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In case of any discrepancy, the Hebrew version prevails.

בנק הפועלים בע"מ

**Bank Hapoalim B.M.**

Registrar number: 520000118

To: Israel Securities Authority To: Tel Aviv Stock Exchange Ltd. Tav 049 Transmitted via Magna: November 8, 2023  
[www.isa.gov.il](http://www.isa.gov.il) [www.tase.co.il](http://www.tase.co.il) (Public) Reference: 2023-01-122787

**Immediate Report on the Results of a Meeting**

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

**Regulation 13 of the Securities Regulations (Transaction between a Company and a Controlling Shareholder thereof), 5761-2001**

**Regulation 22 of the Securities Regulations (Private Placement of Securities in a Listed Company), 5760-2000**

Explanation: This form is used to report all types of meetings.

Clarification: This form should be completed for each type of security regarding which an announcement of a call to meeting (Tav-460) has been published.

1. Meeting identification number: 2023-01-110688

Number of security on the stock exchange entitling the holder to participate in the meeting: 662577

Name of the entitling security on the stock exchange: Bank Hapoalim OS NIS 1

2. At the meeting: *General Meeting*, convened on November 8, 2023, the announcement of the summons to which was published on a form with the reference number 2023-01-110688, the items and resolutions on the agenda of which were:

Explanation: The items shall be entered in the order of their appearance on the most recent Form Tav 460 published in connection with the aforesaid meeting.

Serial number	Item number on the agenda (according to Tav 460 meeting summons report)	Details of the item	Summary of resolution	Resolved by the meeting
1	Item 1	Item summary: <i>Discussion of the annual financial statements and report of the Board of Directors of the Bank for 2022.</i>  Type of majority required for approval: ____  Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>Declaration: no matching classification field</i>  <i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.  Type of transaction/matter for the vote : _____	<i>Discussion of the annual financial statements and report of the Board of Directors of the Bank for 2022.</i>	<i>To report only.</i>

Serial number	Item number on the agenda (according to Tav 460 meeting summons report)	Details of the item	Summary of resolution	Resolved by the meeting
2	Item 2	<p>Item summary: <i>Approval of reappointment of the external auditors of the Bank.</i></p> <p>Type of majority required for approval: <i>Simple majority</i></p> <p>Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>Declaration: no matching classification field</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.</p> <p>Type of transaction/matter for the vote :</p>	<p><i>To approve the reappointment of Somekh Chaikin (KPMG), Certified Public Accountants, and Ziv Haft (BDO), Certified Public Accountants, as the joint auditors of the Bank, until the end of the next annual General Meeting of the Bank.</i></p>	<p><i>To approve.</i></p>
3	Item 3	<p>Item summary: <i>Appointment of an external director – Ms. Ronit Abramson Rokach</i></p> <p>Type of majority required for approval: <i>Not a simple majority</i></p> <p>Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>Appointment / extension of the service of an external director, as stated in Sections 239(b) or 245 of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.</p> <p>Type of transaction/matter for the vote :</p>	<p><i>To approve the appointment of Ms. Ronit Abramson Rokach for an additional term of office as an external director pursuant to the Companies Law of the Bank for a period of three years, as detailed in the Report (including as detailed in Section 1.3.2 of the Report).</i></p>	<p><i>To approve.</i></p>

Serial number	Item number on the agenda (according to Tav 460 meeting summons report)	Details of the item	Summary of resolution	Resolved by the meeting
4	Item 4	<p>Item summary: <i>Appointment of an external director – Ms. Michal Halperin.</i></p> <p>Type of majority required for approval: <i>Not a simple majority</i></p> <p>Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>Appointment / extension of the service of an external director, as stated in Sections 239(b) or 245 of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.</p> <p>Type of transaction/matter for the vote : _____</p>	<p><i>To approve the appointment of Ms. Michal Halperin for service as an external director pursuant to the Companies Law of the Bank for a period of three years, as detailed in the Report (including as detailed in Section 1.3.2 of the Report).</i></p>	<p><i>To approve.</i></p>
5	Item 5	<p>Item summary: <i>Appointment of an external director – Ms. Michal (Cohen) Kremer.</i></p> <p>Type of majority required for approval: <i>Not a simple majority</i></p> <p>Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>Appointment / extension of the service of an external director, as stated in Sections 239(b) or 245 of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.</p> <p>Type of transaction/matter for the vote : _____</p>	<p><i>To approve the appointment of Ms. Michal (Cohen) Kremer for service as an external director pursuant to the Companies Law of the Bank for a period of three years, as detailed in the Report (including as detailed in Section 1.3.2 of the Report).</i></p>	<p><i>Not to approve.</i></p>

Serial number	Item number on the agenda (according to Tav 460 meeting summons report)	Details of the item	Summary of resolution	Resolved by the meeting
6	Item 6	<p>Item summary: <i>Appointment of an Other director (that is not external) – Mr. Israel Trau.</i></p> <p>Type of majority required for approval: <i>Simple majority</i></p> <p>Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>Appointment or dismissal of a director, as stated in Sections 59 and 230 of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.</p> <p>Type of transaction/matter for the vote : _____</p>	<p><i>To approve the appointment of Mr. Israel Trau for an additional term of office as an Other director (that is not external) of the Bank for a period of three years, as detailed in the Report.</i></p>	<p><i>To approve.</i></p>
7	Item 7	<p>Item summary: <i>Appointment of an Other director (that is not external) – Mr. Mohammad Sayed Ahmad.</i></p> <p>Type of majority required for approval: <i>Simple majority</i></p> <p>Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>Appointment or dismissal of a director, as stated in Sections 59 and 230 of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.</p> <p>Type of transaction/matter for the vote : _____</p>	<p><i>To approve the appointment of Mr. Mohammad Sayed Ahmad to the office of an Other director (that is not external) of the Bank for a period of three years, as detailed in the Report.</i></p>	<p><i>Not to approve.</i></p>

Serial number	Item number on the agenda (according to Tav 460 meeting summons report)	Details of the item	Summary of resolution	Resolved by the meeting
8	Item 8	<p>Item summary: <i>Amendment of the Articles of Association of the Bank</i></p> <p>Type of majority required for approval: <i>Simple majority</i></p> <p>Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>changing the Articles of Association, as stated in Section 20 of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.</p> <p>Type of transaction/matter for the vote : _____</p>	<i>To adopt the amendments to the Articles of Association of the Bank pursuant to the version of the Articles of Association attached as Appendix A to the Report.</i>	<i>To approve.</i>
9	Item 9	<p>Item summary: <i>Approval of granting updated Letters of Commitment for Indemnity to Office Holders of the Bank.</i></p> <p>Type of majority required for approval: <i>Not a simple majority</i></p> <p>Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>a transaction with a CEO in connection with the terms of his service and employment pursuant to Section 272(C1)(1) of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.</p> <p>Type of transaction/matter for the vote : _____</p>	<i>To approve the granting of updated Letters of Commitment for Indemnity to directors and Office Holders of the Bank, who serve and will serve in the Bank from time to time, pursuant to the version of the Letter of Indemnity attached as Appendix B to the Report.</i>	<i>To approve.</i>

Serial number	Item number on the agenda (according to Tav 460 meeting summons report)	Details of the item	Summary of resolution	Resolved by the meeting
10	Item 10	<p>Item summary: <i>Approval of the Remuneration Policy for Office Holders in the Bank.</i></p> <p>Type of majority required for approval: <i>Not a simple majority</i></p> <p>Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>Approval of the Remuneration Policy pursuant to Section 267A(A) of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.</p> <p>Type of transaction/matter for the vote : _____</p>	<p><i>To approve the Remuneration Policy for Office Holders in the Bank, in the version attached as Appendix C to the Report in force from January 1, 2024 for a period of three years and to approve pursuant to Section 2(A) to the Remuneration Limitation Law, that according to the Remuneration Policy and the caps set thereof, the remuneration of Office Holders can exceed the remuneration level that is set in the aforesaid section with the approval of the Remuneration Committee and the Board of Directors, without an additional approval of the General Meeting.</i></p>	<p><i>To approve.</i></p>
11	Item 11	<p>Item summary: <i>Approval of the terms of service and employment of the CEO</i></p> <p>Type of majority required for approval: <i>Not a simple majority</i></p> <p>Classification of the resolution by sections of the Companies Law (excluding Sections 275 and 320(f) of the Companies Law): <i>a transaction with a CEO in connection with the terms of his service and employment pursuant to Section 272(C1)(1) of the Companies Law</i></p> <p><i>Not</i> a transaction between the company and a controlling shareholder thereof, as stated in Sections 275 and 320(f) of the Companies Law.</p> <p>Type of transaction/matter for the vote : _____</p>	<p><i>To approve the terms of service and employment of Mr. Dov Kotler as the CEO of the Bank in force from January 1, 2024 until December 31, 2026 pursuant to Section 5 to the Report, in accordance with Section 272 (C1) to the Companies Law and pursuant to Section 2(A) to the Remuneration Limitation Law.</i></p>	<p><i>To approve.</i></p>

List of votes on resolutions wherein the required majority for approval is not a simple majority:

- 1 A. Item summary: *Discussion of the annual financial statements and report of the Board of Directors of the Bank for 2022.*
- B. Resolved by the meeting: *To report only.*
- C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	_____		
Shares/securities participating in the vote	_____		
Shares/securities included in the count of votes	_____	Quantity: _____ Percentage of quantity: _____%	Quantity: _____ Percentage of quantity: _____%
Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	_____	Quantity: _____ Percentage: <sup>(2)</sup> _____%	Quantity: _____ Percentage: <sup>(2)</sup> _____%

General note: The percentage of the quantity is always in reference to the “quantity” column in the same row.

- (1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: \_\_\_\_%

Percentage of voters against, of total voting rights in the company: \_\_\_\_%

\_\_\_\_\_

Explanation: Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

\_\_\_\_\_ The company classified a shareholder who voted against the transaction as having a personal interest.

\_\_\_\_\_ The company classified a shareholder other than according to the shareholder’s self-classification.

- 2 A. Item summary: *Approval of reappointment of the external auditors of the Bank.*
- B. Resolved by the meeting: *To approve.*
- C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	_____		
Shares/securities participating in the vote	_____		
Shares/securities included in the count of votes	_____	Quantity: _____ Percentage of quantity: _____%	Quantity: _____ Percentage of quantity: _____%
Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	_____	Quantity: _____ Percentage: <sup>(2)</sup> _____%	Quantity: _____ Percentage: <sup>(2)</sup> _____%

General note: The percentage of the quantity is always in reference to the “quantity” column in the same row.

- (1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: \_\_\_\_%

Percentage of voters against, of total voting rights in the company: \_\_\_\_%

\_\_\_\_\_

**Explanation:** Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

\_\_\_\_\_ The company classified a shareholder who voted against the transaction as having a personal interest.

\_\_\_\_\_ The company classified a shareholder other than according to the shareholder's self-classification.

- 3 A. Item summary: *Appointment of an external director - Ms. Ronit Abramson Rokach .*
- B. Resolved by the meeting: *To approve.*
- C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	1,337,267,218		
Shares/securities participating in the vote	927,711,379		
Shares/securities included in the count of votes	923,515,259	Quantity: 889,554,456 Percentage of quantity: 96.32%	Quantity: 33,960,803 Percentage of quantity: 3.68%
Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	923,515,259	Quantity: 889,554,456 Percentage: <sup>(2)</sup> 96.32%	Quantity: 33,960,803 Percentage: <sup>(2)</sup> 3.68%

**General note:** The percentage of the quantity is always in reference to the "quantity" column in the same row.

- (1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: 96.32 %

Percentage of voters against, of total voting rights in the company: 2.54%

*Shares that participated in the vote and were not included in the number of votes include shares that voted "abstain".*

**Explanation:** Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

*No* The company classified a shareholder who voted against the transaction as having a personal interest.



No The company classified a shareholder other than according to the shareholder's self-classification.

- 4 A. Item summary: *Appointment of an external director – Ms. Michal Halperin*  
 B. Resolved by the meeting: *To approve.*  
 C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	1,337,267,218		
Shares/securities participating in the vote	837,348,976		
Shares/securities included in the count of votes	666,611,817	Quantity: 661,986,348 Percentage of quantity: 99.31%	Quantity: 4,625,469 Percentage of quantity: 0.69%
Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	666,611,817	Quantity: 661,986,348 Percentage: <sup>(2)</sup> 99.31%	Quantity: 4,625,469 Percentage: <sup>(2)</sup> 0.69%

General note: The percentage of the quantity is always in reference to the "quantity" column in the same row.

- (1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: 99.31%

Percentage of voters against, of total voting rights in the company: 0.35%

*Shares that participated in the vote and were not included in the number of votes include shares that voted "abstain".*

Explanation: Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

No The company classified a shareholder who voted against the transaction as having a personal interest.

No The company classified a shareholder other than according to the shareholder's self-classification.

- 5 A. Item summary: *Appointment of an external director – Ms. Michal (Cohen) Kremer.*  
 B. Resolved by the meeting: *Not to approve.*  
 C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	1,337,267,218		
Shares/securities participating in the vote	671,500,555		
Shares/securities included in the count of votes	606,114,838	Quantity: 426,055,789 Percentage of quantity: 70.29%	Quantity: 180,059,049 Percentage of quantity: 29.71%
Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	606,114,838	Quantity: 426,055,789 Percentage: <sup>(2)</sup> 70.29%	Quantity: 180,059,049 Percentage: <sup>(2)</sup> 29.71%

General note: The percentage of the quantity is always in reference to the “quantity” column in the same row.

- (1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: 70.29%

Percentage of voters against, of total voting rights in the company: 13.46%

Shares that participated in the vote and were not included in the number of votes include shares that voted "abstain".

Explanation: Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

No The company classified a shareholder who voted against the transaction as having a personal interest.

No The company classified a shareholder other than according to the shareholder’s self-classification.

- 6 A. Item summary: *Appointment of an Other director (that is not external) – Mr. Israel Trau.*
- B. Resolved by the meeting: *To approve.*
- C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	_____		
Shares/securities participating in the vote	_____		
Shares/securities included in the count of votes	_____	Quantity: _____ Percentage of quantity: _____%	Quantity: _____ Percentage of quantity: _____%
Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	_____	Quantity: _____ Percentage: <sup>(2)</sup> _____%	Quantity: _____ Percentage: <sup>(2)</sup> _____%

General note: The percentage of the quantity is always in reference to the “quantity” column in the same row.

- (1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: \_\_\_\_%

Percentage of voters against, of total voting rights in the company: \_\_\_\_%

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Explanation: Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

\_\_\_\_\_ The company classified a shareholder who voted against the transaction as having a personal interest.

\_\_\_\_\_ The company classified a shareholder other than according to the shareholder's self-classification.

- 7 A. Item summary: *Appointment of an Other director (that is not external)– Mr. Mohammad Sayed Ahmad.*  
 B. Resolved by the meeting: *Not to approve.*  
 C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	_____		
Shares/securities participating in the vote	_____		
Shares/securities included in the count of votes	_____	Quantity: _____ Percentage of quantity: _____%	Quantity: _____ Percentage of quantity: _____%
Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	_____	Quantity: _____ Percentage: <sup>(2)</sup> _____%	Quantity: _____ Percentage: <sup>(2)</sup> _____%

General note: The percentage of the quantity is always in reference to the "quantity" column in the same row.

- (1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: \_\_\_\_%

Percentage of voters against, of total voting rights in the company: \_\_\_\_%

\_\_\_\_\_

Explanation: Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

\_\_\_\_\_ The company classified a shareholder who voted against the transaction as having a personal interest.

\_\_\_\_\_ The company classified a shareholder other than according to the shareholder's self-classification.

- 8 A. Item summary: *Amendment of the Articles of Association of the Bank.*  
 B. Resolved by the meeting: *To approve.*  
 C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	_____		
Shares/securities participating in the vote	_____		
Shares/securities included in the count of votes	_____	Quantity: _____ Percentage of quantity: _____%	Quantity: _____ Percentage of quantity: _____%

Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	_____	Quantity: _____ Percentage: <sup>(2)</sup> _____%	Quantity: _____ Percentage: <sup>(2)</sup> _____%
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General note: The percentage of the quantity is always in reference to the “quantity” column in the same row.

- (1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: \_\_\_\_%

Percentage of voters against, of total voting rights in the company: \_\_\_\_%

\_\_\_\_\_

Explanation: Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

\_\_\_\_\_ The company classified a shareholder who voted against the transaction as having a personal interest.

\_\_\_\_\_ The company classified a shareholder other than according to the shareholder’s self-classification.

- 9 A. Item summary: *Approval of granting updated Letters of Commitment for Indemnity to Office Holders of the Bank.*
- B. Resolved by the meeting: *To approve.*
- C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	1,337,267,218		
Shares/securities participating in the vote	927,711,379		
Shares/securities included in the count of votes	927,315,468	Quantity: 923,296,541 Percentage of quantity: 99.57%	Quantity: 4,018,927 Percentage of quantity: 0.43%
Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	927,315,468	Quantity: 923,296,541 Percentage: <sup>(2)</sup> 99.57%	Quantity: 4,018,927 Percentage: <sup>(2)</sup> 0.43%

General note: The percentage of the quantity is always in reference to the “quantity” column in the same row.

- (1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: 99.57%

Percentage of voters against, of total voting rights in the company: 0.30%

Shares that participated in the vote and were not included in the number of votes include shares that voted "abstain".

**Explanation:** Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

No The company classified a shareholder who voted against the transaction as having a personal interest.

No The company classified a shareholder other than according to the shareholder's self-classification.

**10** A. Item summary: *Approval of the Remuneration Policy for Office Holders in the Bank.*

B. Resolved by the meeting: *To approve.*

C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	1,337,267,218		
Shares/securities participating in the vote	927,711,379		
Shares/securities included in the count of votes	927,711,379	Quantity: 868,509,767 Percentage of quantity: 93.62%	Quantity: 59,201,612 Percentage of quantity: 6.38%
Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	927,711,379	Quantity: 868,509,767 Percentage: <sup>(2)</sup> 93.62%	Quantity: 59,201,612 Percentage: <sup>(2)</sup> 6.38%

General note: The percentage of the quantity is always in reference to the "quantity" column in the same row.

(1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.

(2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: 93.62%

Percentage of voters against, of total voting rights in the company: 4.43%

**Explanation:** Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

No The company classified a shareholder who voted against the transaction as having a personal interest.

No The company classified a shareholder other than according to the shareholder's self-classification.

**11** A. Item summary: *Approval of the terms of service and employment of the CEO of the Bank*

B. Resolved by the meeting: *To approve.*

C. The resolution concerns the matter of: \_\_\_\_\_

	Quantity	Votes for	Votes against
Total voting rights	1,337,267,218		
Shares/securities participating in the vote	927,711,379		

Shares/securities included in the count of votes	927,711,379	Quantity: 874,449,786 Percentage of quantity: 94.26%	Quantity: 53,261,593 Percentage of quantity: 5.74%
Shares/securities participating in the vote not classified as having a personal interest <sup>(1)</sup>	927,711,379	Quantity: 874,449,786 Percentage: <sup>(2)</sup> 94.26%	Quantity: 53,261,593 Percentage: <sup>(2)</sup> 5.74%

General note: The percentage of the quantity is always in reference to the “quantity” column in the same row.

- (1) The quantity of shares/securities participating in the vote and not classified as shares the owners of which have a personal interest or as shares held by the controlling shareholder, and, with regard to the appointment of external directors, not having a personal interest in the approval of the appointment other than a personal interest not as a result of a relationship with the controlling shareholder.
- (2) The percentage of votes for/against approval of the transaction, of the total voters who do not have a personal interest in the transaction / who are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest not as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of the total voters who are not controlling shareholders of the company / who do not have a personal interest in approval of the resolution: 94.26%

Percentage of voters against, of total voting rights in the company: 3.98%

Explanation: Add explanation if the quantity of shares participating in the vote is greater than the quantity of shares included in the count of votes.

No The company classified a shareholder who voted against the transaction as having a personal interest.

No The company classified a shareholder other than according to the shareholder’s self-classification.

3. List of voters at the meeting who are institutional, interested parties, or senior office holders:

TXT file [49\\_2023-01-110688.txt](#)

Note: Further to the [notice to corporations](#), the “voting results processing” accessory should be used to assist in production of the information required for the report. Responsibility for the correctness and completeness of the information in accordance with the law rests solely with the reporting corporation.

The “voting results processing” accessory can be downloaded from the ISA website: [here](#).

4. This report is submitted further to the following report/s:

Report	Date of release	Reference number
Original	28/9/2023	2023-01-110688

#### Details of signatories authorized to sign on behalf of the corporation

	Name of signatory	Position
1	Gilad Bloch	Corporate Secretary
2	Amit Levy	Other Legal Counsel to the Board of Directors

Explanation: According to Regulation 5 of the Periodic and Immediate Reports Regulations, 5730-1970, a report filed pursuant to these Regulations should be signed by the persons authorized to sign on behalf of the corporation. The ISA staff position on this subject can be found on the ISA website: [Click here](#).

*A note regarding the existence of business relationships - taking into account the size of the Bank Group, the scope of its business and the variety of services it provides and receives, some of the shareholders/holders of a power of attorney, and in particular institutional financial entities or the controlling shareholders therein, have relationships with the Bank in the normal and ongoing course of business, including the provision of credit and banking services, services related to capital market activity, operation and distribution service, purchasing insurance coverages, providing joint loans to third parties and other financial transactions. There may be relationships between shareholders, who are institutional entities that provide financial services in the course of their business, and Office Holders in the Bank*

Reference numbers of previous documents on this subject (citation does not constitute inclusion by reference):

Securities of the corporation are listed for trading on the Tel Aviv Stock Exchange.

Date of update of form structure: October 10, 2023

Abbreviated name: Poalim

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Email: [gilad.bloch@poalim.co.il](mailto:gilad.bloch@poalim.co.il) Company website: <http://www.bankhapoalim.co.il>

Previous names of reporting entity:

Name of electronic reporter: Bloch Gilad Position: Corporate Secretary Name of employing company:

Address: Yehuda Halevi 63, Tel Aviv Jaffa 6578109 Telephone: 03-567-3800 Fax: 03-567-4576 Email: [gilad.bloch@poalim.co.il](mailto:gilad.bloch@poalim.co.il)