



Bezeq The Israeli Telecommunications Corp. Ltd.

(the "Company" or "Bezeq")

March 13, 2024

To:

Israel Securities Authority

Tel Aviv Stock Exchange Ltd.

Notice of a Special and Annual General Meeting of the Company's Shareholders

In accordance with the Companies Law, (the "Companies Law"); the Israel Securities Regulations (Periodic and Immediate Reports), 1970 (the "Reports Regulations"); the Israel Securities Regulations (Private Offering of Securities in a Listed Company), 2000, 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; and the Companies Regulations (Written Vote and Position Statements), 2005, the Company hereby gives notice of an Annual and Special General Meeting of the Company's shareholders (the "AGM"), to be held on Wednesday, April 17, 2024, at 12:00, at the Company's offices at 7 Hamanor St. Holon, 5th floor (the "Company's Offices").

1. Summary of items and proposed resolutions on the agenda of the AGM

- 1.1. Discussion of the Company's financial statements and the Board of Directors' Report on the State of the Company's Affairs for the year ended December 31, 2023. No resolution will be adopted on this item.
- 1.2. Approval of reappointment of Somekh Chaikin KPMG accounting firm as the Company's auditors for 2024, until the end of the next AGM, and reporting on the fees of the auditor
- 1.3. Approval of reappointment of the director (who serves as chairman of the board of directors), Tomer Raved, for an additional term on the Company's board of directors until the end of the next AGM
- 1.4. Approval of reappointment of the director Darren Glatt, for an additional term on the Company's board of directors until the end of the next AGM
- 1.5. Approval of reappointment of the director Ran Fuhrer, for an additional term on the Company's board of directors until the end of the next AGM
- 1.6. Approval of reappointment of the independent director David Granot, for a further term of office on the Company's board of directors until the end of the next AGM
- 1.7. Approval of reappointment of the employee director Patrice Taieb, for a further term of office on the Company's board of directors until the end of the next AGM
- 1.8. Approval of reappointment of Edith Lusky for a further (third) term of office of three (3) years as an external director on the Company's board of directors, starting from April 26, 2024 until April 25, 2027 (inclusive)
- 1.9. Approval of reappointment of Tzipi Livni for a further (second) term of office of three (3) years as an external director on the Company's board of directors, starting from April 26, 2024 until April 25,



2027 (inclusive)

1.10. Approval of the appointment of Orit Alster as a director in the Company until the end of the next AGM and approval of the terms of her office

1.11. Approval of the distribution of a dividend

2. Key points of the proposed decisions and their terms

2.1. Discussion of the Company's financial statements for 2023

2.1.1. Discussion of the Company's financial statements and the Board of Directors' Report on the State of the Company's Affairs for the year ended December 31, 2023, as set out in the Company's Periodic Report for 2023, which is published together with this Notice of the AGM on March 13, 2024 (the "Periodic Report for 2023").

2.1.2. The Company's Periodic Report for 2023 (including the financial statements and the Board of Directors' Report for that period) is available for review on the distribution website of the Israel Securities Authority at www.magna.isa.gov.il and the website of the Tel Aviv Stock Exchange (the "TASE") at www.maya.tase.co.il.

2.1.3. No vote will be held on this item.

2.2. Reappointment of Somekh Chaikin KPMG accounting firm as the Company's auditors

2.2.1. It is proposed to approve the reappointment of Somekh Chaikin KPMG accounting firm as the Company's auditors until the end of the next AGM. In accordance with the Company's Articles of Association, the board of directors is authorized to determine the auditors' fee. For information about the fees of the Company's auditor for 2023, see the Board of Directors' Report included in the Periodic Report for 2023.

2.2.2. Somekh Chaikin KPMG is one of the leading accounting firms in Israel. The auditor has many years of experience with the Company and its activities as well as with the companies in the same sector (see below). The partner leading the audit at the firm has many years of experience in auditing public companies, including in the sector of the Company's activities. The auditing accountant and the parties providing the service on the auditor's behalf have adequate professional ability and experience in public companies for the purpose of providing audit services to the Company, including in view of the inputs invested in the audit and the expertise of the audit team, the understanding of the operating sector, and the ability to identify the material risks and issues and how they are addressed in the audit, the auditing accountant's commitment to the audit quality, and use of expert work and the professional department, if necessary.

2.2.3. In addition, at its meeting of March 5, 2024, the audit committee was satisfied with the renewal of the term of office of the Company's auditor, and determined that the fee paid to the Company's auditor for services in 2023 is reasonable, acceptable, and appropriate for proper audit work.



Additional information about the auditor and the auditor's fees:

The accounting firm has experience in providing services to similar entities:	Yes, Somekh Chaikin KPMG has extensive experience in providing services to Israeli telecommunications companies, as well as to subsidiaries of global telecom entities.
The firm has an independent professional department:	Yes
Duration of the firm's relationship with the Company:	Somekh Chaikin has served as the Company's auditors since 1997.
The auditor complies with the Auditors Regulations which prescribe that an auditor must apply reasonable measures to prevent any conflict of interest or impairment of its independence from the audited company:	Yes
Partnership with an international accounting firm:	Yes – KPMG International Limited.
Audit and related fees including tax services related to the audit for 2023	NIS 3,281 thousand
Fees for other services for 2023	NIS 1,457 thousand
In the past three years, the Company was required to restate its financial statements, including due to errors or material deviations from estimates or assumptions:	No
In the past three years, the court certified a class action or a derivative action against the Company's auditors in connection with the Company's financial statements:	No

2.2.4. Proposed resolution: To approve the reappointment of Somekh Chaikin KPMG accounting firm as the Company's auditors until the end of the next AGM

2.3. **Reappointment of the director (who serves as chairman of the board of directors) Tomer Raved for an additional term on the Company's board of directors**

2.3.1. It is proposed to reappoint Tomer Raved (who serves as chairman of the board of directors of the Company and the subsidiaries) as a director on the Company's board of directors for an additional term until the end of the next AGM.

2.3.2. The terms of office and employment of Tomer Raved for his service as chairman of the Company's board of directors were approved by the AGM on February 5, 2024, effective from January 1, 2024 and they will remain unchanged. For information about the terms of office see the immediate report on the general meeting of February 1, 2024, which is included in this report by way of reference.



- 2.3.3. Tomer Raved submitted a statement to the Company as required by section 224B of the Companies Law, attached as Appendix A to the Notice of a General Meeting (Hebrew).
 - 2.3.4. For the information required by Regulations 26 and 36B(a)(10) of the Reports Regulations, see Regulation 26 in Chapter D of the Periodic Report for 2023.
 - 2.3.5. Proposed resolution: To approve the reappointment of the director (who serves as chairman of the board of directors), Tomer Raved, for an additional term on the Company's board of directors until the end of the next AGM
- 2.4. **Reappointment of the director Darren Glatt to an additional term on the Company's board of directors**
- 2.4.1. It is proposed to reappoint Darren Glatt as a director on the Company's board of directors for an additional term until the end of the next AGM. The terms of Darren Glatt's office will remain unchanged. For further information see section 7 (Regulation 21) of Chapter D of the Periodic Report for 2023. Darren Glatt is entitled to reimbursement of travel expenses and the insurance arrangements in the Company for directors and officers, and he was granted an exemption from liability and a letter of indemnity, as set out in Note 29.6 to the Company's financial statements for the year ended December 31, 2023, which are attached to the Periodic Report for 2023.
 - 2.4.2. Darren Glatt submitted a statement to the Company as required by section 224B of the Companies Law, attached as Appendix A to the Notice of a General Meeting (Hebrew).
 - 2.4.3. For the information required by Regulations 26 and 36B(a)(10) of the Reports Regulations, see Regulation 26 in Chapter D of the Periodic Report for 2023.
 - 2.4.4. Proposed resolution: To approve the of reappointment of the director Darren Glatt, for an additional term on the Company's board of directors until the end of the next AGM
- 2.5. **Reappointment of the director Ran Fuhrer to an additional term on the Company's board of directors**
- 2.5.1. It is proposed to reappoint Ran Fuhrer as a director on the Company's board of directors for an additional term until the end of the next AGM. The terms of Ran Fuhrer's office will remain unchanged. For further information see section 7 (Regulation 21) of Chapter D of the Periodic Report for 2023. Ran Fuhrer is entitled to reimbursement of travel expenses and the insurance arrangements in the Company for directors and officers, and he was granted an exemption from liability and a letter of indemnity, as set out in Note 29.6 to the Company's financial statements for the year ended December 31, 2023, which are attached to the Periodic Report for 2023.
 - 2.5.2. Ran Fuhrer submitted a statement to the Company as required by section 224B of the Companies Law, attached as Appendix A to the Notice of a General Meeting (Hebrew).
 - 2.5.3. For the information required by Regulations 26 and 36B(a)(10) of the Reports Regulations, see Regulation 26 in Chapter D of the Periodic Report for 2023.



- 2.5.4. Proposed resolution: To approve the of reappointment of the director Ran Fuhrer, for an additional term on the Company's board of directors until the end of the on the Company's board of directors until the end of the next AGM
- 2.6. **Reappointment of the independent director David Granot for an additional term on the Company's board of directors**
- 2.6.1. It is proposed to reappoint David Granot as an independent director on the Company's board of directors for an additional term until the end of the next AGM. The terms of David Granot's office will remain unchanged. For further information see section 7 (Regulation 21) in Chapter D of the Periodic Report for 2023. David Granot is entitled to reimbursement of travel expenses, subject to the law, and the insurance arrangements in the Company for directors and officers, and he was granted an exemption from liability and a letter of indemnity, as set out in Note 29.6 to the Company's financial statements for the year ended December 31, 2023, which are attached to the Periodic Report for 2023.
- 2.6.2. David Granot submitted a statement to the Company as required by Sections 224B and 249B of the Companies Law, attached as Appendix A to the Notice of a General Meeting (Hebrew), and accordingly he meets the required conditions for classifying him as an independent director¹ as set out in Section 240(B) to (F) of the Companies Law.
- 2.6.3. For the information required by Regulations 26 and 36B(a)(10) of the Reports Regulations, see Regulation 26 in Chapter D of the Periodic Report for 2023.
- 2.6.4. Proposed resolution: To approve the of reappointment of the independent director David Granot, for an additional term on the Company's board of directors until the end of the next AGM
- 2.7. **Reappointment of the employee director Patrice Taieb for an additional term on the Company's board of directors**
- 2.7.1. It is proposed to reappoint Patrice Taieb as an employee director on the Company's board of directors for an additional term until the end of the next AGM. It should be noted that the employee director Patrice Taieb does not receive a fee for his office as a director in the Company, and only receives a salary as an employee of the Company. For further information see section 7 (Regulation 21) in Chapter D of the Periodic Report for 2023. Patrice Taieb is entitled to the insurance arrangements in the Company for directors and officers, and he was granted an exemption from liability and a letter of indemnity, as set out

¹ For the sake of good order, it should be noted that David Granot and his employers and/or partners and/or relatives and/or companies in which he serves as chairman or CEO and/or companies controlled by him, if relevant, might purchase various telecommunications services from the Company and from other Bezeq Group companies, in the ordinary course of business during his tenure as director. The Company's internal compliance plan related to securities laws establishes the Company's policy regarding agreements that do not constitute a business relationship for purposes of the definition of a "relationship", for all the external and independent directors in the Company. In addition, in 2023, there were no purchases of communication services constituting a business relationship. Moreover, David Granot instructed his related parties that he will not be involved in or informed of any purchase of such communication services for those related parties.



in Note 29.6 to the Company's financial statements for the year ended December 31, 2023, which are attached to the Periodic Report for 2023.

- 2.7.2. Patrice Taieb submitted a statement to the Company as required by section 224B of the Companies Law, attached as Appendix A to the Notice of a General Meeting (Hebrew).
 - 2.7.3. For the information required by Regulations 26 and 36B(a)(10) of the Reports Regulations, see Regulation 26 in Chapter D of the Periodic Report for 2023.
 - 2.7.4. Proposed resolution: To approve the reappointment of the employee director, Patrice Taieb, for an additional term on the Company's board of directors until the end of the next AGM
- 2.8. **Reappointment of the external director Edith Lusky for an additional (third) term of three (3) years as an external director on the Company's board of directors**
- 2.8.1. It is proposed to reappoint Edith Lusky as an external director on the board of directors of the Company, for an additional (third) term of three (3) years, starting from April 26, 2024 until April 25, 2027 (inclusive).
 - 2.8.2. The terms of office of Edith Lusky as an external director on the Company's board of directors remain unchanged, as set out below:
 - 2.8.2.1. Annual compensation and participation in a meeting at the "maximum amount" for an external director as set out in the Compensation Regulations, based on the rating of the Company, as it will be from time to time, and according to her expertise, including reimbursement of travel expenses in accordance with the law
 - 2.8.2.2. Edith Lusky was granted a letter of indemnity and exemption from liability in the Company's standard wording (for further information see Note 29.6 to the Company's financial statements for the year ended December 31, 2023, which are attached to the Periodic Report for 2023).
 - 2.8.2.3. Edith Lusky is entitled to be included in the D&O liability arrangements, under standard terms in the Company.



- 2.8.3. Edith Lusky submitted a statement to the Company as required under Sections 224B and 241 of the Companies Law, attached as part of Appendix A to the Notice of a General Meeting (Hebrew), declaring that she has the required qualifications for appointing her as an external director as set out in Section 240(B) to (F) of the Companies Law, and accordingly she meets the required conditions for classifying her as an external director.²
- 2.8.4. For the information required by Regulations 26 and 36B(a)(10) of the Reports Regulations, see Regulation 26 in Chapter D of the Periodic Report for 2023.
- 2.8.5. Proposed resolution: Reappointment of the external director Edith Lusky for an additional (third) term of three (3) years and the terms of her office
- 2.9. **Reappointment of the external director Tzipi Livni for an additional (second) term of three (3) years as an external director on the Company's board of directors**
- 2.9.1. It is proposed to reappoint Tzipi Livni as an external director on the board of directors of the Company, for an additional (second) term of three (3) years, starting from April 6, 2024 until April 25, 2027 (inclusive).
- 2.9.2. The terms of office of Tzipi Livni as an external director on the Company's board of directors remain unchanged, as set out below:
- 2.9.2.1. Annual compensation and participation in a meeting at the "maximum amount" for an external director as set out in the Compensation Regulations, based on the rating of the Company, as it will be from time to time, and according to her expertise, including reimbursement of travel expenses in accordance with the law
- 2.9.2.2. Tzipi Livni was granted a letter of indemnity and exemption from liability in the Company's standard wording (for further information see Note 29.6 to the Company's financial statements for the year ended December 31, 2023, which are attached to the Periodic Report for 2023).
- 2.9.2.3. Tzipi Livni is entitled to be included in the D&O liability arrangements, under standard terms in the Company.
- 2.9.3. Tzipi Livni submitted a statement to the Company as required under Sections 221 and 241 of the Companies Law, attached as part of Appendix A to the Notice of a General Meeting (Hebrew), declaring that she has the required qualifications for appointing her as an

² For the sake of good order, it should be noted that Edith Lusky and her employers and/or partners and/or relatives and/or companies in which she serves as chairperson or CEO and/or companies controlled by her, if relevant, might purchase various telecommunications services from the Company and from other Bezeq Group companies, in the ordinary course of business during her tenure as a director. The Company's internal compliance plan related to securities laws establishes the Company's policy regarding agreements that do not constitute a business relationship for purposes of the definition of a "relationship", for all the external and independent directors in the Company. In addition, in 2023, there were no purchases of communication services constituting a business relationship. Moreover, Edith Lusky instructed her related parties that she will not be involved in or informed of any purchase of such communication services for those related parties.



external director as set out in Section 240(B) to (F) of the Companies Law and accordingly she meets the required conditions for classifying her as an external director.³

2.9.4. For the information required by Regulations 26 and 36B(a)(10) of the Reports Regulations, see Regulation 26 in Chapter D of the Periodic Report for 2023.

2.9.5. Proposed resolution: Reappointment of the external director Tzipi Livni for an additional (second) term of three (3) years as an external director on the Company's board of directors and the terms of her office

2.10. **Appointment of Orit Alster as a director in the Company**

2.10.1. It is proposed to approve the appointment of Orit Alster as a director in the Company's until the end of the next AGM.

2.10.2. Orit Alster will be entitled to the following terms:

2.10.2.1. Annual compensation and participation in a meeting at the "maximum amount" for an external director as set out in the Compensation Regulations, based on the rating of the Company, as it will be from time to time, and according to her expertise, including reimbursement of travel expenses

2.10.2.2. A letter of indemnity and exemption from liability in the Company's standard wording (for further information see Note 29.6 to the Company's financial statements for the year ended December 31, 2023, which are attached to the Periodic Report for 2023).

2.10.2.3. Orit Alster is entitled to be included in the D&O liability arrangements, under standard terms in the Company.

2.10.3. Orit Alster submitted a statement to the Company as required by Section 224B of the Companies Law, attached as part of Appendix A to the Notice of a General Meeting (Hebrew).

³ For the sake of good order, it should be noted that Tzipi Livni and her employers and/or partners and/or relatives and/or companies in which she serves as chairman or CEO and/or companies controlled by her, if relevant, might purchase various telecommunications services from the Company and from other Bezeq Group companies, in the ordinary course of business during her tenure as a director. The Company's internal compliance plan related to securities laws establishes the Company's policy regarding agreements that do not constitute a business relationship for purposes of the definition of a "relationship", for all the external and independent directors in the Company. In addition, in 2023, there were no purchases of communication services constituting a business relationship. Moreover, Tzipi Livni instructed her related parties that she will not be involved in or informed of any purchase of such communication services for those related parties.



2.10.4. Below is information about Orit Alster in accordance with Sections 26 and 36B(a)(10) of the Report Regulations:

Identity no:	059618587
Date of birth:	April 4, 1965
Address for delivery of court notices:	7 Habanim Street, Ramat Hasharon
Citizenship:	Israeli
Membership on board committees:	No
Independent director or an external director as these terms are defined in the Companies Law, accounting and financial expertise or professional competence, and an expert external director:	Director with accounting and finance expertise
Employee of the Company, a subsidiary, associate, or interested party:	No
Date of appointment:	April 1, 2024, subject to the approval of the Company's AGM
Education:	BA in Economics - Tel Aviv University MBA Business Administration – specializing in finance and accounting – Tel Aviv University LLB - Tel Aviv University
Employment over the past five years:	<ul style="list-style-type: none"> ▪ Head of the Business Division, Israel Discount Bank Ltd., 2011 - 2019 ▪ Director, The Phoenix Insurance Company Ltd., 2020 - 2022 ▪ Member of the board of directors, Batsheva Dance Company, from January 2020 ▪ Member of the executive committee, Heznek L'Atid NPO, from July 2021 ▪ Director in the following corporations: <ul style="list-style-type: none"> - Israel Discount Bank of NY - Discount Capital Ltd. - Retailers Ltd. - Hilan Ltd. - Ashot Ashkelon Ltd.
Relative of an interested party:	No

2.10.5. Proposed resolution: To approve the appointment of Orit Alster as a director in the Company until the end of the next AGM and to approve the terms of her office;



2.11. Dividend distribution

2.11.1. The board of directors recommends the approval of the distribution of a cash dividend to the Company's shareholders amounting to NIS 374 million (which is 70% of the half-year profit after tax based on the Company's consolidated financial statements (for the second half of 2023)), representing as at the date of the notice of convening a General Meeting NIS 0.1351721 per ordinary share of NIS 1 par value of the Company (the "Share"), and 13.51721% of the Company's issued and paid-up share capital (the "Dividend"). The actual amount of the Dividend per share to be paid will be based on the number of shares in the Company's issued and paid-up share capital as at the end of the trading day of April 30, 2024. The record date and the ex-date will be May 1, 2024, and the payment date will be May 9, 2024.

2.11.2. The Company's board of directors assessed the Company's compliance with the tests set out in Section 302 of the Companies Law – the profit test and the solvency test, and determined that the Company meets these tests, as described below.

2.11.2.1. **Regarding the profit test** – based on the Company's financial statements as at December 31, 2023, the dividend distribution meets the profit test. The board of directors was presented with the distributable retained earnings accumulated in the last two years, amounting to NIS 1,257 million, and the proposed dividend was found to meet the profit test (meaning – the Dividend is being paid out of distributable profits).

2.11.2.2. **Regarding the solvency test** – the board of directors assessed, among other things, the Company's projected cash flows and the financing sources available to it for repayment of its existing and future obligations, and for payment of the Dividend. In these contexts, the board of directors also assessed the cash and cash equivalents and the amount of credit that the Company estimates is available to it.

As part of the solvency examination, the board of directors also considered the consequences of the Dividend payment on the Company's financial position and liquidity, and on the Company's existing structure of operations, including its effect on the Company's investment plans, capital structure and leverage (including its credit rating).

In this regard, the board of directors was presented with the position of the Company's management that according to which the Dividend payment will not have a negative effect on the Company's operations and investments, as required for maintaining its business position and competitiveness, or the Company's compliance with the solvency test. The board of directors also reviewed the Company's cash flow forecasts (and a sensitivity analysis performed on these forecasts for cases of unexpected significant deterioration in the Company's business) and assessed its financial robustness and ability to



service its debts based on a projected debt service coverage ratio analysis. The board of directors also assessed the net sources of liquidity from the Company's wholly owned subsidiaries. The board of directors took into account in this regard that the Company has no financial covenants that could affect the amount or cost of the debt.

In view of the findings of its assessments and after the data and forecasts were presented to the board of directors by the management, the board of directors concluded that the Company has significant ability to meet its current and projected cash requirements in the foreseeable future (even in scenarios of unexpected deterioration in the Company's business), by generating cash from operations, by net cash inflows from its subsidiaries, and by obtaining credit, if required. Therefore, there is no reasonable likelihood that the dividend distribution will prevent the Company from meeting its existing and future obligations when they mature, and this payment is not expected to materially affect the Company's financial position, including its capital structure, liquidity, and ability to continue operating within its current structure of operations.

The dividend distribution is in compliance with the Company's revised dividend policy, which is published together with this report.

For further information about the dividend distribution, see the immediate report on the recommendations and resolutions of the board of directors of March 13, 2024, which is published together with this report.

- 2.11.3. Proposed resolution: To approve the distribution of a cash dividend to the Company's shareholders, as set out in section 2.11 of this Notice of a General Meeting

Convening the General Meeting

3. Place and time of the General Meeting

An annual general meeting of the Company's shareholders has been convened for April 17, 2024 at 12:00 at the Company's offices in 7 Hamanor St., Holon, having on its agenda the items set out in section 1 above.

4. Majority required for passing the resolutions on the agenda of the General Meeting

- 4.1. The majority required for passing the resolution set out in sections 2.2 and 2.7 above – reappointment of the auditor and reappointment of the directors in the Company, 2.10 – appointment of Orit Alster as a director in the Company, 2.11 – distribution of a dividend, is a simple majority of all the votes cast by shareholders present and entitled to vote at the AGM, without taking into account abstentions.
- 4.2. The majority required for passing the resolution set out above in sections 2.8 and 2.9 above – reappointment of the external directors in the Company, is a simple majority of all the votes cast by shareholders present and entitled to vote at the General Meeting, provided that one of the following is fulfilled:



4.2.1. The count of the majority votes at the General Meeting includes a majority of all the votes cast by shareholders who are not controlling shareholders of the Company or have no personal interest in the approval of the appointment, other than a personal interest that is not due to a relationship with the controlling shareholder. Abstentions will not be taken into account. A person having a personal interest will be subject to the provisions of Section 276 of the Companies Law, with the required changes.

4.2.2. The total number of dissenting votes from among the shareholders referred to in section 4.2.1 above does not exceed two percent (2%) of all the voting rights in the Company

5. Disclosure of a personal interest

In accordance with Sections 267 of the Companies Law and Regulation 7(A)(8) of the Written Vote Regulations, a shareholder participating in the vote on the proposed resolutions on section 2.8 and 2.9 above, will notify the Company before the vote at the General Meeting, and if the vote is via a voting slip, the shareholders will indicate on the voting slip, in the space allocated, whether they are a controlling shareholder, an interested party in the Company, a person with a personal interest in the resolution, and will note any other relationship between such voter and the Company, the controlling shareholder, or a senior officer in the Company, describing the nature of the relationship. If the vote is by power of attorney, such details must be provided for the principal and the agent. If the shareholder fails to give notice as stated regarding the resolutions, the shareholder may not vote and the vote will not be counted in respect of those resolutions.

6. Quorum and adjourned meeting

If, within half an hour from the time set for the General Meeting, a quorum is not present (two shareholders who are present in person or by proxy or who have sent the Company a voting slip indicating the matter of their voting, and who hold or represent at least 25% of the voting rights in the Company), the General Meeting will be adjourned to April 24, 2024, to the same time and at the same place. If, within half an hour from the time set for the adjourned meeting, a quorum is not present, the meeting will be held with any number of participants.

7. Date of record, eligibility to attend the General Meeting, and voting method

7.1. The date of record for eligibility to participate and vote in the General Meeting under Section 182(C) of the Companies Law and Regulation 3 of the Written Vote Regulations will be at the end of the day of trading in the Company's securities on the TASE, which will be March 20, 2024 (the "Date of Record").

7.2. In accordance with the Companies Regulations (Proof of Title to a Share for Voting at a General Meeting), 2000 (the "Proof of Title to a Share Regulations"), a shareholder on whose behalf a share is registered with a TASE member, and that share is included among the shares registered in the shareholders register in the name of a nominee company, (the "Unregistered Shareholder"), who is interested in voting at a shareholders' meeting, may prove their title to shares of the Company at 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 title to the share is registered, no later than twenty-four (24) hours before the time of the General Meeting.

- 7.3. Unregistered Shareholders are entitled to a certificate of title 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.
- 7.4. In accordance with Regulation 4A of the Proof of Title to 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 the same as a certificate of title for any shareholder included therein.
- 7.5. A shareholder of the Company at the Date of Record may attend and vote at the General Meeting in person, through a voting slip (as described in section 8 below) 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 that 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 9 below).

8. Voting slip, position statements, and adding items to the agenda

- 8.1. Votes on all the items on the agenda of the General Meeting, as set out above, may also be cast by means of the voting slip attached to this immediate report. A written vote will be entered in the second part of the voting slip as published on the distribution site.
- 8.2. Addresses of the distribution site of the Israel Securities Authority and the website of the Tel Aviv Stock Exchange Ltd. containing the text of the voting slips and the position statements: Israel Securities Authority website: www.magna.isa.gov.il; Tel Aviv Stock Exchange Ltd. website: www.maya.tase.co.il and the Company's website: www.bezeq.co.il.
- 8.3. A TASE member will send by email, free of charge, a link to the text of the voting slip and the position statements 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.
- 8.4. Shareholders are entitled to apply directly to the Company to receive the text of the voting slip and the position statements.
- 8.5. The deadline for the submission of shareholder position statements to the Company is up to ten (10) days before the date of the General Meeting, that is, until April 7, 2024. The deadline for



submitting the board of directors' response to statements of position is up to five (5) days before the date of the General Meeting, that is, until April 12, 2024.

- 8.6. An Unregistered Shareholder wishing to vote by a voting slip should mark the voting method on Part Two of the voting slip and deliver the voting slip to the Company or send it by registered mail together with a certificate of title, such that the voting slip reaches the Company's registered office no later than four (4) hours before the time of convening the General Meeting.
- 8.7. A shareholder registered in the Company's register of shareholders wishing to vote by a voting slip should mark the voting method on Part Two of the voting slip and deliver the voting slip to the Company or send it by registered mail, together with a photocopy of the shareholder's ID card or passport or certificate of incorporation, such that the voting slip reaches the Company's registered office no later than six (6) hours before the General Meeting convenes.
- 8.8. Under Section 66(B) of the Companies Law, one shareholder or more holding at least one (1) percent 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 must be submitted to the Company up to seven (7) days after the General Meeting was called, which is by March 19, 2024. 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 site of the Israel Securities Authority.

9. Voting via the electronic voting system

- 9.1. As set out above, an Unregistered Shareholder may also vote on the items listed above 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.
- 9.2. 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.
- 9.3. An Unregistered Shareholder may send the Company a certificate of title through the electronic voting system up to the System Closing Date. As set out above, a certified electronic message under Section 44K5 of the Israel Securities Law, concerning information about users of the electronic voting system – will be deemed the same as a certificate of title for any shareholder included in it.



9.4. 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

10. Company representative

The Company's representative dealing with this report is the Group Secretary and internal compliance officer, Adv. Michal Kuperstein. Her address is 7 Hamanor St., Holon (Tel. 972-3-626-2200, Fax 972-3-626-2209).

11. Review of documents

The Company's shareholders may, at their request, inspect 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 AM - 15:00 PM and by prior appointment by telephone: 972-3-626-2200

Sincerely,

Michal Kuperstein, Adv.
Group Secretary and Internal Compliance Officer
Bezeq The Israeli Telecommunications Corporation 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.