

**[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: September 7, 2022  
[And amended notice dated September 14, 2022](#)  
[And amended notice dated October 9, 2022](#)

## **Partner Communications Company Ltd.**

### **Amended 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 Thursday, October 20, 2022 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 with respect to items 1-3 on the agenda 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**”).

#### **Items 1-3 on the agenda, which are subject to the Regulations Procedure, are set forth below:**

##### **Item 1 on the agenda- (1) approval of the amendment of the Company's Compensation Policy for Office Holders.**

At least once every three years the compensation policy shall be submitted for the approval of the General Meeting of shareholders as required pursuant to the Israeli Companies Law. The Company last adopted a compensation policy for its Office Holders (as such term is defined in the Israeli Companies Law) in October 2019, which was revised in March 2020 and is valid until October 28, 2022. Therefore, we propose to approve the renewal of the previous compensation policy with certain changes, in the form attached hereto as **Annex “A”** (“**Compensation Policy**” or the “**Policy**”). The proposed changes to the Compensation Policy are marked compare to the previous compensation policy. For the shareholders' convenience, attached hereto as **Annex “B”** is an English convenience translation of the binding Hebrew version of the Compensation Policy.

This summary is qualified in its entirety by reference to the description in the Proxy Statement. For further details, please see Item 1 of the Proxy Statement and the complete wording of the Compensation Policy.

The Compensation Committee and Board of Directors have noted the respective personal interests of all our directors in the resolutions below.

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

**“RESOLVED:** to approve the Company's Compensation Policy for Office Holders in the form attached hereto as "Annex A"; and

**RESOLVED:** this resolution is in the best interest of the Company.”

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

**Item 2 on the agenda-to approve the compensation terms to Mr. Shlomo Rodav, as the Company's Chairman of the Board of Directors**

Mr. Shlomo Rodav was appointed as a Director on April 7, 2022 and as the Company's Chairman of the Board of Directors on July 28, 2022.

On April 4, 2022, Amphissa Holding Limited Partnership purchased 49,862,800 of the Company's Ordinary Shares which constitute approximately 27% of the Company's issued and outstanding share capital. Therefore Amphissa is considered as a Controlling Party according to section 268 to the Israeli Companies Law. To the best knowledge of the Company, one of two general partners of Amphissa is Israel Lighterage and Supply Co. Ltd which is 50% owned by Mr. Shlomo Rodav.

Our Compensation Policy allows us to grant the Chairman of the Board, compensation that shall take into account the additional work imposed on the Chairman, the additional time that the Chairman is required to devote to the performance of this role and, insofar as the Chairman of the Board is an active chairman, also the appointment percentage at which he or she shall be employed.

The Compensation Committee and Board of Directors considered numerous factors, including the Company's Compensation Policy and relevant benchmarks, taking into account Mr. Rodav's education, qualifications, expertise and professional experience and achievements, and believe that it is in the best interest of the Company to retain Mr. Rodav as our Chairman of the Board of Directors and to compensate him for his valuable contribution to the Company as Chairman.

As an incentive for his activities and efforts as Chairman, the Compensation Committee and the Board of Directors approved and have recommended to the shareholders of the EGM to approve to grant Mr. Rodav a fixed monthly fee, in the amount of NIS 106,250 (plus VAT and linked to the June 2022 Consumer Price Index ("CPI")) for his services as Chairman of the Board of Directors at a scope of a 50% position, effective from the

date of his appointment as Chairman, to be offset against the sums that Mr. Rodav has received since July 28, 2022 in his capacity as a director in the Company, to be paid to him directly or to a company under his control, according to his discretion, and subject to the receipt of an appropriate invoice.

The other compensation terms of Mr. Shlomo Rodav, which includes, reimbursement of Reasonable Expenses, benefit from the D&O insurance policy, and Indemnification and Release Letter, will remain unchanged and in accordance with the approval of the General Meeting of shareholders dated July 28, 2022.

The Compensation Committee and the Board of Directors are of the opinion that the proposed compensation to the Chairman is fair and reasonable given the required devotion of extensive attention and time and the magnitude of the challenges that the Company faces and may face in the future, changes in the Company and the market in which the Company operates and the responsibility of the Chairman.

Mr. Rodav has extensive commercial and managerial experience and an in-depth acquaintance with the various aspects of the business of the Company. Mr. Shlomo Rodav was appointed to the Board of Directors in April 2022 and was appointed as Chairman of the Company on July 28, 2022. He served from 2020-2021 as the Chairman of the Board of Directors of Yeinot Bitan Ltd. Prior to that he served from 2018-2020 as Chairman of the Board of Directors of Bezek-the Israel Telecommunication Corp. Ltd. and prior to that he served as Chairman and a board member of various public companies including Tnuva Ltd., Gilat Satellite Telecommunication Ltd. and as Chairman of the Board of Directors of Partner in 2013.

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

- (i) **RESOLVED:** to grant Mr. Shlomo Rodav, the Chairman of the Board of Directors of the Company, a fixed monthly fee in the amount of NIS 106,250 (plus VAT and linked to the June 2022 CPI) for his services as Chairman of the Board of Directors, effective July 28, 2022, to be offset against the sums that Mr. Rodav has received since July 28, 2022 in his capacity as a director in the Company; and
- (ii) **RESOLVED:** this resolution is in the best interest of the Company.”

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

**Item 3 on the agenda- Proposed resolution to amend the Company's Articles of Association: canceling the provisions with respect to rights and restrictions of "Founding Shareholders" and "Founding Israeli Shareholders"**

In accordance with the original MRT license granted in the past to the Company by the Minister of Communications, the Company's Articles of Association contain provisions concerning minimum holdings by Israeli citizens and residents (“**Founding**

**Shareholders**” and “**Israeli Founding Shareholders**”), as well as a requirement that the Israeli Founding Shareholders will appoint at least 10% of the members of the Board of Directors of the Company. To ensure compliance with the MRT license and the Company's Articles of Association, shares of Israeli Founding Shareholders are registered under the shareholders' name in the Company's shareholder registry.

Pursuant to amendments made in the Communications Law (Bezeq and Transmissions)-1982, and clarifications provided thereof, minimum holdings by **Founding Shareholders** and Israeli Founding Shareholders are no longer required under the MRT license.

In light of the said amendments, certain Israeli Founding Shareholders addressed the Company with a request to register their shares in the Company's shareholder registry under the Company's nominee company, as regular and unrestricted shares. On August 17, 2022, the Company was served with a lawsuit filed by one of the Israeli Founding Shareholders, who petitioned the court in this matter.

In view of the fact that the legal status of the Company's shares is determined by the Company's Articles of Association, and since any amendment to the Articles of Association is under the authority of the EGM, the EGM is being asked to determine whether or not to approve the cancellation of the provisions of the Articles of Association that refer to the **Founding Shareholders and** Founding Israeli Shareholders entities, thereby (i) eliminating the restrictions on transfer of such shares, and (ii) terminating the right to appoint least 10% of the members of the Board of Directors of the Company in accordance with the mechanism set forth in the Articles of Association. Solely for the sake of convenience, a revised version of the Articles of Association (marked compared to the current Articles of Association) is attached hereto as **Annex “C”**. Given that this matter is under the authority of the EGM, **the Board of Directors has not taken a position on this matter, does not make a recommendation to the EGM regarding this item, and the decision is left exclusively to the discretion of the EGM.**

The following resolution is presented to the EGM for its determination whether or not to adopt such resolution.

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

- (i) **“RESOLVED:** to amend the Company's Articles of Association and cancel the provisions therein with respect to **rights and restrictions of Founding Shareholders and** Founding Israeli Shareholders' rights and restrictions, in the form attached hereto as **Annex “C”**;
- (ii) **RESOLVED:** this resolution is in the best interest of the Company.”

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 September 7, 2022 as amended on September 14, 2022 and on October 9, 2022 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 each of the items on the agenda:**

The required majority for the approval of items 1-2 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.

However, to the extent permitted by law, if the EGM ~~utk~~ shall oppose approving the Compensation Policy, the Compensation Committee and Board of Directors shall be able to approve the Compensation Policy, after having held another discussion of the Compensation Policy and after having determined, on the basis of detailed reasoning, that, notwithstanding the opposition of the EGM, the adoption of the Compensation Policy is for the benefit of the Company.

The vote of the holders of a majority of at least three quarters (75%) of the votes of Ordinary Shares participating in the EGM and voting on the matter is required for the approval of item 3, which is subject to the Regulations Procedure.

**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 items 1-3 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 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 six 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:**

Sarit Hecht, Adv., Company Secretary, or Helit Megido, Adv. or Tami Levy, Adv. Partner Communications Company Ltd., 8 Ha’amat 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 items 1-3 on the agenda is: October 10, 2022.

The deadline for submission of the Board of Directors’ response to Position Notices (if any) is: October 15, 2022.

**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 September 14, 2022 (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 September 21, 2022. The filing of an amended agenda will not require the change of the Record Date as set forth below 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 September 6, 2022, the amount of shares equivalent to five percent of the Company's voting rights (excluding treasury shares) is: 9,298,213.55 Ordinary Shares.

As of September 6, 2022, 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: 6,805,073.55 Ordinary Shares.

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

Shareholder shall mark the shareholder's vote regarding each item on the agenda which is subject to the Regulations Procedure (items 1-3), in the second part of this Deed of Vote.

# **Partner Communications Company Ltd.**

Date: September 7, 2022 [as amended on September 14, 2022 and on October 9, 2022](#)

## **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):** Sarit Hecht, Adv., Company Secretary, or Helit Megido, Adv. or Tami Levy, Adv., Partner Communications Company Ltd., 8 Ha’amat 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:** Thursday, October 20, 2022 at 14:00 Israel time.

**Type of meeting:** Extraordinary General Meeting

**The Record Date:** September 13, 2022.

**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: \_\_\_\_\_

| Subject of the Resolution   | Vote <sup>a</sup> |         |         | In respect of a transaction's approval pursuant to sections 255, 267A and 272 to 275 (the majority required for which is not an ordinary majority), of the Israeli Companies Law) or in respect of an amendment to the Company's Compensation Policy for Office Holders (section 267A (b) of the Israeli Companies Law) - do you have a "Personal Interest" in the resolution, are you a "Controlling Party" in the Company, a "Senior Office Holder" or an "Institutional Investor" <sup>b</sup> ? |    |
|---|-------------------|---------|---------|---|----|
|   | For               | Against | Abstain | Yes <sup>c</sup>  | No |
| <b>Item 1 on the agenda-</b><br>Approval of the Company's Compensation Policy |                   |         |         |   |    |

<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. "Personal Interest" is defined in Section 1 of 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.

|   |  |  |                         |                         |
|---|--|--|-------------------------|-------------------------|
| <b><u>Item 2 on the agenda-</u></b><br>Approval of the compensation terms to Mr. Shlomo Rodav, as the Company's Chairman of the Board of Directors. |  |  |                         |                         |
| <b><u>Item 3 on the agenda-</u></b><br>Amendment of the Company's Articles of Association   |  |  | irreleva <sup>ent</sup> | irreleva <sup>ent</sup> |

Regarding the resolutions on items 1 and 2 why do I have a “Personal Interest” in the resolutions, 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.

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>.

<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.

**No.** I do not approve the declaration above. I hold, together with others, \_\_\_\_\_ Ordinary Shares of Partner and my holdings **require** the consent of the Israeli Minister of Communications as stated above.

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

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