

**INTERNET GOLD-GOLDEN LINES LTD.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoint(s) Doron Turgeman and Ami Barlev, or either of them, attorneys or attorney of the undersigned, for and in the name(s) of the undersigned, with power of substitution and revocation in each to vote any and all ordinary shares, par value NIS 0.01 per share, of Internet Gold-Golden Lines Ltd. (the "Company"), which the undersigned would be entitled to vote as fully as the undersigned could if personally present at the Annual General Meeting of Shareholders of the Company to be held on August 11, 2014 at 11:00 a.m. (Israel time) at the offices of the Company, 2 Dov Friedman Street, Ramat Gan 5250301, Israel and at any adjournment or adjournments thereof, and hereby revoking any prior proxies to vote said shares, upon the following items of business more fully described in the Notice of and Proxy Statement for such Annual General Meeting, or the Proxy Statement, (receipt of which is hereby acknowledged):

**THIS PROXY WILL BE VOTED AS SPECIFIED ON THE REVERSE. IN THE ABSENCE OF SUCH SPECIFICATION, THE SHARES REPRESENTED BY THIS PROXY CARD WILL BE VOTED FOR THE ELECTION OF THE DIRECTORS NAMED IN ITEM 1 AND FOR ITEMS 2A, 2B AND 3 SET FORTH ON THE REVERSE. ON ANY OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE MEETING, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED ABOVE AS PROXIES.**

**VOTES WILL NOT BE COUNTED UNLESS "YES" OR "NO" HAS BEEN SPECIFIED AS TO WHETHER THE HOLDINGS IN OUR COMPANY OR THE VOTE REQUIRES THE APPROVAL OF THE PRIME MINISTER OF ISRAEL AND ISRAELI MINISTER OF COMMUNICATIONS (AS DESCRIBED IN THE PROXY STATEMENT). IN ADDITION, VOTES CAST FOR ITEMS 2A AND 2B WILL NOT BE COUNTED UNLESS "YES" OR "NO" HAS BEEN SPECIFIED AS TO WHETHER THE SHAREHOLDER HAS A PERSONAL INTEREST (AS DEFINED IN THE PROXY STATEMENT) WITH RESPECT TO THE PROPOSAL.**

(Continued and to be signed on the reverse side)

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**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
INTERNET GOLD-GOLDEN LINES LTD.**

**August 11, 2014**

**GO GREEN**

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Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE DIRECTORS NAMED IN ITEM 1 AND FOR ITEMS 2A, 2B AND 3.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒**

1. To elect five directors for terms expiring at the Company's 2015 Annual General Meeting of Shareholders.

	FOR	AGAINST	ABSTAIN
SHAUL ELOVITCH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FELIX COHEN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
YOSSEF ELOVITCH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AMIKAM SHORER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ANAT WINNER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Pursuant to Israeli law, in order to ensure specific majority requirements we are required to ask you if you have a personal interest with respect to Items 2A and 2B (as described in Item 2 in the Proxy Statement).**

	FOR	AGAINST	ABSTAIN
2A. To elect Mr. Dudi Ezra as an external director (as such term is defined in the Israeli Companies Law) for a three-year term and to grant him, if elected, an indemnification letter and inclusion in the Company's directors' and officers' liability insurance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	YES	NO
ARE YOU A CONTROLLING SHAREHOLDER IN THE COMPANY, OR HAVE A PERSONAL INTEREST IN THE ELECTION OF MR. DUDI EZRA (OTHER THAN A PERSONAL INTEREST UNRELATED TO RELATIONSHIPS WITH A CONTROLLING SHAREHOLDER OF THE COMPANY)? (PLEASE NOTE: IF YOU DO NOT MARK EITHER YES OR NO, YOUR SHARES WILL NOT BE VOTED FOR ITEM NO. 2A))	<input type="checkbox"/>	<input type="checkbox"/>

	FOR	AGAINST	ABSTAIN
2B. To elect Ms. Shoshana Shidlo as an external director (as such term is defined in the Israeli Companies Law) for a three-year term and to grant her, if elected, an indemnification letter and inclusion in the Company's directors' and officers' liability insurance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	YES	NO
ARE YOU A CONTROLLING SHAREHOLDER IN THE COMPANY, OR HAVE A PERSONAL INTEREST IN THE ELECTION OF MS. SHOSHANA SHIDLO (OTHER THAN A PERSONAL INTEREST UNRELATED TO RELATIONSHIPS WITH A CONTROLLING SHAREHOLDER OF THE COMPANY)? (PLEASE NOTE: IF YOU DO NOT MARK EITHER YES OR NO, YOUR SHARES WILL NOT BE VOTED FOR ITEM NO. 2B))	<input type="checkbox"/>	<input type="checkbox"/>

	FOR	AGAINST	ABSTAIN
3. To ratify and approve the reappointment of Somekh Chaikin, registered public accounting firm, a member of KPMG International, as the Company's independent registered public accountants for the year ending December 31, 2014, and to authorize the Board of Directors and the Audit Committee (under their authority in accordance with the Israeli Companies Law), to fix the compensation of such independent registered public accountants in accordance with the volume and nature of their services.	<input type="checkbox"/>	<input type="checkbox"/>	

	YES	NO
4. Do your holdings in the Company or vote on the Proposals above require the approval of the Prime Minister of Israel and Israeli Minister of Communications pursuant to the Communications Law and Communications Order, as defined in the Proxy Statement?	<input type="checkbox"/>	<input type="checkbox"/>

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

Signature of Shareholder  Date:  Signature of Shareholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.