

The following is an unofficial translation of the Hebrew report and has been prepared for convenience only. In case of any discrepancy, the Hebrew version prevails.

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 094 Transmitted via Magna 29/04/2018
(Public) Reference: 2018-01-033705

Immediate Report on a Senior Office Holder Who Ceased Holding His Office

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

Explanation: In accordance with 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 Tav 097, concurrently with the submission of this form.

1. First Name: *Amnon*
Name of Corporation / Family Name: *Dick*
Name of Corporation / Family Name and First Name in English: *Dick Amnon*
Category of Identification Number: *Identity Document Number*
Identification Number: *051770568*
Citizenship /Country of Incorporation or Registration: *Private person with Israeli citizenship*
Country of Citizenship / Incorporation or Registration: _____

2. The office that he has ceased to discharge:

1	<i>Independent Director</i>	-----
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Explanation: The following particulars should be filled in if he has ceased to discharge the office of a director who was appointed on behalf of a corporation that is a director

Name of the director corporation that appointed the individual: _____
Category of Identification Number: _____
Identification Number: _____
Citizenship / Country of Incorporation or Registration: _____
Country of Citizenship / Incorporation or Registration: _____

3. Date on which he ceased or will cease to hold office: *28/04/2018*. Date on which he began to hold office: *24/03/2010*

4. To the best of the Corporation's knowledge the retirement: *Does involve* circumstances that should be brought to the knowledge of the holders of securities of the Corporation.

The resignation is in accordance with the provisions of the Promotion of Competition and Reduction of Concentration Law, 5774-2013, and Section 11a1 of the Banking Ordinance, 1941, and the appointment of Mr. Amnon Dick as a director of Bezeq The Israel Telecommunication Corp. Ltd., considered a significant non-financial firm, while the Bank is a significant financial firm.

Explanation: If the retirement involved circumstances which should be brought to the knowledge of the holders of the securities of the Corporation, details should be given.

5. Manner in which office came to an end: *resignation*

6. The office of the Corporation which he continues to hold: *He holds no office of the Corporation*

Does he continue to serve as a senior office holder of the Company? *No*

Explanation: If he serves as an authorized electronic signatory and his job title has been changed – a report should be made on Form TAV 300. If he does not hold any office of the Corporation – a report should be made concurrently on Form TAV 301.

7. Was the director a member of a directors' committee? *Yes.*

Name of the committee: *Credit Committee; Information Technology Committee; Corporate Governance and Stakeholders Committee; Remuneration Committee in its expanded format.*

8. Will the senior office holder continue after his retirement to be an interested party by virtue of holdings: *No / By virtue of being a senior office holder as required under Regulation 33(h) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970*
No

9. Did the company view the retiring director as having accounting and financial expertise? *Yes*

10. Following is the text of the notice of resignation of an external director and the reasons for resigning

Explanation: Should only be filled in if it concerns the resignation of an external director.

11. Did the Company consider the retiring director as an independent director? *Yes*

Did the proportion of independent directors serving on the Board of Directors fall below the proportion of independent directors required under the provision in the Articles of Association regarding the independence of the Board of Directors? *N/A*

Notwithstanding the retirement, is there a majority of independent directors? _____

12. The date and time when it first became known to the Corporation of the event or the matter referred to in the report: *On 28/04/2018 at 9:00 p.m.*

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 29/04/2018

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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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,

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