

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. Tav 121 Transmitted via Magna 15/01/2019
www.tase.co.il (Public) Reference: 2019-01-005038

Immediate Report

Explanation: This form should not be used when there is a form appropriate to the reported event.

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.

Nature of the Event: Material Holder of Means of Control of the Bank

Reference numbers of previous reports on the subject: _____

Attached is file *Harel began to be a material holder 15119 isa.pdf*

The company *is not* an enveloping company as defined in the TASE Rules and Regulations

The date and time when the corporation first learned of the event: *15/01/2019 at 10:45*

*Names of the signatories on behalf of the Corporation: Elinor Houli, Her Job Title: Deputy Head of the Securities Operations and Trading in Israel Department
Anat Nagar, Her Job Title: Head of the Inquiries and Adjustments Section
Date Signed: 15.01.2019*

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: 31/12/2018

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 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

Bank Hapoalim B. M.

**Immediate Report on Some One Who Became a Material Holder of Means of Control of a
Banking Corporation With No Core of Control**

In accordance with Regulation 33 (f) of the Securities (Periodic and Immediate Reports) Regulations, 5130-1970

1. Particulars of the Holder

Name of the Corporation: Harel Insurance Investments & Financial Services Ltd.

Name of the Corporation in English: Harel Insurance Investments & Financial Services Ltd.

Type of Identification Number: A number with the Registrar of Companies in Israel

Identification Number: 520033986

Country of Incorporation: Israel

Address: 3 Abba Hillel Silver Ramat Gan

Particulars Regarding the Control of the Holder:

The controlling parties of Harel Insurance Investments & Financial Services (“Harel Investments”) are:

Yair Hamburger I. D. 007048674, Gideon Hamburger I. D. 007048663 and Nurit Manor I. D. 051171312 (“the Shareholders”), who together hold approximately 49.49% of the shares of Harel Investments mainly through G.Y.N. Economic Counselling and Investment \management 2017, a limited partnership wholly controlled and owned by the Shareholders, which they hold as limited partners, through private companies wholly owned by them. The rest of the shares of Harel Investments are held by the public.

2. The Holder’s Holdings of Shares of the Bank as of 31.12.2018:

Name of the Security	Number of the Security on the Stock Exchange	Quantity of Securities	Dormant	Extent of Holding		Extent of Holding (Fully Diluted)	
				Capital	Voting	Capital	Voting
Bank Hapoalim O. S.	662577	47,236,670.52	None	Capital	Voting	Capital	Voting
				3.53%	3.54%	3.53%	3.53%

The holdings specified above are holdings which form part of an institutional reporting group (as this term is defined by law) of the Harel Insurance Investments & Financial Services Ltd. group.

The Holder became a material holder of means of control of the Bank due to the Bank becoming a banking corporation with no core of control as of 22.11.2018. See the immediate report of the Bank of the same date (Reference No.: 2018-01-106951).