

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

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

To	<u>Israel Securities Authority</u>	To	<u>Tel Aviv Stock Exchange Ltd</u>	T049 (Public)	Date of transmission: August 27 2024
	www.isa.govil		www.tase.co.il		Ref: 2024-01-094843

Immediate Report on the Results of a Meeting

Regulation 36D of the Securities Regulations (Immediate and Periodic Reports) 5730-1970

Regulation 13 of the Securities Regulations (Transaction between a Company and a Controlling Shareholder Therein) 5761-2001

Regulation 22 of the Securities Regulations (Private Offering of Securities in a Listed Company) 5760-2000

Explanation: This form is used for reporting all types of meetings

Clarification: This form must be filled for every type of security regarding which a notice on the convening of a meeting was published (T-460)

- Meeting's identifying number: *2024-01-077401*
Number of the stock exchange security entitling the holder thereof to participate in the meeting: *695437*
Name of the entitling security: *Mizrahi Tefahot (MZTF)*
- At a meeting *special meeting* convened on *August 27 2024* the convening of which was published in a form with the reference number *2024-01-077401*, and the issues on which agenda were:

Explanation: The issues must be written in the same order that they appear in the last T460 form published in connection with the aforesaid meeting:

SN	Numbering of the issue on the agenda (according to the T460 meeting convening report)	Issue details	Resolution summary	Meeting's resolution:
1	<i>Issue 1</i>	Summary of the issue: <i>Approval of the service and employment terms of the</i>	<i>To approve Mr. Avraham Zeldman's terms of service and employment with regard to his tenure as the Chairman</i>	<i>To approve</i>

		<p><i>Chairman of the Board of Directors</i></p> <p>Type of majority required for approval: <i>Not an ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Declaration: No appropriate classification field exists</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</p> <p>Transaction type/Vote issue: __</p>	<p><i>of the bank's Board of Directors, the commencement of which is on June 16, 2024, including the approval of the bank's engagement in an employment agreement with Mr. Zeldman, the commencement of which is on June 16, 2024</i></p>	
2	<i>Issue 2</i>	<p>Summary of the issue: <i>The reappointment of Ms. Hannah Feuer as an outside director at the bank, under the Companies Law 5759-1999</i></p> <p>Type of majority required for approval: <i>Not an ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Appointment/Extension of an outside director's tenure</i></p>	<p><i>To reappoint Ms. Hannah Feuer as an outside director at the bank under the Companies Law 5759-1999, for an additional tenure of three (3) years (a third tenure), commencing on August 30, 2024</i></p>	<i>To approve</i>

	<p><i>under Articles 239(b) or 245 of the Companies Law</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</i></p> <p>Transaction type/Vote issue:</p>		
--	---	--	--

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

- 1** a. Summary of the issue: *Approval of the service and employment terms of the Bank's Chairman of the Board of Directors*
- b. The meeting has resolved: *To approve.*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	258,331,195		
The shares/securities participating in the vote	228,726,733.86		
The shares/securities included in the counting for the purpose of voting	228,722,333.86	Amount: 223,634,919.18 Percentage of the amount: 97.78%	Amount: 5,087,414.68 Percentage of the amount: 2.22%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	121,792,814.86	Amount: 116,705,400.18 Percentage (2): 95.82%	Amount: 5,087,414.68 Percentage (2): 4.18%

General: The percentage of the amount is always relative to the "Amount" column in that row.

(1) The number of shares/securities participating in the vote, which were not classified as shares whose holders have a personal interest/as shares that are not controlling shareholders; and with respect to the appointment of outside directors, do not have a

personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/are not controlling shareholders or have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

Percentage of voting in favor of approving the transaction out of the total number of voters who are not controlling shareholders/do not have a personal interest in the resolution's approval: 95.82%

Percentage of opposing votes out of the total voting rights at the company: 1.97%

The abstaining votes (4,400) were not included in the amount of shares included in the vote count for the purpose of the vote.

Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.

No The company has classified a shareholder voting against the transaction as a personal interest holder

No The company has not classified a shareholder according to the classification he gave himself

- 2** a. Summary of the issue: *The reappointment of Ms. Hannah Feuer as an outside director at the bank, under the Companies Law 5759-1999*
- b. The meeting has resolved: *To approve.*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	258,331,195		
The shares/securities participating in the vote	228,700,278.86		
The shares/securities included in the counting for the purpose of voting	228,699,803.86	Amount: 226,116,583.86 Percentage of the amount: 98.87%	Amount: 2,583,220 Percentage of the amount: 1.13%

The shares/securities participating in the vote which were not classified as personal interest holders (1)	121,770,284.86	Amount: 119,187,064.86 Percentage (2): 97.88%	Amount: 2,583,220 Percentage (2): 2.12%
--	----------------	--	---

General: The percentage of the amount is always relative to the “Amount” column in that row.

(1) The number of shares/securities participating in the vote, which were not classified as shares whose holders have a personal interest/as shares that are not controlling shareholders; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/are not controlling shareholders or have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

Percentage of voting in favor of approving the transaction out of the total number of voters who are not controlling shareholders/do not have a personal interest in the resolution's approval: 97.88%

Percentage of opposing votes out of the total voting rights at the company: 1%

The abstaining votes (475) were not included in the amount of shares included in the vote count for the purpose of the vote.

Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.

No The company has classified a shareholder voting against the transaction as a personal interest holder

No The company has not classified a shareholder according to the classification he gave himself

3. Details of voters at the meeting who are institutions, interested parties or senior officers:

TXT structured file.

(NOTE: THIS FORM IS NOT ATTACHED TO THIS TRANSLATED REPORT)

Note: Further to the notice to corporations, it is possible to use the “voting results processing” tool, which can help generate the information required for reporting. The responsibility for the accuracy of the details and their completeness under the law applies to

the reporting corporation alone. After a trial period of several months, the possibility of reporting institutions' voting details in a PDF format shall be cancelled, and reporting shall be made strictly in the uniform format (TXT), as defined.

The "voting results processing" tool can be downloaded at the authority website [here](#).

4. This report is submitted further to the following report(s):

Report	Publication date	Ref no.
Original	July 22 2024	2024-01-077401

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

	Signatory's Name	Position
1	Racheli Friedman	Other Chief Legal Advisor
2	Hanan Kikozashvili	Other Bank Secretary & Head of the Bank's Headquarters

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](#)

- a. Regarding the resolution to approve the service and employment terms of the Chairman of the Board of Directors (issue no. 1 on the agenda): it is noted that the resolution was brought to approval under Article 273(a) of the Companies Law 5759-1999 (the "Companies Law") and under Article 2(a) of the Remuneration for Officers in Financial Corporations (Special Approval and Non-Deductibility of Expense for Tax Purposes Due to Special Remuneration) Law 5776-2016, and Article 267a(b) of the Companies Law
- b. Regarding the resolution of the reappointment of Ms. Hannah Feuer as an outside director at the bank (issue no. 2 on the agenda): in the immediate report on the convening of the general meeting (which was published by the bank on July 22, 2024), it was noted that Ms. Hannah Feuer's reappointment as an outside director at the bank under the Companies Law, for an additional tenure of three (3) years (a third tenure), commencing on August 30, 2024, was subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto. Further to this, on July 30, 2024, the bank received a notice from the Supervisor of Banks, according to which he had no objection to the appointment of Ms. Hannah Feuer as an outside director at the bank, under the Companies Law and under Proper Conduct of Banking Directive no. 301.

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

[2024-01-060172](#)

[2024-01-060022](#)

[2024-01-081151](#)

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

Form structure revision date: August 6 2024

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street
Ramat Gan, 52520, Israel

Tel: 03-7559720 Fax: 03-7559913

E-mail: mangment@umtb.co.il

Previous name of the reporting entity: United Mizrahi Bank Ltd.

Name of the person reporting electronically: Kikozashvili Hanan Position: Bank Secretary Name of
Employing Company: Mizrahi Tefahot Bank Ltd

Address: 7 Jabotinsky Street, Ramat Gan, 52520, Israel Tel: 03-7559219 Fax: 03-7559923 E-mail:
management@umtb.co.il