



**“Bezeq” The Israel Telecommunication Corp Limited**  
**(“The Company” or “Bezeq”)**

April 2, 2020

Attn.  
Israel Securities Authority  
Via Magna

Attn.  
The Tel-Aviv Stock Exchange Ltd  
Via Magna

Re: **Immediate Report - Convening of Annual and Special General Meeting of the**  
**Company’s Shareholders**

In accordance with the Securities Regulations (Periodic and Immediate Reports), 1970 (“Periodic and Immediate Reports Regulations”) and the Companies Law, 1999 (“the Companies Law”), notice is hereby given of the convening of the Annual and Special General Meeting of the Company's shareholders that will take place on **Thursday, May 14, 2020 at 11:00am**, at the Company's offices in Tel Aviv, Azrieli Center 2 (Triangular Building), Floor 27 (“the Company's Offices” and “the General Meeting”, respectively).

**1. On the agenda of the General Meeting**

On the agenda of the General Meeting are the following items:

- 1.1. Discussion of the Directors' Report and the Company's financial statements for 2019 as published on March 19, 2020 (this information constitutes an inclusion by way of reference) (“the Periodic Report”). The Periodic Report will be presented to the Company's shareholders for the purpose of a discussion on it, without any resolutions being taken;
- 1.2. Reappointment of the accounting firm Somekh Chaikin KPMG as the Company's auditors for 2020 until the next Annual General Meeting of the Company's shareholders, and authorization of the Company's Board of Directors to set its fees.

In respect of the fees of the auditor for 2019, see section 2.2 of Chapter B (Directors' Report) of the Periodic Report;

- 1.3. Approval of reappointment of the director (who serves as Chairman of the Board), Mr. Shlomo Rodav, for an additional tenure period on the Company's Board of Directors until the next Annual General Meeting of the Company's shareholders;
- 1.4. Approval of reappointment of the director, Mr. Darren Glatt, for an additional tenure period until the next Annual General Meeting of the Company's shareholders;
- 1.5. Approval of reappointment of the director, Mr. Ran Fuhrer for an additional tenure period on the Company's Board of Directors until the next Annual General Meeting of the Company's shareholders;

- 1.6. Approval of reappointment of the independent director, Mr. David Granot, for an additional tenure period on the Company's Board of Directors until the next Annual General Meeting of the Company's shareholders<sup>1</sup>.
- 1.7. Selection by the General Meeting of a director from among the employees, Mr. Joseph Abergil, to serve on the Company's Board until the next Annual General Meeting of the Company's shareholders;

For details about the directors listed in sections 1.3-1.7 above in accordance with the provisions of Regulations 26 and 36B(10) of the Periodic Reports Regulations, see Regulation 26 of Chapter D of the Periodic Report (this information constitutes an inclusion by way of reference)<sup>2</sup>.

The terms of tenure of the directors specified in sections 1.3 - 1.7 remain unchanged<sup>3</sup>.

- 1.8. Subject to approval of item 1.7 above, approval of the grant of a Statement of Indemnification and Exemption to the candidate to serve as director from the employees has the identical wording to the Statements of Indemnification and Exemption approved for all the other directors of the Company at the Company's General Meeting held on February 6, 2020.
- 1.9. Approval of the appointment of a regular director of the Company's Board, Mr. Tomer Raved, according to the request of B Communications Ltd (BCom) until the next Annual General Meeting of the Company's shareholders.

On February 25, 2020 BCom contacted the Company's Board with a request to include this item in the agenda of the Annual General Meeting in accordance with section 66(B) of the Companies Law, whereby one or more shareholders that holds at least 1% of the voting rights at a General Meeting is entitled to request the Board to include an item on the agenda of a General Meeting that will be convening in the future, on condition that the item is suitable to be discussed at the General Meeting.

For details about Mr. Tomer Raved, in accordance with the provisions of Regulations 26 and 36B(10) of the Periodic Reports Regulations, see section **שגיאה! מקור ההפניה לא נמצא.** below.

- 1.10. Approval to carry out amendments and updates to the Company's existing Compensation Policy as approved on May 23, 2019 for a period of three years by the General Meeting of the Company's shareholders, and amended on February 6, 2020 ("the Existing Compensation Policy"), as detailed below:

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<sup>1</sup> For the sake of good order, it is noted in respect of Mr. Granot, and of his employers and/or partners and/or relatives and/or companies in which he serves as Chairman or CEO and/or companies under his control, these purchase from the Company and from other companies in the Bezeq Group various communications services during regular business and are likely to do so during the period of his tenure as a director. The Company's position is that, applicable to all external and independent directors of the Company, the purchase of normal communications services of this sort to a customer that was classified by the Company or a subsidiary as a customer of the Private Division (and subject to exceptions set by the Audit Committee) in the normal course of the Company's business, does not represent a commercial connection in respect of "linkage". Similarly, purchases of communications services that do represent a commercial connection are trivial, and in addition, the independent director has instructed his related parties that he will not be involved or acquainted with any purchase of said communications services for those related parties.

<sup>2</sup> As the Company has been informed, the director Ran Fuhrer serves as Vice President Business Development of the Neopharm Group and not as stated in Chapter D as CFO of the Neopharm Group. Apart from this update, which occurred since the date of the Periodic Report, there have not been any changes in the required details as stated above.

<sup>3</sup> Apart from in respect of Mr. Joseph Abergil, whose terms of tenure and employment remain unchanged subject to approval of the General Meeting to grant a Statement of Indemnification and Exemption for him, as stated in section 1.8 of this Notice.

1.10.1. Approval of an amendment to section 8.1 of the Existing Compensation Policy for the Company's officers, that in place of the maximum premium for the annual officers' insurance of USD 1 million, the maximum annual premium will be USD 2.5 million.

1.10.2. Approval to add section 7.1.2.7 to the Existing Compensation Policy, whose wording is as follows:

"7.1.2.7 In addition to what is stated above, the Company may participate in the cost of participation of an officer in various continuing education programs and/or courses up to a cumulative amount for each officer of up to NIS 1 million for a period of 3 years".

1.10.3. Approval of an amendment to section 1 (the Definitions Section) of the Existing Compensation Policy, effective as of January 1, 2020 and onwards, so that the wording of the section will be as follows (amendments marked with a cross through (deletions) and an underline (additions)).

"Adjusted free cash flow" - Calculated as cash generated from current operations ~~less net of~~ cash for the acquisition / disposal of fixed assets and intangible assets (net) less payments for leases;

EBITDA - ~~Operating~~ Earnings before interest ~~expenses, taxes,~~ depreciation and amortization in its meaning in the Chapter, Description of the Company's Business in the Company's annual Periodic Reports;

"Adjusted EBITDA" - ~~Operating profit before interest expenses, depreciation and amortization~~ Calculated as EBITDA net of other operating expenses / income (net), losses / profits from impairment / increase in value (including losses from continuing loss of value), and net of impact of implementation of IFRS 16, "Leases".

1.10.4. Approval of amendment to Footnote no. 6 in section 1.6 of the Existing Compensation Policy, retroactively effective as of January 1, 2020 and onwards, so that the wording of the section will be as follows (amendments marked with an underline):

"Funds From Operations (FFO) - calculated as cash flow from current operations (in its meaning in the Company's annual financial statements) before changes in working capital and before changes in the Other Assets and Liabilities items and net of payments for leases. This target is likely to be subject to being net of events stipulated in section 7.2.1 of the Compensation Policy".

1.11. Approval of amendment of the Company's Articles of Association at the request of BCom to include this item in the agenda as follows:

1.11.1. After Regulation 95 in the Articles to add Regulation 95A, whose wording will be as follows:

"95A. The method of appointment of directors stipulated in the Company's Articles of Association will not be changed without the prior written permission of the Minister of Communications."

1.11.2. After Regulation 42 in the Articles to add Regulations 42A and 42B, whose wordings will be as follows:

“42A. The Company will report to the ministers in their meaning in the Communications Order on the holder of the means of control where the holder has holdings that deviate from their meaning in the Communications Order, immediately upon becoming aware of the existence of the said deviant holdings.

42B. The Company will report to the ministers of the change of one of its shareholders into an interested party in Bezeq from the date the Company became aware of the change.”

For details concerning BCom's request, the position of the Ad Hoc Committee (authorized by the Company's Board to bring its recommendations before the Company's Board) and the Board Committee on this matter on the agenda of the General Meeting, see section 1.14A below.

**Part A - Details in connection with items on the agenda**

**1.12. Considerations and reasons that guided the Board in respect of approval of items 1.3 - 1.7 on the agenda:**

The Company's Board has approved to include on the agenda of the General Meeting the appointments of the directors: Mr. Shlomo Rodav, Mr. Daren Glatt, Mr. Ran Fuhrer, Mr. David Granot and Mr. Joseph Abergil, taking into account, *inter alia*, their updated declarations that detail, *inter alia*, their education, skills and rich professional experience in the field of communications and/or as having served as directors of public and/or private companies.

**1.13. Reasons of the Board to approve item 1.8 on the agenda:**

- 1.13.1. Grant of a Statement of Indemnification and Exemption are in accordance with the Companies Law, the Company's Articles of Association and the Company's Compensation Policy.
- 1.13.2. Grant of a Statement of Indemnification and Exemption are accepted protections among public companies in Israel, and are critical to allow the Company's directors to act freely in its interests while reducing their personal exposure, all subject to the constraints of the law.
- 1.13.3. The scope of the Undertaking of Indemnification is for events that in the opinion of the Company's Board are foreseeable in light of the Company's business, and accordingly the maximum amount of indemnification under the Undertaking of Indemnification is reasonable in the circumstances.
- 1.13.4. The Statement of Exemption and the Undertaking of Indemnification by the Company are provided to all the Company's officers at identical terms.
- 1.13.5. By providing a Statement of Exemption and Indemnification the Company is likely to save financial costs involved in paying the insurance company to expand the liability limits for officers.

**1.14. The considerations and reasons that guided the Company's Audit Committee and Board concerning item 1.10 on the agenda:**

**1.14.1. Amount of annual premium**

In the opinion of the Company's Compensation Committee and Board, an amendment to the maximum amount of the annual premium is required to facilitate flexibility in purchasing an officers' insurance policy suitable for a company the size of the Company, in the light of changes that are not dependent on the Company and reflect market conditions of the cost of liability insurance policies of this sort.

**1.14.2. Participation of the Company in the costs of training officers**

- i. Participation in various continuing education programs and/or courses are likely to improve the professional level and managerial experience of officers, including in areas applicable to the Company's operations.

Moreover, the need for managerial continuity in the Company requires training of officers for the next stages in their careers in the Company, and

therefore there is an importance to expand the managerial and professional experience of the officers.

- ii. Bearing the cost of participation in the continuing education programs and/or courses is part of the overall associated terms it is usual to grant officers and indicates both the importance the Company ascribes to advancing and developing officers and to its esteem for its officers, thereby retaining the existing officers within the Company.
- iii. In the opinion of the Compensation Committee and the Board the ceiling of the participation cost in continuing education programs and/or various courses (including grossing up the tax) is both reasonable and appropriate. It should be noted that as part of setting the said ceiling, the possibility of funding has been taken into account for the participation in senior courses for managers that take place at leading institutions abroad for extended periods.
- iv. In light of the foregoing, in the opinion of the Company's Compensation Committee and Board, an amendment of the Company's Compensation Policy to facilitate bearing the cost of participation of officers in various continuing education programs and/or courses, subject to approval by the competent bodies, is in the Company's interest.

**1.14.3. Amendment to section 1 (Definitions Section) of the Compensation Policy and to Footnote No.6**

In the opinion of the Company's Compensation Committee and Board, these amendments represent an incentive for officers based on the commercial results and business operations of the Company.

**1.14A Position of the Company's Board Concerning BCom's Request to Amend the Articles of Association**

- i. On February 25, 2020, BCom contacted the Company's Board with a request to include an amendment to the Company's Articles of Association as stated in section 1.11 above on the agenda of the General Meeting, in accordance with section 66(B) of the Companies Law and section 63.1 of to the Company's Articles of Association.
- ii. Accordingly, the Company's Board appointed an Ad Hoc Committee ("the Committee") to recommend to the Board how it should respond to BCom's request above, its members made up solely of the Company's external directors.
- iii. The Committee based itself on the opinion of its legal counsel and of an external expert and gave the Board its initial opinion on March 26, 2020, and contacted BCom with a request for clarifications that were received, and on March 31, 2020 gave its final recommendation to the Company's Board.
- iv. On April 1, 2020 the Company's Board adopted the Committee's recommendations concerning BCom's request concerning the Company's Articles of Association. Below are the resolutions of the Board:

**To bring to the General meeting of the Company's shareholders the Board's position as follows** - the Board has adopted the recommendation dated March 26, 2020 and the recommendation of the Committee dated March 26, 2020 and the

Committee's recommendation dated March 31, 2020 to the Company's Board. The Company's Board adopts the recommendation of the Committee that it does not find that the requested changes to the Company's Articles of Association are in the Company's interests and those of all its shareholders, and that amendment of the Articles of Association of the main subsidiaries that are expected to be submitted in the future as stated in the notice from BCom dated March 30, 2020 are likely to cause extreme discrimination to the rest of the Company's shareholders, and therefore is likely to be ruled unlawful.

**Reasons concerning amendment of the Company's Articles of Association:**

1. The Company's Articles of Association is a basic document of the Company that regulates the relationships between the various organs of the Company, including the rights and obligations of the Company's shareholders. The changes required under the control permit and that part of them are brought for approval at the General Meeting go to the root of the organization of the power relationships between the various shareholders, granting the Minister of Communications a veto over corporate governance matters of the Company and are likely to give BCom additional rights over the Company's other shareholders. Therefore, even though the proposed resolution brought for approval of the General Meeting of the Company's shareholders does not require the approval of the Board of Directors, **under the duty of trust incumbent on the Board and the rules of accepted corporate governance, the Company's Board is obliged to bring to the attention of the General Meeting of the Company's shareholders its position**, having examined the impact of the requested changes on the Company's interests.
2. The sole purpose of the proposed changes in the Company's Articles of Association is to allow BCom to meet the terms of the control permit and do not contribute to the Company's benefit.
3. The proposed changes in the Company's Articles of Association limit the power of the entire body of investors to determine part of the corporate governance rules of the Company, place on the Company reporting obligations to the regulator (in respect of obligations some of which do not exist today), and subject the method of appointment of directors in the Company to a veto granted to the Minister of Communications.

As of this date, the Company's Board has not been presented with any convincing explanations or reasons why the changes requested by BCom to the Company's Articles of Association serve the interests of the Company, including what is stipulated below:

- 3.1.1. The proposed changes constrain the Company and its shareholders;
  - 3.1.2. The proposed changes represent an outside intervention in the area of what exists in the Company's corporate governance;
  - 3.1.3. The proposed changes are irrevocable;
  - 3.1.4. The proposed changes will remain valid even if there is a change in control of the Company;
  - 3.1.5. The proposed changes do not offer anything to the Company.
4. The argument of BCom that there is a regulatory obligation for the existence of control in the Company is not accepted.

**Position of the Committee adopted by the Company's Board in respect of amending the Articles of Association of the subsidiaries:**

5. In the light of the wording of the control permit and the notice of BCom dated March 30, 2020, whereby in the future it intends to bring the required changes in the control permit in respect of the Articles of Association of the subsidiaries, the Committee also relates to the following points:

5.1.1. The strength of the arguments concerning the requested changes in the Articles of Association of the Company under the control permit, namely that the changes do not serve the interests of the Company and are likely to become discriminatory, are also valid (all the more so) in respect of the changes expected to be requested in the Articles of Association of the subsidiaries.

5.1.2. The required changes under the control permit in the Articles of Association of the subsidiaries do not benefit them at all and certainly not the Company, while if a direct benefit is granted to BCom and part of its shareholders, the suspicion of discrimination will also arise as stated in light of the expropriation of the right to select the method of appointment of directors in the subsidiaries that today lies with the subsidiaries (and their shareholders), and therefore becomes an improper distribution of the assets of the subsidiaries and of the Company.

5.1.3. Beyond that, the requested changes in the Articles of Association of the subsidiaries granted in clear manner to the permit holders power that is inconsistent with their percentage holdings (indirectly) in the subsidiaries and grants them the right to appoint directors in those companies (in addition to their right to vote at the Bezeq General Meeting). These excessive rights in respect of the other shareholders of the Company are likely to represent a violation of section 46B of the Securities Law, 1968.

5.1.4. In the light of the foregoing, the proposed changes to the Articles of Association of the subsidiaries are likely to be deemed, at the end of the day, legally invalid for the reason they might be deemed discriminatory against the Company's shareholders (in the meaning of this term in section 191 of the Companies Law).

**1.15. Names of directors who participated at the meeting of the Company's Compensation Committee and Board of Directors in respect of the amendment to the Compensation Policy**

1.15.1. At the meetings of the Compensation Committee held on March 1, 2020 and March 18, 2020 that discussed the item no. 1.10 on the agenda, all members of the Compensation Committee participated: Mr. Amnon Dick - Chairman of the Committee, Mr. Zeev Vurembrand, Mrs. Idit Lusky (external directors), Mr. David Granot (independent director).

1.15.2. At the Company's board meeting held on March 16, 2020 the following directors attended:

- In respect of resolutions 1.10.1 on the agenda: Mr. Shlomo Rodav, Chairman of the Board, Mr. Darren Glatt and Mr. Ran Fuhrer (regular directors), Mr. Joseph Abergil (director



from among the employees), Mr. David Granot (independent director), Mr. Amnon Dick, Mr. Zeev Vurembrand and Mrs. Idit Lusky (external directors).

- In respect of resolution 1.10.2 on the agenda: Mr. Shlomo Rodav, Mr. Darren Glatt, Mr. Ran Fuhrer, Mr. David Granot, Mr. Amnon Dick, Mr. Zeev Vurembrand and Mrs. Idit Lusky.

At the Company's board meeting held on March 18, 2020 at which item no. 1.10 on the agenda was discussed, Mr. Shlomo Rodav, Mr. Darren Glatt, Mr. Ran Fuhrer, Mr. Joseph Abergil, Mr. David Granot, Mr. Amnon Dick, Mr. Zeev Vurembrand and Mrs. Idit Lusky attended.

#### **1.16. Controlling shareholder of the Company and the rights giving it control**

The Company's controlling shareholder is B Communications Ltd ("B Com"), which to the best of the Company's knowledge holds 26.34% of the Company's issued capital and voting rights.

For additional details, including about the controlling shareholders of B Com, see the Immediate Report on the holdings of interested parties and senior officers dated February 11, 2020 (this information is included by way of reference). To the best of the Company's knowledge, the controlling owners of B-Com are Searchlight II BZQ LP, a limited partnership incorporated in the Cayman Islands ("Searchlight") and TNR Investments Ltd ("TNR"), a private company incorporated in Israel. The final general partner of Searchlight is Searchlight Capital Partners II GP, LLC, a limited company incorporated in the State of Delaware, held by a number of individuals including Messrs. Eric Zinterhofer, Erol Uzumeri and Oliver Haarmenn, the latter being enumerated among the individuals who received the control permit from the Ministry of Communications. TNR is wholly owned and controlled by Mr. David Fuhrer (50%) and Mrs. Michal Fuhrer (50%).

As notified to the Company, in accordance with the meaning of the term "controlling shareholder" in section 268 of the Companies Law, 1999, Searchlight and TNR are considered the controlling shareholders in B Com by virtue of the Control Permit dated November 11, 2019 and by virtue of the voting agreement between them that grants them cumulative ownership, as of the date of publication of this report, of 72% of the voting rights in B Com.

For additional information see the Company's Immediate Report dated December 2, 2019.

#### **1.17. Names of directors who have a personal interest in approval of the item no. 1.10 on the agenda of the Meeting and the nature of this interest**

All the Company's directors have a personal interest in the amendment of the Compensation Policy, since it establishes for them the framework of a liability insurance policy that the Company can grant them.

**Part B - Additional details about the Convening of the General Meeting**

**2. Majority required for passing resolutions**

**2.1. Majority required to pass resolutions nos. 1.2 - 1.9 and 1.11 on the agenda:**

The majority required for each of the resolutions nos. 1.2 - 1.9 and 1.11 on the agenda is a regular majority of all the votes of shareholders present at the General Meeting, who are entitled to vote and do vote, without taking abstentions into account.

**2.2. Majority required to pass the resolution no. 1.10 on the agenda**

The majority required to pass the resolution no. 1.10 on the agenda is a regular majority of the votes on condition that one of the following is met: (1) In the majority of votes at the General Meeting there shall be a majority of all shareholders who are not controlling shareholders in the Company or who have no personal interest in approval of the Compensation Policy, taking part in the vote; the vote count shall not take abstentions into account; on those with a personal interest the provisions of section 276 with necessary modifications will apply;(2) the number of votes opposed among the shareholders specified in subsection (1) shall not exceed two percent of all voting rights in the Company.

**It is clarified that the Compensation Committee and thereafter the Company's Board are entitled in certain cases to approve an amendment to the Compensation Policy (item 1.10 on the agenda), even if the General Meeting opposes approving this item, on condition that the Company's Compensation Committee and Board decide on this based on detailed reasons and after the amendment to the Compensation Policy will have been re-examined and re-discussed, including, *inter alia*, the opposition of the General Meeting.**

**3. Details concerning Mr. Tomer Raved, the candidate to serve as a regular director on the Company's Board in accordance with the provisions of Regulations 26 and 36B(10) of the Periodic and Immediate Reports Regulations, to the best of the Company's knowledge**

<b>Name of candidate</b>	Tomer Raved
<b>ID (Passport) No.</b>	036864288
<b>Date of birth</b>	April 18, 1985
<b>Address for serving court documents</b>	144 Menachem Begin Road, Floor 41, Tel-Aviv 6492102
<b>Citizenship:</b>	Israel
<b>Committees on which the candidate will serve (subject to appointment)</b>	No
<b>In the position since:</b>	Date of approval by General Meeting, if passed
<b>Position he will fill:</b>	Regular director
<b>Candidate to be independent director?</b>	No
<b>Serving as an external director?</b>	No
<b>Employee of the Company, a subsidiary,</b>	CEO BCom, the controlling shareholder in the Company

<b>an associate company of the Company or of an interested party, and the position he fills</b>	
<b>Education:</b>	Joint degree in law (LLB) and Economics (BA) from Tel-Aviv University; MBA, with major in accounting and finance from NYU Stern School of Business.
<b>Employment during last five years</b>	2020 - Present: CEO and director of B Com; 2016-2020: Director and Vice President at the Communications, Media and Technology Group of the Royal Bank of Canada; 2014-2016: Associate Director at the Communications, Media and Technology Group of the investment bank UBS;
<b>Serves as a director of the following companies</b>	B Com
<b>Is he a relative of another interested party in the Company?</b>	No
<b>Is he an accounting and finance specialist or have professional qualifications?</b>	Yes

**4. Place of convening of General Meeting, date and quorum and date of holding deferred meeting**

The General Meeting will convene on Thursday, May 14, 2020, at 11am, at the Company's offices. According to the Company's Articles of Association, the Meeting can only start if there is a quorum present to open the discussion. A quorum is the attendance of at least two shareholders who hold twenty five percent (25%) at least of the Company's voting rights (including attendance through a representative or by way of a voting slip), within half an hour of the time set for opening the Meeting.

If at the opening of the General Meeting there is not present, as applicable, a quorum after half an hour from the time set for opening the Meeting, as applicable, the date of the Meeting will be deferred, accordingly, by a week to the same day, the same time and the same place.

**5. The date of record, entitlement to participate in the Meeting and manner of voting**

The date of record for entitlement to participate and vote in the Meeting in accordance with section 182(C) of the Companies Law and Regulation 3 of the Companies Regulations (Vote in Writing and Position Notices), 2005, will occur at the end of the trading day for the Company's securities on the stock exchange on April 7, 2020 ("the Date of Record"). If there

is no trading on the Date of Record, then the Date of Record will be the last trading day before that date.

In accordance with the Companies Ordinances (Proof of Ownership of Shares to Vote at a General Meeting), 2000 ("Proof of Ownership of Shares Ordinances"), a shareholder who has a share registered with a member of the stock exchange and such share is among the shares registered on the Company's register of shareholders ("Unregistered Shareholder") is entitled to prove its ownership of the Company's shares at the Date of Record for the purpose of voting at the General Meeting, by presenting the Company with a confirmation from a member of the stock exchange with whom its entitlement to a share is registered, not later than 24 hours before the time of convening of the Meeting.

An Unregistered Shareholder is entitled to receive confirmation of ownership from the stock exchange member, through whom its shares are held, at a branch of the stock exchange member or by post to its address after payment of postal charges only, if so requested. A request in this regard shall be provided in advance for a specific shares account.

A shareholder in the Company at the Date of Record shall be entitled to attend at the General Meeting either personally or through a representative after the power of attorney will have been deposited at the Company's offices not less than 48 hours prior to the time of the General Meeting ("Power of Attorney"). The Power of Attorney shall be in writing and shall be signed by the appointer or its authorized representative for this purpose in writing, and if the appointer is a company, the Power of Attorney shall bear the company's seal (if there is one), and in the absence of a seal, by the party authorized to do so together with the stamp of that company.

**6. Voting slip, position notices and addition of items to the agenda**

Votes in respect of the items detailed above brought to a vote, except for the items detailed in sections 1.2 and 1.11, can also be by using the voting slip attached to this Notice as Appendix E. A written vote shall be made on the second part of the voting slip as published on the distribution website.

The website addresses of the Securities Authority, the Tel-Aviv Stock Exchange Ltd and of the Company, on which can be found the wording of voting papers and positions notices: the distribution website address of the Securities Authority: [www.magna.isa.gov.il](http://www.magna.isa.gov.il), the website of the Tel-Aviv Stock Exchange Ltd: [www.maya.tase.co.il](http://www.maya.tase.co.il) and Company's website at: [www.bezeq.co.il](http://www.bezeq.co.il).

A member of the stock exchange shall be sent, free of charge by email, a link to the wording of the voting slip and position notices on the distribution website of the Securities Authority, to every Unregistered Shareholder whose shares are registered at this stock exchange

member, unless the shareholder announces that it is not interested, on condition that such notice be given for a specific securities account and at a date prior to the Date of Record.

The latest date to submit position notices of the Company's shareholders is up to ten (10) days prior to the date of convening the General Meeting, namely by May 4, 2020. The latest date to submit responses of the Board of Directors to the position notices shall be up to five (7) days prior to the date of convening of the General Meeting, namely by May 7, 2020.

An Unregistered Shareholder who wishes to vote using the voting slip shall mark on the second part of the voting slip its vote, and hand it to the Company or send it by registered mail together with confirmation of ownership, such that the voting slip will reach the Company's registered office not later than four (4) hours prior to the time of the General Meeting.

Latest date to submit a voting slip (including documents that need to be attached, including confirmation of the ownership, as detailed above and on the voting slip):

A Shareholder registered on the Company's register of shareholders who wishes to vote using the voting slip shall mark on the second part of the voting slip its vote, and hand it to the Company or send it by registered mail together with a copy of his/its identity card or passport or certificate of incorporation, such that the voting slip will reach the Company's registered office not later than four (4) hours prior to the time of the General Meeting.

In accordance with section 66(B) of the Companies Law, one or more shareholders holding at least one (1) percent of the voting rights at the General Meeting is entitled to request the Board to include an item on the agenda of the General Meeting, on condition that the item is suited to be discussed at the General Meeting. In accordance Regulation 5A(a) of the Regulations of Announcement and Notice, a request under section 66(B) of the Companies Law shall be submitted to the Company up to seven (7) days after convening of the General Meeting. If such a request shall be submitted (in respect of any of the sessions), there is the possibility that items will be added to the Meeting's agenda and details of them will appear on the website of the Securities Authority.

Voting using the electronic voting system:

In addition to the foregoing, an unregistered shareholder is also entitled to vote in respect of each item detailed above and brought to the vote also using a voting slip that will be submitted to the Company using the electronic voting system (in its meaning in the Written Voting Regulations) ("the Electronic Voting System"). Voting using the electronic voting slip will be possible from the time of receipt of confirmation from the electronic voting system of safe receipt of the list of those entitled to vote using the Electronic Voting System and up until six (6) hours prior to the time of convening the General Meeting ("Time of Closing the System"). Voting using the Electronic Voting System can be changed or canceled up to the time of

closing the system. It should be noted that in accordance with section 83(D) of the Companies Law, in the event that a shareholder votes by more than one method, the last vote will be counted, which in this case a vote by the shareholder himself or by way of a proxy shall be deemed later than voting using the Electronic Voting System.

7. **Examination of the documents**

The Company's shareholders can, upon request, examine this notice at the Company's offices, the Azrieli Centre 2 Triangular Building, "Bezeq House", (27th Floor), Tel-Aviv Sundays - Thursdays between 10am and 3pm, by prior appointment by telephone 03-626-פנינו לכל בעלי הנכסים, עם רובם הגענו להסכם על זיכוי של מחצית חודש מרץ, עם חלקם גם על אפריל.

ככל ויימשך המצב נמשיך במגעים מולם לזיכוי מלא גם של אפריל

2200.

Yours sincerely,

**Shelly Bainhoren, Adv.**  
**Group Corporate Secretary**  
**"Bezeq" The Israel Telecommunication Corp Limited**