

BANK HAPOALIM B.M.

Company registration number: 520000118

To:

- Israel Securities Authority (www.isa.gov.il)
- Tel Aviv Stock Exchange Ltd. (www.tase.co.il)

Form Number: T081 (Public)

MAGNA transmission date: 30/11/2025

Reference: 2025-01-094636

Supplementary Report to the Report Filed on 26/11/2025 (Reference: 2025-01-092471)

Main details added / completed:

Details have been added regarding the adjustment of the floor prices of the deferred obligations (series E, F, G, XI, XII, XIII, XIV, and XV) of the bank following the ex-dividend date, as noted at the bottom of the form.

Immediate Report on Cash Dividend Distribution to Securities

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

1. We hereby report that on 19/11/2025 it was decided to pay a dividend.

2. Record date (ex-date): 30/11/2025

Payment date: 08/12/2025

3. Payment details:

- ☐ Dividend distributed by an Israeli resident company (see Section 7A for composition and tax rates)
- ☐ Dividend distributed by a real estate investment trust (see Section 7C for composition and tax rates)

Security Number	Security Name	Dividend per Security	Dividend Amount Currency	Payment Currency	Exchange Rate for Payment Date	Individual Tax %	Corporate Tax %
662577	Bank Hapoalim	0.8380942	NIS	NIS	_____	25	0

- ☐ Dividend distributed by a foreign resident company (see Section 7B for tax rates)

4. **Total dividend amount to be paid:** 1,103,000,000 NIS
5. **The corporation's retained earnings as defined in Section 302 of the Companies Law, 1999, after this distribution:**
54,060,000,000 NIS
6. **Dividend approval procedure:**
- At the Board of Directors' meeting on 19.11.2025
- The aforesaid distribution was not approved by the court according to Section 303 of the Companies Law: No
- The final dividend amount per share is subject to changes due to _____
- The final dividend amount per share can be updated up to 2 trading days before the record date.
7. **The following withholding tax rates are for the purpose of tax deduction at source by the TASE members.**

7A. Composition of dividend sources distributed by an Israeli resident company (shares and financial instruments except REIT):

(Relevant table follows in full translation for compliance purposes, omitting numerical zero-entries for brevity)

Source	% of Dividend	Individuals	Companies	Foreign Residents
Income subject to corporate tax	100	25%	0%	25%

Additional categories (with their respective tax rates):

- Foreign sourced income (0%)
- Approved enterprise income (0%)
- Irish privileged enterprise income until 2013 (0%)
- Irish privileged enterprise income from 2014 (0%)
- Preferred income (0%)
- Approved tourist/agricultural enterprise (0%)
- Approved/Privileged enterprise that's waived (0%)
- Distribution classified as capital gain (0%)
- Distribution by Participating Unit (0%)
- Other (0%)

Explanations:

- (1) Income subject to corporate tax: income from profit distribution or dividends sourced from income generated in Israel, received directly or indirectly from another company subject to corporate tax.
- (2)-(7): Further definitions as in original, available on request.

7B. Dividend distributed by a foreign resident company:

	Individuals	Companies	Foreign Residents
Dividend from foreign resident	25%	23%	0%

7C. Dividend distributed by a real estate investment trust (REIT):

Source	% of Dividend	Individuals	Companies	Foreign Resident Companies	Tax-exempt fund	Pension fund
Real estate appreciation/gain	_____	25%	23%	23%	0%	0%
Other taxable income (rent)	_____	47%	23%	23%	23%	0%
From income producing real estate for rental purposes	_____	20%	20%	20%	0%	0%
Income taxed by REIT	_____	25%	0%	25%	0%	0%
Extraordinary income	_____	70%	70%	70%	60%	70%
Other	_____	_____	_____	_____	_____	_____
Weighted withholding %	100%	_____	_____	_____	_____	_____

Explanatory notes for sections 7A - 7C are as in the original document.

8. Number of the corporation's dormant securities not eligible for the dividend and requiring a waiver letter:
21,601,114

9. Impact of dividend distribution on convertible securities:

- ☐ The company has no convertible securities
- ☐ Dividend distribution has no effect on convertible securities
- ☒ Dividend distribution affects convertible securities, as follows:

Security Name	Security Number	Notes
Poalim Employees' Warrants 24	1206903	The exercise price of options granted to employees will be reduced by the dividend per share distributed by the bank. A similar adjustment will also be made for the limit prices. For details, see the prospectus and private offering reports dated 08.04.2024 and 30.03.2025.

10. **Directors' recommendations and resolutions regarding the dividend (Regulation 37(a)(1)):**

- On November 19, the Board of Directors, in accordance with the bank's dividend policy, approved a total distribution of approximately NIS 1,379 million (50% of the third quarter 2025 profits), of which NIS 1,103 million (40% of the quarterly profit) will be paid as a dividend on December 8, 2025, and NIS 276 million (10% of the quarterly profit) under stage A of the share repurchase program approved on the same date.
1. The board reviewed the distribution's compliance with the profit test and the solvency test as stipulated in Section 302 of the Companies Law, as well as compliance with regulations applicable to banking corporations in Israel.
 2. Regarding the profit test – the profit balance according to the financial statements as of 30.09.2025 (as defined in section 302) exceeds the amount to be distributed, totaling NIS 55,439 million before the distribution and NIS 54,060 million afterward.
 3. Regarding the solvency test and relevant banking regulations – the Board reviewed the impact on capital structure, capital adequacy, leverage ratio, and liquidity Ratios. The review was based on forecasts for the upcoming year relative to the bank's results in the year following the dividend distribution. It was concluded that the capital adequacy and leverage ratios will not fall below the required regulation. The board determined the distribution does not have a material negative influence on the bank's financial position, will not prevent the bank from meeting its current and future obligations, and complies with Proper Conduct of Banking Business Directive 331 regarding dividend distributions by banking corporations. Therefore, the Board found no impediment to the distribution and decided to approve it.

Authorized Signatories of the Corporation

#	Name	Role
1	Ram Gav	Other CFO, Head of Finance Division
2	Guy Kalif	Other Chief Accountant

Note: According to Regulation 5 of the Securities Regulations (Periodic and Immediate Reports) 1970, a report submitted under these regulations must be signed by authorized representatives of the corporation. Staff position is available at the Authority's website: [link](#) (in Hebrew).

Dividend Distribution and Adjustment in Conversion Floor Price of Deferred Obligations

Following the dividend distribution reported herein, effective from the ex-dividend date on 30.11.2025, and pursuant to the terms of the deferred obligations, the conversion floor price of the deferred obligation notes has been adjusted according to the table below:

Series	Adjusted Floor Price (NIS)
E	8.14018
F	13.91690
G	14.22939
XI	14.16145
XII	20.05120
XIII	20.05120
XIV	30.92971
XV	30.92971

It is clarified that the above floor prices do not include linkage differentials to the consumer price index, and under the note conditions, the floor price will be linked to the CPI.

References to previous documents on this subject (listing does not constitute incorporation by reference):

- 2024-01-034483
- 2025-01-022474

The corporation's securities are listed for trading on the Tel Aviv Stock Exchange

- Short Name: Poalim

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Previous names of the entity (if any): —

Electronic reporting name: Gilad Bloch
Role: Bank's Secretary

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Last form structure update: 21/10/2025

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