



~~December 27, 2018~~  
January 23, 2019

**Bezeq – The Israel Telecommunications Corp. Ltd. ("The Company")**

Voting Slip, pursuant to the Companies (Voting Slip and Position Notices) Regulations -2005 ("the Regulations").

**Voting Slip - Part One**

1. **Name of Company:** Bezeq The Israel Telecommunication Corporation Ltd.
2. **Type of general meeting, date and venue:** Dual-session annual general meeting and special general meeting of the shareholders of the Company. The first session will take place on Sunday, February 3, 2019, at 11:00 AM, at the Company's offices in Tel Aviv, at Azrieli Center 2 (the Triangle Building), 27th floor (the "First Session" and the "Company's offices"). The second session will take place on Tuesday, April 30, 2019, at 11:00 AM, at the Company's offices (the "Second Session") (hereinafter jointly: the "General Meeting").
3. **Items on the agenda which may be voted on using a voting slip:**
  - 3.1 **Item No. 1 - Composition of the Board of Directors**

It is proposed that the composition of the Company's Board of Directors, as of February 4, 2019 until the date of the next annual general meeting, be made up of nine Board members as follows:

Three external directors ~~(currently serving and are not up for election at this meeting)~~; two independent directors; one director on behalf of the employees; three ordinary directors.
  - 3.2 **Items No. 2-4 - Approval of the reappointment of three directors who are not external directors and are not independent directors ("Ordinary Directors") for an additional term of office until the next annual general meeting of the shareholders of the Company. It is hereby clarified that each of the directors will be voted separately;**
    - 3.2.1 Mr. Shlomo Rodav
    - 3.2.2 Mr. Doron Turgeman
    - 3.2.3 Mr. Ami Barlev
  - 3.3 **Item No. 5 - Approval of the reappointment of the director ~~on behalf of~~ from among the employees for an additional term of office on the Board of Directors of the Company, until the next annual general meeting of the shareholders of the Company;**
    - 3.3.1 Rami Nomkin:

**3.4 Items No. 6-7 - Approval of the reappointment of two independent directors for an additional term of office until the next annual general meeting of the shareholders of the Company. It is hereby clarified that each of the directors will be voted separately;**

3.4.1 Mr. David Granot

3.4.2 Mr. Dov Kotler

**3.5 Item No. 8 - Approval of the reappointment of the Company's auditors until the next annual general meeting and authorization for the Board of Directors of the Company to set their fees.**

To approve the appointment of the KPMG auditing firm, Somekh Chaikin & Co., as the Company's auditors for 2019 until the date of the next annual general meeting and to authorize the Company's Board of Directors to set the auditors' fee for 2019<sup>1</sup>.

**3.6 For further information regarding the items on the Agenda, including Item No. 9 - discussion of the Company's financial statements and Directors' report for 2018, to be published in March 2019, which will be brought for discussion at the Second Session of the General Meeting, as well as information relating to each candidate for a ~~a~~-term of office as a director, as required under Regulation 26 of the Securities (Periodic and Immediate Reports) Regulations, 1970, see the notice for convening of the general meeting attached to this voting slip.**

**4. Place and time for viewing the full text of the proposed resolutions:**

At the Company's offices at 2 Azrieli Center in Tel Aviv (Triangle Tower, 27th Floor) on Sunday through Thursday between 10:00 am - 3:00 pm, by prearranged appointment to Tel: 03-626-2200

**5. Quorum for adopting a resolution on the Agenda**

The majority required for adopting a decision on each of the Items 1-8 on the Agenda is a simple majority.

**6. Indication of shareholder's affiliation**

Shareholders voting on a resolution on the agenda is required to indicate, in the place designated in the second part of the voting slip, whether they are a controlling shareholder, interested party, have a personal interest in the approval of the appointment, an executive officer or institutional investor in the Company, as required under the provisions of the Companies Law, and is required to describe the nature of such affiliation or attribute, if one exists. A voting slip that omits to indicate as aforesaid or to describe the nature of such affiliation or attribute, will not be taken into the count.

**6.7. Validity of voting slip:**

**6.7.1** The voting slip will be valid, with regard to a shareholder in whose name a share is registered with a member of the stock exchange and that share is included among the

<sup>1</sup>~~The auditors' fee- For further information concerning the auditors' fees for 2018 according to and the proposed fees for 2019, based on the fee negotiations as set out in the Report, see the last paragraph of Section 2.5 in the notice of meeting. In the general meeting, final and complete figures concerning the auditors' fees for 2018 will be reported, based on the authorization the Board of Directors received from the General Meeting on April 26, 2018-will also be reported in the general meeting.~~

shares registered in the Company's register of shareholders in the name of the nominee company ("Unregistered Shareholder"), only with confirmation of title attached thereto as at date of record for eligibility to attend and vote in the First Session of the General Meeting will be end of day of trading in the Company's securities on the TASE on January 1, 2019 (the "First Session Date of Record") or in the Second Session of the General Meeting will be end of day of trading in the Company's securities on the TASE on April 1, 2019 ("Second Session Date of Record"), or if confirmation of title is sent to the Company via the electronic voting system (as defined in the Companies Regulations (Written Votes and Position Papers) 2005, ("Electronic Voting System") with regard to the First Session Date of Record or with regard to the Second Session Date of Record, accordingly.

6-27.2 Unregistered Shareholders are eligible to prove title to the Company's shares on the Date of Record, for the purpose of voting in the General Meeting, by way of presenting a certificate from the TASE member through which the title to the share is recorded, no later than 24 hours prior to the time of commencement of the First Session of the General Meeting and/or the time of commencement of the Second Session of the General Meeting, respectively.

6-37.3 Unregistered shareholders wishing to vote by written vote will stipulate the method of casting their vote on the second part of the voting slip and will deliver it to the Company or send it by registered mail with attached certificate of title, so that the voting slip will reach the Company's official offices no later than four (4) hours prior to the time of convening of the general meeting.

6-47.4 The voting slip will be valid, with regard to a shareholder who is listed as a shareholder in the Company's register of shareholders ("Registered Shareholder") only with photocopy of ID, passport or certificate of incorporation attached thereto.

6-57.5 Registered Shareholders wishing to vote by means of this voting slip are required to present the voting slip and foregoing papers to the Company's offices as set out below, no later than ~~four~~ ~~(4)~~ ~~six~~ ~~(6)~~ hours prior to time for convening of the First Session of the General Meeting. In this matter the "time of presentation" is the time at which the voting slip and attached documents arrive at the Company's office.

6-67.6 Voting slips that are not delivered according to the provisions of this section will be invalid.

## 7-8. **Voting via Electronic Voting System:**

7-18.1 Unregistered shareholders may vote on the items on the agenda as set out above using a voting slip transmitted through the Electronic Voting System. Voting through the Electronic Voting System will be enabled, in accordance with and subject to the terms prescribed in the Electronic Voting System and the guidelines of the Securities Authority on this matter, from receipt of confirmation from the Electronic Voting System of proper receipt of a list of eligibility to vote through the Electronic Voting System, and up to six (6) hours prior to the time set for the convening of the general meeting, i.e. on February 3, 2019 at 5:00 am ("System Closing Time"), when the Electronic Voting System will close.

7-28.2 A vote cast via the Electronic Voting System may be changed or canceled up until the System Closing Time and may not be changed via the Electronic Voting System after that time. It is noted that in accordance with section 83(D) of the Companies Law, if a shareholder has voted using more than one method, his/her last vote will not be counted, and in this matter a vote in person by a shareholder or a proxy will be deemed as a later

vote than the vote cast through the Electronic Voting System. The Company does not allow voting over the internet (other than through the Electronic Voting System).

**8-9. Address for delivering voting slips and position papers:**

Bezeq The Israel Telecommunication Corp. Ltd., Office of the Group Secretary and Corporate Governance, 2 Azrieli Center, (Triangle Tower, 27th Floor), Tel Aviv.

~~9-10.~~ The deadline for delivery of position papers with regard to the First Session is January ~~24~~23, 2019 and with regard to the Second Session is April ~~20~~18, 2019.

The deadline for issuing the board of directors' response to the position papers with regard to the First Session is January 28, 2019, and with regard to the Second Session is April 25, 2019.

~~10-11.~~ Websites for obtaining the text of the Voting Slip and the position notices:

- a. Israel Securities Authority website: [www.magna.isa.gov.il](http://www.magna.isa.gov.il)
- b. The Tel Aviv Stock Exchange website: [www.maya.tase.co.il](http://www.maya.tase.co.il).
- c. The Company's website: [www.bezeq.co.il](http://www.bezeq.co.il)

~~11-12.~~ Shareholders may receive certificate of title at the branch of a stock exchange member or sent by mail, if so requested. A request for the purpose of this matter must be submitted in advance for a specific securities account. Unregistered shareholders may request that their certificate of title be sent to the Company through the Electronic Voting System.

~~12-13.~~ Unregistered shareholders may receive by email, free of charge, a link to the text of the voting slip and position notice on the distribution website of the Securities Authority, from the member of the stock exchange through which their shares are held, unless they have notified the stock exchange member that they do not wish to receive said link, or that they wish to receive voting slips by mail in return for payment; such notification with regard to voting slips will also apply with regard to receiving position notices. In addition, all shareholders are entitled to apply directly to the Company to receive the text of the Voting Slip and the position notices.

~~13-14.~~ One or more shareholders holding at the date of record a percentage of shares constituting five percent or more of the total voting rights in the Company, and a shareholder holding such percentage of the total voting rights which are not held by a controlling shareholder of the Company, as defined in Section 268 of the Companies Law, is entitled, in person or through a proxy, after the First Session of the General Meeting has been convened, to view the voting slips received at the Company, at its registered offices during regular business hours, as set out above.

~~14-15.~~ Shareholders should mark their vote on the items on the Agenda, which can be voted on in the second part of this voting slip.

~~15-16.~~ After publication of this Voting Slip, changes may be made to the agenda, including the addition of topics to the agenda and position papers may be issued, and the updated agenda and position papers that are issued, may be reviewed in the Company's reports on the distribution website.

~~16-17.~~ The deadline for the Company to issue amended voting slips, if it is required to add items to the agenda, is January ~~10~~3, 2019.

~~17.18.~~ A shareholder may, up to 24 hours prior to the time for convening of the First Session of the General Meeting, contact the registered office of the Company, and, after proving his identity to the satisfaction of the Company's Secretary or other employee appointed for this purpose, withdraw his voting slip or cancel his vote.

## Bezeq – The Israel Telecommunications Corp. Ltd. ("The Company")

### Voting Slip - Part Two

Companies Regulations (Voting Slips and Position Notices), 2005 "the Regulations").

**Name of Company:** Bezeq The Israel Telecommunication Corporation Ltd.

**Address of Company** (for submitting and sending of voting slips): Bezeq The Israel Telecommunication Corp. Ltd., Office of the Group Secretary, 2 Azrieli Center, (Triangle Tower, 27th Floor), Tel Aviv.

**Company number:** 52-003193-1

**Date of meeting:** February 3, 2019

**Type of meeting:** Annual and Special General Meeting (First Session)

**Date of record:** January 1, 2019

#### **Details of the shareholder**

Name of Shareholder: .....

I.D: .....

If the shareholder does not hold an Israeli ID card -

Passport no.: .....

Country of issue: .....

Valid until: .....

If the shareholder is a corporation -

Corporate No. ....

Country of incorporation: .....

#### **Casting of Vote**

<b><u>Topic</u> on the Agenda:</b>	<b><u>Topic</u> on the agenda</b>	<b>Casting of Vote <sup>1</sup></b>			<b>Are you a controlling shareholder, an interested party, party with a personal interest in the appointment, an executive officer or institutional investor <sup>2</sup>?</b>	
		For	Against	Abstain	Yes <sup>3</sup>	No
1	Composition of the Board of Directors					
2	Appointment of Mr. Shlomo Rodav as an ordinary director					
3	Appointment of Mr. Doron Turgeman as an ordinary director					
4	Appointment of Mr. Ami Barlev as an ordinary director					
5	Appointment of Mr. Rami Nomkin as a director <del>on behalf of</del> <del>from</del> among the employees					
6	Appointment of Mr. David Granot as an independent director					
7	Appointment of Mr. Dov Kotler as an independent director					
8	Appointment of auditors and authority of the Company's board of directors to set the auditors' fees					

- (1) Failure to mark the voting slip will be considered as an abstention on said topic.
- (2) The vote of a shareholder who fails to fill in a column or who marks "Yes" and does not supply details will not be included in the count. There is no need to specify a personal interest in the approval of an appointment that does not result from a relationship with the controlling shareholder.
- (3) Please add details regarding the fact that you are a controlling shareholder, an interested party, a party with a personal interest in the resolution, an executive officer or an institutional investor:

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For shareholders holding shares through a TASE member (under section 177(1) of the Companies Law) - this voting slip is valid only with the certificate of title attached thereto, other than in cases where the vote is cast via the Electronic Voting System.

Shareholders registered in the register of Company shareholders – this voting slip is valid only when it is attached to a photocopy of an ID card / passport / certificate of incorporation.

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Date

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Shareholder's 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.*