so long as he is not discharged; nor a corporation that has resolved to enter into voluntary liquidation or in respect of a liquidation order has been issued shall be appointed director.
- (b) A Director to hold office as director to whom the aforesaid in sub-article (a) applies shall disclose this to the appointer.

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 Tuesday, February 20, 2024, 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 Thursday, February 22, 2024, at the same time and place. 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 January 15, 2024, 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 **Text of the proposed resolution:**

To reappoint Ms. Estery Giloz-Ran as an outside director at the Bank, under the Companies Law 5759-1999 (who, as such, shall be considered an independent director), who will also serve at the Bank as an outside director under Proper Conduct of Banking Business Directive no. 301 (hereinafter: “**Directive 301**”), for an additional tenure of three (3) years (a second tenure) to commence on February 27, 2024.

3.2 **Description of the nature of the issue and the principle facts required to understand the matter:**

3.2.1 Ms. Estery Giloz-Ran (hereinafter: the “**Director**”) has been serving at the Bank as an outside director under the Companies Law (and, as such, as an independent director), as well as an outside director under Directive 301, since February 27, 2021; on February 26, 2024, the Director is expected to end her (first) tenure at the Bank.

3.2.2 The Director was evaluated by the Board of Directors as having accounting and financial expertise, as well as professional qualifications, per these terms’ definitions in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications) 5766-2005; and as having professional qualifications, per this term’s meaning in Directive 301.

3.2.3 It is proposed to reappoint Ms. Giloz-Ran as an outside director under the Companies Law for an additional tenure of three (3) years (a second tenure) to commence on February 27, 2024.

In this regard, it is noted that on January 4, 2024, the Bank received the Supervisor of Banks’ confirmation, according to which he has no objection to Ms. Giloz-Ran’s appointment as an outside director under the Companies Law, nor as an outside director under Directive 301.

3.2.4 The Director’s candidacy for an additional tenure of three (3) years was proposed by the Bank’s Board of Directors, in accordance with Article 245(a1)(2) of the Companies Law.

3.2.5 The Bank hereby refers to the details required by Regulation 26 of the Periodic and Immediate Report Regulations, with regard to Ms. Giloz-Ran’s tenure as a director at the Bank, as included on page 350 of the 2022 periodic report (Hebrew version), published by the Bank on March 14, 2023, reference no. 2023-01-026748 (this mention constitutes inclusion via reference to all information included in this matter on page 350 of the aforesaid periodic report), except in the

matter of the details regarding the Director's current occupation and previous occupation (in the last five years), which are brought below:

a. **Her current occupations (including details of the corporations at which she currently serves as director):**

Outside director under the Companies Law at Mizrahi Tefahot Bank Ltd (who, as such, is an independent director), also serving as an outside director under Directive 301; independent counselor, including writing expert reports for court (since 2016); serves (voluntarily) on the Public Audit Committee of the LIBI Fund, the Association for Israel's Soldiers RA (since September 2022); serves (voluntarily) on the Audit Committee of the Bayit Cham Association (since December 2022).

In addition, Ms. Giloz-Ran currently serves as a director at the following companies: ImageSat International (ISI) Ltd – director (since March 2021); Netanel Group Ltd – outside director (since March 2020); M. Yochananof and Sons (1988) Ltd – outside director (since February 2020); Orda Print Industries Ltd – outside director (since August 2019); Aminach Furniture & Mattress Industries Ltd – director (since July 2019); ARAN Research and Development (1982) Ltd – outside director (since February 2016).

b. **Previous occupation (during the last 5 years, excluding current occupations):**

Member of Examination Committee of the Council of Certified Public Accountants in Israel (2018-January 2021); member of the Professional Council of the Institute of Certified Public Accountants in Israel (2018-January 2021); lecturer at an academic institute (2017-2020).

In addition, Ms. Giloz-Ran served as a director at the following companies: Overseas Commerce Ltd – outside director (February 2017- February 2023); Blue Square Real Estate Ltd – independent director (August 2018-February 2021); Exposebox

Ltd – director (March 2020-September 2020); Suny Electronics Ltd – outside director (June 2016-March 2020).

3.2.6 The Director gave a statement to the Bank, per Articles 224b. and 241 of the Companies Law.

A copy of the Director's statement is attached as appendix to the immediate report.

3.2.7 For details regarding the consideration to be paid to Ms. Giloz-Ran as an outside director under the Companies Law, and details regarding her entitlement to officers' exemption, indemnification and insurance, see Section 2.7 of the immediate report.

3.2.8 At its meeting on December 14, 2023, the Audit Committee examined whether an "affinity", per its meaning in Article 240 of the Companies Law, as well as its meaning in Article 24(b) of Directive 301 (hereinafter, jointly: "**affinity**"), may be attributed to the Director due to the connections described in Section 2.8 of the immediate report; in this regard, and relying on the facts presented thereto and on the basis of the Director's statement, the Audit Committee confirmed that the Director should not be attributed an "affinity" due to said connections; alternatively, the Audit Committee confirmed that even if said connections were to constitute an "affinity" as aforesaid, these would be merely "negligible connections", in the view of both the Bank and the Director, and as such they do not constitute an "affinity" in accordance with Regulation 5(a) of the Companies Regulations (Matters Which Do Not Constitute Affinity), 5767-2006.

For further details in this regard, see Section 2.8 of the immediate report.

4. The majority required to pass the resolution

The majority required at the general meeting and at the deferred general meeting to approve the reappointment of Ms. Giloz-Ran as an outside director at the Bank, as aforesaid in this voting paper, 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:

- 4.1 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 appointment, except for a personal interest which is not in consequence of his connections with the controlling shareholder, who are participating in the vote; abstaining votes will not be taken into account in the counting of the total votes of said shareholders;
- 4.2 The total opposing votes among the shareholders referred to above in Paragraph 4.1 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, 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 appointment or not, 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 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.

5. Place and time during which the full text of the proposed resolution may be perused: The immediate report and the full text of the proposed resolution 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, by appointment.
6. Details to the best of the Company’s knowledge regarding Directors for directorial service: See Section 3 above, as well as Section 2 of the immediate report.

7. A shareholder may contact the Bank directly to receive from it, via registered mail, a copy of this immediate report. In addition, a shareholder may contact the Bank directly to receive from it the text of the voting paper and the position papers.
8.
 - 8.1 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.
 - 8.2 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.
9. 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:
 - 9.1 Unregistered Shareholder: Up to 4 hours prior to the convening of the meeting;
 - 9.2 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.
10. 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.
11. The Bank's address for the delivery of voting papers and position papers: The Bank's Offices at 7 Jabotinsky Street, Ramat-Gan.
 - 11.1 The deadline for the delivery of position papers to the Bank: Up to 10 days before the meeting.
 - 11.2 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.

12. 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:

12.1 The distribution site of the Israel Securities Authority:

<http://www.magna.isa.gov.il>;

12.2 The Internet site of the Tel-Aviv Stock Exchange Ltd: <http://maya.tase.co.il/>

13. 13.1 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.

13.2 An Unregistered Shareholder may instruct that his ownership confirmation be transferred to the Bank through the Electronic Voting System.

14. 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.

15. 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:

12,908,206.35

The quantity of shares constituting 5% of the total voting rights at the Bank, which are not held by the controlling shareholder, is: 7,561,730.40

16. Attention is hereby directed to the instructions of Article 34(a1) of the of the Banking (Licensing) Law 5741-1981, whereby:

"A person shall not make an agreement with another with respect to their vote for the appointment of a director in a banking corporation or in a Bank holding

corporation, including with respect to their vote for his termination of office, other than under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply [...] or to a holder of means of control who agrees with another that the other will vote in his name and on his behalf without any discretion, as the said holder of means of control instructs him, provided that if the other holds himself means of control in the banking corporation or in the Bank holding corporation, as the case may be, he shall not vote in the name and on behalf of more than one other holder”.

It arises, *inter alia*, from said instructions, that with respect to the reappointment of Ms. Estery Giloz-Ran, as specified above, a voting proxy who is also a shareholder at the Bank may vote in the name and on behalf of only one other shareholder, as specified in the aforesaid instructions.

17. Any shareholder at the Bank voting at the general meeting on the resolution on the agenda, who is an interested party at the Bank (as defined in Article 1 of the Securities Law), a senior officer at the Bank (as defined in Article 37(d) of the Securities Law 5728-1968), an institutional body (as defined in the Control of Financial Services (Insurance) Law, 5741-1981), or a fund manager (within the meaning thereof in the Joint Investment Trust Law, 5721-1961) is required to notify the Bank, prior to voting at the meeting (and if voting via voting paper – mark in the second part of the voting paper) of the details below regarding his or its voting manner at the meeting:
 - 17.1 The voter’s identity: last name and first name for an individual, corporation name and number for a corporation;
 - 17.2 The amount of securities by power of which the vote was made;
 - 17.3 Voting manner;
 - 17.4 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;
 - 17.5 Additional relations between the voter and the company, the controlling shareholder or a senior officer therein, and details of the nature of the relationship;

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

18. 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.

19. A shareholder shall indicate his voting manner regarding the issue on the agenda on the form which is the second part of this voting paper.

Voting Paper – Part Two

Company Name: **Mizrahi Tefahot Bank Ltd** (hereinafter: “**Company**” or “**Bank**”)

Company Address (for delivery of voting papers): Mr. Hanan Kikozashvili, Bank Secretary and Head of the Bank’s Headquarters, Mizrahi Tefahot Bank Ltd., at 7 Jabotinsky Street, 13th floor, Ramat-Gan 52520.

Company No.: 520000522

Meeting Date: February 20, 2024 at 14:00

Meeting Type: Special

Effective Date: January 21, 2024

(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 regard to Article 239(b) of the Companies Law: are you a controlling shareholder or do you have a personal interest in the approval of the appointment of Ms. Estery Giloz-Ran as an outside director under the Companies Law at the Bank (except for a personal interest which is not in consequence of your connections with the controlling shareholder) ² ?	
	For	Against	Abstain	Yes*	No
Section 1 of the immediate report: reappointment of Ms. Estery Giloz-Ran as an outside director under the Companies Law at the Bank					

Details

If you have specified that you are a controlling shareholder at the Bank or have a personal interest in the resolution (as detailed in the immediate report and above in this voting paper) – please detail.

Are you an interested party³ at the Bank? Yes _____ No _____

Are you a senior officer at the Bank⁴? Yes _____ No _____

Are you a financial institution⁵? Yes _____ No _____

Are you a fund manager⁶? Yes _____ No _____

If you have replied ‘yes’ to any of the above questions, please detail:

Likewise, please specify regarding any additional relation, if such exists (including employer-employee relations, business relations, *et cetera*) between yourself and the Bank or the controlling shareholder or a senior officer at the Bank, as well as the nature of these relations:

Date

Signature

For shareholders who are holding shares through a TASE member according to Section 177(1) of the Companies Law – this voting paper shall be valid only if accompanied with an ownership conformation except for events in which the voting is through the electronic voting system.

For shareholders that are registered shareholders company's registry – this voting paper shall be valid if accompanied with a photocopy of an identity card/a passport/an incorporation certificate.

* 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;**

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 the Control of Financial Services (Insurance) Law, 5741-1981).**

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