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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 093 Transmitted via Magna 01/07/2018  
(Public) Reference: 2018-01-062554

**Immediate Report on the Appointment of a Director (Who Is Not a Corporation) or an Individual Who Holds Office on Behalf of a Corporation That Is a Director of a Private Company**

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

*Explanation: Under Regulation 34(d) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970, a list of senior office holders should be submitted in the framework of form Tav 097 concurrently with the submission of this form.*

1. Family Name and First Name: *Kaplan Richard*  
Family Name and First Name in English *Kaplan Richard*  
as it appears in the passport  
Gender *Male*  
  
Category of Identification Number: *Passport Number*  
Identification Number: *546372472*  
Citizenship: *Private person without Israeli citizenship*  
Country of Citizenship: *U.S.A.*
2. Date of Birth: *26/08/1955*
3. Address for Service of Legal Process: *16 Levi Eshkol St., Apt. 63, Tel Aviv – Yafo 6936101*
4. The Offices to which Appointed:

<i>Ordinary Director</i>	_____
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If appointed as chairman of the board of directors of the Corporation, does he also serve as CEO or is he a relative of the CEO \_\_\_\_\_

The appointment was approved by a general meeting on \_\_\_\_\_

If appointed as chairman of the board of directors, does he fulfil any additional functions in the Company \_\_\_\_\_, details \_\_\_\_\_

5. Previous Office in the Company prior to the Appointment:

<i>None</i>	_____
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6. Date of Commencement of Office: 01/07/2018

7. Academic Education:

<b>Degree</b>	<b>Field</b>	<b>Name of Academic Institution</b>
<i>B.Sc.</i>	<i>Mechanical Engineering</i>	<i>Brown University</i>
<i>J.D.</i>	<i>Law</i>	<i>Cornell University</i>

Other Education and Professional Diplomas:

\_\_\_\_\_

8. Main Occupations during the Last 5 Years:

<b>Position Held</b>	<b>Place of Employment</b>	<b>Period During Which Position Held</b>
<i>Country General Manager</i>	<i>IBM Israel</i>	<i>2012-2017</i>
<i>VP and Global Business Development Leader, Financial Services and Industry Platforms</i>	<i>IBM</i>	<i>2017 to the present</i>
<i>Member of the Board of Directors</i>	<i>Israel - America Chamber of Commerce</i>	<i>2013-2017</i>
<i>Chairperson</i>	<i>Friends of Hadassah</i>	<i>2016</i>

9. Appointed as substitute director of \_\_\_\_\_ and his term of office is until \_\_\_\_\_

**Explanation: To be filled in if appointed as a substitute director.**

10. The director *does not hold office* as a director of another corporation.

**Explanation: If he holds office as a director of another corporation, the corporations in which he serves as a director should be specified.**

11. The director *is not* an employee of the Corporation, of a subsidiary company, of a related company thereof or of an interested party thereof.

**Explanation: If he is an employee of the Corporation or a subsidiary company, a company related to it or of an interested party thereof, the offices he holds should be specified as aforesaid.**

\_\_\_\_\_

12. The director *is not* a member of the family of another interested party of the Corporation.

**Explanation: If the director is a member of the family of another interested party of the Corporation, please give particulars.**

\_\_\_\_\_

13. a. The director *does not hold* any securities of the Corporation.

b. The director *does not hold* any securities of an affiliate of the reporting corporation if its activity is material to the activity of the reporting corporation.

14. The director is a member of a committee or committees of the Board of Directors:  
**Explanation: If the director is a member of a committee or committees of the Board of Directors, please give particulars.**

*Information Technology Committee (commencing July 1<sup>st</sup>, 2018)*

15. Does the company view the director as having accounting and financial expertise? *No.*

16. Does the company view the director as being independent? *No.*

How did he become independent \_\_\_\_\_

17. The director's declaration pursuant to Section 224 B of the Companies Law: \_\_\_\_\_.

*Director Declaration Kaplan isa.pdf*

**Explanation: The director's declaration is required to be attached even when the director's appointment has been made other than by the General Meeting.**

*1. The appointment was approved by the Board of Directors of the Bank and is in effect from July 1<sup>st</sup>, 2018 until the date of convening the next general meeting of the shareholders of the Bank. In the coming weeks, the Bank intends to convene a general meeting on this matter.*

*2. In accordance with previous resolutions and the remuneration policy of the Bank, Mr. Kaplan will be entitled to directors' remuneration (annual remuneration and participation remuneration) in the maximum amounts that may be paid to an expert director. In addition, Mr. Kaplan will be entitled to a letter of indemnity and exemption and to his inclusion in a directors' and officers' liability insurance policy.*

*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 1.7.2018*

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: 19/06/2018

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)

**DECLARATION OF A CANDIDATE FOR THE OFFICE OF  
DIRECTOR OF BANK HAPOALIM B. M.**

I the undersigned, Richard Kaplan, bearer of passport the number of which is 546372472, after being warned that I must declare the truth, for if I do not do so I will be liable to the penalties prescribed by law, do hereby declare as follows:

1. This application is made in connection with my candidacy for the appointment as director of Bank Hapoalim B.M. (“**the Company** or “**the Bank**”).
2. I have the necessary qualifications and the ability to devote the proper time for the purpose of discharging the function of director of the Company, bearing in mind, among other things, the special needs of the Company and its size, in accordance with the provisions of the Companies Law, 5759-1999 (“**the Companies Law**”) and the regulations made thereunder.
3. My other positions and occupations do not create nor are they liable to create any conflict of interest with my position as a director of the Company, and they in no way affect my ability to serve as a director of the Company.
4. I am neither an employee of the Securities Authority nor a stock exchange employee in Israel.
5. I am qualified to be appointed as a director of the Company, and no restriction in law has been imposed on me from doing so, including under Chapter G1 of the Execution Law, 5727-1967, Section 42 of the Bankruptcy Ordinance, [New Version], 5740-1980, Section 7 of the Companies Law, and the provisions of Sub-Chapter B of Chapter I of Part Six of the Companies Law; without derogating from the foregoing, I hereby confirm that I have not been declared bankrupt and/or declared bankrupt and/or discharged, and that I have not been convicted in a judgment (“**Judgment**”) of any of the offences specified below:
  - (a) Offences under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977 and under Sections 52C, 52D, 53(a) and 54 of the Securities Law, 5728-1968 (the “**Securities Law**”);
  - (b) Conviction by a court outside of Israel for offences of bribery, fraud, corporate managers’ offences or offences of exploitation of inside information;
  - (c) Conviction in a Judgment of any other offence where the court stated that in view of its nature, severity or circumstances I am not fit to serve as a director of a public company and/or of a private company which is a Debentures Company (as defined below).

Furthermore, I am neither a minor nor legally incompetent, nor have I been declared bankrupt or a debtor of limited means.

**"Debentures Company"** – a company whose debentures are listed on the stock exchange or have been offered to the public under a prospectus, within the meaning thereof in the Securities Law, or have been offered to the public outside of Israel under a public offering document required by the law outside of Israel, and which are held by the public.

6. The Administrative Enforcement Committee, appointed under Section 52FF(a) of the Securities Law, has not imposed any Enforcement Measure (as defined hereunder) upon me, which prohibits me from serving as a director in a public company or a private company which is a Debentures Company.

**"Enforcement Measure"** – an enforcement measure as provided in Section 52DDD of the Securities Law, which was imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of the Practice of Investment Advising and Investment Portfolio Management Law, 5755-1995, or under Chapter J1 of the Joint Investment Trust Fund Law, 5754-1994, as the case may be.

7. To the best of my knowledge, there is nothing to restrict my appointment as a director of the Bank, including among other things, under the provisions of the Companies Law, the Banking Ordinance, 1941, the Banking (Licensing) Law, Proper Conduct of Banking Business Directive 301 of the Supervision of Banks ("**Directive 301**"), other Supervisory Directives, or the provisions of any other law, including among other things, on account of holding office in other corporations or on account of other ties or occupations, and also having regard to the Bank being a significant financial entity (within the meaning of this term in Section 35B of the Banking (Licensing) Law) and a large banking corporation (within the meaning thereof in Directive 301).
8. I have an academic education as: Mechanical Engineer, Brown University; J.D. in Law, Cornell University. Attached are documents and certificates which support this, my declaration.
9. Business / professional experience over the last five years:  
2012-2017 – Country General Manager of IBM Israel; 2017 to the present - VP and Global Business Development Leader, Financial Services and Industry Platforms at IBM. For further details see the curriculum vitae attached to the declaration.
10. I do not serve as a director in any additional companies.
11. Following are further particulars:  
Date of birth: 26.08.1955  
Address for service of process: Levi Eshkol 16/63, Tel-Aviv 6936101  
Nationality: American
12. I am not a family member of another interested party of the Bank.
13. I declare that **I have professional qualification.**

**A director having professional qualification** is a person with an academic degree as provided in paragraphs (1) or (2) below **and** has the experience as provided in paragraph (3) below:

(1) Has an academic degree in one of the following professions: Economics, Business Administration, Accounting, Law, Public Administration. (2) Has some other academic degree or has completed some other higher education studies, all within the Company's main area of business or in the area relevant to the job title; (3) Has experience of at least five years in one of the following, or has cumulative experience of at least five years in two or more of the following: (a) In a senior position in the area of the management of the business of a corporation with a significant volume of business; (b) Holding a senior public office or a senior position in the public service; (c) Holding a senior position in the Company's main area of business.

In addition, I believe that my education, experience and skills, particularly in the areas of compliance, technology and management (see details in the CV attached), give me a high level of skill and a deep understanding of the company's main field of activity.

14. I am aware that the Company relies on the contents of this declaration, that my declaration will be found at the Company's registered office, will be open for review by any person and will be reported by the Company to the extent required by law.
15. I undertake that in the event of a change in any of my aforesaid declarations until the date of the approval of my office as an director, as well as after the approval of my office as aforesaid, I shall inform the Bank of such fact immediately after such change.

June 23, 2018  
Date

(-)  
Richard Kaplan  
Candidate's Name and Signature

# Richard Kaplan

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## Purpose

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Senior management position including the Board of Directors

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## Employment Experience

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IBM

October 1989 to the present

- Main Positions:
    - VP Business Development for Financial Services – Building development and execution of future strategy for the computerized banking platform, including platforms that are supposed to support and comply with government regulation. (2017 – to the present)
    - Country General Manager , IBM Israel - Responsible for sales, development and research in Israel, I led the transition and focus from software and hardware to the growing services sector. I also set up IBM's cyber lab in Beer-Sheva and the start-up vendor Alpha-Zone. (2012-2017)
    - Chief Trust & Compliance Officer for IBM globally – responsible for regulation and compliance with all IBM offices around the world, including ensuring IBM's culture and corporate ethics, as well as investigation violations of regulations and deviations from company regulations. (2010-2012)
    - VP & Assistant General Counsel IBM Global Services - I led the legal support for IBM in the services provided and transactions of \$ 50 billion. (2000-2010)
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## Education

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Brown University (1973-77) B.Sc. Mechanical Engineering – graduated Magna Cum Laude, elected to Tau Beta Pi Engineering Honor Society and Phi Beta Kappa for academic excellence.

Cornell Law School (1981-84) – graduated Magna Cum Laude, Editor-in-Chief Cornell Law, Order of the Coif Honor Society

# UNIVERSITAS BRUNENSIS

## PROVIDENTIAE

IN RHODIENSIS INSULAE REPUBLICA

OMNIBUS HAS LITTERAS LECTURIS SALUTEM IN DOMINO SEMPITERNAM

VOBIS NOTUM SIT QUOD PRAESES UNIVERSITATIS CUM AUCTORITATE  
A SOCIIS HONORANDIS EI COMMISSA PUBLICIS IN COMITIIS DECORAVIT

RICHARD JAY KAPLAN

GRADU

BACCALAUREATO IN SCIENTIA

MAGNA CUM LAUDE

ET HUIC OMNIA PRIVILEGIA ET HONORES ET INSIGNIA IIS AD HUNC  
GRADUM ERECTIS PERTINENTIA FRUENDA DEDIT

CUIUS IN REI TESTIMONIUM NOS HIS LITTERIS UNIVERSITATIS  
SIGILLO MUNITIS NOMINA NOSTRA SUBSCRIPSIMUS

DATUM IN SOLEMNIBUS ACADEMICIS PROVIDENTIAE HABITIS DIE  
SEXTO IUNII ANNOQUE DOMINI NOSTRI MCMLXXVII

*August H. Jordan*

SECRETARIUS



*Edward K. Devereaux*

PRAESES

# Cornell University

Be it known that

**Richard Jay Kaplan**

having satisfied in full the requirements for the degree of

**Doctor of Law**

*magna cum laude*

has been admitted to that degree with all the rights, privileges and honors pertaining thereto in witness of this action the seal of the University and the signatures authorized by the Board of Trustees are affixed below

Given at Ithaca, New York, on the twenty-seventh day of May, in the year one thousand nine hundred and eighty-four

*Peter W. Martin*  
Dean



*David W. Parsons*  
President