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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>	T093 (Public)	Date of transmission: December 27, 2020
	www.isa.gov.il		www.tase.co.il		Ref: 2020-01-140379

Immediate Report on the Appointment of a (Non-Corporation) Director or an Individual Serving on Behalf of a Corporation which is a Director at a Private Company

Regulation 34(b) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

Explanation: Pursuant to Regulation 34(d) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970, a list of senior officers must be submitted via Form T097 simultaneously with this form.

- Last name and first name: *Joav-Asher Nachshon*
Gender: *Male*
Type of identification number: *Identification card number*
identification number: *57081630*
Citizenship: *Private individual with an Israeli citizenship* Country of citizenship: _____
- Date of birth: *April 15, 1961*
- Address for service of court documents: *42 Haoranim Avenue, Ramat Efal*
- Appointed position:

<i>Ordinary director</i>	_____
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If appointed as the Chairman of the corporation's Board of Directors, does he also serve as the CEO or is he a relative of the CEO _____

The appointment was approved at a general meeting on _____

If appointed as the Chairman of the Board of Directors, does he fulfil other positions at the company Details _____

5. Former position at the company prior to the appointment:

<i>Director</i>	_____
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6. Tenure commencement date: *December 27, 2020*

7. Education:

Degree	Field	Name of academic institute
<i>Bachelor of Arts</i>	<i>Economics & Accounting</i>	<i>Tel Aviv University</i>
<i>Master of Arts</i>	<i>MBA with a concentration in Strategy</i>	<i>The Hebrew University</i>

Other education and professional diplomas:

Certified public accountant

8. Principle occupations in the last five years:

Position fulfilled	Workplace	Type of identification #	Identification #	Period during which the position was fulfilled
<i>CFO, VP of Finance, Business Development and Strategy</i>	<i>Central Bottling Company Ltd</i>	<i>Number with the Registrar of Companies</i> <input type="checkbox"/> Irrelevant	<i>510482136</i>	<i>Approx. 19 years</i>
<i>Director</i>	<i>Keshet Broadcasting International Ltd</i>	<i>Number with the Registrar of Companies</i> <input type="checkbox"/> Irrelevant	<i>514897909</i>	<i>Approx. 2 years</i>
<i>Director</i>	<i>Beer Breweries Israel (Import & Export 1995) Ltd</i>	<i>Number with the Registrar of Companies</i> <input type="checkbox"/> Irrelevant	<i>512211467</i>	<i>Approx. 7 years</i>
<i>Director</i>	<i>Transportation Industries T.I. Ltd</i>	<i>Number with the Registrar of Companies</i> <input type="checkbox"/> Irrelevant	<i>510768930</i>	<i>Approx. 7 years</i>

<i>Chairman of the Board of Directors</i>	<i>Neviot Teva Hagalil Ltd</i>	<i>Number with the Registrar of Companies</i> <input type="checkbox"/> <i>Irrelevant</i>	<i>520037326</i>	<i>Approx. 20 years</i>
		<i>Number with the Registrar of Companies</i> <input type="checkbox"/> <i>Irrelevant</i>		
<i>Director</i>	<i>Association of Milk Producers and Dairy Products Ltd. (in voluntary liquidation)</i>	<i>Number with the Registrar of Companies</i> <input type="checkbox"/> <i>Irrelevant</i>	<i>510416993</i>	<i>Approx. 16 years</i>
<i>Director</i>	<i>Tavor Winery (2005) Ltd</i>	<i>Number with the Registrar of Companies</i> <input type="checkbox"/> <i>Irrelevant</i>	<i>513764704</i>	<i>Approx. 16 years</i>
<i>Director</i>	<i>Keshet Broadcasting Ltd</i>	<i>Number with the Registrar of Companies</i> <input type="checkbox"/> <i>Irrelevant</i>	<i>511786352</i>	<i>Approx. 14 years</i>
<i>Director</i>	<i>Mira Trading Co. Ltd</i>	<i>Number with the Registrar of Companies</i> <input type="checkbox"/> <i>Irrelevant</i>	<i>520003344</i>	<i>Approx. 30 years</i>
<i>Director</i>	<i>Clover (Pty) Ltd</i>	— <input checked="" type="checkbox"/> <i>Irrelevant</i>	—	<i>Approx. 2 years</i>
<i>Director</i>	<i>Milco Mauritius International Limited</i>	— <input checked="" type="checkbox"/> <i>Irrelevant</i>	—	<i>Approx. 2 years</i>
<i>Director</i>	<i>Türk Tuborg Bira ve Malt Sanayii A.Ş</i>	— <input checked="" type="checkbox"/> <i>Irrelevant</i>	—	<i>Approx. 12 years</i>
<i>Director</i>	<i>Tuborg Pazarlama A.Ş</i>	— <input checked="" type="checkbox"/> <i>Irrelevant</i>	—	<i>Approx. 12 years</i>

<i>Director</i>	<i>Al Breweries B.V.</i>	— <input checked="" type="checkbox"/> <i>Irrelevant</i>	—	<i>Approx. 12 years</i>
<i>Director</i>	<i>United Albanian Breweries S.H.P.K</i>	— <input checked="" type="checkbox"/> <i>Irrelevant</i>	—	<i>Approx. 13 years</i>
<i>Director</i>	<i>Central Bottling Company Ltd</i>	<i>Number with the Registrar of Companies</i> <input type="checkbox"/> <i>Irrelevant</i>	513603324	<i>Approx. 11 years (does not currently serve as director at this company)</i>
<i>Director</i>	<i>International Dairies Corporation B.V.</i>	— <input checked="" type="checkbox"/> <i>Irrelevant</i>	—	<i>Approx. 4 years (does not currently serve as director at this company)</i>
<i>Director</i>	<i>Carlsberg Uzbekistan Limited</i>	— <input checked="" type="checkbox"/> <i>Irrelevant</i>	—	<i>Approx. 2 years (does not currently serve as director at this company)</i>

9. Appointed as a substitute director for _____ and the period of tenure is until _____

Explanation: To be filled in the event of an appointment as a substitute director

10. The director *serves* as a director at another corporation

Explanation: If he serves as a director at another corporation, the corporations at which he serves as a director must be specified

Keshet Broadcasting International Ltd, Beer Breweries Israel (Import & Export 1995) Ltd, Transportation Industries T.I. Ltd, Neviot Teva Hagalil Ltd (Chairman of the Board of Directors), Association of Milk Producers and Dairy Products Ltd. (in voluntary liquidation), Tavor Winery (2005) Ltd, Keshet Broadcasting Ltd, Mira Trading Co. Ltd, Türk Tuborg Bira ve

Malt Sanayii A.Ş, Milco Mauritius International Limited, Clover (Pty) Ltd, United Albanian Breweries SH.P.K., Al Breweries B.V., Tuborg Pazarlama A.Ş.

11. The director *is* an employee of the corporation, a subsidiary, or a related company thereof or of a party interested therein

Mr. Nachshon serves as CFO, VP of Finance, Business Development and Strategy at the Central Bottling Company Ltd, which is a company under the control of controlling shareholders at the bank.

Explanation: If he is an employee of the corporation or a subsidiary or a related company thereof or a party interested therein, the positions he fulfils must be specified as aforesaid

12. The director *is not* a relative of another interested party in the corporation.

Explanation: If he is a relative of another interested party in the corporation, please provide details

13. a. The director *does not* hold securities of the corporation

Below is a listing of his holdings:

Security name, type and series	Security no. on TASE	No. of securities	Dormant	Holding rate		Holding rate (full dilution)	
				Capital	Voting	Capital	Voting
-	-	-	-	-	-	-	-

- b. The director *does not* hold the securities of a company held by the reporting corporation if its operations are material to the operations of the reporting corporation

Below is a listing of his holdings:

Corporation no.	Corporation name	Type of identification number	Corporation's identification number
1	-	-	-

14. The director *is* a member of a committee or committees of the Board of Directors

Explanation: If the director is a member of a committee or committees of the Board of Directors, please specify.

Credit, Information Technology and Technological Innovation

15. Does the corporation consider the director to have accounting and financial expertise? *Yes*

16. Does the corporation consider the director an independent director? *No*

How did he become independent _____

17. Statement of the director per Article 224B of the Companies Law [Hazharayoav isa.pdf](#)

Explanation: The attachment of the director's statement is required even where the director's appointment is not made by the general meeting

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

	Signatory's Name	Position
1	Ofer Horwitz	Other Bank Secretary & Head of the Bank's Headquarters

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](#)

Mr. Joav Asher Nachshon had served as a director at the Bank from February 27, 2012 and until the end of the annual meeting held on December 18, 2019; pursuant to this, on December 2, 2019, Mr. Nachshon was appointed to an additional tenure as a director at the Bank by the Board of Directors, from January 1, 2020 and until the end of the annual meeting to be held in 2020.

On December 24, 2020, the general meeting of the Bank's shareholders confirmed the (re)appointment of Mr. Joav Asher Nachshon to an additional tenure as a director at the Bank, subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto (hereinafter, in this section: the "Supervisor's Confirmation of the Appointment"). According to said resolution, Mr. Joav Asher Nachshon will begin his tenure as a director at the Bank on the date at which the Supervisor's Confirmation of the Appointment is received and end said tenure at the end of the first annual meeting to be held after the date on which said appointment will commence (i.e. at the end of the annual meeting to be held in 2021).

On December 27, 2020, the Bank received the Supervisor's Confirmation of the Appointment. Accordingly, on December 27, 2020, Mr. Joav Asher Nachshon has begun to serve (again) as a director at the Bank.

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

2020-01-140106 **2020-01-140100** **2020-01-140337**

Securities of a Corporation Listed for Trading on the Tel Aviv Stock Exchange Form structure revision date: December 8, 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: https://www.mizrahi-tefahot.co.il

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

To

Mizrahi Tefahot Bank Ltd (the "**Bank**" or the "**Company**")

Statement of a Director or Candidate for a Director's Position

Pursuant to Section 224B of the Companies Law, 5759-1999 (the "Companies Law")

I, the undersigned, **Joav Nachshon**, bearer of ID No. **057081630**, hereby state in writing as follows:

1. I have the required qualifications and the ability to dedicate the appropriate amount of time to performing my duties as a director at the Bank, considering, inter alia, the Bank's special needs and size.

Noting the above, below are details regarding my qualifications, including my education, experience and knowledge:

Education:

Certified Public Accountant

M.B.A with a concentration in Strategy, The Hebrew University in Jerusalem

B.A. – Graduate of Economics and Accounting, Tel Aviv University

Professional experience and occupations:

2002 – present: CFO and Vice President of Finance and Business Development at the Central Bottling Company Group Ltd.

1998-2002 - CFO and CIO at the Central Bottling Company Ltd.

1995-1998 - Partner at Almagor Accounting Firm.

1994-1995 – Accountant at Almagor Accounting Firm

Below is a listing of the companies at which I currently serve as director:

Keshet Broadcasting International Ltd, Beer Breweries Israel (Import & Export 1995) Ltd, Transportation Industries T.I. Ltd, Neviot Teva Hagalil Ltd (Chairman of the Board of Directors), Association of Milk Producers and Dairy Products Ltd. (in voluntary liquidation), Tavor Winery (2005) Ltd, Keshet Broadcasting Ltd, Mira Trading Co. Ltd, Clover (Pty) Ltd, Milco Mauritius International Limited, Türk Tuborg Bira ve Malt Sanayii A.S, Tuborg Pazarlama A.S, Al Breweries B.V., United Albanian Breweries SH.P.K.

Below is a listing of the companies at which I had served as director in the last five years (except for the companies mentioned above, at which I currently serve as a director):

Central Bottling Company Ltd, International Dairies Corporation B.V and Carlsberg Uzbekistan Limited

2. I have read Articles 226 and 227 of the Companies Law, and I hereby declare that the limitations provided in these articles do not apply to me.
3. I am aware that this statement of mine will be attached to the immediate report released by the Company regarding the convening of a general meeting, the agenda of which shall include, *inter alia*, my appointment as a director at the Bank.

In witness whereof, I have hereunto set my hand:

Date: November 9, 2020

Signature: [Joav Nachshon]

Articles 226 and 227 of the Companies Law 5759-1999

A person convicted by a conclusive judgment of one of the following offenses shall not hold office as a director at a public company or a private company which has issued corporate bonds, unless five years have passed from the date on which the judgment by which he was convicted was passed:

- (1) offenses under articles 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under articles 52C, 52D, 53(a) and 54 of the Securities Law.
- (2) conviction by a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information.
- (3) (Struck out).

A person convicted by a conclusive judgment of an offense which is not listed in sub-article (a) shall not hold office as a director at a public company or a private company which has issued corporate bonds, if the court has determined that due to its nature, severity or circumstances, he is not fit to serve as a director at a public company or a private company which has issued corporate bonds, for the period determined by the court, which shall not exceed five years from the date on which the judgment was passed.

A court may determine, at the date of the conviction or thereafter, at the request of a person seeking to be appointed as a director, that despite his conviction of offenses specified in sub-article (a) - and taking into account, *inter alia*, the circumstances in which the offense took place – he is not precluded from holding office as director of a public company or a private company which has issued corporate bonds; or that the period during which he is precluded from holding office as director of a public company or a private company which has issued corporate bonds is shorter than five years.

The Minister may prescribe additional offenses to those specified in sub-article (a)(1).

A court – and if an appeal was filed, an appeals court – may order a stay of execution on appointment limitations or tenure expiration, per this article, to a date that will be determined and under the conditions it sees fit.

No person who is a minor; incompetent; declared bankrupt so long as he is not discharged; nor a corporation that has resolved to enter into voluntary liquidation or in respect of a liquidation order has been issued shall be appointed director.

A candidate to hold office as director to whom the aforesaid in sub-article (a) applies shall disclose this to the appointer.