

*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**

Registrar Number: 520000522

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To: Israel Securities Authority www.isa.gov.il	To: Tel Aviv Stock Exchange Ltd www.tase.co.il	T460 (public)	Transmitted via MAGNA: July 19, 2021
			Reference: 2021-01-119010

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**Immediate Report of a Meeting**

**Regulation 36B (a) and (d) of the Securities Regulations (Periodic and Immediate Reports)  
5730-1970**

Explanation: Insofar as any of the matters on the meeting's agenda is the approval of a transaction with a controlling shareholder or the approval of an extraordinary proposal, Form T133 or T138 must be filled first, respectively, and thereafter a report should be filed on this form as well.

Is there a possibility to vote through the electronic voting system: *Yes*

Note: The possibility of selecting this field is only available to foreign corporations (that are not registered in Israel) and corporations whose securities are not listed for trade. Usage of the voting system will require the corporation to process all votes received through this system.

The corporation announces: *The convening of a meeting*

Note: In the event of a change to the meeting's date (postponement or a move forward), select "meeting postponement" or "court-ordered postponement" or "postponement to an unknown date".

The reference number of the last meeting notice is \_\_\_\_\_. It was called for \_\_\_\_\_.

Reason of postponement or cancellation: \_\_\_\_\_

Explanation: The reference number of the previous meeting's convening or postponement should be referenced.

1. Type of security: *Share*

Name of the entitling security: *Mizrahi Tefahot (MZTF)*

Number of the stock exchange security entitling the holder thereof to participate in the meeting: *695437*

The record date for entitlement to attend the meeting and vote thereat: *July 25, 2021*

**Explanation: If a meeting is required for more than one security number, a T460 must be reported separately for each additional security. Reports listing additional security numbers will require the filing of an amending form.**

2. On *July 19, 2021*

it was resolved to *convene a meeting special meeting* \_\_\_\_\_

to be held on *Monday, August 23, 2021 at 15:00*

at the following address *7 Jabotinsky Street (13<sup>th</sup> floor), Ramat Gam*

3. On the agenda:

Issues/resolution which will be raised at the meeting:

**1**

The issue/resolution and its details:

*Description of the nature of the issue:*

*(Re)appointment of an outside director at the bank, per this term's meaning in the Companies Law 5759-1999 (hereinafter: "Outside Director Under the Companies Law").*

*The proposed resolution:*

*To (re)appoint Ms. Hannah Feuer as an Outside Director Under the Companies Law, for an additional tenure of three (3) years (a second tenure), to commence on August 30, 2021.*

*Additional details:*

*It is noted in this regard that on July 14, 2021, the bank received a confirmation from the Supervisor of Banks, according to which he has no objection to the appointment of Ms. Hannah Feuer as an Outside Director Under the Companies Law and as an outside director under Proper Conduct of Banking Business Directive 301 in the matter of Boards of Directors, issued by the Supervisor of Banks.*

*For additional details, see the attached immediate report on the convening of the general meeting, as well as the statement by Ms. Hannah Feuer, which is attached as an appendix to said immediate report.*

*Appointment/Extension of an outside director's tenure under Articles 239(b) or 245 of the Companies Law*

Notice: A value in this table sets the text of the shareholder's declaration in the online voting system. For the conversion table, [click here](#)

Reference to the last report on the subject of approving a private proposal (T138):

*Not* a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law

Reference to the last report on the subject (T133):

Explanation of the article in the Companies Law or the Securities Law or in another law for the approval of the resolution: \_\_\_\_\_

Explanation: In a transaction with a controlling shareholder that does not match any field in the law articles table, select the fields "Declaration: No appropriate classification field exists" and "Yes" transaction with controlling shareholder. Only in the event of a bonds meeting or that this is not a transaction with a controlling shareholder and no appropriate field can be found in the table, should the relevant articles of the law by power of which the resolution is required be detailed and explained

Does the issue require the disclosure of a connection or another characteristic of the voting shareholder: \_\_\_

Notice: These values can only be selected if the field "Declaration: No appropriate classification field exists" was marked in the previous table and the transaction at hand is not between the company and its controlling shareholder

**In the event of a bonds meeting**

The existence of another issue has been decided:

Details of the other issue:

Notice: The details of the other issue establish the text of the declaration which will be included in the online voting system. The question must be worded so as to have a "Yes"/"No" answer. The question will appear in the voting system next to the resolution on the agenda and the voter will be able to choose between "Yes"/"No" and be able to add details if the answer is "Yes".

**Request for additional information from the holders:**

It was decided to require additional information from the holders: *No*

Details of the additional information required from the holders or manner of meeting convention (in the event of a meeting according to 350):

**Notice: This field establishes the text of the requirement for additional information which will be included in the online voting system. The voter will have the possibility to add the information in a text field.**

- Amendment of a disclosure
- Negligible change or one that only benefits the company compared with the text of a resolution detailed in a last report.
- Removed from the agenda
- The subject was discussed in a previous meeting
- Subject change/Addition of a new subject to the agenda by court order
- Subject change/Addition of a new subject to the agenda according to Regulation 5b of the Companies Regulations (Notice of General Meetings and of Category Meetings in a Public Company, and Addition of an Issue to the Agenda) 5760-2000
- The subject was added to the agenda after the record date due to a technical error, as specified:

**Explanation: After the record date, a resolution cannot be amended except for an amendment of the transaction conditions that benefits the company or a negligible change. Likewise, new issues cannot be added to the agenda after the record date, except by court order or in accordance with Regulation 5B of the Notice of General Meetings Regulations**

The resolution on the agenda is brought to *a vote*

Type of majority required for approval *is not an ordinary majority*

*The majority required at the general meeting and at the deferred general meeting is an ordinary majority of the shareholders present at the general meeting, who are entitled to vote and voting thereat, provided that one of the following is fulfilled:*

- (1) *The counting of the majority votes at the general meeting will include a majority of the votes of shareholders who are not the bank's controlling shareholders, nor have a personal interest in the approval of the appointment, except for a personal interest not resulting from his connections with the*

*controlling shareholder, who are participating in the vote; abstaining votes will not be taken into account in the counting of the total votes of said shareholders;*

(2) *The total opposing votes among the shareholders referred to above in SS (1) does not exceed two percent (2%) of the total voting rights at the bank.*

Does the rate of the controlling shareholder's holdings of the corporation's shares bestow the controlling shareholder with the required majority for the adoption of the proposed resolution in this matter *No*

Attachment of the report on the convening of the meeting: [convening report isa.pdf](#)

4. Attachments

4.1 Attachment of a file which includes a voting paper/position papers: [Voting paper isa.pdf](#)

*Yes* a voting paper

*No* position paper

**Explanation:** If a voting paper and/or a position paper has been attached, it must be verified that they are drafted in accordance with the Companies Regulations (Written Votes and Position Papers), 5766-2005. The company must assemble all position papers (per the meaning in Article 88 of the Companies Law) in a single file, in which it will be specified when the notice was published, from whom it was received, and a reference will be made to the relevant page in the consolidated file.

4.2 Attachment of a file which includes candidate statements/other related documents: [statement hannah feuer isa.pdf](#)

*Yes* statement of the candidate to serve as corporate director

*No* statement of an independent director

*Yes* statement of an outside director

\_\_\_\_\_ statement of a representative's appointment to representation

\_\_\_\_\_ amended deed of trust

\_\_\_\_\_ an application to approve a creditors' arrangement under Article 350

\_\_\_\_\_ other \_\_\_\_\_

Link to the voting system website where voting may take place: [Voting system](#)

**Explanation:** Those who are entitled to vote through the system will receive access information from stock exchange members.

5. The legal counting for holding the meeting:

*The legal counting for holding the general meeting will be constituted upon the presence, in person or by proxy, of two shareholders holding at least twenty-five*

*percent (25%) of the voting rights, within half an hour from the time set for the beginning of the meeting.*

6.  In the absence of a legal counting, the deferred meeting will be held on *August 30, 2021 at 15:00*, at the following address: *7 Jabotinsky Street, Ramat Gan, 13<sup>th</sup> floor*

No meeting shall be held in the absence of a legal counting

7. The times and place where any proposed resolution which was not described in full in the above description of the agenda may be perused:

*At the bank's offices (tel: 03-7559720), 7 Jabotinsky Street (13th Floor), Ramat Gan, during standard business hours, until the time set for the meeting*

Meeting identifier:

**Note:** The meeting identifier is the reference of the initial report. The field will remain empty in the initial report on the meeting.

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

	<b>Signatory's Name</b>	<b>Position</b>
<b>1</b>	<i>Racheli Friedman</i>	<i>Other Chief Legal Advisor</i>
<b>2</b>	<i>Ofer Horwitz</i>	<i>Other Bank Secretary &amp; 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](#)

*Note regarding sections 5 and 6 in this form above: on the subject of the legal counting at deferred meetings (insofar as they may be held) and on the subject of a second deferred meeting (insofar as it may be held), see Section 4.2 of the immediate report regarding the convening of the general meeting, attached herein.*

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

**2021-01-093267**

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Securities of a Corporation Listed for

Form structure revision date: June 15, 2021

Trading on the Tel Aviv Stock Exchange

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street, Ramat  
Gan, 52520

Tel: 03-  
7559720

Fax: 03-7559923

E-Mail: mangment@umtb.co.il Company

<https://www.mizrahi-tefahot.co.il>

Website:

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

Name of the person  
reporting electronically:

Position:

Name of Employing Company:

**Horwitz Ofer**

**Bank Secretary**

**Mizrahi Tefahot Bank Ltd**

Address:  
7 Jabotinsky Street,  
Ramat Gan, 52520

Tel:  
03-7559207

Fax:  
03-7559913

E-Mail:  
management@umtb.co.il

**Mizrahi Tefahot Bank Ltd**

**Date: July 19, 2021**

To  
Israel Securities Authority  
www.isa.gov.il

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

**Re: Immediate report on the convening of a special general meeting**

In accordance with the Companies Law, 5759-1999 (hereinafter: “**Companies Law**”); the Securities Regulations (Periodic and Immediate Reports) 5730-1970 (hereinafter: “**Periodic and Immediate Report Regulations**”); the Companies Regulations (Notice and Announcement of General Meeting and Class Meeting in Public Company and Addition of an Issue to the Agenda) 5760-2000; and in accordance with the Companies Regulations (Written Votes and Position Papers) 5766-2005 (hereinafter: “**Written Vote Regulations**”), Mizrahi Tefahot Bank Ltd (hereinafter: the “**Bank**” or the “**Company**”) hereby announces the convening of a general meeting (hereinafter: “**general meeting**”) on Monday, August 23, 2021, at 15:00, at the Bank’s offices, 7 Jabotinsky Street, Ramat Gan, 13<sup>th</sup> floor.

**The issue on the agenda and a summary of the proposed resolution – the appointment of Ms. Hannah Feuer as an outside director at the Bank**

1. **Description of the nature of the issue:**

The (re)appointment of an outside director at the Bank, per this term’s meaning in the Companies Law (hereinafter: “**Outside Director under the Companies Law**” or “**Director**”).

2. **Text of the proposed resolution:**

To (re)appoint Ms. Hannah Feuer as an Outside Director under the Companies Law, for an additional tenure of three (3) years (a second tenure), to commence on August 30, 2021.

3. **The principle facts required to understand the matter:**

3.1 Ms. Feuer was first appointed as an Outside Director under the Companies Law on August 30, 2018, for a tenure period of three (3) years, and also served at the Bank as an outside director under Proper Conduct of Banking Business Directive No. 301 in the matter of Boards of Directors, issued by the Supervisor of Banks.

3.2 On July 23, 2018, prior to her first appointment, Ms. Feuer was evaluated by the Board of Directors as a director with accounting and financial expertise and



professional qualifications, per these terms' definitions in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications) 5766-2005.

On July 19, 2021, the Board of Directors once again reevaluated (for the sake of good order) Ms. Feuer as having accounting and financial expertise and professional qualifications, per said regulations.

- 3.3 It is proposed to (re)appoint Ms. Feuer as an Outside Director Under the Companies Law, for an additional tenure of three (3) years (a second tenure), to commence on August 30, 2021. Ms. Hannah Feuer will also serve at the Bank as an outside director under Proper Conduct of Banking Business Directive No. 301 in the matter of Boards of Directors, issued by the Supervisor of Banks. It is noted in this regard that on July 14, 2021, the bank received a confirmation from the Supervisor of Banks, according to which he has no objection to the appointment of Ms. Feuer as an Outside Director Under the Companies Law and as an outside director under Proper Conduct of Banking Business Directive 301 in the matter of Boards of Directors, issued by the Supervisor of Banks.
- 3.4 Ms. Feuer's candidacy for another tenure of three (3) years was proposed by the Bank's Board of Directors, in accordance with Article 245(a1)(2) of the Companies Law.
- 3.5 The Bank hereby refers to the details required by Regulation 26 of the Securities Regulations (Periodic and Immediate Reports) 5730-1970, with regard to Ms. Hannah Feuer, as included in the periodic report for 2020 published by the Bank on March 9, 2021 (reference no. 2021-01-029385) (hereinafter: "**periodic report**"); the mention of the periodic report, as aforesaid, constitutes inclusion by way of reference to the information included on page 417 of the periodic report.
- 3.6 Ms. Feuer gave a statement to the Bank, per Articles 224b. and 241 of the Companies Law. A copy of Ms. Feuer's statement is attached as **Appendix A**.
- 3.7 3.7.1 It is hereby clarified that the honorarium to be paid to Ms. Feuer as an Outside Director Under the Companies Law at the Bank shall be in accordance with the resolution regarding directors' honorarium, as detailed in the immediate report published by the Bank on June 19, 2017 (reference no. 2017-01-051271). According to said resolution, and in light of the fact that the Bank's Board of Directors has evaluated Ms. Feuer as having accounting and financial expertise (as aforesaid in

Section 3.2), Ms. Feuer is entitled during her tenure at the Bank as an Outside Director Under the Companies Law, to an annual honorarium and a meeting participation honorarium, in the sum of the “maximum amount” for an expert director, as determined in the Companies Regulations (Rules on Honorarium and Expenses of Outside Directors) 5760-2000 (hereinafter: “**Honorarium Rules**”); i.e., in the maximum sum stated in the fourth addendum to the Honorarium Rules, as it may be from time to time, and in accordance with the rank at which the Bank will be classified during each fiscal year, as detailed in the Honorarium Rules. It is noted that at the time of this report, the Bank is classified as Rank E, according to the Honorarium Rules

3.7.2 It is furthermore clarified that Ms. Feuer is entitled to officers’ exemption, indemnification and insurance, as is customary at the Bank, from time to time.

- a. On the subject of the engagement in the (current) policy to insure the liability of directors and other officers at the Bank and at companies in the Bank’s cluster, including the Chief Executive Officer of the Bank and directors who are among the Bank’s controlling shareholders, see the immediate report published by the Bank on March 22, 2021 (reference no. 2021-01-041076).
- b. On the subject of the Bank’s letter of exemption and indemnity undertaking, to directors and other officers, including the Chief Executive Officer of the Bank and the Bank’s controlling shareholders, as well as employees, as passed by the Bank’s general meeting on October 15, 2020, see Section 1.2 of the immediate report published by the Bank on August 27, 2020 (reference no. 2020-01-085165).

3.8 3.8.1 At its meeting on July 5, 2021, the Audit Committee examined whether the Director may be attributed an “affinity” to the Bank, per its meaning in Article 240 of the Companies Law, due to the following connections:

- a. As the Bank was told:
  - (1) A relative of the Director (hereinafter: the “**Relative**”) is a partner holding approx. 4% at a registered partnership (hereinafter: the “**Partnership**”) of approx. 120 partners (and many employees). The Relative is set to retire from the

Partnership in later July 2021, and after his retirement he is to receive occasional payments (over a period of several years) out of the Partnership's profits and/or a one-time payment.

(2) In June 2021, both the Bank and the Director learned for the first time that:

- Since 2015 (prior to Ms. Feuer's first appointment as an outside director at the Bank), the Partnership (including through a consultation company that it owns) has been providing various services to a controlling shareholder at the Bank and to companies affiliated with it;
- Moreover, for many years now (prior to Ms. Feuer's first appointment as an outside director at the Bank), the Partnership (including through a consultation company that it owns) has been providing various consultation services to companies in the group of other controlling shareholders at the Bank.

- b. The Bank and its subsidiaries (hereinafter: the "**Bank Group**") have been receiving various consultation services from a consultation company owned by the Partnership.
- c. A private company of which the Relative holds approx. 13.33% (hereinafter: the "**Private Company**") is a customer of the Bank, which has been managing accounts at the Bank and receiving services from the Bank since 2013. The Private Company's shareholders, including the Relative, guarantee the repayment of credit received by the Private Company to the Bank, via sum-limited personal guarantees. The Private Company's accounts are run in an orderly manner and under the regular course of business.
- d. In June 2021, the Director learned, for the first time, that an association at which the Relative serves as a board member (hereinafter: the "**Association**") is a customer of the Bank, which has been managing an account at the Bank and receiving services from the Bank since January 2021; the account is run in an orderly manner and under the regular course of business. As the Bank was told, the Relative does not receive a wage for his service as a member of the Association's board.

- e. The son of the Director's relative was a customer of the Bank and had an account at the Bank since 2012. The account was run in an orderly manner and under the regular course of business. Said relative had power of attorney in said account. At the customer's request, the account was closed in June 2020.

3.8.2 Further to the aforesaid in Section 3.8.1, the Audit Committee confirmed, at its meeting on July 5, 2021, based on facts presented to it and based on the Director's statements, that the aforesaid connections in Section 3.8.1a. and b. are merely negligible connections, which do not constitute an "affinity" under the Companies Regulations (Matters Which Do Not Constitute Affinity) 5766-2006 (hereinafter: "**Lack of Affinity Regulations**"), as detailed below:

- a. (1) On the subject of the connections stated in Section 3.8.1a. above, it was noted, *inter alia*, that the connections are merely negligible, during both Ms. Feuer's current tenure as an outside director at the Bank and in the two years that preceded it, in the view of both said controlling shareholders, and certainly so in the view of the Bank, and both in the view of the Partnership or the Relative, and certainly so in the view of the Director (including given the connections mentioned in SS b. below).
- (2) This, *inter alia*, in light of the sums paid to the Partnership for the services, and in light of said controlling shareholders not being dependent on the Partnership, and their ability to receive the services, during the regular course of business, under similar conditions, from other entities.
- (3) Moreover, as the Bank was told, said connections are also negligible in the view of the Partnership or the Relative, and certainly so in the view of the Director; this, *inter alia*, given the Partnership's status, the large number of its customers, the rate of the Partnership's income from said controlling shareholders (for the services) out of the Partnership's income total, the Partnership not depending on said controlling shareholders and the Relative's non-involvement in the services' provision; furthermore, the Relative is set to retire from the Partnership, as aforesaid, and as the Bank was

told, he does not depend on his expected income from the Partnership for his livelihood, and certainly the Director does not depend on it.

- b. On the subject of the connections stated in Section 3.8.1b. above, it was noted, *inter alia*, that the connections are merely negligible, both in the view of the Bank Group and in the view of the Partnership, the consultation company which it owns or the Relative, and certainly so in the view of the Director (including given the connections mentioned in SS a. above); this, *inter alia*, in light of the scope of the services and the sums paid for them, and in light of the Bank Group not depending on the Partnership and/or the consultation company which it owns to receive the services, and the ability to receive them during the regular course of business, under similar conditions, from other entities.

It was furthermore noted, as the Bank was told, that said connections are also negligible in the view of the Partnership and/or the consultation company which it owns, given *inter alia* the reasons specified above in SS a.(3), with the required changes.

- 3.8.3 In addition, the Audit Committee confirmed, at its meeting on July 5, 2021, based on facts presented to it and based on the Director's statements, that the Director is not to be attributed an "affinity" to the Bank due to the connections stated above in Section 3.8.1c. through e.; alternatively, even if these connections may constitute an "affinity" as aforesaid, these would merely be negligible connections, both in the Bank's view and in the Director's view, and as such they do not constitute an "affinity" under the Lack of Affinity Regulations, as detailed below:

- a. On the subject of the connections specified above in Section 3.8.1c., it was noted, *inter alia*, that the Private Company's accounts at the Bank are run in an orderly manner and under the regular course of business, and that as a general rule, such an account could also be run, under the regular course of business, at another bank; it was furthermore noted, without derogating from the generality of the aforesaid, that the Relative's guarantees to the Bank are sum-limited and constitute zero percentage of the total liability balances of the Bank's customers. Moreover, the Private

Company's credit at the Bank is also secured by the personal guarantees of the rest of its shareholders.

- b. In the matter the connections specified above in Section 3.8.1d., it was noted, *inter alia*, that an "affinity" to the Bank may not be attributed to the Director due to said connections, as of their commencement date. Alternatively, it was noted that said connections are negligible, *inter alia* since the account is run running in an orderly manner and under the regular course of business; without derogating from the generality of the aforesaid, it was noted that the balances in the account constituted a negligible rate among the total balances of the Bank's customers. It was furthermore noted that the Relative does not receive a wage for his service as a member of the Association's board and is not involved in the relations between the Bank and the Association, and that as a general rule, such an account could also be run, under the regular course of business, at another bank.
- c. In the matter the connections specified above in Section 3.8.1e., it was noted that the connections are negligible, *inter alia* in light of the account's running in an orderly manner and under the regular course of business; it was furthermore noted that as a general rule, such an account could also be run, under the regular course of business, at another bank; and that the account was closed in June 2020 at the customer's request.

3.9 **The majority required to approve Ms. Feuer's appointment as an outside director at the Bank under the Companies Law**

The majority required at the general meeting and at the deferred general meeting to approve Ms. Feuer's appointment as an outside director at the Bank under the Companies Law, as aforesaid in Section 2, is an ordinary majority of the shareholders present at the general meeting, who are entitled to vote and voting thereat, provided that one of the following is fulfilled:

- a. The counting of the majority votes at the general meeting will include a majority of the votes of shareholders who are not the bank's controlling shareholders, nor have a personal interest in the approval of the appointment, except for a personal interest not in consequence of his relations with the controlling shareholder, who are participating in the vote;

abstaining votes will not be taken into account in the counting of the total votes of said shareholders;

- b. The total opposing votes among the shareholders referred to above in SS a. does not exceed two percent (2%) of the total voting rights at the bank.

A shareholder participating in the voting shall notify the Bank prior to his voting; and if the vote is through a voting paper, shall mark in the designated place in Part B of the voting paper, which is attached as **Appendix B**, whether he is considered to be a controlling shareholder at the Bank or anyone on his behalf, or whether he has a personal interest in the approval of the appointment or not, as the matter may be, and also describe the relevant connection, if any. Should a shareholder fail to notify or mark as aforesaid, or if he has marked and not provided a description as aforesaid, his vote shall not be counted.

In this report, “**personal interest**”: an individual’s personal interest in any activity or transaction of a company, including the personal interest of his relative and another corporation wherein he or his relative are interested parties, and excluding personal interest arising from the very fact of holding shares at the company, including the personal interest of an individual voting by power of attorney granted to him by another individual, even if the other person has no personal interest; likewise, the vote of an individual who has been granted power of attorney to vote on behalf of an individual who has personal interest shall be considered a vote by the holder of the personal interest, whether the discretion of the vote is that of the voter or not.

4. **Location and time of the meeting’s convening**

- 4.1 The general meeting will convene on Monday, August 23, 2021, at 15:00, at the Bank’s offices, 7 Jabotinsky St., Ramat-Gan, 13th floor (hereinafter: “**Bank’s Offices**”).

The date for determining the entitlement of shareholders to vote at the general meeting, as stated in Article 182 of the Companies Law, shall be July 25, 2021 (hereinafter: “**Effective Date**”).

- 4.2 The legal counting for holding the general meeting will be constituted upon the presence, in person or by proxy, of two shareholders with at least twenty-five percent (25%) of the voting rights, within half an hour from the time scheduled for the beginning of the meeting. Should a legal counting not be present for the general meeting at the end of half an hour from the time scheduled for the beginning of the meeting, the meeting shall be postponed to August 30, 2021 at 15:00 (hereinafter: “**First Deferred Meeting**”). At the First Deferred Meeting,

the legal counting will be constituted upon the presence, in person or by proxy, of two shareholders with at least fifteen percent (15%) of the voting rights, within half an hour from the time scheduled for the beginning of the First Deferred Meeting. Should a legal counting not be present for the First Deferred Meeting at the end of half an hour from the time scheduled for the beginning of the meeting, the meeting shall be postponed by one calendar week, to that day, that time and that place (hereinafter: “**Second Deferred Meeting**”). At the Second Deferred Meeting, the legal counting will be constituted upon the presence, in person or by proxy, of two shareholders with whichever percent of voting rights they may have.

- 4.3 The Bank’s controlling shareholders’ holdings of the Bank’s issued and outstanding capital shall not grant the Bank’s controlling shareholders the majority required to approve the resolution on the agenda of the general meeting.
- 4.4 A shareholder is entitled to vote at the general meeting, in person or through an agent granted power of attorney to vote. In addition, a shareholder is entitled to vote at the general meeting at the vote to approve the resolution on the agenda via voting paper, as detailed below (hereinafter: “**Written Vote**” or “**Voting Paper**”).
  - 4.5.1 In addition, an unregistered shareholder (i.e. a person to whom shares are registered with a TASE member, and those shares are also included in the Shareholder Registry under a registration company’s name) (hereinafter: “**Unregistered Shareholder**”) is also entitled to vote through an electronic Voting Paper, which shall be transferred to the Bank through the electronic voting system (hereinafter: “**Electronic Voting System**”) up to 6 hours prior to the meeting.
  - 4.5.2 An Unregistered Shareholder may, at any time, announce by writing to the TASE member through which he holds shares that he is not interested in being included on the list of those entitled to vote through the Electronic Voting System (as it was set at the Effective Date). If he has done so, then the TASE member shall not deliver information about him according to the Companies Regulations (Written Votes and Position Papers) 5766-2005, as long as no other instruction has arrived from the Unregistered Shareholder. Such instructions from shareholders, as stated above, shall be delivered to the TASE member



no later than 12:00 noon on the Effective Date, with regard to the securities account and not particular securities held in the account.

- 4.6 A Written Vote will be made through the second part of the Voting Paper, attached to this immediate report as Appendix B. The Voting Paper and the documents which must be attached thereto (hereinafter: “**Attached Documents**”), as provided in the Voting Paper, should be delivered to the Bank’s Offices up to 4 hours prior to the convening of the meeting (with respect to an Unregistered Shareholder) and up to 6 hours prior to the convening of the meeting (with respect to a registered shareholder). In this regard, the “time of delivery” shall be the time at which the Voting Paper and the Attached Documents arrive at the Bank’s Offices.
- 4.7 The document appointing an agent to vote (hereinafter: “**Letter of Appointment**”) and the power of attorney under which the Letter of Appointment was signed (if any) or a copy thereof, certified to the Bank’s satisfaction, is to be prepared and signed by the appointer or by an agent authorized therefor in writing; and if the appointer is a corporation, will be signed in such a manner that binds the corporation. The Letter of Appointment will be deposited at the Bank’s Offices no later than 48 hours prior to the time scheduled for the beginning of the meeting.
- 4.8 The distribution address of the Israel Securities Authority’s site and the website of the Tel-Aviv Stock Exchange Ltd, on which the voting papers and position papers are located:
- 4.8.1 The distribution site of the Israel Securities Authority:  
<http://www.magna.isa.gov.il/>
- 4.8.2 The website of the Tel-Aviv Stock Exchange Ltd:  
<http://maya.tase.co.il/>
- 4.9 A shareholder is entitled to approach the Bank directly to receive from it the text of the Voting Paper and position papers.
- 4.10 An Unregistered Shareholder is entitled to receive a link to the text of the Voting Paper and position papers on the distribution site via e-mail from the TASE member through which he holds his shares, free of charge, unless he has notified the TASE member that he does not wish to receive such a link, or that he wishes to receive voting papers by regular mail in return for payment; a notice regarding voting papers shall also apply to receiving position papers.
- 4.11 A shareholder whose shares are registered with a TASE member may receive the ownership confirmation at a branch of the TASE member or by mail, if he

has requested it. A request in this matter shall be given in advance regarding a particular securities account.

An Unregistered Shareholder may instruct that his ownership confirmation be transferred to the Bank through the Electronic Voting System.

- 4.12 4.12.1 The voting paper shall be valid for an Unregistered Shareholder only if an ownership confirmation is attached thereto, or if such a confirmation has been transferred to the Bank through the electronic voting system.
- 4.12.2 The voting paper shall be valid with respect to a shareholder according to Article 177(2) of the Companies Law (i.e. those registered as a shareholder in the Shareholder Registry) only if a photocopy of one's identity card, passport or incorporation certificate is attached thereto.
- 4.13 The Bank's address for the delivery of voting papers and position papers: The Bank's Offices at 7 Jabotinsky Street, Ramat-Gan.
- 4.13.1 The deadline for the delivery of position papers to the Bank: Up to 10 days before the meeting.
- 4.13.2 The deadline for the delivery of the Board of Directors' response to the position papers: No later than 5 days prior to the date of the meeting.
- 4.14 4.14.1 Attention is hereby directed to the instructions of Article 34(a1) of the of the Banking (Licensing) Law 5741-1981, whereby:
- “A person shall not make an agreement with another with respect to their vote for the appointment of a director in a banking corporation or in a Bank holding corporation, including with respect to their vote for his termination of office, other than under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply [...] or to a holder of means of control who agrees with another that the other will vote in his name and on his behalf without any discretion, as the said holder of means of control instructs him, provided that if the other holds himself means of control in the banking corporation or in the Bank holding corporation, as the case may be, he shall not vote in the name and on behalf of more than one other holder”.***
- 4.14.2 It arises, *inter alia*, from said instructions, that with respect to the appointment of the director, Ms. Hannah Feuer, as specified above in Section 2, a voting proxy who is also a shareholder at the Bank may

vote in the name and on behalf of only one other shareholder, as specified in the aforesaid instructions.

4.15 Any shareholder at the Bank voting on the resolution on the agenda, who is an interested party at the Bank (as defined in Article 1 of the Securities Law 5728-1968), a senior officer at the Bank (as defined in Article 37(d) of the Securities Law 5728-1968), or an institutional investor (as defined in Regulation 1 of the Companies Regulations (Written Votes and Position Papers) 5766-2005) is required to notify the Bank, prior to voting at the meeting, with the details below regarding his or its voting manner at the meeting:

- 4.15.1 The voter's identity: last name and first name for an individual, corporation name and number for a corporation;
- 4.15.2 The amount of securities by power of which the vote was made;
- 4.15.3 Voting manner;
- 4.15.4 Whether the voter has a personal interest or some other characteristic, as determined in the table in the addendum to the Companies Regulations (Written Votes and Position Papers) 5766-2005;
- 4.15.5 Additional relations between the voter and the company, the controlling shareholder or a senior officer therein, and details of the nature of the relationship;
- 4.15.6 If the vote is by proxy, the above details shall also be made with regard to both the power of attorney grantor and agent.

5. **Adding an issue to the agenda and position papers**

After the publication of this voting paper, there may be changes to the agenda, including the addition of an issue thereto, and position papers may be published; it will be possible to review the current agenda and published position papers in the Bank's reports on the distribution site.

One or more shareholder(s) who hold(s) shares representing at least 1% of the voting rights at the general meeting of the Bank may request the Board of Directors to include an issue on the agenda of the meeting up to 7 days after the meeting's summoning, provided that the issue is appropriate for a discussion at the general meeting.

Should the Board of Directors find that the issue requested to be included on the agenda is appropriate for a discussion at the general meeting, the Bank shall prepare an updated agenda and an amended voting paper, insofar as this may be required, which will be published no later than 7 days after the final date to produce a request to include another issue on the agenda, as stated above. It is clarified that the publication

of an updated agenda, as stated above, shall not change the Effective Date as set forth in this immediate report.

6. **Details regarding the Bank's representative in respect of the handling of this report**

Racheli Friedman, Adv., Chief Legal Advisor, Mizrahi Tefahot Bank Ltd, 7 Jabotinsky St., Ramat-Gan, Tel: 03-7559500, Fax: 03-7559655.

7. **Perusal of documents**

This immediate report and the full text of the proposed resolutions may be perused at the Bank's offices, Tel: 03-7559720, during standard business hours, until the time scheduled for the meeting.

Mizrahi Tefahot Bank Ltd

July 19, 2021

Date

<b>Via:</b>	Racheli Friedman	Ofer Horwitz
	<b>Chief Legal Advisor</b>	<b>Bank Secretary &amp; Head of the</b>
		<b>Bank's Headquarters</b>

To

Mizrahi Tefahot Bank Ltd (hereinafter: “**the Bank**” or “**the Company**”)

**Statement of a Candidate for Service as an Outside Director**

Pursuant to Section 224B, 240 and 241 of the Companies Law, 5759-1999 (“**the Companies Law**”)

I, the undersigned, **Hannah Feuer**, bearer of ID No. **053549523**, hereby state in writing as follows:

1. I am a resident of Israel.
2. 2.1 I am not a relative of the controlling shareholder and I and/or my relatives and/or my partners and/or my employers and/or any person to whom I am directly or indirectly subordinate and/or any corporation in which I am a controlling shareholder, do not have and have not had, at the appointment date or over the two years prior to the appointment as a director, any affinity to the Company, the Company’s controlling shareholder, a relative of the controlling shareholder or any other corporation.
- 2.2 I and/or my relatives and/or my partners and/or my employers and/or any person to whom I am directly or indirectly subordinate and/or any corporation in which I am a controlling shareholder, do not have, business or professional ties with the company, the company’s controlling shareholder, any relative of the controlling shareholder or any other corporation, even if such ties are not on a regular basis.

In this matter,

“**affinity**”: the existence of work relations, the existence of regular business or professional relations or control, as well as service as an officer, except for the service of a director appointed to serve as an outside director (per its meaning in the Companies Law) at a company about to offer shares to the public for the first time.

“**other corporation**”: a corporation in which the controlling shareholder, at the date of the appointment or in the two years prior to the appointment, is the Company or its controlling shareholder.

“**relative**”: a spouse, sibling, parent, grandparents, child; as well as a child, sibling, or parent of the spouse, or spouse of any of these.

- 2.3 The aforesaid in Section 2 of my statement excludes:

- (1) Connections which the Audit Committee has confirmed as negligible, which do not constitute an “affinity” under the Companies Regulations (Matters Which Do Not Constitute Affinity) 5766-2006 (hereinafter: “**Lack of Affinity Regulations**”).
  - (2) Connections which the Audit Committee has confirmed do not attribute an “affinity” to the Bank to myself, and alternatively, that these are negligible connections, which do not constitute an “affinity” under the Lack of Affinity Regulations.
3. I have not received any direct or indirect honorarium, against the provisions of Article 244(b) of the Companies Law.
4. My position and/or other occupations do not and may not create conflict of interest with my position as a director at the Company and they do not impair my ability to serve as a director at the Company.
5. To the best of my knowledge, none of the Company’s directors serve as outside directors, per the meaning in the Companies Law, in companies in which I am a director.
6. I am not an employee of the Israel Securities Authority nor of an Israeli stock exchange.
7. I hereby declare that I comply with the requirements for my appointment as an outside director, per its meaning in the Companies Law (“**Outside Director Under the Companies Law**”), which are established in Article 240(a) through (f) of the Companies Law, as well as requirements for my appointment as an outside director, per its meaning in Proper Conduct of Banking Directive no. 301 Regarding the Board of Directors, issued by the Supervisor of Banks (“**Outside Director Under the Supervisor’s Directives**”).
8. I have the required qualifications and ability to dedicate the appropriate amount of time, to the performance of my duties as an Outside Director According to the Companies Law and as an Outside Director According to the Supervisor’s Directives considering, *inter alia*, the Bank’s special needs and size.

Considering the aforesaid, below are details regarding my qualifications, including my education, my experience, and my knowledge:

**8.1 Education:**

- a. Bachelor of Arts in Sociology, Tel Aviv University.
- b. Accounting and Financial Services, California State University Northridge (CSUN).

**8.2 My current occupations:**

I have been serving as an Outside Director Under the Companies Law (who also meets the qualifications of an Outside Director Under the Supervisor's Directives) at Mizrahi Tefahot Bank Ltd, as of August 30, 2018.

**8.3 My occupations in the last five years, including details of the corporations in which I had served as a director (except for occupations specified above in Section 8.2):**

- a. Chief Financial Officer and a member of management at Poalim Capital Markets Ltd (2003-2017). It should be noted that during this period of my service, and until 2005, Poalim Capital Markets Ltd had a business promotion banking license.
- b. Outside director at Discount Capital Ltd (2017-2018)
- c. Director at Poalim Real Estate Fund (Israel) Ltd (2010-2018)
- d. Director at Poalim Real Estate Fund (Cyprus) (2014-2018)
- e. Outside director at OWC Pharmaceutical Research Corp (2017-2018)

**8.4 In addition to the aforesaid in Sections 8.2 and 8.3, I have served, *inter alia*, in the following positions:**

- a. Chief Financial Officer at the Shrem Fudim Kelner Group Ltd (1993–2002)
- b. Deloitte Accounting Firm (formerly Almagor-Besh & Co.) (1989-1993)
- c. Baker Tilly Accounting Firm (formerly Eliezer Oren & Co.) (1985-1988)

9. In view of the aforesaid in Section 8, I evaluate myself as having “accounting and financial expertise” and having “professional qualifications”, per these terms’ definitions in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications) 5766-2005.
10. 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. The instructions of these articles, in their wording at the time of my statement’s signing, are detailed in the appendix attached to this statement which constitutes an inseparable part thereof.
11. I am aware that my statement will be attached to the immediate report that the Bank will publish on the matter of convening a general meeting, upon the agenda of which, *inter alia*, shall be my appointment as a director at the Bank.

In witness whereof I have hereunto set my hand:

Date: July 18 2021

Signature: [**Hannah Feuer**]

**Mizrahi Tefahot Bank Ltd**  
**VOTING PAPER PURSUANT TO THE COMPANIES REGULATIONS**  
**(WRITTEN VOTES AND POSITION PAPERS), 5766-2005**  
**(THE “REGULATIONS”)**

**Part One**

1. Company name: Mizrahi Tefahot Bank Ltd (hereinafter: the “**Company**” or the “**Bank**”).
2. The type of general meeting and the time and place thereof: A special general meeting of all of the Company’s shareholders (hereinafter: the “**general meeting**”). The general meeting shall convene on Monday, August 23, 2021, at 15:00, at the Bank’s offices, 7 Jabotinsky Street, 13th floor, Ramat Gan. In the absence of a legal counting, the meeting shall be deferred to Monday, August 30, 2021, at the same time and place. In regard to the legal counting at the general meeting and the first deferred meeting, as aforesaid (insofar as one may take place), and in regard to the date and legal counting at a second deferred meeting (insofar as one may take place), see Section 4.2 of the immediate report published by the Bank on July 19, 2021, to which this voting paper is appended (hereinafter: “**immediate report**”).
3. Details of the issue on the agenda (as detailed in the immediate report) which can be voted on through the voting paper:
  - 3.1 Description of the nature of the issue: The (re)appointment of an outside director at the Bank, per this term’s meaning in the Companies Law 5759-1999 (hereinafter, respectively: “**Outside Director Under the Companies Law**” and “**Companies Law**”).
  - 3.2 The proposed resolution: To (re)appoint Ms. Hannah Feuer as an Outside Director Under the Companies Law, for an additional tenure of three (3) years (a second tenure), to commence on August 30, 2021.
  - 3.3 The principle facts required to understand the matter and additional details
    - 3.3.1 Ms. Feuer was first appointed as an Outside Director under the Companies Law on August 30, 2018, for a tenure period of three (3) years, and also served at the Bank as an outside director under Proper Conduct of Banking Business Directive No. 301 in the matter of Boards of Directors, issued by the Supervisor of Banks.



- 3.3.2 On July 23, 2018, prior to her first appointment, Ms. Feuer was evaluated by the Board of Directors as a director with accounting and financial expertise and professional qualifications, per these terms' definitions in the Companies Regulations (Conditions and Criteria for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications) 5766-2005. On July 19, 2021, the Board of Directors once again reevaluated (for the sake of good order) Ms. Feuer as having accounting and financial expertise and professional qualifications, per said regulations.
- 3.3.3 It is proposed to (re)appoint Ms. Feuer as an Outside Director Under the Companies Law, for an additional tenure of three (3) years (a second tenure), to commence on August 30, 2021. Ms. Hannah Feuer will also serve at the Bank as an outside director under Proper Conduct of Banking Business Directive No. 301 in the matter of Boards of Directors, issued by the Supervisor of Banks. It is noted in this regard that on July 14, 2021, the bank received a confirmation from the Supervisor of Banks, according to which he has no objection to the appointment of Ms. Feuer as an Outside Director Under the Companies Law and as an outside director under Proper Conduct of Banking Business Directive 301 in the matter of Boards of Directors, issued by the Supervisor of Banks.
- 3.3.4 Ms. Feuer's candidacy for another tenure of three (3) years was proposed by the Bank's Board of Directors, in accordance with Article 245(a1)(2) of the Companies Law.
- 3.3.5 The Bank hereby refers to the details required by Regulation 26 of the Securities Regulations (Periodic and Immediate Reports) 5730-1970, with regard to Ms. Hannah Feuer, as included in the periodic report for 2020 published by the Bank on March 9, 2021 (reference no. 2021-01-029385) (hereinafter: "**periodic report**"); the mention of the periodic report, as aforesaid, constitutes inclusion by way of reference to the information included on page 379 of the periodic report.
- 3.3.6 Ms. Feuer serves on the following directorial committees: Remuneration Committee (Chairwoman), Audit Committee and Credit Committee.

- 3.3.7 Ms. Feuer gave a statement to the Bank, per Articles 224b. and 241 of the Companies Law, attached to the immediate report as Appendix A.
- 3.3.8 For details regarding the honorarium to be paid to Ms. Feuer as an Outside Director Under the Companies Law, and for details regarding her entitlement to officers' exemption, indemnification and insurance, see Section 3.7 of the immediate report.
- 3.3.9 The Audit Committee has examined the existence of an "affinity" to the Bank, per Article 240 of the Companies Law and confirmed: with respect to some of the reviewed connections, Ms. Feuer is not to be attributed "affinity" to the Bank, and alternatively, these are merely negligible connections, and as such they do not constitute an "affinity" according to the Companies Regulations (Matters Which Do Not Constitute Affinity) 5766-2006; and with respect to the rest of the reviewed connections, these are merely negligible connections, which do not constitute an "affinity" under said regulations.
- For further details, see Section 3.8 of the immediate report.

4. The majority required to pass the resolution to approve Ms. Hannah Feuer's appointment as an Outside Director Under the Companies Law

The majority required at the general meeting and at the deferred general meeting to approve the resolution on the agenda to approve Ms. Hannah Feuer's appointment as an Outside Director Under the Companies Law, as aforesaid in Section 3.2, is an ordinary majority of the shareholders present at the general meeting, who are entitled to vote and voting thereat, provided that one of the following is fulfilled:

- 4.1 The counting of the majority votes at the general meeting will include a majority of the votes of shareholders who are not controlling shareholders at the Bank, nor have any personal interest in the approval of the appointment, except for a personal interest not resulting from his connections with the controlling shareholder, who are participating in the vote; abstaining votes will not be taken into account in the counting of the total votes of said shareholders;
- 4.2 The total opposing votes among the shareholders referred to above in SS 4.1 does not exceed two percent (2%) of the total voting rights at the Bank.

A shareholder participating in the voting, with regard to the resolution on the agenda, shall notify the Bank prior to his voting; and if the vote is through a voting paper,

shall mark in the designated place in Part B of the voting paper, whether he is considered to be a controlling shareholder at the Bank or anyone on his behalf, or whether or not he has a personal interest in the approval of the appointment, and also describe the relevant connection, if any. Should a shareholder fail to notify or mark as aforesaid, or if he has marked and not provided a description as aforesaid, his vote shall not be counted.

In this voting paper, “**personal interest**”: an individual’s personal interest in any activity or transaction of a company, including the personal interest of his relative and another corporation wherein he or his relative are interested parties, and excluding personal interest arising from the very fact of holding shares at the company, including the personal interest of an individual voting by power of attorney granted to him by another individual, even if the other person has no personal interest; likewise, the vote of an individual who has been granted power of attorney to vote on behalf of an individual who has personal interest shall be considered a vote by the holder of the personal interest, whether the discretion of the vote is that of the voter or not.

5. Place and time during which the full text of the proposed resolutions may be perused:  
The immediate report released by the Bank regarding the convening of the general meeting and the full text of the proposed resolutions may be perused at the Bank’s Offices, 7 Jabotinsky St., Ramat-Gan, Tel: 03-7559720, during standard business hours, until the time scheduled for the meeting.
6. A shareholder may contact the Bank directly to receive the text of the Voting Paper and position papers from it.
7.
  - 7.1 The voting paper shall be valid for an unregistered shareholder (i.e. a person to whom shares are registered with a TASE member, that are also included in the shareholders’ register at the registration company) (hereinafter: “**Unregistered Shareholder**”) only if an ownership confirmation is attached thereto, or if such a confirmation has been transferred to the Bank through the electronic voting system.
  - 7.2 The voting paper shall be valid with respect to a shareholder according to Article 177(2) of the Companies Law (i.e. those registered as a shareholder in the Shareholder Registry) only if a photocopy of one’s identity card, passport or incorporation certificate is attached thereto.
8. The voting paper and the documents which must be attached thereto (hereinafter: “**Attached Documents**”), as provided in the voting paper, must be produced to the Bank’s Offices as follows:
  - 8.1 Unregistered Shareholder: Up to 4 hours prior to the convening of the meeting;

- 8.2 Registered shareholder: Up to 6 hours prior to the convening of the meeting. In this regard, the “time of delivery” shall be the time at which the Voting Paper and the Attached Documents arrive at the Bank’s Offices.
9. An Unregistered Shareholder is also entitled to vote through an electronic voting paper, which will be transferred to the Bank through the electronic voting system (hereinafter: “**Electronic Voting System**”) up to 6 hours prior to the meeting, at which time the Electronic Voting System will be closed.
10. The Bank’s address for the delivery of voting papers and position papers: The Bank’s Offices at 7 Jabotinsky Street, Ramat-Gan.
- 10.1 The deadline for the delivery of position papers to the Bank: Up to 10 days before the meeting.
- 10.2 The deadline for the delivery of the Board of Directors’ response to the position papers: No later than 5 days prior to the date of the meeting.
11. The distribution address of the Israel Securities Authority’s site and the website of the Tel-Aviv Stock Exchange Ltd, on which the voting papers and position papers are located:
- 11.1 The distribution site of the Israel Securities Authority:  
<http://www.magna.isa.gov.il>;
- 11.2 The Internet site of the Tel-Aviv Stock Exchange Ltd: <http://maya.tase.co.il/>
12. 12.1 A shareholder whose shares are registered with a TASE member may receive the ownership confirmation at a branch of the TASE member or by mail, if he has requested it. A request in this matter shall be given in advance regarding a particular securities account.
- 12.2 An Unregistered Shareholder may instruct that his ownership confirmation be transferred to the Bank through the Electronic Voting System.
13. An Unregistered Shareholder is entitled to receive by e-mail a link to the voting paper and position papers on the distribution site from the TASE member through which he holds his shares, free of charge, unless he has notified the TASE member that he does not wish to receive such a link, or that he wishes to receive voting papers by regular mail in return for payment; a notice regarding voting papers shall also apply to receiving position papers.
14. One or more shareholders holding shares at a rate which constitutes five percent or more of the total voting rights at the Bank; and likewise, anyone holding such a percentage of the total voting rights that are not held by the Bank’s controlling shareholder, as defined in Article 268 of the Companies Law, may peruse the voting

papers and voting records through the Electronic Voting System that have arrived at the Bank, as detailed in Regulation 10 of the Regulations.

The quantity of shares constituting 5% of the total voting rights at the Bank is: 12,773,555.

The quantity of shares constituting 5% of the total voting rights at the Bank, which are not held by the controlling shareholder, is: 7,427,079

15. Attention is hereby directed to the instructions of Article 34(a1) of the of the Banking (Licensing) Law 5741-1981, whereby:

***“A person shall not make an agreement with another with respect to their vote for the appointment of a director in a banking corporation or in a Bank holding corporation, including with respect to their vote for his termination of office, other than under a permit issued by the Governor, after consulting with the Licensing Committee; this provision shall not apply [...] or to a holder of means of control who agrees with another that the other will vote in his name and on his behalf without any discretion, as the said holder of means of control instructs him, provided that if the other holds himself means of control in the banking corporation or in the Bank holding corporation, as the case may be, he shall not vote in the name and on behalf of more than one other holder”.***

It arises, *inter alia*, from said instructions, that with respect to the appointment of the director, Ms. Hannah Feuer, as specified above in Section 3.2, a voting proxy who is also a shareholder at the Bank may vote in the name and on behalf of only one other shareholder, as specified in the aforesaid instructions.

16. Any shareholder at the Bank voting at the general meeting on the resolution upon the agenda, who is an interested party at the Bank (as defined in Article 1 of the Securities Law 5728-1968), a senior officer at the Bank (as defined in Article 37(d) of the Securities Law 5728-1968), or an institutional investor (as defined in Regulation 1 of the Companies Regulations (Written Votes and Position Papers) 5766-2005) is required to notify the Bank, prior to voting at the meeting, with the details below regarding his or its voting manner at the meeting:

16.1 The voter’s identity: last name and first name for an individual, corporation name and number for a corporation;

16.2 The amount of securities by power of which the vote was made;

16.3 Voting manner;

16.4 Whether the voter has a personal interest or some other characteristic, as determined in the table in the addendum to the Companies Regulations (Written Votes and Position Papers) 5766-2005;

- 16.5 Additional relations between the voter and the company, the controlling shareholder or a senior officer therein, and details of the nature of the relationship;
- 16.6 If the vote is by proxy, the above details shall also be made with regard to both the power of attorney grantor and agent.
17. Adding an Issue to the Agenda: After the publication of this voting paper, there may be changes to the agenda, including the addition of an issue thereto, and position papers may be published; it will be possible to review the current agenda and published position papers in the Bank's reports on the distribution site. One or more shareholder(s) who hold(s) shares representing at least 1% of the voting rights at the general meeting of the Bank may request the Board of Directors to include an issue on the agenda of the meeting up to 7 days after the meeting's summoning, provided that the issue is appropriate for a discussion at the general meeting.
- Should the Board of Directors find that the issue requested to be included on the agenda is appropriate for a discussion at the general meeting, the Bank shall prepare an updated agenda and an amended voting paper, insofar as this may be required, which will be published no later than 7 days after the final date to produce a request to include another issue on the agenda, as stated above. It is clarified that the publication of an updated agenda, as stated above, shall not change the Effective Date as set forth in the immediate report.
18. A shareholder shall indicate his voting manner regarding the issue on the agenda on the form which is the second part of this voting paper; and in the event that the shareholder is voting by power of attorney (i.e. through an agent), the above details shall be given both to the grantor of the power of attorney and the agent..

## **Voting Paper - Part Two**

Company Name: **Mizrahi Tefahot Bank Ltd.** (hereinafter: “**Company**” or “**Bank**”)

Company Address (for delivery of voting papers): Mr. Ofer Horwitz, Bank Secretary and head of the Bank’s headquarters, Mizrahi Tefahot Bank Ltd., 7 Jabotinsky Street, 13<sup>th</sup> floor, Ramat-Gan 52520.

Company No.: 520000522

Meeting Date: August 23, 2021 at 15:00

Meeting Type: Special

Effective Date: July 25, 2021

(Hereunto to be filled by the Company).

### **Shareholder Details**

Shareholder’s name: \_\_\_\_\_

Identity no.: \_\_\_\_\_

If the shareholder does not have an Israeli identification card:

Passport no.: \_\_\_\_\_

Issuing country: \_\_\_\_\_

Valid until: \_\_\_\_\_

If the shareholder is a corporation:

Corporation no.: \_\_\_\_\_

Country of incorporation: \_\_\_\_\_

**Manner of voting**

Number of issue on the agenda, as detailed in the immediate report regarding the convening of the meeting	Manner of voting <sup>1</sup>			In the matter of Article 239(b) to the Companies Law: Are you a controlling shareholder or have a personal interest in the approval of the appointment of Ms. Hannah Feuer as an outside director under the Companies Law (except for a personal interest not resulting from your connections with the controlling shareholder) <sup>2</sup> ?	
	For	Against	Abstain	Yes*	No
1 (Re)appointment of an outside director at the Bank)					

**Are you an interested party<sup>3</sup>, a senior officer<sup>4</sup>, or an institutional investor<sup>5</sup>?**

**YES \_\_\_\_\_ NO \_\_\_\_\_**

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

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For shareholders who are holding shares through a TASE member according to Section 177(1) of the Companies Law – this voting paper shall be valid only if accompanied with an ownership conformation except for events in which the voting is through the electronic voting system.

\* Please detail.

<sup>1</sup> Failure to mark will be considered as abstaining from a vote on that issue;

<sup>2</sup> A shareholder who will not fill in this column or mark “Yes” without an explanation will not be counted in the counting;

<sup>3</sup> “Interested party” per this term's definition in Article 1 of the Securities Law 5728-1968;

<sup>4</sup> “Senior officer” per this term's definition in Article 37(d) of the Securities Law 5728-1968;

<sup>5</sup> “Institutional investor” per this term's definition in the Regulation 1 of the Companies Regulations (Written Votes and Position Papers) 5766-2005).



For shareholders that are registered shareholders company's registry – this voting paper shall be valid if accompanied with a photocopy of an identity card/a passport/an incorporation certificate.

**Details**

Below are details in connection with my having a “personal interest” in the approval of the appointment of Ms. Hannah Feuer as an Outside Director Under the Companies Law at the Bank (as detailed in Section 2 of the immediate report and in Section 3.2 of the voting paper):

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