

Bezeq The Israel Telecommunication Corp. Ltd. (“the Company”)

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

Voting Slip - Part One

1. **Company name:** Bezeq The Israel Telecommunication Corp. Ltd.
2. **Type, date and venue of general meeting:** Annual and Special General Meeting of the shareholders of the Company on May 9, 2017 at 11:00 a.m., at the offices of the Company at Azrieli Center 2, (Triangular Building, 27th Floor), Tel Aviv.
3. **Items on the agenda which may be voted on by means of a voting slip**

Items 3-7 – Appointment of directors (voting for each candidate for the office of director will be done separately).

Item 8 – Appointment of an independent director.

Item 9 – Provision of letter of undertaking for indemnification and exemption for a candidate for the office of independent director.

Item 11 – Updating the monthly salary of the CEO of the Company.

For details regarding the items on the agenda, see the report for convening of the general meeting attached to this voting slip.

4. **Place and time for viewing the full text of the proposed resolutions**

At the Company’s offices at Azrieli Center 2, Tel Aviv (Triangular Building, 27th Floor, in the office of the Group Headquarters General Counsel), Sundays through Thursdays from 10:00 a.m. to 3:00 p.m., by appointment.

5. **For details, to the best of the Company’s knowledge, regarding the candidates for the office of director, pursuant to Regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 1970, see Regulation 26 in Chapter D of the periodic report for 2016, published on March 30, 2017, immediately prior to the publication of this report, the contents of which are included here by way of reference.**

Voting for each candidate for the office of director will be done separately.

The majority required for the adoption of a resolution in items 3-7 set forth above is a simple majority of all the votes of the shareholders present at the meeting.

6. **Details, to the best of the Company’s knowledge, regarding a candidate for the office of director who, at the date of convening of the meeting, is not serving as a director in the Company:**

Name: David Granot	ID No. 45333739
Date of birth: January 30, 1947	
Address for delivery of court notices: 26 Hashomer Street, Raanana	
Citizenship: Israeli	
Membership on board committees: None	
The director is being appointed to serve as an independent director in the Company and, subject to his appointment, he will be appointed to serve as a member of the Company's Financial Statement Review Committee. The Company considers the director to be proficient in accounting and financial and professionally qualified.	
Employee of the Company, a subsidiary or a related company, or an interested party in the Company: No	
Date of commencement of office: May 9, 2017	
Education: BA in Economics – the Hebrew University of Jerusalem. MA in Business Administration – the Hebrew University of Jerusalem. Employment in the last five years: Companies in which he has served as a director (and does not currently serve): Dikla Insurance Company Ltd., Scorpio Real Estate Ltd., BSG Capital Markets PCC Ltd., Ham-Let (Israel-Canada) Ltd., Harel Insurance Investments and Financial Services Ltd. (served as director and chairman of the Investments Committee), Harel Insurance Company Ltd., FANDRC SA. Companies in which he currently serves as a director: Alrov Properties and Lodgings Ltd., Tempo Beverages Ltd., Ormat Technologies Inc., Geregu Power Plc, Sonol Israel Ltd., Jerusalem Economy Ltd. Related to another interested party in the Company: No	

The majority required for the adoption of a resolution in items 8-9 set forth above is a simple majority of all the votes of the shareholders present at the meeting¹.

7. Details regarding the updating of the monthly salary of the CEO of the Company

The text of the resolution being brought for approval: To approve for the CEO of the Company, Ms. Stella Handler, an update to her current monthly salary effective January 1, 2017 (which has been NIS 140,000 plus linkage to the CPI since the commencement of her service on April 14, 2013) by NIS 15,000.

For further details regarding item 11 on the agenda, see the report for convening of the general meeting attached to this voting slip.

The majority required for the adoption of the resolution in item 11 above is a simple majority of all the votes of the shareholders who are present at the general meeting, who may vote and who voted there, provided that one of the following obtains²:

- (a) The count of the majority at the general meeting includes a majority of all the votes of the shareholders who are not controlling shareholders of the Company or shareholders who do not have a personal interest in the approval of the item on the agenda of the general meeting,

¹ The resolution in item 9 – pursuant to section 273(A) of the Companies Law.

² Pursuant to section 267A(B) of the Companies Law.

who participate in the vote; in counting the votes of these shareholders, abstentions shall not be taken into account.

- (b) Total votes against the resolution from among the shareholders referred to in sub-section (a) shall not exceed two (2) percent of all the voting rights in the Company.

In Part Two of the voting slip, space is provided for indicating the existence or absence of control and/or a personal interest (jointly or severally: “Interest”), and for describing the nature of the relevant Interest. It is clarified that the vote of a shareholder who does not mark the allotted space, or marks “Yes” and does not describe the nature of the Interest, will not be counted.

8. Validity of the voting slip

- 8.1. The voting slip will be valid with respect to a shareholder in whose name the 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 nominee company (“Unregistered Shareholder”), only if confirmation of title is attached to the voting slip, correct for the date of record for eligibility to attend and vote at the general meeting, which will be at the close of trading in the Company’s securities on the stock exchange on Wednesday, April 5, 2017 (“the Date of Record”), or if confirmation of title is sent to the Company through the electronic voting system (as defined in the Companies Regulations (Written Vote and Position Papers), 2005) (“the Electronic Voting System”).
- 8.2. The voting slip will be 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 incorporation is attached to it.
- 8.3. A shareholder who wishes to vote using this voting slip must deliver the voting slip and the aforementioned relevant documents to the Company offices at the address set forth below, no later than four (4) hours prior to the time of convening the general meeting if he is an Unregistered Shareholder, and no later than six (6) hours prior to the time of convening the general meeting if he is a Registered Shareholder. In this matter, the “delivery time” is the time at which the voting slip and the documents attached to it arrive at the Company’s office.
- 8.4. A voting slip that is not delivered in accordance with the above will be invalid.

9. Voting through the Electronic Voting System

- 9.1. An Unregistered Shareholder may vote on the item on the agenda set forth above using a voting slip submitted 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 up to six (6) hours prior to the time of convening the general meeting, i.e. until May 9, 2017 at 5:00 a.m. (“System Closing Time”), when the Electronic Voting System will be closed.
- 9.2. A vote in the Electronic Voting System may be changed or cancelled up to the System Closing Time, and may not be changed through the Electronic Voting System after that time. It is noted that pursuant to section 83(D) of the Companies Law, if a shareholder

has voted using more than one method, the latest of his votes will be counted, and for this matter a vote of a shareholder cast in person or by a proxy will be deemed as a later vote than the vote cast through the Electronic Voting System. The Company does not allow voting via the internet that is not through the Electronic Voting System.

10. Address for delivery of voting slips and position papers

Bezeq The Israel Telecommunication Corp. Ltd., office of the Group Headquarters General Counsel and the Group Secretariat, Azrieli Center 2 (Triangular Building, 27th Floor), Tel Aviv.

11. The deadline for submitting position papers is April 30, 2017.

The deadline for submitting the response of the Board of Directors to position papers is May 11, 2017.

12. Websites where voting slips and position papers can be viewed:

- a. The distribution site of the Securities Authority: www.magna.isa.gov.il
- b. The website of the Tel Aviv Stock Exchange Ltd.: www.maya.tase.co.il
- c. The Company's website: www.bezeq.co.il

13. A shareholder may receive the confirmation of title at the branch of the stock exchange member or by mail if he so requests. Such a request should be made in advance for a specific securities account.

14. An Unregistered Shareholder may 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 Israel Securities Authority, from the member of the stock exchange through which he holds his shares, unless he has notified 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 in return for payment; his notice regarding the voting slips will also apply with respect to receiving position papers. In addition, any shareholder may request and receive directly from the Company the text of the voting slip and the position papers.

15. One or more shareholders who hold shares, on the date of record, constituting five percent or more of all the voting rights in the Company, and shareholders holding such a percentage of all the voting rights that are not held by a controlling shareholder in the Company as defined in section 268 of the Companies Law, is entitled, in person or through a proxy, after the general meeting has convened, to review the voting slips that have reached the Company, at the Company's registered office during normal working hours and by appointment, as set forth in section 4 above.

16. The number of shares constituting 5% of all the voting rights in the Company as of the date of issue of this report is 138,274,288 ordinary shares of the Company. The number of shares constituting 5% of all the voting rights in the Company not held by a Controlling Shareholder, as defined in section 268 of the Companies Law as of the date of issue of this report is 101,801,406 ordinary shares of the Company.

17. A shareholder will state his vote for the items on the agenda in Part Two of this voting slip.

18. After publication of the voting slip, changes may be made to the agenda, including the addition of an item to the agenda, 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.

- 19.** The last date on which the Company will publish an amended voting slip, if an addition to the agenda is requested, is April 12, 2017.

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

Voting Slip – Part Two

Companies Regulations (Voting Slip and Position Papers), 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., office of the Group Headquarters General Counsel, Azrieli Center 2 (Triangular Building, 27th Floor), Tel Aviv.

Company no. 52-003193-1

Date of meeting: May 9, 2017

Type of meeting: Annual and Special General Meeting

Date of record: April 5, 2017

Shareholder Information:

Name of Shareholder:

ID no.:

If the shareholder does not hold an Israeli ID card –

Passport no.:

Country of issue:

Valid through:

If the shareholder is a company -

Company no.:

Country of incorporation:

Casting a vote:

Agenda Item No.	Item on the Agenda	Your vote ⁽¹⁾			Are you a controlling shareholder, do you have a personal interest in the resolution, are you a senior officer or institutional investor? ⁽²⁾	
		For	Abstain	Against	Yes ⁽³⁾	No
3	Shaul Elovitch					
4	Or Elovitch					
5	Orna Elovitch-Peled					
6	Rami Nomkin					
7	Joshua Rosensweig					
8	Appointment of an independent director – David Granot					
9	Provision of letter of undertaking for indemnification and					

	exemption for a candidate for the office of independent director					
11	Updating the monthly salary of the CEO of the Company					

- (1) Failure to mark the voting slip will be considered an abstention with respect to that item.
- (2) The vote of a shareholder who does not mark this column, or who marks “Yes” without providing details, will not be counted.
- (3) Below are details relating to my being a “controlling shareholder or having a personal interest” (as applicable) in the approval of the resolution:

Date

Signature

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 title, except in cases where the vote is cast via 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 incorporation.

Date

Shareholder’s signature

The above information constitutes a translation of the Immediate Report published by the Company. The Hebrew version was submitted by the Company to the relevant authorities pursuant to Israeli law, and represents the binding version and the only one having legal effect. This translation was prepared for convenience purposes only.