

Convenience translation  
In any case of inconsistency, the immediate report in Hebrew shall prevail

**Cellcom Israel Ltd.**  
**("the Company")**

Attn.:  
The Israel Securities Authority  
Through the MAGNA system

Attn.:  
The Tel Aviv Stock Exchange Ltd.  
Through the MAGNA system

Dear Sir/Madam,

**Re: Immediate Report Regarding the Convention of an Annual General Meeting of the Company's Shareholders ("the Report")**

In accordance with the Companies Law 5759-1999 (the "**Companies Law**"), the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting of a Public Company and Addition of Topic to the Agenda), 5760-2000 ("**Notice**" and "**Notice Regulations**"), the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (the "**Reports Regulations**") and the Companies Regulations (Written Voting and Statements of Position), 2005 (the "**Written Voting Regulations**"), the Company hereby announces the convening of an annual general meeting of the Company's shareholders, which will be held on Thursday, December 21, 2023, at 15:00 at the Company's offices, 10 Hagavish St., Netanya (the "**Company's offices**" and the "**Meeting**" or the "**General Meeting**", as the case may be), in order to discuss and approve resolutions regarding the issues on the agenda, as specified below in this report.

**Prior to the vote on the proposed resolutions that are on the agenda, every shareholder who desires to participate in the vote, is required (both Voting in Writing and by voting through the Electronic Voting System) to confirm that its holdings of Company shares are not in violation of the holding or transfer restrictions set forth in the Company's licenses as detailed in section 2.11 below. Should this box not be checked, the vote shall not be counted. If only part of the shareholdings is in violation as foregoing, a right to vote in the part that is not in violation may be granted. In this case, please contact VP Legal and corporate secretary by telephone +972-52-998-9595 for receiving instructions on how to vote for shares that are not in violation, or if the shares are held through a broker, the broker can be asked to contact the Company on behalf of the shareholder.**

**1. Issues on the agenda and proposed resolutions:**

**1.1 Item No. 1 - Discussion regarding the Company's audited annual financial statements and Board of Directors' report regarding the state of the Company's affairs for year ended December 31, 2022**

The aforementioned reports, which are included in the Company's Periodic Report for 2022, and which were published on March 9, 2023 (Reference Number 2023-01-025194) (the "**Periodic Report for 2022**") incorporated herein by reference, are available for review on the distribution website of the Israel Securities Authority at <http://www.magna.isa.gov.il> (the "**Distribution Website**"), and on the website of the Tel Aviv Stock Exchange Ltd. at <http://maya.tase.co.il> (the "**Stock Exchange Website**").

**1.2 Item No. 2 - Approval of the appointment of the Company's auditing firm and report regarding the salary of the Company's auditors with respect to 2022**

1.2.1 It is proposed to approve the appointment of the accounting firm Kost Forer (EY) as the Company's auditor until the end of the Company's next annual general meeting ("**the Auditor**")

1.2.2 For additional details regarding the fees paid by the Company for year 2022 to the former Auditor, for audit and tax services and for additional services, see section 13 of the Board of Directors' report regarding the state of the Company's affairs, which is included in the periodic report for 2022.

1.2.3 The Company's Audit Committee recommended to the Company's Board of Directors the re-appointment of the Auditor, after a discussion it held in connection with the Auditor's work as well as after consulting with the Company's management regarding the current interface with the Auditor. In this framework, among other things, the expertise of the Auditor, his experience in auditing corporations in the sector in which the Company operates, his commitment to the quality of the audit and inputs that will be devoted to the audit process, the size of the Company, the audit risks identified by the Auditor and the auditor's ability to respond to these risks were discussed. In accordance with the recommendation of the audit committee, the Company's board of directors decided to recommend to the General Meeting of the Company's shareholders to approve the re-appointment of the Auditor.

1.2.4 Proposed resolution: To approve the appointment of Kost Forer (EY) as the Company's Auditors, in effect until the end of the Company's next annual general meeting.

1.3 **Items No. 3 -7 - Approval of the re-appointment, for an additional period of tenure, of directors holding office in the Company who are not external directors and the appointment of a director.**

1.3.1 As of the Report date, Mrs. Nataly Mishan Zakai (Chairman) and Messrs. Gustavo Traiber (independent director), Shany Levi, Michael Joseph Salkind and Baruch Itzhak, are serving as directors of the Company who are not external directors.

The Company's license and articles of association<sup>1</sup> require at least 10% of the Company's board members to be appointed by Israeli shareholders, who are Israeli citizens and residents from among the Company's founding shareholders ("**Israeli Shareholders**"). Should the Company's board of directors is comprised of 14 directors or less, the Israeli shareholders shall appoint one director, and should the Company's board of directors is comprised between 15 to 24 directors, the Israeli shareholders shall appoint two directors. Accordingly, in June 2023, Mrs. Shany Levi was appointed as a director in the company (instead of Mr. Itamar Yehuda Regev who ceased to serve as a director on May 31, 2023) by Mega Or Holdings Ltd., in its capacity as the Company's "Israeli shareholder", for an unlimited term, and his appointment as foregoing does not require the approval of the Meeting.

1.3.2 It is proposed to approve the appointments of Samy Backlash as a director. Mr. Backlash is a director recommended by the Company's employee's representative, pursuant to the provisions of the Company's collective employment agreement that grants the Company's employee's representative the right to recommend one director for the board of directors.

1.3.3 It is proposed to renew the appointments of Mrs. Nataly Mishan Zakai and Messrs. Gustavo Traiber, Michael Joseph Salkind and Baruch Itzhak, for an additional term in office ending upon the conclusion of the Company's next annual meeting.<sup>2</sup>

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<sup>1</sup> Article 38(a) of the Company's articles of association that was published by the Company on December 30, 2021 (Reference Number 2021-01-188136).

<sup>2</sup> For their service, the directors shall be entitled to payment of an annual remuneration and participation remuneration at the maximum amounts, pursuant to the Company's ranking, which are set forth in the Companies (Rules Regarding Remuneration and Costs to External Directors) Regulations, 5760-2000, as they shall be from time to time, and depending on whether the director is an expert or a non-expert. In addition, the directors are entitled to officers' insurance, indemnity, and exculpation. For details about the terms of the insurance,

1.3.4 Each of the foregoing directors whose appointment is presented for approval of the General Meeting has signed a declaration pursuant to the requirements of section 224B of the Companies Law (including the special declarations with respect to the independent director), The declarations of the aforementioned directors are attached as Appendix A to this report, and they can also be reviewed at the Company's registered offices.

1.3.5 For details about the directors Natly Mishan Zakai, Gustavo Traiber, Michael Joseph Salkind and Baruch Itzhak, pursuant to regulation 36B(a)(10) of the Reports Regulations, see regulation 26 in Chapter 4 of the Company's 2022 periodic report (additional information on the corporation) incorporated herein by reference.

As the Company was informed, regarding several above mentions directors, there has been changes in the details according to regulation 26 of the report regulations compared to the details included in Chapter 4 of the Company's 2022 periodic report (additional details about the corporation) as mentioned. The details contained therein are hereby provided by reference as follows:

Name of the director	Changes in details according to regulation 26 of the report regulations compared to the details included in the periodic report for 2022
Nataly Mishan Zakai	Served as Chairman of the Board of Directors of Mehadrin Ltd, until August 2023.
Baruch Itzhak	Served as a director in Mehadrin Ltd, until August 2023
Gustavo Traiber	Served as a director in Agro Exchang Ltd. until October 2023.

1.3.6 Following are the required details about Mr. Samy Backlash, in accordance with regulation 36b(a)(10) of the report regulations:

<b>Name</b>	Samy Backlash
<b>Identification number</b>	012299764
<b>Date of birth</b>	August 20, 1960
<b>Address for service of judicial documents</b>	ToHa Building, 114 Igal Alon St. Tel Aviv
<b>Citizenship</b>	Israel
<b>Membership in a board committee or committees</b>	No
<b>Independent director or external director or external expert director</b>	No
<b>Expertise in accounting and finances or professional qualifications</b>	No
<b>Employee of the corporation, subsidiary, affiliated Company or of an interested party</b>	No

<b>Name</b>	Samy Backlash
<b>Date on which he began serving as director of the Company</b>	From the date of approval of the General Meeting
<b>Education</b>	B.A in Accounting and Economics, Tel Aviv University. M.A Business Management, expertise in financing, Bar-Ilan University
<b>Employment in the last five years and Corporations where he serves as director</b>	External Director in Migdalor-Alternative Products Ltd. since 2022 until today; CEO of Backlash Consulting and Investments Ltd. since 2010 until today; Chairman of the Board of Israel Government Tourist Corporation since 2023 until today; Lecturer in the Course of Directors and proper management of non-profit organizations since 2010 until today; Member of the Appeal Committees at the Tel Aviv District Court; The public representative in Ra'anana Municipality and its committees; Member of the Board of Directors of The Senior Citizen Association in Ra'anana; Member of the Board of Directors of Zimerman Home Association. External Director in Erika B-Cure Laser Ltd. 2022-2023; Director General of the Knesset 2020-2021; Director in The Advisory Council for the Commissioner for Petroleum Affairs 2018-2020; Director in Ramat Rachel Company 2017-2020; Chairman of the Board of Ayalon Financial Solutions (2004) Ltd. 2016-2020; Director in Ayalon Trustees Insurance Agency Ltd. 2016-2020.
<b>Family member of an interested party</b>	No
<b>A director that the Company considers an expert in accounting and finance for purpose of meeting the minimum number determined by the board of directors under section 92(a)(12) of the Companies Law</b>	No

### 1.3.7 Proposed resolutions:

- 1.3.7.1 Item No. 3 - To approve the reappointment of Mrs. Nataly Mishan Zakai as director of the Company for a term ending upon the conclusion of the following Annual General Meeting.
- 1.3.7.2 Item No. 4 - To approve the reappointment of Mr. Gustavo Traiber as independent director of the Company for a term ending upon the conclusion of the following Annual General Meeting.

1.3.7.3 Item No. 5 - To approve the reappointment of Mr. Michael Joseph Salkind as director of the Company for a term ending upon the conclusion of the following Annual General Meeting.

1.3.7.4 Item No. 6 - To approve the reappointment of Mr. Baruch Itzhak as director of the Company for a term ending upon the conclusion of the following Annual General Meeting.

1.3.7.5 Item No. 7 - To approve the appointment of Mr. Samy Backlash as director of the Company for a term ending upon the conclusion of the following Annual General Meeting

**1.3.7 Voting for each nominee for office of director shall be held separately.**

## **2. Order of the Meeting and voting**

### **2.1 Manner of voting**

A shareholder, who is entitled to participate and vote at the meeting, is entitled to vote in the Meeting by itself or by proxy. In addition, a shareholder under section 177(1) of the Companies Law (meaning - a person to whose credit a share is registered with a TASE member, and such share is included among the shares registered in the shareholders registry under the name of a nominee Company) ("**Unregistered Shareholder**") is also entitled to vote through an electronic voting card to be transferred to the Company in the electronic voting system that operates pursuant to Article B to Chapter 7(B) of the Israeli Securities Law, 5728-1968 ("**Electronic Voting**", the "**Electronic Voting System**" and "**Electronic Voting Card**", respectively).

In accordance with the announcement of the Israel Securities Authority of October 29, 2023 ("Access from abroad to the reporting website and the electronic voting system"), in light of the security situation affecting our country, the Israel Securities Authority stated that it is working to strengthen its defense systems in the Internet space, actions which may also include the imposition of restrictions Temporarily on the ability to access the Authority's systems from abroad, including temporary restrictions on the ability of security holders to access the electronic voting system from abroad, in order to vote at meetings. To the extent that temporary difficulties arise in accessing the aforementioned electronic voting system from abroad, the company's securities holders is invited to turn to the alternative voting methods detailed in this meeting summons report and, in general, to vote using the voting card attached to this meeting summons report, and/or to contact the system's support center at 077-2238333.

With respect to the resolutions on the agenda, a shareholder who is entitled to participate and vote in the Meeting may also vote at the Meeting by way of the voting card attached to this Report, while the voting shall be made with the second part of the voting card. In this respect, a shareholder that voted by voting card shall be deemed to have been present and participated in the Meeting.

### **2.2 Date and place of the General Meeting**

The Annual General Meeting of the Company's shareholders shall convene on Thursday, December 21, 2023, at 15:00p.m., at the Company's offices, 10 Hagavish St., Netanya.

### **2.3 Legal quorum and date of the adjourned meeting**

The legal quorum for holding the General Meeting is the presence of at least two (2) shareholders, in person or by proxy, who hold at least a third of the voting rights ("**Legal Quorum**"). If an hour after the time set for the Meeting to begin the General Meeting had no legal quorum, the Meeting shall be adjourned to Thursday , December 28, 2023, at the same place and time (the "**Adjourned Meeting**"). Should the Adjourned Meeting have no Legal Quorum within half an hour from the time the Adjourned Meeting was set to begin, then any two (2) shareholders who are present, in person or by proxy, shall constitute a Legal Quorum.

2.4 The required majority for adopting the resolutions at the General Meeting

The required majority for approving the resolutions set forth in sections 1.2 and 1.3 on the agenda is a simple majority (meaning a majority of more than 50%) of all votes of the shareholders present at the General Meeting who are allowed to vote and who voted in it, by themselves or through a proxy, not taking into account abstaining votes.

2.5 Record date

The record date for determining the entitlement of the shareholders to vote at the General Meeting under section 182(c) of the Companies Law and regulation 3 to the **Notice Regulations** is Tuesday, November 22, 2023 (the “**Record Date**”).

2.6 Proxy for voting

A shareholder is entitled to appoint a proxy to vote in its place, who is not required to be a shareholder of the Company. The document authorizing a proxy to vote shall be drawn up in writing (the “**Letter of Appointment**”) and shall be signed by the appointing party, and if the appointing party is a corporation, the Letter of Appointment shall be signed in a manner that binds the corporation. The Company’s secretariat may require that the Company be provided with written confirmation, to its satisfaction, prior to convening the General Meeting, with respect to the identity of the signing party, and if the appointing party is a corporation, also with respect to the authority of the signing parties to bind the corporation. The Letter of Appointment or a suitable copy thereof, to the satisfaction of the Board of Directors, shall be deposited at the registered office of the Company at least seventy-two (72) hours prior to the commencement of the General Meeting or Adjourned Meeting, as applicable, in which the proxy intends to vote on the basis of such Letter of Appointment. Notwithstanding the foregoing, the Chairman of the Meeting may, at its discretion, accept said Letter of Appointment, even after such time, if it finds it correct to do so, at its discretion. If the Letter of Appointment, as set forth in this regulation above, has not been received, it shall have no effect at such Meeting. The Letter of Appointment shall note the number of shares for which it was granted. The Letter of Appointment shall also be effective with respect to any adjourned meeting of a meeting that the Letter of Appointment refers to, provided the Letter of Appointment did not state otherwise.

2.7 Electronic voting card

As stated in section 2.1 above, an Unregistered Shareholder is also entitled to vote through the Electronic Voting System. Voting through an Electronic voting card shall be possible until six (6) hours before the assembly time of the General Meeting or earlier as determined by the Israel Securities Authority, provided that it does not exceed 12 hours before the date of the meeting ("system lock date"). It will be explained that the vote through the electronic voting system can be changed or canceled until the system lock date and it will not be possible to change it through the system after this date.

If a Shareholder voted in more than one way as stated, his later vote will be counted, when a shareholder's vote in person at the meeting or by proxy will be considered late from voting through a voting card or through the electronic voting system.

2.8 Voting by voting card and sending position statements

A shareholder is also entitled to vote at the General Meeting for approving the resolution on the agenda of the General Meeting through a voting card. Voting in writing shall be made by way of the second part of the voting card, which is attached to this Report.

The voting card and position statements under their meaning in section 88 of the Companies Law, if any, can be reviewed on the distribution website of the Israeli Securities Authority, at: <http://www.magna.isa.gov.il> (the “Distribution Website”)

and on the website of the Tel Aviv Stock Exchange Ltd., at: <http://maya.tase.co.il> (the “**TASE Website**”). Any shareholder is entitled to directly contact the Company and obtain free of charge the form of the voting card and position statements (if any).

A member of the Tel Aviv Stock Exchange Ltd. (“**TASE Member**”) shall send, for no consideration, by email, a link to the form of the voting card and position statements (if any), on the Distribution Website, to any shareholder of the Company who is not registered in the Company’s shareholder registry, whose shares are registered with such TASE Member, unless the shareholder announces that it is not interested in such or that it desires to receive voting cards by mail in consideration for payment of delivery fees, provided the notice was given with respect to a certain securities account and on a date preceding the Record Date.

The voting card and documents that must be attached thereto as set forth in the voting card, must be delivered to the Company’s offices (including by registered mail) including the certificate of ownership (and with respect to a registered shareholder - including a photocopy of an identity card, passport, or certificate of incorporation, as applicable) until four (4) hours before the assembly time of the General Meeting. For this purpose, “time of delivery” is the time on which the voting card and the documents attached thereto arrived at the Company’s offices.

In addition, an Unregistered Shareholder shall be entitled to deliver the certificate of ownership through the Electronic Voting System as set forth in section 2.1 above.

Deadline for delivery of position statements to the Company by the shareholders of the Company is up to ten (10) days before the date of the Meeting.

A voting card to which no certificate of ownership was attached (or alternatively the certificate of ownership was not delivered through the Electronic Voting System) or with respect to a registered shareholder to whom no photocopy of an identity card, passport, or certificate of incorporation, as applicable, was attached, shall have no effect.

The deadline for submitting the board's response to the position statements, if and as soon as the shareholders' position statements are given and the board of directors chooses to submit its response to the aforementioned position statements, it will not be later than five (5) days before the date of the meeting.

It is noted that pursuant to section 83(d) of the Companies Law, if a shareholder voted in more than one way, its last vote shall be counted, while in this regard, a vote of a shareholder in person or by proxy shall be deemed later than the vote through a voting card.

One or more shareholders holding shares at a rate constituting five percent or more of the total voting rights in the Company (meaning - 8,266,842 shares) and also anyone holding such rate out of all voting rights not held by the Company’s controlling shareholder (meaning - 5,326,573 shares) is entitled, after assembly of the General Meeting, to review the voting cards and the voting records through the Electronic Voting System that the Company received as set forth in regulation 10 of the Israeli Companies (Voting in Writing and Position Statements) Regulations, 5766-2005.

## 2.9 Certificate of ownership

An Unregistered Shareholder shall only be entitled to participate at the General Meeting if it provides the Company, prior to the General Meeting, with a confirmation of a TASE Member with whom its right to the share is registered, regarding its ownership over the Company’s shares on the Record Date, according

to the form in the schedule to the Israeli Companies (Proving Ownership Over Shares for Purpose of Voting in a General Meeting) Regulations, 5760-2000 (the “**Certificate of Ownership**”), or alternatively if the Company receives a Certificate of Ownership through the Electronic Voting System.

An Unregistered Shareholder is entitled to receive the Certificate of Ownership from the TASE Member through whom it holds its shares, at the branch of the TASE Member or by mail to its address in exchange for delivery fees only, if so requested, and provided that an application in this respect is issued in advance to a certain securities account.

An Unregistered Shareholder is also entitled to order its Certificate of Ownership to be transferred to the Company through the Electronic Voting System.

#### 2.10 **US shareholders**

Shareholders whose shares are not held via a member of the TASE Clearinghouse but instead via a member of the Depository Trust Company (“**DTC**”) in the United States, could deliver a signed form of proxy from the DTC member that holds its shares, authorizing the shareholder to vote in regard of a specified number of shares at the meeting. Such form of proxy should include the Record Date and the meeting date of the meeting. Then, such a shareholder will be entitled to vote by participating in person or by sending the Company a signed voting card together with the proxy. Alternatively, such a shareholder could instruct its DTC member to vote the shares beneficially owned by such shareholder.

Shareholders who are registered directly with the Company’s U.S. transfer agent, American Stock Transfer & Trust Company, will be entitled to vote by participating in person or by sending the Company a signed voting card.

The voting card to be considered in the Meeting must be in the form attached in Part Two to the voting card below which is an integral part of this Report.

In each case, the voter must deliver the proxy and the voting card, as applicable, to the Company no later than the due time pursuant to sections 2.6 and 2.8, as applicable.

#### 2.11 **Restrictions applicable to voting by virtue of the Company’s communications licenses**

Pursuant to the communications licenses granted to the Company by the Israeli Ministry of Communications, investors are prohibited from acquiring or transferring (alone or together with family members or with other entities that cooperate on a regular basis) the Company’s shares, directly or indirectly (including by way of creating a pledge that if realized, would lead to a transfer of shares), in one transaction or in a series of transactions, if such acquisition or transfer would cause the holding or transfer of 10% or more of the means of control in the Company, or the transfer of any means of control in the Company if as a result thereof control of the Company would be transferred from one party to another, without the prior consent of the Ministry of Communications. In addition, pursuant to the licenses, whoever holds over 5% of the means of control in the Company, is not entitled to (a) hold, directly or indirectly, more than 5% of the means of control in Bezeq The Israel Telecommunication Corporation Ltd. (“**Bezeq**”), which is a landline operator in Israel<sup>3</sup>, or a different cellular operator in Israel (subject to certain exceptions), (b)

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<sup>3</sup> Notwithstanding, an interested party in the Company that is a mutual fund, insurance company, investment company, or pension fund (“**Institutional Investor**”) may also hold up to 10% of the means of control in Bezeq or another cellular operator under certain conditions without requiring the approval of the Minister, and according to with a written request, the Minister may allow an institutional investor who is an interested party



serve as an officer of competitors of the Company, other than in specific circumstances and subject to the approval of the Ministry of Communications, or (c) be party to any arrangement with Bezeq or with a different cellular operator that is designed or that may reduce competition or harm it with respect to the cellular services, cellular end equipment or other services that are granted by way of the cellular network. For more details referring to these restrictions, please see section 22.4 in Chapter A of the Company's 2022 Periodic Report.

In accordance with the requirements of the licenses, the Company's Articles of Association set forth that holdings of Company shares that are in violation of the holding or transfer restrictions that are included in the licenses shall not grant their holders any voting rights. In addition, the licenses and Articles of Association require that as a condition for any shareholder to vote, in person or on a voting card, in any meeting of the shareholders, such shareholder must confirm whether its holdings of Company shares are in violation of any of the restrictions included in the Company's licenses.

Prior to the vote on the proposed resolutions that are on the agenda, every shareholder who desires to participate in the vote, is required to confirm in the voting card that is attached to this Report or in the Electronic Voting Card, as applicable, that its holdings of Company shares are not in violation of the holding or transfer restrictions set forth in the Company's licenses. Should this box not be checked, the vote shall not be counted. If only part of the shareholdings is in violation as foregoing, a right to vote in the part that is not in violation may be granted. In this case, please contact VP Legal and corporate secretary by telephone +972-52-998-9595 for receiving instructions on how to vote for shares that are not in violation, or if the shares are held through a broker, the broker can be asked to contact the Company on behalf of the shareholder.

**2.12 Changes to the agenda; the deadline for a shareholder to issue a request to include an item on the agenda**

Following the publication of this report on convening the Meeting, there may be changes to the agenda, including the addition of items to the agenda, position statements may be published, and the updated agenda and position statements may be reviewed in the Company's reports to be published on the websites listed in section 13 of the voting card attached to this Report.

A request of a shareholder under section 66(b) of the Companies Law and regulation 5a(a) of the Notice Regulations to include an item on the agenda of the General Meeting shall be delivered to the Company until seven (7) days after assembly of the Meeting. If such a request was submitted, it is possible for the item to be added to the agenda, and its details shall appear on the websites listed in section 13 of the voting card attached to this Report. In this case the Company shall publish an amended voting card together with an amended report on convening the Meeting, no later than seven (7) days after the deadline for delivery of a shareholder request to include an item on the agenda, as set forth above.

**3. Details on the Company's representative with respect to dealing with this report**

The Company's representative with respect to dealing with this Report is Adv. Larisa Cohen, VP Legal and Corporate Secretary, 10 Hagavish Street, Netanya, Telephone: 052-9989595; Fax: 09-8607986.

**4. Document review**

This Report and the documents mentioned therein may be reviewed, as well as the complete form of the proposed resolutions that are on the agenda, in the Company's offices at 10 Hagavish Street, Netanya, following advance coordination with the Company's secretary at phone number 052-9989595, Sundays-Thursdays (except on Holiday Eves and Holidays), during common work hours, until the conclusion of the General Meeting.

**Cellcom Israel Ltd.**  
**Voting card under the Israeli Companies (Voting in Writing and Position Statements)**  
**Regulations, 5765-2005 (the “Voting in Writing Regulations”)**  
**Part One**

1. Company name: **Cellcom Israel Ltd.** (the “Company”).
2. Type of general meeting, the time and place it is convened - Annual General Meeting.  
The General Meeting shall take place on Thursday, December 21, 2022, at 15:00, Israeli time, at the Company’s offices, 10 Hagavish, Netanya, Israel. Should the General Meeting be postponed due to a lack of a legal quorum, the adjourned meeting shall take place on Thursday, December 28, 2023, at the same time and place (the “Meeting” or “General Meeting”).
3. Description of the items on the agenda and form of their resolutions:
  - 3.1. **Item number 2: Approval of the appointment of the Company’s auditing firm**  
It is proposed to approve the appointment of the accounting firm Kost Forer (EY) as the Company’s auditor until the end of the Company’s next annual general meeting.  
Proposed resolution: To approve the appointment of Kost Forer (EY) as the Company’s Auditors, in effect until the end of the Company’s next annual general meeting.
  - 3.2. **Items number 3-7: Approval of the re-appointment, for an additional period of tenure, of directors holding office in the Company who are not external directors and appointment of new director**  
It is proposed to renew the appointments of Mrs. Nataly Mishan Zakai and Messrs. Gustavo Traiber, Michael Joseph Salkind and Baruch Itzhak, for an additional term in office ending upon the conclusion of the Company’s next annual meeting and to appoint Mr. Samy Backlash as a director for a term in office ending upon the conclusion of the Company’s next annual meeting.  
Proposed resolutions:
    - 3.2.1 Item No. 3 - To approve the re-appointment of Mrs. Nataly Mishan Zakai as director of the Company for a term ending upon the conclusion of the following Annual General Meeting.
    - 3.2.2 Item No. 4 - To approve the re-appointment of Mr. Gustavo Traiber as independent director of the Company for a term ending upon the conclusion of the following Annual General Meeting.
    - 3.2.3 Item No. 5 - To approve the re-appointment of Mr. Michael Joseph Salkind as director of the Company for a term ending upon the conclusion of the following Annual General Meeting.
    - 3.2.5 Item No. 6 - To approve the re-appointment of Mr. Baruch Itzhak as director of the Company for a term ending upon the conclusion of the following Annual General Meeting.
    - 3.2.6 Item No. 7 - To approve the appointment of Mr. Samy Backlash as director of the Company for a term ending upon the conclusion of the following Annual General Meeting

**Voting for each nominee for office of director shall be held separately.**

4. Time and place for reviewing the full version of the proposed resolutions  
The report on convening the Meeting (including its schedules) and the complete form of the resolutions on the agenda, and any document pertaining to resolutions can be reviewed in the Company’s offices at 10 Hagavish, Netanya, Israel, following advance coordination with the Corporate’s secretary at phone number 052-9989595, Sundays-Thursdays (except for

holidays), during common work hours, until the conclusion of the Meeting. Similarly, the report on convening the Meeting (including its schedules), the voting card and the position statements under their meaning in section 88 of the Israeli Companies Law, 5759-1999 (the “**Companies Law**”), if any, can be reviewed on the website of the Israeli Securities Authority and on the website of the Tel Aviv Stock Exchange Ltd (“**TASE**”) as specified in section 15 below.

5. Details regarding the candidates for office as directors

For the details required in relation to the candidates for office as directors, see section 1.3 of the general meeting summons report to which this voting card is attached.

6. The required majority to adopt the resolutions in the General Meeting for the items on the agenda

The required majority for approving the resolutions set forth in sections 3.1 and 3.2 on the agenda is a simple majority of all votes of the shareholders present in the General Meeting who are allowed to vote and who voted in it themselves or through a proxy, not taking into account abstaining votes.

7. Notice regarding a personal interest/affinity

**In part two of this voting card space is allocated for marking the existence or absence of an affinity or other characteristic in connection with the relevant resolutions that are on the agenda, as required under the Company’s Law and the Voting in Writing Regulations, and space for describing the relevant affinity, if any. It is clarified that the vote of whoever did not mark the existence or absence of such an affinity and/or did not describe its nature, is not taken into account.**

Similarly, in part two of this voting card space is allocated for marking whether the voter is deemed an “institutional investor” as such term is defined in regulation 1 of the Israeli Supervision of Financial Services (Provident Funds) Regulations (Participation of a Managing Company in a General Meeting), 5769-2009, or a manager of a joint investment trust fund, as such term is used in the Israeli Joint Investment Trust Law, 5714-1994, or an interested party, As the term is defined in Section 1 of the Securities Law, 5728-1968 (“**Securities Law**”).

8. Notice regarding contravening holdings

**In part two of this voting card space is allocated that every shareholder is required to mark whether his holdings of the Company shares are in violation of the holding or transfer restrictions set forth in the Company’s licenses as set forth in section 2.11 of the report on convening the General Meeting above. Should no response to a question be marked, the vote shall not be counted. If only part of the shareholdings is in violation as foregoing, a right to vote in the part that is not in violation may be granted. In this case, please contact VP Legal and the Corporate’s secretary by telephone +972-52-998-9595 for receiving instructions on how to vote for shares that are not in violation, or if the shares are held through a broker, the broker can be asked to contact the Company on behalf of the shareholder.**

9. Record date

The record date for determining the entitlement of the shareholders to vote at the General Meeting under section 182(c) of the Companies Law and regulation 3 to the Notice Regulations is Tuesday, November 22, 2023 (“**Record Date**”).

10. Validity of voting card

10.1. The voting card shall be in effect only if the following documents are attached to it and they were delivered to the Company (including by registered mail) As described below:

until four (4) hours before the time of the Meeting:

10.1.1 Unregistered shareholder<sup>4</sup> - certificate of ownership as mentioned in section 16 below. Alternatively, a shareholder shall be entitled to send the Company a certificate of ownership through the electronic voting system which operates according to point B of Chapter G2 of the Securities Law ("**Electronic Voting System**"), until six (6) hours before the time of the Meeting or earlier as determined by the Israel Securities Authority, provided that it does not exceed 12 hours before the date of the meeting ("system lock date"), all in accordance with and subject to the conditions set forth in written voting regulations.

10.1.2 Registered shareholder<sup>5</sup> - photocopy of identity card, passport or certificate of incorporation.

10.2. **A voting card that was not provided pursuant to anything set forth in this section shall be of no effect.**

For this purpose, "time of delivery" is the time on which the voting card and the documents attached thereto arrived at the Company's headquarters.

11. **An unregistered shareholder who wants to vote via an electronic voting card shall be entitled to do so until the system lock time.**

12. Company address for delivery of the voting cards and position statements

The Company's offices, 10 Hagavish, Netanya 4250708, Israel (attn. Adv. Larisa Cohen).

13. Deadline for delivery of position statements to the Company by the shareholders

Until ten (10) days before the date of the Meeting.

14. Deadline for delivery of the Board of Directors' response to the position statements

Until five (5) days before the date of the Meeting.

15. Address of the websites on which the voting cards and position statements are located

The website of the Israeli Securities Authority (the "**Distribution Website**"): <http://www.magna.isa.gov.il>;

The TASE website:

<http://maya.tase.co.il>

16. An unregistered shareholder is entitled to receive the certificate of ownership from the TASE member through whom it holds its shares, at the branch of the stock exchange member or by mail to its address in exchange for delivery fees only, if so requested. An application on this matter shall be given in advance for a certain securities account. A shareholder is also entitled to order its certificate of ownership to be transferred to the Company through the electronic voting system.

17. A unregistered shareholder is entitled to receive by email, for no consideration, a link to the format of the voting card and position statements (if any) on the **Distribution Website**, from the TASE member through whom it holds its shares, unless it informed the TASE member that it does not desire to receive such a link or that it wishes to receive voting card by mail in consideration for payment; its notice regarding the voting card shall also apply with respect to receiving the position statements.

18. One or more shareholders holding at the record day shares at a rate constituting five percent (5%) or more of the total voting rights in the Company, and also one holding such a share out of all voting rights which are not held by the Company's controlling shareholder, as defined in section 268 of the Companies Law ("**Controlling Shareholder**"), is entitled by itself or through an agent on its behalf, after the General Meeting being convened, to review, at the Company's offices (the address whereof is set forth in section 12 above), during

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<sup>4</sup> A person in favor of whom shares are registered with a TASE member, and such shares are included among the shares registered in the Company's shareholder registry in the name of the nominee Company.

<sup>5</sup> A shareholder who is registered in the Company's shareholder registry.

common work hours, the voting cards and the voting records through the electronic voting system that the Company received as set forth in regulation 10 of the **Written Voting Regulations**.

18.1. As of the date of this voting card the number of shares constituting five percent (5%) of the total of all voting rights in the Company is: 8,266,842 ordinary shares of the Company par value ILS 0.01 each (“**Ordinary Shares**”).

18.2. As of the date of this voting card the number of shares constituting five percent (5%) of the total of all voting rights in the Company that are not held by a Controlling Shareholder as defined in section 268 of the Companies Law is: 5,326,573 Ordinary Shares.

19. Following the publication of this voting card, there may be changes to the agenda, including the addition of items to the agenda, position statements may be published, and the updated agenda and position statements may be reviewed in the Company’s reports to be published on the websites listed in section 13.

20. A request of a shareholder under section 66(b) of the Companies Law to include an item on the agenda of the General Meeting shall be delivered to the Company until seven (7) days after the Meeting is convened. If such a request was submitted, it is possible for the item to be added to the agenda, and its details shall appear on the Distribution Website. In this case the Company shall publish an amended voting card together with an amended report on convening the Meeting, no later than seven (7) days after the deadline for delivery of a shareholder request to include an item on the agenda, as set forth above.

21. Cancellation of the voting card

A shareholder may, up to twenty-four (24) hours before the date of the general meeting, contact the Company's registered office, after he proved his identity to the Corporate Secretary's satisfaction, or another employee appointed for this matter, withdraw his voting card and confirmation of ownership

**A shareholder shall state the manner of its vote with respect to the items on the agenda in the second part of this voting card.**

**Cellcom Israel Ltd.**  
**Voting card under the Israeli Companies (Voting in Writing and Position Statements)**  
**Regulations, 5765-2005 (the “Regulations”)**  
**Part Two**

Company name: Cellcom Israel Ltd.

Company’s address (for delivery and sending of the voting cards):

10 Hagavish, Netanya 4250708, Israel (attn. Adv. Larisa Cohen).

Company number: 511930125

Time of the Meeting: Thursday, December 21, 2023, at 15:00 (Israeli time). Should the Annual General Meeting be postponed, the adjourned meeting shall take place on Thursday, December 28, 2023, at the same time and place

Type of the meeting: Annual General Meeting

Record date: Tuesday, November 22, 2023

**Shareholder details**

1. Shareholder name - \_\_\_\_\_
2. ID number - \_\_\_\_\_
3. If the shareholder does not have an Israeli identity card -  
Passport number - \_\_\_\_\_  
Country of issue - \_\_\_\_\_  
Valid until - \_\_\_\_\_
4. If the shareholder is a corporation -  
Corporation Name - \_\_\_\_\_  
Corporation number - \_\_\_\_\_  
Country of incorporation - \_\_\_\_\_
5. Interested party, senior officer and institutional investor:

Are you an interested party <sup>6</sup> of the Company?	Yes	No
Are you a senior officer <sup>7</sup> of the Company?	Yes	No
Are you an institutional investor? <sup>8</sup>	Yes	No

6. Do your direct or indirect holdings in the Company’s shares violate the restrictions on holding or transfer of the Company’s shares set forth in the Company’s communication licenses?<sup>9</sup>

Yes	No
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If holdings of shareholders violate the restrictions set forth in the Company’s communication licenses, the shareholder is not entitled to vote for these shares, and its vote will not be counted. If only some of the shareholder’s holdings violate such restrictions, it may be entitled to vote for some of the shares that are not in violation thereof. For additional details see section 2.11 to the report on convening the General Meeting to which this voting card is attached.

<sup>6</sup> “Interested Party” - As defined in section 1 of the Securities Law.

<sup>7</sup> “Senior Officer” - As defined in section 37(d) of the Securities Law.

<sup>8</sup> “Institutional Investor” - As defined in regulation 1 of the Supervision of Financial Services Regulations (Provident Funds) (Participation of a Managing Company in a General Meeting), 5769-2009, as well as a manager of a joint investment trust fund, under the meaning of such term in the Joint Investment Trust Law, 5714-1994.

<sup>9</sup> If this box is not checked, the vote will not be counted.

**Manner of voting**

Item on the agenda	Manner of voting <sup>10</sup>			Are you a Controlling Shareholder or interested party in the resolution? <sup>11</sup>	
	In favor	Against	Abstaining	Yes <sup>12</sup>	No
1. Item No. 2 - To approve the appointment of Kost Forer (EY) as the Company's Auditors, in effect until the end of the Company's next annual general meeting					
2. Item No. 3 - To approve the re-appointment of Mrs. Nataly Mishan Zakai as director of the Company for a term ending upon the conclusion of the next annual general meeting					
3. Item No. 4 - To approve the re-appointment of Mr. Gustavo Traiber as independent director of the Company for a term ending upon the conclusion of the next annual general meeting					
4. Item No. 5 - To approve the re-appointment of Mr. Michael Joseph Salkind as director of the Company for a term ending upon the conclusion of the next annual general meeting					
5. Item No. 6 - To approve the re-appointment of Mr. Baruch Itzhak as director of the Company for a term ending upon the conclusion of the next annual general meeting					
6. Item No. 7 - To approve the appointment of Mr. Samy Backlash as director of the Company for a term ending upon the conclusion of the next annual general meeting					

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

Signature: \_\_\_\_\_

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<sup>10</sup> Not checking shall be considered abstaining from voting on such matter.

<sup>11</sup> The vote of a shareholder who does not complete this column in the items required completion or who checks "yes" without providing details shall not be counted.

<sup>12</sup> Details below.



For shareholders holding shares through a TASE member (pursuant to section 177(1) of the Companies Law) – This voting card shall have effect only with the attachment of a certificate of ownership.

For shareholders registered in the Company’s shareholder registry - the voting card shall have effect only with the attachment of a photocopy of an identity card/passport/certificate of incorporation.

**Details about being a controlling shareholder of the Company and/or having a personal interest in approving the proposed resolutions on the agenda (if relevant):**


