



November 20, 2019

**“Bezeq” The Israel Telecommunication Corp Limited
 (“The Company”)**

Voting Slip in accordance with the Companies Regulations (Voting Slips and Position Notices), 2005
 (“the Regulations”)

Voting Slip – Part 1

1. **Company Name:** “Bezeq” The Israel Telecommunication Corp Limited
2. **Type of General Meeting, date and place:** Special General Meeting of the Company's shareholders (“the Meeting”). The Meeting will take place on **December 25, 2019 at 11:00 am** at the Company's offices at the Azrieli Center 2, Triangular Building, 27th Floor (“the Company's Offices”).
3. **Details of the items on the agenda that can be voted on using the voting slip:**

3.1 Amendment of the Statement of Indemnity and Exemption for Directors

Subject to approval of an amendment to the Company's Articles of Association and an amendment of the Compensation Policy as stated in sections 3.3 and 3.4 below, to approve the amendment of section 2.2 of the Statement of Indemnity and Exemption for Directors granted to directors serving the Company at the date of the Board's resolution to convene this Meeting, November 17, 2019, and/or who will serve in the Company from time to time (including those who are considered as the Company's controlling shareholder and/or his relatives and/or officers of companies of the controlling shareholder), to be valid from June 30, 2019, such that its wording will be as follows (the amendment is marked with an underline):

“The amount of indemnification the Company undertakes to pay in accordance with this Statement of Indemnity and Exemption to each officer, cumulatively, is limited to 25% (twenty five percent) of the Company's shareholders' equity according to the last published financial statements of the Company prior to grant of actual indemnification or the amount of USD 400 million, whichever is the higher (“Maximum Compensation Amount”).”

3.2 Amendment of the Statement of Indemnity and Exemption for the Company's CEO

Subject to approval of an amendment to the Company's Articles of Association and an amendment to the Compensation Policy as stated in sections 3.3 and 3.4 below, to approve the amendment of section 2.2 of the Statement of Indemnity and Exemption for the Company's CEO at the date of the Board's resolution to convene this Meeting, November 17, 2019, to be valid from June 30, 2019, as detailed in section 3.1 above.

3.3 Amendment to the Company's Articles of Association

To approve an amendment to section 114.2 of the Company's Articles of Association, to be valid from June 30, 2019, whose wording will be as follows (the amendment is marked with an underline):

"The Company is entitled to indemnify an officer (in its meaning in the Companies Law) retroactively ("Indemnification") or to provide an undertaking in advance to change ("Undertaking of Indemnification") to an officer as detailed below in this section. Concerning Undertaking of Indemnification - the Indemnification amount that the Company will be entitled to make available, for each of its officers, cumulatively, for one or more indemnification events detailed in paragraphs 1 - 6 below, shall not exceed 25% of the Company's shareholders' equity according to the Company's last financial statements published prior to the actual Indemnification or an amount of NIS 400 million, whichever is the higher."

3.4 Amendment to the Compensation Policy for the Company's Officers

Subject to approval of the amendment to the Company's Articles of Association as stated in section 3.3 above, to approve an amendment to section 8.2 of the present Compensation Policy for officers of the Company, to be valid from June 30, 2019, the wording of the section will be as follows (the amendment is marked with an underline):

"Bezeq will grant officers and directors of Bezeq Statements of Indemnity with an Undertaking of Indemnification for every liability or cost awarded against any officer or director on account of his actions in his capacity as an officer (including actions in subsidiaries of Bezeq), all subject to the provisions of the law, including in accordance with the Companies Law, the Securities Law, 1968, and the Bezeq Articles of Association, as shall be from to time. The Indemnification amount that Bezeq undertakes to pay cumulatively to each officer and director is limited to a ceiling of 25% of Bezeq's shareholders' equity as it was at the date of grant of Indemnification or an amount of NIS 400 million, whichever is the higher. The Undertaking of Indemnification shall not apply to an event for which the insurance company acknowledges its responsibility under the insurance policy and has paid the officer the amount required. The Statement of Indemnification will apply to a list of types of event customary in statements of indemnification of companies with similar characteristics to Bezeq."

4. Place and times when the full text of the proposed resolutions can be viewed:

The wording of the proposed resolutions can be examined at the Company's Offices, Sunday to Thursday, 10am - 3pm, by prior appointment by telephone: 03-6262200, until the time of convening the Meeting or deferred Meeting (if there will be one).

5. Majority required to pass the resolution on the agenda:

- 5.1 The majority required to pass the resolutions detailed in sections 3.1 and 3.3 above is a regular majority of all the votes of shareholders participating and voting at the General Meeting, abstentions will not be taken into account in the number of votes.
- 5.2 The majority required to pass the resolution detailed in section 3.2 above, is a regular majority of all the votes of shareholders present at the Meeting, on condition that one of the following is fulfilled:
 - 5.2.1 The count of the majority votes at the General Meeting shall include a majority of all the votes of shareholders who are not controlling shareholders in the Company or personally interested parties concerning the update to the Statement of Indemnification and Exemption for the CEO, who are taking part in the vote; in the

count of all votes of the shareholders, with abstentions not being taken into account. If someone has a personal interest the provisions of section 276 of the Companies Law shall apply, with binding modifications;

5.2.2 The total number of votes against among the shareholders stipulated in section 5.2.1 above shall not exceed two percent of all voting rights in the Company.

5.3 The majority required to pass the resolution detailed in section 3.4 above, is a regular majority of all the votes of shareholders present at the Meeting and voting in this vote, on condition that one of the following is fulfilled:

5.3.1 The count of votes at the General Meeting will include a majority of all the shareholder votes that are not controlling shareholders in the Company or who have a personal interest in approval of the updated Compensation Policy, as applicable, that are participating in the vote; in the count of all votes of all said shareholders abstentions will not be taken into account; for those who have a personal interest, the provisions of section 276 of the Companies Law shall apply, with necessary modifications.

5.3.2 The total number of votes against among the shareholders stipulated in section 5.3.1 above shall not exceed two percent of all voting rights in the Company.

6. Marking shareholder's relationship

A shareholder participating in a vote on a resolution on the agenda will specify in Part Two of the voting slip, in the place reserved for this, whether he/she is a controlling shareholder of the Company, an interested party, has a personal interest in the appointment, is a senior officer or institutional investor, as required by the provisions of the Companies Law, and shall describe the defining category, personal interest or relationship as required according to section 267A of the Companies Law, 1999, insofar as such exists. Someone who does not specify as stated or did not describe the personal interest, the defining category or relationship as stated, will not have their vote counted.

7. Validity of voting slip:

- 7.1 The voting slip shall be valid for a shareholder whose entitlement is registered with a member of the stock exchange and such shares are included among the shares on the Company's register of shareholders in the name of the registration company ("Unregistered Shareholder"), only if confirmation of ownership is attached as of the Date of Record to be entitled to participate and vote at the Meeting, which will be on December 27, 2019 ("the Date of Record"), or if confirmation of ownership is sent to the Company using the electronic voting system (as define in the Companies Regulations (Vote in Writing and Position Notices), 2005 ("Electronic Voting System") in respect of the Date of Record.
- 7.2 An Unregistered Shareholder is entitled to prove ownership of shares in the Company at the Date of Record, for the purpose of voting at the General Meeting, by providing the Company a confirmation from a member of the stock exchange where his entitlement to a share is registered, not later than 24 hours prior to the time of convening the Meeting.
- 7.3 An Unregistered Shareholder who wishes to vote using the voting slip shall mark on the second part of the voting slip its vote, and hand it to the Company or send it by registered mail together with confirmation of ownership, such that the voting slip will reach the Company's registered office not later than four (4) hours prior to the time of convening of the General Meeting.
- 7.4 The voting slip shall be valid for a shareholder registered as a shareholder on the Company's register of shareholders ("Registered Shareholder"), only if a copy of their identity card, passport or certificate of incorporation is attached.
- 7.5 A Registered Shareholder who wishes to vote using this voting slip must present the voting slip and the applicable documents to the Company's offices at the address stated below, not later than four (4) hours from the time of convening of the General Meeting.
- 7.6 In this respect, "Date of Submission" is the date a voting slip and accompanying documents arrive at the Company's offices.
- 7.7 A voting slip not submitted in accordance with what is stipulated above shall not be valid.

8. Voting using the Electronic Voting System:

- 8.1 An Unregistered Shareholder is entitled to vote on the item on the agenda detailed above using a voting slip that is transferred through the Electronic Voting System, up to six (6) hours prior to the time of convening the General Meeting, namely up until December 25, 2019 at 5:00 am ("Time of Closing the System"), when the Electronic Voting System will be closed.

8.2 Voting using the Electronic Voting System can be changed or canceled up until the Time of Closing the System and it will not be possible to change it using the Electronic Voting System after this time. It should be noted that in accordance with section 83(D) of the Companies Law, in the event that a shareholder votes by more than one method, the last vote will be counted, which in this case a vote by the shareholder himself or by way of a proxy shall be deemed later than voting using the Electronic Voting System. The Company does not allow voting over the Internet that does not use the Electronic Voting System.

9. **Company's address for delivering voting slips and position notices:**

The Company's Offices.

10. **The last date for submission of position notices:**

Up to 10 days prior to the date of the Meeting, namely not later than December 15, 2019.

11. **The latest date for provision of responses by the Board of Directors to positions notices:**

Up to 5 days prior to the date of the Meeting, namely not later than December 20, 2019.

12. **Addresses of websites where the wording of the voting slip and position papers can be found:**

12.1 The distribution website address of the Securities Authority: www.magna.isa.gov.il.

12.2 www.magna.isa.gov.il, the website of the Tel-Aviv Stock Exchange Ltd: www.maya.tase.co.il

12.3 Company's website: www.bezeq.co.il.

13. A shareholder is entitled to receive a confirmation of ownership at a branch of the stock exchange member or by mail, if he/she so requests. A request in this regard shall be provided in advance for a specific shares account. An Unregistered Shareholder is entitled to give instructions that its confirmation of ownership shall be transferred to the Company using the Electronic Voting System.

14. An Unregistered Shareholder is entitled to receive free of charge by e-mail a link to the text of the voting slip and position notices on the distribution website of the Securities Authority, from a stock exchange member through whom his/her shares are held, unless he/she informed the member of the stock exchange that they are not interested to receive the said link, or that they are interested to receive the voting slips by mail for a fee; the statement concerning the voting slip shall also apply to receiving the position notices. Similarly, any shareholder may contact the Company directly, to receive from it the wording of the voting slip and position notices.

15. One or more shareholders who hold shares at the Date of Record representing five percent or more of the Company's total voting rights, and similarly someone holding the said amount from the total voting rights not held by the controlling shareholder in the Company as defined in section 268 of the Companies Law, 1999, is entitled to examine the voting slips as stipulated in Regulation 10 of the Companies Regulations (Voting Slips and Position Notices), 2005.

The number of shares representing five percent of the total voting rights in the Company, as of the publication date of this voting slip is 138,274,288 shares.

The number of shares representing 5% of all the voting rights not held by the controlling shareholder in the Company as of the publication date of this voting slip is 101,855,602 shares.

16. A shareholder shall indicate his/her manner of voting for the item on the agenda and for which it is possible to vote on the second part of this voting slip.

17. After publication of the voting slip it is possible there will be changes to the agenda, including the addition of an item to the agenda, and position notices are likely to be published; it will be possible to examine the updated agenda and the published position notices in the Company's reports on the distribution website.
18. If an additional item is requested to be added to the agenda of the Meeting by a shareholder of the Company, and the Company's Board will decide that the item is suitable to be discussed at the Meeting, the Company will publish an amended notice of convening the Meeting, to include an amended voting slip, not later than the date of publication of the said amended notice.

A shareholder shall indicate his manner of voting in the second part of this voting slip

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(the Regulations”)

Voting Slip – Part 2

Company Name: “Bezeq” The Israel Telecommunication Corp Limited
Company’s address (for submitting and sending voting slips): Azrieli Center 2, (Triangular Tower, Floor 27), Tel-Aviv
Company No.: 52-003193-1
Date and time of meeting: On Wednesday, December 25, 2019 at 11:00 am.
Type of meeting: Special General Meeting
Date of Record: Wednesday, December 25, 2019

Details of shareholder:

Name of shareholder:

ID No.:

If the shareholder does not have an Israeli ID No.-

Passport No.:

Country of issue:

Valid until:

If the shareholder is a company -

Company No.:

Country of incorporation:

If the shareholder is an interested party¹ / senior officer² / institutional Investor (including a fund manager)³ / or one of these* (mark the applicable alternative)

Interested Party	Senior officer	Institutional investor (including a fund manager)	None of them

* If the voter above is voting with a proxy, the details above should also be given of the authorizing shareholder.

Manner of vote:

Item on the agenda	Manner of vote (1)			Are you a controlling shareholder or have a personal interest in approval of the resolution / approval of the appointment? (2)	
	In favor	Versus	Abstain	Yes (*)	No
<u>Section 3.1 above</u> - subject to approval of amendment of the Company's Articles of Association and amendment of the Compensation Policy as detailed in sections 3.3 and 3.4 of Part One, Approval of amendment of the Statement of Indemnity and Exemption for Directors.					
<u>Section 3.2 above</u> - subject to approval of amendment of the Company's Articles of Association					

¹ In its meaning in section 1 of the Securities Law, 1968

² In its meaning in section 37(D) of the Securities Law, 1968

³ In the meaning of the term in Regulation 1 of the Supervision of Financial Services Regulations (Provident Funds) (Participation of Management Company in General Meeting), 2009 and manager of a joint investment trust fund, in its meaning in the Investment Trust Funds Law, 1994.

and amendment of the Compensation Policy as detailed in sections 3.3 and 3.4 of Part One, Approval of amendment of the Statement of Indemnity and Exemption for the Company's CEO.					
<u>Section 3.3 above</u> - approval of amendment of the Company's Articles of Association.					
<u>Section 3.4 above</u> - approval of amendment to the Compensation Policy for the Company's Officers.					

(*) Kindly detail below in the space designated below the table

(1) Not specifying shall be deemed abstention for that item.

(2) If a shareholder does not complete this column or who marks "Yes" and does not specify, his vote will not be counted.

Details of personal interest in the approval of the proposed resolutions

Details of my having a personal interest in approval of the proposed resolutions:

For shareholders whose shares are held by a stock exchange member (in accordance with section 177(1) of the Companies Law) – this voting slip is only valid if accompanied by confirmation of ownership except in cases where voting uses the Electronic Voting System.

For shareholders registered in the Company's register of shareholders – this voting slip is only valid if accompanied by a photocopy of the identity card / passport / certificate of incorporation.

Date: _____

Signature: _____