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Bank Hapoalim B.M.

Voting Card Pursuant to the Companies Regulations (Voting in Writing and Position Statements), 2005

Part One

1. **Company name**

Bank Hapoalim B.M. (the “Bank”).

2. **Type of meeting, and time and place convened**

Annual general meeting of shareholders of the Bank (the “Meeting”). The Meeting will be held on **Thursday, October 21, 2021, at 4:00 p.m.**, at the offices of the Bank at 63 Yehuda Halevi Street, Tel Aviv (6th floor, room 608). If the Meeting is adjourned due to the absence of a legal quorum, an adjourned meeting shall take place on **Thursday, October 28, 2021, at 4:00 p.m.**, at the same location.

3. **Specification of items on the agenda regarding which a vote may be cast using the voting card**

3.1. **Item 2 on the agenda – Approval of reappointment of the external auditors of the Bank**

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 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).

Language of the proposed resolution:

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.

3.2. **Items 3-5 on the agenda – Appointment of two external directors pursuant to the Companies Law**

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 “**Directors Appointment Committee**,” respectively). They are:

- 3.2.1. Mr. Yoel Mintz (proposed for election as Item no. 3 on the agenda).
- 3.2.2. Mr. Ron Hadassi (proposed for election as Item no. 4 on the agenda).
- 3.2.3. 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 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.

3.3. **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:

- 3.3.1. Ms. Odelia Levanon (proposed for election as Item no. 6 on the agenda).
- 3.3.2. 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 date of approval by the Meeting and the date of the Approval of the Appointment by the Supervisor.

Declarations of all of the candidates for service as directors regarding their fulfillment of all of the conditions established by law for service as directors at the Bank, including with reference to the fact that it is a banking corporation without a controlling core, are attached to the report of the call to meeting referenced in this voting card (the “**Report**”).

Voting shall be held separately with regard to each director; shareholders are permitted to vote for any of the candidates for service as a director.

With regard to Items 3-7 on the agenda (appointment of directors) – if the number of candidates for service as directors who win a majority of the votes of the participants in the vote at the general meeting exceeds the number of available positions for specific

qualifications for office (the examination regarding this matter shall refer separately to each qualification for office), the candidate who wins the highest number of supporters in the vote at the general meeting for the same qualification for office shall be elected. 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.

For details regarding the remuneration and terms of service to which candidates elected as directors of the Bank will be entitled, see Section 2.10 of the Report.

The following are particulars, to the best of the knowledge of the Bank, as required in Regulations 26 and 36B(a)(10) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970, and in Regulation 7(A)(5)(a) of the Companies Regulations (Voting in Writing and Position Statements), 5765-2005 (the “**Voting in Writing Regulations**”), regarding the candidates for service as directors of the Bank.

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

3.4.1. Information pursuant to Regulation 26 of the Report 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.
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

3.4.2. For details regarding the resolution of the Audit Committee concerning negligible relationships in connection with the candidacy of Mr. Yoel Mintz, see Section 3.1.3 of the Report.

3.4.3. Language 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.

3.5. **Item 4 on the agenda - Election of Mr. Ron Hadassi for office as an external director pursuant to Directive 301**

3.5.1. Information pursuant to Regulation 26 of the Report 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

3.5.2. For details regarding the resolution of the Audit Committee concerning negligible relationships in connection with the candidacy of Mr. Ron Hadassi, see Section 3.2.4 of the Report.

3.5.3. Language 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.

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

3.6.1. Information pursuant to Regulation 26 of the Report 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	Yes

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	
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3.6.2. For details regarding the resolution of the Audit Committee concerning negligible relationships in connection with the candidacy of Mr. Ruben Krupik, see Section 3.3.3 of the Report.

3.6.3. Language 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.

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

3.7.1. Information pursuant to Regulation 26 of the Report 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.
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

3.7.2. For details regarding the resolution of the Audit Committee concerning negligible relationships in connection with the candidacy of Ms. Odelia Levanon, see Section 3.4.4 of the Report.

3.7.3. Language 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.

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

3.8.1. Information pursuant to Regulation 26 of the Report 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

3.8.2. For details regarding the resolution of the Audit Committee concerning negligible relationships in connection with the candidacy of Ms. Ronit Schwartz, see Section 3.5.3 of the Report.

3.8.3. Language 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. **Place and times at which the full text of the proposed resolutions can be perused**

The Report of the call to meeting, the documents mentioned therein (including the voting card and the position statements, if provided), and the full text of the resolutions presented for approval by the Meeting may be perused at the office of the Secretary of the Bank, at 63 Yehuda Halevi Street, Tel Aviv, during usual business hours, with advance coordination by telephone at +972-3-567-3800, until the time of the Meeting. The Report of the call to meeting, the voting card, and the position statements, as defined in Section 88 of the Companies Law, if provided, can also be perused on the distribution website of the Israel Securities Authority (the “**Distribution Website**”), at <http://www.magna.isa.gov.il>, and on the website of the Tel Aviv Stock Exchange Ltd., at <http://maya.tase.co.il> (the “**TASE Website**”).

5. **The 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 regarding election rules in the event that the number of candidates who receive the required majority exceeds the number of offices, see below.

With regard to Items 3-7 on the agenda (appointment of directors) – if the number of candidates for service as directors who win a majority of the votes of the participants in the vote at the general meeting exceeds the number of available positions for specific qualifications for office (the examination regarding this matter shall refer separately to each qualification for office), the candidate who wins the highest number of supporters in the vote at the general meeting for the same qualification for office shall be elected. 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.

6. **Validity of the voting card**

The voting card shall be valid only if the following documents are attached thereto, and if it is delivered to the Bank (including via registered mail) up to four (4) hours before the time of the Meeting:

Unregistered shareholder¹ – Confirmation of ownership (see Section 12 below). Alternatively, an unregistered shareholder is also permitted to send the Bank confirmation of ownership through the electronic voting system, until the closing time of the electronic voting system (six hours prior to the time of the Meeting).

Registered shareholder² – Photocopy of an identity card, passport, or certificate of incorporation.

A voting card which has not been delivered in accordance with the provisions of this section will be invalid.

For this purpose, the “time of delivery” is the time when the voting card and the attached documents arrive at the offices of the Bank.

7. Unregistered shareholders who wish to vote using an electronic voting card are entitled to do so until the closing time of the electronic voting system (six hours prior to the time of the Meeting).

8. **Address for delivery of voting cards and position statements**

The offices of the Bank, 63 Yehuda Halevi Street, Tel Aviv 6578109 (attention Mr. Gilad Bloch, Secretary of the Bank).

9. **Deadline for delivery of position statements to the Bank by shareholders**

Up to ten (10) days before the date of the Meeting.

10. **Deadline for delivery of the response of the Board of Directors to the position statements**

Up to five (5) days before the date of the Meeting.

¹ A person in whose favor shares are registered with a TASE member, which shares are included among the shares registered in the shareholder registry in the name of a nominee company.

² A shareholder registered in the shareholder registry of the Bank.

11. **Addresses of websites where the voting cards and position statements can be found**

The Distribution Website: <http://www.magna.isa.gov.il>; the TASE Website: <http://maya.tase.co.il>.

12. Unregistered shareholders are entitled to receive confirmation of ownership from the TASE member through which they hold their shares, at a branch of the TASE member or by mail to their address, in consideration for a delivery fee only, if they so request. A request on this matter shall be submitted in advance, for a specific securities account. Unregistered shareholders are also permitted to order the delivery of their ownership confirmation to the Bank through the electronic voting system.
13. Unregistered shareholders are entitled to receive a link, by electronic mail, free of charge, to the format of the voting card and position statements (if provided) on the Distribution Website from the TASE member through which their shares are held, unless they have notified the TASE member that they are not interested in receiving such a link, or that they are interested in receiving voting cards by mail, against payment; a shareholder's notification regarding voting cards shall also apply to the receipt of position statements.
14. One or more shareholder holding shares at a rate constituting five percent or more of the total voting rights at the Bank may peruse, in person or through a proxy, after the Meeting convenes, at the registered office of the Bank (the address of which is noted in Section 9 above), during regular business hours, the voting cards and the records of votes received by the Bank through the electronic voting system, as detailed in Regulation 10 of the Voting in Writing Regulations.
- The quantity of ordinary shares of the Bank constituting 5% of all voting rights at the Bank is: 66,822,648 ordinary shares of par value NIS 1 each.
15. After the publication of the call to meeting report, position statements may be published; the position statements published may be perused in the Bank's reports on the Distribution Website.

Shareholders shall indicate their vote with regard to the items on the agenda in the second part of this voting card.

Bank Hapoalim B.M.

Voting Card Pursuant to the Companies Regulations (Voting in Writing and Position Statements), 5765-2005

Part Two

Company name: Bank Hapoalim B.M. (the "Bank").

Company address (for delivery and sending of voting cards): Bank Hapoalim B.M., 63 Yehuda Halevi Street, Tel Aviv 6578109 (attention Mr. Gilad Bloch, Secretary of the Bank).

Company number: 520000118

Meeting date and time: **October 21, 2021, 4:00 p.m.**

Type of meeting: Annual general meeting.

Date of record: Wednesday, September 22, 2021.

Shareholder information

1. Shareholder name _____
2. Identification number _____
3. If the shareholder does not have an Israeli identity card –
 - a. Passport number _____
 - b. Country of issuance _____
 - c. Expiration date _____
4. If the shareholder is a corporation –
 - a. Corporation number _____
 - b. Country of incorporation _____

Vote

Agenda item number	Vote ⁽¹⁾		
	For	Against	Abstain
Item 2 – Approval of reappointment of the external auditors of the Bank			
Item 3 – Appointment of Mr. Yoel Mintz as an external director pursuant to Directive 301			
Item 4 – Appointment of Mr. Ron Hadassi as an external director pursuant to Directive 301			
Item 5 – Appointment of Mr. Ruben Krupik as an external director pursuant to Directive 301			
Item 6 – Appointment of Ms. Odelia Levanon as an "other" (non-external) director			
Item 7 – Appointment of Ms. Ronit Schwartz as an "other" (non-external) director			

For shareholders registered in the shareholder registry of the Bank – the voting card is valid with an attached photocopy of an identity card / passport / certificate of incorporation.

Date: _____

Signature: _____