

**Bezeq The Israel Telecommunication Corp. Ltd. ("the Company")**

Voting slip pursuant to the Companies (Voting Slip and Position Papers) Regulations, 2005 ("the Regulations")

**Voting Slip – Part One**

1. **Company name:** Bezeq The Israel Telecommunication Corp. Ltd.
2. **Type, date and venue of general meeting:** Special General Meeting of the shareholders of the Company, to be held on Thursday, **May 223**, 2019 at 11:00, in Tel Aviv in the offices of the Company at Azrieli Center 2, (Triangular Building) 27<sup>th</sup> floor.
3. **Item on the agenda that can be voted on by means of a voting slip**
  - 3.1 It is proposed to re-approve the compensation policy of the Company pursuant to section 267A of the Companies Law, including its update, for a period of three years commencing January 1, 2019, in accordance with the text attached as Appendix A to this report.
4. **The date and time when the full text of the proposed resolution can be viewed**

In the Company's offices in Azrieli Center 2, (Triangular Building, 27<sup>th</sup> floor) on Sunday – Thursday between 10:00 and 15:00 by appointment (tel: 03-626-2200).
5. **The majority required for adoption of the resolution on the agenda**
  - 5.1 The majority required for adoption of the resolution described in section 3.1 above, is a simple majority of the all the votes of the shareholders who are present at the meeting and who may and do vote there, provided that one of these obtains:
    - (1) The count of the majority votes at the general meeting includes a majority of all the votes of the shareholders who are not the controlling shareholders in the Company or who do not have a personal interest in approval of the new compensation policy, as the case may be, who participate in the vote; in counting the votes of these shareholders, abstentions shall not be taken into account; whoever has a personal interest shall be subject to the provisions of section 276 of the Companies Law, mutatis mutandis.
    - (2) Total votes against the resolution from among the shareholders referred to in paragraph (1) shall not exceed two percent of all the voting rights in the Company.
6. **Marking an interest of a shareholder**

A shareholder who participates in a vote on a resolution on the agenda must mark in Part Two of the voting slip, in the designated place, whether or not he is a controlling shareholder in the Company, is an interested party, has a personal interest in approval of the resolution, is a senior officer or an institutional investor, as required by the provisions of the Companies Law, and must describe the nature of that characteristic, personal interest or interest, if they exist, as required by section 267A of the Companies Law, 1999. It is clarified that the vote of a shareholder who does not mark the slip as required or does not describe the nature of the personal interest, the characteristic or the interest, will not be counted.
7. **Validity of the voting slip**
  - 7.1 The voting slip is valid for a shareholder against whose name shares are registered with a member of the stock exchange and those shares are included among the shares listed in the Company's register of shareholders in the name of the nominees company ("Unregistered Shareholder"), only if confirmation of ownership is attached to the voting slip, correct for the date of record for eligibility to attend and vote at the meeting, which is April 3, 2019, ("the Date of Record"), or if confirmation of ownership is sent to the



**Bezeq** Company through the electronic voting system (as defined in the Companies (Written Vote and Position Papers) Regulations, 2005 ("the Electronic Voting System"), concerning the Date of Record.

- 7.2 An Unregistered Shareholder is entitled to prove his ownership of shares of the Company on the Date of Record, for the purpose of voting at the General Meeting, by way of submitting confirmation to the Company from the TASE member with which his right to a share is registered, no later than 24 hours prior to the time of convening the meeting.
- 7.3 An Unregistered Shareholder who wishes to vote using a voting slip, should note how he votes in Part 2 of the voting slip, and deliver it to the Company or sent it to the Company by registered mail together with confirmation of ownership, so that the voting slip reaches the registered office of the Company no later than four (4) hours prior to the time of convening the General Meeting.
- 7.4. The voting slip is valid for a shareholder who is listed as a shareholder in the Company's register of shareholders ("Registered Shareholder") only if a photocopy of an identity card, passport or certificate of association is attached to it.
- 7.5 A Registered Shareholder who wishes to vote using this voting slip must submit the voting slip and the aforementioned relevant documents to the Company's Offices at the address written below, no later than four (4) hours prior to the time of convening the first session of the General Meeting. For this matter, the "delivery time" is the time at which the voting slip and the documents attached to it arrive at the Company's Offices.
- 7.6 A voting slip that is not delivered in accordance with the above will be invalid.

## **8. Voting through the Electronic Voting System**

- 8.1 An Unregistered Shareholder may vote on the item on the agenda noted above using a voting slip that will be transmitted through the Electronic Voting System. The vote by means of the Electronic Voting System will be possible, pursuant to and subject to the terms laid down in the Electronic Voting System and the instructions of the Securities Authority on this subject, commencing on the date of receipt of confirmation from the Electronic Voting System of proper receipt of the list of those entitled to vote in the Electronic Voting System and up to six (6) hours prior to the time of convening the Meeting, i.e. until **May 22<sup>3</sup>**, 2019 at 05:00 ("System Lock Time"), when the Electronic Voting System will be closed.
- 8.2 A vote in the Electronic Voting System can be changed or cancelled up to the System Lock Time, and cannot be changed through the Electronic Voting System after that time. It should be noted that pursuant to section 83(d) of the Companies Law, if a shareholder voted using more than one method, the latest of his votes will be counted, and for this matter a vote of a shareholder, cast by him personally or by his proxy, will be seen as later than a vote through the Electronic Voting System. The Company does not allow voting via the Internet which is not through the Electronic Voting System.

## **9. Address for delivery of voting slips and position papers**

Bezeq The Israel Telecommunication Corp. Ltd., Group Administrative and Internal Compliance Office, Azrieli Center 2 (Triangular Building, 27<sup>th</sup> floor), Tel Aviv.

10. The deadline for submitting position papers is April 22, 2019.  
The deadline for submitting the response of the Board of Directors to the position papers is April 27, 2019.
11. Addresses of Internet sites where voting slips and position papers can be accessed:
  - a. The distribution website of the Securities Authority: [www.magna.isa.gov.il](http://www.magna.isa.gov.il)
  - b. The website of the Tel Aviv Stock Exchange Ltd.: [www.maya.tase.co.il](http://www.maya.tase.co.il)
  - c. The Internet site of the Company: [www.bezeq.co.il](http://www.bezeq.co.il)



12. A shareholder is entitled to receive the confirmation of ownership at the branch of the stock exchange member or by mail if he so requests. Such a request should be made in advance to a specific securities account. An Unregistered Shareholder may instruct that his confirmation of ownership be sent to the Company through the Electronic Voting System.
13. An Unregistered Shareholder is entitled to receive, by email and free of charge, a link to the text of the voting slip and position papers on the distribution site of the Securities Authority, from the member of the stock exchange through which he holds his shares, unless he notifies the member of the stock exchange that he does not wish to receive the link or that he wishes to receive voting slips by mail for payment; his notice about the voting slips shall apply also to the matter of receipt of position papers; his notice concerning the voting slips shall apply also to receipt of position papers. In addition, any shareholder may request and receive directly from the Company the text of the voting slip and the position papers.
14. One or more shareholders who, on the Date of Record, hold shares constituting five percent or more of all the voting rights in the Company, and whoever holds such a percentage of all the voting rights that are not held by the Controlling Shareholder in the Company as defined in section 268 of the Companies Law, is entitled, in person or through his proxy, after the General Meeting has convened, to review the voting slips that have reached the Company, at the Company's Offices during normal working hours and by appointment, as noted above.
15. A shareholder must note his vote on the item on the agenda and which can be voted on, on Part 2 of the voting slip.
16. After publication of the voting slip, there could be changes made to the agenda, including the addition of an item, and position papers might be published. The updated agenda and the published position papers can be seen in the Company's reports on the distribution site.
17. The last date on which the Company will submit an amended voting slip if an addition to the agenda is requested, is April 4, 2019.
18. A shareholder may, up to 24 hours before the time of convening the General Meeting, contact the Registered Office of the Company, and after proving his identity to the satisfaction of the Company Secretary or another employee appointed for that purpose, withdraw his voting slip and confirmation of ownership.



**Voting Slip – Part Two**

Companies (Voting Slip and Position Papers) Regulations, 2005 ("the Regulations")

**Company name:** Bezeq The Israel Telecommunication Corp. Ltd.

**Address of the Company (for delivery and mailing of voting slips):** Bezeq The Israel Telecommunication Corp. Ltd., Group Administrative and Internal Compliance Office, Azrieli Center 2 (Triangular Building, 27th floor), Tel Aviv.

**Company no.** 52-003193-1

**Date of meeting:** May 22, 2019

**Type of meeting:** Special General Meeting.

**Date of record:** April 3, 2019

**Shareholder information:**

**Shareholder name:** .....

**I.D :** .....

If the shareholder does not have an Israeli ID card –

**Passport no.:** .....

**Country of issue:** .....

**Valid through:** .....

If the shareholder is a corporation -

**Company no.:** .....

**Country of incorporation:** .....

**Casting a vote:**

Item number on the agenda	Item on the Agenda:	Your vote: <sup>1</sup>			Are you a controlling shareholder, an interested party, do you have a personal interest in the resolution, are you a senior officer or institutional investor? <sup>2</sup>	
		<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Yes</u> <sup>3</sup>	<u>No</u>
1	Approval of a new compensation policy					

- (1) Failure to mark the slip will be seen as an abstention.
- (2) The vote of a shareholder who does not mark this column or who marks "Yes" without elaborating, will not be counted.
- (3) Please add details relating to your being a controlling shareholder, an interested party, having a personal interest in the resolution, a senior officer or an institutional investor:

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\_\_\_\_\_

\_\_\_\_\_

For shareholders who hold shares through a member of the stock exchange (per section 177(1) of the Companies Law) – This voting slip is valid only together with confirmation of ownership, except in cases where the vote is through the Electronic Voting System.

For shareholders who are listed in the Company's Register of Shareholders, - The voting slip is valid only together with a photocopy of an ID card / passport / certificate of incorporation.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of shareholder



- If the voter voted by means of power of attorney, the details noted above shall be given in connection with the appointee.

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For shareholders holding shares through a stock exchange member (pursuant to Section 177(1) of the Companies Law) – this voting slip is valid only together with confirmation of ownership, except in cases where the vote is through the Electronic Voting System.

For shareholders registered in the Company's register of shareholders – this voting slip is valid only together with a photocopy of an ID card / passport / certificate of association.

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Date

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Shareholder's signature