



Date: November 26, 2025

B Communications Ltd.

("The Company")

To
Israel Securities Authority
www.isa.gov.il

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

Dear Sir / Madam,

Re: **Immediate Report Regarding the Convening of an Extraordinary General Meeting of the Company's Shareholders**

Pursuant to the Companies Law, 5759-1999 ("**Companies Law**"), the Securities Law, 5728-1968 ("**Securities Law**"), the Companies Regulations (Notice and Announcement of a General Meeting and a Type of Meeting in a Public Company and Addition of an Agenda Item), 5760-2000 ("**Notice and Announcement Regulations**"), the Companies Regulations (Ballot Paper and Position Statements), 5766-2005 ("**Ballot Voting Regulations**"), and the Securities Regulations (Periodic and Immediate Reports), 5730-1970 ("**Reports Regulations**"), notice is hereby given regarding the convening of an Extraordinary General Meeting of the shareholders of the Company ("**the Meeting**"), which will be held on Wednesday, December 17, 2025 at 12:00 at the Company's offices at 144 Menachem Begin Street, Tel Aviv, at which the following matters will be raised on its agenda.

A. Matters on the Agenda and Summary of Resolutions

1. Decision on voluntary liquidation of the Company in accordance with Chapter C of the Companies Law

1.1. Background

Since the change of control and the debt arrangement in the Company in 2019, the Company has worked to maximize shareholder profits, and has accomplished many achievements in the period, including: (1) An increase of approximately 315% in the Company's share price; (2) A debt recycling of approximately NIS 2 billion and full repayment of the debt; (3) A return of approximately 40% on additional shares of Bezeq – The Israeli Telecommunication Corp. Ltd. ("**Bezeq**") acquired by the Company; (4) A return of approximately 80% within the framework of the Company's share buyback programs; (5) Improvement in the Company's financial capabilities and bringing the Company's main asset, Bezeq operations, to peak performance.

With the achievement of the above accomplishments and objectives, and the sale of all Bezeq shares¹ held by the Company, the Company became a shell company, as defined in Part Four of the Guidelines of the Tel Aviv Stock Exchange Ltd.², and accordingly, on November 26, 2025, the Company entered into the maintenance list.

- 1.2. On November 26, 2025, the Company's Board of Directors, in light of the provisions in Section 1.1 above, approved the process of voluntary liquidation and the convening of a shareholders' meeting for its approval. In addition, the members of the Company's Board of Directors submitted to the Company a solvency declaration as required under Article 342(11)(a) of the Companies Law, stating that the Company is able to pay its debts in full within 12 months from the commencement of its liquidation. The solvency declarations are attached as **Appendix A** to this Meeting Notice Report.

Proposed Resolution Text:

"To approve the voluntary liquidation of the Company in accordance with the provisions of Chapter C of the Companies Law".

2. Approval of the appointment of Mr. Tomer Raved, CEO of the Company, as trustee for implementing the Company's voluntary liquidation procedures

Subject to the approval of Resolution 1.1 above, it is proposed to approve the appointment of Mr. Tomer Raved, CEO of the Company, as trustee for implementing the Company's voluntary liquidation procedures, and to grant him the necessary powers in accordance with the Companies Law for the purpose of completing the voluntary liquidation procedures, including: (a) the authority to decide on claims; (b) the authority to act for the collection and management of the liquidation estate; (c) the authority to make interim distributions to the shareholders of the Company if he deems that doing so will not impair the proper management of the liquidation process; and (d) to act for the payment of the Company's debts and distribution of the remainder among the shareholders of the Company.

It is clarified that, apart from the above, all other powers not required for the completion of the voluntary liquidation procedures shall remain with the Company's Board of Directors and CEO.

Proposed Resolution Text:

"To appoint Mr. Tomer Raved, CEO of the Company, as trustee for implementing the Company's voluntary liquidation procedures, and to grant him the necessary powers for the purpose of implementing the said procedures, including: (a) the authority to decide on claims; (b) the authority to act for the collection and management of the liquidation estate; (c) the authority to make interim distributions to the shareholders of the Company if he deems that doing so will not impair the proper management of the liquidation process; and (d) to act for the payment of the Company's debts and distribution of the remainder among the shareholders of the Company. All other powers not required for the completion of the voluntary liquidation procedures shall remain with the Company's Board of Directors and CEO".

¹ For further details, see the immediate reports dated November 18, 2025 and November 23, 2025 (Reference numbers: 2025-01-088788 and 2025-01-090375, respectively).

² For details, see the Company's report dated November 23, 2025 (Reference: 2025-01-090581).

It is clarified that Resolutions 1.1 and 1.2 above are interdependent and conditional on their combined approval.

B. Details of the Meeting, Required Majority, Quorum, and Voting Method

3. Required majority

- 3.1. For approval of the resolution detailed in Section 1 above, the required majority is pursuant to the provisions of Article 342B of the Companies Law, i.e., a majority of at least three-quarters of all votes of shareholders entitled to vote and who voted either in person, by proxy, or via electronic voting, excluding abstentions.
- 3.2. For approval of the resolution detailed in Section 2 above, a simple majority of shareholders entitled to vote and who voted either in person, by proxy, or via electronic voting is required, excluding abstentions.

4. Legal quorum for the Meeting and adjourned meeting date

A legal quorum shall be established when at least two (2) shareholders, present either in person or by proxy, holding together at least 33.33% of the voting rights in the Company, are present. If, half an hour after the scheduled time of the meeting, a legal quorum is not present, the meeting shall be adjourned to the same day of the following week, at the same time and place ("**Adjourned Meeting**"). If, at the Adjourned Meeting, a legal quorum is not present half an hour after the scheduled time, any number of shareholders present shall constitute a legal quorum.

5. Effective date for eligibility to participate and vote at the Meeting

- 5.1. In accordance with the provisions of Articles 182(b) and (c) of the Companies Law and Regulation 3 of the Written Voting Regulations, the record date for determining a shareholder's eligibility to participate and vote at the Meeting is Wednesday, December 10, 2025 ("**Effective Date**"). If trading does not occur on the Record Date, the Record Date shall be the last trading day preceding this date.
- 5.2. In accordance with the Companies Regulations (Proof of Share Ownership for Voting at a General Meeting), 5760-2000 ("**Proof of Ownership Regulations**"), a shareholder whose share is registered with a member of the Tel Aviv Stock Exchange Ltd. ("**the Exchange**") and included among the shares registered in the Company's shareholder register, shall provide the Company with proof of ownership of the share on the Effective Date, in accordance with the form attached to the Proof of Ownership Regulations, or alternatively, send proof of ownership through the electronic voting system (as defined below).
- 5.3. Shareholders may participate and vote either in person or by proxy, all in accordance with the Company's Articles of Association, subject to the provisions of the Companies Law, and subject to proof of ownership of shares according to the Proof of Ownership Regulations. The document appointing a proxy to vote ("**Appointment Letter**") shall be in writing and signed by the appointor or by a person authorized in writing. If the appointor is a corporation, the Appointment Letter shall be in writing and executed in a manner binding on the corporation. The appointment of a proxy shall only be valid if the Appointment Letter for the

Meeting is deposited at the company's offices at least 48 hours before the Meeting or Adjourned Meeting, as applicable.

6. Voting via ballot paper or electronic voting system

A shareholder may vote via a ballot paper in respect of the matters listed in Section A on the agenda above ("**Ballot Paper**"), or (for unregistered shareholders) via the electronic voting system operating under Article B of Chapter 7.2 of the Securities Law, 5728-1968 ("**Securities Law**" and "**Electronic Voting System**," respectively).

6.1. Voting via Ballot Paper

- 6.1.1. The text of the Ballot Paper and position statements, if any (as defined in Article 88 of the Companies Law), can be found on the distribution website of the Israel Securities Authority at: <http://www.magna.isa.gov.il/> and on the Exchange's website at: maya.tase.co.il ("**Distribution Websites**").
- 6.1.2. A shareholder wishing to vote via Ballot Paper shall indicate on the second part of the Ballot Paper the manner of voting and shall submit it to the Company or send it by registered mail together with proof of ownership.
- 6.1.3. A shareholder may contact the Company directly and receive from it the text of the Ballot Paper and position statements, if any.
- 6.1.4. A member of the Exchange shall send, no later than five days after the Effective Date, free of charge, by email, a link to the text of the Ballot Paper and position statements (if any), as published on the Distribution Websites, to each unregistered shareholder holding securities through it, unless the shareholder has informed the Exchange that they do not wish to receive such a link or that they wish to receive Ballot Papers by mail for shipping costs only.
- 6.1.5. Voting via Ballot Paper shall only be valid if: (a) In the case of an unregistered shareholder – proof of ownership is attached to the Ballot Paper, or proof of ownership is sent to the Company via the Electronic Voting System; (b) In the case of a shareholder registered in the Company's books – a copy of an ID card, passport, or certificate of incorporation, as applicable, is attached to the Ballot Paper.
- 6.1.6. A shareholder whose shares are registered with a member of the Exchange is entitled to receive proof of ownership from the Exchange member through which they hold their shares, at the branch of the Exchange member or by mail to their address for shipping costs only, if requested, provided that the request was made in advance for a specific securities account.
- 6.1.7. **The deadline for submitting a Ballot Paper (including the documents to be attached thereto, including proof of ownership, as detailed above and in the Ballot Paper):** up to four (4) hours before the Meeting.

For this purpose, the submission time is the time at which the Ballot Paper and the attached documents reached the Company's offices.

- 6.1.8. A shareholder wishing to participate and vote at the Meeting without attending the Meeting location may deposit a power of attorney for participation and voting with the Company at least 48 hours before the Meeting, at the Company's offices at 144 Menachem Begin Street, Tel Aviv.
- 6.1.9. A shareholder may, up to twenty-four (24) hours before the Meeting, contact the Company's offices and, after proving their identity to the satisfaction of the Company, withdraw their Ballot Paper and proof of ownership.

5.2. Voting via Electronic Voting System

- 5.2.1. An unregistered shareholder may instruct that their proof of ownership be transmitted to the Company via the Electronic Voting System.
 - 5.2.2. The Exchange member shall input into the Electronic Voting System a list including the details required under Article 44K4(A)(3) of the Securities Law for each unregistered shareholder holding securities through it as of the Effective Date ("**List of Eligible Voters in the System**"). However, the Exchange member shall not include in the List of Eligible Voters in the System any shareholder who, by 12:00 on the Effective Date, has sent notice that they do not wish to be included in the List of Eligible Voters in the System, pursuant to Regulation 13D of the Ballot Voting Regulations.
 - 5.2.3. The Exchange member shall, as soon as possible after receiving confirmation from the Electronic Voting System of proper receipt of the List of Eligible Voters in the System ("**List Delivery Confirmation**"), provide each of the shareholders listed in the List of Eligible Voters in the System who receive notices from the Exchange member via electronic means or through computer-linked communication systems, with the details required for voting in the Electronic Voting System.
 - 5.2.4. A shareholder appearing in the List of Eligible Voters in the System may indicate their vote and submit it to the Company via the Electronic Voting System.
 - 5.2.5. **The deadline for voting via the Electronic Voting System:** up to six (6) hours before the Meeting, after which the Electronic Voting System will close ("**System Lock Time**"). Voting via the Electronic Voting System may be changed or canceled until the System Lock Time.
- 5.3. One or more shareholders holding shares representing five percent (5%) or more of the total voting rights in the Company, as well as anyone holding such a percentage of the voting rights not held by the controlling shareholder as defined in Article 268 of the Companies Law, are entitled, either personally or through an authorized representative, to inspect at the registered office of the Company, during regular working hours, the Ballot Papers and the Electronic Voting System

records received by the Company, as specified in Regulation 10 of the Ballot Voting Regulations.

As of the date of this report: (a) The number of shares constituting five percent (5%) as mentioned above is: 5,870,506 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: 1,708,359 ordinary shares of the Company.

5.4. According to the provisions of Article 83D of the Companies Law, if a shareholder votes in more than one way, the later vote shall be counted. For this purpose: (a) The vote via Ballot Paper shall be considered as the one appearing on the Ballot Paper; (b) A vote cast by the shareholder in person or by proxy shall be considered later than a vote via Ballot Paper or via the Electronic Voting System.

5.5. **The deadline for submitting position statements to the Company:** up to ten (10) days before the Meeting, i.e., Sunday, December 7, 2025.

5.6. **The deadline for submitting the Board of Directors' response to the position statements:** up to five (5) days before the meeting, i.e., Friday, December 12, 2025.

7. Rights of shareholders and changes to the agenda

A request by one or more shareholders, holding at least one percent (1%) of the voting rights in the Company, to include a matter on the agenda of the meeting in accordance with Article 66B of the Companies Law and Regulation 5A of the Notice and Announcement Regulations, shall be submitted to the Company within seven days after the publication date of this Report. If requests are submitted to include a matter on the agenda of the meeting, there is a possibility that, as a result, items will be added to the agenda.

In accordance with the provisions of the Notice and Announcement Regulations, the Company shall be entitled to make changes to the agenda, including adding a matter to the agenda, and position statements may also be published in connection with the resolutions on the agenda.

If such changes are made or position statements are published, they may be reviewed in the Company's ongoing reports on the Distribution Websites. A revised Ballot Paper, if required due to changes in the decisions on the agenda, will be published by the Company on the Distribution Website concurrently with the publication of the changes in the said resolutions, no later than the deadlines specified in Regulations 5A and 5B of the Notice and Announcement Regulations.

The publication of the updated agenda does not constitute a change to the record date.

8. Review of documents

The proposed resolutions, position statements (if submitted to the Company), and the periodic report may be reviewed on the Distribution Website of the Israel Securities Authority and on the website of the Tel Aviv Stock Exchange Ltd., as well as at the Company's offices at 144 Menachem Begin Road, Tel Aviv, during regular working hours

and after prior coordination with Mrs. Idit Cohen Badnani (Phone: 03-6796100; Email: idit@bcomm.co.il).

9. **Company representatives regarding handling of this Report**

The Company's representatives regarding the handling of this Immediate Report are Advs. Ron Soulema and Dana Rosen Asadon from the law firm Shibolet & Co., Attorneys and Notaries, 4 Yitzhak Sadeh Street, Tel Aviv, Phone: 03-3075055; Fax: 03-7778444.

B Communications Ltd.³

Affidavit of Solvency


Company name: **B Communications Ltd.** Company Registry No.: **512832742**

I, the undersigned, acting as a director of **B Communications Ltd.**, Registry No.: **512832742**, having been warned that I must declare the truth and that I will be liable for the penalties prescribed by law if I fail to do so, hereby declare as follows:

1. I am a director of the Company.
2. After carefully examining the Company's business, I am of the opinion that it will be able to pay its debts within twelve months of its liquidation.
3. This is my name, my signature below, and the content above is true.

Director name: **Darren Glatt;**

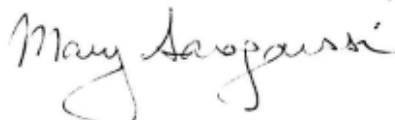
Passport no. (US): **549871770**

Signature: 

Date: 

STATE OF NEW YORK
COUNTY OF NEW YORK

SWORN TO BEFORE ME
ON NOVEMBER 26, 2025,



MARY SARAGOUSSI
Notary Public, State of New York
Reg. No. 01SA0000597
Qualified in Kings County; cert filed in NY County
Commission Expires February 3, 2027

³ Signed by Mr. Tomer Raved, CEO of the Company, and Itzik Tadmor, CFO of the Company.



**State of Israel
Ministry of Justice
Corporations Authority
Registrar of Companies**

[Corporations Authority]

Affidavit of Solvency

Note – According to the provisions of the Companies Law, -57591999, this form must be submitted online only

(Intended for submission to the Registrar of Companies when filing a notice of voluntary dissolution and appointment of a trustee)

(Article 342(26) of the Companies Law, 5759-1999) (hereinafter – "the Law")

The information in the form must be filled in clearly by hand

Company Name: B Communications Ltd.

Company No. 512832742

Attention:

1. The affidavit of solvency must be given by all the directors of the company or a majority of them, pursuant to Article 342(26) of the Law, and must be attached to a general meeting whose agenda includes voluntary dissolution under Article 342(26) of the Law.
2. A general meeting to make a resolution regarding voluntary dissolution must be convened within 90 days of submitting the affidavit of solvency regarding the company.
3. The company's affidavit of solvency must be attached to the notice of the resolution on voluntary dissolution and the appointment of the trustee, which shall be submitted by the trustee to the Registrar of Companies, pursuant to Article 342(30)(a), within 21 days from the date of the resolution on voluntary dissolution.
4. For your convenience, the affidavits are consolidated into one form, but there is no objection to submitting them on separate forms.

Declaration:

I, the undersigned, director of B Communications Ltd., Company No. 512832742 after being warned that I must declare the truth and that I would be subject to the penalties prescribed by law if I do not do so, hereby declare as follows:

1. I am a director of the company.
2. I have carefully examined the company's business condition and have come to the conclusion that the company is able to pay its debts in full within twelve months from the commencement of its dissolution.
3. I hereby declare that this is my name, the signature below is my signature, and that the contents above are true.

Director 1:

Ran Forer
Name

066522772
ID No. *

DocuSigned by:

C99C48CCFD8F43D...

Signature

26.11.2025
Date

Confirmation

I, the undersigned, attorney Omer Bar Ilan, hereby certify that on 26.11.2025, at 16:38, Ran Forer appeared before me, ☐ personally known to me or ☒ having identified himself/herself to me (mark with X) with ID number 066522772. The appearance before me was conducted via visual conferencing, which is recorded by me, whereby the declarant appears before me on the screen. At the time of the declaration, the subject of the verification is before me, and he/she declares to me that he/she is present in the State of Israel at the time of signing and verification and agrees to the visual recording and the use thereof.



**State of Israel
Ministry of Justice
Corporations Authority
Registrar of Companies**

[Corporations Authority]

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And after I warned him/her that he/she must tell the whole truth and only the truth, and would be subject to the penalties provided by law if he/she did not do so, he/she confirmed the accuracy of the above declaration and signed it before me.

[Stamp: Omer Bar Ilan, Attorney, L.N. 79320]

[Handwritten signature]

Attorney's name: Omer Bar Ilan License number: 79320 Attorney's signature: _____

Director 2:

Name	ID No. *	Signature	Date
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Confirmation

I, the undersigned, attorney _____, hereby certify that on _____, _____ appeared before me, ☐ personally known to me or ☐ having identified himself/herself to me (mark with X) with ID number _____. The appearance before me was conducted via visual conferencing, which is recorded by me, whereby the declarant appears before me on the screen. At the time of the declaration, the subject of the verification is before me, and he/she declares to me that he/she is present in the State of Israel at the time of signing and verification and agrees to the visual recording and the use thereof.

Attorney's name: _____ License number: _____ Attorney's signature: _____

Director 3:

Name	ID No. *	Signature	Date
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Confirmation

I, the undersigned, attorney _____, hereby certify that on _____, _____ appeared before me, ☐ personally known to me or ☐ having identified himself/herself to me (mark with X) with ID number _____. The appearance before me was conducted via visual conferencing, which is recorded by me, whereby the declarant appears before me on the screen. At the time of the declaration, the subject of the verification is before me, and he/she declares to me that he/she is present in the State of Israel at the time of signing and verification and agrees to the visual recording and the use thereof.

Attorney's name: _____ License number: _____ Attorney's signature: _____

Director 4:

Name	ID No. *	Signature	Date
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Confirmation

I, the undersigned, attorney _____, hereby certify that on _____, _____ appeared before me, ☐ personally known to me or ☐ having identified himself/herself to me (mark with X) with ID number _____. The appearance before me was conducted via visual conferencing, which is recorded by me, whereby the declarant appears before me on the screen. At the time of the declaration, the subject of the verification is before me, and he/she declares to me that he/she is present in the State of Israel at the time of signing and verification and agrees to the visual recording and the use thereof.

Attorney's name: _____ License number: _____ Attorney's signature: _____



State of Israel
Ministry of Justice
Corporations Authority
Registrar of Companies

[Corporations Authority]

Attorney's name: _____ License number: _____ Attorney's signature: _____

Director 2:

Efrat Makov
Name

23044365
ID No. *

[Handwritten signature]
Signature

26/11/25
Date

Confirmation

I, the undersigned, attorney Dana Rosen Asadon, hereby certify that on 26/11/2025, Efrat Makov appeared before me, ☐ personally known to me or ☒ having identified himself/herself to me (mark with X) with ID number 023044365. The appearance before me was conducted via visual conferencing, which is recorded by me, whereby the declarant appears before me on the screen. At the time of the declaration, the subject of the verification is before me, and he/she declares to me that he/she is present in the State of Israel at the time of signing and verification and agrees to the visual recording and the use thereof.

[Stamp: Dana Rosen Asadon, Attorney, L.N. 77140]

[Handwritten signature]

Attorney's name: Dana Rosen Asadon License number: 77140 Attorney's signature: _____

Director 3:

Efrat Duvdevani
Name

23824873
ID No. *

[Handwritten signature]
Signature

26/11/25
Date

Confirmation

I, the undersigned, attorney Dana Rosen Asadon, hereby certify that on 26/11/2025, Efrat Duvdevani appeared before me, ☐ personally known to me or ☒ having identified himself/herself to me (mark with X) with ID number 023824873. The appearance before me was conducted via visual conferencing, which is recorded by me, whereby the declarant appears before me on the screen. At the time of the declaration, the subject of the verification is before me, and he/she declares to me that he/she is present in the State of Israel at the time of signing and verification and agrees to the visual recording and the use thereof.

[Stamp: Dana Rosen Asadon, Attorney, L.N. 77140]

[Handwritten signature]

Attorney's name: Dana Rosen Asadon License number: 77140 Attorney's signature: _____

Director 4:

Name

ID No. *

Signature

Date

Confirmation

I, the undersigned, attorney _____, hereby certify that on _____, _____ appeared before me, ☐ personally known to me or ☐ having identified himself/herself to me (mark with X) with ID number _____. The appearance before me was conducted via visual conferencing, which is recorded by me, whereby the declarant appears before me on the screen. At the time of the declaration, the subject of the verification is before me, and he/she declares to me that he/she is present in the State of Israel at the time of signing and verification and agrees to the visual recording and the use thereof.

Attorney's name: _____ License number: _____ Attorney's signature: _____

* Anyone who does not hold an Israeli ID must state their passport number and the country in which it was issued in the first report concerning them, and attach a copy as specified in Regulation 16 of the Companies Regulations (Reporting, Registration Details, and Forms), 5760-2000. If the shareholder is a corporation, the corporation's registration number must be indicated, and if it is a foreign corporation, a copy of its certificate of incorporation and the required approvals as specified in the same Regulation 16 must be attached in the report concerning that corporation.

B Communications Ltd.

("the Company")

Ballot Paper for Voting at an Extraordinary General Meeting

Pursuant to the Companies Regulations (Ballot Papers and Position Notices), 5766-2005

("Ballot Voting Regulations")

Part A

Company name: B Communications Ltd.

Type of meeting: Extraordinary General Meeting.

Meeting date: Wednesday, December 17, 2025 at 12:00.

Meeting place: The Company's offices at 144 Menachem Begin Street, Tel Aviv.

If, half an hour after the appointed time for the meeting, there is no legal quorum, the meeting shall be adjourned to Wednesday, 24 December 2025, at the same place and time.

1. Details of the agenda items for which a vote may be cast via this ballot paper and a summary of the proposed resolutions

1.1 Resolution on voluntary liquidation of the Company in accordance with Chapter C of the Companies Law

On November 26, 2025, the Company's Board of Directors approved the voluntary liquidation process and the convening of a shareholders' meeting for its approval. In addition, the members of the Company's Board of Directors provided the Company with a solvency declaration as required pursuant to Article 342Ka of the Companies Law, according to which the Company is able to pay its debts in full within 12 months from the commencement of its liquidation. The solvency declarations are attached as **Appendix A** to the Meeting Notice Report.

In accordance with the approval of the Company's Board of Directors as stated above and against the backdrop of the liquidation resolution, as detailed in Section 1.1 of the Meeting Notice Report, it is proposed to approve the voluntary liquidation process of the Company in accordance with the provisions of Chapter C of the Companies Law.

Proposed Resolution Text:

"To approve the voluntary liquidation of the Company in accordance with the provisions of Chapter C of the Companies Law".

1.1. Approval of the appointment of Mr. Tomer Raved, CEO of the Company, as trustee for implementing the Company's voluntary liquidation procedures

Subject to the approval of Resolution 1.1 above, it is proposed to approve the appointment of Mr. Tomer Raved, CEO of the Company, as trustee for implementing the Company's voluntary liquidation procedures, and to grant him the necessary powers in accordance with the Companies Law for the purpose of completing the voluntary liquidation procedures, including: (a) the authority to decide on claims; (b) the authority to act for the collection and management of the liquidation estate; (c) the authority to make interim distributions to the shareholders of the Company if he deems that doing so will not impair the proper management of the liquidation process; and (d) to act for the payment of the Company's debts and distribution of the remainder among the shareholders of the Company.

It is clarified that, apart from the above, all other powers not required for the completion of the voluntary liquidation procedures shall remain with the Company's Board of Directors and CEO.

Proposed Resolution Text:

“To appoint Mr. Tomer Raved, CEO of the Company, as trustee for implementing the Company’s voluntary liquidation procedures, and to grant him the necessary powers for the purpose of implementing the said procedures, including: (a) the authority to decide on claims; (b) the authority to act for the collection and management of the liquidation estate; (c) the authority to make interim distributions to the shareholders of the Company if he deems that doing so will not impair the proper management of the liquidation process; and (d) to act for the payment of the Company’s debts and distribution of the remainder among the shareholders of the Company. All other powers not required for the completion of the voluntary liquidation procedures shall remain with the Company’s Board of Directors and CEO”.

It is clarified that Resolutions 1.1 and 1.2 above are interdependent and conditional on their combined approval.

2. Place and time for reviewing the full text of the proposed resolution

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

3. Required majority

- 3.1. For the approval of the resolution detailed in Section 1.1 above, a majority is required in accordance with Article 342B of the Companies Law, i.e., at least three-quarters of all voting shareholders who voted in person, by proxy, or by electronic voting, excluding abstentions.
- 3.2. For the approval of the resolution detailed in Section 1.2 above, a simple majority of voting shareholders who voted in person, by proxy, or by electronic voting is required, excluding abstentions.

4. Eligibility to vote

The effective date for determining eligibility to vote at the shareholders' meeting is Wednesday, 10 December 2025 ("**Effective Date**").

- 5. Validity of ballot paper:** A ballot paper shall only be valid if accompanied by proof of ownership for an unregistered shareholder¹, or a copy of ID, passport, or certificate of incorporation if the shareholder is registered in the Company's books. This ballot paper, together with the attached documents, must be submitted to the Company no later than four (4) hours before the meeting.

¹ An unregistered shareholder is a person whose share is registered in the name of a Stock Exchange member, and that share is included among the shares recorded in the Company's shareholder register for record-keeping purposes.

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 convening of the meeting ("**System Closing Time**").
7. **Address for submission of ballot papers and position statements:** The Company's offices, at the address above.
8. **Deadline for submission of position statements to the Company:** Up to ten (10) days before the meeting date.
9. **Deadline for the Board of Directors' response to position statements:** Up to five (5) days before the meeting date.
10. **Deadline for the Company to provide a revised ballot paper, if a new agenda item is requested:** On the date of publication of the report by the Company on the Israel Securities Authority distribution website.
11. **Websites where the ballot paper and position statements are available**
Israel Securities Authority Distribution Website: www.magna.isa.gov.il
Tel Aviv Stock Exchange Website: maya.tase.co.il
12. **Indicating voting option:** A shareholder shall indicate the manner of their vote regarding the agenda item for which a vote may be cast via this ballot paper, in the second part of the ballot paper form.
13. **Receiving ownership certificates, ballot paper, and position statement:**
 - 13.1. A shareholder is entitled to receive the ownership certificate at the branch of the Stock Exchange member or by mail to their address for postage only, if so requested. Such request must be made in advance for a specific securities account.
 - 13.2. An unregistered shareholder is entitled to receive, free of charge, via email, a link to the ballot paper and position statements on the Israel Securities Authority distribution website, from the Stock Exchange member through whom they hold their shares, unless they informed the Stock Exchange member that they do not wish to receive such link or that they wish to receive printed ballot papers by mail for a fee. This notification regarding ballot papers also applies to the receipt of 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 any shareholder holding such percentage of voting rights 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, is entitled, either personally or through a representative, to review the written votes as detailed in Regulation 10 of the Ballot Voting Regulations, at the Company's registered office, Sunday–Thursday during regular business hours.

As of the date of this report:

(a) The number of shares constituting five percent (5%) as above is 5,870,506 ordinary shares of the Company; (b) The number of shares constituting five percent

(5%) excluding shares held by the controlling shareholder is 1,708,359 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 a matter on the agenda of the meeting in accordance with Article 66B 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, additional items may be added to the agenda.

In accordance with the Notice and Announcement Regulations, the Company may make changes to the agenda, including adding agenda items, and position statements related to the agenda resolutions may be published.

Any such changes or published position statements can be reviewed in the Company's ongoing reports on the distribution websites. A revised ballot paper, if required due to changes in the agenda items, will be published by the Company on the distribution website simultaneously with the publication of the changes in the resolutions, no later than the deadlines specified in Regulations 5A and 5B of the Notice and Announcement Regulations.

Publication of the updated agenda does not change the Effective Date.

Part B

Company name: B Communications Ltd;

Company number: 512832742.

Type of meeting: Extraordinary General Meeting.

Meeting date: Wednesday, December 17, 2025 at 12:00.

Meeting place: The Company's offices at 144 Menachem Begin Street, Tel Aviv. If, half an hour after the appointed time for the meeting, there is no legal quorum, the meeting shall be adjourned to Wednesday, 24 December 2025, at the same place and time.

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

Effective date: Wednesday, 10 December 2025.

Shareholder Details:

Shareholder name: _____ **ID number:** _____; if the shareholder does not have an Israeli ID – **passport number:** _____; **Country of issue:** _____; Valid by: _____; If the shareholder is a corporation – **company number:** _____; **Country of incorporation:** _____.

Voting Option:

Topic on the Agenda	Voting Option ²		
	For	Against	Abstain
Section 1.1 – To approve the voluntary liquidation of the Company in accordance with the provisions of Chapter C of the Companies Law.			
To appoint Mr. Tomer Raved, CEO of the Company, as trustee for implementing the Company's voluntary liquidation procedures, and to grant him the necessary powers for the purpose of implementing the said procedures, including: (a) the authority to decide on claims; (b) the authority to act for the collection and management of the liquidation estate; (c) the authority to make interim distributions to the shareholders of the Company if he deems that doing so will not impair the proper management of the liquidation process; and (d) to act for the payment of the Company's debts and distribution of the remainder among the shareholders of the Company. All other powers not required for the completion of the voluntary liquidation procedures shall remain with the Company's Board of Directors and CEO.			

(Date)

(Shareholder's signature)

For shareholders holding shares through a Stock Exchange member (pursuant to Article 177(1) of the Companies Law) – this ballot paper is valid only when accompanied by a proof of ownership, except in cases where the vote is cast through the electronic voting system. For shareholders registered in the Company's shareholder register – the ballot paper is valid when accompanied by a copy of an ID card, passport, or certificate of incorporation.

² Failure to mark will be considered as abstention from voting on the matter.