

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

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To	<u>Israel Securities Authority</u>	To	<u>Tel Aviv Stock Exchange Ltd</u>	T053 (Public)	Date of transmission: May 30, 2018
	www.isa.gov.il		www.tase.co.il		Ref: 2018-01-053347

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

**Regulation 36(a) 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: Merger with Union – Objection by the Antitrust Authority**

1. Immediate\_report\_failure\_to\_obtain\_antitrust\_commissioner\_approval\_isa.pdf
2. Date and time at which the corporation first learned of the event:  
☉ May 30, 2018 at 16:00.  
Report delayed per Regulation 36(b):
3. If the report was delayed, the reason due to which its submission was delayed:
4. On \_\_\_\_\_ at \_\_\_\_\_ the report embargo was removed
5.  The company is a shell company, as defined in the TASE Rules and Regulations.

*The above report was signed by Ms. Racheli Friedman, Adv., Chief Legal Advisor and Mr. Nissan Levi, Head of the Planning, Operations and Customer Assets Division*

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

**2017-01-110619      2017-01-110631      2018-01-005313**

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Securities of a Corporation Listed for Trading on the Tel Aviv Stock Exchange	Form structure revision date: May 1, 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: <a href="https://www.mizrahi-tefahot.co.il">https://www.mizrahi-tefahot.co.il</a>

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	Tel: 03-7559720	Fax: 03-7559723
		E-mail: mangment@umtb.co.il

**To:**  
**Israel Securities Authority**  
**Via MAGNA**

**To:**  
**Tel-Aviv Stock Exchange Ltd**  
**Via MAGNA**

Dear Sir or Madam,

**Re: Engagement in an Agreement with Shareholders at Union Bank of Israel Ltd -  
Update**

Further to the immediate reports published by Mizrahi Tefahot Bank Ltd (hereinafter: “**the Bank**”) on November 28, 2017 (reference no.: 2017-01-110619) (hereinafter: “**the Immediate Report**”) and on February 7, 2018 (reference no.: 2018-01-011076), as well as the contents of the “Significant Developments in Management of Business Operations” chapter of the report by the Board of Directors and management, as included in the periodic report for 2017 published by the Bank on February 27, 2018 (reference no.: 2018-01-019303), regarding the Bank’s engagement in an agreement with the shareholders of Union Bank of Israel Ltd (hereinafter: “**Union**”), who together hold approx. 47.63% of Union’s issued and outstanding capital (hereinafter: “**the Agreement**”), the Bank hereby announces the following:

1. As detailed in the Immediate Report, the finalization of the transaction subject of the Agreement is conditional, *inter alia*, to the fulfillment of suspensory conditions, including receiving the approval of the Antitrust Commissioner (hereinafter: “**the Commissioner**”) for the purchase of the entirety of Union’s issued and outstanding capital by the Bank and the completion of the planned merger (as defined in the Immediate Report).
2. On May 30, 2018, the decision of the acting commissioner<sup>1</sup> to object to the aforesaid merger was received by the Bank (hereinafter: “**the Decision**”).
3. It should be noted that in accordance with the provisions of the Agreement, insofar as any suspensory condition to the finalization of the transaction subject of the Agreement is not fulfilled, including the aforesaid suspensory condition, until the dates established in the Agreement and as detailed in the Immediate Report, then the Agreement shall be void *ab initio*, and neither party shall have any obligations deriving from the Agreement and/or

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<sup>1</sup> The Bank was informed that due to a conflict of interest arrangement which is applicable to the Commissioner, the Commissioner herself is prevented from discussing the merger announcement submitted by the Bank.

claims against the other parties to the Agreement.

4. The Bank is examining the implications of the Decision and the possibilities before it.

Respectfully,

**Mizrahi Tefahot Bank Ltd**

By:

**Racheli Friedman**, Chief Legal Advisor

**Nissan Levi**, Head of the Planning, Operation and Customer Assets Division