

"Bezeq" The Israel Telecommunication Corp. Ltd. ("The Company")

Voting Deed in accordance with The Companies Regulations (Written Vote and Position Notices), 5766-2005 ("The Regulations")

Voting Deed – Part I

1. Company's name: "Bezeq" The Israel Telecommunication Corp. Ltd.
2. A. Type of meeting: Special general meeting
B. Date of meeting: 20.5.2010
C. Place of meeting: "Bezeq" offices, Azrieli Center 2, the triangular building (27th floor), Tel Aviv
3. Details of the subjects on the agenda that may be voted on via a Voting Deed:
 3. Appointment of directors.
 4. Approval of debt settlement between the company D.B.S .Satellite Services (1998) Ltd.
 5. Approval of settlement with Mr. Yaakov Gelbard

The full version of the proposed resolutions may be reviewed as follows:

In the Company's offices, Azrieli Center 2, Tel Aviv (the triangular building, 27th floor, in the Company's secretariat), Sunday to Thursday, 10:00 – 15:00, with advance notice.

Details, to the best of the Company's knowledge, regarding the candidate to serves as director:

(A.1) Serves as Director of the Company:

Name: Shlomo Rodav

Membership of Board of Directors Committees: Chairman of the Security Committee.

Year tenure as a director began: 2007

Changes in comparison to the previous periodic report: None.

The Company considers the Director to have expertise in accounting and finance.

(A.2) Serves as Director of the Company:

Name: Arie Saban

Membership of Board of Directors Committees: Not a member of Board Committees

Year tenure as a director began: 2005

Changes in comparison to the previous periodic report: None.

(A.3) Serves as Director of the Company:

Name: Rami Nomkin

Membership of Board of Directors Committees: Balance Sheet Committee

Year tenure as a director began: 2007

Changes in comparison to the previous periodic report: None.

(A.4) Serves as Director of the Company:

Name: Yehuda Porat

Membership of Board of Directors Committees: Security Committee

Year tenure as a director began: 2007

Changes in comparison to the previous periodic report: None.

(A.5) Serves as Director of the Company (appointed on April 14, 2010, in accordance with the Regulation 85.1 (end) of the Company's Regulations):

Name: Amikam Shorer

Identity number: 059821983
Birthdate: July 27, 1967
Address for sending court notices: 2 Dov Friedman Street, Ramat Gan, 52503
Citizenship: Israeli
Membership on Committees of Board: Compensation, Control
External Director: No
Employee of the Company or an interested party: Yes, see details below.
Date of start of tenure as a director: April 14, 2010
Education: LL.B. Bar Ilan University
Employment during the past five years: Senior Vice President for Business Affairs, Eurocom Communications, Ltd.; CEO and Director, Sahar Investments, Ltd.; Chairman and Director, Satcom Systems, Ltd. (CEO 2007-2008).
Other Companies in which he serves as director:
Pelephone Communications, Ltd.; DBS Satellite Services (1998), Ltd.; Bezeq Online, Ltd.; Bezeq Zahav (Holdings), Ltd.; Walla Communications, Ltd. (alternate); Space-Communication, Ltd.; Satcom Systems, Ltd.; Gilat Satcom, Ltd.; Gaya Com, Ltd.; IP Planet Network, Ltd.; Satlink Communications, Ltd.; Internet Gold – Golden Lines, Ltd.; B Communications (SP1); B Communications (SP2); Gold Mind Limudim, Ltd.; Eurocom Capital Underwriting, Ltd.; Sahar Investments, Ltd.; E.G.R.E, Ltd.; IP Planet Network Ltd. and IP Planet Communications, Ltd.
Related to an other interested party in the Company: No.

(A.6) Serves as Director of the Company (appointed on April 14, 2010, in accordance with the Regulation 85.1 (end) of the Company's Regulations):

Name: Felix Cohen
Identity number: 26809806
Birthdate: December 14, 1953
Address for sending court notices: 2 Dov Friedman Street, Ramat Gan, 52503
Citizenship: Israeli
Membership on Committees of Board: Not a member of Board Committees
External Director: No
Employee of the Company or an interested party: Yes, see details below.
Date of start of tenure as a director: April 14, 2010
Education: High school
Employment during the past five years: CFO of the Eurocom Group
Other Companies in which he serves as director: Bezeq International, Ltd.; Bezeq Online, Ltd.; Internet Gold – Golden Lines, Ltd.; E.G.R.E, Ltd.;
D. M. (3000) Engineering, Ltd.; Sahar Investments, Ltd.
Related to an other interested party in the Company: No.
The Company considers the Director to have expertise in accounting and finance.

(A.7) Serves as Director of the Company (appointed on April 14, 2010, in accordance with the Regulation 85.1 (end) of the Company's Regulations):

Name: Eliyahu Holtzman
Identity number: 003669587
Birthdate: July 22, 1948
Address for sending court notices: 8 Havradim Street, Kfar Sirkin, 49935
Citizenship: Israeli
Membership on Committees of Board: Control, Security
External Director: No
Employee of the Company or an interested party: Yes, see details below.
Date of start of tenure as a director: April 14, 2010
Education: B.Sc. Chemistry and Pharmacy, University of Illinois

Employment during the past five years: CEO Internet Gold – Golden Lines, Ltd.; CEO, Gold Mind Media, Ltd.; CEO, B Communications, Ltd.

Other Companies in which he serves as director:

DBS Satellite Services (1998), Ltd.; Bezeq International, Ltd.; Bezeq Online, Ltd.; Internet Gold – Golden Lines, Ltd.; Gold Mind Media, Ltd.; Gold Mind Limudim, Ltd.; Nirshamin Lelimudim, Ltd.; Seret: The Israeli Portal Movies Portal, Ltd.; Hype Active Media, Ltd. and Start Net, Ltd.

Related to an other interested party in the Company: No.

(A.8) Serves as Director of the Company (appointed on April 14, 2010, in accordance with the Regulation 85.1 (end) of the Company's Regulations):

Name: Eldad Ben Moshe

Identity number: 058774290

Birthdate: June 8, 1964.

Address for sending court notices: 17 Bazelet Street, Shoham, 60850

Citizenship: Israeli

Membership on Committees of Board: Committee for Examining the Financial Reports.

External Director: No

Employee of the Company or an interested party: No

Date of start of tenure as a director: April 14, 2010

Education: B.A. in Accounting and Economics, Tel Aviv University; MBA, Tel-Aviv University and certified public accountant, Institute of Certified Public Accountants in Israel.

Employment during the past five years:

Other Companies in which he serves as director: Ytong, Ltd.; Module Building Industries, Ltd.; Alony Corporation, Ltd.; Orlite (Millennium) Ltd.; Ordan Metal Casting Industries, Ltd.; and Nirlat Paints, Ltd.

Related to an other interested party in the Company: No

The Company considers the Director to have expertise in accounting and finance.

(A.9) Serves as Director of the Company (appointed on April 14, 2010, in accordance with the Regulation 85.1 (end) of the Company's Regulations):

Name: Shaul Elovitch

Identity number: 042089367

Birthdate: January 4, 1948

Address for sending court notices: 2 Dov Friedman Street, Ramat Gan, 52503

Citizenship: Israeli

Membership on Committees of Board: Compensation

External Director: No

Employee of the Company or an interested party: Yes, see details below.

Date of start of tenure as a director: April 14, 2010

Education: High school

Employment during the past five years: CEO and owner of the Eurocom Group.

Other Companies in which he serves as director:

Pelephone Communications, Ltd.; Bezeq International, Ltd.; Bezeq Zahav (Holdings), Ltd.; Eurocom Holdings (1979), Ltd. – Chairman; Eurocom Eurocom Holdings Communications 2005 Ltd.; Eurocom Technology Management, (2005) Ltd.; Eurocom Assets, Ltd.; Eurocom Assets Holdings, Ltd.; Eurocom General Management, Ltd.; Eurocom Holdings Management, Ltd.; Eurocom Communications Ltd. – Chairman; Eurocom Cellular Communications Ltd. – Chairman; Eurocom Cellular Technologies (2000), Ltd.; Tapuz Cellular Systems. Ltd.; Eurocom Industries (1986), Ltd. – Chairman; Eurocom Digital Communications Ltd. – Chairman; Trans-Global Industries PTE, Ltd.; – Chairman; D. M. (3000) Engineering, Ltd.; Radio I.U. Holdings Ltd. – Chairman; Radio F.M. Hashefla, Ltd.; Radius Broadcasting, Ltd. – Chairman; Space-Communication, Ltd.; Satcom Systems, Ltd.; Gilat Satcom, Ltd.; Gaya Com, Ltd.; IP Planet Network, Ltd.; Satlink Communications, Ltd.; Internet Gold – Golden Lines, Ltd. – Chairman; Internet Gold

International, Ltd.; Internet Gold International Holdings (2000) Ltd.; Eurocom Internet Gold (1995), Ltd.; B Communications (SP1); Ltd.; – Chairman; B Communications (SP1); B Communications (SP2); Gold Mind Media, Ltd.; – Chairman; Gold Mind Limudim, Ltd.; Eurocom Media Net Holdings Ltd.; Eurocom Network 21, Ltd.; Eurocom Network Technologies, Ltd.; Eurocom D.B.S. Ltd. – Chairman; M.N.B. Tulip Trustees (2002) Ltd.; Eurocom Holdings and Investments, Ltd.; Eurocom Management and Investment 2005, Ltd.; E.G.R.E, Ltd.; Eurocom Real Estate, Ltd.; Mivnei Dolinger Construction Company and Investments, Ltd.; Mivnei Dolinger (City Gate) Construction Company and Investments, Ltd.; R.F. Investments and Promotion 1988 Ltd.; Continental – Construction & Investment Company – D.A. Ltd.; Eurocom Capital Underwriting, Ltd.; Danitam, Ltd.; Danitam – Holdings (1981) Ltd.; Eurocom Development (1995), Ltd.; Ofek The New World, Ltd.; M.Z.N – R.B Trustees – Tulip (2002) Ltd.

Related to an other interested party in the Company: Father of Or Elovitch and father-in-law of Orna Elovitch Peled who, *inter alia*, officers of Bezeq and its subsidiaries and/or related companies. Furthermore, Shaul Elovitch is the brother of Yosef Elovitch, who is (through holdings) an interested party in Bezeq.

The Company considers the Director to have expertise in accounting and finance.

(A.10) Serves as Director of the Company (appointed on April 14, 2010, in accordance with the Regulation 85.1 (end) of the Company's Regulations):

Name: Orna Elovitch Peled

Identity number: 028735587

Birthdate: June 8, 1971

Address for sending court notices: 2 Dov Friedman Street, Ramat Gan, 52503

Citizenship: Israeli

Membership on Committees of Board: Not a member of Board Committees

External Director: No

Employee of the Company or an interested party: No

Date of start of tenure as a director: April 14, 2010

Education: B.Sc. majoring in Finance and Economics, New York Institute of Technology.

Employment during the past five years: 2001-2005: Senior Vice CEO, McCann Erickson; 2005-2009: CEO, McCann Boutique.

Other Companies in which he serves as director: DBS Satellite Services (1988), Ltd. and Bezeq International, Ltd.

Related to an other interested party in the Company: Wife of Or Elovitch, a Director of the Company, and daughter-in-law of Shaul Elovitch, the controlling shareholder in Bezeq (through holdings).

(A.11) Serves as Director of the Company (appointed on April 14, 2010, in accordance with the Regulation 85.1 (end) of the Company's Regulations):

Name: Or Elovitch

Identity number: 038475117

Birthdate: May 24, 1976

Address for sending court notices: 2 Dov Friedman Street, Ramat Gan, 52503

Citizenship: Israeli

Membership on Committees of Board: Compensation

External Director: No

Employee of the Company or an interested party: Yes, see details below.

Date of start of tenure as a director: April 14, 2010

Education: BA in Business Administration, College of Management; MBA majoring in Finance, City University of New York

Employment during the past five years: Senior Vice President of Business Affairs and Investments for Eurocom Communications, Ltd. 2006-present; Chairman of the Board, Sahar Investments, Ltd. 2007-present; Chairman of the Board, Eurocom Capital Finance, Ltd. 2007-present; Chairman of the Board, Eurocom Capital Underwriting Ltd. 2009-present; Chairman of the Board, Satcom, Ltd. 2007-2008.

Other Companies in which he serves as director:

Or Elovitch serves as a Director of Pelephone Communications, Ltd.; DBS Satellite Services (1998), Ltd.; Walla Communications, Ltd. (alternate); Bezeq Online, Ltd.; Bezeq Gold Holdings, Ltd.; Space-Communications, Ltd.; Satcom Ltd.; Gilat Satcom, Ltd.; Gaya Com, Ltd.; IP Planet Network, Ltd.; Satlink Communications, Ltd.; B Communications (SP1); B Communications (SP2); Seret: The Israeli Portal Movies Portal, Ltd.; Gold Mind Limudim, Ltd.; Eurocom Capital Finance, Ltd. – Chairman; Eurocom Capital Underwriting Ltd. – Chairman; Smart Capital, Ltd.; Pilat Global Media PLC;– Chairman; E.G.R.E. Ltd.

Related to an other interested party in the Company: Or Elovitch is the son of Shaul Elovitch the controlling shareholder in the Company and the husband of Orna Elovitch Peled who serves as a director of Company. Furthermore, Or Elovitch is the nephew of Yosef Elovitch, (the brother of Shaul Elovitch) who is (through holdings) an interested party in Bezeq.

The Company considers the Director to have expertise in accounting and finance.

Voting on each candidate for the Board of Directors will be held separately.

5. The majority required to pass Resolution 3 and Resolution 5 today is an ordinary majority of the votes of all shareholders present and voting at the General Meeting, not taking into account abstentions. Regarding approval of Resolution 4, as described above, the majority required to the approve this issue, pursuant to the provisions of Section 275(a)(3) of the Companies Law 5759-1999, is an ordinary majority of the votes of all shareholders present at the General Meeting and entitled to vote, who cast a vote, not taking into account abstentions; conditional on compliance with one of these conditions:
 - (a) In a count of votes, the majority in the general meeting includes at least one third of all of the votes of those shareholders that do not have a personal interest in the approval of the transaction, who are present at the meeting; in a count of all of the votes of such shareholders, abstentions shall not be taken into account;
 - (b) The total of opposition votes amongst the shareholders referred to in sub-paragraph (a) above shall not be greater than one percent of all the voting rights in the company
5. (A) The Voting Deed shall be valid only if accompanied by an ownership certificate of the unregistered shareholder (an unregistered shareholder is anyone who has a share registered in its name with a member of the stock exchange, and the said share is also registered in the Company's shareholders registry), or a photocopy of an ID card, passport or certificate of incorporation if the shareholder is registered in the Company's books.
(B) The Voting Deed shall be delivered to the Company up to 72 hours prior to the date of the meeting (by hand or by registered mail).
6. The Company does not allow voting over the internet.
7. Address for delivery of Voting Deeds and position notices:
"Bezeq" The Israel Telecommunication Corp. Ltd., company's secretariat, Azrieli Center 2 (the triangular building, 27th floor), Tel Aviv
8. The position notices shall be delivered not later than on 1.05.2010

The Board of Directors' response to the position notices shall be delivered not later than on 06.05.2010.
9. The addresses of the information website of the Securities Authority and the website of the Tel Aviv Stock Exchange, on which the text of the Voting Deeds and position notices may be found:
 - A. The information website of the Securities Authority: www.magna.isa.gov.il
 - B. The website of the Tel Aviv Stock Exchange: www.maya.tase.co.il
 - C. The company website www.bezeq.co.il
10. A shareholder may obtain an ownership certificate at a stock exchange member's branch or by mail, if it has requested the same. A relevant request shall be given in advance to a specific securities account.

11. An unregistered shareholder may receive by email, free of charge, a link to the text of the Voting Deed and the position notices on the information website of the Securities Authority, from the member of the stock exchange through which it holds its shares, unless it has notified the member of the stock exchange that it has no interest in receiving the said link, or that it wishes to obtain Voting Deeds by mail for a fee. A notice pertaining the Voting Deeds shall also apply to the position notices. In addition, every shareholder may apply directly to the Company, to receive from it the text of the Voting Deed and position notices.

12. One or more shareholders who hold, on the determining date, shares at a rate of 5% or more of the total voting rights in the Company, as well as anyone holding the said rate out of all voting rights that are not held by a controlling shareholder in the Company, as the meaning set against it in Article 268 to the Companies Law, is entitled, itself or by a proxy on its behalf, to review the Voting Deeds delivered to the Company, in the Company's registered office, during conventional working hours, with advance notice as specified in Section 3 above.

As of the date of this report, the number of shares constituting 5% of all voting rights in the Company is 133,741,463 ordinary shares of the Company. As of the date of this report, the number of shares constituting 5% of all voting rights in the Company, that are not held by a controlling shareholder, as the meaning set against it in Article 268 to the Companies Law, is 93,030,885 ordinary shares of the Company.

13. A shareholder shall indicate its vote on the subjects on the agenda in the second part of this Voting Deed.

As for the vote towards the approval of an agreement for the purchase of the Company's office holders liability insurance, as well as the approval of a "master transaction" for the purchase of future insurance policies - personal interest, or the absence of the same shall be indicated in the special field in Part II of the Voting Deed. If personal interest does exist, brief description shall be added of the nature of the same. In accordance with Article 268 to the Companies Law, 5759 – 1999, the vote of a shareholder who shall fail to indicate or describe the nature of the personal interest, shall not be taken into account.

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

Voting Deed – Part II

Company's name: "Bezeq" The Israel Telecommunication Corp. Ltd.

Company's address (for delivery and mailing of the Voting Deeds): "Bezeq" The Israel Telecommunication Corp. Ltd., company's secretariat, Azrieli Center 2 (the triangular building, 27th floor), Tel Aviv.

Company's number: 52-003193-1

Date of meeting: 20.5.2010

Type of meeting: Special general meeting

The determining date: 21.04.2010

Shareholder's details

Name of the shareholder:

ID number:

If the shareholder does not have an Israeli ID card –

Passport number:

Issuing country:

Valid until:.....

If the shareholder is a corporation -

Corporation number:

Country of incorporation:

The vote:

	Subject on the agenda	Vote ⁽¹⁾			Regarding the appointment of the external director - Are you a controlling shareholder?	
		For	Abstain	Against	Yes	No
	3. Directors election					
	3.1 Shlomo Rodav					
	3.2 Arie Saban					
	3.3 Rami Nomkin					
	3.4 Yehuda Porat					
	3.5 Amikam Shorer					
	3.6 Felix Cohen					
	3.7 Eliyahu Holtzman					
	3.8 Eldad Ben Moshe					
	3.9 Shaul Elovitch					
	3.10 Orna Elovitch Peled					
	3.11 Or Elovitch					
	4. Debt arrangement between the Company and D.B.S.					
	5. Approval of settlement with Mr. Yaakov Gelbard					

(1) Failure to mark shall be considered abstaining from voting on the subject.

For shareholders who hold the shares via a member of the stock exchange (in accordance with Article 177(1) to the Companies' Law) – this Voting Deed shall be valid only when accompanied by an ownership certificate.

For shareholders who are registered in the Company's shareholders' registry - this Voting Deed shall be valid only when accompanied by a photocopy of an ID card/ passport/ certificate of incorporation.

* Details about the personal interest approval of Topic A:

Date

Shareholder's signature