

**MIZRAHI TEFAHOT BANK LTD**

No. with the Registrar of Companies: 520000522  
Securities of a Corporation Listed for Trading on the Tel Aviv Stock Exchange  
Abbreviated Name: Mizrahi Tefahot  
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Date of transmission: December 23, 2015  
Ref: 2015-01-187542

To  
**Israel Securities Authority**  
www.isa.gov.il

To  
**Tel Aviv Stock Exchange Ltd**  
www.tase.co.il

**Immediate Report on the Results of a Meeting for the Approval of a Transaction with a Controlling Shareholder and/or for the Approval of a Private Offering and/or for the Approval of the Simultaneous Holding of Chairperson and CEO Positions and/or Appointment of an External Director**

According to Regulation 13 of the Securities Regulations (A Transaction between a Company and a Controlling Shareholder), 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 (Periodic and Immediate Reports) 5730-1970  
Additional issues on the meeting's agenda, if any, should be specified in Section 3

1. At the general meeting which was convened on *December 23, 2015*, a notice of which was published in a form ref. no. *2015-01-175365*, and at which the following issues were on the agenda:

Serial no.	Type of transaction/issue on the agenda	Summary of the issue
1	Indemnification, exemption and/or insurance	<i>The Bank's Deed of Exemption and an Undertaking to Indemnify</i>

The following resolutions were adopted:

1 Type of transaction/issue on the agenda: <i>Indemnification, exemption and/or insurance</i>  Summary of the issue: <i>The Bank's Deed of Exemption and an Undertaking to Indemnify.</i>  Summary of the proposed resolution: <i>To approve the Bank's Deed of Exemption and an Undertaking to Indemnify for the directors and other officers, including the CEO of the Bank and the Bank's controlling shareholders and their relatives, as well as employees, in the amended version attached as Appendix B to the (amended) immediate report published by the Bank on December 7, 2015 (ref. no.</i>
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2015-01-175365); furthermore, to confirm that the resolution to approve the amended Deed of Undertaking, in the matter of its application to the controlling shareholders and their relatives (that the amended Deed of Undertaking applies to), is in effect as of September 20, 2015.

The general meeting resolved: *To approve*

No. of shares/securities which participated in the vote: 178,347,486

No. of shares/securities which voted in favor of the resolution: 169,151,095

No. of shares/securities which participated in the vote, and were not classified as shares whose owners have a personal interest/as shares which are not controlling shareholders or persons having personal interest in the approval of the appointment, except for a personal interest which does not result from a relationship with the controlling shareholder: 81,783,266, of which 72,586,875 voted in favor of the approval of the transaction and 9,196,391 voted against the approval of the transaction.

The number of shares which participated in the vote and were not classified as shares held by controlling shareholders in the company/as shares whose owners have a personal interest in the approval of the resolution: 81,783,266, out of which 72,586,875 voted for the approval of the transaction.

No. of shares/securities which voted against the resolution: 9,196,391

Voting rate in favor of the transaction's approval out of the total voters who do not have a personal interest in the transaction/who are not controlling shareholders or holders of personal interest in the approval of the appointment, except for a personal interest which does not result from a relationship with the controlling shareholder: 88.75%

Voting rate in favor of the transaction's approval out of the total voters who are not controlling shareholders or holders of personal interest in the approval of the appointment.

Rate of those who voted against out of the total voting rights at the company: 3.96%

2. Resolutions of the meeting in respect of other issues on its agenda:

1. *To reappoint the following Board of Directors members as directors at the bank: Moshe Vidman; Zvi Ephrat; Ron Gazit; Liora Ofer; Mordechai Meir; Jonathan Kaplan; Joav-Asher Nachshon and Avraham Zeldman.*

*The reappointment of the aforesaid directors is subject to the Supervisor of Banks not announcing his objection to the aforesaid appointment or announcing his agreement thereto.*

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

3. Voters at the meeting who are institutional entities, 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 voters list that exceeds 40, the details of the additional voters must be filled on another form.*

☉File [meeting\\_231215\\_isa.pdf](#) the file will include the data required by this form for each voter. (NOT INCLUDED IN THIS TRANSLATION)

○Details of the voting in accordance with the numbering of the issues detailed in Section 1 above:

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

*Explanations:*

- (1) *The full name must be written, as it appears in the Registrar of Companies or on the identification card.*
- (2) *Whether it is a personal interest of the shareholder or securities holder or a personal interest of their proxy.*

*The following data will be filled for this table column, as detailed below:*

- *In the event of approving a simultaneous holding of chairperson and CEO positions (according to Article 121(c) of the Companies Law) – mark "Yes" for any voter who is a controlling shareholder or anyone who has a personal interest in the approval of the resolution;*
- *In the event of the appointment of an external director (according to Article 239(b) of the Companies Law) – mark "Yes" for any voter who is a controlling shareholder or anyone who has a personal interest in the approval of the appointment, except for a personal interest which does not result from a relationship with the controlling shareholder;*
- *In the event of an extraordinary transaction with a controlling shareholder, or a transaction in which a controlling shareholder has a personal interest (according to Article 275 of the Companies Law) – mark "Yes" for any voter who has a personal interest in the approval of the transaction;*
- *In the event of a resolution according to Article 350 of the Companies Law, or a resolution to change a deed of trust at a meeting of bond holders – mark "Yes" for any voter who has a personal interest, according to the resolution.*

<b>1</b>	<p>Last name of shareholder or securities holder (Hebrew) / Corporation name (Hebrew): _____</p> <p>First name of shareholder or securities holder (Hebrew): _____</p> <p>Last name of shareholder or securities holder / Corporation name (Latin): _____</p> <p>First name of shareholder or securities holder (Latin): _____</p> <p>Type of identification: _____</p>
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Identification number: \_\_\_\_\_

Participation in the meeting is by power of holding a security numbered: \_\_\_\_\_

The shareholder or securities holder's place of incorporation / Passport country: \_\_\_\_\_

Name of proxy: \_\_\_\_\_

Proxy's type of identification: \_\_\_\_\_

Proxy's identification number: \_\_\_\_\_

Passport country: \_\_\_\_\_

If the company is aware of any connection between the voter (who does not have a personal interest) and the company or any of its controlling shareholders, including employer-employee relations, business relations, etc. – detail their nature: \_\_\_\_\_

4. This report is submitted further to the following report(s):

Report	Publication date	Ref. no.
<i>Original</i>	<i>November 16, 2015</i>	<i>2015-01-156348</i>
<i>Original</i>	<i>November 16, 2015</i>	<i>2015-01-156306</i>
<i>Amending</i>	<i>December 7, 2015</i>	<i>2015-01-175365</i>
<i>Amending</i>	<i>December 7, 2015</i>	<i>2015-01-175353</i>

*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):

**2015-01-175353          2015-01-175365          2015-01-115620**

Previous names of reporting entity: United Mizrahi Bank Ltd.

Form structure revision date: December 15, 2015

Name of the person reporting electronically: Feller Maya; Position held: Bank Secretary; Name of employing company: .

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