

בנק הפועלים בע"מ
Bank Hapoalim B.M.
Number with the Registrar: 520000118

Securities Authority www.isa.gov.il Tel Aviv Stock Exchange Ltd. www.tase.co.il Tav 085 Transmitted via Magna 29/05/2018
(Public) Reference: 2018-01-052318

Immediate Report on the Creation of Dormant Shares in the Issued Share Capital of the Corporation, a Change in Their Number or in the Identity of the Holder Thereof

Regulation 31 (b) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970
Regulation 33 (a) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970
This change should not also be reported on Form Tav-76

Reference Numbers of previous reports on the subject: _____, _____, _____.

We hereby report that on 28/05/2018
 from _____ until _____

A change occurred in the number of dormant shares in the capital of the Corporation

1	Name of the holder of the dormant shares: Bank Hapoalim B. M. Name of the holder in English: Bank Hapoalim B. M. Type of identification number: Number at the Registrar of Companies in Israel Identification number: 520000118 Category of the holder: The reporting corporation Citizenship / Country of incorporation or registration: Incorporated in Israel Country of citizenship / incorporation or registration: _____ No. of security on the Stock Exchange: 662577 Name of the share: BanHap O. S. Nature of the change: Increase of purchase on the Sock Exchange _____ Prospectus Number: _____ Explanation: For internal use by the Authority – when the ATM program is being used the number of the prospectus on the strength of which the ATM program began should be keyed in. The date on which the transaction was executed: 28/05/2018 Transaction price in New Shekels 25.437 Nominal value of the sum of securities in New Shekels: 50,000 Total amount of the consideration calculated in New Shekels 1,271,850
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Reference number of the shelf offer report _____, which was reported on _____

Number of dormant shares held by the holder prior to the change was: 2,673,637

Quantity of the shares being the subject of the change: + 50,000

Number of dormant shares held by the holder following the change was: 2,723,637

Percentage of the issued share capital of the Corporation held after the change by the holder of the dormant shares is 0.20%

Were the shares acquired in accordance with an acquisition plan approved by the company: Yes

The cumulative degree of execution of the plan after the change: 5%

Date on which the acquisition plan was reported: 24/05/2018

Inventory of the Dormant Shares of the Corporation:

1 Name of the share: Ordinary shares of NIS 1 Number of the security: 662577

Number of shares in the registered capital: 4,000,000,000

Number of shares in the issued and paid up capital: 1,337,377,111

Number of dormant shares under Section 308 or for the purpose of the ATM plan: 2,723,637

Number of shares without rights under Section 333 (a): _____

Number of shares without rights under Section 340: _____

Number of shares without rights under Section 181: _____

Total number of shares without any rights as to capital and without any voting rights: 2,723,637

% of the shares without any rights of the issued and paid up capital: 0.20

Number of the dormant shares under Section 309 (b) ("a subsidiary's dormant shares": _____
(not including shares held by a subsidiary company under Section 369 which were acquired prior to February 2000 and confer full voting and capital rights)

Number of shares without voting rights under Section 333 (b): _____

% of the shares without voting rights but with rights in in the capital out of the total amount of the issued capital of this security: _____

Number of shares for calculation of the voting rights: 1,334,653,474

Number of the shares for calculation of the rights in the capital: 1,334,653,474

Note: The section numbers above refer to the Companies Law, 5749-1999.

Names of the signatories on behalf of the Corporation: Yigal Yahav, His Job Title: Head of the Securities Operations and Trading in Israel Department.
Menachem Barash, His Job Title: Head of the Operations, Trading and Issues Section.
Signed on 29.05.2018.

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: 01/05/2018

Abbreviated Name: Poalim

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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