

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

<b>To <u>Israel Securities Authority</u></b>	<b>To <u>Tel Aviv Stock Exchange Ltd</u></b>	T049 (Public)	Date of transmission: August 20, 2019
www.isa.gov.il	www.tase.co.il		Ref: 2019-01-086653

**Immediate Report On The Results Of A Meeting To Approve A Transaction With A Controlling Shareholder And/or To Approve A Private Proposal And/or To Approve A Dual Chairman CEO Tenure And/or The Appointment Of An OD**

According to Regulation 13 of the Securities Regulations (Transaction between a Company and a Controlling Shareholder Therein) 5761-2001  
Or Regulation 22 of the Securities Regulations (Private Offering of Securities in a Listed Company) 5760-2000

Regulation 36D(b) of the Securities Regulations (Immediate and Periodic Reports) 5730-1970

Regulation 36D(d) of the Securities Regulations (Immediate and Periodic Reports) 5730-1970

If there were other issues on the agenda of the meeting, they must be detailed in Section 3.

1. At a meeting convened on August 20<sup>th</sup>, 2019, the convening of which was published in a form with the reference number 2019-01-072511, and the issues on which agenda were:

SN	Transaction type / Vote issue	Summary of the issue
1	Appointment of an OD	<i>Appointment of Mr. Joseph Fellus as an outside director at Mizrahi Tefahot Bank Ltd (hereinafter: the "Bank").</i>

The following resolutions were made:

<b>1</b>	Transaction type / Vote issue:	<i>Appointment of an OD</i>
	Summary of the issue:	<i>Appointment of Mr. Joseph Fellus as an outside director at Mizrahi Tefahot Bank Ltd (hereinafter: the "Bank").</i>
	Summary of the proposed resolution:	<i>To appoint Mr. Joseph Fellus as an outside director at the Bank, per the meaning of this term in the Companies Law 5759-1999 (who also meets the qualifications of an outside director under the Proper Conduct of Banking Business Directive No. 301) for a service period of three (3) years.</i>
	The meeting has resolved:	<i>To approve</i>
	The number of shares / securities participating in the vote:	<i>212,097,675</i>
	The number of shares / securities that voted in favor:	<i>202,756,926</i>
	The number of shares / securities participating in the vote, which were not classified as shares whose holders have a personal interest / as shares that are not controlling shareholders or have a personal interest in approving the appointment,	<i>109,132,839, of which 99,792,091 voted in favor of the transaction and 9,340,749 voted against the transaction.</i>



*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.*

*This column of the table will be filled with data according to the details below:*

- In the event of the approval of a dual chairman – CEO tenure (under Article 121(c) of the Companies Law): "Yes" will be marked for a voter who is a controlling shareholder or has personal interest in the resolution's approval;*
- In the event of an OD's appointment (under Article 239(b) of the Companies Law): "Yes" will be marked for a voter who is a controlling shareholder or has personal interest in the resolution's approval, except for a personal interest that is not the result of association with the controlling shareholder*
- In the event of an extraordinary transaction with a controlling shareholder, or in which the controlling shareholder has a personal interest (under Article section 275 of the Companies Law): "Yes" will be marked for a voter who has a personal interest in the transaction's approval;*
- In the event of a resolution under Article 350 of the Companies Law, or a resolution to change the deed of trust at a meeting of bond holders: "Yes" will be marked for a voter who has a personal interest, according to the decision.*

**1**

Last Name of Shareholder or Securities Holder (Hebrew) / Corporation Name (Hebrew): \_\_\_\_\_

First Name of Shareholder or Securities Holder (Hebrew): \_\_\_\_\_

Last Name of Shareholder or Securities Holder / Corporation Name (Latin): \_\_\_\_\_

First Name of Shareholder or Securities Holder (Latin): \_\_\_\_\_

Type of Identification: \_\_\_\_\_

Identification Number: \_\_\_\_\_

Participation in the Meeting is By Power of Securities Numbered: \_\_\_\_\_

The Shareholder or Securities Holder's Place of Incorporation / Passport Country: \_\_\_\_\_

Name of Proxy: \_\_\_\_\_

Proxy's Type of Identification Number: \_\_\_\_\_

Proxy's Identification Number: \_\_\_\_\_

Passport Country: \_\_\_\_\_

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: \_\_\_\_\_

4. This report is submitted further to the following reports:

Report	Publication date	Ref no.
Original	July 15 <sup>th</sup> , 2019	2019-01-072511

*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):

[2019-01-072511](#)      [2019-01-059923](#)

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Securities of a Corporation Listed for Trading  
on the Tel Aviv Stock Exchange

Form structure revision date: August 6, 2019

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street  
Ramat Gan, 52520, Israel

Tel: 03-7559207      Fax: 03-7559913  
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