

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.

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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>	T049 (Public)	Date of transmission: October 18, 2020
	www.isa.govil		www.tase.co.il		Ref: 2020-01-104347

Amending report to an impaired report sent on October 15, 2020 the reference no. of which is 2020-01-103756

The impairment:

An error has occurred in the TXT format file data attached to the report.

It is clarified that except for the aforesaid, there were no changes in the reported data.

Reason for the impairment:

Technical error

Primary amendments made:

A TXT file in proper format is attached (NOTE: THIS FORM IS NOT ATTACHED TO THIS TRANSLATED REPORT)

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)

- Meeting's identifying number: 2020-01-085165
Number of the stock exchange security entitling the holder thereof to participate in the meeting: 695437
Name of the entitling security: Mizrahi Tefahot (MZTF)
- At a meeting special meeting convened on October 15, 2020 the convening of which was published in a form with the reference number 2020-01-085165, 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	Numbering of the issue	Issue details	Resolution summary	Meeting's resolution:
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	on the agenda (according to the T460 meeting convening report)			
1	Issue 1	<p>Summary of the issue: <i>The amendment of Regulations 142 and 144 of the bank's Articles of Association.</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>Amendment of Articles of Association regarding exemption indemnity or insurance as stated in Article 262(b) 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 amendments to Regulations 142 (sub-regulations 142.9, 142.9.7 and 142.9.8) and 144 (sub-regulation 144.9) of the Bank's Articles of Association, per the amended and marked text of these regulations, as detailed in the bank's Articles of Association, in its amended and marked wording, which is attached as Appendix A to the immediate report on the convening of the general meeting, published by the bank on August 27, 2020; said amendments to the current version of the Articles of Association are marked with an underline and a strikethrough in Appendix A.</i></p>	<p><i>To approve</i></p>
2	Issue 2	<p>Summary of the issue: <i>The approval of the amended text of the bank's</i></p>	<p><i>To approve the bank's letter of exemption and indemnity undertaking to directors and other</i></p>	<p><i>To approve</i></p>

		<p><i>letter of exemption and indemnity undertaking.</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>Yes 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: <i>Indemnity, exemption and/or insurance</i></p>	<p><i>officers, including the Chief Executive Officer of the Bank and controlling shareholders at the Bank and their relatives, as well as employees who serve from time to time, including those who have served in the past or may be appointed in the future, all in accordance with the amended undertaking letter attached as Appendix C to the immediate report on the convening of the general meeting, published by the bank on August 27, 2020. The proposed amendments to the current wording of the bank's undertaking letter are marked with an underline and a strikethrough in Appendix C.</i></p>	
3	<i>Issue 3</i>	<p>Summary of the issue: <i>The approval of the service and employment terms of Mr. Moshe Lari, the Bank's CEO, with respect to his tenure as the Bank's CEO, beginning on September 16, 2020.</i></p> <p>Type of majority required for approval: <i>Not an ordinary majority</i></p>	<p><i>To approve the service and employment terms of Mr. Moshe Lari, with respect to his tenure as the Chief Executive Officer of the bank, for a period beginning on September 16, 2020, including the bank's engagement in an employment agreement with the CEO, Mr. Moshe Lari, as well as the remuneration plan to be granted to him (which includes a monetary bonus and a long-term</i></p>	<i>To approve</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</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>capital remuneration), all as detailed in Appendix D to the immediate report on the convening of the general meeting, published by the bank on August 27, 2020; this, without derogating from the rights granted to Mr. Moshe Lari in the past 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: *Amendment of Regulations 142 and 144 of the bank's Articles of Association.*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	234,083,124		
The shares/securities participating in the vote	228,126,482		
The shares/securities included in the counting for the purpose of voting	228,126,482	Amount: 228,125,971 Their percentage of the amount: 100.00%	Amount: 511 Their percentage of the amount: 0.00%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	122,295,887	Amount: 122,295,376 Their percentage (2):	Amount: 511 Their percentage (2):

		100.00%	0.00%
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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: 100.00%

Percentage of opposing votes out of the total voting rights at the company: 0.00%

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 classified a shareholder not according to the classification he gave himself

- 2 a. Summary of the issue: *Approval of the bank’s exemption and indemnity undertaking letter, in an amended wording.*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of: *Indemnity, exemption and/or insurance*

	Amount	Voting for	Voting against
Voting rights total	234,083,124		
The shares/securities participating in the vote	228,131,432		
The shares/securities	228,131,432	Amount: 205,364,436	Amount: 22,766,996

included in the counting for the purpose of voting		Their percentage of the amount: 90.02%	Their percentage of the amount: 9.98%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	122,300,837	Amount: 99,533,841 Their percentage (2): 81.38%	Amount: 22,766,996 Their percentage (2): 18.62%

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: 81.38%

Percentage of opposing votes out of the total voting rights at the company: 9.73%

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 classified a shareholder not according to the classification he gave himself

- 3 a. Summary of the issue: *Approval of the service and employment terms of Mr. Moshe Lari, the Bank's CEO, with respect to his tenure as the Bank's CEO, beginning on September 16, 2020.*
- b. The meeting has resolved: *To approve*

c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	234,083,124		
The shares/securities participating in the vote	228,303,571		
The shares/securities included in the counting for the purpose of voting	228,303,571	Amount: 200,069,425 Their percentage of the amount: 87.63%	Amount: 28,234,146 Their percentage of the amount: 12.37%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	122,472,976	Amount: 94,238,830 Their percentage (2): 76.95%	Amount: 28,234,146 Their percentage (2): 23.05%

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: 76.95%

Percentage of opposing votes out of the total voting rights at the company: 12.06%

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 classified a shareholder not 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 2020-01-085165 49.

(NOTE: THIS FORM IS NOT ATTACHED TO THIS TRANSLATED REPORT)

Note: Further to the notice to corporations, it is possible to use the “voting results processing” tool, which can help generate the information required for reporting. The responsibility for the accuracy of the details and their completeness under the law applies to the reporting corporation alone. After a trial period of several months, the possibility of reporting institutions’ voting details in a PDF format shall be cancelled, and reporting shall be made strictly in the uniform format (TXT), as defined.

The voting results processing” tool can be downloaded at the authority website here.

- 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.
Original	August 27, 2020	2020-01-085165

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

	Signatory's Name	Position
1	Mr. Ofer Horvitz	Other

	<i>Bank Secretary and Head of the Bank Headquarters</i>
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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):

[2020-01-085165](#)

Securities of a Corporation Listed for Trading

Form structure revision date: August 4,2020

on the Tel Aviv Stock Exchange

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: Ofer Horvitz 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