

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>	T053 (Public)	Date of transmission: February 3, 2019
	www.isa.gov.il		www.tase.co.il		Ref: 2019-01-011805

Immediate Report of an Event or Matter which Deviates from the Corporation's Ordinary Course of Business

Regulation 36 of the Securities Regulations (Immediate and Periodic Reports), 5730-1970.

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

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

Report on: A report whose submission was delayed

Nature of the Event: "Ofer Group" – Separation Agreement

- Attached is a notice received by the Bank from Ofer Investments Ltd. and Ofer Brothers Holdings (1989) Ltd. regarding the fulfillment of suspensory conditions that were set in the separation agreement of the "Ofer Group" dated November 8, 2018.

Notice to Mizrahi 31119 isa.pdf

- Date and time at which the corporation first learned of the event:
 February 2, 2019 at 13:00
 Report delayed per Regulation 36(b):
- If the report was delayed, the reason due to which its submission was delayed:
- On _____ at _____ the report embargo was removed
- The company is a shell company, as defined in the TASE Rules and Regulations.

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

2018-01-106707

Securities of a Corporation Listed for Trading on the Tel Aviv Stock Exchange Form structure revision date: December 31, 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: Maya Feller Position: Company secretary Name of Employing Company:

Address: 7 Jabotinsky Street, Ramat Gan, 52520 Tel: 03-7559321 Fax: 03-7559148 E-mail: management@umtb.co.il

January 31, 2019

Mizrahi Tefahot Bank Ltd.
Attn.: Mr. Eldad Fresher, CEO

By e-mail

Dear Sir,

Re: **An Update Regarding The Fulfillment Of The Suspensory Conditions That Were Set In The Separation Agreement At The "Ofer Group" Dated November 8, 2018.**

Further to our letter of November 8, 2018 regarding the separation agreement at the "Ofer Group" that was signed at the same date ("**Separation Agreement**"), we hereby notify you that on January 31, 2019 the suspensory conditions that were set in the Separation Agreement were fulfilled; Therefore the parties are preparing for the completion of the Separation Agreement in the coming days.

Sincerely,

Ofer Investments Ltd.
[Two signatures]

Ofer Brothers Holdings (1989) Ltd.
[Two signatures]