

**Bezeq The Israel Telecommunication Corp. Ltd. ("the Company")**  
**Notice of call for a Special General Meeting on 8 April, 2010**

Notice is hereby given of a call for a Special General Meeting of the shareholders of the Company to be held on Thursday, 8 April, 2010 at 11:00, in the offices of the Company in Tel Aviv, Azrieli Center 2 (the triangular tower), 27<sup>th</sup> floor.

**Agenda and text of resolutions:**

**1. Approval for distribution of a dividend**

Further to the recommendation of the Board of Directors of the Company on 2 March, 2010, to approve the distribution of a cash dividend to the shareholders in the amount of NIS 2,453 million, which at the date of the resolution of the Board of Directors comprises NIS 0.9219361 per share and 92.19361% of the Company's issued and paid up share capital. The rate of the dividend that will actually be paid will be determined according to the issued and paid up share capital of the Company at the close of business on 15 April, 2010 ("the Determining Date"). The dividend will be paid to the shareholders who are registered in the Register of Shareholders of the Company at the end of the Determining Date. The Ex date will be 18 April, 2010 and the date of payment will be 3 May, 2010.

**2. Approval for grant of a bonus to the Chairman of the Board**

To approve for the Chairman of the Board, Shlomo Rodav, the maximum bonus for a year under his employment agreement, in respect of 2009, as approved by the general Meeting on 1.6.2008, in the amount of 18 salaries, which is NIS 3,444,480. Additional details on this matter in accordance with the Sixth Schedule to the Securities (Periodic and immediate reports) regulations, 5730-1970 – see the immediate report published by the Company on 3.3.2010.

**3. Approval for grant of a bonus to the manager of the Company's Security Department (employee-director Yehuda Porat)**

To approve for Yehuda Porat, in his capacity as manager of the Company's Safety and Security Department (and not in respect of his tenure as a director in the Company), a bonus of NIS 90,000 in respect of 2009, for the attainment of targets and in accordance with his superior's assessment, as described in the appendix to this notice.

The majority required for adoption of these resolutions is a simple majority.

**Details relevant to approval of a bonus to employee-director Yehuda Porath**

- 1) A bonus of NIS 90,000 in respect of 2009, awarded for attaining targets and in accordance with his superior's assessment and as is customary for other office-holders of Mr. Porat's status.
- 2) The bonus was approved by the Audit Committee and the Board of Directors of the Company on 2.3.2010, and is subject to the approval of the general meeting of the shareholders of the Company.
- 3) The reasons cited by the Board of Directors and the Audit Committee: The bonus for Mr. Porat is awarded in appreciation of his work as manager of the Company's Security Department and not in respect of his tenure as a director in the Company. In the past year, Mr. Porat continued to drive efficiency and improvement processes in the security arena in a way that influenced the perception of security in the Company, while contributing to the Company's savings and efficiency efforts.