

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

<b>To</b>	<b><u>Israel Securities Authority</u></b>	<b>To</b>	<b><u>Tel Aviv Stock Exchange Ltd</u></b>	T048 (Public)	Date of transmission: December 24, 2017
	<a href="http://www.isa.gov.il">www.isa.gov.il</a>		<a href="http://www.tase.co.il">www.tase.co.il</a>		Ref: 2017-01-119601

**Immediate Report On The Results Of A Meeting**  
**Regulation 36D(b) of the Securities Regulations (Immediate and Periodic Reports) 5730-1970**

At an annual meeting convened on *December 24, 2016*, the convening of which was published in a form with the reference number *2017-01-106026*, and the issues on which agenda were:

SN	The issue
<b>1</b>	<i>A discussion of the bank's financial reports for December 31, 2016, and the Board of Directors' report on the state of the bank for 2016.</i>
<b>2</b>	<i>The reappointment of Mr. Moshe Vidman (currently serving as the Chairman of the Board of Directors) as a director at the bank.</i>
<b>3</b>	<i>The reappointment of Mr. Zvi Ephrat as a director at the bank.</i>
<b>4</b>	<i>The reappointment of Mr. Ron Gazit as a director at the bank.</i>
<b>5</b>	<i>The reappointment of Ms. Liora Ofer as a director at the bank.</i>
<b>6</b>	<i>The reappointment of Mr. Mordechai Meir as a director at the bank.</i>
<b>7</b>	<i>The reappointment of Mr. Jonathan Kaplan as a director at the bank.</i>
<b>8</b>	<i>The reappointment of Mr. Joav-Asher Nachshon as a director at the bank.</i>
<b>9</b>	<i>The reappointment of Mr. Avraham Zeldman as a director at the bank.</i>
<b>10</b>	<i>The reappointment of Ms. Sabina Biran as an outside director at the bank, per this term's meaning in the Supervisor of Banks' directives.</i>
<b>11</b>	<i>The reappointment of Brightman Almagor Zohar and Co. as the Bank's auditing accountants and a report on the auditing accountants' wages in 2016.</i>

The following resolutions were made:

- 1** *To reappoint the following members of the Board of Directors as directors at the bank: Moshe Vidman, Zvi Ephrat, Ron Gazit, Liora Ofer, Mordechai Meir, Jonathan Kaplan, Joav-Asher Nachshon and Avraham Zeldman.*  
*On December 4, 2017, December 5, 2017 and December 10, 2017, approvals were received from the Supervisor of Banks, according to which she is not opposed to extending the tenure of Messrs. Zvi Ephrat, Ron Gazit, Mordechai Meir, Jonathan Kaplan, Joav-Asher Nachshon and Avraham Zeldman and Mme. Liora Ofer as directors at the bank; and that she is not opposed to extending Mr. Moshe Vidman's tenure as the Chairman of the Board of Directors.*
- 2** *To appoint Ms. Sabina Biran as an outside director at the bank, per this term's meaning in the Supervisor of Banks' directives ("Outside Director Per the Supervisor's Directives") for an additional tenure of three (3) years, in effect as of February 27, 2018.*  
*On December 19, 2017, an approval was received from the Supervisor of Banks, according to which she is not opposed to the reappointment of Ms. Sabina Biran as an Outside Director Per the Supervisor's Directives, subject to the following conditions: "(1) Ms. Biran's tenure period shall be considered as the third and final tenure period permitted under Article 245(a) of the Companies Law. (2) Ms. Biran will not be able to represent clients against entities in the Mizrahi Tefahot Group – neither in her private business nor her other capacities".*
- 3** *To reappoint Brightman Almagor Zohar and Co. as the Bank's auditing accountants.*

[Meeting\\_24122017\\_isa.pdf](#)

Explanation: If the meeting has passed a resolution in which the majority required by law is not an ordinary majority, these details shall also be presented in the report: the total of all shares who had participated at the vote, the number of shares voting for the proposition and against it and the rate of these out of all shares included in the counting of the votes for the purpose of the vote, distinguishing between the controlling shareholders or their proxy from those who are not controlling shareholders or

their proxy, and likewise specifying any other distinction between the shareholders required for passing a resolution.

- The passed resolution is according to Article 350 of the Companies Law, 5759-1999 or a resolution to change a deed of trust at a meeting of bond holders. In these cases, details of voters at the meeting that are institutional, interested parties or senior officers shall be included, as detailed below: regarding other issues on its agenda.

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. The voting figures must be entered according to the order of the issues above.

- File \_\_\_\_\_. The file will include the data required by this form for each voter (Note: Not included in this translation).
- A detailing of the vote according to the numeration of the issues detailed above:

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

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.

<b>1</b>	<p>Last Name of Shareholder or Securities Holder (Hebrew) / Corporation Name (Hebrew): _____</p> <p>First Name of Shareholder or Securities Holder (Hebrew): _____</p> <p>Last Name of Shareholder or Securities Holder / Corporation Name (Latin): _____</p> <p>First Name of Shareholder or Securities Holder (Latin): _____</p> <p>Type of Identification: _____</p> <p>Identification Number: _____</p> <p>Participation in the Meeting is By Power of Securities Numbered: _____</p> <p>The Shareholder or Securities Holder's Place of Incorporation / Passport Country: _____</p> <p>Name of Proxy: _____</p> <p>Proxy's Type of Identification Number: _____</p> <p>Proxy's Identification Number: _____</p> <p>Passport Country: _____</p>
----------	---

	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: _____
--	---

This report is submitted further to the following reports:

Report	Publication date	Ref no.
<i>Original</i>	<i>November 13, 2017</i>	<i>2017-01-106026</i>

*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):

**2016-01-093717**      **2016-01-106026**

---

Securities of a Corporation Listed for Trading      Form structure revision date: December 11, 2017  
on the Tel Aviv Stock Exchange  
Abbreviated Name: Mizrahi Tefahot  
Address: 7 Jabotinsky Street      Tel: 03-7559207      Fax: 03-7559913  
Ramat Gan, 52520, Israel      03-7559720  
E-mail: mangment@umtb.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, Israel Tel: 03-7559720 Fax: 03-7559923 E-mail: mangment@umtb.co.il