

**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 ("the Meeting") on Monday, September 17, 2018 at 11:00, in the offices of the Company at Azrieli Center 2, (Triangular Building, 27th Floor), Tel Aviv ("the Company's Offices").
3. **Item on the agenda that can be voted on by means of a voting slip**
  - 3.1 Approval for the Company to enter into an employment agreement with Mr. David Mizrahi as CEO of the Company, commencing on the date he takes up his post, i.e. September 1, 2018.
  - 3.2 Approval for the Company to enter into a service agreement with a management company in which 50% of the means of control are held by Mr. Shlomo Rodav, for receipt of the services of a Board Chairman in the person of Mr. Shlomo Rodav, commencing April 30, 2018 (approval of the engagement referred to in this sub-section is subject to the approval of the Meeting for revision of the compensation policy of the Company as explained in section 3.4 below).
  - 3.3 Approval for grant of annual recompense and meeting attendance recompense for directors who are not external and/or independent directors, commencing on the date of their appointment, up to the maximum recompense for an expert external director as set in the Fourth Schedule of the Companies (Rules for Reimbursement of Expenses for an External Director) Regulations, 2000 ("the Recompense Regulations") (in accordance with the rating of the Company in the Recompense Regulations, as may be from time to time), making a distinction between an expert director and a non-expert director, and all as set forth in section 2.3 of the call for the Meeting (Approval for grant of the recompense in this sub-section is subject to approval of the Meeting for revision of the compensation policy of the Company as explained in section 3.4 below).
  - 3.4 Approval for revision of the current compensation policy of the Company to comply with the provisions of section 267A of the Companies Law, 1999 ("the Companies Law"), by adding an option to grant recompense to the chairman of the Board of the Company, as well as an option to grant recompense to directors who are not external and are not independent, up to the maximum recompense for an expert external director as set in the Recompense Regulations. The full and revised text of the compensation policy, including the proposed amendments, which is marked in relation to the current compensation policy, is attached as Appendix A to the call for the Meeting.

For more information about the items on the agenda, see the Call for Meeting report attached to this Voting Slip.

#### **4. The date and time when the full text of the proposed resolutions can be viewed**

The full text of the proposed resolutions can be viewed in the Company's Offices on Sunday – Thursday between 10:00 and 15:00 by appointment (tel: 03-6262200), up to the date of the Meeting or the adjourned Meeting (if any).

#### **5. The majority required for adoption of the resolutions on the agenda**

5.1 The majority required for adoption of the resolutions described in sections 3.1 and 3.4 on the agenda of the Meeting 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 controlling shareholders in the Company or do not have a personal interest in approval of the item on the agenda of the Meeting, as the case may be, who participate in the vote; in counting the votes of these shareholders, abstentions shall not be taken into account; the provisions of section 267 of the Companies Law shall apply to whoever has a personal interest.
- (2) Total votes against the resolution from among the shareholders referred to in subsection (a) shall not exceed two percent of all the voting rights in the Company.

5.2 The majority required for the resolutions described in sections 3.2 and 3,3 of the agenda of the Meeting is a simple majority.

#### **6. Noting an interest of a shareholder**

A shareholder who participates in a vote on a resolution on the agenda must note on the voting slip, whether or not he is a controlling shareholder in the Company, is an interested party, has a personal interest in approval of the amendment, 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 or interest if they exist. The vote of a shareholder who fails to do so, 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 nominee 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 at the close of trading in the Company's securities on the stock exchange on August 20, 2018 ("the Date of Record"), or if confirmation of ownership is sent to the Company through the electronic voting system (as defined in the Companies (Written Vote and Position Papers) Regulations, 2005 ("the Electronic Voting System")). In the case of voting through the Electronic Voting System – up to the time of closing the Electronic System (6 hours prior to the time of the Meeting), as described in section 8 below.

7.2 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.

7.3 A shareholder who wishes to vote using this voting slip must deliver 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 general meeting if he is an Unregistered Shareholder, and no later than six (6) hours prior to the time of convening 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.

7.4 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 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 and up to six (6) hours prior to the time of convening the Meeting, i.e. until September 17, 2018 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 September 7, 2018.  
The deadline for submitting the response of the Board of Directors to the position papers is September 12, 2018.
11. Addresses of Internet sites where voting slips and position papers can be accessed:
- The distribution website 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)
  - 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 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. The number of shares constituting 5% of all the voting rights in the Company on the date of this report is 138,274,288 ordinary shares of the Company. The number of shares constituting 5% of all the voting rights not held by the Controlling Shareholder in the Company as defined in section 268 of the Companies Law, is 101,801,406 ordinary shares of the Company.
16. A shareholder will enter his vote on the items on the agenda in Part Two of this voting slip.
17. After publication of the voting slip, there could be changes 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.
18. The last date on which the Company will publish an amended voting slip, if an addition to the agenda is requested, will be August 19, 2018.

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

### Voting Slip – Part Two

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

In connection with an immediate report of the Company dated August 12, 2018

**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:** September 17, 2018 at 11:00

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

**Date of record:** August 20, 2018

### **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:**

<b>Item on the Agenda:</b>	<b>Your vote:<sup>1</sup></b>			<b>Are you a controlling shareholder, do you have a personal interest in the resolution, are you a senior officer or institutional investor?<sup>2</sup></b>	
	<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Yes<sup>3</sup></u></b>	<b><u>No</u></b>
3.1 Approval for the Company to enter into an employment agreement with Mr. David Mizrachi as CEO of the Company, commencing on the date he takes up his post, i.e. September 1, 2018.					
3.2 Approval for the Company to enter into a service agreement with a management company in which 50% of the means of control are held by Mr. Shlomo Rodav, for receipt of the services of a Board Chairman in the person of Mr. Shlomo Rodav, commencing April 30, 2018. (Approval of the engagement referred to in this sub-section is subject to the approval of the Meeting for revision of the compensation policy of the					

Company as explained in section 3.4 of Part One of this voting slip).					
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3.4 Approval for revision of the current compensation policy of the Company to comply with the provisions of section 267A of the Companies Law, 1999 (“the Companies Law”), by adding an option to grant recompense to the chairman of the Board of the Company, as well as an option to grant recompense to directors who are not external and are not independent, up to the maximum recompense for an expert external director as set in the Recompense Regulations. The full and revised text of the compensation policy, including the proposed amendments, which is marked in relation to the current compensation policy, is attached as <u>Appendix A</u> to the call for the Meeting.					

- (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.

- 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

*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.*