

Mizrahi Tefahot Bank Ltd.'s Immediate Reports are published in Hebrew on the Israel Securities Authority and the Tel Aviv Stock Exchange websites.

The English version is prepared for convenience purposes only. The only binding version of the Immediate Reports is the Hebrew version.

In the event of any discrepancy or inconsistency between the Hebrew version and the translation to English, the Hebrew version shall prevail and supersede, for all purposes and in all respects.

**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>	T076 (Public)	Date of transmission: September 6, 2020
	www.isa.gov.il		www.tase.co.il		Ref: 2020-01-089152

**Immediate Report on Changes in the Holdings of Interested Parties and Senior Officers Regulation 33(b) of the Securities Regulations (Immediate and Periodic Reports), 5730-1970**

Note: The purpose of this form is to report a change in the holdings of securities of the reporting corporation only. To report changes in the holdings of securities of a held company of the reporting corporation, if its business is material to that of the reporting corporation, use Form T121.

- 1 Name of corporation/surname and first name of holder: *M.W.Z. (holdings) Ltd*  
Type of identity number: *Number with Registrar of Companies in Israel*  
Holder's identity number: *512024225*  
Type of holder: *Interested party that does not meet any of the other definitions*  
Does the holder serve as a representative for the reporting purposes of several shareholders holding securities of the corporation jointly therewith: *No*  
Name of the controlling shareholder in the interested party *See notes at the foot of this report*  
Identifying number of the controlling shareholder in the interested party *See notes at the foot of this report*  
Citizenship / Jurisdiction of incorporation or registration: *Incorporated in Israel*  
Country of citizenship / jurisdiction of incorporation or registration: \_\_\_\_\_  
No. of security on TASE: *695437*  
Name and type of security: *Ordinary Shares of ILS 0.1*  
Nature of the change: *Increase other*  
*Off-market share purchase*  
Note: The purchase or sale of securities on the TASE by way of a Corresponding Transaction, as defined in Part III of the TASE Bylaws, will be classified as an off-TASE transaction, with a disclosure in the free text field of the transaction having been thus performed.  
Is this a single-transaction or multiple-transaction change (cumulative change): *Single transaction*  
Date of change: *September 6, 2020*  
Transaction rate: *71.23* Currency: *Agorot*

Are these dormant shares or securities that may be converted into dormant shares: *No*  
 Balance (in quantity of securities) per the last report: *20,045,785*  
 Holding rate out of all securities of the same type per the last report: *8.52%*  
 Change in the quantity of securities: *+585,759*  
 Current balance (in quantity of securities): *20,631,544* Current holding rate out of all securities of the same type per the last report: *8.81%*  
 Holding rate after change: In capital: *8.81%* In voting power: *8.81%*

Holding rate after change on a fully-diluted basis: \_\_\_\_\_ In capital: *6.22%* In voting power: *6.22%*  
 Note no: \_\_\_\_\_

Note: If an increase value is chosen due to a forced purchase of borrowed securities or a decrease value due to a forced sale of borrowed securities, then borrowed securities that were not returned to the lender and therefore the borrowing action has become a forced purchase and the lending action a forced sale

No.	Note
<i>1</i>	_____

- Was the entire consideration paid on the date of the change *Yes*  
 If the entire consideration was not paid on the date of the change, please state the date of payment's completion \_\_\_\_\_
- If the change is by way of signing the lending document, please state details regarding the manner of the lending's termination \_\_\_\_\_  
**Explanation: State the holding rates considering all securities held by the interested party**
- The date and time at which the corporation first learned of the event or issue *September 6, 2020 at 12:30*
- Specification of actions which caused the change \_\_\_\_\_

#### Details of the signatories authorized to sign on behalf of the corporation

	Signatory's Name	Position
<i>1</i>	<i>Ofer Horwitz</i>	<i>Other</i> <i>Bank Secretary &amp; Head of</i> <i>the Bank's 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](#)**

*1. In regard to the names of the controlling shareholders of M.W.Z. (holdings) Ltd, see the notes on said interested parties in the report published by the bank on July 7, 2020, on the "Holdings Status*

of Interested Parties and Senior Officers” (reference no. 2020-01-064456). This mention constitutes inclusion by way of reference to the information specified in said notes.

2. In regard to the “holding rate after change”, including by full dilution: the calculation was done considering that M.W.Z. (holdings) Ltd holds 1,098,924 dormant shares of the Bank, which do not grant rights to capital and voting, as detailed in the report that the Bank will publish soon after this report.

3. The “Holding rate after change on a fully-diluted basis” was calculated based on the following assumptions:

a. Assuming the exercise of all unlisted stock options that have been allotted to employees and officers of the bank and of the bank’s subsidiaries (which have not yet been exercised or expired), in accordance with their conditions, considering the monetary benefit amount inherent therein, which was calculated according to the closing rate cap set for them, if and to the extent it was prescribed; and

b. Assuming the issuance of the maximum amount of shares that may be issued, in the event that the deferred capital notes (series A) issued by the bank (which constitute the bank’s tier 2 capital) are converted into shares, according to the conditions determined by the bank for this purpose.

4. The transaction rate (as specified above in this report) is the average transaction rate at which the shares were bought.

Reference numbers of previous documents concerning the issue reported herein (the mention does not constitute inclusion by way of reference

**2020-01-064456**

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Securities of a Corporation Listed for Trading on the Tel Aviv Stock Exchange	Form structure revision date: August 4, 2020
Abbreviated Name: Mizrahi Tefahot	
Address: 7 Jabotinsky Street, Ramat Gan, 52520	Tel:03-7559720 Fax:03-7559923
E-mail: mangment@umtb.co.il	Company website: <a href="https://www.mizrahi-tefahot.co.il">https://www.mizrahi-tefahot.co.il</a>

Previous name of the reporting entity: United Mizrahi Bank Ltd

Name of the person reporting electronically: Horwitz Ofer	Position: Bank Secretary	Name of Employing Company: Mizrahi Tefahot Bank Ltd
Address: 7 Jabotinsky Street, Ramat Gan, 52520	Tel: 03-7559207	Fax: 03-7559913
		E-mail: management@umtb.co .il