

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

Voting slip pursuant to the Companies (Voting Slip and Position Papers) Regulations, 2005

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 on ~~Sunday~~Monday, ~~April~~Mareh 263, 2017 at 11:00, in the offices of the Company at Azrieli Center 2, (Triangular Building, 27th Floor), Tel Aviv.

3. **Item on the agenda that can be voted on by means of a voting slip**

Approval of manner of the Company's vote at the general meeting of D.B.S. Satellite Services (1998) Ltd. ("yes") for yes to engage with Spacecom Ltd. ("the Parties", respectively), in an amendment/addition to the agreement existing between the Parties dated November 11, 2013 for the lease of satellite segments in Spacecom's satellites ("the Engagement"), including for enhancement of the Engagement and its execution, all as described in the report calling for a general meeting which is attached to this voting slip.

4. **Place and time for viewing the full text of the proposed resolution**

At the Company's offices at Azrieli Center 2, Tel Aviv (Triangular Building, 27th Floor, in the Company's administrative office), Sundays through Thursdays during normal working hours, by appointment.

5. **The majority required for adoption of the resolution on the agenda for which a vote can be cast using the voting slip**

Pursuant to the provisions of section 275(a)(3) of the Companies Law, the majority required for adoption of the above resolution is a simple majority of all the votes of shareholders who are present at the general meeting, who may vote and who voted there, provided that one of these obtains:

(a) The count of the majority at the general meeting includes a majority of all the votes of the shareholders who do not have a personal interest in approval of the transaction, who participate in the vote; in counting the votes of these shareholders, abstentions shall not be taken into account.

(b) Total votes against the resolution from among the shareholders referred to in sub-section (a) shall not exceed two percent of all the voting rights in the Company.

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

The provisions of section 276 of the Companies Law require that a shareholder who participates in a vote must notify the Company prior to the vote at the general meeting or, if the vote is by means of a voting slip – on the voting slip, whether or not he has a personal interest in approval of the transaction; if a shareholders fails to do so, he may not vote and his vote will not be counted.

Accordingly, in Part Two of the voting slip, space is provided to mark the existence or absence of control and/or of a personal interest (jointly and severally: "Interest"), and for describing the relevant Interest. It is clarified that the vote of whoever does not mark the allotted space or marks "Yes" and does not describe the nature of the Interest, will not be counted.

Without derogating from the provisions of any law, the Company wishes to clarify that for the purpose of the resolution discussed in this transaction report only, the Company believes that a shareholder who, on the date of record for the purpose of the general meeting as defined in section 7.1 of the voting slip, holds both shares of the Company and shares of Spacecom

("Cross-Holdings"), should be classified as having a personal interest in the resolution that is the subject of this transaction report, if and insofar as the value of his holdings in shares of Spacecom, as on the date of record, comprise 30% (or more) of the value of his holdings in Company shares on that date. A shareholder who meets that criterion is requested to inform the Company accordingly on the voting slip attached to this report.

It is clarified that the Company's position as noted above relates to a personal interest that could stem only from Cross-Holdings in shares of the Company and shares of Spacecom, and that its position does not express an opinion about another personal interest of any shareholder with regard to the resolution on the agenda of the general meeting that is the subject of this report. It is clarified that a shareholder is required to declare the existence or absence of a personal interest, whether in light of his Cross-Holdings or in light of circumstances or other causes, in relation to the resolution on the agenda of the general meeting that is the subject of this report, at his discretion and taking into account all the circumstances of the matter.

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 general meeting, which is at the close of trading in the Company's securities on the stock exchange on Thursday, February 23, 2017 ("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")).
- 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 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 if he is a Registered Shareholder. For this matter, the "delivery time" is the time at which the voting slip and the documents attached to it are delivered to the Company 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 up to six (6) hours prior to the time of convening the general meeting, i.e. until ~~March 26~~April 3, 2017 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., Administrative Office, Azrieli Center 2 (Triangular Building, 27th floor), Tel Aviv.

10. Deadline for submitting position papers

The deadline for submitting position papers of shareholders to the Company is up to ten (10) days before the date of convening the general meeting. The deadline for submitting the response of the Board of Directors to position papers is five (5) days before the date of convening the general meeting.

11. Addresses of Internet sites where voting slips and position papers can be viewed

- a. The distribution website of the Securities Authority: www.magna.isa.gov.il
- b. The website of the Tel Aviv Stock Exchange Ltd.: www.maya.tase.co.il

12. Receipt of confirmations of ownership, voting slips and position papers

- 12.1 An Unregistered 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.
- 12.2 An Unregistered Shareholder may instruct that his confirmation of ownership be sent to the Company through the Electronic Voting System.
- 12.3 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, 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 wishes 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. In addition, any shareholder may request and receive directly from the Company the text of the voting slip and the position papers.
- 12.4 One or more shareholders who, on the date of record, hold shares in a quantity constituting five percent (5%) or more of all the voting rights, 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 a proxy, after the general meeting has convened, to review the voting slips and the list of votes through the Electronic Voting System that have reached the Company, at the Company's registered office during normal working hours and by appointment, as noted in section 4 above.
- 12.5 The number of shares constituting 5% of all the voting rights in the Company 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.

13. Changes to the agenda and publication of position papers

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.

14. Last date on which the Company will publish an amended voting slip

The last date on which the Company will publish an amended voting slip, if an addition to the agenda is requested, will be no later than 14 days after calling the general meeting.

15. Cancellation of a voting slip

A shareholder may, up to 24 hours prior to the time of convening the general meeting, approach the registered office of the Company, and after proving his identity to the satisfaction of the Company or an employee appointed for the purpose, withdraw his voting slip and confirmation of ownership.

A shareholder must note the manner of his vote for each item on the agenda and for which a vote can be cast using Part Two of this voting slip.

Bezeq – The Israel Telecommunications Corp. Ltd. ("The Company")

Voting Slip – Part Two

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

Company name: Bezeq The Israel Telecommunication Corporation Ltd.

Address of the Company (for delivery and mailing of voting slips): Bezeq The Israel Telecommunication Corp. Ltd., Administrative Office, Azrieli Center 2 (Triangular Building, 27th floor), Tel Aviv.

Company no. 52-003193-1

Date of meeting: ~~Sunday, March 26~~ Monday, April 3, 2017

Type of meeting: Special General Meeting.

Date of record: Thursday, February 23, 2017

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:

Item no.	Item on the Agenda:	Your vote: ⁽¹⁾			Are you a controlling shareholder, do you have a personal interest in the resolution, are you a senior officer or institutional investor? ⁽²⁾	
		<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Yes</u> ⁽³⁾	<u>No</u>
1	Approval of manner of the Company's vote at the general meeting of yes for yes to engage with Spacecom, in an amendment/addition to the agreement existing between the Parties dated November 11, 2013 for the lease of satellite segments in Spacecom's satellites, including for enhancement of the engagement and its execution, all as described in the report calling for a general meeting which is attached to this voting slip.					

(1) Failure to mark the slip will be considered 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) Below are details relating to my being a controlling shareholder or having a personal interest (as the case may be) in approval of the resolution.

Date

Shareholder's signature

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.

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.