



July ~~11~~<sup>25</sup>, 2017

## Bezeq The Israel Telecommunication Corporation Ltd. ("the Company")

Voting ballot in accordance with the Companies Regulations (Voting in Writing and Position Notices), 2005 ("the Regulations")

### **Revised vVoting ballot – Part I**

This voting ballot must be revised in view of a request by Company shareholders that each hold, as of the Effective Date, more than 1% of the Company's issued and paid up capital, to add alternative dates on their behalf for serving as an external director in the company on the agenda of the meeting, according to the provisions of section 66(b) of the Companies Law, 1999 ("the Companies Law"), as set out below:

1. **Company:** Bezeq The Israel Telecommunication Corporation Ltd.
2. **Type of general meeting, date and place of convening:** A special general meeting of the Company's shareholders will be held on August 15, 2017 at 11:00 at the Company's offices, 2 Azrieli Center, Tel Aviv (Triangle Building, 27th floor).
3. **Details of the items on agenda in respect of which votes may be cast by voting ballot:**

#### **3.1 Appointment of Mr. Haggai Herman as an external director of the Company for a further term of office.**

It is proposed to approve reappointment of Mr. Haggai Herman for a further (second) term of office of three years as an external director in the Company, from September 3, 2017 to September 2, 2020. Mr. Herman gave the Company a declaration in accordance with sections 224B and 241 of the Companies Law.

For information, to the best of the Company's knowledge, regarding the nominee for external director, Mr. Haggai Herman, pursuant to section 26 of the Securities Regulations (Periodic and Immediate Reports), 1970 ("the Report Regulations"), see section 26 in Part D of the periodic report for 2016, as published on March 30, 2017 (reg. no. 2017-01-027466), the contents of which is included here by way of reference, except that Mr. Herman currently serves as chairman of the Compensation Committee and member of the Compliance Committee of the Company's Board of Directors.

For information regarding the item on the agenda, see the report for convening of a general meeting attached to this voting ballot.

**3.2 Appointment of Mr. Shalom Hochman as external director of the Company.**

It is proposed to approve the first-time appointment of Mr. Shalom Hochman as external director of the Company for a three-year term, from September 3, 2017 until September 2, 2020. For information about Mr. Hochman in accordance with Regulation 26 of the report regulations, see section 1.2 of the report on convening the meeting.

**3.2 Appointment of Mr. Z'ev Vurembrand as external director of the Company.**

It is proposed to approve the first-time appointment of Mr. Zeev Vurembrand as external director of the Company for a three-year term, from September 3, 2017 until September 2, 2020. For information about Mr. Vurembrand in accordance with Regulation 26 of the report regulations, see section 1.1 of the report on convening the meeting.

**4. Place and time for reviewing of the full version of proposed resolutions:**

At the Company's offices, 2 Azrieli Center, Tel Aviv (Triangle Building, 27th floor) Sunday through Thursday, 10:00 am to 3:00 pm, by appointment at telephone no. 03-626-2200.

**5. Majority required to pass the resolutions on the agenda:**

The majority required to pass the resolution described in section 1 above, pursuant to section 239(b) of the Companies Law, is an ordinary majority of all of the votes of the shareholders present at the meeting entitled to vote and actually voting, provided that one of the following is fulfilled:

- (1) The majority at the general meeting includes a majority of all of the votes of the shareholders participating in the vote who are the non-controlling shareholders of the Company or do not have a personal interest in approval of the appointment, other than a personal interest not resulting from a connection to the controlling shareholder; abstentions will not be taken into account in counting the votes of such shareholders;
- (2) The total votes against the appointment among the shareholders described in section (1) will not exceed two percent of the total voting rights in the Company.

It is clarified that if more than one of the candidates for office as an external director of the Company among those described in section 3 above is approved in accordance with this section 5, only the one who receives the majority of "for" votes at the meeting among the voters that are not the controlling shareholders of the Company or do not have a personal interest in approval of the appointment (except a personal interest not resulting from a connection to the controlling shareholder) will be appointed.

**6. Indication of interest of a shareholder**

A shareholder participating in the vote on the resolution on the agenda will mark in the designated space in the second section of the voting ballot whether he is an controlling

shareholder of the Company, an interested party, has a personal interest in approval of the appointment, a senior officer or an institutional investor, as required under the provisions on the Companies Law and will describe the nature of such characteristic or interest, if any. The vote of whoever fails to mark such or to describe the nature of such interest will not be counted.

**7. Validity of the voting ballot:**

- 7.1 The voting ballot will be valid for a shareholder whose right to shares is registered with a TASE member and such shares are included in the shares registered in the Company's shareholders register in the name of the nominee company ("Unregistered Shareholder") only if a certificate of title is attached, as of the effective date for eligibility to participate and vote at the meeting, which falls at the end of the trading day of the Company's securities on the TASE on July 18, 2017 ("the Effective Date"), or if a certificate of title is sent to the Company through the electronic voting system (as defined in the Companies Regulations (Voting in Writing and Position Notices), 2005) ("the Electronic Voting System").
- 7.2 The voting ballot will only be valid for a shareholder registered as a shareholder in the Company's shareholders register ("Registered Shareholder") if a photocopy of the ID card, passport or certificate of incorporation is attached.
- 7.3 Shareholders wishing to vote with such voting ballot must submit it and relevant documents to the Company's offices at the address below, no later than four (4) hours prior to convening the general meeting, in the event of an Unregistered Shareholder, and no later than six (6) hours prior to convening the general meeting, in the event of a Registered Shareholder. In this regard, "the submission time " is the time at which the voting ballot and attached documents reach the Company's offices.
- 7.4 A voting ballot not submitted as set out above will be invalid.

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

- 8.1 An Unregistered Shareholder may vote on the foregoing item on the agenda by voting ballot submitted through the Electronic Voting System. Voting through the Electronic Voting System will be allowed, in accordance with and subject to the terms set out in the Electronic Voting System and the provisions of the Securities Authority in this regard, as from receipt of confirmation from the Electronic Voting System regarding proper receipt of the list of those entitled to vote through the Electronic Voting system and up to six (6) hours prior to convening the general meeting, i.e. August 15, 2017 at 5:00 am ("System Closing Time"), then the Electronic Voting System will close.
- 8.2 A vote through the Electronic Voting System may be changed or canceled up to the System Closing Time and may not be changed through the Electronic Voting System after such time. Note that in accordance with section 83(d) of the Companies Law, if a shareholder votes in more than one way, the latest vote will be counted, when in this regard the vote of a shareholder in person or by proxy will be considered later than voting through the Electronic Voting System.

The Company does not allow online voting that is not through the Electronic Voting System.

9. **Address for delivery of voting ballots and position notices:**

Bezeq The Israel Telecommunications Corp. Ltd., Office of the General Counsel, Group Headquarters and Group Secretariat, 2 Azrieli Center (Triangle Tower, Level 27), Tel Aviv.

10. The latest date for submission of position notices is August 5, 2017.  
The latest date for submission of the Board of Director's response to the position notices is August 10, 2017.
11. Addresses of websites containing the form of the voting ballots and position notices:
  - a. Securities Authority distribution website: [www.magna.isa.gov.il](http://www.magna.isa.gov.il)
  - b. Tel Aviv Stock Exchange Ltd. website: [www.maya.tase.co.il](http://www.maya.tase.co.il)
  - c. The Company's website: [www.bezeq.co.il](http://www.bezeq.co.il)
12. Shareholders may obtain certificate of title at the TASE member's office or by mail, should they so request. Requests in this regard will be made in advance for a specific securities account. Unregistered shareholders may instruct that their certificate of title be forwarded to Company through the Electronic Voting System.
13. Unregistered Shareholders may to receive a link to the voting ballot and position notice form on the Securities Authority distribution site by email, free of charge, from the TASE member through which their shares are held, unless they notify the TASE member that they do not wish to receive such link or that they wish to receive the voting ballots by mail for a fee; such notice regarding the voting ballots will also apply to receipt of position notices. In addition, each shareholder may contact the Company directly to obtain the voting ballot and position notice form from it.
14. One or more shareholders holding shares on the Effective Date at a rate that constitutes five percent or more of the total voting rights in the Company, and any person holding such rate of the total voting rights in the Company not held by a controlling shareholder of the Company, as defined in section 268 of the Companies Law, may, after convening of the general meeting, inspect the voting ballots received by the Company at the Company's registered office, in person or by proxy, during ordinary business hours, by appointment as set out in section 4 above.
15. The number of shares that constitute 5% of the total voting rights in the Company is 138,274,288 ordinary Company shares. The number of shares that constitute 5% of the total voting rights in the Company not held by a controlling shareholder, as defined in section 268 of the Companies Law, is 101,801,406 ordinary Company shares.
16. Shareholders will indicate their vote regarding the items on the agenda, in the second part of this voting ballot.

17. After publication of the voting ballot, the agenda may be revised, including addition of an item on the agenda, and position notices may be published, and the revised published agenda and position notices may be reviewed in the Company's reports published on the distribution website.
18. The latest date at which the Company will submit a revised voting ballot, if it wishes to add an item to the agenda, is July 25, 2017.

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

**Revised Voting Ballot – Part II**

The Companies Regulations (Voting in Writing and Position Notices), 2005 ("the Regulations")

**Company: Bezeq The Israel Telecommunication Corporation Ltd.**

Address of Company (for delivery and dispatch of voting ballots): Bezeq The Israel Telecommunications Corp. Ltd., Office of the General Counsel, Group Headquarters, 2 Azrieli Center (Triangle Tower, Level 27), Tel Aviv.

Company No.: 52-003193-1

Date of meeting: August 15, 2017

Type of meeting: Special general meeting

Effective date: July 18, 2017

**Details of shareholder:**

Name of Shareholder: .....

Identity number: .....

If the shareholder does not have an Israeli identity card:

Passport number: .....

Country of issue: .....

Expiry date: .....

If the shareholder is a company –

Company number: .....

Country of incorporation: .....

**Vote:**

Item No.	Item on Agenda	Vote <sup>1</sup>			Are you a controlling shareholder, interested party, senior officer institutional investor or do you have a personal interest in the resolution <sup>2</sup> ?	
		For	Against	Abstain	Yes <sup>3</sup>	No
1	Approval of reappointment of Mr. Haggai Herman for a further (second) term of office as an external director in the Company.					
2	<u>First-time appointment of Mr. Shalom Hochman as external director of the Company.</u>					
3	<u>First-time appointment of Mr. Zeev Vurembrand as external director of the Company.</u>					

It is clarified that the Company does not intend to appoint more than one candidate. Therefore, if more than one of the candidates for office as an external director of the Company among those described in sections 3.1 - 3.3 above is approved, only the one who receives the majority of "for"

votes at the meeting among the voters that are not the controlling shareholders of the Company or do not have a personal interest in approval of the appointment (except a personal interest not resulting from a connection to the controlling shareholder) will be appointed

- (1) Failure to mark will be considered an abstention from voting on the relevant item.
- (2) The vote of a shareholder who fails to complete this column or who marks "yes" and fails to specify, will not be counted. A personal interest in approval of the appointment not resulting from a connection to the controlling shareholder need not be specified.
- (3) Please add details regarding you being a controlling shareholder, interested party, senior officer institutional investor or having a personal interest in the resolution:

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For shareholders holding shares through a TASE member (under section 177(1) of the Companies Law) – this voting ballot is only valid when attached to a certificate of title, except when the vote is through the Electronic Voting System.

For shareholders registered on the Company's shareholders register – this voting ballot is valid when attached to a photocopy of an identity card / passport / certificate of incorporation.

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Date

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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.*