



Bezeq-The Israel Telecommunication Corp. Ltd.

("the Company" or "Bezeq")

March 18, 2021

To:

Israel Securities Authority

To:

Tel Aviv Stock Exchange Ltd.

Re: **Immediate Report Concerning Convening of Special General Meeting of Shareholders of the Company**

In accordance with the Companies Law, 5759-1999 ("**the Companies Law**"); the Securities Regulations (Periodic and Immediate Reports) 5730-1970 ("**the Reports Regulations**"); the Companies Regulations (Notice and Announcement of General Meeting and Class Meeting in Public Companies and Addition of an Issue to the Agenda) 5760-2000, the Companies Regulations (Written Votes and Position Papers) 5766-2005 ("**Written Vote Regulations**"), and further to the resolutions of the Compensation Committee dated March 4, 2021, and the resolutions of the Company's board of directors dated March 11, 2021, the Company hereby announces the convening of an annual general and extraordinary meeting of the Company's shareholders ("**the General Meeting**") on Thursday, April 22, 2021, at 11:00, at the Company's offices, 7 Hamanor Street, Holon, 5th floor. ("**the Company's Offices**").

1. Summary of the issues and proposed resolutions on the agenda of the General Meeting:

- 1.1. Discussion on the Board of Directors' Report on the State of the Company's Affairs and the Company's Financial Statements as of 2020, to be published prior to the meeting date, on March 25, 2021. No resolution will be made on this issue;
- 1.2. Approval of reappointment of the accounting firm Somekh Chaikin KPMG as the Company's auditors for 2021 until the next Annual General Meeting of the Company's shareholders;
- 1.3. Approval of reappointment of the Director Mr. Gil Sharon (who serves as Chairman of the Board), for an additional term of office on the Company's Board of Directors until the next Annual General Meeting of the Company's shareholders;
- 1.4. Approval of reappointment of the director, Mr. Darren Glatt, for an additional tenure period until the next Annual General Meeting of the Company's shareholders;
- 1.5. Approval of reappointment of the director, Mr. Ran Fuhrer for an additional term of office on the Company's Board of Directors until the next Annual General Meeting of the Company's shareholders;
- 1.6. Approval of reappointment of the director, Mr. Tomer Raved, for an additional term of office on the Company's board of directors, until the next Annual General Meeting of the Company's shareholders;



- 1.7. Approval of reappointment of the independent director, Mr. David Granot, for an additional term of office on the Company's Board of Directors until the next Annual General Meeting of the Company's shareholders;
- 1.8. Approval of the reappointment of the director on behalf of the employees, Mr. Joseph Abergel, for an additional term of office in the Company's board of directors, until the next Annual General Meeting of the Company's shareholders;
- 1.9. Approval of the reappointment of Ms. Edith Lusky, for an additional (second) term of office of three (3) years as an external director on the Company's Board of Directors, commencing April 26, 2021 and until April 25, 2024 (inclusive);

For details on the directors specified in sections 1.3 - 1.9 above, pursuant to the provisions of Regulation 26 and 36b(a)(10) to the Reports Regulations and for details of the terms of tenure and employment, which will remain unchanged, see sections 2.3 - 2.9, as applicable.

- 1.10. Approval of first-term appointment of Ms. Tzipi Livni as an external director on the Company's Board of Directors, for the term of office of three (3) years, commencing April 26, 2021, and until April 25, 2024 (inclusive) ("**The Candidate**");

For details on the Candidate for office as an external director on the Company's Board of Directors, pursuant to the provisions of Regulations 26 and 36b(a)(10) to the Reports Regulations and for details on her terms of tenure and employment, see section 2.10, below;

- 1.11. Subject to the approval of the appointment of the Candidate for office as an external director on the Company's Board of Directors, as detailed in section 2.10 below, the approval of granting a letter of indemnification and letter of exemption to the Candidate in a wording which is identical to the wording of the letters of indemnification and letters of exemption which were approved by the General Meeting for all the Company's officers on February 6, 2020, May 14, 2020, September 6, 2020 and January 18, 2021.
- 1.12. Approval to carry out amendments and updates to Section 8.1 (Insurance) of the Company's compensation policy for its officers within its meaning in Section 267(A)A of the Companies Law, as approved by the General Meeting on May 23, 2019 for a three (3) year period, and amended on February 6, 2020 and February 14, 2020, and January 18, 2021;



2. A summary of the proposed resolutions and the terms thereof:

2.1. Discussion on the Company's Periodic Report of 2020 (section 1.1 on the agenda)

2.1.1. Discussion on the Company's Periodic Report as of 2020, which includes, among other things, the Board of Directors' report on the State of the Company's Affairs and the Financial Statements for the year ended December 31, 2020, which is to be published on March 25, 2021.

2.1.2. The Company's Periodic Report for the year 2020 (including the financial statements and the board of directors report for that period) can be viewed, at the distribution site of the ISA, at magna.isa.gov.il, and on the TASE website at maya.tase.co.il, as of its expected date of publication, as mentioned above.

2.1.3. No voting will be held on this issue.

2.2. Approval of reappointment of Somekh-Chaikin KPMG accounting firm as the Company's auditors (the proposed resolution in section 1.2 on the agenda)

2.2.1. It is proposed to approve the reappointment of the Somekh Chaikin KPMG Accounting Firm as the auditors of the Company for 2021, until the next Annual General Meeting of the Company's shareholders. In accordance with the provision of the Company's Articles of Association, the Company's Board of Directors is authorized to set the auditors' fees¹.

2.2.2. It should be noted that this recommendation or the reappointment of the auditing accountants shall not detract from the Company's continued examination on the discrepancy between the assets and liabilities recorded in Bezeq International Ltd.'s statements, including the conclusions that may be drawn upon its completion.

2.2.3. Proposed resolution: "To approve the reappointment of the KPMG auditing firm, Somekh Chaikin & Co., as the Company's auditors for 2021 until the date of the next annual general meeting."

2.3. Approval of reappointment of the director Mr. Gil Sharon (who serves as Chairman of the Board), for an additional period on the Company's Board of Directors (the proposed resolution in section 1.3 on the agenda)

2.3.1. It is proposed to reappoint Mr. Gil Sharon ("Mr. Sharon") (who serves as Chairman of the Board), as a director for an additional period on the Company's Board of Directors until the next Annual General Meeting of the Company's shareholders.

2.3.2. The terms of tenure and employment of Mr. Sharon as chairman of the board of directors of the Company were approved by the General Meeting on January 18, 2021, and were effective as of August 27, 2020. For

¹ Details on the Company auditors' fees for 2020 will be included in the board of directors report, which is included in the Periodic Report for 2020, to be published on March 25, 2021, as mentioned above.



details on the terms of tenure and employment of Mr. Sharon, see amended report on the convening of a general meeting which the Company published on January 14, 2021 (which is included herein by way of reference).

- 2.3.3. Additionally, in accordance with the resolution of the General Meeting dated January 18, 2021, Mr. Sharon is entitled to receive a letter of undertaking of indemnification and letter of exemption, in a wording that is identical to the letters of indemnification and exemption that were approved by the General Meeting for the rest of the officers of the Company², as well as to be included in the Company's Directors and Officers liability insurance policy at the same terms as those granted to the rest of the Company's officers³.
 - 2.3.4. The Director provided the Company with a declaration, as required by the provisions of Sections 224B and 241 to the Companies Law, which is enclosed as part of **Appendix A** to the report on the convening of the general meeting.
 - 2.3.5. For the details required pursuant to Regulation 26 and 36b(a)(10) to the Reports Regulations, see **Appendix B**, which is enclosed with this report.
 - 2.3.6. Proposed resolution: "To approve the reappointment of the Director Mr. Gil Sharon (who serves as Chairman of the Board), for an additional period on the Company's Board of Directors, until the next annual general meeting of the Company's Shareholders."
- 2.4. **Reappointment of the Director Mr. Darren Glatt for an additional period on the Company's Board of Directors (the proposed resolution in section 1.4 on the agenda)**
- 2.4.1. It is proposed to reappoint Mr. Darren Glatt ("**Mr. Glatt**") as a director on the Company's Board of Directors, for an additional period, until the next Annual General Meeting of the Company's shareholders. The terms of office and employment of the director will remain unchanged.
 - 2.4.2. The Director provided the Company with a declaration, as required by the provisions of Sections 224B and 241 to the Companies Law, which is enclosed as part of **Appendix A** to the report on the convening of the general meeting.
 - 2.4.3. For the details required pursuant to Regulation 26 and 36b(a)(10) to the Reports Regulations, see **Appendix B**, which is enclosed with this report.

² For the customary wording for the letter of undertaking of indemnification and letter of exemption in the Company, see Appendix A to the report of convening a General Meeting of the Shareholders of the Company, as published on January 2, 2020 (which is included herein by way of reference).

³ The Compensation Committee approved the inclusion of Mr. Gil Sharon, who serves as Chairman of the Board of Directors of the Company, in the Company's officers liability insurance policy, in accordance with Regulation 1B(1) of the Companies Regulations (Reliefs in Transactions with Interested Parties), 2000. For details on the policy applicable in the Company, see Immediate Report which the Company published on June 15, 2020 (reference no.: 2020-01-053452) (which is included herein by way of reference). For details on the revision which the Company wishes to approve in the compensation policy with respect to the Directors and Officers (D&O) insurance, see section 3.3 of this Report.



- 2.4.4. Proposed resolution: “To approve of reappointment of the Director Mr. Darren Glatt, for an additional period on the Company’s Board of Directors, until the next annual general meeting of the Company’s Shareholders.”
- 2.5. **Approval of reappointment of the director, Mr. Ran Fuhrer for an additional period on the Company’s Board of Directors (the proposed resolution in section 1.5 on the agenda)**
- 2.5.1. It is proposed to reappoint Mr. Ran Fuhrer (“**Mr. Fuhrer**”) as a director on the Company’s Board of Directors for an additional period, until the next Annual General Meeting of the Company’s shareholders. The terms of office and employment of the director will remain unchanged.
- 2.5.2. The Director provided the Company with a declaration, as required by the provisions of Sections 224B and 241 to the Companies Law, which is enclosed as part of **Appendix A** to the report on the convening of the general meeting.
- 2.5.3. For the details required pursuant to Regulation 26 and 36b(a)(10) to the Reports Regulations, see **Appendix B**, which is enclosed with this report.
- 2.5.4. Proposed resolution: “To approve of reappointment of the director Mr. Ran Fuhrer, for an additional tenure period on the Company’s Board of Directors, until the next annual general meeting of the Company’s Shareholders.”
- 2.6. **Approval of reappointment of the director, Mr. Tomer Raved for an additional period on the Company’s Board of Directors (the proposed resolution in section 1.6 on the agenda)**
- 2.6.1. It is proposed to reappoint Mr. Tomer Raved (“**Mr. Raved**”) as a director on the Company’s Board of Directors, for an additional period, until the next Annual General Meeting of the Company’s shareholders. The terms of office and employment of the director will remain unchanged.
- 2.6.2. The Director provided the Company with a declaration, as required by the provisions of Sections 224B and 241 to the Companies Law, which is enclosed as part of **Appendix A** to the report on the convening of the general meeting.
- 2.6.3. For the details required pursuant to Regulation 26 and 36b(a)(10) to the Reports Regulations, see **Appendix B**, which is enclosed with this report.
- 2.6.4. Proposed resolution: “To approve reappointment of the director, Mr. Tomer Raved for an additional period on the Company’s Board of Directors until the next Annual General Meeting of the Company’s shareholders.”
- 2.7. **Approval of reappointment of the independent director, Mr. David Granot for an additional period on the Company’s Board of Directors (the proposed resolution in section 1.7 on the agenda)**



- 2.7.1. It is proposed to reappoint Mr. David Granot (“**Mr. Granot**”) as an independent director on the Company’s Board of Directors, for an additional period, until the next Annual General Meeting of the Company’s shareholders. The terms of office and employment of the director will remain unchanged.
 - 2.7.2. The director provided the Company with a declaration, as required by the provisions of Sections 249B to the Companies Law, which is enclosed as part of **Appendix A** to the report on the convening of the general meeting, in which the director declared that the qualifying criteria for appointing an independent director, as set in section 240(B) to (F) in the Companies Law applies to him, and accordingly he meets the conditions required to be qualified as an independent director⁴
 - 2.7.3. For the details required pursuant to Regulation 26 and 36b(a)(10) to the Reports Regulations, see **Appendix B**, which is enclosed with this report.
 - 2.7.4. For details on the procedure that preceded the recommendation to reappoint Mr. Granot for an additional term of tenure on the Company’s Board of Directors, as an independent director, see section 3.1 below.
 - 2.7.5. Proposed resolution: “To approve reappointment of the independent director, Mr. David Granot, for an additional period on the Company’s Board of Directors until the next Annual General Meeting of the Company’s shareholders.”
- 2.8. **Approval of reappointment of the director on behalf of the employees, Mr. Joseph Abergel for an additional period on the Company’s Board of Directors (the proposed resolution in section 1.8 the agenda)**
- 2.8.1. It is proposed to approve the reappointment of the director on behalf of the employees, Mr. Joseph Abergel, for an additional period on the Company’s Board of Directors until the next Annual General Meeting of the Company’s shareholders. The terms of office and employment of the director will remain unchanged.
 - 2.8.2. The Director provided the Company with a declaration, as required by the provisions of Sections 224B and 241 to the Companies Law, which is enclosed as part of **Appendix A** to the report on the convening of the general meeting.

⁴ For the sake of good order, it is noted in respect of Mr. Granot, and of his employers and/or partners and/or relatives and/or companies in which he serves as Chairman or CEO and/or companies under his control, these purchase from the Company and from other companies in the Bezeq Group various communications services during regular business and are likely to do so during the period of his tenure as a director. Per the Company’s position, which applies to all the external and independent directors of the Company, the purchase of standard communication services of this type from a customer which is classified in the Company or a subsidiary as a customer of the Private Sector (subject to exceptions set by the Audit Committee), during the Company’s ordinary course of business, does not constitute a business relation, in respect of the definition of “relation”. Additionally, in 2020, no such communication service purchases were done, which may constitute a business relation. And in addition, the independent director has instructed the related parties that he would not be involved or informed in such service purchasing, for the said related parties.



- 2.8.3. For the details required pursuant to Regulation 26 and 36b(a)(10) to the Reports Regulations, see **Appendix B**, which is enclosed with this report.
- 2.8.4. Proposed resolution: “To approve reappointment of the director on behalf of the employees, Mr. Joseph Abergel, for an additional period on the Company’s Board of Directors until the next Annual General Meeting of the Company’s shareholders.”
- 2.9. **Approval of reappointment of the external director, Mrs. Edith Lusky for an additional (second) period of three (3) years as an external director on the Company’s Board of Directors (the proposed resolution in section 1.9 on the agenda)**
- 2.9.1. It is proposed to reappoint Mrs. Edith Lusky (“**Mrs. Lusky**”) as an external director on the Company’s Board of Directors, for an additional (second) period of three (3) years, commencing April 26, 2021 and until April 25, 2024 (inclusive).
- 2.9.2. The conditions of Mrs. Lusky’s office and employment as an external director on the Company’s board of directors will be as follows:
- A. Annual and participation per meeting fees at the maximum permitted amounts for an external director according to the Compensation for External Directors Regulations, 2000 (“**Compensation for External Directors Regulations**”), in accordance with the Company’s rank, as may be from time to time, and based on her expertise, including reimbursement of travel expenses, subject to the applicable law;
 - B. Grant of letter of undertaking of indemnification as per the recent wording approved by the Company’s Board of Directors and the General Meeting of the Shareholders, and grant of exemption letter in the wording customary in the Company;
 - C. Inclusion in the directors and officers liability insurance, and all in-line with the conditions customary in the Company.
- 2.9.3. The Director provided the Company with a declaration, as required by the provisions of Sections 224B and 241 to the Companies Law, which is enclosed as part of **Appendix A**, in which the director declared that the qualification criteria for appointing an external dependent director, as set in section 240(B) to (F) of the Companies Law applies to her, and accordingly, she meets the conditions required to be qualified as an external director⁵.

⁵ For the sake of good order, it is noted in respect of Ms. Lusky, and of her employers and/or partners and/or relatives and/or companies in which she serves as Chairman or CEO and/or companies under her control, these purchase from the Company and from other companies in the Bezeq Group various communications services during regular business and are likely to do so during the period of her tenure as a director. Per the Company’s position, which applies to all the external and independent directors of the Company, the purchase of standard communication services of this type from a customer which is classified in the Company or a subsidiary as a customer of the Private Sector (subject to exceptions set by the Audit Committee), during the



- 2.9.4. For the details required pursuant to Regulation 26 and 36b(a)(10) to the Reports Regulations, see **Appendix B**, which is enclosed with this report.
- 2.9.5. For details on the proceeding that preceded the recommendation to reappoint Mrs. Lusky for an additional term of tenure on the Company's Board of Directors, as an independent director, see section 3.1 below.
- 2.9.6. Proposed resolution: "To approve reappointment of the external director, Mrs. Edith Lusky, for an additional (second) period of three (3) years, as an external director on the Company's Board of Directors, commencing April 26, 2021 and until April 25, 2024 (inclusive)."
- 2.10. **First-time appointment of the external director, Ms. Tzipi Livni, for a first-time period of three (3) years, as an external director on the Company's Board of Directors (the proposed resolution in section on 1.10 the agenda)**
 - 2.10.1. To approve the first-time appointment of Ms. Tzipi Livni ("the Candidate") for a first-time period of three (3) years, as an external director on the Company's Board of Directors, commencing April 26, 2021 and until April 25, 2024 (inclusive).
 - 2.10.2. The terms of the Candidate's tenure and employment, subject to the approval of her appointment as an external director in the Company's General Meeting will be as follows:
 - A. Annual and participation per meeting fees at 'the maximum permitted amounts' for an external director according to the "Compensation for External Directors Regulations", in accordance with the Company's rank, as may be from time to time, and based on her expertise, including reimbursement of travel expenses, subject to the applicable law;
 - B. Grant of letter of undertaking of indemnification as per the recent wording approved by the Company's Board of Directors and the General Meeting of the Shareholders, and grant of exemption letter in the wording customary in the Company, subject to the approval of the General Meeting to item 2.11, below.
 - C. Inclusion in the directors and officers liability insurance, and all – in line with the conditions customary in the Company.
 - 2.10.3. The director provided the Company with a declaration, as required by the provisions of Sections 224B and 241 to the Companies Law, which is enclosed as part of **Appendix A**, in which the director declared that the qualification criteria for appointing an external dependent director, as set in section 240(B) to (F) in the Companies Law applies to her, and

Company's ordinary course of business, does not constitute a business relation, in respect of the definition of "relation". Additionally, in 2020, there were no such communication service purchases, which may constitute a business relation. And in addition, the independent director has instructed the related parties that she would not be involved or informed in such service purchasing, for the said related parties.



accordingly, she meets the conditions required to be qualified as an external director⁶

2.10.4. Following are details concerning Ms. Tzipi Livni, as required by Regulation 36b(a)(10) and Regulation 26(A) of the Periodic and Immediate Reports Regulations, in respect of Ms. Livni, and as informed by Ms. Livni.

Name of candidate	Tzipi Tziporah Malka Livni
ID number	055395321
Date of birth	July 8, 1958
Address for serving court notices:	8, Nissan Cohen Street, Tel Aviv
Citizenship	Israeli
Committees on which the candidate shall serve (subject to appointment)	Is expected to serve on the Audit Committee, Compensation Committee and the Committee for Reviewing the Financial Statements.
Will serve as an independent or as an external director, as defined in the Companies Law	Candidate for tenure as an external director
Classified as possessing accounting and financial expertise or professional qualifications	Classified as possessing professional qualification.
An expert external director	Yes
Employee of the Company, a subsidiary, related company or interested party	No
Date of commencement of office	Effective April 26, 2021
Education	LLB from Bar-Ilan University
Occupation during the last 5 years	Member of Knesset until May 1, 2019 (also served as a Minister until 2014). Following her resignation from the Knesset - Fellowship at Harvard Kennedy School Guest lecturer at universities and organizations throughout the world Consultancy Membership in international non-business forums: Aspen Ministers Forum - 2018 International Crisis Group - 2018

⁶ For the sake of good order, it is noted in respect of Ms. Livni, and of her employers and/or partners and/or relatives and/or companies in which she serves as Chairman or CEO and/or companies under her control, these purchase from the Company and from other companies in the Bezeq Group various communications services during regular business and are likely to do so during the period of her tenure as an external director. Per the Company's position, which applies to all the external and independent directors of the Company, the purchase of standard communication services of this type from a customer which is classified in the Company or a subsidiary as a customer of the Private Sector (subject to exceptions set by the Audit Committee), during the Company's ordinary course of business, does not constitute a business relation, in respect of the definition of "relation". And in addition, the independent director will instruct the parties related to her, if any, that she would not be involved in or informed on the purchase of such service, for the said related parties.



Name of candidate	Tzipi Tziporah Malka Livni
	Global steering committee campaign for nature - 2020 MCAC (multinational cyber action committee)2021 -
Serves as a director in the following companies	No
Related to other interested parties in the Company	No
Does the Company consider the director as having accounting and financial expertise in order to comply with the minimum threshold set by the Board of Directors in accordance with Section 92(A)(12) of the Companies Law	No

2.10.5. Proposed resolution: “To approve the first-time appointment of Ms. Tzipi Livni as an external director on the Company’s Board of Directors for a first-time period of three (3) years, commencing April 26, 2021 and until April 25, 2024 (inclusive).”

2.11. **Granting letter of undertaking of indemnification and letter of exemption to the Candidate for tenure as an external director (the proposed resolution in section 1.11 on the agenda)**

2.11.1. Subject to the approval of the Candidate’s appointment as an external director of the Company, as detailed in section 2.10 above, it is proposed to approve the granting of a letter of undertaking of indemnification and letter of exemption to the Candidate for the tenure of external director at a wording that is identical to the letters of undertaking of indemnification and exemption which were approved by the General Meeting for all the Company officers on February 6, 2020, May 14, 2020, September 6, 2020, and January 18, 2021.

2.11.2. For the wording of the letter of undertaking of indemnification and letter of exemption customary in the Company, see Appendix A to the report on the convening of a general meeting of the Company shareholders, as published on January 2, 2021 (which is included herein by way of reference).

2.11.3. Proposed resolution: “Subject to the approval of the Candidate’s appointment as an external director of the Company, in section 2.10 above, it is proposed to approve the granting of a letter of undertaking of indemnification and a letter of exemption to the Candidate for the tenure of external director at a wording that is identical to the letters of undertaking of indemnification and exemption which were approved by the General



Meeting for all the Company officers on February 6, 2020, May 14, 2020, September 6, 2020, and January 18, 2021."

2.12. To carry out amendments and updates to Section 8.1 (Insurance) of the existing Company's compensation policy (the proposed resolution in section 1.12 on the agenda)

2.12.1. On May 23, 2019, the General Meeting approved the compensation policy for the Company's officers for a period of three (3) years, commencing January 1, 2019, and on February 6, 2020, May 14, 2020 and January 18, 2020, the General Meeting approved amendments to the Company's compensation policy ("**Existing Compensation Policy**")⁷

2.12.2. In its meeting dated March 11, 2021, and having considered the recommendations of the compensation committee as presented to it in accordance with Section 118B(2) of the Companies Law, the Company's Board of Directors approved amendments to be performed in the compensation policy, as detailed below, subject to their approval by the Company's General Meeting.

2.12.3. The amendment and updates to Section 8.1 of the compensation policy were prepared with great attention, inter alia, to the changes occurring in the Directors and Officers insurance sector, the provisions of the law and the Company's needs, and they are marked against the existing wording of the current compensation policy.

2.12.4. Below is a summary of the main amendments and updates made in Section 8.1 of the compensation policy vis-a-vis the current compensation policy:

2.12.4.1. Amendment to Section 8.1 of the existing compensation policy of Company officers, to the effect that in place of an insurance liability limit set in the directors and officers liability insurance policy in a range between USD 100 million and USD 250 million, with the addition of USD 20 million for legal expenses, the insurance limitation will be restricted to a maximum cap of up to USD 250 million only, and will also include reasonable court expenses, which will apply beyond the liability limit.

2.12.4.2. Amendment to Section 8.1 of the existing compensation policy of Company officers, to the effect that in place of renewing the D&O liability insurance policy every insurance period, the policy may be renewed by extension or by entering into a new policy at any time, provided that the updated compensation policy will explicitly state that there is no material adverse change in the conditions of the new policy or that it is not

⁷ See amended report for the convening of the Company's general meeting of shareholders, as published on January 14, 2021 (reference no.: 2021-01-006319) (which is included herein by way of reference).



favorable compared to the policy conditions described in the compensation policy.

2.12.4.3. Below is the wording of the proposed amendment to Section 8.1 of the compensation policy:

“8.1. Bezeq shall engage, from time to time, with insurance company/companies for the purpose of directors and other officers, as may serve from time to time, for officers’ liability insurance policies. Bezeq may also include in the aforementioned policies directors and officers in its subsidiary companies. The liability limitation of the insurance policy shall be up to a maximum of USD 250 million per claim and in the aggregate, for the insurance period, including reasonable legal expense that will apply even above the said liability limitation (hereinafter: “**the Policy**”).

The policy may be renewable from time to time during the validity of the compensation policy, whether by extension of the aforementioned policy period and whether by engaging in a new Directors and Officers liability insurance policy, provided that the Compensation Committee shall confirm that there is no material and adverse change in the new policy conditions or that it is not favorable compared to the above-mentioned policy or that the compensation committee shall approve the said engagement in the new policy in accordance with Regulation 1B1 of the Companies Regulations (Reliefs in Transactions with Interested Parties), 2000.”

2.12.4.4. Proposed resolution: “To carry out amendments and updates to Section 8.1 (Insurance) of the existing Company’s compensation policy, within its meaning in Section 267A(A) of the Companies Law, as approved by the General Meeting on May 23, 2019 for a period of three (3) years and amended on February 6, 2020, May 14, 2020 and January 18, 2020.”

2.12.4.5. The entry into force of the amendments and updates to the compensation policy is dependent on their approval by the general meeting, which is convened per this report on convening the general meeting.

2.12.4.6. For further details on the reasons of the Compensation Committee and the Board of Directors for approving the amendments and updates to section 8.1 (Insurance) of the existing compensation policy of the Company, see section 3.3 below.



3. **The considerations and reasons that guided the Company's Compensation Committee and Board concerning the resolutions proposed for sections 1.8 to 1.12 on the agenda**
 - 3.1. **The background for recommending the reappointment of the external director, Mrs. Edith Lusky and the independent director, Mr. David Granot and the first-time appointment of the external director, Ms. Tzipi Livni (resolutions proposed in sections 1.8 to 1.10 on the agenda)**
 - 3.1.1. As of this date, there are three independent directors on the Company's Board (i.e. - directors who are external or classified as independent) out of eight. The Company's Board decided to recommend to the general meeting to appoint an additional independent director, so that the number of the independent directors on the board will amount to four out of nine.
 - 3.1.2. In order to prepare a candidate shortlist and decide on how to classify the additional director to be appointed, whether as an external or as an independent director, the Company's Board appointed a committee comprising Mr. Gil Sharon, Chairman of the Company Board of Directors; Mr. Zeev Vurembrand, external director; and Mr. Tomer Raved (**The "Candidate Selection Committee"**), whose responsibility was to set the criteria for selecting a candidate who will serve as the additional director on the Board; to recommend on how to classify that director, whether as an external or independent one; to manage the selection process; and to recommend to the Board, following selection, a new candidate as a director on the Board, which will be proposed on its behalf as well as recommend on appointment or removal from office of the external and independent directors now in office. It should be noted that the composition of the Candidate Selection Committee was determined, given that among its responsibilities it should also decide on the appointment or removal of the independent director, Mr. David Granot and the external director, Ms. Edith Lusky, who are two of the three external and independent directors of the Company, and as such, were not appointed as members of the Candidate Selection Committee. The Board further resolved that the Committee recommendations must be unanimously accepted by its three members.
 - 3.1.3. The Candidate Selection Committee entered into an agreement with a specialist company in this area, Entropy Corporate Governance Consulting Company Ltd. (**the External Consulting Firm**), for the support and accompaniment in setting the criteria for the required director profile to be recommended, and for the selection of the additional candidate to be recommended to the Board as a candidate on its behalf, while reviewing the existing directors mix. The Candidate Selection Committee also made a recommendation as to whether the additional director proposed for appointment on the Board should be an independent one or an external one.
 - 3.1.4. Following the mapping and analysis conducted, the Committee identified that the significant credentials required for the added member to the board



is experience in regulation, and particularly experience thorough acquaintance with the Company's operations, its stakeholders, their characteristics, and other dimensions. Another profile identified by the Committee relates to innovation, hi-tec, big data, and the like.

- 3.1.5. The Committee was also of the opinion that preference should be given to a female candidate, considering that there is only one female director on the Company's Board, aiming to enhance corporate governance and diversity representation on the Board.
 - 3.1.6. Having decided on the criteria, the Candidate Selection Committee, with the assistance of the external consulting firm, prepared a list of criteria for potential candidates and also approached, with the support of the external consulting firm, institutional bodies and large investors in the Company, asking them to propose candidates and communicated with them through varied interfaces, as part of the transparency of the process and as part of the Committee's desire to include the Company stakeholders in the process, thus strengthening corporate governance aspects. Further on, an orderly review process took place, based on the predefined criteria, after which the Committee made its unanimous recommendations to the Board of the Company.
 - 3.1.7. On March 11, 2021, based on the Candidate Selection Committee's recommendations, the Company's Board of Directors approved the extension of tenure for the external director, Mrs. Lusky and for the independent director, Mr. Granot. The board also approved the first-time appointment of Ms. Livni as an external director on the Company's Board, in line with the Candidate Selection Committee's recommendations, considering inter alia her education, experience and skills, which make her highly capable and grant her a thorough understanding of the Company's main area of operation.
- 3.2. **Approving grant of letter of undertaking of indemnification and letter of exemption to the candidate for external director (the proposed resolution in section 1.11 on the agenda)**
- 3.2.1. Grant of letters of Indemnification and Exemption are in accordance with the Companies Law, the Company's Articles of Association and the Company's Compensation Policy.
 - 3.2.2. Granting letters of undertaking of exemption and of undertaking of indemnification are accepted protections among public companies in Israel and are critical to allow the Company's directors to act freely in its interests while reducing their personal exposure, all subject to the constraints of the law.
 - 3.2.3. The scope of the Undertaking of Indemnification is for events that in the opinion of the Company's Board are foreseeable in light of the Company's



business, and accordingly the maximum amount of indemnification under the Undertaking of Indemnification is reasonable in the circumstances.

3.2.4. By providing a Statement of Exemption and Indemnification the Company is likely to save financial costs involved in paying the insurance company to expand the liability limits for officers.

3.3. **To carry out amendments and updates to Section 8.1 (Insurance) to the Company's existing compensation policy (the proposed resolution in section 1.12 on the agenda)**

3.3.1. Officers and Directors liability insurance policy constitutes an accepted form of protection (alongside exemption and indemnity) afforded by the Company to officers acting on its behalf, allowing them to perform their duties to the benefit of the Company knowing that if they erroneously breach duty of care or trust towards it, they will be duly protected, subject to the restrictions of the Law.

3.3.2. Due to developments in the insurance market over the last few years, and particularly during the past year, as a result of the Corona virus crisis and of a growing number of class actions filed for violation of the securities laws, Section 8.1 of the current compensation policy has been updated to provide the Company with the necessary flexibility in its renewal its insurance policies, taking into account potential changes in market conditions while the current compensation policy is still in effect.

4. The name of the controlling shareholder of the Company

To the best of the Company's knowledge and as of the date of this meeting convening report, the owner of a control permit in the Company is B Communications Ltd. ("**B Com**"), which holds 26.72% of the issued and paid-up share capital of the Company and the voting rights therein, and the controlling shareholders of B Com are Searchlight II BZQ L.P. a limited partnership incorporated in the Cayman Islands ("**Searchlight**") and T.N.R. Investments Ltd. ("**T.N.R.**") a private company incorporated in Israel (hereinafter jointly – "Owner of a Control Permit in the Company")⁸

5. Identity of directors who participated at the meetings of the Company's Compensation Committee and Board of Directors and approved the updated Compensation Policy

5.1. At the the meeting of the Compensation Committee held on March 4, 2021, which among others, approved the Updated Compensation Policy, all the members of the committee attended as follows: Mr. Zeev Vurembrand, (external director), Mr. David Granot (independent director), and Ms. Edith Lusky (external director).

⁸ For additional details on the owner of a control permit in the Company, see Amended Report on the holdings of interested parties and senior officers of the Company dated December 29, 2020 (reference no. 2020-01-134434)(which is included herein by way of reference).



5.2. At the the meeting of the Company Board of Directors held on March 11, 2021, which among others approved the updated compensation policy, all Board members participated as follows: Mr. Gil Sharon, Chairman of the Board of Directors, Mr. David Granot (independent director), Mr. Zeev Vurembrand, (external director), Mrs. Edith Lusky (external director), Mr. Darren Glatt (ordinary director), Mr. Ran Fuhrer (ordinary director), Mr. Tomer Raved (ordinary director) and Mr. Joseph Abargel (director on behalf of the employees).

It should be noted that despite the personal interest Messrs. Gil Sharon, David Granot, Zeev Vurembrand, Mrs. Edith Lusky, Messrs. Darren Glatt, Ran Fuhrer, Tomer Raved and Joseph Abergel have in the resolution proposed in section 1.12 on the agenda, they attended and participated in the discussions and voting in accordance with provisions of Section 278(b) of the Companies Law.

6. Names of directors with personal and material interest with respect to the proposed resolution in section 1.12 on the agenda:

Messrs. Gil Sharon, David Granot, Zeev Vurembrand, Mrs. Edith Lusky, Messrs. Darren Glatt, Ran Fuhrer, Tomer Raved and Joseph Abergel are considered as having personal interest in connection with the amendments and updates to the Company's Compensation Policy, since the said amendments and updates affect, among other things, the establishment of the framework of a liability insurance policy that the Company can grant them.

7. Convening of the General Meeting

7.1. Place and date of convening of General Meeting

An annual general meeting of the Company's shareholders was convened on April 22, 2021 at 11:00 at the Company's offices at 7, Hamanor Street, Holon, and the items on its agenda are specified in section 1 above.

7.2. The majority required for resolutions in items 1.2 to 1.12 on the agenda

A. The majority required to pass the resolutions set forth in sections 1.2 - 1.8 and 1.11 on the agenda is an ordinary majority of the total votes of shareholders attending the meeting who are entitled to vote and have voted thereat, without taking abstentions into account.

B. The Majority required to pass resolutions set forth in sections 1.9 and 1.10 on the agenda, in accordance with Sections 245(A1)(2) and 239(B) of the Companies Law, is an ordinary majority of the total votes of shareholders attending the meeting who are entitled to vote and have voted thereat, provided one of the following conditions are met:

- (1) The count of the majority votes in the General Meeting includes a majority of all the votes of the shareholders who are not controlling shareholders or have a personal interest in approving the appointment except for a personal interest that does not result from the shareholder's relations with



the controlling shareholder, who participate in the vote; the count of the votes of the aforesaid shareholders will not take abstentions into account; the provisions of section 276 of the Companies Law apply to whoever has a personal interest;

- (2) The total votes of against the resolution from among the shareholders referred to in subsection (1) above does not exceed two percent (2%) of all the voting rights in the Company.
- C. The majority required to pass the resolution set forth in section 1.12 on the agenda, in accordance with Section 267a(b) of the Companies Laws, is an ordinary majority of the total votes of shareholders attending the meeting who are entitled to vote and have voted thereat, provided one of the following conditions are met:
- (1) The count of the majority votes in the General Meeting includes a majority of all the votes of the shareholders who are not controlling shareholders or have a personal interest in approving the issue on the agenda of the meeting, as the case may be, who participate in the vote; the count of the votes of the aforesaid shareholders will not take abstentions into account; the provisions of section 276 of the Companies Law apply to whoever has a personal interest;
 - (2) The total votes of against the resolution from among the shareholders referred to in subsection (1) above does not exceed two percent (2%) of all the voting rights in the Company.

7.3. Disclosure of Personal Interest

In accordance with Sections 239(b)(1), 267a(b)(1) and 276 of the Companies Law and Regulation 7(a)(8) of the Vote in Writing Regulations, a shareholder participating in the voting with respect to the resolutions proposed in items 1.9, 1.10 and 1.12 above, shall notify the Company prior to the voting in the meeting, and if the voting is carried out via a voting slip, shall specify in the voting slip, at the designated space, whether s/he is a controlling shareholder, is an interested party in the Company, has a personal interest in the resolution, senior officer or institutional investor (as these terms are defined in the Vote in Writing Regulations); additional relations between the voter and the Company, controlling interest or senior officer in the Company and the type and nature of relations should also be specified. If the voting is carried out via power of attorney, the appointer as well as the representative shall be furnished with this information as mentioned above. If the shareholder has failed to notify as stated with respect to the above-mentioned resolutions, s/he will not vote, and his/her vote will not be counted for these resolutions.



7.4. Quorum and adjourned meeting

If a quorum is not present within half an hour of the time set for the Meeting (two shareholders holding or representing at least 25% of the voting power of the Company, who are present, in person or by proxy, or have sent the Company a voting instrument indicating their vote), the meeting will be adjourned to April 29, 2021, at the same time and in the same place. If there is no quorum at the Adjourned Meeting within half an hour from the time set for the meeting, the Adjourned Meeting will be held with any number of attendees.

7.5. The date of record, entitlement to participate in the Meeting and manner of voting

The date of record for eligibility to attend and vote at the general meeting, under Section 182(c) of the Companies Regulations of Vote in Writing will take place at the close of the trading day for the Company's Securities on the Tel Aviv Stock Exchange Ltd. ("**the TASE**"), on March 25, 2021, ("**the Record Date**").

In accordance with the Companies Regulations (Proof of Ownership of a Share for the purpose of Voting at a General Meeting), 5760-2000 ("**Proof of Share Ownership Regulations**"), a shareholder of the Company, in whose favor a share is registered with a TASE member and said share is included among the shares registered in the register of shareholders in the name of the Nominee Company ("**Unregistered Shareholder**"), who wishes to vote in a shareholders meeting, is entitled to prove his /her ownership of the Company's shares on the Record Date, for purposes of voting at the General Meeting, by providing proof of ownership from a TASE member with which his/her right to a share is registered, not later than 24 hours before the date of convening of the Meeting.

An Unregistered Shareholder is entitled to receive proof of ownership from the TASE member with which s/he holds his/her shares, at a branch of the TASE member or by mail to his/her address, in exchange for a delivery fee only, if requested. Such a request must be given in advance for a specific securities account.

Pursuant to the provisions of Regulation 4A of the Proof of Share Ownership Regulations, a permitted electronic message under Section 44(K)5 of the Securities Law-1968 ("**the Securities Law**"), which refers to the details of users of the electronic voting system –shall be deemed as proof of ownership with respect to any shareholder included therein.

A shareholder in the Company on the Record Date shall be entitled to attend and vote at a meeting either in person, or by his proxy or via a voting instrument (as detailed in section 7.6 below), provided a letter of appointment is deposited at the Company's offices at least 48 hours before the start of the General Meeting ("**Letter of Appointment**"). The Letter of Appointment shall be in writing and signed by the appointer or by his/her representative who is authorized to do so in writing, and if the appointer is a company, the Letter of Appointment shall bear the company's seal (if there is one), and in the absence of a seal-by the party authorized to do so together with the stamp of that company. In addition, an Unregistered Shareholder, who is a shareholder of the Company on the Record



Date, shall be entitled to vote at the General Meeting also by means of the electronic voting system (as detailed in section 7.7 below)

7.6. Voting slip, position notices and addition of items to the agenda

- 7.6.1. Voting on the issue set forth above shall be permitted by means of a voting instrument, which is attached to this Immediate Report. Written votes shall be made on the second part of the voting instrument, as published on the distribution site.
- 7.6.2. The addresses of the ISA distribution site and the TASE website on which the voting instruments and position statements can be found are: the ISA website: www.magna.isa.gov.il, the TASE website: www.maya.tase.co.il and the Company's website: www.bezeq.co.il.
- 7.6.3. The TASE member shall send by electronic mail, free of charge, a link to the text of the voting instrument and position statements at the Securities Authority's distribution site, to any Unregistered Shareholder whose shares are registered with that TASE member, unless the shareholder has given notice that s/he does not wish to do so, and provided the notice was given in respect of a specific securities account and on a date that precedes the Record Date.
- 7.6.4. A shareholder may contact the Company directly and ask for the wording of the voting instrument and position statements.
- 7.6.5. The deadline for delivering position statements to the Company by the shareholders is ten (10) days before the date of the General Meeting, that is, by April 12, 2021. The deadline for the Board of Directors' response to the position statements to the Company is five (5) days before the date of the General Meeting, that is, by April 18, 2021.
- 7.6.6. An Unregistered Shareholder who wishes to vote by means of a voting instrument shall indicate his vote on the second part of the voting instrument and deliver it to the Company or send it by registered mail together with proof of ownership, so that the voting instrument will arrive at the Company's registered office no later than four (4) hours before the start of the General Meeting.
- 7.6.7. An Unregistered Shareholder who wishes to vote by means of a voting instrument shall indicate his vote on the second part of the voting instrument and deliver it to the Company or send it by registered mail together with proof of ownership, so that the voting instrument will arrive at the Company's registered office no later than six (6) hours before the start of the General Meeting.
- 7.6.8. In accordance with Section 66(B) of the Companies Law, one or more shareholders holding at least one (1) percent of the voting rights at the General Meeting, is entitled to request the Board of Directors to include an item on the agenda of the General Meeting, provided that the item is suitable for discussion at the General Meeting. In accordance with the "Notice of General Meetings" Regulations, a request under Section 66(B)



of the Companies Law shall be provided to the Company up to seven (7) days after convening a General Meeting, that is, up to April 29, 2021. To the extent that such request has been submitted, items may be added to the Meeting's agenda and the details of such items will be available on the website of the Securities Authority.

7.7. Voting by means of the electronic voting system

As stated above, an Unregistered Shareholder may vote on the items set forth above by means of the electronic voting system. Voting by an electronic voting instrument will be permitted from the date of receipt of confirmation from the electronic voting system regarding proper receipt of a list of those eligible to vote using the electronic voting system, and up to six (6) hours before the time set for the General Meeting ("**System Lockdown**"), at which time the electronic voting system will shut down.

A vote cast by means of the electronic voting system can be changed or canceled until the Time of System Lockdown, after which it may not be changed via the electronic voting system. It is noted that pursuant to Section 83(d) of the Companies Law, if a shareholder has voted by more than one means the last of his votes shall be counted, while for these purposes the vote of the shareholder in person or by proxy will be deemed later than a vote via the electronic voting system.

An Unregistered Shareholder may send proof of ownership to the Company via the electronic voting system until System Lockdown as set forth above. An approved electronic message pursuant to Section 44K5 of the Securities Law, concerning the details of users of the electronic voting system—shall be deemed as proof of ownership of a share with respect to any shareholder included therein.

An Unregistered Shareholder in whose name shares are registered with a TASE member, is entitled to receive from said TASE member details regarding access to the electronic voting system. The vote will be made using the electronic voting instrument in the electronic voting system.

7.8. Company representative

The Company's representative with respect to this Report is the Group Secretary, advocate Shelly Bainhoren, at 7 Hamanor Street, Holon (Tel No. 03-626-2200, Fax: 1533-626-2209).

7.9. Review of Documents

The Company's shareholders can, upon request, examine this notice and the documents attached to it (if any) at the Company's offices, 7 Hamanor Street, (5th Floor), Holon, on Sundays - Thursdays between 10am and 3pm, by prior appointment by telephone: 03-626-2200.



Sincerely,

**Shelly Bainhoren, Adv.
Group Corporate Secretary
Bezeq-The Israel Telecommunication Corp. Ltd.**



Appendix A –declaration of candidates for tenure as directors

(Enclosed as a separate file)



Appendix B - details on the Directors whose extension is presented for approval, in accordance with Regulations 26 and 36b(a)(10) to the Reports Regulations

Name	Address for serving court documents	Committees on which the candidate will serve	Employee of the Company, a subsidiary, or associated company related to the controlling shareholder in the Company (Except for tenure as director in subsidiary companies)	Beginning of tenure	Education and employment during last five years and a list of corporations in which s/he serves as a director (other than the Company)	A relative of another interested party in the Company	Is the director regarded as an accounting and finance specialist
<p>Gil Sharon</p> <p>058381351</p> <p>12.9.1963</p> <p>Israeli</p>	<p>37 Dresner Street, Tel Aviv</p>	<p>Chairman of the Board of Directors</p> <p>Chairman of the Security Committee</p> <p>The director is not an external director</p>	<p>No, served in the past, from 2005-2015 as Pelephone Communication Ltd.'s CEO, a subsidiary company fully owned by the Company.</p>	<p>27.8.2020</p>	<p><u>Education</u></p> <p>BA in Economics and Business Administration, the Hebrew University, Jerusalem.</p> <p>MBA, Tel Aviv University.</p> <p>Occupation during the last five years:</p> <p>Chairman and CEO of Golan Telecom Ltd., 2017-2020; Pelephone Communication Ltd. CEO, 2005-2015.</p> <p><u>Companies in which he serves as a director:</u></p> <p>Telit PLC.; "Hinouch Lepsagot" (Educating for Excellence), a non-profit organization (member of the executive board)</p>	<p>No</p>	<p>Yes.</p>
<p>Tomer Raved</p> <p>036864288</p> <p>18.4.1985</p> <p>Israeli</p>	<p>7 Avshalom Haviv Street, Flat 2, Tel Aviv 6949507</p>	<p>Security Committee</p> <p>The director is not an external director</p>	<p>Yes.</p>	<p>14.5.2020</p>	<p><u>Education:</u></p> <p>BA in Economics, Tel Aviv University</p> <p>LLB, Tel Aviv University</p> <p>MBA, with major in accounting and finance, NYU Stern School of Business.</p> <p><u>Occupation during the last five years:</u></p> <p>CEO and director of B Communications Ltd., 2020-present.</p> <p>Director and VP, Royal Bank of Canada, 2016-2020.</p>	<p>No</p>	<p>Yes</p>



					Associate Director, UBS Investment Bank, 2014-2016.		
Darren Glatt 549871770 18.11.1975 American	16 Abba Hillel St., Ramat Gan (at the offices of the law firm, Meitar, Liquornik, Geva, Leshem, Tal & Co.)	No The director is not an external director	Yes, see occupation details during the last five years	1.12.19	<u>Education:</u> BACCY, George Washington University. MBA, Harvard University School of Business Administration <u>Occupation during the last five years:</u> Partner in the private capital fund, Searchlight Capital Partners, and head of the Investments in Infrastructures, Telecommunications, Media and Technology Division. Director in PatientPoint. Chairman of the Board of directors of B Communications, as of December 2019. Served in the past as a board member of: Charter Communications, Ocean Outdoor, 160over90, PlayPower, Veritable Maritime and Core Media. <u>Companies in which he serves as a director:</u> Chairman of the Board of Directors of B Communications Ltd.	No	Yes
David Granot 045333739 30.1.1947 Israeli	26 Hashomer Street, Raanana, 60850	Security Committee, Committee for Reviewing the Financial Statements The director is not an external director The director is an independent director	No	9.5.17	<u>Education:</u> BA in Economics, the Hebrew University of Jerusalem; MBA, Hebrew University, Jerusalem. <u>Occupation during the last five years:</u> Interim acting Chairman of the Board of Directors of Bezeq, from June 2017 through April 2018 and from 23.6.20 to 16.8.2020. Member of the board of directors of Harel Insurance and Harel Investments (concluded in 2017). Member of Board of Directors of Alrov Ltd. and Industrial Buildings Ltd. (concluded 2019).	No	Yes



					<p>Chairman of the investments committee of Harel Insurance Investments and Financial Services Ltd. (concluded in 2017). Financial advisor for Scorpio Ltd. Member of the Board of Friends of Meir Medical Center. Chairman of the loans committee of Credito Ltd. Chairman of the investments committee of the Tel Aviv University/ Director of Tempo Beverages Ltd., (concluded 2021). Interim acting Chairman of the Board of Directors of Bezeq, from 23.6.20 to 16.8.2020. Member of the Board of Akerstein. Chairman of the Board of Directors of Fritz Ltd. (private). <u>Director of the following companies:</u> Chairman of the Board of Directors of Melran Ltd. Independent director of Ormat Technologies and Protalix. Director of Sonol and G.D. Goren.</p>		
<p>Edith Lusky 50163567 16.8.1950 Israeli</p>	<p>6 Kehilat Kubana St., Tel Aviv, 6940065</p>	<p>Chairperson of the Audit Committee, Committee for Reviewing the Financial Statements, Compensation Committee, Security Committee</p> <p>The director is an external director</p>	No	26.4.18	<p><u>Education:</u> BA in Economics and Statistics from Tel Aviv University; MA in Economics, Tel Aviv University <u>Occupation during the last five years:</u> External director of Discount Bank; external director of Israel Railways; director of Cellcom; member of Board of Trustees of Machshava Tova Association. <u>The companies in which she serves as a director:</u> External director of Mivtach Shamir Holdings Ltd. Director of Rafael Advanced Defense Systems.</p>	No	<p>Yes. the Company also considers the director as an external expert director</p>



Ran Fuhrer 066522772 02.09.1984 Israeli	2 Hayesur Street, Ramat Gan, 4703012	Security Committee The director is not an external director	Yes. The director serves as VP of Business Development at the Neopharm Group, whose controlling shareholders, David and Michal Fuhrer are also the controlling shareholders of T.N.R. Investments Ltd., which is part of the controlling core of B Communications, the parent company of the Company.	1.12.19	<u>Education:</u> LL.B. Interdisciplinary Center, Herzliya; BA Business Administration, Interdisciplinary Center, Herzliya; LL.M. in Commercial Law (cum laude), Tel Aviv University; M.Sc. General Management, Graduate School of Business Administration at the University Stanford, California, USA; Semester at Berkeley University Law School, California, USA. Member of the Israel Bar Association (Certified Attorney). <u>Occupation during the last five years:</u> VP of Business Development at Neopram Group, Member of the Board of Directors of ADO Group; Business Assistant to the Chairman of the Neopharm Group; Manager of Business Development at Celgene Corporation.	The director serves as VP of Business Development at the Neopharm Group, whose controlling shareholders, David and Michal Fuhrer are also the controlling shareholders of T.N.R. Investments Ltd., which is part of the controlling core of B Communications, the parent company of the Company.	Yes
Joseph Abergel 027045863 15.07.1958 Israeli	13 Eitam St., Rishon Lezion 7568313	No The director is not an external director	Yes, Head of the Maintenance and Service Quality Department - Bezeq National Operations Division	14.1.2020 ⁹	<u>Education:</u> MBA, Ben Gurion University. B.Sc Electrical and Computer Engineering, Ben Gurion University. <u>Occupation during the last five years:</u> Head of the Maintenance and Service Quality Department - Bezeq	No	Yes.

⁹ Joseph Abergel was appointed for the first time by the Company's Board of Directors as director on behalf of the employees, on January 14, 2020. In accordance with the Company's Articles of Association, such director will serve for a term of no longer than 6 months from the date of appointment or until the forthcoming general meeting, so that he can be elected, at the earlier of these dates. On February 6, 2020, a general meeting of the shareholders of the Company was convened, however the appointment of Joseph Abergel as a director of the Company was not on the agenda, and subsequently his appointment expired. On February 13, 2020, the Company's Board of Directors reappointed Joseph Abergel as a director on behalf of the employees. As aforesaid, in accordance with the Company's Articles of Association, this appointment will be for a period of no longer than 6 months from the date of appointment or until the next general meeting, when he can be elected, at the earlier of these dates. On March 18, 2020, the annual general meeting of the shareholders of the Company approved the selection of Mr. Joseph Abergel as a director on the Company's board of directors.



					National Operations Division		
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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.