

בנק הפועלים בע"מ
Bank Hapoalim B.M.

Number with the Registrar: 520000118

Securities Authority Tel Aviv Stock Exchange Ltd. Tav 121 Transmitted via Magna 04/12/2018
www.isa.gov.il www.tase.co.il (Public) Reference: 2018-01-111556

Immediate Report

Explanation: This form should not be used when there is a form appropriate to the reported event.

Results of an issue should be reported on Tav 20 and not on this form.

A report on the rating of bonds or the rating of a corporation should be filed under Form Tav 125.

Nature of the Event: **Material Holder of Means of Control of the Bank**

Reference numbers of previous reports on the subject: _____

*Names of the signatories on behalf of the Corporation: Elinor Houli, Her Job Title: Deputy Head of the Securities Operations and Trading in Israel Department
Anat Nagar, Her Job Title: Head of the Inquiries and Adjustments Section
Date Signed: 04.12.2018*

Attached is file Phoenix2 isa.pdf

The company *is not* an enveloping company as defined in the TASE Rules and Regulations

The date and time when the corporation first learned of the event: *04/12/2018 at 15:30*

The reference numbers of the previous documents on the subject (any citation made does not constitute inclusion by way of reference):

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange
Date on which the structure of the form was updated: 06/11/2018

Abbreviated Name: Poalim

Address: POB 27, Tel Aviv 6100001 Telephone: 03-567 3800. 03-567 3333, Fax: 03-567 4576

Electronic Mail: ronit.shapira@poalim.co.il Company Website: <http://www.bankhapoalim.co.il>

Previous names of reporting entity:

Name of Electronic Reporter: Shapira Ronit, Her Job Title: Secretary of the Bank, Name of Employing Company:

Address: Yehuda Halevy 63, Tel-Aviv 6578109, Telephone: 03-567 3800 Fax: 03-567 4576,

Electronic Mail: ronit.shapira@poalim.co.il

Bank Hapoalim B. M.

**Immediate Report on Some One Who Became a Material Holder of Means of Control of a
Banking Corporation With No Core of Control**

In accordance with Regulation 33 (f) of the Securities (Periodic and Immediate Reports) Regulations, 5130-1970

1. Particulars of the Holder

Name of the Corporation: Phoenix Holdings Ltd.

Name of the Corporation in English: Phoenix Holdings Ltd.

Type of Identification Number: A number with the Registrar of Companies in Israel

Identification Number: 520017450

Country of Incorporation: Israel

Address: 53 Derekh Hashalom, Givatayim 53454

Particulars Regarding the Control of the Holder:

According to the information communicated to the Bank by the Holder, following are the particulars of the controlling parties of Phoenix Holdings Ltd. (hereinafter: "Phoenix Holdings"):

The controlling party of Phoenix Holdings is Delek Group Ltd. (Pub. Co. 52-0044322), which holds approximately 30.14% of its issued and paid up capital. Mr. Isaac Sharon (Tshuva), I. D. 043480003), holds approximately 60.77% of the issued and paid up capital of Delek Group Ltd. and is the controlling party thereof.

2. The Holder's Holdings of Shares of the Bank as of 30.11.2018:

Name of the Security	Number of the Security on the Stock Exchange	Quantity of Securities	Dormant	Extent of Holding		Extent of Holding (Fully Diluted)	
				Capital	Voting	Capital	Voting
Bank Hapoalim O. S.	662577	62,495,196.58	None	Capital	Voting	Capital	Voting
				4.67%	4.69%	4.67%	4.67%

The holdings specified above are holdings which form part of an institutional reporting group (as this term is defined by law) of Phoenix Holdings and Excellence Investments Ltd. (P. C. 520041989), which is controlled by Phoenix Holdings.

The Holder became a material holder of means of control of the Bank due to the Bank becoming a banking corporation with no core of control as of 22.11.2018. See the immediate report of the Bank of the same date (Reference No.: 2018-01-106951).