

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

To <u>Israel Securities Authority</u>	To <u>Tel Aviv Stock Exchange Ltd</u>	T049 (Public)	Date of transmission: April 2, 2019
www.isa.gov.il	www.tase.co.il		Ref: 2019-01-031990

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

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

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

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

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

1. At a meeting convened on April 2nd, 2019, the convening of which was published in a form with the reference number 2019-01-019816, and the issues on which agenda were:

SN	Transaction type / Vote issue	Summary of the issue
1	Appointment of an OD	Appointment of an outside director at the bank, per this term's meaning in the Companies Law 5759-1999.

The following resolutions were made:

1	
Transaction type / Vote issue:	<i>Appointment of an OD</i>
Summary of the issue:	<i>Appointment of an outside director at the bank, per this term's meaning in the Companies Law 5759-1999.</i>
Summary of the proposed resolution:	<i>To appoint Mr. Abraham Neyman as an outside director at the bank, per the meaning of this term in the Companies Law 5759-1999 (who also meets the qualifications of an outside director under the Proper Conduct of Banking Business Directive in the matter of the Board of Directors, issued by the Supervisor of Banks) for an additional service period of three (3) years (a third tenure), to commence on April 11th, 2019.</i>
The meeting has resolved:	<i>To approve</i>
The number of shares / securities participating in the vote:	<i>197,433,052</i>
The number of shares / securities that voted in favor:	<i>196,825,583</i>

The number of shares / securities participating in the vote, which were not classified as shares whose holders have a personal interest / as shares that are not controlling shareholders or have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder:	94,468,216, of which 93,860,747 voted in favor of the transaction and 607,269 voted against the transaction.
The number of shares participating in the vote that were not classified as shares whose owners control the company / as the shares of those who have a personal interest in approving the resolution:	94,468,216, of which 93,860,747 voted in favor of the transaction.
The number of shares / securities that voted against:	607,269
Percentage of voting in favor of approving the transaction out of the total number of voters who do not have a personal interest in the transaction / are not controlling shareholders or have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder:	99.36%
Percentage of voting in favor of approving the transaction out of the total number of voters who are not controlling shareholders / do not have a personal interest in the resolution's approval:	99.36%
Percentage of opposing votes out of the total voting rights at the company:	0.30%

2. The meeting's resolutions regarding other issues on its agenda:
To amend regulations 55, 89 and 92 of the bank's articles of association, per the amended, marked version detailed in Section 1.2.3 of the (amending) immediate report on the convening of the special general meeting, published by the bank on March 6th, 2019 (reference no. 2019-01-019816) and to approve the aforesaid amended version, which includes the proposed amendments (marked by an underline and a strikethrough).
3. Details of meeting voters who are institutional, interested parties or senior officers:
The form can contain up to 40 lines (each line containing information about one securities holder that has voted at the meeting). In the event of a voter list that exceeds 40, the details of the additional voters must be filled on another form.
 © File *magna02042019_isa.pdf*. The file will include the data required by this form for each voter.
 (PLEASE NOTE, THIS FORM IS NOT ATTACHED THIS TRANSLATED REPORT)

Serial #	Numbering in the Agenda	Last Name of Shareholder or Securities Holder /	First Name of Shareholder or Securities Holder	Amount of Securities	Personal Interest (2)	Manner of Voting	Voting Paper / Power of Attorney
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		Corporation Name (Hebrew) (1)					
1	Subject	_____	_____	_____	_____	_____	_____

○ A detailing of the vote according to the numeration of the issues detailed in Section 1 above:

Explanations:

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

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

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

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

1

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

First Name of Shareholder or Securities Holder (Hebrew): _____

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

First Name of Shareholder or Securities Holder (Latin): _____

Type of Identification: _____

Identification Number: _____

Participation in the Meeting is By Power of Securities Numbered: _____

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

Name of Proxy: _____

Proxy's Type of Identification Number: _____

Proxy's Identification Number: _____

Passport Country: _____

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

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

Report	Publication date	Ref no.
Original	February 25 th , 2019	2019-01-016471
	March 6 th , 2019	2019-01-019651
Amending	March 6 th , 2019	2019-01-019816

Note to Section 1 of this form:

In the report regarding the convening of the special general meeting (published by the bank on February 25th, 2019), it was noted that Mr. Abraham Neyman's appointment as an outside director at the bank, for an additional service period of three (3) years, commencing on April 11th, 2019, was subject to the Supervisor of Banks not announcing her objection to the appointment or announcing her consent thereto.

Further to this, on March 26th, 2019, the bank received the approval of the Supervisor of Banks, according to which, she had no objections to the appointment of Mr. Abraham Neyman as an outside director per the Companies Law 5759-1999, and per the Proper Conduct of Banking Business Directive No. 301 regarding the "Board of Directors", at the bank.

Note to Section 2 of this form:

At the bank's special general meeting, held on April 2nd, 2019, in response to a query, the bank clarified that the proposed amendment to Regulation 89.1 of the bank's articles of association (as detailed in Section 1.2.3 of the (amending) immediate report on the convening of this general meeting, published by the bank on March 6th, 2019 (reference no. 2019-01-019816) was made further to the Bank of Israel's application to the bank in this matter.

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

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

[2019-01-019816](#)

Securities of a Corporation Listed for Trading
on the Tel Aviv Stock Exchange
Abbreviated Name: Mizrahi Tefahot
Address: 7 Jabotinsky Street
Ramat Gan, 52520, Israel
E-mail: mangment@umtb.co.il

Form structure revision date: February 19, 2019

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

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

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

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