

Date: September 13, 2022

## **B Communications Ltd**

("The Company")

**To** Securities Authority      **To** Tel Aviv Stock Exchange Ltd.

Dear Sir / Madame,

**Re: Immediate Report on the Convening of a Special General Meeting of the Company's Shareholders**

In accordance with the Companies Law, 5759-1999 ("**Companies Law**"), the Companies Regulations (Notice and Advertisement of General Meeting and Class Meeting in a Public Company and Adding an Item to the Agenda), 5760-2000 ("**Notice and Advertisement Regulations**"), the Companies Regulations (Voting by Ballot and Position Notices), 5765-2005 ("**Ballot Voting Regulations**") and the Securities Regulations (Periodic and Immediate Reports), 5730-1970 ("**Reports Regulations**"), notice is hereby given regarding the convening of a special general meeting of owners of the Company's shares, which will meet on Tuesday, October 18, 2022, at 12:00, at the Company's offices at 144 Menachem Begin St., Tel Aviv, whose agenda will include the item detailed below ("the Meeting").

**A. The issue on the agenda and the essence of the resolution**

**Approval of re-appointment of Mrs. Efrat Makov as an external director in the Company**

1. In accordance with the provisions of Articles 242 and 245(a) of the Companies Law, it is proposed to approve the re-appointment of Mrs. Efrat Makov ("**Mrs. Makov**"), who serves as an external director in the Company, for a second term of three (3) years, beginning on November 23, 2022.
2. To the extent that Mrs. Makov's re-appointment is approved by the Meeting, she will be entitled to an annual remuneration and meeting participation remuneration in the amount of the "maximum amount" for an external director as stipulated in the Company Regulations (Rules on Remuneration and Expenses for an External Director), 5760-2000, according to the Company's rank, as it will be from time to time, and in accordance with her expertise, including the reimbursement of travel expenses and subject to the provisions of the law.

It should be noted that the compensation for Mrs. Makov complies with the provisions of the Company's remuneration policy on compensation for an external director.

Also, Mrs. Makov will be entitled to a commitment to indemnify and grant exemption from liability, as is customary in the Company, and to insurance as part of the liability insurance policy for officers and directors, as is customary in the Company. For the wording of the letter of commitment to indemnify and grant exemption from liability, see Appendix A to the Meeting

convening report published by the Company on March 25, 2020 (Ref. No.: 2020-02-025585), which is included in this report by way of reference.

It is hereby clarified that the terms of the compensation, including the letter of the commitment to indemnify and the granting of the exemption from liability, are not brought to the approval of the Meeting convened under this report.

3. Mrs. Makov delivered to the Company a statement in accordance with Article 241 of the Companies Law, according to which the conditions required for appointment as an external director of the Company are met, which is attached as **Appendix A** to this convening report.
4. Also, in accordance with the provisions of Regulation 1 of the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and for a Director with Professional Competence), 5765-2006, Mrs. Makov has accounting and financial expertise.
5. For details about Mrs. Makov, in accordance with the provisions of Regulation 26 of the Reports Regulations, see Regulation 26 of the Company's periodic report for December 31, 2021, which was published on March 24, 2022 (Ref. No.: 2022-01-029136), included in this report by way of reference.

Wording of the proposed resolution: "**Approve the re-appointment of Mrs. Efrat Makov, who serves as an external director in the Company, for an additional term of three (3) years, starting on November 23, 2022**".

## **B. The details of the meeting, the required majority, the legal quorum and the voting method**

### **6. The required majority**

In order to approve the resolution detailed in Section A above, a majority is required in accordance with the provisions of Article 239(b) of the Companies Law, i.e., a simple majority of the votes of the shareholders present (either directly or indirectly through a proxy) and entitled to participate in the vote, provided that one of the following is met:

- 1) The number of majority votes in the general meeting will include a majority of all the votes of the shareholders who are not the controlling shareholders of the Company or who have a personal interest in the approval of the appointment, except for personal interest that is not a result of his relations with the controlling shareholder who participate in the vote; In the total quorum of the votes of the aforementioned shareholders, abstaining votes will not be taken into account;
- 2) The total number of dissenting votes from among the shareholders mentioned in Paragraph (1) did not exceed a rate of two percent of all voting rights in the Company.

### **7. Legal quorum for the holding of the Meeting and date of Adjourned Meeting**

A legal quorum will be formed when at least two (2) shareholders, together holding at least 33.33% of the voting rights in the Company, are present, either by themselves or by proxy. If within half an hour from the time set for the Meeting, a legal quorum is not present, the Meeting will be adjourned to the same day next week, at the same time and in the same place ("**Adjourned Meeting**"). If in the Adjourned Meeting a legal quorum is not found half an hour from the time set for the Meeting, any number of shareholders present will constitute a legal quorum.

## **8. The effective date for eligibility to participate and vote in the Meeting**

- 8.1. In accordance with the provision of Article 182(b) and (c) of the Companies Law and Regulation 3 of the Ballot Voting Regulations, the effective date for the eligibility of a shareholder in the Company to participate and vote in the Meeting is Sunday, September 18, 2022 ("**the Effective Date**"). If trading is not taking place on the Effective Date, then the Effective Date will be the last trading day preceding this date.
- 8.2. In accordance with the Companies Regulations (Proof of Share Ownership for Voting at the General Meeting), 5760-2000 ("**Proof of Ownership Regulations**"), a shareholder who owns a share is registered with a member of the Tel Aviv Stock Exchange Ltd. ("**the Stock Exchange**"), and that share is included among the shares registered in the register of shareholders in favor of a listing company, he will present to the Company a confirmation of his ownership of the share on the Effective Date, in accordance with the form in the Schedule to the Proof of Ownership Regulations or, alternatively, he will send the Company a certificate of ownership through the electronic voting system (as defined below).
- 8.3. Shareholders can participate and vote in person or by proxy, all in accordance with the provisions of the Company's Articles of Association, subject to the provisions of the Companies Law and subject to proof of ownership of the shares in accordance with the Proof of Ownership Regulations. The document appointing a proxy for voting ("**the Letter of Appointment**") will be drawn up in writing and signed by the appointer or by the person authorized to do so in writing, and if the appointer is a corporation, the Letter of Appointment will be drawn up in writing, and will be notarized in the manner binding on the Corporation. A proxy appointment will only be valid if the Letter of Appointment for the Meeting has been deposited at the Company's offices at least 48 hours before the date of the Meeting or the Adjourned Meeting (as the case may be).

## **9. Voting by ballot or through an electronic voting system**

A shareholder may vote by means of ballot in relation to the issue detailed in Section A on the agenda above ("**the Ballot**") or (in relation to non-registered shareholders) by means of an electronic voting system that operates in accordance with Mark B of Chapter 72 of the Securities Law, 5728-1968 ("**Securities Law**" and "**Electronic Voting System**", respectively).

### 9.1. Voting by Ballot

- (1) The text of the ballot and the position notices, if any (as defined in Section 88 of the Companies Law), are available on the Securities Authority's distribution website, at: <http://www.magna.isa.gov.il/> and on the website of the Sock Exchange, at: <https://maya.tase.co.il/> ("**the Distribution Websites**").
- (2) A shareholder who wishes to vote by means of Ballot, will indicate the manner of his vote on the second part of the Ballot, and deliver it to the Company or send it to it by registered mail along with a certificate of ownership.
- (3) A shareholder may contact the Company directly and receive from it the text of the Ballot and the position notices (if any).
- (4) A Stock Exchange member will send, no later than five days after the Effective Date, free of charge, by e-mail, a link to the wording of the Ballot and the position notices (if any) as published on the Distribution Websites, to each unregistered shareholder who holds securities through him, unless the shareholder has informed the Stock Exchange member that he does not wish to receive the aforementioned link or that he wishes to receive Ballots by mail in exchange for shipping fees only.
- (5) Voting by Ballot will only be valid if: (a) in the case of an unregistered shareholder - a certificate of ownership is attached to the Ballot, or a certificate of ownership is sent to the Company through the Electronic Voting System; (b) In the case of the shareholder registered in the Company's books - a photocopy of an identity card, passport or certificate of incorporation, as the case may be, must be attached to the Ballot.
- (6) A shareholder whose shares are registered with a Stock Exchange member is entitled to receive the certificate of ownership from the Stock Exchange member through which he holds his shares, at the Stock Exchange member's branch or by mailing it to his address in exchange for shipping fees only, if he requested it, provided that the request was given in advance for a specific securities account.
- (7) **The deadline for producing a Ballot (including the documents that must be attached to it, including proof of ownership, as specified above and in the Ballot):** is up to four (4) hours before the date of the meeting. For this purpose, the date of service is the date on which the Ballot and the documents to be attached to it arrived at the Company's office.
- (8) A shareholder who wishes to participate and vote in the Meeting without arriving at the place of the Meeting may deposit with the Company a power of attorney to participate and vote in the Meeting at least 48 hours before the date of the Meeting, at the Company's offices at 144 Menachem Begin St., Tel Aviv.

- (9) A shareholder may, up to twenty-four (24) hours before the date of the Meeting, contact the Company's office, and after proving his identity to the Company's satisfaction, withdraw his Ballot and certificate of ownership.

## **9.2. Voting through the Electronic Voting System**

- (1) An unregistered shareholder may order that his certificate of ownership be transferred to the Company through the Electronic Voting System.
  - (2) The Stock Exchange Member will enter into the Electronic Voting System a list containing the parties required according to Article 44:A4(a)(3) of the Securities Law regarding each of the unregistered shareholders who hold securities through it on the Effective Date ("**those entitled to vote will be listed in the system**"), but the Stock Exchange Member will not include in the list of those entitled to vote in the system a shareholder who forwarded to it by 12:00 of the Effective Date, a notification that he does not wish to be included in the list of those entitled to vote in the system, according to Regulation 13(d) of the Ballot Voting Regulations.
  - (3) As soon as possible after receiving confirmation from the Electronic Voting System of the proper receipt of the list of those entitled to vote in the system ("**List Delivery Confirmation**"), the Stock Exchange Member will deliver to each of the shareholders who are listed in the list of those entitled to vote in the system and who receive notifications from the Stock Exchange Member by electronic means or through The communication systems linked to the Stock Exchange computer, the details required to vote in the Electronic Voting System.
  - (4) A shareholder who appears on the list of those entitled to vote in the system, may indicate the manner of his vote and transmit it to the Company through the Electronic Voting System.
  - (5) **Deadline for voting through the Electronic Voting System**: up to six (6) hours before the date of the Meeting, after which the Electronic Voting System will be closed ("**System Lock Time**"). Voting through the Electronic Voting System will be subject to change and cancellation until the System Lock Time.
- 9.3. One or more shareholders who hold shares at a rate that is five percent (5%) or more of the total voting rights in the Company, as well as those who hold such a rate out of the total number of voting rights that are not held by the controlling shareholder of the Company as defined in Article 268 of the Companies Law, are entitled, themselves or by proxy on their behalf, to review at the Company's registered office, during the usual working hours, the Ballots and the voting records through the Electronic Voting System that have reached the Company, as specified in regulation 10 of Ballot Voting Regulations.

As of the date of this report: (a) The number of shares that constitutes five percent (5%) as mentioned, is: 5,437,271 ordinary shares of the Company; (b) The number of shares that constitutes five percent (5%) net of the shares held by the controlling shareholder of the Company, is: 1,275,124 ordinary shares of the Company.

- 9.4. In accordance with the provisions of Article 83(d) of the Companies Law, as long as a shareholder votes in more than one way, his later vote will be counted. In this regard: (a) the date of voting by means of a Ballot will be deemed to be that which appears on the Ballot; (b) A shareholder's vote in person or by proxy will be considered later than the vote by means of a Ballot or by means of the Electronic Voting System.
- 9.5. **Deadline for submitting position notices to the Company:** up to ten (10) days before the date of the Meeting, i.e., October 8, 2022. **Deadline for submitting the response of the Board of Directors to the position notices:** up to five (5) days before the date of the Meeting, i.e., October 13.

## **10. Shareholder rights and changes in the agenda**

A request by one or more shareholders, who hold at least one percent (1%) of the voting rights in the Company, to include an item on the agenda of the Meeting in accordance with Article 66(b) of the Companies Law and in accordance with Regulation 5a of the Notice and Advertisement Regulations will be provided to the Company up to seven days after the date of publication of this report. To the extent that the Company receives requests to include an item on the agenda of the Meeting, there is a possibility that items will be added to the agenda as a result.

In accordance with the provisions of the Notice and Advertisement Regulations, the Company will be entitled to make changes to the agenda, including adding a topic on the Meeting agenda, and position notices may be published in connection with the resolutions on the agenda.

As such changes are made or position notices are published, it will be possible to review them in the Company's current reports on the Distribution Websites. An amended voting record, to the extent required due to changes in the resolutions on the agenda, will be published by the Company on the Distribution Website simultaneously with the publication of the changes in said resolutions, no later than the deadlines specified in Regulations 5a and 5b of the Notice and Advertisement Regulations.

The publication of the updated agenda is insufficient to change the Effective Date.

## **11. Perusal of documents**

The text of the proposed resolutions, the position notices (if any are submitted to the Company) and the periodic report, may be viewed on the Securities Authority's Distribution Website and on the website of the Tel Aviv Stock Exchange Ltd., as well as at the Company's offices at 144

Menachem Begin Rd., Tel Aviv, during the usual working hours and after coordination in advance with Mrs. Idit Cohen Badnani (Tel.: 03-6796100, email: idit@bcomm.co.il).

**12. Company representatives handling this report**

The representative on behalf of the Company regarding handling the immediate report is attorneys Ron Soulema and Dana Rosen-Asadon from the law firm Shibolet & Co. Lawyers and Notaries, 4 Yitzhak Sade St., Tel Aviv, Tel.: 03-3075055; Fax: 03-7778444.

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**B Communications Ltd.<sup>1</sup>**

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<sup>1</sup> Signed by Tomer Raved, Company CEO, and Itzik Tadmor, Company CFO.

## Appendix B

### **B Communications Ltd**

("The Company")

### **Ballot for voting at a Special General Meeting**

In accordance with the Companies Regulations (Ballot Voting and Position Notices), 5766-2005  
("Ballot Voting Regulations")

### **Part A**

**Company name:** B Communications Ltd.

**Meeting classification:** Special general meeting.

**Meeting date:** Tuesday, October 18, 2022, at 12:00.

**Meeting place:** the Company's offices at 144 Menachem Begin Rd., Tel Aviv.

If a legal quorum will not be present within half an hour from the time scheduled for the meeting, the meeting will be adjourned to Tuesday, October 25, 2022, at the same place and at the same time.

1. **Details of the item on the agenda on which it is possible to vote using this ballot and the summary of the proposed resolution approving the reappointment of Mrs. Efrat Makov as an external director in the Company**

In accordance with the provisions of Articles 242 and 245(a) of the Companies Law, it is proposed to approve the reappointment of Mrs. Efrat Makov ("**Mrs. Makov**"), who serves as an external director in the Company, for a second term of three (3) years, beginning on the November 23, 2022.

For details about Mrs. Makov, in accordance with the provisions of Regulation 26 of the Reports Regulations, see Regulation 26 of the Company's periodic report for December 31, 2021, which was published on March 24, 2022 (Ref. No.: 2022-01-029136), which is included in this report by way of reference.

Mrs. Makov gave the Company a statement in accordance with Article 241 of the Companies Law, according to which the conditions required for her appointment as an external director in the Company are met, which is attached as **Appendix A** to the convening report.

For details about the remuneration and terms of office to which Mrs. Makov will be entitled, subject to approval of her re-appointment, see Section 2 of the report convening the meeting.

**The wording of the proposed resolution: "Approve the re-appointment of Mrs. Efrat Makov, who serves as an external director in the Company, for an additional term of three (3) years, beginning on November 23, 2022".**



## 2. **The place and time when the full version of the proposed resolution can be perused**

The text of the proposed resolutions, the position notices (if any are submitted to the Company) and the periodic report are available on the Securities Authority's Distribution Website and on the website of the Tel Aviv Stock Exchange Ltd., as well as at the Company's offices at 144 Menachem Begin Rd., Tel Aviv, during the usual working hours and after coordination in advance with Mrs. Idit Cohen Badnani (Tel.: 03-6796100, email: (<mailto:idit@bcomm.co.il>)).

## 3. **The required majority**

In order to approve the decision detailed in Section A above, a majority is required in accordance with the provisions of Article 239(b) of the Companies Law, i.e., a simple majority of the votes of the shareholders present (either directly or indirectly through a proxy) and entitled to participate in the vote, provided that one of the following is met:

- 1) The number of majority votes in the general meeting will include a majority of all the votes of the shareholders who are not the controlling shareholders of the Company or who have a personal interest in the approval of the appointment, except for personal interest that is not a result of his relations with the controlling shareholder who participate in the vote; In the total quorum of the votes of the aforementioned shareholders, abstaining votes will not be taken into account;
- 2) The total number of dissenting votes from among the shareholders mentioned in Paragraph (1) did not exceed a rate of two percent of all voting rights in the Company.

## 4. **Eligibility to participate in voting:**

The Effective Date for determining eligibility to vote at the shareholders' meeting is Sunday, September 18, 2022 ("**the Effective Date**").

5. **Ballot validity:** The ballot will only be valid if it is accompanied by a certificate of ownership of the unregistered shareholder<sup>1</sup>, or a copy of an identity card, passport or certificate of incorporation, if the shareholder is registered in the company's books. This voting document, plus the documents attached to it as stated above, must be submitted to the company up to four (4) hours before the voting date.
6. **Electronic voting system:** A non-registered shareholder may vote using the electronic voting system. Voting through the electronic voting system will be possible up to six (6) hours before the date of the meeting ("**System Lock Time**").
7. **Address for the delivery of the ballot and position notice:** the Company's offices, according to the above address.

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<sup>1</sup> An unregistered shareholder is a person who has a share registered with a stock exchange member, and that share is included among the shares registered in the shareholders register in the name of the listing company.

8. **Deadline for submitting a position notice to the Company:** up to ten (10) days before the date of the meeting.
9. **Deadline for the Board of Directors' response to position notices:** up to five (5) days before the date of the meeting.
10. **Deadline for the Company to produce a revised ballot, if an item is requested to be added to the agenda:** on the day the Company publishes the report on the Securities Authority's Distribution Website.

11. **Addresses of the Distribution Website and the website of the Stock Exchange where the ballot and position notices are available**

Distribution website of the Securities Authority: <http://www.magna.isa.gov.il>

Website of the Tel Aviv Stock Exchange Ltd.: [maya.tase.co.il](http://maya.tase.co.il)

12. **Specifying the method of voting:** A shareholder will specify his method of voting regarding the topic on the agenda on which it is possible to vote using this ballot, in the second part of the ballot.

13. **Obtaining certificates of ownership, ballot and position notice:**

13.1. A shareholder is entitled to receive the certificate of ownership at the Stock Exchange member's branch or by mail delivery to his address in exchange for shipping fees only, if he requested it. A request for this matter will be given in advance for a specific securities account.

13.2. A non-registered shareholder is entitled to receive by e-mail, free of charge, a link to the text of the voting document and the position notices on the Securities Authority's Distribution Website, from the Stock Exchange member of the through which he holds his shares, unless he informs the Stock Exchange member that he does not wish to receive such a link or that he wishes to receive ballots by mail for a fee; Notice regarding ballots will also apply to receiving position notices.

13.3. One or more shareholders who hold shares at a rate that is five percent (5%) or more of the total voting rights in the Company, as well as those who hold such a rate out of the total number of voting rights that are not held by the controlling shareholder of the Company as defined in Article 268 of the Companies Law, after the convening of the general meeting, are entitled, themselves or by proxy on their behalf, to review the ballots as specified in regulation 10 of Ballot Voting Regulations, at the Company's registered office, during the usual working hours.

(a) The number of shares that constitutes five percent (5%) as mentioned, is: 5,437,271 ordinary shares of the Company; (b) The number of shares that constitutes five percent (5%)

net of the shares held by the controlling shareholder of the Company, is: 1,275,124 ordinary shares of the Company.

13.4. A request by one or more shareholders, who hold at least one percent (1%) of the voting rights in the Company, to include an item on the agenda of the Meeting in accordance with Article 66(b) of the Companies Law and in accordance with Regulation 5a of the Notice and Advertisement Regulations will be provided to the Company up to seven days after the date of publication of this report. To the extent that the Company receives requests to include an item on the agenda of the Meeting, there is a possibility that items will be added to the agenda as a result.

In accordance with the provisions of the Notice and Advertisement Regulations, the Company will be entitled to make changes to the agenda, including adding a topic on the Meeting agenda, and position notices may be published in connection with the decisions on the agenda.

As such changes are made or position notices are published, it will be possible to review them in the Company's current reports on the Distribution Websites. An amended voting record, to the extent required due to changes in the decisions on the agenda, will be published by the Company on the Distribution Website simultaneously with the publication of the changes in said decisions, no later than the deadlines specified in Regulations 5a and 5b of the Notice and Advertisement Regulations.

The publication of the updated agenda is insufficient to change the Effective Date.

## Part B

**Company name:** B Communications Ltd.

**Company number:** 512832742

**Meeting classification:** Special general meeting.

**Meeting date:** Tuesday, October 18, 2022, at 12:00.

**Meeting place:** the Company's offices at 144 Menachem Begin Rd., Tel Aviv. If a legal quorum will not be present within half an hour from the time scheduled for the meeting, the meeting will be adjourned to Tuesday, October 25, 2022, at the same place and at the same time.

**Address for delivery of ballots:** at Menachem Begin 144, Tel Aviv.

**Effective date:** Sunday, September 18, 2022.

### Shareholder details:

**Name of the shareholder:** \_\_\_\_\_ ID No.: \_\_\_\_\_; If the shareholder does not have an Israeli identity card - **Passport No.:** \_\_\_\_\_; **Country of issue:** \_\_\_\_\_;  
**Valid until:** \_\_\_\_\_; If the shareholder is a corporation - **Corporation No.:** \_\_\_\_\_;  
**State of Incorporation:** \_\_\_\_\_

### Voting method:

Item on the agenda	Voting method <sup>2</sup>			Regarding the appointment of an external director - are you a controlling shareholder, a related party, a person with a personal interest in the approval of the appointment, a senior office holder or an institutional investor <sup>3</sup>	
	For	Against	Abstained	Yes	No
<b>Section 1</b> - Approve the re-appointment of Mrs. Efrat Makov, who serves as an external director in the Company, for an additional term of office of three (3) years, beginning on November 23, 2022.					

**Are you a related party<sup>4</sup>, a senior officer<sup>5</sup>, an institutional investor (including a fund manager<sup>6</sup> / neither of them<sup>7</sup>**

<sup>2</sup> Non-marking will be considered an abstention from voting on the topic.

<sup>3</sup> A shareholder who does not fill in this column or who marks "yes" and does not specify, his vote will not be included in the quorum. There is no need to detail his personal affairs in confirming the appointment that is not the result of a relationship with the controlling shareholder.

<sup>4</sup> As the term "related party" is defined in Article 1 of the Securities Law, 5728-1968.

<sup>5</sup> As the term "senior office holder" is defined in Article 37(d) of the Securities Law, 5728-1968.

<sup>6</sup> As the term is defined in Regulation 1 of the Financial Services Supervision Regulations (Provident Funds) (Participation of a Managing Company in a General Meeting), 5769-2009 and a manager of a fund for joint investments in trust, as defined in the Joint Investments in Trust Law, 5754-1994.

	<b>Please answer yes/no and specify your answer if it is positive; non-marking or non-reference on the part of the voter will be considered an abstention from voting on the topic.</b>
Related party	
Senior officer in the Company	
institutional investor (including a fund manager)	
Neither of them	

(\*) If the voter votes by power of attorney, the details mentioned in the table will also be provided in connection with the grantor of the power of attorney.

**\* If you are a controlling shareholder, a related party, a person with a personal interest in the approval of the resolution as stated in Section 1, a senior officer or an institutional investor, please specify below:**

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\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Signature of the shareholder)

**For shareholders who hold shares through a Stock Exchange member (according to Article 1(177) of the Companies Law) - this ballot is only valid with a certificate of ownership, except in cases where voting is via the electronic voting system.**

**For shareholders registered in the Company's shareholder register - the ballot is valid together with a photocopy of the identity card/passport/certificate of incorporation.**

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<sup>7</sup> Required by virtue of the Securities Authority directive of November 30, 2011: "Disclosure regarding the voting method of related parties, senior officers and institutional bodies in meetings".