

**MIZRAHI TEFAHOT BANK LTD**  
No. with the Registrar of Companies: 520000522

<b>To</b>	<b><u>Israel Securities Authority</u></b>	<b>To</b>	<b><u>Tel Aviv Stock Exchange Ltd</u></b>	T049 (Public)	Date of transmission: December 22, 2019
	www.isa.gov.il		www.tase.co.il		Ref: 2019-01-112224
<b>Amending report to an impaired report sent on:</b>	<i>December 18, 2019</i>	<b>The reference number of which is:</b>	<i>2019-01-111267</i>		
The impairment:	<i>Data errors in the file attached to the immediate report on the results of the meeting (bidder details)</i>				
Reason for the impairment:	<i>Technical error</i>				
Amendment principles:	<i>Updated file attached (NOT ATTACHED TO THIS TRANSLATED AMENDED REPORT)</i>				

**Immediate Report On The Results Of A Meeting**

**Regulation 36D of the Securities Regulations (Immediate and Periodic Reports) 5730-1970**

**Regulation 13 of the Securities Regulations (Transaction between a Company and a Controlling Shareholder Therein) 5761-2001**

**Regulation 22 of the Securities Regulations (Private Offering of Securities in a Listed Company) 5760-2000**

*Explanation: This form is used for reporting all types of meetings*

*Clarification: This form must be filled for every type of security regarding which a notice on the convening of a meeting was published (T-460)*

1. Meeting's identifying number: *2019-01-096900*  
Number of the stock exchange security entitling the holder thereof to participate in the meeting: *695437*  
Name of the entitling security: *Mizrahi Tefahot (MZTF)*
2. At a meeting convened on *December 18, 2019*, the convening of which was published in a form with the reference number *2019-01-105612*, and the issues on which agenda were:

*Explanation: The issues must be written in the same order that they appear in the last T460 form published in connection with the aforesaid meeting:*

SN	Issue details	Resolution summary	Meeting's resolution:
<b>1</b>	Summary of the issue: <i>A discussion of the bank's financial reports for December 31, 2018, as well as the Board of Directors' report on the bank's state of affairs in 2018</i>  Type of majority required for approval:	<i>A discussion of the bank's financial reports for December 31, 2018, as well as the Board of Directors' report on</i>	<i>Report only</i>

	<p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Declaration: No appropriate classification field exists</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</i></p> <p>Transaction type/Vote issue:</p>	<i>the bank's state of affairs in 2018</i>	
<b>2</b>	<p>Summary of the issue: <i>Reappointment of Mr. Moshe Vidman as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto</i></p> <p>Type of majority required for approval: <i>An ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</i></p>	<i>To reappoint Mr. Moshe Vidman as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto</i>	<i>To approve</i>

	Transaction type/Vote issue:		
<b>3</b>	<p>Summary of the issue:</p> <p><i>Reappointment of Mr. Ron Gazit as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto</i></p> <p>Type of majority required for approval: <i>An ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</i></p> <p>Transaction type/Vote issue:</p>	<p><i>To reappoint Mr. Ron Gazit as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto</i></p>	<p><i>To approve</i></p>
<b>4</b>	<p>Summary of the issue:</p> <p><i>Reappointment of Mr. Jonathan Kaplan as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto</i></p>	<p><i>To reappoint Mr. Jonathan Kaplan as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks</i></p>	<p><i>To approve</i></p>

	<p>Type of majority required for approval: <i>An ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</p> <p>Transaction type/Vote issue:</p>	<p><i>does not announce her objection to the aforesaid appointment or announces her consent thereto</i></p>	
5	<p>Summary of the issue:</p> <p><i>Reappointment of Mr. Avraham Zeldman as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto</i></p> <p>Type of majority required for approval: <i>An ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder therein as stated</p>	<p><i>To reappoint Mr. Avraham Zeldman as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto</i></p>	<p><i>To approve</i></p>

	<p>in Articles 275 and 320(f) of the Companies Law</p> <p>Transaction type/Vote issue:</p>		
6	<p>Summary of the issue:</p> <p><i>Reappointment of Mr. Ilan Kremer as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto</i></p> <p>Type of majority required for approval: <i>An ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</i></p> <p>Transaction type/Vote issue:</p>	<p><i>To reappoint Mr. Ilan Kremer as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto</i></p>	<p><i>To approve</i></p>
7	<p>Summary of the issue:</p> <p><i>Reappointment of Mr. Eli Alroy as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid</i></p>	<p><i>To reappoint Mr. Eli Alroy as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the</i></p>	<p><i>To approve</i></p>

	<p><i>appointment or announces her consent thereto</i></p> <p>Type of majority required for approval: <i>An ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Appointment or dismissal of a director under Articles 59 and 230 of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</p> <p>Transaction type/Vote issue:</p>	<p><i>general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto</i></p>	
<b>8</b>	<p>Summary of the issue: <i>Reappointment of Brightman Almagor Zohar and Co. as the bank's auditors and a report on the auditors' compensation for 2018</i></p> <p>Type of majority required for approval: <i>An ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Declaration: No appropriate classification field exists</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</p>	<p><i>To reappoint Brightman Almagor Zohar and Co. as the bank's auditors</i></p>	<p><i>To approve</i></p>

	Transaction type/Vote issue:		
<b>9</b>	<p>Summary of the issue: <i>Approval of an updated remuneration policy for officers at the bank</i></p> <p>Type of majority required for approval: <i>Not an ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Approval of a remuneration policy under Article 267a(a) of the Companies Law</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</i></p> <p>Transaction type/Vote issue:</p>	<p><i>To approve the updated remuneration policy for officers at the bank, in the version attached as Appendix B to the immediate report regarding the convening of the general meeting, for a period of three years commencing on January 1, 2020.</i></p>	<p><i>To approve</i></p>
<b>10</b>	<p>Summary of the issue: <i>Approval of the service and employment terms of the bank's Chief Executive Officer, Mr. Eldad Fresher</i></p> <p>Type of majority required for approval: <i>Not an ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Declaration: No appropriate classification field exists</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated</i></p>	<p><i>To approve the service and employment terms of Mr. Eldad Fresher, the Bank's CEO (hereinafter: "CEO"), for a period to commence on January 1, 2020, including an approval of the Bank's engagement with the CEO through the amended employment agreement, as detailed in Appendix C to the immediate report on the convening of the</i></p>	<p><i>To approve</i></p>

<p>in Articles 275 and 320(f) of the Companies Law</p> <p>Transaction type/Vote issue:</p>	<p><i>general meeting, without derogating from any of the CEO's rights that were formerly granted by the Bank</i></p>	
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Details of voting on resolutions in which the required majority was not an ordinary majority:

- 1 a. Summary of the issue: *A discussion of the bank's financial reports for December 31, 2018, as well as the Board of Directors' report on the bank's state of affairs for 2018*
- b. The meeting has resolved: *To report only*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total			
The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount:  Their percentage of the amount:	Amount:  Their percentage of the amount:
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount:  Their percentage (2):	Amount:  Their percentage (2):

General: The percentage of the amount is always relative to the "Amount" column in that row.

(1) 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; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/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.



Percentage of voting 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:

Percentage of opposing votes out of the total voting rights at the company:

**Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.**

\_\_\_ The company has classified a shareholder voting against the transaction as a personal interest holder

\_\_\_ The company has not classified a shareholder according to the classification he gave himself

- 2** a. Summary of the issue: *Reappointment of Mr. Moshe Vidman as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto.*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total			
The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount:  Their percentage of the amount:	Amount:  Their percentage of the amount:
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount:  Their percentage (2):	Amount:  Their percentage (2):

**General: The percentage of the amount is always relative to the "Amount" column in that row.**

**(1) 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; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/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.

Percentage of voting 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:

Percentage of opposing votes out of the total voting rights at the company:

**Explanation:** An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.

\_\_\_ The company has classified a shareholder voting against the transaction as a personal interest holder

\_\_\_ The company has not classified a shareholder according to the classification he gave himself

- 3** a. Summary of the issue: Summary of the issue: *Reappointment of Mr. Ron Gazit as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total			
The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount:  Their percentage of the amount:	Amount:  Their percentage of the amount:

The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount:  Their percentage (2):	Amount:  Their percentage (2):
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General: The percentage of the amount is always relative to the “Amount” column in that row.

(1) 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; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/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.

Percentage of voting 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:

Percentage of opposing votes out of the total voting rights at the company:

Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.

\_\_\_ The company has classified a shareholder voting against the transaction as a personal interest holder

\_\_\_ The company has not classified a shareholder according to the classification he gave himself

- 4 a. Summary of the issue: Summary of the issue: *Reappointment of Mr. Jonathan Kaplan as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
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Voting rights total			
The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount:  Their percentage of the amount:	Amount:  Their percentage of the amount:
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount:  Their percentage (2):	Amount:  Their percentage (2):

General: The percentage of the amount is always relative to the “Amount” column in that row.

(1) 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; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/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.

Percentage of voting 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:

Percentage of opposing votes out of the total voting rights at the company:

Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.

\_\_\_\_\_ The company has classified a shareholder voting against the transaction as a personal interest holder

\_\_\_\_ The company has not classified a shareholder according to the classification he gave himself

- 5 a. Summary of the issue: Summary of the issue: *Reappointment of Mr. Avraham Zeldman as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total			
The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount:  Their percentage of the amount:	Amount:  Their percentage of the amount:
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount:  Their percentage (2):	Amount:  Their percentage (2):

General: The percentage of the amount is always relative to the "Amount" column in that row.

(1) 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; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/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.

Percentage of voting 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:

Percentage of opposing votes out of the total voting rights at the company:

**Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.**

\_\_\_ The company has classified a shareholder voting against the transaction as a personal interest holder

\_\_\_ The company has not classified a shareholder according to the classification he gave himself

- 6** a. Summary of the issue: Summary of the issue: *Reappointment of Mr. Ilan Kremer as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total			
The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount:  Their percentage of the amount:	Amount:  Their percentage of the amount:
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount:  Their percentage (2):	Amount:  Their percentage (2):

**General: The percentage of the amount is always relative to the "Amount" column in that row.**

(1) 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; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/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.

Percentage of voting 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:

Percentage of opposing votes out of the total voting rights at the company:

**Explanation:** An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.

\_\_\_ The company has classified a shareholder voting against the transaction as a personal interest holder

\_\_\_ The company has not classified a shareholder according to the classification he gave himself

- 7 a. Summary of the issue: Summary of the issue: *Reappointment of Mr. Eli Alroy as a director at the bank, as stated in Section 2.3 of the immediate report regarding the convening of the general meeting, provided that the Supervisor of Banks does not announce her objection to the aforesaid appointment or announces her consent thereto*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total			
The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount:	Amount: Their percentage of the amount:

		Their percentage of the amount:	
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount:  Their percentage (2):	Amount:  Their percentage (2):

General: The percentage of the amount is always relative to the "Amount" column in that row.

(1) 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; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/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.

Percentage of voting 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:

Percentage of opposing votes out of the total voting rights at the company:

Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.

\_\_\_ The company has classified a shareholder voting against the transaction as a personal interest holder

\_\_\_ The company has not classified a shareholder according to the classification he gave himself

- 8**
- a. Summary of the issue: *Reappointment of Brightman Almagor Zohar and Co. as the bank's auditors and a report on the auditors' compensation for 2018*
  - b. The meeting has resolved: *To approve*
  - c. Resolution in the matter of:



	Amount	Voting for	Voting against
Voting rights total			
The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount:  Their percentage of the amount:	Amount:  Their percentage of the amount:
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount:  Their percentage (2):	Amount:  (2):

General: The percentage of the amount is always relative to the “Amount” column in that row.

(1) 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; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/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.

Percentage of voting 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:

Percentage of opposing votes out of the total voting rights at the company:

Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.

\_\_\_\_ The company has classified a shareholder voting against the transaction as a personal interest holder

\_\_\_\_\_ The company has not classified a shareholder according to the classification he gave himself

- 9 a. Summary of the issue: *Approval of an updated remuneration policy for officers at the bank*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	234,903,261		
The shares/securities participating in the vote	187,563,190		
The shares/securities included in the counting for the purpose of voting	187,563,190	Amount: 177,113,838 Their percentage of the amount: 94.43%	Amount: 10,449,352 Their percentage of the amount: 5.57%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	84,598,354	Amount: 74,149,002 Their percentage (2): 87.65%	Amount: 10,449,352 Their percentage (2): 12.35%

General: The percentage of the amount is always relative to the "Amount" column in that row.

(1) 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; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/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.

Percentage of voting 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: 87.65%

Percentage of opposing votes out of the total voting rights at the company: 5.57%

Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.

No The company has classified a shareholder voting against the transaction as a personal interest holder

No The company has not classified a shareholder according to the classification he gave himself

- 10 a. Summary of the issue: *Approval of the service and employment terms of the bank's Chief Executive Officer, Mr. Eldad Fresher*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	234,903,261		
The shares/securities participating in the vote	192,857,918		
The shares/securities included in the counting for the purpose of voting	192,857,918	Amount: 177,902,757 Their percentage of the amount: 92.24%	Amount: 14,955,161 Their percentage of the amount: 7.75%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	89,893,082	Amount: 74,937,921 Their percentage (2): 83.36%	Amount: 14,955,161 Their percentage (2): 16.63%

General: The percentage of the amount is always relative to the "Amount" column in that row.

(1) 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; and with respect to the appointment of outside directors, do not have a personal interest in approving the appointment, except for a personal interest that is not the result of association with the controlling shareholder.

(2) Percentage of votes for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction/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.

Percentage of voting 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: 83.36%

Percentage of opposing votes out of the total voting rights at the company: 7.75%

**Explanation: An explanation must be added if the number of shares participating in the vote is larger than the amount of shares included in the counting for the purpose of voting.**

*No* The company has classified a shareholder voting against the transaction as a personal interest holder

*No* The company has not classified a shareholder according to the classification he gave himself

3. Details of voters at the meeting who are institutions, interested parties or senior officers:
- File *18122019\_isa.pdf* . **The file will include the data required by this form for each voter.**  
(NOTE: THIS FORM IS NOT ATTACHED TO THIS TRANSLATED REPORT)
  - 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 _____	_____	_____	_____	_____	_____	_____

*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.*

*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 tenure (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 OD'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 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:

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

<b>Report</b>	<b>Publication date</b>	<b>Ref no.</b>
<i>Original</i>	<i>November 11 2019</i>	<i>2019-01-096900</i>
<i>Amending</i>	<i>December 2 2019</i>	<i>2019-01-105612</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):

[2019-01-105612](#)

[2019-01-096900](#)

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

Form structure revision date: December 17, 2019

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street  
Ramat Gan, 52520, Israel

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

E-mail: mangment@umtb.co.il

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