

Date: March 13, 2024

B Communications Ltd.
("the Company")

To
Securities Authority
www.isa.gov.il

To
Tel Aviv Stock Exchange Ltd.
www.tase.co.il

Dear Sir / Madame,

Re: **Immediate Report Regarding the Convening of an Annual General Assembly of the Company's Shareholders**

In accordance with the Companies Law, 5759-1999 ("the Companies Law"), the Companies Regulations (Notice and Advertising of a General Assembly and a Class Assembly in a Public Company and Adding a Topic to the Agenda), 5760-2000 ("Notice and Advertising Regulations"), the Companies Regulations (Ballot Papers and Position Statements), 5766-2005 ("Ballot Regulations"), and the Securities Regulations (Periodic and Immediate Reporting), 5730-1970 ("Reporting Regulations"), notice is hereby given regarding the convening of an annual general assembly of the Company's shareholders, which will convene on Thursday, April 18, 2024, at 12:00, at the Company's offices at 144 Menachem Begin St., Tel Aviv, whose agenda will include the item detailed below ("the Assembly").

A. The topics on the agenda and the essence of the resolutions

1. **Topic No. 1 - Discussion of the financial statements and the Company's Board of Directors' report for 2023**

Discussion of the Company's financial statements and Board of Directors' report for the year ended December 31, 2023, as published as part of the Company's periodic report for the year 2023, on March 13, 2024 (Ref.: 2024-01-021781) ("the Periodic Report for 2023")

It is hereby clarified that the Periodic Report for 2023 will be presented to the Company's shareholders for discussion, without adopting a resolution.

2. **Topic No. 2 - Reappointment of the Company's auditor and authorization of the Company's Board of Directors to determine his salary**

Reappointment of the CPA firm Somekh-Chaikin, KPMG, as the Company's auditor starting from the date of the convening of the Assembly until the date of the Company's next annual assembly, as well as authorization of the Company's Board of Directors to determine the auditor's salary, in accordance with the Audit Committee's recommendation, in light of the nature and scope of the services to be provided by him to the Company.

In accordance with the provisions of the Companies Law, the Company's Audit Committee recommended to the Company's Board of Directors and its shareholders to reappoint the CPA firm Somekh-Chaikin, KPMG, as the Company's auditor.

Except as auditing accountants, and from time to time as consultants to an immaterial extent, the CPA firm Somekh-Chaikin, KPMG, has no other ties with the Company or its private subsidiaries. It should be noted that the CPA firm Somekh-Chaikin, KPMG, also serves as the auditor CPA of Bezeq - the Israel Telecommunications Corp. Ltd. and its subsidiaries.

Proposed resolution text: ***"Reappoint the Company's auditor, the CPA firm Somekh-Chaikin, KPMG, as the Company's auditor, starting from the date of the Assembly until the date of the Company's next annual assembly, and also authorize the Company's Board of Directors to determine the salary of the auditor CPA in accordance with the recommendation of the Audit Committee, and in light of the nature and scope of the services to be provided by him to the Company."***

3. Topics Nos. 3 to 7 - Reappointment of all the directors serving in the Company (with the exception of the external directors, who will continue to serve in accordance with the provisions of the Companies Law)

Reappointment of all the directors serving in the Company and who are not external directors: (1) Reappointment of Mr. Darren Glatt (Chairman of the Company's Board of Directors); (2) Reappointment of Mr. Phil Bacal; (3) Reappointment of Mr. Ran Forer; (4) Reappointment of Mr. Ajit V. Pai; and (5) Reappointment of Mr. Stephen Joseph (independent director).

For details about the directors listed above who are candidates for reappointment, see Chapter D (Additional Details) of the Company's Periodic Report for 2023.

The directors nominated for reappointment signed statements in accordance with Article 224 B of the Companies Law, which are attached to this report as **Appendix A**. Also, the Company's Board of Directors estimates, relying, among other things, on the statements of competence that they provided to the Company, Mr. Darren Glatt, Phil Bacal, Ran Forer, Ajit V. Pai and Stephen Joseph have accounting and financial expertise, within the meaning of this term under Article 240 of the Companies Law and the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and for a Director with Professional Competence), 5765-2005.

For the details of the rewards and the exemption, insurance, and indemnity arrangements to which the Company's directors are entitled, see Chapter D (Additional Details About the Corporation) of the Company's Periodic Report for 2023.

It should be noted that the vote regarding the appointment of each of the directors will be done separately.

Proposed resolution text:

- 3.1.1. ***"Reappoint Mr. Darren Glatt as a director in the Company until the date of the Company's next annual assembly."***
- 3.1.2. ***"Reappoint Mr. Phil Bacal as a director in the Company until the date of the Company's next annual assembly."***
- 3.1.3. ***"Reappoint Mr. Ran Forer as a director in the Company until the date of the Company's next annual assembly."***
- 3.1.4. ***"Reappoint Mr. Ajit V. Pai as a director in the Company until the date of the Company's next annual assembly."***
- 3.1.5. ***"Reappoint Mr. Stephen Joseph as an independent director in the Company until the date of the Company's next annual assembly"***.

B. Details of convening the assembly, the required majority, the legal quorum and the voting method

1. Required majority

In order to approve each of the Topics Nos. 2 to 7 on the agenda (reappointment of the Company's auditor CPA and authorization of the Company's Board of Directors to determine his salary, and reappointment of all the Company's directors (except the external directors)), a simple majority of the shareholders present and participating in the vote is required (either directly or indirectly through a proxy), while the abstaining votes will not be taken into account in the aforementioned count of votes.

It should be noted that as of the publication date of this report, the controlling shareholders of the Company, Searchlight II BZQ L.P. and T.N.R. Investments Ltd., together own approximately 78.78% of the issued and paid-up equity of the Company, therefore the proportion of their holdings gives them the required majority to approve the topics on the agenda.

2. Legal quorum for the holding of the Assembly and date of an adjourned assembly

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

3. The Effective Date for eligibility to participate and vote in the Assembly

- 3.1. In accordance with the provision of Article 182 (b) and (c) of the Companies Law and Regulation 3 of the Ballot Regulations, the effective date for the eligibility of a shareholder in the Company to participate and vote in the Assembly is Tuesday, March 19, 2024 (the "**Effective Date**"). If there is no trading on the Effective Date, then the Effective Date will be the last trading day preceding this date.
- 3.2. In accordance with the Companies Regulations (Proof of Share Ownership for Voting at the General Assembly), 5760-2000 ("**Proof of Ownership Regulations**"), a shareholder who has a share registered with the 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 the name 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 a confirmation of ownership to the Company through the electronic voting system (as defined below).
- 3.3. 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 to vote (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 signed in the manner binding on the corporation. The appointment of a proxy will be valid only if the Letter of Appointment to the Assembly has been deposited in the offices of the Company at least 48 hours before the date of the Assembly or the Adjourned Assembly (as the case may be).

4. Voting by means of a ballot paper or by means of an electronic voting system

A shareholder may vote by means of a ballot paper in relation to the topics listed in Section A on the agenda above (the "**Ballot Paper**") or (in relation to non-registered shareholders) through an electronic voting system that operates according to the Part B of Chapter G2 of the Securities Law, 5728-1968 (the "**Securities Law**" and the "**Electronic Voting System**", respectively).

4.1. Voting by Ballot Paper

- (1) The wording of the Ballot Papers and position statements (as defined in Article 88 of the Companies Law), if there are any, are available on the Securities Authority's distribution website, at: <http://www.magna.isa.gov.il/>, and on the Stock Exchange's website, at: maya.tase.co.il (the "**Distribution Sites**").
- (2) A shareholder who wishes to vote by means of a Ballot Paper will indicate on the second part of the Ballot Paper the manner of his vote, and deliver it to the Company or send it to it by registered mail along with proof of ownership.
- (3) A shareholder may contact the Company directly and receive from it the text of the Ballot Paper and position statements (if any).
- (4) A Stock Exchange member will send, no later than five days after the Effective Date, by e-mail, free of charge, a link to the text of the Ballot Paper and position statements (if any) as published on the Distribution Sites, 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 ballot papers by mail in exchange for shipping costs only.
- (5) Voting by means of a Ballot Paper will only be valid if: (a) In the case of an unregistered shareholder - a confirmation of ownership is attached to the Ballot Paper, or a confirmation of ownership is sent to the Company through the electronic voting System; (b) in the case of a shareholder registered in the Company's books - a photocopy of an identity card, passport or certificate of incorporation are attached to the Ballot Paper, as the case may be.
- (6) A shareholder whose shares are registered with a Stock Exchange member is entitled to receive the ownership confirmation from the Stock Exchange member through which he holds his shares, at the Stock Exchange member's branch or by mail to his address in exchange for shipping costs only, if he so requests, provided that the request was made in advance to a specific securities account.
- (7) **Deadline for production of a Ballot Paper (including the documents that must be attached to it, including proof of ownership, as detailed above and in the Ballot Paper):** up to four (4) hours before the time of the Assembly. For this matter, the Effective Date is the date when the Ballot Paper and the documents that must be attached to it arrived at the Company's office.
- (8) A shareholder who wishes to participate and vote in the Assembly, without arriving at the place of the Assembly, may deposit with the Company a power of attorney to participate and vote in the Assembly, at least 48 hours before the time of the Assembly, at the Company's offices at 144 Menachem Begin St., Tel Aviv.

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

4.2. Voting using the Electronic Voting System

- (1) An unregistered shareholder may order that his confirmation 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 details required under Article 4411 4 (a) 3) of the Securities Law regarding each of the unregistered shareholders who hold securities through him at the Effective Date ("**list of those entitled to vote in the system**"), However, a Stock Exchange member will not include in the list of those entitled to vote in the system a shareholder who forwarded to him by 12:00 on 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 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 ("**confirmation of the delivery of the list**"), the Stock Exchange member will deliver to each of the shareholders 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 Assembly, after which the Electronic Voting System will be closed ("**System Lock Time**"). Voting through the Electronic Voting System can be changed and canceled until the System Lock Time.

- 4.3. One or more shareholders who hold shares in a proportion that is five percent (5%) or more of the total voting rights in the Company, as well as those who hold such a proportion out of the total voting rights that are not held by the controlling shareholder of the Company as defined in Article 268 of the Companies Law, are entitled, in person or through a proxy, to review at the Company's registered office, during the usual working hours, the Ballot Papers and the voting records through the Electronic Voting System that have reached the Company, as specified in Regulation 10 of Ballot Regulations.

As of the date of this report: (a) The number of shares that constitutes five percent (5%) as mentioned is: 5,283,113 ordinary shares of the Company; (b) The number of shares that constitutes five percent (5%) excluding the shares held by the controlling shareholder of the Company is: 1,120,966 ordinary shares of the Company.

- 4.4. 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. For this matter: (a) the date of voting by means of a voting document shall be considered the one that appears on the

voting document; (b) a vote by a shareholder himself or Via mail will be considered late for voting by means of a Ballot Paper or by means of the electronic voting system.

- 4.5. **The deadline for submitting position statements to the Company:** up to ten (10) days before the date of the Assembly, i.e., Monday, April 8, 2024. **The deadline for submitting the Board of Directors' response to the position statements:** up to five (5) days before the date of the Assembly, i.e., Saturday, April 13, 2023.

5. **Shareholder rights and changes in the agenda**

A request by one or more shareholders, who own at least one percent (1%) of the voting rights in the Company, to include a topic on the agenda of the Assembly, 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 a topic on the agenda of the Assembly, it is possible that items will be added to the agenda as a result.

In accordance with the Notice and Advertisement Regulations, the Company will be entitled to make changes to the agenda, including adding a topic to the agenda, and may also publish position statements in connection with the resolutions on the agenda.

As such changes are made or position statements are published, it will be possible to review them in the company's current reports on the distribution sites. An amended ballot paper, to the extent required following 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.

Nothing in the publication of the updated agenda will be sufficient change the Effective Date.

6. **Review of documents**

The text of the proposed resolutions, the position statements (if any are submitted to the Company) and the periodic report can be reviewed 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 St., Tel Aviv, during the usual working hours and in advance coordination with Mrs. Idit Cohen Badnani (Tel.: 03-6796100, email: idit@bcomm.co.il).

7. **Company representatives regarding the processing of this report**

The representative of the Company regarding the processing of the immediate report are Attorneys Ron Sulema and Dana Rosen-Asadon from the firm Shibolet & Co. Attorneys and Notaries, 4 Yitzhak Sadeh St., Tel Aviv, Tel.: 03-3075055; Fax: 03-7778444.

B Communications Ltd.¹

¹ Signed by Mr. Tomer Raved, Company CEO, and Itzik Tadmor, Company CFO.

Appendix B

B Communications Ltd. ("the Company")

Ballot Paper for Voting at an Annual General Assembly

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

Part A

Company name: B Communications Ltd.

Assembly classification: annual general assembly.

Date of the assembly: Thursday, April 18, 2024, 12:00.

Place of the assembly: the Company's offices at 144 Menachem Begin St., Tel Aviv. If a legal quorum is not present within half an hour from the time scheduled for the assembly, the assembly will be adjourned to Thursday, April 25, 2024, at the same place and at the same time.

1. **Details of the topics on the agenda that can be voted on using this ballot paper and summary of the proposed resolutions**

1.1. **Re-appointment of the Company's auditor and authorization of the Company's Board of Directors to determine his salary**

Re-appointment of the CPA firm Somekh-Chaikin, KPMG, as the Company's auditor starting from the date of the convening of the Assembly until the date of the Company's next annual assembly, as well as authorization of the Company's Board of Directors to determine the auditor's salary, in accordance with the Audit Committee's recommendation, in light of the nature and scope of the services to be provided by him to the Company.

Summary of the proposed resolution:

"Reappoint the Company's auditor, the CPA firm Somekh-Chaikin, KPMG, as the Company's auditor, starting from the date of the Assembly until the date of the Company's next annual assembly, and also authorize the Company's Board of Directors to determine the salary of the auditor CPA in accordance with the recommendation of the Audit Committee, and in light of the nature and scope of the services to be provided by him to the Company."

1.2. **Re-appointment of all the directors serving in the Company (with the exception of the external directors, who will continue to serve in accordance with the provisions of the Companies Law)**

Reappointment of all the directors serving in the Company and who are not external directors: (1) Re-appointment of Mr. Darren Glatt (Chairman of the Company's Board of Directors); (2) Re-appointment of Mr. Phil Bacal; (3) Re-appointment of Mr. Ran Forer; (4) Re-appointment of Mr. Ajit V. Pai; and (5) Re-appointment of Mr. Stephen Joseph (independent director).

It is clarified that the vote regarding each candidate for reappointment to the position of director will be done separately.

Summary of the proposed resolutions:

- A. ***"Reappoint Mr. Darren Glatt as a director in the Company until the date of the Company's next annual assembly."***
- B. ***"Reappoint Mr. Phil Bacal as a director in the Company until the date of the Company's next annual assembly."***
- C. ***"Reappoint Mr. Ran Forer as a director in the Company until the date of the Company's next annual assembly."***
- D. ***"Reappoint Mr. Ajit V. Pai as a director in the Company until the date of the Company's next annual assembly."***
- E. ***"Reappoint Mr. Stephen Joseph as an independent director in the Company until the date of the Company's next annual assembly".***

For details about the directors listed above who are candidates for re-appointment, see Chapter D (Additional Details) of the Company's periodic report for 2023 (as defined in the convening report).

2. **The place and time for reviewing the full version of the proposed resolution**

The text of the proposed resolutions, the position statements (if any are submitted to the Company) and the periodic report can be reviewed 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 St., Tel Aviv, during the usual working hours and in advance coordination with Mrs. Idit Cohen Badnani (Tel.: 03-6796100, email: idit@bcomm.co.il).

3. **Required majority**

In order to approve each of the Topics Nos. 2 to 7 on the agenda (reappointment of the Company's auditor CPA and authorization of the Company's Board of Directors to determine his salary, and reappointment of all the Company's directors (except the external directors)), a simple majority of the shareholders present and participating in the vote is required (either directly or indirectly through a proxy), while the abstaining votes will not be taken into account in the aforementioned count of votes.

It should be noted that as of the publication date of this report, the controlling shareholders of the Company, Searchlight II BZQ L.P. and T.N.R. Investments Ltd., together own approximately 78.78% of the issued and paid-up equity of the Company, therefore the proportion of their holdings gives them the required majority to approve the topics on the agenda.

4. **Eligibility to participate in the vote:**

The effective date for the eligibility of a shareholder in the Company to participate and vote in the Assembly is Tuesday, March 19, 2024 (the "Effective Date").

- 5. **Ballot paper validity:** The ballot paper will only be valid if it is accompanied by a confirmation of ownership of the unregistered shareholder¹, or a copy of an identity card, passport or certificate of incorporation, if the shareholder is registered in the Company's books. This ballot paper, plus the documents attached to it as stated above, must be submitted to the Company up to four (4) hours before the time of the vote.

¹ 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.

6. **Electronic voting system**: An unregistered shareholder may vote using the electronic voting system. Voting through the electronic voting system will be possible up to six (6) hours before the time of the assembly (“**System Lock Time**”).
7. **Address for delivery of the ballot papers and position statement**: the Company's offices, according to the above address.
8. **Deadline for submitting a position statement to the Company**: up to ten (10) days before the date of the assembly.
9. **Deadline for the Board of Directors' response to position statements**: up to five (5) days before the date of the assembly.
10. **Deadline for the Company to produce a revised voting document, if a topic is requested to be added to the agenda**: on the day the Company publishes the report on the Securities Authority's distribution website.
11. **The addresses of the distribution website and the website of the Stock Exchange where the ballot paper and position statements are available**

Distribution website of the Securities Authority: www.magna.isa.gov.il

Website of the Tel Aviv Stock Exchange Ltd.: maya.tase.co.il.

12. **Specifying the method of voting**: A shareholder will specify the method of voting on the topic on the agenda, which can be voted on using this ballot paper, in the second part of the ballot paper.
13. **Receipt of ownership confirmations, ballot papers and position statements**
 - 13.1. A shareholder is entitled to receive the confirmation of ownership at the branch of the stock exchange member, or by mail delivery to his address in exchange for shipping costs only, if he requests so. A request for this matter will be given in advance to a specific securities account.
 - 13.2. A non-registered shareholder is entitled to receive by e-mail, free of charge, a link to the wording of the ballot paper and the position statements on the Securities Authority's distribution website, from the member of the stock exchange through which he holds his shares, unless he has informed the stock exchange member that he does not wish to receive such a link or that he wishes to receive ballot papers by mail for a fee; Notice regarding ballot papers will also apply to the receipt of position statements.
 - 13.3. One or more shareholders who hold shares in a proportion that is five (5) percent or more of the total voting rights in the Company, as well as those who hold such a proportion 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 assembly, is entitled, in person or through a proxy on his behalf, to review the ballot papers as specified in Regulation 10 of the Ballot Regulations, at the registered office of the Company, on Sundays - Thursdays, during the usual working hours.
 - (a) The number of shares that constitutes five percent (5%) as mentioned is: 5,283,113 ordinary shares of the Company; (b) The number of shares that constitutes five percent (5%) excluding the shares held by the controlling shareholder of the Company is: 1,120,966 ordinary shares of the Company.
 - 13.4. A request by one or more shareholders, who own at least one percent (1%) of the voting rights in the Company, to include a topic on the agenda of the Assembly, 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 a topic on the agenda of the Assembly, it is possible that items will be added to the agenda as a result.

In accordance with the Notice and Advertisement Regulations, the Company will be entitled to make changes to the agenda, including adding a topic to the agenda, and may also publish position statements in connection with the resolutions on the agenda.

As such changes are made or position statements are published, it will be possible to review them in the company's current reports on the distribution sites. An amended ballot paper, to the extent required following 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.

Nothing in the publication of the updated agenda will be sufficient change the Effective Date.

Part B

Company name: B Communications Ltd.

Company No.: 512832742.

Assembly classification: annual general assembly.

Date of the assembly: Thursday, April 18, 2024, 12:00.

Place of the assembly: the Company's offices at 144 Menachem Begin St., Tel Aviv. If a legal quorum is not present within half an hour from the time scheduled for the assembly, the assembly will be adjourned to Thursday, April 25, 2024, at the same place and at the same time.

Address for delivery and sending of ballot papers: at 144 Menachem Begin St., Tel Aviv.

Effective date: Tuesday, March 19, 2024

Shareholder details:

Shareholder name: _____ **ID No.:** _____; If the shareholder does not have an Israeli identity card - **Passport No.:** _____ **State of issue:**

_____ **Valid until:** _____; If the shareholder is a corporation -

Corporation No.: _____ **State of incorporation.**

Voting method:

Topic on the agenda	Voting method ²		
	For	Against	Abs.
Section 1 - Reappointment of the CPA firm Somekh-Chaikin, KPMG, as the Company's auditor starting from the date of the convening of the Assembly until the date of the Company's next annual assembly, as well as authorization of the Company's Board of Directors to determine the auditor's salary, in accordance with the Audit Committee's recommendation, in light of the nature and scope of the services to be provided by him to the Company.			
Section 2 – Approval of reappointment of the incumbent directors who are not external directors:			
Reappoint Mr. Darren Glatt as a director in the Company until the date of the Company's next annual assembly.			
Reappoint Mr. Phil Bacal as a director in the Company until the date of the Company's next annual assembly.			
Reappoint Mr. Ran Forer as a director in the Company until the date of the Company's next annual assembly.			
Reappoint Mr. Ajit V. Pai as a director in the Company until the date of the Company's next annual assembly.			
Reappoint Mr. Stephen Joseph as an independent director in the Company until the date of the Company's next annual assembly.			

(Date)

(Shareholder's signature)

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

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

² Not checking will be considered an abstention from voting on the topic.

נספח א' – הצהרות דירקטורים

Date: ___February 18, 2024___

To:

B Communications Ltd. (the "Company")

Re: Declaration of applicant for the position of Director in the Company

I, the undersigned,

Darren	Glatt	549871770	18/11/1975
First Name	Surname	Passport Number	Date of Birth

Hereby declare and confirm that I fulfill all the conditions required for serving as a Director of the Company, as follows:

1. This declaration is provided by me in accordance with the provisions of sections 224A and 224B of the Israeli Companies Law, 1999 (the "Law"), as an applicant for a position of Director of the Company.
2. I am eligible to serve as a Director of the Company, there is no impediment from me being appointed as such, and I hereby confirm that:
 - 2.1. I was not declared bankrupt and I am not a minor or legally incompetent.
 - 2.2. Within the five years prior to this declaration I have not been convicted in a conclusive judgment of one of the following offences:
 - 2.2.1. Offense under sections listed below in the Israeli Penal Code, 1977: 290-297 (bribery); 392 (theft by an officer); 415 (fraud); 418-420 (document forgery and using a forged document), 422 (solicitation by fraud) ; 423 (false registration of corporate documents); 424 (offence of officers and employees of a corporation); 424A (non-disclosure, or publication of misleading information by an officer), 425 (fraud and breach of trust in a corporation); 426 (embezzlement) and 427-428 (extortion).
 - 2.2.2. Offenses under sections listed below in the Israeli Securities Law, 1968: 52C-52D (exploiting inside information); 53(a) (violation of the Securities Law) and 54 (fraud in connection with Securities).
 - 2.2.3. Conviction by a court outside of Israel, for bribery and/or fraud and/or corporate executive offenses and/or offenses involving misuse of inside information.
 - 2.2.4. Conviction by a court of first instance for an offense not described in sections 2.2.1-2.2.2 above, where the court ruled that in light of the nature, severity or circumstances of the offence I am unsuitable to serve as a director of a public company.
 - 2.3. Pursuant to the duty of disclosure detailed in section 225 of the Law, I declare that an Administrative Enforcement Committee has not, using enforcement measures, prohibited me from serving as a director of a public company. For this purpose, "enforcement

measures" and "administrative enforcement committee" – as defined in section 225(b) of the Law.

3. Details regarding my skills:

3.1. Education: Academic Institution; Degree or Certification obtained:

BACCY, George Washington University

MBA, Harvard University

3.2. Experience: Positions filled; Organization; Time Period

Partner & Head of Infrastructure Investing, Searchlight Capital Partners, 2013-Current

B Communications, Chairman, 2019-Current

Bezeq, Board Member, 2019-Current

Mainstream Fiber Networks, Chairman, 2023-Current

Wecom Fiber, Chairman, 2023-Current

All Points Broadband, Chairman, 2021-Current

Adams Outdoor Advertising, Board Member, 2021-Current

Past Board Member at MediaMath, Rackspace, Ocean Outdoor, 160Over90, Charter Communications, PatientPoint, Veritable Maritime, Core Media

4. In light of my education, experience and skills, as described above and taking into account, among others, the special requirements of the Company and its size – I have the qualifications and competence, as well as necessary time, to perform the functions of a Director of the Company.
5. If, during my tenure as a Director of the Company there might be a change in the above said in this declaration and/or there shall be grounds for termination of my office as a Director of the Company, I will immediately notify the Company. I am aware that the Company relies on the provisions of this declaration.
6. I acknowledge that this declaration of my candidacy for the approval of the Company's General Meeting is being done relying on this declaration and that this declaration shall be published by the Company, in accordance with applicable law.

Signature: Darren Glatt

Name: Darren Glatt

Date: 25.2.24

To:

B Communications Ltd. (the "Company")

Re: Declaration of applicant for the position of Director in the Company

I, the undersigned,

Phil	Bacal	HP037044	13/9/1985
First Name	Surname	Passport Number	Date of Birth

Hereby declare and confirm that I fulfill all the conditions required for serving as a Director of the Company, as follows:

1. This declaration is provided by me in accordance with the provisions of sections 224A and 224B of the Israeli Companies Law, 1999 (the "Law"), as an applicant for a position of Director of the Company.
2. I am eligible to serve as a Director of the Company, there is no impediment from me being appointed as such, and I hereby confirm that:
 - 2.1. I was not declared bankrupt and I am not a minor or legally incompetent.
 - 2.2. Within the five years prior to this declaration I have not been convicted in a conclusive judgment of one of the following offences:
 - 2.2.1. Offense under sections listed below in the Israeli Penal Code, 1977: 290-297 (bribery); 392 (theft by an officer); 415 (fraud); 418-420 (document forgery and using a forged document), 422 (solicitation by fraud) ; 423 (false registration of corporate documents); 424 (offence of officers and employees of a corporation); 424A (non-disclosure, or publication of misleading information by an officer), 425 (fraud and breach of trust in a corporation); 426 (embezzlement) and 427-428 (extortion).
 - 2.2.2. Offenses under sections listed below in the Israeli Securities Law, 1968: 52C-52D (exploiting inside information); 53(a) (violation of the Securities Law) and 54 (fraud in connection with Securities).
 - 2.2.3. Conviction by a court outside of Israel, for bribery and/or fraud and/or corporate executive offenses and/or offenses involving misuse of inside information.
 - 2.2.4. Conviction by a court of first instance for an offense not described in sections 2.2.1-2.2.2 above, where the court ruled that in light of the nature, severity or circumstances of the offence I am unsuitable to serve as a director of a public company.
 - 2.3. Pursuant to the duty of disclosure detailed in section 225 of the Law, I declare that an Administrative Enforcement Committee has not, using enforcement measures, prohibited me from serving as a director of a public company. For this purpose, "enforcement

measures" and "administrative enforcement committee" – as defined in section 225(b) of the Law.

3. Details regarding my skills:

3.1. Education:

University of Western Ontario. Richard Ivey School of Business. 2003-2007. Honors Bachelor of Arts in Business Administration.

3.2. Experience: Positions filled; Organization; Time Period

Bullet Trade Services – Managing Director. August 2023-Present

Searchlight Capital Partner – Partner. September 2012 to December 2023.

Catalyst Capital – Senior Associate. July 2010 – September 2012

Credit Suisse – Analyst. July 2007 – July 2010.

Director of Current Boards: Bcom, Bullet Trade Services, Care Advantage, Roots Corporation.

3.3. Additional skills I possess which may required to carry out the role of director of the Company:

-
-
4. In light of my education, experience and skills, as described above and taking into account, among others, the special requirements of the Company and its size – I have the qualifications and competence, as well as necessary time, to perform the functions of a Director of the Company.
5. If, during my tenure as a Director of the Company there might be a change in the above said in this declaration and/or there shall be grounds for termination of my office as a Director of the Company, I will immediately notify the Company. I am aware that the Company relies on the provisions of this declaration.
6. I acknowledge that this declaration of my candidacy for the approval of the Company's General Meeting is being done relying on this declaration and that this declaration shall be published by the Company, in accordance with applicable law.

Signature:



Name: Phil Bacal

Date: 05 February 2024

To:

B Communications Ltd. (the "Company")

Re: Declaration of applicant for the position of Director in the Company

I, the undersigned,

Ran	Fuhrer	066522772	2/9/1984
First Name	Surname	ID Number	Date of Birth

Hereby declare and confirm that I fulfill all the conditions required for serving as a Director of the Company, as follows:

1. This declaration is provided by me in accordance with the provisions of sections 224A and 224B of the Israeli Companies Law, 1999 (the "**Law**"), as an applicant for a position of Director of the Company.
2. I am eligible to serve as a Director of the Company, there is no impediment from me being appointed as such, and I hereby confirm that:
 - 2.1. I was not declared bankrupt and I am not a minor or legally incompetent.
 - 2.2. Within the five years prior to this declaration I have not been convicted in a conclusive judgment of one of the following offences:
 - 2.2.1. Offense under sections listed below in the Israeli Penal Code, 1977: 290-297 (bribery); 392 (theft by an officer); 415 (fraud); 418-420 (document forgery and using a forged document), 422 (solicitation by fraud) ; 423 (false registration of corporate documents); 424 (offence of officers and employees of a corporation); 424A (non-disclosure, or publication of misleading information by an officer), 425 (fraud and breach of trust in a corporation); 426 (embezzlement) and 427-428 (extortion).
 - 2.2.2. Offenses under sections listed below in the Israeli Securities Law, 1968: 52C-52D (exploiting inside information); 53(a) (violation of the Securities Law) and 54 (fraud in connection with Securities).
 - 2.2.3. Conviction by a court outside of Israel, for bribery and/or fraud and/or corporate executive offenses and/or offenses involving misuse of inside information.
 - 2.2.4. Conviction by a court of first instance for an offense not described in sections 2.2.1-2.2.2 above, where the court ruled that in light of the nature, severity or circumstances of the offence I am unsuitable to serve as a director of a public company.
 - 2.3. Pursuant to the duty of disclosure detailed in section 225 of the Law, I declare that an Administrative Enforcement Committee has not, using enforcement measures, prohibited me from serving as a director of a public company. For this purpose, "enforcement

measures" and "administrative enforcement committee" – as defined in section 225(b) of the Law.

3. Details regarding my skills:

3.1. Education: Academic Institution; Degree or Certification obtained:

- Stanford University Graduate School of Business
Master of Science (M.Sc.), Business.
Alfred P. Sloan Fellow.
- Tel Aviv University
Master of Laws (LL.M.), Law.
Graduated Magna Cum Laude.
- University of California at Berkeley - School of Law
Master of Laws (LL.M.), Student Exchange.
Term of legal studies @ Berkeley Law.
- Reichman University
Bachelor of Laws (LL.B.), Law.
Bachelor of Arts (B.A.), Business.
- Member of the Israel Bar Association (attorney at law).
- Successfully completed directors and other senior officers' course in corporations - at Lahav Managers Development Center, Tel Aviv University.

3.2. Experience: Positions filled; Organization; Time Period

- Vice President, Business Development – Neopharm Group. January 2018 – Present.
- Manager, Business Development - Celgene Corporation (Nasdaq: CELG). January 2015 - June 2016.
- Member of the Board of Directors, "Bezeq" the Israeli Telecommunications Company Ltd. December 2019 – Present.
- Member of the Board of Directors, B Communications Ltd. December 2019 - present.
- Member, the advisory board for the Tel Aviv University alumni organization. January 2020 - Present.
- Member of the Board of Directors, ADO Group. Oct 2010 – Dec 2013.

3.3. Additional skills I possess which may required to carry out the role of director of the Company:

4. In light of my education, experience and skills, as described above and taking into account, among others, the special requirements of the Company and its size – I have the qualifications and competence, as well as necessary time, to perform the functions of a Director of the Company.
5. If, during my tenure as a Director of the Company there might be a change in the above said in this declaration and/or there shall be grounds for termination of my office as a Director of the Company, I will immediately notify the Company. I am aware that the Company relies on the provisions of this declaration.
6. I acknowledge that this declaration of my candidacy for the approval of the Company's General Meeting is being done relying on this declaration and that this declaration shall be published by the Company, in accordance with applicable law.



Signature: _____

Name: **Ran Fuhrer**

Date: February 5, 2024

To:

B Communications Ltd. (the "Company")

Re: Declaration of applicant for the position of Director in the Company

I, the undersigned,

Ajit V.	Pai	536841734	10/01/1973
First Name	Surname	Passport Number	Date of Birth

Hereby declare and confirm that I fulfill all the conditions required for serving as a Director of the Company, as follows:

1. This declaration is provided by me in accordance with the provisions of sections 224A and 224B of the Israeli Companies Law, 1999 (the "Law"), as an applicant for a position of Director of the Company.
2. I am eligible to serve as a Director of the Company, there is no impediment from me being appointed as such, and I hereby confirm that:
 - 2.1. I was not declared bankrupt and I am not a minor or legally incompetent.
 - 2.2. Within the five years prior to this declaration I have not been convicted in a conclusive judgment of one of the following offences:
 - 2.2.1. Offense under sections listed below in the Israeli Penal Code, 1977: 290-297 (bribery); 392 (theft by an officer); 415 (fraud); 418-420 (document forgery and using a forged document), 422 (solicitation by fraud) ; 423 (false registration of corporate documents); 424 (offence of officers and employees of a corporation); 424A (non-disclosure, or publication of misleading information by an officer), 425 (fraud and breach of trust in a corporation); 426 (embezzlement) and 427-428 (extortion).
 - 2.2.2. Offenses under sections listed below in the Israeli Securities Law, 1968: 52C-52D (exploiting inside information); 53(a) (violation of the Securities Law) and 54 (fraud in connection with Securities).
 - 2.2.3. Conviction by a court outside of Israel, for bribery and/or fraud and/or corporate executive offenses and/or offenses involving misuse of inside information.
 - 2.2.4. Conviction by a court of first instance for an offense not described in sections 2.2.1-2.2.2 above, where the court ruled that in light of the nature, severity or circumstances of the offence I am unsuitable to serve as a director of a public company.
 - 2.3. Pursuant to the duty of disclosure detailed in section 225 of the Law, I declare that an Administrative Enforcement Committee has not, using enforcement measures, prohibited me from serving as a director of a public company. For this purpose, "enforcement

measures" and "administrative enforcement committee" – as defined in section 225(b) of the Law.

3. Details regarding my skills:

3.1. Education:

____B.A. Harvard, 1994; J.D. University of Chicago, 1997

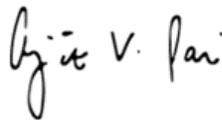
3.2. Experience: Positions filled; Organization; Time Period

Partner, Searchlight Capital Partners, 2021-present (Searchlight portfolio company board positions: B. Communications Ltd., All Points Broadband, Wecom Fiber, Mainstream Fiber Networks, Zply Fiber); Board of Directors, America's Public Television Stations, 2024-present (non-profit); Board of Advisors, EdgeQ, 2021-present.

3.3. Additional skills I possess which may required to carry out the role of director of the Company:

Expertise in government relations, including regulatory barriers to broadband_
_____deployment

4. In light of my education, experience and skills, as described above and taking into account, among others, the special requirements of the Company and its size – I have the qualifications and competence, as well as necessary time, to perform the functions of a Director of the Company.
5. If, during my tenure as a Director of the Company there might be a change in the above said in this declaration and/or there shall be grounds for termination of my office as a Director of the Company, I will immediately notify the Company. I am aware that the Company relies on the provisions of this declaration.
6. I acknowledge that this declaration of my candidacy for the approval of the Company's General Meeting is being done relying on this declaration and that this declaration shall be published by the Company, in accordance with applicable law.



Signature: _____

Name: _____Ajit V. Pai_____

Date: 14 Feb 2024

To:

B Communications Ltd. (the "Company")

Re: Declaration of applicant for the position of Director in the Company

I, the undersigned,

Stephen	Joseph	551988678	4/10/1980
First Name	Surname	Passport Number	Date of Birth

Hereby declare and confirm that I fulfill all the conditions required for serving as a Director of the Company, as follows:

1. This declaration is provided by me in accordance with the provisions of sections 224A and 224B of the Israeli Companies Law, 1999 (the "**Law**"), as an applicant for a position of Director of the Company.
2. I am eligible to serve as a Director of the Company, there is no impediment from me being appointed as such, and I hereby confirm that:
 - 2.1. I was not declared bankrupt and I am not a minor or legally incompetent.
 - 2.2. Within the five years prior to this declaration I have not been convicted in a conclusive judgment of one of the following offences:
 - 2.2.1. Offense under sections listed below in the Israeli Penal Code, 1977: 290-297 (bribery); 392 (theft by an officer); 415 (fraud); 418-420 (document forgery and using a forged document), 422 (solicitation by fraud) ; 423 (false registration of corporate documents); 424 (offence of officers and employees of a corporation); 424A (non-disclosure, or publication of misleading information by an officer), 425 (fraud and breach of trust in a corporation); 426 (embezzlement) and 427-428 (extortion).
 - 2.2.2. Offenses under sections listed below in the Israeli Securities Law, 1968: 52C-52D (exploiting inside information); 53(a) (violation of the Securities Law) and 54 (fraud in connection with Securities).
 - 2.2.3. Conviction by a court outside of Israel, for bribery and/or fraud and/or corporate executive offenses and/or offenses involving misuse of inside information.
 - 2.2.4. Conviction by a court of first instance for an offense not described in sections 2.2.1-2.2.2 above, where the court ruled that in light of the nature, severity or circumstances of the offence I am unsuitable to serve as a director of a public company.
 - 2.3. Pursuant to the duty of disclosure detailed in section 225 of the Law, I declare that an Administrative Enforcement Committee has not, using enforcement measures, prohibited me from serving as a director of a public company. For this purpose, "enforcement

measures" and "administrative enforcement committee" – as defined in section 225(b) of the Law.

3. Details regarding my skills:

3.1. Education: Academic Institution; Degree or Certification obtained:

First Class Honours, BSc Business and Financial Economics, University of Leeds .4
Chartered Accountant, FCA of the Institute of Chartered Accountants in England and Wales .5
.6
s

6.1. Experience: Positions filled; Organization; Time Period

CFO & COO of the Ocean Outdoor group, 10 years in position .7

7.1. Additional skills I possess which may required to carry out the role of director of the Company:

executive decision making and people management across 7 countries and
.people 250

working across boards in europe via the acquisitions we have made over the
.last 5 years

8. In light of my education, experience and skills, as described above and taking into account, among others, the special requirements of the Company and its size – I have the qualifications and competence, as well as necessary time, to perform the functions of a Director of the Company.
9. If, during my tenure as a Director of the Company there might be a change in the above said in this declaration and/or there shall be grounds for termination of my office as a Director of the Company, I will immediately notify the Company. I am aware that the Company relies on the provisions of this declaration.
10. I acknowledge that this declaration of my candidacy for the approval of the Company's General Meeting is being done relying on this declaration and that this declaration shall be published by the Company, in accordance with applicable law.

Signature: S2 / 011
Name: Stephen Joseph