

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

November 26, 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" ITEM 1.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

	FOR	AGAINST	ABSTAIN
1. To approve the renewal of the indemnification agreements for the Company's officers and directors who are deemed controlling shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>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 Proposal 1 (as described in the Proxy Statement).</b>			
2. Are you a controlling shareholder or do you have a personal interest in the proposal to renew the indemnification agreements for directors and officers who are considered controlling shareholders of the Company or related to them, and directors and officers with respect to whom a controlling shareholder has a personal interest in their entering into an indemnification agreement?	YES <input type="checkbox"/>	NO <input type="checkbox"/>	
3. Do your holdings in the Company or vote on Proposal 1 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?	YES <input type="checkbox"/>	NO <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. <input type="checkbox"/>			

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.