

**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: March 25, 2020
	www.isa.govil		www.tase.co.il		Ref: 2020-01-029814

**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: 2020-01-017409  
 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 *March 25, 2020* the convening of which was published in a form with the reference number *2020-01-017409*, 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:
1	<p>Summary of the issue: <i>Engagement in a policy to insure the liability of directors and the other officers, including the Chief Internal Auditor of 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</p>	<p><i>To approve the engagement in the policy (hereinafter: the "Insurance Policy") to insure the liability of the officers that serve periodically (including those that will be appointed in the future), or have served, at the Bank and/or at companies in the Bank's group, which includes the Bank's subsidiaries, among which is Bank Yahav for Government Employees Ltd (hereinafter, jointly: the "Officers"); the Bank's Chief Executive Officer, who serves periodically (including whomsoever may be appointed in the future) or has served as the Bank's Chief Executive Officer, as well</i></p>	<p><i>To approve</i></p>

Articles 275 and 320(f) of the Companies Law): <i>Declaration: No appropriate classification field exists</i>	<i>as the Bank’s controlling shareholders and their relatives and Officers in whose liability insurance the Bank’s controlling shareholders hold personal interest, who serve periodically (including those that will be appointed in the future) or have served as Officers, shall also be insured under the Insurance Policy, all as detailed in section 1.3 of the immediate report regarding the convening of a general meeting published by the Bank on February 19, 2020 (reference no. 2020-01-017409)</i>	
Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law		
Transaction type/Vote issue:		

Details of voting on resolutions in which the required majority was not an ordinary majority:

- 1 a. Summary of the issue: *Engagement in a policy to insure the liability of directors and the other officers, including the Chief Internal Auditor of the Bank.*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	235,005,909		
The shares/securities participating in the vote	212,121,019		
The shares/securities included in the counting for the purpose of voting	212,121,019	Amount: 210,702,439 Their percentage of the amount: 99.33%	Amount: 1,418,580 Their percentage of the amount: 0.67%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	109,156,183	Amount: 107,737,603 Their percentage (2): 98.70%	Amount: 1,418,580 Their percentage (2): 1.30%

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: 98.70%

Percentage of opposing votes out of the total voting rights at the company: 0.60%

**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:

PDF structure file. The file will include the data required by this form for each voter.

TXT structured file. txt.2020-01-017409\_49 .

(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):

Report	Publication date	Ref no.
<i>Original</i>	<i>February 19, 2020</i>	<i>2020-01-017409</i>

**Details of the signatories authorized to sign on behalf of the corporation:**

	Signatory's Name	Position
<b>1</b>	<i>Mr. Ofer Horwitz</i>	<i>Other</i> <i>Bank Secretary and Head of</i> <i>the Bank Headquarters</i>

Explanation: According to Regulation 5 of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970, a report filed under these regulations shall be signed by those authorized to sign on behalf of the corporation. The position of the senior staff on the matter (in Hebrew) can be found on the ISA's website: [Click here](#)

The reference numbers of previous documents on the subject (reference does not constitute incorporation by reference):

[2020-01-017409](#)

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

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street  
Ramat Gan, 52520, Israel

E-mail: [mangment@umtb.co.il](mailto:mangment@umtb.co.il)

Form structure revision date: February 18, 2020

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

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

Name of the person reporting electronically: Ofer Horwitz 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](mailto:mangment@umtb.co.il)