

בנק הפועלים בע"מ
Bank Hapoalim B.M.
Number with the Registrar: 520000118

Securities Authority Tel Aviv Stock Exchange Ltd. Tav 048 Transmitted via Magna 04/04/2017
www.isa.gov.il www.tase.co.il (Public) Reference: 2017-01-030319

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

At a *Annual and Special Meeting* held on 04/04/2017, notice of the summoning of which was published in the form the reference number of which is 2017-01-017302 and the subjects of which which came up on the agenda thereof are:

Serial No.	Subject
1	<i>Presentation and discussion of the audited financial statements of the Bank as at 31st December, 2015 and the report of the Board of Directors on the state of affairs of the Bank for the year ended on 31st December, 2015.</i>
2	<i>Reappointment of Ziv Haft (BDO), Certified Public Accountants and Somekh Chaikin (KPMG), Certified Public Accountants as the auditors of the Bank.</i>
3	<i>Extension of the Office of Mr. Oded Eran as a Director of the Bank Until 31st December, 2019.</i>
4	<i>Approval of the Terms of Office and Employment of the Chairman of the Board of Directors of the Bank.</i>

The resolutions set forth below were adopted:

- To approve the reappointment of Ziv Haft (BDO), Certified Public Accountants and Somekh Chaikin (KPMG), Certified Public Accountants as the auditors of the Bank, with effect until the end of the next annual general meeting of the Bank.*
- To approve the extension of the office of Mr. Oded Eran as a director of the Bank until 31st December, 2019.*
- To approve the terms of office and employment of Mr. Oded Eran as Chairman of the Board of Directors of the Bank as specified in Section 2 of the Summoning Notice of the meeting, reference no. 2017-01-017302, commencing from the time of approval by the general meeting and until 31st December, 2019.*

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

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

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

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

Serial No.	Numbering of The Subject on The Agenda	Family Name of Shareholder or Holder of Security/ Name of Corporation (Hebrew) (1)	First Name of Shareholder or Holder of Security	Quantity of Securities	Personal Interest (2)	Manner Of Voting	Poll Card/ Power of Attorney
1	Subject						

Explanations:

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

1	Family name of the shareholder or the holder of the security (Hebrew) / Name of the corporation (Hebrew): _____
	First name of the shareholder or the holder of the security (Hebrew): _____
	Family name of the shareholder or the holder of the security (in a foreign language): _____

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

Category of identification number: _____

Identification number: _____

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

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

Name of the holder of a power of attorney: _____

Category of identification number of the holder of the power of attorney: _____

Identification number of the holder of the power of attorney: _____

Country of the passport: _____

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

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

	Report	Publication Date	Reference Number
	<i>Original</i>	27/02/2017	2017-01-017302

Names of the signatories on behalf of the corporation:

Ronit Shapira, Position: Secretary of the Bank

Adv. Sharona Tamir, Position: Deputy Secretary of the Bank

Signed on April 4, 2017

Date on which the structure of the form was updated: 06/03/2017

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

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