

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>	T049 (Public)	Date of transmission: July 6, 2021
	www.isa.govil		www.tase.co.il		Ref: 2021-01-112734

### 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: 2021-01-093369  
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 convened on July 6, 2021 the convening of which was published in a form with the reference number 2021-01-093369, 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 on the agenda (according to the T460 meeting convening report)	Issue details	Resolution summary	Meeting's resolution:
1	Issue 1	Summary of the issue: Approval of an updated remuneration policy for officers at the Bank.	To approve the updated remuneration policy for officers at the Bank, in the text attached as Appendix A to the immediate report	To approve

		<p>Type of majority required for approval: <i>is 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>Approval of a remuneration policy according to Article 267a(a) of the Companies Law</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>on the convening of the general meeting (published by the Bank on May 31, 2021, reference no. 2021-01-093369), which will be in effect until December 31, 2023.</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: *Approval of an updated remuneration policy for officers at the Bank.*
- b. The meeting has resolved: *To approve.*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	255,410,965		
The shares/securities participating in the vote	222,345,573		
The shares/securities included in the counting for the purpose of voting	222,345,573	Amount: 212,837,126	Amount: 9,508,447

		Their percentage of the amount: 95.72%	Their percentage of the amount: 4.28%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	115,416,054	Amount: 105,907,607 Their percentage (2): 91.76%	Amount: 9,508,447 Their percentage (2): 8.24%

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: 91.76%

Percentage of opposing votes out of the total voting rights at the company: 3.72%

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. 2021-01-093369 49.txt .

(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.
<i>Original</i>	<i>May 31, 2021</i>	<i>2021-01-093369</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):

**[2021-01-093369](#)**

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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:  
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mangment@umtb.co.il