



**Bezeq The Israeli Telecommunications Corp. Ltd.**

**(the "Company" or "Bezeq")**

June 30, 2026

To:

Israel Securities Authority

Tel Aviv Stock Exchange Ltd.

**Notice of a Special General Meeting of the Company's Shareholders**

In accordance with the Companies Law, 1999 (the "Companies Law"); the Israel Securities Regulations (Periodic and Immediate Reports), 1970, and the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting in a Public Company and Addition of an Item to the Agenda), 2000 (the "Notice of a General Meeting Regulations"); and the Companies Regulations (Written Vote and Statements of Position), 2005 (the "Written Vote Regulations"), the Company hereby announces a special general meeting of the Company's shareholders (the "General Meeting"), to be held on Tuesday, July 21, 2026, at 12:00 PM, at the Company's offices at 7 Hamanor St. Holon, 5th floor (the "Company's Offices").

**Summary of the item and proposed resolution on the agenda of the General Meeting:**

Approval of the amendment to the Company's Articles of Association as set out below.

**1. Key points of the proposed resolution and its terms**

**Approval of the amendment to the Company's Articles of Association**

Amendment to the Company's Articles of Association (sections 13.1, 131, and 133), such that the authority to approve a distribution (dividend or share buyback) will remain with the Company's board of directors and will no longer require approval of the Company's general meeting, in accordance with market practice and the provisions of the Companies Law.

**Reasons for the resolution:**

Eliminating the requirement for approval by a general meeting for each distribution will allow the Company to act at business-appropriate and financially suitable times and to manage its capital structure optimally without delays. The current provision in the Company's Articles of Association, requiring approval by a general meeting for a distribution, originates from Bezeq's days as a government-owned company. Given the Company's current characteristics, there is no longer a substantive justification for maintaining this mechanism in its present form. Under these circumstances, the requirement for approval by a general meeting for every distribution no longer reflects a material corporate need and may create inefficiency and delays in routine financial decision-making. Therefore, it is proposed to align the Articles of Association with the Company's current status and with common practice in public companies, such that the authority to approve distributions will remain with the board of directors, subject to the distribution tests and other legal requirements.

**Flexibility and efficiency in capital management and avoiding unnecessary delays**

A distribution, including a buyback, is a financial management tool that often requires a rapid response to market conditions, the Company's financial situation, cash flows, investment requirements, and the desired capital structure. Its effectiveness depends significantly on timing, therefore requiring approval by a general meeting for each distribution may delay the decision and impair the Company's ability to act at the optimal time, particularly in the case of a share buyback.

Allowing the board of directors to act swiftly and flexibly in distribution decisions may allow the pursuit of



financial and business opportunities, including buybacks under attractive market conditions, and thus contribute to maximizing the Company's value for the benefit of all shareholders.

**Alignment with market practice and in compliance with the Companies Law** – The legislator placed responsibility for assessing the profit test and solvency test on the board of directors, as the corporate entity authorized to make such decisions. Accordingly, in most public companies, the authority to approve distributions is vested solely in the Company's board of directors, subject to legal requirements.

Proposed resolution: To approve the amendment to the Company's Articles of Association in the wording attached as Appendix A to the Notice of a General Meeting (Hebrew)

## **2. Convening the General Meeting**

### **2.1. Place and time of the General Meeting**

A special general meeting of the Company's shareholders has been convened for Tuesday, July 21, 2026, at 12:00 PM at the Company's offices at 7 Hamanor Street, Holon, having on its agenda the item set out in section 2 above.

### **2.2. Majority required for approving the resolution on the agenda of the General Meeting**

The majority required for approving the resolution on the agenda of the General Meeting is a simple majority of all the votes cast by shareholders present and entitled to vote and who voted at the General Meeting, without taking into account abstentions.

### **2.3. Quorum and adjourned meeting**

If, after half an hour from the time scheduled for the General Meeting, a quorum is not present (two shareholders who are present in person or by proxy or who voted through the electronic voting system, holding or representing at least 25% of the voting rights in the Company), the General Meeting will be adjourned to Tuesday, July 28, 2026, at the same time and place. If, after half an hour from the time scheduled for the adjourned meeting, a quorum is not present, the adjourned meeting will be held with any number of participants.

### **2.4. Date of record, eligibility to attend the General Meeting, and voting method**

The date of record for eligibility to attend and vote at the General Meeting under Section 182(B) of the Companies Law, will be at the end of the day of trading in the Company's securities on the Tel Aviv Stock Exchange Ltd. (the "TASE"), which falls on July 14, 2026.

In accordance with the Companies Regulations (Proof of Ownership of a Share for Voting at the General Meeting), 2000 (the "Proof of Ownership Regulations"), a shareholder whose share is registered with a TASE member, and whose share is included among the shares registered in the shareholders register in the name of a nominee company (an "Unregistered Shareholder"), who wishes to vote at the General Meeting, may prove their ownership of the Company's shares on the date of record, for the purpose of voting at the General Meeting, by delivering to the Company a certificate from the TASE member through which the ownership of the share is registered, no later than twenty-four (24) hours before the time of the General Meeting.

An Unregistered Shareholder is entitled to a certificate of ownership from the TASE member through which they hold their shares, at the branch of the TASE member or by mail to their registered address, for postage fees only, if requested. Such a request should be submitted in advance for a specific securities account.

In accordance with Regulation 4A of the Proof of Ownership of a Share Regulations, a certified electronic message in accordance with Section 44K5 of the Israel Securities Law, 1968 (the "Israel



Securities Law"), concerning data of users of the electronic voting system, will be deemed equivalent to an ownership certificate for any shareholder included therein.

A shareholder of the Company at the date of record may attend and vote at the General Meeting in person or by an agent, after depositing an instrument of appointment at the Company's offices at least forty-eight (48) hours before the time the General Meeting is convened (the "Instrument of Appointment"). The Instrument of Appointment must be in writing and signed by the appointer or by the appointor's authorized representative, and if the appointor is a corporation, the Instrument of Appointment will be executed under the seal of the corporation (if any), and in the absence of a seal – by the person authorized to do so together with the stamp of that corporation. In addition, an Unregistered Shareholder who is a shareholder of the Company on the date of record may also vote at the General Meeting through the electronic voting system (as described in section 3.6 below).

#### 2.5. Adding items to the agenda

Under Section 66(B) of the Companies Law, one shareholder or more holding at least one percent (1%) of the voting rights at the General Meeting may request that the board of directors includes an item on the agenda of the General Meeting, provided such item is suitable for discussion at the General Meeting. In accordance with the Notice of a General Meeting Regulations, a request in accordance with Section 66(B) of the Companies Law should be submitted to the Company up to three (3) days after the notice of the General Meeting, that is, by Friday, July 3, 2026. If such a request is submitted, there is a possibility that items will be added to the agenda of the General Meeting, and their details will appear on the distribution website of the Israel Securities Authority at [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and on the Tel Aviv Stock Exchange website at [www.maya.tase.co.il](http://www.maya.tase.co.il).

#### 2.6. Voting via the electronic voting system

As set out above, an Unregistered Shareholder may also vote on the above item via the electronic voting system. A vote via the electronic voting system may be cast starting from confirmation from the electronic voting system of receipt in good order of the list of those eligible for voting via the electronic voting system and up to six (6) hours before the time for convening of the General Meeting (the "System Closing Time"), at which time the electronic voting system will be closed.

A vote cast via the electronic voting system may be changed or canceled up to the System Closing Time, after which it may not be changed via the electronic voting system. It should be noted that under Section 83(D) of the Companies Law, if a shareholder votes by more than one means, the latest vote of the shareholder 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.

An Unregistered Shareholder may send the Company a certificate of ownership through the electronic voting system up to the System Closing Time as set out above. A certified electronic message in accordance with Section 44K5 of the Israel Securities Law, concerning information about users of the electronic voting system will be deemed a certificate of ownership for any shareholder included in it.

An Unregistered Shareholder on whose behalf shares are registered with a TASE member may receive from such TASE member the access details for the electronic voting system. The vote will be according to the electronic voting slip appearing in the electronic voting system

The text of position statements (if any) may be published on the Israel Securities Authority's distribution website and on the Tel Aviv Stock Exchange website, at the addresses detailed above, and on the Company's website at [www.bezeq.co.il](http://www.bezeq.co.il).



A TASE member will send by email, free of charge, a link to the text of the statements of position on the distribution site of the Israel Securities Authority, to any Unregistered Shareholder whose shares are registered with that TASE member, unless the shareholder notified the TASE member that they do not wish to receive such a link, provided the notification is given for a particular securities account, prior to the date of record.

Shareholders may contact the Company directly to receive the text of the statements of position, if any.

The deadline for submission of shareholder statements of position to the Company is up to ten (10) days before the date of the General Meeting, namely July 10, 2026. The deadline for submission of the response of the board of directors to the position statements is up to five (5) days before the date of the General Meeting, namely, until July 16, 2026.

2.7. Company representative

The Company's representative dealing with this report is Bezeq Group Secretary Adv. Michal Kuperstein. Her address is 7 Hamanor St., Holon (Tel. 972-36262200, Fax 972-3-6262209

2.8. Review of documents

The Company's shareholders may, at their request, review this notice and the documents (if any) attached to it, at the Company's offices at 7 Hamanor St., Holon, 5th Floor, on Sunday-Thursday between 10:00-15:00 and by prior appointment by telephone: 972-3-626-2200

**Sincerely,**

**Michal Kuperstein, Adv.**

**Group secretary and internal enforcement officer  
Bezeq The Israeli Telecommunications Corp. Ltd.**

*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.*