



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

August 2, 2020

Voting Slip pursuant to the Companies Regulations (Vote in Writing and  
Position Statements), 2005 ("**Regulations**")

**VOTING SLIP – PART ONE**

1. **Company name:** Bezeq – The Israel Telecommunication Corp. Ltd.
2. **Class of general meeting, time and place of convening:** Extraordinary general meeting of the Company's shareholders ("**Meeting**"). The Meeting will take place on **Sunday, September 6, 2020 at 11:00 a.m.**, at the Company's offices in Tel Aviv, 2 Azrieli Center (Triangular Tower), 27<sup>th</sup> floor ("**Company's offices**").
3. **Details of the items on the agenda on which voting by a voting slip is permitted:**
  - 3.1 Election by the general meeting of Mr. Gil Sharon as an ordinary director on the Company's Board of Directors, up to the next annual meeting of the Company's shareholders  
  
For further information on Mr. Gil Sharon in accordance with Regulations 26 and 36B(10) of the Periodic and Immediate Reports Regulations, see section 1.1 in the report on convening the Meeting.
  - 3.2 Approval of reappointment of Mr. Zeev Vurembrand as an outside director  
  
For further information on Mr. Zeev Vurembrand in accordance with Regulations 26 and 36B(10) of the Periodic and Immediate Reports Regulations, see Regulation 26 in Chapter D of the Company's Periodic Report for 2019, as published on March 19, 2020, included herein by reference.<sup>1</sup>
  - 3.3 Approval of grant of letter of indemnification and exemption to an ordinary director
4. **Time and place at which the complete text of the proposed resolutions can be inspected:**  
  
The text of the proposed resolutions can be inspected at the Company's offices, Sunday through Thursday, 10:00 a.m. - 3:00 p.m., by prior appointment by telephone 03-626-2200, until the time of convening the Meeting or the adjourned meeting (if any).
5. **Majority required for passing the resolutions on the agenda:**
  - 5.1 The majority required for passing each of resolutions 3.1 and 3.3 above is a simple majority of all the votes of shareholders present and voting at the Meeting, without taking abstentions into account.

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<sup>1</sup> As reported to the Company, as of the date of this report, the director Zeev Vurembrand no longer serves as a director at Yalon (Extension 1983) Ltd. (a subsidiary of Meuhedet) ("**Yalon**"), contrary to what is stated in Chapter D. Apart from this update, as of the date of the Periodic Report there are no changes in the required details as stated above.

5.2 The majority required for passing resolution 3.2 above is a simple majority of all the votes of shareholders present and voting at the Meeting, provided one of the following is satisfied:

5.2.1 The count of the majority votes at the general meeting includes a majority of all the votes of shareholders who are not controlling shareholders of the Company or have no personal interest in approving the appointment, other than a personal interest that is not a result of a relationship with the controlling shareholder, taking part in the vote. Abstentions will not be taken into account. A person having a personal interest will be subject to the provisions of Section 276 of the Companies Law, *mutatis mutandis*.

5.2.2 The total number of dissenting votes from among the shareholders referred to in subsection 5.2.1 does not exceed two percent of all the voting rights in the Company.

6. **Marking of shareholder's relationship/personal interest:**

A shareholder voting on resolution 3.2 on the agenda must mark in Part Two of the voting slip, in the space allotted for this, whether he is a controlling shareholder in the Company, an interested party, personally interested in the approval of the appointment, a senior officer or an institutional investor, as required by the provisions of the Companies Law, and he must describe the nature of the characteristic, personal interest or relationship as required under Section 239 of the Companies Law, 1999, if such exists. It is clarified that the vote of a shareholder who does not enter a mark as stated or does not describe the nature of such personal interest, characteristic or relationship, will not be counted

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

7.1 The voting slip will be valid, for a shareholder on whose behalf shares are registered with a stock exchange member, and those shares are included among 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 to it, valid as of the date of record for eligibility to attend and vote, being **Sunday, August 9, 2020 ("Date of Record")**, or if a certificate of title is sent to the Company via the Electronic Voting System (as defined in the Companies Regulations (Vote in Writing and Position Statements), 2005) ("**Electronic Voting System**"), valid as of the Date of Record.

7.2 An unregistered shareholder may prove his title to shares of the Company on the Date of Record, for the purpose of voting at the general meeting, by delivering to the Company a certificate from the stock exchange member with whom his title to the share is registered, not later than 24 hours before the time of convening the Meeting.

7.3 An unregistered shareholder who wishes to vote by a voting slip must enter his vote in Part Two of the voting slip and deliver the slip to the Company or send it by registered post together with a certificate of title, such that the voting slip reaches the Company's registered office no later than four (4) hours before the time of convening the general meeting.

7.4 A voting slip will be valid for a shareholder registered in the Company's shareholders register ("**registered shareholder**") only if he attaches a photocopy of his ID or passport or a photocopy of the certificate of incorporation.

7.5 A registered shareholder who wishes to vote by this voting slip must deliver the voting slip and the relevant documents as aforesaid at the Company's offices at the address set out below, not later than four (4) hours before the time of convening the general meeting.

In this regard, "**time of delivery**" is the time when the voting slip and the attached documents have reached the Company's offices.

7.6 A voting slip that has not been delivered as stated shall be invalid.

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

8.1 An unregistered shareholder may vote on the items on the agenda as set out above by means of a voting slip, which must to be transmitted via the Electronic Voting System up to six (6) hours before the time of convening the general meeting, that is, up to **September 6, 2020, at 5:00 a.m.**, when the Electronic Voting System will be closed ("**System Closing Time**").

8.2 A vote via the Electronic Voting System may be changed or canceled up to the System Closing Time and may not be changed via the Electronic Voting System after that time. It should be noted that under Section 83(d) of the Companies Law, if a shareholder has voted in more than one way, his later vote will be counted, and in this regard, the vote of a shareholder in person or by proxy will be deemed later than a vote via the Electronic Voting System. The Company does not allow voting over the Internet other than via the Electronic Voting System.

9. **Address for delivery of voting slips and position statements:**

The Company's offices.

10. **Deadline for submitting position statements:**

Up to 10 days before the date of the Meeting, that is, not later than **August 27, 2020**.

11. **Deadline for submitting the Board of Directors' response to position statements:**

Up to 5 days before the date of the Meeting, that is, not later than **September 1, 2020**..

12. **Addresses of the websites containing the text of the voting slips and position statements:**

12.1 Distribution site of the Israel Securities Authority: [www.magna.isa.gov.i](http://www.magna.isa.gov.i)

12.2 Website of the Tel Aviv Stock Exchange Ltd.: [www.maya.tase.co.il](http://www.maya.tase.co.il)

12.3 Company's website: [www.bezeq.co.il](http://www.bezeq.co.il)

13. A shareholder may, if he so requested, receive the certificate of title at a branch of the stock exchange member or through the post. Such a request will be submitted in advance for a particular securities account. An unregistered shareholder may direct that his certificate of title be sent to the Company via the Electronic Voting System.

14. An unregistered shareholder may receive by email, free of charge, a link to the text of the voting slip and the position statements on the distribution site of the Israel Securities Authority, from the stock exchange member through whom he holds his shares, unless he notified the stock exchange member that he does not wish to receive such a link, or that he wishes to receive voting slips by post against payment. A notice concerning voting slips will also apply to the receipt of position statements. Likewise, any shareholder may apply directly to the Company and receive from it the text of the voting slip and the position statements.

15. One shareholder or more holding shares on the Date of Record at a rate equivalent to five percent or more of the total voting rights in the Company, and anyone holding said rate out of the total voting rights not held by the Company's controlling shareholder, as this term is defined in Section 268 of the Company's Law, may inspect the voting slips as set forth in Regulation 10 of the Companies Regulations (Vote in Writing and Position Statements), 2005.

The quantity of shares equivalent to five percent of the total voting rights in the Company is, as of the date of publication of this voting slip: 138,274,288 shares.

The quantity of shares equivalent to five percent of the total voting rights in the Company not held by the Company's controlling shareholder is, as of the date of publication of this voting slip: 101,855,602 shares.

16. A shareholder must mark his vote on the items on the agenda on which voting is permitted in Part Two of this voting slip.
17. Following the publication of the voting slip there may be changes in the agenda, including the addition of an item to the agenda, and position statements may be published. The updated agenda and position statements that were published may be inspected in the Company's reports on the distribution site.
18. Where a shareholder of the Company requested to add some matter to the agenda of the Meeting, and the Board of Directors has decided that this matter is suitable for consideration at the Meeting, the Company will issue an amended notice of convening the Meeting, including an amended voting slip, at the latest, by the day of publication of such amended notice.

**A shareholder must mark his vote in Part Two of this voting slip**

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

Voting slip pursuant to the Companies Regulations (Vote in Writing and Position Statements), 2005 ("Regulations")

**VOTING SLIP – PART TWO**

Company name: Bezeq – The Israel Telecommunication Corp. Ltd.

Company's address (for delivery and sending of voting slips): 2 Azrieli Center (Triangular Tower, 27<sup>th</sup> floor), Tel Aviv

Company No.: 52-003193-1

Time of Meeting: Sunday, September 6, 2020, at 11:00 a.m.

Class of Meeting: Extraordinary general meeting

Date of record: Sunday, August 9, 2020

**Shareholder's Details**

Shareholder's name: .....

ID No.: .....

If the shareholder does not have an Israeli identity card –

Passport No.: .....

Issuing country: .....

Valid until: .....

If the shareholder is a corporation –

Corporation No.: .....

Country of incorporation: .....

Is the shareholder an interested party<sup>2</sup> / senior officer<sup>3</sup> / institutional investor (including a fund manager)<sup>4</sup> / none of the above\* (mark the relevant alternative)

Interested party	Senior officer	Institutional investor (incl. fund manager)	None of the above

\*If the voter specified above is voting under a power of attorney, said details must also be provided for the principal.

**Manner of Voting**

Item on the agenda	Vote (1)			Are you a controlling shareholder or do you have a personal interest in the approval of the resolution / approval of the appointment? (2)	
	For	Against	Abstain	Yes (*)	No
<u>Item 3.1 above</u> - Election by the general meeting of Mr. Gil Sharon as an ordinary director on the Company's Board of Directors, up to the next annual meeting of the Company's shareholders				N/A	N/A
<u>Item 3.2 above</u> – Approval of reappointment of Mr. Zeev Vurembrand as an outside director					
<u>Item 3.3 above</u> – Approval of grant of letter of indemnification and exemption to an ordinary director				N/A	N/A

(\*) Specify below, in the space allotted for this in the table.

(1) Failure to mark a vote on an item will be deemed as abstention in the vote on that item.

(2) If a shareholder does not complete this column or marks "yes" without giving details, his vote will not be taken into account.

**Details of personal interest in the approval of the proposed resolutions**

Details in connection with my having a personal interest in the approval of the proposed resolutions:

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With respect to shareholders who hold shares through a stock exchange member (per Section 177(1) of the Companies Law) – this voting slip is valid only with an attached certificate of title, except where voting is done via the Electronic Voting System.

With respect to shareholders who are registered in the Company's shareholders register – the voting slip is valid only with an attached photocopy of an ID card/passport/certificate of incorporation.

**Date:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

<sup>2</sup> As defined in Section 1 of the Securities Law, 1968.

<sup>3</sup> As defined in Section 37(d) of the Securities Law, 1968.

<sup>4</sup> As defined in Regulation 1 of the Control of Financial Services Regulations (Provident Funds) (Participation of a Management Company in a General Meeting), 2009, as well as the manager of a joint investment trust fund within the meaning of the Joint Investment Trust Law, 1994.