

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

Securities Authority Tel Aviv Stock Exchange Ltd. Tav 085 Transmitted via Magna 18/06/2018  
[www.isa.gov.il](http://www.isa.gov.il) [www.tase.co.il](http://www.tase.co.il) (Public) Reference: 2018-01-058519

**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 17/06/2018  
 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: _____ <b>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.</b> The date on which the transaction was executed: 17/06/2018 Transaction price in New Shekels 24.86 Nominal value of the sum of securities in New Shekels: 50,000 Total amount of the consideration calculated in New Shekels 1,243,000
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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: 3,273,637

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

Number of dormant shares held by the holder following the change was: 3,323,637

Percentage of the issued share capital of the Corporation held after the change by the holder of the dormant shares is 0.25%

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: 65%

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: 3,323,637

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: 3,323,637

% of the shares without any rights of the issued and paid up capital: 0.25

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: 1,334,053,474

Number of the shares for calculation of the rights in the capital: 1,334,053,474

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

Names of the signatory on behalf of the corporation Elinor Hully, Her Job Title: Deputy Head of the Securities Operations and Trading in Israel Department Moshe Natan, his job title: Head Office Financial Markets Division.  
Signed on 18.06.2018.

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](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,

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