

Mizrahi Tefahot Bank Ltd.
Number with Registrar: 520000522

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

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

T087
(public)

Broadcast on Magna: September 23,
2020

Reference: 2020-01-095341

**Status of capital, granting of rights to purchase shares and
registers of securities of the corporation and the changes therein**

Regulation 31e of the Securities Regulations (Periodic and Immediate Reports), 5730-1970
Regulation 31(a) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970
Regulation 31(b1) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970
Regulation 32 of the Securities Regulations (Periodic and Immediate Reports), 5730-1970

Nature of the change: *Shares allocation within the framework of an exchange tender offer for Union Bank of Israel Ltd. shares*

Explanation: Briefly describe the nature of the change

Reference numbers of previous reports on the matter: **2020-01-086407, 2020-01-102456, 2020-01-095263**

1. The status of the corporation's securities after the change is:

Name and type of securities	No. of security on TASE	Quantity in the authorized capital	Issued and Paid-up Capital		Quantity registered in the name of a nominee company
			Quantity in the last report	Current quantity	
<i>Ordinary shares of NIS 0.1 par value each. Mizrahi Tefahot</i>	695437	400,000,000	235,182,048	255,047,213	196,258,544
<i>Deferred capital notes (Series A) MizrahiTef Ag A-RM</i>	6950083	0	1,701,984,302	1,701,984,302	0
<i>MZTF Op 2014</i>	6950364	0	74,861	74,861	0
<i>MZTF Op 2017</i>	6950711	0	660,343	660,343	0
<i>MZTF Op 2019</i>	6950711	0	4,349,819	4,349,819	0
<i>MZTF Op Outline 2020</i>	6950794	0	3,317,335	3,317,335	0

Explanation: Specify all of the company's securities, including unlisted securities.

2. The corporation notifies that:
 On September 23, 2020
 From _____ To _____

©There has been a change in the quantity and register of the holders of the securities (including rights to purchase shares) of the corporation as a result of:

Description of the nature of the change *Shares allocation according to exchange tender offer for Union Bank of Israel Ltd. shares report, published by the Bank on August 30, 2020 as amended on September 17, 2020 (references no. 2020-01-086407 and 2020-01-102456)*

Explanation: Describe all details of the transaction or action due to which a change occurred in the corporation's securities.

1	<p>Name of the registered holder for which the change has occurred: <i>Mizrahi Tefahot Nominees Company Ltd.</i></p> <p>Type of Identification number: <i>Number with the Registrar of Companies in Israel</i> Identification number: <i>510422249</i></p> <p>Nature of the change: <i>Other shares allocation following exchange tender offer for Union bank shares</i></p> <p>Date of the change: <i>September 23, 2020</i> Performed through the TASE Clearing House: <i>yes</i></p> <p>Type and name of the security in which a change occurred: <i>Ordinary shares of NIS 0.1</i></p> <p>No. of security on TASE: <i>695437</i></p> <p>The holder's balance of the security in the last report: <i>176,393,379</i></p> <p>The holder's balance of this security after the change: <i>196,258,544</i></p> <p>Total amount of the security by which the decrease/increase occurred: <i>19,865,165</i></p> <p>Is this a grant of rights to purchase shares? <i>no</i></p> <p>Total proceeds for securities allotted: _____</p> <p>The TASE number of the share that will derive from the exercise of the security: _____</p> <p>The number of shares that will derive from the full conversion/exercise of the security: _____</p> <p>The total exercise price to be received from the full conversion/exercise of the security into shares: _____</p> <p>The period in which the security may be exercised: _____</p> <p>From _____ to _____</p> <p>The securities allotted will be listed for trade: ____</p> <p>The allotment of the said securities is further to the _____ released on _____ reference number _____</p>
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<input type="checkbox"/> The security was fully paid-up and the proceeds fully received. <input checked="" type="checkbox"/> The security was fully paid-up however the proceeds were not fully received.
<input type="checkbox"/> Issued for ATM program <input type="checkbox"/> Other
<p><i>Union Bank of Israel Ltd. Shares, subject of the exchange tender offer as detailed above, were not yet transferred to Mizrahi Tefahot Bank Ltd. (the "Bank") and are expected to be received by the Bank after the completion of the forced sale anticipated on September 30, 2020_</i></p>

Explanations:

1. **If the change affects more than one security, specify the effect of the change in a separate line for each security.**
2. **Date of the change – summarize all changes of the same type, in the same security, made on one day, in one line. For this purpose – distinguish between changes made through the TASE Clearing House and changes made directly on the company's books.**
3. **The change – add the mark "-" for a decrease.**
4. **In all of the quantity fields, fill in the quantity of the securities and not NIS par value.**

A change occurred only in the register of the holders of the corporation's securities (**with no change to the quantity of the corporation's securities**) as a result of:

Description of the nature of the change ____

Explanation: Describe all details of the transaction or action due to which a change occurred in the register.

1	Name of the registered holder for which the change has occurred: _____.
	Type of Identification number: _____ Identification number: _____
	Date of the change: _____ Performed through the TASE Clearing House: _____
	Type and name of the security in which a change occurred: _____
	No. of security on TASE: _____
	Amount of change: _____
	The holder's balance of this security after the change: _____

3. Main entries in the shareholders register as of the report date are as follows:

No.	Name of the registered shareholder	Type of identification number	Identification number	Security number on TASE	Class and par value of the shares	Quantity of shares	Are the shares held as a trustee
1	MWZ (Holdings) Ltd.	Number with the Registrar of Companies in Israel	512024225	695437	Ordinary shares of 0.1	53	No
2	F & W	Number with the Registrar of Companies in Israel	540183118	695437	Ordinary shares of 0.1	29,275,441	No

No.	Name of the registered shareholder	Type of identification number	Identification number	Security number on TASE	Class and par value of the shares	Quantity of shares	Are the shares held as a trustee
3	<i>L.A.B.M (Holdings) Ltd.</i>	<i>Number with the Registrar of Companies in Israel</i>	512008442	695437	<i>Ordinary shares of 0.1</i>	29,512,972	<i>No</i>
4	<i>Mizrahi Tefahot Nominees Company Ltd.</i>	<i>Number with the Registrar of Companies in Israel</i>	510422249	695437	<i>Ordinary shares of 0.1</i>	196,258,544	<i>No</i>
5	<i>Fischman Mordechai</i>	<i>Number of Identification card</i>	6993612	695437	<i>Ordinary shares of 0.1</i>	3	<i>No</i>
6	<i>Fentzer Natan</i>	<i>Number of Identification card</i>	008037392	695437	<i>Ordinary shares of 0.1</i>	200	<i>No</i>

- Attached is the shareholders' register file in accordance with the provisions of Section 130 of the Companies Law, 5759-1999 [shareholders' register 23092020 isa.pdf](#)
- Attached is an updated file of the corporation's securities registers, including the register of option holders and the register of bondholders [register of option holders 23092020 isa.pdf](#)

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

	Signatory's Name	Position
1	<i>Ofer Horvitz</i>	<i>Other Bank Secretary & Head of 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](#)

It should be clarified, for the avoidance of doubt, that the shares as detailed in this section above, shall be issued in practice, on the dates set in the amending exchange tender offer (as detailed above) and in accordance and subject to stock exchange regulations.

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

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

Name of the person reporting electronically: Horvitz Ofer	Position: Bank Secretary	Name of Employing Company: Mizrahi Tefahot Bank Ltd
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Mizrahi Tefahot Bank Ltd.
Shareholders' Register

As of September 23, 2020

Ordinary shares of NIS 0.1

No. with the companies registrar/ID no.	Name of shareholder	Number of ordinary shares
512024225	MWZ (Holdings) Ltd.	53
540183118	F & W	29,275,441
512008442	L.A.B.M (Holdings) Ltd.	29,512,972
510422249	Mizrahi Tefahot Nominees Company Ltd	196,258,544
6993612	Fischman Mordechai	3
008037392	Fentzer Natan	200

Register of options holders and register of bonds holders

September 23, 2020

Signed by Mr. Ofer Horvitz, Bank Secretary & Head of the Bank's Headquarters

Number of certificate	Date of the transfer	Name of certificate	Maturity of the Security	Name of the holder	Identification number of the holder	Holder's address	Current quantity held
1	23.11.2006	Deferred capital notes (series A)	1.1.2106	Mizrachi Tefahot Nominees Company Ltd.	510422249	7 Jabotinsky St. Ramat-Gan	1,701,984,302
Total for series (certificate 1)							1,701,984,302

	Quantity of options
Options warrants to employees MZTF Op 2014	74,861
Options warrants to employees MZTF Op 2017	660,343
Options warrants to employees MZTF Op 2019	4,349,819
Options warrants to employees MZTF Op Outline 2020	3,317,335