



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

Voting Slip pursuant to the Companies Regulations (Written Votes and Position Statements), 5766-2005

Voting Slip - Part One

1. **Name of the Company:** Bezeq – the Israel Telecommunication Corp. Ltd.
2. **Class, date and location of the general meeting:** An extraordinary general meeting of the shareholders of the Company ("**the Meeting**"). The Meeting will be held on **Monday, January 18, 2021 at 11:00 am** at the Company's offices, 7 Hamanor Street, Holon, 5th floor (hereinafter – "**the Company's Offices**").
3. **Details of the issues on the agenda which can be voted on by means of a voting slip:**
 - 3.1 Approval of the increase of the Company's registered share capital by 24,485,753 ordinary shares of NIS 1 par value each of the Company, and amendment of the wording of Article 8 of the Company's Articles of Association and Section 2B of the Company's Memorandum of Association, accordingly.
 - 3.2 Approval of the terms of tenure and employment of Mr. Gil Sharon as chairman of the board of directors of the Company, which will apply retroactively as of August 27, 2020, the date of commencement of his term of office. The approval of this resolution is subject to the General Meeting's approval of the amendments and revisions to the Company's compensation policy as set forth in section 2.2 of the notice to convene a general meeting.
 - 3.3 Approval of allotment to Mr. Dudu Mizrahi, CEO of the Company, of 9,000,000 registered stock options, which are not listed on the Tel Aviv Stock Exchange Ltd. as set forth in section 2.3 of the notice to convene a general meeting.
 - 3.4 Approval of amendments and revisions to the Company's officers compensation policy as set forth in section 2.4 of the notice to convene a general meeting.
4. **Place and hours for review of the full text of the proposed resolutions**

The text of the proposed resolutions can be reviewed at the Company's offices, on Sunday-Thursday between 10:00 – 15:00, by contacting the Company in advance at: Tel. No. 03-626-2200, until the next general meeting or adjourned meeting (if any) are convened.

5. Majority required for passing the resolutions on the agenda

5.1 The majority required to pass each of the resolutions set forth in section 3.1 above 75% of the total votes of shareholders attending the meeting who are entitled to vote and have voted thereat, provided one of the following conditions are met:

5.1.1 The count of the majority votes in the General Meeting includes a majority of the votes of shareholders who do not have a personal interest in approving an increase in the registered share capital, and who participate in the vote; the count of the votes of the aforesaid shareholders does not take abstentions into account; the provisions of section 276 of the Companies Law apply to whoever has a personal interest.

5.1.2 The number of votes against the resolution from among the shareholders referred to in subsection 5.1.1 above does not exceed two percent of all the voting rights in the Company.

5.2 The majority required to pass the resolution detailed in section 3.2 on the agenda is an ordinary majority.

5.3 The majority required to pass the resolutions set forth in sections 3.3 and 3.4 on the meeting's agenda, is an ordinary majority of the votes of shareholders attending the meeting who are entitled to vote and have voted thereat, provided one of the following conditions are met:

5.3.1 The count of the majority votes in the General Meeting includes a majority of the votes of shareholders who are neither controlling shareholders nor have a personal interest in approving the issue on the agenda of the meeting, as the case may be, who participate in the vote; the count of the votes of the aforesaid shareholders does not take abstentions into account; the provisions of section 276 of the Companies Law apply to whoever has a personal interest.

5.3.2 The total votes against the resolution from among the shareholders referred to in subsection 5.3.1 above does not exceed two percent of all the voting rights in the Company.

6. Disclosure as to the nature of the shareholder's interest

A shareholder voting on any of the resolutions on the agenda, shall specify in Part II of the voting slip, in the designated space, whether is he is a controlling shareholder of the Company, has a personal interest in approving the appointment, a senior officer or an institutional investor, as required by the provisions of the Companies Law, and shall specify the nature of the personal interest or affiliation as provided by Section 267A of the Companies Law of 1999, and with respect to issue 1.1 on the agenda – pursuant to the Company's Articles of Association, if any. It is notified that if a shareholder has failed to indicate or describe the nature of the personal interest or affiliation as stated, his vote shall not be counted.

7. Disclosure as to the nature of the shareholder's interest

7.1 The voting slip shall be valid for a shareholder in whose favor shares are registered with a TASE member and the said shares are included among the shares registered in the Company's register of shareholders in the name of the Nominee Company ("**Unregistered Shareholder**"), only if proof of ownership is attached thereto as of the record date for eligibility to attend and vote, which will occur on **December 31, 2020** ("**the Record Date**"), or if proof of ownership was provided to the Company by means of an electronic voting system (as it is defined in the Companies Regulations (Written Votes and Position Statements), 5766-2005) ("**the Electronic Voting System**") with respect to the Record Date.

- 7.2 An Unregistered Shareholder is entitled to prove his ownership of the Company's shares on the Record Date, for purposes of voting at the General Meeting, by providing the Company with confirmation from the TASE member with which his entitlement to the share is registered, not later than 24 hours before the date of convening of the Meeting.
- 7.3 An Unregistered Shareholder who wishes to vote by means of a voting slip shall indicate his vote on Part II of the voting slip, and deliver it to the Company or send it by registered mail together with confirmation of ownership, such that the voting slip will arrive at the Company's registered office no later than four (4) hours before the start of the General Meeting.
- 7.4 The voting slip shall be valid for a shareholder registered as owner of the share in the Company's Shareholders Register ("**Registered Shareholder**"), only if a copy of his identity card, or a copy of his passport, or a copy of the certificate of incorporation is attached thereto.
- 7.5 A Registered Shareholder who wishes to vote by means of this voting slip shall deliver the voting slip and relevant documents as stated to the Company's registered office at the aforementioned address, no later than four (4) hours before the start of the General Meeting.

In this regard, "**the date of delivery**" is the date in which the voting slip and attached documents arrived at the Company's offices.

- 7.6 A voting slip that is not delivered as specified above shall be invalid.

8. Voting by means of the Electronic Voting System

- 8.1 An Unregistered Shareholder may vote on the items on the agenda as set forth above by means of a voting slip, which will be transmitted via the Electronic Voting System, up to six (6) hours before the time set for the General Meeting, that is up to **January 18, 2021, at 05:00** ("**System Lockdown**"), at which time the Electronic Voting System will shut down.
- 8.2 Voting by means of the Electronic Voting System may be changed or cancelled until the Time of System Lockdown, after which it may not be changed via the Electronic Voting System. It is noted that pursuant to Section 83(d) of the Companies Law, if a shareholder has voted by more than one means, the last of his votes shall be counted; for these purposes, a vote by a shareholder in person or by proxy will be deemed later than a vote via the Electronic Voting System. The Company does not permit voting via the Internet other than by means of the Electronic Voting System.

9. Address for delivery of voting slips and position papers:

The Company's offices.

10. Deadline for delivery of position statements:

Up to 10 days before the date of the general meeting, that is, no later than **January 8, 2021**.

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

Up to 5 days before the date of the general meeting, that is, no later than **January 13, 2021**.

12. Websites on which the texts of voting slips and position statements can be viewed:

- 12.1 The distribution site of the Securities Authority at: www.magna.isa.gov.il;
- 12.2 The website of the Tel Aviv Stock Exchange Ltd. at www.maya.tase.co.il
- 12.3 The Company's website at: www.bezeq.il.
13. A shareholder is entitled to receive the Proof of Ownership at a branch of the TASE member or by mail, if he so requested. Such request shall be given in advance for a specific securities account. An Unregistered Shareholder may instruct that his Proof of Ownership be delivered to the Company by means of the Electronic Voting System.
14. An Unregistered Shareholder is entitled to receive by electronic mail, free of charge, a link to the text of the voting slip and position statements at the Securities Authority's distribution site, from the TASE member with which his shares are registered, unless he has notified the TASE member that he does not wish to receive a link as stated, or that he wishes to receive voting slips by mail for a payment; his notice with regard to the voting slips shall also apply to the receipt of position statements. In addition, any shareholder may contact the Company directly and receive the text of the voting slip and position statements.
15. One or more shareholders who, on the Record Date, hold shares conferring at least five percent of the Company's voting rights, and any shareholder holding five percent of the Company's voting rights, which are not held by the Company's controlling shareholder within its meaning in Section 268 of the Israeli Companies Law, is entitled to review the voting slips as stipulated in stipulated in Regulation 10 of the Companies Regulations (Voting Slips and Position Statements), 2005.
- As of the date of publication of this voting slip, the amount of shares representing 5% of the Company's voting rights is: 138,274,288 shares.
- As of the date of publication of this voting slip, the amount of shares representing 5% of the Company's voting rights, which are not held by the Company's controlling shareholder, is: 101,199,286 shares.
16. A shareholder shall indicate his vote with regard to the issue on the agenda, on which voting is possible in Part II of this voting slip.
17. After publishing the voting slip, there may be changes in the agenda, including adding an issue to the agenda, position statements may be published, and the current agenda and position statements that were published in the Company's reports on the distribution website, may be viewed.
18. If a Company shareholder wishes to add an issue to the meeting's agenda, and the Company's board of directors decides that this issue is suitable for discussion at the meeting, the Company will publish an amended notice on the convening of a general meeting, including an amended voting slip, at the latest, by the day of publication of the amended notice as stated.

A shareholder shall indicate his vote in Part II of this voting slip

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Voting Slip pursuant to the Companies Regulations (Written Votes and Position Statements), 5766-2005

Voting Slip - Part Two

Name of the Company: Bezeq – the Israel Telecommunication Corp. Ltd.

Company address (for delivery of voting slip): 7 Hamanor Street, Holon, 5th floor

Corporate number: 52-003193-1

Date of the meeting: Monday, January 18, 2021, at 11:00

Class of meeting: Extraordinary general meeting

Record date: Monday, December 21, 2020

Details of the shareholders

Name of the shareholder:

I.D. number:

If the shareholder is not an Israeli citizen -

Passport number:

Country of issue:

Valid until:

Name of the shareholder:

If the shareholder is a corporation -

Corporate no.:

Country of incorporation:

Is the shareholder an interested party¹/senior officer²/institutional investor (including a fund manager)³/none of these* (the relevant option should be indicated)

Interested party	Senior officer	Institutional investor (including fund manager)	None of these

* If the aforementioned person voted pursuant to a power of attorney, the aforementioned details shall also be provided in connection with the principal.

¹ As it is defined in Section 1 of the Securities Law, 1968

² As it is defined in Section 37(D) of the Securities Law, 1968

³ As it is defined in Regulation 1 of the Control of Financial Services (Provident Funds) (Participation of Management Company in a General Meeting) Regulations- 2009, as well as the manager of a mutual investment fund, within its meaning in the Mutual Investment Law -1994

Manner of voting:

The issue on the agenda	Manner of voting (1)			Are you the controlling shareholder or have a personal interest in approving the resolution / the appointment? (2)	
	In favor	Against	Abstention	Yes (*)	No
<u>Section 3.1 above</u> - Approval of the increase of the Company's registered share capital by 24,485,753 ordinary shares of NIS 1 par value each of the Company, and amendment of the wording of Article 8 of the Company's Articles of Association and Section 2B of the Company's Memorandum of Association, accordingly.					
<u>Section 3.2 above</u> - Approval of the terms of tenure and employment of Mr. Gil Sharon as chairman of the board of directors of the Company, which will apply retroactively as of August 27, 2020, the date of commencement of his term of office, as detailed in section 2.2 of the notice to convene a general meeting.					
<u>Section 3.3 above</u> - Approval of allotment to Mr. Dudu Mizrahi, CEO of the Company, of 9,000,000 registered stock options, which are not listed on the Tel Aviv Stock Exchange Ltd. as set forth in section 2.3 of the notice to convene a general meeting.					
<u>Section 3.4 above</u> - Approval of amendments and revisions to the Company's officers compensation policy as set forth in section 2.4 of the notice to convene a general meeting.					

(*) Please specify in the designated place under the table

(1) Failure to indicate shall be deemed as abstention from voting on the issue

(2) A shareholder that fails to fill this column or who will mark "Yes" without specifying, his vote will not be counted

Details on a personal interest in approving the proposed resolutions

Details in connection with having a personal interest in approving the proposed resolutions:

(*) For shareholders holding shares via a TASE member (pursuant to Section 177(1) of the Companies Law)
– this voting slip is only valid with the addition of a Proof of Ownership, except for cases in which voting is done by means of an electronic voting system

(**) For shareholders registered in the Company's shareholders register – the voting slip is only valid with the addition of a copy of the I.D. card/passport/certificate of incorporation

Date: _____

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.