

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>	T048 (Public)
www.isa.gov.il	www.tase.co.il	

Date of transmission:
December 28, 2016

Ref: 2016-01-092736

Immediate Report On The Results Of A Meeting
Regulation 36D(b) of the Securities Regulations (Immediate and Periodic Reports) 5730-1970

1. At an annual meeting convened on *December 28, 2016*, the convening of which was published in a form with the reference number *2016-01-080445*, and the issues on which agenda were:

SN	Summary of the issue
1	<i>A discussion of the bank's financial reports for December 31, 2015, and the Board of Directors' report on the state of the bank for 2015</i>
2	<i>The reappointment of Mr. Moshe Vidman as a director at the bank</i>
3	<i>The reappointment of Mr. Zvi Ephrat as a director at the bank</i>
4	<i>The reappointment of Mr. Ron Gazit as a director at the bank</i>
5	<i>The reappointment of Ms. Liora Ofer as a director at the bank</i>
6	<i>The reappointment of Mr. Mordechai Meir as a director at the bank</i>
7	<i>The reappointment of Mr. Jonathan Kaplan as a director at the bank</i>
8	<i>The reappointment of Mr. Joav-Asher Nachshon as a director at the bank</i>
9	<i>The reappointment of Mr. Avraham Zeldman as a director at the bank</i>
10	<i>The reappointment of Brightman Almagor Zohar and Co. as the Bank's auditing accountants and a report on the auditing accountants' wages in 2015</i>
11	<i>The amendment of Article 59 of the bank's Articles of Association, regarding the publication of a notice and an advertisement on the convening of a general meeting</i>
12	<i>The addition of Article 183 to the bank's Articles of Association, regarding exclusive jurisdiction</i>

The following resolutions were made:

- 1 *To reappoint the following members of the Board of Directors as directors at the bank: Moshe Vidman, Zvi Ephrat, Ron Gazit, Liora Ofer, Mordechai Meir, Jonathan Kaplan, Joav-Asher Nachshon and Avraham Zeldman.*
On December 27, 2016, the Supervisor of Banks' approval was received, according to which they are not opposed to extending the tenure of Messrs. Moshe Vidman, Zvi Ephrat, Ron Gazit, Mordechai Meir, Jonathan Kaplan, Joav-Asher Nachshon and Avraham Zeldman and Mme. Liora Ofer as directors at the bank; and that they are not opposed to extending Mr. Moshe Vidman's tenure as the Chairman of the Board of Directors.
- 2 *To reappoint Brightman Almagor Zohar and Co. as the Bank's auditing accountants*
- 3 *To amend Article 59 of the bank's Articles of Association, according to the proposed amended text below (see amendments marked by an underscore and strikethrough in section 1.4.3 to the immediate report regarding the convening of an annual general meeting, published by the bank on November 21, 2016, ref. no. 2016-01-080445):*
“59. 59.1 Notice of a general meeting shall be published in at least two daily Hebrew language newspapers with a wide circulation, or on the Company's website; the notice shall be published at least 14 days prior to the meeting. Notwithstanding the above, a notice of a general meeting upon which agenda is an issue of the issues under Regulation 2(a) of the Companies Regulations (Written Votes and Position Papers), 5766-2005, shall

be published at least 35 days prior to convening of such general meeting.

59.2 Save for notice of a general meeting as mentioned in article 59.1 above, the Company shall not give notice of a general meeting to registered shareholders, unregistered shareholders or shareholders holding a share deed.”

- 4** *Article 182 of the Bank's Articles of Association shall be followed by Article 183 with the following text:*

“Exclusive Jurisdiction

183.1 For the purposes of Article 183, the terms below shall be designated the meanings that follow them:

“Held Corporation”:

A corporation held by the company, whether incorporated under the laws of the State of Israel or incorporated under the laws of a foreign country.

“Derivative Action”:

Per the term's definition in the Companies Law, including any other legal proceeding of similar principles, including applications to approve their submission and other related applications.

“Class Action”:

Per the term's definition in the Class Action Law 5766-2006, including any other legal proceeding of similar principles, including applications to approve their submission and other related applications.

“Other Action”:

An action which is neither a derivative action nor a class action.

“Respondents and/or Defendants”:

The Company and/or the Held Corporation and/or shareholders, officers, employees, auditing accountants, legal advisors, including proxies, consultants and other service providers of the Company and/or the Held Corporation.

“Grounds for Prosecution”:

An action related to an incident

and/or omission and/or act of the Respondents and/or Defendants connected (directly or indirectly) to the management methods of the Company and/or the Held Corporation and/or the breach of duty imposed by power of and according to the instructions of the law upon the officers, employees or shareholders of the Company or a corporation held by the Company; and/or the breach of duty imposed upon consultants, service providers or proxies of the Company or a corporation held by the Company, who are domiciled in Israel.

183.2 The competent courts in Israel and they alone are granted exclusive and unique jurisdiction to discuss any legal proceeding, according to the laws of the State of the Israel and not subject to a conflict of laws, as follows:

A. A Derivative Action (on behalf of the Company and/or the Held Corporation), based on Grounds for Prosecution against the Respondents and/or Defendants or either of them.

B. A Class Action based on Grounds for Prosecution against the Respondents and/or Defendants or either of them.

C. An Other Action based on Grounds for Prosecution against the Respondents and/or Defendants or either of them.

All unless the Company has agreed to a particular matter in advance, explicitly and in writing, regarding the filing of legal proceedings outside of the jurisdiction of the courts in Israel, out of considerations of the Company's best interest. To remove doubt, the competent courts in Israel shall have the exclusive and unique jurisdiction to also discuss the legal proceedings that will be filed (insofar as they may be filed) in the matter of the above agreement, as stated in this paragraph."

Explanation: If the meeting has passed a resolution in which the majority required by law is not an ordinary majority, these details shall also be presented in the report: the total of all shares who had participated at the vote, the number of shares voting for the proposition and against it and the rate of these out of all shares included in the counting of the votes for the purpose of the vote, distinguishing between the controlling shareholders or their proxy from those who are not controlling shareholders or their proxy, and likewise specifying any other distinction between the shareholders required for passing a resolution.

☐ The passed resolution is according to Article 350 of the Companies Law, 5759-1999 or a

resolution to change a deed of trust at a meeting of bond holders. In these cases, details of voters at the meeting that are institutional, interested parties or senior officers shall be included, as detailed below: regarding other issues on its agenda:

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. The voting figures must be entered according to the order of the issues above.

☐ File _____. The file will include the data required by this form for each voter.

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

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

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.

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: _____

This report is submitted further to the following reports:

Report	Publication date	Ref no.
Original	November 21, 2016	2016-01-080445

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):

2016-01-080445 **2016-01-069105**

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

Abbreviated Name: Mizrahi Tefahot

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Ramat Gan, 52520, Israel

E-mail: mangment@umtb.co.il

Form structure revision date: December 26, 2016

Tel: 03-7559207 Fax: 03-7559913
03-7559720

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