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בנק הפועלים בע"מ

Bank Hapoalim B.M.

Number with the Registrar: 520000118

Securities Authority Tel Aviv Stock Exchange Ltd. Tav 097 Transmitted via Magna 08/04/2018
www.isa.gov.il www.tase.co.il (Public) Reference: 2018-01-028704

Immediate Report Consisting of the Schedule of Senior Office Holders

Regulation 34 (d) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

Please note that the definition of Senior Office Holder in the Securities (Periodic and Immediate Reports) Regulations, 5730-1970 also includes, inter alia, a director.

There follows the Schedule of the Senior Office Holders and the Substitute Directors of the Corporation correct as of 06/04/2018

	Name	Category and Identifying Number	Title	Date of Appointment / Classification	Member of Committees of the Board of Directors
1	<i>Oded Eran</i> Name in English As it appears in Passport : <i>Oded Eran</i>	<i>I.D. Number</i> <i>053378824</i>	<i>Chairman of the Board of Directors</i> <i>Has Accounting and Financial Expertise Yes</i>	<i>Date of Appointment</i> <i>Date of Classification as an Independent Director</i>	<i>Audit Committee: No</i> <i>Balance Sheet Committee: No</i> <i>Remuneration Committee: No</i> <i>Additional Committees:</i> <i>Corporate Governance and Stakeholders Committee (chairperson); Finance and Prospectus Committee (chairperson); Credit Committee; Strategy and Business Development Committee (chairperson)</i>
2	<i>Ronit Abramson Rokach</i> Name in English As it appears in Passport : <i>Ronit Abramson Rokach</i>	<i>I.D. Number</i> <i>054121108</i>	<i>External Director</i> <i>Has Accounting and Financial Expertise No</i>	<i>Date of Appointment</i> <i>05/02/2018</i> <i>Date of Classification as an Independent Director</i>	<i>Audit Committee: Yes</i> <i>Balance Sheet Committee: Yes</i> <i>Remuneration Committee: Yes</i> <i>Additional Committees:</i> <i>Credit Committee; Risk Management and Control Committee; Corporate Governance and Stakeholders Committee; Finance and Prospectus Committee</i>
3	<i>Amnon Dick</i> Name in English As it appears in Passport : <i>Amnon Dick</i>	<i>I.D. Number</i> <i>051770568</i>	<i>Independent Director</i> <i>Has Accounting and Financial Expertise Yes</i>	<i>Date of Appointment</i> <i>Date of Classification as an Independent Director</i> <i>08/02/2016</i>	<i>Audit Committee: No</i> <i>Balance Sheet Committee: No</i> <i>Remuneration Committee: No</i> <i>Additional Committees:</i> <i>Credit Committee; Information Technology Committee; Corporate Governance and Stakeholders Committee; Remuneration Committee in its expanded format</i>

4	<i>Meir Wietchner</i> Name in English As it appears in Passport : <i>Meir Wietchner</i>	<i>I.D. Number</i> 059681593	<i>Ordinary Director</i> <hr/> Has Accounting and Financial Expertise <i>Yes</i>	Date of Appointment <hr/> Date of Classification as an Independent Director	Audit Committee: <i>No</i> Balance Sheet Committee: <i>No</i> Remuneration Committee: <i>No</i> Additional Committees: <i>Information Technology Committee</i> <i>(chairperson); Strategy and Business</i> <i>Development Committee</i>
5	<i>Yacov Peer</i> Name in English As it appears in Passport : <i>Yacov Peer</i>	<i>I.D. Number</i> 052242609	<i>Independent Director</i> <hr/> Has Accounting and Financial Expertise <i>Yes</i>	Date of Appointment <hr/> Date of Classification as an Independent Director 23/08/2016	Audit Committee: <i>Yes</i> Balance Sheet Committee: <i>Yes</i> Remuneration Committee: <i>No</i> Additional Committees: <i>Finance and Prospectus Committee;</i> <i>Risk Management and Control</i> <i>Committee; Strategy and Business</i> <i>Development Committee</i>
6	<i>Efrat Peled</i> Name in English As it appears in Passport : <i>Efrat Peled</i>	<i>I.D. Number</i> 027224773	<i>Ordinary Director</i> <hr/> Has Accounting and Financial Expertise <i>Yes</i>	Date of Appointment <hr/> Date of Classification as an Independent Director	Audit Committee: <i>No</i> Balance Sheet Committee: <i>No</i> Remuneration Committee: <i>No</i> Additional Committees: <i>Finance and Prospectus Committee;</i> <i>Risk Management and Control</i> <i>Committee; Corporate Governance and</i> <i>Stakeholders Committee; Remuneration</i> <i>Committee in its expanded format;</i> <i>Strategy and Business Development</i> <i>Committee</i>
7	<i>Moshe Koren</i> Name in English As it appears in Passport : <i>Moshe Koren</i>	<i>I.D. Number</i> 1228998	<i>Ordinary Director</i> <hr/> Has Accounting and Financial Expertise <i>Yes</i>	Date of Appointment <hr/> Date of Classification as an Independent Director	Audit Committee: <i>Yes</i> Balance Sheet Committee: <i>Yes</i> Remuneration Committee: <i>Yes</i> Additional Committees: <i>Credit Committee (chairperson);</i> <i>Finance and Prospectus Committee;</i> <i>Risk Management and Control</i> <i>Committee (chairperson)</i>
8	<i>Ruben Krupik</i> Name in English As it appears in Passport : <i>Ruben Krupik</i>	<i>I.D. Number</i> 013482518	<i>Independent Director</i> <hr/> Has Accounting and Financial Expertise <i>No</i>	Date of Appointment <hr/> Date of Classification as an Independent Director 07/01/2016	Audit Committee: <i>Yes</i> Balance Sheet Committee: <i>Yes</i> Remuneration Committee: <i>No</i> Additional Committees: <i>Information Technology Committee</i>
9	<i>Ido Stern</i> Name in English As it appears in Passport : <i>Ido Stern</i>	<i>I.D. Number</i> 031571904	<i>Ordinary Director</i> <hr/> Has Accounting and Financial Expertise <i>No</i>	Date of Appointment <hr/> Date of Classification as an Independent Director	Audit Committee: <i>No</i> Balance Sheet Committee: <i>No</i> Remuneration Committee: <i>No</i> Additional Committees: <i>Corporate Governance and</i> <i>Stakeholders Committee; Remuneration</i> <i>Committee in its expanded format;</i> <i>Strategy and Business Development</i> <i>Committee</i>

10	<i>Ari Pinto</i> Name in English As it appears in Passport : <i>Ari Pinto</i>	<i>I.D. Number</i> 069042505	<i>President and Chief Executive Officer</i> Has Accounting and Financial Expertise	Date of Appointment Date of Classification as an Independent Director	Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____ Additional Committees: _____
11	<i>Yael Almog</i> Name in English As it appears in Passport : <i>Yael Almog</i>	<i>I.D. Number</i> 059284745	<i>Other Member of the Board of Management, Senior Deputy Managing Director and Chief Legal Adviser</i> Has Accounting and Financial Expertise	Date of Appointment Date of Classification as an Independent Director	Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____ Additional Committees: _____
12	<i>Eti Ben-Zeev</i> Name in English As it appears in Passport : <i>Eti Ben-Zeev</i>	<i>I.D. Number</i> 023571540	<i>Other Member of the Board of Management, Senior Deputy Managing Director and Head of Information Technology</i> Has Accounting and Financial Expertise	Date of Appointment Date of Classification as an Independent Director	Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____ Additional Committees: _____
13	<i>Yael Dromi</i> Name in English As it appears in Passport : <i>Yael Dromi</i>	<i>I.D. Number</i> 025198193	<i>Other Member of the Board of Management, Senior Deputy Managing Director, Head of Stakeholder Relations</i> Has Accounting and Financial Expertise	Date of Appointment Date of Classification as an Independent Director	Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____ Additional Committees: _____

14	<p><i>Erez Yosef</i> Name in English As it appears in Passport : <i>Erez Yosef</i></p>	<p><i>I.D. Number</i> <i>023086101</i></p>	<p><i>Other Member of the Board of Management, Senior Deputy Managing Director and Head of Strategy, Resources and Operations – COO</i></p> <p>Has Accounting and Financial Expertise _____</p>	<p>Date of Appointment _____</p> <p>Date of Classification as an Independent Director _____</p>	<p>Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____</p> <p>Additional Committees: _____</p>
15	<p><i>Tsahi Cohen</i> Name in English As it appears in Passport : <i>Tsahi Cohen</i></p>	<p><i>I.D. Number</i> <i>022007587</i></p>	<p><i>Other Member of the Board of Management, Senior Deputy Managing Director and Head of Corporate Banking</i></p> <p>Has Accounting and Financial Expertise _____</p>	<p>Date of Appointment _____</p> <p>Date of Classification as an Independent Director _____</p>	<p>Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____</p> <p>Additional Committees: _____</p>
16	<p><i>Ofer Levy</i> Name in English As it appears in Passport : <i>Ofer Levy</i></p>	<p><i>I.D. Number</i> <i>052222577</i></p>	<p><i>Other Member of the Board of Management, Senior Deputy Managing Director and Chief Accountant</i></p> <p>Has Accounting and Financial Expertise _____</p>	<p>Date of Appointment _____</p> <p>Date of Classification as an Independent Director _____</p>	<p>Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____</p> <p>Additional Committees: _____</p>
17	<p><i>Yadin Antebi</i> Name in English As it appears in Passport : <i>Yadin Antebi</i></p>	<p><i>I.D. Number</i> <i>028078525</i></p>	<p><i>Other Member of the Board of Management, Senior Deputy Managing Director, Head of Finance – CFO</i></p> <p>Has Accounting and Financial Expertise _____</p>	<p>Date of Appointment _____</p> <p>Date of Classification as an Independent Director _____</p>	<p>Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____</p> <p>Additional Committees: _____</p>

18	<p><i>Dan Alexander Koller</i> Name in English As it appears in Passport : <i>Dan Alexander Koller</i></p>	<p><i>I.D. Number</i> <i>028051910</i></p>	<p><i>Other Member of the Board of Management, Senior Deputy Managing Director and Head of Financial Markets and International Banking</i></p> <p>Has Accounting and Financial Expertise _____</p>	<p>Date of Appointment _____</p> <p>Date of Classification as an Independent Director _____</p>	<p>Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____</p> <p>Additional Committees: _____</p>
19	<p><i>Ronen Stein</i> Name in English As it appears in Passport : <i>Ronen Stein</i></p>	<p><i>I.D. Number</i> <i>022537021</i></p>	<p><i>Other Member of the Board of Management, Senior Deputy Managing Director and Head of Retail Banking</i></p> <p>Has Accounting and Financial Expertise _____</p>	<p>Date of Appointment _____</p> <p>Date of Classification as an Independent Director _____</p>	<p>Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____</p> <p>Additional Committees: _____</p>
20	<p><i>Golan Scherman</i> Name in English As it appears in Passport : <i>Golan Scherman</i></p>	<p><i>I.D. Number</i> <i>23706583</i></p>	<p><i>Other Member of the Board of Management, Senior Deputy Managing Director and Head of Innovation</i></p> <p>Has Accounting and Financial Expertise _____</p>	<p>Date of Appointment _____</p> <p>Date of Classification as an Independent Director _____</p>	<p>Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____</p> <p>Additional Committees: _____</p>
21	<p><i>Zeev Hayo</i> Name in English As it appears in Passport : <i>Zeev Hayo</i></p>	<p><i>I.D. Number</i> <i>057069676</i></p>	<p><i>Other Internal Auditor</i></p> <p>Has Accounting and Financial Expertise _____</p>	<p>Date of Appointment _____</p> <p>Date of Classification as an Independent Director _____</p>	<p>Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____</p> <p>Additional Committees: _____</p>

22	Ronit Shapira Name in English As it appears in Passport : Ronit Shapira	I.D. Number 054667613	Other Corporate Secretary Has Accounting and Financial Expertise _____	Date of Appointment _____ Date of Classification as an Independent Director _____	Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____ Additional Committees: _____
23	Asaf Azulay Name in English As it appears in Passport : Asaf Azulay	I.D. Number 052807120	Other Head of Marketing and Advertising Has Accounting and Financial Expertise _____	Date of Appointment _____ Date of Classification as an Independent Director _____	Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____ Additional Committees: _____
24	Avner Paz – Tzuk Name in English As it appears in Passport : Avner Paz - Tzuk	I.D. Number 058010844	Other Manager of the Project of Modernizing the Bank's Core IT Systems Has Accounting and Financial Expertise _____	Date of Appointment _____ Date of Classification as an Independent Director _____	Audit Committee: _____ Balance Sheet Committee: _____ Remuneration Committee: _____ Additional Committees: _____

Explanation:

1. In so far as a senior office holder is a member of more than one of the committees of the board of directors, the name of the committee or the committees should be specified.
2. A balance sheet committee is the committee which examines the financial statements according to the Companies Regulations (Instructions and Provisions Regarding the Procedure for the Approval of the Financial Statements), 5770-2010.

1. Ms. Ronit Abramson Rokach – external director – Chairperson of the Remuneration Committee
2. The members of the Audit Committee are Messrs. Ronit Abramson Rokach (Chairperson) (an external director according to the Companies Law), Yacov Peer (an external director appointed according to Directive No. 301 of the Bank of Israel), Ruben Krupik (an external director appointed according to Directive No. 301 of the Bank of Israel) and Moshe Koren. An annual general meeting of the shareholders of the Bank, on the agenda of which is, inter alia, the appointment of Ms. Dalia Lev as an external director under the provisions of the Companies Law, was called for April 12th, 2018.
3. Ms. Renanit Tal-Avrahami serves as Acting Chief Risk Officer.

Names of the Signatories on behalf of the Corporation:

Ronit Shapira, Secretary of the Bank

Amit Levy, Legal Advisor to the Board of Directors

Signed on April 8th, 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

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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,

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