



Notice of Special General Meeting -September 13, 2018

Notice is hereby given of the convening of a Special General Meeting of the Company's shareholders that will take place on September 13, 2018 at 11am at the Company's offices at the Azrieli Center 2, Triangular Building, 27th Floor, Tel-Aviv.

1. Agenda:

Approval of distribution of dividend.

Text of resolution and brief description of the resolution's main points:

Approval of distribution of dividend

To approve the distribution to the Company's shareholders of a cash dividend in the overall amount of NIS 318 million, representing as of the date the resolution is passed NIS 0.1149888 per share and 11.49888% of the Company's issued and paid up capital ("the Dividend"). The Dividend amount that will actually be paid per share will be set according to the number of shares in the Company's issued and paid up capital at the end of trading on September 26, 2018. The date of record and ex-date will be September 27, 2018, namely the dividend will be paid to the Company's shareholders who will be registered on the Company's shareholders register at the end of trading on September 26, 2018. Payment date will be October 10, 2018. For additional information about the Dividend distribution, see the Immediate Report the Company published on August 23, 2018 concerning the recommendation of the Board of Directors for the said Dividend distribution.

2. Additional details about the General Meeting

2.1. Majority required to pass the resolution on the agenda

The majority required for the resolution detailed in section 1 above is a majority of the votes of shareholders present at the General Meeting, who are entitled to vote and do vote, without taking abstentions into account.

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

2.2.1. The date of record for entitlement to participate and vote in the Meeting will occur at the end of trading of the Company's securities on the stock exchange on August 26, 2018 ("the Date of Record").

2.2.2. A shareholder of the Company at the Date of Record will be entitled to participate in the Meeting and vote in person or through a proxy, after having delivered an appointment warrant has been delivered to the Company's registered office.

2.3. Quorum and date for holding a postponed Meeting

If after half an hour from the time set for the Meeting there is no quorum (two shareholders present in person or by proxy or sent the Company a voting slip stating how they are voting, and holding or representing 25% and above of the Company's

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voting rights) the Meeting will be postponed to September 20, 2018 at the same time and same place. If after half an hour of the time set for the postponed Meeting there shall not be a quorum, the meeting shall take place with any number of participants.

2.4. Addition of items to the agenda

In accordance with section 267(B) of the Companies Law, 1999 ("The Companies Law") one or more shareholders holding at least one percent (1%) 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 with the Companies Regulations ((Announcement and Notice of a General Meeting and of a Type Meeting in a Public Company and Addition of an Item to the Agenda), 2000, a request under section 66(B) of the Companies Law shall be provided to the Company by up to three (3) days following convening of the Meeting, namely by August 26, 2018. If such a request shall be submitted, 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.

2.5. Voting using the electronic voting system

In addition to the foregoing, an Unregistered Shareholder is also entitled to vote using the electronic voting system for the items detailed above. 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 until the Time of Closing the System and it will not be possible to change it using the electronic voting system after this time. 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.

An Unregistered Shareholder will be entitled to send the Company confirmation of ownership using the electronic voting system up until the Time of Closing the System as stated above, a confirmed email in accordance with section 44K5 of the Securities Law, concerning data on users of the electronic voting system - will have the same status as confirmation of ownership of a share for every shareholder contained therein.

An unregistered shareholder, who has shares registered in his name at a TASE member, is entitled to receive from the above TASE member access details to the Electronic Voting System. Voting shall be according to the electronic voting slips that appear in the Electronic Voting System.

2.6. Company's representative:

The Company's representative for handling this report is the Group's Corporate Secretary and Head of Internal Compliance, Adv. Sheli Bainhoren. Her address is the Azrieli Center 2 Triangular Building, "Bezeq House", (27th Floor), Tel-Aviv, (Tel. 03-6262200; Fax: 03-6262209).

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2.7. Examination of the documents

The Company's shareholders can, upon request, examine the full text of the proposed resolution at the Company's offices, the Azrieli Center 2 Triangular Building, "Bezeq House", (27th Floor), Tel-Aviv Sundays - Thursdays between 10am and 3pm, by prior appointment by telephone: 03-6262200; Fax: 03.-6262209.

Yours sincerely,

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

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.