

**PARTNER COMMUNICATIONS COMPANY LTD.**

**NOTICE OF**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that a general meeting of shareholders constituting an Extraordinary General Meeting (the “**EGM**”) of Partner Communications Company Ltd. (the “**Company**”, “**Partner**” or “**we**”) will be held on May 6, 2018 at 14:00 (Israel time), at our offices, 8 Ha'amal Street, Rosh Ha'ayin, Israel or at any adjournment thereof.

It is proposed at the EGM to adopt the following resolution:

- (1) to approve the appointment of Mr. Jonathan Kolodny as a new external director (*Dahatz*) and to approve his remuneration, insurance, indemnification and release.

The vote of the holders of a majority of the Ordinary Shares participating in the EGM and voting on the matter is required for the approval of item 1 on the agenda, provided, that one of the following conditions is fulfilled: (i) the majority of votes in favor of the matter shall include at least a majority of the votes of shareholders not constituting Controlling Parties (as stated in the Israeli Companies Law (1999), as amended (the “**Israeli Companies Law**”), including section 268 thereof, “**Controlling Parties**”) in the Company, or those having a Personal Interest (as defined in the Israeli Companies Law, a “**Personal Interest**”) in the approval of the pertinent item, participating in the vote; which votes shall not include abstaining votes; or (ii) the total number of objecting votes of the shareholders mentioned in clause (i) does not exceed 2% of the total voting rights in the Company.

Only shareholders of record at the close of business on March 28, 2018 (the “**Record Date**”) will be entitled to participate in and vote at the EGM, subject to the restrictions in the Company's Articles of Association, as set forth in the attached Proxy Statement. All shareholders are cordially invited to attend the EGM in person.

The Israeli Companies Regulations (Deeds of Vote and Position Notices) (2005), as amended, state that shareholders who will not attend the EGM in person may vote with respect to the items on the agenda by completing the second part of the Hebrew form of the Deed of Vote (*ktav hatzba'a*). For the shareholders' convenience an English convenience translation of the Deed of Vote is included. Under such regulations, the shareholders may also submit a position notice (*hoda'at emda*) to the Company's offices (envelope marked clearly as “position notice”, to the Company Secretary, at the address stated above) in respect of the items on the agenda, no later than ten (10) days before the EGM meeting date (April 26, 2018). The deadline for submission of the Board of Directors' response to such position notices is May 1, 2018. Changes to the EGM agenda may be made after the filing of the Deed of Vote, including by adding an item to the agenda following a shareholder request (in accordance with Section 66(b) to the Israeli Companies Law) submitted to the Company no later than March 21, 2018 (seven (7) days following the date of filing the

attached Proxy Statement), all in accordance with an amendment to the Israeli Companies Regulations (Notice and advertisement regarding a general meeting and a class meeting in a public company and the addition of an item to the agenda) (2000). In such case, the Company will file an amended agenda and an amended Deed of Vote no later than March 28, 2018. The filing of an amended agenda will not require the change of the Record Date as set forth above and in the attached Proxy Statement. The Hebrew form of the Deed of Vote, the amended agenda and the amended Deed of Vote (both, if any) and position notices are or will be available on the websites: [www.magna.isa.gov.il](http://www.magna.isa.gov.il) or [www.maya.tase.co.il](http://www.maya.tase.co.il); and an English convenience translation of the documents is available on Form 6-K at the U.S. Securities and Exchange Commission's EDGAR System <http://www.sec.gov/edgar.shtml>.

Shareholders who will not attend the EGM in person are requested to complete, date and sign the aforementioned form of Deed of Vote distributed herewith (or the amended Deed of Vote, if any) (either the Hebrew or the English version) and to return it promptly (and in any event at least four (4) hours prior to the time of the EGM) to the Company at its address above or use the electronic voting system for shareholder meetings of publicly listed Israeli companies via its MAGNA system, following a registration process, no later than four (4) hours before the time fixed for the EGM. The shareholders are requested to vote only once, either by sending the Deed of Vote (the Hebrew version or the English version, but not both) or by electronic voting. If a shareholder votes both ways, the vote shall be disqualified.

The Company's Articles of Association also allow shareholders registered in the Company's Shareholders Register to appoint a proxy to vote in their stead (whether personally or by means of a Deed of Vote) at the EGM, by means of a Deed of Authorization in the form attached to this Proxy Statement, so long as the Deed of Authorization is delivered to the Company at least four (4) hours prior to the time of the EGM. Shareholders may revoke their Deeds of Authorization by a written notice received at the Company's offices prior to the commencement of the EGM, and vote their shares in person.

Two or more shareholders holding Ordinary Shares conferring in the aggregate at least one-third of our voting rights, present in person or by proxy at the EGM, or who have delivered to us a Deed of Vote, will constitute a lawful quorum at the EGM. Should no lawful quorum be present one half hour following the time set for the EGM, the EGM shall be adjourned to Sunday, May 13, 2018, at the same time and place.

A shareholder is entitled to contact the Company directly and receive the text of the Deed of Vote (*ktav hatzba'a*) (or the amended Deed of Vote, if any) and the Position Notices (*hodaot emda*) (if any).

A shareholder, whose shares are registered with a member of the Tel-Aviv Stock Exchange Ltd. (the "**Exchange**"), is required to prove his share ownership to vote at the EGM. Such shareholder shall provide the Company with an ownership certificate (as of the Record Date) from that Exchange member and is entitled to receive the ownership certificate in the branch of the Exchange member or by mail to his address (in consideration of mailing fees only), if the shareholder so requested. Such a request will be made in advance for a particular securities account.

A shareholder, whose shares are registered with an Exchange member, is entitled to receive from the Exchange member who holds the share on the shareholder's behalf, by e-mail, for no charge, a link to the text of the Deed of Vote (or the amended Deed of Vote, if any) and to the Position Notices (if any) posted on the Israel Securities Authority website, unless the shareholder notified that he is not so interested; provided, that the notice was provided with respect to a particular securities account, prior to the Record Date.

Copies of the proposed resolutions are available at our offices, 8 Ha'amal Street, Rosh Ha'ayin, Israel, every business day from 9 a.m. to 5 p.m. (Israel time), following prior coordination at telephone number +972-54-7814191.

**By Order of the Board of Directors**

Hadar Vismunski-Weinberg, Adv.

*Company Secretary*

**PARTNER COMMUNICATIONS COMPANY LTD.**

**8 Ha'amal Street**

**Rosh Ha'ayin 4810302, Israel**

**PROXY STATEMENT**

This Proxy Statement is furnished to the holders of Ordinary Shares, par value NIS 0.01 per share (the “**Ordinary Shares**”), including holders of American Depositary Shares (each representing one Ordinary Share, the “**ADSs**”) of Partner Communications Company Ltd. (the “**Company**”, “**Partner**” or “**we**”) in connection with the solicitation by the Board of Directors of proxies for use at a general meeting of shareholders constituting an Extraordinary General Meeting (the “**EGM**”), to be held on Sunday, May 6, 2018 commencing at 14:00 (Israel time), at our offices, 8 Ha'amal Street, Rosh Ha'ayin, Israel, or at any adjournment thereof.

It is proposed at the EGM to adopt the following resolution:

- (1) to approve the appointment of Mr. Jonathan Kolodny as a new external director (*Dahatz*) and to approve his remuneration, insurance, indemnification and release.

A form of a Deed of Vote (Hebrew and English versions) for use at the EGM (either the Hebrew or the English version) is distributed herewith (or an amended Deed of Vote (if any) will be filed). The Deed of Vote shall also be deemed as a Deed of Vote (*Ktav Hatzba'a*) under the Israeli Companies Law (1999), as amended (the “**Israeli Companies Law**”) and Israeli Companies Regulations (Deeds of Vote and Position Notices) (2005), as amended. Shareholders may withdraw their Deed of Vote by contacting the Company at its address above and duly proving their identity, at least 24 hours prior to the EGM and vote their shares in person. Ordinary Shares represented by any Deed of Vote in the Hebrew or the English version distributed herewith (or the amended Deed of Vote, if any), if properly executed and delivered to the Company at the address above at least four (4) hours prior to the time of the EGM or if voted electronically, no later than four (4) hours before the time fixed for the EGM, will be voted as indicated on the form.

In parallel to distribution of this Notice and Proxy Statement, the aforementioned Hebrew version of the Deed of Vote (*ktav hatzba'a*) per Israeli requirements and an English version of the Deed of Vote will be distributed among the shareholders. The shareholders are requested to send only one version of the Deed of Vote (the Hebrew version or the English version, but not both). If both versions will be sent by shareholders, in case of contradiction between the two versions (as determined by the Company Secretary), the vote shall be disqualified.

Proxies for use at the EGM are being solicited by the Board of Directors of the Company. Only shareholders of record at the close of business on March 28, 2018 will be entitled to participate in and vote at the EGM. Proxies are being distributed to shareholders on or about March 14, 2018; however, certain of our officer holders, directors, employees and agents, none of whom will receive additional compensation therefor, may solicit proxies by telephone, e-mail or other personal contact. Partner

will bear the cost of the solicitation of the proxies by the Board of Directors, including postage, printing and handling, and will reimburse the reasonable expenses of brokerage firms and others for forwarding material to beneficial owners of Ordinary Shares.

On March 13, 2018, the Company had outstanding 169,760,736 Ordinary Shares, excluding 1,335,003 treasury shares. The holder of each Ordinary Share is entitled to one vote upon each of the matters to be presented at the EGM.

Registered joint holders of shares should take note that, pursuant to the Company's Articles of Association, only the first named joint holder of any share shall vote, either in person, by proxy or by Deed of Vote, without taking into account the other registered joint holder(s) of the share. For this purpose, the first named joint holder shall be the person whose name is registered first in the Shareholders Register.

Holders of ADSs are not registered in the Company's Shareholders Register but may instruct the Depositary, Citibank, N.A., as to the exercise of the voting rights pertaining to the Ordinary Shares evidenced by their ADSs in the manner and to the extent provided in the Depositary Agreement governing the ADSs.

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## ITEM 1 –APPOINTMENT OF A NEW EXTERNAL DIRECTOR (*DAHATZ*)

Under the Israeli Companies Law, the Company is required to have at least two External Directors (*Dahatzim*) on its Board of Directors. The candidate, Mr. Jonathan Kolodny, was proposed to serve as an External Director by the Phoenix-Excellence Group, which is an "Interested Party" (as defined in clause (1) of the definition in the Israeli Securities Act (1968) in the Company, and the Company's Board of Directors adopted this proposal.

Mr. Jonathan Kolodny was appointed to the Board of Directors of Partner effective May 6, 2018. Mr. Kolodny has served as the CEO of the Keter Group since 2016. Prior to that, he served from 2013 until 2016 as the CEO of Jardin International Holding. During the years 1994 until 2013, Mr. Kolodny served in various senior positions at McKinsey & Company in their overseas as well as local offices. He serves on the Board of Directors of Keter Group Holding SARL and Sodastream International Ltd. Mr. Kolodny received a B.A. in Computer Science from Harvard College and a Ph.D. in Cognitive Neuroscience from the University of Cambridge. The Audit Committee and Board of Directors determined that the appointment of Mr. Jonathan Kolodny is in the Company's best interest. To the best knowledge of the Company and the Company's Directors, Mr. Jonathan Kolodny is not a "Family Member", (as defined in the Israeli Securities Act (1968), of another Interested Party in the Company.

The Board of Directors has determined that the board should include at least three directors who are "accounting and financial experts" under the Israeli Companies Law and regulations promulgated thereunder. Mr. Jonathan Kolodny was determined by the Board of Directors to be one of the "accounting and financial experts" under the Israeli Companies Law and these regulations. Mr. Jonathan Kolodny also qualifies as an independent director according to the Israeli Companies Law and in accordance with US law.

The Audit Committee and Board of Directors approved and recommended to the shareholders at the EGM to approve, the appointment of Mr. Jonathan Kolodny as an external director (*Dahatz*) for a term of three years, commencing on May 6, 2018. Our Audit Committee and our Board of Directors noted Mr. Kolodny's professional expertise, business knowledge and unique experience along with accounting and financial expertise. In light of his expertise and expected contribution to the work of the Board of Directors and its committees, the appointment as an external director is in the best interest of the Company.

Under the Israeli Companies Law and regulations promulgated under the Israeli Companies Law, the Companies Regulations (Rules for the Compensation and Expenses for an External Director) (2000), as amended (the "**Remuneration Regulations**"), the remuneration we pay our external directors (*Dahatzim*) requires the approval of shareholders. Our Compensation Policy for Office Holders, adopted by our shareholders on September 29, 2016 (the "**Compensation Policy**"), states that our directors shall generally be (i) entitled to remuneration, which includes an annual financial compensation and compensation for participation in meetings, in conformity with the provisions of the Remuneration Regulations, (ii) entitled to reimbursement of expenses, (iii) benefit from our Office Holders' insurance policy and from indemnification and release letters that have been or shall be granted to them, and (iv)

if so determined by the Company and subject to the conditions specified in our Compensation Policy, to certain equity compensation (no equity compensation is proposed hereby).

The Remuneration Regulations allow for several methods of remuneration of the external directors (*Dahatzim*). The Remuneration Regulations also allow for reimbursement of certain expenses to external directors (*Dahatzim*). The Remuneration Regulations recognised the increased burden on, and responsibility of, the external directors (*Dahatzim*). The Remuneration Regulations allow the Company to remunerate the external directors according to the “relative method”, which is relative to the remuneration that a company pays its “other directors”. The term “other directors” is defined in the Remuneration Regulations. It generally includes directors who are not external directors (*Dahatzim*) in that company, controlling party directors, directors holding another position in the company, holding a position in that company's controlling party or in an entity controlled by that controlling party, directors who provide additional services on an ongoing basis to that company, the controlling party or to a company controlled by that company's controlling party or directors who receive other remuneration from that company. We wish to remunerate Mr. Jonathan Kolodny according to the “relative method” of remuneration under the Remuneration Regulations by paying Mr. Jonathan Kolodny the same remuneration that the Company pays its “other directors” and its additional external director (*Dahatz*) (Mr. Barry Ben-Zeev (Woolfson)). Therefore, we wish to pay Mr. Jonathan Kolodny, commencing from the date of his appointment (May 6, 2018), an annual fee of NIS 180,000 (one hundred and eighty thousand NIS) per annum and an attendance fee of NIS 4,000 (four thousand NIS) per meeting, applicable from the fifth meeting per year (100% thereof for participation in person, 60% thereof by means of communication, or 50% thereof in writing), linked to the Israeli Consumer Price Index published for December 2007, but in any event no less than an aggregate amount per annum equal to U.S. \$50,000 (U.S. Dollars fifty thousand) previously approved by the shareholders, (the “**Remuneration**”) plus reimbursement of certain expenses.

The Audit Committee, the Board of Directors and the shareholders of the Company have resolved in 2008 that, in the event that options will be granted to Company directors, the Company will grant options to the Company's external directors in a manner complying with the Remuneration Regulations. Such resolution shall apply to Mr. Jonathan Kolodny, if and to the extent permitted by the Compensation Policy at the relevant time. To date, no options have been granted to any of the Company's directors.

The Compensation Committee and Board of Directors have considered Mr. Jonathan Kolodny's education, qualifications, expertise and professional experience and achievements, the creation of uniformity in the directors' compensation, the advancement of the Company's objectives, its policy from a long-term perspective, the creation of suitable incentives for directors of the Company (considering, *inter alia*, the Company's risk-management policy), the size of the Company and the nature of its operations. The Compensation Committee and Board of Directors have approved and recommended to the shareholders at the EGM to approve, the payment of the Remuneration to Mr. Jonathan Kolodny and the reimbursement of expenses to him as set forth in the Remuneration Regulations. The Compensation Committee and Board of Directors have also approved and recommended to the shareholders at the

EGM to approve, as previously approved by the shareholders, that Mr. Kolodny will benefit from the Company's D&O insurance policy (as in effect from time to time) and from an indemnification and release letter which was approved by the AGM on September 28, 2016, which will continue in full force and effect.

It is proposed that at the EGM the following resolutions be adopted:

- (i) **“RESOLVED:** to appoint Mr. Jonathan Kolodny as an external director (*Dahatz*) of the Company for a term of three years in accordance with the Israeli Companies Law and regulations promulgated thereunder, commencing on May 6, 2018;
- (ii) **RESOLVED:** to approve the payment of the Remuneration and the reimbursement of expenses as set forth in the Remuneration Regulations to Mr. Jonathan Kolodny. In the event that options will be granted to Company directors, the Company will grant options to Mr. Jonathan Kolodny in a manner complying with the Remuneration Regulations, if and to the extent permitted by our Compensation Policy at the relevant time. Mr. Kolodny will benefit from the Company's D&O insurance policy (as in effect from time to time) and from an indemnification and release letter which was approved by the AGM on September 28, 2016; and
- (iii) **RESOLVED:** these resolutions are in the best interest of the Company.”

The vote of the holders of a majority of the Ordinary Shares participating in the EGM and voting on the matter is required for the approval of item 1 on the agenda provided, that one of the following conditions is fulfilled: (i) the majority of votes in favor of the matter shall include at least a majority of the votes of shareholders not constituting Controlling Parties (as stated in the Israeli Companies Law, including section 268 thereof, **“Controlling Parties”**) in the Company, or those having a Personal Interest (as defined in the Israeli Companies Law, a **“Personal Interest”**) in the approval of this item, participating in the vote; which votes shall not include abstaining votes; or (ii) the total number of objecting votes of the shareholders mentioned in clause (i) does not exceed 2% of the total voting rights in the Company.

A shareholder shall notify the Company at the address above at least four (4) hours prior to the time of the EGM, whether the shareholder is a Controlling Party in the Company or the shareholder has a Personal Interest in the approval of item 1 on the agenda or not, as a condition for that shareholder's right to vote and be counted with respect to this item. A shareholder voting, by means of a Deed of Vote, may include said notice regarding his Controlling Party Interest or his Personal Interest on the Deed of Vote (to be submitted to the Company at least four (4) hours prior to the time of the EGM or if voted electronically, no later than four (4) hours before the time fixed for the EGM).

**The Board of Directors recommends a vote FOR approval of these proposed resolutions.**



## **RESTRICTIONS ON VOTING RIGHTS**

Partner conducts its operations pursuant to licenses granted to Partner, directly or indirectly, by the Minister of Communications of the State of Israel (including the License). Partner's Articles of Association and, with respect to shareholders other than shareholders of Partner prior to its public offering, the License contains provisions that may cause the suspension of voting rights of the holders of Ordinary Shares or ADSs if such voting rights would breach the ownership limits contained in the License. These limits prohibit the transfer or acquisition of 10% or more of Partner's means of control and acquisition of control of the Company without the consent of the Minister of Communications of Israel, and restrict cross-control and cross-ownership of other mobile telephone operators in Israel, and shareholdings and agreements which may reduce or harm competition. Ordinary Shares or Ordinary Shares represented by ADSs held in breach of these limits may be considered dormant shares. Notwithstanding anything to the contrary in this Proxy Statement, dormant shares will not bear any rights to which the holders would otherwise be entitled, other than the right to receive dividends and other distributions to shareholders (including the right to participate in rights offerings). Specifically, the holders of dormant shares will not have voting rights with respect to their dormant shares, nor will they have the right to participate in general meetings of shareholders. Under certain licenses granted, to Partner, directly or indirectly, approval of, or notice to, the Minister of Communications of the State of Israel may be required for holding of 5% or more of Partner's means of control.

Any shareholder seeking to vote at the EGM must notify the Company prior to the vote, or indicate on the Deed of Vote (if a shareholder is seeking to vote by Deed of Vote), or indicate on the Deed of Authorization (if a shareholder is seeking to appoint a proxy by a Deed of Authorization), if any of the shareholder's holdings in Partner or the shareholder's vote require the consent of the Minister of Communications due to a breach by the shareholder of the restrictions on the transfer or acquisition of means of control or acquisition of control of Partner, or the provisions regarding cross-ownership or cross-control of other mobile telephone operators in Israel, in each case as specified in Sections 21 and 23 of the License (a translation of Sections 21-24 of the License is attached hereto as Annex "A"). If a shareholder does not provide such notification, the shareholder shall not vote and, if the shareholder has voted, his vote shall not be counted.

**By Order of the Board of Directors**

Hadar Vismunski-Weinberg, Adv.  
*Company Secretary*

Dated: March 14, 2018

## **Annex “A”**

### **Translation of Sections 21-24 of the License**

#### **Transfer of Means of Control**

- 21.1 A holding of ten percent (10%) or more of any of the Means of Control in the Licensee will not be transferred, either directly or indirectly, either all at once or in parts, unless given the Minister's prior written consent.
- 21.2 None of the said Means of Control, or a part of them, in the Licensee, may be transferred in any way, if as a result of the transfer, control in the Licensee will be transferred from one person to another, unless given the Minister's prior written consent.
- 21.3 No control shall be acquired, either direct or indirect, in the Licensee, and no person, whether on his/her own or together with his/her relative or with those acting with him/her on a regular basis, shall acquire in it ten percent (10%) or more of any of the Means of Control in the Licensee, whether all at once or in parts, unless given the Minister's prior written consent.
- 21.4 <sup>1</sup>Cancelled
- 21.5 <sup>2</sup>Despite the provisions of sub-clauses 21.1 and 21.3 above, should there occur a transfer or purchase of a percentage of Tradable Means of Control in the Licensee requiring consent under clauses 21.1 and 21.3 (other than a transfer of purchase that results in a transfer of control), without the Minister's consent having been sought, the Licensee shall report this to the Minister in writing, and shall make an application to the Minister to approve the said transfer or purchase of the Means of Control in the Licensee, within 21 days of the date on which the Licensee became aware of such.

In this Clause 21, “**Tradable Means of Control**” – Means of Control, including Global or American Depositary Shares (GDR's or ADR's), or similar certificates, registered for trading on the securities exchange in Israel or overseas, and offered to the public by prospectus, or held by the public in Israel or overseas.

- 21.6 Neither the entry into an underwriting agreement relating to the issue or sale of securities to the public, the registration for trading on the securities exchange in Israel or overseas, nor the deposit or registration of securities with a registration company or with a depository agent or a custodian for the purpose of registration of GDRs or ADRs or similar certificates relating to the issue or

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<sup>1</sup> Amendment No. 52

<sup>2</sup> Amendment No. 3

sale of securities to the public shall in and of themselves be considered as a transfer of Means of Control in the Licensee<sup>3</sup>.

- 21.7 (a) Irregular Holdings shall be noted in the Licensee's members register (the list of shareholders) stating the fact that they are irregular, immediately upon the Licensee's becoming aware of this, and a notice of the registration shall be given by the Licensee to the holder of such Irregular Holding and to the Minister.
- (b) Irregular Holdings, noted as aforesaid in clause 21.7(a), shall not provide the holder with any rights, and shall be "dormant shares" as defined in Section 308 of the Companies Law 5759-1999, except in the case of the receipt of a dividend or any other distribution to shareholders (especially the right to participate in an allotment of rights calculated on the basis of holdings of Means of Control in the Licensee, although holdings accumulated as aforesaid shall also be considered as Irregular Holdings), and therefore no action or claim of the activation of a right by virtue of the Irregular Holdings shall have any force, except in the case of the receipt of a dividend or any other distribution as aforesaid.

Without derogating from the generality of the above:

- (1) A shareholder who takes part in a vote during a meeting of shareholders shall advise the Licensee prior to the vote, or in the case of documentary voting on the voting document, whether his holdings in the Licensee or his voting require consent under clauses 21 and 23 of the License or not; where a shareholder does not so advise, he may not vote and his vote shall not count.
- (2) No director of the Licensee shall be appointed, elected or transferred from office by virtue of an Irregular Holding; should a director be appointed, elected or transferred from office as aforesaid, the said appointment, election or transfer, as the case may be, shall be of no effect.
- (3) Irregular Holdings shall not provide voting rights in the general meeting;

For the purposes of this clause:

**"Irregular Holdings"** – the holding of Tradable Means of Control without the Minister's consent as required under clause 23, and all holdings of a person holding Tradable Means of Control acting contrary to the provisions of clause 24; for so long as the Minister's consent under clause 21 has been sought but not yet granted, or whilst there is a situation of breach of the provisions of clauses 23 or 24.

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<sup>3</sup> Amendment No. 4

- (c) The provisions of clause 21.7 shall be included in the Articles of Association of the Licensee, including the provisions of clause 21.9, *mutatis mutandis*.

- 21.8 For so long as the Articles of Association of the Licensee provide as set out in clause 21.7, and the Licensee acts in accordance with the provisions of clauses 21.5 and 21.7, and for so long as none of the holdings of Founding Shareholders or their Substitutes<sup>4</sup> reduces to less than 26%<sup>5 6 7</sup> of all Means of Control in the Licensee immediately prior to the listing of the shares for trade, and for so long as the Articles of Association of the Licensee provide that a majority of the voting power in the general meeting of the Licensee may appoint all members of the Board of Directors of the Licensee, other than external directors required by any law and/or the relevant Exchange Rules, the Irregular Holdings shall not, in and of themselves, give rise to a cause for the cancellation of the Licensee. For the purpose of this article: "Founding Shareholders or their Substitutes"- Matbit Telecommunications Systems Ltd., Advent Investment Pte Limited, Matav Investments Ltd and Tapuz Cellular Systems limited Partnership as well as any other entity that one of them has transferred the Means of Control in the Licensee to, with the Minister's consent, before 4.7.2004 (each of the above entities shall be termed "Founding Shareholder"), as well as any other entity that a Founding Shareholder will transfer Means of Control in the Licensee to after 4.7.2004, provided that the Minister gave his written consent that the transferee be considered for this matter as the Founding Shareholder's substitute from the date to be determined by the Minister, including anyone that is an Israel Entity as defined in Article 22A.2, that purchased Means of Control from the Licensee and received the Minister's approval to be considered a founding shareholder or their substitute from the date set by the Minister<sup>8</sup>. Such consent under this article does not exempt the Licensee from the obligation to receive the Minister's consent for every transfer of the Means of Control in the Licensee that requires the Minister's consent in accordance with any other article in the Licensee.<sup>9</sup>
- 21.9 The provisions of clauses 21.5 through 21.8 shall not apply to the founding shareholders or their substitutes.<sup>10</sup>

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<sup>4</sup> Amendment No. 25

<sup>5</sup> Amendment No. 9

<sup>6</sup> Amendment No. 28

<sup>7</sup> Amendment No. 31

<sup>8</sup> Amendment No. 31

<sup>9</sup> Amendment No. 25

<sup>10</sup> Amendment No. 31

## **22. Placing a Charge on Means of Control**

Any shareholder in the company that holds the License, or a shareholder in an Interested Party in the same company, is not allowed to encumber his/her shares, in a way that the realization of the charge would cause a change in the ownership in ten percent (10%) or more of any of the Means of Control in the Licensee, unless the charge agreement includes a constraint, according to which the charge cannot be realized without prior consent, in writing, by the Minister.

## **22A. Israeli Requirement and Holdings of Founding Shareholders or their Substitutes<sup>11</sup>**

- 22A.1. The total cumulative holdings of the "Founding Shareholders or their Substitutes", as defined in Article 21.8, (including anyone that is an "Israeli Entity" as defined in Article 22.2A below, that purchased Means of Control from the Licensee and received the Minister's approval to be considered a founding shareholder or their substitute from the date set by the Minister), and are bound by an agreement for the fulfillment of the provisions of Article 22A of the License (in this Article they will all be considered "Founding Shareholders or their Substitutes") shall not be reduced to less than 26% of each of the Means of Control in the Licensee.
- 22A.2 The total cumulative holdings of "Israeli Entities", one or more, that are considered as one of the Founding Shareholders or their Substitutes, from the total holdings of Founding Shareholders or their Substitutes as set forth in Article 22A.1 above, shall not be reduced at all times to less than 5% of the total issued share capital and from each of the Means of Control in the Licensee. For this matter, the issued share capital of the Licensee shall be calculated by deducting the number of "Dormant Shares" held by the Licensee.

In this Article-

**"Israeli Entity"**- for an individual-an Israeli citizen or resident of Israel, For a corporation- a corporation that was incorporated in Israel and an individual that is a citizen and a resident of Israel, controls the corporation either directly or indirectly, as long as the indirect control shall be only through a corporation that was incorporated in Israel, one or more. However, for the matter of indirect holdings, the Prime Minister and the Minister of Communications may approve holdings through a corporation that has not been incorporated in Israel, as long as the corporation does not directly hold shares in the Licensee, and only if they are convinced that this will not derogate from the provisions of this article. For this matter, "Israeli citizen"- as defined

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<sup>11</sup> *Amendment No. 31*-Amendment No. 31 will come into effect upon completion of all of the obligations set forth in article 22A and no later than 30 June 2005, in accordance with the Ministry of Communications document 62/05-4031 dated 13 March 2005

in the Nationality Law, 5712-1952; “resident”-as defined in the Inhabitants Registry Law, 5725-1965.

For this matter, "**Dormant Shares**"- as defined in Article 308 of the Companies Law, 5759-1999.

22A.3 At least one tenth (10%) of the members of the Board of Directors of the Licensee shall be appointed by the Israeli Entities as set forth in Article 22A.2. Notwithstanding the above-mentioned, for this matter- if the Board of Directors of the Licensee shall consist of up to 14 members – at least one director shall be appointed by the Israeli entities as set forth in Article 22.2A above, if the Board of Directors of the Licensee shall consist of between 15 and 24 members-at least 2 directors shall be appointed by the Israeli entities as set forth in Article 22.2A above and so on and so forth.

22A.4 The Licensee's Board of Directors shall appoint from among its members that have security clearance and security compatibility to be determined by the General Security Service (hereinafter: “ Directors with Clearance”) a committee to be designated "the Committee for Security Matters", or CSM. The CSM shall consist of at least 4 Directors with Clearance including at least one External Director. Security matters shall be discussed, subject to Article 22A.5, solely by the CSM. A resolution that was adopted or an action that was taken by the CSM, shall have the same effect as a resolution that was adopted or an action that was taken by the Board of Directors and shall be discussed by the Board of Directors only if necessary in accordance with Article 22A.5 and subject to Article 22A.5.

In this article-“security matters”-as defined in the Bezeq Order (Determination of Essential Service Provided by “Bezeq”, the Israeli Telecommunications Company Ltd), 5757-1997, as of March 9, 2005.

22A.5 Security matters that the Board of Directors or the Audit Committee of the Licensee shall be required to consider in accordance with the mandatory provisions of the Companies Law, 5759-1999, or in accordance with the mandatory provisions of any other law that applies to the Licensee shall be discussed, if they need to be discussed by the Board of Directors or the Audit Committee, only in the presence of Directors with Clearance. Directors that do not have security clearance shall not be allowed to participate in this Board of Directors or Audit Committee meeting and shall not be entitled to receive information or to review documents that relate to this matter. The legal quorum for such meetings shall include only Directors with Clearance.

The Licensee may set out in its Articles of Association that an Office Holder, who in the capacity of his position or based on the provisions of the law or the Articles of Association, should have received information or participate in security matter meetings and this was denied him due to Article 22A.5, will be released from any liability for any claim of breach of duty of care towards the Licensee, if the breach of duty of care was a result of his or her inability to participate in the meetings or receive information.

22A.6 The shareholders at a general meeting shall not be entitled to assume, delegate, transfer or exercise any of the authorities granted to another organ in the company, regarding security matters.

22A.7 (a) The Minister shall appoint an observer for the Board of Directors and committee meetings, who has security clearance and security compatibility that will be determined by the General Security Services.

(b) The observer shall be a government employee, qualified to serve as a director, in accordance with Chapter C of the Government Companies Law, 5735-1975.

(c) In addition, and without derogating from any duty imposed on him by any law, the observer shall be bound by confidentiality towards the Licensee, except as the matter may be required to fulfill his responsibilities as an observer. The observer shall not act as an observer or in any other capacity for any entity that deals with the provision of telecommunication services and directly competes with the Licensee, and shall refrain from any conflict of interest between his position as an observer and between the Licensee, excluding conflicts of interest that result from his being a government employee that is fulfilling his responsibilities as an observer with the Licensee. The observer shall undertake towards the Licensee not to serve as an observer or an office holder, and not to fulfill a position or be employed, directly or indirectly by any entity that directly competes with the Licensee or has a conflict of interest with the Licensee, excluding a conflict of interest that results from his being a government employee that is fulfilling his responsibilities as an observer with the Licensee throughout the duration of his position as an observer with the Licensee and for eighteen months after he completes this term.

In any case of a dispute regarding a conflict of interest of the observer, the matter shall be decided by the State Attorney General or a person on his behalf.

(d) Notices to Board of Director and committee meetings, including the CSM, shall be sent to the observer and he shall be entitled to participate as an observer in each such meeting.

(e) The observer's entitlement to receive information from the Licensee, shall be the same as a director. If the Licensee believes that certain information that is sensitive business information is not required by the observer in order to fulfill his duties, the Licensee may delay delivery of such information to the observer and shall inform him accordingly. If the observer believes that he should receive such information, the matter shall be decided by the head of the General Security Services.

(f) If the observer believes that the Licensee adopted or is about to adopt a resolution regarding security matters, contrary to the provisions of the License, contrary to Article 13 of the Law or contrary to the provisions of Article 11 of the General Security Services Law, 5762-2002, he shall immediately notify the Licensee in writing. Such a notice shall be sent to the chairman of the Board of Directors and to the chairman of the CSM and adequate time shall be given,

under the circumstances of the case, to remedy the breach or to change the resolution, if possible.

22A.8 The provisions of Article 22A of the License shall be adopted in the Articles of Association of the Licensee.

## **Section C: Cross-Ownership and Conflict of Interests**

### **23. Prohibition of Cross-Ownership**

- 23.1 The Licensee, an Office Holder or an Interested Party in the Licensee, as well as an Office Holder in an Interested Party in the Licensee, shall not hold, either directly or indirectly, five percent (5%) or more of any Means of Control in a Competing MRT Operator, and shall not serve as an Office Holder in a Competing MRT Operator or in an Interested Party in a Competing MRT Operator; for this matter, “Holding” includes holding as an agent.
- 23.2 Notwithstanding the provisions of Paragraph 23.1, the Minister may, based upon written request, permit an Office Holder in the Licensee to serve as an Office Holder in an Interested Party in a Competing MRT Operator, or permit an Office Holder in an Interested Party in the Licensee to serve as an Office Holder in a Competing MRT Operator or in an Interested Party in a Competing MRT Operator, if he is satisfied, that this will not harm the competition in MRT Services; the Minister may condition the granting of such permit on conditions that the Office Holder must fulfill for prevention of harm to the competition as aforesaid.
- 23.3 Notwithstanding the provisions of Paragraph 23.1, an Interested Party in the Licensee, which is a trust fund, an insurance company, an investment company or a pension fund, may hold up to ten percent (10%) of the Means of Control in a Competing MRT Operator, and an Interested Party in a Competing MRT Operator, which is a trust fund, an insurance company, an investment company or a pension fund, may hold up to ten percent (10%) of the Means of Control in the Licensee, provided it does not have a representative or an appointee on its behalf among the Office Holders of a Competing MRT Operator or of the Licensee, as the case may be, unless it is required to do so by law.
- 23.4 The Licensee, an Office Holder or an Interested Party in the Licensee, as well as an Office Holder in an Interested Party in the Licensee, will not control a Competing MRT Operator, and will not cause it, by any act or omission, to be controlled by a Competing MRT Operator or by an Office Holder or an Interested Party in a Competing MRT Operator, or by an Office Holder in an Interested Party in a Competing MRT Operator, or by a person or corporation that controls a Competing MRT Operator.



23.5 The rate of indirect holding in a corporation will be a product of the percentage of holdings in each stage of the chain of ownership, subject to what is set out in Paragraph 23.6; for example:

- (A) 'A' holds 40% in Company 'B';
- (B) Company 'B' holds 40% in Company 'C';
- (C) Company 'C' holds 25% in Company 'D';
- (D) Therefore, Company 'A' holds, indirectly, 4% of Company 'D'.

23.6 For the matter of this Paragraph and Paragraphs 14.1 (G) (6), (7), (8), (8a), (9) and 21.4, if a certain body (hereinafter: "the Controlling Body") controls another body that has holdings, directly or indirectly, in the Licensee (hereinafter: "the Controlled Body"), the Controlling Body, and also any other body controlled by the Controlling Body, will be attributed with the rate of holdings in the Licensee that the Controlled Body has, directly or indirectly; according to the following examples:

A. Direct holdings:

- (1) 'A' holds 50% in Company 'B', and controls it;
- (2) Company 'B' holds 50% in Company 'C', and controls it;
- (3) Company 'C' holds 10% in the Licensee and does not control it;
- (4) Therefore, notwithstanding that 'A's' holdings in the Licensee in accordance with the instructions of Paragraph 5.6 are 2.5%, 'A' and also any body controlled by 'A' will be deemed as an Interested Party holding 10% in the Licensee.

B. Indirect holdings:

- (1) 'A' holds 50% of Company 'B' and controls it;
- (2) Company 'B' holds 40% of Company 'C' and controls it;
- (3) Company 'C' holds 40% of Company 'D' and does not control it;
- (4) Company 'D' holds 40% of the Licensee and does not control it;
- (5) Therefore, 'A' and any body controlled by 'A' will be regarded as having a holding in the Licensee at the rate of holdings of Company 'C' in the Licensee, which is holdings of 16% (according to the method set out in Paragraph 23.5 for the calculation of the rate of indirect holdings in the absence of control), and in this manner, 'A' and any body controlled by 'A' is an Interested Party in the Licensee.

23.7 If a certain body has indirect holding in the Licensee, through two or more Interested Parties, then for the purpose of its definition as an Interested Party, and for the purpose of determining the rate of holding with regard to this Paragraph, the greatest indirect rate of holding will be taken into account, and also any rate of holding that derives from the chain of holdings through which the said holding body is attributed with the holdings of corporations controlled by it in accordance with the provisions of Paragraph 23.6; the rates of holdings

that derive from two or more chains that will be taken into account as stated above, will be cumulative for the purpose of calculating the rate of holdings.

23.8 The Minister may, in response to a written request, permit an Interested Party in the Licensee to hold, either directly or indirectly, five percent (5%) or more in any of the Means of Control of a Competing MRT Operator, if the Minister is satisfied that this will not harm competition in the MRT field; <sup>12</sup>the Minister may condition the granting of the said permit on a condition that the Interested Party in the Licensee or competing MRT Operator is an Interested Party merely by virtue of the provisions of Article 23.6 .

## **24. Prohibition of Conflict of Interests**

The Licensee, any body in which the Licensee is an Interested Party, an Office Holder in the Licensee or an Interested Party in the company holding the License or an Office Holder in an Interested Party therein, will not be party to any agreement, arrangement or understanding with a Competing MRT Operator, or an Interested Party or an Office Holder in it, or an Office Holder in an Interested Party in a Competing MRT Operator, or any other body in which a Competing MRT Operator is an Interested Party, which are intended to or might reduce or harm competition in anything that pertains to MRT Services, MRT Terminal Equipment or any other Telecommunications Services.

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<sup>12</sup> *Amendment No. 10*

[THIS IS THE HEBREW FORM OF DEED OF VOTE (KTAV HAZTBAA)  
REQUIRED BY ISRAELI LAW. THE CONVENIENCE ENGLISH  
TRANSLATION OF THE DEED OF VOTE IS DISTRIBUTED HEREWITH]

14 במרץ 2018

**חברת פרטנר תקשורת בע"מ**

**כתב הצבעה לפי תקנות החברות (הצבעה בכתב והודעות עמדה), התשס"ו-2005**

**חלק ראשון**

**שם החברה**

חברת פרטנר תקשורת בע"מ ("החברה")

**סוג האסיפה הכללית, המועד והמקום לכינוסה**

אסיפה כללית מיוחדת ("האסיפה") של בעלי מניות החברה אשר תתכנס ביום ראשון, 6 במאי 2018, בשעה 14:00 (שעון ישראל) במשרדי החברה ברחוב העמל 8, ראש העין, ישראל או בכל מועד נדחה של האסיפה. לבירורים ניתן להתקשר לטל': 054-7814191.

על פי חוק החברות, התשנ"ט-1999, כפי שתוקן ("חוק החברות") תקנות החברות (הוכחת בעלות במניה לצורך הצבעה באסיפה הכללית), התש"ס-2000 ותקנות החברות (הצבעה בכתב והודעות עמדה), התשס"ו-2005, כפי שתוקנו (יקראו יחד: "תקנות כתבי הצבעה"), בעלי מניות שלא ישתתפו באסיפה באופן אישי, רשאים להצביע על נושא 1 שעל סדר היום באמצעות כתב הצבעה או באמצעות כתב הצבעה שיועבר במערכת הצבעה אלקטרונית כהגדרתה בתקנות כתבי הצבעה ועל נושאים אלה חלות הוראות המפורטות בחוק החברות ובתקנות כתבי הצבעה ("הליכי הצבעה בכתב").

**להלן פירוט הנושא על סדר היום הכפוף להליכי הצבעה בכתב**

להלן תמצית עיקרי ההחלטות המוצעות לגביהן ניתן להצביע באמצעות כתב ההצבעה:

**1. אישור מינויו של מר ג'ונתן קולודני כדירקטור חיצוני (דח"צ) של החברה, וכן אישור הגמול המשולם לו, פוליסת הביטוח, השיפוי והפטור.**

על פי חוק החברות, על הדירקטוריון לכלול לפחות שני דירקטורים חיצוניים (דח"צים). המועמד, מר ג'ונתן קולודני, הוצע לכהונה כדירקטור חיצוני על ידי קבוצת הפניקס-אקסלנס, המהווים בעלי עניין בחברה, ודירקטוריון החברה אימץ הצעה זו.

בהתאם לכך, ועדת הביקורת והדירקטוריון אישרו והמליצו לבעלי המניות לאשר את מינויו של מר ג'ונתן קולודני כדירקטור חיצוני (דח"צ) של החברה לתקופה של שלוש שנים החל מיום 6 במאי 2018.

ועדת הביקורת והדירקטוריון ציינו את המומחיות, הידע העסקי והניסיון הרב והייחודי של מר קולודני, לצד מומחיות בתחום החשבונאי והפיננסי וכי לנוכח מומחיותו ותרומתו הצפויה לעבודת הדירקטוריון וועדותיו, המינוי לתקופת כהונה כדירקטור חיצוני הנו לטובת החברה.

מר ג'ונתן קולודני ימונה לדירקטוריון החברה, בכפוף לאישור אסיפת בעלי המניות המיוחדת, החל מיום 6 במאי 2018. מר קולודני מכהן כמנכ"ל קבוצת כתר מאז שנת 2016. לפני כן הוא כיהן בין השנים 2013 עד 2016 כמנכ"ל Jardin International Holding. בין השנים 1994 עד 2013 כיהן מר קולודני בתפקידים בכירים שונים ב-Mckinsey & Company במשרדהם בחו"ל וכן במשרד בארץ. הוא מכהן בדירקטוריון של קבוצת כתר אחזקות וסודסטרים אינטרנשיונל בע"מ. מר קולודני הינו בעל תואר B.A. במדעי המחשב ממכללת הרווארד ותואר PhD ב-Neuroscience קוגניטיבי מאוניברסיטת קיימברידג'. ועדת הביקורת והדירקטוריון קבעה כי מינויו של מר ג'ונתן קולודני הינו לטובת החברה. למיטב ידיעת החברה ומנהלי החברה, מר ג'ונתן קולודני אינו "קרוב משפחה" (כהגדרתו בחוק ניירות ערך, התשכ"ח - 1968) של "בעל ענין" אחר (כהגדרתו בסעיף (1) להגדרה בחוק ניירות ערך, התשכ"ח - 1968).

הדירקטוריון קבע כי מר ג'ונתן קולודני הינו בעל מומחיות חשבונאית ופיננסית על-פי חוק החברות והתקנות שהותקנו על פיו. מר קולודני הינו גם דירקטור בלתי תלוי לפי הדין האמריקני ועל פי חוק החברות והתקנות שהותקנו על פיו.

החברה מבקשת לשלם גמול למר ג'ונתן קולודני בשיטת "הגמול היחסי", בהתאם לתקנות החברות (כללים בדבר גמול והוצאות לדירקטור חיצוני), התש"ס-2000, כפי שתוקנו ("תקנות הגמול"), כך שהגמול שישולם למר ג'ונתן קולודני יהא זהה לגמול של ה"דירקטורים האחרים" בחברה והדח"צ הנוסף בחברה (מר בארי בן-זאב (וולפסון)). לפיכך, החברה מעוניינת לשלם למר ג'ונתן קולודני, החל ממועד מינויו (6 במאי 2018), סכום שנתי בגובה 180,000 ₪ וסכום של 4,000 ₪ עבור השתתפות בשיבה, החל מהישיבה החמישית השנתית (100% מסכום זה כאשר ההשתתפות היא פיסית, 60% מסכום זה כאשר ההשתתפות היא באמצעי תקשורת ו-50% מסכום זה כאשר ההשתתפות היא בכתב), צמוד למדד המחירים לצרכן שפורסם בגין חודש דצמבר 2007, ובכל מקרה לא פחות מסכום שנתי כולל השווה ל-50,000 דולר ארה"ב כפי שאושר בעבר על-ידי בעלי המניות ("הגמול"), בתוספת החזר הוצאות מסוימות.

ועדת הביקורת, הדירקטוריון ובעלי המניות של החברה קבעו בשנת 2008, שבמקרה שאופציות תוענקנה לדירקטורים בחברה, החברה תעניק אופציות לדח"צים של החברה על-פי תקנות הגמול. החלטה זו תחול על מר ג'ונתן קולודני, אם וככל שיותר על-פי מדיניות התגמול לנושאי המשרה של החברה שאושרה על-ידי בעלי המניות ביום 29 בספטמבר 2016 ("מדיניות התגמול"), במועד הרלוונטי. נכון להיום, לא הוקצו אופציות לדירקטורים של החברה.

ועדת התגמול והדירקטוריון אישרו, והמליצו לבעלי המניות באסיפה לאשר, כי מר ג'ונתן קולודני ייהנה מפוליסת ביטוח נושאי המשרה של החברה (כפי שתהיה בתוקף מעת לעת), ומכתב השיפוי ופטור בנוסח שאושר על ידי אסיפת בעלי המניות השנתית ביום 29 בספטמבר 2016.

סיכום זה כפוף לתיאור המלא במסמך הזימון לאסיפה.

מוצע שבאסיפה תאומצנה ההחלטות הבאות:

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(i) **הוחלט:** לאשר את מינויו של למר ג'ונתן קולודני כדירקטור חיצוני של החברה, לכהונה בת שלוש שנים, בהתאם לחוק החברות, ותקנות שהותקנו על-פיו החל מיום 6 במאי 2018;

(ii) **הוחלט:** לאשר את תשלום הגמול והחזר ההוצאות בהתאם לתקנות הגמול, למר ג'ונתן קולודני. במקרה שתוענקנה אופציות לדירקטורים בחברה, החברה

תעניק אופציות למר ג'ונתן קולודני על-פי תקנות הגמול, אם וככל שיותר על-ידי מדיניות התגמול שלנו במועד הרלוונטי. למר ג'ונתן קולודני תוענק פוליסת ביטוח נושאי המשרה של החברה (כפי שתהיה בתוקף מעת לעת), וכן כתב שיפוי ופטור.

(iii) **הוחלט:** החלטות אלה הן לטובת החברה."

לפרטים נוספים בדבר הנושא על סדר יום האסיפה ונוסח המלא של ההחלטות, ראו מסמך הזימון לאסיפה (Proxy Statement) מיום 14 במרץ 2018 המופץ במקביל לכתב הצבעה זה.

### **המקום והשעות שניתן לעיין בהם בנוסח המלא של ההחלטות המוצעות**

מסמך הזימון לאסיפה - Proxy Statement (בשפה האנגלית) בעניין האסיפה, המופץ במקביל לכתב הצבעה זה, כולל את הנוסח המלא של ההחלטות המוצעות ויעמוד לעיון במשרדי החברה ברחוב העמל 8, ראש העין, ישראל, בימים א'-ה' בין השעות 00:00-17:00 (שעון ישראל), לאחר תיאום מראש בטלפון 054-7814191, וזאת עד מועד כינוס האסיפה המיוחדת לאישור ההחלטות שעל סדר היום. בנוסף, מסמך ה-Proxy Statement מפורסם באתר ההפצה של המגנא [www.magna.isa.gov.il](http://www.magna.isa.gov.il), באתר הבורסה [www.maya.tase.co.il](http://www.maya.tase.co.il) ובמערכת התיק האלקטרוני EDGAR של הרשות לניירות ערך בארה"ב <http://www.sec.gov/edgar.shtml>. מסמך ה-Proxy Statement כולל מידע נוסף על תוכן כתב הצבעה זה וחשוב שבעלי המניות יעינו גם בו.

### **הרוב הדרוש לקבלת החלטה בכל אחד מן הנושאים על סדר היום**

הרוב הנדרש לקבלת ההחלטות בנושא 1 שעל סדר היום, הכפוף להליכי הצבעה בכתב, הוא רוב קולות בעלי המניות הרגילות, המשתתפים באסיפת בעלי המניות המיוחדת והמצביעים בה, ובלבד שיתקיים אחד מאלה: (i) במניין קולות הרוב ייכלל רוב מכלל קולות בעלי המניות שאינם בעלי שליטה בחברה (כמצוין בחוק החברות, לרבות סעיף 268 לחוק החברות, "בעל שליטה") או בעלי ענין אישי (כמוגדר בחוק החברות, "בעל ענין אישי") באישור נושאים אלה, המשתתפים בהצבעה; במניין כלל הקולות של בעלי המניות האמורים לא יובאו בחשבון קולות הנמנעים; או (ii) סך קולות המתנגדים מקרב בעלי המניות האמורים בפסקת משנה (i) לא עלה על שיעור של 2% מכלל זכויות ההצבעה בחברה.

### **הערה בדבר גילוי זיקה ומגבלות על-פי רישיון החברה**

בחלק השני של כתב הצבעה זה מוקצה מקום לסימון ולפירוט האם בעל מניות הוא בעל ענין אישי בהחלטה, הוא בעל שליטה בחברה, הוא נושא משרה בכירה או הוא משקיע מוסדי (לפי המקרה), כקבוע בחוק החברות ובתקנות כתבי הצבעה. הצבעת בעל מניות שלא יסמן או יפרט כאמור, לא תובא במניין הקולות ביחס להחלטות בנושא 1 שעל סדר היום.

כל בעל מניות נדרש לציין גם האם נדרשת הסכמת משרד התקשורת להחזקת המניות על ידו או להצבעתו, בהתאם לרישיונות פרטנר. הצבעת בעל מניות שלא יסמן כאמור, לא תובא במניין הקולות.

### **תוקף כתב ההצבעה**

לכתב הצבעה של בעל מניות שמניותיו רשומות אצל חבר הבורסה לניירות ערך בתל אביב בע"מ ("הבורסה"), יהיה תוקף רק אם צורף לו אישור בעלות מאת חבר הבורסה נכון למועד הקובע. מסר אלקטרוני מאושר לפי סעיף 5א44 לחוק ניירות ערך, שעניינו נתוני המשתמשים במערכת ההצבעה האלקטרונית – דינו כדין אישור בעלות לגבי כל בעל מניות הנכלל בו. לכתב הצבעה של בעל מניות הרשום במרשם בעלי המניות של החברה, יהיה תוקף רק אם צורף לו צילום תעודת זהות, דרכון או תעודת התאגדות.

**יש למסור את כתב ההצבעה לחברה או לשולחו בדואר רשום כך שיגיע למשרדי החברה עד ארבע שעות לפני מועד אסיפת בעלי המניות המיוחדת. ההצבעה באמצעות מערכת ההצבעה**

האלקטרונית תסתיים ארבע (4) שעות לפני מועד האסיפה (היינו ביום ראשון 6 במאי 2018 בשעה 10:00 בבוקר שעון ישראל). בעלי המניות נדרשים להצביע או באמצעות שליחת כתב הצבעה (בשפה העברית או האנגלית אך לא לשלוח בשתי השפות) או באמצעות הצבעה אלקטרונית. ככל שבעל מניות יצביע באמצעות שתי הדרכים, לא תבוא הצבעת בעל המניות במניין.

#### **מען החברה למסירת כתבי ההצבעה והודעות העמדה**

עו"ד הדר ויסמונסקי-וינברג, מזכירת החברה, חברת פרטנר תקשורת בע"מ, רחוב העמל 8, ראש העין, 4810302, ישראל (נא לסמן בבירור "כתב הצבעה" או "הודעת עמדה" על המעטפה).

#### **המועד האחרון להמצאת הודעות עמדה לחברה והמועד האחרון להמצאת תגובת הדירקטוריון להודעות העמדה**

המועד האחרון להמצאת הודעות עמדה של בעלי מניות לחברה לגבי נושא 1, שעל סדר היום הנו 26 באפריל 2018.

המועד האחרון להמצאת תגובת הדירקטוריון להודעות עמדה (ככל שתהיינה) הנו 1 במאי 2018.

#### **שינויים בסדר היום ופרסום הודעות עמדה**

לאחר פרסום כתב ההצבעה, ייתכן שיחולו שינויים בסדר היום של האסיפה, לרבות בדרך של הוספת נושא לסדר היום, וזאת בעקבות בקשה של בעל מניות על פי סעיף 66(ב) לחוק החברות, שתוגש לחברה לא יאוחר מיום 21 במרץ 2018. במקרה כזה, החברה תפרסם סדר יום מתוקן וכתב הצבעה מתוקן, לא יאוחר מיום 28 במרץ 2018. אין בפרסום סדר היום המעודכן כדי לשנות את המועד הקובע כפי שנקבע במסמך זימון האסיפה. בנוסף, ייתכן שתפורסמה הודעות עמדה, כאמור לעיל.

#### **כתובות אתר ההפצה ואתר האינטרנט של הבורסה שמצויים בהם כתבי ההצבעה (או כתבי ההצבעה המתוקנים, ככל שיהיו) והודעות העמדה (ככל שתהיינה)**

כתובת אתר ההפצה של רשות ניירות ערך: <http://www.magna.isa.gov.il>

כתובת אתר האינטרנט של הבורסה: <http://www.maya.tase.co.il>

כתובת מערכת התיוק האלקטרוני EDGAR של הרשות לניירות ערך בארה"ב (תרגום נוחות לאנגלית בלבד): <http://www.sec.gov/edgar.shtml>

#### **קבלת אישורי בעלות, כתבי הצבעה והודעות עמדה**

בעל מניות שמניותיו רשומות אצל חבר הבורסה, זכאי לקבל את אישור הבעלות מחבר הבורסה בסניף של חבר הבורסה או במשלוח בדואר, אם ביקש זאת. בקשה לעניין זה תינתן מראש לחשבון ניירות ערך מסוים.

בעל מניות שמניותיו רשומות אצל חבר הבורסה זכאי לקבל בדואר אלקטרוני בלא תמורה קישורית לנוסח כתב ההצבעה והודעות העמדה באתר ההפצה, מאת חבר הבורסה שבאמצעותו הוא מחזיק במניותיו, אלא אם הודיע לחבר הבורסה כי אין הוא מעוניין לקבל קישורית כאמור או שהוא מעוניין לקבל כתבי הצבעה בדואר תמורת תשלום. הודעתו לעניין כתבי הצבעה תחול גם לעניין קבלת הודעות עמדה.

בעלי מניות רשאים להצביע ביחס לנושא 1 שעל סדר היום כמפורט לעיל, באמצעות כתב הצבעה שיועבר במערכת ההצבעה האלקטרונית, כהגדרתה בתקנות ההצבעה.

חבר בורסה יזין למערכת ההצבעה האלקטרונית רשימה ובה הפרטים הנדרשים לפי סעיף 44א(3) לחוק ניירות ערך לגבי כל אחד מבעלי המניות הלא רשומים המחזיקים ניירות ערך באמצעותו במועד הקובע ("רשימת הזכאים להצביע במערכת"). ואולם חבר בורסה לא יכול רשימת הזכאים להצביע במערכת בעל מניות שהעביר לו עד השעה 12:00 בצהריים של המועד

הקובע הודעה כי אינו מעוניין להיכלל ברשימת הזכאים להצביע במערכת ההצבעה האלקטרונית לפי תקנה 13(ד) לתקנות ההצבעה.

חבר בורסה יעביר, סמוך ככל האפשר לאחר קבלת אישור מאת מערכת ההצבעה האלקטרונית על קבלה תקינה של רשימת הזכאים להצביע במערכת ואשר מקבלים מחבר הבורסה הודעות באמצעים אלקטרוניים או באמצעות מערכות התקשורת המקושרת למחשב חבר הבורסה, את הפרטים הנדרשים לשם הצבעה במערכת ההצבעה האלקטרונית.

בעל מניות המופיע ברשימת הזכאים להצביע במערכת ההצבעה האלקטרונית רשאי לציין את אופן הצבעתו ולהעביר אותה לחברה באמצעות מערכת ההצבעה האלקטרונית.

כתב ההצבעה האלקטרוני נפתח להצבעה בתום המועד הקובע. ההצבעה באמצעות מערכת ההצבעה האלקטרונית תסתיים ארבע (4) שעות לפני מועד האסיפה (יום ראשון, 6 במאי 2018, בשעה 10:00 בבוקר שעות ישראל), אז תיסגר מערכת ההצבעה האלקטרונית.

בעל מניה המצביע באמצעות כתב הצבעה אלקטרוני אינו נדרש להמציא לחברה אישור בעלות באופן המפורט לעיל ביחס לבעל מניה המצביע בכתב הצבעה שאינו אלקטרוני.

בעל מניות אחד או יותר המחזיק מניות בשיעור המהווה חמישה אחוזים או יותר מסך כל זכויות ההצבעה בחברה, וכן מי שמחזיק בשיעור כאמור מתוך סך כל זכויות ההצבעה שאינן מוחזקות בידי בעל שליטה בחברה (כקבוע בסעיף 268 לחוק החברות), זכאי לעיין בכתבי הצבעה כמפורט בתקנה 10 לתקנות כתבי הצבעה.

כמות המניות המהוות 5% מסך כל זכויות ההצבעה בחברה (ללא מניות אוצר) הינה 8,488,037 מניות רגילות, נכון ליום 13 במרץ 2018.

כמות המניות המהוות 5% מסך כל זכויות ההצבעה בחברה (ללא מניות אוצר) שאינן מוחזקות בידי בעל שליטה (כקבוע בסעיף 268 לחוק החברות) הינה 5,994,897 מניות רגילות, נכון ליום 13 במרץ 2018.

#### **ציון אופן ההצבעה בכתב ההצבעה**

בעל מניות יציין את אופן הצבעתו לגבי נושא 1 שעל סדר היום הכפוף להליכי הצבעה בכתב, בחלקו השני של כתב ההצבעה.

## חברת פרטנר תקשורת בע"מ

תאריך: 14 במרץ 2018

### תוספת

(תקנה 5 (א))

כתב הצבעה - חלק שני

#### תקנות החברות (הצבעה בכתב והודעות עמדה), התשס"ו-2005 (להלן - התקנות)

שם החברה: חברת פרטנר תקשורת בע"מ ("החברה")

מען החברה (למסירה ומשלוח כתבי הצבעה והודעות עמדה): עו"ד הדר ויסמונסקי-וינברג, מזכירת החברה, חברת פרטנר תקשורת בע"מ, רחוב העמל 8, ראש העין, 4810302 ישראל (נא לסמן בבירור "כתב הצבעה" או "הודעת עמדה" על המעטפה)

מס' החברה: 520044314

מועד האסיפה: יום ראשון, 6 במאי 2018, בשעה 14:00 שעות ישראל.

סוג האסיפה: מיוחדת

המועד הקובע: 28 במרץ 2018.

הערה - במקביל לכתב הצבעה זה מופץ לבעלי המניות תרגום של כתב ההצבעה לשפה האנגלית (Deed of Vote). בעלי המניות מתבקשים לשלוח רק כתב הצבעה זה (בעברית) או את ה- Deed of Vote (באנגלית) ולא לשלוח במקביל את שניהם. אם יישלחו שניהם במקביל הרי שבמקרה של סתירה ביניהם (כפי שייקבע על-ידי מזכירת החברה), לא תבוא הצבעת בעלי המניות במניין.

פרטי בעל המניות:

שם בעל המניות

מספר זהות

אם אין לבעל המניות תעודת זהות ישראלית-

מספר דרכון

המדינה שבה הוצא

בתוקף עד

אם בעל המניות הוא תאגיד-

מספר תאגיד

מדינת ההתאגדות



**אופן ההצבעה :**

הנושא על סדר היום		אופן ההצבעה <sup>2</sup>				לעניין מינוי דירקטור חיצוני (סעיף 239(ב) או 245(א1) לחוק החברות) - האם אתה "בעל שליטה" בחברה, בעל עניין, בעל "עניין אישי" באישור המינוי אם לאו, נושא משרה בכירה או "משקיע מוסדי" <sup>1</sup> ?
		בעד	נגד	נמנע	כן <sup>3</sup>	לא
(i)	אישור מינויו של מר ג'ונתן קולודני כדירקטור חיצוני (דח"צ) של החברה, אישור הגמול, ביטוח, שיפוי ופטור.					
	נושא זה כפוף להליכי הצבעה בכתב.					

**לגבי הנושא על סדר היום, נא לפרט מדוע יש לך "עניין אישי" בהחלטה, מדוע אתה מהווה "בעל שליטה" בחברה, האם אתה "נושא משרה בכירה" או "משקיע מוסדי":**

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\* \* \*

לבעלי מניות המחזיקים במניות באמצעות חבר בורסה (לפי סעיף 177(1) לחוק החברות) - כתב הצבעה זה תקף רק בצירוף אישור בעלות.

לבעלי מניות הרשומים במרשם בעלי המניות של החברה - כתב הצבעה זה תקף בצירוף צילום תעודת זהות/דרכון/תעודת התאגדות.

עליך לסמן אחת משתי האפשרויות להלן (אם לא יסומן X, או יסומן X בשתי האפשרויות, או יסומן X באפשרות השנייה (השלילית) ולא צוין מספר מניות, ההצבעה תיפסל):<sup>4</sup>

☐ כן. אני מאשר/ת את ההצהרה להלן.

☐ לא. אני איני מאשר/ת את ההצהרה להלן. אני מחזיק/ה, יחד עם אחרים, \_\_\_\_\_ מניות רגילות של פרטנר.

אני הח"מ מצהיר(ה) בזאת כי החזקותיי בחברה והצבעתי **אינן דורשות** הסכמת שר התקשורת, בהתאם (i) לסעיפים 21 (העברת אמצעי שליטה) או 23 (איסור בעלות צולבת) לרישיון הכללי של החברה למתן שירותי רדיו טלפון נייד בשיטה התאית (רט"ן) משנת 1998 (כפי שתוקן, ה"רשיון"); או (ii) לרישיונות אחרים שהוענקו לפרטנר<sup>5</sup>.

לנוחות בעלי המניות, תרגום סעיפים 21-24 לרישיון מצורף כנספח "A" למסמך הזימון.

חתימה

תאריך

שם (נא להדפיס): \_\_\_\_\_

תפקיד: \_\_\_\_\_

- <sup>1</sup> אנא פרט את מהות ה"ענין האישי" בהחלטה, מדוע הנך מהווה "בעל שליטה" בחברה, האם אתה "נושא משרה בכירה" או "משקיע מוסדי" (לפי המקרה) במקום המיועד לכך לאחר הטבלה. פירוט ענין אישי באישור המינני, שאינו כתוצאה מקשר עם בעל השליטה, אינו נדרש. "ענין אישי" מוגדר בסעיף 1 לחוק החברות, תשנ"ט-1999 ("חוק החברות") כענין אישי של אדם בפעולה או בעסקה של חברה, לרבות ענין אישי של קרובו ושל תאגיד אחר שהוא או קרובו הם בעלי ענין בו, ולמעט ענין אישי הנובע מעצם החזקת מניות בחברה, לרבות ענין אישי של אדם המצביע על-פי ייפוי כוח שניתן לו מאת אדם אחר אף אם אין לאחר ענין אישי, וכן יראו הצבעה של מי שקיבל ייפוי כוח להצביע בשם מי שיש לו ענין אישי כהצבעה של בעל הענין אישי, והכל בין אם שיקול הדעת בהצבעה הוא בידי המצביע ובין אם לאו. חוק החברות מפנה להגדרה של "שליטה" על-פי סעיף 1 לחוק ניירות ערך, תשכ"ח-1968 ("חוק ניירות ערך") המגדיר "שליטה" כיכולת לכוון את פעילותו של תאגיד, למעט יכולת הנובעת רק ממילוי תפקיד של דירקטור או משרה אחרת בתאגיד, וחזקה על אדם שהוא שולט בתאגיד אם הוא מחזיק לפחות מחצית מ-(ii) זכות ההצבעה באסיפה הכללית; או (iii) הזכות למנות דירקטורים או את המנהל הכללי של החברה. לענין אישור ההחלטות בנושאים המפורטים, ייחשב בעל שליטה גם מי שמחזיק ב-25% או יותר מזכויות ההצבעה באסיפה הכללית של החברה; לענין החזקה, יראו שניים או יותר, המחזיקים בזכויות הצבעה בחברה ואשר לכל אחד מהם יש ענין אישי באישור אותה עסקה המובאת לאישור, כמחזיקים יחד. על-פי סעיף 37(ד) לחוק ניירות ערך, "נושא משרה בכירה" הנו, ככלל, מנהל כללי, מנהל עסקים ראשי, משנה למנהל כללי, סגן מנהל כללי, כל ממלא תפקיד כאמור בחברה אף אם תוארו שונה, דירקטור, או מנהל הכפוף במשרתו למנהל הכללי; וכן יושב ראש דירקטוריון, דירקטור חליף, יחיד שמונה לפי סעיף 236 לחוק החברות מטעם תאגיד המכהן כדירקטור, חשב, מבקר פנימי, מורשה חתימה עצמאי, וכל ממלא תפקיד כאמור גם אם תואר משרתו שונה, וכן נושא משרה בכירה בתאגיד בשליטת התאגיד, אשר יש לו השפעה מהותית על התאגיד וכל יחיד המועסק בתאגיד בתפקיד אחר, המחזיק חמישה אחוזים או יותר מן הערך הנקוב של הון המניות המוצא או מכוח ההצבעה. "משקיע מוסדי" - כהגדרתו בתקנה 1 לתקנות הפיקוח על שירותים פיננסיים (קופות גמל) (השתתפות חברה מנהלת באסיפה כללית), התשס"ט-2009, וכן מנהל קרן להשקעות משותפות בנאמנות כמשמעותו בחוק השקעות משותפות בנאמנות, התשנ"ד-1994.
- <sup>2</sup> אי-סימון בטור כלשהו ייחשב הימנעות מהצבעה באותו נושא. סימון ביותר מטור אחד יפסול את ההצבעה.
- <sup>3</sup> אי סימון בטור כלשהו או סימון בטור "כן" ללא מתן פירוט לגבי מהות הענין האישי או היות בעל המניות בעל שליטה בחברה (לפי המקרה), או סימון בשני הטורים, יפסול את ההצבעה.
- <sup>4</sup> במקרה שבעל מניות הינו "בעל ענין", כפי שמוגדר ברישיון, המצביע באופן שונה לגבי כל חלק ממניותיו הרגילות, יש להגיש כתב הצבעה נפרד לגבי כל כמות של מניות רגילות לגביה הוא מתכוון להצביע באופן שונה.
- <sup>5</sup> במסגרת רישיונות שהוענקו, במישרין או בעקיפין לפרטנר, נדרש אישור של משרד התקשורת, או דווח אליו, להחזקה של 5% ומעלה באמצעי שליטה של פרטנר.

**[THIS DEED OF VOTE IS A CONVENIENCE TRANSLATION OF THE BINDING HEBREW VERSION OF THE DEED OF VOTE (KTAV HATZBA'A) REQUIRED BY ISRAELI LAW]**

Date: March 14, 2018

**Partner Communications Company Ltd.**

**Deed of Vote - Part I**

In accordance with the Companies Regulations (Deeds of Vote and Position Notices) (2005)

**Name of the Company**

Partner Communications Company Ltd. (the “**Company**”).

**Type, date and place of general meeting**

Extraordinary General Meeting (the “**EGM**”) will be held on May 6, 2018 at 14:00 (Israel time), at the Company's offices, 8 Ha'amal Street, Rosh Ha'ayin, Israel or at any adjournment thereof. The telephone number for inquiries is +972-54-7814191.

Pursuant to the Israeli Companies Law (1999), as amended (the “**Israeli Companies Law**”) and the Israeli Companies Regulations (Deeds of Vote and Position Notices) (2005), as amended (the “**Deed of Vote Regulations**”), shareholders who will not attend the meeting in person may vote by a Hebrew form of deed of vote (*ktav hatzba'a*) and these items are subject to provisions set forth in the Israeli Companies Law and the Deed of Vote Regulations (the “**Regulations Procedure**”).

**The item on the agenda, which is subject to the Regulations Procedure, is set forth below:**

Set forth below is a summary of the proposed resolutions that may be voted on by the Deed of Vote:

- 1. Appointment of Mr. Jonathan Kolodny as an external director (*Dahatz*) of the Company for a term of three years in accordance with the Israeli Companies Law and regulations promulgated thereunder, commencing on May 6, 2018;**

Under the Israeli Companies Law, the Company is required to have at least two External Directors (*Dahatzim*) on its Board of Directors. The candidate, Mr. Jonathan Kolodny, was proposed to serve as an External Director by the Phoenix-Excellence Group, which is an "Interested Party" (as defined in clause (1) of the definition in the Israeli Securities Act (1968) in the Company, and the Company's Board of Directors adopted this proposal.

The Audit Committee and Board of Directors approved and recommended to the shareholders at the EGM to approve, the appointment of Mr. Jonathan Kolodny as an external director (*Dahatz*) for a term of three years, commencing on May 6, 2018. Our Audit Committee and our Board of Directors noted Mr. Kolodny's

professional expertise, business knowledge and unique experience along with accounting and financial expertise. In light of his expertise and expected contribution to the work of the Board of Directors and its committees, the appointment as an external director is in the best interest of the Company. Mr. Jonathan Kolodny will be appointed to the Board of Directors of Partner, subject to the shareholders approval at the EGM, effective May 6, 2018. Mr. Kolodny has served as the CEO of the Keter Group since 2016. Prior to that, he served from 2013 until 2016 as the CEO of Jardin International Holding. During the years 1994 until 2013, Mr. Kolodny served in various senior positions at Mckinsey & Company in their overseas as well as local offices. He serves on the Board of Directors of Keter Group Holding SARL and Sodastream International Ltd. Mr. Kolodny received a B.A. in Computer Science from Harvard College and a Ph.D. in Cognitive Neuroscience from the University of Cambridge. The Audit Committee and Board of Directors determined that the appointment of Mr. Jonathan Kolodny is in the Company's best interest. To the best knowledge of the Company and the Company's Directors, Mr. Jonathan Kolodny is not a "Family Member", (as defined in the Securities Act (1968), of another Interested Party in the Company.

The Board of Directors has determined that the board should include at least three directors who are "accounting and financial experts" under the Israeli Companies Law and regulations promulgated thereunder. Mr. Jonathan Kolodny was determined by the Board of Directors to be one of the "accounting and financial experts" under the Israeli Companies Law and these regulations. Mr. Jonathan Kolodny also qualifies as an independent director according to the Israeli Companies Law and in accordance with US law.

Under the Israeli Companies Law and regulations promulgated under the Israeli Companies Law, the Companies Regulations (Rules for the Compensation and Expenses for an External Director) (2000), as amended (the "**Remuneration Regulations**"), the remuneration we pay our external directors (*Dahatzim*) requires the approval of shareholders. Our Compensation Policy for Office Holders, adopted by our shareholders on September 29, 2016 (the "**Compensation Policy**"), states that our directors shall generally be (i) entitled to remuneration, which includes an annual financial compensation and compensation for participation in meetings, in conformity with the provisions of the Remuneration Regulations, (ii) entitled to reimbursement of expenses, (iii) benefit from our Office Holders' insurance policy and from indemnification and release letters that have been or shall be granted to them, and (iv) if so determined by the Company and subject to the conditions specified in our Compensation Policy, to certain equity compensation (no equity compensation is proposed hereby).

The Remuneration Regulations allow for several methods of remuneration of the external directors (*Dahatzim*). The Remuneration Regulations also allow for reimbursement of certain expenses to external directors (*Dahatzim*). The Remuneration Regulations recognised the increased burden on, and responsibility of, the external directors (*Dahatzim*). The Remuneration Regulations allow the Company to remunerate the external directors according to the "relative method", which is relative to the remuneration that a company pays its "other directors". The term "other directors" is defined in the Remuneration Regulations. It generally

includes directors who are not external directors (*Dahatzim*) in that company, controlling party directors, directors holding another position in the company, holding a position in that company's controlling party or in an entity controlled by that controlling party, directors who provide additional services on an ongoing basis to that company, the controlling party or to a company controlled by that company's controlling party or directors who receive other remuneration from that company. We wish to remunerate Mr. Jonathan Kolodny according to the "relative method" of remuneration under the Remuneration Regulations by paying Mr. Jonathan Kolodny the same remuneration that the Company pays its "other directors" and its additional external director (*Dahatz*) (Mr. Barry Ben-Zeev (Woolfson)). Therefore, we wish to pay Mr. Jonathan Kolodny, commencing from the date of his appointment (May 6, 2018), an annual fee of NIS 180,000 (one hundred and eighty thousand NIS) per annum and an attendance fee of NIS 4,000 (four thousand NIS) per meeting, applicable from the fifth meeting per year (100% thereof for participation in person, 60% thereof by means of communication, or 50% thereof in writing), linked to the Israeli Consumer Price Index published for December 2007, but in any event no less than an aggregate amount per annum equal to U.S. \$50,000 (U.S. Dollars fifty thousand) previously approved by the shareholders, (the "**Remuneration**") plus reimbursement of certain expenses.

The Audit Committee, the Board of Directors and the shareholders of the Company have resolved in 2008 that, in the event that options will be granted to Company directors, the Company will grant options to the Company's external directors in a manner complying with the Remuneration Regulations. Such resolution shall apply to Mr. Jonathan Kolodny, if and to the extent permitted by the Compensation Policy at the relevant time. To date, no options have been granted to any of the Company's directors.

The Compensation Committee and Board of Directors have considered Mr. Kolodny's education, qualifications, expertise and professional experience and achievements, the creation of uniformity in the directors' compensation, the advancement of the Company's objectives, its policy from a long-term perspective, the creation of suitable incentives for directors of the Company (considering, *inter alia*, the Company's risk-management policy), the size of the Company and the nature of its operations. The Compensation Committee and Board of Directors have approved and recommended to the shareholders at the EGM to approve, the payment of the Remuneration to Mr. Jonathan Kolodny and the reimbursement of expenses to him as set forth in the Remuneration Regulations. The Compensation Committee and Board of Directors have also approved and recommended to the shareholders at the EGM to approve, as previously approved by the shareholders, that Mr. Kolodny will benefit from the Company's D&O insurance policy (as in effect from time to time) and from an indemnification and release letter which was approved by the AGM on September 28, 2016, which will continue in full force and effect.

It is proposed that at the EGM the following resolutions be adopted:

- (i) "**RESOLVED:** to appoint Mr. Jonathan Kolodny as an external director (*Dahatz*) of the Company for a term of three years in accordance with the

Israeli Companies Law and regulations promulgated thereunder, commencing on May 6, 2018;

- (ii) **RESOLVED:** to approve the payment of the Remuneration and the reimbursement of expenses as set forth in the Remuneration Regulations to Mr. Jonathan Kolodny. In the event that options will be granted to Company directors, the Company will grant options to Mr. Jonathan Kolodny in a manner complying with the Remuneration Regulations, if and to the extent permitted by our Compensation Policy at the relevant time. Mr. Kolodny will benefit from the Company's D&O insurance policy (as in effect from time to time) and from an indemnification and release letter which was approved by the AGM on September 28, 2016; and
- (iii) **RESOLVED:** these resolutions are in the best interest of the Company.”

The vote of the holders of a majority of the Ordinary Shares participating in the EGM and voting on the matter is required for the approval of item 1 on the agenda provided, that one of the following conditions is fulfilled: (i) the majority of votes in favor of the matter shall include at least a majority of the votes of shareholders not constituting Controlling Parties (as stated in the Israeli Companies Law, including section 268 thereof, “**Controlling Parties**”) in the Company, or those having a Personal Interest (as defined in the Israeli Companies Law, a “**Personal Interest**”) in the approval of this item, participating in the vote; which votes shall not include abstaining votes; or (ii) the total number of objecting votes of the shareholders mentioned in clause (i) does not exceed 2% of the total voting rights in the Company.

A shareholder shall notify the Company at the address above at least four (4) hours prior to the time of the EGM, whether the shareholder is a Controlling Party in the Company or the shareholder has a Personal Interest in the approval of item 1 on the agenda or not, as a condition for that shareholder's right to vote and be counted with respect to this item. A shareholder voting, by means of a Deed of Vote, may include said notice regarding his Controlling Party Interest or his Personal Interest on the Deed of Vote (to be submitted to the Company at least four (4) hours prior to the time of the EGM or if voted electronically, no later than four (4) hours before the time fixed for the EGM).

**The Board of Directors recommends a vote FOR approval of these proposed resolutions**

For further details in respect of the items on the EGM agenda and the complete wording of the proposed resolutions, kindly see the Proxy Statement dated March 14, 2018 distributed with this Deed of Vote.

**Place and time for review of the full wording of the proposed resolutions:**

The Proxy Statement, distributed with this Deed of Vote, contains the full text of the proposed resolutions and will be available for review at the Company offices, 8

Ha'amal Street, Rosh Ha'ayin, Israel, Sunday-Thursday, from 9 a.m. to 5 p.m. (Israel time) following prior coordination at telephone number +972-54-7814191, until the time of the EGM, convened to approve the items on the agenda. In addition, the Proxy Statement is available on the websites: [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and [www.maya.tase.co.il](http://www.maya.tase.co.il); and on the U.S. Securities and Exchange Commission's EDGAR System <http://www.sec.gov/edgar.shtml>. The Proxy Statement includes additional information on the content of this Deed of Vote and it is important that the shareholders will also review it.

**The required majority for the approval of the item on the agenda:**

The required majority for the approval of item 1 on the agenda, which is subject to the Regulations Procedure, is the vote of the holders of a majority of the Ordinary Shares participating in the EGM and voting on the matter; provided, that one of the following conditions is fulfilled: (i) the majority of votes in favor of the matter shall include at least a majority of the votes of shareholders not constituting Controlling Parties (as stated in the Israeli Companies Law, including section 268 of the Israeli Companies Law, "**Controlling Party**") in the Company, or those having a Personal Interest (as defined in the Israeli Companies Law, a "**Personal Interest**") in the approval of these items, participating in the vote; which votes shall not include abstaining votes; or (ii) the total number of objecting votes of the shareholders mentioned in clause (i) does not exceed 2% of the total voting rights in the Company.

**Notice of Disclosure of linkage (zika) and Restrictions under the License:**

In the second part of this Deed of Vote there is a designated space for marking and detailing whether the shareholder has a Personal Interest in the resolution, the shareholder is a Controlling Party in the Company, is a Senior Office Holder or is an Institutional Investor (as the case may be), as set in the Israeli Companies Law and Deed of Vote Regulations. If a shareholder does not so mark or detail, the shareholder's vote shall not be counted in respect of item 1 on the agenda.

Each shareholder is also required to indicate if any of the shareholder's holdings in Partner or vote requires the consent of the Minister of Communications pursuant to Partner's Licenses. If a shareholder does not so mark, the shareholder's vote shall not be counted.

**Validity of the Deed of Vote:**

A Deed of Vote submitted by shareholders who hold their shares through a member in the Tel-Aviv Stock Exchange (the "**Exchange**") will be valid only if accompanied by an ownership certificate. A Deed of Vote submitted by registered shareholders shall be valid only if accompanied by a copy of I.D., passport or incorporation certificate.

Following recent legislative changes, the Israeli Securities Authority has established an electronic voting system for shareholder meetings of publicly listed Israeli companies via its MAGNA system, following a registration process, no later than 4 hours before the time fixed for the EGM.

**The Deed of Vote shall be submitted to the Company or mailed by registered mail, so it arrives to the Company's offices no later than 4 hours prior to the time of the EGM or voted electronically as set forth above.**

**The Company's address for submission of Deeds of Vote and Position Notices is:**

Hadar Vismunski-Weinberg, Adv., Company Secretary, Partner Communications Company Ltd., 8 Ha'amal Street, Rosh Ha'ayin, 4810302 Israel (kindly mark clearly "deed of vote" or "position notice" on the envelope).

**The deadline for submission of Position Notices and the Board's response to such Notices are:**

The deadline for submission of Position Notices by the shareholders in respect of item 1 on the agenda is: April 26, 2018.

The deadline for submission of the Board of Directors' response to Position Notices (if any) is: May 1, 2018.

**Changes to the agenda and publication of Position Notices**

After filing the Deed of Vote, changes to the EGM agenda may be made, including by adding an item to the agenda following a shareholder request (in accordance with Section 66(b) to the Israeli Companies Law) submitted to the Company no later than March 21, 2018 (seven (7) days following the date of filing the attached Proxy Statement). In such case, the Company will file an amended agenda and an amended Deed of Vote no later than March 28, 2018. The filing of an amended agenda will not require the change of the Record Date as set forth above and in the attached Proxy Statement. Additionally, Position Notices may be published, as stated above.

**The Deed of Vote (or the amended Deed of Vote, if any) and Position Notices (if any) are available at the following websites:**

Israel Securities Authority website: [www.magna.isa.gov.il](http://www.magna.isa.gov.il)

Tel Aviv Stock Exchange website: [www.maya.tase.co.il](http://www.maya.tase.co.il)

U.S. Securities and Exchange Commission's EDGAR System (only a convenience translation into English): <http://www.sec.gov/edgar.shtml>

**Receipt of ownership certificates, Deeds of Vote and Position Notices:**

A shareholder, whose shares are being held through a stock exchange member, is entitled to receive the ownership certificate in the branch of that stock exchange member or by the mail, if the shareholder requested. Such request shall be made in advance for a particular securities account.

A shareholder, whose shares are being held through an Exchange member, is entitled to receive from the stock exchange member who holds the share in the shareholder's behalf, by e-mail, with no charge, a link to the text of the Deed of Vote and to the Position Notices posted on the Israel Securities Authority website, unless the shareholder notified the Exchange member that he is not interested in receipt of such



link or he is interested in receipt of Deeds of Vote by mail (for charge). Shareholder's notice in respect of Deeds of Vote shall apply to Position Notices as well.

One or more shareholders holding shares conferring in the aggregate at least five percent of the Company's voting rights and shareholders holding the same rate of the Company's voting rights not held by the Company's "Controlling Party" (as stated in Section 268 of the Israeli Companies Law), are entitled to review the Deeds of Votes as detailed in Regulation 10 of the Deeds of Vote Regulations.

As of March 13, 2018, the amount of shares equivalent to five percent of the Company's voting rights (excluding treasury shares) is: 8,488,037 Ordinary Shares.

As of March 13, 2018, the amount of shares equivalent to five percent of the Company's voting rights (excluding treasury shares) not held by the Company's Controlling Party (as stated in Section 268 of the Israeli Companies Law) is: 5,994,897 Ordinary Shares.

**Marking of Vote in the Deed of Vote:**

Shareholder shall mark the shareholder's vote regarding the item on the agenda which is subject to the Regulations Procedure (item 1), in the second part of this Deed of Vote.

## **Partner Communications Company Ltd.**

Date: March 14, 2018

### **Addendum**

### **Deed of Vote - Part II**

In accordance with Regulation 5(a) of the Companies Regulations (Deeds of Vote and Position Notices) 2005

**Name of the Company:** Partner Communications Company Ltd. (the “**Company**”)

**The Company’s address (for submitting and sending Deeds of Vote and Position Papers):** Hadar Vismunski-Weinberg, Adv., **Company Secretary**, Partner Communications Company Ltd., 8 Ha’amal Street, Rosh Ha’ayin, 4810302 Israel (kindly mark clearly "deed of vote" or "position paper" on the envelope)

**Company’s registration number:** 520044314

**Time of the meeting:** Sunday, May 6, 2018 at 14:00 Israel time.

**Type of meeting:** Extraordinary General Meeting.

**The Record Date:** March 28, 2018.

**Note - In parallel to distribution of this Deed of Vote, a Hebrew version of a Deed of Vote (*ktav hatzba'a*) per Israeli requirements will be distributed among the shareholders. The shareholders are requested to send only one version of a Deed of Vote (an English version or a Hebrew version, but not both). If both versions will be sent by shareholders, in case of contradiction between the two versions (as determined by the Company’s secretary), the vote shall be disqualified.**

#### **Shareholder’s Details:**

Name of shareholder: \_\_\_\_\_

I.D. number: \_\_\_\_\_

In case the shareholder does not hold an Israeli I.D.:

Passport number: \_\_\_\_\_

The country issuing the passport: \_\_\_\_\_

Valid until: \_\_\_\_\_

In case the shareholder is an entity:

Entity registration number: \_\_\_\_\_

Country of organization: \_\_\_\_\_

Item No.	Subject of the Resolution	Vote <sup>a</sup>			In respect of appointment of an external director ( <i>dahatz</i> ) pursuant to sections 239(b) or 245(a1) of the Israeli Companies Law - are you a “Controlling Party” in the Company, an “Interested Party”, having a “Personal Interest” in the appointment approval, a “Senior Office Holder” or an “Institutional Investor” <sup>b</sup> ?		
		For	Against	Abstain	Yes <sup>c</sup>	No	
1)	Approval of the appointment of Mr. Jonathan Kolodny as a new External Director ( <i>Dahatz</i> ) and approval of his remuneration, insurance, indemnification and release.  This item is subject to the Regulations Procedure						

<sup>a</sup> If an X is not marked in either column, or if an X is marked in the "Yes" column and the shareholder does not provide details regarding the nature of the "Personal Interest" or the "Controlling Party" Interest (as the case may be), or an X is marked in both columns, the vote shall be disqualified.

<sup>b</sup> Kindly provide details regarding the nature of your “Personal Interest” in the resolution, why do you constitute a “Controlling Party” in the Company, you are a “Senior Office Holder” or an “Institutional Investor” (as the case may be), at the designated space below the table (on page 5). “Personal Interest” is defined in Section 1 of the Israeli Companies Law (1999), as amended (the “Israeli Companies Law”) as a person’s personal interest in an act or a transaction of a company, including, without limitation, the personal interest of a person’s relative and the personal interest of an entity in which the person or the person’s relative is an interested party. Holding shares in the applicable company does not give rise to a “Personal Interest”. “Personal Interest” includes, without limitation, a personal interest of a person voting by proxy which was given by another person, even if the other person does not have a personal interest, and a person voting on behalf of a person having a personal interest will be deemed as having a personal interest, whether the voting discretion is in the voter’s hands or not. The Israeli Companies Law refers to the definition of “Control” in Section 1 of the Israeli Securities Law (1968), as amended, defining "Control" as the ability to direct the activity of a company, except for ability stemming only from being a director or holding another position in that company, and it is presumed that a person is controlling a company if said person "holds" (as defined therein) at least half of (i) the right to vote in the shareholders general meeting; or (ii) the right to appoint the directors or the general manager of that company. For approval of the resolutions regarding the detailed items, any shareholders holding 25% or more of the voting rights in a company will be deemed a “Controlling Party”. Two or more persons holding voting rights in a company whereas each of them has a personal interest in approving a certain transaction would be deemed “holding together”. According to section 37 (d) of the Securities Law, a “Senior Office Holder” is, generally, a general manager, chief executive officer, deputy managing director, deputy director general, all fulfilling such a role in the company even if his title is different, a director, or manager directly subordinated to the general manager; as well as chairman of the board, an alternate director, an individual appointed under section 236 of the Israeli Companies Law on behalf of the corporation who is a director, controller, an internal auditor, independent authorized signatory, and anyone fulfilling such a role, even if his job title is different, and a Senior Office Holder of a corporation controlled by the corporation, which has a significant impact on the corporation and any individual employed by a corporation in another position, holding five percent or more of the nominal value of the issued share capital or voting rights. “Institutional Investor” - shall have the meaning defined in section 1 of the Supervisory Regulations Control of Financial Services (Provident Funds) (Participation of a Managing Company at a General Meeting), 2009, and a managing company of a Joint Investment Trust Fund as defined in the Joint Investment Trust Law, 1994.

<sup>c</sup> If an X is not marked in either column, or if an X is marked in the “Yes” column and the shareholder does not provide details regarding the nature of the “Personal Interest” or the “Controlling Party” Interest (as the case may be), or an X is marked in both columns, the vote shall be disqualified.

Regarding the resolution on item 1 why do I have a “Personal Interest” in the resolution, why do I constitute a “Controlling Party” in the Company, a “Senior Office Holder” or an “Institutional Investor”?

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\* \* \*

Deeds of Vote submitted by shareholders who hold their shares through an Exchange member (under section 177(1) of the Israeli Companies Law) will be valid only if accompanied by an ownership certificate.

Deeds of Vote submitted by shareholders registered in the Company’s Shareholders Register will be valid only if accompanied by a copy of I.D., passport or organization certificate.

You must mark one of the following two boxes (if an X is not marked in either box, or if an X is marked in both boxes, or if an X is marked in the NO box but no number of shares is provided, the vote shall be disqualified)<sup>d</sup>:

- ☐ Yes. I approve the declaration below.
- ☐ No. I do not approve the declaration below. I hold, together with others, \_\_\_\_\_ Ordinary Shares of Partner.

I declare that my holdings and my vote DO NOT require the consent of the Israeli Minister of Communications pursuant to (i) Sections 21 (Transfer of Means of Control) or 23 (Prohibition of Cross-Ownership) of the Company’s General License for the Provision of Mobile Radio Telephone Services using the Cellular Method in Israel dated April 7, 1998, as amended (the “**License**”); or (ii) any other license granted to Partner, directly or indirectly<sup>e</sup>.

For your convenience, a translation of sections 21-24 to the License is attached as **Annex “A”** to the Proxy Statement distributed with this Deed of Vote.

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Signature

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<sup>d</sup> In the event that the shareholder is an “Interested Party”, as defined in the License, voting in a different manner with respect to each part of the shareholder’s Ordinary Shares, a separate Deed of Vote should be filed for each quantity of Ordinary Shares in respect of which the shareholder intends to vote differently.

<sup>e</sup> Under certain licenses granted, directly or indirectly, to Partner, approval of, or notice to, the Minister of Communications of the State of Israel may be required for holding of 5% or more of Partner’s means of control.

Name (Print): \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

## **DEED OF AUTHORIZATION**

**To:** Partner Communications Company Ltd. (the “**Company**”)

**Attn:** Hadar Vismunski-Weinberg, Adv., Company Secretary

**Re: Extraordinary General Meeting of Shareholders to be held on**  
**Sunday, May 6, 2018 (the “Meeting”)**

I, the undersigned<sup>1</sup>, \_\_\_\_\_, (Identification No./Registration No. \_\_\_\_\_), of \_\_\_\_\_, being a registered holder of \_\_\_\_\_<sup>2</sup> Ordinary Shares, par value NIS 0.01 per share (the “**Ordinary Shares**”) of the Company, hereby authorize \_\_\_\_\_, Identification No. \_\_\_\_\_<sup>3</sup>, to participate and vote in my stead and on my behalf at the Meeting and in any adjournment thereof, inter-alia, with respect to any adjournment of discussion or resolution of any of the issues detailed on the Meeting agenda, until I shall otherwise notify you.

I declare and detail in the designated space below, in connection with the resolution in item 4(ii) whether I have a “Personal Interest” in the resolutions, or whether I am a “Controlling Party” in the Company, a “Senior Office Holder” or an “Institutional Investor”:<sup>4</sup>

\_\_\_\_\_

<sup>1</sup> Name of shareholder.

<sup>2</sup> A shareholder is entitled to give several Deeds of Authorization, each of which refers to a different quantity of Ordinary Shares of the Company held by the shareholder, so long as the shareholder shall not give Deeds of Authorization with respect to an aggregate number of Ordinary Shares exceeding the total number of shares held by him.

<sup>3</sup> In the event that the proxy does not hold an Israeli Identification number, indicate a passport number, if any, and the name of the country in which the passport was issued.

<sup>4</sup> Kindly provide details regarding the nature of your “Personal Interest” in the resolution, why do you constitute a “Controlling Party” in the Company, you are a “Senior Office Holder” or an “Institutional Investor” (as the case may be), at the designated space below the table (on page 7). “Personal Interest” is defined in Section 1 of the Israeli Companies Law (1999), as amended (the “**Israeli Companies Law**”) as a person’s personal interest in an act or a transaction of a company, including, without limitation, the personal interest of a person’s relative and the personal interest of an entity in which the person or the person’s relative is an interested party. Holding shares in the applicable company does not give rise to a “Personal Interest”. “Personal Interest” includes, without limitation, a personal interest of a person voting by proxy which was given by another person, even if the other person does not have a personal interest, and a person voting on behalf of a person having a personal interest will be deemed as having a personal interest, whether the voting discretion is in the voter’s hands or not. The Israeli Companies Law refers to the definition of “Control” in Section 1 of the Israeli Securities Law (1968), as amended, defining “Control” as the ability to direct the activity of a company, except for ability stemming only from being a director or holding another position in that company, and it is presumed that a person is controlling a company if said person “holds” (as defined therein) at least half of (i) the right to vote in the shareholders general meeting; or (ii) the right to appoint the directors or the general manager of that company. For approval of the resolutions regarding the detailed items, any shareholders holding 25% or more of the voting rights in a company will be deemed a “Controlling Party”. Two or more persons holding voting rights in a company whereas each of them has a personal interest in approving a certain transaction would be deemed “holding together”. According to section 37 (d) of the Securities Law, a “Senior Office Holder” is, generally, a general manager, chief executive officer, deputy managing director, deputy director general, all fulfilling such a role in the company even if his title is different, a director, or manager directly subordinated to the general manager; as well as chairman of the board, an alternate director, an individual appointed under section 236 of the Israeli Companies Law on behalf of the corporation who is a director, controller, an internal auditor, independent authorized signatory, and anyone fulfilling such a role, even if his job title is different, and a Senior Office Holder of a corporation controlled by the corporation, which has a significant impact on the corporation and any individual employed by a corporation in another position, holding five percent or more of the nominal value of the issued share capital or voting rights. “Institutional Investor” - shall have the meaning defined in section 1 of the Supervisory Regulations Control of Financial Services (Provident Funds) (Participation of a Managing Company at a General Meeting), 2009, and a managing company of a Joint Investment Trust Fund as defined in the Joint Investment Trust Law, 1994.

Item No.	Subject of the Resolution	Vote <sup>5</sup>	In respect of appointment of an external director ( <i>dahatz</i> ) pursuant to sections 239(b) or 245(a1) of the Israeli Companies Law - are you a "Controlling Party" in the Company, an "Interested Party", having a "Personal Interest" in the appointment approval, a "Senior Office Holder" or an "Institutional Investor"? <sup>6</sup>	

<sup>5</sup> If an X is not marked in either column, or if an X is marked in the "Yes" column and the shareholder does not provide details regarding the nature of the "Personal Interest" or the "Controlling Party" Interest (as the case may be), or an X is marked in both columns, the vote shall be disqualified.

<sup>6</sup> Kindly provide details regarding the nature of your "Personal Interest" in the resolution, why do you constitute a "Controlling Party" in the Company, you are a "Senior Office Holder" or an "Institutional Investor" (as the case may be), at the designated space below the table (on page 5). "Personal Interest" is defined in Section 1 of the Israeli Companies Law (1999), as amended (the "Israeli Companies Law") as a person's personal interest in an act or a transaction of a company, including, without limitation, the personal interest of a person's relative and the personal interest of an entity in which the person or the person's relative is an interested party. Holding shares in the applicable company does not give rise to a "Personal Interest". "Personal Interest" includes, without limitation, a personal interest of a person voting by proxy which was given by another person, even if the other person does not have a personal interest, and a person voting on behalf of a person having a personal interest will be deemed as having a personal interest, whether the voting discretion is in the voter's hands or not. The Israeli Companies Law refers to the definition of "Control" in Section 1 of the Israeli Securities Law (1968), as amended, defining "Control" as the ability to direct the activity of a company, except for ability stemming only from being a director or holding another position in that company, and it is presumed that a person is controlling a company if said person "holds" (as defined therein) at least half of (i) the right to vote in the shareholders general meeting; or (ii) the right to appoint the directors or the general manager of that company. For approval of the resolutions regarding the detailed items, any shareholders holding 25% or more of the voting rights in a company will be deemed a "Controlling Party". Two or more persons holding voting rights in a company whereas each of them has a personal interest in approving a certain transaction would be deemed "holding together". According to section 37 (d) of the Securities Law, a "Senior Office Holder" is, generally, a general manager, chief executive officer, deputy managing director, deputy director general, all fulfilling such a role in the company even if his title is different, a director, or manager directly subordinated to the general manager; as well as chairman of the board, an alternate director, an individual appointed under section 236 of the Israeli Companies Law on behalf of the corporation who is a director, controller, an internal auditor, independent authorized signatory, and anyone fulfilling such a role, even if his job title is different, and a Senior Office Holder of a corporation controlled by the corporation, which has a significant impact on the corporation and any individual employed by a corporation in another position, holding five percent or more of the nominal value of the issued share capital or voting rights. "Institutional Investor" - shall have the meaning defined in section 1 of the Supervisory Regulations Control of Financial Services (Provident Funds) (Participation of a Managing Company at a General Meeting), 2009, and a managing company of a Joint Investment Trust Fund as defined in the Joint Investment Trust Law, 1994.

		For	Against	Abstain	Yes <sup>7</sup>	No	
1)	Approval of the appointment of Mr. Jonathan Kolodny as a new External Director ( <i>Dahatz</i> ) and approval of his remuneration, insurance, indemnification and release.  This item is subject to the Regulations Procedure						

In connection with the resolution on item 1 why do I have a “Personal Interest” in the resolution, or why do I constitute a “Controlling Party” in the Company, a “Senior Office Holder” or an “Institutional Investor”?

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You must mark one of the following two boxes (if an X is not marked in either box, or if an X is marked in both boxes, or if an X is marked in the NO box but no number of shares is provided, the vote shall be disqualified)<sup>8</sup>:

- ☐ Yes. I approve the declaration below.
- ☐ No. I do not approve the declaration below. I hold, together with others, \_\_\_\_\_ Ordinary Shares of Partner.

I declare that my holdings and my vote DO NOT require the consent of the Israeli Minister of Communications pursuant to (i) Sections 21 (Transfer of Means of Control) or 23 (Prohibition of Cross-Ownership) of the Company’s General License

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<sup>7</sup> If an X is not marked in either column, or if an X is marked in the “Yes” column and the shareholder does not provide details regarding the nature of the “Personal Interest” or the “Controlling Party” Interest (as the case may be), or an X is marked in both columns, the vote shall be disqualified.

<sup>8</sup> In the event that the shareholder is an “Interested Party,” as defined in the License, voting in a different manner with respect to each part of the shareholder’s Ordinary Shares, a separate Deed of Authorization should be filed for each quantity of Ordinary Shares in respect of which the shareholder intends to vote differently.



for the Provision of Mobile Radio Telephone Services using the Cellular Method in Israel dated April 7, 1998, as amended (the “**License**”)<sup>9</sup>; or (ii) any other license granted, directly or indirectly, to Partner<sup>10</sup>.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature

Name (print): \_\_\_\_\_

Title: \_\_\_\_\_

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<sup>9</sup> A translation of sections 21-24 of the License is attached as **Annex “A”** to the Proxy Statement distributed with this Deed of Authorization.

<sup>10</sup> Under certain licenses granted, directly or indirectly, to Partner, approval of, or notice to, the Minister of Communications of the State of Israel may be required for holding of 5% or more of Partner's means of control.