

Mizrahi Tefahot Bank Ltd.
Number with Registrar: 520000522

To: Israel Securities Authority
www.isa.gov.il

To: Tel Aviv Stock
Exchange Ltd.
www.tase.co.il

T087
(public)

Broadcast on Magna: February 7, 2019
Reference: 2019-01-011404

Status of capital, granting of rights to purchase shares and registers of securities of the corporation and the changes therein

Regulation 31e of the Securities Regulations (Periodic and Immediate Reports), 5730-1970
Regulation 31(a) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970
Regulation 31(b1) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970
Regulation 32 of the Securities Regulations (Periodic and Immediate Reports), 5730-1970

Nature of the change: *Change in the shareholders register without change to the quantity of shares*

Explanation: Briefly describe the nature of the change

Reference numbers of previous reports on the matter: [2019-01-011323](#), [2019-01-011308](#), _____.

1. The status of the corporation's securities after the change is:

Name and type of securities	No. of security on TASE	Quantity in the authorized capital	Issued and Paid-up Capital		Quantity registered in the name of a nominee company
			Quantity in the last report	Current quantity	
<i>Ordinary shares of NIS 0.1 par value each. Mizrahi Tefahot</i>	695437	400,000,000	233,426,509	233,426,509	174,635,739
<i>Deferred capital notes (Series A) MizrahiTef Ag A-RM</i>	6950083	0	1,701,984,302	1,701,984,302	0
<i>MZTF Op CEO 2014</i>	6950356	0	239,419	239,419	0
<i>MZTF Op 2014</i>	6950364	0	2,709,234	2,709,234	0
<i>MZTF Op 2015</i>	6950380	0	26,493	26,493	0
<i>MZTF Op 2017</i>	6950471	0	2,604,052	2,604,052	0

Explanation: Specify all of the company's securities, including unlisted securities.

2. The corporation notifies that:
- On February 7, 2019
- From _____ To _____
- There has been a change in the quantity and register of the holders of the securities (including rights to purchase shares) of the corporation as a result of:

Description of the nature of the change _____

Explanation: Describe all details of the transaction or action due to which a change occurred in the corporation's securities.

1	<p>Name of the registered holder for which the change has occurred: _____</p> <p>Type of Identification number: _____ Identification number: _____</p> <p>Nature of the change: _____</p> <p>Date of the change: _____ Performed through the TASE Clearing House: ____</p> <p>Type and name of the security in which a change occurred: _____</p> <p>No. of security on TASE: _____</p> <p>The holder's balance of the security in the last report: _____</p> <p>The holder's balance of this security after the change: _____</p> <p>Total amount of the security by which the decrease/increase occurred: _____</p> <p>Is this a grant of rights to purchase shares? ____</p> <p>Total proceeds for securities allotted: ____</p> <p>The TASE number of the share that will derive from the exercise of the security: _____</p> <p>The number of shares that will derive from the full conversion/exercise of the security: _____</p> <p>The total exercise price to be received from the full conversion/exercise of the security into shares: _____</p> <p>The period in which the security may be exercised: _____</p> <p>From _____ to _____</p> <p>The securities allotted will be listed for trade: ____</p> <p>The allotment of the said securities is further to the _____ released on _____ reference number _____</p> <p><input type="checkbox"/> The security was fully paid-up and the proceeds fully received.</p> <p><input type="checkbox"/> The security was fully paid-up however the proceeds were not fully received.</p> <p><input type="checkbox"/> Issued for ATM program</p> <p><input type="checkbox"/> Other</p> <p>_____</p>
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Explanations:

1. **If the change affects more than one security, specify the effect of the change in a separate line for each security.**
2. **Date of the change – summarize all changes of the same type, in the same security, made on one day, in one line. For this purpose – distinguish between changes made through the TASE Clearing House and changes made directly on the company's books.**

3. **The change – add the mark “-” for a decrease.**
 4. **In all of the quantity fields, fill in the quantity of the securities and not NIS par value.**

- ⊙ A change occurred only in the register of the holders of the corporation’s securities (**with no change to the quantity of the corporation’s securities**) as a result of:

Description of the nature of the change	<i>The changes specified in this report are following the completion of a separation transaction at “Ofer Group” which was completed on February 7, 2019, in which, inter alia, L.A.B.M (Holdings) Ltd., a subsidiary wholly owned by L.Y.N. (Holdings) Ltd., purchased all of the Bank’s shares which were held by C.A.B.M. Ltd. and A.A.B.M Ltd., companies wholly owned by Ofer Brothers Holdings (1989) Ltd.; For further details see the report released by the Bank on February 7, 2019, on the completion of the separation agreement at “Ofer Group” (Reference number: 2019-01-011308).</i>
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Explanation: Describe all details of the transaction or action due to which a change occurred in the register.

1	<p>Name of the registered holder for which the change has occurred: <i>C.A.B.M. Ltd.</i></p> <p>Type of Identification number: <i>Number with the Registrar of Companies in Israel</i> Identification number: <i>512008103</i></p> <p>Date of the change: <i>February 7, 2019</i> Performed through the TASE Clearing House: <i>No</i></p> <p>Type and name of the security in which a change occurred: <i>Ordinary shares of NIS 0.1</i></p> <p>No. of security on TASE: <i>695437</i></p> <p>Amount of change: <i>-7,066,264</i></p> <p>The holder’s balance of this security after the change: <i>0</i></p>
2	<p>Name of the registered holder for which the change has occurred: <i>A.A.B.M. Ltd.</i></p> <p>Type of Identification number: <i>Number with the Registrar of Companies in Israel</i> Identification number: <i>512008137</i></p> <p>Date of the change: <i>February 7, 2019</i> Performed through the TASE Clearing House: <i>No</i></p> <p>Type and name of the security in which a change occurred: <i>Ordinary shares of NIS 0.1</i></p> <p>No. of security on TASE: <i>695437</i></p> <p>Amount of change: <i>-15,175,631</i></p> <p>The holder’s balance of this security after the change: <i>0</i></p>
3	<p>Name of the registered holder for which the change has occurred: <i>L.A.B.M. Ltd.</i></p> <p>Type of Identification number: <i>Number with the Registrar of Companies in Israel</i> Identification number: <i>512008442</i></p>

Date of the change: <i>February 7, 2019</i> Performed through the TASE Clearing House: <i>No</i>
Type and name of the security in which a change occurred: <i>Ordinary shares of NIS 0.1</i>
No. of security on TASE: <i>695437</i>
Amount of change: <i>22,241,895</i>
The holder's balance of this security after the change: <i>29,512,972</i>

3. Main entries in the shareholders register as of the report date are as follows:

No.	Name of the registered shareholder	Type of identification number	Identification number	Security number on TASE	Class and par value of the shares	Quantity of shares	Are the shares held as a trustee
1	<i>MWZ (Holdings) Ltd.</i>	<i>Number with the Registrar of Companies in Israel</i>	<i>512024225</i>	<i>695437</i>	<i>Ordinary shares of 0.1</i>	<i>53</i>	<i>No</i>
2	<i>F & W</i>	<i>Number with the Registrar of Companies in Israel</i>	<i>540183118</i>	<i>695437</i>	<i>Ordinary shares of 0.1</i>	<i>29,275,441</i>	<i>No</i>
3	<i>L.A.B.M (Holdings) Ltd.</i>	<i>Number with the Registrar of Companies in Israel</i>	<i>512008442</i>	<i>695437</i>	<i>Ordinary shares of 0.1</i>	<i>29,512,972</i>	<i>No</i>
4	<i>Mizrahi Tefahot Nominees Company Ltd.</i>	<i>Number with the Registrar of Companies in Israel</i>	<i>510422249</i>	<i>695437</i>	<i>Ordinary shares of 0.1</i>	<i>174,635,739</i>	<i>No</i>
5	<i>Fischman Mordechai</i>	<i>Number of Identification card</i>	<i>6993612</i>	<i>695437</i>	<i>Ordinary shares of 0.1</i>	<i>3</i>	<i>No</i>
6	<i>Savion Tal</i>	<i>Number of Identification card</i>	<i>38506499</i>	<i>695437</i>	<i>Ordinary shares of 0.1</i>	<i>2,100</i>	<i>No</i>
7	<i>Fentzer Adi</i>	<i>Number of Identification card</i>	<i>008037392</i>	<i>695437</i>	<i>Ordinary shares of 0.1</i>	<i>200</i>	<i>No</i>
8	<i>Feldman Avi</i>	<i>Number of Identification card</i>	<i>50299338</i>	<i>695437</i>	<i>Ordinary shares of 0.1</i>	<i>1</i>	<i>No</i>

4. Attached is the shareholders' register file in accordance with the provisions of Section 130 of the Companies Law, 5759-1999 [shareholders' register 07022019 Ofer Transaction isa.pdf](#)
5. Attached is an updated file of the corporation's securities registers, including the register of option holders and the register of bondholders [register of option holders 07022019 isa.pdf](#)
The above report was signed by Maya Feller, Bank Secretary

Reference numbers of previous documents on the matter (the mention does not constitute an inclusion by reference):

2019-01-011323 2019-01-011308

Date of update of the structure of the form: December 31, 2018

The corporation's securities are listed on the Tel Aviv Stock Exchange

Abbreviated name: Mizrahi Tefahot

Address: 7 Jabotinsky, Ramat Gan 52520 Tel: 03-7559720, Fax: 03-7559923

Email: MANGMENT@UMTB.CO.IL Company's website: <https://www.mizrahi-tefahot.co.il>

Former names of reporting entity: United Mizrahi Bank Ltd.

Name of Electronic Reporter: Feller Maya Title: Bank Secretary Name of Employing Company:

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

Shareholders' Register

Signed by Mrs. Maya Feller, Corporate Secretary

February 7, 2019

	Quantity of shares	% of holding
Wertheim Group		
MWZ (Holdings) Ltd.	53	0.0000%
F & W Registered Partnership	29,275,441	12.5416%
Total	29,275,494	12.5416%
Ofer Group		
L.A.B.M (Holdings) Ltd.	29,512,972	12.6434%
Total	29,512,972	12.6434%
Mizrahi Tefahot Nominees Company Ltd.	174,635,739	74.8140%
Fischman Mordechai	3	0.0000%
Savion Tal	2,100	0.0009%
Fentzer Natan	200	0.0001%
Feldman Avi	1	0.0000%
Total of	233,426,509	100.0000%

Register of options holders and register of bonds holders

Signed by Mrs. Maya Feller, Corporate Secretary

Number of certificate	Date of the transfer	Name of certificate	Maturity of the Security	Name of the holder	Identification number of the holder	Holder's address	Current quantity held
1	23.11.2006	Deferred capital notes (series A)	1.1.2016	Mizrahi Tefahot Nominees Company Ltd.	510422249	7 Jabotinsky St. Ramat-Gan	1,701,984,302
Total for series (certificate 1)							1,701,984,302

	Quantity of options
MZTF Op CEO 2014	239,419
Options warrants to employees MZTF Op 2014	2,709,234
Options warrants to employees MZTF Op 2015	26,493
Options warrants to employees MZTF Op 2017	2,604,052