

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 048 Transmitted via Magna 23/10/2018  
(Public) Reference: 2018-01-096016

**Immediate Report on the Results of a Meeting**  
Regulation 36D of the Securities (Periodic and Immediate  
Reports) Regulations, 5730-1970

At an *Annual and Special Meeting* held on 23/10/2018, notice of the summoning of which was published in the form the reference number of which is 2018-01-084859 and the subjects of which which came up on the agenda thereof are:

| Serial<br>No. | Subject                                                                                                                                                                          |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1             | <i>The appointment of Mr. Richard Kaplan to the office of director of the Bank for a period of three years, commencing from 23rd October, 2018 and until 22nd October, 2021.</i> |

The resolutions set forth below were adopted:

*To approve the appointment of Mr. Richard Kaplan as a director of the Bank for a period of three years commencing from 23rd October, 2018 and until 22nd October, 2021.*

Explanation: If the meeting adopts a resolution for which the required majority according to law is not a simple majority, the report should also specify the following: The total number of shares which participated in the voting, the number of shares which voted for and against the proposal and the percentage of those of the total number of shares eligible to vote, distinguishing between the controlling parties or any one on their behalf and those who are not the controlling parties or any one on their behalf, and also noting any other distinction between shareholders which is required for adopting the resolution.

☐ The resolution which was adopted is according to Section 350 of the Companies Law, 5759-1999 or a resolution for modifying a trust deed at a meeting of note holders. In such cases particulars of those voting at the meeting who are institutional, interested parties or senior office holders should also be given, as set forth below:

The form can contain up to 40 lines (each line containing information about one holder of securities who voted at the meeting). Should the list of voters be greater than 40 the data about the additional voters should continue to be filled in on an additional form. The voting data should be keyed in in the same order as the above subjects.

- File \_\_\_\_\_. The file should include with respect to each voter the data required under this form.
- Particulars of the voting according to the numbering of the subjects set forth above.

| Serial | Numbering of<br>The Subject on<br>The Agenda | Family Name of<br>Shareholder or<br>Holder of Security/<br>Name of Corporation<br>(Hebrew) (1) | First Name of<br>Shareholder or<br>Holder of<br>Security | Quantity of<br>Securities | Personal<br>Interest (2) | Manner<br>Of Voting | Poll<br>Card/<br>Power of<br>Attorney |
|--------|----------------------------------------------|------------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------|--------------------------|---------------------|---------------------------------------|
| 1      | Subject                                      |                                                                                                |                                                          |                           |                          |                     |                                       |

**Explanations:**

- (1) The full name should be recorded as it is recorded with the Registrar of Companies or in the identification document.
- (2) Irrespective of whether it concerns any personal interest of the shareholder or the holder of securities or any personal interest of the holder of a power of attorney.

**1**

Family name of the shareholder or the holder of the security (Hebrew) / Name of the corporation (Hebrew): \_\_\_\_\_

First name of the shareholder or the holder of the security (Hebrew): \_\_\_\_\_

Family name of the shareholder or the holder of the security (in a foreign language):  
\_\_\_\_\_

First name of the shareholder or the holder of the security (in a foreign language):  
\_\_\_\_\_

Category of identification number: \_\_\_\_\_

Identification number: \_\_\_\_\_

Participation in the meeting is by virtue of holding a security the number of which is:  
\_\_\_\_\_

Place of incorporation of the shareholder or the holder of the security / Country of the passport:  
\_\_\_\_\_

Name of the holder of a power of attorney: \_\_\_\_\_

Category of identification number of the holder of the power of attorney: \_\_\_\_\_

Identification number of the holder of the power of attorney: \_\_\_\_\_

Country of the passport: \_\_\_\_\_

If the company knows of any connection between the voter (who has no personal interest) and the company or any of its controlling parties, including any employer – employee relationship, business connections and the like – the nature thereof should be specified:

1. This report is submitted further to the report/s specified below:

| <b>Report</b>   | <b>Publication Date</b> | <b>Reference Number</b> |
|-----------------|-------------------------|-------------------------|
| <i>Original</i> | <i>17/09/2018</i>       | <i>2018-01-084859</i>   |

*Remark:*

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*Mr. Richard Kaplan serves as a director on the Board of Directors of the Bank since July 1, 2018.  
See the immediate report of the Bank on his appointment as a director on July 1, 2018, reference no.  
2018-01-062554.*

*Names and positions 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 October 23, 2018*

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

***2018-01-062554      2018-01-064780      2018-01-084859***

Date on which the structure of the form was updated: 04/09/2018

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Name of Electronic Reporter: Shapira Ronit, Her Job Title: Secretary of the Bank, Name of Employing Company:.

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