

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: June 25, 2018
	www.isa.gov.il		www.tase.co.il		Ref: 2018-01-060643

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: Agreement to Purchase Union Shares - Update

1. Immediate_report_expiration_of_Union_agreement_isa.pdf
2. Date and time at which the corporation first learned of the event:
☉ June 25, 2018 at 08:00.
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 2018-01-053347

Securities of a Corporation Listed for Trading on the Tel Aviv Stock Exchange	Form structure revision date: June 19, 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: Friedman Rachel	Position: Legal Advisor	Name of Employing Company:
Address: 7 Jabotinsky Street, Ramat Gan, 52520	Tel: 03-7559500	Fax: 03-7559655
		E-mail: rachelifr@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 First Immediate Report**”) 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**”); and on May 30, 2018 (reference no.: 2018-01-053347) (hereinafter: “**the Last Immediate Report**”) regarding the decision of acting Antitrust Commissioner to object to the transaction to purchase of the entirety of the shares of Union’s issued and outstanding capital by the Bank and complete the planned merger (as defined in the First Immediate Report) (hereinafter: “**the Decision**”), the Bank hereby announces the following:

1. Whereas the suspensory conditions for the publication of the purchase offer (as defined in the First Immediate Report and as detailed in Section 1.9 thereof) were not fulfilled, the provisions of the Agreement render the Agreement void *ab initio* as of June 27, 2018; and neither party to it has any obligations deriving from the Agreement and/or claims against the other parties to the Agreement.
2. At the time of this immediate report, the parties to the Agreement are conducting negotiations with respect to the possibility of engaging through an addendum to the Agreement, according to which the Agreement shall be renewed and the parties will appeal the Decision, all as shall be agreed between the parties. The Bank will publish an immediate report on an addendum to the Agreement, as aforesaid, insofar as it may be signed.

Respectfully,

Mizrahi Tefahot Bank Ltd

By:

Racheli Friedman, Chief Legal Advisor

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