

# BANK HAPOALIM LTD

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**Company No.:** 520000118

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## To:

- Israel Securities Authority: [www.isa.gov.il](http://www.isa.gov.il)
- Tel Aviv Stock Exchange Ltd.: [www.tase.co.il](http://www.tase.co.il)

**Form No.:** T081 (Public) **MAGNA Transmission Date:** 26/11/2025 **Reference Number:** 2025-01-092471

## Supplementary Report to the report submitted on 20/11/2025 (Reference Number: 2025-01-089492)

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**Main details that were added/completed:** Following a share buyback as part of a buyback program, and the transformation of the repurchased shares into dormant shares, the dividend per share amount was updated (to 0.8380942 from 0.8378955 as reported in the original report dated 20.11.2025) in Section 3 of the form. Also, the number of dormant shares not entitled to dividend payment was updated (to 21,601,114 shares from 21,289,114 as reported in the original report) in Section 8 of the form.

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## Immediate Report on the Distribution of a Cash Dividend to Securities

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**Regulation 37(a) of the Securities Regulations (Periodic and Immediate Reports), 1970**

1. We hereby report that as of 19/11/2025 a dividend was decided upon.
2. Record date (ex-date): 30/11/2025
3. Payment date: 08/12/2025

### 3. Payment Details:

This is an unofficial AI generated translation of the official Hebrew version and has no binding force. The only binding version is the official Hebrew version. For more information, please review the legal disclaimer.

- Dividend distributed by an Israeli resident company (dividend sources and tax rates see section 7a)
- Dividend distributed by a real estate investment trust (dividend sources and tax rates see section 7c)

Entitled Security Number	Security Name	Dividend Per Security	Dividend Currency	Payment Currency	Payment Rate Date	Individual Tax %	Corporate Tax %
662577	Bank Hapoalim	0.8380942	ILS	ILS	_____	25	0

- Dividend distributed by a foreign resident company (tax rates see section 7b)

**Note:**

The dividend amount to be paid should be specified up to 7 decimal digits when the dividend is in ILS, and up to 5 decimals for other currencies.

- Total dividend amount to be paid: 1,103,000,000 ILS.
- The remaining profits of the corporation as defined in section 302 of the Israeli Companies Law, 1999, after the distribution in this report: 54,060,000,000 ILS.
- Dividend approval process: In the board meeting dated 19.11.2025

The above distribution is not subject to court approval under section 303 of the Companies Law: No

The final dividend per share is subject to changes due to: \_\_\_\_\_

A final dividend per share may be updated up to 2 trading days before the record date.

## **7. The following withholding tax rates are for the purpose of withholding by stock exchange members:**

### **7a. Dividend sources of an Israeli resident company from shares and financial instruments, excluding REIT:**

	<b>% of Dividend</b>	<b>Individuals</b>	<b>Companies</b>	<b>Foreign Residents</b>
Corporate Taxable Income (1)	100	25%	0%	25%
Income Originating Overseas (2)	0	25%	23%	25%
Approved/Beneficiary Enterprise Income (3)	0	15%	15%	15%
Beneficiary Enterprise Ireland up to 2013 (4)	0	15%	15%	4%
Beneficiary Enterprise Ireland from 2014 (5)	0	20%	20%	4%
Preferred Income	0	20%	0%	20%
Approved Tourist/Agricultural Enterprise (6)	0	20%	20%	20%
Approved/Beneficiary Enterprise Waiver (7)	0	15%	0%	15%
Capital gain distributed	0	25%	23%	0%
Distribution by Participating Unit	0	0	0	0
Other	0	0	0	0

**Explanation:** (1) Corporate taxable income — profit distribution or dividend from income generated or accrued in Israel received directly or indirectly from another entity subject to corporate tax. (2) Overseas income — income generated abroad and not taxed in Israel. (3) Including income from a privileged tourist enterprise where the year of choice/operation is up to 2013. (4) Beneficiary Enterprise Ireland where the year of choice is up to 2013. (5) Beneficiary Enterprise Ireland where the year of choice is from 2014 onwards. (6) Including income from a privileged tourist enterprise where the year of choice/operation is from 2014 onwards. (7) Approved or beneficiary enterprise which submitted a waiver notice until 30.6.2015, after corporate tax was deducted from it.

### **7b. Dividend distributed from a foreign resident company**

	<b>Individuals</b>	<b>Companies</b>	<b>Foreign Residents</b>
Dividend by foreign resident co.	25%	23%	0%

### **7c. Dividend distributed by a real estate investment trust (REIT)**

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	<b>% of Dividend</b>	<b>Individuals (1)</b>	<b>Companies</b>	<b>Foreign Companies</b>	<b>Exempt Trust Fund</b>	<b>Pension Fund (2)</b>
Real estate appreciation, capital gain and depreciation (3)	_____	25%	23%	23%	0%	0%
Other taxable income (e.g., rent)	_____	47%	23%	23%	23%	0%
Income from income-generating real estate for rental housing	_____	20%	20%	20%	0%	0%
Income taxed by the REIT (4)	_____	25%	0%	25%	0%	0%
Extraordinary income	_____	70%	70%	70%	60%	70%
Other	_____	_____	_____	_____	_____	_____
Weighted withholding tax rate (%)	100%	_____	_____	_____	_____	_____

**Explanations:** (1) Individuals - including taxable mutual funds and foreign resident individuals. (2) Pension fund as defined in the Income Tax Ordinance, and/or a foreign pension fund resident in a reciprocating country. (3) From real estate appreciation or capital gain, except from the sale of real estate held short term, as well as income in the sum of depreciation expenses. (4) Distribution from income taxed at the fund per Section 64A4(e).

8. Number of dormant shares of the corporation not entitled to dividend payment and for which a waiver letter should be submitted for dividend payment: 21,601,114

9. Effect of dividend distribution on convertible securities:

- The company has no convertible securities
- The dividend distribution has no effect on convertible securities
- The effect of the dividend distribution on convertible securities is as follows:

Security Name	Security Number	Remarks
Poalim Warrants Employees 24	1206903	Exercise price for options granted to employees will be reduced by the amount of the dividend per share distributed by the bank. A similar adjustment will also be made to limit prices. For details see the outline and private offer reports dated 8.4.2024 and 30.03.2025.

10. Recommendations and decisions of directors regarding dividend distribution according to Regulation 37(a)(1) of the Securities Regulations (Periodic and Immediate Reports), 1970:

On November 19, the board of directors, in accordance with the bank's distribution policy, approved a total distribution of approximately NIS 1,379 million (50% of the third quarter 2025 profit), of which NIS 1,103 million (40% of the profit) will be paid as a dividend on December 8, 2025 and NIS 276 million (10% of the profit) as part of stage A of the bank's share buyback program approved at the same meeting.

1. The bank's board of directors examined the compliance of the distribution with the profit test and solvency test as set by section 302 of the Companies Law, as well as compliance with the regulations applicable to banking corporations in Israel;
2. Regarding the profit test - the balance of profits according to the financial statements as of 30.9.2025 (as defined in section 302 of the Companies Law) exceeds the distributed sum and amounted prior to the distribution to NIS 55,439 million, and after distribution to NIS 54,060 million;
3. Regarding the solvency test and banking regulations: the board examined the effect of the distribution on capital structure, capital adequacy, leverage ratio, liquidity state, and liquidity ratios. The review was based, among others, on forecasts for the coming year regarding the bank's performance in the year following the dividend distribution and concluded that the capital adequacy and leverage ratios will not fall below requirements. The board determined that the distribution does not materially affect the bank's financial position, that there is no concern that the dividend distribution will prevent the bank from meeting its current and expected obligations, and that the distribution meets the conditions set by Proper Conduct of Banking Business Directive 331 (Dividend Distribution by Banking Corporations). In light of this, the board found no impediment to carry out the distribution as stated and approved it.

**Authorized signatories for the corporation:**

No.	Signatory Name	Title
1	Ram Gav	Other: Head of Finance Division CFO
2	Guy Kalif	Other: Chief Accountant

**Explanation:** According to Regulation 5 of the Periodic and Immediate Reports Regulations (1970), a report submitted under these regulations will be signed by individuals authorized to sign on behalf of the corporation. Staff position on this matter can be found on the Authority's website: [Click Here](#).

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In accordance with the terms of the deferred commitment notes (Series 5, Series 6, Series 7, Series 11, Series 12, Series 13, Series 14, and Series 15) issued by the bank, the floor price for the conversion of these deferred commitment notes will be adjusted, so that the floor price will be multiplied by the ratio between the bank's share base price on the ex-dividend date and the closing price of the bank's share on the last trading day prior to the ex-dividend date. The bank will publish a supplementary immediate report with the updated floor price after the ex-dividend date.

**Previous reference numbers for related documents (mention does not constitute inclusion by way of reference):**

- [2024-01-034483](#)
  - [2025-01-022474](#)
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**The corporation's securities are traded on the Tel Aviv Stock Exchange.**

**Short name:** Poalim

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**Company website:** <http://www.bankhapoalim.co.il>

**Previous names of the reporting entity:** [None listed]

**Electronic signatory name:** Gilad Bloch, Secretary of the Bank

**Employer company:** [Not specified]

**Alternative address:** 63 Yehuda Halevi St., Tel Aviv - Jaffa, 6578109 Phone: 03-5673800, Fax: 03-5674576; Email: [gilad.bloch@poalim.co.il](mailto:gilad.bloch@poalim.co.il)

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