

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: July 7, 2015
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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 To Approve A Transaction With A Controlling Shareholder And/or To Approve A Private Proposal And/or To Approve A Dual Service As Chairman And CEO And/or The Appointment Of An ED

According to Regulation 13 of the Securities Regulations (Transaction between A Company and A Controlling Shareholder Therein) 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 (Immediate and Periodic Reports) 5730-1970

If there were other issues on the agenda of the meeting, they must be detailed in Section 3.

At a meeting convened on *July 7, 2015*, the convening of which was published in a form with the reference number *2015-01-037188*, and the issues on which agenda were:

SN	Transaction class / Voting issue	Summary of the issue
1	Appointment of an ED	<i>The appointment of Mr. Gideon Siterman as an external director at the bank, per this term's meaning in the Companies Law, 5759-1999, for an additional three (3) year tenure to commence on July 7, 2015</i>

The following resolutions were made:

1 Transaction class / Voting issue: Appointment of an ED Summary of the issue: <i>The appointment of Mr. Gideon Siterman as an external director at the bank, per this term's meaning in the Companies Law, 5759-1999, for an additional three (3) year tenure to commence on July 7, 2015</i> Summary of proposed resolution: <i>To appoint Mr. Gideon Siterman as an external director at</i>
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the bank, per this term's meaning in the Companies Law, 5759-1999, for an additional three (3) year tenure to commence on July 7, 2015

The meeting resolved: *To approve*

The number of shares / securities participating in the vote: *174,461,859*

The number of shares / securities that voted in favor: *174,274,056*

The number of shares / securities participating in the vote, which were not classified as shares whose holders have a personal interest / as shares that are not controlling shareholders or have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder: *77,897,639* of which *77,709,836* voted in favor of approving the transaction and *187,803* voted against approving the transaction.

The number of shares participating in the vote that were not classified as shares whose owners control the company / as shares having a personal interest in approving the resolution *77,897,639*, of which *77,709,836* voted in favor of approving the transaction.

The number of shares / securities that voted against: *187,803*

Voter rate in favor of approving the transaction out of the total number of voters who do not have a personal interest / are not controlling shareholders or have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder: *99.76%*

Voter rate in favor of approving the transaction out of the total number of voters who are not controlling shareholders / do not have a personal interest in the resolution's approval *99.76%*

Rate of opposing votes out of the total voting rights at the company: *0.24%*

2. The meeting's decisions regarding other issues on its agenda:

3. Detailing of the meeting voters, who are institutional, 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 voter list that exceeds 40, the details of the additional voters must be filled on another form.

File *siterman_isa.pdf* . 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
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1	Subject						
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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.

This column of the table will be filled with data according to the details below:

- In the event of the approval of a dual chairman – CEO service (under Article 121(c) of the Companies Law): "Yes" will be marked for a voter who is a controlling shareholder or has personal interest in the resolution's approval;*
- In the event of an ED's appointment (under Article 239(b) of the Companies Law): "Yes" will be marked for a voter who is a controlling shareholder or has personal interest in the resolution's approval, except for a personal interest that is not the result of association with the controlling shareholder*
- In the event of an extraordinary transaction with a controlling shareholder, or in which the controlling shareholder has a personal interest (under Article section 275 of the Companies Law): "Yes" will be marked for a voter who has a personal interest in the transaction's approval;*
- In the event of a resolution under Article 350 of the Companies Law, or a resolution to change the deed of trust at a meeting of bond holders: "Yes" will be marked for a voter who has a personal interest, according to the decision.*

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 connection 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.
<i>Amending</i>	<i>June 1, 2015</i>	<i>2015-01-037188</i>
<i>Original</i>	<i>June 1, 2015</i>	<i>2015-01-036783</i>

It is to be noted that 3.1 on July 5, 2015, the Supervisor of Banks announced that he has no objection to Mr. Siterman's appointment to a third tenure as a director at the bank. The Supervisor of Banks made it clear that the aforesaid appointment is subject to Mr. Siterman not providing professional services to the Mizrahi Group, and not representing clients before elements in the Mizrahi Group, in his capacity as an advisor or under any other framework.

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

Reference number of the previous documents regarding this matter (the reference does not constitute incorporation by reference):

Previous name of the entity reporting: United Mizrahi Bank Ltd.

Date of form update: June 3, 2015

Name of the person reporting electronically: Maya Feller; Position held: Company Secretary Name of Employing Company: .

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