



August 18, 2025

To:

Israel Securities Authority

Via MAGNA

Tel Aviv Stock Exchange Ltd.

Via MAGNA

Subject: Results of Tender for Early Commitment from Classified Investors to Purchase Subordinated Notes (Series 14), Subordinated Notes (Series 15), and Bonds (Series 204)

Further to the immediate reports of BANK HAPOALIM B.M. (the "Bank") dated July 31, 2025, August 13, 2025, and August 14, 2025 (reference numbers: 2025-01-057104, 2025-01-060238, and 2025-01-060543, respectively), regarding a possible issuance of Subordinated Notes (Series 14), Subordinated Notes (Series 15), and Bonds (Series 204) according to the Bank's shelf prospectus dated May 9, 2023, whose validity was extended until May 8, 2026 (the "Shelf Prospectus"), the Bank is honored to announce that on August 18, 2025, three separate tenders were held to receive early commitments from classified investors to purchase Subordinated Notes (Series 14), Subordinated Notes (Series 15), and Bonds (Series 204) (the "Tenders"), subject to the publication of a shelf offering report, according to the Shelf Prospectus, as detailed below.

The Subordinated Notes (Series 14 and/or Series 15) include a mechanism for absorbing principal losses, whereby under certain circumstances, which the Bank may not necessarily be able to foresee in advance and/or are not necessarily under its control, the Subordinated Notes (Series 14 and/or Series 15, as applicable) will be converted into ordinary shares of the Bank according to a predetermined conversion formula that includes a floor price, without granting the holders an option to choose.

The Subordinated Notes (Series 14 and/or Series 15 and/or Bonds (Series 204), as applicable, bear an annual interest rate to be determined in the public tender (if held), and will be linked (principal and interest) to the Consumer Price Index as published on August 15, 2025, for the month of July 2025 (the "Base Index"), as follows: If, at any payment date, the Payment Index is higher than the Base Index, the Bank will pay the principal and/or interest payments for the relevant series, increased proportionally to the rate of increase of the Payment Index compared to the Base Index. If the Payment Index is lower than the Base Index, the Bank will pay the principal and/or interest payments for the relevant series, reduced proportionally to the rate of decrease of the Payment Index compared to the Base Index.

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The results of the tenders are as follows:

1. Subordinated Notes (Series 14)

- **1.1.** The Subordinated Notes (Series 14) were offered to classified investors by way of a tender on the interest rate, with each unit including NIS 1,000 par value of Subordinated Notes (Series 14).
- **1.2.** In the classified investors' tender, demand was received in the amount of approximately NIS 969,010 thousand. Subject to receiving updated rating reports from Standard & Poor's Maalot Ltd. ("Maalot") and Midroog Ltd. ("Midroog"), the Bank intends to accept early commitments from classified investors to purchase 686,990 units of Subordinated Notes (Series 14) in the amount of NIS 686,990 thousand.
- **1.3.** The annual interest rate for the Subordinated Notes (Series 14) set in the institutional tender, which



will serve as the maximum interest rate for the Subordinated Notes (Series 14) in the public offering, is 3.01%.

2. Subordinated Notes (Series 15)

- **2.1.** The Subordinated Notes (Series 15) were offered to classified investors by way of a tender on the interest rate, with each unit including NIS 1,000 par value of Subordinated Notes (Series 15).
- **2.2.** In the classified investors' tender, demand was received in the amount of approximately NIS 1,222,005 thousand. Subject to receiving updated rating reports from Maalot and Midroog, the Bank intends to accept early commitments from classified investors to purchase 948,221 units of Subordinated Notes (Series 15) in the amount of NIS 948,221 thousand.
- **2.3.** The annual interest rate for the Subordinated Notes (Series 15) set in the institutional tender, which will serve as the maximum interest rate for the Subordinated Notes (Series 15) in the public offering, is 3.19%.

3. Bonds (Series 204)

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- **3.1.** Bonds (Series 204) were offered to classified investors by way of a tender on the interest rate, with each unit including NIS 1,000 par value of Bonds (Series 204).
- **3.2.** In the classified investors' tender, demand was received in the amount of approximately NIS 3,956,351 thousand. Subject to receiving updated rating reports from Maalot and Midroog, the Bank intends to accept early commitments from classified investors to purchase 3,414,242 units of Bonds (Series 204) in the amount of NIS 3,414,242 thousand.
- **3.3.** The annual interest rate for Bonds (Series 204) set in the institutional tender, which will serve as the maximum interest rate for Bonds (Series 204) in the public offering, is 2.61%.

General Notes:

There is no certainty that the issuance will take place and it is subject to receiving all required approvals according to law. It is also clarified that the public offering, if made, will be conducted within the framework of a shelf offering report, by way of a uniform offering, that the scope of the public offering and its other terms will be detailed therein, and that the final interest rates for the Subordinated Notes (Series 14), Subordinated Notes (Series 15), and Bonds (Series 204) will be determined in the public tender for each of the series, if and as conducted.

This report does not constitute an offer to purchase securities or an invitation to submit offers to purchase them.

Respectfully,

BANK HAPOALIM B.M.

Signed on behalf of the Bank by:

- Adi Dauber, Head of Financial Markets Division
- Ron Meiri, Head of Assets and Liabilities Department