

## **B Communications Ltd.**

**(“the Company”)**

### **Ballot Paper for Voting at a Special General Meeting**

**In accordance with the Companies Regulations (Written Voting and Position Statements), 5766-2005 (“Ballot Voting Regulations”)**

#### **Part A**

**Company name:** B Communications Ltd.

**Type of meeting:** Special General Meeting

**Date of meeting:** Thursday, September 11, 2025, at 12:00

**Location of meeting:** Company offices at 144 Menachem Begin Street, Tel Aviv

If after half an hour from the scheduled start time the meeting is not legally convened, the meeting will be adjourned to Thursday, September 18, 2025, at the same location and time.

1. **Details of the items on the agenda for which voting is possible by this ballot paper, and summary of the proposed resolutions**

1.1. **Reappointment of Mrs. Efrat Makov as an external director of the Company for an additional term (third term)**

Reappointment of Mrs. Efrat Makov as an external director of the Company for an additional three-year term, commencing on November 23, 2025, and ending on November 22, 2028 (inclusive).

For details about Mrs. Makov, in accordance with Regulation 26 of the Companies Regulations (Periodic and Immediate Reports), see Regulation 26 of the Company's Periodic Report as of December 31, 2024, published on March 12, 2025 (Reference Number: 2025-01-016387), which is incorporated herein by way of reference.

Mrs. Makov provided the Company with a declaration pursuant to Article 241 of the Companies Law, confirming that she meets the required criteria to serve as an external director of the Company, attached as **Appendix A** to the convening notice.

For details regarding the remuneration and terms of office that Mrs. Makov will be entitled to, subject to her reappointment, see Section 1 of the meeting convening notice.

Summary of Proposed Resolution:

***“Approve the reappointment of Mrs. Efrat Makov, serving as an external director of the Company, for an additional three-year term commencing on November 23, 2025, and ending on November 22, 2028.”***

2. **Place and time where the full text of the proposed resolution can be reviewed**

The full text of the proposed resolutions, position papers (if submitted to the Company), and the periodic report can be reviewed on the distribution website of the Israel Securities Authority, on the Tel Aviv Stock Exchange website, and at the Company's offices at 144 Menachem Begin Street, Tel Aviv, during regular business hours, upon prior coordination with Mrs. Idit Cohen (Email: [idit@bcomm.co.il](mailto:idit@bcomm.co.il), Telephone: 03-6796100).

3. **Required majority**

For the approval of the resolution detailed in Section A above, the required majority is in accordance with the provisions of Article 239B of the Companies Law, meaning a simple majority of the votes of shareholders present (either in person or by proxy) and entitled to vote, provided that one of the following conditions is met:

- 3.1. Among the votes counted at the General Meeting, a majority of the votes of all shareholders who are not controlling shareholders of the Company or do not have a personal interest in the approval of the reappointment, excluding any personal interest that does not result from a connection with a controlling shareholder, shall be included. Abstentions shall not be counted in the total votes of these shareholders.
- 3.2. The total votes opposing from among the shareholders referred to in Section 3.1 shall not exceed 2% of all voting rights in the Company.

4. **Eligibility to vote:**

The effective date for determining eligibility to vote at the General Meeting of Shareholders is Wednesday, August 13, 2025 (“**Effective Date**”).

5. **Validity of Written Voting Form:** A written voting form is valid only if accompanied by proof of ownership of an unregistered shareholder<sup>1</sup>, or a copy of ID, passport, or certificate of incorporation if the shareholder is registered in the Company’s books. This written voting form, together with the required accompanying documents, must be submitted to the Company no later than four (4) hours before the time of the vote.
6. **Electronic voting system:** An unregistered shareholder may vote via the electronic voting system. Voting through the electronic system will be available up to six (6) hours before the start of the meeting (“**System Locking Time**”).
7. **Address for submission of ballot papers and position papers:** The Company’s offices, at the address indicated above.
8. **Deadline for submission of position papers to the Company:** No later than ten (10) days before the meeting.
9. **Deadline for submission of Board of Directors’ responses to position papers:** No later than five (5) days before the meeting.
10. **Deadline for submission of a revised ballot paper by the Company, if a request is made to add an item to the agenda:** On the date of publication of the report by the Company on the distribution website of the Israel Securities Authority.
11. **Addresses of the distribution website and Tel Aviv Stock Exchange website where ballot papers and position papers can be found**  
Israel Securities Authority distribution website: [www.magna.isa.gov.il](http://www.magna.isa.gov.il).  
Tel Aviv Stock Exchange website: [maya.tase.co.il](http://maya.tase.co.il).
12. **Indication of voting method:** The shareholder will indicate how they vote regarding the item on the agenda for which voting is possible via this ballot paper, in the second section of the form.

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<sup>1</sup> An unregistered shareholder is a person in whose name a share is registered with a Stock Exchange member, and that share is included among the shares recorded in the shareholders’ register with the listing company.

13. **Receipt of proof of ownership, ballot paper, and position paper:**

- 13.1. A shareholder is entitled to receive proof of ownership at a branch of the Stock Exchange member or by mail to their address for postage only, if requested in advance. Such a request must be linked to a specific securities account.
- 13.2. An unregistered shareholder<sup>1</sup> is entitled to receive, free of charge by email, a link to the text of the ballot paper and position papers on the Israel Securities Authority distribution website, from the Stock Exchange member through whom they hold their shares, unless the shareholder has notified the Stock Exchange member that they do not wish to receive such a link or that they prefer to receive printed voting forms by mail for a fee. This notification regarding voting forms also applies to receiving position statements.
- 13.3. One or more shareholders holding shares constituting five percent (5%) or more of the total voting rights in the Company, as well as anyone holding such a percentage of the total voting rights not held by the controlling shareholder of the Company as defined in Article 268 of the Companies Law, are entitled, after the convening of the General Meeting, either personally or through a proxy, to inspect the written voting forms as detailed in Regulation 10 of the Ballot Voting Regulations, at the Company's registered office, Sunday through Thursday, during regular business hours.

As of the date of this report: (a) The number of shares constituting five percent (5%) is: 5,219,743 ordinary shares of the Company; (b) The number of shares constituting five percent (5%) excluding the shares held by the controlling shareholder of the Company is: 1,057,596 ordinary shares of the Company.

- 13.4. A request by one or more shareholders, holding at least one percent (1%) of the voting rights in the Company, to include an item on the agenda of the meeting pursuant to Article 66(b) of the Companies Law and Regulation 5A of the Notice and Announcement Regulations, must be submitted to the Company within seven (7) days after the publication of this report. If such requests are submitted, it is possible that additional items will be added to the agenda as a result.

In accordance with the provisions of the Notice and Announcement Regulations, the Company may make changes to the agenda, including adding an item to the agenda, and position papers may be published in connection with the resolutions on the agenda.

If such changes are made or position papers are published, they can be reviewed in the Company's ongoing reports on the distribution websites. A revised ballot paper, if 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, no later than the deadlines set forth in Regulations 5A and 5B of the Notice and Announcement Regulations.

The publication of the updated agenda does not change the Effective Date.

## Part B

**Company name:** B Communications Ltd.

**Type of meeting:** Special General Meeting

**Date of meeting:** Thursday, September 11, 2025, at 12:00

**Location of meeting:** Company offices at 144 Menachem Begin Street, Tel Aviv. If after half an hour from the scheduled start time the meeting is not legally convened, the meeting will be adjourned to Thursday, September 18, 2025, at the same location and time.

**Address for submission and sending of ballot papers:** 144 Menachem Begin Street, Tel Aviv.

**Effective date:** Wednesday, August 13, 2025

### Shareholder Details:

**Shareholder name:** \_\_\_\_\_ **ID No.:** \_\_\_\_\_; if the shareholder does not have an Israeli ID

– **Passport No.:** \_\_\_\_\_; **Country of issuance:** \_\_\_\_\_; **Valid until:** \_\_\_\_\_; If the shareholder is a corporate entity – **Corporation No.:** \_\_\_\_\_; **Country of incorporation:**

\_\_\_\_\_

### Method of Voting:

Item of the Agenda	Method of Voting <sup>2</sup>			Regarding the appointment of an external director – are you a controlling shareholder, an interested party, a personally interested party in the appointment, an executive officer, or an institutional investor <sup>3</sup>	
	In Favor	Against	Abstained	Yes	No
<b>Section 1.1</b> – Approve the reappointment of Mrs. Efrat Makov, who serves as an external director of the Company, for an additional term (third term) of three (3) years, commencing on November 23, 2025, and ending on November 22, 2028.					

**Are you an interested party<sup>4</sup>, an executive officer<sup>5</sup>, an institutional investor (including a fund manager)<sup>6</sup> / none of the above<sup>\*7</sup>**

	<b>Please answer Yes/No and specify if your answer is positive; failure to mark or address this question will be considered a negative response</b>
Interested party	
Executive officer in the Company	

<sup>2</sup> Failure to mark will be considered as abstaining from voting on the matter.

<sup>3</sup> A shareholder who does not fill in this column, or who marks “Yes” without specifying, will not have their vote counted. There is no need to provide details of a personal interest in the appointment that does not arise from a connection with the controlling shareholder.

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

<sup>5</sup> As the term “executive officer” is defined in Article 37(d) of the Securities Law, 5728-1968.

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

<sup>7</sup> Required pursuant to the directive of the Israel Securities Authority dated 30.11.2011: “Disclosure regarding the voting of interested parties, executive officers, and institutional bodies at meetings”.

Institutional investor (including fund manager)	
None of the above	

(\*) If the voter votes by proxy, the above details must also be provided for the appointor of the proxy.

**\* If you are a controlling shareholder, an interested party, a personally interested party in the approval of the decision as mentioned in Section 1, an executive officer, or an institutional investor, please provide details below:**

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

\_\_\_\_\_  
(Shareholder's signature)

**For shareholders holding shares through a Stock Exchange member (pursuant to Article 1(177) of the Companies Law) – this ballot paper is valid only when accompanied by proof of ownership, except in cases where voting is conducted via the electronic voting system.**

**For shareholders registered in the Company's shareholders' register – the ballot paper is valid when accompanied by a copy of an ID card, passport, or certificate of incorporation.**