

בנק הפועלים בע"מ
Bank Hapoalim B.M.
Registrar number: 520000118

To: Israel Securities Authority www.isa.gov.il To: Tel Aviv Stock Exchange Ltd. Tav 049 (Public) www.tase.co.il Transmitted via Magna: Dec. 26, 2019
Reference: 2019-01-114429

Immediate Report on Meeting Results

Regulation 36D of the Securities Regulations (Periodic and Immediate Reports), 1970
Regulation 13 of the Securities Regulations (Transaction between a Company and its Controlling Party), 2001
Regulation 22 of the Securities Regulations (Private Offering of Securities at a Listed Company), 2000

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

Clarification: Fill out this form for all types of securities for which a call to meeting report (Tav 460) has been published.

1. Meeting identification number: 2019-01-112810

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

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

2. Special meeting convened on *December 26, 2019*, notification of the call to meeting for which was published in the form with the reference number 2019-01-112810, in which the agenda items and resolutions were:

Explanation: Enter the items in the order of their appearance in the most recent Tav 460 form published in connection with the aforesaid meeting.

Serial number	Item details	Resolution summary	Resolution of the meeting
1	<p>Item summary: <i>Approval of temporary extension of the remuneration policy for officers of the Bank.</i></p> <p>Type of majority required for approval: <i>not a simple majority.</i></p> <p>Classification of the resolution according to the sections of the Companies Law (excluding Sections 275 and 320(F) of the Companies Law): <i>Approval of remuneration policy based on Section 267A (a) of the Companies Law.</i></p> <p>A transaction between the company and its controlling shareholder, as noted in Sections 275 and 320(F) of the Companies Law: <i>No.</i></p> <p>Type of transaction / voting topic: _____</p>	<p><i>To approve the extension of the term of the remuneration policy for the officers of the Bank, in the form attached to the Report as Appendix A, for a period of up to twelve (12) additional months, i.e. no later than December 31, 2020.</i></p>	<p><i>Passed</i></p>

<p>2</p>	<p>Item summary: <i>Approval of extension of the terms of service and employment of the Chairman of the Board of Directors of the Bank.</i></p> <p>Type of majority required for approval: <i>simple majority.</i></p> <p>Classification of the resolution according to the sections of the Companies Law (excluding Sections 275 and 320(F) of the Companies Law): <i>Transaction with a director concerning the terms of service and employment of the director pursuant to Section 273(A) of the Companies Law.</i></p> <p>A transaction between the company and its controlling shareholder, as noted in Sections 275 and 320(F) of the Companies Law: <i>No.</i></p> <p>Type of transaction / voting topic: _____</p>	<p><i>To approve the terms of service and employment of Oded Eran as Chairman of the Board of the Bank, as detailed in Section 3 of the Report.</i></p>	<p><i>Passed</i></p>
<p>3</p>	<p>Item summary: <i>Approval of extension of the terms of service and employment of the CEO of the Bank.</i></p> <p>Type of majority required for approval: <i>not a simple majority.</i></p> <p>Classification of the resolution according to the sections of the Companies Law (excluding Sections 275 and 320(F) of the Companies Law): <i>Transaction with a CEO concerning the terms of service and employment of the CEO pursuant to Section 272(C1)(1) of the Companies Law.</i></p> <p>A transaction between the company and its controlling shareholder, as noted in Sections 275 and 320(F) of the Companies Law: <i>No.</i></p> <p>Type of transaction / voting topic: _____</p>	<p><i>To approve the terms of service and employment of Mr. Dov Kotler as CEO of the Bank, as detailed in Section 4 of the Report.</i></p>	<p><i>Passed</i></p>

Details of votes on resolutions in which the majority required to pass the resolution is not a simple majority:

- 1 A. Item summary: *Approval of temporary extension of the remuneration policy for officers of the Bank.*
 B. Resolved by the meeting: *Passed.*
 C. The resolution concerns the item: _____

	Quantity	Votes for	Votes against
Total voting rights	1,335,168,159		
Shares/securities participating in voting	946,705,453		
Shares/securities included in votes counted	945,997,429	Quantity: 887,450,121 Percentage of quantity: 93.81%	Quantity: 58,547,308 Percentage of quantity: 6.19%
Shares/securities participating in voting and not classified as having a personal interest ⁽¹⁾	945,997,429	Quantity: 887,450,121 Percentage: ⁽²⁾ 93.81%	Quantity: 58,547,308 Percentage: ⁽²⁾ 6.19%

General: 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 voting not classified as shares the owners of which have a personal interest / as shares not of controlling shareholders, and with respect to the appointment of external directors, not having a personal interest in the approval of the appointment, with the exception of a personal interest other than 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 those who have a personal interest in the approval of the appointment, with the exception of a personal interest other than as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of total voters who are not controlling shareholders of the company / who do not have a personal interest in passing the resolution: 93.81%.

Percentage of votes against, of the total voting rights in the company: 4.39%.

Shares participating in the vote and not included in the count of votes include shares that voted “Abstain,” and a negligible number of shares that voted “For,” where the shareholder indicated a personal interest in the approval without supplying the required details.

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

The company classified a shareholder who voted against the transaction as having a personal interest: *No*
 The company classified a shareholder differently than the shareholder's self-categorization: *No*

2 A. Item summary: *Approval of extension of the terms of service and employment of the Chairman of the Board of Directors of the Bank.*

B. Resolved by the meeting: *Passed.*

C. The resolution concerns the item: _____

	Quantity	Votes for	Votes against
Total voting rights			
Shares/securities participating in voting			
Shares/securities included in votes counted		Quantity: _____ Percentage of quantity: _____	Quantity: _____ Percentage of quantity: _____
Shares/securities participating in voting and not classified as having a personal interest ⁽¹⁾		Quantity: _____ Percentage: ⁽²⁾ _____	Quantity: _____ Percentage: ⁽²⁾ _____

General: 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 voting not classified as shares the owners of which have a personal interest / as shares not of controlling shareholders, and with respect to the appointment of external directors, not having a personal interest in the approval of the appointment, with the exception of a personal interest other than 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 those who have a personal interest in the approval of the appointment, with the exception of a personal interest other than as a result of a relationship with the controlling shareholder.

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

Percentage of votes against, of the total voting rights in the company: _____%.

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

The company classified a shareholder who voted against the transaction as having a personal interest: _____

The company classified a shareholder differently than the shareholder's self-categorization: _____

- 3 A. Item summary: *Approval of extension of the terms of service and employment of the CEO of the Bank.*
 B. Resolved by the meeting: *Passed.*
 C. The resolution concerns the item: _____

	Quantity	Votes for	Votes against
Total voting rights	1,335,168,159		
Shares/securities participating in voting	946,791,453		
Shares/securities included in votes counted	946,790,900	Quantity: 897,369,794 Percentage of quantity: 94.78%	Quantity: 49,421,106 Percentage of quantity: 5.22%
Shares/securities participating in voting and not classified as having a personal interest ⁽¹⁾	946,790,900	Quantity: 897,369,794 Percentage: ⁽²⁾ 94.78%	Quantity: 49,421,106 Percentage: ⁽²⁾ 5.22%

General: 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 voting not classified as shares the owners of which have a personal interest / as shares not of controlling shareholders, and with respect to the appointment of external directors, not having a personal interest in the approval of the appointment, with the exception of a personal interest other than 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 those who have a personal interest in the approval of the appointment, with the exception of a personal interest other than as a result of a relationship with the controlling shareholder.

Percentage of votes for approval of the transaction, of total voters who are not controlling shareholders of the company / who do not have a personal interest in passing the resolution: 94.78%.

Percentage of votes against, of the total voting rights in the company: 3.70%.

Shares participating in the vote and not included in the count of votes include shares that voted “Abstain,” and a negligible number of shares that voted “For,” where the shareholder indicated a personal interest in the approval without supplying the required details.

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

The company classified a shareholder who voted against the transaction as having a personal interest: *No*
 The company classified a shareholder differently than the shareholder's self-categorization: *No*

3. Details of voters at the meeting who are institutional entities, interested parties, or senior officers:

- ⊙ [Institutionals report 261219 isa.pdf](#) file. The file should include the information required in this form with respect to each voter.
- Voting details, according to the item numbers specified in Section 1 above:

Serial number	Agenda item number	Last name of shareholder or securities holder / corporation name ⁽¹⁾	First name of shareholder or securities holder	Quantity of securities	Personal interest ⁽²⁾	Voting method	Voting card / proxy
1	Item _____	_____	_____	_____	_____	_____	_____

The form can include up to 40 lines (each line contains information about one securities holder who voted at the meeting). If the list consists of more than 40 voters, enter the information for the additional voters on an additional form.

Explanations:

- (1) Enter the full name, as recorded at the Companies Registrar or on the identification document.
- (2) Whether the personal interest is of the shareholder or security holder, or of the holder of power of attorney.

Enter information in this column of the table according to the following specifications:

- In the case of the approval of double service of a chairperson and CEO (pursuant to Section 121(C) of the Companies Law) – indicate “Yes” for a voter who is a controlling shareholder or who has a personal interest in passing the resolution;
- In the case of the appointment of an external director (pursuant to Section 239(B) of the Companies Law) – indicate “Yes” for a voter who is a controlling shareholder or who has a personal interest in the approval of the appointment, with the exception of a personal interest other than as a result of a relationship with the controlling shareholder;
- In the case of an exceptional transaction with a controlling shareholder, or a transaction in which the controlling shareholder has a personal interest (pursuant to Section 275 of the Companies Law) – indicate “Yes” for a voter who has a personal interest in the approval of the transaction;
- In the case of a resolution pursuant to Section 350 of the Companies Law, or a resolution to change a deed of trust at a meeting of holders of notes – indicate “Yes” for a voter who has a personal interest, according to the resolution.

1 Last name of shareholder or securities holder / corporation name: _____
 First name of shareholder or securities holder: _____
 Last name of shareholder or securities holder / corporation name: _____
 First name of shareholder or securities holder: _____
 Type of identification number: _____
 Identification number: _____
 Participating in voting based on holding of security number: _____
 Place of incorporation of shareholder or securities holder / passport country: _____
 Name of holder of power of attorney: _____
 Type of identification number of holder of power of attorney: _____
 Identification number of holder of power of attorney: _____
 Passport country: _____

If the company is aware of any relationship between the voter (who does not have a personal interest) and the company or any of the controlling shareholders thereof, including an employee-employer relationship, business relationship, etc., specify the nature of the relationship:

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

Report	Publication date	Reference number
Original	November 20, 2019	2019-01-112810

Names and positions of signatories:

Gilad Bloch, Corporate Secretary

Amit Levy, Legal Advisor of the Board of Directors

Signed on December 26, 2019

Reference numbers of previous documents on this subject (mention does not constitute inclusion by reference):
[2019-01-112810](#)

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

Date of update of form structure: December 17, 2019

Abbreviated name: Poalim

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Email: 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