MIZRAHI TEFAHOT BANK LTD

No. with the Registrar of Companies: 520000522

То	Israel Securities Authority	То	Tel Aviv Stock Exchange Ltd	T081 (Public)	Date of transmission: March 12 2024
	www.isa.gov.il		www.tase.co.il		Ref: 2024-01-024660

Immediate Report on the Distribution of a Cash Dividend to Securities

Regulation 37(a) of the Securities Regulations (Immediate and Periodic Reports), 5730-1970.

- 1. We hereby report that on *March 11*, 2024, the payment of a dividend for the company's securities was decided.
- 2. The total amount of the dividend which will be paid is: *ILS* 209,400,000
- 3. The balance of the corporation's profits as defined in Section 302 of the Companies Law, 5759-1999, after the distribution proposed herein, is a total of *ILS* 23,987,000,000
- 4. The dividend distribution approval procedure *At the Board of Directors meeting dated March 11, 2024 at 16:30.*

The above distribution is with the court's approval, according to Section 303 of the Companies Law No

5. The effective day (the cum-day): March 19 2024

The ex-day: *March 19 2024* Date of payment: *March 28 2024*

- 6. Payment details:
 - A dividend distributed by a company residing in Israel (for the composition of the dividend's sources and tax rates, see section 7a).
 - O A dividend distributed by a real estate investment fund (for the composition of the dividend's sources and tax rates, see section 7c).

No. of	Name of	Dividend	Currency	Payment	Exchange	% tax on	% companies tax
entitled security	security	sum per one	of dividend	currency	rate for repayment	private individuals`	
		security	amount		in respect of date		
695437	Ordinary shares of ILS 0.1 par value each	0.8110836	ILS	ILS		25	0

O A dividend distributed by a company residing abroad (for tax rates, see section 7b).

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1	No. of	Name of	Gross sum	Sum	%	%	% private	% companies tax
	entitled	security	per one	currency	foreign	convention	individuals'	balance to
	security		security		tax	tax	tax balance	deduct in the
							to deduct in	country
							the country	

	Payment	Payment	Exchange r	rate for	% de facto	% de	facto
	sum in the	currency	payment in re	espect of	private	companies	tax
	country		date		individuals'		
	per one				tax		
	security						

The dividend amount to be paid must be indicated with an accuracy of up to 7 digits after the decimal point in respect of payment in ILS and up to 5 digits after the decimal point in case of payment in another currency.

Is the dividend amount per security final No

The amount of dividend per security is subject to changes due to an exercise of convertible securities, insofar as they may be.

7. The TDS rates specified below are for TASE members for tax deduction at the source.

Composition of the sources of a dividend distributed by a company residing in Israel from equity

and financial instruments except for REITs.

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	% of the dividend		Companies	Foreign residents	
		individuals	_		
Income subject to	100	25%	0%	25%	
corporate					
tax (1)					
Income which	0	25%	23%	25%	
originated					
abroad (2)					
Income from	0	15%	15%	15%	
approved					
enterprise/benefi					
ciaries (3)					
Income from	0	15%	15%	4%	
approved					
enterprise					
Ireland, up to					
2013 (4)					
Income from	0	20%	20%	4%	
approved					
enterprise					
Ireland, since					
2014 (5)					
Preferred income	0	20%	0%	20%	
Income from	0	20%	20%	20%	
approved					
enterprise					
touristic/agricult					
ural (6)					
Income from	0	15%	0%	15%	
approved					
enterprise/benefi					
ciaries which					
delivered a					
waiver notice (7)					
Distribution	0	25%	23%	0%	
classified as					
capital gain					
Distribution by	0	0	0	0	
participating					
unit					
	1	<u> </u>	L	1	

Explanation:

- (1) Income subject to corporate tax: income due to revenue distribution or a dividend, the source of which is income produced or generated in Israel, received directly or indirectly from another group of persons owing companies tax.
- (2) Income which originated abroad is income produced or generated abroad that have not been taxed in Israel.
- (3) Including revenue from a beneficiary touristic enterprise with the selection/operation year being 2013 or prior.
- (4) A beneficiary enterprise in Ireland, for which the selection year is 2013 or prior.
- (5) A beneficiary enterprise in Ireland, for which the selection year is 2014 or after.
- (6) Including revenue from a beneficiary touristic enterprise with the selection/operation year being 2014 or after.
- (7) An approved enterprise or beneficiary which had delivered a notice of waiver until June 30, 2015, after the Companies Tax which it owed was deducted.

7b. Dividend distributed by a company residing abroad

Dividend distributed by a company restains acroad							
	Private individuals	Companies	Foreign residents				
Dividend distributed	25%	23%	0%				
by a company residing abroad							

7c. Dividend distributed by a real estate investment fund

	% of dividend	Private individuals (1)	Companies	Foreign companies	Exempt mutual fund	Provident fund (2)
From land appreciation, capital gains and depreciation (3)		25%	23%	23%	0%	0%
Other taxable income (e.g. rent)		47%	23%	23%	23%	0%
From income- producing land for the purpose of accommodation rental		20%	20%	20%	0%	0%
Income charged by the fund (4)		25%	0%	25%	0%	0%
Extraordinary income Other		70%	70%	70%	60%	70%
% of TDS - weighted	100%					

- (1) Private individuals including taxable income from a mutual fund, private individuals who are foreign residents.
- (2) A provident fund for annuity or remuneration or compensation, as defined in the Income Tax Ordinance, as well as a provident fund or a foreign pension fund which resides in a reciprocating state.
- (3) From land appreciation or capital gains, except for the sale of land held for a short period. As well as income in the sum of the depreciation expenses.
- (4) Distribution out of income taxed by the fund in accordance with Article 64a4 (e).

- 8. The number of the corporation's dormant shares which are not entitled to payment of dividend, and in respect of which a waiver must be produced with regard to the receipt of the dividend payment 0
- 9. Effect of the dividend distribution on the convertible securities:
 - O The company has no convertible securities
 - O The dividend's distribution has no effect on convertible securities
 - The effect of the dividend distribution on convertible securities is as follows:

Name of security	No. of security	Comments
	00000000	Other
		The bank has a number of option plans, and the exercise price of the options which were granted will be reduced by the full dividend amount per share, as provided in Section 6 above.

10. Directors' recommendations and decisions in connection with the dividend distribution in accordance with Regulation 37(a)(1) of the Securities Regulations (Immediate and Periodic Reports), 5730-1970:

On March 11, 2024, the bank's Board of Directors resolved to distribute a dividend in the sum of ILS 209.4 million, which constitute 20% of the profits in the fourth quarter of 2023, taking into account the state of uncertainty prevailing in the economy, inter alia regarding the continuation of the fighting and the extent of its effects, and in order to enable continued assistance to the bank's customers, including by providing credit to customers with repayment abilities, and further to the Supervisor of Banks' letter in this regard from March 5, 2024.

Regulation_37_a.isa.pdf

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

	Signatory's Name	Position
1	Menahem Aviv	Deputy CEO
2	Adi Shahaf	Deputy CEO

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

The above report was signed by Mr. Menahem Aviv, Deputy CEO and Chief Accountant and Mr. Adi Shahaf, Deputy CEO and CFO.

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

Securities of a Corporation Listed for Trading on Form structure revision date: February 20 2024

the Tel Aviv Stock Exchange

Abbreviated Name: Mizrahi Tefahot

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

E-mail: Company website:

mangment@umtb.co.il https://www.mizrahi-tefahot.co.il

Previous name of the reporting entity: United Mizrahi Bank Ltd

Name of the person reporting electronically: Aviv Menahem Position: Name of Employing

Company: Chief

Accountant

Address: 7 Jabotinsky Street, Ramat Gan, Tel: E-mail: Fax:

52520 03-7559321 03-7559148 meno@umtb.co.il

Regulation 37(a)(1)

Below are the directors' decisions in accordance with Regulation 37(a)(1) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970:

- The proposed dividend distribution does not have a material impact on the bank's financial situation. See below for details of the revenue balance.
- The balance of revenues as defined in Section 302 of the Companies Law, prior to the proposed distribution, amounts to a total of ILS 24,196 million.
- The balance of revenues as defined in Section 302 of the Companies Law, after the proposed distribution, amounts to a total of ILS 23,987 million.
- An examination was made of the impact of the proposed distribution on the equity structure
 and in the Board of Directors' assessment, the result of the bank's activity in the year
 following the dividend distribution shall be such that the capital adequacy ratio and the
 leverage ratios shall be no less than required.

Furthermore and in addition to the aforesaid:

- There is no concern that the dividend distribution might prevent the bank from complying with its current and expected commitments.
- The proposed distribution is out of the revenues, as defined in the Companies Law.
- The bank complies with additional regulatory limitations set by the Supervision of Banks, including the provisions of the Proper Conduct of Banking Directive no. 331 regarding "dividend distribution by banking corporations", as well as capital adequacy limitations, leverage limitations and other limitations.

In view of the aforesaid, it is evident to the board of directors that there is no impediment to distribute a dividend in the sum of ILS 209.4 million, which constitute 20% of the profit for the fourth quarter of 2023, and decided to approve said distribution in view of the results of the activity of the bank in this period.

It is hereby clarified that the dividend distribution described above in this report is not to change the bank's updated dividend policy (as published on February 27, 2018, reference no. 2018-01-015753).