Date: July 22, 2026

B Communications Ltd.

(the "Company")

To	**To**
Israel Securities Authority	**Tel Aviv Stock Exchange Ltd.**
www.isa.gov.il	www.tase.co.il

Dear Sir/Madam,

Re: Immediate Report Regarding the Convening of an Annual and Special General Meeting of the Shareholders of the Company

Pursuant to the Companies Law, 5759-1999 (the "**Companies Law**"), the Companies Regulations (Notice and Advertisement of General Meeting and Class Meeting in a Public Company and Adding an Item to the Agenda), 5760-2000 (the "**Notice and Advertisement Regulations**"), the Companies Regulations (Written Voting and Position Notices), 5766-2005 (the "**Written Voting Regulations**"), and the Securities Regulations (Periodic and Immediate Reports), 1970 (the "**Reporting Regulations**"), notice is hereby given regarding the convening of an Annual and Special General Meeting of the shareholders of the Company, which will convene on August 26, 2026, at 12:00 p.m., at the Company's offices at 144 Menachem Begin Street, Tel Aviv, on the agenda of which will be the item detailed below (the "**Meeting**").

A. Items on the Agenda and Summary of Resolutions

1. Item No. 1 – Discussion of the Financial Statements and the Board of Directors' Report of the Company for 2025

   Discussion of the financial statements and the Board of Directors' report of the Company for the year ended December 31, 2025, as published as part of the Company's periodic report for 2025, on March 16, 2026 (reference no.: 2026-01-023179) (the **"2025 Periodic Report"**).

   It is clarified that the 2025 Periodic Report will be presented to the shareholders of the Company for discussion, without the adoption of a resolution.

2. Item No. 2 – Reappointment of the Company's Auditor and Authorization of the Company's Board of Directors to Determine its Fee

Reappointment of Somekh Chaikin, KPMG, as the Company's auditor from the date of convening of the Meeting until the Company's next Annual General Meeting, and authorization of the Company's Board of Directors to determine the fee of the auditor, in light of the nature and scope of the services to be provided by it to the Company.

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

Other than as the Company's auditors, and from time to time as advisors to an immaterial extent, Somekh Chaikin, KPMG, has no further ties with the Company or with its private subsidiaries.

Proposed Resolution: ***"To reappoint Somekh Chaikin, KPMG, as the Company's auditor from the date of convening of the Meeting until the Company's next Annual General Meeting, and to authorize the Company's Board of Directors to determine the fee of the auditor in accordance with the recommendation of the Board of Directors and in light of the nature and scope of the services to be provided by it to the Company."***

3. Item No. 3 – Approval of the Conferral of All Powers Vested in the Board of Directors and the CEO of the Company upon Mr. Tomer Ravad, Serving as Trustee for the Implementation of the Company's Voluntary Liquidation Process

   a. On December 17, 2025, the Company's shareholders meeting approved the Company's voluntary liquidation process in accordance with the provisions of Chapter C of the Companies Law, as well as the appointment of Mr. Tomer Ravad, the Company's CEO, as trustee for the implementation of the Company's liquidation proceedings, and the conferral of all powers required solely for the purpose of completing the voluntary liquidation process. The remaining powers, which are not required for the purpose of completing the liquidation proceedings, remained with the Company's Board of Directors and CEO. For further details, see the meeting convening report published on November 26, 2025 (reference no.: 2025-01-093053) (the "**December Meeting**").

b. In light of the fact that only limited actions remain to be performed prior to the completion of the Company's voluntary liquidation process, primarily technical actions and the completion of ancillary matters required for the completion of the voluntary liquidation process, it is proposed to transfer all of the powers of the Board of Directors and the CEO that have not yet been transferred, to Mr. Tomer Ravad, the trustee for the Company's voluntary liquidation process, in addition to the powers already approved for him at the December Meeting.

Proposed Resolution: ***"To transfer all of the powers of the Board of Directors and the CEO that have not yet been transferred, to Mr. Tomer Ravad, serving as trustee for the implementation of the Company's voluntary liquidation process."***

B. Details of the Convening of the Meeting, the Required Majority, the Legal Quorum and the Manner of Voting

1. Required Majority

1.1. In order to approve each of Items No. 2 through 3 on the agenda (reappointment of the Company's auditor and authorization of the Company's Board of Directors to determine its fee, and the conferral of all powers vested in the Board of Directors and the CEO of the Company upon Mr. Tomer Ravad, serving as trustee for the implementation of the Company's voluntary liquidation process), an ordinary majority of the shareholders present and participating in the vote (whether directly or indirectly by proxy) is required, and abstaining votes shall not be counted in such tally of votes.

It is noted that, as of the date of publication of this report, the controlling shareholders of the Company, Searchlight II BZQ L.P and T.N.R Investments Ltd., together hold approximately 79.19% of the issued and paid-up share capital of the Company, and therefore their holdings entitle them to the majority required to approve Items 2 through 3 on the agenda.

2. Legal Quorum for Holding the Meeting and Date of an Adjourned Meeting

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

3. <u>**The Record Date for Entitlement to Participate and Vote at the Meeting**</u>

3.1. In accordance with the provisions of Section 182(b) and (c) of the Companies Law and Regulation 3 of the Written Voting Regulations, the record date for the entitlement of a shareholder of the Company to participate and vote at the Meeting is Monday, July 27, 2026 (the "**Record Date**"). If no trading takes place on the Record Date, then the Record Date shall be the last trading day preceding that date.

3.2. In accordance with the Companies Regulations (Proof of Ownership of a Share for the Purpose of Voting at the General Meeting), 5760-2000 (the "**Proof of Ownership Regulations**"), a shareholder to whose credit a share is registered with a member of the Tel Aviv Stock Exchange Ltd. (the "**Stock Exchange**"), and such share is included among the shares registered in the shareholders register in the name of a nominee company, shall deliver to the Company a certificate regarding its ownership of the share as of the Record Date, in accordance with the form set forth in the schedule to the Proof of Ownership Regulations, or, alternatively, shall send the Company an ownership certificate through the electronic voting system (as defined below).

3.3. Shareholders may 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 their ownership of the shares in accordance with the Proof of Ownership Regulations. The document appointing a proxy to vote (the "**Proxy** ") shall be made in writing and signed by the appointing party or by a person authorized to do so in writing, and if the appointing party is a corporation, the Proxy shall be made in writing and signed in a manner binding upon the corporation. The appointment of a proxy shall be valid only if the Proxy for the Meeting was deposited at the Company's offices at least 48 hours before the time of the Meeting or the Adjourned Meeting (as applicable).

4. **Voting by Means of a Voting Form or by Means of an Electronic Voting System**

A shareholder may vote by means of a Voting Form with respect to the items detailed in Section A on the agenda above (the "**Voting Form**"), or (with respect to unregistered shareholders) by means of an electronic voting system operating pursuant to Sub-Chapter B of Chapter 7'2 of the Securities Law, 5728-1968 (the "**Securities Law**" and the "**Electronic Voting System**", respectively).

4.1. **Voting by Means of a Voting Form**

(1) The text of the Voting Form and the position notices, to the extent there are any (as defined in Section 88 of the Companies Law), may be found on the distribution site of the Israel Securities Authority, at: http://www.magna.isa.gov.il/, and on the website of the Stock Exchange, at: maya.tase.co.il (the "**Distribution Sites**").

(2) A shareholder who wishes to vote by means of a Voting Form shall indicate the manner of his vote on the second part of the Voting Form and deliver it to the Company or send it by registered mail together with an ownership certificate.

(3) A shareholder may contact the Company directly and receive from it the text of the Voting Form and the position notices (to the extent there are any).

(4) A TASE member shall send, no later than five days after the Record Date, free of charge, by e-mail, a link to the text of the Voting Form and the position notices (to the extent there are any), as published on the Distribution Sites, to every unregistered shareholder holding securities through it, unless the shareholder has notified the TASE member that he is not interested in receiving such a link or has notified that he wishes to receive voting forms by mail for a mailing fee only.

(5) A vote by means of a Voting Form shall be valid only if: (a) in the case of an unregistered shareholder – an ownership certificate is attached to the Voting Form, or an ownership certificate is sent to the Company through the Electronic Voting System; (b) in the case of a shareholder registered in the Company's books – a copy of an identity card, passport, or certificate of incorporation, as applicable, is attached to the Voting Form.

(6) A shareholder whose shares are registered with a TASE member is entitled to receive the ownership certificate from the TASE member through which he

holds his shares, at a branch of the TASE member or by mail to his address for a mailing fee only, if he so requests, provided that the request was given in advance with respect to a specific securities account.

(7) **The Last Date for Delivery of a Voting Form (including the documents to be attached thereto, including an ownership certificate, as detailed above and in the Voting Form):** is up to four (4) hours before the time of the Meeting. For this purpose, the date of delivery is the date on which the Voting Form and the documents to be attached thereto arrived at the Company's offices.

(8) A shareholder wishing to participate and vote at the Meeting without attending the place where the Meeting is convened may deposit with the Company a proxy for participation and voting at the Meeting at least 48 hours before the time set for its convening, at the Company's offices at 144 Menachem Begin Street, Tel Aviv.

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

4.2. **Voting by Means of the Electronic Voting System**

(1) An unregistered shareholder may instruct that his ownership certificate be transmitted to the Company through the Electronic Voting System.

(2) The TASE member shall enter into the Electronic Voting System a list containing the details required under Section 44K4(a)(3) of the Securities Law with respect to each of the unregistered shareholders holding securities through it as of the Record Date (the "**List of Persons Entitled to Vote in the System**"), provided that a TASE member shall not include in the List of Persons Entitled to Vote in the System a shareholder who notified it, by 12:00 p.m. on the Record Date, that he is not interested in being included in the List of Persons Entitled to Vote in the System, pursuant to Regulation 13(d) of the Written Voting Regulations.

(3) A TASE member shall transmit, as promptly as possible after receiving confirmation from the Electronic Voting System of the proper receipt of the List of Persons Entitled to Vote in the System (the "**List Delivery

Confirmation"), to each of the shareholders listed in the List of Persons Entitled to Vote in the System who receive notices from the TASE member by electronic means or through communication systems linked to the Stock Exchange's computer, the details required for voting in the Electronic Voting System.

(4) A shareholder appearing in the List of Persons 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) **The Last Date for Voting through the Electronic Voting System:** up to six (6) hours before the time of the Meeting, after which the Electronic Voting System will close (the "**System Closing Time**"). Voting through the Electronic Voting System may be changed or cancelled until the System Closing Time.

4.3. 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 Section 268 of the Companies Law, is entitled, in person or through a proxy on his behalf, to review, at the Company's registered offices, during customary business hours, the voting forms and the voting records through the Electronic Voting System that have reached the Company, as detailed in Regulation 10 of the Written Voting Regulations.

As of the date of this report: (a) the number of shares constituting five percent (5%) as aforesaid 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.

4.4. In accordance with the provisions of Section 83(d) of the Companies Law, to the extent a shareholder votes in more than one manner, his later vote shall be counted. For this purpose: (a) the date of voting by means of a Voting Form shall be deemed to be the date appearing on the Voting Form; (b) a vote by a shareholder in person or through a proxy shall be deemed later than a vote by means of a Voting Form or by means of the Electronic Voting System.

4.5. **<u>The Last Date for Submitting Position Notices to the Company</u>**: up to ten (10) days before the date of the Meeting, Sunday, August 16, 2026. **<u>The Last Date for Submitting the Board of Directors' Response to Position Notices</u>**: up to five (5) days before the date of the Meeting, Friday, August 21, 2026.

5. **<u>Shareholder Rights and Changes to the Agenda</u>**

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, in accordance with Section 66(b) of the Companies Law and Regulation 5A of the Notice and Advertisement Regulations, must be submitted to the Company within seven days after the date of publication of this report. To the extent requests to include an item on the agenda of the Meeting are submitted to the Company, it is possible that additional items will be added to the agenda as a result.

In accordance with the provisions of the Notice and Advertisement Regulations, the Company will be entitled to make changes to the agenda, including the addition of an item to the agenda, and position notices may also be published in connection with the resolutions on the agenda.

To the extent such changes are made or position notices are published, they may be reviewed in the Company's current filings on the distribution sites. An amended Voting Form, to the extent required following changes in the resolutions on the agenda, will be published by the Company on the distribution site concurrently with the publication of the changes to such resolutions, no later than the dates set forth in Regulations 5A and 5B of the Notice and Advertisement Regulations.

The publication of the updated agenda shall not change the Record Date.

6. **<u>Review of Documents</u>**

The text of the proposed resolutions, the position notices (to the extent submitted to the Company), and the periodic report may be reviewed on the distribution site 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 Street, Tel Aviv, during customary business hours, following prior coordination with Ms. Idit Cohen Badnani (telephone: 03-6796100, e-mail: idit@bcomm.co.il).

7. **Company Representatives for Matters Concerning this Report**

The Company's representatives for matters concerning this immediate report are Adv. Ron Solama and Dana Rosen-Asadon of Shibolet & Co., Advocates and Notaries, of 4 Yitzhak Sadeh Street, Tel Aviv, telephone: 03-3075055; fax: 03-7778444.

B Communications Ltd.[1]

[1] Signed by Mr. Tomer Ravad, CEO of the Company, and Mr. Itzik Tadmor, CFO of the Company.

Appendix B

<u>B Communications Ltd.</u>

(the "Company")

<u>Voting Form for Voting at the Annual and Special General Meeting</u>

Pursuant to the Companies Regulations (Written Voting and Position Notices), 5766-2005 (the "Written Voting Regulations")

<u>Part A</u>

Name of the Company: B Communications Ltd.

Type of Meeting: Annual and Special General Meeting.

Date of the Meeting: Wednesday, August 26, 2026, at 12:00 p.m.

Place of the Meeting: the Company's offices at 144 Menachem Begin Street, Tel Aviv.

If, half an hour after the time set for the Meeting, no legal quorum is present, the Meeting would be held on Wednesday, September 2, 2026, at the same place and time.

1. **<u>Details of the Items on the Agenda in Respect of Which a Vote May Be Cast Using this Voting Form and a Summary of the Proposed Resolutions</u>**

   1.1. **<u>Reappointment of the Company's Auditor and Authorization of the Company's Board of Directors to Determine its Fee</u>**

   Reappointment of Somekh Chaikin, KPMG, as the Company's auditor from the date of convening of the Meeting until the Company's next Annual General Meeting, and authorization of the Company's Board of Directors to determine the fee of the auditor in accordance with the recommendation of the Audit Committee, in light of the nature and scope of the services to be provided by it to the Company.

   <u>Summary of the Proposed Resolution:</u>

   "To reappoint Somekh Chaikin, KPMG, as the Company's auditor from the date of convening of the Meeting until the Company's next Annual General Meeting, and to authorize the Company's Board of Directors to determine the fee of the auditor in accordance with, and in light of, the nature and scope of the services to be provided by it to the Company."

1.2. **<u>Approval of the Conferral of All Powers Vested in the Board of Directors and the CEO of the Company upon Mr. Tomer Ravad, Serving as Trustee for the Implementation of the Company's Voluntary Liquidation Process</u>**

It is proposed to approve the conferral of all powers vested in the Board of Directors (including the powers of the Board's committees) and the CEO of the Company upon Mr. Tomer Ravad, the trustee for the Company's voluntary liquidation process, in addition to the powers already approved for him at the December Meeting.

<u>Summary of the Proposed Resolution:</u>

"To approve the conferral of all powers vested in the Board of Directors (including the powers of the Board's committees) and the CEO of the Company upon Mr. Tomer Ravad, serving as trustee for the implementation of the Company's voluntary liquidation process."

2. **<u>The Place and Time at Which the Full Text of the Proposed Resolution May Be Reviewed</u>**

The text of the proposed resolutions, the position notices (to the extent submitted to the Company), and the periodic report may be reviewed on the distribution site 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 Street, Tel Aviv, during customary business hours, following prior coordination with Ms. Idit Cohen Badnani (telephone: 03-6796100, e-mail: idit@bcomm.co.il).

3. **<u>Required Majority</u>**

3.1. In order to approve each of the items detailed in Sections 1.1 and 1.2 above (reappointment of the Company's auditor and authorization of the Company's Board of Directors to determine its fee, and the conferral of all powers vested in the Board of Directors and the CEO of the Company upon Mr. Tomer Ravad, serving as trustee for the implementation of the Company's voluntary liquidation process) an ordinary majority of the shareholders present and participating in the vote (whether directly or indirectly by proxy) is required, and abstaining votes shall not be counted in such tally of votes.

It is noted that, as of the date of publication of this report, the controlling shareholders of the Company, Searchlight II BZQ L.P and T.N.R Investments Ltd., together hold approximately 79.19% of the issued and paid-up share capital of the Company, and therefore their holdings entitle them to the majority required to approve the items detailed in Sections 1.1 and 1.2 above.

4. **Entitlement to Participate in the Vote:**

   The record date for determining entitlement to vote at the shareholders meeting is July 27, 2026 (the "**Record Date**").

5. **Validity of the Voting Form**: This Voting Form shall be valid only if accompanied by an ownership certificate of the unregistered shareholder, or a copy of the identity card, passport, or certificate of incorporation, if the shareholder is registered in the Company's books. This Voting Form, together with the documents to be attached thereto as stated above, must be delivered to the Company no later than four (4) hours prior to the time of voting.[1]

6. **Electronic Voting System**: An unregistered shareholder may vote through the electronic voting system. Voting through the electronic voting system will be possible up to six (6) hours prior to the time set for convening the Meeting (the "**System Closing Time**").

7. **Address for Delivery of the Voting Form and Position Notice:** the Company's offices, at the address set forth above.

8. **The Last Date for Submitting a Position Notice to the Company**: up to ten (10) days prior to the date of the Meeting.

9. **The Last Date for Submitting the Board of Directors' Response to Position Notices:** up to five (5) days prior to the date of the Meeting.

10. **The Last Date on Which the Company Will Deliver an Amended Voting Form, if the Addition of an Item to the Agenda Is Requested:** on the date of publication of the report by the Company on the distribution site of the Israel Securities Authority.

11. **Addresses of the Distribution Site and the Stock Exchange Website Where the Voting Form and Position Notices May Be Found**

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

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

12. **Indication of Manner of Voting:** A shareholder shall indicate the manner of his vote regarding the item on the agenda in respect of which a vote may be cast using this Voting Form, in the second part of the Voting Form.

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[1] An unregistered shareholder is a person to whose credit a share is registered with a TASE member, and such share is included among the shares registered in the shareholders register in the name of a nominee company.

13. **Receipt of Ownership Certificates, Voting Form and Position Notice:**

13.1. A shareholder is entitled to receive the ownership certificate at a branch of the TASE member or by mail to his address, for a mailing fee only, if he so requests. Such a request shall be given in advance with respect to a specific securities account.

13.2. An unregistered shareholder1 is entitled to receive, by e-mail and free of charge, a link to the text of the Voting Form and the position notices on the distribution site of the Israel Securities Authority, from the TASE member through which he holds his shares, unless he has notified the TASE member that he is not interested in receiving such a link or that he wishes to receive voting forms by mail for a fee; a notice regarding voting forms shall also apply with respect to the receipt of position notices.

13.3. One or more shareholders holding shares constituting five (5) percent 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 Section 268 of the Companies Law, is entitled, after the convening of the General Meeting, in person or through a proxy on his behalf, to review the voting forms as detailed in Regulation 10 of the Written Voting Regulations, at the Company's registered offices, on Sundays through Thursdays, during customary business hours.

(a) The number of shares constituting five percent (5%) as aforesaid 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.

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, in accordance with Section 66(b) of the Companies Law and Regulation 5A of the Notice and Advertisement Regulations, must be submitted to the Company within seven days after the date of publication of this report. To the extent requests to include an item on the agenda of the Meeting are submitted to the Company, it is possible that additional items will be added to the agenda as a result.

13.5. In accordance with the provisions of the Notice and Advertisement Regulations, the Company will be entitled to make changes to the agenda, including the addition of an item to the agenda, and position notices may also be published in connection with the resolutions on the agenda.

13.6. To the extent such changes are made or position notices are published, they may be reviewed in the Company's current filings on the distribution sites. An amended Voting Form, to the extent required following changes in the resolutions on the agenda, will be published by the Company on the distribution site concurrently with the publication of the changes to such resolutions, no later than the dates set forth in Regulations 5A and 5B of the Notice and Advertisement Regulations.

The publication of the updated agenda shall not change the Record Date.

Part B

Name of the Company: B Communications Ltd.;

Company Number: 512832742.

Type of Meeting: Annual and Special General Meeting.

Date of the Meeting: Wednesday, August 26, 2026, at 12:00 p.m.

Place of the Meeting: the Company's offices at 144 Menachem Begin Street, Tel Aviv. If, half an hour after the time set for the Meeting, no legal quorum is present, the Meeting shall be adjourned to Wednesday, September 2, 2026, at the same place and time.

Address for Delivery and Mailing of Voting Forms: 144 Menachem Begin Street, Tel Aviv.

Record Date: Monday, July 27, 2026.

Details of the Shareholder:

Name of Shareholder: ____________ **ID No**.: ____________; if the shareholder does not have an Israeli identity card – **Passport No.:** ____________; **Country of Issue:** ____________ **Valid Until:** ____________; if the shareholder is a corporation – **Corporation No.:** ____________ **Country of Incorporation:** ____________.

Manner of Voting:

Item on the Agenda	Manner of Voting[2]		
	For	Against	Abstain
Item 1 – To reappoint Somekh Chaikin, KPMG, as the Company's auditor from the date of convening of the Meeting until the Company's next Annual General Meeting, and to authorize the Company's Board of Directors to determine the fee of the auditor in light of the nature and scope of the services to be provided by it to the Company.			
Item 2 – To approve the conferral of all powers vested in the Board of Directors (including the powers of the Board's committees) and the CEO of the Company upon Mr. Tomer Ravad, serving as trustee for the implementation of the Company's voluntary liquidation process.			

____________________ ____________________

(Date) (Signature of Shareholder)

For shareholders holding shares through a TASE member (pursuant to Section 177(1) of the Companies Law) – this Voting Form is valid only when accompanied by an ownership certificate, except in cases where the vote is cast through the electronic voting system.

For shareholders registered in the Company's shareholders register – the Voting Form is valid when accompanied by a copy of the identity card/passport/certificate of incorporation.

[2] Failure to mark shall be deemed an abstention from voting on the item.