



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

March 18, 2021

Voting ballot in accordance with the Companies Regulations (Voting in Writing and Position Statements), 2005 ("the Regulations")

Voting ballot – Part I

1. **Company name:** "Bezeq" The Israel Telecommunication Corporation Ltd.
2. **Type of General Meeting, date and place of convening:** An extraordinary annual General Meeting of the Company's shareholders ("**the General Meeting**"), of which notice was given by the Company on March 18, 2021, and to which this voting ballot is attached ("**Notice of Convening a Meeting**"). The General Meeting will be held on **Thursday, April 22, 2021, at 11:00**, at the Company's offices, 7 Hamanor Street, Holon, 5th Floor ("**The Company's Offices**").
3. **Details of the items on the agenda on which votes may be cast by means of a ballot:**
 - 3.1 Approval of reappointment of the accounting firm of Somech Chaikin KPMG as the Company's auditors for 2021, for the period until the end of the next annual General Meeting of the Company's shareholders.
 - 3.2 Approval of reappointment of the director (serving as chairman of the board), Mr. Gil Sharon, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.
 - 3.3 Approval of reappointment of the director, Mr. Darren Glatt, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.
 - 3.4 Approval of reappointment of the director, Mr. Ran Fuhrer, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.
 - 3.5 Approval of reappointment of the director, Mr. Tomer Raved, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.

- 3.6 Approval of reappointment of the independent director, Mr. David Granot, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.
- 3.7 Approval of reappointment of the director from an employee-director, Mr. Joseph Abergel, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.
- 3.8 Approval of reappointment of Ms. Edith Lusky, for an additional (second) term of office, for a period of three (3) years, as external director of the Company, from April 26, 2021 until April 25, 2024 (inclusive).
- 3.9 Approval of the first-time appointment of Ms. Tzipi Livni, for a term of office for a period of three (3) years, as external director of the Company, from April 26, 2021 until April 25, 2024 (inclusive).
- 3.10 Subject to approval of appointment of the candidate to hold the position of external director on the Company's board of directors as set forth in section 2.10 of the Notice of Convening a Meeting, approval of an undertaking to indemnify and a letter of exemption from liability to the candidate for office of external director with the same wording as the letters of exemption from liability and indemnity agreements that were approved by the General Meeting for all officers of the Company on February 6, 2020, May 14, 2020, September 6, 2020 and January 18, 2021.
- 3.11 Approval of amendments and revisions to section 8.1 (insurance) of the Company's officers compensation policy within its meaning in Section 267A(A) of the Companies Law, as approved by the General Meeting on May 23, 2019 for a period of three (3) years, and amended on February 6, 2020, May 14, 2020 and January 18, 2021.

4. **Place and time for reviewing the full version of proposed resolutions:**

The wording of the proposed resolutions may be reviewed at the Company's offices, Sunday through Thursday, 10:00 to 15:00, by appointment at telephone no. 03-626-2200, until the date of convening of the General Meeting or adjourned meeting (if any).

5. **Details, to the best of the Company's knowledge, regarding a candidate for director:**

- 5.1 For the details required pursuant to Regulation 26(a) of the Securities Regulations (Periodic and Immediate Reports), 1970 ("the Reports Regulations") with regard to candidates for directors as specified in sections 3.2 to 3.8 above, as provided by them, see Appendix B of the Notice for Convening a Meeting. It is clarified that the terms of office of the candidates for directors, which are set forth in sections 3.2 to 3.8 above, shall remain unchanged.
- 5.2 For the details required pursuant to Regulation 26(a) of the Reports Regulations with regard to Mrs. Tzipi Livni as provided by her, see section 2.10.4 of the Notice for Convening a Meeting.
- 5.3 Voting with regard to each candidate for the office of director as specified in sections 3.2 to 3.9 above, shall be done separately.

6. **Majority required for adopting resolutions on agenda items:**

6.1 The majority required to adopt each of the resolutions set forth in sections 3.1 to 3.7 and 3.10 above, is an ordinary majority of the total votes of shareholders attending the meeting who are entitled to vote and have voted thereat, without taking abstentions into account.

6.2 The majority required to adopt each of the resolutions set forth in sections 3.8 - 3.9 above in accordance with sections 235(a1)(2) and 239(b) of the Companies Law, 1999 (“**the Companies Law**”), is an ordinary majority 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:

6.2.1 The count of votes at the General Meeting shall include a majority of all of the votes of shareholders participating in the vote who are the non-controlling shareholders of the Company or do not have a personal interest in approval of the appointment, other than a personal interest not resulting from a connection to the controlling shareholder; abstentions shall not be taken into account in the count of votes of such shareholders; the provisions of section 276 of the Companies Law apply to whoever has a personal interest, *mutatis mutandis*;

6.2.2 The total votes against the resolution from among the shareholders referred to in section 6.2.1 above shall not exceed two (2) percent of all the voting rights at the Company.

6.3 The majority required to adopt the resolution set forth in section 3.11 above in accordance with section 267a(b) of the Companies Law, is an ordinary majority 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:

6.3.1 The count of votes at the General Meeting includes a majority of all the votes of shareholders who are not controlling shareholders or have a personal interest in approving the issue on the agenda of the meeting, as the case may be, who participate in the vote; abstentions shall not be taken into account in the count of votes of such shareholders; the provisions of section 276 of the Companies Law apply to whoever has a personal interest, *mutatis mutandis*;

6.3.2 The total votes of against the resolution from among the shareholders referred to in section 6.3.1 above does not exceed two (2) percent of all the voting rights at the Company.

7. **Disclosure as to the nature of the shareholder’s interest**

A shareholder voting on the resolutions set forth in sections 3.8, 3.9 and 3.11 above, shall specify in Part II of the voting ballot, 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 Sections 239(B)(1), 267(A)(B)(1) and 276 of the Companies Law and Regulation 7(A)(8) of the Companies Regulations, and shall specify the nature of the personal interest or affiliation, if any. **It is clarified that if a shareholder has failed to indicate or**

describe the nature of their personal interest or affiliation as stated in section 7, his vote shall not be counted.

8. Validity of the voting ballot

- 8.1 The voting ballot 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 take place on **March 25, 2021 ("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) ("**the Electronic Voting System**") with respect to the Record Date.
- 8.2 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.
- 8.3 An Unregistered Shareholder who wishes to vote by means of a voting ballot shall indicate his vote on Part II of the voting ballot, and deliver it to the Company or send it by registered mail together with confirmation of ownership, such that the voting ballot will arrive at the Company's registered office no later than four (4) hours before the start of the General Meeting.
- 8.4 The voting ballot will be counted 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 passport, or a copy of the certificate of incorporation is attached thereto.
- 8.5 A Registered Shareholder who wishes to vote by means of this voting ballot shall deliver the voting ballot and relevant documents as stated to the Company's registered office at the aforementioned address, no later than six (6) hours before the start of the General Meeting.

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

- 8.6 A voting ballot, which is not delivered as specified above, shall be null and void.

9. Voting by means of the Electronic Voting System

- 9.1 An Unregistered Shareholder may vote on the items on the agenda as set forth above by means of a voting ballot, 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 **April 22, 2021, at 05:00 ("System Lockdown")**, at which time the Electronic Voting System will shut down.
- 9.2 Voting by means of the Electronic Voting System may be changed or cancelled until the date and 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 shareholder's vote 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.

10. **Address for delivery of voting ballots and position papers:**

The Company's offices.

11. **Deadline for delivery of position statements:**

Up to ten (10) days before the date of the General Meeting, that is, no later than **April 12, 2021**.

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

Up to five (5) days before the date of the General Meeting, that is, no later than **April 18, 2021**.

13. **Websites on which the texts of voting ballots and position statements can be viewed:**

13.1 The distribution site of the Securities Authority ("the Distribution Site") at: www.magna.isa.gov.il;

13.2 The website of the Tel Aviv Stock Exchange Ltd. at www.maya.tase.co.il

13.3 The Company's website at: www.bezeq.il.

14. 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 made 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.

15. An Unregistered Shareholder is entitled to receive by electronic mail, free of charge, a link to the text of the voting ballot 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 ballots by mail for a payment; his notice with regard to the voting ballots 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 ballot and position statements.

16. 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 ballots as stipulated in stipulated in Regulation 10 of the Companies Regulations (Voting Ballots and Position Statements), 2005.

As of the date of publication of this voting ballot, the amount of shares representing five percent (5%) of the Company's voting rights is: 138,274,288 shares.

As of the date of publication of this voting ballot, the amount of shares representing five percent (5%) of the Company's voting rights, which are not held by the Company's controlling shareholder, is: 101,199,286 shares.

17. A shareholder shall indicate his vote with regard to the issue on the agenda, for which voting may be carried out in Part II of this voting ballot.

18. Once the ballot is published, there may be changes in the agenda, including adding an issue to the agenda, and position statements may be published; position statements as well as the current agenda that were published in the Company's reports on the distribution website, may be viewed, as stated in section 13.1 above.
19. If a Company shareholder makes a request to add an issue to the 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 ballot, no later than by the day of publication of the amended notice, as stated.
20. A shareholder may, up to twenty four (24) hours before the date of the shareholder meeting, contact the Company's registered offices and, after proving his identity to the satisfaction of the Company's secretary, or another employee appointed for this matter, withdraw his ballot and proof of ownership.

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

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

Voting Ballot pursuant to the Companies Regulations (Written Votes and Position Statements), 5766-2005
(hereinafter – “the Regulations”)

Voting Ballot - Part Two

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

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

Corporate number: 52-003193-1

Date of the meeting: Thursday, April 22, 2021, at 11:00

Class of meeting: Extraordinary annual general meeting

Record date: Thursday, March 25, 2021

Details of 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* (please indicate the relevant option)

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 reappointment of the accounting firm of Somech Chaikin KPMG as the Company's auditors for 2021, for the period until the end of the next annual General Meeting of the Company's shareholders.					
<u>Section 3.2 above</u> - Approval of reappointment of the director (serving as chairman of the board), Mr. Gil Sharon, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.					
<u>Section 3.3 above</u> - Approval of reappointment of the director, Mr. Darren Glatt, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.					
<u>Section 3.4 above</u> - Approval of reappointment of the director, Mr. Ran Fuhrer, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.					
<u>Section 3.5 above</u> - Approval of reappointment of the director, Mr. Tomer Raved, for an additional term of office on the Company's board of directors, for the period					

<p>until the end of the next annual General Meeting of the Company's shareholders.</p>					
<p><u>Section 3.6 above</u> - Approval of reappointment of the independent director, Mr. David Granot, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.</p>					
<p><u>Section 3.7 above</u> - Approval of reappointment of the director from an employee-director, Mr. Joseph Abergel, for an additional term of office on the Company's board of directors, for the period until the end of the next annual General Meeting of the Company's shareholders.</p>					
<p><u>Section 3.8 above</u> - Approval of reappointment of Ms. Edith Lusky, for an additional (second) term of office, for a period of three (3) years, as external director of the Company, from April 26, 2021 until April 25, 2024 (inclusive).</p>					
<p><u>Section 3.9 above</u> - Approval of the first-time appointment, of Ms. Tzipi Livni, for a term of office for a period of three (3) years, as external director of the Company, from April 26, 2021 until April 25, 2024 (inclusive).</p>					
<p><u>Section 3.10 above</u> - Subject to approval of appointment of the candidate to hold the position of external director on the Company's board of director as set forth in section 2.10 of the Notice of Convening a Meeting, approval of an undertaking to indemnify and a letter of exemption from liability to</p>					

<p>the candidate for office of external director with the same wording as the letters of exemption from liability and indemnity agreements that were approved by the General Meeting for all officers of the Company in February 6, 2020, May 14, 2020, September 6, 2020 and January 18, 2021.</p>					
<p><u>Section 3.11 above</u> - Approval of amendments and revisions to section 8.1 (insurance) of the Company's officers compensation policy within its meaning in Section 267A(A) of the Companies Law, as approved by the General Meeting on May 23, 2019 for a period of three (3) years, and amended on February 6, 2020, May 14, 2020 and January 18, 2021.</p>					

- (*) Please specify below under the table where indicated
- (1) Failure to mark the ballot shall be deemed an abstention.
- (2) The ballot of a shareholder who does not mark this column or who marks "Yes" without elaborating, will not be counted in the vote. There is no need to describe a personal interested in approval of the appointment which does not result from a relationship with the controlling shareholder

Specify:

Regarding the resolutions proposed in sections 3.8, 3.9 and 3.11 above, if you indicated that you are a controlling shareholder in the Company and/or have a personal interest in the resolution, please specify:

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

For shareholders registered in the Company's shareholders register – the voting ballot 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.