

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.

September 5, 2021

Securities Authority
Via Magna

Tel Aviv Stock Exchange Ltd.
Via Magna

Re: **Immediate Report ("the Report") Regarding the Convening of an Annual General Meeting of the Shareholders of Bank Hapoalim B. M. ("the Bank")**

Further to the preliminary notice issued by the Bank regarding the intention to convene an annual meeting of the shareholders of the Bank and pursuant to the Companies Law, 5759-1999 ("**the Companies Law**"), the Security Regulations (Periodic and Immediate Reports), 5730-1970 ("**the Reports Regulations**"), the Companies Regulations (Notice and Advertisement About a General Meeting and a Class Meeting of a Public Company and the Addition of a Subject to the Agenda), 5760-2000 ("**the Notice and Advertisement Regulations**") and the Companies Regulations (Voting in Writing and Position Statements), 5765-2005 ("**the Voting in Writing Regulations**"), the Bank respectfully gives notice that the annual general meeting of the shareholders of the Bank ("**the Meeting**") will convene on Thursday, October 21, 2021, at 16:00 hours at the Bank's offices, 63 Yehuda Halevy Street, Tel-Aviv (Level 6, Room 608), on the agenda of which are the subjects and resolutions, as set forth below.

1. **The items on the agenda of the Meeting and the form of the proposed resolutions**

1.1. **Item No. 1 on the agenda – Discussion of the financial statements and the report of the Board of Directors of the Bank for 2020**

A discussion of the company's audited annual financial statements as at December 31, 2020, and the reports of the Board of Directors and Board of Management for the year then ended (jointly – "**the Periodic Report for 2020**").

This matter shall not be put to the vote.

The Periodic Report for 2020, as released by the Bank on March 11, 2021 (Ref. no.: 2021-01-031725), may be inspected on the distribution website of the Securities Authority, at: <http://www.magna.isa.gov.il> ("**the Distribution Website**") and on the website of the Tel Aviv Stock Exchange Ltd., at: <http://maya.tase.co.il> ("**the TASE Website**").

1.2. **Item No. 2 on the agenda – Approval of the reappointment of the Bank's auditors**

As at the date of the Report, Somekh Chaikin (KPMG), Certified Public Accountants and Ziv Haft (BDO), Certified Public Accountants serve jointly as

the auditors of the Bank and they were appointed as such until the end of the annual general meeting, called under this Report.

At the recommendation of the Audit Committee of the Board of Directors of the Bank, it is proposed to reappoint Somekh Chaikin (KPMG), Certified Public Accountants and Ziv Haft (BDO), Certified Public Accountants, as the Bank's joint auditors, until the end of the next annual general meeting of the Bank.

Details about the fees of the Bank's auditors for 2020, for audit and additional services, which were determined by the Bank's Board of Directors, are included in the Periodic Report for 2020 (p. 431).

Form of the proposed resolution:

To approve the reappointment of Somekh Chaikin (KPMG), Certified Public Accountants and Ziv Haft (BDO), Certified Public Accountants , as the Bank's joint auditors, until the end of the next annual general meeting of the Bank.

1.3. Items Nos. 3-5 on the agenda – Appointment of two external directors pursuant to Directive 301

At this Meeting, two external directors are to be elected for appointment pursuant to Proper Conduct of Banking Business Directive 301 (Board of Directors) of the Supervisor of Banks ("**Directive 301**," "**301 External Director**"), for a term of office of three years, out of the three candidates proposed by the Committee for the Appointment of Directors in Banking Corporations, which was appointed according to Section 36A of the Banking (Licensing) Law, 5741-1981 (the "**Banking Law**" and the "**Director Appointment Committee**," respectively). They are:

- 1.3.1. Mr. Yoel Mintz (proposed for election as Item no. 3 on the agenda).
- 1.3.2. Mr. Ron Hadassi (proposed for election as Item no. 4 on the agenda).
- 1.3.3. Mr. Ruben Krupik (proposed for election for an additional term of office as Item no. 5 on the agenda).

The term of office of one 301 External Director will commence on the later of the date of approval by the Meeting and the date of approval of or non-objection to the appointment by the Supervisor of Banks (the "**Supervisor**" and the "**Approval of the Appointment by the Supervisor**"), in accordance with the provisions of Section 11A of the Banking Ordinance, 1941 (the "**Banking Ordinance**").

The term of office of the second 301 External Director will commence on the later of February 18, 2022 (the second term of office of Mr. Ruben Krupik, who holds office as a 301 External Director at this time, comes to an end on February 17, 2022), and the date of the Approval of the Appointment by the Supervisor.

If Mr. Ruben Krupik is elected, his additional term of office will commence on the later of February 18, 2022, and the date of the Approval of the Appointment by the Supervisor. If two new 301 External Directors are elected,

their terms of office will commence in the order in which the approval of the Supervisor for the appointments is received.

For further particulars pertaining to the appointment of directors, see Clause 2 of the Report. For particulars about the aforesaid candidates and the proposed resolutions, see Clause 3 of the Report.

1.4. Items Nos. 6-7 on the agenda – Appointment of one other (non-external) director

At this Meeting, one “other” director is to be elected (who is not an external director pursuant to the Companies Law or Directive 301), for appointment for a period of three years, out of the two candidates proposed by the Director Appointment Committee. They are:

1.4.1. Ms. Odelia Levanon (proposed for election as Item no. 6 on the agenda).

1.4.2. Ms. Ronit Schwartz (proposed for election as Item no. 7 on the agenda).

The term of office of the candidate elected will commence on the later of the approval of the Meeting and the date of the Approval of the Appointment by the Supervisor.

For further particulars pertaining to the appointment of directors, see Clause 2 of the Report. For particulars about the aforesaid candidates and the proposed resolutions, see Clause 3 of the Report.

2. Further particulars pertaining to the appointment of directors (Items 3-8 on the agenda)

2.1. Eight directors serve on the Board of Directors of the Bank at this time, as of June 30, 2021, following the resignation of Stanley Fischer from the office of a director at the Bank, for personal reasons.

2.2. Further to the aforesaid resignation and in response to the request of the Board of Directors of the Bank, the Supervisor notified the Bank, in July 2021, that he granted approval for the Board of Directors of the Bank to remain with nine directors (instead of ten) after the annual meeting of 2021, until the date of the following general meeting, and until October 2022 at the latest.

2.3. Ahead of the annual meeting which is the subject of this summons, the Director Appointment Committee was requested to propose candidates to the Bank for three positions of office: two external directors pursuant to Directive 301 (for the position of Mr. Ruben Krupik, whose second term of office ends in February 2022, and one additional position); and one “other” director, for the position of Mr. Richard Kaplan, whose first term of office is scheduled to end in October 2021, and who has withdrawn his candidacy for an additional term of office for personal reasons.

2.4. For this Meeting, five candidates were proposed by the Director Appointment Committee: three candidates for the office of external director pursuant to Directive 301, of which the Meeting is to select two directors; and two

candidates for the office of other (non-external) director, of which the Meeting is to select one director.

- 2.5. The Bank has asked the Director Appointment Committee to propose candidates for office to the general meeting according to the following specifications: at least one of the candidates proposed (of all of the positions open for election) must have accounting and financial expertise; with the aim of allowing a greater rate of representation of women on the Board of Directors of the Bank, the committee was asked to propose at least one woman as a candidate for office; at least one of the candidates proposed must have knowledge and experience in the area of information technology, while knowledge and experience in the areas of core banking infrastructures and systems or in the areas of cloud technologies and cybersecurity would constitute an advantage; all of the candidates must have business, managerial, or academic experience, personal integrity, and the qualifications and ability to contribute significantly to the work of the Board of Directors in guiding strategy and policy and in carrying out its duties in the areas of supervision and control; knowledge and experience in the area of innovation or in the areas of marketing and customer experience would constitute an advantage.
- 2.6. The declarations of the candidates for office as directors regarding their compliance with all of the terms and conditions prescribed by law for their serving as directors of the Bank, including with reference to the fact that it is a banking corporation with no core of control, are attached to the summoning report.
- 2.7. Voting with respect to each director shall be made separately and the shareholders may vote for each one of the candidates for office as a director.
- 2.8. Section 11A (a) of the Banking Ordinance determines that “no person shall hold office as an officer in a banking corporation unless notice is delivered to the Supervisor, at least 60 days before the commencement of office, and the Supervisor shall not have announced his objection to the said appointment within the said period, or shall have announced his consent thereto”. Therefore, the holding of office by the elected candidates is contingent on the Approval of the Appointment by the Supervisor.
- 2.9. If before any of the selected directors actually takes office it transpires that he will not take his office for any reason whatsoever, any of the other candidates of the same qualification (i.e. the qualification of a 301 External Director or the qualification of an "other" director) who receives the necessary majority for being selected (if there is such a candidate) shall be deemed selected in his stead by the General Meeting.
- 2.10. The directors of the Bank (with the exception of the Chairman of the Board of Directors) are entitled, for their service, to the payment of annual remuneration and to participation remuneration in the maximum amounts that may be paid to an external director/expert external director (as the case may be) in accordance with the provisions of the Companies Regulations (Rules on External Directors' Remuneration and Expenses), 5760-2000 ("**the Remuneration Regulations**"), as they may be from time to time, and

according to the Bank's rank in each fiscal year.¹ In addition, all of the directors are entitled to a letter of indemnification in accordance with the resolution of the general meeting of 3.1. 2012, a letter of exemption in accordance with the resolution of the general meeting dated 18.2.2016, and they shall be insured according to a D&O liability insurance policy of the Bank as it may be from time to time, all, also according to the provisions of the policy of remuneration of office holders of the Bank that was approved by the general meeting of the Bank's shareholders of October 22, 2020.

3. **Below are details, to the best of the Bank's knowledge, about the candidates for office as directors, as required in accordance with Regulations 26 and 36B(a)(10) of the Reports Regulations:**

3.1. **Item 3 on the agenda – Election of Mr. Yoel Mintz for office as an external director pursuant to Directive 301**

3.1.1. Details according to Regulation 26 of the Reports Regulations

Director's name	Yoel Mintz
Identification number	052302825
Date of birth	February 3, 1954
Address for service of process	58 Hamatsbi'im, Tel Aviv
Nationality	Israeli
Membership in board committees	To be determined.
External director or independent director	Candidate for the office of an external director pursuant to Directive 301 who is also an independent director.
Accounting and financial expertise or professional qualifications	Has accounting and financial expertise and professional qualifications.
Expert director	Yes
Employee of the Bank, a subsidiary, a related company, or an interested party	No
Date of beginning of service as a director of the Bank	At the later of the date of approval by the Meeting or February 18, 2022 (as relevant, see Section 1.3 of the Report) and the date of the Approval of the Appointment by the Supervisor.
Education	BA in Economics, MBA, Tel Aviv University.

¹ For details regarding the terms of service of the Chairman of the Board of Directors, Mr. Ruben Krupik, which were approved by the general meeting with respect to the period up to the end of 2023, see the general meeting summons report issued on September 17, 2020 (reference: 2020-01-093667), and the immediate report issued by the Bank on March 21, 2021 (reference: 2021-01-040119).

Occupation in last five (5) years	5.2012 to 5.2020 – Chairman of the board of directors of Bank Leumi (UK). 5.2012 to 7.2019 – Chairman of the board of directors of Bank Leumi Romania. 4.2017 to 2.2020 – Member of the board of directors of Bank Leumi USA. 5.2012 to 4.2017 – Member of management at Bank Leumi LeIsrael Ltd., head of the international credit and real estate division.
Service as a director at additional corporations	No
Family member of an interested party of the Bank	No
A director considered by the Bank to have accounting and financial expertise for the purpose of compliance with the minimum number established by the Board of Directors pursuant to Section 92(A)(12) of the Companies Law	Yes

3.1.2. Qualifications of the candidate

Based on his education, professional experience, and qualifications, and based on the declaration of Mr. Yoel Mintz and the specifics he provided, Mr. Yoel Mintz was assessed by the Board of Directors of the Bank as having **accounting and financial expertise and professional qualifications** according to the provisions of the Companies Regulations (Conditions and Tests for Directors Having Accounting and Financial Expertise and Directors Having Professional Qualifications), 5766-2005 (the “**Expertise and Qualification Regulations**”) (and with respect to the professional qualifications, also according to Directive 301), and as a **person who, due to his education, experience, and qualifications, is highly proficient and has a thorough understanding of the Bank’s core business**, according to the Remuneration Regulations.

Furthermore, Mr. Yoel Mintz will be considered to have **experience in banking**, as defined in Directive 301.

Mr. Yoel Mintz signed a declaration according to the requirements of Sections 224B and 241 of the Companies Law. His declaration is attached to the Report and may also be inspected at the Bank’s registered office.

3.1.3. Resolution of the Audit Committee with regard to negligible ties

The Audit Committee has confirmed, based on facts presented to it and on the basis of the candidate's declarations, that the following ties and circumstances in relation to the candidate or anyone with whom

he maintains a close relationship do not constitute affinity pursuant to the Banking Ordinance and Directive 301, as they are retail business ties or negligible ties, and that they do not constitute affinity pursuant to Section 240(b) of the Companies Law, or alternatively, at most they constitute negligible ties that do not constitute affinity, pursuant to the Companies Regulations (Matters that Do Not Constitute Affinity), 5767-2006 (the “**Lack of Affinity Regulations**”):

Bank accounts of the candidate, his relatives, and those close to him; ties between the Bank / the Bank Group and the candidate, his relatives, or those close to him that are ties of a service provider with a customer in the ordinary course of business, and which include or may include management of current accounts and securities accounts, deposits and savings plans, credit cards, credit and credit facilities, investment portfolio management, pension advising, various insurance policies, or other financial products/services provided by the Bank Group or by material holders of the Bank; as well as ties that have ended of the candidate with Bank Leumi (within which he served as chairman of the board of directors of Bank Leumi UK until May 2020), with which the Bank has ties in the ordinary course of routine business.

The Audit Committee also determined that the conditions for qualification for the appointment of an external director, set forth in Section 240(b) to (f) of the Companies Law, are fulfilled with respect to Mr. Mintz, for the purpose of his classification as an independent director.

3.1.4. Form of the proposed resolution

To approve the appointment of Mr. Yoel Mintz to the office of external director pursuant to Directive 301 of the Bank for a period of three years, as detailed in the Report.

3.2. **Item 4 on the agenda – Election of Mr. Ron Hadassi as an external director pursuant to Directive 301**

3.2.1. Details according to Regulation 26 of the Reports Regulations

Director's name	Ron Hadassi
Identification number	059258269
Date of birth	March 24, 1965
Address for service of process	13 Yigael Yadin, Hod Hasharon
Nationality	Israeli
Membership in board committees	To be determined.
External director or independent director	Candidate for the office of an external director pursuant to Directive 301 who is also an independent director.

Accounting and financial expertise or professional qualifications	Has accounting and financial expertise and professional qualifications.
Expert director	Yes
Employee of the Bank, a subsidiary, a related company, or an interested party	No
Date of beginning of service as a director of the Bank	At the later of the date of approval by the Meeting or February 18, 2022 (as relevant, see Section 1.3 of the Report), and the date of the Approval of the Appointment by the Supervisor.
Education	BA in Economics, Political Science, and Law, MBA (specializing in finance and marketing), Tel Aviv University. Licensed attorney as of 1995.
Occupation in last five (5) years	Director at several companies (see the next row of this table). From 5.2018, CEO of Elbit Imaging Ltd. From 4.2020, CEO of Elbit Medical Technologies Ltd. From 2.2019, Trustee of Brookland Upreal Ltd. From 7.2020, Trustee of Starwood West Ltd. 6.2007 to 9.2016 – Vice chairman of Shufersal Ltd. 11.2017 to 12.2020 – Independent director at A. Luzon Real Estate & Finance Ltd. External lecturer on banking and finance at the Hebrew University of Jerusalem and the College of Management.
Service as a director at additional corporations	Director at Plaza Centers N.V., Qualitau Ltd., Oil Refineries Ltd., Carmel Winery Ltd., and the Iskoor Metal & Steels Ltd. group; external director at Brack Capital Properties N.V., Bareket Capital Ltd., and Psagot Securities Ltd.; chairman of the board of directors at Elbit Imaging Ltd. and Elbit Medical Technologies Ltd.
Family member of an interested party of the Bank	No
A director considered by the Bank to have accounting and financial expertise for the purpose of compliance with the minimum number established by the Board of Directors pursuant to Section 92(A)(12) of the Companies Law	Yes

3.2.2. Mr. Hadassi has given notice that subject to his election as a director at the Bank, before his appointment at the Bank takes effect, he will resign from his positions at the following companies: Oil Refineries Ltd. (which is a significant non-financial corporation), Psagot Securities Ltd. (which is a financial entity), and Bareket Capital Ltd. (which is a non-bank financing company). Mr. Hadassi has also given notice that subject to his election as a director at the Bank, his duties at the Elbit Group (Elbit Imaging Ltd., Elbit Medical Technologies Ltd., and Plaza Centers N.V.) will be significantly reduced by the end of 2021.

3.2.3. Qualifications of the candidate

Based on his education, professional experience, and qualifications, Mr. Ron Hadassi was assessed by the Board of Directors of the Bank as having **accounting and financial expertise and professional qualifications** according to the provisions of the Expertise and Qualification Regulations (and with respect to the professional qualifications, also according to Directive 301), and as **a person who, due to his education, experience, and qualifications, is highly proficient and has a thorough understanding of the Bank's core business**, according to the Remuneration Regulations.

Mr. Ron Hadassi signed a declaration according to the requirements of Sections 224B and 241 of the Companies Law. His declaration is attached to the Report and may also be inspected at the Bank's registered office.

3.2.4. Resolution of the Audit Committee with regard to negligible ties

The Audit Committee has confirmed, based on facts presented to it and on the basis of the declarations of Mr. Ron Hadassi, that the following ties and circumstances in relation to Mr. Ron Hadassi or anyone with whom he maintains a close relationship do not constitute affinity pursuant to the Banking Ordinance and Directive 301, as they are retail business ties or negligible ties, and that they do not constitute affinity pursuant to Section 240(b) of the Companies Law, or alternatively, at most they constitute negligible ties that do not constitute affinity, pursuant to the Lack of Affinity Regulations.

Accounts at the Bank of the candidate, his relatives, and those close to him (including a company where he serves as a position holder / trustee), of higher education institutions where the candidate serves as an external lecturer, and, for reasons of caution, ties of the Bank with several companies where the candidate serves as a director (his service at some of the companies will end before his appointment at the Bank takes effect), and ties of the Bank with a former employer of the candidate, with which the candidate had a retirement arrangement that ended at the end of 2020; and ties between the Bank / Bank Group and the candidate, his relatives, or those close to him which are ties between a service provider and a customer in the ordinary course of business, which include or may include

management of current accounts and securities accounts, deposits and savings plans, credit cards, credit and credit facilities, investment portfolio management, pension advising, various insurance policies, or other financial products/services provided by the Bank group or by material holders of the Bank.

The Audit Committee also determined that the conditions for qualification for the appointment of an external director, set forth in Section 240(b) to (f) of the Companies Law, are fulfilled with respect to Mr. Hadassi, for the purpose of his classification as an independent director.

3.2.5. Form of the proposed resolution

To approve the appointment of Mr. Ron Hadassi to the office of external director pursuant to Directive 301 of the Bank for a period of three years, as detailed in the Report.

3.3. **Item 5 on the agenda – Election of Mr. Ruben Krupik for an additional term of office as an external director pursuant to Directive 301**

3.3.1. Details according to Regulation 26 of the Reports Regulations

Director's name	Ruben Krupik
Identification number	013482518
Date of birth	August 22, 1951
Address for service of process	3 Ha'emek, Hod Hasharon
Nationality	Israeli
Membership in board committees	Chairperson of the board committees: strategy and business development committee, credit committee, and corporate governance and stakeholders committee . Member of the board committees: information technology and technological innovation committee, risk management and control committee, and the committee for monitoring implementation of the resolutions of the bank with the United States authorities.
External director or independent director	External director pursuant to Directive 301.
Accounting and financial expertise or professional qualifications	Has accounting and financial expertise and professional qualifications.
Expert director	Yes
Employee of the Bank, a subsidiary, a related company, or an interested party	No (as of July 2020 serves as Chairman of the Board of Directors of the Bank).

Date of beginning of service as a director of the Bank	February 18, 2022 (serves as a director at the Bank as of February 18, 2016).
Education	BA in Economics and Political Science, Hebrew University of Jerusalem. LLM, Tel Aviv University. Graduate of business course at the Kellogg Recanati Center, Tel Aviv University.
Occupation in last five (5) years	As of February 2016, serves as a 301 External Director at the Bank; as of June 2020, serves as Chairman of the Board of Directors of the Bank.
Service as a director at additional corporations	Chairman of the Poalim for the Community registered non-profit organization; director at Nik Technologies Ltd. (a family firm under full ownership); member of the executive board of the Institute for Medical Biomathematics (registered non-profit organization).
Family member of an interested party of the Bank	No
A director considered by the Bank to have accounting and financial expertise for the purpose of compliance with the minimum number established by the Board of Directors pursuant to Section 92(A)(12) of the Companies Law	Yes

3.3.2. Qualifications of the candidate

Based on his education, professional experience, and qualifications, and further to previous resolutions of the Board of Directors, Mr. Ruben Krupik was assessed by the Board of Directors of the Bank as having **accounting and financial expertise and professional qualifications** according to the provisions of the Expertise and Qualification Regulations (and with respect to the professional qualifications, also according to Directive 301), and as **a person who, due to his education, experience, and qualifications, is highly proficient and has a thorough understanding of the Bank's core business**, according to the Remuneration Regulations.

Mr. Ruben Krupik signed a declaration according to the requirements of Sections 224B and 241 of the Companies Law. His declaration is attached to the Report and may also be inspected at the Bank's registered office.

3.3.3. Resolution of the Audit Committee with regard to negligible ties

The Audit Committee has confirmed, based on facts presented to it and on the basis of the candidate's declarations, that the following ties and circumstances in relation to the candidate or anyone with whom

he maintains a close relationship do not constitute affinity pursuant to the Banking Ordinance and Directive 301, as they are retail business ties or negligible ties, and that they do not constitute affinity pursuant to Section 240(b) of the Companies Law, or alternatively, at most they constitute negligible ties that do not constitute affinity, pursuant to the regulations concerning the absence of affinity:

Accounts at the Bank with a positive balance of the candidate, and accounts of his relatives, and ties between the Bank / the Bank Group and the candidate, his relatives, or those close to him which are ties of a service provider with a customer in the ordinary course of business, and which include, or may include, management of current accounts and securities accounts, deposits and savings plans, credit cards, credit and credit facilities, investment portfolio management, pension advising, various insurance policies, or other financial products/services provided by the Bank group or by material holders of the Bank; and the service of the candidate (within his service as Chairman of the Board of Directors of the Bank) as chairman of the Poalim for the Community foundation, which oversees the social activity of the Bank Group.

It was also determined that the terms of service of the candidate as Chairman of the Board of Directors of the Bank do not constitute "affinity" pursuant to the Banking Ordinance and Directive 301, among other matters, taking into account the regulation of the remuneration of the chairperson of the board of directors of a bank without a controlling core in the directives of the Banking Supervision Department.²

3.3.4. Form of the proposed resolution

To approve the appointment of Mr. Ruben Krupik for an additional term of office as an external director pursuant to Directive 301 of the Bank for a period of three years, as detailed in the Report.

3.4. **Item 6 on the agenda – Election of Ms. Odelia Levanon as an "other" (non-external) director**

3.4.1. Details according to Regulation 26 of the Reports Regulations

Director's name	Odelia Levanon
Identification number	057971632
Date of birth	November 16, 1962
Address for service of process	11 Aharon Becker, Tel Aviv
Nationality	Israeli
Membership in board committees	To be determined.

² As noted in the footnote to Section 2.10 above, the general meeting of the Bank approved the terms of service of the Chairman of the Board of Directors for the period up to the end of 2023.

External director or independent director	No
Accounting and financial expertise or professional qualifications	Has professional qualifications.
Expert director	Yes
Employee of the Bank, a subsidiary, a related company, or an interested party	No
Date of beginning of service as a director of the Bank	The later of the date of approval by the Meeting and the date of Approval of the Appointment by the Supervisor.
Education	BSc in Mathematics and Computer Science, MSc in Computer Science, PhD studies in Business, Tel Aviv University.
Occupation in last five (5) years	From 11.2017 – CEO of the Inter-University Computation Center (IUCC). 6.2014 to 9.2017 – Vice President of Technologies and Business Innovation, Irani Group. Lecturer at the Academic College in Ramat Gan.
Service as a director at additional corporations	Director at ETGA Group Ltd. and BOS Dimex Ltd.
Family member of an interested party of the Bank	No
A director considered by the Bank to have accounting and financial expertise for the purpose of compliance with the minimum number established by the Board of Directors pursuant to Section 92(A)(12) of the Companies Law	No

3.4.2. Ms. Levanon has given notice that subject to her election as a director of the Bank, before her appointment at the Bank takes effect, she will resign from her office as a director at ETGA Group Ltd. (which also engages in non-bank financing). Ms. Levanon also gave notice that she would end her service as CEO of IUCC in the coming few months, before her appointment takes effect.

3.4.3. Qualifications of the candidate

Based on her education, professional experience, and qualifications, Ms. Odelia Levanon was assessed by the Board of Directors of the Bank as having **professional qualifications** according to the provisions of the Expertise and Qualification Regulations and according to Directive 301, and as **a person who, due to her education, experience, and qualifications, is highly proficient**

and has a thorough understanding of the Bank's core business, according to the Remuneration Regulations.

Ms. Odelia Levanon signed a declaration according to the requirements of Section 224B of the Companies Law. Her declaration is attached to the Report and may also be inspected at the Bank's registered office.

3.4.4. Resolution of the Audit Committee with regard to negligible ties

The Audit Committee has confirmed, based on facts presented to it and on the basis of the declarations of Ms. Odelia Levanon, that the following ties and circumstances in relation to Ms. Odelia Levanon or anyone with whom she maintains a close relationship do not constitute affinity pursuant to the Banking Ordinance and Directive 301, as they are retail business ties or negligible ties:

Accounts at the Bank of the candidate and her relatives, and ties between the Bank and the candidate, her relatives, or those close to her (including, for reasons of caution, with a public company where the candidate serves as a director) which are ties of a service provider with a customer in the ordinary course of business, and which include, or may include, management of current accounts and securities accounts, deposits and savings plans, credit cards, credit and credit facilities, investment portfolio management, pension advising, various insurance policies, or other financial products/services provided by the Bank group or by material holders of the Bank; and ties of the Bank with a non-profit organization where the candidate serves as CEO, which service will end before her appointment at the Bank takes effect, and ties in the ordinary course of business of the non-profit organization with insurance companies considered material holders of the Bank.

3.4.5. Form of the resolution proposed to the general meeting

To approve the appointment of Ms. Odelia Levanon to the office of other director (non-external director) of the Bank for a period of three years, as detailed in the Report.

3.5. Item 7 on the agenda – Election of Ms. Ronit Schwartz as an "other" (non-external) director

3.5.1. Details according to Regulation 26 of the Reports Regulations

Director's name	Ronit Schwartz
Identification number	022339766
Date of birth	May 29, 1966
Address for service of process	21 Rabbi Hanina, Tel Aviv
Nationality	Israeli
Membership in board committees	To be determined.

External director or independent director	No
Accounting and financial expertise or professional qualifications	Has accounting and financial expertise and professional qualifications.
Expert director	Yes
Employee of the Bank, a subsidiary, a related company, or an interested party	No
Date of beginning of service as a director of the Bank	The later of the date of approval by the Meeting and the date of Approval of the Appointment by the Supervisor.
Education	BA in Economics, MBA, directors' course, Tel Aviv University. Licensed investment advisor.
Occupation in last five (5) years	5.2018 to 7.2021 – External director at ELAD Canada Realty Inc. 7.2015 to 7.2018 – Director at the Port of Ashdod. 9.2018 to 1.2021 – External director at Chim-Nir Aviation Ltd.
Service as a director at additional corporations	External director at SimiGon Ltd. and Amir Marketing and Investments in Agriculture Ltd.; director at Petroleum and Energy Infrastructure Ltd.
Family member of an interested party of the Bank	No
A director considered by the Bank to have accounting and financial expertise for the purpose of compliance with the minimum number established by the Board of Directors pursuant to Section 92(A)(12) of the Companies Law	Yes

3.5.2. Qualifications of the candidate

Based on her education, professional experience, and qualifications, Ms. Ronit Schwartz was assessed by the Board of Directors of the Bank as having **accounting and financial expertise and professional qualifications** according to the provisions of the Expertise and Qualification Regulations (and, with respect to professional qualifications, also according to Directive 301), and as **a person who, due to her education, experience, and qualifications, is highly proficient and has a thorough understanding of the Bank's core business**, according to the Remuneration Regulations.

Ms. Ronit Schwartz will also be considered to have **experience in banking**, as defined in Directive 301.

Ms. Ronit Schwartz signed a declaration according to the requirements of Section 224B of the Companies Law. Her declaration is attached to the Report and may also be inspected at the Bank's registered office.

3.5.3. Resolution of the Audit Committee with regard to negligible ties

The Audit Committee has confirmed, based on facts presented to it and on the basis of the declarations of Ms. Ronit Schwartz, that the following ties and circumstances in relation to Ms. Ronit Schwartz or anyone with whom she maintains a close relationship do not constitute affinity pursuant to the Banking Ordinance and Directive 301, as they are retail business ties or negligible ties:

Accounts at the Bank of relatives of the candidate, and ties between the Bank and the candidate, her relatives, or those close to her (including, for reasons of caution, with a company where she serves as a director) which are ties of a service provider with a customer in the ordinary course of business, and which include, or may include, management of current accounts and securities accounts, deposits and savings plans, credit cards, credit and credit facilities, investment portfolio management, pension advising, various insurance policies, or other financial products/services provided by the Bank group or by material holders of the Bank; and, for reasons of caution, indirect ties of the candidate's spouse, who is an expert physician who, among other matters, performs surgeries at private hospitals funded by insurance companies, some of which are / may be material holders of the Bank.

3.5.4. Form of the resolution proposed to the general meeting

To approve the appointment of Ms. Ronit Schwartz to the office of other director (non-external director) of the Bank for a period of three years, as detailed in the Report.

4. Procedures of and voting at the general meeting

4.1. Date of the general meeting

The general meeting shall convene on **Thursday, October 21, 2021, at 16:00**, at the Bank's offices, 63 Yehuda Halevy Street, Tel Aviv (6th Floor, Room 608).

4.2. Voting

A shareholder may vote at the Meeting in person, by proxy, and by voting card within the meaning thereof in Section 87 of the Companies Law, the form of which is attached hereto ("**Voting Card**"). Furthermore, a shareholder under Section 177(1) of the Companies Law (i.e., a person to whose credit a share is

registered with a TASE member and such share is included in the shares registered in the shareholders register in the name of a nominee company) (“**Unregistered Shareholder**”) may also vote by means of an electronic voting card to be transmitted to the company via the electronic voting system operating under Title B to Chapter G2 of the Securities Law, 5728-1986 (“**E-Voting**”, “**E-Voting System**” and “**E-Voting Card**”, respectively).

4.3. Majority required for adoption of the resolutions on the agenda of the Meeting

The majority required to pass the resolutions listed in Sections 1.2 (Item 2 on the agenda – reappointment of the external auditors of the Bank), 1.3 (Items 3-5 – appointment of two external directors pursuant to Directive 301), and 1.4 (Items 6-7 on the agenda – appointment of one other (non-external) director) of the Report is a simple majority. For details with respect to the rules of election in the event that the number of candidates who receive the required majority exceeds the number of positions, see below.

With respect to Agenda Items 3-7 (appointment of directors) – If the number of candidates for the office of director who receive the majority of votes of the participants in the vote at the general meeting exceeds the number of vacant positions in a specific qualification for holding office (the examination for this purpose shall be conducted separately for each qualification for holding office), the candidate to be selected shall be the one who receives the largest number of supporters in the vote at the general meeting for such qualification. In the event that it is necessary to reach a determination in this matter between several candidates who receive an equal number of votes, the determination regarding the candidate who will serve as a director shall be performed by lottery.

4.4. Record Date

The record date for the purpose of eligibility to participate and vote at the Meeting, in accordance with Section 182 of the Companies Law and pursuant to Section 3 of the Voting in Writing Regulations, is **Wednesday, September 22, 2021** (the “**Record Date**”).

4.5. Representative/Proxy for the vote

Any shareholder of the Bank who is entitled to participate and vote in the Meeting may appoint an attorney-in-fact to vote in his name. The appointment of a representative shall be in writing and signed by the appointer or his authorized representative for this purpose, and if the appointer is a corporation – by the person/s authorized to bind the corporation. The letter of appointment and the power of attorney (if any) under which the letter of appointment is signed, shall be deposited with the offices of the Bank **no less than forty eight (48) hours before the time scheduled for the opening of the Meeting**; however, the chairman of the Meeting may waive such requirement with respect to all of the participants in the Meeting and receive

the letter of appointment and/or power of attorney at the commencement of the Meeting.

4.6. Quorum and time of adjourned meeting

The quorum for holding the Meeting consists of the presence of at least two shareholders holding at least twenty five percent (25%) of the voting rights, within 30 minutes of the time scheduled for the opening of the Meeting. If a quorum is not present 30 minutes after the time scheduled for the opening of the Meeting, the meeting shall be adjourned to **Thursday, October 28, 2021, at 16:00** at the same place. If the aforesaid quorum is not present at the adjourned meeting 30 minutes after the time scheduled therefor, the meeting shall be held with any number of participants.

4.7. E-Voting Card

As noted above, an Unregistered Shareholder is entitled to vote also by means of the E-Voting System. Voting by means of an E-Voting Card shall be available **up to six hours before the time of convening of the general meeting.**

4.8. Voting in writing by means of voting cards

A shareholder may vote on an item on the agenda at the general meeting also by means of the Voting Card.

Voting in writing will be effected by Part 2 of the Voting Card attached hereto.

The Voting Card and the position statements, within the meaning thereof in Section 88 of the Companies Law, insofar as given, are available for inspection on the Distribution Website at: <http://www.magna.isa.gov.il> and on the TASE Website at: <http://maya.tase.co.il>. Any shareholder may apply to the Bank directly and receive therefrom the form of the Voting Card and the position statements (if given).

A TASE member shall send, free of charge, by email, a link to the form of the Voting Card and the position statements (if given), on the Distribution Website, to any shareholder of the Bank who is not registered in the Bank's shareholders register and whose shares are registered with such TASE member, unless the shareholder shall have notified that he is not interested, or that he wishes to receive Voting Cards by post for the payment of postage fees, provided that the notice shall have been given with respect to a specific securities account and on a date preceding the Record Date.

The Voting Card and the documents to be attached thereto as specified in the Voting Card shall be delivered to the offices of the Bank (including by way of registered post) together with the ownership confirmation (and with respect to a registered shareholder – together with a photocopy of the identity card, passport or certificate of incorporation, as applicable), **up to four hours before the time of convening of the general meeting.** For this purpose, the "time of delivery" is the time at which the Voting Card and the documents attached thereto arrive at the Bank's offices.

An Unregistered Shareholder shall be entitled to furnish the ownership confirmation also by means of the E-Voting System.

In accordance with Section 83(d) of the Companies Law, if a shareholder votes in more than one way, his later vote shall be counted; for this purpose, a shareholder's vote in person or by proxy shall be deemed later to a vote by means of a Voting Card.

A Voting Card to which an ownership confirmation shall not have been attached (or, alternatively, the ownership confirmation shall not have been furnished by means of the E-Voting System), or as concerns a registered shareholder – a Voting Card to which a copy of the identity card, passport or certificate of incorporation, as applicable, shall not have been attached, shall be invalid.

One shareholder or more holding shares to an extent that constitutes five percent or more of all voting rights in the Bank (i.e., 66,822,648 ordinary shares of the Bank of ILS 1.00 par value each (“Ordinary Shares”)) is entitled, after the convening of the general meeting, to inspect the Voting Cards and the voting records by means of the E-Voting System received by the Bank, as specified in Section 10 of the Voting in Writing Regulations.

4.9. Ownership confirmation

An Unregistered Shareholder shall be entitled to participate in the general meeting if he furnishes the Bank, prior to the general meeting, with an original confirmation by the TASE member with which his right to a share is registered, of his ownership of shares of the Bank on the Record Date, in accordance with the form in the Schedule to the Companies Regulations (Proof of Ownership of a Share for the purpose of Voting in a General Meeting), 5760-2000 (the “Ownership Confirmation”) or, alternatively, if he sends the Bank an ownership confirmation via the E-Voting System.

An Unregistered Shareholder is entitled to receive the Ownership Confirmation from the TASE member by which he holds his shares, at the branch of the TASE member or by post to his address for postage fees only, if he so requests, provided that a request on this matter be given in advance for a specific securities account.

An Unregistered Shareholder may instruct that his Ownership Confirmation be transferred to the company via the E-Voting System.

4.10. Deadline for delivery of positions statements

After the release of this notice of meeting report, position statements may be published, which will be available for inspection in the Bank's reports published on the Distribution Website and on the TASE Website.

The deadline for the delivery of position statements to the Bank by the Bank's shareholders is up to 10 (ten) days before the date of the Meeting (i.e. **by Monday, October 11, 2021**).

5. Please note that Section 34(A1) of the Banking Law (Licensing), 5741-1981, prescribes as follows: "No person shall agree with another with respect to their vote on the appointment of a director in a banking corporation or in a banking holding corporation, including with respect to their vote on the termination of his office, other than in accordance with a permit granted by the Governor after consulting with the Licences Committee; this provision shall not apply to a body of holders within the meaning thereof in Section 11D(a)(3)(b) of the Ordinance, with respect to a vote on the appointment of a director proposed by them as a candidate under the same section, and to a holder of means of control who shall have agreed with another that the other would vote in his name and on his behalf without discretion, as the holder of the means of control instructs, provided that if the other himself holds means of control in the banking corporation or in the banking holding corporation, as applicable, he will not vote in the name and on behalf of more than one other holder". The foregoing indicates, *inter alia*, that for the purpose of Agenda Items 3-7 (appointment of directors), an attorney-in-fact who is himself also a shareholder of the Bank may vote in the name and on behalf of one additional shareholder only.

6. **Representative of the Bank for the purposes of the Report**

The Bank's representative for the purposes of this report is Adv. Amit Levi, 63 Yehuda Halevy Street, Tel Aviv 6578109; Telephone: 03-5676594; Facsimile: 03-5673343.

7. **Inspection of documents**

This report, the documents mentioned herein (including the Voting Card and the position statements, insofar as given) and the complete wording of the resolutions presented for approval by the Meeting, are available for inspection in the offices of the Secretary of the Bank, 63 Yehuda Halevy Street, Tel Aviv, during normal business hours, after prior coordination by telephone: 03-5673800, until the time fixed for the Meeting.

This report, the Voting Card and the position statements (insofar as given) are also available for inspection on the Distribution Website and on the TASE Website, as mentioned above.

**Yours faithfully,
Bank Hapoalim B. M.**

The Names of the Signatories of the Report and Their Titles:

Yael Almog, Chief Legal Advisor

Amit Levy, Legal Advisor to the Board of Directors