

בנק הפועלים בע"מ

**Bank Hapoalim B.M.**

Number with the Registrar: 520000118

Securities Authority [www.isa.gov.il](http://www.isa.gov.il) Tel Aviv Stock Exchange Ltd. [www.tase.co.il](http://www.tase.co.il) Tav 076 Transmitted via Magna 28/03/2018  
(Public) Reference: 2018-01-031126

**Immediate Report on Changes in the Holdings of Interested Parties and Senior Office Holders**  
**Regulation 33(b) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970**

**Note:** This form is intended for reporting any change in the holdings of securities of the reporting corporation only. For reporting any change in the holdings of securities of a held company of the reporting corporation if its activity is material to the activity of the reporting corporation, Form Tav 121 should be used.

1.

Corporation Name / Family Name and First Name of the Holder: Ari Pinto

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Ari Pinto

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 69042505

Category of the Holder: Director / CEO

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption

**Note:** Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 25,539 Percentage holding of the total of the securities of the same class in the most recent report: 1.07%

Change in the quantity of the securities: - 10,376

Present balance (in the quantity of securities): 15,163 Present percentage holding of the total of the securities of the same class: 1.25%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

2. Corporation Name / Family Name and First Name of the Holder: Ari Pinto

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Ari Pinto

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 69042505

Category of the Holder: Director / CEO

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction,**

as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 108,680 Percentage holding of the total of the securities of the same class in the most recent report: 0.01%

Change in the quantity of the securities: + 10,376

Present balance (in the quantity of securities): 119,056 Present percentage holding of the total of the securities of the same class: 0.01%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

3. Corporation Name / Family Name and First Name of the Holder: Ofer Levy

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Ofer Levy

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 52222577

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 33,766 Percentage holding of the total of the securities of the same class in the most recent report: 1.42%

Change in the quantity of the securities: - 14,223

Present balance (in the quantity of securities): 19,543 Present percentage holding of the total of the securities of the same class: 1.61%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

4. Corporation Name / Family Name and First Name of the Holder: Ofer Levy

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Ofer Levy

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 52222577

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 91,028 Percentage holding of the total of the securities of the same class in the most recent report: 0.01%

Change in the quantity of the securities: + 14,223

Present balance (in the quantity of securities): 105,251 Present percentage holding of the total of the securities of the same class: 0.01%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

5. Corporation Name / Family Name and First Name of the Holder: Tsahi Cohen

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Tsahi Cohen

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 22007587

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 58,137 Percentage holding of the total of the securities of the same class in the most recent report: 2.44%

Change in the quantity of the securities: - 30,237

Present balance (in the quantity of securities): 27,900 Present percentage holding of the total of the securities of the same class: 2.30%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

6. Corporation Name / Family Name and First Name of the Holder: Tsahi Cohen

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Tsahi Cohen

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 22007587

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 145,936 Percentage holding of the total of the securities of the same class in the most recent report: 0.01%

Change in the quantity of the securities: + 30,237

Present balance (in the quantity of securities): 176,173 Present percentage holding of the total of the securities of the same class: 0.01%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

7. Corporation Name / Family Name and First Name of the Holder: Zeev Hayo

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Zeev Hayo

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 057069676

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 53,508 Percentage holding of the total of the securities of the same class in the most recent report: 2.25%

Change in the quantity of the securities: - 26,805

Present balance (in the quantity of securities): 26,703 Present percentage holding of the total of the securities of the same class: 2.20%

Percentage holding after the change: As to capital: 0.00% As to voting power: 0.00%

Percentage holding after the change fully diluted: As to capital 0.00% As to voting power: 0.00%

Note No. \_\_\_\_\_

8. Corporation Name / Family Name and First Name of the Holder: Zeev Hayo

Corporation Name / Family Name and First Name of the Holder in English as recorded at the

Registrar of Companies or in the Passport: Zeev Hayo

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 057069676

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 39,334 Percentage holding of the total of the securities of the same class in the most recent report: 0.00%

Change in the quantity of the securities: + 26,805

Present balance (in the quantity of securities): 66,139 Present percentage holding of the total of the securities of the same class: 0.00%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

9. Corporation Name / Family Name and First Name of the Holder: Ronit Shapira

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Ronit Shapira

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 54667613

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 17,816 Percentage holding of the total of the securities of the same class in the most recent report: 0.75%

Change in the quantity of the securities: - 7,540

Present balance (in the quantity of securities): 10,276 Present percentage holding of the total of the securities of the same class: 0.85%

Percentage holding after the change: As to capital: 0.00% As to voting power: 0.00%

Percentage holding after the change fully diluted: As to capital 0.00% As to voting power: 0.00 %

Note No. \_\_\_\_\_

10. Corporation Name / Family Name and First Name of the Holder: Ronit Shapira

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Ronit Shapira

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 54667613

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 13,290 Percentage holding of the total of the securities of the same class in the most recent report: 0.00%

Change in the quantity of the securities: + 7,540

Present balance (in the quantity of securities): 20,830 Present percentage holding of the total of the securities of the same class: 0.00%

Percentage holding after the change: As to capital: 0.00% As to voting power: 0.00%

Percentage holding after the change fully diluted: As to capital 0.00% As to voting power: 0.00%

Note No. \_\_\_\_\_

11. Corporation Name / Family Name and First Name of the Holder: Ronen Stein

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Ronen Stein

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 22537021

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 41,973 Percentage holding of the total of the securities of the same class in the most recent report: 1.76%

Change in the quantity of the securities: - 18,915

Present balance (in the quantity of securities): 23,058 Present percentage holding of the total of the securities of the same class: 1.90%

Percentage holding after the change: As to capital: 0.00% As to voting power: 0.00%

Percentage holding after the change fully diluted: As to capital 0.00% As to voting power: 0.00%

Note No. \_\_\_\_\_

12. Corporation Name / Family Name and First Name of the Holder: Ronen Stein

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Ronen Stein

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 22537021

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 33,189 Percentage holding of the total of the securities of the same class in the most recent report: 0.00%

Change in the quantity of the securities: + 18,915

Present balance (in the quantity of securities): 52,104 Present percentage holding of the total of the securities of the same class: 0.00%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

13. Corporation Name / Family Name and First Name of the Holder: Yadin Antebi

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Yadin Antebi

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 28078525

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 62,333 Percentage holding of the total of the securities of the same class in the most recent report: 2.62%

Change in the quantity of the securities: - 33,003

Present balance (in the quantity of securities): 29,330 Present percentage holding of the total of the securities of the same class: 2.41%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

14. Corporation Name / Family Name and First Name of the Holder: Yadin Antebi

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Yadin Antebi

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 28078525

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction,**

as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 138,543 Percentage holding of the total of the securities of the same class in the most recent report: 0.01%

Change in the quantity of the securities: + 33,003

Present balance (in the quantity of securities): 171,546 Present percentage holding of the total of the securities of the same class: 0.01%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

15. Corporation Name / Family Name and First Name of the Holder: Dan Alexander Koller

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Dan Alexander Koller

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 028051910

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 4,845 Percentage holding of the total of the securities of the same class in the most recent report: 0.20%

Change in the quantity of the securities: - 1,615

Present balance (in the quantity of securities): 3,230 Present percentage holding of the total of the securities of the same class: 0.27%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

16. Corporation Name / Family Name and First Name of the Holder: Dan Alexander Koller

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Dan Alexander Koller

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 028051910

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 141,919 Percentage holding of the total of the securities of the same class in the most recent report: 0.01%

Change in the quantity of the securities: + 1,615

Present balance (in the quantity of securities): 143,534 Present percentage holding of the total of the securities of the same class: 0.01%

Percentage holding after the change: As to capital: 0.01% As to voting power: 0.01%

Percentage holding after the change fully diluted: As to capital 0.01% As to voting power: 0.01%

Note No. \_\_\_\_\_

17. Corporation Name / Family Name and First Name of the Holder: Eti Ben - Zeev

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Eti Ben - Zeev

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 023571540

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 11,865 Percentage holding of the total of the securities of the same class in the most recent report: 0.50%

Change in the quantity of the securities: - 3,955

Present balance (in the quantity of securities): 7,910 Present percentage holding of the total of the securities of the same class: 0.65%

Percentage holding after the change: As to capital: 0.00% As to voting power: 0.00%

Percentage holding after the change fully diluted: As to capital 0.00% As to voting power: 0.00%

Note No. \_\_\_\_\_

18. Corporation Name / Family Name and First Name of the Holder: Eti Ben - Zeev

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Eti Ben - Zeev

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 023571540

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders

who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 40,131 Percentage holding of the total of the securities of the same class in the most recent report: 0.00%

Change in the quantity of the securities: + 3,955

Present balance (in the quantity of securities): 44,086 Present percentage holding of the total of the securities of the same class: 0.00%

Percentage holding after the change: As to capital: 0.00% As to voting power: 0.00%

Percentage holding after the change fully diluted: As to capital 0.00% As to voting power: 0.00%

Note No. \_\_\_\_\_

19. Corporation Name / Family Name and First Name of the Holder: Yosef Erez

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Yosef Erez

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 023086101

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 2,052 Percentage holding of the total of the securities of the same class in the most recent report: 0.09%

Change in the quantity of the securities: - 684

Present balance (in the quantity of securities): 1,368 Present percentage holding of the total of the securities of the same class: 0.11%

Percentage holding after the change: As to capital: 0.00% As to voting power: 0.00%

Percentage holding after the change fully diluted: As to capital 0.00% As to voting power: 0.00%

Note No. \_\_\_\_\_

20. Corporation Name / Family Name and First Name of the Holder: Yosef Erez

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Yosef Erez

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 023086101

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 15,706 Percentage holding of the total of the securities of the same class in the most recent report: 0.00%

Change in the quantity of the securities: + 684

Present balance (in the quantity of securities): 16,390 Present percentage holding of the total of the securities of the same class: 0.00%

Percentage holding after the change: As to capital: 0.00% As to voting power: 0.00%

Percentage holding after the change fully diluted: As to capital 0.00% As to voting power: 0.00%

Note No. \_\_\_\_\_

21. Corporation Name / Family Name and First Name of the Holder: Golan Scherman

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Golan Scherman

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 023706583

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 6620405

Name and Type of Security: Poalim RSU

Nature of the Change: Decrease \_\_\_\_\_ in convertible securities following their conversion into shares or their redemption

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: Yes

Balance (in the quantity of securities) in the most recent report: 9,702 Percentage holding of the total of the securities of the same class in the most recent report: 0.41%

Change in the quantity of the securities: - 3,234

Present balance (in the quantity of securities): 6,468 Present percentage holding of the total of the securities of the same class: 0.53%

Percentage holding after the change: As to capital: 0.00% As to voting power: 0.00%

Percentage holding after the change fully diluted: As to capital 0.00% As to voting power: 0.00 %

Note No. \_\_\_\_\_

22. Corporation Name / Family Name and First Name of the Holder: Golan Scherman

Corporation Name / Family Name and First Name of the Holder in English as recorded at the Registrar of Companies or in the Passport: Golan Scherman

Type of Identification Number: Identity Document Number

Identification Number of the Holder: 023706583

Category of the Holder: Senior Office Holder who is neither CEO nor a Director and is not an Interested Party by virtue of holdings

Does the holder serve as representative for the purpose of reporting the number of shareholders who together with him hold securities of the corporation: No

Name of the Controlling Party of the Interested Party Not relevant

Identifying Number of the Controlling Party of the Interested Party Not relevant

Citizenship / Country of Incorporation or Registration: Private person with Israeli citizenship

Country of Citizenship / Incorporation or Registration: \_\_\_\_\_

Number of Security on the Stock Exchange: 662577

Name and Type of Security: BanHap O. S.

Nature of the Change: Increase in shares following conversion of securities \_\_\_\_\_  
\_\_\_\_\_

**Note: Buying or selling of shares on the Stock Exchange by way of a compliant transaction, as defined in Part Three of the Rules of the Stock Exchange, will be classed as an off-floor transaction, by making disclosure thereof in the free text field to the effect that the transaction was executed in this way.**

Is it about a change in one transaction or a number of transactions (cumulative change): One transaction

Date of the Change: 27/03/2018

Transaction Price: 0.00 Currency Ag.

Are they dormant shares or securities convertible into dormant shares: No

Balance (in the quantity of securities) in the most recent report: 10,391 Percentage holding of the total of the securities of the same class in the most recent report: 0.00%

Change in the quantity of the securities: + 3,234

Present balance (in the quantity of securities): 13,625 Present percentage holding of the total of

the securities of the same class: 0.00%

Percentage holding after the change: As to capital: 0.00% As to voting power: 0.00%

Percentage holding after the change fully diluted: As to capital 0.00% As to voting power: 0.00%

Note No. \_\_\_\_\_

**Note:** If a value of increase was chosen due to a forced purchase of borrowed securities or a value of decrease due to a forced sale of borrowed securities then they are borrowed securities which were not returned to the lender and accordingly, the act of borrowing was transformed into a forced purchase and the act of lending into a forced sale.

**No.**

**Note**

**1**

1. Was all of the consideration paid on the date of the change Yes

If not all of the consideration was paid on the date of the change, please state the date on which the payment was completed.

\_\_\_\_\_

2. If the change is by way of signing the letter of loan, please state particulars regarding the way in which the loan is terminated.

\_\_\_\_\_

**Explanation:** The percentages of the holding should be stated taking into account all of the securities held by the interested party.

3. The date and the time of day when the Corporation first learned of the event or the matter  
28/03/2018 at 08:00 o'clock.

4. Particulars of the actions which precipitated the change \_\_\_\_\_

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.  
Signed on 28.08.2018.

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: 20/02/2018

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](mailto: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](mailto:ronit.shapira@poalim.co.il)