

Mizrahi Tefahot Bank Ltd.

Number with Registrar: 520000522

Israel Securities Authority
www.isa.gov.ilTel Aviv Stock Exchange Ltd.
www.tase.co.il

T460 (Public)

Transmitted via Magna: February 4, 2019
Reference: 2019-01-012387**Immediate Report on a Meeting****Regulation 36B (a) and (d) and Regulation 36C of the Securities Regulations (Periodic and Immediate Reports), 5730-1970**

Explanation: Insofar as one of the items on the agenda of the meeting is the approval of a transaction with a controlling shareholder or approval of an irregular proposal, first fill in Form T133 or T138 respectively, and thereafter report on this form too.

Is it possible to vote through the electronic voting system: *Yes*

Comment: This field may be selected only for corporations that are not registered in Israel

The corporation announces: *The convening of a meeting*

Note: In the event of a change in the date of the meeting (postponement or bringing forward), select "meeting postponement" or "court-ordered postponement" or "postponement to an unknown date".

The reference number of the last notice of the meeting is _____, which was called for _____

Reason for postponement or cancellation: _____

Explanation: Site the reference number of the last notice of convening or postponing of the meeting.

1. Type of security: *Share*

Name of the entitling security: Ordinary shares of NIS 0.1

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

The record date for being eligible to participate and vote in the meeting: February 10, 2019

Explanation: If a meeting is required for more than one security number, a T460 should be filed for each additional security separately. Reports which specify additional security numbers will require the filing of an amending report.

2. On: *February 4, 2019*

it was resolved to *convene a Special Meeting.*

which shall convene on *Tuesday* on: *March 12, 2019* at: *15:00*

at the address: *7 Jabotinsky Street (13th floor), Ramat Gan*

3. On the agenda:

Explanation: The numbering of the issues on the agenda shall be in accordance with their order of appearance on the notice of meeting report, if attached as a file.

Issues/Resolutions to be raised in the meeting:

1

The issue/resolution and details thereof:

*Description of the nature of the issue:
Appointment of an outside director.*

The proposed resolution:

To appoint Mr. Gilad Rabinovich as an outside director at the bank, as this term is defined in the Companies Law, 5759-1999, for a term of office of three (3) years, provided that the Supervisor of Banks does not announce her objection to the said appointment or announce her consent thereto.

The candidate shall commence office at the bank on the date on which the Special General Meeting approves his appointment, as aforesaid, or on the date on which the Supervisor of Banks will announce that she has no objection to the said appointment or announces of her consent thereto, whichever is later.

Additional details:

For further details, see Section 1 of the immediate report on the convening of a special meeting regarding this matter, as well as the declaration of Mr. Gilad Rabinovich, attached as Annex A to the said immediate report.

Appointment/extension of office of an outside director as stated in Sections 239(b) or 245 of the Companies Law.

Note: A value from this table determines the language of the shareholder's declaration in the online voting system. For the conversion table, [click here](#).

Reference of the last report on the issue of approving a private offer (T138): _____

Not a transaction between the company and a controlling shareholder thereof as stated in Sections 275 and 320(f) of the Companies Law.

Reference of the last report on the issue (T133): _____

Explanation of the section in the Companies Law or the Securities Law or in another law for approval of the resolution.

Explanation: In a transaction with a controlling shareholder for which there is no appropriate field in the table of sections of the law, select the fields "Declaration: There is no appropriate field for classification" and "Yes" for a transaction with a controlling shareholder.

Explain and specify the relevant sections of the law by virtue of which the resolution is required only in the event of a bonds meeting or if the transaction is not with a controlling shareholder and no appropriate field can be found in the table.

Does the issue require the disclosure of an affinity or another characteristic of the voting shareholder: _____

Note: These values can only be selected if the field "Declaration: There is no appropriate field for classification" is marked in the previous table and the transaction is not between the company and its controlling shareholder.

In the event of a bonds meeting

A resolution was made on the existence of another matter: _____

Details of the other matter:

Note: Specifying the other matter determines the language of the declaration that will be included in the online voting system. The question should be drafted so that the answer thereto shall be in the form of “Yes/No”. The question will appear in the voting system next to the resolution on the agenda and the voter may select between “Yes”/“No” and may add details if the answer is “Yes”.

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

Details of the additional information required from the holders or the method of convening of the meeting (in the event of a meeting according to 350):

Note: This field determines the language of the requirement for additional information to be included in the online voting system. The voter may add the information in a free text field.

- Amendment of disclosure
- Negligible amendment or one that only benefits the company compared with the language of the resolution specified in the last report.
- No longer on the agenda
- The issue was discussed at a previous meeting
- The issue was added to the agenda by court order
- The issue was added to the agenda according to Regulation 5B of the Companies Regulations (Notice and Announcement of General Meetings and Class Meetings in a Public Company and the Addition of Issues to the Agenda), 5760-2000
- The issue was added to the agenda after the record date due to a technical error, as specified:

Explanation: After the record date, no resolution can be amended, other than an amendment to the terms of the transaction which benefits the company or a negligible change. Additionally, after the record date, new issues cannot be added to the agenda, other than by court order or in accordance with Regulation 5B of the Notice and Announcement Regulations.

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

Type of majority required for approval *is not a ordinary majority*

The majority required at the general meeting and at a deferred meeting is an ordinary majority of all of the shareholders participating at the general meeting, who are entitled to vote and have voted therein, provided that one of the following is fulfilled:

- a. The count of the majority votes at the general meeting will include a majority among the total votes of shareholders who are not controlling shareholders at the company or have a personal interest in approving the appointment, other than a personal interest which is not a result of an affinity with the controlling shareholder participating in the vote; the count of the total votes of the aforesaid shareholders, shall exclude the abstaining votes;*
- b. The total opposing votes of the shareholders referred to in Subsection a. above does not exceed two percent (2%) of the total voting rights in the bank.*

Does the rate of holdings of the controlling shareholder in the corporation’s shares entitle the controlling shareholder with the required majority to adopt the proposed resolution in this issue *No*

Attachment of the notice of meeting report: [Convening_Report_isa.pdf](#)

4. Attached
 Yes language of the voting paper
 No position statements

1
 On _____
 The company received a position statement, as defined in Section 88 of the Companies Law 5759-1999 from _____
 in connection with an issue raised for discussion on the general meeting called.
 See page ____ of the position statement file.

[Voting Paper isa.pdf](#)

No Declaration of the candidate for holding office as director at the corporation
 No Declaration of an independent director
 Yes Declaration of an outside director

_____ Declaration of appointment of a representative to the representative body
 _____ Amended indenture
 _____ Application to approve an arrangement with creditors under Section 350
 _____ Other

[Statement isa.pdf](#)

Explanation: If a voting paper and/or a position statement are attached, ensure that they have been prepared according to the Companies Regulations (Voting in Writing and Position Statements), 5766-2005

Link to the voting system website where you may vote: [Voting system](#)

Explanation: The entitled persons authorized to vote through the system will receive the access details to the system from TASE members.

5. Quorum for holding the meeting:

Quorum for holding the general 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 a half hour from the time scheduled for the opening of the meeting.

6. In the absence of a quorum, the deferred meeting shall be held on *March 19, 2019, at 15:00,*
At: 7 Jabotinsky Street, Ramat Gan

In the absence of a quorum, the meeting shall not be held.

7. The location and times at which any proposed resolution, the language of which was not provided in full on the above agenda, are available for inspection *at the Bank's offices, 7 Jabotinsky Street, Ramat Gan during standard working hours at the Bank, until the date of the meeting.*

Meeting identifier: _____

Note: The meeting identifier is the reference of the initial report. In the initial report of the meeting, the field shall remain unmarked.

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):
2018-01-123060

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

Mizrahi Tefahot Bank Ltd.

Date: February 4, 2019

Re: Immediate Report on the Convening of a Special General Meeting

In accordance with the Companies Law, 5759-1999 (the “**Companies Law**”), the Companies Regulations (Notice and Announcement of General Meetings and Class Meetings in a Public Company and the Addition of Issues to the Agenda), 5760-2000, and the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (the “**Periodic and Immediate Reports Regulations**”), Mizrahi Tefahot Bank Ltd. (the “**Bank**” or the “**Company**”) hereby announces the convening of a special general meeting (the “**General Meeting**”) on Thursday, March 12, 2019, at 15:00, at the Bank’s offices, 7 Jabotinsky Street, Ramat Gan, 13th floor.

1. **The issue on the agenda of the General Meeting and a summary of the proposed resolution**

Appointment of Mr. Gilad Rabinovich as an outside director at the Bank, according to the Companies Law

1.1. **Description of the nature of the issue**

Appointment of an outside director at the Bank, as this term is defined in the Companies Law (“**Outside Director Under the Companies Law**”).

1.2. **The key facts required to understand the issue**

- a. It is proposed to appoint Mr. Gilad Rabinovich (the “**Candidate**”) as an outside director at the Bank, according to the Companies Law (who also meets the qualifications of an outside director under Proper Conduct of Banking Business Directive No. 301 (“**Directive 301**”) for a term of office of three (3) years, provided that the Supervisor of Banks does not announce her objection to the said appointment or announce her consent thereto.

The Candidate shall begin his office at the Bank on the date on which the special General Meeting approves his appointment, as provided in Section 1.4 below, or on the date on which the Supervisor of Banks will announce that she has no objection to the said appointment or announces of her consent thereto, whichever is later.

- b. To the Bank’s best knowledge, below are details on the Candidate, in accordance with Regulation 26 of the Periodic and Immediate Reports Regulations:

- (1) **Name:** Mr. Gilad Rabinovich
- (2) **I.D. No.:** 057153603.
- (3) **Date of birth:** July 27, 1961.
- (4) **Address for service of court documents:** 7 Mitzpe, Shoham.
- (5) **Nationality:** Israeli.
- (6) **Membership of Board committee(s):** Not yet appointed.

- (7) **Is he an independent director?** Yes (subject to the approval of his appointment, as specified in Section 1.4 below).
- (8) **Is he an outside director as this term is defined in the Companies Law:** Yes (subject to the approval of his appointment, as specified in Section 1.4 below).
- (9) **Does he have accounting and financial expertise or professional qualifications, as these terms are defined in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications), 5766-2005:** Yes – he has accounting and financial expertise and has professional qualifications.
- (10) **Is he an expert outside director, as this term is defined in the Companies Regulations (Rules on External Directors' Remuneration and Expenses), 5760-2000:** Yes.
- (11) **Is he an employee of the Company, its subsidiary, its affiliate or an interested party therein:** No.
- (12) **The date on which he will begin his office as a director at the Company:**
The Candidate shall commence office at the Bank on the date on which the special General Meeting approves his appointment, as provided in Section 1.4 below, or on the date on which the Supervisor of Banks announces that she has no objection to the said appointment or announces her consent thereto, whichever is later.
- (13) **Education:**
B.A. in Economics (Bar Ilan University), M.A. in Land of Israel Studies (Haifa University), Programming course (Mamram) and Information Systems Analysis course (Mamram).
- (14) **His current occupations (including details of the corporations in which he currently serves as a director):**

Director, CEO and owner of I.T. Strategy Pillars Ltd. (since 2002); Director, CEO and owner of Gilad Rabinovich Ltd. (since 2002); Director, CEO and owner of R.G.I.H.G. Ltd. (since 2008); Director (unpaid position) at Tsofen – High Technology Centers Ltd. (since 2010), Director (unpaid position) at Beit Arlosoroff Company Ltd. (since 2016) and M.B.A. non-faculty lecturer in the department of Technology and Entrepreneurship, Ono Academic College (since 2015).
- (15) **His occupation in the last five years, including details of the corporations in which he served as a director (other than his occupation as specified in subsection (14) above):**
CEO of the Labor party (2015 to 2017) and deputy head of the Shoham Council in charge of education (unpaid position) (2003 to 2018).
- (16) **Is he a family member of another interested party at the corporation:** No.
- (17) **Does the Bank consider him as having accounting and financial expertise for the purpose of meeting the minimum number established by the**

Board of Directors according to Section 92(a)(12) of the Companies Law:
Yes.

- c. On February 4, 2019, the Candidate was evaluated by the Board of the Bank as having accounting and financial expertise and as having professional qualifications, as these terms are defined in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications), 5766-2005. The Candidate was also evaluated by the Board of Directors as having knowledge and proven experience in the area of information technology in accordance with Directive 301.
- d. The Candidate provided a declaration to the Bank, in accordance with Sections 224b. and 241 of the Companies Law. A copy of Mr. Gilad Rabinovich's declaration is attached hereto as Annex A.
- e. It is hereby clarified that the remuneration that shall be paid to the Candidate as an outside director according to the Companies Law, shall be in accordance with the resolution on directors' remuneration, as detailed in the immediate report submitted by the Bank on June 19, 2017 (ref. no. 2017-01-051271); this mention constitutes an inclusion by reference of the information included in this matter in the aforesaid immediate report.

It is further clarified that the Candidate shall be entitled to the exemption, indemnification and insurance of officers, as approved by the Bank's general meeting, as specified in Section 1.4 of the amended immediate report released 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. The Audit Committee, in its meeting of January 21, 2019, examined whether to attribute to Mr. Rabinovich an "affinity" to the Bank, within the meaning thereof in Section 240 of the Companies Law, due to the holding and performance of transactions in securities in the account in the name of Mr. Rabinovich at the Bank, and receipt of services from the Bank in connection therewith, which shall commence prior to the appointment of Mr. Rabinovich as a director at the Bank (the "**Bank Connections**"). In this regard, the Audit Committee, relying on the facts presented thereto and on the basis of Mr. Rabinovich's declaration, confirmed that Mr. Rabinovich should not be attributed an "affinity" to the Bank, within the meaning thereof in Section 240 of the Companies Law, due to the Bank Connections; alternatively, the Audit Committee confirmed that even if the Bank Connections constitute an "affinity" as aforesaid, these would be merely "negligible connections", both in terms of the Bank and of Mr. Rabinovich, and as such they shall not constitute an "affinity" in accordance with Regulation 5(a) of the Companies Regulations (Matters Which Do Not Constitute Affinity), 5767-2006; *inter alia* since these are only assets – securities (without liabilities to the Bank), in the account at the Bank in the ordinary course of business, and since the balances are negligible compared to the total balances of all securities held at the Bank by all of its customers.
- 1.4. Language of the proposed resolution

To appoint Mr. Gilad Rabinovich as an outside director at the Bank according to the Companies Law for a term of office of three (3) years, subject to the Supervisor of Banks

not announcing her objection to the aforesaid appointment or announcing her consent thereto.

The Candidate shall commence office at the Bank on the date on which the Special General Meeting approves his appointment, as aforesaid, or on the date on which the Supervisor of Banks announces that she has no objection to the said appointment or announces her consent thereto, whichever is later.

1.5. The majority required to approve the Candidate's appointment as an outside director at the Bank according to the Companies Law

The majority required at the General Meeting and at a deferred meeting to approve the appointment of Gilad Rabinovich as an outside director at the Bank according to the Companies Law, as stated in Section 1.4 above, is an ordinary majority of all of the shareholders participating at the General Meeting, who are entitled to vote and have voted therein, provided that one of the following is fulfilled:

- a. The count of the majority votes at the General Meeting shall include a majority among the total votes of shareholders who are not controlling shareholders at the Company or have a personal interest in approving the appointment, other than a personal interest which is not a result of an affinity with the controlling shareholder participating in the vote; the count of the total votes of the aforesaid shareholders shall exclude abstaining votes;
- b. The total opposing votes of the shareholders referred to in Subsection a. above does not exceed two percent (2%) of the total voting rights in the Company.

A shareholder who participates in the vote shall notify the Company before voting at the meeting; and if the vote is via a voting card – shall mark in the space designated therefor in the second part of the voting paper attached to this immediate report whether he is considered a controlling shareholder at the Bank or anyone on its behalf, or whether or not he has a personal interest in the approval of the appointment, and also describe the relevant affinity, if any. A shareholder who fails to notify or mark as aforesaid, or if he has marked and not described as aforesaid, his vote shall not be counted.

In this report – “**personal interest**” – an individual's personal interest in any activity or transaction of a company, including the personal interest of his relative and another corporation in which he or his relative are interested parties, other than personal interest arising from the mere holding of shares in the company, including the personal interest of an individual voting according to a power of attorney granted to him by another individual even if the other has no personal interest; the vote of an individual who has been granted a power of attorney to vote on behalf of an individual who has personal interest will be deemed as a vote by the holder of the personal interest, and all whether the discretion for the vote lies with the voter or otherwise.

2. Location and Time of Convening of the Meeting

- 2.1 The general meeting shall convene on Tuesday, March 12, 2019, at 15:00, at the Bank's offices, 7 Jabotinsky St., Ramat Gan, 13th floor (the “**Bank's Offices**”). If the meeting is deferred, it shall be held on March 19, 2019, at the same time and place.

The date for determining the entitlement of shareholders to vote at the General Meeting, as stated in Section 182 of the Companies Law, shall be February 10, 2019 (the “**Record Date**”).

- 2.2 Quorum for holding the General 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 opening of the meeting.
- 2.3 The holdings of the Bank’s controlling shareholders in the issued and paid-up capital of the Bank shall not grant the controlling shareholders the majority required to adopt the resolution on the agenda of the General Meeting.
- 2.4 A shareholder is entitled to vote at the General Meeting, in person or by proxy. In addition, a shareholder is entitled to vote at the General Meeting in the vote to adopt the resolution on the agenda via a voting paper, as specified below (“**Written Vote**” or the “**Voting Paper**”).
- 2.5
 - 2.5.1 In addition, an unregistered shareholder (i.e. a person to whom shares are registered with a TASE member, and those shares are also included among the registered shares in the Shareholder Register in the name of a nominee company) (“**Unregistered Shareholder**”) is also entitled to vote through an electronic Voting Paper, which shall be transferred to the Bank by means of the electronic voting system (“**E-Voting System**”) up to 6 hours prior to the meeting.
 - 2.5.2 An Unregistered Shareholder may, at any time, notify in writing 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 E-Voting System (as determined on the Record Date). Having done so, the TASE member shall not deliver information about him in accordance with the Companies Regulations (Voting in Writing and Position Statements), 5766-2005, as long as no other instruction was received from the Unregistered Shareholder. Such instructions from shareholders, shall be delivered to the TASE member no later than 12:00 noon on the Record Date, with respect to the securities account and not with respect to specific securities which are held in the account.
- 2.6 A Written Vote shall be made through the second part of the Voting Paper, attached hereto as **Annex B**. The Voting Paper and the documents to be attached thereto (the “**Attached Documents**”), as specified in the Voting Paper, should be delivered to the Bank’s Offices up to 4 hours prior to the convening of the meeting (with respect to an Unregistered Shareholder) and up to 6 hours prior to the convening of the meeting (with respect to a registered shareholder). For this purpose, the “time of delivery” shall be the time at which the Voting Paper and the Attached Documents arrive at the Bank’s Offices.
- 2.7 The document appointing a proxy (“**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, shall be prepared and signed by the principal or by his representative having written authority therefor, and if the appointer is a corporation, shall be signed in a manner that binds the corporation. The Letter of Appointment shall be deposited at the Bank’s Offices no later than 48 hours prior to the date scheduled for the beginning of the meeting.
- 2.8 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 statements are posted:
 - 2.8.1 The distribution site of the Israel Securities Authority: <http://www.magna.isa.gov.il/>

2.8.2 The website of the Tel-Aviv Stock Exchange Ltd: <http://maya.tase.co.il/>

2.9 A shareholder is entitled to contact the Bank directly to receive the language of the Voting Paper and the position statement therefrom.

2.10 An Unregistered Shareholder is entitled to receive, free of charge, a link to the language of the Voting Paper and position statements on the distribution site via e-mail from the TASE member through which he holds his shares, 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 mail in return for payment; a notice regarding voting papers shall also apply to receiving position statements.

2.11 A shareholder whose shares are registered with a TASE member is entitled to receive the ownership confirmation at a branch of the TASE member or by mail, if he has so requested. A request in this matter shall be given in advance regarding a specific securities account.

An Unregistered Shareholder is entitled to instruct that his ownership confirmation be transferred to the Bank through the E-Voting System.

2.12

2.12.1 A Voting Paper shall be valid with respect to an Unregistered Shareholder only if an ownership confirmation is attached thereto, or if such confirmation has been sent to the Bank through the E-Voting System.

2.12.2 The Voting Paper shall be valid with respect to a shareholder according to Section 177(2) of the Companies Law (i.e. whoever is registered as a shareholder in the Shareholders Register) only if accompanied by a photocopy of identification card, passport or certificate of incorporation.

2.13 The Bank's address for the delivery of voting papers and position statements: The Bank's Offices at 7 Jabotinsky Street, Ramat Gan.

2.13.1 The deadline for the delivery of position statements to the Bank: Up to 10 days before the date of the meeting.

2.13.2 The deadline for the delivery of the Board's response to the position statements: Up to 5 days before the date of the meeting.

2.14

2.14.1 Note the provisions of Section 34(a1) of the of the Banking (Licensing) Law 5741-1981, whereby:

“A person shall not make an agreement with another with respect to their vote for the appointment of a director in a banking corporation or in a Bank holding corporation, including with respect to their vote for his termination of office, other than under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply [...] 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”.

2.14.2 The aforesaid provisions reveal, *inter alia*, that with respect to the appointment of the outside director, as specified in Section 1 above, a voting proxy who is also a shareholder at the Bank may vote in the name and on behalf of only one other shareholder, as specified in the aforesaid provisions.

3. Any holder of securities at the Bank voting at the meeting on the resolution on the agenda, who is an interested party at the Bank (as defined in Section 1 of the Securities Law 5728-1968), a senior officer at the Bank (as defined in Section 37(d) of the Securities Law 5728-1968), institutional body (as defined in the Control of Financial Services Law (Insurance) 5741-1981) or fund manager (within the meaning thereof in the Joint Investment Trust Law 5721-1961) is required to notify the Bank, prior to voting at the meeting, with the following details regarding the manner of his vote at the meeting:

- 3.1 The identity of the voter: For an individual – last name and first name, for a corporation – the name of the corporation and its number;
- 3.2 The amount of securities pursuant to which the vote was carried out;
- 3.3 Manner of voting;
- 3.4 Whether the voter has a personal interest or another characteristic, as determined in the table in the Addendum to the Companies Regulations (Voting in Writing and Position Statements), 5766-2005;
- 3.5 Additional connections between the voter and the Company, the controlling shareholder or a senior officer therein, including details on the nature of the connections;
- 3.6 If the voting is by proxy, such details shall be given with respect to both the grantor and recipient of the power of attorney.

4. **Adding an issue to the agenda**

After the release of this report, there may be changes to the agenda, including the addition of an issue thereto, and position statements may be posted; it will be possible to review the current agenda and the posted position statements 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 to include an issue on the agenda of the meeting up to 7 days after the notice regarding the convening of the meeting, provided that the issue is suitable for discussion at the General Meeting.

If the Board finds that an issue requested to be included on the agenda is suitable for discussion at the General Meeting, the Bank shall prepare an updated agenda and an amended Voting Paper, if required, which will be posted no later than 7 days after the deadline for the delivery of a request for the inclusion of another issue on the agenda, as aforesaid. It is clarified that the posting of an updated agenda shall not modify the Record Date as determined herein.

5. **Details on the Bank's representative for purposes of 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. **Inspection of documents**

This immediate report and the full language of the proposed resolution are available for inspection at the Bank's Offices, Tel: 03-7559720, during standard business hours, until the date of the meeting.

**Sincerely,
Maya Feller
Bank Secretary**

Mizrahi Tefahot Bank Ltd.
Voting Paper in accordance with the Companies Regulations (Voting in Writing and Position Statements), 5766-2005 (the “Regulations”)

Part One

1. Name of the Company: Mizrahi Tefahot Bank Ltd. (the “Company” or the “Bank”).
2. Type of general meeting, the date and location for convening thereof: Special general meeting of all of the Company’s shareholders (the “General Meeting”). The General Meeting shall convene on Tuesday, March 12, 2019, at 15:00 at the Bank’s offices at 7 Jabotinsky Street, 13th floor, Ramat Gan. If the meeting is deferred, it shall be held on Tuesday March 19, 2019, at the same time and place.
3. Specification of the issue on the agenda, as detailed in the immediate report released by the Bank on February 4, 2019 (the “Immediate Report”):

Appointment of Mr. Gilad Rabinovich as an outside director at the Bank, as this term is defined in the Companies Law, 5759-1999 (hereinafter respectively – the “Companies Law” and “Outside Director Under the Companies Law”) – the issue specified in Section 1 of the Immediate Report.

- 3.1 **Language of the proposed resolution:** To appoint Mr. Gilad Rabinovich (the “Candidate”) as an outside director at the Bank according to the Companies Law for a term of office of three (3) years, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or announcing her consent thereto.

The Candidate shall commence office at the Bank on the date on which the Special General Meeting approves his appointment, as aforesaid, or on the date on which the Supervisor of Banks announces that she has no objection to the said appointment or announces her consent thereto, whichever is later.

- 3.2 **Description of the nature of the issue and the key fact required to understand the issue:**

- a. To the Bank’s best knowledge, below are details on the Candidate, in accordance with Regulation 26 of the Securities Regulations (Periodic and Immediate Reports) 5730-1970 (“Periodic and Immediate Report Regulations”):

- (1) **Name:** Mr. Gilad Rabinovich
- (2) **I.D. No.:** 057153603.
- (3) **Date of birth:** July 27, 1961.
- (4) **Address for service of court documents:** 7 Mitzpe, Shoham.
- (5) **Nationality:** Israeli.
- (6) **Membership of Board committee(s):** Not yet appointed.
- (7) **Is he an independent director?** Yes (subject to the approval of his appointment, as specified in Section 3.1 above).

- (8) **Is he an outside director as this term is defined in the Companies Law:**
Yes (subject to the approval of his appointment, as specified in Section 3.1 above).
- (9) **Does he have accounting and financial expertise or professional qualifications, as these terms are defined in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications), 5766-2005:**
Yes – has accounting and financial expertise and has professional qualifications.
- (10) **Is he an expert outside director, as this term is defined in the Companies Regulations (Rules on External Directors' Remuneration and Expenses), 5760-2000:** Yes.
- (11) **Is he an employee of the Company, its subsidiary, its affiliate or an interested party therein:** No.
- (12) **The date on which he will begin his office as a director at the Company:**
The Candidate shall commence office at the Bank on the date on which the Special General Meeting approves his appointment, as provided in Section 3.1 above, or on the date on which the Supervisor of Banks announces that she has no objection to the said appointment or announces her consent thereto, whichever is later.
- (13) **Education:**
B.A. in Economics (Bar Ilan University), M.A. in Land of Israel Studies (Haifa University), Programming course (Mamram) and Information Systems Analysis (Mamram).
- (14) **His current occupations (including details of the corporations in which he currently serves as a director):**
Director, CEO and owner of I.T. Strategy Pillars Ltd. (since 2002); Director, CEO and owner of Gilad Rabinovich Ltd. (since 2002); Director, CEO and owner of R.G.I.H.G. Ltd. (since 2008); Director (unpaid position) at Tsofen – High Technology Centers Ltd. (since 2010), Director (unpaid position) at Beit Arlosoroff Company Ltd. (since 2016) and M.B.A. non-faculty lecturer in the department of Technology and Entrepreneurship, Ono Academic College (since 2015).
- (15) **His occupation in the last five years, including details of the corporations in which he served as a director (other than his occupation as specified in subsection (14) above):**
CEO of the Labor party (2015 to 2017) and deputy head of the Shoham Council in charge of education (unpaid position) (2003 to 2018).
- (16) **Is he a family member of another interested party at the corporation:** No.
- (17) **Does the Bank consider him as having accounting and financial expertise for the purpose of meeting the minimum number established by the Board of Directors according to Section 92(a)(12) of the Companies Law:**
Yes.

- 3.3 The Candidate provided a declaration to the Bank, in accordance with Sections 224b. and 241 of the Companies Law. A copy of Mr. Gilad Rabinovich's declaration is attached to the Immediate Report as Annex A.
- 3.4 The Candidate also complies with the qualification conditions of an outside director under the Proper Conduct of Banking Business Directive No. 301 ("**Directive 301**").
- 3.5 On February 4, 2019, the Candidate was evaluated by the Board of the Bank as having accounting and financial expertise and as having professional qualifications, as these terms are defined in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications), 5766-2005. The Candidate was also evaluated by the Board as having knowledge and proven experience in the area of information technology in accordance with Directive 301.
- 3.6 For details on the remuneration to be paid to the Candidate as an Outside Director Under the Companies Law, and for details on his entitlement to an exemption, indemnification and insurance of officers, see Section 1.2.e. of the Immediate Report.
- 3.7 The Audit Committee confirmed that Mr. Rabinovich should not be attributed an "affinity" to the Bank, within the meaning thereof in Section 240 of the Companies Law, due to the holding and performance of transactions in securities in the account in his name at the Bank, and receipt of services from the Bank in connection therewith, which shall commence prior to the appointment of Mr. Rabinovich as a director at the Bank; Alternatively, the Audit Committee confirmed that even if the said connections constitute an "affinity" as aforesaid, these would be merely "negligible connections", both in terms of the Bank and Mr. Rabinovich, and as such they do not constitute an "affinity" in accordance with Regulation 5(a) of the Companies Regulations (Matters Which Do Not Constitute Affinity), 5767-2006;
- For further details in this matter, see Section 1.3 of the Immediate Report.
- 3.8 Note the provisions of Section 34(a1) of the of the Banking (Licensing) Law 5741-1981, whereby:

"A person shall not make an agreement with another with respect to their vote for the appointment of a director in a banking corporation or in a Bank holding corporation, including with respect to their vote for his termination of office, other than under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply [...] 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".

The aforesaid provisions reveal, *inter alia*, that with respect to the appointment of Mr. Rabinovich as a director the Bank, as specified in Section 3.1 above, a voting proxy who is also a shareholder at the Bank may only vote in the name and on behalf of one other shareholder, as specified in the aforesaid provisions.

4. The majority required for adopting the resolution in the special General Meeting on the issue on the agenda:

The majority required at the General Meeting and at a deferred meeting to approve the appointment of Mr. Gilad Rabinovich as an outside director at the Bank under the Companies Law, as stated in

Section 3.1 above, is an ordinary majority of all of the shareholders participating at the meeting, who are entitled to vote and have voted therein, provided that one of the following is fulfilled:

- a. The count of the majority votes at the General Meeting will include a majority among the total votes of shareholders who are not controlling shareholders at the Company or have a personal interest in approving the appointment, other than a personal interest which is not a result of an affinity with the controlling shareholders participating in the vote; the count of the total votes of the aforesaid shareholders, shall exclude abstaining votes;
- b. The total opposing votes of the shareholders referred to in Subsection a. above does not exceed two percent (2%) of the total voting rights in the Company.

A shareholder who participates in the vote shall notify the Company before voting at the meeting; and if the vote is via a voting paper – shall mark in the space designated therefor in the second part of the voting paper attached to the Immediate Report whether he is considered a controlling shareholder at the Bank or anyone on its behalf, or whether he has or does not have a personal interest in the approval of the appointment, and shall also describe the relevant affinity, if any. A shareholder who fails to notify or mark as aforesaid, or if he has marked and not described as aforesaid, his vote shall not be counted.

In this voting paper – “**personal interest**” – an individual’s personal interest in any activity or transaction of a company, including the personal interest of his relative and another corporation in which he or his relative are interested parties, other than personal interest arising from the mere holding of shares in the company, including the personal interest of an individual voting according to a power of attorney granted to him by another individual even if the other has no personal interest; the vote of an individual who has been granted a power of attorney to vote on behalf of an individual who has personal interest will be deemed as a vote by the holder of the personal interest, and all whether the discretion for the vote lies with the voter or otherwise.

5. Any holder of securities at the Bank voting at the meeting on the resolution on the agenda, who is an interested party at the Bank (as defined in Section 1 of the Securities Law 5728-1968), a senior officer at the Bank (as defined in Section 37(d) of the Securities Law 5728-1968), institutional body (as defined in the Control of Financial Services Law (Insurance) 5741-1981) or fund manager (within the meaning thereof in the Joint Investment Trust Law 5721-1961) is required to notify the Bank, prior to voting at the meeting, with the following details regarding the method of his vote at the meeting:
 - 5.1 The identity of the voter: For an individual – last name and first name, for a corporation – the name of the corporation and its number;
 - 5.2 The amount of securities pursuant to which the vote was made;
 - 5.3 Method of voting;
 - 5.4 Whether the voter has a personal interest or another characteristic, as determined in the table in the Addendum to the Companies Regulations (Voting in Writing and Position Statements), 5766-2005;
 - 5.5 Additional connections between the voter and the Company, the controlling shareholder or a senior officer therein, with details on the nature of the connections;

- 5.6 If the voting is by proxy, such details shall be given with respect to both the grantor and recipient of the power of attorney.
6. The place and time at which the full language of the proposed resolution may be inspected: The Immediate Report released by the Company on the convening of the meeting and the full language of the proposed resolution, are available for inspection at the Bank's offices, 7 Jabotinsky St., Ramat Gan, Tel: 03-7559720, during standard business hours, until the date of the meeting.
7. Details to the best of the Company's knowledge regarding the Candidate for directorial office: As specified in Section 3 above and in Section 1 of the Immediate Report.
8. A shareholder is entitled to contact the Bank directly to receive the language of the voting paper and position statements therefrom.
- 9.
- 9.1 A voting paper shall be valid with respect to an unregistered shareholder (i.e. a person to whom shares are registered with a TASE member, and those shares are also included among the registered shares in the Shareholder Register in the name of a nominee company) ("Unregistered Shareholder"), only if an ownership confirmation is attached thereto, or if such confirmation has been sent to the Bank through the Electronic Voting System.
- 9.2 The voting paper shall be valid with respect to a shareholder according to Section 177(2) of the Companies Law (i.e. whoever is registered as a shareholder in the Shareholders Register) ("Registered Shareholder") only if a photocopy of Identification card, passport or certificate of incorporation is attached thereto.
10. The voting paper and the documents to be attached thereto (the "Attached Documents"), as specified 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.
- For this purpose, 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 shall be transferred to the Bank by means of the electronic voting system ("E-Voting System") up to 6 hours prior to the meeting.
12. The Bank's address for the delivery of voting papers and position statements: The Bank's offices at 7 Jabotinsky Street, Ramat Gan.
- 12.1 The deadline for the delivery of position statements to the Bank: Up to 10 days before the date of the meeting.
- 12.2 The deadline for the delivery of the Board's response to the position statements: Up to 5 days before the date of the meeting.
13. 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 statements are posted:
- 13.1 The distribution site of the Israel Securities Authority: <http://www.magna.isa.gov.il/>

- 13.2 The website 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 is entitled to receive the ownership confirmation at a branch of the TASE member or by mail, if he has so requested. A request in this matter shall be given in advance regarding a specific securities account.
- 14.2 An Unregistered Shareholder is entitled to instruct that his ownership confirmation be transferred to the Bank through the E-Voting System.
15. An Unregistered Shareholder is entitled to receive, free of charge, a link to the language of the voting paper and position statements on the distribution site via e-mail from the TASE member through which he holds his shares, 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 mail in return for payment; a notice regarding voting papers shall also apply to receiving position statements.
16. One or more shareholders holding shares constituting five percent or more of all the voting rights at the Bank, and anyone holding such a percentage out of all the voting rights that are not held by controlling shareholder of the Bank, as defined in Section 268 of the Companies Law, is entitled to inspect the voting papers and voting records that shall have reached the Bank, through the E-Voting System, as specified in Regulation 10 of the Regulations.
- The number of shares constituting 5% of all the voting rights at the Bank is: 11,670,720.
The number of shares constituting 5% of all the voting rights at the Bank that are not held by the controlling shareholders is: 6,628,971.
17. Adding an issue to the agenda: After the release of this voting paper, there may be changes to the agenda, including the addition of an issue thereto, and position statements may be posted; it will be possible to review the current agenda and the posted position statements in the Bank's reports on the distribution site.
- One or more shareholder(s) who hold(s) shares constituting at least 1% of the voting rights at the General Meeting of the Bank may request the Board to include an issue on the agenda of the meeting up to 7 days after the calling of the meeting, provided that the issue is suitable for discussion at the General Meeting.
- If the Board finds that an issue requested to be included on the agenda is suitable for discussion at the General Meeting, the Bank shall prepare an updated agenda and an amended voting paper, if required, which will be posted no later than 7 days after the deadline for the delivery of a request for the inclusion of another issue on the agenda, as aforesaid. It is clarified that the posting of an updated agenda shall not modify the record date as determined in the Immediate Report.
18. A shareholder shall indicate his vote on the issue on the agenda in the form which is the second part of this voting paper; and in the event that the shareholder is voting according to a power of attorney (i.e. by proxy), the above details shall be given with respect to both the grantor and recipient of the power of attorney.

Voting Paper - Part Two

Company Name: **Mizrahi Tefahot Bank Ltd.** (the “**Company**” or the “**Bank**”)

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

Company No.: 520000522

Date of the meeting: March 12, 2019

Type of meeting: Special

Record date: February 10, 2019

(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: _____

Voting

Item number on the agenda as specified in the Immediate Report on the convening of the meeting	Vote ¹			With respect to Section 239(b) of the Companies Law – Are you a control holder, or have a personal interest in the approval of the appointment of Mr. Gilad Rabinovich as an outside director at the Bank, under the Companies Law, (other than personal interest which is not a result of your affinity with the controlling shareholder) ² ?	
	For	Against	Abstaining	Yes*	No
1					

Are you an interested party⁽³⁾, a senior officer⁽⁴⁾, an institutional body⁽⁵⁾ or a fund manager⁽⁶⁾?

Yes _____ No _____

Date: _____

Signature: _____

 For shareholders holding shares through a TASE member (according to Section 177(1) of the Companies Law) – this voting paper is only valid when accompanied by confirmation of ownership, except in cases where the voting is via the electronic voting system.

For shareholders registered in the Company's shareholders register – the voting paper is valid when accompanied by a photocopy of the I.D. card/passport/certificate of incorporation.

* Specify

¹ No indication shall be deemed as abstention from voting on such item.

² The vote of a shareholder who fails to fill in this column or who indicates "yes" and fails to specify, shall not be counted.

³ An "interested party", as defined in Section 1 of the Securities Law, 5728-1968.

⁴ A "senior officer", as defined in Section 37(d) of the Securities Law, 5728-1968.

⁵ "Institutional body", as defined in the Control of Financial Services Law (Insurance), 5741-1981;

⁶ A "fund manager", within the meaning thereof in the Joint Investment Trust Law 5721-1961;

Details

Below are details in connection with my having a “personal interest” in the resolution to approve the appointment of Mr. Gilad Rabinovich as an outside director under the Companies Law (as specified in Section 1 of the Immediate Report and Section 3 of the voting paper):

Date: January 28, 2019

To
Mizrahi Tefahot Bank Ltd. (the “**Bank**” or the “**Company**”)

Declaration of a Candidate for Office as an Outside Director

In accordance with Sections 224B and 241 of the Companies Law, 5759-1999

I, the undersigned, Gilad Rabinovich, holder of I.D, 057153603, do hereby state in writing, as follows:

1. I am a resident of Israel.

2.

2.1 I am not a relative of the controlling shareholder and I and/or my relatives and/or my partners and/or my employers and/or any person to whom I am directly or indirectly subordinate and/or any corporation in which I am a controlling shareholder, on the date of appointment or in the two years prior to the date of appointment as a director, have no affinity to the Company, the Company’s controlling shareholder, or a relative of the Company’s controlling shareholder, on the date of the appointment, or to any other corporation.

2.2 I and/or my relatives and/or my partners and/or my employers and/or any person to whom I am directly or indirectly subordinate and/or any corporation in which I am a controlling shareholder, do not have business or professional relations with the Company, the Company’s controlling shareholder, or the relative of the controlling shareholder or with any other corporation, even if such relations are not on a regular basis.

For this purpose,

“**Affinity**”: the existence of work relations, the existence of regular business or professional relations or control, and service as an officer excluding the office of a director who was appointed to serve as an outside director (within the meaning thereof in the Companies Law) in a company that is about to make an initial public offering.

“**Other corporation**”: a corporation in which the controlling shareholder, at the date of the appointment or in the two years prior to the appointment, is the Company or its controlling shareholder.

“**Relative**”: a spouse, sibling, parent, grandparents, child; as well as a child, sibling, or parent of the spouse, or the spouse of any of these.

The aforesaid in Section 2 of my declaration excludes the holding and performance of transactions in securities in an account in my name, at the Bank, and receipt of services from the Bank in connection therewith, which shall commence prior to my appointment as a director at the Bank, due to which the Audit Committee has confirmed that no “affinity” to that Bank is to be attributed to me; Alternatively, the Audit Committee confirmed that even if the said connections constitute an “affinity” as aforesaid, these would be merely “negligible connections”, both in terms of the Bank and myself, and as such they do not constitute an “affinity” in accordance with Regulation 5(a) of the Companies Regulations (Matters Which Do Not Constitute Affinity), 5767-2006.

3. I have not received, in addition to the remuneration and reimbursement of expenses to which I am entitled, any direct or indirect consideration for my office as a director at the Bank.

4. My position and/or other occupations do not and may not create conflict of interest with my position as a director at the Company and they do not impair my ability to serve as a director at the Company.
5. To the best of my knowledge, none of the directors holding office in the Company serve as an outside director, within the meaning thereof in the Companies Law, in companies in which I act as a director.
6. I am not an employee of the Israel Securities Authority nor of an Israeli stock exchange.
7. I hereby declare that I fulfill the conditions required for my appointment as an outside director within the meaning thereof in the Companies Law (“**Outside Director According to the Companies Law**”), and as an outside director, as defined in the Proper Conduct of Banking Business Directives regarding the Board of Directors, issued by the Supervisor of Banks (“**Outside Director According to the Supervisor’s Directives**”) set forth in Section 240(a) through (f) of the Companies Law, and I do not act as a director at the Bank for over nine consecutive years, and for this purpose, an interruption of office which does not exceed two years will not be deemed to interrupt the continuity of office.
8. I have the required qualifications and ability to dedicate the appropriate time, for the performance of my office as an Outside Director According to the Companies Law and as an Outside Director According to the Supervisor’s Directives considering, *inter alia*, the Bank’s special needs and size.

With reference to the aforesaid, below are details regarding my qualifications, including my education, experience and knowledge:

8.1 **Education –**

B.A. in Economics (Bar Ilan University), M.A. in Land of Israel Studies (Haifa University), Programming course (Mamram) and Information Systems Analysis Course (Mamram).

8.2 **Work experience –**

8.2.1 Current occupation –

CEO (and owner) of I.T. Strategy Pillars Ltd. (since 2002); which is in the business of strategic and technological consulting; CEO (and owner) of Gilad Rabinovich Ltd. (since 2002); CEO (and owner) of R.G.I.H.G. Ltd. (since 2008); and M.B.A. non-faculty lecturer in the department of Technology and Entrepreneurship, Ono Academic College (since 2015).

Director (unpaid position) at Tsofen – High Technology Centers Ltd. (since 2010), which is an NPO in the business of promoting the high-tech industry in the Arab sector; Director (unpaid position) at Beit Arlosoroff Company Ltd. (since 2016) – the property company of the Labor party.

8.2.2 Previous occupation –

CEO of the Labor party (2015 to 2017) and deputy head of the Shoham Council in charge of education (unpaid position) (2003 to 2018); CEO of EDS Israel and Mediterranean (2007 to 2010) – Managing the operation of EDS in the fields of outsourcing and technological projects; CEO of the Automation technologies group (2006 to 2007), which operates mainly in the municipal sector and deals, *inter alia*, with providing software solutions,

infrastructure and GIS; CEO of Malam Group (1996 to 2000 and 2001 to 2006), which provides IT services; Chairman of the Board of Directors of the ACE chain (2001 to 2006); CEO of Netvision (2000 to 2001); President of the Institute of Information Systems Analysts in Israel (1996 to 2004) and CEO of Elad Systems (1991 to 1996).

9. In view of the aforesaid in Section 8 above, I consider myself as having “accounting and financial expertise” and having “professional qualifications”, as these terms are defined in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications), 5766-2005.
10. I have read Sections 226 and 227 of the Companies Law, and I hereby declare that the limitations set out in these sections do not apply to me. The provisions of these sections, in their language at the date of my signing of this declaration, are detailed in the annex attached to this declaration and constitutes an integral part hereof.
11. I am aware that my declaration will be annexed to the immediate report to be released by the Bank 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: January 28, 2019

Name and signature: Gilad Rabinovich

[*Signature*]