

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>	T121 (Public)	Date of transmission: June 25, 2018
	www.isa.gov.il		www.tase.co.il		Ref: 2018-01-060862

Immediate Report

Explanation: This form may not be used if an appropriate form exists for the reported event.

Issue results must be reported under T20 and not under this form.

Bond rating or corporation rating reports must be submitted through Form T125.

Nature of the Event: Preliminary Notice

The reference numbers of previous documents on the subject:

Attached file *Preliminary_notice_of_meeting_isa.pdf*

The company *is not* a shell company, as defined in the TASE Rules and Regulations.

Date on which the corporation first learned of the event: *June 25, 2018 at 10:30.*

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

Securities of a Corporation Listed for Trading on the Tel Aviv Stock Exchange	Form structure revision date: June 19, 2018
Abbreviated Name: Mizrahi Tefahot	
Address: 7 Jabotinsky Street, Ramat Gan, 52520	Tel:03-7559720 Fax:03-7559923
E-mail: mangment@umtb.co.il	Company website: https://www.mizrahi-tefahot.co.il

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	Tel: 03-7559720	Fax: 03-7559923	E-mail: mangment@umtb.co.il

Mizrahi Tefahot Bank Ltd
(“the Bank”)

Preliminary Notice on the Convening of a Special General Meeting

In accordance with Article 11C(a)(4) of the Banking Ordinance, 1941, the Bank is hereby publishing a preliminary notice regarding its intention to convene a special general meeting of the Bank's shareholders, upon the agenda of which, *inter alia*, is the appointment of an outside director at the Bank, per this term's meaning in the Companies Law 5759-1999 (“**Outside Director According to the Companies Law**”), subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto, as required under the law.

A notice regarding the convening of the special general meeting will be published separately, at least 21 days after the publication of this preliminary notice.

In this matter, it should be noted that on July 6th, 2018, Mr. Gideon Siterman is expected to end his tenure at the Bank as an outside director according to the Companies Law (after serving for nine years as a director at the Bank). With the end of Mr. Siterman's tenure, as aforesaid, only one director (Mr. Abraham Neyman) shall remain in service at the Bank, who is an Outside Director According to the Companies Law, and who is also an independent director and an outside director Proper Conduct of Banking Directive no. 301, issued by the Supervisor of Banks (“**Outside Director According to the Supervisor's Directive**”). It should be noted further that in addition to the Outside Director According to the Companies Law, as aforesaid, two more outside directors are serving at the Bank who have likewise been classified as independent directors.

This preliminary notice will also be submitted to the Supervisor of Banks at the Bank of Israel.

Respectfully,
Mizrahi Tefahot Bank Ltd