

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

<b>To <u>Israel Securities Authority</u></b>	<b>To <u>Tel Aviv Stock Exchange Ltd</u></b>	T049 (Public)	Date of transmission: March 12, 2019
www.isa.gov.il	www.tase.co.il		Ref: 2019-01-021505

**Immediate Report On The Results Of A Meeting To Approve A Transaction With A Controlling Shareholder And/or To Approve A Private Proposal And/or To Approve A Dual Chairman CEO Tenure And/or The Appointment Of An OD**

According to Regulation 13 of the Securities Regulations (Transaction between a Company and a Controlling Shareholder Therein) 5761-2001  
Or Regulation 22 of the Securities Regulations (Private Offering of Securities in a Listed Company) 5760-2000

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

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

If there were other issues on the agenda of the meeting, they must be detailed in Section 3.

1. At a meeting convened on *March 12<sup>th</sup>, 2019*, the convening of which was published in a form with the reference number *2019-01-012387*, and the issues on which agenda were:

SN	Transaction type / Vote issue	Summary of the issue
1	Appointment of an OD	<i>Appointment of Mr. Gilad Rabinovich as an outside director at the bank.</i>

The following resolutions were made:

<b>1</b>	Transaction type / Vote issue:	<i>Appointment of an OD</i>
	Summary of the issue:	<i>Appointment of Mr. Gilad Rabinovich as an outside director at the bank.</i>
	Summary of the proposed resolution:	<i>To appoint Mr. Gilad Rabinovich as an outside director at the bank, per the meaning of this term in the Companies Law, 5759-1999, for a service period of three (3) years.</i>
	The meeting has resolved:	<i>To approve</i>
	The number of shares / securities participating in the vote:	<i>202,871,251</i>
	The number of shares / securities that voted in favor:	<i>201,013,981</i>
	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 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:	<i>99,906,415, of which 98,049,145 voted in favor of the transaction and 1,857,270 voted against the transaction.</i>



*Explanations:*

*(1) The full name must be written, as it appears in the Registrar of Companies or on the ID cards.*

*(2) Whether it is a personal interest of the shareholder or securities holder or a personal interest of their proxy.*

*This column of the table will be filled with data according to the details below:*

- In the event of the approval of a dual chairman – CEO tenure (under Article 121(c) of the Companies Law): "Yes" will be marked for a voter who is a controlling shareholder or has personal interest in the resolution's approval;*
- In the event of an OD's appointment (under Article 239(b) of the Companies Law): "Yes" will be marked for a voter who is a controlling shareholder or has personal interest in the resolution's approval, except for a personal interest that is not the result of association with the controlling shareholder*
- In the event of an extraordinary transaction with a controlling shareholder, or in which the controlling shareholder has a personal interest (under Article section 275 of the Companies Law): "Yes" will be marked for a voter who has a personal interest in the transaction's approval;*
- In the event of a resolution under Article 350 of the Companies Law, or a resolution to change the deed of trust at a meeting of bond holders: "Yes" will be marked for a voter who has a personal interest, according to the decision.*

**1**

Last Name of Shareholder or Securities Holder (Hebrew) / Corporation Name (Hebrew): \_\_\_\_\_

First Name of Shareholder or Securities Holder (Hebrew): \_\_\_\_\_

Last Name of Shareholder or Securities Holder / Corporation Name (Latin): \_\_\_\_\_

First Name of Shareholder or Securities Holder (Latin): \_\_\_\_\_

Type of Identification: \_\_\_\_\_

Identification Number: \_\_\_\_\_

Participation in the Meeting is By Power of Securities Numbered: \_\_\_\_\_

The Shareholder or Securities Holder's Place of Incorporation / Passport Country: \_\_\_\_\_

Name of Proxy: \_\_\_\_\_

Proxy's Type of Identification Number: \_\_\_\_\_

Proxy's Identification Number: \_\_\_\_\_

Passport Country: \_\_\_\_\_

If the company is aware of any association between the voter (who does not hold a personal interest) and the company or any of its controlling shareholders, including employer-employee relations, business relations, etc. – details of their nature: \_\_\_\_\_

4. This report is submitted further to the following reports:

Report	Publication date	Ref no.
Original	February 4 <sup>th</sup> , 2019	2019-01-012387

*In the report regarding the convening of the special general meeting (published by the bank on February 4<sup>th</sup>, 2019), it was noted that Mr. Gilad Rabinovich's appointment as an outside director at the bank was subject to the Supervisor of Banks not announcing her objection to the appointment or announcing her consent thereto.*

*Further to this, on February 14<sup>th</sup>, 2019, the bank received the approval of the Supervisor of Banks, according to which: "In response to your inquiry, and based on the information you have submitted, I hereby inform you that by power of my authority under Article 11A of the Banking Ordinance 1941, I have no objection to the appointment of Mr. Gilad Rabinovich as an outside director per the Companies Law 5759-1999, and per the Proper Conduct of Banking Business Directive No. 301 regarding the "Board of Directors", at your institution".*

*In accordance with the above, Mr. Gilad Rabinovich will begin his tenure as an outside director at the bank on March 12<sup>th</sup>, 2019.*

*The above report was signed by Ms. Maya Feller, Bank Secretary.*

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

**2019-01-012387**

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

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street  
Ramat Gan, 52520, Israel

E-mail: mangment@umtb.co.il

Form structure revision date: February 19, 2019

Tel: 03-7559207 Fax: 03-7559913  
03-7559720

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

Name of the person reporting electronically: Feller Maya Position: Bank Secretary Name of Employing Company:

Address: 7 Jabotinsky Street, Ramat Gan, 52520, Israel Tel: 03-7559720 Fax: 03-7559923 E-mail: mangment@umtb.co.il