

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: December 21, 2021
	www.isa.govil		www.tase.co.il		Ref: 2021-01-182940

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: *2021-01-166860*
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 *December 21, 2021* the convening of which was published in a form with the reference number *2021-01-166860*, 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	<i>Issue 1</i>	Summary of the issue: <i>A discussion of the Bank's financial reports for December 31, 2020 and the</i>	<i>A discussion of the Bank's financial reports for December 31, 2020 and the</i>	<i>To report only</i>

		<p><i>Board of Directors' report on the state of the Bank's affairs in 2020.</i></p> <p>Type of majority required for approval: —</p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Declaration: No appropriate classification field exists</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</i></p> <p>Transaction type/Vote issue: —</p>	<p><i>Board of Directors' report on the state of the Bank's affairs for 2020. No resolution was made on this subject.</i></p>	
2	<i>Issue 2</i>	<p>Summary of the issue: <i>The reappointment of Brightman Almagor Zohar and Co. as the Bank's auditor and a report on the auditor's wage for 2020.</i></p> <p>Type of majority required for approval: <i>An ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Declaration: No appropriate classification field exists</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</i></p> <p>Transaction type/Vote issue: —</p>	<p><i>To reappoint Brightman Almagor Zohar and Co. as the Bank's auditor, to serve in its position until the end of the Bank's next annual meeting.</i></p>	<i>To approve</i>

3	Issue 3	<p>Summary of the issue: <i>Reappointment 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").</i></p> <p>Type of majority required for approval: <i>Not an ordinary majority</i></p> <p>Resolution classification according to articles of the Companies Law (except Articles 275 and 320(f) of the Companies Law): <i>Appointment/Extension of an Outside Director's Tenure according to Articles 239(b) or 245 of the Companies Law</i></p> <p><i>Not a transaction between the company and a controlling shareholder therein as stated in Articles 275 and 320(f) of the Companies Law</i></p> <p>Transaction type/Vote issue: __</p>	<p><i>To reappoint Mr. Gilad Rabinovich as an outside director at the Bank, under the Companies Law, for an additional tenure of three (3) years, commencing on March 12, 2022, subject to the Supervisor of Banks not announcing his objection to said appointment or announcing his consent thereto,</i></p>	<p><i>To approve</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: *A discussion of the Bank's financial reports for December 31, 2020 and the Board of Directors' report on the state of the Bank's affairs in 2020.*
- b. The meeting has resolved: *To report only.*
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total			
The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount:	Amount: Their percentage of the amount:

		Their percentage of the amount:	
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount: Their percentage (2):	Amount: Their percentage (2):

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:

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

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.

___ The company has classified a shareholder voting against the transaction as a personal interest holder

___ The company has not classified a shareholder according to the classification he gave himself

- 2 a. Summary of the issue: *The reappointment of Brightman Almagor Zohar and Co. as the Bank's auditor and a report on the auditor's wage for 2020.*
- b. The meeting has resolved: *To approve*
- c. Resolution in the matter of: ___

	Amount	Voting for	Voting against
Voting rights total			
The shares/securities participating in the vote			
The shares/securities included in the counting for the purpose of voting		Amount: Their percentage of the amount:	Amount: Their percentage of the amount:
The shares/securities participating in the vote which were not classified as personal interest holders (1)		Amount: Their percentage (2):	Amount: Their percentage (2):

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:

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

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.

___ The company has classified a shareholder voting against the transaction as a personal interest holder

___ The company has not classified a shareholder according to the classification he gave himself

- 3 a. Summary of the issue: *Reappointment 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")*.
- b. The meeting has resolved: *To approve*.
- c. Resolution in the matter of:

	Amount	Voting for	Voting against
Voting rights total	256,482,294		
The shares/securities participating in the vote	226,887,883		
The shares/securities included in the counting for the purpose of voting	226,869,092	Amount: 220,424,524 Their percentage of the amount: 97.16 %	Amount: 6,444,568 Their percentage of the amount: 2.84%
The shares/securities participating in the vote which were not classified as personal interest holders (1)	119,938,224	Amount: 113,493,656 Their percentage (2): 94.63%	Amount: 6,444,568 Their percentage (2): 5.37 %

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: 94.63%

Percentage of opposing votes out of the total voting rights at the company: 2.51 %

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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. 2021-01-166860_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
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1	Subject	_____	_____	_____	_____	_____	_____
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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>November 15, 2021</i>	<i>2021-01-166860</i>

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

	Signatory's Name	Position
1	<i>Ms. Racheli Friedman</i>	<i>Other</i> <i>Chief Legal Advisor</i>
2	<i>Mr. Ofer Horwitz</i>	<i>Other</i> <i>Bank Secretary & Head of</i> <i>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](#)

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

[2021-01-154629](#) [2021-01-166860](#)

Securities of a Corporation Listed for Trading
on the Tel Aviv Stock Exchange

Form structure revision date: December 15, 2021

Abbreviated Name: Mizrahi Tefahot

Address: 7 Jabotinsky Street
Ramat Gan, 52520, Israel

Tel: 03-7559720 Fax: 03-7559923

E-mail: mangment@umtb.co.il

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:

Address: 7 Jabotinsky Street, Ramat Gan, 52520, Israel Tel: 03-7559207 Fax: 03-7559913 E-mail:
rachelifr@umtb.co.il