

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 053 Transmitted via Magna: 22.11.2018  
(Public) Reference: 2018-01-106951

**Immediate Report on an Event or Matter Outside the Normal Business of the Corporation**

Regulation 36 of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

**Results of an issue should be reported on Tav 20 and not on this form.**

**A report on the rating of bonds or the rating of a corporation  
should be filed under Form Tav 125.**

A Report on:  A report the submission of which was delayed

**Nature of the Event: Becoming a bank without a core of control**

1. Further to the immediate report of Bank Hapoalim B. M. ("the Bank") of 20.11.2018 (Reference No.: 2018-01-105493) and to Section 5.2 of the chapter on corporate governance in the reports of the Bank for the third quarter of 2018 (pages 292-294) regarding the decentralization of the core of control of the Bank, the Bank updates as follows:

On 22.11.2018 Arison Holdings (1998) Ltd. notified the Bank of the completion of the transaction for the sale of approximately 4.26% of the shares of the Bank (having been reported on 20.11.2018) and that its holding in the Bank decreased to approximately 15.74% and of the entry into force of the permit to hold means of control that was granted to Ms. Shari Arison ("Arison") by the Bank of Israel, which was attached to the immediate report of the Bank of 04.09.2018 ("the Holding Permit") and which replaced the controlling permit of the Bank held by Arison until such time. See the report of the Bank on changes in the holdings of interested parties of 22.11.2018 (Reference No.: 2018-01-106855).

Accordingly, and considering the expiration of the controlling permit and the provision contained in the Holding Permit according to which Arison will not vote with voting rights in excess of 5% of the means of control of the Bank, commencing from that date Arison is no longer deemed to be a controlling party of the Bank with respect to the provisions of the Companies Law, 5759-1999 and the Securities Law, 5728-1968 and the Bank is a banking corporation with no core of control.

For further details about the provisions of the Holding Permit and the provisions applicable to the Bank upon becoming a banking corporation with no core of control, see pages 292-294 of the reports of the Bank for the third quarter of 2018.

2. The date and time when the corporation first learned of the event or the matter:  
 22.11.2018 at 12:30 hours.  
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A Report Which Was Delayed in Accordance with Regulation 36 (b):

3. If the report was delayed – the reason for the delay in its submission:  
\_\_\_\_\_

4. On \_\_\_\_\_ at \_\_\_\_\_ the impediment to making the report was removed.

5.  The company is an enveloping company as defined in the TASE Rules and Regulations

Names of the signatories on behalf of the corporation and their titles:

Ofer Koren, Chief Financial Officer

Ofer Levy, Chief Accountant

Signed on 22.11.2018

The reference numbers of the previous documents on the subject (any citation made does not constitute inclusion by way of reference):

**2018-01-105493    2018-01-106855**

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: 06.11.2018

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,

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