

Mizrahi Tefahot Bank Ltd.'s Immediate Reports are published in Hebrew on the Israel Securities Authority and the Tel Aviv Stock Exchange websites.

The English version is prepared for convenience purposes only. The only binding version of the Immediate Reports is the Hebrew version.

In the event of any discrepancy or inconsistency between the Hebrew version and the translation to English, the Hebrew version shall prevail and supersede, for all purposes and in all respects.

PLEASE NOTE - THIS IS THE TASE REPORT ONLY, EXCLUDING THE ADDITIONAL DOCUMENTS  
THAT WILL BE ADDED AT A LATER STAGE.

**MIZRAHI TEFAHOT BANK LTD**

No. with the Registrar of Companies: 520000522

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<b>To</b>	<b><u>Israel Securities Authority</u></b>	<b>To</b>	<b><u>Tel-Aviv Stock Exchange Ltd</u></b>	T460 (Public)	Date of transmission: November 13, 2017
	<b><a href="http://www.isa.gov.il">www.isa.gov.il</a></b>		<b><a href="http://www.tase.co.il">www.tase.co.il</a></b>		Ref: 2017-01-106026

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**Immediate Report of a Meeting**

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

Explanation: Insofar as any of the matters on the meeting's agenda is the approval of a transaction with a controlling shareholder or the approval of an extraordinary proposal, Form T133 or T138 must be filled first, respectively, and thereafter a report should be filed on this form as well.

Is there a possibility to vote through the electronic voting system: Yes

Note: The possibility of selecting this field is only for corporations that are not registered in Israel.

The corporation announces: *The convening of a meeting*

Note: In the event of a change to the meeting's date (postponement or a move forward), choose "meeting postponement" or "court-ordered postponement" or "postponement to an unknown date".

The reference number of the last meeting notice is \_\_\_\_\_. It was called for \_\_\_\_\_.  
Reason of postponement or cancellation: \_\_\_\_\_

**Explanation:** The reference number of the previous meeting's convening or postponement should be referenced.

1. Type of security: *Share*

Name of the entitling security: *Mizrahi Tefahot (MZTF)*

The number of the security on the Tel-Aviv Stock Exchange entitling the holder thereof to participate at the meeting: *695437*

The effective date for entitlement to attend the meeting and vote thereat:  
*November 20, 2017.*

**Explanation:** If a meeting is required for more than one security number, a T460 must be filed separately for any additional security. Reports listing additional security numbers will require the filing of an amending form.

2. On *November 13, 2017*

it was resolved to *convene a meeting annual meeting* \_\_\_\_\_

to be held on *Sunday, December 24, 2017, at 15:00*

at the following address: *7 Jabotinsky Street, Ramat-Gan, 13<sup>th</sup> Floor*

3. On the agenda:

**Explanation:** The numbering of the agenda topics shall be according to the order of their appearance in the meeting's convening report, if attached as a file.

Issues/resolutions which will be raised at the meeting:

**1**

The issue/resolution and its details:

*A discussion of the bank's financial reports for December 31, 2016, and the Board of Directors' report on the state of the bank's affairs in 2016.*

*Declaration: No appropriate classification field exists.*

**Notice:** A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, click here.

Reference to the last report on the subject of approving a private proposal (T138):

*Not a transaction between the company and a controlling shareholder therein as*

stated in Articles 275 and 320(f) of the Companies Law.

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

*Article 60(b) of the Companies Law 5759-1999*

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder: *No*

Notice: These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

Notice: The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No" and be able to add details if the answer is "Yes".

It was decided to require additional information from the holders:

Details of the additional information required from the holders or manner of meeting convention (in the event of a meeting according to 350):

Notice: This field establishes the text of the requirement for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.

Amendment of a disclosure

Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.

- Off the agenda
- The subject was discussed in a previous meeting
- The subject was added to the agenda by court order
- The subject was added to the agenda according to Regulation 5b of the Companies Regulations (Notice of General Meetings and of Category Meetings in a Public Company, and Addition of an Issue to the Agenda) 5760-2000
- The subject was added to the agenda after the effective date due to a technical error, as specified:

**Explanation:** After the effective date, a resolution cannot be amended except an amendment of the transaction conditions that benefits the company or a negligible change. Likewise, new issues cannot be added to the agenda after the effective date, except by court order or in accordance with Regulation 5B of the Notice of General Meetings Regulations.

The resolution on the agenda is brought to *report only*

Type of majority required for approval

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter

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## 2

The issue/resolution and its details:

*Description of the nature of the issue:  
Reappointment of a director.*

*The proposed resolution:  
To approve the reappointment of Mr. Moshe Vidman as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:  
For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Moshe Vidman's statement, which is appended to the aforesaid immediate report.*

*Reappointment or dismissal of a director, per Articles 59 and 230 of the Companies Law.*

**Notice:** A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, [click here](#).

Reference to the last report on the subject of approving a private proposal (T138):

*Not* a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law.

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

**Explanation:** In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder:

**Notice:** These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

**Notice:** The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No" and be able to add details if the answer is "Yes".

It was decided to request additional information from the holders:

Details of the additional information requested from the holders or manner of meeting convention (in the event of a meeting according to 350):

**Notice:** This field establishes the text of the request for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.

Amendment of a disclosure

Negligible amendment or one that only benefits the company compared with the

text of a resolution detailed in a last report.

- Off the agenda
- The subject was discussed in a previous meeting
- The subject was added to the agenda by court order
- The subject was added to the agenda according to Regulation 5b of the Companies Regulations (Notice of General Meetings and of Category Meetings in a Public Company, and Addition of an Issue to the Agenda) 5760-2000
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**Explanation: Following the effective date, a resolution cannot be amended except an amendment of the transaction conditions that benefits the company or a negligible change. Likewise, new issues cannot be added to the agenda after the effective date, except by court order or in accordance with Regulation 5B of the Notice of General Meetings Regulations.**

The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter *No*

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### 3

The issue/resolution and its details:

*Description of the nature of the issue:  
Reappointment of a director.*

*The proposed resolution:  
To approve the reappointment of Mr. Zvi Ephrat as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:  
For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Zvi Ephrat's statement, which is appended to the aforesaid immediate report.*

*Reappointment or dismissal of a director, per Articles 59 and 230 of the Companies Law.*

Notice: A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, click [here](#).

Reference to the last report on the subject of approving a private proposal (T138):

*Not* a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law.

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder:

Notice: These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

Notice: The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No" and be able to add details if the answer is "Yes".

It was decided to request additional information from the holders:

Details of the additional information requested from the holders or manner of meeting convention (in the event of a meeting according to 350):

Notice: This field establishes the text of the request for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.

Amendment of a disclosure

- Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Off the agenda
- The subject was discussed in a previous meeting
- The subject was added to the agenda by court order
- The subject was added to the agenda according to Regulation 5b of the Companies Regulations (Notice of General Meetings and of Category Meetings in a Public Company, and Addition of an Issue to the Agenda) 5760-2000
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The resolution on the agenda is brought to a vote

Type of majority required for approval *an ordinary majority*.

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter *No*

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#### 4

The issue/resolution and its details:

*Description of the nature of the issue:  
Reappointment of a director.*

*The proposed resolution:  
To approve the reappointment of Mr. Ron Gazit as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:  
For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Ron Gazit's statement, which is appended to the aforesaid immediate report.*

*Reappointment or dismissal of a director, per Articles 59 and 230 of the Companies Law.*

Notice: A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, [click here](#).

Reference to the last report on the subject of approving a private proposal (T138):

*Not* a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law.

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder:

Notice: These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

Notice: The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No" and be able to add details if the answer is "Yes".

It was decided to request additional information from the holders:

Details of the additional information requested from the holders or manner of meeting convention (in the event of a meeting according to 350):

Notice: This field establishes the text of the request for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.

- Amendment of a disclosure
- Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Off the agenda
- The subject was discussed in a previous meeting
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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter *No*

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## 5

The issue/resolution and its details:

*Description of the nature of the issue:  
Reappointment of a director.*

*The proposed resolution:  
To approve the reappointment of Ms. Liora Ofer as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:  
For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Ms. Liora Ofer's statement, which is appended to the aforesaid immediate report.*

*Reappointment or dismissal of a director, per Articles 59 and 230 of the Companies Law.*

Notice: A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, click [here](#).

Reference to the last report on the subject of approving a private proposal (T138):

Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law.

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder:

Notice: These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

Notice: The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No" and be able to add details if the answer is "Yes".

It was decided to request additional information from the holders:

Details of the additional information requested from the holders or manner of meeting convention (in the event of a meeting according to 350):

Notice: This field establishes the text of the request for additional information which will be included in the online voting system. The voter will have the possibility to add

the information in a text field.

- Amendment of a disclosure
- Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Off the agenda
- The subject was discussed in a previous meeting
- The subject was added to the agenda by court order
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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority.*

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter *No*

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**6**

The issue/resolution and its details:

*Description of the nature of the issue:  
Reappointment of a director.*

*The proposed resolution:  
To approve the reappointment of Mr. Mordechai Meir as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:  
For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Mordechai Meir's statement, which is*

*appended to the aforesaid immediate report.*

*Reappointment or dismissal of a director, per Articles 59 and 230 of the Companies Law.*

Notice: A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, [click here](#).

Reference to the last report on the subject of approving a private proposal (T138):

*Not* a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law.

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder:

Notice: These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

Notice: The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No" and be able to add details if the answer is "Yes".

It was decided to request additional information from the holders:

Details of the additional information requested from the holders or manner of meeting convention (in the event of a meeting according to 350):

Notice: This field establishes the text of the request for additional information which

will be included in the online voting system. The voter will have the possibility to add the information in a text field.

- Amendment of a disclosure
- Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Off the agenda
- The subject was discussed in a previous meeting
- The subject was added to the agenda by court order
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**Explanation: Following the effective date, a resolution cannot be amended except an amendment of the transaction conditions that benefits the company or a negligible change. Likewise, new issues cannot be added to the agenda after the effective date, except by court order or in accordance with Regulation 5B of the Notice of General Meetings Regulations.**

The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter *No*

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**7**

The issue/resolution and its details:

*Description of the nature of the issue:  
Reappointment of a director.*

*The proposed resolution:  
To approve the reappointment of Mr. Jonathan Kaplan as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:  
For further details, see Section 1.2 of the immediate report on the convening of the*

*annual meeting, on this matter, as well as Mr. Jonathan Kaplan's statement, which is appended to the aforesaid immediate report.*

*Reappointment or dismissal of a director, per Articles 59 and 230 of the Companies Law.*

Notice: A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, click [here](#).

Reference to the last report on the subject of approving a private proposal (T138):

*Not* a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law.

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder:

Notice: These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

Notice: The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No" and be able to add details if the answer is "Yes".

It was decided to request additional information from the holders:

Details of the additional information requested from the holders or manner of meeting convention (in the event of a meeting according to 350):

Notice: This field establishes the text of the request for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.

- Amendment of a disclosure
- Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Off the agenda
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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter *No*

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**8**

The issue/resolution and its details:

*Description of the nature of the issue:*

*Reappointment of a director.*

*The proposed resolution:*

*To approve the reappointment of Mr. Joav-Asher Nachshon as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:*

*For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Joav-Asher Nachshon's statement, which is appended to the aforesaid immediate report.*

*Reappointment or dismissal of a director, per Articles 59 and 230 of the Companies Law.*

Notice: A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, click here.

Reference to the last report on the subject of approving a private proposal (T138):

Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law.

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder:

Notice: These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

Notice: The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No" and be able to add details if the answer is "Yes".

It was decided to request additional information from the holders:

Details of the additional information requested from the holders or manner of

meeting convention (in the event of a meeting according to 350):

**Notice:** This field establishes the text of the request for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.

- Amendment of a disclosure
- Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
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The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter *No*

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**9**

The issue/resolution and its details:

*Description of the nature of the issue:  
Reappointment of a director.*

*The proposed resolution:  
To approve the reappointment of Mr. Avraham Zeldman as a director at the bank, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:*

*For further details, see Section 1.2 of the immediate report on the convening of the annual meeting, on this matter, as well as Mr. Avraham Zeldman's statement, which is appended to the aforesaid immediate report.*

*Reappointment or dismissal of a director, per Articles 59 and 230 of the Companies Law.*

**Notice:** A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, [click here](#).

Reference to the last report on the subject of approving a private proposal (T138):

*Not* a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law.

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

**Explanation:** In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder:

**Notice:** These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

**Notice:** The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No" and be able to add details if the answer is "Yes".

It was decided to request additional information from the holders:

Details of the additional information requested from the holders or manner of meeting convention (in the event of a meeting according to 350):

**Notice:** This field establishes the text of the request for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.

- Amendment of a disclosure
- Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Off the agenda
- The subject was discussed in a previous meeting
- The subject was added to the agenda by court order
- The subject was added to the agenda according to Regulation 5b of the Companies Regulations (Notice of General Meetings and of Category Meetings in a Public Company, and Addition of an Issue to the Agenda) 5760-2000
- The subject was added to the agenda after the effective date due to a technical error, as specified:

**Explanation:** Following the effective date, a resolution cannot be amended except an amendment of the transaction conditions that benefits the company or a negligible change. Likewise, new issues cannot be added to the agenda after the effective date, except by court order or in accordance with Regulation 5B of the Notice of General Meetings Regulations.

The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter *No*

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## 10

The issue/resolution and its details:

*Description of the nature of the issue:*

*Reappointment of an outside director, per this term's meaning in the Supervisor of Banks' directives.*

*The proposed resolution:*

*To appoint Ms. Sabina Biran as an outside director at the bank, per this term's*

*meaning in the Supervisor of Banks' directives, for an additional service period of three (3) years, effective as of February 27, 2018, subject to the Supervisor of Banks not announcing her objection to the aforesaid appointment or notifying of her agreement thereto.*

*Further details:*

*For further details, see Section 1.3 of the immediate report on the convening of the annual meeting, on this matter, as well as Ms. Sabina Biran's statement, which is appended to the aforesaid immediate report.*

*Reappointment or dismissal of a director, per Articles 59 and 230 of the Companies Law.*

**Notice:** A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, [click here](#).

Reference to the last report on the subject of approving a private proposal (T138):

*Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law.*

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

**Explanation:** In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder:

**Notice:** These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

**Notice:** The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No"

and be able to add details if the answer is "Yes".

It was decided to request additional information from the holders:

Details of the additional information requested from the holders or manner of meeting convention (in the event of a meeting according to 350):

**Notice: This field establishes the text of the request for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.**

- Amendment of a disclosure
- Negligible amendment or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Off the agenda
- The subject was discussed in a previous meeting
- The subject was added to the agenda by court order
- The subject was added to the agenda according to Regulation 5b of the Companies Regulations (Notice of General Meetings and of Category Meetings in a Public Company, and Addition of an Issue to the Agenda) 5760-2000
- The subject was added to the agenda after the effective date due to a technical error, as specified:

**Explanation: Following the effective date, a resolution cannot be amended except an amendment of the transaction conditions that benefits the company or a negligible change. Likewise, new issues cannot be added to the agenda after the effective date, except by court order or in accordance with Regulation 5B of the Notice of General Meetings Regulations.**

The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*.

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority to accept the proposed resolution in this matter *No*

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**11**

The issue/resolution and its details:

*Description of the nature of the issue:*

*The reappointment of Brightman Almagor Zohar and Co. as the bank's auditing accountants and a report on the auditing accountants' wages in 2016.*

*The proposed resolution:*

*To reappoint Brightman Almagor Zohar and Co. as the bank's auditing accountants.*

*Declaration: No appropriate classification field exists*

**Notice:** A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, click [here](#).

Reference of the last report on the subject of approving a private proposal (T138):

*Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law.*

Reference of the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution:

*Article 154(b) of the Companies Law*

**Explanation:** In a transaction with a controlling shareholder that does not fit any field in the law articles table, the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder should be selected. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained.

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder: *No*

**Notice:** These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder.

#### **In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

**Notice:** The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes/No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No"

and be able to add details if the answer is "Yes".

It was decided to request additional information from the holders:

Details of the additional information requested from the holders or manner of meeting convention (in the event of a meeting according to 350):

**Notice: This field establishes the text of the request for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.**

- Amendment of a disclosure
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- The subject was added to the agenda after the effective date due to a technical error, as specified:

**Explanation: Following the effective date, a resolution cannot be amended except an amendment of the transaction conditions that benefits the company or a negligible change. Likewise, new issues cannot be added to the agenda after the Effective Date, except by court order or in accordance with Regulation 5B of the Notice of General Meetings Regulations.**

The resolution on the agenda is brought to *a vote*

Type of majority required for approval *an ordinary majority*

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the majority required to accept the proposed resolution upon the shareholder *No*

Attachment of the report on the convening of the meeting: *conveningreport\_isa.pdf*

4. Attached:
  - Yes a voting paper
  - No position paper

**1**

On \_\_\_\_\_

The company received a position paper, per its meaning in Article 88 of the companies Law 5759-1999 from \_\_\_\_\_

in connection with an issue which will be raised for discussion at the convened general meeting.

See page \_\_\_\_ for the position paper file.

*votingpaper\_isa.pdf*

Yes statement of the candidate to serve as corporate director

Yes statement of an independent director

No statement of an outside director

\_\_\_\_\_ statement of a representative's appointment to representation

\_\_\_\_\_ amended deed of trust

\_\_\_\_\_ an application to approve a creditors' arrangement under Article 350

\_\_\_\_\_ other \_\_\_\_\_

*statements\_isa.pdf*

**Explanation: If a voting paper and/or a position notice are attached, it must be verified that they have been prepared in accordance with the provisions of the Companies Regulations (Written Votes and Position Papers), 5766-2005.**

Link to the voting system website where voting may take place: The voting system

**Explanation: Those who are entitled to vote through the system will receive access information from stock exchange members.**

5. The legal counting for holding the meeting:

*The legal counting for holding the general meeting will be constituted upon the presence, in person or by proxy, of two shareholders holding at least twenty- five percent (25%) of the voting rights, within half an hour from the time set for the beginning of the meeting.*

6.  In the absence of a legal counting, the postponed meeting will be held on *December 31, 2017 at 15:00, at the following address: 7 Jabotinsky Street, Ramat-Gan, Israel, 13<sup>th</sup> floor*

No meeting shall be held in the absence of a legal counting.

7. The times and place where any proposed resolution which was not described in full in the above description of the agenda may be perused:

*At the bank's offices, 7 Jabotinsky Street, Ramat-Gan, during standard business hours, until the time set for the meeting.*

Meeting identifier:

*The above report was signed by Maya Feller, Bank Secretary.*

Reference numbers of previous documents concerning the issue reported herein (the mention does not constitute inclusion by way of reference):

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Securities of a Corporation Listed for Trading Form structure revision date: November 6, 2017  
on the Tel-Aviv Stock Exchange

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street, Ramat-Gan, 52520 Tel: 03-7559207; 03-7559720 Fax: 03-7559913

E-mail: [MANGMENT@UMTB.CO.IL](mailto:MANGMENT@UMTB.CO.IL)

Website: <https://www.mizrahi-tefahot.co.il>

Previous names of reporting entity: United Mizrahi Bank Ltd.

Name of person reporting electronically: Feller Maya	His position: Bank Secretary	Name of employing company:
Address: 7 Jabotinsky Street, Ramat-Gan, 52520	Tel: 03-7559720	E-mail: mangment@umtb.co.il
	Fax: 03-7559923	