

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>	T049 (Public)	Date of transmission: August 30, 2018
www.isa.gov.il	www.tase.co.il		Ref: 2018-01-080869

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

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 30, 2018*, the convening of which was published in a form with the reference number *2018-01-069973*, and the issues on which agenda were:

SN	Transaction type / Vote issue	Summary of the issue
1	Appointment of an OD	<i>Appointment of Ms. Hannah Feuer as an outside director at the bank.</i>
2	Indemnification, exemption and/or insurance	<i>Re-approval of the bank's letter of exemption and indemnity undertaking, in the matter of its applicability to the bank's controlling shareholders and their relatives, who serve from time to time, including those who have served in the past or may be appointed in the future.</i>

The following resolutions were made:

1	Transaction type / Vote issue:	<i>Appointment of an OD</i>
	Summary of the issue:	<i>Appointment of Ms. Hannah Feuer as an outside director at the bank.</i>
	Summary of the proposed resolution:	<i>To appoint Ms. Hannah Feuer 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 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>193,513,846</i>
	The number of shares / securities that voted in favor:	<i>193,182,121</i>
	The number of shares / securities participating in the vote, which were not classified as shares whose holders have a personal interest	<i>90,549,010, of which 90,217,285 voted in favor of the transaction and 331,725 voted against the transaction.</i>

/ as shares that are not controlling shareholders or have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder:

The number of shares participating in the vote that were not classified as shares whose owners control the company / as the shares of those who have a personal interest in approving the resolution: *90,549,010, of which 90,217,285 voted in favor of the transaction.*

The number of shares / securities that voted against: *331,725*

Percentage of voting in favor of approving the transaction out of the total number of voters who do not have a personal interest in the transaction / are not controlling shareholders or have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder: *99.63%*

Percentage of voting in favor of approving the transaction out of the total number of voters who are not controlling shareholders / do not have a personal interest in the resolution's approval: *99.63%*

Percentage of opposing votes out of the total voting rights at the company: *0.14%*

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Transaction type / Vote issue: *Indemnification, exemption and/or insurance*

Summary of the issue: *Re-approval of the bank's letter of exemption and indemnity undertaking, in the matter of its applicability to the bank's controlling shareholders and their relatives, who serve from time to time, including those who have served in the past or may be appointed in the future.*

Summary of the proposed resolution: *Re-approval of the bank's letter of exemption and indemnity undertaking (which was attached as Appendix B to the immediate report on the convening of the special meeting, published by the bank on July 24th, 2018) in the matter of its applicability to the bank's controlling shareholders and their relatives, who serve from time to time, including those who have served in the past or may be appointed in the future.*

The meeting has resolved: *To approve*

The number of shares / securities participating in the vote: *193,414,605*

The number of shares / securities that voted in favor: 185,226,102

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, except for a personal interest that is not the result of association with the controlling shareholder: 90,449,769, of which 82,261,266 voted in favor of the transaction and 8,188,503 voted against the transaction.

The number of shares participating in the vote that were not classified as shares whose owners control the company / as the shares of those who have a personal interest in approving the resolution: 90,449,769, of which 82,261,266 voted in favor of the transaction.

The number of shares / securities that voted against: 8,188,503

Percentage of voting in favor of approving the transaction out of the total number of voters who do not have a personal interest in the transaction / are not controlling shareholders or have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder: 90.95%

Percentage of voting in favor of approving the transaction out of the total number of voters who are not controlling shareholders / do not have a personal interest in the resolution's approval: 90.95%

Percentage of opposing votes out of the total voting rights at the company: 3.51%

2. The meeting's resolutions regarding other issues on its agenda:
3. Details of meeting voters who are institutional, interested parties or senior officers:
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.
 © File 30082018_isa.pdf. The file will include the data required by this form for each voter.
 (PLEASE NOTE, THIS FORM IS NOT ATTACHED THIS TRANSLATED REPORT)

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

○ A detailing of the vote according to the numeration of the issues detailed in Section 1 above:

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.*

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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 23 rd , 2018	2018-01-069643
Original	July 23 rd , 2018	2018-01-069640
Amending	July 24 th , 2018	2018-01-069973
Amending	July 24 th , 2018	2018-01-069970

Note to resolution no. 1 above regarding the appointment of an outside director:

In the report regarding the convening of the special general meeting (published by the bank on July 24th, 2018), it was noted that Ms. Hannah Feuer's appointment as an outside director at the bank was subject to the Supervisor of Banks not announcing her objection to the appointment or announcing her consent thereto. It was further noted in that report that Ms. Hannah Feuer would begin her tenure at the bank at the later of these dates: the date on which the general meeting would approve her appointment; or the date on which the Supervisor of Banks would announce that she has no objection to the appointment or that she consents to it

Further to this, on August 2nd, 2018, the bank received the approval of the Supervisor of Banks, according to which: "In response to your inquiry, and based on the information you have submitted, I hereby inform you that by power of my authority under Article 11A of the Banking Ordinance 1941, I have no objection to the appointment of Ms. Hannah Feuer to a first tenure as an outside director per the Companies Law 5759-1999, and per the Proper Conduct of Banking Business Directive No. 301 regarding the "Board of Directors", at your institution. For the avoidance of doubt, we hereby clarify that said appointment is subject to Ms. Feuer's resignation from her tenures as a director at Discount Capital; Poalim Real Estate Fund (Israel); and at Poalim Real Estate Fund (Cyorus) Ltd prior to the commencement of service at your institution".

On August 12th, 2018, Ms. Hannah Feuer notified the bank with the following: "I hereby confirm that I have resigned from my position as a director at the following companies: (1) Poalim Real Estate Fund (Israel) Ltd; (2) Discount Capital Ltd; (3) Poalim Real Estate Fund (Cyorus) Ltd; and (4) OWC Pharmaceutical Research Corp (the resignation will come into effect on August 15th, 2018)".

In accordance with the above, Ms. Hannah Feuer will begin her service as an outside director at the bank on August 30th, 2018.

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):

2018-01-060862 **2018-01-069973**

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

Form structure revision date: July 31, 2018

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