

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>	T460 (Public)	Date of transmission: <i>November 20, 2018</i>
	www.isa.gov.il		www.tase.co.il		Ref: <i>2018-01-111234</i>

Immediate Report of a Meeting

Regulation 36B(a) and (d) and Regulation 36C 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 for corporations that are not registered in Israel.

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), choose "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)*

The number of the security on the Tel-Aviv Stock Exchange entitling the holder thereof to participate at the meeting: *695437*

The Record Date for entitlement to attend the meeting and vote thereat: *November 27, 2018.*

Explanation: If a meeting is required for more than one security number, a T460 must be filed separately for any additional security. Reports listing additional security numbers will require the filing of an amending form.

2. On *November 20, 2018*

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

to be held on *Wednesday, December 26, 2018, at 15:00*

at the following address: *7 Jabotinsky Street, Ramat-Gan, 13th Floor*

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/resolutions which will be raised at the meeting:

1

The issue/resolution and its details:

A discussion of the bank's financial reports for December 31, 2017, and the Board of Directors' report on the state of the bank's affairs in 2017.

Declaration: No appropriate classification field exists.

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.

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:

Article 60(b) of the Companies Law 5759-1999

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected.

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: *No*

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".

It was decided to require additional information from the holders _____:

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 amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Off 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 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 *report only*

Type of majority required for approval _____

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 _____

2

The issue/resolution and its details:

*Description of the nature of the issue:
Reappointment of a director.*

*The proposed resolution:
To approve the reappointment of Mr. Moshe Vidman as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:
For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Moshe Vidman's statement, which is appended to the aforesaid immediate report.*

Reappointment or dismissal of a director, per Articles 59 and 230 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](#).

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 fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected.

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".

It was decided to request additional information from the holders_____:

Details of the additional information requested 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 request 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 amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.

- Off the agenda
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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

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*

3

The issue/resolution and its details:

*Description of the nature of the issue:
Reappointment of a director.*

*The proposed resolution:
To approve the reappointment of Mr. Zvi Ephrat as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:
For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Zvi Ephrat's statement, which is appended to the aforesaid immediate report.*

Reappointment or dismissal of a director, per Articles 59 and 230 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.

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 fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected.

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".

It was decided to request additional information from the holders _____:

Details of the additional information requested 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 request 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 amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

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*

4

The issue/resolution and its details:

Description of the nature of the issue:

Reappointment of a director.

The proposed resolution:

To approve the reappointment of Mr. Ron Gazit as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.

Further details:

For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Ron Gazit's statement, which is appended to the aforesaid immediate report.

Reappointment or dismissal of a director, per Articles 59 and 230 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](#).

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 fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected.

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".

It was decided to request additional information from the holders _____:

Details of the additional information requested 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 request 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
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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

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*

5

The issue/resolution and its details:

Description of the nature of the issue:

Reappointment of a director.

The proposed resolution:

To approve the reappointment of Ms. Liora Ofer as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.

Further details:

For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Ms. Liora Ofer's statement, which is appended to the aforesaid immediate report.

Reappointment or dismissal of a director, per Articles 59 and 230 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.

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 fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected.

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".

It was decided to request additional information from the holders:

Details of the additional information requested 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 request 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.

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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter *No*

6

The issue/resolution and its details:

*Description of the nature of the issue:
Reappointment of a director.*

The proposed resolution:

To approve the reappointment of Mr. Mordechai Meir as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.

Further details:

For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Mordechai Meir's statement, which is appended to the aforesaid immediate report.

Reappointment or dismissal of a director, per Articles 59 and 230 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](#).

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 fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected.

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".

It was decided to request additional information from the holders:

Details of the additional information requested 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 request 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.

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- Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

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*

7

The issue/resolution and its details:

*Description of the nature of the issue:
Reappointment of a director.*

*The proposed resolution:
To approve the reappointment of Mr. Jonathan Kaplan as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:
For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Jonathan Kaplan's statement, which is appended to the aforesaid immediate report.*

Reappointment or dismissal of a director, per Articles 59 and 230 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](#).

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 fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected.

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".

It was decided to request additional information from the holders _____:

Details of the additional information requested 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 request 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.

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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

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*

8

The issue/resolution and its details:

*Description of the nature of the issue:
Reappointment of a director.*

*The proposed resolution:
To approve the reappointment of Mr. Joav-Asher Nachshon as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:
For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Joav-Asher Nachshon's statement, which is appended to the aforesaid immediate report.*

Reappointment or dismissal of a director, per Articles 59 and 230 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](#).

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 fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected.

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".

It was decided to request additional information from the holders:

Details of the additional information requested 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 request 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.

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- Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

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*

9

The issue/resolution and its details:

*Description of the nature of the issue:
Reappointment of a director.*

*The proposed resolution:
To approve the reappointment of Mr. Avraham Zeldman as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:
For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Avraham Zeldman's statement, which is appended to the aforesaid immediate report.*

Reappointment or dismissal of a director, per Articles 59 and 230 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.

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 fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected.

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".

It was decided to request additional information from the holders:

Details of the additional information requested 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 request 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 amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Off 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: Following the Record Date, a resolution cannot be amended except 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 *an ordinary majority*.

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*

10

The issue/resolution and its details:

Description of the nature of the issue:

The reappointment of Brightman Almagor Zohar and Co. as the bank's auditors and a report on the auditors' compensation for 2017.

The proposed resolution:

To reappoint Brightman Almagor Zohar and Co. as the bank's auditors.

Declaration: There is no appropriate classification field

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](#).

Reference of 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 of 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:

Article 154(b) of the Companies Law

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected.

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: *No*

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".

It was decided to request additional information from the holders:

Details of the additional information requested 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 request 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 amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Off 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: Following the Record Date, a resolution cannot be amended except 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 *an ordinary majority*

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the majority required for the adoption of the proposed resolution upon the shareholder *No*

Attachment of the report on the convening of the meeting: *conveningreport_isa.pdf*

4. Attached:
Yes a voting paper
No position paper _____

1
On _____
The company received a position paper, per its meaning in Article 88 of the companies Law 5759-1999 from _____
in connection with an issue which will be raised for discussion at the convened general meeting.
See page ____ for the position paper file.

votingpaper_isa.pdf

Yes statement of the candidate to serve as corporate director

No statement of an independent director

No statement of an outside director

_____ statement of a representative's appointment to representation

_____ amended deed of trust

_____ an application to approve a creditors' arrangement under Article 350

_____ other _____

statements_isa.pdf

Explanation: If a voting paper and/or a position notice are attached, it must be verified that they have been prepared in accordance with the provisions of the Companies Regulations (Written Votes and Position Papers), 5766-2005.

Link to the voting system website where voting may take place: The voting system
Explanation: Those who are entitled to vote through the system will receive access information from stock exchange members.

5. The quorum for holding the meeting:

The quorum 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 quorum, the postponed meeting will be held on *January 2, 2019 at 15:00*, at the following address: *7 Jabotinsky Street, Ramat-Gan, Israel, 13th floor*

No meeting shall be held in the absence of a quorum.

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, 7 Jabotinsky Street, Ramat-Gan, during the bank's standard working hours, until the time set for the meeting.

Meeting identifier: _____

Note: the meeting identifier is the reference of the initial report. In the initial report on the meeting, the field remains empty.

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

Reference numbers of previous documents concerning the issue (this reference does not constitute inclusion by way of reference): **2018-01-101967**

Securities of a Corporation Listed for Trading Form structure revision date: November 6, 2018
on the Tel-Aviv Stock Exchange

Abbreviated Name: Mizrahi Tefahot

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

Fax: 03-7559923

Gan, 52520

E-mail: MANGMENT@UMTB.CO.IL

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

Previous names of reporting entity: United Mizrahi Bank Ltd.

Name of person reporting electronically: Feller Maya

Position: Bank Secretary

Name of employing company:

Address: 7 Jabotinsky

Tel: 03-

Fax: 03-7559923

E-mail:

Street, Ramat-Gan, 52520

7559720

mangment@umtb.co.il

Mizrahi Tefahot Bank Ltd

Re: Immediate Report on the Convening of an Annual General Meeting

Pursuant to the Securities Regulations (Periodic and Immediate Reports) 5730-1970 (hereinafter: “**Periodic And Immediate Report Regulations**”), Mizrahi Tefahot Bank Ltd. (hereinafter: “**Bank**”) hereby announces the convening of an annual general meeting (hereinafter: “**Annual Meeting**”) on Wednesday, December 26, 2018, at 15:00, at the Bank’s offices, 7 Jabotinsky Street, Ramat-Gan, 13th floor.

1. **The issues on the agenda of the Annual Meeting and a summary of the proposed resolutions are:**

1.1 **Financial reports**

1.1.1 Description of the nature of the issue and the main facts required to understand the matter: A discussion of the Bank’s financial reports for December 31, 2017, and the Board of Directors’ report on the state of the Bank’s affairs in 2017

1.1.2 Text of the proposed resolution: No resolution will be made on this issue.

1.2 **Reappointment of directors**

1.2.1 Description of the nature of the issue The reappointment of directors.

1.2.2 The main facts required to understand the matter: Per the Bank’s Articles of Association, it is proposed to reappoint the members of the Board of Directors, whose names are listed in Section 1.2.3 below.

The outside directors per the Companies Law 5759-1999 (hereinafter: “**Companies Law**”) – Messrs. Abraham Neyman and Hannah Feuer , will complete their tenures as directors at the Bank, according to the law. The outside directors per Proper Conduct of Banking Directive no. 301 Regarding the Board of Directors, issued by the Supervisor of Banks (hereinafter: “**Supervisor of Banks’ Directives**”) – Mr. Joseph Shachak and Ms. Sabina Biran - will complete their current tenures as directors at the Bank, according to the Supervisor of Banks’ Directives and the instructions of the Bank’s Articles of Association.

- 1.2.3 Text of the proposed resolution: To reappoint the following members of the Board of Directors as directors at the Bank:
- a. Moshe Vidman (serves as the Chairman of the Board of Directors);
 - b. Zvi Ephrat;
 - c. Ron Gazit;
 - d. Liora Ofer;
 - e. Mordechai Meir;
 - f. Jonathan Kaplan;
 - g. Joav-Asher Nachshon;
 - h. Avraham Zeldman.
- 1.2.4 Voting on each candidate for tenure as a director, as specified above, will be done separately.
- 1.2.5 The reappointment of the aforesaid directors is subject to the Supervisor of Banks not announcing her objection to the aforesaid appointments or announcing her agreement thereto
- 1.2.6 The Bank hereby refers to the details required by Regulation 26 of the Periodic and Immediate Reports Regulations regarding the aforesaid directors, as included in the periodic report for 2017, published by the Bank on February 27, 2018 (Reference No. 2018-01-019303) (hereinafter: "**Periodic Report**"), subject to the changes outlined below. These mentions constitute inclusion by way of reference to all information included in this matter in the Periodic Report (including pages 333 through 343 of the Periodic Report); the changes are as follows:
- a. Ron Gazit –
In 2018, Mr. Ron Gazit started consulting Tanzanite Capital Ltd., a company fully owned by his son (Mr. Erez Gazit) which, *inter alia*, manages the capital of Ms. Drorit Wertheim (one of the controlling shareholders of the bank).
 - b. Liora Ofer -
 - (1) In November 2018, Liora Ofer stopped serving as a director at Neot Hof Ha'almog (1990) Ltd.

(2) For details regarding the notice that the Bank received from Ofer Investments Ltd. and from Ofer Brothers Holdings (1989) Ltd., regarding a separation agreement at the "Ofer Group", see a report released by the Bank on November 8, 2018 (ref. no. 2018-01-106707); this reference constitutes inclusion by way of reference of the information included on this matter, in the said immediate report.

c. Mordechai Meir -

(1) In July 2018 Mr. Mordechai Meir stopped serving as a director at the Ofer Brothers (Ashkelon Industries) Ltd. (Due to a voluntary dissolution of the Company).

(2) The name of the company in which Mr. Mordechai Meir has been serving as a director, since January 2018, was changed to Sapir Corp. Ltd. (instead of E.S.R.R. Capital Ltd.).

d. Joav Asher Nachshon -

(1) In May 2018, Mr. Joav Asher Nachshon stopped serving as a director at Carlsberg Uzbekistan Limited.

(2) Joav Asher Nachshon serves as a director at United Albanian Breweries SH.P.K. since April 2008 (in the periodic report, the said position of Mr. Nachshon was mistakenly reported under "previous occupation" instead of under "current occupation").

(3) Mr. Joav Asher Nachshon's position as a director at the Meshek Zuriel Dairy Ltd. should be omitted from the list of occupations in the last five years, since more than five years had passed since the date on which Mr. Joav Asher Nachshon completed his position as a director at the said company.

e. Avraham Zeldman -

(1) In February 2018, Mr. Avraham Zeldman stopped serving as a director at the Liliyot Group Ltd. and at Liliyot Bakery Ltd.

(2) Mr. Avraham Zeldman's office in the following positions should be omitted from the list of occupations in the last five years, since more than five years had passed since the date on which Mr. Avraham Zeldman completed his office in these positions:

- Chairman of the board at Leumi Mortgage Bank Ltd., Leumi Partners Underwriters Ltd., Leumi Partners Research Ltd., Leumi Start Ltd. and Leumi Start Management (2000) Ltd.
- Director at Paz Oil Ltd., Partner Communication Ltd., Electra Consumption Products 1970 Ltd., Fox Wizel Ltd., Super Pharm Ltd., Abgol Industries Ltd., Technorob Ltd., Archimedes Global Cyprus, APAX Leumi Inc., Apax Leumi Partners and Keshet Broadcasting Ltd.
- Leumi Partners Ltd. CEO

1.2.7 The candidates nominated to be reappointed as directors, as specified above, have delivered statements to the Bank pursuant to Article 224B(a) of the Companies Law, which are attached to this immediate report as **Appendix A**.

1.2.8 It should be noted that aside from the outside directors serving at the Bank in accordance with the Companies Law, who are also independent directors, two outside directors per the Supervisor of Banks' Directives serve at the Bank, who have been classified by the Audit Committee as independent directors.

It is further noted that:

- a. The directors, Messrs.: Moshe Vidman, Mordechai Meir, Joseph Shachak, Abraham Neyman, Sabina Biran, Jonathan Kaplan, Joav-Asher Nachshon, Avraham

Zeldman and Hannah Feuer were evaluated by the Board of Directors as having accounting and financial expertise, per the Companies Regulations (Terms and Conditions for a Director with Accounting and Financial Expertise) 5765-2005 (hereinafter: "**Regulations on Expertise and Eligibility Criteria**").

- b. The directors, Messrs.: Moshe Vidman, Zvi Ephrat, Ron Gazit, Liora Ofer, Mordechai Meir, Joseph Shachak, Jonathan Kaplan, Sabina Biran, Joav-Asher Nachshon, Abraham Neyman, Avraham Zeldman and Hannah Feuer, were evaluated by the Board of Directors as having professional eligibility, per the Regulations on Expertise and Eligibility Criteria.

1.2.9 It is hereby clarified that the remuneration which will be paid to candidates for reappointment as directors, as specified above, shall be according to the resolution on directorial remuneration, as detailed in the immediate report published by the Bank on June 19, 2017 (ref. no. 2017-01-051271). This mention constitutes inclusion by way of reference to all information included in this matter in the aforesaid immediate report.

It is further clarified that the aforesaid directors are entitled to the exemption, indemnification and insurance of officers, as approved by the Bank's general meetings, as detailed in Section 1.4 of the amended immediate report published by the Bank on December 7, 2015 (ref. no. 2015-01-175365), in Section 1.2 of the amended immediate report released by the Bank on July 24, 2018 (ref. no. 2018-01-069970) and in the immediate report released by the Bank on September 6, 2018 (ref. no.: 2018-01-083194)

1.3 **Reappointment of the auditors and a report on their compensation**

1.3.1 Description of the issue's nature and the main facts required to understand it: The reappointment of Brightman Almagor Zohar and Co. as the Bank's auditors and a report on the auditors' compensation for 2017.

1.3.2 Text of the proposed resolution: To reappoint Brightman Almagor Zohar and Co. as the Bank's auditors.

2. **The majority required for the resolutions**

The majority required at the Annual Meeting and at a deferred annual meeting to approve the reappointment of each of the directors, as detailed in sections 1.2.3.a up to 1.2.3.h above; and the approval of the reappointment of the Bank's auditors, as aforesaid in Section 1.3 above, is an ordinary majority of all shareholders present at the Annual Meeting, who are entitled to vote and voting thereat, without taking into account the abstaining votes.

3. **Location and Time of the Meeting's Convening**

3.1 The Annual Meeting will convene on Wednesday, December 26, 2018, at 15:00, at the Bank's offices, 7 Jabotinsky St., Ramat-Gan, 13th floor (hereinafter: "**Bank's Offices**"). If the meeting is deferred, it will be held on January 2, 2019, at the same time and place.

The date for determining the entitlement of shareholders to vote at the Annual Meeting, as stated in Article 182 of the Companies Law, shall be November 27, 2018 (hereinafter: "**Record Date**").

3.2 The quorum for holding the Annual 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.

3.3 The Bank's controlling shareholders' holdings of the Bank's issued and redeemed capital shall not grant the Bank's controlling shareholders the majority required to approve the resolution on the agenda of the annual meeting.

3.4 A shareholder is entitled to vote at the Annual Meeting, in person or through an agent granted power of attorney to vote. In addition, a shareholder is entitled to vote at the Annual Meeting at the vote to approve the resolutions, as aforesaid in Sections 1.2.3a through h above via voting paper, as detailed below (hereinafter: "**Written Vote**" or "**Voting Paper**").

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 Record 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 Record Date, with regard to the securities account and not particular securities held in the account.

3.6 A Written Vote will be made through the second part of the Voting Paper, attached to this immediate report as **Appendix B**. 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 (for Unregistered Shareholder) and up to 6 hours prior to the convening of the meeting (for Registered Shareholder). 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 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 Voting on each candidate for tenure as a director, as specified in Sections 1.2.3a through h above, will be done separately.
- 3.9 The address of the Israel Securities Authority's distribution site and the website of the Tel-Aviv Stock Exchange Ltd, on which the voting papers and position papers are posted:
- 3.9.1 The distribution site of the Israel Securities Authority:
<http://www.magna.isa.gov.il/>
- 3.9.2 The website of the Tel-Aviv Stock Exchange Ltd:
<http://maya.tase.co.il/>
- 3.10 A shareholder is entitled to approach the Bank directly to receive the Voting Paper therefrom.
- 3.11 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.
- 3.12 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.
- 3.13 3.13.1 A Voting Paper shall be valid with respect to an Unregistered Shareholder only if an ownership confirmation has been attached thereto, or if such a confirmation has been transferred to the Bank through the Electronic Voting System.
- 3.13.2 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 identification card, passport or incorporation certificate is attached thereto.
- 3.14 3.14.1 Attention is directed to the instructions of Article 34(a1) of the Banking (Licensing) Law, 5741-1981, according to which:

“A person shall not make an agreement with another in regard to their vote for the appointment of a director in a banking corporation or in a bank holding corporation, including in regard to their vote for termination of his office, except under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply to ... 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 From the aforesaid provisions it arises, *inter alia*, that with respect to the appointment of the directors, as specified in Section 1.2 above, a proxy for the meeting, who is also a shareholder at the Bank, may vote in the name and on behalf of only one more shareholder, as specified in the said provisions.

With respect to the additional issue on the agenda of the Annual Meeting (as specified in Section 1.3 above), there is no bar against the proxy for the vote representing more than one shareholder.

3.15 The Bank’s address for the delivery of voting papers and position papers: The Bank’s Offices at 7 Jabotinsky Street, Ramat-Gan

3.15.1 The deadline for the delivery of position papers to the Bank: Up to 10 days before the meeting.

3.15.2 The deadline for the delivery of the Board of Directors’ response to the position papers: Up to 5 days before the meeting.

4. Adding an Issue to the Agenda

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 distribution site.

One or more shareholder(s) who hold(s) shares representing at least 1% of the voting rights at the Annual 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 convening of the meeting, provided that the issue is appropriate for a discussion at the annual meeting. Should the Board of Directors find that the issue requested to be included on the agenda is appropriate for a discussion at the annual 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 Record Date as set forth in this 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**

The immediate 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 meeting.

Respectfully,
Maya Feller
Bank Secretary

Mizrahi Tefahot Bank Ltd

VOTING PAPER PURSUANT TO THE COMPANIES REGULATIONS (WRITTEN VOTES AND POSITION PAPERS), 5766-2005 (THE "REGULATIONS")

Part One

1. Name of Company: **Mizrahi Tefahot Bank Ltd.** (hereinafter: "**Company**" or "**Bank**")
2. The type of general meeting and the time and place thereof: An annual general meeting of all of the Bank's shareholders (hereinafter: "**Annual Meeting**"). The Annual Meeting shall convene on Wednesday, December 26, 2018, at 15:00, at the Bank's offices at 7 Jabotinsky Street, 13th floor, Ramat-Gan. Should the meeting be deferred, it shall take place on Wednesday January 2, 2019, at the same time and place.
3. Details of the issues on the agenda, as detailed in the immediate report published by the Bank on November 20, 2018 (hereinafter: "**Immediate Report**"):

Reappointment of Directors – issue no. 1.2 on the agenda, as detailed in the Immediate Report

- 3.1 **Text of the proposed resolution**: To reappoint the directors whose names are specified below:

No. of the issue on the meeting's agenda, as detailed in Section 1.2 of the Immediate Report	Director's Name	Board Committee(s) Membership	Year in which tenure as a director at the Bank began	Changes compared to the details appearing in the periodic report for 2017, published by the Bank on February 27, 2018 (Ref. No. 2018-01-019303) (hereinafter: "Periodic Report") (Pursuant to Regulation 26 of the Securities Regulations (Periodic and Immediate Reports) 5730-1970 (hereinafter: "Periodic and Immediate Report Regulations"))
1.2.3a	Moshe Vidman (serves as the Chairman of the Board of Directors)	Credit Committee; Risk Management Committee	2010 ¹	---
1.2.3b	Zvi Ephrat	Credit Committee	1995	---
1.2.3c	Ron Gazit	Risk Management Committee	2003	In 2018 Mr. Ron Gazit began consulting Tanzanite Capital Ltd., a company fully owned by his son (Mr. Erez Gazit), which, <i>inter alia</i> , manages the capital of Ms. Drorit Wertheim (one of the Bank's controlling shareholders).
1.2.3d	Liora Ofer	Credit Committee	1998 ²	<ul style="list-style-type: none"> - In November 2018, Ms. Liora Ofer stopped serving as a director at Neot Hof Ha'almog (1990) Ltd. - For details regarding the notice received by the Bank from Ofer Investments Ltd. and from Ofer Brothers Holdings (1989) Ltd., regarding a separation agreement at "Ofer Group", see report released by the Bank on November 8, 2018 (ref. no. 2018-01-106707); this reference constitutes inclusion by way of reference of the information included in this matter, in the said immediate report.
1.2.3e	Mordechai Meir	Audit Committee	2008	<ul style="list-style-type: none"> - In July 2018, Mr. Mordechai Meir had ceased serving as a director at Ofer Brothers (Ashkelon Industries) Ltd. (Due to voluntary dissolution of the company). - The name of the company in which Mr. Mordechai Meir has been serving as a director, since January 2018, was changed to Sapir Corp.

No. of the issue on the meeting's agenda, as detailed in Section 1.2 of the Immediate Report	Director's Name	Board Committee(s) Membership	Year in which tenure as a director at the Bank began	Changes compared to the details appearing in the periodic report for 2017, published by the Bank on February 27, 2018 (Ref. No. 2018-01-019303) (hereinafter: "Periodic Report") (Pursuant to Regulation 26 of the Securities Regulations (Periodic and Immediate Reports) 5730-1970 (hereinafter: "Periodic and Immediate Report Regulations"))
				Ltd. (Instead of E.S.R.R. Capital Ltd.),
1.2.3f	Jonathan Kaplan	Risk Management Committee;	2011	
1.2.3g	Joav-Asher Nachshon	Credit Committee	2012	<ul style="list-style-type: none"> - In May 2018, Mr. Joav Asher Nachshon stopped serving as a director at Carlsberg Uzbekistan Limited. - Joav Asher Nachshon has been serving as a director at United Albanian Breweries SH.P.K. since April 2008 (the periodic report mistakenly specified Mr. Nachshon's said office under "previous occupation" instead of under "current occupation". - Mr. Joav Asher Nachshon's position as a director at the Meshek Zuriel Dairy Ltd. should be omitted from the list of occupations in the last five years, since more than five years had passed since the date on which Mr. Joav Asher Nachshon completed his position as a director at the said company
1.2.3h	Avraham Zeldman	Audit Committee; Risk Management Committee	2015	<ul style="list-style-type: none"> - In February 2018, Mr. Avraham Zeldman stopped serving as a director at the Liliyot Group Ltd. and at Liliyot Bakery Ltd. - Mr. Avraham Zeldman's office in the following positions should be omitted from the list of occupations in the last five years, since more than five years had passed since the date on which Mr. Avraham Zeldman completed his office in these positions:

No. of the issue on the meeting's agenda, as detailed in Section 1.2 of the Immediate Report	Director's Name	Board Committee(s) Membership	Year in which tenure as a director at the Bank began	Changes compared to the details appearing in the periodic report for 2017, published by the Bank on February 27, 2018 (Ref. No. 2018-01-019303) (hereinafter: "Periodic Report") (Pursuant to Regulation 26 of the Securities Regulations (Periodic and Immediate Reports) 5730-1970 (hereinafter: "Periodic and Immediate Report Regulations"))
				<p>(1) Chairman of the board at Leumi Mortgage Bank Ltd., Leumi Partners Underwriters Ltd., Leumi Partners Research Ltd., Leumi Start Ltd. and Leumi Start Management (2000) Ltd.</p> <p>(2) Director at Paz Oil Ltd., Partner Communication Ltd., Electra Consumption Products 1970 Ltd., Fox Wize Ltd., Super Pharm Ltd., Abgol Industries Ltd., Technorob Ltd., Archimedes Global Cyprus, APAX Leumi Inc., Apax Leumi Partners and Keshet Broadcasting Ltd.</p> <p>(3) Leumi Partners Ltd. CEO</p>

(1) Serving as Chairman of the Board of Directors as of December 1, 2012.

(2) In June 2005, Ms. Liora Ofer quit her tenure and was reappointed in January 2006.

- 3.2 The reappointment of these directors is subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her consent thereto.
- 3.3 The candidates nominated to be reappointed as directors, as specified above, have delivered statements to the Bank pursuant to Article 224B(a) of the Companies Law 5759-1999 (hereinafter: "**Companies Law**"), which are attached to the Immediate Report as Appendix A.
- 3.4 The outside directors per the Companies Law – Mr. Abraham Neyman and Ms. Hannah Feuer will complete their tenures as directors at the Bank, according to the law. The outside directors per Proper Conduct of Banking Directive no. 301 Regarding the Board of Directors, issued by the Supervisor of Banks (hereinafter: "**Supervisor of Banks' Directives**") – Mr. Joseph Shachak and Ms. Sabina Biran - will complete

their current tenures as directors at the Bank, according to the Supervisor of Banks' Directives and the instructions of the Bank's Articles of Association.

- 3.5 It should be noted that aside from the outside directors serving at the Bank in accordance with the Companies Law, who are also independent directors, two outside directors per the Supervisor of Banks' Directives serve at the Bank, who have been classified by the Audit Committee as independent directors.
- 3.6 For information on the evaluation of the directors as having accounting and financial expertise, or as having professional eligibility, per the Companies Regulations (Terms and Conditions for a Director with Accounting and Financial Expertise) 5765-2005, see Section 1.2.8 of the Immediate Report.
- 3.7 For information on the remuneration to be paid to the candidates for reappointment as directors, as specified above, and information regarding their entitlement to the exemption, indemnification and insurance of officers, see Section 1.2.9 of the Immediate Report.
4. Attention is directed to the instructions of Article 34(a1) of the Banking (Licensing) Law, 5741-1981, according to which:

“A person shall not make an agreement with another in regard to their vote for the appointment of a director in a banking corporation or in a bank holding corporation, including in regard to their vote for his dismissal, except under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply to ... 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, on his own behalf, 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”.

Inter alia, it arises from the aforesaid instructions that in the matter of the directors' appointment, as detailed in Section 3 above, a voting agent who is also a shareholder at the Bank may only vote in the name of and on behalf of a single other shareholder, as detailed in the aforesaid instructions.

With respect to the other issue on the Annual Meeting's agenda (as detailed in Section 1.3 of the Immediate Report), there is no reason a voting agent may not represent more than one shareholder.

5. The majority required to pass the resolutions at the Annual Meeting, for the issues on the agenda, which may be voted upon via voting paper:

The majority required at the Annual Meeting and at a deferred annual meeting to approve the reappointment of each of the directors, as detailed in sections 1.2.3(a) up to 1.2.3(h) of the Immediate Report (i.e. under Section 3 herein above), is an ordinary majority of all shareholders present at the Annual Meeting, who are entitled to vote and voting thereat, without taking into account the abstaining votes

6. Place and time during which the full text of the proposed resolution can be perused:

The Immediate Report released by the Company regarding the convening of the Annual Meeting and the full text of the proposed resolutions may be inspected at the Bank's Offices, 7 Jabotinsky St., Ramat-Gan, Tel: 03-7559720, during standard working hours, until the time scheduled for the meeting.

7. Details to the best of the Company's knowledge regarding candidates for directorial service: As specified in Section 3.1 above and Section 1.2.6 of the immediate report. To remove doubt, it is clarified that the voting on each candidate for tenure as a director, as specified in this voting paper, will be done separately.

8. A shareholder may contact the Bank directly to receive the text of the voting paper and position papers from it.

9. 9.1 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.
- 9.2 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 (hereinafter: "Registered Shareholder") only if a photocopy of one's identity card, passport or incorporation letter is attached thereto.

10. 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 as follows:
 - 10.1 Unregistered Shareholder: Up to 4 hours prior to the convening of the meeting;
 - 10.2 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.
11. 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 shall be closed.
12. The Bank’s address for the delivery of voting papers and position papers: The Bank’s Offices at 7 Jabotinsky Street, Ramat-Gan.
 - 12.1 The deadline for the delivery of position papers to the Bank: Up to 10 days before the meeting.
 - 12.2 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.
13. 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:
 - 13.1 The distribution site of the Israel Securities Authority:
<http://www.magna.isa.gov.il/>;
 - 13.2 The Internet site of the Tel-Aviv Stock Exchange Ltd: <http://maya.tase.co.il/>
14.
 - 14.1 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.
 - 14.2 An Unregistered Shareholder may instruct that his ownership confirmation be transferred to the Bank through the Electronic Voting System.
15. 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.

16. 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 number of shares constituting 5% of the total voting rights at the Bank is: 11,666,280.

The number of shares constituting 5% of the total voting rights at the Bank, which are not held by the controlling shareholder, is: 6,518,038.

17. Adding an issue to the agenda: 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 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 convening of the meeting, provided that the issue is appropriate for a discussion at the annual 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 Record Date as set forth in the Immediate Report.

18. A shareholder shall indicate his voting manner regarding the issues on the agenda on the form which is the second part of this voting paper; and in the event that the shareholder is voting by power of attorney (i.e. through an agent), the above details shall be given both to the grantor of the power of attorney and the agent.

Voting Paper - Part Two

Company Name: **Mizrahi Tefahot Bank Ltd.** (hereinafter: "**Company**" or "**Bank**")

Company Address (for delivery of voting papers): Ms. Maya Feller, Company Secretary, Mizrahi Tefahot Bank Ltd., 7 Jabotinsky Street, 13th floor, Ramat-Gan 52520.

Company No.: 520000522

Meeting Date: December 26, 2018 at 15:00

Meeting Type: Annual

Record Date: November 27, 2018

(Hereunto to be filled by the Company).

Shareholder Details

Shareholder's name: _____

Identity no.: _____

If the shareholder does not have an Israeli identification card:

Passport no.: _____

Issuing country: _____

Valid until: _____

If the shareholder is a corporation:

Corporation no.: _____

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		
	For	Against	Abstain
1.2.3(a)			
1.2.3(b)			
1.2.3(c)			
1.2.3(d)			
1.2.3(e)			
1.2.3(f)			
1.2.3(g)			
1.2.3(h)			

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 or if such ownership conformation was sent to the company 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.

¹ Failure to mark will be considered as abstaining from a vote on that issue.

APPENDIX A

Supplement

To

Mizrahi Tefahot Bank Ltd (the "**Bank**" or the "**Company**")

Statement of a Director or Candidate for a Director's Position

Pursuant to Section 224B of the Companies Law, 5759-1999 (the "**Companies Law**")

I, the undersigned, **Moshe Vidman**, bearer of ID No. 000690875, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, *inter alia*, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Education:

Bachelor's degree in Economics from the Hebrew University in Jerusalem
Master's degree in Business Administration, specializing in financing, from the Hebrew University in Jerusalem

Professional Experience and Board of Directors Membership:

I have 40 years' worth of experience in managing companies. I have served as a director at leading businesses in the market for over 25 years. I have served as a director in banks for over 10 years.

2010 and onwards: director at Mizrahi Tefahot Bank Ltd. As of December 1, 2012: serving as the Chairman of the Board of Directors at Mizrahi Tefahot Bank Ltd.

2. 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. The provisions of the said articles, in their language on the date of my signature of this declaration, are specified in the annex attached hereto and constitute an integral part hereof.
3. I am aware that this declaration of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, whose agenda includes, *inter alia*, my appointment as a director at the Bank.

In witness whereof I have hereunto set my hand:

Date: November 3, 2018

Signature: [**Moshe Vidman**]

Supplement

To

Mizrahi Tefahot Bank Ltd (the "**Bank**" or the "**Company**")

Statement of a Director or Candidate for a Director's Position

Pursuant to Section 224B of the Companies Law, 5759-1999 (the "**Companies Law**")

I, the undersigned, **Zvi Ephrat**, bearer of ID No. **7189434**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, *inter alia*, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Education:

A graduate (L.L.B.) in Law from the Hebrew University in Jerusalem

Member of the Israel Bar Association since 1972

Professional Experience:

Senior partner and advisor at Gornitzky & Co. Law Firm

Serving as a senior legal advisor to private and public companies, and practicing in the fields of Corporations, Capital Market and Finance for many years.

I headed the International Law Department of the IDF's Military Advocate General.

Between 1978 and 1982, I served as a legal advisor at the Legal Department of the United Nations Secretariat in New York.

Board of Directors Memberships:

I have been serving as a director at Mizrahi Bank since 1995. Previously, I served as a director at Hapoalim Bank (Switzerland) for approx. 5 years, as well as at two other banks (which no longer exist): Haroshet Bank and Ampal Bank. I have also served as a director at Hapoalim Bank (Cayman) Ltd.

2. 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. The provisions of the said articles, in their language on the date of my signature of this declaration, are specified in the annex attached hereto and constitute an integral part hereof.
3. I am aware that this declaration of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, whose agenda includes, *inter alia*, my appointment as a director at the Bank.

In witness whereof I have hereunto set my hand:

Date: November 11, 2018

Signature: [**Zvi Ephrat**]

Supplement

To

Mizrahi Tefahot Bank Ltd (the "**Bank**" or the "**Company**")

Statement of a Director or Candidate for a Director's Position

Pursuant to Section 224B of the Companies Law, 5759-1999 (the "**Companies Law**")

I, the undersigned, **Gazit Ron**, bearer of ID No. 050688605, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, *inter alia*, the Bank's special needs and size.
Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:
A graduate (L.L.B.) of Tel Aviv University, Certified attorney and mediator on behalf of the Tel Aviv University, A graduate of courses in Bookkeeping at the Faculty of Management, Tel Aviv University; Founder of the Ron Gazit, Rotenberg & Co. Law Offices, with extensive experience in the preparation of agreements in the field of computers; proficient in the field of computers; served for 8 years as the chairman of the national computer committee of the Israel Bar Association; guest speaker in the field of computers at the Management Faculty and in seminars; for several decades represented Microsoft and carried out the largest computer transactions in Israel, including financial entities such as, Migdal Insurance Company, Israel Stock Exchange, Bituach Yashir, Bank Leumi, Hamizrachi Bank and Bank Tefahot.
2. 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. The provisions of the said articles, in their language on the date of my signature of this declaration, are specified in the annex attached hereto and constitute an integral part hereof.
3. I am aware that this declaration of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, whose agenda includes, *inter alia*, my appointment as a director at the Bank.

In witness whereof I have hereunto set my hand:

Date: November 14, 2018

Signature: [**Gazit Ron**]

Supplement

To

Mizrahi Tefahot Bank Ltd (the "**Bank**" or the "**Company**")

Statement of a Director or Candidate for a Director's Position

Pursuant to Section 224B of the Companies Law, 5759-1999 (the "**Companies Law**")

I, the undersigned, **Liora Ofer**, bearer of ID No. **51983401**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, *inter alia*, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Education:

High-School – The Hebrew Reali School in Haifa

Professional Experience and Board of Directors Membership:

2006 forth: director at Mizrahi Tefahot Bank Ltd

2007 forth: chairwoman of the Board of Directors at the Melisron Company Ltd.

2012 forth: chairwoman of the Board of Directors at the Ofer Investments Company Ltd.

I have been serving for years as a director at companies in the Ofer Investments Group Ltd, as detailed below: Ofer investments Ltd, Helidor Enterprises Ltd, Oro Investments Ltd, Oro Consultation and Management Ltd, Melisron Ltd, Ramat Aviv Mall Ltd, Ofer Brothers Holdings (1989) Ltd, Ofer Brothers Property Holding Ltd, A.A.B.M Ltd, Ofarim Buildings Ltd, Ofer Development and Investments Ltd, Ofer Sachaf Ltd, Ofer Industry Assets (Nazereth) Ltd, Coral Beach Eilat Ltd, C.I.D The Israeli Investment and Development Co. Ltd, Ofer Commercial Centers Ltd, Carmeli Yuliad Ltd, 10 Herbert Samuel (Management) Ltd, Ofer Investments Energy Enterprises (Management) Ltd (in voluntary liquidation), Ofer Investments Energy Sources Ltd

2. 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. The provisions of the said articles, in their language on the date of my signature of this declaration, are specified in the annex attached hereto and constitute an integral part hereof.
3. I am aware that this declaration of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, whose agenda includes, *inter alia*, my appointment as a director at the Bank.

In witness whereof I have hereunto set my hand:

Date: November 20, 2018

Signature: [Liora Ofer]

Supplement

To

Mizrahi Tefahot Bank Ltd (the "**Bank**" or the "**Company**")

Statement of a Director or Candidate for a Director's Position

Pursuant to Section 224B of the Companies Law, 5759-1999 (the "**Companies Law**")

I, the undersigned, **Mordechai Meir**, bearer of ID No. **50087006**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, *inter alia*, the Bank's special needs and size.
Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:
Education: A graduate of Tel Aviv University Accounting and Economics – C.P.A.
Employment Experience: Formerly of the Somekh, Chaikin Zitron & Co. Accounting Firm, including experience in Bank auditing and preparing financial reports for financial institutes.
Former CEO of three public companies: Sahar Holdings Ltd, Sahar Development and Investments and Africa Israel Investments Ltd.
I have served as a director at many companies, including Leumi & Co. Investment Bank Ltd; Africa Israel Investments Ltd; Packer Steel Ltd; Negev Ceramics Ltd (chairman); Tefahot Bank; Igud Capital Markets; Tahal; and other companies.
2. 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. The provisions of the said articles, in their language on the date of my signature of this declaration, are specified in the annex attached hereto and constitute an integral part hereof.
3. I am aware that this declaration of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, whose agenda includes, *inter alia*, my appointment as a director at the Bank.

In witness whereof I have hereunto set my hand:

Date: November 4, 2018

Signature: [**Mordechai Meir**]

Supplement

To

Mizrahi Tefahot Bank Ltd (the "**Bank**" or the "**Company**")

Statement of a Director or Candidate for a Director's Position

Pursuant to Section 224B of the Companies Law, 5759-1999 (the "**Companies Law**")

I, the undersigned, **Yoni Kaplan**, bearer of ID No. **55251391**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, *inter alia*, the Bank's special needs and size.
Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:
Education: B.A. in Economics and Accounting – Tel Aviv University
Certified Public Accountant
M.A. in Political Science and National Security, Haifa University
Professional Experience:
1982-1999 – various positions in the Income Tax Department - the Ministry of Finance
1999-2001 – Income Tax Commissioner
2002- Financial consulting and membership in boards of directors
For over 10 years I have served as a lecturer at Tel Aviv University and Bar Ilan University.
2. 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. The provisions of the said articles, in their language on the date of my signature of this declaration, are specified in the annex attached hereto and constitute an integral part hereof.
3. I am aware that this declaration of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, whose agenda includes, *inter alia*, my appointment as a director at the Bank.

In witness whereof I have hereunto set my hand:

Date: November 20, 2018

Signature: [**Yoni Kaplan**]

Supplement

To
Mizrahi Tefahot Bank Ltd (the "**Bank**" or the "**Company**")

Statement of a Director or Candidate for a Director's Position

Pursuant to Section 224B of the Companies Law, 5759-1999 (the "**Companies Law**")

I, the undersigned, **Joav Nachshon**, bearer of ID No. **057081630**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, *inter alia*, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Education:

Certified Public Accountant

M.B.A with a major in Strategy, The Hebrew University in Jerusalem

B.A. – Graduate of Economics and Accounting, Tel Aviv University

Occupation and Professional Experience:

2002 – present: Vice President of Finance, Business Development and Strategy at the Group of the Central Bottling Company Ltd.

1998-2002 - CFO and CIO at the Central Bottling Company Ltd.

1995-1998 - Partner at Almagor Accounting Firm.

1994-1995 – Accountant at Almagor Accounting Firm.

Serves as a director in the following companies:

Neviot Teva Hagalil Ltd

Tavor Winery (2005) Ltd

Mira Trading Co. Ltd

Keshet Broadcasting Ltd

Association of Milk Producers and Dairy Products Ltd. (in voluntary liquidation)

Türk Tuborg Bira ve Malt Sanayii A.Ş

Tuborg Pazarlama A.Ş

United Albanian Breweries SH.P.K

International Dairies Corporation B.V.

AL Breweries B.V.

2. 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. The provisions of the said articles, in their language on the date of my signature of this declaration, are specified in the annex attached hereto and constitute an integral part hereof.
3. I am aware that this declaration of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, whose agenda includes, *inter alia*, my appointment as a director at the Bank.

In witness whereof I have hereunto set my hand:

Date: November 20, 2018

Signature: [**Joav Nachshon**]

Supplement

To

Mizrahi Tefahot Bank Ltd (the "**Bank**" or the "**Company**")

Statement of a Director or Candidate for a Director's Position

Pursuant to Section 224B of the Companies Law, 5759-1999 (the "**Companies Law**")

I, the undersigned, **Avraham Zeldman**, bearer of ID No. **05795919**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, *inter alia*, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Experience at the senior management levels at Leumi Bank, both as a senior management member and as the chairman of the board of Leumi Mortgage, and as a manager of subsidiaries in the field of investment banking. Furthermore, a director in many companies in which I invested as the CEO of Leumi Partners, as a representative of Leumi Bank, including Paz, Partner, Electra Consumption, Super-Pharm, Abgol, Keshet Broadcasting, Technorob and a chairman of an investment fund.

1987-1995: Head of the banking division and responsible for the Leumi Bank branches in Israel

1995-12/2000: Senior management member for private and commercial banking

1987-2010: Chairman of Leumi Mortgage Bank

2000-2010: Leumi Partners CEO

Currently: Chairman of the Board of Fox Wizel Ltd.

2. 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. The provisions of the said articles, in their language on the date of my signature of this declaration, are specified in the annex attached hereto and constitute an integral part thereof.
3. I am aware that this declaration of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, whose agenda includes, *inter alia*, my appointment as a director at the Bank.

In witness whereof I have hereunto set my hand:

Date: November 20, 2018

Signature: [**Avraham Zeldman**]