

-Convenience Translation Only

The Hebrew immediate report is the binding report-

NOTE: THE ORIGINAL HEBREW IMMEDIATE REPORT WAS REPORTED BY THE COMPANY ON THE 6TH OF JULY 2021.

THE PHOENIX HOLDINGS LTD.

Registrar Number: 520017450

To: Israeli Securities Authority www.isa.gov.il	To: Tel Aviv Stock Exchange Ltd. www.tase.co.il	T049 (Public)	Published on Magna: 06 July 2021 Ref. No.: 2021-01-048694
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Immediate Report on the Results of the Assembly Meeting

Regulation 36D of the Securities Regulations (Immediate and Periodic Reports), 5770-1970

Regulation 13 of the Securities Regulations (Transaction between a Company and a Controlling Shareholder), 5761-2001

Regulation 22 of the Securities Regulations (Private Offer of Securities in a Listed Company), 5760-2000

Explanation: This form is used to report all types of meetings.

Clarification: This form must be filled out for each type of security for which a notice to convene a meeting has been issued (T460).

1. Meeting ID number: 2021-01-031393

The number of securities on the stock exchange that entitles the holder of them to participate in the meeting 767012

Name of the stock exchange of the entitled security: *The Phoenix*

2. At the annual meeting convened on 05/07/2021, an announcement of its convening was published on the form with reference number 2021-01-031393

and the topics and decisions that came up for the agenda:

Explanation: The topics must be filled in the order in which they appeared on the last T460 form published in connection with the aforementioned meeting.

Item	Number of the Topic on the Agenda (according to the T460 Meeting Convening Report)	Details of the Topic	Summary of the Decision	Decision made by the meeting
1	Topic 1	Summary of the topic: <i>Presentation and discussion of the Company's Financial Statements and the Board of Directors Report for 2020</i> The type of majority required for approval: _____ Classification of the decision according to sections of the Companies Law (except Sections 275 and 320(s) of the Companies Law): <i>Declaration: A suitable field for the classification does not exist.</i> No	<i>Presentation and discussion of the Company's Financial Statements and the Board of Directors Report for 2020</i>	<i>Report only</i>

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		A transaction between the Company and a controlling shareholder as stated in Sections 275 and 320(s) of the Companies Law. Type of transaction / topic brought for a vote: _____		
2	Topic 2	Summary of the topic: <i>Approve the re-appointment of Kost Forer Gabbay & Kasierer, accountants, as the Company's auditors until after the Company's next annual General Meeting, as well as authorize the Company's Board of Directors to determine their compensation.</i> The type of majority required for approval: <i>regular majority</i> Classifying a decision according to sections of the Companies Law (except sections 275 and 320(s) of the Companies Law): <i>Declaration: A suitable field for the classification does not exist.</i> <i>No</i> A transaction between the Company and a controlling shareholder as stated in Sections 275 and 320(s) of the Companies Law. Type of transaction / topic brought for a vote: _____	<i>Approval of re-appointment of Kost Forer Gabbay & Kasierer, accountants as the Company's auditors until after the Company's next annual General Meeting, as well as authorize the Company's Board of Directors to determine their compensation.</i>	Approve
3	Topic 3	Summary of the topic: <i>Approve issuance of 88,000 unlisted options to Mr. Eyal Ben-Simon, CEO of the Company, which can be exercised for NIS 1 par value of the shares of the Company.</i> The type of majority required for approval: <i>not a regular majority</i> Classifying a decision according to sections of the Companies Law (except sections 275 and 320(s) of the Companies Law): <i>A transaction with the CEO in connection with the terms of his office and his employment under Section 272(C1)(1) of the Companies Law</i> <i>No</i>	<i>Approve issuance of 88,000 unlisted options to Mr. Eyal Ben-Simon, CEO of the Company, which can be exercised for NIS 1 par value of the shares of the Company.</i>	Approve

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		A transaction between the Company and its controlling shareholder as stated in Sections 275 and 320(v) of the Companies Law. Type of employment / topic brought for a vote: _____		
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Details of voting on decisions for which the required majority needed for approval is not the regular majority:

1. a. Summary of the topic: *Presentation and discussion of the Company's Financial Statements and the Board of Directors Report for 2020*
- b. The meeting decided: *To report only*
- c. The decision relates to the topic: _____

	Quantity	Voted for	Voted against
Total voting rights	_____		
Shares / securities included in the vote	_____		
Shares / securities included in the vote count for voting purposes	_____	Quantity: _____ _____ %	Quantity: _____ _____ %
Shares / securities included in the vote that were not classified as having a personal interest (1)	_____	Quantity: _____ Their percentage (2): _____ %	Quantity: _____ Their percentage (2): _____ %

General: The percentage amount is always in relation to the "Quantity" column in the same row.

(1) The amount of shares/securities that were included in the vote and were not classified as shares whose owners have a personal interest or shares held by the controlling shareholder, and in the case of appointing External Directors that are not private stakeholders for approving the appointment, except for a personal matter that is not the result of connections with the controlling shareholder.

(2) The voter turnout for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction / who are not controlling shareholders or private stakeholders in approving the appointment, except for a personal matter that is not the result of connections with the controlling shareholder.

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Voter turnout in favor of approving the transaction out of the total number of voters who do not have control of the company/who are not personal stakeholders for approving the decision: _____ %

Percentage of voters who voted against out of the total voting rights in the Company: _____ %

Explanation: An explanation should be added if the number of shares that were included in the vote is greater than the number of shares included in the vote count.

_____ The Company has classified a shareholder who voted against the transaction as having a personal interest.

_____ The Company has classified a shareholder who is not in accordance with the classification as self-classifying.

2. a. Summary of the topic: *Approve the reappointment of Kost Forer Gabbay and Kassirer, accountants, as the company's auditors until after the Company's next annual General Meeting as well as authorize the Company's Board of Directors to determine their compensation.*

b. The meeting decided: *To approve*

c. The decision relates to the topic: _____

	Amount	Voted for	Voted against
Total voting rights	_____		
Shares / securities included in the vote	_____		
Shares / securities included in the vote count for voting purposes	_____	Quantity: _____ _____ %	Quantity: _____ _____ %
Shares / securities included in the vote that were not classified as having a personal interest (1)	_____	Quantity: _____ Their percentage (2): _____ %	Quantity: _____ Their percentage (2): _____ %

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- (1) The amount of shares/securities that were included in the vote and were not classified as shares whose owners have a personal interest or shares held by the controlling shareholder, and for the matter of appointing External Directors that are not private stakeholders for approving the appointment, except for a personal matter that is not the result of connections with the controlling shareholder.
- (2) The voter turnout for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction / who are not controlling shareholders or private stakeholders in approving the appointment, except for a personal matter that is not the result of connections with the controlling shareholder.

Voter turnout in favor of approving the transaction out of the total number of voters who do not have control of the company/who are not personal stakeholders for approving the decision:
% _____

Percentage of voters who voted against out of the total voting rights in the Company: _____ %

Explanation: An explanation should be added if the number of shares that were included in the vote is greater than the number of shares included in the vote count.

_____ The Company has classified a shareholder who voted against the transaction as having a personal interest
_____ The Company has classified a shareholder who is not in accordance with the classification as self-classifying.

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3. a. Summary of the topic: *Approve the issuance of 88,000 unlisted options to Mr. Eyal Ben Simon, the Company's CEO, which can be exercised for NIS 1 par value of the Company.*

b. The meeting decided: *To approve*

c. The decision relates to the topic: _____

	Quantity	Voted for	Voted against
Total voting rights	252,462,689		
Shares / securities included in the vote	184,425,863		
Shares / securities included in the voting count for voting purposes	184,425,863	Quantity: 178,666,553 Percentage of quantity: 96.88%	Quantity: 5,756,358 Percentage of quantity: 3.12%
Shares / securities that were included in the vote and were not classified as private stakeholders (1)	100,332,598	Quantity: 94,573,288 Their percentage(2): 94.26%	Quantity: 5,756,358 Their percentage(2): 5.74%

General: The percentage of the quantity is always in relation to the value in the "Quantity" column in the same row.

(1) The amount of shares/securities that were included in the vote and were not classified as shares whose owners have a personal interest or shares held by the controlling shareholder, and for the matter of appointing External Directors that are not private stakeholders for approving the appointment, except for a personal matter that is not the result of connections with the controlling shareholder.

(2) The voter turnout for/against approving the transaction out of the total number of voters who do not have a personal interest in the transaction / who are not controlling shareholders or private stakeholders for approving the appointment, except for a personal matter that is not as the result of connections with the controlling shareholder.

Voter turnout in favor of approving the transaction out of the total number of voters who do not have control of the company/who are not personal stakeholders for approving the decision:
% _____

Percentage of voters who voted against out of the total voting rights in the Company: 2.28%

Explanation: An explanation should be added if the number of shares that participated in the vote is greater than the number of shares included in the vote count.

No The Company has classified a shareholder who voted against the transaction as having a personal interest

No The Company has classified a shareholder who is not in accordance with the classification as self-classifying.

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3. Details of voters in the meeting who are part of the institution, stakeholders, or senior officials:

Note: By double-clicking the buttons, you can turn off the option to attach a file or to fill in the table.

PDF file _____. The file will contain the required information for each voter in this form.

TXT file [49_2021-01-031393.txt](#)

Note: Following the [notice to corporations](#), you can use the "Processing Voting Results" tool that helps to generate the information required for reporting. The responsibility for the accuracy and completeness of the details under the law applies to the reporting corporation only. After a trial period of several months, the option to report the voting details of institutional voters in PDF format will be removed, and the reports will only be created in a uniform format (TXT) file format as defined.

The "Processing Voting Results" tool can be downloaded from the Authority's website: [here](#)

Details of the vote according to the ordering of the topics listed in Section 1 above:

Item No.	Order of the topic in the agenda	Surname of the shareholder or security holder / corporation name (Hebrew) (1)	First name of the shareholder or security holder	Quantity of securities	Personal interest (2)	Method of voting	Voting letter/Power of Attorney
1	Topic _____	_____	_____	_____	_____	_____	_____

The form can contain up to 40 rows (each row contains information about one security holder who voted in the meeting). If the list of voters is more than 40, you must continue to fill in the information for the additional voters in another form.

Explanations:

(1) The full name must be entered as it appears in the Registrar of Companies or on an ID card.
(2) Whether it is a personal matter of the shareholder or security holder or a personal matter of the power of attorney.

In this column of the table, the information must be filled according to the following details:

- In the case of approval of a double term of office as Chairman - CEO (according to section 121(c) of the Companies Law) – "Yes" will be marked for a voter who is a controlling shareholder or who has a personal interest in approving the decision;
- In the case of appointing an External Director (in accordance with Section 239(b) of the Companies Law) – "Yes" will be marked for a voter who is a controlling shareholder or has a personal interest in approving the appointment, except for a personal matter that is not the result of connections with the controlling shareholder;

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- In the case of an exceptional transaction with a controlling shareholder or the controlling shareholder has a personal interest in it (according to Section 275 of the Companies Law) – “Yes” will be marked for a voter who has a personal interest in approving the transaction;
- In the case of a decision under Section 350 of the Companies Law, or a decision to change an indenture at a meeting of bond holders – “Yes” will be marked for a voter who is has a personal interest, in accordance with the decision.

1 Surname of the shareholder or securities holder (Hebrew)/ corporation name (Hebrew): _____

First name of the shareholder or securities holder (Hebrew): _____

Surname of the shareholder or securities holder / corporation name (foreign language): _____

First name of the shareholder or securities holder (foreign language): _____

Identification number type: _____

Identification number: _____

Participation in the meeting by virtue of holding securities, no. _____

Place of incorporation of the shareholder or securities holder / country of passport: _____

Name of the power of attorney: _____

Type of identification number of the power of attorney: _____

Power of attorney identification number: _____

Country of passport: _____

If the Company is aware of any connection between the voter (who does not have a personal interest) and the Company or any of its controlling shareholders, including employer-employee relations, business relations, etc. - detail their nature: _____

4. This report is submitted following the report (s) detailed below:

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Report	Publication Date	Reference No.
_____	_____	_____

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

	Signatory Name	Function
1	<i>Meni Neeman</i>	<i>Other Chief Legal Counsel and Secretary of the Company</i>
2	<i>Eli Schwartz</i>	<i>Chief Financial Officer</i>

Explanation: According to Regulation 5 of the Periodic and Immediate Reports Regulations (5730-1970), a report submitted under these regulations will be signed by those authorized to sign on behalf of the Corporation. The Authority's position on this subject can be found on the Authority's website: [Click here](#)

Reference numbers of previous documents on the subject (the reference does not constitute inclusion by way of reference):

Date of update of structure of the form: 15/06/2021

The corporate's securities are listed for trading on the Tel Aviv Stock Exchange.

Abbreviated name: The Phoenix

Address: 53 Hashalom Road, Givatayim 53454 Telephone: 03-7332997, 03-7338174 Fax: 03-7238855

E-mail: menin@fnx.co.il

Previous names of the reporting entity: The Israeli Phoenix Insurance Company Ltd.

Name of the electronic reporter: Neeman Menachem. Position: Chief Legal Counsel and Secretary of the Company Name of employer's company:
Address: 53 Hashalom Road, Givatayim 53454 Telephone: 03-7332997 Fax: 03-7238831 E-mail: menin@fnx.co.il