



Bezeq The Israeli Telecommunications Corp. Ltd.

(the "Company")

August 5, 2026

To:

Israel Securities Authority

Tel Aviv Stock Exchange Ltd.

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

In accordance with the Companies Law, 1999 (the "Companies Law"); the Israel Securities Regulations (Periodic and Immediate Reports), 1970 and the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting in a Public Company and Addition of an Item to the Agenda), 2000, the Company hereby gives notice of a Special General Meeting of the Company's shareholders (the "General Meeting"), to be held on Monday, August 31, 2026, at 12:00 PM, at the Company's offices at 7 Hamanor St. Holon, 5th floor (the "Company's Offices").

1. Agenda of the General Meeting

Approval of the distribution of a cash dividend

2. Key points of the proposed resolution and its terms

- 2.1. The board of directors recommends, further to its meeting on August 4, 2026, to approve the distribution of a cash dividend to the Company's shareholders amounting to NIS 415 million (representing 80% of the Company's half-year profit after tax based on its consolidated financial statements for the first half of 2026), representing as at the date of the notice the General Meeting, NIS 0.1503946 per ordinary share of NIS 1 par value of the Company (the "Share"), and 15.03946% 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 September 10, 2026 (shortly before the Dividend record date). In the event of a change in the amount of the Dividend per share, the Company will publish a supplementary report. The record date for payment of the Dividend will be September 15, 2026, and payment will be on September 24, 2026. The Dividend distribution is subject to the approval of the General Meeting.
- 2.2. 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.
- 2.3. **Regarding the profit test** – Based on the Company's financial statements in the period ended June 30, 2026, the Dividend distribution meets the profit test. The board of directors was presented with the distributable retained earnings accumulated over the past two years (retained earnings accumulated in the past two years after deducting prior distributions),¹ amounting to NIS 2,262

¹ On August 4, 2026, the Company decided to update its methodology for calculating its distributable retained earnings, specifically regarding how past distributions are deducted from that balance. In accordance with the updated methodology, dividends are considered to be distributed from profits accumulated during the two years preceding the distribution, rather than from the total retained earnings balance. According to this updated methodology, each distribution is attributed to the accumulated profits as described, in accordance with the order in which they were generated.

million,² and it was determined that the proposed Dividend distribution meets the profit test (meaning that the Dividend is being distributed out of the Company's distributable retained earnings).

- 2.4. **Regarding the solvency test** – The board of directors examined, among other things, the Company's expected cash flows and the available sources of financing for the repayment of its existing and anticipated liabilities, as well as for the payment of the Dividend. In this context, the board of directors also examined the Company's cash and cash equivalents balances and the amount of credit that, to the best of the Company's assessment, is available to it.

As part of the solvency test, 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 the effect of the distribution 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 affect 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. In this context, the board of directors took into account 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, 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 (including in view of the adoption of the new buyback plan as defined in footnote 2) would prevent the Company from meeting its existing and future obligations as they become due, and payment of the proposed Dividend is not expected to materially affect the Company's financial position, including its capital structure, liquidity, or its ability to continue operating within its current structure of operations. The Dividend distribution is in accordance with the Company's dividend policy, as published on March 12, 2025.

For further information about the Dividend distribution, see the immediate report on the recommendations and resolutions of the board of directors of August 5, 2026, which is published together with this report.

Proposed resolution: To approve the distribution of a cash Dividend in the amount of NIS 415 million to the Company's shareholders, as set out in section 2 of this Notice of a General Meeting.

² It is clarified that this balance does not include a deduction in respect of the NIS 100 million share buyback plan, which was approved by the Company's board of directors on August 4, 2026 (in accordance with the amendment to the Company's Articles of Association dated July 21, 2026) (the "New Buyback Plan"). For further information about the adoption of the New Buyback Plan, see the Company's immediate report published concurrently with this report.



Convening the General Meeting

3. Place and time of the General Meeting

A special general meeting of the Company's shareholders has been convened for August 31, 2026 at 12:00 PM at the Company's offices at 7 Hamanor St., Holon, having on its agenda the approval of the Dividend distribution as set out in section 2 above.

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

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

5. Quorum and adjourned meeting

If, after half an hour from the time scheduled for the General Meeting, a quorum is not present (two shareholders present in person or by proxy, or who have submitted a voting slip indicating their vote, holding and representing at least 25% of the voting rights in the Company), the General Meeting will be adjourned to September 7, 2026, at the same time and place. If, after half an hour from the time scheduled for the adjourned meeting, a quorum is not present, the General Meeting will be held with any number of participants.

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

The date of record for eligibility to participate and vote at the General Meeting in accordance with Section 182(C) of the Companies Law and Regulation 3 of the Written Vote Regulations, 2005, will be at the end of the day of trading in the Company's securities on the Tel Aviv Stock Exchange Ltd. (the "TASE"), which falls on August 12, 2026 (the "Date of Record").

In accordance with the Companies Regulations (Proof of Ownership of a Share for Voting at the General Meeting), 2000 (the "Proof of Ownership Regulations"), a shareholder 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 the General Meeting, may prove their ownership of the Company's shares 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 ownership of the share is registered, no later than twenty-four (24) hours before the time of the General Meeting.

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

In accordance with Regulation 4A of the Proof of Ownership Regulations, a certified electronic message in accordance with Section 44K5 of the Israel Securities Law, 1968 (the "**Israel Securities Law**"), concerning data of users of the electronic voting system, will be deemed equivalent to an ownership certificate for any shareholder included therein.

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



of the Company on the Date of Record may also vote at the General Meeting through the electronic voting system (as described in section 8 below).

7. Adding items to the agenda and other instructions

In accordance with Section 66(B) of the Companies Law, one shareholder or more holding at least one percent (1%) of the voting rights at the General Meeting may request that the board of directors includes an item on the agenda of the General Meeting, provided such item is suitable for discussion at the General Meeting. In accordance with the Notice of a General Meeting Regulations, a request in accordance with Section 66(B) of the Companies Law should be submitted to the Company up to three (3) days after the Notice of the General Meeting, which is by August 8, 2026. If such a request is submitted, additional items may be added to the agenda of the General Meeting, and their details will appear on the distribution site of the Israel Securities Authority (www.magna.isa.gov.il), on the TASE website (www.maya.tase.co.il), and on the Company's website at www.bezeq.co.il

A TASE member will send by email, free of charge, a link to the statements of position, if any, 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.

The deadline for the submission of shareholder statements of position to the Company is up to ten (10) days before the date of the General Meeting, that is, until August 21, 2026. The deadline for submitting the response of the board of directors to the statements of position is up to five (5) days before the date of the General Meeting, that is, until August 26, 2026. Shareholders are entitled to apply directly to the Company to receive the text of the statement of position, if any.

8. Voting via the electronic voting system

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

A vote cast via the electronic voting system may be changed or canceled up to the System Closing Time, after which it may not be changed via the electronic voting system. It should be noted that in accordance with Section 83(D) of the Companies Law, if a shareholder votes by more than one means, the latest vote of the shareholder will be counted, and in this regard, the vote of a shareholder in person or by proxy will be deemed later than a vote via the electronic voting system.

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

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

9. Company representative

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



10. Review of documents

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

Sincerely,

Michal Kuperstein, Adv.

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

The above information constitutes a translation of the Immediate Report published by the Company. The Hebrew version was submitted by the Company to the relevant authorities pursuant to Israeli law and represents the binding version and the only one having legal effect. This translation was prepared for convenience purposes only.